

**FAITH**

"Circle Of Life, Part II"

by  
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Based on characters created by Joss Whedon  
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TEASER

FADE IN:

1

INT. ASYLUM - MAIN LOBBY - NIGHT

1

BUFFY SUMMERS stands in front of the glass door entrance, a stern expression on her face.

Across from her stand FAITH, VI, NOA, and PRYOR. The latter three look back and forth between one another, not really sure how to react.

Faith takes a tentative step forward.

BUFFY

(cold)

Take one step closer and I'll  
finish what I started in Cleveland.

FAITH

(hesitant)

Buffy, I-

BUFFY

Where's my sister?

VI

We're... not exactly sure at the  
moment.

Buffy looks past Faith over to Vi.

BUFFY

Vi, glad to see you, but I wasn't  
talking to you just now.

NOA

Hey! You can't stride in all high  
and-

Faith holds up her hand to stop Noa, her eyes locked on Buffy.

FAITH

Cool it, Noa.

(to Buffy)

Buffy, I'll do whatever I can to  
get Dawn back.

BUFFY

Just like last time, huh?

Vi steps between Faith and Buffy, looking Buffy eye to eye.

(CONTINUED)

VI

Okay, look. Faith made a mistake years ago. She was due. She hadn't screwed up in a while. Your sister's alive now though, how I have no idea, but she's alive. So you can sit here and hold a grudge or you can let us help you get her back.

Buffy looks past Vi to Faith, who has now moved back a few feet.

BUFFY

(bitter)

I didn't know she was going to be here. I came here to get you.

VI

Well, she is, and she's sort of in charge around here. We're not making a move without her, so you work with her or you're on your own. And besides, you-

BUFFY

(interrupts)

The Mayor agreed to release Dawn to me. Yeah, that's right, the Mayor. As in the one I blew up. That was a pretty weird experience for both of us.

FAITH

What, he said he'd just hand her over? What's the catch?

Her eyes are locked on Faith the whole time she says this.

BUFFY

He wanted me to deliver you to him.

Noa protectively wheels herself in front of Faith.

NOA

The hell you will!

She stares at Buffy in defiance, almost daring her to make a move. Buffy looks back at her, almost amused.

BUFFY

Feisty, aren't you?

Noa holds her ground as we CUT TO:

2 INT. SAFEHOUSE - MAIN ROOM - NIGHT

2

We PAN across the room. It's sparsely furnished, a scraggly looking couch sitting across from a small television on a stand. A few empty beer bottles sit on a table off to the side.

THE MAYOR stands in the center of the room, flipping through the channels.

THE MAYOR

(tuts)

Nothing but filth, channel after channel, network after network. Boy, things have really gone south since I was gone.

EVIL FAITH and AMBROSIA enter from a neighboring room.

THE MAYOR (cont'd)

Apparently, I still have some catching up to do. Can't seem to find anything on television other than talk shows and reality shows.

AMBROSIA

Wave of the future.

EVIL FAITH

She's secured now.

THE MAYOR

Thank you, girls. I'll just have a private word with her.

He walks into:

3 INT. SAFEHOUSE - BEDROOM - NIGHT

3

DAWN sits tied to a rolling metal chair. The Mayor tries an amicable smile as he heads over, but she just shakes her head in disbelief.

DAWN

You can't be him. You're some sort of imitation, or something.

THE MAYOR

Gosh, why do people keep saying that? I'm going to get offended if I keep hearing it.

DAWN

Probably because you were blown sky high. I remember Buffy-

(CONTINUED)

THE MAYOR

That's the thing, isn't it though?  
You don't really "remember"  
anything. You have some nerve to  
tell me I'm not real, when you're  
certainly not either.

Dawn has no response, so she just gives him a dirty look.

THE MAYOR (cont'd)

Oh yes, Miss Summers. I'm fully  
aware of what you are. What you  
were. Not really sure how you came  
back from being gunned down, but  
heck, who am I to talk?

He chuckles to himself. Dawn is still holding that look.

THE MAYOR (cont'd)

When it comes down to it, Miss  
Summers, you and I were never meant  
for this sort of mortality. We're  
above and beyond that.

DAWN

Shut up.

THE MAYOR

Oh, afraid of a little truth, are  
we? You need to look at the big  
picture, young lady. You're  
expendable. You're a big blob of  
power that some monks consolidated  
into a frail human body because  
they were afraid of that power.

DAWN

Afraid someone like you would get  
it.

THE MAYOR

Precisely my point. As I see it,  
right now you're just wasted  
potential. Me, I'm not much for  
waste. One man's trash is another  
man's treasure.

DAWN

So you want to use me for some  
ritual? I've kind of already been  
through this once, so I know how it  
goes.

THE MAYOR

Actually, no. Any potential power I  
could've gained from you is gone.

(MORE)

(CONTINUED)

CONTINUED: (2)

THE MAYOR (cont'd)  
I guess you should be happy. Relish  
in the fact that you're one hundred  
percent human now.

DAWN  
Well, I would jump for joy, but...  
(re: ropes)  
... ya know.

THE MAYOR  
It's what you wanted, though. Make  
your own memories and life instead  
of living off of what those silly  
monks gave you. It is a shame,  
however. You could've been so much  
more.

DAWN  
(beat)  
You done yet?

THE MAYOR  
(ignoring her)  
Your friend Faith has access to  
another source of power. It's  
sitting there in that little Asylum  
of hers, going to waste on stupid  
tests and studies.

DAWN  
Whatever it is, you'll never get  
your hands on it.

THE MAYOR  
Who exactly is going to stop me?

DAWN  
My sister. Again.

THE MAYOR  
Ah, yes. A sister's love. I'm sure  
she'll do anything to get you back.  
So why don't you let me let you in  
on a little secret?

He leans down, right in her face.

THE MAYOR (cont'd)  
I'm counting on that.

Dawn hacks and SPITS in his face. He simply chuckles again.  
Dawn holds her defiant stare as we:

**BLACK OUT:**

**END OF TEASER**

ACT ONE

FADE IN:

4

INT. ASYLUM - PRYOR'S OFFICE - DAY

4

Pryor sits at his desk on the phone. Noa is front of him on his computer. Buffy is pacing back and forth by the door, also on the phone. Faith and Vi sit on the other side of the desk, Faith looking quite jumpy.

BUFFY

(into phone)

Will, it can't take that long to do a locator spell on Dawn.

(listens)

I don't care how many millions of people are in the city!

(listens)

Ethan? What about Ethan?

(listens)

Ugh, just gag him or something. Call me back when you have something. Bye.

PRYOR

(into phone)

No? Nothing? Alright, well, keep your ear to the ground and let me know if you hear anything. Bye bye now.

Buffy walks over to the desk.

BUFFY

I've got Willow working on a locator spell, but she said it's going to be a while because she's in Europe and New York's so big. Or, to use her phrase, 'darn' big.

PRYOR

I've exhausted all of my contacts. No-one seems to know anything, or if they do then they won't speak up. Apparently, Dawn's captor has been building some clout in the city.

FAITH

(standing up)

So we make them talk.

(to Buffy)

Up for a little legwork?

BUFFY

Just tell me where to go.

(CONTINUED)

FAITH  
Cool, we can hit-

Buffy holds up her hand.

BUFFY  
I said tell me where to go. I think you've done enough. If I can manage not to make a deal with the Mayor to just hand you over, then you can cut me a little slack.

VI  
Buffy, Faith knows the city a whole lot better than you do. You'll get around a lot faster with her.

BUFFY  
And why can't you go?

NOA  
Because you'll cover a hell of a lot more ground split up. Maybe if you pulled your head out of your ass, you'd see that.

BUFFY  
(stung)  
Okay, Nia, you're trying my patience now, so-

NOA  
It's Noa. N-O-A. And obviously you don't have too strong of a urge to get your sister back...

BUFFY  
Hey! Now look, you-

NOA  
... because you're so preoccupied trying to cut Faith down whenever you can.  
(to herself)  
Glad I never had a sister.

BUFFY  
(exasperated)  
Okay, fine. Let's go, Faith.

She stalks out of the room.

NOA  
You gonna let her talk to you like that?

(CONTINUED)

Faith just shrugs her shoulders and follows Buffy out.

PRYOR

Vi, you take the northeast bar district. Plenty of demon brothels there, lots of potential sources of information.

VI

Okay, I'll be in touch.

PRYOR

(to Noa)

We'd better get downstairs and work on perfecting the use of the Handle.

NOA

There are so many bad ways I can take that.

Pryor throws her a classic 'not now, Noa' look as he gets up and walks out of the office, Noa following after him.

Buffy isn't breaking stride and Faith has to run to catch up to her.

FAITH

B, hold up.

Faith catches up to her, but Buffy keeps looking straight ahead.

BUFFY

Your friend's got a little mouth on her.

FAITH

You're in New York now, everyone does round here.

BUFFY

Not the other guy. If anything, he's a bit... Gilesy.

FAITH

Pryor? Pft. Get him at a Yankees game. He'll put a sailor to shame.

(beat)

Okay, Buffy, wait.

She grabs Buffy's arm to stop her. Buffy glares down at Faith's hand, but she doesn't remove it.

BUFFY

Faith, my sister is out there. We don't have time for chit chat.

FAITH

Alright, first off, you were the one making small talk. Second, if we're gonna do this, I need a guarantee from you.

BUFFY

'Guarantee'?

FAITH

That you're not going to offer me up on a platter to the Mayor to get Bite Size back.

BUFFY

(beat)

You're just going to have to trust me.

FAITH

Why should I? You don't trust me.

BUFFY

Again, we agree on something.

She starts walking again. Faith throws her hands up in frustration and follows.

The Mayor walks around on a phone, seemingly a common trend tonight. Evil Faith enters the room and hops on the desk.

The Mayor quickly walks over and shoos her off, wiping the desk clean with the sleeve on his shirt.

THE MAYOR

(into phone)

Is she now? Already? Well, that's interesting.

(listens)

Yes, thank you very much. There'll be a little something extra in your stocking this year.

(chuckles)

Bye now.

Evil Faith is now sitting in the Mayor's chair, picking her nails with a knife.

EVIL FAITH

What's up, boss?

THE MAYOR

Buffy Summers arrived at the airport three hours ago.

EVIL FAITH

(perks up)

Really? She's in New York?

THE MAYOR

I anticipated she'd come. I've already sent word of what I need from her.

(eyes her)

And you're all chipper about the idea, I see!

EVIL FAITH

Well, I don't mind kicking other me and Vi's asses, but I wouldn't mind a challenge.

THE MAYOR

I'm sure you'll have one. Where's Ambrosia?

EVIL FAITH

With the brat.

THE MAYOR

You left them alone? Faith, that girl is my insurance policy.

EVIL FAITH

Relax, I've got some vamps there too.

THE MAYOR

(sarcastic)

Oh good, because a Vampire Slayer with years of training couldn't ever be a match for them.

Evil Faith gets the message.

EVIL FAITH

Maybe I should go check on them.

THE MAYOR

While you're at it, I have another errand for you to run.

She stands out of the chair and waits as he writes something down on a sticky note.

7

INT. SUBWAY - NIGHT

7

Faith and Buffy stand in the middle of a fairly empty subway car. The only other occupants are a few teenagers and a homeless man who is fast asleep.

FAITH

So I guess Willow figured out teleportation, huh?

BUFFY

Thought we were done with small talk.

FAITH

Actually, I'm just wondering how you got here so quickly.

BUFFY

Oh. The Council told me when Ambrosia took off. After what happened to her dad, I figured she'd go right after Dawn.

FAITH

Wait, her dad? Derek, right? What happened to him?

BUFFY

Well, I'm just getting all the details myself, but apparently Da- I mean, Ulithios killed him and those other two Slayers you, me, and Kennedy fought.

FAITH

Damn. As far as Watchers go, he was one of the good ones. I didn't even know they were in Cleveland.

BUFFY

And apparently nobody knew. Derek was acting on his own after he got those three out of jail.

(beat)

Seems like all the good ones end up dead.

She looks away. Obviously much more to that statement.

FAITH

You know anything else about Ambrosia?

(CONTINUED)

BUFFY

Just that she had some pretty harsh  
PTS and went through a bunch of  
therapy. They tried to get her to  
go to that school in England Giles  
set up, but she wasn't having it.

FAITH

Well, when you're holding on to a  
grudge like that-

BUFFY

(stern)

Don't, okay?

FAITH

'Don't' what? You expect me to just  
stand here in silence? Been that  
long since you saw me?

BUFFY

If you have something to say, just  
say it. Don't bother with the  
subtext.

FAITH

(beat)

This is our stop.

The brakes of the subway SCREECH as it slows to a stop. Faith  
brushes past Buffy's shoulder as she heads for the door.

INT. SAFEHOUSE - DAWN'S ROOM - NIGHT

Dawn sits in her chair, looking remarkably calm. A piece of  
tape is over her mouth now.

Ambrosia sits in a backwards chair across from her. Three  
VAMPIRES stand just outside the door, watching them intently.

Ambrosia takes a bite out of an apple, never taking her eyes  
off Dawn.

AMBROSIA

Do you remember anything? About  
when you killed him?

Dawn doesn't dare move, her eyes betraying no emotion.

AMBROSIA (cont'd)

I didn't see anything on account of  
Godzilla bitchslapping me.

(beat; colder)

Did he scream?

(angrier)

Did he cry?

(CONTINUED)

She's getting more worked up by the second. Dawn is keeping her cool despite the danger she's in.

AMBROSIA (cont'd)  
Do you remember the snap when you  
broke his arm, you evil bitch?!?

She THROWS the chair to the side and gets right in Dawn's face, grabbing her by the cheeks. Dawn still remains unfazed.

The three vampires rush into the room.

VAMPIRE #1  
(scared)  
Umm... ma'am?

AMBROSIA  
(enraged)  
What?!?

VAMPIRE #1  
We're under strict orders to make  
sure she's not harmed.

Ambrosia spins round, fire in her eyes.

AMBROSIA  
You three gonna stop me?

EVIL FAITH (O.S.)  
No, but I will.

Evil Faith walks into the room.

EVIL FAITH (cont'd)  
(to the vamps)  
Go patrol outside.

One of them wipes the sweat from his brow as they leave. Evil Faith just levels a raised eyebrow at Ambrosia, who GRUNTS as she releases Dawn and stalks away from her.

AMBROSIA  
I wasn't going to hurt her.

EVIL FAITH  
You're a crappy liar. Come on,  
leave the punk. We've got some  
promotional work to do.

AMBROSIA  
How many times am I telling you?  
I'm not leaving her until she's  
dead.

EVIL FAITH  
(frowns)  
'Her'?

AMBROSIA  
(corrects herself)  
It.  
(beat)  
What are we doing anyway?

EVIL FAITH  
Apparently, the one and only Buffy  
Summers is in town.

Dawn's eyes go wide.

AMBROSIA  
You're kidding!  
(beat)  
Been wanting another go with her.

EVIL FAITH  
Can't promise ya that. Boss wants  
us to get the word out. Make things  
a little tougher for her.

AMBROSIA  
And we're doing this as opposed to  
killing her... why?

EVIL FAITH  
It's more fun this way. Come on.

Evil Faith waves Ambrosia on as she leaves the room.

AMBROSIA  
(scoffs)  
Don't you people take the direct  
approach on anything?

She follows Evil Faith out. PUSH IN on Dawn, her look of  
resolve changing to fear.

ANGLE ON the back of a someone in a Harley Davidson leather  
jacket standing at a jukebox.

We ARC AROUND to the side of the jukebox as the DEMON makes  
his final selection.

He turns and heads back to the bar and we PAN ACROSS the  
room. It's mostly deserted. A few scattered patrons playing  
pool and darts along with a bartender, a thin wiry green  
amphibian like demon.

Buffy and Faith walk in. All the demons stop what they're doing and stare at the new arrivals.

BUFFY  
(whispering)  
Sunnydale had demon bars better  
than this.

FAITH  
They're a dime a dozen in this  
town. Just need to know where to  
look.

They walk up to the bar. The Harley Davidson demon growls at them. Buffy looks a little unsettled while Faith is all business.

BARTENDER  
We don't want your kind around here  
any more, Slayer.

FAITH  
Good, 'cause we don't want to be in  
here. Give me what I want and  
everyone's happy.

BARTENDER  
I don't have to tell you squat.

FAITH  
I haven't even asked you a question  
yet.

DEMON (O.S.)  
Hey, Faith!

Faith turns towards the pool tables. A large brown furry DEMON walks towards them, pointing at her with a pool stick.

DEMON (cont'd)  
You still owe me twenty from last  
week!

BUFFY  
(sly)  
Thought you said you'd only been  
here a 'couple' of times?

FAITH  
(whispering)  
I've never seen that guy before, I  
swear.

Another demon, this one a Blue Man Group reject, walks over from the dart board.

BLUE DEMON  
(points to his head)  
And I owe you from that beer bottle  
a couple days ago!

BUFFY  
Did you have to bring us to a bar  
where everyone hated you?

Faith closes her eyes as she puts it together. Evil Faith.

FAITH  
Don't suppose you boys'd care for a  
really good explanation, would you?

The two demons close in on the girls. The Harley demon at the bar HOWLS at them, getting them to slide further down the bar.

FAITH (cont'd)  
Guess not...  
(deep breath)  
This isn't bad. Only three demons.  
You take point and I'll-

BUFFY  
I think you should take point.

Faith looks round - did she just hear that right?

FAITH  
Shying away from a fight now?

BUFFY  
Probably isn't the best time to  
bring this up, but...  
(whispering)  
... I'm kind of not exactly a  
Slayer any more.

Faith boggles, then turns to the incoming demons. She may as well be letting off a flare for how much her look screams 'oh, crap' right about now.

Faith and Buffy continue to back away as the demons close in. One of the demons walks into the camera as we:

**BLACK OUT:**

**END OF ACT ONE**

ACT TWO

FADE IN:

10

INT. TAVERN - NIGHT

10

Buffy stands behind Faith, who is looking around for any kind of weapon. She holds up her hands in surrender.

FAITH

We don't want any trouble. We're just looking for someone.

HARLEY DEMON

(snarling)

They ain't here. So take your little skinny asses outta here before you get hurt!

BLUE DEMON

She's not leaving until she gets a bottle upside the head!

BUFFY

(whispering)

Okay, I don't have my powers any more, but between the two of us, we can take them.

FAITH

(hushed)

Probably could... if I was still a Slayer too.

BUFFY

(hushed; harsh)

What?!?

FAITH

Long story.

BUFFY

Got the five second version?

FAITH

Alternate dimension. Tothric demon. Evil twin.

BUFFY

(thinking to herself)

Tothric?

Faith takes a step forward towards the demon.

FAITH

(to Buffy)

Just follow my lead.

(MORE)

(CONTINUED)

FAITH (cont'd)  
(to the demons)  
Hey guys, I'll get out of your  
hair. Let me get you a round of  
shots.

FURRY DEMON  
I'd like to take a round out of  
your ass!

FAITH  
I don't do hairy types. Seriously,  
though. One shot, on me.

The demons can't refuse free alcohol, and with a series of  
sidelong glances and shrugs, their mood starts to improve.

FAITH (cont'd)  
(to the bartender)  
Five shots of Jack. Just leave me  
the bottle.

The bartender pours out five shots and sets the bottle by  
Faith. She slams her shot and picks up the bottle.

FAITH (cont'd)  
I'll swig from this. Come on, raise  
'em up.

She hands Buffy a shot, who looks at it disbelievingly.

BUFFY  
What are you doing?

FAITH  
Keeping the peace.  
(to demons)  
No hard feelings, okay guys?

They all toast and the demons takes their shots. Buffy takes  
hers and grimaces in disgust. The demons laugh at her.

Faith takes a mouthful of whiskey, then pulls out a lighter  
and SPITS the liquor into the flame, creating a makeshift  
blowtorch!

All three of the demons HOWL in pain as they're engulfed in  
FLAMES, and Faith KICKS the blue demon as they reel back.

The Harley Demon drops to the ground and starts rolling,  
trying to put the flame out.

The furry demon, fully on fire, rushes Buffy. Buffy drops to  
her back and KICKS the demon over her head.

It sails into the display of liquor bottles with a series of  
CRASHES and falls on the ground behind the bar.

A bunch of the liquor bottles fall on him, the fuel only increasing the fire, and the bartender backs away, horrified.

Faith crosses the room, picks up the pool stick from earlier, and SNAPS it across her knee.

The Harley demon, now safe again, gets to his knees. Faith gets a running start and drives the makeshift stake right into the demon's eye! It falls forward, dead.

BUFFY  
(impressed)  
Resourceful. Not bad.

Faith chases out the fleeing bartender, leaping over the bar and tackling him to the ground.

FAITH  
That's what happens when I'm mad.  
You want to help me not be mad any  
more?

The terrified bartender nods his head frantically. Buffy can't help a smile as we CUT TO:

In another demon bar, Evil Faith and Ambrosia sit at a table while a demon is on stage giving a horrible rendition of Lynyrd Skynyrd's 'Sweet Home Alabama.'

AMBROSIA  
Think this is the right crowd?

EVIL FAITH  
Let's find out.

She hurls an ashtray into the back of one demon's head. It turns around and snarls.

Evil Faith and Ambrosia point to a demon at the table next to theirs.

The demon gets up with its own full ashtray and dumps it on the would be culprit. That demon stands up, GRAPPLES its attacker and within seconds a FIST FIGHT breaks out.

As the bouncers rush to break it up, Evil Faith gives Ambrosia a smirk.

EVIL FAITH (cont'd)  
(standing up)  
Looks about right to me.

She makes her way to the stage, decking the singing demon with a big RIGHT HOOK.

EVIL FAITH (cont'd)  
(to the demon)  
Pick up a tuning fork for next  
time, little twerp.

She steps up to the mic and WHISTLES into it, getting  
everyone's attention.

EVIL FAITH (cont'd)  
Yo, listen up!

RANDOM DEMON  
Get off the stage, girl!

Ambrosia comes up behind that demon and quickly CRACKS its  
head forward onto a table, letting it slump to the floor.

EVIL FAITH  
Thanks. You're a doll.  
(beat)  
Alright, here's the deal. How many  
of you have heard of Buffy Summers?

The room is abuzz at the drop of her name.

EVIL FAITH (cont'd)  
Yeah. Most famous Slayer alive,  
right? Well, rumor has it she's  
here in town. Tonight.  
(beat)  
And if you're interested in giving  
her a welcoming party, I know where  
to find her.

Evil Faith gives Ambrosia a wink before we FADE TO:

Buffy and Faith walk down a hall, Faith rotating her wrist.

FAITH  
I... I don't know what to say.

BUFFY  
Think I covered everything.

FAITH  
G-man. Damn.  
(sincere)  
I'm sorry.

BUFFY  
(looking down)  
Yeah. You'd think given he was the  
oldest of us, I'd have been more  
prepared for him to die, but...  
(MORE)

BUFFY (cont'd)  
(changes subject)  
They named the academy in England  
after him. There's a statue in  
front of the new Watchers Council  
too.

Faith stops at a SECURITY OFFICE and talks to one of the  
orderlies.

FAITH  
Hey Christian, I'm gonna need you  
to stay a few hours tonight. We're  
transferring Miss Harris to the  
isolation ward and could use the  
extra hands.

CHRISTIAN  
No problem, Faith.

FAITH  
Thanks. Oh and tell Emily I need a  
printout of Ryan McGivern's blood  
pressure readings. We might need to  
up his valium dosage again.

CHRISTIAN  
You got it.

FAITH  
Appreciate it.

Faith turns back to Buffy, who is smirking at her.

FAITH (cont'd)  
What'd I do?

BUFFY  
Nothing, you're just... giving  
orders and running the place. Like  
it's no big deal.

FAITH  
Been doing it for a while. Since my  
last boss umm... took a leave of  
absence.

BUFFY  
It's just...  
(beat)  
I guess I wasn't expecting you to  
be doing so well for yourself.

FAITH  
Not doing that well. I'm a wanted  
fugitive again, and there's an evil  
me running around with my powers  
making my life hell.

(CONTINUED)

BUFFY

Yeah, about that. What kind of demon did you say it was?

FAITH

A tothric, I'm pretty sure. I think that's what Noa called it.

BUFFY

Oh boy.

FAITH

What?

BUFFY

Still got more to talk about.

FAITH

Let's go in my office.

They walk off down the hall.

BUFFY

(impressed)

You have an office?

Faith laughs for the first time tonight and we FADE TO:

Yet another demon bar. This time we're with Vi. She's sitting at a table with a trembling midget of a demon, resembling a demonic leprechaun.

LEPRECHAUN DEMON

I already told you, Slayer, I don't know anything!

VI

Really? Okay, well, let's play again.

She pulls out a small SWITCHBLADE.

VI (cont'd)

Lay your hand on the table.

(off his look)

It'll be okay. My aim's getting better all the time.

The demon tentatively lays his hand flat on the table, his three fingers spread.

VI (cont'd)

If I nick you, don't scream, okay? It'll just distract me.

(CONTINUED)

The demon nervously nods his head in agreement.

VI (cont'd)  
(raising the knife)  
Here we go!

She SLAMS the knife right into the middle of his hand! The demon starts to yell, but Vi clasps her hand over his mouth.

VI (cont'd)  
I said don't yell.  
(beat)  
Now, if I just pull it out, it's a simple flesh wound and it'll heal in a couple of weeks.  
(grabs the knife)  
If I twist it, then you're talking tissue and muscle damage along with a hell of a lot more pain. So, I'll ask again... do you know anything?

Off the hyperventilating demon's terrified face, we CUT TO:

Faith sits at her chair, hands folded around her mouth. Buffy stands with a cup of water in her hand across from her.

FAITH  
So I can't kill her?

BUFFY  
(sadly)  
No, you can't. If she dies, you die too.

Faith sighs, shaking her head.

FAITH  
Explains a lot.

BUFFY  
What do you mean?

FAITH  
I mean, we've fought a few times and she's gotten the upper hand, but never went all the way. If anything, I've gotten off easy. Noa, Pryor, Vi, and Quinn all got a lot worse.

BUFFY  
So you think she knows too?

FAITH

Probably.

(sighs)

That just made things even worse  
and I didn't think that was  
possible.

Faith pushes a button on her intercom.

FAITH (cont'd)

(into intercom)

Pryor, you there?

There's a buzz of static before the line clears.

PRYOR

(filtered)

Yes, Faith.

INTERCUT WITH:

INT. OLD ASYLUM - GATEWAY CHAMBER - SAME TIME

Pryor is standing over a horde of computers with a walkie talkie. Noa tinkers with one of the computer, crossing a few wires.

FAITH

Has Vi checked in?

PRYOR

No, not yet.

Noa jerks her hand away as a bunch of SPARKS come from the wires. She shakes her hand, trying to rid herself of the pain.

NOA

Yeowch!

FAITH

Damn. Got anything on the Handle yet?

PRYOR

We're making progress. Still trying to make sense of the readings, but I think we'll have it shortly.

BUFFY

The what now?

FAITH

Handle. Part of the long story, but if my hunch is right it could be our best plan.

(MORE)

(CONTINUED)

FAITH (cont'd)  
(to Pryor)  
Okay, keep me posted.

END INTERCUT

Staying with Faith, she leans back in her chair and runs her hand through her hair.

FAITH (cont'd)  
I'm gonna be straight with you, B -  
I don't know what to do now.

BUFFY  
(into phone)  
Yeah, I recognize you.

Faith looks over at Buffy, who covers the mouthpiece and mouths 'The Mayor.' Faith activates the intercom again.

FAITH  
(into intercom)  
Pryor, get up here, now!

Buffy presses a button on her phone and sets it on the desk, switching the phone to speaker.

BUFFY  
Alright, talk.

THE MAYOR  
(filtered)  
Miss Summers, I must say it is good  
to hear your voice again.

BUFFY  
Save it, Dick. How'd you get this  
number?

THE MAYOR  
(filtered)  
Oh, young lady, I'm very well  
connected. A few phone calls and I  
can tell you just about anything.  
Let's cut to the chase, shall we?  
Faith, are you there?

Faith and Buffy share a look.

FAITH  
Yeah, I'm here.

THE MAYOR  
I'd like to arrange a meeting with  
the two of you. Tonight, if  
possible.

Faith frowns, not liking this one bit, before we FADE TO:

16 INT. ASYLUM - HALLWAY - NIGHT 16

Pryor rounds a corner and runs down the hall into:

17 INT. ASYLUM - FAITH'S OFFICE - NIGHT 17

Pryor hunches over, out of breath.

PRYOR  
What is it?

FAITH  
The Mayor wants to meet with us to  
arrange a trade.

PRYOR  
Really? When?

BUFFY  
(checks her watch)  
Pretty much now.

They stand and start to walk out.

PRYOR  
Wait, you called me all the way up  
here for that? That's why we have  
intercoms, Faith!

FAITH  
(sheepish)  
Sorry.

PRYOR  
(shakes head)  
Where is he meeting you?

FAITH  
The warehouse two blocks from the  
Church.

PRYOR  
Which Church?

Faith gives a look that pretty much answers the question.

PRYOR (cont'd)  
Oh. Capital 'c.'  
(beat)  
I'll let you know if Vi finds  
anything.

BUFFY  
Thanks.

With a wave, they're off into the night again.

18

INT. WAREHOUSE - NIGHT

18

The entire warehouse is lit only by the emergency lights dotting the ceiling. Faith and Buffy enter, both of them looking on edge.

BUFFY

Am I the only one this is screaming  
'trap' to?

THE MAYOR (O.S.)

No trap, Miss Summers.

They turn around and the Mayor is standing right behind them, casual as can be. Buffy starts towards him, but Faith manages to hold her back.

BUFFY

Where's my sister, you son of a  
bitch?

THE MAYOR

Miss Summers, language. My  
goodness, I hoped you would've  
grown out of that.

FAITH

Save it. What do you want?

THE MAYOR

I think it's clear as day that  
Buffy here isn't about to give you  
up for her sister's life. Though  
that surprises me, given she was  
jumping through portals for her  
half a decade ago.

BUFFY

(gapes)

How... how did you know?

THE MAYOR

As I said, I am very well  
connected, and please don't make me  
repeat myself again.

FAITH

You gonna do something about it?

THE MAYOR

Oh, Faith, even without your  
powers, you're still as sparky as  
ever. No, since I can't have you,  
I'll just take the next best thing.

(CONTINUED)

FAITH  
And that would be?

THE MAYOR  
The Gateway.

BUFFY  
The what?

FAITH  
Not a chance in hell.

THE MAYOR  
Sure you want to make such a rash decision? After all, it's not your sister's life on the line.

BUFFY  
(hushed)  
Faith, hold up a minute. Maybe we should-

FAITH  
(out loud)  
No! Buffy, you don't know what that thing is capable of. He can't get control of it.

BUFFY  
(pleading)  
This is Dawn we're talking about.

THE MAYOR  
Make no mistake, Faith. I will have the Gateway, whether you give it up willingly or I forcibly remove it. This is my attempt to do this diplomatically.

All eyes are on Faith, whose look of resolve gives the Mayor her final answer.

BUFFY  
Faith, please.

FAITH  
(firm)  
No. We'll get her back, but not this way.

THE MAYOR  
Another trait I never liked about you, firecracker. Always doing things the hard way.

(CONTINUED)

He snaps his fingers and half a dozen VAMPIRES emerge from the shadows!

THE MAYOR (cont'd)

For the record, this is just the welcoming party. I've arranged a full parade in honor of your visit, Miss Summers. If you last long enough, they should be here in about...

(checks watch)

... five minutes. Shame I didn't bring any party favors.

He laughs at his own joke. Faith and Buffy look at one another, both of them clueless on what to do.

PAN ACROSS the line of fearsome looking vampires and DISSOLVE TO:

A continuing PAN, this one across a line of demons, the same demons Evil Faith and Ambrosia were rallying together at the bar earlier.

ARC AROUND to show them heading towards the building Faith and Buffy are in! They march towards us, HOOTING excitedly as they head for the fight and we:

**BLACK OUT:**

**END OF ACT TWO**

ACT THREE

FADE IN:

20 EXT. DEMON BAR - NIGHT

20

The double doors swing open and Vi strides out, pulling her cell from her pocket. Before the doors close, we can see several demons laid out on the floor.

Vi dials a number as she starts to jog.

VI

Pryor. Hey, I got a tip on Dawn's location.

INTERCUT WITH:

21 INT. OLD ASYLUM - GATEWAY CHAMBER - NIGHT

21

Pryor kneels over one of the computers hooked into the Gateway. Noa types on a keyboard a few feet from him. Several other Asylum employees are moving around the Gateway, measuring and taking readings.

PRYOR

Where is it?

VI

They've got her stashed at a safehouse in Lower Midtown, not too far from where I am now. I'm going to go check it out.

PRYOR

No, Vi, come back here. Buffy and Faith haven't returned yet. We should go in at full strength.

VI

I'm at full strength on my own, Pryor. I can't worry about them in a fight, especially given who I'm going up against.

PRYOR

If it's a trap, we can't afford to have you compromised. You're the strongest fighter we have.

VI

(beat)

I'll check in with you later.

She hangs up.

END INTERCUT

(CONTINUED)

We stay with Pryor in the Gateway Chamber.

PRYOR  
(into phone)  
Vi? Vi! Damn it!

He hangs up and turns to Noa.

PRYOR (cont'd)  
Are the readings turning up  
anything at all?

NOA  
Well, it's all conjecture at this  
point, but here, look.

She turns a monitor to him as she walks over.

NOA (cont'd)  
From what I've been able to  
decipher, the Handle and the  
Control Room in general operate off  
the user's hormones and pheromones.

Pryor looks at her, not really believing what he's hearing.

PRYOR  
How were you able to determine all  
that?

NOA  
(sheepish)  
I didn't. One of those guys over  
there just said all that to me. You  
know I can't read this stuff.  
(beat)  
But it sounded good, right?

Pryor gives her a smile before turning back to the monitor.

PRYOR  
So... hormone levels?

NOA  
Yeah. Basically if Faith's feeling  
any sort of strong emotion, it's  
harder for her to control... the  
controls.

PRYOR  
It's a wonder she's been able to  
use it at all lately, then.

NOA  
Well, the Control Room isn't as  
sensitive. The Handle is, though.  
(MORE)

(CONTINUED)

CONTINUED: (2)

NOA (cont'd)

She basically would have to be Steven Hawking to use it. Complete control over what she's feeling.

PRYOR

So the key to her using it is to maintain her composure at all times when she's in possession of it?

NOA

Right.

(beat)

We're screwed, aren't we?

PRYOR

(nodding)

Oh, yes.

(beat)

In any event, we need to get Buffy and her back. Vi apparently knows where Dawn is, but I don't want her going in alone.

Noa's cell phone goes off. She pulls it out and looks at it, a worried expression washing over her.

PRYOR (cont'd)

What is it?

NOA

Text from Faith. She's in trouble.

PRYOR

She had time to text?

NOA

(rolls eyes)

No, Pryor, it's a signal we have. She just presses, like, two buttons and it sends out an automated message. Like our own version of the Bat Signal.

PRYOR

Ah. I see. What about Quinn?

NOA

What about him?

PRYOR

Shouldn't we get him involved?

NOA

Uh, which one of us was the one who ordered him to go to ground?

(beat; off Pryor's look)

He's not here.

(MORE)

(CONTINUED)

NOA (cont'd)

I don't know where he is, he said  
he was going to clean out his old  
hideouts and that he'd be back in a  
few days. No forwarding address.

PRYOR

Isn't there some way we can contact  
him?

(beat; shakes head)

Never mind. I'm going to go get  
them.

NOA

What are you going to do? Talk them  
to death?

Pryor sighs. She's right and he knows it.

PRYOR

I'm going anyway.

He turns, but Noa grabs his wrist and pulls him back.

NOA

No, wait. I have a much better  
idea.

He looks at her, bemused as all hell, and Noa takes out her  
cell phone with a guilty look, and we return to:

Buffy and Faith stand back to back, looking around at the  
five vampires surrounding them.

THE MAYOR

Last chance, Faith. I don't want to  
have to kill all your friends to  
get to that device. Be a smart girl  
and hand it over.

BUFFY

(warily)

Faith...

FAITH

Go back to hell.

THE MAYOR

Have it your way.

(to the vampires)

Gentleman, you may continue.

The vamps start to close in.

BUFFY

Don't suppose you have a stake handy?

Faith pulls one from her jacket and hands it to Buffy.

FAITH

You really gotta stop banging vamps, B. You're carrying the wrong kind of protection for 'em now.

BUFFY

Mr. Pointy suffered a tragic death in Rome.

(beat)

You go left, I go right.

FAITH

Right.

BUFFY

Left.

FAITH

Right!

BUFFY

(beat)

Ah, to hell with it...

She darts to her left and quickly STAKES a vampire. Another kicks the stake out of her hand and across the room.

Faith pulls another stake from her jacket and twirls it round her fingers, grinning at the next vamp that approaches her.

Three vamps circle her, trying to triangle her in. She moves with them, keeping her distance.

Suddenly she turns and THROWS a stake right into the center of a nearby vamp's chest! It winces in pain - before pulling the stake out!

FAITH

Damn! Gotta practice my aim...

The vampire rushes her, but this time she STAKES it. The other two leap into the fray as that one DUSTS.

Buffy ducks and spins away from one vampire's lunge. She slides across the floor, recovering her dropped stake.

She runs towards one vampire, but doesn't see the other off to her side and it leg sweeps her down.

(CONTINUED)

She slides on her stomach before rolling to her back and getting her stake up as the vampire jumps on top of her, DUSTING it.

Faith is matching a vampire blow for blow, making errant stabs with her stake that meet nothing but air.

The vampire catches her stake hand and smiles at her evilly. She PUNCHES her captive hand, which swoops down and STAKES another vampire that was coming in on her.

She ducks under her trapped arm, pulling the stake free and stabbing the vamp through the heart with it.

Buffy is rolling around on the ground, dodging a vampire's STOMPS. She swings into a handstand and grabs the vamp around the neck in a legscissors.

It struggles a bit before Buffy falls forward, flipping the vamp on his back. Buffy stakes it before it can recover.

Both of the ex Slayers dust themselves off. Buffy looks a bit worse for wear.

FAITH (cont'd)

Not bad for two hot chicks without superpowers.

BUFFY

Two times in one night? I've been out of the game too long.

FAITH

Come on, B, where's your stamina?

As if on cue, a horde of DEMONS storm the room.

BUFFY

Ideas?

FAITH

Get killed, go to heaven?

BUFFY

Already been.

(off her look)

It's overrated.

Behind the demons, a set of bright LIGHTS stream in through the windows, and the demons turn to face them.

A van comes CRASHING through the wall, sending the demons scattering like cockroaches!

(CONTINUED)

The girls swap startled looks as the van SKIDS to a halt next to them - and the passenger door is thrown open to reveal QUINN!

QUINN  
Need a ride, ladies?

Faith grabs Buffy's hand and makes a break for it.

One demon roars and charges after them - and its head EXPLODES!

Faith ducks instinctively, turning to see Quinn reloading a smoking shotgun.

Faith and Buffy scramble into the van, and Quinn holds one gun on the demons as he gets back in the car.

With a loud SCREECH, they reverse back out of the wall and off into the night, the demons bounding after them.

Quinn swerves wildly around cars. Faith and Buffy hang on and scramble to get themselves strapped in.

FAITH  
I'm guessing you taught Noa how to drive.

QUINN  
No way. I've got nothing on her.

FAITH  
How'd you know where to find us?

QUINN  
Pryor sent me, after Noa gave him that formerly secret number we set up for emergencies. He would've come himself, but he's still working on the Gateway.  
(to Buffy)  
Jon Quinn, by the way.

Buffy leans forward to get a good look at him, squinting her eyes.

QUINN (cont'd)  
Something wrong?

BUFFY  
No, it's nothing. You just have one of those faces.

Quinn runs a red light.

FAITH

Jon, we don't need to get back that quick!

QUINN

Yeah, we do. According to Pryor, Vi knows where the girl is.

BUFFY

(barges in)

Dawn? She found Dawn? Where is she?

QUINN

She didn't say. Pryor tried to stop her, but she said she'd 'take care of it.'

FAITH

And she says I'm stubborn...

BUFFY

Get us back to the Asylum, right now!

QUINN

Well, I was going to stop for a McDonald's first...

(rolls eyes)

Where the hell do you think I'm going this fast?

BUFFY

(meek)

Oh. Sorry.

She slumps back in her seat, looking very worried for her sister.

Vi hides behind some crates in front of the house. Two vampires stand guard. She pulls out a stake.

ANGLE ON the vampires enjoying a quick smoke.

Vi FLIES into frame, landing on one vamp's back and DUSTING it from behind.

The other vampire spins round in alarm and throws a punch, but she goes right under it and STAKES him. No problem.

Vi dusts herself off and looks at the door to the house. She steels herself and heads over.

Off in the shadows, another vampire slowly creeps up on her, CRACKING its knuckles as we cut to:

25

INT. OLD ASYLUM - GATEWAY CHAMBER - NIGHT

25

Buffy and Faith sprint into the room. Buffy skids to a halt, staring at the Gateway in wonder.

BUFFY

Whoa...

Faith heads over to Pryor and Noa, Noa looking Faith's battered form up and down.

NOA

What happened to you two?

FAITH

The Mayor wanted me to give up the Gateway. I told him 'no,' and a bunch of vampires attacked us.

PRYOR

So Dawn was nothing more than bait?

FAITH

Yeah, and that's why we have to find her, right now.

PRYOR

I don't get the sudden urgency.

FAITH

(off Gateway)

He knows I won't give it up, and he knows Buffy won't give me up to get Dawn back. So that means-

BUFFY

(walking up)

Dawn's expendable.

NOA

But Vi's there, right?

FAITH

That's another thing. Other me and Ambrosia weren't at the meeting.

BUFFY

They're probably guarding Dawn. Vi's walking into a trap!

FAITH

(nods; to Pryor)

Have you figured out the Handle yet?

(CONTINUED)

PRYOR

It's apparently pretty simple. The Handle will operate in Master Key mode if the user has a clear mind. A direct line of thought of where you want to go.

FAITH

'Master Key'? Do you mean that thing I said I thought it could do?

NOA

Yeah. Apply the geek filter to whatever he says.

FAITH

So all I have to do is clear my mind?

PRYOR

Basically.

BUFFY

Okay, I'm still lost. You're saying Faith can use that thing to find Dawn? What the hell is it?

PRYOR

The Gateway. An ancient, magical transportation device, or sorts, and as its Warden, Faith can use the Gateway to go wherever she wishes.

BUFFY

So why the hell weren't we using it before?

FAITH

We didn't know where we were going!

NOA

And being blonde like me, you may not realize this, but it's pretty damn hard to clear your head of all thought.

FAITH

Doesn't matter now. We have to try.

PRYOR

Alright. Just let me gather my things and I'll come to the control room with you.

(CONTINUED)

FAITH  
No, you hang back.

PRYOR  
Why?

FAITH  
Your phone doesn't work in there,  
and you're likely to sit around  
waiting for us to get back. Worse  
comes to worse and we wind up in  
Timbuktu, I need to be able to  
contact you.

Pryor nods in understanding.

PRYOR  
Alright. Good luck. Remember to  
stay centered.

NOA  
Breathe. Think of... bunnies.  
(off her look)  
Or whatever.

Faith walks up and activates the Gateway by pressing her hand  
against it. The loud CLAP accompanying the entrance portal  
startles everyone in the room but Pryor and her.

Buffy stares at the portal, her face a mix of wonder and  
fear.

BUFFY  
I'm not so sure about this...

FAITH  
Do you want your sister back or  
not?

Buffy doesn't answer, still staring at the portal.

FAITH (cont'd)  
Just trust me, okay?

Without another word, Faith steps through the portal. Buffy  
takes a deep breath and follows her.

Ambrosia and Evil Faith sit on the couch, looking quite  
bored. Evil Faith has a beer in her hand, Ambrosia is sipping  
a bottled water.

AMBROSIA  
I bought new leather pants for  
this?

EVIL FAITH

It's not like you paid for them.

AMBROSIA

Whatever. When's your man supposed to be done meeting with them?

EVIL FAITH

He said he'd call.

(beat)

Gotta use the can.

She gets up off the couch. A phone on the table in the corner RINGS. Ambrosia turns off the television and gets up to answer it.

AMBROSIA

(into phone)

Yep?

THE MAYOR

(filtered)

Miss Kilby. Is Faith with you?

AMBROSIA

Bathroom.

THE MAYOR

Right. Well, I guess it'd be more appropriate to give you the news anyway.

AMBROSIA

What's up?

THE MAYOR

Miss Summers has outlived her usefulness. I'm going to have to go with another approach for my acquisition.

AMBROSIA

Really now? So that means...

THE MAYOR

Do with her what you will.

Ambrosia grins as she hangs up.

AMBROSIA

Now that's what I'm-

CRASH! The front door BREAKS off its hinges, and a vampire falls in with it and DUSTS as it lands!

Vi steps over the threshold, meeting Ambrosia's eyes.

(CONTINUED)

AMBROSIA (cont'd)  
Oh, this just keeps getting better!

VI  
Where is she?

AMBROSIA  
(off bedroom door)  
In there. You don't really expect  
me to just step aside, do you?

VI  
Kinda hoping you wouldn't.

Ambrosia walks over to stand between Vi and the door to the  
other room.

EVIL FAITH (O.S.)  
Oh honey, do we have company?

Vi suddenly doesn't look so confident as she turns to see  
Evil Faith strolling into the room.

EVIL FAITH (cont'd)  
You shoulda said something. I'd  
have made extra pot roast.

VI  
I thought you'd be with him?

EVIL FAITH  
That's what you get for thinking.  
Those snitches that talked at the  
bar you were at? How do you think  
they knew where this place was?

Realization dawns on Vi's face. A set up.

AMBROSIA  
Divide and conquer, sweetie. Faith  
and Buffy are probably dead now.  
(beat)  
So you're the only loose end left.

As the two villains size her up, a nervous Vi drops into a  
defensive pose as we:

**BLACK OUT:**

**END OF ACT THREE**

ACT FOUR

FADE IN:

27 INT. SAFEHOUSE - MAIN ROOM - NIGHT

27

Vi stands in a loose boxing stance, her eyes shifting between Evil Faith and Ambrosia.

Ambrosia and Evil Faith share a knowing look before fanning out to either side of Vi, boxing her in.

VI

Two on one? Scared of a fair fight?

AMBROSIA

More like wanting to get this over with quickly. I saw this pair of shoes I wanted to pick up.

Vi raises her right leg to check a low KICK from Evil Faith, while simultaneously deflecting a PUNCH from Ambrosia.

She spins off so they're both in front of her again. Vi throws a spinning roundhouse kick, Ambrosia ducks and Evil Faith eats the KICK square in the chin!

Vi continues to spin, coming around with a back spinning kick. Ambrosia absorbs the shot with her forearms.

She counters with a sweeping LOW KICK, and Vi leaps over it only to catch a hard PUNCH in mid air from Evil Faith.

She lands on her back hard, but quickly skips up to her feet, but she's off balance as Evil Faith pounces on her, and we cut to:

28 INT. GATEWAY - CONTROL ROOM - NIGHT

28

Buffy seems completely captivated by the Gateway, looking around the room in awe, its softly glowing lights and alien design like something from another world entirely.

Faith, by contrast, is all business, pulling Buffy over to get her attention.

FAITH

Do you have a picture of Dawn?

Buffy frowns, but reaches into her back pocket and pulls out a head shot of Dawn.

BUFFY

This okay?

FAITH

Yeah, this should work.

(CONTINUED)

She lays the photo in the center of the main console.

BUFFY  
Faith... what is this place?

FAITH  
I'll explain later. Or you can ask  
Willow, she's seen it too.

She closes her eyes and spreads her hands over the tubes.

BUFFY  
Willow's been here?

FAITH  
(sharp)  
Ssh! I need to concentrate, or this  
won't work.

BUFFY  
Since when do you know witchcraft?

Faith opens her eyes and turns to Buffy.

FAITH  
(agitated)  
Buffy, please. No, screw the  
'please,' just shut the hell up and  
let me do this!

BUFFY  
Okay, okay!

Faith turns back to the console and closes her eyes. She shakily raises her right hand over one tube. The fluid in that TUBE brims to the top.

Her hand moves over several other tubes. They raise and lower in a seemingly random sequence, the fluid levels in each of them fluctuating.

Beads of sweat pour from Faith's head as she strains in concentration.

Her left hand moves over the console now. Both of her hands swirl around the console at an increasing pace.

Buffy looks on in wonder before a BRIGHT LIGHT pours into the room, causing her shield her eyes.

ANGLE ON Faith, her eyes still closed. Her hands are almost a blur as she goes through the intricate sequence.

The light contorts and shrinks, forming a door in front of the two former Slayers.

(CONTINUED)

Faith, eyes still closed, reaches out and removes the Handle from the center of the console with a loud CLICK. She opens her eyes and looks down at the Handle.

FAITH  
(to herself)  
This has to work.  
(turns to Buffy)  
Come on. That door should take us  
to Dawn.

BUFFY  
That's it? You play musical bottles  
and we warp wherever we want?

FAITH  
(walking to the door)  
We don't have time for this. Get  
your game face on, B.

Buffy walks over to the door as Faith opens it.

FAITH (cont'd)  
And brace yourself. First time  
always stings like a bitch.

Faith opens the door and a bright flash of light from the other side causes us to WHITE OUT TO:

Ambrosia BLASTS Vi with a uppercut. Vi stumbles into Evil Faith, who grabs her by the collar and ELBOWS her right in the nose.

Vi goes down, and by the looks of her this whupping's been going on for a while now. Ambrosia stands over her, pressing her foot into Vi's neck.

AMBROSIA  
Told ya you were never better than  
me, hippie.

Vi GASPS for air as she tries to remove Ambrosia's foot.

AMBROSIA (cont'd)  
Nuh uh. Last person that did that  
got a little too much pressure on  
his windpipe.  
(to Evil Faith)  
You want to do the honors? My fists  
are getting a little sore now.

Evil Faith pulls out a jagged KNIFE and kneels down. She raises her hand, ready to deliver the killing blow.

A flash of LIGHT from the door grabs their attention, before Faith opens the door and Buffy files out right behind her! We get a quick glimpse of the Asylum control room on the other side.

Seeing the doppelganger causes Buffy to stop in her tracks, while Evil Faith boggles at the duo's surprise entrance.

EVIL FAITH  
What the hell?

BUFFY  
What the hell?

Vi uses the distraction to her advantage, twisting her leg around and KICKING Ambrosia off of her.

She rolls off to the side and gets back to her feet, joining Faith and Buffy.

FAITH  
(to Vi)  
You okay?

VI  
(grimacing)  
They barely touched me.

There's a pause as the two sides face off.

AMBROSIA  
You really think you're going to win this?

In response, Buffy, Faith, and Vi all drop into the same fighting stance.

AMBROSIA (cont'd)  
(to Buffy)  
I've been waiting for this rematch, Grandma.

Buffy is the first to attack, firing a LEFT HOOK. Ambrosia gets her arms up to block and Buffy shoots a RIGHT straight down the middle of her defense, clipping her chin.

Vi follows up with a hard KICK to Ambrosia's ribs, doubling her over.

Faith ducks a right cross from Evil Faith and lurches back to dodge the follow up left hook. She lands a BACKFIST that barely moves her other half.

Evil Faith snarls and tries for a lunging headbutt. Faith sidesteps and clinches the back of her neck, landing three quick KNEES to the stomach and one to the chin.

Evil Faith breaks away from the clinch, but Faith grabs her again and YANKS her to the side, pulling her off balance.

(CONTINUED)

She holds Evil Faith's neck with her left hand and starts peppering her with right UPPERCUTS.

Buffy checks a mid kick with her leg, but the force of the blow disturbs her rhythm, letting Ambrosia catch her with a high KICK that sends her spinning to the ground. Buffy rolls away to regain her composure.

Vi KICKS Ambrosia in the back of the head. Ambrosia falls to her stomach and front flips back to her feet. Vi comes in with a quick one two PUNCH combination and finishes with a hard low KICK right to the back of Ambrosia's leg.

Faith and Evil Faith have their hands gripped in one another's. Evil Faith slowly starts to bend Faith's hands back at the wrists, her strength advantage clear.

Faith drops and rolls backwards to her feet, the position shift maneuvering her so she has Evil Faith's hands bent back.

She pulls Evil Faith in and hits her with a HEADBUTT.

Buffy grabs Evil Faith around the waist from behind and SUPLEXES her to the ground. She hops on Evil Faith's back and slaps on a rear CHOKE.

Ambrosia stands on her left foot while she fires kick after kick at all different levels to Vi. Vi is blocking them, but she can't throw a counter strike.

Faith comes in with a HAMMER FIST to the back of Ambrosia's neck. Ambrosia stumbles forward into an UPPERCUT from Vi that decks her.

Buffy is still hanging on to the choke. Evil Faith SLAMS herself backwards into a wall. Buffy, wedged between her foe and the wall, grits her teeth and maintains her hold.

Ambrosia rolls to her side to avoid a stomp from Faith. She gets to her knees and blocks a side kick from Vi, countering with a left PUNCH to the stomach.

Faith charges in and Ambrosia BACK FLIPS from her knees, both of her feet KICKING Faith under her chin.

Evil Faith, now almost purple from lack of oxygen, JUMPS in the air and lands flat on her back on the ground. The force of the landing finally gets Buffy to release her.

Evil Faith rolls off and gets to her feet, but Ambrosia comes sailing into frame and SMASHES right into her.

ANGLE ON Vi coming back to a full standing position, having just thrown Ambrosia clear across the room.

Buffy gets to her feet and rejoins Faith and Vi, the three of them standing tall.

Evil Faith and Ambrosia stand across from them, clearly not pleased with how the fight is going.

AMBROSIA (cont'd)

Plan 'B'?

EVIL FAITH

(nods)

Plan 'B.'

They both pull out TASERS and rush in again.

Buffy sidesteps Ambrosia's lunge, but she can't get out of the way of Ambrosia's jumping BACK KICK.

Vi catches Evil Faith's arm and bends it awkwardly at the elbow, forcing her to drop the taser.

Evil Faith, still with her arm trapped, does a cartwheel to shift the position and flips Vi to her back. She quickly picks up the taser and ZAPS Vi, knocking her out cold.

Faith grabs Evil Faith from behind in a headlock. Evil Faith reaches back and GOUGES Faith's eyes to free herself.

Buffy flies back into the door leading to Dawn's room, the wind knocked out of her.

Ambrosia screams as she runs in and tackles Buffy THROUGH the open door into:

Buffy lands on her back with Ambrosia mounting on top of her. Ambrosia starts raining down punches. Buffy wing blocks with her arms, trying to buck Ambrosia off with her hips.

Ambrosia's base is too good and she holds her position. Buffy throws her legs up and grabs Ambrosia with them, pulling her to her back.

Ambrosia grabs Buffy's ankle and starts to crank it. Buffy rolls to her stomach and pushes Ambrosia's hands off with her free foot.

Faith tries a spinning back kick. Evil Faith catches the kick, using the momentum to swing Faith like a baseball bat into the wall, her head SMACKING against it.

Stunned, Faith crumples to the ground. She gets to her knees and Evil Faith knocks her back down to an ELBOW to the base of the spine.

EVIL FAITH  
(erupting)  
Did you really think you could take  
me?!?

She KICKS Faith hard in the ribs.

EVIL FAITH (cont'd)  
Get it through your head!

Faith eats a KICK in the mouth, blood splurting out.

EVIL FAITH (cont'd)  
I am everything...

Another KICK to the ribs.

EVIL FAITH (cont'd)  
... that is worth a damn...

STOMP to the base of the spine.

EVIL FAITH (cont'd)  
... about you!

Faith tries to get herself back up to her knees, but she's got nothing left. She crawls on her stomach.

Evil Faith stares her down cackles, watching her other half in a prone position.

Buffy grimaces in pain as Ambrosia now has her in a knee bar. She pushes Ambrosia's butt with her other foot, slowly working her trapped leg free.

Dawn looks on from her chair, completely helpless, rocking from side to side as she tries to get free.

Ambrosia releases the hold and rolls to her feet. Buffy gets up as well, keeping her weight off the leg Ambrosia attacked.

Ambrosia fakes a right low kick. Buffy goes to block it and is wide open for Ambrosia's right HIGH KICK, knocking her on her back.

Buffy rolls to her stomach to dodge a stomp. She gets to her feet and Ambrosia grabs her from behind in a BEAR HUG.

Buffy tries to power out, but Ambrosia just squeezes tighter.

AMBROSIA

What happened to you, sweetie? I  
remember you being a lot stronger.

PUSH IN on Buffy's pained expression.

INT. SAFEHOUSE - MAIN ROOM

Faith continues to crawl on her stomach. Evil Faith stalks  
her, not in any sort of rush.

EVIL FAITH

Gee, this looks really familiar.

CLOSE UP on Faith's scratched up face and bloody mouth.

EVIL FAITH (cont'd)

Pretty sure the last one was a  
blonde, though. I dunno, they all  
sort of run together.

Vi stirs as she starts to come around.

VI'S POV:

The room is blurry, two shapes barely visible off in the  
distance.

The scene clears and Evil Faith can be seen, her foot slowly  
raising up over a defenseless Faith - it's a mirror of what  
she did to Noa.

ON SCENE:

Faith tries to push herself up again, still with no success.

EVIL FAITH (cont'd)

Look at it this way. Maybe you and  
Noa can have matching chairs.

VI

(enraged)

No!

Vi surges to her feet. She crosses the room in a split second  
and ACKLES Evil Faith to the ground.

Evil Faith twists to her back and pushes Vi off with her  
legs.

Vi gets to her feet and stumbles forward, seemingly still  
feeling the effects of the taser.

Evil Faith smirks and throws a punch. Vi catches it in one  
hand and smiles back at her.

(CONTINUED)

VI (cont'd)

Sucker.

She YANKS Evil Faith forward, throwing her into the wall. Evil Faith spins to face her and Vi lights her up with a barrage of punches.

ANGLE ON Vi's face, seething with rage as she mercilessly lays into Evil Faith.

INT. SAFEHOUSE - DAWN'S ROOM - NIGHT

Buffy is still trapped in Ambrosia's powerful arms. Ambrosia has her lifted almost a foot off the ground, and Buffy's legs flail as she struggles to free herself.

AMBROSIA

And they said you were the best.

She squeezes tighter. A POPPING sound is heard as Buffy HOWLS in pain.

She locks eyes with her little sister, the life starting to drain out of her.

Dawn is almost hyperventilating at this point, watching her sister slip away.

BUFFY

(weak)

Dawn...

Dawn closes her eyes and lets out a muffled scream. Her eyes snap open - and they're GLOWING BLUE!

Buffy's eyes flutter as she struggles to stay conscious.

FIRST PERSON POV:

We see Buffy in Ambrosia's bear hug. The entire room around them is a haze, almost like tunnel vision.

The view goes BLACK for a second, then we're looking at Dawn's chair, now empty.

We BLACK OUT again.

Now we're looking at Ambrosia's back.

END POV:

Dawn swings the chair with all of her strength, hitting Ambrosia in the back with an almighty SMASH!

Ambrosia stumbles forward and lets Buffy drop to the ground. She turns to see Dawn, her eyes wide in shock.

(CONTINUED)

AMBROSIA

What the f-

Dawn BLASTS her right in the face with the chair.

In slow motion, Ambrosia spins in the air, a thin splash of BLOOD spiralling off her face. She lands face down on the ground, out cold.

Back to normal speed, Dawn drops the chair and steps over to her sister. Buffy violently COUGHS, getting her air back.

DAWN

(frantic)

Buffy, are you okay?

BUFFY

(in shock)

Am I okay? Wha- huh?

She looks Dawn up and down, trying to get a grip on what she saw.

Vi is clearly winning now. Evil Faith is weakly throwing punches, but Vi is just taking them and landing harder in return.

On the ground, Faith stirs and looks up at the fight.

Vi lands three jabs and a right hand. She follows with a left hook, spinning around and hitting a backfist. She lands a straight KICK that catches Evil Faith under the chin, knocking her for a loop.

Evil Faith regains her footing, her legs wobbly. Vi grabs her by the collar and HURLS her into a window.

The glass creaks, but doesn't give. Evil Faith turns just as Vi comes in with a flying kick, smashing Evil Faith's head THROUGH the glass!

It shatters into pieces. Evil Faith slumps to the ground. She's done.

Vi's shoulders heave up and down, her body almost shaking with adrenaline. She picks up a jagged shard of glass and pulls Evil Faith to her by her shirt.

From an overhead view, we see Vi raise the glass high right over Evil Faith's neck.

FAITH

(pained)

Vi, no!

Vi looks over at her in disbelief.

FAITH (cont'd)  
You can't. It'll kill me.

Vi lowers her hand a little, that little revelation sinking in - before she lands one more PUNCH to Evil Faith, letting her limp body drop.

VI  
(to Faith)  
That okay?

FAITH  
(thumbs up)  
Good job, kid.

Vi smiles back at her and we CUT TO:

Buffy and Dawn stand together, Buffy's arm around Dawn's neck. Buffy limps heavily on her hurt leg.

Faith has one arm around Vi to support herself, the other clutching her lower back.

Off in the distance, the headlights of a TAXI can be seen.

FAITH  
Hell of a fight.

VI  
Meh. Sunnydale lasted longer.

FAITH  
Remind me, was that the one where  
you got your ass knocked cold?

VI  
(grins; for effect)  
Okay, okay, yeah. This one was  
better.

BUFFY  
I think I'm getting too old for  
this.

FAITH  
I hear ya.

DAWN  
(to Buffy)  
I've been telling you that for  
years.

VI

Think it's such a good idea to  
leave them there?

BUFFY

I called the Council. They're  
sending some local people over to  
pick them up.

FAITH

Wait, I thought they were all tied  
up?

BUFFY

(dry)  
Apparently, they can spare a few  
resources - after all the hard work  
is done.

FAITH

(rolls her eyes)  
Some things never change.

Buffy looks at her and offers a small smile.

BUFFY

Some things do.

The cab pulls up in front of them. Dawn releases Buffy and  
opens the door.

FAITH

You sure you wanna blow money on a  
ride?

She holds up the Handle, but Buffy shakes her head.

BUFFY

No, we're good. Besides, Dawn and I  
have a lot to talk about.

DAWN

We really don't. She's just trying  
to avoid having to eat crow and  
thank you.

Dawn steps up and hugs Vi and Faith.

BUFFY

Do you have to call me out like  
that?

DAWN

(ignoring her)  
Thank you both. I'll drop by the  
Asylum sometime, okay?

(CONTINUED)

She lets them both go and turns back to the cab.

BUFFY  
You most certainly will not!

DAWN  
(still ignoring her)  
How's next week sound?

FAITH  
(smiling)  
You're welcome anytime, pint size.

Dawn waves at them both and gets into the cab. Buffy starts to get in, but turns and hobbles over to Faith.

Vi wisely steps off to the side.

FAITH (cont'd)  
(re: leg)  
B, you need to get that looked at.

BUFFY  
I will.  
(beat)  
You know... when I first saw you,  
my first thought was to drag you to  
the Mayor myself.

FAITH  
(nodding)  
I figured.

BUFFY  
Listen, back in Cleveland-

FAITH  
(looking away)  
B, you don't have to-

BUFFY  
No, please. Let me.  
(beat)  
Part of me wants to still be mad at  
you. Even though I know you never  
intended for Dawn to be hurt.

FAITH  
Still, I... I should've said  
something. It could've made a  
difference somehow.

BUFFY  
Maybe, maybe not. All I know is my  
sister is in that cab now, safe.  
Alive.

(MORE)

(CONTINUED)

BUFFY (cont'd)  
Nothing that happened before  
matters. I have her back because of  
you. That's all I care about.

FAITH  
Yeah.  
(nervous)  
So, we cool?

Buffy pulls Faith into a tight hug. Faith is startled at first, but returns it.

BUFFY  
(whispering)  
Five by five.

They release each other, Vi looking on and grinning, before Buffy climbs into the cab. She and Dawn wave from the window as they pull away.

Buffy rests her head on Dawn's shoulder, the two of them holding hands.

DAWN  
Buffy? Do you know what happened  
back there? You know, one second  
I'm tied up, the next...

BUFFY  
No. Let's not worry about that now.

Dawn lays her head on top of Buffy's.

DAWN  
Okay.

Buffy's look says it all - she has no clue what happened, and that scares the heck out of her.

BUFFY  
We'll get you back over to England  
and they can run some tests. Or  
maybe have Willow go over-

DAWN  
(sitting up)  
No! I'm not going back.

BUFFY  
(patiently)  
Dawn.

DAWN  
No, Buffy! New York's my home now,  
I'm not leaving!

BUFFY

Dawn, we just-

DAWN

Besides, I have class tomorrow.  
Miss Busby'll be pissed if I miss  
it, and you're still the person who  
gets all the letters from my  
teachers.

The cab driver at them through his rear view mirror. Buffy  
and Dawn look back at him and slump back into the seat.

BUFFY

(hushed)

Dawn, if you have some sort of...  
powers, we need to know what they  
are. They could be dangerous if you  
can't control them.

DAWN

Well, Faith and her friends might  
be able to help. You and she just  
made up and all.

BUFFY

I'd rather you be in the hands of  
professionals.

DAWN

(beat; pouts)

Fine, I'll come back for the  
holidays, but that's it.

BUFFY

Dawn, please. I just want to know  
you're safe.

DAWN

Willow taught me Resolve Face.  
Don't make me use it.

BUFFY

It doesn't work on me.

DAWN

Xander taught me the Lost Puppy  
look too. These are dangerous  
weapons in trained hands.

The sisters share a smile.

BUFFY

Fine.

(CONTINUED)

DAWN  
About damn time.

BUFFY  
Watch your mouth.

DAWN  
How? Should I take my eyeballs out  
and turn 'em around?

BUFFY  
Okay, eww.

As they continue to bicker half-jokingly, we CUT TO:

Faith is still at the street corner, now leaning against a wall, still holding her back. Vi is hunched over her.

VI  
I didn't know you were that banged  
up. You looked fine a minute ago.

FAITH  
(pained)  
I almost collapsed when Buffy  
hugged me. Gotten pretty good at  
hiding pain.

VI  
We need to get you back.  
(beat)  
No pun intended.

FAITH  
Yeah, just need a second. I can't  
use the Handle if I don't have the  
strength to focus.

Faith's cell phone RINGS. She pulls it out and looks at the caller I.D. 'Unknown number'.

FAITH (cont'd)  
Yeah?

THE MAYOR  
(filtered)  
Hello, firecracker.

Faith's expression darkens. Vi looks at her in confusion.

FAITH  
What do you want?

THE MAYOR

Just wanted to let you know how disappointed I am that you didn't take up my offer. Thought I taught you better than that.

FAITH

What can I say? I'm stubborn.

THE MAYOR

I anticipated as much. This is why it's always good to have a contingency plan.

With a sudden blare of SIRENS Faith looks up as several POLICE CARS round the turn onto their street and speed towards her!

VI

Oh, no...

THE MAYOR

I'm not a big fan of this city, but I do have to respect the NYPD's response time.

(chuckles)

Good night, Faith.

The phone clicks as he hangs up. Vi throws Faith's arm over her neck.

VI

We have to go, now!

They run off, Faith hobbling as she struggles to escape.

The squad cars bear down on her, closing the distance in moments.

Vi looks around and dips into an alley. They run to a side door of a run down building.

Faith reaches out and tries to apply the Handle, but it won't stick. She tries again, getting frustrated.

FAITH

(frantic)

Come on, damn it!

Their faces are illuminated by the red and blue police lights as the cars SCREECH to a halt. Several OFFICERS exit their cars and run down the alley, drawing their guns.

POLICE OFFICER

Freeze!

(CONTINUED)

Faith continues to try applying the Handle. It's not working. Resigned, she turns to Vi.

FAITH

Go.

VI

I'm not leaving you!

FAITH

This city can't afford to have you  
locked up! Go!

She pushes Vi away.

FAITH (cont'd)

I'll be okay!

Vi looks at the cops, then back at Faith, and hesitates a moment longer - then she dashes off. One of the officers pursues her, but Vi quickly puts distance between them.

Half a dozen officers trains their guns on Faith. Faith slowly puts her hands up, wincing with pain.

OFFICER

Drop whatever is in your hands,  
slowly.

Faith grips the Handle tightly, not wanting to let it go. Several guns CLICK, cocked and chambered.

Faith releases the Handle. A couple of officers move in and yank her hands down behind her back.

OFFICER (cont'd)

Faith Lehane, you're under arrest.  
You have the right to remain  
silent. If you choose to waive that  
right...

His words trails off as we CLOSE IN on Faith's face, a look of dejection on her face.

We PAN DOWN to the Handle, lying on the ground. Off it, we:

**BLACK OUT:**

**END OF SHOW**