

**FAITH**

"Circle Of Life, Part One"

by  
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Based on characters created by Joss Whedon  
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TEASER

FADE IN:

1

INT. ASYLUM - PRYOR'S OFFICE - DAY

1

ANGLE ON a single manila envelope laying on PRYOR's desk, the man himself reclined in his chair, his chin resting on his hand.

VI knocks on the open door as she enters, wearing her asylum-issue white coat.

VI

Hey. You wanted to see me?

PRYOR,

Yes, please have a seat. Oh, and shut the door, if you wouldn't mind.

Vi looks at him curiously, but obeys his request and closes the door behind her. As she sits down, Pryor leans forward. This is serious.

PRYOR

The Watcher's Council has contacted us.

VI

Really? Haven't heard from them in months. Thought they'd forgotten about me or something.

PRYOR

Well, your refusal to their testing when Faith rescued you from the Arena dimension was a bit... strong.

(beat)

In any event, what they sent me was of some importance. A possible threat is coming to New York, and they were kind enough to give us a heads up.

VI

What's the Big Bad?

Pryor hands her the envelope, and she stares at it.

VI (cont'd)

The 'possible threat' is an envelope?

PRYOR

Vi, please.

(CONTINUED)

VI  
(rolls eyes)  
Alright! Kidding! Jeez...

As she opens the folder and starts to remove the contents, we cut to:

EVIL FAITH is seated in front of a desk, flipping between several sheets of paper and a few photos.

MAYOR WILKINS leans on the desk in front of her, his hands on the desk to support himself. This is a new office, half the furniture still in its plastic wrapping, but Wilkins already looks right at home.

EVIL FAITH  
(looking at a photo)  
Heh. Small world.  
(to Wilkins)  
What's the plan, boss?

WILKINS  
An alliance.

EVIL FAITH  
Damn. I was hoping for a little violence.

WILKINS  
What is it with this generation today? There is something to be said for diplomacy, Faith.

EVIL FAITH  
Yeah. It doesn't work.

WILKINS  
Nevertheless, another ally would all but assure that things will proceed as I want them to.

EVIL FAITH  
You saying I'm not enough?

WILKINS  
Of course I'm not saying that. Just saying that our... setback last time has taught me to always have a contingency plan.  
(beat)  
Plus, if things go the way I think they will, you'll have plenty of opportunity for all kinds of reckless behavior.

EVIL FAITH  
Now, you're talking.  
(beat)  
What's the ETA?

WILKINS  
(checking his watch)  
About thirteen minutes, give or  
take.

Evil Faith and the Mayor share a smile before she returns to looking through the photos.

INT. ASYLUM - PRYOR'S OFFICE - DAY

Vi is staring at one picture in particular, her eyes wide with shock.

PRYOR  
You can understand the cause for  
alarm.

VI  
We need to get Faith in on this.

PRYOR  
Actually, I'd prefer to leave Faith  
out of this one.  
(off Vi's look)  
Without her being at full Slayer  
capacity, much as I hate saying  
this, she's too much of a  
liability.

Vi nods. She knows he's right.

PRYOR (cont'd)  
This is a job only a full fledged  
Slayer can handle. My question to  
you is... are you up for it?

VI  
(wry grin)  
Believe me, I can get up for this  
one.

PRYOR  
Good. I'll get Noa to start working  
on some computer traces. Maybe we  
can head the problem off at the  
pass.

Vi blinks her eyes, not believing his words.

VI  
Noa?

PRYOR

Yes, she's known for a couple of weeks now.

VI

And you expect Faith not to find out?

PRYOR

If Faith knows, she'll want to get involved. You and I both know that.

VI

Figured the whole Quinn fiasco would've taught us all to quit keeping secrets.

Pryor stutters a bit at that one.

PRYOR

This is for Faith's protection.

VI

Gee, that sounds familiar.

Pryor starts to respond, but Vi holds her hand up to cut him off.

VI (cont'd)

I get it, Pryor. Plus...  
(looking at the photo)  
... I actually wouldn't mind handling this one on my own.

They share a nod of understanding as Vi puts all of the papers and photos back into the envelope.

Several New Yorkers are standing at a stop waiting for the next train to come, most of them impatiently checking their watches.

Off in the distance, a set of headlights and a horn signals the train's arrival. It screeches to a stop and the doors slowly open.

AMBROSIA KILBY steps off the train - short, petite and as blonde as they come. She yawns and rolls her neck, never breaking stride, walking right into the camera.

**BLACK OUT:**

**END OF TEASER**

ACT ONE

FADE IN:

5

EXT. NYU CAMPUS - FOOD COURT - DAY

5

We pan across the open air dining area, seeing all sorts of college students greeting one another, paying for food, standing in line, etc. The nearest campus buildings frame the scene in the background.

We continue to pan, coming to rest on FAITH sitting at a corner table, in the shade of the trees. A tray of food sits there, largely untouched.

VI (O.S.)

And here I was thinking you had a  
secret boyfriend or something.

Faith whips round as Vi steps into frame - she obviously wasn't expecting company.

VI (cont'd)

Although when most people brood,  
they prefer doing it at night.  
It's more...

She trails off when she notices Faith isn't paying attention - her eyes keep flicking to something behind Vi.

VI (cont'd)

Faith? You with us here on Earth?

FAITH

(distracted)  
Huh? Sorry. Yeah, I...

VI

(starts to turn)  
What are you staring at, anyway?

FAITH

Vi, don't!

She's too late. Vi turns around and quickly scans the room. Her jaw drops when she sees a group of girls sitting at a table eating lunch.

One of them is unmistakably DAWN SUMMERS!

VI

W... what?  
(turns back to Faith)  
How?

Faith doesn't answer, she just picks up her trash and leaves.

(CONTINUED)

VI (cont'd)  
Hey, wait a minute!

Vi gets up after her, chasing Faith away before they attract any attention.

And just in time, too, as Dawn turns round, frowning as though she heard something familiar, before returning to chat to her friends.

However, what she doesn't realise is that someone else is watching her, and as we pan across the area again to the opposite corner, we find Ambrosia staring daggers at the oblivious Dawn's back.

We push in on her face, the cold anger dripping from every pore before a WHITE OUT TO:

EXT. CUYAHOGA COUNTY JAIL - DAY

Title over: Cleveland, Ohio - 3 years ago

Pan down from a barbed wire coil fence as it slides open to let a large bus through. We follow the bus as it screeches to a halt in front of a dozen armed GUARDS.

ANGLE ON the bottom of the bus door as it swings open. A pair of small feet step off the bus, the ankles shackled with a chain leading up the inmate's body.

We pan up to see Ambrosia, three years younger, in an orange prison jumpsuit. It's a far cry from the glamour queen Slayer we last saw her as.

Behind her, XIA and MAGDA step off the bus, similarly dressed and restrained. The HEAD GUARD, a butch female, strides up to them confidently, shotgun resting on her shoulder.

HEAD GUARD  
(wry)  
Welcome to the population, ladies.

AMBROSIA  
Great. Bet the food here sucks.

HEAD GUARD  
Well, ours doesn't. Yours, on the other hand, well... we're not budgeted to be serving filet mignon.

Ambrosia's sporting a defiant smile, not letting this woman get to her.

XIA  
I do not like this place.

(CONTINUED)

AMBROSIA

Don't worry, girls. My daddy will have us out of here in a matter of days.

The Head Guard strolls over to Ambrosia, checking from the clipboard in her hand.

HEAD GUARD

Kilby, Ambrosia. In for kidnapping, assault, and battery.

(leers)

Hope your Daddy knows some powerful people.

AMBROSIA

Like I said, a couple of days. Tops.

The head guard raises an eyebrow, clearly amused at this girl's spunk, and as Ambrosia is nudged sharply to get her moving again, we cut to:

7

INT. CUYAHOGA COUNTY JAIL - LATER

7

Ambrosia's on the phone, looking displeased with whomever she's talking to.

AMBROSIA

(shocked)

What do you mean, you can't get me out for a week?!?

INTERCUT WITH:

8

INT. KILBY ESTATE - LIVING ROOM - DAY

8

Ambrosia's father, a weathered looking DEREK KILBY, paces back and forth on the phone.

DEREK

Sweetie, I have to fly across the pond to get you out personally. Most of our resources are tied up with this Ulithios mess, so I have to handle it on my own.

AMBROSIA

Daddy, I can't stay here for a week!

She looks around. There's a large line of angry looking women behind her, waiting to use the phone.

(CONTINUED)

AMBROSIA (cont'd)  
(whispering)  
You have to pee in public! And the  
toilets are disgusting!

DEREK  
I know, sweetheart. I'm working on  
it. I already have a flight booked  
out of Manchester in a couple of  
hours. I'll be there soon.  
(beat)  
How are Xia and Magda holding up?

AMBROSIA  
(filtered; through phone)  
Who gives a damn about them?

He winces and pulls the phone away from his ear.

AMBROSIA (cont'd)  
I have to pee and I can't go!

DEREK  
(sighs)  
I'll be there soon. I love you.

AMBROSIA  
(beat; meek)  
Love you too.

They both hang up.

END INTERCUT:

Ambrosia runs her hand through her hair, thoroughly  
frustrated with the whole situation. She lingers by the phone  
for a bit, upsetting the restless prisoners behind her.

INMATE  
You done yet, princess?

Ambrosia turns and flashes her pearly whites.

AMBROSIA  
I'm so sorry I held you up from  
calling your girlfriend. It's all  
yours now.

Ambrosia stalks off, making it a point to roughly bump  
shoulders as she goes. The disgruntled inmate calls after  
her:

INMATE  
You'd better watch your step around  
here, Barbie.

(CONTINUED)

AMBROSIA  
Whatever, bitch.

The inmate's face twists with anger before she GRABS Ambrosia from behind by her hair, the rest of her fellow jailbirds cheering her on!

AMBROSIA (cont'd)  
Aah! Not the hair! Not the hair!

The inmate tries to pull her to the floor, but Ambrosia whips around and knocks the inmate out cold with a massive RIGHT HOOK!

Another inmate JUMPS on her back from behind, and gets flung off like a rag doll for her trouble.

In seconds, it's turned into a full scale riot. Guards on the balcony overlooking the area rush to the scene, barking orders into their walkie talkies.

In the heart of it all is Ambrosia, swinging wildly and decking anybody within three feet of her, and as the shouts and cries of the prisoners mix with the WAIL of alarms and shouts of the guards, we snap back to:

INT. NYU CAMPUS - FOOD COURT - DAY

Back in the present. Ambrosia pulls a digital camera from her purse and snaps a few photos of Dawn, when she's startled by:

EVIL FAITH (O.S.)  
She's filled out a bit, hasn't she?

Ambrosia's head whips around at the familiar voice, and her fist quickly follows.

Evil Faith catches the punch and casually brushes it off, letting out a chuckle that incenses Ambrosia further.

EVIL FAITH (cont'd)  
You wanna tumble, sister? We can do that. Might ruin your little stakeout, though.

AMBROSIA  
(re: Dawn)  
You're still protecting her?

EVIL FAITH  
That thing masquerading as a human? Not any more. I got a heads up from the Council on what lies beneath. I'm with you now.

Ambrosia gets up from the table, her eyes never leaving Evil Faith's.

AMBROSIA  
I don't believe you.

EVIL FAITH  
Fine, then let's fight. I'll mop the floor with you, and neither of us will be any closer to killing Ulithios.

(steps closer)  
Or, you can trust me, and we can stop her together.

Ambrosia starts to visibly relax, her clenched fists opening up as she looks Evil Faith up and down.

AMBROSIA  
Fine. Then let's grab her right now.

EVIL FAITH  
God, don't they teach the new generation any tact? We make a scene here and the problem gets worse. I'm connected with some people, non Council people, that can help.

AMBROSIA  
So what do you need me for?

EVIL FAITH  
Strength in numbers? If worse comes to worse and I have to fight an ancient demon, I'd rather have another Slayer on my side.

AMBROSIA  
What about the hippie? Thought you were running with her?

EVIL FAITH  
Let me rephrase. I need a Slayer actually worth her salt in a fight.

Ambrosia looks at Dawn again, then back to Evil Faith and nods. Evil Faith smiles, her deception going well, when a stray gust of wind blows her hair back - showing off the BURN MARK scarring her cheek.

AMBROSIA  
(grimaces)  
God, what happened to your face?

(CONTINUED)

EVIL FAITH

Long story. You got time to listen?

AMBROSIA

As long as we get to take out  
Summers at the end of it, yeah. I  
got all the time in the world.

We move past her and push in on Dawn, completely oblivious to  
the whole thing.

10

EXT. NYU CAMPUS - DAY

10

Vi and Faith are walking through campus, the former with her  
hands in her pockets.

VI

So the Council gave me the long and  
short of what happened to Dawn in  
Cleveland. Care to fill in the  
blanks between two years ago and  
now?

FAITH

I don't know much. Just that she's  
been in New York since fall  
semester started. I guess Europe  
didn't agree with her.

VI

You know what I mean. Not how is  
she here, how is she here?

FAITH

Like I said, I don't know. One of  
the files Quinn and I stole from  
the Initiative last year talked  
about some big smackdown Buffy and  
her crew got into with a volcano,  
or something. Buff wasn't too  
forthcoming with information about  
the whole thing, so it was all  
vague, but it did mention that she  
and her sister relocated to Europe.  
Always thought it was a typo until  
recently.

Looking ahead, she yanks Vi's arm and pulls her in another  
direction.

VI

What's wrong?

Vi looks back to see what Faith saw. Three uniformed POLICE  
OFFICERS hanging out in the parking lot.

(CONTINUED)

VI (cont'd)

Oh.

(beat)

Well, guess we need get the information straight from the source. We should get in touch with Buffy.

FAITH

No.

(beat)

We don't need to do that.

Faith hangs her head in shame. She hadn't gotten to that yet.

FAITH (cont'd)

Look, I'm just keeping an eye on Dawn and making sure she's getting on safe. I owe it to her. Both of them.

Vi nods in acceptance, though she doesn't look happy about it.

VI

Okay, what else don't I know?

FAITH

(sighs)

Never told you about the Buffy versus Faith rubber match.

Vi sighs, sensing the long story coming.

INT. ASYLUM - CORRIDOR - DAY

Faith and Vi head down one of the long, plain corridors, Faith still wearing her pensive expression.

VI

Okay, so Dawn's back and here in New York, and you've been keeping an eye on her. Is that what's been putting you off your game recently?

FAITH

I'm not 'off my game.'

VI

Well, yeah, you kinda are. I mean, I know this Mayor guy obviously means a lot to you, and something went on between you and that Andy girl to freak you out...

FAITH

You keeping tabs on me now?

VI

No, I'm just looking out for you.  
As your friend. And part of that  
means when I think something's on  
your back, it's my job to check it  
out.

FAITH

I don't need checking out, Vi. I'm  
fine. I'm dealing with things my  
own way.

VI

And a lot of good it's doing, too!

Faith stops and turns on her.

FAITH

Alright, what's with the attitude?

VI

Me with the attitude? I'm just  
trying to treat you the same way  
you treat me!

FAITH

Which is?

VI

Tough love! You never cut me an  
inch more slack than I needed, and  
it's kept me alive this far.  
(off her look)  
Oh, what, I'm not allowed to use  
the same trick on you?

Faith turns and stomps away moodily.

FAITH

Just let me handle this, Vi.

VI

Don't shut me out, Faith!

FAITH

I said, let me handle this.

VI

Faith, come on! Faith!

But she's still walking, and as she rounds a corner and  
disappears, Vi lets out an exasperated SIGH as we cut to:

12 INT. OLD ASYLUM - GATEWAY CHAMBER - DAY 12

The ancient device looms in the center of the room. Several COMPUTERS are scattered around it, no doubt for research purposes.

Faith walks up to it and taps one of the columns with her hand. The Gateway LIGHTS UP as the power surges through it. Faith's tattoo SHINES through her jacket.

A loud CLAP accompanies the opening of the portal. Faith removes a folded slip of paper from her pocket and looks at it. We can't see what it is yet.

FAITH  
(to herself)  
Don't worry, Vi... I know what I'm  
doing.

She steels herself and walks through the portal.

13 INT. GATEWAY - CONTROL ROOM - DAY 13

Faith walks up to the main console, the array of tubes laid out before her. She places the paper in the center, takes a deep breath and closes her eyes.

As if by instinct, her hands move over the various tubes. FLUIDS rise and fall as an elaborate sequence follows.

The room is filled with BRIGHT LIGHT which quickly dies down, and she opens her eyes to find one DOOR has materialized at the opposite end of the room.

She smiles, pleased with her work. Faith reaches forward and disconnects the HANDLE from the centre of the control pool, then heads for the door itself.

14 INT. ASYLUM - PRYOR'S OFFICE - SAME TIME 14

Pryor is going through what appears to be an increasing pile of paperwork. A BEEP from his computer catches his attention.

Curious, he clicks the mouse and enters a few commands. His eyes go wide at whatever he's seeing on the monitor.

Another BEEP, this time from his phone, grabs his attention. He reaches over to take the call, eyes glued to the screen.

NOA  
(filtered; through  
intercom)  
Pryor, did you just get that alarm  
too?

(CONTINUED)

PRYOR

Yes, unscheduled activity down in the Gateway chamber.

NOA

It's gotta be Faith, though, right? Why would she be using the Gateway now?

PRYOR

I don't know, but...

The computer beep cuts him off. He punches a couple more commands and his jaw drops.

NOA

What?

PRYOR

Whatever her destination is, she had to enter a chrono trigger sequence to open a portal there.

NOA

English, Pryor, please. Assume that I don't know have a degree in astrophysics for a second.

PRYOR

Well, it's all very hypothetical, and it's not something we've tried before, but... basically, it involves... I mean, in layman's terms, she...

(beat; sighs)

She's attempting to use the Gateway to travel through time!

He bolts from his desk and sprints from the room, grabbing a small case of equipment as he exits.

NOA

That thing can travel through time? I didn't know that.

(beat)

Pryor?

(beat)

Pryor?

(exhales)

I'll be right there.

Another beep ends the conversation.

15 EXT. ROADSIDE TAVERN - NIGHT

15

A quiet, remote bar on the outskirts of some town or other, with only a handful of cars parked outside.

PUSH IN on the door to the ladies' room round the side of the building as it opens - and out steps Faith!

She checks that no-one's around, then disconnects the Handle from the door and slips it back into her jacket.

She takes a few steps forward into the night, closing her eyes and breathing in the air, before turning on her heel and marching down the road.

Wherever this place is, it seems to be somewhere she knows her way around.

16 EXT. UNKNOWN TOWN - NIGHT

16

Faith walks to the brow of a hill overlooking the town below, its lights glittering against the darkness all around.

She stops to survey the scene for a moment, a smile tracing across her lips.

FAITH  
Yep... I'm back.

Taking a breath, she starts down a winding road that'll lead her into the heart of the town, with a ROAD SIGN up ahead.

She smiles as she passes by a sign:

Welcome to Sunnydale.

**BLACK OUT:**

**END OF ACT ONE**

ACT TWO

FADE IN:

17 INT. OLD ASYLUM - CORRIDOR - DAY

17

Pryor races down the hall leading to the Gateway chamber. Noa is about ten feet behind him, furiously wheeling her chair to catch up to him.

NOA  
Pryor, hold up!

Pryor doesn't slow down at all.

PRYOR  
If she changes anything in the  
past, the results in the present  
could be disastrous!

He reaches the end and tries to pull the doors open. Locked.  
He rattles them in frustration.

PRYOR (cont'd)  
Damn it, Faith!  
(to Noa)  
Do you have your master keys on  
you?

NOA  
(breathless)  
Nope. Left 'em in my other pants.

PRYOR  
I'll be right back.

He dashes off back towards the main asylum.

NOA  
Hey! What about me? I just came all  
this way!

Pryor's already gone. Noa slumps.

NOA (cont'd)  
I'll just... wait here.

Wide angle shot of Noa at the chamber doors. After a beat,  
she starts to whistle 'This Old Man' as we cut to:

18 INT. MAYOR WILKIN'S OFFICE - DAY

18

Mayor Wilkins pops something into his mouth. His eyes close  
as he savors the taste.

(CONTINUED)

Evil Faith walks in the door. The Mayor holds up his hand and stops her, then points to the door. She rolls her eyes and walks back out, shutting the door behind her.

The Mayor smirks to himself as Evil Faith KNOCKS first.

WILKINS

That's better.

(beat)

Come in.

Evil Faith enters again, Ambrosia a step behind her. She looks around the office, confused by its half-unpacked state.

WILKINS (cont'd)

Ah, Miss Kilby.

(extends his hand)

Richard Wilkins. Mayor of Sunnydale.

Ambrosia doesn't accept the handshake. She looks down at the hand, then back at his face.

WILKINS (cont'd)

Is there something wrong?

AMBROSIA

Wilkins. Sunnydale. Where do I even start with what's 'wrong' with that sentence?

WILKINS

All dynamite and craters aside, I assure you I am the genuine article.

(beat)

Can I offer you something? I was just enjoying some prunes.

AMBROSIA

Umm... eww?

WILKINS

Ah yes, I forget. Children today.

He goes behind his desk and opens a few drawers.

WILKINS (cont'd)

I'm sure I have some butterscotch candy here someplace.

AMBROSIA

And eww again. I'm good, really.

WILKINS

Have it your way. Please, have a seat.

Ambrosia sits opposite him. Evil Faith stands guard by the door.

WILKINS (cont'd)

First, let me offer my sincerest condolences about your father.

AMBROSIA

(defensive)

How'd you know about that?

WILKINS

Young lady, I am more connected than most realize.

AMBROSIA

Yeah. Well... thanks.

WILKINS

Nasty world we live in. I'm sure he was a good man.

AMBROSIA

Can we cut to the point?

WILKINS

Of course.

Wilkins hands Ambrosia several surveillance photographs of Dawn at school. She scans over them, disinterested.

AMBROSIA

Okay, despite the hair color, I'm not stupid. So don't patronize me. I already know who Summers is.

WILKINS

You mean you already know what she is. The evil lurking within.

AMBROSIA

We've been acquainted.

WILKINS

My Faith and I have a vested interest in not seeing the world end. Miss Summers is surrounded by several powerful people who seem to think she isn't much of a threat.

AMBROSIA

They don't matter to me.

(CONTINUED)

WILKINS

I admire your confidence, but I think a pooling of our resources is in order. Between you and Faith, there isn't a force on Earth that could stand in your way.

AMBROSIA

Thanks, but I'm learning the benefits of going solo. Teamwork didn't really work out for me the first time around.

WILKINS

None of the Slayers you were working with before are close to the level my Faith is at. I think if we work together, we can both achieve our goals.

Ambrosia looks around a little, not sure what to think.

WILKINS (cont'd)

According to my sources, you're something of a fugitive with the Council.

That gets her attention. Ambrosia visibly tenses up.

WILKINS (cont'd)

It wouldn't be long before they track you down, and then you're right back to square one again, wasting away in that godforsaken prison, and I don't think any of us want that, do we?

A beat. Ambrosia looks round to Evil Faith, who shrugs.

AMBROSIA

Okay, I'm in. Just as long as she dies.

Wilkins hops out of his chair, elated with the news. Evil Faith joins him at his side.

WILKINS

Excellent! We'll begin preparations at once.

AMBROSIA

'Preparations'? I was thinking more along the lines of dragging her into a dark alley and stabbing her to death.

(CONTINUED)

WILKINS

With an ancient demonic essence  
residing inside of her, we have to  
be careful how we approach things.  
The last time I heard of an avatar  
dying, the demon inside was  
awakened.

Ambrosia stands and gets right in the Mayor's face. He stares  
her out for a beat, then concedes with a chuckle.

AMBROSIA

Fine, fine. We'll do things your  
way. For now.

The Mayor grabs both girls around the shoulders and pulls  
them into a HUG.

WILKINS

Aah, my two little Slayers! We're  
almost like a family.

Ambrosia pulls way, a look of disgust on her face.

AMBROSIA

Please. No hugging.  
(beat)  
Now, you got any credit cards?

WILKINS

Beg your pardon?

AMBROSIA

(off her clothes)  
Well, if I'm going to save the  
world, I can't do it in some dingy  
old outfit, can I?

Evil Faith shakes her head at her in bemusement.

EVIL FAITH

I like this one.  
(to the Mayor)  
Can we keep her?

WILKINS

(laughing)  
I think I can arrange a bit of a  
shopping spree for you.

EVIL FAITH

(to Ambrosia)  
You into leather pants?

Ambrosia quirks an eyebrow, and as the two Slayers share a  
smile, we cut to:

19 EXT. SUNNYDALE - NIGHT

19

Faith walks through the deserted city streets. A few random cars pass by her unnoticed, but other than that, it's downtown Sunnydale just as it was before the Hellmouth swallowed it up.

She seems to be caught up in seeing her old stomping grounds again. She breaks out into a light jog.

20 INT. OLD ASYLUM - GATEWAY CHAMBER - DAY

20

The double doors to the chamber open. Pryor enters and makes a beeline for the various computers connected to the device. He moves back and forth between them, looking at readings and punching commands into terminals.

Noa positions herself at the edge of the entrance portal. This is her first time seeing the Gateway activated and she's caught up in the wonder of it.

Her hand reaches out to touch the portal, when Pryor shouts:

PRYOR

Noa, stop!

Noa jerks her hand away and rolls over to Pryor.

NOA

I wasn't going to-

PRYOR

Just don't. Believe me.

NOA

(pouts)

Have you figured anything out?

PRYOR

No. I can't determine the exact sequence she used, I'd need to be in the control room for that.

(beat)

Right now, all that the readings are telling me is that...

He trails off, staring in disbelief at the printouts in his hands.

NOA

(prompts)

Is that...

PRYOR

She's done it... she's actually done it!

(MORE)

(CONTINUED)

PRYOR (cont'd)  
(to Noa)  
She's somewhere in the past, but  
still in this dimension.  
(impressed)  
I honestly didn't think we'd be  
able to do it... incredible!

NOA  
(snaps fingers)  
Pryor! Focus. You don't think she  
went back to change anything, do  
you?

PRYOR  
God, I hope not. The ramifications  
of tampering with the past...

NOA  
... could start a butterfly effect  
that would completely alter the  
present in unpredictable ways.

Pryor turns to her, dumbfounded at her knowledge on the  
subject.

PRYOR  
Since when do you know anything  
about chaos theory?

NOA  
'Chaos theory'? I just remember all  
that from this really bad Ashton  
Kutcher movie I saw.

Pryor shakes his head at her and gets back to work.

The bar/nightclub looks just the same as it did before. A  
generic rock band plays on the stage. Faith smiles and walks  
up to the bartender.

BARTENDER  
Lemme see some ID.

Faith reaches into her pocket and produces a driver's  
license, but then hesitates and asks:

FAITH  
You never seen me in here before?

BARTENDER  
I'd never forget a face like yours.  
(looks at I.D.)  
What'll you have?

FAITH

Beer. Don't care what kind.

The bartender grabs a bottle and pops it open for her. She takes a long swig and leans her head back, enjoying the taste.

FAITH (cont'd)

(off band)

They're, uh... well, they're pretty bad. Where's the real music?

BARTENDER

I don't know why we keep hiring them. They've been saying they'd do new material next year. '1999 will be the year of the Dingos,' they're always saying.

(scoffs)

Whatever. They'll be on a break in a bit. I'll crank some metal into the jukebox.

Faith toss a five on the bar.

FAITH

Thanks, pal.

The bartender shakes his head.

BARTENDER

On the house. Just promise to come back, I could use more people with your tastes round here!

FAITH

(smiling)

I just might.

She gives him a quick wink and walks away.

The head guard from earlier walks down the row of cells, CLANKING her nightstick against the bars to the displeasure of the inhabitants.

She stops at one cell. Through the bars, we see Ambrosia idly flipping through a magazine on her bunk.

Her cellmate is laid out on the ground in front of the beds, unconscious and bruised.

HEAD GUARD

(quirks eyebrow)

Problem with the roomie?

(CONTINUED)

AMBROSIA

Ripped a page out of my magazine.  
That's just treasonous.

(beat)

Something I can do for you? And no,  
I haven't jumped the fence yet, so  
don't get your hopes up.

HEAD GUARD

Bail's been posted. You're outta  
here.

AMBROSIA

(sits up)

About damn time!

She tosses the magazine away and steps over the prone form of  
her roommate, and as the guard UNLOCKS and SLIDES OPEN the  
cell door, we cut to:

INT. JAIL - RECEPTION AREA (FLASHBACK)

Ambrosia's back in street clothes now. She's escorted out by  
two guards. Xia, Magda, Derek are sitting on a bench waiting  
for her.

AMBROSIA

(lights up)

Daddy!

Father and daughter run into each others' arms. Derek twirls  
her round, much to the bemusement of the other two Slayers.  
However, once they're done, Ambrosia's expression hardens as  
she PUNCHES Derek in the arm!

AMBROSIA (cont'd)

Took you long enough!

DEREK

(winces; rubs arm)

It takes a day or two to make  
felony charges disappear. We're not  
magicians, after all. We just  
happen to have magicians working  
for us.

Derek lets go of the hug and holds his daughter's head  
between his hands.

DEREK (cont'd)

Did anyone hurt you?

AMBROSIA

(scoffs)

As if!

(CONTINUED)

He lightly kisses her forehead.

DEREK

Good.

They rejoin Xia and Magda, who sit with their heads hung low in shame.

AMBROSIA

Who put Nair in their shampoo?

DEREK

I've been having a discussion with the girls about failure not being an option this time.

AMBROSIA

This time?

MAGDA

We apologised for not meeting the standard required of us.

XIA

And for failing to complete our mission.

DEREK

(claps hands)

Well! I hope you all stayed in game shape. We're going back to end the Ulithios threat.

(beat)

Tonight.

AMBROSIA

Can we get ice cream first?

DEREK

(stern)

Ambrosia.

Ambrosia looks up into her father's eyes and unleashes the viciously effective puppy dog stare. He has no defense.

DEREK (cont'd)

(unhappy)

After we get ice cream.

She stands on her tip toes and kisses her father on the cheek, wrapping her arm in his as she does.

AMBROSIA

Thank you, Daddy.

He smiles faintly and they leave arm in arm. Magda and Xia watch them go.

DEREK (O.S.)

Xia! Magda! Bring the bags!

The two Slayer henchmen exchange a look, then with SIGHS of defeat they pick up their belongings and exit.

UP CLOSE on Ambrosia as she strides proudly forward, that sly grin firmly back in place as we MATCH CUT to:

Evil Faith and Ambrosia stand in front of a full length mirror, both of them now wearing tight leather pants.

AMBROSIA

Finally starting to feel like me again. The Council was never big on using their expense accounts for the important things in life.

EVIL FAITH

Their priorities always were pretty screwed up.

AMBROSIA

I'll say. How can you justify spending millions on some private school out in the middle of nowhere?

She pulls out some lipstick from a bag by her feet and generously applies it to her puckered lips.

AMBROSIA (cont'd)

I'd say we're armed and lethal now, wouldn't you?

EVIL FAITH

(grinning)

Dangerous on every level.

AMBROSIA

Let's go slay in style.

She picks up her bags, several more than what Evil Faith has with her, and they both leave the shop.

The cashier rushes out after them.

CASHIER

Hey! Hey! You two didn't pay for those! Get back here!

Evil Faith doesn't break stride. Ambrosia stops and turns around, grinning from ear to ear.

AMBROSIA

Oh my gosh, I am so sorry. Where are my manners?

CASHIER

(hands on hips)

Now look here, young lady, I've a good mind to-

POW! Ambrosia delivers a back spinning roundhouse KICK that knocks the cashier through the shop's glass display case, SHATTERING it in a shower of fragments!

Her leg hangs in the air after the kick, so she kicks the air a few times and runs her hand down the red leather before putting the foot back down.

EVIL FAITH

Feels good, doesn't it?

AMBROSIA

Beats prison jump suits.

EVIL FAITH

Heh, amen.

SECURITY (O.S.)

Hey, you two! Stop right there!

They share a smirk and take off running, a couple of SECURITY GUARDS giving chase.

The band has been replaced by the loud stylings of trance metal from the jukebox.

Faith is at the center of the dance floor, back in her old element, her long hair thrashing around as she gyrates to the music. She's surrounded by two guys grinding on each side of her, leaving no space to even slide a piece of paper between them.

Close up on Faith's face, her eyes closed and a small smile firmly in place.

Pryor stands up and away from all the terminals, having gotten nowhere.

NOA

No good?

PRYOR

Nothing. The only thing we can do now is wait for Faith to return, and hope she doesn't do anything in the past that could affect us here in the future.

NOA

Why can't we just go in after her?

PRYOR

Faith's the only person who can operate the Gateway. There's an endless number of doors leading to all kinds of times and dimensions in there. I wouldn't even know where to start looking, and believe me, it's not somewhere you want to get lost.

He pulls out his cell and dials a number.

PRYOR (cont'd)

(into phone)

Vi? Where are you?

INTERCUT WITH:

EXT. NYU CAMPUS - DAY

Vi stands next to a tree in a commons area, her eyes trained on something off in the distance. She clips a hands free set into her ear.

VI

I'm checking up on a friend. What's up? You sound like you're frowning.

PRYOR

Did Faith tell you anything about using the Gateway today?

VI

No, she didn't.

(beat)

Wait a minute, she's in the Gateway right now?

PRYOR

Yes. It would appear she used it to go back in time, although I'm not exactly sure yet how she-

(CONTINUED)

VI

So you're positive she didn't just use it as a quick way to get around?

PRYOR

No, according to these readings, the sequence of commands she entered were to open a portal to the past. Same dimension, different time.

VI

That's not good.

PRYOR

I'll say. If she changes anything-

VI

No, I'm talking about the here and now. If Faith's in the Gateway...

We wrap around to Vi's back to see what she's looking at.

Dawn is seated on a bench by a fountain, talking to Evil Faith!

VI (cont'd)

... then we've got a big problem.

Off Vi's worried expression, we:

**BLACK OUT:**

**END OF ACT TWO**

**ACT THREE**

FADE IN:

28

EXT. NYU CAMPUS - DAY

28

Dawn and Evil Faith sit with their feet submerged in the fountain.

EVIL FAITH

Well, I always said you need to get out from under big sis's shadow.

DAWN

Yeah, tell me about it. After the whole thing in Cleveland, Buffy's gotten even more overprotective, if you can imagine that.

EVIL FAITH

(chuckles)

How'd you convince her to let you come to the Big Apple?

DAWN

It was either that or join Willow's coven. I don't think Buffy liked the idea of me learning how to throw stuff just by looking at it.

EVIL FAITH

A klutz like you? Can't say I blame her.

DAWN

(offended)

Hey, I'm not that clumsy any more!

Evil Faith glances down - there's a smear of some unidentifiable foodstuff on Dawn's shirt.

DAWN (cont'd)

(beat)

At least, not all the time.

We pull back from them to Vi, still on the phone with Pryor.

VI

(into headset)

Did Faith tell you much about Dawn Summers?

PRYOR

(filtered through phone)

Buffy Summers' younger sister? What about her?

(CONTINUED)

VI

Long story short, she's a source of pure energy called The Key converted into human form. She was also the avatar for an ancient demon before she was killed.

PRYOR

I see...

VI

And right now, I'm looking at Other Faith and her having a conversation like two BFFs at a slumber party.

PRYOR

(beat)

Even for us, that makes no sense whatsoever.

VI

I'm going to follow them for a while until I figure out what Faith's up to.

(beat; corrects herself)

The other Faith, I mean.

PRYOR

You don't think she would've done it already, whatever it is?

VI

Pryor, you and I both know she doesn't go for the jugular right away. She takes her time and goes for the pain.

(beat)

I'll keep you posted.

PRYOR

Right.

She hangs up. We push past her, back to Evil Faith and Dawn.

DAWN

I still can't believe you've been here all this time. Buffy never mentioned anything to me.

EVIL FAITH

Well, you know she's never been my biggest fan, even when I went all white hat.

(beat)

You wanna get out of here and grab some lunch?

(CONTINUED)

DAWN

Sure! I'm all done with class, so  
I've got nothing better to do with  
my day.

EVIL FAITH

(smirking)

Didn't you say you had another  
class in a couple of hours?

DAWN

(shrugs)

Buffy hardly went and ended up  
dropping out, so I'm using the  
excuse that she set a bad example  
for me.

They share a smile.

Back to Vi, watching them get up and leave. After a moment,  
she follows.

INT. OLD ASYLUM - GATEWAY CHAMBER - DAY

Pryor is pacing back and forth aggressively rubbing his chin.  
Every few seconds, he looks back to the entrance portal.

PRYOR

Maybe the control room has some  
sort of memory cache for the  
destinations it opens.

NOA

It was built by a bunch of ancient  
nerds, not Dell. Doesn't your  
computer log the sequence? You knew  
it was meant for time travel,  
right?

PRYOR

It just analyzes the data put in.  
To actually enter the sequence... I  
can't replicate exactly what Faith  
did to get where she was trying to  
go.

FAITH (O.S.)

You miss me that much?

Faith stands just outside the entrance portal. She touches  
one of the columns and with a low HUM, the portal dissipates  
and the Gateway dies down.

PRYOR

(angrily)

Where the hell did you go?

(CONTINUED)

FAITH

Cool it, Pryor. I just took a little trip. I didn't do anything wrong.

PRYOR

How can you be so sure?

FAITH

I'm always careful.

Pryor eyes widen as realization dawns on him.

PRYOR

'Always'?

(closes eyes)

Faith, how many times have you used the Gateway to go into the past?

FAITH

(beat)

A few.

PRYOR

How is it that nothing flagged up before?

FAITH

(guiltily)

I did it when everyone was sleeping.

(off monitoring equipment)

Plus, all I've got to do is turn most of these things off and nobody knows a-

PRYOR

(seething)

What on Earth would possess you to go behind our backs with all this?

NOA

(pouts)

Seems to be something she's good at.

Faith shoots Noa a glare. Noa returns it right back. Those bridges aren't quite mended yet.

FAITH

Okay, look. I'm a grown ass woman, and last time I checked...

She holds up her arm, showing the Warden tattoo.

(CONTINUED)

FAITH (cont'd)

... I was the one in charge of this thing. So I went back to the old town and checked things out. I needed to be somewhere I could chill out for a few hours. What's the harm in that?

PRYOR

(voice rising in anger)

You already know the answer to that. Otherwise, you wouldn't have been sneaking around doing it. The Gateway is not your personal toy!

FAITH

And it's not yours either! You've been all geeked up about this since you found out about it, but you're not the one in charge here, Pryor! I am!

A loud HORN echoes through the room, causing Faith and Pryor to wince. They look to Noa, who is holding a BULLHORN!

A beat.

PRYOR

Noa, why do you have a bullhorn?

NOA

I've been carrying it around in case I needed to get someone's attention.

FAITH

How come I've never heard it before?

NOA

When's the last time you saw me have trouble getting attention?

She holds up her cell phone.

NOA (cont'd)

Pryor, Vi says Twin Bitch is on the move.

(off Pryor's look)

You didn't answer her call, so she tried me.

Faith looks at Noa, confused.

FAITH

Why is Vi tailing her?

(CONTINUED)

NOA

She's with some girl you two know.

(beat)

Dawn.

Faith goes pale at that bit of news.

FAITH

No...

She dashes from the room without another word. Pryor and Noa share a puzzled look before they take off after her.

INT. ASYLUM - MAIN LOBBY - DAY

Faith has slowed to a power walk. Behind her, an out of breath Pryor is still trying to catch her.

PRYOR

Faith, wait!

Faith whirls around to face him, her eyes full of fire.

FAITH

Save the 'it's safer for you here' speech.

PRYOR

I just think you should let Vi handle this.

Noa comes to a stop next to Pryor.

FAITH

The last time I bit my tongue and let someone else 'handle' Dawn, she was killed!

(emphatic)

I'm not letting her down this time.

There's a long pause as they stare one another down, neither person willing to concede their point.

NOA

I'll drive.

Pryor looks down at Noa in shock. Faith just smiles at her.

FAITH

Thanks.

Pryor tries to respond, but as Noa wheels past him and follows Faith, he knows he won't be able to stop them. Throwing his hands up in frustration, we cut to:

31 INT. ASYLUM - PARKING GARAGE - DAY

31

Faith straps herself into the passenger side of what looks to be a modified PT Cruiser.

Noa is on the driver side, maneuvering her legs into a sitting position.

FAITH  
You sure about this?

NOA  
Of course I am. I'm a great driver.  
And I've been meaning to test this  
anyway.

FAITH  
You sure Pryor finished the  
modifications to it?

NOA  
(smirks)  
Let's find out!

She shifts the car into reverse with a loud CRUNCH, then moves her hand to a long handle and pushes it forward.

The car pulls out of its parking space, and Noa allows herself a smug smile at how well all this is going.

NOA (cont'd)  
Where we headed?

FAITH  
NYU campus.

Noa shifts into drive and the car pulls away, leaving a worried looking Pryor staring from the entrance.

32 EXT. CITY STREET - DAY

32

Vi is bumping shoulders with pedestrians as she tries to keep Dawn and Evil Faith in her sight.

PUSH FORWARD to the two as they continue to chatter, when a masked figure SNATCHES Dawn's purse from behind and sprints away with it!

DAWN  
Hey!

EVIL FAITH  
I got it.

Evil Faith runs off after the thief. Dawn pauses for a second before following suit, Vi hot on their heels.

(CONTINUED)

Vi takes out her cell as she runs and punches in a number.

ANGLE ON the thief looking back at Evil Faith as she gains ground. The thief ducks into an alley.

In another part of the city, Noa weaves in and out of traffic, looking rather exhilarated to be driving again.

Faith, conversely, has a death grip on the arm rest. Noa glances across, sees her fear and rolls her eyes.

NOA

You said you wanted us there fast!  
You'd rather have Pryor driving?  
He stops for yellow lights!

FAITH

Eyes on the road, eyes on the road!

A tinny version of 'Cry Me a River' by Justin Timberlake starts to play, and Noa picks up her phone and hits the speaker button.

NOA

Vi?

VI

(through phone)  
Get to the alley a block from the  
Hooter's just off campus!

NOA

Got it.

She hangs up the phone.

FAITH

Step on it.

Noa throws her a look, and Faith winces.

FAITH (cont'd)

My bad. I mean-

NOA

It's okay. We're not too far...

They round a corner right into a typical logjam of New York traffic.

NOA (cont'd)

... away.  
(beat)  
Dammit!

FAITH  
(urgent)  
We don't have time for this.

Faith opens the door and bolts from the car.

NOA  
Faith, wait!

FAITH  
Just get there as fast as you can!

Noa leans over and pulls the door shut. Faith runs between cars and VAULTS a woman bent over petting her dog.

Evil Faith cuts the turn into the corner hard, almost falling over. The thief hits a fence at the other end and starts to climb.

Evil Faith turns on the speed, jumps into the air, TACKLING the thief off the fence.

The thief rolls away from the fence. Dawn lands a KICK from behind, causing the thief to stumble past Evil Faith.

Dawn glances from one to the other, waiting for Evil Faith to do her thing and take the thief down.

DAWN  
Uh... Faith, you waiting for anything in particular?

The thief rips off the ski mask. It's Ambrosia! A frightened Dawn takes a few steps back.

DAWN (cont'd)  
I remember you...

AMBROSIA  
Aww, how sweet. Didn't think you'd still be this gullible.

Evil Faith turns to Dawn, a sinister grin on her face.

EVIL FAITH  
Sorry it has to be this way, Dawn.  
You're just too much of a threat to let go.

DAWN  
(backing up)  
W-wait, what? Faith? What's the matter?

Dawn backs away from Evil Faith as Ambrosia starts to circle her. She ends up with her back against the fence as the two Slayers advance on her.

FAITH  
Relax, twinkie, this'll all be over  
so-

VI (O.S.)  
Get away from her!

Vi comes sailing through the air, DROP-KICKING them both to the ground! She rolls to her feet in front of Dawn.

VI (cont'd)  
Dawn, get out of here!

DAWN  
(blinks)  
Vi?

VI  
(yells)  
Go!

Dawn snaps out of it and runs past the rogue slayers as they get to their feet. Ambrosia goes after her.

AMBROSIA  
No, you don't!

She catches up to Dawn with ease, grabbing her by her hair and flinging her into a pile of trash bags. Dawn YELPS as she tumbles to the floor.

Vi and Evil Faith square off, Vi shuffling her feet, trying to hide her intimidation.

EVIL FAITH  
(smirking)  
No hug? No kiss? I thought we  
really had something after that  
special time together.

VI  
Shut up!

Vi launches a high left KICK. Evil Faith ducks and catches her in the ribs with an ELBOW. Vi doubles over and eats a KNEE to the chin, knocking her into the fence.

She springs off with a superman PUNCH that drives Evil Faith back.

Dawn, meanwhile scrambles to her feet and assumes a fighting posture, but this just makes Ambrosia crack up.

(CONTINUED)

AMBROSIA

Oh, that is just too adorable!  
You're really gonna try to fight-

Dawn CLIPS her with a jab right on the nose! Ambrosia's swagger is gone now, replaced a serious intensity.

DAWN

Hello? My sister's a Slayer! You  
think I haven't picked a few things  
up by now?

Dawn opens and closes her fence, the trepidation over having to fight a Slayer clear on her face.

DAWN (cont'd)

Buffy kicked your ass. So can I.

Ambrosia SNARLS and makes a grab for her. Dawn drops to her back and FLIPS Ambrosia over her to her back.

Ambrosia spins to her stomach and Dawn lands a spinning roundhouse KICK to the face.

AMBROSIA

Try harder, you little brat!

ANGLE ON the end of the alley. A man passing by the alley sees the fight and whips out his cell phone.

Evil Faith and Vi are trading PUNCHES back and forth, not an iota of defense in the brawl.

EVIL FAITH

(grinning through punches)  
C'mon, Red, stop trying to hurt me  
and just lay one on me!

Vi throws an overhead right that misses, but the return back ELBOW connects, sending Evil Faith to the floor.

She flips into a handstand and KICKS Vi two times in the jaw, sending her staggering back.

Dawn is swinging for all she's worth, but Ambrosia has her timing now and is effortlessly blocking and slipping all of her attacks.

AMBROSIA

Woah! Careful, munchkin, I think  
somebody had too many E-numbers at  
lunch time!

With a SHOUT of controlled anger, she lands a vicious side KICK to Dawn's chest, smashing her into a dumpster, the impact leaving a deep dent.

(CONTINUED)

Dawn musters the strength to get back to her feet. Ambrosia gets a running start and hits a FLYING KNEE right into Dawn's face, sandwiching her into the dumpster.

Dawn's limp body slumps to the ground. She's out.

Vi catches a punch and JUDO TOSSES Evil Faith to the ground. She steps back and gets her hands back up. Evil Faith rolls away and gets to her knees.

Ambrosia joins her. Vi's back is to the fence. She's cornered.

AMBROSIA (cont'd)  
Hey there, Scarlett. Long time no see.

VI  
(to herself)  
Come on, Faith...

Ambrosia steps forward, but Evil Faith holds her back.

EVIL FAITH  
Back off. She's mine.

AMBROSIA  
(shrugs)  
Fine. Have it your way.

She steps aside. Vi focuses her attention on Evil Faith, who has her hands at her side, still with the same smug look.

Two PRONGS suddenly zip into Vi's neck! She CONVULSES and falls to the ground. We follow the two darts back to Ambrosia, standing there with a taser.

AMBROSIA (cont'd)  
I hope I was never that stupid.

Evil Faith shoots her a pissed off look, annoyed to have lost out on the chance of the fight, and we cut:

BACK TO:

Faith, running as hard as she can. The sound of POLICE SIRENS behind her gets her to duck her head and run faster.

She reaches the alley and sees Vi face down on the ground. She realizes she's too late.

FAITH  
Ah, crap... Vi!

(CONTINUED)

Faith turns an unconscious Vi over, checking for a pulse. She breathes a sigh of relief before the blaring sirens get her attention again.

A car SCREECHES to a halt at the end of the alley, and Faith whips round - but it's Noa, the passenger door wide open.

NOA

Come on!

Faith picks Vi up in a fireman's carry and carries her to the car.

NOA (cont'd)

What happened here?

FAITH

(settling Vi in the back)

I don't know, just drive!

Faith gets into the front passenger seat. She barely has time to shut the door before Noa PEELS away from the alley.

As the smoke from the screeching tires disperses, we:

**BLACK OUT:**

**END OF ACT THREE**

**ACT FOUR**

FADE IN:

35

INT. CONSTRUCTION YARD (FLASHBACK) - NIGHT

35

Ambrosia, Magda, Xia, and Derek are huddled behind a bulldozer.

Over their shoulders, we can see Dawn in a large open space. Streaks of LIGHTNING illuminate the sky, and all of the nearby street lamps are flickering off and on.

XIA

(hushed)

What she doing?

DEREK

Judging by the sudden change in weather, I think she - or rather, it - is calling something forth.

AMBROSIA

(standing up)

Well, let's stop her.

(shakes head)

It. Whatever.

Derek grabs her shoulder and pulls her back down.

DEREK

Not yet. We don't know what we're up against.

AMBROSIA

Daddy, I'll put this in terms even Xia can understand. That...

(pointing to Dawn)

... evil demon.

She motions to herself, Xia, and Magda.

AMBROSIA (cont'd)

We Slayers. We kill evil demon.

Then, we go shop for boots. You with me, girls?

Xia and Magda nod, though they don't look too confident.

AMBROSIA (cont'd)

Then let's go to work.

She stands up again and freezes. A large PORTAL has opened above Dawn, and Ambrosia's jaw drops as a huge reptilian CREATURE starts to emerge from it!

(CONTINUED)

It lets out a ear splitting HOWL that gets Ambrosia to duck back down.

DEREK  
(awestruck)  
Mother of heaven!

AMBROSIA  
(nervous)  
You know, I think we should hold back. Wait to see what we're up against.

XIA  
What happen to...  
(pounds her chest)  
... 'we Slayers'?

AMBROSIA  
Did you see that thing?

A thick layer of fog starts to fall, blanketing the area. Now Derek stands up.

AMBROSIA (cont'd)  
What the... where's this coming from?

DEREK  
Ulithios must be conjuring it.  
(light bulb)  
Actually, this fog might be our opening. We can take the element of surprise, and hopefully take her down before that thing gets all the way out.

AMBROSIA  
Daddy, I don't think that's such a great idea.

DEREK  
This is what we do, girls. We save the world.  
(beat)  
Weapons at the ready.

The three Slayers pull knives from their belt holsters. Derek pulls a gun and slowly chambers it.

FIRST PERSON POV:

We slowly creep up on Dawn from behind. The creature continues to slowly come out of the portal, GROANING as it slithers and slides its way through.

(CONTINUED)

It turns its massive head and looks DIRECTLY into the camera!

ON SCENE:

Our quartet stop in their tracks.

MAGDA

(meek)

Eep...

The creature inhales deeply and ROARS at the advancing party. All four of them fall to the ground, the sheer force of the howl knocking them over!

Dawn whirls around to face them, her eyes glowing RED.

DAWN

The audacity!

Ambrosia raises her knife and rushes in, but a massive CLAW swings into frame and SMACKS her through the air!

DEREK

Ambrosia!

Ambrosia CRASHES into a pile of steel guard rails. A quick close up shows her to be out cold.

Derek raises his gun and YELLS as he FIRES at the creature, again and again.

Xia and Magda CHARGE Dawn simultaneously. We ZOOM in on Dawn's face, her eyes glowing with more intensity, a smirk on her face.

ANGLE ON the pile of guard rails. Ambrosia's body is bent at an awkward angle in the center of the pile. SCREAMS of pain and the sounds of a fight are heard off camera.

The fog rapidly fills in the screen, forcing a DISSOLVE TO:

The fog clears, showing Ambrosia stirring as she comes around. She tries to stand and careens back to the ground - a quick shot of her leg shows it bent at a horrifying angle. Broken.

Ambrosia wipes some of the dried blood from her bruised face. She looks at the open space.

Dawn and the creature are nowhere to be seen. Several BODIES litter the area. It's Derek and the Slayers.

CLOSE UP on Ambrosia's face, her eyes welling with tears.

(CONTINUED)

AMBROSIA

(choked)

D... daddy?

The tears start to roll down her cheeks, reality setting in, and as she starts to WAIL in despair, we cut to:

INT. ASYLUM - INFIRMARY - DAY

From an overhead view, we slowly close in on Vi's still body, laid out on a bed. Her chest heaves up and down as her breathing gets faster and faster.

Suddenly, she stirs and SHOOTs UP in the bed, eyes wide and alarmed as her senses kick back in.

VI

Dawn! Dawn, look out! They...  
they...

Faith is there. She grabs Vi by the shoulders to keep her still.

FAITH

Easy, easy.

VI

(disorientated)  
Dawn?

FAITH

(sad; shakes head)  
She was gone when I got there.

Vi slumps back down.

VI

We did it again.

FAITH

This isn't over. I don't know what  
the other me wants with Dawn, but-

VI

Faith.  
(sighs)  
There's more.

FAITH

There always is.

VI

Ambrosia was there.

FAITH

(frowns)

Thought we kicked her ass back in  
Cleveland?

VI

We did. She's back.

FAITH

The Council send her?

VI

No, they actually got a warning to  
us ahead of time.

FAITH

Whoa. Us?

VI

(beat)

Pryor knew.

Faith's face tightens.

FAITH

That son of a...

She looks away and clenches her fist.

FAITH (cont'd)

I didn't tell Buffy everything  
before, and now...

She uncurls her fist and rubs the bridge of her nose.

FAITH (cont'd)

It doesn't matter now. All that  
matters is getting Dawn back.

She takes Vi's hand and gives it a squeeze.

VI

I'm sorry I couldn't stop them.

FAITH

Rest up. When you're ready, we're  
going back out. This time, you're  
the one staying indoors, alright?

Vi tries to straighten, but WINCES - she's banged up pretty  
good. She tenderly settles back down.

VI

Guess I can't argue with that.

(CONTINUED)

37 CONTINUED: (2)

37

Faith gets up and strides out of the room. Vi closes her eyes and lets go of a deep breath she didn't realize she was holding.

38 INT. MAYOR WILKIN'S OFFICE - NIGHT

38

Dawn, fully awake now, is bound and gagged on a couch. Ambrosia sits in a chair a couple of feet from her, staring at her.

AMBROSIA

I still don't get why we can't kill her now.

WILKINS

My dear, I already explained. Young Miss Summers here is host to an extraordinarily powerful being. If we misstep, we risk unleashing its full fury on us.

Dawn lets out a muffled cry of alarm at this, but the others ignore her.

EVIL FAITH

Yeah Amber, chill. When it's time, you get the killing blow.

(to the Mayor)

Hey boss, can I talk to you for a sec?

WILKINS

Of course.

EVIL FAITH

(off Ambrosia)

In private.

WILKINS

Right, right.

(to Ambrosia)

Miss Kilby, would you mind?

AMBROSIA

No, I don't mind. You two can step outside.

WILKINS

Well actually, I meant-

AMBROSIA

(re: Dawn)

I'm not letting that out of my sight until it's dead.

Wilkins nods in understanding.

(CONTINUED)

WILKINS

Very well, then.  
(nods to the door)  
Faith, with me.

They walk out into:

INT. MAYOR WILKIN'S HIDEOUT - HALLWAY - NIGHT

Faith shuts the door behind her and pulls the Mayor off to the side.

EVIL FAITH

Okay, I'm playing along with the whole 'Dawn's a demon' thing, but why are we really still letting her breathe?

WILKINS

I trust you know the old saying about live bait? Your lesser half has control of something that I need to acquire for my plans.

EVIL FAITH

(getting it)  
The Gateway.  
(confused)  
But I can operate it too, so why do we need-

WILKINS

I'm fully aware, but if we have their full cooperation, then it's a lot less... complicated.

EVIL FAITH

And what about She-Ra in there? She figures out we're playing her, this could get ugly.

WILKINS

We'll string her along as long as we can. If she gets overzealous before I get what I need, well...

He runs his hands gently through her hair.

WILKINS (cont'd)

... you're a creative girl.

INT. MAYOR WILKIN'S OFFICE - NIGHT

Ambrosia is kneeling in front of Dawn, who looks absolutely terrified right now.

(CONTINUED)

She violently YANKS Dawn's hair, pulling her face to face.

AMBROSIA

(cold)

I'm not stupid, Dawn. I know that thing isn't inside you any more.

(beat)

But I don't care. I look at you, and all I see is the thing that took my father away from me.

Dawn is hyperventilating now, trying to scream through the tape on her mouth.

AMBROSIA (cont'd)

Those two can think whatever they want. Play their little games, or whatever. I'm still going to put you down.

She flings Dawn's head back and stands up.

AMBROSIA (cont'd)

I'm a Slayer. It's what I do. Kill the monsters.

She goes back to her seat. Dawn closes her eyes, fighting the impending tears.

Pryor paces back and forth on his cell phone, agitated beyond belief.

PRYOR

Yes, of course, I understand.

(listen)

Mmm hmm. Well, thank you...

He hangs up.

PRYOR (cont'd)

... for absolutely nothing.

Noa wheels into the room, not bothering to knock.

NOA

Those Council guys going to help at all?

PRYOR

All their resources are tied up in some sort of clean up effort from a recent battle in England. And something about the Arctic?

NOA

So we're on our own?

FAITH (O.S.)

Fine by me.

They turn to see Faith in the doorway.

FAITH (cont'd)

That's the way it normally is.

PRYOR

Faith, if there's anything I can do to help-

FAITH

Next time one of my friends could be in mortal danger, you tell me ahead of time.

Pryor bows his head, disgraced.

PRYOR

I'm sorry.

Faith sighs - she can't stay angry at a time like this.

FAITH

Water under the bridge. Okay, this is what I need. Have you figured out how to use the Handle yet?

NOA

The what?

FAITH

It's a part of the Gateway. The one thing we really haven't gotten down pact yet.

NOA

What is it?

PRYOR

The Handle operates like something of a master key. If we can figure it out, it can be used to move in out and of the space/time continuum...

He trails off, remembering who he's addressing.

PRYOR (cont'd)

Never mind. The short answer is 'no.' It's still a work in progress.

(CONTINUED)

NOA

Give me the Clift notes.

PRYOR

Theoretically, the Handle can be used to open any doorway and turn it into a portal of a limited range. If the user is in full control of it, they can use it to 'jump' from one place to another by simply passing through standard doorways. However, it's all still theory at the moment - apart from one field test when we travelled to Ruth's home dimension, it's an unknown quantity.

FAITH

It's also the quickest way to Dawn, so get working on that. Vi and I'll hit the streets and a few snitches. Maybe we'll get lucky.

NOA

How do we know Dawn's not dead already?

FAITH

Because if she were, I would've found her in that alley. They wanted her for something. I don't want to find out what.

A BEEP from Pryor's intercom gets his attention. He presses a button and bends down to it.

PRYOR

Yes?

RECEPTIONIST

(through intercom)

There's someone up front asking for you and Vi.

PRYOR

(into intercom)

Tell them they'll have to schedule an appointment and come back later.

RECEPTIONIST

(through intercom)

You might want to do that personally. They say they're from the... Council?

Pryor and Faith's eyes meet.

(CONTINUED)

41 CONTINUED: (3)

41

PRYOR  
(into intercom)  
I'll be right there.

Pryor walks out of the door, but Faith doesn't look too happy about his exit.

42 INT. ASYLUM - MAIN LOBBY - NIGHT

42

The team rounds the corner into the lobby area. Faith is in front with Pryor, apparently giving him hell.

FAITH  
Pryor, we don't have time for this!  
We need to be figuring out where  
Dawn is and putting a plan  
together!

FEMALE (O.S.)  
For once, we agree on something.

Everyone stops dead in their tracks. Noa looks up to Faith and taps her arm.

NOA  
So... who is this?

FAITH  
Guys...

BUFFY SUMMERS stands across from them.

FAITH (cont'd)  
This is Buffy, the Vampire Slayer.

We push in on Buffy as she crosses her arms. Off her stern look, we:

**BLACK OUT:**

**END OF SHOW**