

BUFFY THE VAMPIRE SLAYER

"Existence"

by
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TEASER

FADE UP:

1

EXT. CONSTRUCTION YARD. NIGHT.

1

We're looking down at a large yard with the usual tools and machinery safely tucked away for the night, large sheets of metal and wood piled up out of the way as DAWN walks into frame, heading purposefully towards the centre of the site itself.

She walks for a few steps until she hears a whispered laugh behind her, and she stops and spins round.

Eyes scanning, trying to find the source of the sound. She frowns and carries on walking.

Dawn moves a few more steps before there is a SWISH and a shadow darts past the camera in the foreground. Dawn freezes again and turns round, looking more carefully this time. She turns to move again.

With a gleeful laugh, a VAMP drops down from the scaffolding overhead and lands a few steps in front of Dawn, game face on. He's wearing a black leather jacket that has a logo emblazoned on the back, a smirking devil's face smoking a cigar. He hisses and licks his lips as we hear another off screen thud that signals a second vampire joining the action.

The two vamps circle Dawn, hungrily eyeing up their next potential meal.

VAMP #1

Muy bueno, the appetiser has arrived! Gotta say, I'm normally a blondes man myself, but I could always try something darker for a change..

Dawn doesn't look at all worried, and the vamp frowns when he sees she isn't at all scared.

VAMP #1 (cont'd)

Hey.. hey, come on, *chica*! Yell or something, will ya? You know, get into the moment a bit more.

Dawn is still silent, staring directly at the vamp who starts to feel distinctly uneasy.

VAMP #1 (cont'd)

Oh crap, you're not one of those Slayers, are you?

(beat; raises hands)

Okay, okay, look.

(MORE)

(CONTINUED)

CONTINUED:

VAMP #1(cont'd)

You're just doing your job and I'm trying to do mine, so I hope we have an understanding here. Right?

Dawn raises her hand, palm outwards, towards the vamp. The second vampire snickers.

VAMP #2

Heh, I think she just told you to go 'talk to the hand,' Diego..

VAMP #1

Hey, shut up, alright?

(to Dawn)

Listen, sweetheart, it's been a long, quiet night already, so the last thing I want now is-

DAWN

(firmly)

Kneel.

Dawn's palm glows with light. At once, both vampires get on their knees before her and bow their heads. Dawn allows herself a small smile as she puts her hand down.

DAWN (cont'd)

Good dogs. Now, there are some things I want you to do for me, and you're going to do them without questioning me. Do you understand?

VAMP #1

Yes, master.

VAMP #2

We understand.

DAWN

First, gather up as many of your kind as you can. Then, you're going to find me some people. Living. And I want them to stay that way until you bring them back here to me. If you take so much as one drop of blood out of them, then I'll turn you to ash.

The two vamps, heads still bowed, exchange a quick look, then both nod.

DAWN (cont'd)

I'm going to need ten people. Ones nobody will miss. Male or female, but young, make sure they're young. You'll be told more when you've brought me the first five.

(CONTINUED)

CONTINUED: (2)

VAMP #1
Yes, master.

Dawn nods and walks off, leaving the two vamps still kneeling and bowing their heads. They wait until she is safely off screen before speaking again.

VAMP #2
Diego?

VAMP #1
Si?

VAMP #2
What the hell just happened?

VAMP #1
I have no idea.. but I think I'm gonna do what she says.

VAMP #2
(beat)
Yeah.. yeah, me too..

2 INT. CONSTRUCTION YARD - PLATFORM. NIGHT.

2

Dawn walks on and steps up onto a small half-finished foundation platform, the concrete still dusty as she kneels and lays her shoulder bag down on the ground before her.

As Dawn's hands start to remove strange looking items from it, and then a large spell book which she opens and leafs through to a certain page.

Arcane lettering covers the pages, and Dawn traces a finger along it. She begins to murmur under her breath, reading from the book.

A wind kicks up and starts to howl, her hair billowing out and dust kicking up from the floor around her. She continues reading as crackles of electricity start to fizz through the air around her.

Looking across at the spell's effects as the electricity dances around the construction equipment around her, sparks flying as power circuits fuse and explode.

She begins to laugh, soon throwing her head back and clapping her hands together with glee.

She quickly collects herself with a quick cough, glancing around to check that she's alone, then with one wave of her hand traces the shape of a triangle in the air.

(CONTINUED)

CONTINUED:

A triangle of flames starts to very slowly fade up out of the air, fuelled by the energies flying around, before fading away again, as does the electricity.

Dawn smirks.

DAWN

Soon.

CUT TO BLACK:

END OF TEASER

(CONTINUED)

CONTINUED: (2)

ACT ONE

FADE IN:

3

INT. SUMMERS RESIDENCE - KITCHEN. MORNING.

3

CAPTION - The morning after.

BUFFY shuffles into the kitchen, not looking like she's had a moment's sleep all night, dressing gown wrapped around her and bags underneath her eyes.

GILES stands in the kitchen, dressed and drinking a mug of tea. He sees Buffy enter and hands her a second mug, this one of coffee, without a word. She nods thanks and sits down at the kitchen table. Giles pulls up the seat opposite her.

BUFFY

I feel like I'm still asleep..

GILES

I think it was a long night for all of us, Buffy. The storm, the power cut, and then-

BUFFY

Okay, enough with the action replay, Giles.

Giles nods 'sorry' and leans back, and Buffy sighs and reaches out to hold his other hand.

BUFFY (cont'd)

I'm sorry, I didn't mean to snap.

GILES

(kind smile)

That's alright, Buffy. I think it's safe to say I'm used to your moods by now, so I know enough to leave you to get on with it.

BUFFY

What are we going to do with.. with the body?

GILES

Marie and I will take care of everything, Buffy. You've got enough to worry about for now.

Buffy smiles back and takes a gulp of her coffee as XANDER enters the kitchen, his coat still on. He goes straight to Buffy and the two embrace, not needing words.

(CONTINUED)

CONTINUED:

XANDER

Hey, you. I came straight over when Giles called me. Are you..

BUFFY

I'm holding up.

XANDER

What the hell happened? All I know is that you went out to get Emmily and brought her back here, and then-

BUFFY

Somebody got into the house. It must be the same thing that killed Kennedy.

(beat)

Ulithios is targeting us, Xand. And it means business.

GILES

Well, Marie and I are trying to find out about how this entity has been killed, contained or at least fought off in the past, now that we have a better picture of what we're dealing with.

BUFFY

(quietly)

It's playing with us.

XANDER

(sits down)

It's what?

BUFFY

It's testing us. Looking for weak spots. Ways it can get to us. It's testing our defences.

XANDER

Well, you'll be glad to know that we have one particularly handy weapon back, in the form of a certain flame haired mistress of magic who appears to be getting her groove back.

GILES

Willow? Is she recovering, then?

XANDER

You could say that. In fact, she's downright cheerful.

(CONTINUED)

CONTINUED: (2)

The three at the table exchange looks - they know that doesn't sound right. After a beat, ANYA enters.

ANYA
Is the dead girl upstairs? Can I
see the body?

Buffy suppresses a shake of anger, then manages to calmly turn to Anya without launching herself at her.

BUFFY
(coldly)
Anya, show a little respect.

ANYA
What? She won't exactly mind me
looking, will she?

Xander throws Buffy a sympathetic look as he gets up and quickly ushers Anya out of the room. Giles sips his mug of tea again with a shake of his head as Dawn enters, dressed and ready for school.

BUFFY
Oh, Dawn, hey. Where'd you get to
last night?

DAWN
(tries to think of an
excuse)
I.. I needed to get some air. After
what happened with Emmily.

Buffy nods in understanding, as Dawn looks relieved and opens the fridge, but stands there a beat, staring at the objects inside it as though she doesn't understand what any of them are.

BUFFY
Uh, Dawnie, fridges only keep
things cold if you have the door
shut..

Dawn blinks, then grabs a carton of milk, stares at it for a second, then seems to nod in understanding, closing the fridge and picking up a box of cereal from the kitchen counter. Buffy raises an eyebrow.

BUFFY (cont'd)
Brain not working too good at this
time of the morning, huh?

DAWN
Huh? Oh, no, I just, uh, heh,
spaced out for a second there.

(CONTINUED)

CONTINUED: (3)

BUFFY

At least you're managing to get up
in time for school again these
days! Something must be having a
good influence on you..

(narrows eyes; jokingly)

You're not on drugs, are you?

DAWN

(deadly serious)

What? Oh, no, I'm not using any
form of narcotics or controlled
substances.

BUFFY

(thinks she's joking back)

Har har. I just meant that it's
unusual to actually see you up and
ready before me these days!

Buffy gets up and heads to the fridge, opens it and looks
inside.

BUFFY (cont'd)

Hey! Who drank all the O.J.?

FAITH walks into the kitchen, finishing off a carton of
orange juice and throwing it into the bin. Buffy turns and
glares at her, but she doesn't notice.

Buffy notices the concrete dust on Dawn's top.

BUFFY (cont'd)

(indicates dust)

Oh, Dawnie, you got a bit of
something.. just there.

Dawn quickly brushes the dust away.

DAWN

Thanks.

4

INT. SUMMERS RESIDENCE - FRONT ROOM. MORNING.

4

Buffy walks into the living room and sees XANDER watching the
TV with interest. Buffy joins him on the sofa.

XANDER

Hey. Oh, Anya wanted to come and
pick some things up before she
heads off to work. You know, I
think you've definitely done the
right thing, giving her this.

(CONTINUED)

CONTINUED:

BUFFY

She's only been there a few weeks,
Xand, give it time.

XANDER

Yeah, I know she's not got a whole
lot of office experience, but-

BUFFY

No, I mean give her time to start
making me want to kill her.

Xander and Buffy share a grin. Xander watches her for a few
moments, and she notices and turns to him.

BUFFY (cont'd)

What?

XANDER

So, now I can ask you again without
my well-meaning but often highly
offensive other half wandering in -
how you holding up so far, Buff?

BUFFY

I'll be alright. The scary part is
that I think I'm actually starting
to get used to finding people dead
in my house now..

(beat)

Oh god, Xander, she looked so
peaceful.. like she knew what was
going to happen and she just let
it..

Buffy starts to tear up for a second, and Xander throws an
arm round her.

XANDER

Hey, hey, come on. It's okay.

Buffy wipes her eyes and takes a deep breath as a news report
comes on the TV.

TV NEWS

And a police spokesperson says they
have put the severe electrical
damage at the site down to the
freak storm that struck the
Cleveland area last night. And in
other news..

Xander turns the TV volume down as Buffy squints at the
screen.

(CONTINUED)

CONTINUED: (2)

BUFFY

Hey, isn't that where you work?

XANDER

Certainly is. I heard about it in the car on the way over, I'm gonna call the foreman and see what's going on if that's okay?

BUFFY

Yeah, go ahead.

Xander gets up and heads over to the phone on the wall as Buffy stands and heads back upstairs.

She almost collides with ANDREW as he bounds down the stairs.

BUFFY (cont'd)

Hey! Where are you off to in such a hurry?

ANDREW

Um, work. Late. Have to go. Bye.

He dashes past her and out through the front door without another word. Buffy looks after him, not needing Slayer senses to know there's something bothering him. She turns and heads up the stairs.

5

INT. WILLOW'S APARTMENT - BEDROOM. MORNING.

5

A shock of red hair is all we can see of WILLOW from underneath her bedclothes, sunlight streaming in through her window, but that doesn't stop Doodles, the determined

puppy creeping along the ridges of her duvet and yapping a few times. Willow stirs with a groan and her head pops up into view.

Sleepy eyes blink at the puppy, and she manages a smile as he hops forward and licks the side of her face.

WILLOW

Better than an alarm clock, that's my Doodles.. morning, little guy.

She sits up in bed and gathers up the puppy for a cuddle. She holds him up to eye level and talk to him as though he were a baby.

WILLOW (cont'd)

Looks like it's just you and me then, Doodles! A whole day to just sit back and do absolutely nothing.

(beat)

(MORE)

(CONTINUED)

CONTINUED:

WILLOW(cont'd)

Do you think I've done the right thing? You know, by telling those Circle kids that I'll go be their new 'Teach' and everything..

(beat; Doodles yaps)

That's what I thought! No more being sad for me again, no sir!

(Doodles yaps again;

Willow smiles)

Well, little puppy dog, I suppose I'd better go ask them if I'm allowed to take you up there with me!

As if to answer, Doodles starts to pee on the duvet.

WILLOW (cont'd)

Well, it can wait a few minutes..

6

EXT. CONSTRUCTION YARD. MORNING.

6

Xander arrives at the edge of the yard to find yellow police tape sealing off most of the ways in. A small group of WORKERS stand around talking, and Xander wanders over.

XANDER

Hey there, troops. What's going on?

WORKER #1

D'you hear the news this morning, Harris?

XANDER

Yeah, something about our machinery getting itself deep fried?

He grins, but the others don't get his humour, so he coughs once and nods at the worker to continue.

WORKER #1

Pretty much everything's ruined. Forklifts, power tools, heavy equipment - even the damn toolboxes.

XANDER

Well.. how come nothing else nearby got this badly damaged then? I mean, there's that electrical goods place over the road that looks fine.. and all those power lines up there seem okay as well!

WORKER #1

(annoyed)

Hell, I don't know, Harris, why don't you go ask the thunderclouds?

(MORE)

(CONTINUED)

CONTINUED:

WORKER #1(cont'd)

Maybe it was an act of God or something!

XANDER

So what's our plan?

WORKER #1

My plan is to go back home and hope our insurance covers the time we'll be owed from all this, and I imagine it'll be the same for the others.

Murmurs of assent from the other workers. Xander casts a thoughtful eye across the yard.

XANDER

(distracted)

Okay, I'll catch up with you guys tomorrow then, I'm gonna run a few errands while I'm in town.

With nodded goodbyes, the group disperses, leaving Xander alone with the police tape.

After rubbing his chin thoughtfully, he checks around to make sure he's alone, then ducks under the tape and heads inside.

7

INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. MORNING.

7

Buffy sits at her desk, typing at her computer, reports open on the desk in front of her. She's staring blankly at her computer monitor.

The camera pans slowly round so we can see what's on the screen - and there's just an open Word document, empty of any text. Buffy's too spaced out to start anything today.

Her intercom buzzes and Buffy jumps, flicking her monitor off quick as a flash as she answers it.

BUFFY

Um, yes, Josh, what is it?

ANYA (O.S.)

(filtered; through intercom)

It's not Josh, it's Anya. I'm a woman, not a young boy.

BUFFY

(sighs)

Sorry, Anya, I just don't think my brain's on the same planet today.. What is it?

(CONTINUED)

CONTINUED:

ANYA (O.S.)

You have a person waiting out here for you. They're kind of funny looking, I think they might be a little crazy.

BUFFY

Anya, two things. One, we call them 'clients,' and two, they probably just heard every word you said.

ANYA (O.S.)

Oh.

(beat; catches up)

Oh!

(whispers)

Your next appointment with a crazy client is here, Buffy.

BUFFY

(wearily)

Thank you, Anya, send them in.

Buffy rubs her brow - working with Anya is already taking its toll on her sanity, but she snaps back to her professional smile as she hears her door open.

8

EXT. CONSTRUCTION YARD - PLATFORM. MORNING.

8

Xander creeps along, trying to stay out of sight as he heads over to the foundation where Dawn performed her spell the night before.

Electrical scorch marks are visible all around, and the locked section where the heavy machinery was kept in particular looks as though the doors were torn off the hinges - from the inside. This isn't lost on Xander, who crouches down.

Xander runs his hand over the concrete where Dawn performed her spell, taking in the scorched markings and the outline of a book and a pair of knees burnt into it.

He frowns, trying to fit the pieces together, when he hears something shuffling round to his right. He looks up.

The front door of the large mobile office block that houses the foreman and other staff is open, creaking in the slight wind.

Xander gets up, dusts off the concrete dust from his clothes and walks over.

9

INT. YARD - MOBILE OFFICE. MORNING.

9

We're looking out from inside the office as Xander appears in the doorway, looking around.

XANDER

Hello? Anyone in here?

(beat)

Who isn't evil?

Silence. Convinced he heard something, Xander steps inside. He walks a few steps in, the light inside dimmed by virtue of all the window blinds and shutters being drawn, but he manages not to trip over as he walks.

VOICE (O.S.)

Fee, fi, fo, fum..

Xander spins round, tensed up.

VOICE (O.S.) (cont'd)

I smell the blood of an Ameri-can!

Laughter. Xander starts to look pretty wiggled out.

XANDER

(trying and failing to
sound tough)

Alright, who's in here?

VOICE (O.S.)

Some people you really shouldn't
have disturbed, mis amigo..

We see five shapes rise out of cover at the back of the room and start to advance towards us.

It doesn't take long for their glinting eyes and cat-like movements to tell us that they're vampires, and they're none too happy at this intrusion.

VAMPIRE

(vamps out)

And now, we're gonna have to have
ourselves a little mid-morning
snack! I hear you construction
hombres are full of proteins..

BLACK OUT:

END OF ACT ONE

(CONTINUED)

CONTINUED:

ACT TWO

FADE UP:

10 INT. YARD - MOBILE OFFICE. MORNING.

10

We're back with Xander, facing down the advancing vampires, who we can now see have Hispanic features to match their accents, and all seem to be wearing similar biker jackets.

Xander looks round frantically for a weapon, settling on a wooden chair which he holds up like a lion tamer. The lead vampire scoffs.

VAMPIRE

You're a long way from the circus,
friend!

VAMPIRE #2

(laughs)

Hey, maybe he wants to become a
vaquero!

CRASH! One of the windows at the rear of the suite bursts inwards, and in swings Faith, somersaulting onto her feet as the sudden burst of sunlight ignites one of the vampires with an unearthly scream.

As he thrashes about, the flames quickly taking to the cheap furniture inside the suite, Xander smashes the wooden chair against the nearest desk to give himself a stake from one of the legs, and charges the lead vampire as Faith sets to with the remaining three.

FAITH

(between punches; matter-
of-factly)

Hey, Xand.

Xander dodges a swing from the nearest vamp before he can reply.

XANDER

Hey! Excellent timing..

Faith dusts one of the vamps and follows with a roundhouse kick on the next, sending him clattering into the desks behind. The flaming vamp dusts at last, but the back portion of the office is now ablaze.

Faith takes advantage of the fire and grabs the closest vamp, spinning round to hurl him into the fire. She takes a punch from the second to last vamp and stutters forward.

Xander's making a few clumsy stabs with the stake, which the vamp easily swats away, laughing.

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CONTINUED:

VAMPIRE

They must not be teaching you punks
how to fight anymore!

Xander grits his teeth and waits for the vamp to laugh again, then suddenly jabs forward with perfect accuracy, staking the vamp, who manages to register a look of surprise before he dusts. Xander stands over his ashes.

XANDER

If I hadn't been doing this for
eight years now, that might have
upset me..

FAITH (O.S.)

Xander? Little help?

The vamp has her in a necklock, trying to sink his fangs into her as she reaches back to try and push him off.

Xander vaults over a desk and punches the vamp to make him let go, and Faith spins and stakes him in one fluid turn. Xander lets out a breath.

XANDER

Thanks, Faith, Kind of in a tight
spot there! Say, how did you know
where I'd be?

He looks up but Faith isn't looking at him. She points towards the back wall of the office.

FAITH

Uh, Xander? Fire.

Xander turns.

The whole rear of the office is up in flames by now, the fire creeping forward over the very flammable cheap furniture.

11 EXT. YARD - OUTSIDE OFFICES. MORNING.

11

Xander and Faith race outside, through the thick plume of smoke leaving the open door of the office.

XANDER

Shouldn't we call the fire service?

FAITH

I ain't exactly in the Feds' good
books, Xand. Someone else can pick
up the call for this one.

Faith is about to race away when Xander hears something and grabs her arm.

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CONTINUED:

FAITH (cont'd)
What? Hey, Xander, we really need
to be somewhere else, like, now.

XANDER
Quiet, I think I heard something..

He listens again, the crackling of the fire almost drowning
it out, but there it is - a woman's voice, distant, but
definitely yelling for help.

And it seems to be coming from back inside the flaming
offices. Xander throws a look at Faith - they both know what
needs to be done now.

Without a word, the two of them race back inside, taking a
deep breath of clean air before disappearing into the smoke.

12 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. MORNING. 12

Buffy is just closing the door as her last client leaves and
heading back to her desk as her intercom buzzes.

BUFFY
Yes, Anya?

ANYA
(filtered; through
intercom)
Your Guardian is here to see you
now.

BUFFY
Huh?
(beat)
Oh, you mean Jackson?

ANYA
Yes, that's it. The one you have
all the sex with.

BUFFY
(snaps)
Would you just send him in already?

She turns off the intercom and rests against her desk as
Jackson walks in, a bemused smile on his face.

JACKSON
And that little encounter told me
all I'll ever need to know about
what it's like working with Anya..

BUFFY
Oh, she's not so bad.
(beat)
(MORE)

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BUFFY(cont'd)

She's terrible. If one of the clients doesn't kill her, I think I'm going to have to. It's the only humane thing to do.

Jackson grins again and moves over, the two embrace and kiss. Buffy sighs happily.

BUFFY (cont'd)

Okay, done with the warm fuzzies from the surprise visit. Now what's up?

JACKSON

Well.. after that premonition I had that I didn't tell anyone about until it was.. until it was too late, I decided I was gonna come straight to you in future whenever I had a dream, or vision, or even a hunch about anything.

BUFFY

Good plan. So, bad dreams again?

Jackson takes a seat and Buffy sits back down behind her desk. Jackson opens his mouth to speak, but Buffy smiles.

JACKSON

Something I'm missing? A counselling in-joke?

BUFFY

No, sorry, I just..
(shakes head)
Just thought of what I'd be thinking if you were an actual client and you came in telling me all this..

JACKSON

Heh, I guess I'd be scrawling on the walls of a rubber room with a crayon held between my toes by now!

BUFFY

I think most of us would. So, tell me about your dreams, Mr. Shaw.

JACKSON

Chaos. Destruction. The ruin of the Earth.

BUFFY

(face drops)
Oh.

(CONTINUED)

CONTINUED: (2)

JACKSON

It's dark, wherever I am. All I can see for miles around me are mountains, volcanoes too, just big chunks of blackened earth floating in rivers of lava.

BUFFY

Sounds like Andrew's room.
(beat)
Sorry, go on.

JACKSON

I'm just there, standing in the middle of all this madness, feeling like I've wandered onto the set of 'One Million Years B.C.' when this voice speaks to me. It's a little girl, I'm pretty sure it's Emmily, and she's saying.. Jackson's voice trails off, his eyes far away.

BUFFY

(prompts)
Saying..

JACKSON

She's saying 'this is how it was, and this is how things could be again. It is free, it is here.' Buffy sits back in her chair - she knows exactly what he means, it's the same vision that Emmily showed her a while ago.

Jackson watches her reaction.

JACKSON (cont'd)

Any ideas?

BUFFY

I've seen it too.

JACKSON

You have?

BUFFY

Yeah, it was.. it was Emmily who showed me. It was around the time we made Anya human again - Emmily asked me out to go see her, and when I got there she showed me a vision, a world in flames.. exactly what you just described to me.

(CONTINUED)

CONTINUED: (3)

JACKSON

So what do you think it means?

BUFFY

I think she was trying to show us
what'll happen if we lose.

13 INT. YARD - MOBILE OFFICE. MORNING.

13

Faith and Xander are fighting their way forward through the smoke, Xander with his shirt sleeve held up over his mouth, and Faith just grimacing as she tries to hold her breath.

The girl's voice calling for help can still be heard as they stumble forward, the smoke from the burning back half of the office rapidly filling the room, causing both our heroes to cough.

We see a crudely tunnelled hole in the floor, as though something has clawed its way up from underneath the ground.

Xander taps at Faith's arm and points at the hole. She nods and follows him as he jogs up to it and lowers himself down. Faith is just halfway through when we hear a creak overhead. Faith looks up.

Part of the roof of the mobile is on fire and falling away from the roof, heading straight for Faith.

With a yelp, she drops straight through the hole and down out of sight, as the flaming piece of panelling crashes over the hole.

14 INT. PEACHY'S CAFÉ. DAY.

14

Andrew is at work, or what passes for it, zipping between tables and scribbling down orders on his pad with his novelty Star Trek pen.

JODY appears in the doorway and waves to him, but Andrew doesn't register any real look as he sees him. Jody looks a little confused but tries to brighten up again as Andrew heads over.

JODY

Hola, Captain! Busy day?

Andrew looks round to check no-one is watching them.

ANDREW

Uh, yeah, so I can't stop and talk
right now. Bye.

Andrew turns to go, but Jody reaches out and grabs his arm to turn him back round.

(CONTINUED)

CONTINUED:

Andrew looks down at the arm and then around at the rest of the café, suddenly seeming very uncomfortable.

JODY

Hey, are you okay? Past few days, you've seemed kinda.. off.

ANDREW

I can't talk about it now, okay?
I'll call you later. Right now I gotta get back to work.

Jody lets him go and Andrew bustles off back towards the kitchen. Jody watches him, looking hurt, before turning and walking back out of the restaurant.

15

INT. SEWER TUNNEL. DAY.

15

We're looking up from inside the sewer as Xander watches Faith splash down onto the murky water.

XANDER

Ah, dammit! Clean shirt..

FAITH

(picks herself up)

Hey! I just about managed to avoid getting flame grilled up there, forget about your damn shirt!

Xander opens his mouth to complain but Faith just splashes more of the muddy water up his clothes.

FAITH (cont'd)

There. Now all of you is just as dirty.

She looks back up at the blocked off hole overhead, then down either end of the tunnel they're in.

XANDER

So. In the sewers again.
Marvellous. Remind me to tell the next demon we bump into about the wonders of above ground real estate..

FAITH

(holds up a hand)

Ssh!

There it is again - the cry for help, but much closer now, as though it's just round the next bend in the tunnel. There is a sudden roar like an angry vampire yelling, and the voice goes quiet. Faith glances back at Xander, who nods to confirm he heard it too.

16 INT. SEWER TUNNEL. DAY.

16

Faith and Xander creep along the darkness of the tunnel, lit by occasional fixed bulbs and stray specks of light filtering down from the drains overhead, staying out of the filthy water running down the centre.

Xander follows, far less graceful, making a lot of noise as he shuffles along until Faith stops, rolls her eyes and turns back round to him.

FAITH

(whispers)

Xander, will you try to keep quiet?
You're making enough noise for
vamps in the next state to hear
us..

Xander holds up his hands and nods to say sorry. Faith turns back round and pauses, as beyond the next bend in the tunnel we can see the light of an opening, some sort of chamber up ahead.

17 INT. SEWER - CHAMBER. DAY.

17

A distant clunking noise can be heard as the duo enter the chamber through the crudely bashed opening, and Faith draws a stake on reflex, but looks at it, chuckles and puts it away, retrieving a serrated knife instead.

XANDER

Where the hell do you keep all
those things? I swear, it's like
you Slayers inherit pouches that
can hold a variety of weapons..

FAITH

Aw, you feelin' left out?

XANDER

Truthfully? Yes.

FAITH

Here.

She tosses him the knife. Xander catches it, but by the time he looks up Faith has already retrieved another, and with a grin she walks on, following the noise.

18 INT. SEWER - JUNCTION. DAY.

18

Walking behind Faith as she makes her way through the shadows and towards a junction of several pipes just ahead. The clunking noise is now much louder, and as Faith pauses, crouched in the mouth of the tunnel, Xander almost bumps into her.

(CONTINUED)

CONTINUED:

XANDER
(whispers)
What is it?

FAITH
(points; whispers)
Up there.. what the hell is that?

We're scrolling upwards, looking closer to surface level when we see it - some sort of huge cocoon, like an egg of some sort, covered with slime and strands of green webbing, glued to the wall somehow.

At ground level, we see what was making all the noise - a vamp and a young GIRL, late teens, struggling against the vamp as it tries to haul her towards a ladder leading up to the cocoon.

They watch the struggle for a few moments before Faith grips her knife more tightly, coiled like a panther and ready to pounce from the shadows n attack.

XANDER
(whispers)
Let me guess. The plan is - jump to
the attack and save the day?

Faith looks back, and with a grin springs out of the tunnel.

BLACK OUT:

END OF ACT TWO

(CONTINUED)

CONTINUED: (2)

ACT THREE

FADE UP:

19 INT. SUMMERS RESIDENCE - FRONT DOOR. DAY.

19

There is a knock on the door, and after peering out through the bay windows in the door, Giles opens it. Willow stands there, looking full of sunshine, with Doodles squirming in her arms.

GILES

Willow! Ah, hello. Ah, Xander told us you were feeling much.. well, better now.

WILLOW

You betcha! And Doodles says 'hi' too.

Willow waves one of the puppy's paws at Giles, who is by now noticing Willow's oddly good mood.

GILES

Would you, er, like to come in?

WILLOW

Thanks, Giles.

She steps inside and heads for the front room.

WILLOW (cont'd)

Oh, and by the way? If I was a vampire, you'd be dead by now.

(grins)

I think you're slipping..

20 INT. SUMMERS RESIDENCE - FRONT ROOM. DAY.

20

Marie is sitting on the floor, in amongst a heap of different books and texts, reading glasses on and engrossed in a translation.

She looks up and beams at Willow as the wicca flops down on the sofa, releasing Doodles to sniff around and explore the room.

GILES

(joining them)

So, what can we do for you?

WILLOW

Well, in a nutshell, I made a decision last night, and it seemed kinda important. Thought I'd better scoot over and tell you two about it.

(CONTINUED)

CONTINUED:

Giles sits down and removes his glasses, concentrating.

GILES

Sounds.. sounds rather serious,
Willow. What did you decide?

WILLOW

It's pretty weird, but stick with
me, it gets better. Oh, and I
realised something about Ulithios
too.

Giles and Marie exchange a look. Marie puts down the pad
she'd been translating on.

MARIE

So have we, actually. Giles and I
have been at it all night..

Willow raises a cheeky eyebrow at Giles, who coughs.

GILES

At the books. We've been at the
books all night.

WILLOW

(whatever you say!)
Right..

MARIE

(oblivious to her double
entendre)
We've translated a passage that
refers to Ulithios, and manners in
which it has been known to manifest
itself in the mortal world.

GILES

What it basically requires is some
kind of massive imbalance in the
natural order, a tipping of the
scales between 'good' and 'evil' if
you will. If evil manages some
great triumph, then the forces of
good have to level things out
somehow.

MARIE

But if good takes too much, evil
can claw the difference back any
way it can.

Willow looks distant for a moment, which Giles and Marie pick
up on.

(CONTINUED)

CONTINUED: (2)

GILES

Willow? Is everything alright?

WILLOW

It was the spell.

GILES

Spell? Which one?

WILLOW

You know, The Spell. The Potentials-into-Slayers mega mojo switcheroo upgrade spell. We woke up a long, long series of brand new Slayers that day, and that counts as a big tick for the good guys if you ask me.

MARIE

So this could have given Ulithios the power it needed to manifest again?

WILLOW

Uh, yeah, I guess so. I mean, if you're looking for something that 'tips the scales,' then creating thousands of Slayers all over the world would do the trick!

The exaggerated humour is lost on Giles and Marie.

WILLOW (cont'd)

Anyway, so, uh, basically, yeah. So from the sounds of things, it was my spell that gave it a chance to sneak back in. I guess this whole mess is all my fault!

GILES

Now, Willow, you know better than to entertain thoughts like that..

WILLOW

(still cheerful)

Oh, don't worry about me, we've got more important things to worry about. We may have thought we'd saved the world by using that spell, but all it looks like we did was postpone it! This thing is strong. And evil. And it's going to be looking for me.

(CONTINUED)

CONTINUED: (3)

MARIE

(concerned look)

For you?

WILLOW

It knows I had the power to
'release' it, so first thing it'll
want to do is suck that power right
out of me. It'll come looking for
me, and it'll kill anything that
gets in its way.

(long beat)

So.. I've done something that means
I'll be out of the way. Out of
Cleveland, away from all of you.
Somewhere safe. Somewhere I can
help.

(beat; smiles)

I'm going to be the new Teach!

Giles and Marie share a puzzled look.

21

INT. SEWER - JUNCTION. DAY.

21

Faith blasts onto the scene, straight for the vamp trying to
manhandle its captive up the ladder.

Before the vamp has time to react, Faith slams into him,
sending the two of them splashing into the murky sewer water.

Xander darts into frame, holding out a hand to the terrified
looking girl on the ladder.

XANDER

Come on, honey, we've got you. Time
to go.

She holds out a shaking hand which Xander gathers up, helping
her down and moving her back out of harm's way.

Punching the vamp, sewer water splashing around as the two
struggle. The vamp kicks out and knocks Faith back, and she
crashes back into the water, stunned.

The vamp leaps up, sees Xander and the girl and snarls.

VAMP

And where d'you think you're going?

FAITH (O.S.)

Can't tell you that..

The vamp spins - faith is there, stake ready.

FAITH (cont'd)

.. but it ain't where you're going.

(CONTINUED)

CONTINUED:

SLAM! She stakes the vamp, who howls as he dusts, his ashes sprinkling down onto the knee-deep sewer water.

FAITH (cont'd)
(smirks)
Best place for ya.

XANDER
Are you okay?

FAITH
'Course I'm okay! How's the victim?

XANDER
(to Girl)
That'd be you.

GIRL
I-I.. I'm.. I'm..

FAITH
(rolls eyes)
Oh great, we got a stutterer.

GIRL
(coldly)
I'm fine. My name's Polly.

XANDER
Good to hear it. Well, Polly, I think you'd better stick with us till we figure how to get back out of here, the way we came in is probably a bit too toasty by now..
(examines dirty clothes)
I can just hear her now.. 'Xander, how did you manage to get ground-in sewage filth on all your best new work clothes?' And then I'll have to go 'Well, honey, I was saving some girl from a vamp and we found ourselves in the sewers, so-

He stops as he bumps into Faith, who hasn't moved. Xander follows her gaze.

She's looking at the huge cocoon, which appears to be pulsating slightly.

Faith is scanning the room, trying to work out what to make of it all.

XANDER (cont'd)
Did you ever see 'Gremlins?'

Faith shakes her head, still looking up.

(CONTINUED)

CONTINUED: (2)

XANDER (cont'd)
Rats. I think it would have told us
what to do right now.

FAITH
(off cocoon)
Let's start this again. What the
hell is it?

XANDER
Why that vamp seemed about ready to
feed our little P.O.W. to it is a
more pressing question, Faith. I
can't imagine it's particularly
friendly.

POLLY
(quietly)
There was someone else..

XANDER
What's that?

POLLY
I heard someone here.. they were
telling the.. the vampires what to
do. They held someone up and just..
it opened up, and they just pushed
them right into that thing.. I.. I
think I heard them screaming..

She starts to sob. Xander puts a comforting arm round her and
glares at Faith, prompting her to say something sympathetic.

FAITH
Uh.. it's alright now, we're here.
We deal with this sort of thing.

POLLY
Who.. who are you?

FAITH
(looks at cocoon; sighs)
Chosen.

Faith takes a deep breath, then heads for the ladder and
starts to climb it, up towards the cocoon.

XANDER
(hisses)
Faith, what are you doing? I don't
fancy waking up whatever's in there
without a few more hands on deck
down here..

(CONTINUED)

CONTINUED: (3)

FAITH

Relax, Xander. I'm just gonna pull
the plug.

Faith gets up close to the cocoon at the top of the ladder, and is able to reach out a tentative hand to touch it. She frowns as she runs her hand over its surface, then jumps back a little as the cocoon convulses - whatever's in there is about ready to come out.

XANDER (O.S.)

Well? What's the diagnosis?

FAITH

It's warm.. and I think there's
something moving in here. Maybe we
should-

THUD! Something slams against the inside of the shell, and Faith is nearly startled off the ladder. She regains her balance and watches, drawing her knife again.

Almost like an egg breaking, a slim crack starts to form along the cocoon, a clear fluid leaking out from inside it. Something is definitely moving in there..

She grips her knife and waits for whatever's inside to show itself.

The movement stops suddenly, and the shell stays slightly broken up, the fluid dripping down.

She's poised and ready, but after a long beat she starts to lean forward to see what's in there..

XANDER

Faith, that's really not a good pl-

SMASH! The cocoon bursts open, and a big, angry looking DEMON head is suddenly inches from Faith's face, a long, black head leading to a mouth that slowly slides open, revealing many, many rows of teeth inside.

Faith freezes as the demon leans in to take a close look at her, hissing slightly as first two, then four arms extract themselves from the ooze inside the cocoon.

FAITH

(eyes fixed on demon)

Xander.. Needing a backup plan..

22

INT. SEWER TUNNEL. DAY.

22

Faith races along the tunnel, dodging falling bricks as we can see the demon, howling as it chases them through the tunnels behind.

(CONTINUED)

CONTINUED:

FAITH
This is a plan?!?

XANDER
 The only other one I had was 'don't
 move!!'

Polly is in front, screaming in fear as she scrambles along the slippery tunnels, Xander pushing her on and Faith throwing frantic glances over her shoulder as the monster charges after them.

23 EXT. CLEVELAND - STREET. DAY.

23

Andrew is out from Peachy's for his lunch break, strolling past a park on his way to get something to eat. Jody jogs up alongside him.

JODY
 Hey, thought you were gonna wait
 for me to meet you for lunch?

ANDREW
 Uh, I had to get out a bit earlier.
 New rules.

JODY
 Oh.

A long beat as they walk together in silence.

JODY (cont'd)
 Andrew, are you avoiding me?

ANDREW
 Um..

Jody stops and grabs Andrew's arm to stop him too. The look in his eyes shows he means business and Andrew bows his head, ready to explain himself.

JODY
 Look. I know things are going crazy
 round here at the moment. First,
 with what happened to that Kennedy
 girl, and then that other little
 girl you told me about, I can
 appreciate how you'd be pretty
 frazzled right now.

Andrew doesn't answer, just shuffles from foot to foot.

JODY (cont'd)
 But this..
 (indicates the two of
 them)
 (MORE)

(CONTINUED)

CONTINUED:

JODY(cont'd)

.. whatever's going on here, I think I deserve an explanation. Or, at least, an 'I'm sorry I'm being such an ass.'

ANDREW

(long beat)

I'm sorry.

JODY

Good, that's a start.

ANDREW

I.. I don't think we should, um, hang out anymore.

JODY

'Hang out?' Is that all this is for you or something?

ANDREW

I'm just..

JODY

Andrew, what is it?

ANDREW

I don't think it's working. I, um, feel like, maybe, you want us to be more than, uh, than I do.

JODY

But what about all that stuff the other week you said? About how you're taking your time getting used to things, but it's getting easier every day?

ANDREW

(long beat)

I was lying. I just wanted to make you feel better.

Jody steps back, hurt, his hands behind his head. He looks back at Andrew, who looks apologetic.

JODY

Well. I've got to say, this is a new one on me.

(beat)

Oh man, you're not suddenly going to decide you're not actually gay on me, are you?

ANDREW

Well, um, I think I still am.

(CONTINUED)

CONTINUED: (2)

JODY

You think? Andrew, it's.. it's not
the kind of thing you think. It's
the kind of thing you know.

(beat)

You know? Andrew can't seem to meet
Jody's eyes.

ANDREW

I liked the, uh, the attention.
Nobody's ever been nice to me just
for being me before. And that was
good. But, um.. I think that's all
it was.

Jody looks lost for words, and starts to walk away.

ANDREW (cont'd)

Jody, I-

Jody holds up his hands to say 'don't bother' as he carries
on walking away, leaving Andrew standing alone. Andrew sighs
and turns, heading off on his way.

24 INT. SEWER TUNNEL. DAY.

24

Polly, Xander and then Faith leap out of the end of one
tunnel, accompanied by the shrill screeching of the demon in
pursuit. Xander slows down to look back, but Faith shoves him
to keep moving.

FAITH

Don't stop, go!

The two duck back into another tunnel and disappear off
screen. The screeching noises subside, and we can tell that
whatever was after them has given up the chase.

25 INT. ANOTHER SEWER TUNNEL. DAY.

25

Faith slows to a halt, looking behind her. She calls out to
Xander and Polly, splashing along down the tunnel.

FAITH

Wait! I think we lost it.

XANDER

Excellent! Now we can start running
again, but this time we get some
help.

(beat)

Right?

(CONTINUED)

CONTINUED:

POLLY

So.. do you guys always run away
first, before you kill these
things? Are you, like,
exterminators, or something?

FAITH

(ignoring her)
We need to go back for it.

XANDER

Not arguing with you there, but I
was hoping-

FAITH

(interrupts)
With some help. Let's go find Buffy
and the others.

Looking back down into the darkness of the sewer tunnels
behind. No noise can be heard now.

CUT TO BLACK:

END OF ACT THREE

(CONTINUED)

CONTINUED: (2)

ACT FOUR

FADE UP:

26 CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY.

26

Buffy is sitting at her desk, staring thoughtfully out through her window, taking in the commanding view as she processes the many thoughts on her mind. Her intercom buzzes, startling her out of her thoughts.

BUFFY

Yes, Anya?

ANYA (O.S.)

(filtered; through
intercom)

My Xander's here!

BUFFY

(puzzled)

Uh, that's nice, Anya.. why do I
need to know that?

ANYA (O.S.)

Oh yes, Faith is here with him. She
wants to see you.

(beat; whispers)

They're both sweating. I'm very
suspicious.

BUFFY

Alright, send Faith in.

Buffy sits up as her office door opens and a dusty Faith strolls inside and pulls up a chair, propping her boots up on the desk with a relieved sigh. Buffy takes in the sewer smell she's brought with her and wrinkles her nose.

BUFFY (cont'd)

Faith, what on earth is that-

FAITH

I know, I know. Got an elevator to
ourselves, though.

BUFFY

Alright, go on.

Faith smirks, ready to tell the whole story.

27 INT. CHARLESTON & SMITHE - ANYA'S DESK. DAY.

27

Anya's little desk sits outside Buffy's office, just away from the main corridor of the floor that leads to other departments and offices. Xander sits at one of the chairs before her.

(CONTINUED)

CONTINUED:

ANYA

And then the demon chased you back
out of the tunnel?

XANDER

Yeah, luckily it must have given up
the hunt, we turned round and it
just wasn't there any more.

Anya leans back in her chair, arms folded and a stern look on
her face.

XANDER (cont'd)

Honey, what's wrong? Look, I know
I'm a little stinky, but-

ANYA

That's not it. Xander Harris, I'm
ashamed of you.

XANDER

You're.. huh?

ANYA

That has to be, without a doubt,
the worst cover story I have ever
heard in all my many, many years.
And believe me, I've heard some
stinkers. You should have heard the
one that John F. Kennedy man came
up with.

XANDER

Cover story?

ANYA

Oh, come off it, Xander. You've
obviously been having sweaty,
grunting..

(beat; examines Xander's
clothes)

.. dirty sex with that awful Slayer
girl. Again!

XANDER

(indignant)

I.. What? No!

ANYA

If I was still a vengeance demon,
you'd be nose deep in a swamp of
gravlax demon droppings by now!

XANDER

(pleading)

Anya..

28 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY.

28

Faith has finished her story. Buffy is processing the information.

BUFFY

So.. this thing hatched out of the cocoon.. and the girl said the vamps were feeding people to it?

FAITH

That's the way it is.

BUFFY

And you lost it in the sewers?

Faith groans and stands up, pacing round the office.

BUFFY (cont'd)

Uh, could you try not to track that stuff into the carpet, please? I don't think the cleaners like me much already..

FAITH

B, going over the facts isn't speeding up us getting back down there and taking care of it!

(beat)

Ah, screw this. I'm going back.

Faith turns to leave but Buffy stands, and Faith pauses.

BUFFY

Faith, wait. Okay, we'll go back. I just need to think up a good excuse to get out of here early.

FAITH

Go ahead. Times' a-wastin.

29 INT. CHARLESTON & SMITHE - ANYA'S DESK. DAY.

29

Buffy and Faith walk out past Anya and Xander.

BUFFY

Anya?

ANYA

Yes, Buffy? I'm busy scolding Xander.

BUFFY

Anya, Faith and I are going into the sewers to track down a demon.

(MORE)

(CONTINUED)

CONTINUED:

BUFFY(cont'd)

If the bosses ask why I'm out,
think up a good excuse.

ANYA

But what-

Buffy carries on walking without stopping as the two Slayers
head for the lift. Faith smirks at her.

FAITH

That'd be one of those 'executive
decisions' I hear so much about
then, huh..

BUFFY

(smirks back)

You bet.

30

INT. SEWER TUNNEL. DAY.

30

Faith's boots splash down into frame, kicking up dirty water,
before wading through the sludge as they move off camera.

Moments later, Buffy's much more fashionable Vans sneakers
gingerly lower themselves into the water, with a groan from
Buffy as they turn from white and black to a dull brown.

Faith trudges onwards, axe in hand, while Buffy tries to step
through the water without actually stepping in it. The tunnel
is a nondescript, blank piece of pipeline.

BUFFY

(annoyed)

D'oh!

FAITH

Ah, don't you start too, I already
had a morning of Xander whining
like a bay because Mommy Anya's
gonna kick his ass for getting his
shirts dirty..

(beat)

Man, I leave you guys for a while,
and you all turn into cry babies!
What's up with that?

BUFFY

Just because 'fashion' for you
equals the discount section at Wal-
Mart, doesn't mean other people
can't take pride in how they look!
Or, at least, how they used to
look..

FAITH

(holds up hand)

Ssh! Wait.. you hear that?

(CONTINUED)

CONTINUED:

Buffy pauses, scythe raised, listening. A distant tinkling sound can be heard, like somebody shaking a box of nails. Faith looks around for the source of the noise, which seems to be drawing closer.

Faith throws a glance at Buffy, who nods - she's heard it too. Faith looks back round, eyes scanning the pipe.

The tinkling sound suddenly stops.

A long beat, and then with a ROAR the demon rears up from the water between the two of them, six foot of dark blue scales and muscle, its long tail lashing to the side and slicing open a cut on Faith's arm as its four arms reach towards Buffy.

She swings the scythe, and one arm drops to the floor. The creature howls the same inhuman noise as before, then splashes back down into the water again.

Everything is still once more, Faith grimacing as she holds her wound, Buffy dripping wet head to foot.

BUFFY

Faith!

FAITH

I'm fine. Little biatch cut me, it's not too bad though.

(looks at Buffy; smirks)

Aw, you're all wet!

BUFFY

(sarcastic)

Gee, nice observation, Sherlock. Was that our new friend?

FAITH

Yep. Pretty nasty, huh? They're back to prowling along, more wary this time.

31 INT. SEWER - JUNCTION. DAY.

31

The two girls walk into frame as we look down on them, and the now vacated cocoon comes into view next to us. Faith stops and points up to it.

BUFFY

Ick, looks like how those eggs in the fridge went once..

Faith climbs the ladder again to get a closer look inside the empty shell. She leans in.

(CONTINUED)

CONTINUED:

Inside the cocoon is an awful lot more of the dripping ooze - and several dead bodies, or at least what's left of them. Grisly parts thankfully not in view.

She's looking up the ladder as Faith climbs back down.

BUFFY (cont'd)

Well?

FAITH

People. Dead. Like that girl said, looks like they were munchies for our bad guy down here.

BUFFY

(thinks)

Well, logically, it'd be staying round this area for now, while it got used to its surroundings. Would help if we knew what kind of demon it was..

(sighs)

Where are Dawn, Giles or Willow when you need them?

FAITH

Bunking off school, reading, and staying in bed, respectively, last I heard.

BUFFY

(points to one of the exits)

Come on, let's try this way.

32 INT. SUMMERS RESIDENCE - FRONT ROOM. DAY.

32

Giles and Marie stand in the kitchen doorway, watching Willow as she plays with the puppy out in the front room, not a care in the world. She glances up at the two of them and waves, before laughing as Doodles jumps up at her again.

33 INT. SUMMERS RESIDENCE - KITCHEN. DAY.

33

We're up close behind the two Watchers so we can hear them talking, their voices hushed so the wicca won't hear them. Willow is visible over their shoulders.

GILES

Well, I must say, she seems..

MARIE

Calm. Happy, even.

(CONTINUED)

CONTINUED:

GILES

Yes.

(long beat)

I really don't know what to make of any of that 'Circle' business she was talking about either.

MARIE

Wholeheartedly agree with you there, Rupert.

GILES

Willow's certainly been exposed to the most, ah, grief out of any of us, I think, with the possible exception of Buffy. Willow's definitely had to deal with more actual bereavement than anyone else.

MARIE

And she has some unusual ways of dealing it, as I've heard. This.. this is a new reaction.

GILES

Buffy would probably be saying something flippant like, 'denial isn't just a river in Egypt, Giles..'

Marie grins and heads back into the kitchen, Giles follows. As always, several piles of books are spread across the counter and table.

MARIE

You don't think..

A beat. Marie seems reluctant to make the suggestion.

MARIE

Well, I mean, her unusual behaviour could be caused by..

GILES

By some kind of possession, yes. I've already considered it, and given Willow's magical prowess, several backup plans are already in the final planning stages. But if what she told us is true, and I have little reason to doubt her, then..

(beat)

Actually, I'm still no clearer on what we're supposed to do about it.

(MORE)

(CONTINUED)

CONTINUED: (2)

GILES(cont'd)

Marie sighs heavily and rubs her eyes.

MARIE

I don't know how you could have lasted so long like this, Giles.. every day, something new comes along, some new test, you don't know who to trust, who's good, who's evil.. how did you cope?

GILES

(thoughtful smile)

To be perfectly honest, I asked myself that question many times. After Joyce.. when Buffy's mother passed on, I think it affected my relationship with Buffy to the point where I knew she could handle anything that came her way. But the present atmosphere is putting a strain on all of us, I think.

MARIE

Speaking of the girl, will Buffy be home from work soon?

GILES

(checks watch)

Oh, yes, she should be back any minute, assuming she's not knee deep in her work by now..

34 INT. SEWER - TUNNEL. DAY.

34

Buffy looks down at her jeans - the water is up to her knees now. She just shakes her head sadly and wades on, Faith watching their backs.

They both freeze as the skittering sound starts up again, some way ahead.

35 INT. SEWER - CHAMBER. DAY.

35

We're in a larger chamber section of the sewer, home to a large power generator that hums as the skittering noise carries over, soon revealed to be the demon, scuttling along the ceiling of a tunnel leading into the chamber, looking like some kind of mutated centipede as it snakes along.

A hand suddenly appears in frame, and the creature stops, rearing its top half up and hissing.

Standing on a pathway running round the room, Dawn smiles as she beckons to the creature.

(CONTINUED)

CONTINUED:

The demon slowly advances on Dawn, its tail up and shaking like a rattlesnake as it pads towards her. Dawn doesn't look at all afraid, and as the demon draws close enough, she reaches down and pats it on the head.

DAWN

There, there.

We hear the sounds of Buffy and Faith splashing along the tunnel echoing through the pipe, and Dawn turns over her shoulder to address someone behind her.

DAWN (cont'd)

Keep them busy.

She'd speaking to a gang of six vampires lurking in the shadows behind her, and Diego, the vamp we met earlier, steps forward and bows.

DIEGO

Yes, master.

36 INT. SEWER - CHAMBER ENTRANCE. DAY.

36

Buffy and Faith arrive at the entrance to the chamber at last, pausing in the circular tunnel entrance to check out the room.

BUFFY

Looks clear, come on.

She steps out into the chamber, and paces slowly along its centre, the hum of the generator the only sound.

FAITH (O.S.)

B, three o'clock!

Buffy spins on the spot to her right and jabs out with the scythe, and catches a vamp in mid-lunge, taking its head neatly off and dusting it.

As his ashes fall, five more vampires emerge from the shadows of the other tunnel entrances, grinning as they surround the girls, who stand back to back.

BUFFY

(mutters)

Remember what I was saying about missing Kennedy?

FAITH

Yeah, I hear ya..

The vampires spring to the attack, leaping as one towards the girls. Faith has a stake ready and kicks the first vamp to the ground, staking a second.

(CONTINUED)

CONTINUED:

Buffy swings the scythe and we hear a vamp scream as his arm is sliced clean off, before Buffy is jolted backwards from a strong kick to her stomach. She blocks the new vamp's next punch and cracks the scythe under his jaw.

37 INT. CONSTRUCTION YARD. DAY.

37

We're looking down at a manhole, hearing the sounds of the girls fighting below before Dawn appears, sliding the cover back on.

She stands, and in the background we can see the offices from earlier, the fire now extinguished and white smoke drifting lazily up into the air. Nobody else is about as Dawn looks down and to her left.

Lurking in the shadows next to a stack of concrete cinderblocks, the demon sniffs the air and looks up.

Dawn reaches down and pats the demon again.

DAWN

Soon.

DISSOLVE TO:

38 INT. BACK ALLEY. EVENING.

38

We're watching another manhole cover for a beat before it slides up and out of place, with first Buffy and then Faith emerging from it, both cut and bruised and covered in gunk.

Buffy tries to scrape some of the gunk out of her hair as Faith leans against the alley wall and catches her breath.

FAITH

Damn, that last one nearly had me..

BUFFY

You're telling me! I can't believe I managed to stake him like that - I've never gotten one with a ricochet before..

Buffy holds out a hand and helps Faith to her feet.

FAITH

What about our mystery bad guy?

BUFFY

It's too dark to keep on looking now. We'll report back to Giles, get some intel, try again in the morning. Whatever that thing was, it's long gone by now.

(CONTINUED)

CONTINUED:

FAITH

Groovy. And then, shower, and get some clean clothes.

BUFFY

Definitely. And let's hope nothing else freaky has happened at my place when we get there..

The two girls walk wearily off screen.

39

INT. SUMMERS RESIDENCE - FRONT ROOM. DAY.

39

We're close up on Buffy, an incredulous look on her face.

BUFFY

You're doing what?!?

Pull back to show Buffy looking down at Willow, holding Doodles with one hand as she sips a glass of water with the other. Faith, Giles and Marie are also all watching Willow, who looks decidedly unfazed.

WILLOW

(matter-of-factly)

Yeah, I'm going to be ascending.

BUFFY

But.. but.. you can't! I mean, we have this Ulithios thing to beat, and something's stalking all of us, and we've just lost Kennedy and Emmily, and..

(beat)

Is that what this is about?

WILLOW

What all what is about?

BUFFY

You. Doing this. Telling us you're leaving us. And don't give me the story you fed Giles about 'wanting to protect us.' That's not how you work, Will. If there's something after one of us, it's after all of us, and you're not the kind of girl who heads for the hills at the first sign of trouble. Not any more.

WILLOW

(a little uncertain)

It's.. it's because I can help up there. These people..

(MORE)

(CONTINUED)

CONTINUED:

WILLOW(cont'd)

whatever they are, they're offering me access to the kinds of powers I can only dream of down here. And there's no danger of me turning evil or anything.

(beat)

I think.

BUFFY

You think?!? Willow, what the..

(to Giles)

Have you told her this is a bad idea?

GILES

(cautiously)

Well, I, ah, we've certainly tried to, ah, suggest that maybe, perhaps, this isn't a spectacular idea all things considered..

WILLOW

Oh, will you guys stop worrying? You sound like my mom..

BUFFY

So is it because of Kennedy?

WILLOW

What? I- no! No, it isn't! Hey, I- I'm trying to help you guys out, you know, so you can get an extra boost of power to go and beat up the big bad evil thing, and all you're doing is making out I'm just trying to get over..

A beat. Willow seems to have suddenly realised something as her face drops and she lowers her gaze to the floor. B

uffy's face softens as she realises what's going through Willow's head, and she throws a glance back to the others. Giles gets the signal and ushers Marie and Faith quietly out of the room to leave the two girls together.

Buffy sits down and takes Willow's hands in her own, kneeling in front of her.

WILLOW (cont'd)

Buffy, I

BUFFY

Ssh. It's okay, Will. I'm sure you're not about to conjure up another big old demon for us to fight by letting a few tears drop.

(CONTINUED)

CONTINUED: (2)

With an almost grateful smile, Willow starts to sob quietly, Doodles looking up with confusion as the tears roll down her cheeks.

WILLOW

Buffy.. I'm just so tired of it all. I'm tired of being hurt, I'm tired of losing everyone I care about, and I thought.. I thought I could make it better. That I could do something that would make everything else seem less important, so I wouldn't be sad anymore.. I was trying to make myself forget about it all, and I..

(beat)

How do you stop feeling so sad all the time? After everything that's happened to you?

BUFFY

(smiles; strokes Willow's hair)

I don't know. I guess it's that old 'take comfort in your friends' line or something. And I've got plenty of good, good friends to keep me together.

(beat)

Willow, do you really want to do this?

WILLOW

I.. Yes, I think I do. I want to help, and I can't be much help if I keep letting myself get like this. These Circle guys, they seem to know what to do. They want to help me help you, and everybody else on the planet, I think.

(gulps)

Heh, guess that's actually a lot of people when you think about it..

BUFFY

Willow, I don't want you to go. Your place is here, with the people who love you, not off floating on some cloud, running a library for some freaky ass little kids who have pet snake demons!

The girls laugh - Willow realising that perhaps she didn't portray her encounter with Tattles and the others as well as she could have done.

(CONTINUED)

CONTINUED: (3)

WILLOW

I know. I mean, I love you guys,
you know that, right?

BUFFY

Yep.

WILLOW

But this is something I want to..
that I have to do. I'm a danger to
everyone if I stay here, and I need
to get away from everything down
here holding me back.

BUFFY

(curtly)

You mean us?

WILLOW

No, no, not that at all! I mean.. I
mean everyone I've lost. I see them
all the time, I can always feel
them around me, every time I close
my eyes, every time I sleep. And I
love them, but I need to let them
go, and I can't do that down here.

Buffy looks close to tears herself by now, and Willow hugs
her tightly. Buffy squeezes back for all she's worth, and
Willow coughs.

WILLOW (cont'd)

Um, Buffy, Slayer strength..

BUFFY

(releases her)

Right, yeah, sorry..

(wipes eyes; chuckles)

Heh, look at us, like a proper pair
of girls, aren't we?

A long beat while Buffy looks at Willow again. She can tell
that her friend has already made her decision, and Buffy
manages a nod as she settles this in her own mind.

BUFFY (cont'd)

Are you sure?

WILLOW

I'm sure.

BUFFY

So.. when do you go?

(CONTINUED)

CONTINUED: (4)

WILLOW

I don't know. Soon. But I want everyone around me when I do. After eight years together, you'd better give me a darn good send off, missy!

Buffy laughs and stands, still wiping tears away.

BUFFY

When are we going to tell the others?

WILLOW

I'll take care of that.

(beat)

Thank you, Buffy. I need to do this, and I had an awful feeling you were going to try and stop me.

BUFFY

(grins)

You know, for a second there, yeah, I kinda did. I just hope you know what you're doing, Will, I really, really do.

WILLOW

(sighs)

You and me both, Buffy, you and me both..

BUFFY

Come on, let's go talk to Giles and Marie. I think there's still plenty you need to tell us about this. I'll get Xander and Anya round here too.

WILLOW

Yeah, yeah, of course. Hey, where'd Dawn get to, anyway?

40

EXT. CONSTRUCTION YARD. NIGHT.

40

We pan down over the same area of the yard that Dawn first cast her spell on, only this time she's laid out an array of candles in a spiral formation, with three larger ones forming a triangle around her.

She reads from her spell book, and the winds start to kick up and howl as before.

This time, as we pull back a little more, we see the demon, lying prone on the ground, its tail up as crackles of electricity start to dance around it.

(CONTINUED)

CONTINUED:

The creature's head lifts up, confused, as it watches the spell energies increase in power around it.

The three large candles suddenly explode into goutts of flame, one by one.

The triangle of flames Dawn summoned earlier starts to fade up in the air again, but this time it hovers in the air above the demon, which starts to make a whining noise as the energies around it grow in intensity.

Dawn stands and walks over to the creature, passing through the flames and patting it on the head once more.

DAWN

Quiet now. Your time has come.

CRUNCH! The demon screams out as Dawn slams a huge, ceremonial knife blade into it, its purple blood starting to ooze out as Dawn uses her other hand to pin the creature in place.

The triangle of flames around her burns more fiercely, becoming more tangible. She looks up and around, a wide smile cracking across her face.

Dawn and the demon are in the centre of the huge flaming triangle, now a small inferno.

With a crack of thunder and a white flash of lightning, a swirling portal opens up in the air in front of us, the wind whipping past and howling as the vortex opening of the portal swirls.

Laughing as energy crackles all around, her face lit up by the flames dancing round her, her head thrown back and a laugh born of pure victory escaping her.

BLACK OUT:

END OF SHOW