

FAITH

"Mind Games"

by
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Based on characters created by Joss Whedon
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TEASER

FADE IN:

1 INT. NOA'S APARTMENT - BEDROOM - MORNING 1

An ALARM CLOCK clicks over from **6:59** onto **7:00** bringing with it the sound of "*Behind Blue Eyes*" by *Limp Bizkit*.

On NOA:

Her eyes flutter open and she savors the warmth of the dawn sunlight on her face for a second or two, her hand resting on her forehead.

She hoists herself up in the double bed, pushing aside the thoroughly displaced sheets and quilt.

The half of the bed she isn't currently lying in has been disturbed too. She leans over to the pillow and breathes deep, taking in the smell.

Smiling broadly, she swivels her legs around and steps out of bed, stretching off before walking into:

2 INT. NOA'S APARTMENT - BATHROOM - MOMENTS LATER 2

The music carries over as Noa, now wrapped in a fluffy white towel turns on her shower.

She looks at herself in the mirror - pulling a variety of faces before getting up close and personal for a spot check.

The shower now sufficiently steamy, she drops the towel and steps inside.

Through the open door of the bathroom we get a glimpse of the apartment.

It's night through there. Noa's entire abode is ruined: glass and shards of wood lie everywhere. The carpets and walls are dashed with blood. A crossbow bolt is embedded in the wall next to a shattered window.

The water stops and we rejoin Noa just as she wraps the towel around her.

She steps in front of the mirror wringing her hair out over the sink.

Over her shoulder, as seen in the mirror, the apartment is no longer ruined but a fairly pleasant place to live.

3 INT. NOA'S APARTMENT - KITCHEN - LATER

3

The music, no longer bound to the passage of time continues as Noa, sat in her old wheelchair, wheels herself into the kitchen.

The chair vanishing and Noa inexplicably back on her feet; she opens a cupboard to pull out a box of cereal, grabs a bowl from the drying rack next to her sink, and pours the flakes in. She saunters over to the fridge and takes out a bottle of milk.

As she starts to eat, the toaster pops and, leaving the bowl, she grabs the contents. She burns herself on the toast before throwing it onto a plate.

4 INT. NOA'S APARTMENT - FRONT ROOM - LATER

4

Noa grabs her keys from a hook by the door, noticing a single red rose in a vase that sits on a table by the doorway.

She takes the rose and rolls it around in her fingers, admiring it before picking a small piece of card that simply reads "Q".

She places the rose and card back in their proper place.

CU ON VASE: Now broken in two, the edges sharp with a hint of blood on the broken base. The rose itself has wilted and died.

ON SCENE:

Reaching for the door, Noa stops abruptly. Prevented from reaching the handle by some invisible force, she quickly begins to look frustrated and confused.

SLAM! The door is kicked open. DARK NOA strides inside, coming face to face with our Noa.

Dark Noa is a shade paler than Noa, made more obvious by her sharp black suit and her burning red eyes contrast Noa's bright blue.

As Noa tries to run, Dark Noa steps in the way and SLAPS her to the floor.

A glamorous but impractically high heel comes down inches from Noa's face as she tries to push herself off of the ground.

CLOSE UP on Noa's oversaturated blue eyes, the fear evident in them.

(CONTINUED)

FLASH!

Noa smashes into her television, cutting her arms and face before Dark Noa drags her from the floor and throws her headfirst into the kitchen.

FLASH!

The refrigerator door SLAMS on Noa's arm with a CRUNCH as something breaks. Dark Noa near enough squeals with delight at the sound.

FLASH!

Tossed across the room, the rag doll Noa reduces a coffee table to nothing more than splinters of wood and shards of glass.

FLASH!

Blood, sweat and tears streaming down Noa's face as she tries desperately to crawl away. Her cries are silent now. Everything is silent.

Victorious, Dark Noa stand over Noa, amused by her futile effort to get away. She clenches her hand into a fist.

DARK NOA

This feels... familiar. So I trust
you will appreciate the dramatic
irony in this.

She delivers a devastating punch to NOA's back, a sickening SNAP and shrill SCREAM ringing loud - resounding in our ears as we SMASH CUT TO:

Strapped tightly to the steel chair in the centre of the chamber, Dark Noa has her eyes firmly closed. Sweat pours down her forehead. Her face contorts in agony.

PULL AWAY to see BOLTS of blue and red lightning arcing from surface to surface, all of it tracing back to Noa.

PULL AWAY further, through the tiny glass panel in the doorway:

PRYOR and WOODS are stood not too far away, virtually hidden in the dark, clinical room but their faces are sufficiently lit by the energy coming from inside the Darkling's prison.

Woods holds a clipboard, flicking over printout charts.

WOODS

Sir, the readings are off the charts.

PRYOR

Nothing to be concerned about.
Nothing can get out of there, not even the Darkling.

(beat)

You should have more faith.

The corners of his mouth twist into a very thin smile and Woods takes a step back, GULPING.

WOODS

(nervous)

I'll... try, sir.

Pryor looks back into the chamber, frowning at what he sees.

PRYOR

Still... I want her under constant watch. That sort of power output isn't natural, even for her.

(corrects)

It.

WOODS

No, sir, it's not.

PRYOR

Something's wrong.

Woods nods and makes a note on his clipboard, walking alongside Pryor as the two of them leave - a SCIENTIST stepping in from the shadows to relieve them.

Dark Noa's eyes glow bright red under the eyelids while the sparks continue to flow.

BLACK OUT:

END OF TEASER

ACT ONE

FADE IN:

8

EXT. CENTRAL PARK - DAY

8

The sun beats down on the park and many NEW YORKERS take advantage of the fact. CYCLISTS roll by and SUNBATHERS just soak up the rays. One or two FAMILIES mill around, parents enjoying themselves but still keeping a tight grip on their children's hands.

Not too far away, a twenty something MAN films his girlfriend with a handheld camera.

His girlfriend, KORIN (20, beautiful), is amongst the sunbathers. She lifts up her sunglasses to see better and quickly covers her face when she sees she's being recorded.

KORIN

Ollie, please. Me and the camera,
we have an understanding.

TOMMY

You never let me get the camera
out! Remember my birthday, how
upset I was?

She flicks her wrist and bright red SPARKS fly out, hitting Tommy's legs and singeing his hair. He YELPS but after a moment breaks into laughter.

KORIN

So are you going to turn it off?

TOMMY

Sure, sure. It's off already.

He shuts the side panel of the camera and lies down next to her, leaning in for the kiss. She turns her eyes to the camera and spots a red light under the lens. She smirks.

KORIN

You're such a liar!

TOMMY

Okay, okay.

He presses a button and the camera beeps, the light disappearing. She looks a little smug, happy to have gotten her way. They lean in to kiss again.

9

INT. SPECIAL PROJECTS - INTERSCOPE CHAMBER - DAY

9

Dark Noa, this time *sans* multicoloured sparks, still sits in meditation in the huge steel chair.

(CONTINUED)

Her face contorts in pain and she MUMBLES inaudible fragments of words. She THROWS her head back and SCREAMS.

DARK NOA
(demanding)
Bring him before me!

She pants, blood red eyes burning a hole through the glass panel and we hear the scientists scuffling about outside.

10 INT. SPECIAL PROJECTS - PRYOR'S OFFICE - MOMENTS LATER 10

MAYOR WILKINS is sat opposite Pryor. He has his feet up on the desk and a handful of nuts resting in his cupped palm while he chews on another.

Popping another nut into his mouth, he places the rest back into a small dish on the desk. He then takes out a handkerchief and wipes his hands clean with it.

WILKINS
Oh, and don't worry about those.
I'll eat the rest. Wouldn't want
the germs to spread, would we?

PRYOR
(impatient)
If we could get to the point?

WILKINS
(raising a finger)
Now, now, Mister Webb, bad language
in the workplace sets a bad
example. But seeing as you asked so
politely, I suppose we can get on
with things. How's my girl doing?

Pryor takes a file and passes it over. Wilkins glances at the contents once before giving up.

WILKINS (cont'd)
In English?

PRYOR
She's retreated into herself, but
we've detected two brainwave
patterns. One is the Darkling, but
the other...

WILKINS
(understanding)
Miss DeRubria is fighting back.

PRYOR
As we expected.

(CONTINUED)

Wilkins swings his feet off the desk and leans toward Pryor.

WILKINS

She'll lose. You know that.

PRYOR

Perhaps.

WILKINS

Don't think I don't see that you have a little hope in there. That girl represents the last little bit of your soul - and you should let it go. She will win, and if she doesn't...

(leans closer)

I don't make idle threats, Mister Webb.

Pryor GROWLS, his eyes turning just the slightest shade of yellow. Wilkins smirks, virtually daring him to try it.

A KNOCK at the door breaks their stand off.

PRYOR

(not even looking)

Come in, Woods.

The door handle rattles and Woods enters, looking a tad flustered. He spots the Mayor and stand much more rigidly to attention.

WILKINS

You know it's impolite to enter the room when your boss is in a meeting, don't you?

PRYOR

(snapping)

I'll deal with my staff myself, thank you.

(to Woods)

What is it?

WOODS

(to Wilkins)

Sir, she's... she's asking for you.

There's a hint of flattery about the Mayor all of a sudden.

WILKINS

(beaming)

Well, doesn't that just warm your heart?

He stand and rubs his hands together as we CUT TO:

11 INT. ASYLUM - FAITH'S OFFICE - NIGHT

11

FAITH is napping on the couch, one of the few luxuries in the otherwise sparse room.

The door clicks softly open and someone steps inside, carefully and quietly closing the door behind them. They approach Faith, reaching out to touch her shoulder.

She JUMPS UP, grabs the outreaching arm, pulls a knife from her belt, and holds it ready to cut down:

JERRY.

FAITH
(exhales)
Damn it, Jerry, don't do that!
(beat)
Sorry. Little, you know, jumpy.

JERRY
(frowning)
I'd noticed.

Finally she lets go of his arm and puts the knife away.

FAITH
What's up?

JERRY
We've had a new intake.

FAITH
More?

JERRY
Just a few, not much to report except one. He says he has information on one of ours. He knows how we can track Rachel down.

Alert again, she's virtually running for the door already.

JERRY (cont'd)
He's not the talkative type. But...

FAITH
(quickly)
Where is he?

CUT TO:

12 INT. ASYLUM - STAFF ROOM - LATER

12

The others are nowhere to be seen as Faith takes a seat opposite DARIAL.

(CONTINUED)

Beyond his forked tongue and vertically divided eyelids, he looks almost like a human in his early forties with cropped hair and a trustworthy face.

FAITH

Spill.

He sips from a cup of coffee, SLURPING loudly. Faith looks irritated - he seems to get some pleasure out of that but doesn't dwell on it, taking out a pen and paper.

DARIAL

Can't tell you where she is, can
say where she was, though. These
addresses should get you there.

He notes down two addresses, then adds something else to one that we can't see.

DARIAL (cont'd)

With that, you're gonna want to
talk to Ray, but be careful. He'll
toy with your mind.

(smiles)

Good luck.

He sips his coffee and, taking that as her cue, she rises and leaves.

Light floods the room as swinging doors make way for Wilkins to enter, unaccompanied by Pryor or Woods.

The scientist from before steps over to greet him. We'll call him BOB; nearing 60, balding and spectacled. He definitely fits the "creepy scientist" bill rather than being the grandfatherly type.

BOB

Mister Mayor - she's been asking
for you.

WILKINS

So I hear. Any reason why it's so
gosh darn dark in here?

BOB

It's better not to have too much
power around it...
(off look)

Her.

WILKINS

(smiles)
Better.

He approaches the glass screen and looks inside but there's nothing to be seen in there, just darkness.

WILKINS (cont'd)

I know you're in there -

There's a FLARE of light that makes Wilkins flinch - but it's just THE DARKLING, gradually retreating back into Noa's body.

DARK NOA

(booms)

You will let me free!

WILKINS

Now, see, this is exactly the sort of 'me first' attitude that got you in there in the first place.

(beat, to Bob)

You're sure she can't get through?

Bob seems to be occupied cowering over by the computers nearby, well away from the chamber.

DARK NOA

This is not open for negotiation.

WILKINS

No, it's not. Now you listen here, missy, you're out of control and until we right that little wrong you're not going anywhere. Do you understand me?

DARK NOA

(amused)

You want me under your... control?

WILKINS

You're darn right! You think I took you out of that godforsaken place I found you in, and got you not one but two very pretty blondes to run around in all for muscle?

DARK NOA

And if I refuse?

Wilkins pauses, that constant nonchalant smile of his falling as his jaw tightens.

WILKINS

Even you can be replaced.

(beat, brightens)

Now, what's all this I hear about Miss DeRubria putting her dukes up?

(MORE)

(CONTINUED)

WILKINS (cont'd)
Never was one for lady like, was
she?

Confused by the mood swing, Dark Noa cocks her head to one
side but decides to just go with the flow.

DARK NOA
She has been... problematic.

WILKINS
See if you can do anything about
that. Wouldn't want her in the
driving seat, after all.

DARK NOA
I know what to do.

WILKINS
See that it's done.

He steps away from the glass and Dark Noa watches him go
before stepping back into:

Once again she adopts the meditation stance we're growing
accustomed to seeing. Her head and shoulders twitch a little
before we CUT TO:

Vi and Lori are belting up inside a van within the Asylum's
underground car park. Vi seems pensive - Lori registers this.

LORI
You okay?

VI
It's been so long... all the crap
I've given her...
(sighs)
What if I don't get to say I'm
sorry? What if she... and I never
said I was sorry?

LORI
Vi, I say this because I care, but
you've got to get over it.

VI
(taken aback)
'Get over it'?

LORI
'(oops...')
Not what I meant. Just... it's not
your fault. She -

VI

She's been at my side fighting for
a damn long time, and I stabbed her
in the back because of... because
of crap I should have dealt with,
so don't tell me to 'get over it'!

Not even looking at Lori any more, Vi turns the ignition and
the engine roars to life.

LORI

(pleading)

Vi...

VI

(stony)

Don't. We've got things to do.

She starts to steer out, and as the van leaves the garage we
DISSOLVE TO:

16 INT. NOA'S APARTMENT - BEDROOM - MORNING (DREAMSCAPE) 16

Back here as the clock ticks from **6.59** to **7.00** and Limp
Bizkit starts to play. Noa wakes up and we skip ahead to:

17 INT. NOA'S APARTMENT - FRONT ROOM - LATER (DREAMSCAPE) 17

She stands in front of the door, confused as to why she can't
open it when it CRASHES open courtesy of Dark Noa, looking
more peeved than last time.

DARK NOA

The sooner this is over, the
better.

Noa tries to sidestep around her, but Dark Noa lashes out
with a SLAP and:

It's blocked!

Noa now holds Dark Noa's wrist tight in her hand. She raises
her eyebrows in a "good, huh?" kind of way.

NOA

Tell me that wasn't cool. You
didn't think I'd start fighting
back, right?

She BACKHANDS Dark Noa, careering her into the table by the
door, knocking the vase on the floor and SHATTERING it.

NOA (cont'd)

Couldn't figure it out at first,
why I couldn't fight back.

(MORE)

(CONTINUED)

NOA (cont'd)
Same reason I've let you keep me
down - I was weak. Scared. You took
advantage of that.

Picking her darker self up by the foot, she HAMMER-THROWS her
clear across the room with inhuman strength.

NOA (cont'd)
This place, this setting, it was me
at my weakest. I didn't want to
fight you because I liked how
strong you made me feel.

Flustered and taken by surprise, Dark Noa stands up. The room
gets darker for a second as though night has set in. Her
visage flickers and changes.

Now in her place is EVIL FAITH, Faith's long dead, burnt
faced, pure evil doppelganger.

EVIL FAITH
So what about this face?

NOA
(shrugs)
Bring it on, bitch.

Evil Faith launches herself across the room with a feral
SCREAM.

Noa dodges, grabs Evil Faith by her scraggy hair, drives a
KNEE into her ribs and SLAMS her onto the floor.

With one last groan, the double rolls over - revealing the
base of the vase embedded in her forehead. She SIGHS and
falls still.

NOA (cont'd)
God, I always wanted to do that.

Light returns to the room. Evil Faith shifts back into Dark
Noa who gets to her feet and pulls the glass from her head,
thinking nothing of it. The wound heals over immediately.

Despite having her ass handed to her, she's still menacing as
she strides towards Noa.

DARK NOA
Perhaps a different approach?

She reaches out faster than Noa can stop her. Her hand falls
on Noa's face, causing us to SMASH CUT TO:

A quiet little cafe with windows that show an ambulance
pulling up outside the hospital not too far away.

One or two CUSTOMERS are dotted about, drinking their coffees and reading their papers. An African-American WAITRESS fixes another pot of coffee in the background.

Trying to get her bearings, Noa looks around. She eventually looks at the person opposite her. No surprises:

Now dressed in an olive Linkin Park t-shirt with a backpack draped over her shoulder, Dark Noa stirs a coffee, staring into it intently.

NOA
Where are we?

No response. Noa reaches across and swats Dark Noa's spoon aside. Dark Noa takes it out and puts it to one side.

NOA (cont'd)
(firmer)
Where are we?

DARK NOA
Just here.

She taps the side of Noa's head firmly. It hurts, a little, but Noa tries not to show it.

DARK NOA (cont'd)
Coffee?

She offers her cup to Noa who reaches for it sceptically, and rightly so as Dark Noa pulls it out of reach. She stands up, holding it high over Noa's head.

DARK NOA (cont'd)
(grinning)
Come get it?

NOA
What are you, five?

Dark Noa just raises her eyebrows, so Noa SIGHS and stands -

She falls to one side, off her chair and onto the floor with her legs lying next to her, useless.

Noa reels for a moment - before grim determination settles back across her features. She turns to Dark Noa.

NOA (cont'd)
This is it? This is all you have?

She pushes herself up until she's sitting upright, supported by her hands.

NOA (cont'd)
I told you, I don't care any more.

DARK NOA
And yet you're there, on the floor,
in your dreams, with me.

NOA
It's part of who I am now. Bitching
and denial can't stop that.

With a little difficulty, she manages to climb back onto her chair and adjust herself until she's comfortable. Dark Noa just watches, not even a little sympathetic.

NOA (cont'd)
If this is the best you've got, you
may as well throw in the towel now.
(beat)
Of course, it makes sense that you
want to talk.

This gets Dark Noa's attention.

DARK NOA
What do you mean?

NOA
(playing coy)
Nothing.
(beat)
Just saying, makes sense that you
like the company. Being the only
one of your kind on this world and
all, I mean.

The mug cracks under the sheer force of Dark Noa's grasp. She doesn't pay the slightest bit of attention to the boiling hot coffee all over her hand.

DARK NOA
I am not 'lonely.' Do not presume
to understand my mind, human.

NOA
No, no, of course not. Little
Ereshkigal, the big mommy who had
all her little kids around her for
all time until pop! She's here, all
alone in a world that doesn't give
a crap.

That does it. Dark Noa DIVES over the table, knocking it aside as she does to get to Noa's throat, grasping it with both hands.

Noa PUNCHES her away and gets to her feet, stepping around the table.

NOA (cont'd)
(looking down)
Good ol' gams work when they have to!

Dark Noa takes a KICK to the gut as she tries to attack again, leaving her winded.

All the while the customers and the waitress, now pouring one customer a coffee, fail to notice their brawl.

NOA (cont'd)
Not as strong in here as out there, huh?

Dark Noa reaches for her backpack, dropping it when she's got what she needs - a DAGGER, curved, double edged with an obsidian handle and runes carved into the blade.

She charges, striking and sweeping out at Noa but she's just not fast enough, our girl dodging every blow until she pulls it free of her alter ego's hand and BURIES it to the hilt in Dark Noa's chest!

Blood quickly escapes from the wound and from Dark Noa's mouth as she GASPS.

NOA (cont'd)
And that's how it's done.

Dark Noa stumbles to the floor and stays there, leaving Noa looking very pleased with herself.

SMASH CUT TO:

19 INT. SPECIAL PROJECTS - CHAMBER ROOM - CHAMBER - NIGHT 19

Dark Noa SCREAMS as she wakes up, her eyes burning brighter than we ever have before - illuminating the entire chamber as she writhes in agony.

PULL OUT TO:

20 INT. SPECIAL PROJECTS - CHAMBER ROOM - CONTINUOUS 20

Pryor and Bob watch from outside, Pryor looking very concerned.

BOB
Sir, I'm sorry, but all of this is beyond anything I... what's happening?

(CONTINUED)

Pryor doesn't answer right away, instead walking towards a nearby computer. He sits down and types a couple of commands in. The light from the screen highlights the shadows under his eyes.

PRYOR

It would appear as though she's losing.

BOB

Sir?

PRYOR

The Darkling is fighting for control of the host, and it seems as though my plucky friend is beating it.

(under his breath; grins)

That's my girl.

Bob joins him by the computer, seeing an image of two brains side by side, one, presumably Noa's, seems to be mostly dark blue but patches of red seem to be growing.

BOB

Should we inform the Mayor?

PRYOR

(quickly)

No!

(beat)

No. Feed more energy into the chamber, it should give the Darkling a boost without compromising the chamber's structural integrity.

BOB

'Should'?

PRYOR

Let me rephrase that...

Pryor turns - and VAMPS OUT. Bob shrinks away from him, nodding quickly. No further encouragement is needed.

Bob moves over to another nearby computer and begins to alter the settings as Pryor turns back to the chamber.

To the sounds of the Darkling's primal screaming growing to almost deafening volumes, we:

BLACK OUT:

END OF ACT ONE

ACT TWO

FADE IN:

21 EXT. NEW YORK - ALLEYWAY - NIGHT

21

Grim is the watchword; steam rises from the drains, permanent damp and filth everywhere, and sirens can be heard in all directions not too far in the distance.

It's also home to BRUCE (64), a bearded drunken homeless man with stains of origins we'd rather not think about all over his ragged clothes.

He staggers down the alleyway, swinging a bottle and singing something to himself in broken English.

A trash can crashes down, so does Bruce. He lands face first in yesterday's leftovers and god knows what else. Fortunately though, he keeps a hold of his bottle.

Thoroughly amused by his tumble, he laughs uproariously to himself. That is until a low GROWL precedes his being dragged to his feet by an equally HOMELESS VAMPIRE.

BRUCE
(startled, yelps)
Monster!

HOMELESS VAMPIRE
That's right, and you're -

Bruce's bottle SMASHES over the vamps' head! The vampire's knees buckle a little as he clutches his bruised noggin.

HOMELESS VAMPIRE (cont'd)
What the hell?

BRUCE
You won't eat me, you bloodsuckin'
bastard! Don't think I don't know
what you -

He BELCHES loudly and stumbles to the side, having to resort to using the wall for balance.

HOMELESS VAMPIRE
Crazy old fool.

He lunges. He DUSTS. Bruce is left clutching a makeshift STAKE as the vamp falls to nothing, quickly turning to see:

Faith. Confused as hell.

FAITH
You... what?

(CONTINUED)

BRUCE

Hey, don't you come at me! Pretty lady or not, you're not drinkin' my blood!

(beat)

Where'd my bottle go?

FAITH

(mutters)

It's never easy, is it?

(to Bruce)

I need information.

He scowls at her and reaches for his stake. Faith reaches for a crucifix necklace around her neck.

FAITH (cont'd)

Not a vampire, old timer.

Bruce gives her a stare, looking right into her eyes before finally breaking out a smile, slicking his thinning white hair back and straightening his jacket as best he can.

BRUCE

What can I do for you, then?
Vampire need killin'? Been doing them all my life, you know?

FAITH

No, I got that down.

(off his sceptical look)

I'm a Slayer. Technically "the" Slayer.

BRUCE

Slayer? Yeah, yeah, I knew one of you back in '72 - or was it '77?
Nice girl. Great jacket.

FAITH

Look - not meaning to be rude, but I hear you kinda... live here?

Taking a moment away from staring at the stars, he nods, swaying a touch. He seems neither offended nor ashamed.

FAITH (cont'd)

There was a blonde girl. Five four, mid-twenties, LA kind of skinny. Someone said she cut through here?

BRUCE

(shakes his head)

Not here, 's only here on Wednesdays. Moves around, stops them getting caught.

(CONTINUED)

FAITH
Yeah, well, this was last
Wednesday, so...

Thinking on it, he rolls his tongue around his cheek before
having a eureka moment.

BRUCE
I saw her! That place stopped
comin' here a couple of weeks back,
she couldn't get in, I told her
'bout it, she left.

FAITH
You tell her where to go?

He shakes his head and Faith looks slightly disappointed at
the lack of information.

FAITH (cont'd)
Okay, thanks for your help.
(beat)
What is this place, anyhow? Doesn't
look like your standard supply
store.

BRUCE
It's not - bunch of demonic
junkies, the lot of them.

FAITH
Anything else that could help me
find her?

Startled, he looks at her like she'd just appeared out of
nowhere. Then, recognising her again, he shakes his head.

She brushes past him, heading towards the street along the
other end of the alleyway, resigned to another failed
attempt.

BRUCE
(light bulb)
Wait!
(as Faith turns)
Spare any change? Even a vampire
killer like myself's gotta eat.

He puts his hand out and gives her his best grin. Faith digs
into her pockets, as we CUT TO:

Noa and Dark Noa, the latter once again with a coffee, are
once more sitting opposite each other. Much more civil than
before.

NOA
(thinking hard)
I've been here before.

Though she looks the whole cafe up and down twice over, it's only when she looks back at Dark Noa, then past her at the hospital over the road that it hits her.

NOA (cont'd)
Those clothes... that bag...

Dark Noa couldn't look much more pleased with herself, sadistic glee all over her face as she leans in.

DARK NOA
(icy)
Don't come and see me ever again.

With that, her image shifts to that of BARBARA DERUBRIA, body littered with bullet wounds, her face pale and blood spattered.

BARBARA
I'm sorry, honey. I know you must hate it when I just swing by without any warning...

NOA
Stop it!

BARBARA
(genuinely concerned)
Noa? What's wrong?

She reaches forward to touch her daughter's face but Noa scrambles to her feet to escape. "Barbara" CACKLES.

BARBARA (cont'd)
Not happy to see your mom? Come on, mommy needs a hug!

Getting out of her chair, she advances on Noa, who shuts her eyes. She nearly falls over another table as she tries to hide away.

MALE VOICE (O.S.)
Whoa, Noa, careful!

Someone catches her before she can fall. She uncovers her eyes and Barbara is gone - in her place, putting Noa back on her feet is JON QUINN.

NOA
(after a beat)
You're not him.

(CONTINUED)

QUINN

(confused)

Sure I'm me. Are you feeling okay?
I could take you home, let you
catch a little sleep. You look
pretty wired. Faith keep you
working all night?

(sighs, smiles)

Come on, I'll drive.

He reaches out and touches her. She allows herself a moment to be with him, sinking into his arms until they are in a tight embrace.

NOA

It's good to see you.

She closes her eyes and relaxes. It doesn't last.

Disgusted, she opens her eyes and stumbles backwards, looking in horror at her blood soaked hand.

A pool of it is POURING from a wound in Jon's side which he clutches, struggling for breath as the colour runs out of him.

QUINN

(winded)

Sorry. This keeps happening to me.

(coughs)

It's your fault, you know?

NOA

(choking up)

No...

QUINN

Sure it is. Ever since Faith came
along, everything dies around you.

NOA

That's not true.

QUINN

(getting angry)

You know it is, Noa. You're a curse
and you know it! I'm dead because
of you!

She sinks to her knees, sobbing into her hands, Jon's blood smearing her face and hair.

A hand falls on her head. Though unwilling to look at first, eventually she gives in to the urge and sees not Jon but:

(CONTINUED)

KINCAID

KINCAID

You know, I didn't die.

Knowing there's more to come, she doesn't take a great deal of comfort in that.

KINCAID (cont'd)

As far as you know...

That just about breaks what little resolve she had left in her.

NOA

(shakes him)

Not him. Please... not him.

KINCAID

All the things we were going to do together in my world. Your friends ruined all of that. Remember how happy we were? Now I'm gone and you'll never see me again.

Fury rising in her, she TACKLES Kincaid to the floor, flailing her arms against his chest until he bursts out laughing.

It gets louder and louder, less and less human until he explodes into the formless cloud of shadow that is the Darkling.

It surrounds her and she retreats, cowering in the corner. PULL BACK from her shivering, weak form as the darkness envelops her until we CUT TO:

Various DEMONS of all shapes and sizes drink beer, eat junk food and play pool while some old 50's rock and roll music plays on the jukebox.

A three eyed DEMON with a gaunt face is SLAMMED against the wall, cutting the jukebox off. The entire bar turns to look at Vi holding him there.

A couple of the demons attempt to advance on her but Lori steps in, flexing her SPARKING fingers.

LORI

I wouldn't.

One particular demon doesn't take any notice, marching over to her until he's right in her face. Lori doesn't even flinch at his rotten teeth or foul breath.

(CONTINUED)

HORNED DEMON
I ain't afraid of you, bi-

Lori flicks her wrist and the demon HITS the ceiling,
literally. He's pinned there!

LORI
Anything else to add?

HORNED DEMON
You get me down from here, you
wicca whore! I'll tear your heart
out through your -

The rest becomes muffled as his mouth magically seals shut
thanks to another flick of Lori's wrist. He scrabbles at his
face but it doesn't do him any good.

LORI
Anybody else?
(beat)
Good.
(to Vi)
Carry on.

Vi lifts her demon, RAY, off the wall just far enough to SLAM
him back into it.

VI
You were saying?

RAY
(southern accent)
Okay, you got me. You girls are
worse than the Mayor's task force,
you know that?

LORI
Now, see, where we come from,
that's like dissing girls with red
hair.
(leans closer)
As in one hell of an insult.

Ray looks up at the Horned Demon who has now passed out from
his own fear, or possibly the lack of air.

RAY
Can you blame me? You're not
exactly our friendly neighbourhood
wicca!

VI
We're not here to make friends,
we're here to find our friend.
(MORE)

(CONTINUED)

CONTINUED: (2)

VI (cont'd)
Rumor has it you saw her that
night. Rachel Hagerman?

LORI
Blonde, skinny, pretty? Knows how
to hand any of you schlubs their
ass if they cause trouble?

Not about to give up what he has, Ray avoids catching Vi's
eyes but sees clear enough when she's about to slam him up
against that wall again.

RAY
(quickly)
Okay, okay! I saw her. Saw her more
than once or twice actually, she
was a regular visitor.

Vi drops him and he dusts himself off.

RAY (cont'd)
Thank you.

She PUNCHES him in the face, just to remind him they're not
friends.

RAY (cont'd)
(clutching his jaw)
Ow, ow! Damn it, Slayer!

VI
(ignoring him)
She was a customer? For what?

RAY
I'm an empath, darlin', third eye
sees into your soul, lets me know
what you're thinkin'. Makes me the
best shrink in the city. Miss
Hagerman was a regular.
(grinning)
You gave her a lot to think about.

It takes a moment for it to sink in, but when it does Vi
looks overwhelmed with guilt. She hangs her head.

LORI
I'm curious, eye number three lets
you what, see into people's heads?

RAY
That's right, little lady.

LORI
So you need that, right? To make a
living

(CONTINUED)

RAY

What do you -

She points her finger right at his eye, getting as close as she can without touching it. Her fingertip GLOWS blue.

RAY (cont'd)

Hey, hey, hey!

LORI

Apologise.

RAY

I'm sorry!

LORI

Not to me.

(nods towards Vi)

To her.

RAY

(to Vi)

I'm sorry. I didn't mean it. That was a crappy thing to say.

LORI

Good.

She CLICKS her fingers and he turns around and SMASHES his head off of the wall, knocking himself out.

LORI (cont'd)

(amused)

Empaths. It's almost too easy to push 'em around.

Leading Vi outside, Lori puts her arm around her, trying to find words that will help, but none seem to spring to mind.

The bar stays quiet for a moment after they leave until, with a CRASH, the Horned Demon falls from the ceiling, the commotion forcing us to CUT TO:

As we left her, Noa cowers at the sight of the Darkling rearing up on her.

Something clicks in her mind and she looks up, stands, and looks about ready for anything.

Her body FLICKERS and shifts. It's not Noa stood there any more.

AMBROSIA stands against the Darkling, tears running down her face. Her body is all but broken, grimy. The Darkling stops.

AMBROSIA

All I wanted was to be myself, fight my own fight, but you took all of that away from me! You wouldn't even let me die! I watched you do those horrible things and you laughed at what you made my body do. And when you were done you threw me aside. Do you even know what happened to me when you went into her?

The Darkling retreats into the form of Dark Noa once again, white as a sheet at the sight of its former host.

DARK NOA

What are you doing?

Her work done, Ambrosia shifts back into Noa.

NOA

All this time together, I saw everything you were. I let you use me, but all the while it turns out I was changing you. All those emotions you never felt before, they're starting to creep in. The one you have at the pit of my stomach every single time you snap somebody's neck or eat someone alive? That's guilt. Stings like a bitch, huh?

There may as well be steam coming out of Dark Noa's ears for all her fury, but her mood quickly changes to fear.

DARK NOA

Something... is changing.

The scene falls into complete darkness other than the two red spots coming from Dark Noa's eyes, and we CUT TO:

INT. SPECIAL PROJECTS - EXPERIMENTATION ROOM - CONTINUOUS 25

A great machine, a metal framework with bindings around for the ankles, waist, wrists and neck. Glowing runes have been cut into the metal whilst more have been painted on the floor.

Out cold, Noa is hoisted into the machine by SCIENTISTS. Once she's in place, the machine HUMS loudly, getting louder.

Pryor is standing at a console, working the controls, concentrating hard.

Wilkins looks up in wonder at the machine, then concern as Dark Noa begins to stir, struggling violently against the bindings.

WILKINS

I have to hand it to you, Mister Webb, you've excelled yourself. You're sure it's completely necessary?

PRYOR

The Darkling appears incapable of dealing with this situation itself, so I think it's time to step in. Total separation is impossible after so long linked the way they have been. They're bound to one another in a manner I can't even begin to attempt to separate.

(beat)

Is the temporary host ready?

As he speaks, a young WOMAN with purple hair, barely alive, is dragged into the room by a demon GRUNT wearing an oversized shock collar.

It's Korin, our camera hating belle from earlier.

WILKINS

I guess so. Can't say I think much to that hair, though. Quite why these youngsters feel the need to splash those dyes around like kids at paint 'n' play time...

Pryor pulls a switch, causing Noa to CONVULSE violently, thick black smoke rising from her mouth; slowly at first, then in a great torrent.

THE DARKLING swirls around the room, scaring the living daylights out of the various scientists around the room, some of whom scarper. Pryor and Wilkins don't even budge.

Eventually it DRIVES itself into Korin. She CONTORTS as the smoke pours through her open mouth.

Once all the smoke has gone, Korin sags. There's no sign of struggle or resistance.

WILKINS (cont'd)

Is it done?

Noa suddenly SCREAMS behind him in her bindings, panicking, struggling to get free.

(CONTINUED)

PRYOR

So it would seem.

Cuts and bruises appear across her face and arms. Bones audibly and visibly BREAK for no reason, her arms and legs contorting into unnatural positions. Burns and bruises appear out of nowhere all over her skin.

It's not long before she stops struggling, in too much pain to move. She slumps, staring Wilkins in the eye, trying not to drift off into unconsciousness.

WILKINS

That's half the work...

Behind him, Korin climbs to her feet. She steps up beside him, her eyes flashing red.

DARK KORIN

And the other.

WILKINS

Good to have you back.

He strolls over to Noa, not breaking their little staring contest.

WILKINS (cont'd)

Now, missy, we had a deal. I clear your mother's debts, you give my friend here your body.

A door opens and another prisoner is dragged into the room, Noa looks to the door but can't quite make out who it is.

Dark Korin takes the prisoner from the demon grunt and holds her up like a trophy.

The prisoner is THROWN roughly on the ground before her - it's RACHEL! She's black and blue, her breathing ragged.

WILKINS (cont'd)

Now we're going to have to do something to convince you to honor your deal.

He nods to Dark Korin, and she DIVES forward like a dog let off its leash. Noa GASPS in horror as we:

BLACK OUT:

END OF ACT TWO

ACT THREE

FADE IN:

26

INT. BUTLER INC. - NIGHT

26

Alone in a dark, drab room; SAMUEL BUTLER (38, lifeless brown hair, geeky and just a touch creepy) is staring at one of a hundred monitors on the wall.

He's startled by a knock on as the door, jumping out of his seat and dropping his glasses on the floor.

First reaching for his glasses, wiping them on his sweater, he opens the door. Squinting, he puts the glasses back on to see Jerry on the other side.

SAMUEL

(stuttering)

M-M-Mister Heal, sir. It's a p-p-
pleasure to see you again.

JERRY

You too, Sam.

He tries to look as warm as possibly but he's not fooling anybody.

SAMUEL

(sigh)

Who is it you're s-s-spying on this
time? Not s-s-still recruiting for
the Church, are you?

JERRY

No. I left the Church a long time
ago. This is personal.

SAMUEL

Then I'm s-s-sorry, but my contract
was with the Church. You'll have to
look for s-s-someone else to help
you.

Trying his best to look cold and uncaring, Sam turns away
goes back to work.

JERRY

For old times sake?

Though his instinctive reaction is to say no, Jerry's "trust
me" smile is a force to be reckoned with and Sam is quick to
reconsider.

SAMUEL

(sighs)

Who is it?

(CONTINUED)

JERRY

The name's Hagerman, Rachel.

SAMUEL

Her address?

Picking up one of the many pieces of paper littering the room, Jerry pulls out a pen and notes down the address.

JERRY

Last place we know she visited was -

SAMUEL

N-n-not how it works.

He types in a series of numbers until RACHEL appears on one of the monitors, a decent close up, but a still image rather than a video.

JERRY

So you finally got those hooked up?

SAMUEL

Every cash point in the c-c-city.

Dots appear on her face and a digital mask appears on another monitor. A progress bar appears on screen until at last only one screen remains showing Rachel walking down a street.

SAMUEL (cont'd)

This is the last record I can find
of her face on any of the cameras.

JERRY

(frowning)

This is the night she went
missing...

A black van pulls up and skids to a stop. Rachel turns - just as several MEN burst from within the van!

Rachel tries to run, but she's pulled into the van by a couple of TASK FORCE OPERATIVES.

They BLACK BAG her as she's pulled inside, and the doors SLAM shut before the van speeds off again.

SAMUEL

(beat)

That's all I can find... I could
trace the van?

JERRY

(dark)

No. I know where she is now. Thank
you.

(CONTINUED)

He tosses a couple of notes at Samuel and prepares to leave.

SAMUEL

Why didn't you come to m-m-me in
the first place?

JERRY

You're a hard man to find, for
someone who can find anyone.

As Jerry expected, Samuel seems to take that as a compliment.

SAMUEL

Good to know.

And he's back to his work. Hundreds of monitors come alive again as Jerry leaves him to do his thing, contemplating the task ahead of him.

A few Rachel's teeth going flying after a KICK to the face courtesy of Dark Korin. The defenceless orderly just lies on the ground, unable to move let alone put up a fight.

DARK KORIN

This is barely even entertaining!

ON NOA, unable to tear her eyes away though she desperately wants to. She's CRYING.

Stood at the console, controlling Noa's bindings, is Pryor, accompanied by Wilkins. They watch the savage beating with disgust and pride respectively.

WILKINS

Are you sure Miss DeRubria can
withstand being separated for this
long?

PRYOR

The damage her body's suffered ever
since the Darkling took over is
significant... but not fatal. Yet.
She'll require medical aid as a
matter of urgency, so I suggest we
finish this... charade as soon as
possible. Before we lose her.

Rachel SPITS blood all over Dark Korin's shoes.

RACHEL

(strained)

Don't do anything, Noa. You hear
me? anything!

WILKINS

(amused)

Noble as that may be, I'm afraid that if you stop breathing before she decides to stick to our agreement, then we'll just find somebody else to torture. One of your other little friends.

RACHEL

(to Noa)

Noa... you can't.

The Mayor looks a little tickled by her resilience.

WILKINS

Maybe we could use her as a host? She's got that tough girl attitude we like, especially after she still wouldn't give away the location of Faith's new hideout after, well...

He indicates Rachel's battered state.

WILKINS (cont'd)

You can see how the questioning was going before we brought her here.

He turns to Noa, hoping to get a rise out of her. She doesn't bite and he looks disappointed.

DARK KORIN

I don't think so.

Noa and Rachel take up the opportunity to have a miniature coup.

NOA

Never happen.

RACHEL

Damn straight.

Wilkins is infuriated, but his mood soon shifts.

Dark Korin STAMPS on Rachel's hand, the bones CRUNCHING underfoot. Rachel tries to scream in agony but only manages a squeak. There are few screams left in her lungs.

Next, she's hoisted off the ground by her hair and dragged across the room to where the demon grunt from before is stood holding a grisly looking knife.

She takes it then DRAGS Rachel again, virtually taking her scalp off by this point.

(CONTINUED)

Finally, setting up in front of Noa, she looks over her victim's shoulder with unbridled glee and CUTS into Rachel's gut - not deep enough to kill but enough to cause agony.

Blood starts to flow but Rachel refuses to cry out, teeth clamped firmly into her lip even as she SHUDDERS with pain.

NOA

Stop it!

DARK KORIN

Then you'll concede? Accept me as your master, stop resisting my possession of your body?

Noa tries to answer but can't bring herself to do it.

NOA

(ashamed)

I... I'm sorry...

RACHEL

(croaks)

Don't be.

Furious, Dark Korin SLASHES Rachel's good arm open, cutting deep enough to clip the bone whilst spattering plenty of blood across the room.

Some blood SPATTERS across the Mayor's suit jacket.

WILKINS

(grimaces)

Darn it!

He looks positively disgusted as he takes a handkerchief and wipes the blood away.

WILKINS (cont'd)

I'm all for violence and torture, but can't we maintain a little hygiene?

PRYOR

(dry)

I'm sorry we didn't have chance to put some plastic sheets down first.

Ignoring his little quip, Wilkins rolls his hankie into a ball before tossing it into a waste paper bin, dusting off his hands.

WILKINS

On second thoughts, maybe it's better just to let you kids get on with things.

(CONTINUED)

He starts to walk away.

PRYOR

(quickly)

Do you really think we can trust
that thing without you in the room?
You're the only one it listens to!

WILKINS

(tuts, to Dark Korin)

You, do everything Mister Webb says
until I get back. Understand?

(to Pryor)

It's all about respect.

PRYOR

Which I believe you had it locked
up in my bloody dungeons to learn
these last few days. You think
you've done that?

He motions towards Korin, who is carrying on in her quest to
beat Rachel to a bloody pulp.

WILKINS

I think so. We're giving her what
she wants. We keep doing that, I
think we'll be just fine.

He actually manages to get away this time, nearing the exit.

WILKINS (cont'd)

Let me know when we have a little
progress. And I think we may need
to bring in another of her friends,
I can't see this one lasting much
longer.

Growing desperate and realising Noa isn't going to give in on
her own, Pryor looks around to see that nobody is looking -
and puts a key into a lock on the console.

He opens a small panel to reveal a hidden compartment with a
touch pad.

He places his hand on the pad. It GLOWS softly. He closes his
eyes. ZOOM on his face, he's concentrating hard as we CUT TO:

It's been a long time since we saw Pryor's old lab but it's
exactly how it was before Evil Faith burned it to the ground -
all sterile and cold and yet... homey.

Noa sits on one of the metal slabs, legs dangling, not questioning the change of scenery as Pryor steps in front of her.

PRYOR

Hello, Noa.

She rolls her eyes and slides off the slab.

NOA

You're still in here? What happened to wicca girl?

PRYOR

(bemused)

What? Oh... I'm not the Darkling, Noa. It's me.

She doesn't exactly perk up much at that.

NOA

Pryor?

PRYOR

Not exactly in the flesh, but here I am.

Beat.

She dives at him, tackling him to the ground. He tries to shove her off, VAMPING OUT, but it doesn't do any good. She's too strong.

NOA

(pumelling him)

You son of a bitch!

PRYOR

(struggling)

This isn't the time!

He builds up all of his strength and FLINGS her off of him, FLIPPING up of the ground as she lands gracefully on both feet.

Before she can attack him again, he steps back, looking as nonthreatening as possible.

PRYOR (cont'd)

We need to talk.

NOA

Sure, how's the life of a killer working for you?

(CONTINUED)

PRYOR
(snaps)
You're one to talk.

We've never seen Noa deflate quite so quickly. She doesn't have anything to come back with.

PRYOR (cont'd)
Listen, when you said you'd take
the Darkling back...

NOA
Just buying time.

PRYOR
Don't.

She doesn't follow.

PRYOR (cont'd)
(explaining)
Don't buy time, don't resist. I
don't like Wilkins any better than
you do, and I certainly don't want
to see the world end. But you have
to make the sacrifice. You have to
let it take you. For now. It has to
trust you because if it doesn't,
even for a second, then Rachel is
as good as dead.

She considers it, but there's a nagging thought which she
can't get past.

NOA
But I'm supposed to trust you?

PRYOR
No. Trust in Faith. As long as the
Darkling has you, she'll never stop
looking for a way to save you. All
a part of the plan.
(beat; earnest)
Please.

With a great deal of effort, Noa nods, and we CUT TO:

Pryor takes his hand off of the secret panel, covering it
over once again.

Noa hangs limp in the machine, barely able to hold her head
up as she speaks.

NOA

(weak)

Do it.

Wilkins, halfway out the door, looks shocked, not quite trusting her.

WILKINS

You expect me to believe you, just like that?

NOA

I can't live like this any more.
Just do it. Let Rachel go.

Dark Korin GRINS wickedly, Rachel's limp form still held tight in her grip.

DARK KORIN

She means it. She wants it.

RACHEL

(weak)

Noa... don't...

Dark Korin indicates her own body using the bloody dagger.

DARK KORIN

I do not care for this body.

NOA

So take mine.

RACHEL

No! You can't!

Pryor waits for Wilkins' say so, and a nod gives him exactly that. He moves over to the control panel on the machine keeping Noa suspended and throws a switch.

Instantly the Darkling is SUCKED out of Korin's body, the wicca falling forward into Pryor's arms.

She looks up at him for help but he just SNAPS her neck coldly, tossing her aside to watch as Noa is once again possessed by the Darkling.

RACHEL (cont'd)

(horrified)

Noa!

Noa WRITHES as the Darkling forces its way back inside her, her body spasming within the restraints.

Finally, she falls still, her body sagging within the restraints. Silence falls, broken only by Rachel's SOBS.

(CONTINUED)

WILKINS
Miss DeRubria?

DARK NOA
(not looking up)
Release me.

She straightens up and looks dead ahead, eyes BRIGHT RED once more to Wilkins' glee.

He motions for Pryor to release the bonds. Though he's not eager to do it, Pryor does as he's told.

Dark Noa drops gracefully to the floor without a sound and flexes her various muscles, cricking her neck.

Meanwhile, Pryor moves over to Rachel, checking her over. She stirs but falls back into unconsciousness before she can see what's going on. He has to hold her up, brushing away a SCIENTIST who tries to help.

WILKINS
Now, you're sure it's you in control?

Rachel stirs again, looking around with bleary eyes at her surroundings.

DARK NOA
There is no resistance.

RACHEL
(dazed)
What's... what's happening?
(to Pryor)
Pryor? Where are we? Did Noa... is she...

WILKINS
Well, call me suspicious but I wouldn't mind testing that theory.

Without hesitating, he turns and SNAPS Rachel's neck!

PRYOR
(roars)
No!

She slips from a shocked Pryor's grasp and drops to the floor in a heap.

Dark Noa stares down at her lifeless body, unflinching. Wilkins' eyes snap onto Noa, watching her reaction closely.

Pryor goes to Rachel's side, checking her pulse - nothing. Shaking with rage, he whirls to face Wilkins.

(CONTINUED)

PRYOR (cont'd)
There was a deal!

WILKINS
(beaming)
To heck with the deal, my girl's
back!

He pats Dark Noa on the shoulder. She turns and looks at his hands as though she wanted to burn holes into them.

WILKINS (cont'd)
(re: Rachel)
See that this mess gets cleaned up.

She walks past him, barely even noticing Pryor as he reaches a hand out to Rachel, gently closing her eyes.

CLOSE UP on Dark Noa as a tear rolls down her cheek. She wipes it away, looking at in confusion, her stride slowing for a moment before she walks on again.

BLACK OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

30 INT. ASYLUM - STAFF ROOM - NIGHT

30

The remaining gang: Faith, Lori, Jerry and Vi are gathered in the staff room. They are spread out around it, taking advantage of the growing space.

JERRY

The Mayor has her with Pryor at the Special Projects Division. The new site, I mean.

None of them react with any surprise, evidently he's just recapping for them.

JERRY (cont'd)

After the last time, it's possible they'll be expecting us and almost certain they'll have improved security. Dawn's downstairs looking for a way in, but odds are any plans she can find will be too outdated to be much use.

The general feeling of hopelessness resounds in all of their expressions.

LORI

It's suicide. You barely got in and out last time.

FAITH

Didn't have two Slayers and a witch to help you get in last time.

JERRY

I'm not sure it matters.

He runs his hand through his hair, eyes looking heavy from a lack of sleep.

JERRY (cont'd)

The last time we had prisoners from inside the Special Projects Division. Their cells won't have filled up just yet.

VI

So we take in some of the refugees. Anybody that wants to help can sign up.

(CONTINUED)

LORI

(snort)

Yeah, good luck with that.

Faith is quick on her feet, squaring up to Lori who doesn't even react. Vi attempt to step between them but her efforts are just a little half hearted.

FAITH

Something to say? 'Cause if you're not saying or doing something constructive you can leave this room.

(beat)

Well?

Lori doesn't back down, her nostrils flare and she looks to Vi for backup. She's surprised when none comes.

LORI

Fine. Between the Darkling, your old buddy Pryor, and any of the Mayor's Task Force that might be around, it's close to suicide. Realism constructive enough for you?

FAITH

She did it for us.

LORI

Because we were worth fighting for!

That didn't come out right. She clearly regrets it as soon as the words come out of her mouth but everyone looks at her in disbelief. Faith is damn near shaking, trying desperately not to start a fist fight.

LORI (cont'd)

I'm sorry... but it's true. What you said.

(off Faith, herself)

Slayer, witch. We're fighters. She's just a human, and this is war. We can't risk dying for someone who can't even help fight!

That does it, Faith splits Lori's lip open with a JAB to the face. As Faith steps back, Lori FLARES magic in her hands threateningly.

VI

(getting between them)

Stop!

(CONTINUED)

Lori looks stunned by the interjection, nevertheless she does as she's told.

LORI
You're taking her side?

VI
Rachel's one of us. We don't leave anybody behind.

LORI
(frustrated)
This isn't some movie! We're not an army! We have to weigh up the options, and sometimes the hardest choice isn't the easiest.

Nobody talks, she's making some sense but there's still a rigidity to their body language.

JERRY
It's not that easy. You haven't been here long, but you need to understand we've lost people - good people. We'd save them all if we could.

VI
Rona.

FAITH
Gabriel. Todd. Alex.

JERRY
Quinn. Ruth. Pryor. Noa.

FAITH
Not looking to add to the list.

Lori sighs, closing her eyes. She knows she's lost, this is her surrender.

LORI
So when do we go in?

FAITH
First thing in the morning.
(smirks)
We always go in at night.

Even Vi manages a little smile at that.

FAITH (cont'd)
(to Lori)
You stay here.

(CONTINUED)

LORI

But -

FAITH

After that speech you just threw
out... no. Forget it.

(to Vi)

We'll keep this neat. Just you and
me. The more people we take into
unknown territory, the bigger the
risk of someone getting caught.

Lori looks to Vi - but Vi doesn't meet her gaze. Lori HUFFS,
annoyed, and marches out of the room.

Jerry and Faith swap a glance, before Faith turns to Vi.

FAITH (cont'd)

Vi, I need to know -

Vi holds up her hands, palm out.

VI

(off her hands)

My head. The game.

She brings them together. Satisfied, Faith grins, but as she
turns to leave:

DAWN materialises in front of them. Her eyes are wet with
TEARS.

FAITH

Dawn? What's...

Dawn just bows her head, long hair falling over her features.
Her tears VANISH as they fall and hit the floor.

SCOTT JACOBS looks bored and lost, one hand on the steering
wheel the other twiddling with the cross hung around his
neck. It's raining heavily outside.

His radio CRACKLES to life.

OFFICER

(filtered through radio)

All officers in the downtown area
near the Southerland building,
we've got a reported double
homicide, assistance required.

Scott reaches for his radio.

31 CONTINUED:

31

SCOTT
What's the location?

CUT TO:

32 INT. NEW YORK - STREET - NIGHT

32

Scott's car bursts into light and sound as his siren wails, turning in traffic to drive back in the opposite direction towards us and SMASH CUT TO:

33 EXT. NEW YORK - ALLEYWAY - LATER - RAIN

33

Lights, cameras, dead bodies. Two, covered in blue tarpaulins as various POLICE OFFICERS move around detailing every inch of the crime scene.

Scott walks in without an umbrella, glancing from side to side. He avoids the comings and goings of his colleagues without even thinking.

A PLAINCLOTHES OFFICER steps up to him, note pad in hand.

PLAINCLOTHES
We've got a male, mid fifties, GSW.

Scott lifts the tarpaulin off of the nearest body, uncovering the cold remains of Bruce, expressionless. He never even saw the bullet through his forehead coming.

PLAINCLOTHES (cont'd)
Execution style. This one though,
not so much.

He points at the second body, leading Scott towards it.

PLAINCLOTHES (cont'd)
Someone worked this girl over
before they broke her neck. My
guess would be vampire but there's
no sign of fang marks.

Scott hovers over the body, his hand touching the tarp but not actually grasping it.

SCOTT
ID?

PLAINCLOTHES
None we've found.

Bitting the bullet, Scott removes the covering - and sees Rachel lying underneath; bloody, beaten, broken.

He steps back, hand to his mouth before stumbling away only for us to hear RETCHING coming from his direction.

(CONTINUED)

PLAINCLOTHES (cont'd)
 Hey! You'll contaminate the crime
 scene!

Wiping his mouth, Scott steps back into frame and stares down
 at his former lover's broken body.

SCOTT
 Her name... she's called Rachel
 Hagerman.

PLAINCLOTHES
 (surprised)
 You know her?

SCOTT
 (slowly nodding)
 Yeah. We...
 (beat)
 She was under investigation about
 two years back.

PLAINCLOTHES
 Anything serious?

SCOTT
 (shakes her head, angry)
 No. Just a pawn in somebody's game.

He respectfully hides her away from the downpour as the
 Plainclothes makes a note, walking away without a second
 thought for Rachel or Scott.

Scott stares down at Rachel's covered remains, rain streaming
 down his face as his features harden.

It's not sorrow or grief we see, but anger. He clenches a
 fist and by chance looks up at:

Faith. Her face is a picture of loss, for once there's no
 retorts, no anger, just nothing.

Faith and Vi are up on a rooftop overlooking the alley. Their
 eyes meeting, Scott and Faith share a moment before Vi
 emerges from the shadows, placing a hand on Faith's shoulder.

VI
 Faith... we have to go.

No response, not even resistance. Faith just doesn't move.

VI (cont'd)

Faith!

(no reaction)

Faith!

She virtually has to yank Faith away from the edge of the rooftop.

Vi gently places her hand on Faith's arm and pulls it towards her.

VI (cont'd)

(softly)

Come on.

Another gentle pull and Faith finally gets the idea, following Vi away from the rooftop and we CUT TO:

INT. SPECIAL PROJECTS - WOODS' OFFICE - LATER

The Mayor opens the door to Woods' office, identified by a small number of photographs on the wall with him surrounded by FRIENDS and FAMILY.

Sat at the computer, typing away and not paying any attention to him, is Dark Noa.

WILKINS

Been looking everywhere for you!
Mister Woods does keep this place
tidy. Mark of a good worker, you
know? Man with potential. Ambition.

She doesn't look up, doesn't even seem to notice he's there until he steps over and GRABS her by the arm.

She looks up, the Darkling's eyes flaring.

WILKINS (cont'd)

What are you doing?

He looks at the screen - but it's just a desktop, everything having been shut down. Dark Noa stares at it, as if just as puzzled herself.

DARK NOA

I...

(shakes head)

Nothing.

She stands and marches past him. Wilkins frowns, baffled, and turns back to the innocent-looking PC screen as we:

SMASH CUT TO:

36 INT. SPECIAL PROJECTS - EXPERIMENTATION ROOM - BEFORE 36

The Darkling floods Noa's body, and:

WHITE OUT:

37 EXT. DARKLING'S DIMENSION - DREAMSCAPE (FLASHBACK) 37

Dark Noa stands on an invisible platform, more DARKLINGS swirling in a howling black tornado nearby.

NOA (O.S.)
One last thing.

Dark Noa turns to face the confident looking Noa.

NOA (cont'd)
You didn't think I'd just give up?

Dark Noa clenches a fist, prepared to fight, but Noa folds her arms.

NOA (cont'd)
Not happening. A deal. You get my body, and I get five minutes. That's all I'm asking, when I ask for it, five minutes and I'll never fight back.

DARK NOA
What for?

NOA
That's part of the deal - you never ask, and when I get my time I get it without you having even the slightest little bit of resistance, and I don't want you watching me either.

Considering the deal, Dark Noa drops her guard.

DARK NOA
Do you swear?

NOA
You have my word.

They both step forwards and shake on it.

WHITE OUT:

38 INT. SPECIAL PROJECTS - PRYOR'S OFFICE - NIGHT 38

The Mayor, looking rather more jovial than last time he visited this particular room, offers his hand to Pryor.

(CONTINUED)

In the background, Woods sits on the corner of the desk reading a report.

WILKINS

Nice work, Mister Webb. Did me proud.

He eyes his hand, still hanging there. Pryor takes it, hiding his disgust, and shakes.

PRYOR

(forced)

Thank you, sir.

WILKINS

And the other business, Miss Hagerman's remains -

PRYOR

Can't be linked back to you. All records of you even knowing who she is are being destroyed by my IT team as we speak.

WILKINS

Excellent.

They both grip a little tighter on one another's hands, their forced smiles never falling away even in the their pissing contest.

WILKINS (cont'd)

You know how I hate getting my hands dirty. I appreciate you taking the time out of your busy schedule to take care of that.

Pryor gives in first, disgusted at himself. Wilkins nods and leaves without a word.

Once Wilkins has left the room Woods frowns, checking his file.

WOODS

Sir, the IT department, you're sure the order got sent down to them? Because I don't -

PRYOR

(grins)

I'm sure I can be forgiven a little deception if it buys me an insurance policy.

Before Pryor can explain himself, we FADE TO:

39 INT. ASYLUM - GARAGE - LATER

39

The sound of *David Cook* singing "*Makeover*" fills the otherwise muted scenes that follow.

The Impala pulls up. Vi and Faith get out, the two of them completely shell shocked.

Jerry and Lori are waiting, along with other Asylum refugees like BECCA, ROSIE, ANGELIQUE and CARTER.

Faith pushes past them all, ignoring their questioning looks. Everyone turns to Vi, anticipating the terrible news. Vi simply shakes her head.

FADE TO:

40 INT. ASYLUM - STAFF ROOM - LATER

40

The whole gang stand around the table, blank expressions all around as one by one they head out - first Jerry, then Faith, finally Lori and Vi leave the room empty.

FADE TO:

41 INT. GATEWAY - CONTROL ROOM - CONTINUOUS

41

DAWN, surrounded by her many COPIES, stands in front of a row of floating screens.

She looks round, taking in the similarly downcast faces of HIPPY, NERD, MAIDEN, PUNK, GEISHA and the rest.

Nerdy Dawn moves first, walking slowly towards dawn - and absorbing herself into Dawn's body.

One by one, the others start to do the same. Dawn GLOWS as each of her copies steps into her - becoming a fraction more tangible each time.

As the last of the clones returns to Dawn, she BLAZES once with brilliant light - then settles. Whole. Complete at last.

Her knees give way under her and she begins to SCREAM silently, tears streaming down her face.

We ZOOM IN on one as it falls - not even leaving a wet patch on the ground it hits.

FADE TO:

42 INT. ASYLUM - GYM - SAME TIME

42

Faith, hair tied back, boxes the punch bag with more enthusiasm than is strictly necessary.

(CONTINUED)

42 CONTINUED:

42

The bag swings violently and soon Faith collapses into it, breathing heavily.

She steps back - then delivers a shattering ROUNDHOUSE KICK that BLASTS the punching bag off its support, sending it hurtling across the gym!

Faith starts to walk away, removing the tape from her bleeding knuckles and grabbing her jacket on the way out.

FADE TO:

43 EXT. ASYLUM - BALCONY - NIGHT

43

Jerry stands outside staring out over the city, cigarette in hand. He tosses it over the side and bows his head, then solemnly walks back inside.

FADE TO:

44 INT. DERELICT BUILDING - NIGHT

44

Vi CUTS DOWN a demon with her axe as it leaps at her, at the same time swinging her body around to STAKE an oncoming vampire.

She hacks and slashes and jabs and all the while Lori watches her, concerned.

Soon everything that isn't human in there has been cut to ribbons or reduced to dust leaving Vi to sink to her knees, sobbing in despair.

Lori walks over to her and kisses her on the forehead. Vi looks up at her, eyes watery and red and embraces her in a hug, her tears falling onto Lori's back.

FADE TO:

45 INT. BAR - NIGHT

45

The music fades away to the sound of drunken jeering in the worst bar New York has to offer. Somewhere nearby a fight is raging between a GANG of DEMONS and the barman tries to stop it but Faith ignores it all.

She's sat with a bottle of scotch and an empty glass which she clumsily fills again before necking the contents.

Scott takes a seat next to her, reaching over the bar for a glass which he then pushes in Faith's direction.

She looks at it, then at him, and with a little reluctance she pours him a drink which he raises to her, then empties.

(CONTINUED)

FAITH

The hell are you doing here?

SCOTT

Looking for you.

Rolling her eyes, she swivels on her stool to look at him, he doesn't bother looking back though, just stares down at his empty glass. Faith pours him another.

FAITH

We're not talking about it.

(off look)

She's dead, Scott, the only tie you had with us and she's gone - don't think I want you with me.

SCOTT

I don't give a crap about what you want. I just thought you should know...

Now he turns to her, and there's not even the slightest hint of a bluff about him.

SCOTT (cont'd)

I don't care which one of us gets there first. We both know exactly who did this, and that son of a bitch is going to pay. So all I need to know is... are you with me?

She doesn't answer, but her expression tells him all he needs to know. She's with him. Satisfied, he finishes his drink and marches out of the bar.

Faith remains, determination returning to her as she drinks one last glass. As she SLAMS the empty glass down:

BLACK OUT:

END OF EPISODE