

BUFFY THE VAMPIRE SLAYER

"Buried"

by
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TEASER

FADE IN.

1

INT. SHAW RESIDENCE - LOUNGE - NIGHT

1

The lights are dimmed low. JACKSON and BUFFY lay peacefully on the sofa, hands interlocked, Buffy's head lying on Jackson's chest.

BUFFY

My eyes want to close and it's like
I have no control.

JACKSON

Let them.

BUFFY

I can't. I need to get home.

JACKSON

You're not staying?

Buffy thinks about it but shakes her head, pulling herself up, looking him in the eyes.

BUFFY

I need to be at home.

JACKSON

Okay. I get it.

BUFFY

I wish I could stay but... I think
Will needs as many people around
her as possible.

JACKSON

(nods)

She's hurting.

BUFFY

Yeah but she hasn't turned evil so
that's a plus.

JACKSON

Yet.

BUFFY

Huh?

JACKSON

She hasn't turned evil yet. There's
still time. Not to be the bringer
of bad news but she's gonna want
the head of whatever demon did
this.

(CONTINUED)

CONTINUED:

BUFFY

By the sounds of it, she's not
gonna have a chance.

(beat)

Dawn said the demon just appeared
from nowhere and disappeared just
as quick. Typical sign of evilness.

JACKSON

Poor Dawn, having to see that.
Having to see the body... it can't
be healthy.

BUFFY

First Tara, now Kennedy. Dawn's
seen them both. But she's strong,
she'll be okay.

(beat)

It's Willow we need to worry about.
She's the one who could be tipped
over the edge.

2

INT. SUMMERS RESIDENCE - BATHROOM

2

The window RATTLES as the wind crashes against it. The camera
pans to put WILLOW in frame, staring ahead at the mirror,
GAZING into her own reflection. A blank expression. No
smiles. No tears. Nothing. But we can hear voices.

WILLOW (V.O.)

(haunting)

What are you doing?

KENNEDY (V.O.)

Bringing you back to life.

Willow continues to stare at the reflection, as if she's
seeking something deep inside herself. But --

ANYA (O.S.)

We can't leave her up there on her
own, Xander. She's a ticking time
bomb. Remember last time her
girlfriend got killed?

XANDER (O.S.)

That won't happen again.

3

INT. SUMMERS RESIDENCE - LOUNGE

3

XANDER and ANYA are standing in the middle of the room,
having an argument. ANDREW and DAWN are sitting on the sofa,
watching them.

(CONTINUED)

CONTINUED:

ANYA

You don't know that. The magic took control of her before and it'll do it again.

(beat)

She wants vengeance.

XANDER

What, now you feel it?

ANYA

Everyone feels it, Xander. The demon that killed Kennedy is still out there and Willow's gonna want to stab it through the heart multiple times with a really, really sharp knife... or a sword.

(beat)

Personally I'd summon a Enoira Demon to --

XANDER

Could we just not do this right now, Anya? She's only upstairs.

ANYA

You're blind, Xander. Everyone knows I'm right. Why do you think Buffy has been staying here instead of Jackson's?

(to Dawn)

You're the level headed one of the group lately, Dawn. You know I'm right.

DAWN

I wouldn't say I'm the most level headed... but I think Willow should be dealt with before she explodes.

ANYA

Like I said, ticking time bomb.

XANDER

(to Dawn)

How do you mean, "dealt with?"

DAWN

Uh, I just mean, you know...

ANDREW

Controlled.

DAWN

That's right. Exactly what I was getting at.

4 INT. SUMMERS RESIDENCE - BATHROOM

4

Willow is still staring at the mirror before her, overhearing them all speaking.

XANDER (O.S.)

So now we're likening her to an animal?

She covers her ears, becoming more and more frustrated by the sound of their voices. She turns to the door, speaking low enough for only us to hear:

WILLOW

(commanding)

Quiet.

Everything is silent.

5 INT. SUMMERS RESIDENCE - LOUNGE

5

As before, except they seem to be muted. Xander and Anya are talking but no sound is coming from them, and they don't seem to know about it.

Dawn tilts her head, noticing it. Her eyes run along the floor and to the stairs, where her focus becomes transfixed.

6 INT. SUMMERS RESIDENCE - BATHROOM

6

Finally Willow moves away from the mirror and we see the rest of the room. Clothes are scattered within a circle made by blue and white candles.

Willow pulls a shirt and spreads the contents of a jar onto it -- BLOOD. She waits a few moments before doing anything, speaking so quietly we can't even hear her.

Then --Her head SNAPS up, her eyes growing an eerie BLACK, staring right ahead at the camera. She SCREAMS bloody murder!

BLACK OUT.

END OF TEASER

(CONTINUED)

CONTINUED:

ACT ONE

FADE IN.

7

INT. SUMMERS RESIDENCE - BATHROOM - NIGHT

7

The door BURSTS open and in charge Xander and Anya, followed by Andrew. Xander rushes to Willow's side, as she lies breathless on the floor, like she's just been suffocated.

He pulls her body up but she SLUMPS back against the wall, her eyes teary, a morbid expression.

XANDER

What's wrong, Will? What happened?

WILLOW

(somber)

I can't do it. It won't let me.

XANDER

What won't let you? Let you do what?

ANYA

Be careful, Xander. She might be evil.

ANDREW

But her hair's not even black.

Willow shoots them both a look as she gets to her feet, refusing Xander's help. She turns to see the mirror but it has been SMASHED to pieces.

WILLOW

Whatever... killed her... I can't find it. It's blocking me.

XANDER

Will, you shouldn't be doing magic, not at a time like this.

WILLOW

(distracted)

This time tomorrow she'll be in the ground.

(beat)

Do you think she'll like it? The casket, I mean. I don't know if she will. I didn't... I didn't know her favorite color.

Her hands cover her face, trying to hide the pain. Xander looks to Anya and Andrew, motioning for them to leave, and with a moments pause, they do.

(CONTINUED)

CONTINUED:

Xander wraps his arm around Willow's shoulder, holding her hand tightly with his.

XANDER

She'd like it.

WILLOW

We don't know that. I mean, what did we really know about her? She was... there's so much I didn't get to find out... I said... I thought there'd be time to... to...

XANDER

Know her?

WILLOW

(dismal)

Love her.

(beat)

I wanted to love her. I wanted to tell her... but I couldn't. I just... there wasn't enough time.

XANDER

Whatever you felt for her, she knew it. We all saw how much you cared for her. There's no way she couldn't.

WILLOW

I have to find this demon.

XANDER

No, Will. You have to say goodbye to Kennedy.

WILLOW

I don't think I can. If I say that then she's really gone. And she's not here anymore.

(beat)

I don't know if I can deal with that.

XANDER

You will. You've got us. All of us, your family.

8

INT. SUMMERS RESIDENCE - KITCHEN

8

Dawn is standing by the refrigerator, eating an apple. She takes a bite, then pulls it back to examine it, as if she's tasting it for the first time.

(CONTINUED)

CONTINUED:

DAWN

I remember this. Taste.

Anya comes through the door with the portable telephone, looking over an address book in her hand. She looks up to see Dawn, who doesn't take her eyes off her.

DAWN (cont'd)

Is Willow... okay?

ANYA

Well if by "okay" you mean, "going off the deep end," then yep, she's as okay as okay gets.

DAWN

You talk strangely.

ANYA

Yes. So I've often been told. It's my charm.

(beat)

Damnit. I don't have the number for Kennedy's parents.

DAWN

Why do you need them? Are they warlocks? Can they trace the killer?

ANYA

(huh?)

Of course not, Dawn. You know they're not. But Xander's put me in charge of organizing this funeral and inviting everyone Kennedy knew but... her address book is almost empty.

(beat)

I guess she didn't have a lot of friends. I think... I don't think she wanted anything other than Willow.

(beat)

Or, I guess, she wanted to live.

DAWN

We all do. It's what we fight for.

ANYA

Yeah. And look where it got her. One swoop and she was down. The first blow would have killed her, the coroner said so... so what kind of creature would brutally hack her like that?

(CONTINUED)

CONTINUED: (2)

DAWN

Some relish the kill. Some drown in
it like it keeps them alive.

ANYA

I remember. Ex-Demon here. But
still, it was too gruesome, even
for me.

(beat)

She didn't deserve it.

DAWN

All humans do.

A curious look comes over Anya but before she is able to
respond, Buffy comes through the door.

BUFFY

Hey.

DAWN

(smiles)

Hey.

BUFFY

Everyone okay?

ANYA

Yes. Oh no, wait. Willow's
girlfriend was brutally murdered
and now she's falling to pieces...
and so has the mirror.

BUFFY

What?

ANYA

She tried to do a spell to find the
demon that killed Kennedy but
there's some kind of mystical
block. If you ask me, Willow doing
magic is just a catastrophe waiting
to happen. The girl should be
chained.

(to Buffy)

You have chains. From your kinky
sex with Spike. You still have
them, right?

BUFFY

(shocked)

There were no...

(quickly)

Is she okay?

(CONTINUED)

CONTINUED: (3)

DAWN

She's a mortal. Dealing with death.

ANYA

And look where it got her last time.

Xander ENTERS, his car keys in hand. He looks to the three women, then sighs.

XANDER

She's in bed. No more spells tonight. I think she's scared about tomorrow.

BUFFY

Who wouldn't be?

XANDER

I'm gonna head off now.

ANYA

What? Where are you going? I thought we were going to make sex because of the horrible things that have happened.

(to Buffy and Dawn)

Sex makes it better.

XANDER

Anya!

(then)

I'm gonna go get Faith. She's released tonight.

BUFFY

Okay. Wait, remember --

XANDER

Her name's Candice. Yeah. By the way, who came up with that alias?

BUFFY

I had to tell them something, otherwise they'd call the cops right away. That name just kinda popped up.

XANDER

But... Candice? Oh well, I'm over it. Time to get the fugitive.

ANYA

Good. Because we really need to talk about the little thing called vengeance. Willow's craving it, I --

(CONTINUED)

CONTINUED: (4)

BUFFY
(to Xander)
And take Anya!

ANYA
What?

Xander nods in understanding, ushering Anya out of the door. Buffy turns to the kitchen work top, leaning on it, her head in her hands. Dawn lingers beside her, studying her.

DAWN
You're tired.

BUFFY
Only just figuring that out?

She pulls herself back up, running her hands through her hair, wiping her eyes.

BUFFY (cont'd)
I just... I keep thinking that things are gonna get easier, that the world's going to start giving us some breaks but...

DAWN
It's not going to happen.

BUFFY
Doesn't seem likely.

Buffy's hand touches Dawn gently on the cheek, a smile forming on her face.

BUFFY (cont'd)
Glad I got you. I swear, sometimes you're the only reason I keep fighting.

Dawn raises her own hand, touching Buffy's. They stay in that position for a while.

DAWN
You need some rest.

BUFFY
What I need is a shower.

She heads to the door.

BUFFY (cont'd)
Dawn, are you okay?

DAWN
Why wouldn't I be?

(CONTINUED)

CONTINUED: (5)

BUFFY

No reason.

(beat)

See you in a bit.

Dawn nods and watches Buffy as she exits through the door. Dawn looks back down at the apple in her hand. She stays fixed on it for a moment then -- DROPS it to the floor. It rolls and stops by her feet.

Suddenly she SLAMS her heel down on it, SQUASHING it like a bug... or an apple!

9

INT. SUMMERS RESIDENCE - BUFFY'S ROOM

9

The room is dark, the only light coming from the moon outside the window. It shines on Willow's pale face as she lies on the bed, awake, but so distant.

The door creaks open and Buffy peers in. She watches Willow, observing her behavior. Then, she comes in, softly closing the door behind her.

WILLOW

It doesn't make sense.

BUFFY

I know.

WILLOW

How can there be a face on the moon? It's just a formation... it doesn't make sense.

BUFFY

Oh... yeah.

WILLOW

She used to talk about the man in the moon. She said her Dad would sometimes read her a story about him when she was in bed... she told me those were the times she felt special.

(beat)

Not like when her uncle... how could someone do that to something so precious? How can a waste like that live and she's being buried tomorrow?

BUFFY

Will --

(CONTINUED)

CONTINUED:

WILLOW
(interrupting)
I'm not looking for solace, Buffy.
I don't deserve it. This is
payback.

Buffy moves closer to her, sitting on the edge of the bed, as Willow finally turns to her.

BUFFY
Payback?

WILLOW
I killed. This is the price for
that evil.

BUFFY
No, it's not. Willow, this was some
demon who... it's not your fault.

WILLOW
(teary)
Sometimes when we were in bed,
she'd tell me the story of the man
in the moon. But she'd change it to
a woman.
(laughs)
She always did dig the woman power.
It's what I... what I loved about
her.

BUFFY
I wish I knew how to make this
better for you.

WILLOW
You can't. No one can.
(beat)
That demon needs to pay for what
it's done.

BUFFY
And it will. But you can't be the
one to make it. Willow... you have
power that is so fragile... a
simple push in the wrong direction
and you'll go overboard. You know
that.

WILLOW
I can't just sit here... Buffy... I
can't just let it get away with
this.

(beat)
I never told her I loved her.

(MORE)

(CONTINUED)

CONTINUED: (2)

WILLOW(cont'd)

She told me it all the time but I just couldn't... I felt like I was betraying Tara, that... somehow it was wrong. I wanted to. I really did but...

BUFFY

I know.

Buffy, of course, is referring to her own relationship with Jackson. That much is obvious.

BUFFY (cont'd)

Sometimes we don't need to say it. Sometimes it's better left unsaid.

WILLOW

(distracted)

They can't come.

BUFFY

Who?

WILLOW

Her parents. I won't let them. They only caused her pain... she wouldn't want them there.

BUFFY

Will, I don't think --

WILLOW

(angry)

They can't come!

Buffy nods, stroking her arm. Willow looks down at herself, almost ashamed.

WILLOW (cont'd)

I'm sorry. I'm just...

BUFFY

I know.

WILLOW

I think I need to be alone.

Willow rests her head back down on the pillow as Buffy stands. The slayer lingers over her, then gently kisses her on the forehead, before leaving the room.

10

INT. SUMMERS RESIDENCE - UPSTAIRS HALLWAY

10

Buffy comes out of the door, closing it. She turns back to see the hallway, where, not one week ago, Kennedy was butchered. Buffy closes her eyes --

11 INT. SUMMERS RESIDENCE - UPSTAIRS HALLWAY

11

A blinding white light fades away and we're back in the very same hallway. Willow is holding Kennedy's body in her arms, with Dawn lingering over them.

Buffy comes rushing up the stairs and SEES. She covers her mouth in SHOCK, completely horrified by the scene. She almost stumbles but catches herself in time and leans herself against the wall.

Jackson and Xander are the next up. Jackson sees the body, then immediately turns to Buffy, wrapping his arms around her, shielding her from the view.

Xander stands, frozen, watching. His eyes show us exactly what he feels. Just what everyone else is feeling.

XANDER

Oh God... what... did this?

DAWN

(quickly)

A demon.

Xander doesn't take his eyes off the body. But he does slowly move to the weeping Willow, trying to slowly pull her away.

XANDER

Willow... oh God.

WILLOW

(crying)

She's not dead. She's not! She's not dead...

And the words repeat over and over as the others look on in horror.

12 INT. SUMMERS RESIDENCE - UPSTAIRS HALLWAY

12

The light covers the screen again but is gone in a FLASH. Buffy stands motionless, staring at the walls, which are still slightly stained with blood.

ANDREW (O.S.)

Buffy?

She turns to see him, a little dazed.

ANDREW (cont'd)

Are you all right?

(CONTINUED)

CONTINUED:

BUFFY

Yeah. I just... two people have
died in this hallway. First Rose...
now...

ANDREW

It's the house of death.

Buffy eyes him, sorrow filling every crack in her face.
Andrew places his hand on her shoulder.

ANDREW (cont'd)

We'll find it won't we? The demon
that did this.

BUFFY

We will. And we'll make it pay for
what it's done.

(beat)

But first, we need to make sure
Willow gets through tomorrow.

13 EXT. ALLEYWAY

13

It's dark. Like, real dark. There's no street lights,
nothing.

But the alley is suddenly lit up by a few crackles of blue
energy coming from the ground. The crackles begin to swirl
around, creating a vortex.

It grows and grows until the entire ground breaks up and --

A FIGURE is thrown out and into the alley. The camera moves
in on it and we realize this isn't just a figure. This is a
demon. This is GRELLON. A fierce, angry, bulky demon. Not a
force to messed with.

BLACK OUT.

END OF ACT ONE

(CONTINUED)

CONTINUED:

ACT TWO

FADE IN.

14 INT. SUMMERS RESIDENCE - LOUNGE - MORNING

14

Xander, Anya, Andrew, and Jody are all sitting in the lounge. None of them are speaking, it's like a silent movie. Every now and then, Anya goes to say something, but stops.

Andrew is sitting alone in the armchair, much to the disappointment of Jody, who is leant up against the wall by the door.

Xander stands and paces for a bit, wiping away the dust from his jacket, making sure he looks presentable. Anya approaches him, straightening his tie. They stare at each other, gazing into one another's eyes.

Jackson and Dawn enter through the front door. And it's just like they've entered a morgue. But they keep with it, neither one of them disturbing the silence.

Jackson and Xander nod to each other in appreciation. Dawn, meanwhile, eyes them all. Inspecting them. Then -- footsteps.

They all turn to see Willow walking down, dressed in black, looking every bit the mourning widow. She lingers in the doorway, until Xander reaches forward and HUGS her. She doesn't break away.

15 INT. SUMMERS RESIDENCE - BASEMENT

15

The place has more light now, more than we've seen in previous episodes. FAITH sits on the bed, smoking a cigarette. She looks to see Buffy coming down the steps.

BUFFY
We're heading off now.

FAITH
Right.

BUFFY
Sure you're not coming?

FAITH
It's funny. You'd think funerals would be my thing, the amount of people I've... I don't think it's my place.

BUFFY
Willow wouldn't mind if that's --

(CONTINUED)

CONTINUED:

FAITH
It's cool. I'll hang back here. Get
the drinks ready.

BUFFY
And... you're okay?

Faith looks down at her ribs, which are bandaged up from
where she was shot.

FAITH
Slayer healing powers. It's getting
better.

BUFFY
Okay.

She doesn't say goodbye. She turns for the stairs again but
Faith gets to her feet.

FAITH
Look... I know a lot's happened
since last week but... what you did
for me?
(beat)
It's just... thanks.

BUFFY
You're welcome.

Then she EXITS. Faith looks on after her, before turning back
to the bed. She inhales more smoke, sitting back down, losing
herself in thought.

16 INT. SUMMERS RESIDENCE - LOUNGE

16

Everybody is standing around, as before, none of them knowing
what to do next. Buffy comes through the door and sees
Willow. She offers a forced smile, then moves to her, taking
her hand.

"Dice" [by Finley Quaye & William Orbit Featuring Beth Orton]
begins to play as Buffy and Willow make for the door. Jackson
catches a glance from Buffy and smiles slightly. He follows
them out with Xander, whose head is lowered to the ground.

Anya and Andrew go next, neither of them looking at each
other. Then Jody and Dawn. Jody exits as Dawn hangs back a
moment, looking around the house.

A small curve of the lips forms, then she closes the door
behind her.

FADE TO:

17 EXT. CEMETERY - LATER

17

The song carries through the scene, muting the sounds of the funeral service. The priest is reading a passage from the bible as our Scoobies stand before the coffin, covered in bright flowers, hovering above the hole in the ground.

Xander watches in confusion, looking at the coffin like he had never seen one in his life before, as though by looking at it, he could get some answers.

Anya comes into frame, her head resting on his shoulder, as she too stares ahead.

Buffy and Jackson's hands are interlocked, listening to the sermon. They exchange a look of solidarity, then Buffy returns her attention to Willow -- who is transfixed. She's staring ahead at the camera, her expression dead, empty.

We see what she sees. KENNEDY is standing behind the priest, her arms crossed, a smile brightening her glowing complexion. She lifts her hand and waves at Willow, her body FADING from view.

Willow tried to hold back the tears but it's futile. She breaks away from the gang as the coffin is lowered into the ground.

Xander starts after her but Buffy pulls him back. They watch her run.

Running behind a tree, Willow falls to the ground in floods of tears. Her body is limp as her fingernails CLAW the dirt beneath her.

FADE TO:

18 INT. SUMMERS RESIDENCE - BASEMENT

18

Faith is still sitting on the bed but now she is holding something. She stares into it, her finger slowly running across it, the music playing through.

It's a photo of her and ROBIN WOOD in some sunny setting -- looking happy. Her fingers trace his face...

FADE TO:

19 EXT. CEMETERY

19

The ceremony is over. All that is left is disturbed dirt. Buffy and Xander are sitting with Willow behind the tree.

None of them say anything, none of them need to. Willow is almost asleep on Xander's shoulder, the exhaustion showing. He and Buffy share looks.

(CONTINUED)

CONTINUED:

Nothing too deep, but we get enough to know they're worried.
The music begins to fade out as we cut to:

20

INT. SUMMERS RESIDENCE - KITCHEN - AFTERNOON

20

Faith is sitting on the work top, munching away at some biscuits. She looks to the door as it opens, and in walks Jackson. He nods to her and she raises a brow.

FAITH

Back from the grave.

He doesn't say anything, just goes into the refrigerator, bringing out a cold beer.

FAITH (cont'd)

She okay?

Faith THROWS him the bottle opener and he catches it. Opening the beer, he SHRUGS.

JACKSON

Would you be?

FAITH

It's gotta take a lot out of her.
Oz left her. Tara was shot. Now
Kennedy.

(beat)

And I actually liked the kid. She
had...

JACKSON

A quality.

FAITH

I was gonna go with 'attitude,' but
yeah, that too.

She finishes off the pack of biscuits and JUMPS down from the work top, flinching at the pain in her stomach.

JACKSON

You used to kill demons for fun,
right?

FAITH

(eyes him)

Used to.

JACKSON

How'd you feel about revenge?

Faith gets it.

FAITH

Check out the bad boy.

(CONTINUED)

CONTINUED:

JACKSON

We can't let it get away with it.
It's not right.

FAITH

I get that but Buffy --

JACKSON

Screw Buffy.

Faith almost chokes on what's left in her mouth. She puts a hand to her chest.

FAITH

You really are a mystery.

JACKSON

I didn't mean... she's doing what she thinks is right, letting it set in for Willow. But we're not her. We're not the ones that are going to go off the deep end.

FAITH

You sure about that?

JACKSON

What?

FAITH

Last time I checked, you were having amnesia, your memories brought back in a flash by some ring, then you try and kill Dawn. I'd put that down to "deep end" stuff.

JACKSON

I'm the Guardian. I'm supposed to protect.

FAITH

And you know that for a fact?

JACKSON

(beat)

Are you gonna sit back and watch while this demon roams free?

FAITH

No.

(beat)

I'm gonna sit back and wait for when Buffy says we chase. She calls the shots around here, not you.

(CONTINUED)

CONTINUED: (2)

She approaches him, almost in the danger zone.

FAITH (cont'd)
You may think you're all powerful
but so far I haven't seen anything
from you that makes me wanna
follow.

(beat)
Buffy's the leader for a reason.

JACKSON
Not so long ago you'd be the one on
the laughing end of that.

FAITH
(angry)
Don't think you know me. You don't
know me at all.

BUFFY (O.S.)
Interrupting something?

Jackson and Faith turn to see Buffy, leaning in the doorway.
Faith shrugs it off and heads towards her.

FAITH
Just blowing off steam.

BUFFY
Uh huh.

Faith exits. Buffy looks to Jackson, curious. He takes
another swig of beer.

BUFFY (cont'd)
You'll have to excuse Faith, she
gets a little aggressive sometimes.

JACKSON
Buffy. We have to find this demon.

BUFFY
Since when did you become the
hunter?

JACKSON
I know I wasn't close to Kennedy
or... but she was just a kid. And
the things it did to her...
(beat)
Ever since that night, I've been
having nightmares.

BUFFY
You think we all haven't?

(CONTINUED)

CONTINUED: (3)

JACKSON

No. These are vivid. It's Kennedy, telling me I failed her.

BUFFY

What?

JACKSON

I knew. I saw it in a vision a few weeks ago. I could have stopped this if I'd have thought about it more.

(beat)

I could have saved her.

BUFFY

Jackson. You're not superman. You can't save everyone. None of us can.

She approaches him, resting her hands on his chest. He gently places his hands on her thighs.

BUFFY (cont'd)

You have an ability you can't understand. But you will, in time.

(beat)

Just give it time.

JACKSON

Trouble is. Kennedy doesn't have that anymore.

(beat)

And now Willow... you should go see to her. She's your friend.

Buffy nods, forcing a smile, something she's getting good at. She kisses him before exiting. Jackson stands on his own, staring ahead, at nothing.

21 INT. SUMMERS RESIDENCE - PORCH

21

Willow is sitting on the steps leading up to the front door, resting her head on the support beam. Her eyes are tightly closed, remembering.

KENNEDY (V.O.)

I'm not. It's fine. I'm sorry, I just... I always thought that if I was lost you would find me. No big.

WILLOW (V.O.)

I will always find you. Like a pirate and his treasure. You're mine.

(CONTINUED)

CONTINUED:

Willow holds her head in her hands, as if she's trying to block out the voices.

KENNEDY (V.O.)

Willow... do you love me?

A shadow falls over Willow's huddled frame.

VOICE (O.S.)

Willow?

She finally lifts her head. Slowly, to reveal her pale and tired face. Trails of tears mark her cheek but as she stares at the figure in front of her, something lights up. It's small, but it's something.

WILLOW

Giles.

She lifts herself up, quicker than we'd have thought, and THROWS herself in his arms. GILES wraps his arms around her frail body, holding her for a moment.

We hear her muffled cries as Buffy comes to the front door. Giles, looking over Willow's shoulder, nods to the Slayer. And she softly smiles back. Appreciative.

Then MARIE CARMONS comes into view. A very beautiful, and very formal, woman. She glances to Giles, then to Buffy.

22

INT. SUMMERS RESIDENCE - DINING ROOM

22

Giles is sitting at the table, looking over some books. Buffy is pacing around it.

GILES

And you've found nothing on this demon?

BUFFY

Zilch. Dawn didn't even get a good look so we're basically looking for a needle in a hell dimension.

GILES

(solemn)

This is terrible.

BUFFY

I know.

(beat)

I don't know how Willow's getting through it but... she is.

(CONTINUED)

CONTINUED:

GILES

Well I must say, she's doing better than last time.

BUFFY

Yeah. I'm just glad you're back, to take care of things.

(off his look)

Not that you need to go back to England to prove I can make it by myself.

GILES

No, no. I'll be staying for a while.

Buffy finally sits beside him.

BUFFY

Good.

(beat)

Everything's been so... something is going on with Jackson. He had a vision of Kennedy dying and sometimes has these feelings that something is taking him over. Andrew's gay.

GILES

Well, nothing shocking there.

BUFFY

(continuing)

And we have nothing on The Source.

GILES

Ah.

He pulls out a few books from his briefcase, putting them on the table. He begins to skim through one.

BUFFY

Ah?

(beat)

Ah?

(louder)

Giles! AH?

GILES

Oh, yes. Right. Marie and I have been using all the Council's resources to research The Source.

BUFFY

And?

(CONTINUED)

CONTINUED: (2)

GILES

We found nothing.

BUFFY

As far as "ah's" go, that's way down there on the scale.

GILES

No. We found nothing because that isn't its real name. More of an adopted name by its followers, its disciples.

BUFFY

It has disciples? That's never a good thing.

GILES

Quite.

He pushes a book her way and she looks it over, an expression of FEAR coming over her.

BUFFY

That's it?

GILES

It's called Ulithios.

BUFFY

Okay. So, what is it?

GILES

A powerful demon that once ruled over half of this world. Ulithios is, what is referred to now as, an Old One.

BUFFY

Oh.

(then)

Oh that's not good.

GILES

We've been checking through all our contacts, exhausting all our links... see, there is a place that holds the bodies of the Old Ones, the ones that didn't escape this world. It's called the Deeper Well... but this particular demon wasn't there.

BUFFY

It escaped?

(CONTINUED)

CONTINUED: (3)

GILES

It was never there. Which means it did escape, to another dimension no doubt. And now it's back.

BUFFY

Wait, that doesn't make sense. You'd think we'd have seen it. A demon like this --

GILES

It wouldn't look like this anymore.

Buffy narrows her eyes at the picture before her, then looks up at Giles.

BUFFY

Explain-y?

Giles stands, as if by standing he would be able to get into the rhythm of explaining.

GILES

While researching The Source we came across a cult, calling themselves the Bringers of Origin. After beating information out of one the followers, we discovered that they have somehow taken Ulithios' essence and funneled it into this world.

BUFFY

Yeah, cos that happens all the time.

GILES

This demon, this Old One, is somewhere here... living inside a mortal body.

A beat.

DAWN (O.S.)

Go figure.

Buffy and Giles turn to see Dawn lingering in the doorway. She offers them a smile.

GILES

Dawn.

DAWN

Good to see you back, Giles.

(CONTINUED)

CONTINUED: (4)

GILES

Thank you.

BUFFY

Great. So I guess we should round everyone up, tell them the good news?

23 INT. SUMMERS RESIDENCE - BASEMENT

23

Faith is training. She circles the punch bag, then KICKS it hard, almost knocking it off the ceiling. She goes to take another kick but sees Willow standing at the bottom of the steps.

FAITH

Hey.

WILLOW

Hey.

Willow comes closer, out of the shadows.

WILLOW (cont'd)

I'm sorry, it's just... there's too many people up there and you're the only one who hasn't tried to get me to breakdown.

FAITH

I get that.

WILLOW

Don't you ever get lonely down here?

FAITH

(smiles)

Beats tasting more of Xander's cooking.

Willow manages a laugh, taking a seat on the bed set up against the wall. Faith clings onto the punch bag, leaning on it as she eyes Willow.

FAITH (cont'd)

Feels bad, huh?

WILLOW

Like a thousand knives have impaled my body.

FAITH

Been there.

(CONTINUED)

CONTINUED:

WILLOW
(realizing)
Robin.

Faith nods, slowly taking a seat next to her.

FAITH
When he was killed it was like...
the only man who had ever treated
me nice without wanting something
in return was dead. He didn't
deserve it.

WILLOW
Neither did you.

FAITH
(laughs)
You might wanna brush up on your
Faith history there, Will. I
deserve everything this world
throws at me.

WILLOW
Why do you do that?

FAITH
What?

WILLOW
Okay, so you went evil. Haven't we
all? Doesn't mean you should be
punished for the rest of your life.

FAITH
(beat)
And isn't that what everyone's been
trying to tell you?

WILLOW
It's different.

FAITH
Why? Cos you tried to destroy the
world? Willow, you've gotta get
over yourself.

WILLOW
What?

FAITH
Sure, okay, you went evil. But
don't you think the higher powers
are gonna be dealing with other
stuff more important than handing
you punishment? You killed.

(MORE)

(CONTINUED)

CONTINUED: (2)

FAITH(cont'd)

It's over. You learnt, you grew.

(beat)

In my opinion, you're better for it.

Willow turns to her, a small smile gracing her lips. Faith rolls her eyes.

FAITH (cont'd)

God, listen to me. Five minutes in this house and I'm already singing out the Koom ba Ya's.

WILLOW

You know, a few years ago, I'd never have thought we'd have so much in common.

FAITH

The world works in mysterious ways.

WILLOW

I just wish... I wish Kennedy was here.

FAITH

Yeah. I do too. The girl had a quality.

Willow smiles, wiping away a tear. Faith turns to her, lifting her hand to wipe another for her. They stop, lingering.

Then, slowly, they move closer to each other, their faces inches away, until --

THEY KISS!

BUFFY (O.S.)

(calls)

Faith?

Willow and Faith quickly BREAK AWAY from each other. Faith looks to see some light coming from the door at the top of the steps.

FAITH

I'm here.

BUFFY (O.S.)

We need you up here.

FAITH

Yeah. Be right there.

Faith stands, looking down at Willow, who doesn't look completely happy with herself.

(CONTINUED)

CONTINUED: (3)

WILLOW
That... wasn't...

FAITH
No. It's wasn't.

WILLOW
It was just...

FAITH
We were in the moment.

WILLOW
Yeah, the moment.

FAITH
Keep your friends close and your
enemies closer. That kinda thing.

The Slayer walks away, a little uncomfortable with what just happened.

WILLOW
Faith.

She stops, turning back to face her.

WILLOW (cont'd)
You're not my enemy.

Faith nods, understanding. Then she rushes up the steps.
Willow shakes her head, disappointed with herself.

24 INT. PEACHY'S CAFE

24

Andrew is working behind the counter, ringing up someone's bill on the cash register. He doesn't give a smile, too much morbid feelings consuming him. He turns to see --

JODY approaching him.

JODY
Hey.

ANDREW
Hi.

JODY
You okay?

ANDREW
My friend's funeral was this morning and I'm getting on with my life at work.
(beat)
Sorry.

(CONTINUED)

CONTINUED:

JODY

It's okay.

ANDREW

It wasn't as if Kennedy really liked me. So why do I feel so bad she's dead?

JODY

Cos she was just a girl. She didn't deserve it.

ANDREW

No one does. Not like that.

They turn to see a WOMAN crying in the corner of the cafe. Trying to keep herself to herself. Jody takes Andrew's hand.

JODY

You wanna stay over mine tonight?

ANDREW

(thinks)

No. I don't think I should. I know I'm not a part of the best friend circle but I think I should be there.

JODY

Hey. They care about you.

ANDREW

No they don't. Not like --

SMASH!

A demon comes CRASHING through the window. It's Grellon. He pulls out the large SWORD strapped to his back, his eyes CENTERED on the woman in the corner.

Everyone hurries for the EXIT. Andrew and Jody watch from behind the counter.

GRELLON

You grieve.

WOMAN

(tearful)

Y-yes.

GRELLON

I feel your pain.

WOMAN

My son... he d-died in a car crash.

(CONTINUED)

CONTINUED: (2)

GRELLON
And that hurts you.

WOMAN
(nods)
It does.

GRELLON
I need your grief.

He DRIVES his sword into her chest as she SCREAMS bloody murder. An energy wraps itself around the sword, and then around the woman.

Suddenly, Grellon and the woman disappear into thin air. Andrew and Jody watch in shock.

BLACK OUT.

END OF ACT TWO

(CONTINUED)

CONTINUED: (3)

ACT THREE

FADE IN.

25 INT. SUMMERS RESIDENCE - LOUNGE - EVENING

25

Xander, Anya, Faith, Marie, Dawn, and Jackson are all sat around, listening to Buffy and Giles as they explain everything we've heard before. There's a few shocked faces.

XANDER

So, I'm still trying to work out if this is better or worse than The First.

ANYA

And what's with the lame names? "The First," "The Source." In my day they would have been imaginative.

GILES

The name was given to it by the people who follow it. People who would give their life to bring it back.

JACKSON

But it's already back, right?

GILES

Yes.

BUFFY

And we need to stop it. Guys, this is a demon that ruled the world thousands of years ago. It's stronger than anything we've come up against before.

GILES

Not to mention it had an army of Dragon Demons to aid it.

XANDER

So worse than The First then?

GILES

Indefinitely.

Dawn edges closer.

DAWN

How do you plan... I mean, how do we kill it?

(CONTINUED)

CONTINUED:

GILES

We haven't been able to find that out yet. But we're working on it.

MARIE

There has to be a weakness.

DAWN

Why? There isn't always one. Ulithios was a powerful ruler, better than any other on this world.

(off their looks)

I bet.

MARIE

It was ruler of over half this world but only for four centuries. It's reign was short lived in comparison to some.

ANYA

So something knocked it off its throne? That's good. We just need to find out what.

MARIE

Yes. Unfortunately, there are not other Old Ones available to ask how.

ANYA

What kind of a Watcher are you? Just go and dig out some old books.

(beat)

Giles does it all the time.

MARIE

Most of the old Council records were destroyed along with the building. We have only recently been able to rebuild the database.

(beat)

Our research division has concluded that Ulithios isn't invincible, none of the Old Ones are. They are just very... very strong.

XANDER

So what's its power?

GILES

There is speculation that Ulithios' power lies in weather manipulation. It could control the elements, cause uncontrollable storms.

(CONTINUED)

CONTINUED: (2)

XANDER

As far as powers go, that's dull.

GILES

In theory, yes. But Ulithios could destroy armies in just one night. It could ravage the world in a week.

(beat)

I hate to say this but if we don't find the host for Ulithios soon, it really could be the end of the world.

BUFFY

So much for Cleveland being a fresh start.

Anya quickly JUMPS to her feet.

ANYA

Okay. Thinking caps on, people. Lets get a plan together.

DAWN

You can't stop this.

ANYA

What?

DAWN

It's too powerful for you... for us. Everyone's gonna die.

BUFFY

Dawn --

DAWN

No. Look at us. This is no match for Ulithios.

FAITH

I dunno. We destroyed an army of Uber Vamps.

DAWN

But they were nothing compared to... I mean... everything before this has been icing on the cake. Now we're dealing with the cake.

ANYA

That analogy was very lame, Dawn.

(CONTINUED)

CONTINUED: (3)

XANDER

Come on, we defeated the army of
the very first evil, the primal
power.

DAWN

Just because it was the first evil
to come into this world, it doesn't
mean it is the strongest.

GILES

Dawn's right. What we're dealing
with goes beyond --

ANDREW (O.S.)

Buffy!

Everyone turns to see Andrew and Jody rush through the front
door, exasperated.

BUFFY

Huh?

ANYA

Andrew, you're all sweaty.

ANDREW

In the Cafe. There was a demon. It
came crashing through the window
like, Matrix style, and stabbed a
woman in the chest.

ANYA

(nodding)

And it made you sweat.

MARIE

Oh my God. It stabbed her?

ANDREW

Yeah it was --

(realizing)

Who are you?

GILES

She's a Watcher.

ANDREW

Giles! You're back? Oh my God, this
is so cool. Cos last time you
didn't stick around for long and --

BUFFY

Andrew! Woman? Sword? Demon?

(CONTINUED)

CONTINUED: (4)

ANDREW

Oh right. Yeah, it stabbed her and then this purple light consumed them both --

JODY

It was blue.

ANDREW

Huh?

JODY

The light, it wasn't purple. It was blue.

ANDREW

No. It was purple.

JODY

I'm telling you, Andrew, it was blue.

XANDER

Guys!

BUFFY

I've gotta get there.

ANDREW

You can't. It disappeared.

Faith stands, shrugging off a few aches and pains.

FAITH

(to Buffy)

Patrol?

BUFFY

Looks like it.

(to everyone)

Guys, looks like we're back on the research wagon. I want everyone on this. No exceptions.

ANDREW

Wait. The demon, it said something about grief... that it needed it.

BUFFY

Right. Got it.

Buffy and Faith head to the door but Jackson grabs the former back, away from everyone else. Giles looks on curiously.

JACKSON

Be careful.

(CONTINUED)

CONTINUED: (5)

BUFFY
I always am.

JACKSON
I know, it's just, I don't wanna
have to be worrying about you while
I'm researching... kinda ruins it
for me. Cos you know how much I
love it.

BUFFY
(smiles)
Yeah. Don't worry.

It's just a demon. They KISS. Giles sees, but looks away.
Buffy finally breaks away and exits the house with Faith.
Jackson turns back to everyone, who are disappointedly
grabbing a book.

26 INT. SUMMERS RESIDENCE - BASEMENT - LATER

26

Willow is sitting on Faith's bed, staring ahead at the wall.
Giles comes down the steps and sees her.

GILES
Thought I'd find you down here.

WILLOW
You were looking for me?

GILES
To see how you are.

WILLOW
Tired. Out of everything, tired.

GILES
Of course. It's to be expected.
You've been through your share of
torment.

WILLOW
And it never stops.

Giles frowns, taking a seat next to her.

GILES
Xander told me you tried to do a
spell yesterday.

WILLOW
It wasn't to... it was just a
locator spell, to find the demon
that... took her.
(beat)
It didn't work.

(CONTINUED)

CONTINUED:

GILES

You know what I'm going to say?

WILLOW

That I shouldn't be using my power
at a time like this. I know, but...
I can't just sit around.

(beat)

Kennedy's dead, Giles... she's gone
and... I'm not doing anything. And
in a way, it makes it worse than...

GILES

When you killed Warren?

Willow nods, almost ashamed at herself.

GILES (cont'd)

At a time like this, one of the
best things you can do is to do
nothing at all. Kennedy knew how
much you loved her.

WILLOW

How could she, when I didn't?

(teary)

I cared about her so much but...
she wasn't her... she wasn't Tara.

GILES

And no one ever could be. You don't
have to let Tara go, Willow. You
can have love for someone else as
well.

(beat)

When Jenny died, I didn't think I
would ever be able to love anyone
else. But in time you'll learn that
loving another person doesn't mean
it's betrayal. It's life.

Willow nods, understanding.

WILLOW

I didn't say goodbye. At the
funeral, I couldn't do it.

GILES

Maybe you should, without everyone
watching.

She looks to him, holding his hand.

WILLOW

Thank you.

(CONTINUED)

CONTINUED: (2)

GILES
You're welcome.

Willow gets up and starts towards the steps. Giles takes a moment before standing.

GILES (cont'd)
Where are you going?

WILLOW
To say goodbye.

27

EXT. STREETS

27

Buffy and Faith are walking down the sidewalk, their eyes scanning the area.

FAITH
So ya think it'll show again?

BUFFY
They always do.

FAITH
I guess.
(beat)
So what's up with Dawn?

BUFFY
Dawn?

FAITH
Yeah. Lil' Miss Brat has changed a whole lot. Putting the "filling out" aside, she's a real woman now.

BUFFY
Yeah, she is. Kinda scary.

FAITH
Hell yeah.
(beat)
Who'd have thought it, eh? Me a good guy, you a Mom.

BUFFY
Not a mom!

FAITH
(smiles)
Whatever.
(beat)
You've got it rough, B. If that was me, I couldn't do it.

(CONTINUED)

CONTINUED:

BUFFY

It wasn't easy, to start with. But this past year, everything kinda got put into perspective.

(beat)

Dawn's my reason. Without her I have nothing to fight for. I don't know what I would do without her.

FAITH

Hopefully you won't find out.

BUFFY

Hopefully.

They continue to walk, seeing nothing unusual in their sights. Buffy turns to Faith, eyeing her.

BUFFY (cont'd)

So what exactly happened to you while you've been away? Barring the whole... death thing...

FAITH

New York. I have, or had, a place down there. Didn't know anyone but Robin. He knew a few people who set us up with some jobs, to pay the rent, nothing amazing.

(sadly)

He was gonna apply for a principal post in the local school.

BUFFY

I'm sorry.

FAITH

And what's with everyone being sorry? I swear, since I've been back, that's all I've heard.

BUFFY

I guess it's cos of all the people that keep dying.

FAITH

I feel bad for Willow.

BUFFY

I know. I just wanna put my arms around her and --

FAITH

Kiss her?

(CONTINUED)

CONTINUED: (2)

BUFFY

What? No.

FAITH

Oh, it's just... when we were --

SCREAM! Buffy and Faith turn their heads to a CEMETERY. They exchange looks before starting towards it.

BUFFY

Looks like we got lucky.

FAITH

What? No one got lucky!

(beat)

I mean... yeah. Whatever.

28 INT. SUMMERS RESIDENCE - KITCHEN

28

Anya is pouring a few drinks, with Andrew hovering by her. He's got his cocktail in his hand, tiny umbrella included.

ANDREW

Are you sure we should be bringing alcohol into the mix? I mean, Buffy might get mad.

ANYA

Well Buffy should stop being a tight ass and get drunk.

(beat)

How else are we all supposed to deal with this morbid atmosphere without a little drunken frolicking?

XANDER (O.S.)

Is that my cue?

Anya turns to see Xander enter. Andrew watches them, then quickly makes his exit.

ANYA

I'm making cocktails. For everyone to get over the grief.

XANDER

I'm not sure that's the best answer.

ANYA

Yes it is. I've seen it. When we broke up, you drank yourself stupid.

(CONTINUED)

CONTINUED:

XANDER

I just mean... I don't know if it's the best thing to be doing at the moment.

ANYA

Well I can't take anymore researching, Xander. It seems to be all we're doing lately and I for one can't look at another Gishlogh demon again.

(beat)

Which, really, just goes to show how much of a better human I'm turning into.

XANDER

And... the feeling like you haven't got a soul... where do we stand with that?

Anya lowers her eyes, a hint of sadness. But she quickly snaps out of it, looking right back at him.

ANYA

I have you.

(beat)

You know, this whole Kennedy dying business has really opened my eyes to a few things.

(beat)

I'm human. Again. That's something I should be happy for. I'm with you. Again. Something which makes me even happier.

(beat)

And we're alive. So... why don't you say, you and I skip the research, to do a little researching of our own?

XANDER

(confused)

You want us to research privately?

ANYA

Oh for crying out loud. Lets have sex Xander!

XANDER

Right! Yes.

She goes to the door but he pulls her back, pulling her into an embrace.

(CONTINUED)

CONTINUED: (2)

XANDER (cont'd)
You know I love you, right?

ANYA
I do.

XANDER
Good. Cos I'd never want you to die
and for you to not know that.

ANYA
I'm not going to die. Again.
(beat)
And I love you too.

They KISS.

29 INT. SUMMERS RESIDENCE - DINING ROOM

29

Jackson is alone in the room, looking over some books. Giles
ENTERS, approaching him, taking a seat.

JACKSON
I've rented a few books from the
local library but these are
probably a lot more in depth,
right?

GILES
I should hope so. We conjured them
from the finest eagle feathers we
could find.

JACKSON
(distracted)
I hope Buffy's okay.

Giles nods, taking his glasses off. And you know, as soon as
he does that, we're into a serious conversation here. He
points to the ring he brought with him, the one Jackson is
wearing.

GILES
You believe that's yours.

JACKSON
It is mine.

GILES
(beat)
That ring is for the Guardian. Do
you know what that means?

JACKSON
Do you?

(CONTINUED)

CONTINUED:

GILES

No. But to wear it... it must mean you feel some kind of connection with it.

JACKSON

I do. It's like... nothing I've felt before. I don't know what's going on, but I know that whatever it is, this ring is mine.

GILES

And you believe being around Buffy while all this is going on is the best course of action?

(off his look)

You've been having premonitions, you told Buffy you felt something inside you. It's obvious this is all connected.

JACKSON

Are you warning me off?

GILES

(laughs)

No. No, of course not. Buffy would have my head if I did.

(serious)

But if you in any way hurt her, intentionally or not, I'll kill you.

Jackson doesn't have time to respond. Giles gets his book and EXITS the room. Jackson takes a deep breath before looking down at his hand, at the ring. He stares at it for a moment.

BLACK OUT.

END OF ACT THREE

(CONTINUED)

CONTINUED: (2)

ACT FOUR

FADE IN.

30

EXT. CEMETERY - NIGHT

30

A BODY FLIES past the camera and SMASHES into a tombstone. It's Faith. She feels her head, it's hurt, but she doesn't let that stop her from getting right back up. She pulls out her stake and shows it to the advancing VAMPIRE.

FAITH

Know what this does?

VAMPIRE

A doorstopper?

FAITH

What? It's not a doorstopper.

She looks down at it but as she does, the vampire KICKS her in the head, sending her falling back, again.

He picks up the stake and LUNGES for her but a HAND CLAMPS down on his arm. He looks up to see --

Buffy, smiling, holding his arm.

BUFFY

Bad boy.

She TWISTS it around his back, a few CRACKS sound. Then she KNEES him in the ribs and brings down her own STAKE, implanting it into his back. He's DUST.

The camera turns to see a GIRL cowering by a tombstone, watching it all.

BUFFY (cont'd)

You can go now. It's over.

The girl RUNS away. Buffy watches her, a little disgruntled. She turns to Faith, who's getting up, dusting herself off. She picks up her stake.

BUFFY (cont'd)

Whatever happened to: "Oh my God, you saved my life. How will I ever repay you?"

(beat)

I miss that.

FAITH

Does this look like a doorstopper. Cos, ya know, if it does, I'm so making another one.

(CONTINUED)

CONTINUED:

Buffy looks at the stake, shaking her head.

BUFFY
It looks stake-like.

FAITH
Huh.
(beat)
So, that wasn't our demon guy.

BUFFY
Nope. Guess this is gonna be an all nighter.

FAITH
Good. Give me time to...
(realizes)
Not avoid your house of course.

BUFFY
Okay, what's going on with you?
You've been edgy all night.

FAITH
What? You're tripping, B.

BUFFY
(whatever)
God, I'd so love to have a bath right now.

FAITH
Yeah. With a big hunk of man practically living with you, he could scrub you --

BUFFY
Stop. Please.

FAITH
What? He's cute, gotta give him that.

BUFFY
And what else haven't you gotta give him?
(beat)
And that makes no sense.

FAITH
It's just, he's cool, yeah. But a little unpredictable, right? Seems like he's hiding something is all.

(CONTINUED)

CONTINUED: (2)

BUFFY

He's not hiding anything.
Something's happening to him that
isn't his fault. He doesn't know
what it is.

FAITH

You sure about that? Cos, if it
were me, I'd be keeping both eyes
on him right now. He already tried
to kill Dawn.

BUFFY

Faith, when it comes to Jackson,
don't talk. You don't know him.

FAITH

(smiles)

I get that. But you know me, B,
gotta be the one keeping it real.

BUFFY

I have Anya for that.

FAITH

Oh, so where do I fit in in this
dysfunctional family?

BUFFY

Whacky evil cousin.

Buffy walks ahead. Faith drops back a little, thinking that
comment over.

FAITH

Works for me.

31 EXT. SUMMERS RESIDENCE - PORCH

31

Marie is sitting on the bench by the wall, looking at the
stars. Giles comes out of the front door.

MARIE

Going somewhere?

GILES

Looking for you, actually.

MARIE

I'm sorry. I know we should all be
researching but it's not very often
I can sit outside, staring at the
sky.

(CONTINUED)

CONTINUED:

GILES

Cleveland does have a wonderful sky.

MARIE

Well, better than London anyway.

Giles sits beside her, finally dropping his book.

GILES

You miss it?

MARIE

Strange, eh? I've been here less than a day and I'm already missing home.

GILES

That's not strange. When I was first called to watch over Buffy, I missed England almost every day.

MARIE

So what got you through?

GILES

Thinking that I was helping.

MARIE

You were. You did.

GILES

You know that for a fact?

MARIE

All you have to do is look at Buffy and know that. She is a remarkable young woman, she's died twice and is still standing. And I know that at least some of that is because of you.

(beat)

When I had my Slayer, she didn't even like me, let alone respect me. Buffy idolizes you.

GILES

(smiles)

I wouldn't go that far.

MARIE

I would. You've created a stable, trustworthy, responsible woman. I don't think you realize just how big of an influence you can really be.

(CONTINUED)

CONTINUED: (2)

She moves her hand and puts it on his. He looks down at it, then back up at her. Before he can do anything, Andrew pops his head around the door.

ANDREW

Giles, one of these books is in some kind of alien language. We've tried everything to decipher it but it's not use.

Marie quickly takes her hand away as Andrew passes Giles the book. He looks it over and shakes his head.

GILES

It's French.

ANDREW

It is?
(beat)
Oh.

He rushes back inside the house. Giles turns to Marie.

GILES

We should...

MARIE

Yes. Lets.

They both quickly RISE and head back into the house. Giles closes the door behind them.

32

EXT. CEMETERY

32

Willow is walking up to a tombstone. In her hand is a white rose. She places it down by the unsettled dirt before kneeling down.

WILLOW

Hey. I'm sorry about earlier. I just couldn't stay. It was... hard to...

(beat)

I didn't want to say goodbye because I didn't want you to really be gone. But you are. I know that. I keep thinking you're gonna wake up and just talk to me again.

(teary)

But you're not. And, I'm never gonna hear your voice again. You're never gonna tell me you love me or... play with my hair in bed like you used to. You're never gonna touch me again.

(beat)

(MORE)

(CONTINUED)

CONTINUED:

WILLOW(cont'd)

I'm so sorry, Kennedy. I'm sorry I couldn't tell you before... but I want to now. I need to. Not for me, but for you. I know you can hear me. So... I love --

GRUNNEL

You have grief.

Willow SNAPS her head around to see the demon standing behind her, watching her. She JUMPS back, backing away from him.

GRUNNEL (cont'd)

It is immense. It is...

(realizing)

You brought me here. You are the witch.

WILLOW

What?

GRUNNEL

The power, mixed with the emotion... it caused a rift and I was able to come through.

(beat)

Thank you.

WILLOW

I didn't do anything. I didn't... oh, the spell to locate the demon. But that wasn't you...

(beat)

Was it?

Willow RISES, preparing for the worst.

GRUNNEL

You tried to locate me, witch?

WILLOW

The killer. The demon that killed my girlfriend.

GRUNNEL

(thinks)

I did not kill her. She was taken by something else.

WILLOW

Something else?

GRUNNEL

Yes. Something is different in this world. There is a new presence. A new... oh the grief it will cause.

(MORE)

(CONTINUED)

CONTINUED: (2)

GRUNNEL(cont'd)

The pain. It started with you...
and it'll end with them all.

WILLOW

Look, I don't know how you got here
but I don't think --

GRUNNEL

I felt you from another dimension.
You are so powerful.
(beat)
I must have your grief.

He pulls out his sword and before Willow has a chance to do anything, he IMPALES it into her stomach.

She GASPS as it goes right through her. The same energy we saw before begins to spiral around the blade.

BUFFY (O.S.)

(calls)

Willow!

Buffy and Faith are rushing to her aid. Willow sees them and holds out her hand for them to grab.

Buffy LEAPS for her and they CONNECT, just as the energy consumes them.

FLASH!

They're gone. Faith stops in her tracks, looks around to see she's the only one there.

FAITH

(wiggled)

Okay...

33

INT. CAVES

33

A FLASH and the three of them are back, all in the same position. Buffy jumps to her feet, looking at the demon.

GRUNNEL

You're not supposed to be here. I
don't like Slayers.

BUFFY

Yeah, well --

WILLOW

Buffy.

Buffy looks down at her and notices what she's seeing. Women and men are CHAINED to the walls, their mouths bound with rope.

(CONTINUED)

CONTINUED:

BUFFY

What is this?

GRUNNEL

Home. It is where they come when they are grieving, where I bring them.

BUFFY

You feed off their grief.

GRUNNEL

It is my life source.

BUFFY

What do you do to them?

GRUNNEL

The energy they burn by crying flows into me and helps me survive.

(beat)

But they don't care... or at least, they didn't. None of them were even bothered when I took them. They were all too consumed in their grief to care about whether they lived or died. Even the witch.

Buffy looks back at Willow, still on the ground, and her face paints the same thing he just said.

BUFFY

Yeah? Well, I care.

GRUNNEL

You can't stop me.

BUFFY

Wanna bet? Seriously, the odds are like three-to-one I will.

He CHARGES at her and they COLLIDE. Both of them go down. Buffy PULLS out the sword from behind his back and drives it forward but he blocks, kicking it away.

Willow looks down as the sword comes her way, glowing in a blue/purple shine. Her eyes stay on it for a moment but she doesn't move.

Buffy is SLAMMED against the wall.

GRUNNEL

You can't defeat me. I am a hunter.

(CONTINUED)

CONTINUED: (2)

BUFFY
(muffled)
Hunt on this!

She struggles.

GRUNNEL
What?

She KICKS him in the groin, pushing him away. He FALLS to the ground but doesn't stay down for too long. He quickly gets back up.

BUFFY
I said: "hunt on this!"

GRUNNEL
I know what you said, but it didn't make sense. I've fought Slayers before but that's probably the lamest comeback I've heard.

BUFFY
Yeah?
(then)
Shut up!

She FLIPS backwards, kicking him in the jaw. As he stumbles backwards she CHARGES at him but he GRABS her by the throat, lifting her off the ground.

GRUNNEL
Go to hell, bitch!

WILLOW (O.S.)
You first.

His eyes flicker at her. Willow SNAPS her head down to the sword and shoots it through the air using telekinesis. It CUTS into Grunnel's chest, knocking him back.

Buffy drops to the ground, moving back to Willow, who's now up and watching. The energy we saw before wraps itself around the sword and then the demon. Crackles of blue and purple SPARKS surround him before --

FLASH!

34

EXT. CEMETERY

34

The FLASH disappears as Buffy and Willow find themselves back in the cemetery. They look around to see all the men and women picking themselves up, starting to leave.

Faith comes towards them, looking freaked.

(CONTINUED)

CONTINUED:

FAITH
What the hell was that?

BUFFY
(smiles)
That was Willow.

Willow looks back to Buffy, then at the tombstone she was at before. She walks closer to it as Faith and Buffy look on.

Willow kneels down again, her hand running along the letters engraved on the stone. A beat. Then --

WILLOW
(quietly)
I love you.

BLACK OUT.

END OF SHOW