

FAITH: SUCKERPUNCH BLUES

"Secrets and Lies"

by
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TEASER

FADE IN:

1 EXT. CLEVELAND STREETS - NIGHT.

1

TITLE OVER - July, 2004

The city street before us is in a sorry state indeed. A chunk of the buildings lining it have collapsed and are currently ablaze, with two fire crews doing their best to contain the flames as crowds of Clevelandites look on.

Fading away from the noise of the fire and the shouts of the fire crews, we pick up an unlikely couple, sitting quietly on one of the many piles of scattered brickwork and masonry lying around the scene - XANDER and FAITH.

Both have been through the wars - apart from the soot streaking their clothes and faces, Faith has a hand pressed to a dark red stain on her shirt, and both she and Xander show cuts and bruises from a hard night's Slaying.

Faith finishes a cigarette and flicks it to the floor, stubbing it out with her heel as Xander watches her.

XANDER

Doesn't it strike you as a little ironic that we just escaped a fire, and yet you're still sitting here smoking?

FAITH

(shrugs)

Helps me relax. I did just get a sword stuck in me, you know? Kinda need something to take the edge off that.

XANDER

Hey, edge away, all I'm saying is those decent, honest fire service guys over there might take offence to it, is all.

FAITH

(smirks)

Maybe they'll have to restrain me.

XANDER

(shakes head)

My God, woman, you just don't stop, do you?

FAITH

(cheekily)

Nope.

(CONTINUED)

Faith stands, a little shaky, and winces as she flexes her stomach muscles, starting to roll up the bottom of her shirt to examine her wound. Xander quickly pushes her hands away.

XANDER

(looking round)

Uh, maybe not the best place to do that. People might start asking questions if they see you self diagnosing a sword wound in the middle of the street.

FAITH

(nods)

You're right. We need to get to Buffy.

The duo start to walk away from the flaming buildings as the fire crews gradually bring the flames under control, passing a pair of parked squad cars, the uniform cops hastily putting up barriers to keep the civilians back. They're too busy to notice Xander and Faith discretely slip past.

XANDER

Where do you think they are?

FAITH

Makes sense Ulithios would head for somewhere where it could get its hands on plenty of power. Three guesses where the best spot for that is in town.

XANDER

The Hellmouth.

FAITH

Right. That's in the police station, right?

XANDER

Yeah, it should-

They pause as they hear the nearest squad car's CB radio blare out a call.

CB RADIO

(filtered)

All units, all units, please respond to a disturbance at the police department, riot in progress. Escaped prisoners and other suspects have barricaded themselves inside the precinct, sounds of gunfire reported.

(CONTINUED)

XANDER

Wow, sounds pretty-

Xander turns to address Faith - but she's already off and running as fast as she can bear to. She yells back over her shoulder to Xander.

FAITH

C'mon, Xander!

Xander jogs to catch up, and as he chases after her, we cut across to:

The terrible aftermath of the team's attempt to stop Ulithios is laid out before us. GILES, MARIE, WILLOW, ANDREW and JODY are all catching their breath, exhausted from the fight but standing victorious over the bodies of the robed cultists spread across the floor.

Standing closer to the centre of the room, where we can make out a large, silver star-shaped object - the Hellmouth Seal - literally bursting out of the floor, is JACKSON, his two still-smoking handguns hanging limply from his fingers.

And just past the Seal is the centrepiece of this tragic scene - BUFFY, cradling the bloodied body of her sister DAWN. Dawn has gunshot wounds peppering her body, and Buffy sobs with gut-wrenching agony as she rocks back and forth, pressing Dawn to her.

Giles walks up to Jackson and lays a hand on his shoulder, his expression stern as Jackson turns round.

GILES

We have to go.

JACKSON

But what about-

GILES

(sharp)

I'll deal with that. Get the others back to Buffy's house, and make sure you're not seen.

Jackson looks back over to Buffy, then back to Giles. He nods, and starts to walk towards the others as Giles approaches the weeping Buffy.

Willow, cradling her broken arm, looks up as Jackson approaches, her own cheeks streaked with tears.

JACKSON
(quiet; hesitant)
Uh... we need to go.

WILLOW
No! I'm not leaving Buffy, she-

JACKSON
Giles said we had to go.

Jackson is almost trance-like as he walks past Willow, leaving the basement without looking back. A confused Willow looks to Marie, who nods solemnly.

As the rest of the gang start to slowly file out of the room, our attention turns back to Giles as he crouches next to Buffy. Buffy is crying so hard she can't even make a sound any more, her face twisted with grief.

GILES
(calmly)
Buffy, we have to go.

Buffy takes a deep breath, breathing quickly as she starts to snap back to reality, looking round at Giles with wide, tearful eyes.

BUFFY
(voice breaking)
What?

GILES
We have to go. This building will be filled with police officers at any moment, we can't stay here.

Buffy looks down at Dawn's body, still breathing rapidly.

BUFFY
But what about-

GILES
I'll take care of it.

BUFFY
We can't just-

GILES
(stern)
I'll take care of it.

Giles reaches out and places a hand on Buffy's shoulder, and she starts to sob again as Giles gently takes Dawn's weight with his other arm.

(CONTINUED)

GILES (cont'd)
Follow the others.

BUFFY
(shakes head)
Giles, I can't...

GILES
You have to.

Buffy looks into Giles' eyes, then with a final gaze down at Dawn, she stands and starts to step slowly back towards the basement entrance.

Giles lays Dawn's body down flat on her back, before turning to see Buffy still standing and watching him.

GILES (cont'd)
Buffy?

She's staring at Dawn, and as Giles calls her name again she finally snaps her attention to him.

GILES (cont'd)
(softly)
Go.

Trembling, Buffy turns and walks towards the door, pausing in the doorway to look back at Giles.

GILES (cont'd)
Close the door.

Buffy hesitates, but Giles' firm look leaves her no other choice. Stepping back, she slowly pulls the door closed, and from a final shot of Giles, kneeling beside Dawn's body, the door closes and we:

BLACK OUT:

END OF TEASER

ACT ONE

FADE IN:

3 EXT. OUTSIDE POLICE STATION - NIGHT.

3

Xander and Faith approach the police station, Xander supporting Faith as she keeps one hand against the wound in her side.

Up ahead, the station is surrounded by police cars and a pair of ambulances, but it looks like whatever happened here is long over, and the cops are just winding things down.

Faith squeezes Xander's shoulder to get him to stop as they draw closer, and she steps away from him to sit down on a wall lining a house's front garden.

XANDER

Are you okay?

FAITH

(winces)

Five by five. Just got this allergy to cops, you know?

XANDER

(nods)

Gotcha. I'll go look for Buffy and the others, you wait here. It looks like they stopped whatever was going to happen, because, well...

FAITH

No dragons and hordes of demons marching down the streets, killing everything in their way?

XANDER

Yeah.

(beat)

But that means-

FAITH

(interrupts)

Don't. Just find them, then we'll worry about what happened.

Xander nods and jogs off screen towards the police station, leaving Faith to her thoughts. Faith rubs her hands across her face, taking in a deep breath, before reaching into her now tattered jacket for her cigarettes.

She's down to her last one, but as she tries to light it, her Zippo just sparks, over and over again. Faith closes her eyes and suppresses a shudder of anger, the night's events almost catching up with her.

(CONTINUED)

She opens her eyes again, focuses on the Zippo and thumbs it - and it flicks to life. Faith lights her cigarette and takes a deep, grateful drag.

She hears footsteps and looks round to see Xander approaching, one arm round the weak-looking Willow, with Andrew, Jody and Marie close behind.

FAITH (cont'd)
(stands)
What happened? Is everybody okay?
(looks round)
Where's Buffy?

WILLOW
She...

MARIE
She's on her way.

FAITH
What about... what about Dawn?

Willow and Marie exchange looks, and when Willow looks back to Faith, she knows the answer. Faith hangs her head.

FAITH (cont'd)
(whispers)
Damn it...

Faith looks up again as Jackson's car pulls into frame, stopping by the sidewalk. Jackson gets out, leaving the door open and waving the others over.

JACKSON
Come on, everyone get inside while
we wait for Buffy and Giles.

Faith marches up to Jackson as the battered Scoobies head for the car.

FAITH
Is Buffy okay?

JACKSON
(dazed)
She's dead...

FAITH
(freaks)
What?!?

JACKSON
Dawn... I killed her. I killed her,
and she's dead, and it's all my
fault...

(CONTINUED)

Frustrated, Faith turns to Willow as Andrew and Jody help her carefully into the car.

FAITH

Is anybody gonna tell me what the frick happened down there?

BUFFY (O.S.)

He's right.

Faith turns round and sees Buffy walking out of the shadows towards them. Her arms are folded and her head is down, and as she looks up we see fresh tears glistening on her cheeks.

FAITH

(relieved)

B, man! Was startin' to get worried about you!

Faith walks towards Buffy, but Buffy walks straight past her, in a similar daze to Jackson. Faith turns to face them all, throwing her hands up into the air.

FAITH (cont'd)

Alright, what the hell happened down there? Is anybody gonna tell me?

Faith jumps as Giles lays a hand on her shoulder.

GILES

Ulithios and its followers have been stopped, but Jackson was forced to kill Dawn to do it.

Shocked, Faith looks back towards Buffy and Jackson. Jackson reaches out a hand for her, but Buffy flinches away, not able to even look at him.

FAITH

Oh, no... B, I'm sorry.

Faith looks across to Giles, who is wiping his hands - and she sees what looks like fine grey ash on them. The Scythe is tucked under his one arm.

FAITH (cont'd)

What happened to you?

GILES

I did what needed to be done.

FAITH

The hell does that-

(CONTINUED)

GILES

(snaps)

Faith!

She reacts, and Giles takes a beat to compose himself.

GILES (cont'd)

Let's just get everybody home.
Willow and Buffy will need medical
attention. Are you or Xander
injured?

FAITH

Huh? Oh, sword cut me down here,
but it's cool. I'll heal up.

GILES

Good. Then let's go.

(to Jackson)

I'll take Buffy, Marie and Faith
home in my car, Jackson.

JACKSON

(nods)

Uh... okay.

Jackson steps into his car, with Xander riding shotgun, as
Giles heads away, back towards the police station, leaving
Faith standing alone in the middle of the street.

She bows her head and closes her eyes - there's something on
her mind, something serious. As she looks back up and starts
to follow Giles, we cut to:

Everyone except Buffy, Jackson and Willow stands in the
kitchen. Marie is running the tap to use fresh water to clean
everyone's injuries, as Xander sits, devastated, at the
kitchen table.

XANDER

I can't believe she's dead...

MARIE

None of us can, Xander. But what's
done is done. There was no way to
get Dawn back, we didn't have a
choice.

XANDER

But still... Jackson? Why was he
the one to do it?

GILES

I'm not sure, but whatever the reason, he acted out of instinct more than anything else. I'll go and talk to him in the morning.

Giles takes off his glasses and rubs his weary eyes, glancing over to Faith, who is staring out through the windows onto the back garden.

GILES (cont'd)

Faith?

FAITH

(without turning round)

Are we just gonna leave her sitting out there?

XANDER

What are we supposed to say, Faith? 'Hey, Buffy, sorry you just saw your boyfriend shoot your sister... do you want a coffee?'

GILES

(stern)

Xander, please.

FAITH

Don't be an asshole, Xander, you know what I meant.

(looks back to windows)

Buffy just lost one of the things that meant the most to her in the whole world... and we're just leaving her to deal with it.

ANDREW

But what can we do? I mean, nothing we can do or say is gonna bring Dawn back.

Faith grits her teeth and heads towards the back door.

FAITH

One of us has to do something.

Before anyone can stop her, she marches over to the back door and opens it, stepping outside and into:

Closing the door after her, Faith steps onto the small patio that leads onto the back garden of the house, the garden sloping down towards the commanding view of the Cleveland skyline in the distance, lit up like Christmas.

(CONTINUED)

Buffy sits on the edge of the patio, a blanket pulled tightly round her. She doesn't move as Faith sits next to her.

FAITH

Hey.

No answer. Faith waits a beat, then sighs, staring out across the city beyond as she gathers her thoughts.

FAITH (cont'd)

Buffy, there's something I-

BUFFY

(quietly)

He didn't even warn me...

FAITH

What?

Buffy turns to Faith at last, looking like a small, frightened child.

BUFFY

Jackson. He didn't give me any kind of... he just took out his guns, and started shooting, and...

Buffy's face creases, and she starts to sob again, her head falling forward into her hands. Faith lays an arm across her, trying to offer some small comfort.

BUFFY (cont'd)

Why?

FAITH

Why what?

BUFFY

(looks back up)

Why does everybody get taken away from me?

FAITH

(shakes head)

I don't know.

Buffy looks back out towards the city, wiping her eyes.

BUFFY

When he started firing... when the first bullets hit her, that's when I knew it was over.

FAITH

What do you mean?

(CONTINUED)

BUFFY

I knew that was the last moment.
There was no way to ever get Dawn
back. Ulithios had won. We killed
her... it... but it won. It took
the one thing away from me that...

Buffy's lip starts to tremble, and Faith pulls her closer.
She's not one for hugs, but she does the best she can.

FAITH

Ssh. Come on, B. Dawnie wouldn't
have wanted to see you like this.

BUFFY

I just wish we could have known...
if we'd had some way of knowing
what was going to happen to her...

Buffy looks into Faith's eyes, pleading with her.

BUFFY (cont'd)

Why didn't anybody warn me about
what was going to happen to her?

Faith stares back for a long beat, then lowers her gaze.
Buffy blinks, confused - and then her features change to wide-
eyed shock as realisation sits in.

FAITH

I'm sorry...

BUFFY

You're... sorry? You're sorry for
what?

Faith can't find the words to answer, biting her lip as
Buffy's mood quickly shifts towards anger.

BUFFY (cont'd)

You're sorry for what, Faith?

Faith looks back at Buffy, then takes a deep breath.

FAITH

I knew.

BUFFY

You knew?

FAITH

Well, I didn't know know, but...
that's why I came to Cleveland.

BUFFY

What did you know?

(CONTINUED)

FAITH

When Vi met Robin and me in France,
before... before Robin got killed.
We found out that Dawn might be in
trouble, and that those three bad
girl Slayers were after her.

Buffy is speechless. She fixes Faith with a cold, unblinking
stare as Faith continues.

FAITH (cont'd)

While we were in France, Vi told us
about this cult she was looking
into. Turns out, they were the
Bringers, the guys who wanted to
bring Ulithios back. Vi was trying
to help take care of them, when she
heard her Watcher mention 'the key'
in a prophecy, and-

BUFFY

(interrupts; shaking)
Why didn't you tell me?

FAITH

Tell you what, B? That I thought
your sister might be in danger from
being taken over by some ancient
god demon thing? I wasn't even sure
it was right!

Buffy stands, letting the blanket fall from her shoulders.

BUFFY

You knew Dawn was in danger, and
you said nothing to me?

Faith stands too, clearly losing the momentum here.

FAITH

I stuck around to keep an eye on
her, to see if the prophecies were
right or not! I didn't want to
cause a panic until I knew for sure
that...

She trails off, and Buffy is quick to bite back.

BUFFY

Until you knew what? That some evil
thing had taken my sister away from
me, and there was no way to get her
back?

FAITH
I wanted to wait and see if it was
true, but...

BUFFY
(cold)
You waited too damn long.

Faith hangs her head, and Buffy clenches her fist, blazing
with fury.

FAITH
I should have told you, but I... I
wanted to be sure. I didn't want to
make a mistake, and maybe cause
Dawn more trouble, when she didn't
even-

THWACK! Faith is floored as Buffy PUNCHES her as hard as she
can. Faith crashes to the patio and skids a few feet away,
her lip cut and bleeding when she looks back up.

BUFFY
(screams)
This is all your fault!

FAITH
B, no...

Buffy stomps over to Faith, grabs her by the front of her
shirt and drags her to her feet.

BUFFY
You could have stopped this! You
could have warned us, but you
didn't! You could have saved Dawn's
life!

FAITH
I didn't know!

BUFFY
Shut up!!

Buffy spins Faith round and THROWS her against the back wall
of the house, the windows shaking as Faith SLAMS into them.

Buffy is back on Faith in a heartbeat, raining punches down
on her and screaming with utter fury as Faith tries to defend
herself.

FAITH
(woozy)
Buffy... don't...

Faith can't hold Buffy back as more blows rain down on her.

(CONTINUED)

The house's back door flies open and Giles races out, but in the few moments it takes him to reach Buffy, she's already battered Faith halfway to unconsciousness.

GILES

Buffy, stop!

He tries to pull her away, but Buffy SHOVES him away, and as he lands on his back Xander and Marie leave the house, Xander's eyes boggling as he sees Buffy, shrieking, kicking Faith's prone form.

XANDER

Buff! What are you doing?

Xander and Marie grapple Buffy and try to drag her away, but Buffy kicks and struggles against them, her flailing feet and fists landing more solid hits on a bloodied and bruised Faith, who slumps face first to the floor.

MARIE

Xander, hold her!

XANDER

I'm trying! She's-

Buffy breaks free from them, pounding her fists onto Faith's back as Xander and Giles dart towards her.

BUFFY

(hysterical)

She killed her! She killed her!

XANDER

What?

BUFFY

Faith! She knew! She knew about Dawn!

Buffy's spirit breaks, and as Xander and Giles try to keep a hold of her, she breaks down into sobs once more.

Faith starts to weakly push herself up off the ground, rolling onto her back. Her face looks like she took on a ring full of heavyweights and lost for twelve straight rounds, and as she manages to push herself half upright, she coughs up a mouthful of blood.

Giles glances at Xander, who nods and leads Buffy back indoors, Buffy's howls of anguish echoing throughout the house. Giles goes to Faith's side, helping her sit up.

FAITH

(weakly)

Thanks, G...

(CONTINUED)

GILES

Faith, what did Buffy mean? What did you know about Dawn?

Faith looks up at Giles with her bloodshot eyes.

FAITH

I knew Dawn was in danger. That's why me and Vi came here. But... but I thought I was wrong.

Giles starts to back away from Faith as this news sinks in, and Faith grunts with pain as she pushes herself back up to her feet.

FAITH (cont'd)

(groggy)

Vi busted up a meeting of the Bringers in France, but... but we found out Dawn might be their next target... so I tried to keep an eye on her... but I didn't know for sure until-

GILES

Until it was too late.

Faith looks up at Giles, then nods. Giles face is cold as he looks up towards the house - and the light in Buffy's room goes on - and he looks back to Faith, taking a step closer.

GILES (cont'd)

Do you have any idea what you've done?

FAITH

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

GILES

We're a long way beyond sorry now, Faith. If you'd told us when you arrived what was going on, why those Slayers were after Dawn, maybe we could have...

Giles clenches his fist in frustration and turns away.

FAITH

I wanted to wait... until I was sure... I didn't want to panic you guys without-

GILES

(snaps)

Panic?

(MORE)

(CONTINUED)

CONTINUED: (7)

GILES (cont'd)
We may have been able to save
Dawn's life if we'd had any warning
at all what was going to happen to
her!

Faith doesn't have an answer. She stares back at Giles,
stripped of everything but her guilt.

FAITH
What can I do?

Giles lowers his head, thinking. He glances up to Buffy's
room, then to Faith.

GILES
You have to leave here.

FAITH
What?

GILES
And never come back.

Faith looks hopelessly lost as Giles turns his back on her,
then heads for the back door and steps into the house.

As the door closes, we stay with Faith as she stands on the
patio, her head spinning, before we:

BLACK OUT:

END OF ACT ONE

ACT TWO

FADE IN:

6 INT. SUMMERS RESIDENCE - BASEMENT. 6

Looking towards the staircase that leads down into the spacious basement room Faith has been calling home, Willow walks down towards us, her broken arm in a sling.

Faith moves past us in the foreground, and Willow pauses at the foot of the stairs to watch her for a beat.

Faith is packing away her things, which isn't going to take too long. A duffel bag open on the mattress she slept on is already two-thirds full, and Faith doesn't hear Willow approach as she retrieves some more shirts and jeans from a washing line over the radiator.

WILLOW

Giles told me about what you did.

Faith snaps round - then eases a little when she sees who it is. She's cleaned herself up a little, but her face is peppered with bruises and cuts from Buffy's attacks. She's wearing a sleeveless white shirt, and we can see Buffy's barrage also left her arms and chest in a mess.

Faith lowers her head and gets back to packing as Willow watches her, her features blank.

FAITH

So you know what I've gotta do now.

WILLOW

(nods)

You have to leave.

FAITH

You'd all have been better off if I'd never come here.

WILLOW

Maybe. Maybe not.

Faith throws down a handful of shirts into her bag and turns to face Willow, shifting position awkwardly.

FAITH

Look, Will, if you came down here to tell me what a mess I made of everything, or how much you hate me, then just do it. I deserve the-

WILLOW

I don't think it's your fault.

(CONTINUED)

FAITH

(beat)

What?

WILLOW

I know more about what was going on than any of the others. When I was fighting Daw-

(catches herself)

When I was fighting Ulithios, I could sense what it was, how it got there, how all of this happened - Faith, there wasn't anything you could have done.

FAITH

How come? Seems to me if I'd just come out and said why I was in town when I got here, things'd be-

WILLOW

Things wouldn't be any different. Ulithios would still have taken Dawn over, and we'd still have had to kill her. She was lost to us long before you came to Cleveland.

Faith takes a beat to let this sink in, then sits down on the edge of the bed. Willow joins her.

FAITH

How do you know all this?

WILLOW

I told you. It's a magic thing. When you're really into fighting someone the way I was, throwing everything you've got at each other, you make a connection. You look into the soul, or, you know, lack thereof, of whatever you're up against.

FAITH

And you're saying what?

WILLOW

Ulithios was always inside Dawn. Ever since the monks made her out of the Key. It was just waiting for its chance to get out.

Faith looks to the floor, her mind racing again as she tries to process this.

(CONTINUED)

FAITH

What if... but what if I'd told
Buffy what I knew? Would it have
made a difference?

WILLOW

I don't know. Maybe.

(beat)

All I know is that blaming you for
everything isn't going to bring
Dawn back. The others... the others
aren't gonna see it that way. I
could try and explain, but it
wouldn't make much difference. Not
yet, anyway.

Faith sets her jaw and stands again, grabbing her last pair
of jeans from the washing line.

FAITH

Yeah, well, 'maybe' ain't gonna cut
it this time, Red. You're about the
only person in this whole house who
doesn't think I'm as big a bad as
Ulithios right now. God knows why.

(beat)

Kennedy might have been okay if I'd-

WILLOW

(shakes head)

Don't. Please, just... don't.

Faith nods, then heads back over to her bag, reaching for her
leather jacket with another wince of pain.

WILLOW (cont'd)

Where are you going to go?

FAITH

Beats me. Figured I'd head for New
York first.

WILLOW

Why New York?

FAITH

I've got to tell Robin's family
that he's dead.

WILLOW

Oh.

FAITH

Here's hoping I don't get too much
heat off the cops, either. I'm
still a wanted felon, after all.

(CONTINUED)

Faith grabs her bag and slings it over her shoulder, pausing to take one last look at Willow.

FAITH (cont'd)
For what it's worth, I...

WILLOW
(nods)
I know.

Faith takes a breath, then heads towards the stairs. She's got one foot on the bottom step when Willow calls to her.

WILLOW (cont'd)
What if I said I could help you
disappear?

Faith pauses, then looks back to Willow, intrigued.

FAITH
How?

WILLOW
(beat)
Magic.

Faith frowns, puzzled, and we cut to:

INT. SUMMERS RESIDENCE - BUFFY'S ROOM - NIGHT.

Buffy is asleep in her bed at last, curled up tightly as Giles watches over her, sitting in a chair at her bedside. The lamps are off, and Giles sits in the darkness, his face a mask of deep thought as he watches Buffy's peaceful sleeping expression.

We cut away from Giles' vigil to:

INT. SUMMERS RESIDENCE - WILLOW'S ROOM - NIGHT.

Faith is staring out through the window as Willow taps busily at her laptop, typing one handed not slowing her down too much.

Faith glances round as the door opens and Andrew steps in. Andrew freezes when he sees Faith, but Willow beckons him over, and with a nervous glance to Faith, he enters.

ANDREW
Um, I just thought you should know,
uh, Buffy's asleep now, but Giles
is gonna, uh, watch over her.

WILLOW
Okay. Thanks, Andrew.

Andrew, keeping one eye on Faith, leans closer to Willow and whispers into her ear.

ANDREW

(off Faith)

Why is she still here? I thought
after what happened, she'd, uh,
want to-

WILLOW

I'm taking care of it, Andrew.

(pats his hand)

You should go to bed now too. We've
all had a long few days, we need
the rest.

Andrew nods, and with a few more furtive looks towards Faith, he exits. Willow turns to Faith, who hasn't moved from her position over by the window.

WILLOW (cont'd)

Come on, take a look.

Faith heads over, and Willow turns the laptop screen towards her as Faith squats next to her.

On the screen are about a dozen windows all open at once, with what looks like several official government sites in each one.

FAITH

What am I looking at here, Red?

WILLOW

This is your file. Or, your files,
plural. Every record of your
existence that's kept in all the
major government computer networks,
including your criminal record and
arrest warrant.

FAITH

The actual story of my life, you
mean.

WILLOW

(nods)

Now, from what I've found out
already, there was a low level
glamour on most of these files,
rendering you pretty much invisible
to the public record system.

(CONTINUED)

FAITH

Oh, yeah, that got set up by the Council, when they wanted me to truck round Europe, looking for new Slayers. Said it was a technopagan thing or something.

WILLOW

Well, they didn't do a bad job. But I can do a better one.

Faith glances at Willow, who manages a small smile as she starts to type again.

On the screen, a blue bar starts to fill up as a program runs, before a soft CHIME signals that its done. Willow turns proudly to Faith, who blinks, bemused.

FAITH

What did you do?

WILLOW

I just erased you from existence.

FAITH

(surprised)

You can do that?

WILLOW

Yup. Hacker first, wicca second, remember?

Faith manages a brief grin, her first for many hours.

WILLOW (cont'd)

What I've done is set off a magically-assisted computer virus, that's gonna corrupt or destroy anything in any computer system to do with you, accessible pretty much worldwide, so that's any kind of public record like a social security number or bank account-

FAITH

Of which I have none.

WILLOW

Most importantly, your criminal record and details of your escape from LA have been corrupted. Nobody knows who you are any more, and no network on the planet will be able to find out!

(CONTINUED)

FAITH

You did all that by yourself?

WILLOW

Yeah. I may have used a little magic to help out here and there, but... yeah.

Faith stands, not quite believing what she's hearing.

FAITH

So... I'm clear?

WILLOW

You're a free woman. Faith Lehane no longer exists - at least, not officially.

Faith lets this sink in.

FAITH

Why are you doing this for me, Willow?

WILLOW

Because somebody has to. And it may as well be somebody who knows that this isn't all your fault.

Faith bows her head, a smile escaping at last, and Willow stands, placing a hand on Faith's shoulder.

WILLOW (cont'd)

You'd better go. I made you a reservation on the next train out non stop to NYC, it leaves in about an hour.

FAITH

Okay.
(beat)
Thank you.

WILLOW

(nods)
But Giles was right. You can't ever come back here.

Faith reaches for her bag and scoops it up from the floor.

FAITH

Don't worry, I know. Look, tell Buffy...

Faith pauses - what could she say to Buffy after all this? Faith gets stuck, but Willow nods again.

(CONTINUED)

WILLOW
I'll think of something.

Faith nods, and opens the bedroom door. With a last look round at Willow, she steps out and closes the door after her. We stay with Willow for a beat as she sighs heavily, her features lined with sadness, before we cut to:

EXT. CLEVELAND STREETS - NIGHT.

Faith walks down a quiet street, passing a signpost that tells us she's heading for the train station. Her expression is distant, thoughtful - is this a new beginning for her after all?

She starts to cross the street, but pauses as she hears her cell phone start to ring. She fishes it out of her jacket pocket to answer the call.

FAITH
Hello?

VI
(filtered; through phone)
Faith? Is that you?

FAITH
(smirks)
'Course it's me, Vi. You gave me this damn phone, yours is the only number on it! What's-

VI
(interrupts; frantic)
Faith, it's on its way!

FAITH
Slow down - what is?

VI
The mohra demon! It's been sent to kill Buffy!

FAITH
What mohra demon?

VI
Oh, uh, right - the Bringers sent it. Soon as they heard Ulithios was gone, they pointed it at Cleveland and told it to kill the Slayer.

FAITH
How do you know?

(CONTINUED)

VI

I'm with that Watcher who sent you to Europe - Anthony, was it? He picked me up from the hospital a few weeks ago. Apparently, one of the sensory demons they have in the area to pick up on these kinds of things just started bouncing off the walls!

FAITH

So, what, some big ugly's been sent to town to take care of Buffy? When? Where?

VI

It's on a train from Pittsburgh, due to arrive any minute now on platform six at the nearest station. Any chance you can get there?

Faith looks up - she's now standing outside the entrance to the train station. She chuckles bitterly.

FAITH

I think I can make it.

VI

Okay, cool, but listen, do you know about mohra demons? They can-

FAITH

I'll pick it up as I go along, Vi, don't worry.

Faith hears an announcement echo round the station - the train is approaching.

FAITH (cont'd)

Vi, I've gotta split. I'll call you when I've killed it.

VI

No, Faith, wait, it-

Faith snaps the phone shut and cuts Vi off, before she heads into the station, clicking into Slayer mode.

Faith walks through an archway and into the deserted station, all but shut down for the night. Faith looks up at the display board over the entrance to the platforms. Her train to New York is to the left - but the train with the incoming assassin is to the right.

She stares up at the board for a few beats, before lowering her head. She drops her bag and closes her eyes, psyching herself up - then heads off to the right.

11 INT. TRAIN STATION - PLATFORM SIX - NIGHT.

11

Looking down on the empty train platform as a long, slender and pretty beaten up passenger train rumbles along the tracks. The train looks like it should have been decommissioned years ago as its brakes HISS loudly, juddering to a stop at last.

There's no activity for a few beats, before a single door opens and a tall figure steps out, wrapped in a thick black cloak and hood.

It scans the platform, but there's no one in sight, so it starts to pace slowly towards the exit.

It hasn't gotten far before Faith steps into frame, one hand behind her back, the figure heading away from us.

FAITH

Hey! You new in town?

The figure freezes, then slowly turns round. Its face is still hidden beneath the hood, but Faith isn't intimidated in the slightest. Her old swagger is back on as she walks towards it.

FAITH (cont'd)

Heard there was a new player on his way here, looking to get himself a piece of Slayer to tell his buddies back at the local Hooters about.

The figure still doesn't move or speak as Faith gets to within ten feet of it. She casually brings her hidden hand into view, displaying a small axe.

FAITH (cont'd)

Figured I should be the one to give you a big old 'Welcome To Cleveland.'

FIGURE

(hisses)

Slayer...

FAITH

(shakes head)

Sorry, your answer must be in the form of a question. The correct reply, for two hundred bucks, would have been 'what is a Slayer.'

(CONTINUED)

FIGURE

Summers?

FAITH

(beat)

Who wants to know?

The figure takes a step back - then with a flourish THROWS the coat and hood away, to reveal a MOHRA DEMON in full battle armour. Green skinned and with a jewel embedded in its forehead, the muscular warrior demon looks like a fearsome opponent, two katana swords in sheathes on its belt.

MOHRA DEMON

I can tell you're a Slayer...

(beat; grins)

I can smell it. But there are plenty of Slayers in this world now - too many, even! How do I know you're the one I want?

FAITH

You here to kill Buffy Summers?

MOHRA DEMON

Summers... yes.

FAITH

Then you're looking at the girl in question.

MOHRA DEMON

Prove it.

Faith scowls, stepping forward threateningly.

FAITH

Alright, fugly, did you come here to kill me, or are we gonna play a coupla rounds of 'Guess Who' before you realise I'm the one you're here for?

The Mohra Demon stares back at her - and then GRINS, baring its fangs and hunching down a little, its hands reaching for its twin swords.

Faith tenses up, ready for the fight as the demon starts to pace towards her, waiting for its moment to attack. Faith tries some well-placed insults.

FAITH (cont'd)

And just for the record, your boss, Ulithios? Went down kinda easy.

(MORE)

(CONTINUED)

11 CONTINUED: (2)

11

FAITH (cont'd)
I think it's time you guys found
somebody with more of a spine to
worship this time round.

MOHRA DEMON
I serve no master! I was brought
here to destroy the Slayer, I do
not care for why. My reward, when I
finish you and bring your head back
to my employers, is all that
matters to me.

FAITH
Hate to disappoint you, Samurai
Jack, but this head ain't going
anywhere with you.

The Mohra Demon's eyes narrow - then it LUNGES forward,
yelling a war cry as it draws its swords, the blades dancing
in the light as it spins towards Faith.

She's ready with her axe, blocking some attacks and dodging
others, the demon driving her back one step at a time as it
unleashes a flurry of lightning quick strikes at her, kicks
and chops following the sword blades in rapid succession.

Faith lands a KICK to the demon's chest, but its thick,
plated body armour absorbs the blow. Faith turns and runs
back into the main station area, and with a gleeful chuckle
the demon follows her.

12 INT. TRAIN STATION - MAIN AREA - CONTINUOUS.

12

Faith leaps over a row of chairs in the waiting area,
sprinting towards the entrance with the demon in hot pursuit.

As it closes in, she suddenly jinks to the left, just missing
its swords as the demon leaps through the air after her,
SMASHING into a candy machine.

The demon shakes its head to clear it as Faith races back
towards the platforms, scooping her bag up from the floor and
breaking to the left, towards her train to New York.

With a GROWL, the demon races after her, and as it passes
through the entrance to the platforms, we cut to:

13 INT. TRAIN STATION - PLATFORM THREE - NIGHT.

13

Glancing over her shoulder, Faith runs towards her waiting
train, the station conductor ready to wave the train away as
she races into frame.

FAITH
Hold the train! Hold the train!

(CONTINUED)

The conductor looks up, rolling his eyes as Faith skids to a halt and hops up into the nearest open door.

Then, as the mohra demon turns onto the platform, ROARING with rage as it starts to run towards the train, the conductor pales, turns and runs for his life.

The train starts to pull slowly away from the platform - there isn't much space between the demon and the end of the train, and Faith leans out of the door, axe ready.

The train picks up speed at last, powering away from the platform and finally outpacing the mohra demon - who jumps down onto the tracks to continue to sprint after the departing train, showing no signs of fatigue.

Faith glances across as a 'You Are Now Leaving Cleveland' sign passes her as the train leaves the station proper, and she allows herself a grin as she watches the mohra demon struggle to keep up with the train.

FAITH (cont'd)
That's right... chase me.
(beat)
Chase me. Not her.

The train speeds away out of frame, Faith's hair billowing in the wind as she stays half out of the window, her eyes locked on the pursuing demon, and from that, we:

BLACK OUT:

END OF ACT TWO

ACT THREE

FADE IN:

14 EXT. NEW YORK STREET - NIGHT. 14

TITLE OVER - Two Months Later...

A grimy downtown street, in the middle of a heavy thunderstorm, and up ahead is a row of dark and empty buildings. The glittering lights of a busier part of town are visible a few blocks away, but this is definitely a low rent section of the city.

A wind kicks up, blowing paper and garbage along the street as we start to push in on the closest building, FLASHES of lightning illuminating the scene.

15 INT. EMPTY BUILDING - ROOM - NIGHT. 15

Stepping inside a high storey of one of the dilapidated buildings, a half-boarded up window letting in some of the rain as the storm continues to rage outside.

Panning slowly across to the right, a lumpy pile of blankets in one corner of the room starts to shift, as though something beneath it was moving.

They fall still again, but after a few beats a loud SLAM from somewhere down below echoes throughout the building, and the blankets are thrown back to reveal Faith.

She looks like she hasn't slept well for a long time - her eyes are red and heavily bagged, and her hair doesn't look like it's seen the right side of a shower for some time either.

Despite looking ready to drop, her senses are alert as she scans the darkness around her, listening out for whatever just made that noise.

She reaches to her left, where her shoulder bag waits, already unzipped and showing the glint of weaponry inside. She slowly draws a sword from inside it and stands, her eyes flicking from side to side.

16 INT. EMPTY BUILDING - CORRIDOR - NIGHT. 16

Faith steps out of her room and into one of the corridors, the only light coming from the moon and the storm outside as she paces carefully down the creaking floorboards.

Raindrops pitter patter down from leaks in the ceiling, and the wind howls as it whips through gaps in the walls.

Faith approaches a rusty old metal staircase that leads to the next floor, gingerly leaning over to look down.

(CONTINUED)

The staircase runs down for another three floors, but there's nothing there, even with a flash of lightning to highlight the view.

Faith steps back, then exhales deeply and lowers the sword. She closes her eyes and rubs them, running a hand back through her tangled, greasy hair and turning to head back towards her room.

She's taken about four steps when there is a CREAK from somewhere close by, and she whips round again, sword raised, instantly alert.

There's nothing moving in the corridor behind her, but there isn't much light to see by. There's no lightning to help her out as she begins to pace forward again.

She passes a closed doorway, hearing a faint CREAK again and trying to locate its source, when:

CRASH! The door BURSTS open in a shower of fragments, and the Mohra Demon leaps out to attack her, yelling a battle cry.

Faith is caught off guard, just getting her sword up to defend herself as she stumbles backwards, landing on her back and rolling to avoid three more rapid slices by the demon's swords.

She scrambles to her feet and dives into her room, the mohra sending three throwing daggers after her that THUNK into the door frame, narrowly missing her.

17 INT. EMPTY BUILDING - ROOM - NIGHT. 17

Faith races over to her makeshift bed, scoops up her bag and LEAPS towards the boarded up window, SMASHING through onto:

18 EXT. EMPTY BUILDING - ROOFTOP - CONTINUOUS. 18

The window opens out onto a small side section of the roof, and Faith manages to combat roll as she lands, on her feet and running again in seconds.

She streaks away from the building, throwing a glance over her shoulder as she races for a fire escape that leads down to the street.

The mohra demon stands in the now empty window frame, a streak of lightning illuminating its grisly features as it glares at her, knowing that it has to start the chase all over again.

19 EXT. EMPTY BUILDING - FIRE ESCAPE - CONTINUOUS. 19

As Faith rattles down the fire escape, trying not to slip on the rain-slicked steps, her weary voice over starts up:

FAITH (V.O.)

That's how I'd spent the past two months. Once I got to New York, I had about two days grace before the mohra caught me up. What Vi was trying to tell me when she first warned me about it was that mohra blood lets them regenerate pretty much any injury you lay on 'em.

Faith kicks down the last part of the fire escape, dropping down into an alleyway that runs alongside the building, and racing towards the open streets up ahead.

FAITH (V.O.) (cont'd)

Every time I thought I'd killed it, the next night, there it was, one step behind me again. It's been all I can do to keep running, trying to find out a way to stop it, but now at last I think I'm on to something.

Faith rounds a corner and disappears, and we cut to:

EXT. NEW YORK STREET - NIGHT.

Her jacket zipped and collar raised against the rain, bag slung over her shoulder, Faith blends in with the handful of other pedestrians as she walks down a more respectable street, grimacing against the storm.

FAITH (V.O.)

A demon bar I crashed a week ago told me what I'd been trying to find out about mohra demons at last - the jewel in their head is the source of their power. Smash that, they're deader than Vanilla Ice.

Faith pauses outside one building, a bar with a garish neon sign flashing defiantly through the rain. Glancing up and down the street, she opens its front door and steps inside.

FAITH (V.O.) (cont'd)

Only thing is, actually getting a shot in hard enough to smash it is something I ain't had much luck doing for almost two months now.

We cut from our view of the bar into:

21 INT. 'GRIM FANDANGO' BAR - NIGHT.

21

A minimum wage kind of establishment, with inoffensive pop grunge filtering out from a tinny PA and a handful of late night regulars sipping their beers, scattered around the sparsely furnished room.

Faith hops onto a bar stool and drops her bag on the floor with a CLUNK, yawning widely as the BARTENDER steps over, a hundred and sixty pounds of long hair and tattoos.

BARTENDER

What'll it be?

FAITH

Just somethin' to give me an excuse to stay outta the rain for a while.

BARTENDER

(nods)

You need warming up?

FAITH

That obvious?

BARTENDER

I'll sort you out, girl. JD good for you?

FAITH

(smirks)

There's always room for Jack.

The bartender starts to rustle her up a shot of Jack Daniels, as Faith scans the bar's occupants. Nobody particularly threatening.

She looks up as the bartender drops a shot glass before her, and she takes a grateful gulp of the stuff.

FAITH (cont'd)

Thanks. Hey, any idea where I can find somewhere cheap to crash for the night round here?

BARTENDER

How cheap are we talking?

FAITH

As close to free as possible.

BARTENDER

Well, we got some rooms upstairs that nobody's using.

(MORE)

(CONTINUED)

BARTENDER (cont'd)
Had to clean a bunch of smack heads
out of there when I took over this
place, they're just sittin' empty
at the moment.

FAITH
Sounds like a plan. I only need
some place to sleep 'til morning,
then I'm on my way.

BARTENDER
How much cash you got to spend?

FAITH
Not much, make me an offer.

BARTENDER
How's about you help me clean this
place up after we close tonight,
and that pays for the room.

Faith grins and holds out her hand, shaking the bartender's.

FAITH
You got a deal. I'm Faith.

BARTENDER
Paulie. Anything I should know
about you before I let you into my
house, Faith?

FAITH
Like what?

BARTENDER
Well, pretty young thing like
yourself comes in here, needs a
place to crash for one night and
willing to work to pay for it, I'm
getting the idea there's something
you're running from.

FAITH
We're all running from something,
Paulie.

He raises an eyebrow, and she tries to dismiss the question.

FAITH (cont'd)
I'm doing a favour for an old
friend. Just means I have to keep
moving until I figure a few things
out.

BARTENDER
Okay. *Me casa, su casa* and all
that.

The bartender steps away to serve another customer, leaving the bottle of Jack with Faith. She pours herself a second shot and knocks it back, before she twigs that there's somebody staring at her.

She glances across to see a fairly obvious-looking DEMON watching her from the other side of the bar. Faith sighs.

FAITH
(to herself)
Figures I'd walk into the first
place I find and it turn out to be
a demon bar...

Faith takes the bottle and her bag and heads over to the booth the demon is sitting in.

He's skinny, with light purple, mottled skin and thick ridges in place of any hair as Faith slides into the booth opposite him. She places the bottle between them and stares at him.

FAITH (cont'd)
Something I can help you with?

DEMON
You're... you're her, aren't you?

FAITH
Depends who's asking.

DEMON
Oh, sorry.

He reaches a webbed, three-fingered hand across the table to her. Faith hesitates, then carefully reaches out to shake it.

DEMON (cont'd)
My name's Lippok. Don't worry, I
ain't here to cause trouble. I just
like to keep an eye on what's going
on in this part of town, and a
Slayer showing up is pretty big
news!

FAITH
Was there a news flash when I
rolled in or something? Every damn
vamp and demon I run into seems to
know who I am!

LIPPOK
Oh, you're big news, Slayer!

FAITH
It's Faith.

LIPPOK

Huh?

FAITH

My name. It's Faith. I find people calling me 'Slayer' all the time gets tired real quick, you know? Like calling somebody 'Doctor' or 'Rat.'

LIPPOK

(protests)

Hey, I ain't no rat! I just make sure I know things, is all.

FAITH

Whatever - look, Lippok, I've had a rough night, so if you've got something to tell me, spill.

LIPPOK

Having trouble with a demon, right?

FAITH

(bitterly)

Story of my life.

LIPPOK

I'm guessin' you know how to kill a mora demon by now, but the state you're in tells me you haven't been able to do it just yet.

Faith glares at him - but she's too tired to kick up a fuss about his comment, so she lets it slide.

FAITH

Yeah. Could use a little divine intervention to get a good shot in, ya know?

LIPPOK

Well, maybe I can help ya out.

FAITH

What's in it for you?

LIPPOK

I get to take care of an element that piss me off in this city, you get to get a good night's sleep at last, without some samurai wannabe psycho trying to turn you into sushi in your sleep.

(CONTINUED)

FAITH
(beat)
I'm listening.

Lippok leans closer, talking more quietly.

LIPPOK
The guys who sent the demon after
your friend-

FAITH
(interrupts)
No, after me.

LIPPOK
Hey, it's cool, I know that Buffy
Summers was the real target. Don't
worry, I ain't gonna tell anyone. A
few of us figured it out - and no
offence to you, kid, but Summers
has been in the game longer than
you have, she's got a bigger rep,
you know?

Faith waits for a beat, then closes her eyes and nods.

LIPPOK (cont'd)
So, anyway - you want to get rid of
this demon, there's another way
than taking it out directly.
There's a group of Bringers in NYC,
hiding out in an old church over in
the East Side. They summoned the
mohra with something called a Stone
of Namora, works like renting a
movie in that it lets the demon
stay in our dimension until its job
is done.

FAITH
And?

LIPPOK
Well, there's a lot of energy in
one of these stones. You break the
stone, you send the demon back
home. I mean, you might have to
fight past a bunch of cult goons
first, but I figured they'd be less
trouble for you than a pureblood
warrior demon that can regenerate
any wounds, ya know?

Faith leans back in her seat, considering all this. After a
few beats, she takes a swig from the bottle of Jack and
offers it to Lippok, who takes it with a grin.

(CONTINUED)

LIPPOK (cont'd)

Is that a 'yes'?

FAITH

Take me to this church first. If you're right about all this, then I won't have to kick your ass.

LIPPOK

Heh, no problem, Sla- Faith. Like I said, me and my boys don't want that whacked out cult summoning any more hell gods to spoil our racket, you know? I figure, you do us this favour, help you and Summers out too, we help you out a few times if you need us again.

FAITH

Anything else I need to know?

LIPPOK

Well... maybe.

FAITH

'Maybe'? It's kind of a 'yes' or 'no' question.

Lippok looks a little uncertain as he continues.

LIPPOK

Something might be going down in that church tonight. There've been some weird vibes round here past few days, and something tells me and my boys that those Bringers are cooking up something bad.

FAITH

Something bad like what?

LIPPOK

That's the part I don't know just yet. I was hoping you could find out, you know, and...

FAITH

And stop it.

LIPPOK

(beat)

Yeah.

Faith takes the bottle back for another swig. Lippok watches her carefully, hoping she's about to agree to all this.

(CONTINUED)

LIPPOK (cont'd)

So, when d'you wanna head out there?

FAITH

Well, thanks to Paulie over there proving that decent human beings can still exist in this world, I've got a place to crash for later at least. In an ideal world, I could get some sleep first, but...

LIPPOK

But we don't live in an ideal world, do we.

FAITH

No, we sure don't. Let me clean up first, and we'll get moving in a few minutes.

LIPPOK

Deal.

Faith nods, then slides out of the booth and heads back over to Paulie as Lippok watches her, seeming satisfied with the way his negotiations went. We cut from the bar to:

We shift to what was once a modest inner city church, and is now a sad imitation of its former self - the stained glass windows are dirty and cracked, the pews caked with dust and anything of any value long since stripped down.

A side door at the back of the main hall opens, and four CULTISTS file out of it. Each one wears long, hooded brown robes inscribed with the symbol of the Bringers Of Origin, and each holds up a long candle reverently, as they make for a door on the opposite side of the hall.

The four cultists head into a small room, the last closing the door behind him, and we pull back to see a dozen more cultists filling the room, all holding up candles and facing the back wall, where there is a wide mural depicting some kind of hellish landscape.

Before that is a wide altar, a white sheet covering something lying on top of it, and behind the altar stands BRODERICK, the bald-headed leader of this particular branch of the cult, dark, snaking patterns tattooed around his eyes.

He raises his hands, and the cultists all fall to one knee, bowing their heads respectfully.

BRODERICK
Rise, my brothers.

The cultists stand again, and as one draw back their hoods. They cover all creeds and species - human men and women, demons of a selection of species, and three vampires.

BRODERICK (cont'd)
Tonight, we can begin at last our preparations.

His eyes turn to an object standing on a small plinth to one side of the room - a large, spherical object with jagged edges, almost like a huge diamond, glowing with pulsing orange light. This is the Stone of Namora.

BRODERICK (cont'd)
Our brother in arms has yet to accomplish his mission, but no matter. While his contract is still unhonoured, the Slayer will not be able to stop us.

A murmur of approval ripples through the cultists, as Broderick steps down from behind the altar and paces up and down before them.

BRODERICK (cont'd)
We were defeated in our attempt to resurrect our master and unleash the forces of the Hellmouth, but thanks to the oversight of the Slayer's Watcher, we have been gifted a second chance to succeed.

Broderick turns and heads back over to the altar, taking hold of the sheet with one hand and turning to face the assembled cultists once again.

BRODERICK (cont'd)
They thought they could destroy the vessel our Divine One chose to be reborn into this world, but they were reckless in their attempts to dispose of it after he was defeated. Their hastiness shall be the world's undoing!

A chant of devotion starts among the cultists, as Broderick walks round to the far side of the altar, his other hand grabbing the sheet as he addresses his followers again.

BRODERICK (cont'd)
Behold...

He WHIPS the sheet away - to reveal the body of DAWN!

BRODERICK (cont'd)
The vessel!

The cultists CHEER, and Broderick nods, grinning at them.

BRODERICK (cont'd)
Tonight... Ulithios shall be
reborn!

The cultists begin to CHANT 'Ulithios! Ulithios!' With increasing fervour, and as Broderick looks down on Dawn's body, basking in the glory of the moment, we:

BLACK OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

24 INT. POLICE STATION - BASEMENT - NIGHT.

24

We're back inside the basement of Cleveland Police department, with only Buffy and Giles left standing, Giles over by Dawn's broken body.

Giles lays Dawn's body down flat on her back, before turning to see Buffy still standing and watching him.

GILES

Buffy?

She's staring at Dawn, and as Giles calls her name again she finally snaps her attention to him.

GILES (cont'd)

(softly)

Go.

Trembling, Buffy turns and walks towards the door, pausing in the doorway to look back at Giles.

GILES (cont'd)

Close the door.

Buffy hesitates, but Giles' firm look leaves her no other choice. Stepping back, she slowly pulls the door closed, though this time round we stay with Giles.

Once the door is shut, he looks down on Dawn's body again. Her expression is peaceful, almost as though she were asleep, the ugly red gunshot wounds the only thing breaking the image.

Giles takes a deep breath and closes his eyes - he's about to do something very difficult, and it's going to take a lot of himself to do it.

He reaches into his jacket pocket and takes out three small red crystals, placing them spaced out evenly across Dawn's body, before taking a small packet of fine red powder and sprinkling it in two lines, linking the crystals together.

He stands, looking down on Dawn, before reaching into another jacket pocket and taking out a small scrap of parchment. Adjusting his glasses, he begins to read.

GILES (cont'd)

Beings born of fire, beings born of ash, hear me. This vessel is empty, its soul is lost. Reclaim it as your own.

(CONTINUED)

Giles starts to choke up as he reads - this is clearly very difficult for him, but he fights back the emotion and continues reading.

GILES (cont'd)
Cleanse this form so that it may
never again be used for any
purpose, good nor evil.

The red crystals start to GLOW with surprising intensity, and the lines of red powder start to SPARK as they ignite.

GILES (cont'd)
Reduce it back to the ashes from
which it came.

The powder bursts into FLAMES, and in moments, the fire spreads to cover the whole of Dawn's body.

Giles steps back as the flames rage on, obscuring Dawn's body from view, and Giles takes off his glasses, wiping the tears from his eyes.

In a few moments, the fires die down again, leaving nothing but a small mound of ash where Dawn's body once lay.

Giles crouches down beside it, taking a small handful and letting it slip back through his fingers.

GILES (cont'd)
(softly)
I'm sorry...

He stands, taking a moment to collect himself, before turning and leaving the room, collecting the abandoned Scythe from the ground as he exits.

We stay on the ashes as Giles closes the door behind him. For a beat, there is nothing - then the ashes begin to GLOW a sickly yellow.

They start to fade from view, vanishing into thin air in a few beats, and as the last of them disappear, we cut to:

Looking down on the altar inside the Bringer's base of operations, with the same sickly glow the ashes materialise in front of us.

Broderick steps into frame, a sinister smirk plastered across his face.

BRODERICK
Those fools... did they think it
would be that easy?

Broderick watches - and the ashes begin to GROW, doubling and multiplying until they fill most of the surface of the altar. They start to harden and solidify, forming into a rough outline of a human skeleton, and as Broderick throws back his head and LAUGHS triumphantly, we cut to:

Faith and Lippok march down a quiet East Side street. Faith's bag is over her shoulder and her eyes blaze with determination - she's managed to freshen up a little, no doubt courtesy of Paulie the bartender. Lippok is just finishing off a joke as we join them.

LIPPOK

And so then, the hecklash demon
says to the human, 'no, wormbaby, I
mean to eat your babies instead!'

Lippok laughs at the punchline, but Faith just rolls her eyes. Lippok huffs.

LIPPOK (cont'd)

Oh, what, you trying to tell me
that wasn't funny?

FAITH

I'm saying it was a lame joke
whatever your species, man. You
should stick to being an informant.

Lippok pouts, which just makes Faith chuckle, before:

VOICE (O.S.)

Hey! Stop! Police!

Faith freezes and spins round - and is KNOCKED off her feet as somebody barges into her.

It's a stereotypical street punk, all sports gear and bling jewellery, who quickly scrabbles back to his feet and runs off frame.

Moments later, a hand reaches into frame to pull Faith to her feet. She looks up to see SCOTT, a young, fair-haired man, handsome in a boy next door kind of way.

SCOTT

Are you okay?

FAITH

(takes his hand)
Uh, yeah, five by five.

SCOTT

(beat)

Oh, sorry. Scott Jacobs, NYPD. Uh,
I should probably get back to
chasing that guy...

FAITH

Oh, yeah, right.

Scott nods - and thankfully the street's too badly lit for him to notice that Lippok isn't exactly human - and starts to run in the direction of the fleeing perp again.

SCOTT

(yells)

Hey! NYPD! And you aren't doing the
stopping thing!

Scott rounds a corner and heads out of sight as Lippok breathes a sigh of relief.

LIPPOK

Man, that was a close one!

FAITH

(thoughtful)

Yeah...

LIPPOK

You okay? You didn't look your
usual self when that cop showed up.

FAITH

(distracted)

Huh? Oh, that's just me. Me and
cops don't work well together.

Faith picks up her bag again.

FAITH (cont'd)

Let's keep moving.

She starts on her way, and we cut to:

Faith and Lippok look towards the run down church building, graffiti sprayed across its walls, and generally looking one falling brick away from being demolished.

FAITH

Is that it? Doesn't exactly strike
me as the root of all evil, ya
know?

LIPPOK

Appearances can be deceiving,
Faith. Hey, I'm a good example of
that.

Faith eyes him, then with a smirk heads towards the rusty
iron gate that sets the church back from the street.

As the duo head up towards the church's front entrance, we
pull back to see somebody watching them from the shadows
across the street - and as a pair of neon green eyes stare
balefully out from the darkness, the mohra demon steps into
frame! It HISSES menacingly as we cut to:

INT. OLD CHURCH - NIGHT.

Inside the church, all is silent for a beat. A pair of
pigeons flutter up in the rafters, before:

SLAM! The front doors are kicked open, and Faith marches
boldly into the main hall, a tense-looking Lippok behind her.

LIPPOK

Uh, I was kind of thinking a quiet
entrance would have been better...

FAITH

I don't do quiet.
(shouts)
Hey!

No movement for a beat. Then, the door to the side room
opens, and three cultists step out, glaring at Faith as she
smirks back at them.

FAITH (cont'd)

Bless me, father, for I have
sinned. I'm about to kill a whole
lot of people.

Faith's grin fades a little as several more cultists file out
of the room, quickly outnumbering the Slayer.

FAITH (cont'd)

(mutters)
There's always more of 'em...

LIPPOK

Uh, Faith? Do we have a plan?

FAITH

Here.

She presses an axe into his hands as she drops her bag,
drawing her sword from it.

FAITH (cont'd)
Watch my back.

As the first wave of cultists all draw short, curved daggers and start to charge towards her, Faith lets out a YELL of her own and races into the fray.

Despite taking on four attackers at once, Faith is a blur of action, her sword flashing left and right as she takes first one, then another cultists out of the fight, a sharp elbow knocking the third to the floor and a fierce double punch flooring the fourth.

She looks up as we hear somebody CLAPPING slowly, and sees Broderick walk out of the side room, the last five cultists behind him.

BRODERICK
Very bold, Slayer. Barge into our hideout and take us on single-handedly? I'd expected...

He frowns, studying Faith as though realising something.

BRODERICK (cont'd)
You're not her!

FAITH
(smirks)
Surprise.

BRODERICK
But... but we sent the mohra demon to Cleveland to kill Buffy Summers! How did you-

FAITH
Yeah, that's the thing about mohra demons. Badass fighters, yeah. But not too bright.

BRODERICK
(seethes)
Kill her!

He steps back into the side room and locks the door behind him, as the rest of the cultists run in to the attack.

Faith leaps across the dusty pews, getting some air and drop-kicking two of them into each other, and as they crash into the old lectern, knocking it over, her sword sings through the air again, fending off a barrage of dagger attacks.

FAITH
Lippok! Help me out over here!

(CONTINUED)

Lippok is frozen to the spot. Combat is definitely not his thing.

LIPPOK

Wh-what... what do I do?

Faith takes a PUNCH, but lands two of her own back to clear some room.

FAITH

Stop standing there and start
killing these guys!

Lippok nods and rushes in, still pretty uncertain, but he diverts two of the cultists away, giving Faith some space to tackle the nearest one to the ground.

She faces the three vampires, and her sword is knocked from her hands as the first one grapples with her.

VAMPIRE CULTIST

(sneers)

Three on one with just your bare
hands? Odds don't look good,
Slayer!

Faith grins - then draws a STAKE from inside her jacket.

FAITH

Always stick with the classics.

SLAM! She takes the first vamp, roundhouse kicks the second and stakes the third in a flurry of motion.

The last vamp charges at her, but she ducks underneath his clumsy attack and flips him over. He CRASHES down into one of the pews, splintering the wood, and HOWLS as he stakes himself on one of the fragments.

Faith glances round - nine down, seven to go. She scoops her sword up off the floor, swings and buries it in the chest of the nearest cultist, leaving the weapon stuck in him as she spin-kicks another attacker.

Lippok is managing to hold off his two attackers, but they've battered him back towards the entrance of the church. He yells across to Faith, his axe swinging from side to side as he desperately fends the cultists off.

LIPPOK

Faith!

She pins round - and boggles at what she sees.

(CONTINUED)

Unsighted by Lippok, the mohra demon strides through the church entrance, long katana blade in hand. The two cultists attacking Lippok back away, and he blinks in surprise.

FAITH

Look out!

Lippok turns - and stares, wide-eyed and frozen with fear, at the approaching demon.

It glares down at him - then with an almost disdainful GRUNT, it drives its katana into his chest.

FAITH (cont'd)

No!!

Lippok GULPS, then crumples and falls limp, the mohra demon pushing his body off its sword before setting its sights on Faith once again.

Faith surveys the scene - five cultists and the mohra demon to go. She looks round and sees she's close to the side door, so she turns and sprints towards it.

The mohra picks up speed, racing across the hall towards her, but Faith hits the door shoulder first at full speed, barging it open with a SHOUT.

Faith crashes to the floor as the door flies open, and she quickly jumps back up to her feet.

Her jaw drops as she sees Broderick standing over Dawn's body, waves of white energy smoking off her.

FAITH

No...

BRODERICK

You're too late! The transformation has begun! Soon, Ulithios will rise again, and this time, nobody will-

Broderick stops. He looks down to his chest - Faith's stake is buried there, thrown across the room in a heartbeat. He looks back up to Faith, her face impassive as he sinks to his knees and drops to the ground.

FAITH

You might wanna revise that statement.

Faith races over to Dawn's body, reaching it as the mohra demon bursts into the side room.

MOHRA DEMON
(frenzied)
Slayer!!

Faith reaches out for Dawn, but recoils as though shocked when she tries to touch her.

The mohra demon grins as it begins to stalk slowly towards her, knowing she has nowhere left to run.

Faith glances at a small boarded up window to her right, but she's too far away from it. She glances across at the Stone of Namora to her side.

MOHRA DEMON (cont'd)
There's nowhere for you to go now,
little girl. Your head will be my
greatest trophy!

His choice of words gives Faith an idea, and she looks to her feet at Broderick's dead body. She quickly grabs his robes and lifts him up, holding him like a battering ram.

FAITH
Never was too good at using my
head...

She looks at the Stone, and as the mohra demon realises what she's thinking, its jaw starts to gape.

FAITH (cont'd)
... so I figure I'll try using
someone else's!

MOHRA DEMON
No!

Faith charges towards the Stone and RAMS Broderick's head into it. The stone CRACKS - and then a chunk of it SHATTERS outwards, instantly filling the room with swirls of orange light that ricochet off the walls and ceiling.

Faith drops Broderick and staggers back as the waves of energy batter her, looks down at Dawn's body, then at the Stone - which seems to be building towards supernova!

She looks at the window, then breaks into a run, ducking to avoid a last slice of the mohra's katana as she DIVES towards the window.

Behind her, the energies of the Stone hit fever pitch - and then EXPLODE, filling the room with an inferno of fire in an instant.

Dawn's body disintegrates, the white energies dispelling with an unearthly HOWL.

(CONTINUED)

29 CONTINUED: (2)

29

The mohra just has time to SCREAM as Faith hits the boards, and she BURSTS through out onto:

30 EXT. OLD CHURCH - CONTINUOUS.

30

Faith flies out of the window frame, chased by a gout of fire, and she hits the deck hard.

Quickly getting to her feet, she runs for her life as the church EXPLODES behind her, chunks of masonry scattering out in all directions.

Faith stumbles to the ground again, rolling as a large slab of stone SLAMS into the street, missing her by an inch, and she rolls to her feet, heading towards a nearby alley for safety, bleeding and wounded from her near miss.

31 EXT. ALLEYWAY - CONTINUOUS.

31

Faith places one hand against the alley wall for support, panting with exertion, before she sinks to the floor, exhausted and bloody, the sounds of the disintegrating church behind her starting to fade out, as we dissolve into:

32 EXT. ALLEYWAY - MORNING.

32

Faith is where we left her, hidden from view by a heap of boxes and crates piled up in the alley entrance.

Something darts past us, before a shape cautiously pads out of the shadows and makes for Faith's unconscious body.

It's a small tabby cat, who sniffs experimentally at Faith's hand before padding towards her head, licking her cheek.

Faith stirs, and the cat MEOWS as she comes round. Faith groans and starts to sit up, wincing as she finds she's carried several injuries across from her escape.

Her eyes focus on the cat, who PURRS happily, sensing a fellow lost soul. Faith shakes her head to clear the cobwebs, looking down at the tabby.

FAITH

Well, I guess you're the forward
type, huh...

Faith hears voices from the street beyond, and glances down at the cat again.

FAITH (cont'd)

I think we'd better check this out.

She reaches for the tabby and scoops him up - the cat doesn't complain, and Faith makes her way back towards the street.

33 EXT. NEW YORK STREET - MORNING.

33

As Faith heads back out into the morning light, she sees that the church has collapsed in on itself, a smoking pile of rubble now, as the fire crews who fought the blaze into submission finish packing up.

A small crowd has gathered to watch the commotion, nobody paying much attention to Faith as she nudges through them for a closer look - her dishevelled state just makes her look like another street crazy with her cat.

Faith turns to a middle-aged woman armed with two bags of shopping and nudges her.

FAITH
Anyone get out?

WOMAN
No, they said there must have been a gas main explosion or something. They found a lot of bodies, they think they must have been squatters.

Faith sees a pair of paramedics close an ambulance's back doors, before it pulls away, not bothering to use its siren. There's no rush.

Faith turns and pushes back out through the crowd, still looking a little disorientated and groggy as she walks away.

She exits the frame, and we cut to:

34 INT. APARTMENT BLOCK - DAY.

34

Faith is standing before an apartment door, cleaned up now, tabby cat nowhere in sight as she KNOCKS.

After a beat, the door opens to reveal JERMAINE WOOD, early forties, tall and handsome just like his nephew Robin, well dressed and wearing a pair of spectacles.

JERMAINE
Yes?

FAITH
Uh, are you Jermaine Wood?

JERMAINE
I am indeed. Can I help you, miss?

FAITH
I hope so. I'm, uh, Faith Lehane. I don't know if Robin mentioned me?

(CONTINUED)

Jermaine thinks - then nods, starting to grin.

JERMAINE

Yes, yes, of course, the young lady
he met in Sunnydale. What can I do
for you?

Jermaine is smiling warmly, but Faith's expression is
downcast.

FAITH

I'm, uh... I have some bad news.
It's about Robin.

Now it's Jermaine who looks downcast. His smile fades as he
starts to sense that something is wrong.

JERMAINE

I see... You'd better come in.

Faith nods, and steps past him into his modest apartment.
Jermaine closes the door behind her, and as it shuts, we:

BLACK OUT:

END OF SHOW