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Story #: E02331

ANGEL

"Not Fade Away"

Written by

Jeffrey Bell

&

Joss Whedon

Directed by

Jeffrey Bell

SHOOTING DRAFT

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ANGEL

"Not Fade Away"

CAST LIST

ANGEL.....	David Boreanaz	
WESLEY WYNDAM-PRYCE.....	Alexis Denisof	
CHARLES GUNN.....	J. August Richards	
ILLYRIA.....	Amy Acker	
LORNE.....	Andy Hallett	
SPIKE.....	James Marsters	
HAMILTON.....	Adam Baldwin	
SEBASSIS.....	Leland Crooke	
PEE PEE DEMON.....	Ryan Alvarez	*
IZZY.....	Mark Colson	*
SENATOR BRUCKER.....	Stacey Travis	
VAIL.....	Dennis Christopher	*
HARMONY.....	Mercedes McNab	
LINDSEY.....	Christian Kane	
ANNE.....	Julia Lee	*
CONNOR.....	Vincent Kartheiser	
EVE.....	Sarah Thompson	
BARTENDER.....	David Figlioli	*

ANGEL

"Not Fade Away"

SET LIST

INTERIORS

WOLFRAM & HART

ANGEL'S OFFICE

HARMONY'S DESK

ANGEL'S CONFERENCE ROOM

OFFICE

ANGEL'S PENTHOUSE

LOBBY

ELEVATOR

ND CORRIDOR/ND OFFICE

SPIKE'S APARTMENT

BLACK THORN BOARD ROOM

LOUNGE

COFFEE SPOT

PUB

VAIL'S PALACE

SENATOR'S CAMPAIGN OFFICE

SEBASSIS' BATHROOM

HARMONY'S BEDROOM

FELL SANCTUARY

CORRIDOR

NURSERY

DEMON BAR BACKROOM

EXTERIORS

SHELTER - DAY

N.D. STREET - NIGHT

ALLEY - NIGHT

ANGEL

"Not Fade Away"

PREVIOUSLY ON ANGEL: The gang, ready to kill Angel, Angel produces a crystal, "Involvere!" A flash and Angel tells the gang they have six minutes to hear the truth without W&H listening in. The high points: that Angel's ready to kill every member of the Black Thorn and that the Senior Partners will rain their full wrath down in retaliation. Angel says he can't do it alone, needs the gang's help and asks for a vote, 'cause this is a suicide mission. As everyone votes that they're in, CAMERA pulls back, MORPHS through the windows into the lobby where we reveal Hamilton watching a very heated stand off between Angel and his peeps. Off Hamilton eyeing them quizzically:

TEASER

1 INT. WOLFRAM & HART - ANGEL'S OFFICE - DAWN

1

ON ANGEL, as his eyes sweep across

WES, GUNN, SPIKE, and LORNE -- their hands still raised. Angel puts his in the air.

ANGEL

Then we're all agreed.

SPIKE

Yeah, we're one big, happy Manson Family.

*
*

GUNN

We takin' 'em all at once?

*

ANGEL

Can't. The Circle of the Black Thorn is the most powerful group in this plane of existence. Together they'd vaporize us. But separated, they're just demons.

*
*
*
*
*
*

WESLEY

When do we make our move?

*

ANGEL

Soon. Meantime we have to keep up the infighting. The Circle needs to believe we're coming apart at the seams.

*

SPIKE

I could hit you some more if it'll help sell the charade.

CONTINUED

1 CONTINUED:

1

GUNN

What about Illyria?

ANGEL

What about her?

GUNN

Move like this, wouldn't hate having Blue Thunder in our corner.

ANGEL

(shakes his head)

Can't trust she'll come down on our side.

LORNE

Trust me, she's house-broken. She was baby-sitting Drogyn when we--

*
*

Angel snaps a look at him.

ANGEL

She was with Drogyn?

SPIKE

Relax. Two of them were gettin' on well enough--

ANGEL

You have to get over there. Now.

WESLEY

(stepping forward)

Why? What is it?

ANGEL

Drogyn's dead.

As the gang exchange looks...

SPIKE

Just how would you know that, Kreskin?

Angel sees the others looking at him. After a moment...

ANGEL

I killed him.

They stare at him, stunned.

SPIKE

Wha--

CONTINUED

1 CONTINUED: (2)

1

Before he can get another syllable out, ANGEL suddenly SMASHES him right in the face.

SPIKE (cont'd)

Ow! You son-of-a--

Spike starts to swing back, Angel grabs his arm and grips him by the throat, in complete control, as we hear:

HAMILTON (O.S.)

Sorry...

They turn to see HAMILTON in the doorway.

HAMILTON (cont'd; O.S.)

Didn't know you were... in conference.

ANGEL pushes Spike away...

ANGEL

I was just making a closing statement. Unless somebody didn't hear me...

*
*
*

He throws a glare at the others and they start to leave.

ANGEL (cont'd)

(as Wes passes)

Goes for Illyria too, Wes. She's your responsibility. Make sure she doesn't get twitchy.

*
*
*
*

ON HAMILTON - at the mention of her name, he smiles slightly.

Wes nods, then follows the others to the elevator.

HAMILTON

Well... You've got yourself a problem.

Angel looks after the departing gang...

ANGEL

Nothing you have to worry about.

HAMILTON

Not me. Your new friends -- the Black Thorn -- They're very concerned.

ANGEL

(sighing, wearily)

Tell 'em to send me a memo. I'm busy -- Got a business to run.

CONTINUED

1 CONTINUED: (3)

1

HAMILTON

You can tell them yourself. They
want to see you. Right now.

Angel looks up at Hamilton, whose smile has returned.

HAMILTON (cont'd)

No rest for the wicked...

Off Angel...

*
*
*

BLACK OUT.

END OF TEASER

ACT ONE

2 INT. SPIKE'S APARTMENT - DAY

2

PANNING ACROSS the debris in the dark apartment, the quiet, but annoying O.S. music loop of "Crash Bandicoot" the only sound as the CAMERA ARRIVES at the already smashed open door as SPIKE, WES, GUNN and LORNE rush in.

WESLEY

(seeing)

Illyria --

Stay with Wes as he moves to

ILLYRIA on the floor in the corner, her back to us. She's not moving. He rolls her over to reveal her battered face. BLUE-BLACK BLOOD drips from her nose and mouth and from a large gash across her exposed neck and shoulder.

SPIKE

Bloody hell.

GUNN

Check her pulse.

(then)

Is she supposed to have a pulse? *

WES gently pulls her up, takes her chin in his hand and tries to rouse her.

WESLEY

Illyria... Can you hear me?

Suddenly, her large, ice blue eyes hinge open.

SPIKE *

Who did this to you?

ILLYRIA

(weakly)

Ham... It was... Hamilton... took
Drogyn... *

ON LORNE, absorbing all this, eyes unfocused, having trouble dealing.

LORNE *

Took him straight to his Buddy Angel. *
I'm telling you: our fearless leader *
has fearlessly lost it. There's no *
part of this that makes sense. How *
do we know we're not next? *

CONTINUED

2 CONTINUED:

2

WESLEY

I don't think we're being monitored here.

LORNE

I'm not playing to the crowd, Wes. I'm telling you I still don't trust the man.

GUNN

We don't have to trust him.
(off looks)
We just gotta pray the Circle does.

Off the others' looks...

3 INT. BLACK THORN BOARD ROOM - DAY

3

ANGLE STRAIGHT DOWN ON LARGE TABLE - circular, polished wood, inlaid with an iron-black CIRCLE OF THORNS SYMBOL.

CIRCLE MEMBERS (O.S.)

(low, droning chant)

--all is bound by the Circle and its thorns... invisible, inviolate...

CAMERA CRANES down and TILTS UP to find SEBASSIS at the table, the PEE PEE DEMON standing behind him, blindfolded, then CAMERA PULLS BACK - revealing the elite leaders of the Black Thorn at the table including: SEBASSIS, IZZY, a SAHRVIN, a FELL BRETHERN, BRUCKER, the other HUMANS from ep. 21, VAIL, and Angel. They all chant along.

CIRCLE MEMBERS

We, the seeds of the storm, at the center of the world's woe, now convene...

The ceremonial formality passes. An uncomfortable silence falls over the table.

ON ANGEL, trying to suss out what's going on. His eyes dart around from person to person.

Sebassis lifts up a crystal flute of BLUE BLOOD, taking a sip.

SEBASSIS

The Circle does not abide secrets.

And with that, every member of the Circle turns and looks at Angel.

CONTINUED

3 CONTINUED:

3

Angel glances around, aware all eyes are on him. He tries to play it cool.

ANGEL

Which is interesting for a secret society.

SEBASSIS

Remember your place, vampire.

ANGEL

My place is in the circle and I'm not here to take your lunch orders. You got a beef, come at me straight.

SEBASSIS

This morning's insurrection did not go unnoticed.

Sebassis drains the rest of his blood drink. Angel eyes him cautiously.

ANGEL

You mean my people.

SEBASSIS

They tried to kill you. An embarrassing affront, to say the least.

Sebassis snaps his fingers. Pee Pee Demon snaps to (he's several steps behind his liege) and starts shuffling forward.

VAIL

And the stepping stone to disaster. You have ascended, Angel. You shouldn't be burdened by --

Vail jolts in his seat and we hear the CLANK OF IV BOTTLES. PAN TO his IV rack to reveal Pee Pee Demon, tangled in the tubes that feed Vail. He turns to Sebassis, hollering:

VAIL (cont'd)

Sebassis! Your manservant is tangled in my bodily fluids! Again!

Vail shoves the Pee Pee Demon back. Angel, annoyed, stands and grabs Pee Pee by the neck and gives him a harsh shove toward Sebassis.

PEE PEE DEMON

EEEEEP!

CONTINUED

3 CONTINUED: (2)

3

ANGEL

(re: Pee Pee)

My people are the problem?

SEBASSIS

(resumes decorum)

Some of them, yes.

ANGEL

"Some?" Who missed the cut?

VAIL

We're interested in Mr. Wyndam-Pryce.
He seems... talented. And
intriguingly unstable.

BRUCKER

Mr. Gunn, on the other hand, does not.

(beat)

Which is a pity. He had so much
potential.

SEBASSIS

He is not, however, our greatest
concern.

ANGEL

If the next words out of your mouth
are "Kill Spike", we just might have
to kiss.

SEBASSIS

Spike is not the threat. You are.

Sebassis gestures to Izzy, who pulls out a metal and jewel-
encrusted TUBE (the same one as in episode 1.21 "Blind Date.")

SEBASSIS (cont'd)

You've proven your loyalty to the
circle. Regrettably, there's
something stronger than "loyalty..."

Izzy opens the tube, removes the aged sheet of PARCHMENT
(also from ep. 1.21) and slides it in front of Angel.

SEBASSIS (cont'd)

Hope.

Angel looks at the parchment, recognition crossing his face.

ANGEL

This is the Shanshu Prophecy.

CONTINUED

3 CONTINUED: (3)

3

SEBASSIS

The original.

BRUCKER

"The vampire with a soul will perform
a pivotal role in the apocalypse --"

VAIL

"And, as a reward, will become human."

SEBASSIS

A paranoid person might think you're
trying to manipulate us in an attempt
to fulfill this prophecy.

Angel studies them, choosing his words carefully.

ANGEL

I have no desire to be human.

SEBASSIS

Good. Then you won't mind signing
that pesky future away.

Angel looks at him -- what are you talking about?

SEBASSIS (cont'd)

Through this document the prophecy
can be undone. Your signature here
will remove any possibility that you
will ever "earn" your once-precious
humanity.

(beat)

Will you sign it?

Angel tries to act like this doesn't bother him. A beat,
then:

ANGEL

Of course.

In a flash, Izzy slams a pen down, pinning Angel's left hand
to the table.

IZZY

S'gotta be signed in blood.

Angel blinks back the pain. He looks at all of them. They
wait expectantly for his next move. Music flows in, telling
us this moment is a biggie.

He pulls the pen from his hand. Wheels turn in his head, but
they've trapped him.

CONTINUED

3 CONTINUED; (4)

3

He signs.

4 INT. WOLFRAM & HART - ANGEL'S OFFICE - DAY

4

*

POV - LOOKING OUT WINDOW - at the Sun, burning in the haze over LA.

ON ANGEL - who looks out the window, stoic but weary, bathed in sunlight. After a beat, he looks at his hand, BANDAGED from the pen stab in the previous scene. With a slight wince, he pulls the dressing off -- the wound is already scarring over. Harmony enters behind him.

HARMONY

Um... Angel?

(Angel doesn't turn)

Just wondering where everybody is.

ANGEL

(long beat, then:)

Do you ever miss it?

(off Harmony's blank)

You were turned, what, five years ago, right?

HARMONY

Oh. That. Yeah, graduation night.

Harmony is put quietly off balance by this line of questioning. This is uncharted intimacy for them.

HARMONY (cont'd)

I don't know. It's weird. Part of me always knew life would end after high school.

(candid)

I was very popular, you know? The whole 'golden years' thing.

ANGEL

I don't remember what it was like. Being human. It was too long ago.

HARMONY

Not so great. Zits. Dandruff. Mortality. Although I do remember...

(thinking back)

My heart. The way it would thump when I kissed a really hot boy for the first time. That was cool...

(more)

CONTINUED

4 CONTINUED:

4

HARMONY (cont'd)
(shrugs, over it)
Huh. Don't miss it until it's gone,
I guess.

Angel takes this in with a slight nod, looking down.

HARMONY (cont'd)
Angel... Something's going down,
isn't it.
(Angel looks up)
And everybody is in on it. Except me.

ANGEL
You're not a part of this.

HARMONY
I could be. I am your assistant
after all. I could, I don't know,
assist you or something.

Angel looks at her. Studies her, thinking on it. Then:

ANGEL
Hamilton.

HARMONY
Hamilton?

Angel animates, moving to his desk, looks at a company directory.

ANGEL
I need to get some things done, pay
a quiet visit to Archduke Sebassis...
I'd like to keep our liaison out of
the loop.

HARMONY
Out of the loop? That's where I live.

ANGEL
(on his way out)
Distract him. I don't care how --
throw some files at him, or
punches -- Keep him busy for as long
as you can.

HARMONY
What are you gonna do now?

ANGEL
One more thing I don't want to.

*
*
*
*
*

5 INT. WOLFRAM & HART - ANGEL'S CONFERENCE ROOM - DAY 5

The blinds are half shut -- it's time to bring on the noir lighting. Lindsey sits at the head of the table, back to the window, Angel moves about as they talk.

LINDSEY

You have to be joking.

ANGEL

I'm not known for my jokes.

(stone-faced)

Mostly I think that's 'cause people don't get me.

LINDSEY

Why on God's green and verdant earth would I ever trust you? Or you me?

ANGEL

Because it's not about us, Lindsey. It's about them. The Wolf. The Ram. The Hart. The ones we've been fighting against forever.

LINDSEY

You can't beat them.

ANGEL

Maybe they're not there to be beaten. Maybe they're there to be fought. Maybe the Senior Partners are what evil really is: Incorporeal. Intangible. In us. And maybe fighting them is what makes human beings so remarkably strong.

LINDSEY

You're not talking about the kind of strength human beings have. This isn't about not coveting your neighbor's ass, your buddy's job, the last Mallomar in the box. This is about fighting flesh and something-that-passes-for-blood demons with enormous power. They will mow you down.

ANGEL

Maybe. But I keep thinking that once this world was theirs, and now it's not.

LINDSEY

Isn't it?

CONTINUED

5 CONTINUED:

5

ANGEL

Give me the Hell on Earth speech;
Lindsey. I know how bad things
are -- how much sway the demons hold.
I happen to be the greatest mass
murderer you've ever met.

LINDSEY

And I've never given you props for
that.

ANGEL

Always gonna be power, always gonna
be corruption. But there's always
the other thing, too. And right
there in the middle, there's always
guys like you, bend with every breeze.

LINDSEY

So again I ask --

ANGEL

'Cause it's not what I'm expected to
do. 'Cause you're good in a fight,
even without your borrowed demon-
strength. And say we just keep
rolling sevens and this **does** go our
way. We take this firm apart,
someone's gonna have to step in. I
know that's what you want, and I'm a
lot more comfortable with the thought
of you in that position than anyone
else.

LINDSEY

The devil you know.

ANGEL

That'd be you.

LINDSEY

Suppose you come up snake eyes?

ANGEL

You'll talk your way out of it. Tell
'em I forced you to help me. Tell
'em I made my scary face.

LINDSEY

Believe it or not, I was actually
asking about you. You don't care
about being squashed like a bitty bug?

CONTINUED

5 CONTINUED: (2)

5

ANGEL

You haven't heard a word I've said.
From like, years back.

LINDSEY

You get speechy, I breeze out. I get
the cliff notes: honor, humanity,
absolute good. Heard it. Here's the
plot-twist, though: I'm in.

Beat.

ANGEL

Why?

LINDSEY

Everybody goes on about your soul,
vampire with a soul, it's headline
news but nobody ever mentions the
fact that what you really are is a
vampire with huge brass testes! This
is gonna be a circus! Win or lose,
you're about to start the nastiest
fight since mankind drop-kicked the
last demon out of this dimension and
that you don't do without me. You
want me, I'm on your team.

ANGEL

I want you, Lindsey.

(beat)

I'm thinking about rephrasing that.

LINDSEY

I'd be more comfortable.

6 INT. SPIKE'S APARTMENT - DAY

6

ON WESLEY and a resting ILLYRIA as he leaves her side and
crosses to GUNN and SPIKE, huddled in conversation. Lorne
sits nearby lost in his own dark thoughts.

GUNN

(to Wes)

How's she doing?

WESLEY

She needs more care than I can
provide here. Have to get some
supplies from home. Watch over her
for me.

*
*

CONTINUED

6 CONTINUED:

6

SPIKE

Fat lotta good that'll do if Hamilton
decides to make another house call.

ANGEL (O.S.)

Hamilton did this?

They turn to see

ANGEL, standing in the doorway, surveying the damage and the
wounded Illyria.

LORNE

You didn't know?

Angel shakes his head.

ANGEL

(to himself)

He brought Drogyn.

WESLEY

To the Circle. So you could kill
him, to prove you'd gone over.

LORNE

Say, any other tips on how to be a
hero we can share with the boys and
girls at home?

ANGEL

I didn't have a choice. They'd've
killed us both if --

GUNN

We get it. We'd just like to know if
they're gonna need any of the rest of
us as proof.

SPIKE

Pick us off one by one, you know.

ANGEL

No. They won't.

PUSH IN on him.

CONTINUED

6 CONTINUED: (2)

6

ANGEL (cont'd)
We're killing them all tonight.

BLACK OUT.

END OF ACT ONE

ACT TWO

A7 INT. SPIKE'S APARTMENT - DAY

A7

Where we left off... Everyone looking at Angel.

ANGEL

I want you all to do something for me. For yourselves. Take the day off.

SPIKE

What?

GUNN

Angel, if we're planning to assassinate the power elite of the Apocalypse tonight, shouldn't we be cowboying up?

ANGEL

We'll be ready.

(beat)

But today I want you guys to go out. Live. Do whatever you want... What you need to do. Live the day like it's your last. 'Cause it probably is.

Off Angel...

7 INT. LOUNGE - DAY

7

CLOSE ON LORNE in front of a microphone. He taps it, makes sure it's on, and begins to sing [song to be determined].

POP WIDE AND REVEAL he's at a bar on a tiny Karaoke stage. A handful of folks sit and listen.

8 INT. COFFEE SPOT - DAY

8

CLOSE ON ANGEL -- he's looking at something off-screen, we're not sure what. We hold on him for a few beats -- it's almost as if he's trying to work up his nerve for something.

An extra walks in front of him, jostling him out of his zone. We WIDEN out a bit and see we're in a Coffee House -- standard issue, Starbucks-type place.

CONTINUED

8 CONTINUED:

8

Angel begins to walk forward, heading towards a seat. We move with him as he crosses. When he reaches a particular table, he stops, looks down.

ANGEL

Hi.

REVERSE to REVEAL CONNOR, sitting alone, a few books and papers spread out in front of him. As he looks up at Angel, we CUT TO:

9 INT. PUB - DAY

9

CLOSE ON A BAR as an emptied pint glass slams down next to a shot of Jack. As the hand reaches to pick up the shot, widen to REVEAL: it's Spike. He drinks his shot, surveys the bar -- tough looking BRUISERS mill about.

Spike nods to the BARTENDER for another drink. As the Bartender fills up the shot, someone roughly bumps past Spike. *

SPIKE

Nice crowd. *

BARTENDER

It can get pretty ugly in here, I gotta warn ya'. *

SPIKE

What I'm after. *

(downs a shot) *

Couple more shots a' courage and I just may make my presence felt. *

BARTENDER

Your funeral. *

SPIKE

Well I never did have a proper one. *

He downs another. *

10 EXT. SHELTER - DAY

10

ANNE is moving furniture and boxes into a truck. A big, torn sofa sits in the street. A few other people come and go, helping her. She sees: *

ANNE

Charles! *

CONTINUED

10 CONTINUED:

10

GUNN

Hey, Annie. How're you doing?

Huggage.

ANNE

Pretty good, I guess. Got a bunch of furniture donated, gotta move this junk to the new shelter.

GUNN

Still fightin' the good fight, huh?

ANNE

That's the drill. How are things uptown?

GUNN

More fight. Less good. Seen Rondell, or the guys? I hit some of the old holes, didn't see anyone.

ANNE

They should be around. Said they'd help me haul this stuff. You know how it is, though. Things come up.

GUNN

You got much vampire trouble these days?

ANNE

Never goes away for good. The boys help out, though. We're pretty safe. Gives me time to concentrate on the little things. Crack, abuse victims, psychotics... the old gang.

GUNN

I remember.

ANNE

It's not so bad. We've had some really decent donations, it's helping. We actually have a part-time paid psychiatric staff. I've seen kids come up from nothing, getting clean, getting their GED's... I gotta get this truck packed before the new stuff gets here.

GUNN

What if I told you it doesn't help?

CONTINUED

10 CONTINUED: (2)

10

She looks at him, concerned.

GUNN (cont'd)

What would you do if you found out none of it matters, that it's all controlled by forces more powerful and uncaring than we can conceive and they will never let it get better down here? What would you do?

A beat.

ANNE

I'd get this truck packed before the new stuff gets here.

(glances at the sofa)

You wanna give me a hand?

GUNN

(satisfied)

I do.

They each take one side of the couch, start lifting.

11 INT. SPIKE'S APARTMENT - DAY

11

Illyria sits up on Spike's bed as Wesley mutters a bit of Latin and drops herbs into a PESTLE. Over the course of the dialogue he mashes it into a paste with a MORTAR and applies it to a strip of CLOTH.

ILLYRIA

I don't understand.

WESLEY

It'll help you heal faster. If you really plan to join us in this fight --

ILLYRIA

I will fight. I've been broken and humiliated and I will return in kind every blow, every sting. I will **shred** my adversaries. Pull their eyes out just enough to turn them towards their mewling, mutilated faces.

WESLEY

You're a very inspirational person, have I mentioned that?

CONTINUED

11 CONTINUED:

11

ILLYRIA

You are what I don't understand.

WESLEY

And that would be different because...

ILLYRIA

Angel told you to do whatever you wanted. Today. Tonight you might all be dead.

WESLEY

Yes, good point.

He wraps the POULTICE on her shoulder. *

ILLYRIA

I am not what you want.

WESLEY

No.

ILLYRIA

Then why --

WESLEY

Don't I go off and have one last perfect day? Smell the flowers, or skydive or have a go with Mistress Spanksalot or whatever the hell one's supposed to do in these situations?

ILLYRIA

Mistress who?

WESLEY

There is no perfect day for me, Illyria. There is no sunset, or painting or finely aged scotch that's going to sum up my life and make tonight any...

(quietly)

There's nothing that I want.

ILLYRIA

You want to be with Fred.

WESLEY

Yes. Yes, that's where I'd be if I could.

CONTINUED

11 CONTINUED; (2)

11

ILLYRIA

I could assume her shape, make her
come alive again for you this once.
But I know you won't ask me to.

WESLEY

I'm a Watcher. Always have been.
The first lesson a Watcher learns is
to separate truth from illusion,
because in the world of magics it's
the hardest thing to do. The truth
is that Fred is gone. To pretend
anything else would be a lie, and
since I don't actually intend to die
tonight, I won't accept a lie. I'll
live with truth. However miserable
the truth may be.

Illyria looks at him a moment, thinking.

ILLYRIA

You are... not an inspirational
person like me.

He smiles.

WESLEY

No, I guess not.
(re: bandage)
Is it better?

ILLYRIA

(puts her hand on it)
It's better.

They hold their look...

SPIKE (PRE-LAP)

My soul is wrapped in harsh repose/

12 INT. PUB - DAY

12

CLOSE ON drunken Spike. He's standing at a microphone
onstage. We see a large sign on the wall: "McTarnan's Poetry
SLAM." *

SPIKE

Midnight descends in raven-colour'd
clothes/

(more)

CONTINUED

12 CONTINUED:

12

SPIKE (cont'd)

(beat)

But soft -- behold! -- a sunlight
beam/ cutting a swath of glimmering
gleam/

(beat)

My heart expands -- 'tis grown a
bulge in't/ Inspired by your
beauty... effulgent.

As he finishes, he looks up. REVERSE ON THE ROOM from
Spike's POV. We're wide -- all the Bruisers from earlier are
standing and seated throughout the bar at rapt attention. *

The Bruisers begin to APPLAUD. They whistle and cheer, one
dude calls out "That was brave!" *

ON SPIKE as he takes it in, proud. And clearly shitfaced.

SPIKE (cont'd)

Thank you! That was for Cecily!

(beat)

All right -- this next one is called
"The Wanton Folly of Me Mum..."

13 INT. COFFEE SPOT - DAY

13

Angel sits across the table from Connor. As Connor eyes him:

CONNOR

So she's a werewolf. *

ANGEL

And an art student. She does this
great pottery, made me a vase -- *

CONNOR

But it's the wolf thing that jones's
you. There's some full moon love, am
I right? Fur flying... *

ANGEL

There's no fur. I would never... fur. *

CONNOR

So vampires really **don't** understand
the concept of "jokes." *

CONTINUED

13 CONTINUED:

13

ANGEL
(mildly offended)
I understand jokes.
(beat)
I was at the first taping of "The
Carol Burnett Show."

CONNOR
(furrows his brow)
I know you're my father.

CLOSE ON ANGEL as this catches him off-guard.

ANGEL
You got your memories back.

CONNOR
(nods)
They're mixed in there with the new
ones. It's more like a... bad dream
I had, I guess. A really strange,
violent,
(thinks)
At times, inappropriately erotic...
dream.

ANGEL
You probably have a lot of
questions --

CONNOR
No. I don't wanna make a thing. I
get what you did. You know, I'm
grateful and that's as far as I wanna
take it. Okay?

Angel nods. A beat, then he gestures to the papers Connor
has in front of him.

ANGEL
What are you working on?

CONNOR
I'm applying for an internship.
Supposed to write up a resume...

ANGEL
Need any help?

CONNOR
Have you... ever written a resume?
Ever?

CONTINUED

13 CONTINUED: (2)

13

ANGEL

No.

(beat)

But I have very nice handwriting.

CONNOR

(scoffs)

You girl.

TWO-SHOT of Angel and Connor. As they talk, we slowly PULL
BACK on the tableau of father and son. *
*

ANGEL

Hey -- good penmanship used to be a
sign of masculinity.

CONNOR

When, like, in the eighteenth century?

ANGEL

The latter half. *

CUT TO:

14 OMITTED

14

15 INT. WOLFRAM & HART - OFFICE - DAY

15

The curtains are shut -- it's an intimate little space now,
'cause I don't know if this scene is day or night yet and
anyway, people are kissing. Specifically, Lindsey and Eve.

LINDSEY

(intimately)

What're you thinking about?

EVE

(worried)

Angel.

LINDSEY

(wry smile)

There simply could not be a worse
answer than that.

EVE

You know what I mean.

CONTINUED

15 CONTINUED:

15

LINDSEY

I do. It's nice to know you're one of the few things in my life Angel never did get his mitts on.

EVE

(looking at her nails)

Yeah it's nice but let's talk about his plan I think we should talk about that. I don't believe Angel trusts you.

LINDSEY

Ain't about that, love. It's about what he needs, which is every hand he can get. Long as I'm fighting on his side he'll play me fair. Once the smoke clears, well... we'll see where we stand.

EVE

You're sure you can handle the Sahrvin's?

*
*

LINDSEY

They're sending me in with Karaoke Boy, how tough can they be?

EVE

(concerned)

With Lorne?

LINDSEY

What's up? You worried 'bout his reading? Telling you your future's all crappy? You know he was probably just messing with you.

EVE

Probably.

LINDSEY

This goes down you just stay the hell away from it. I'm not gonna let anything happen to you. Damn, girl, you gave up immortality for me. It's like something out of a fairy tale.

EVE

We don't live in a fairy tale --

CONTINUED

15 CONTINUED: (2)

15

He kisses the end of the sentence off.

PRELAP:

ANGEL (O.S.)

This may come out a little
pretentious...

16 INT. SPIKE'S APARTMENT - NIGHT

16

CLOSE ON ANGEL standing in the center of the room. The gang are strewn about. Illyria's visibly healthier. She stands next to Wes' chair. Gunn and Spike are on the sofa. Lorne sits quietly to one side by himself.

ANGEL

But one of you will betray me.

Spike's hand shoots up like a kid in school.

ANGEL (cont'd)

Wes.

SPIKE

(shucks)

Oh...

(perking up)

Can I deny you three times?

ANGEL

(to Wes)

Vail is the sorcerer of the bunch.

A17 INT. VAIL'S PALACE - NIGHT

A17

Vail walks toward his dining room table. He wheels his I.V. stand along for support.

ANGEL (V.O.)

You know that game, you've seen his place. And he believes you'd make a play for my spot.

17 OMITTED

17

18 INT. SPIKE'S APARTMENT - CONTINUING

18

WESLEY

That's not very flattering.

ANGEL

It'll get you in the door.

On Wes, considering the assignment.

ANGEL (cont'd)

Illyria. Izzerial the devil and three other members of the Circle dine together almost every night.

ILLYRIA

I'll make trophies of their spines.

ANGEL

Good to have you on the team.

(then)

Gunn...

GUNN

Yo...

Angel moves toward him.

ANGEL

Your friend Senator Brucker has a campaign office in West L.A.

19 INT. SENATOR'S CAMPAIGN OFFICE - NIGHT

19

Senator Helen Brucker sits at a desk working the phones. Glass windows span the simple store front office. Placards and banners cover the walls. Her staff buzz busily about.

ANGEL (V.O.)

You already know she's pure hellspawn. And she tends to surround herself with vampires.

20 INT. SPIKE'S APARTMENT - CONTINUING

20

Gunn and Spike on the sofa.

GUNN

I was hoping it'd be vamps. Haven't dusted nearly enough this year.

(to Spike)

No offense.

CONTINUED

ANGEL

"Not Fade Away"

(BLUE)

4/5/04

28A*.

20 CONTINUED;

20

SPIKE
'salright.

ANGEL
Spike...

CONTINUED

20 CONTINUED:

20

SPIKE

Right.

He pops up off the sofa. Steps toward Angel.

SPIKE (cont'd)

First off, I'm not wearing any amulets. No bracelets, broaches, beads, pendants, pins or rings.

ANGEL

Fine. All you need is a rattle.

Spike stares curiously at Angel for a beat, then,

SPIKE

Ahhh, the baby.

ANGEL

And a legion of Fell Brethren. I want the kid back with his mother and the foster family dismembered.

*
*
*

SPIKE

Done and done.

Spike crosses away.

ANGEL

Arch-Duke Sebassis has over forty thousand demons at his command.

21 INT. SEBASSIS' BATHROOM - NIGHT

21

We cut to Sebassis in a tub, Marat style. A LARGE SEBASSITE DEMON stands at the door. The Pee Pee Demon uncorks his vein and fills Sebassis' goblet.

ANGEL (V.O.)

Even the other members of the council fear him. He's the key player. So he's mine.

*
*
*

22 INT. SPIKE'S APARTMENT - CONTINUING

22

Angel steps over in front of Lorne, who either can't or won't look up. After a beat.

ANGEL

Lorne...?

CONTINUED

22 CONTINUED:

22

LORNE

I'm not a fighter, Angelwings. Never had the stomach for it. I'm your weak link.

ANGEL

I just need you to back up Lindsey.

WESLEY

Still can't believe you brought him in.

ANGEL

He's a part of this. It'll be just as dangerous for him as it will for everyone else on our team.

*

*

*

*

*

*

*

*

23 INT. HARMONY'S BEDROOM - NIGHT

23

CLOSE ON HARMONY as she falls upside down into frame, some BLOOD dribbling from her mouth, looking like a corpse. A beat, then a MAN'S HAND comes into frame. He wipes away the blood with his thumb, which Harmony catches between her teeth.

HARMONY

Mmm...

(then)

This gets better and better every day.

As Harmony sits up, PULL BACK to FIND Harmony and Hamilton in bed together. Harmony wears a sexy bra, Hamilton's bare-chested.

Harmony raises her GLASS OF BLOOD, takes another sip. Then:

HARMONY (cont'd)

Anyway. About Angel's secret plan...

END OF ACT TWO

ACT THREE

24 INT. SPIKE'S APARTMENT - NIGHT

24

Everyone's standing, gearing up for the action ahead.

GUNN

So I guess we're not going back to
the office after this.

ANGEL

(shaking his head)

The alley just north of the Hyperion.
Everyone who makes it meets there.
If we do any damage at all the Senior
Partners are gonna rain hell on us,
so be ready.

Lorne steps up to Angel for a privileged moment.

LORNE

Ange... I'll do this last thing for
you. For us. But then I'm out. You
won't find me in the alley
afterwards. Hell, you won't find me
at all.

(then)

Do me a favor and don't try.

CAMERA LEADS LORNE toward the door and ADJUSTS onto Gunn
who's talking with Wes and Illyria.

GUNN

Day went fast, didn't it?

ILLYRIA

Try not to die. You are not
unpleasant to my eyes.

GUNN

Thanks. You... try not to die, too.

(after a beat; to Wes)

Later then...

He holds out his hand. They shake. Gunn heads out the door.
Wes looks over at Angel who's talking with Spike. Angel
feels the look, returns it. Holds it for a long beat. Wes
nods, turns and leaves. Illyria follows.

ON ANGEL AND SPIKE as they watch the others exit.

CONTINUED

24 CONTINUED:

24

SPIKE

What do you think all this means for that Shanshu bugaboo? -- If we make it through, does one of us get to be a real boy?

ANGEL

Who you kidding? We're not gonna make it through.

Spike takes a beat. Nods

SPIKE

Well... Long as it's not you.

Off the pair of them, resigned to their fates:

25 OMITTED

25

A26 INT. VAIL'S PALACE - NIGHT

A26

TIGHT ON a BLOODY STEAK gracing a fine China plate. A fork stabs it as a knife carves off a piece.

VAIL (O.S.)

I'm curious. What makes you think I won't kill you where you sit?

We follow the fork as it delivers the hunk of meat to Vail's eager mouth. We ROTATE AROUND onto Wes, who sits calmly across from Vail, his hands resting in his lap.

WESLEY

Because you're smarter than the others. Smart enough to have your doubts about Angel, and rightly so. He's unpredictable. And worse: he has a conscience.

Vail grins in appreciation, sips his wine.

VAIL

You make a very persuasive argument.

WESLEY

Wait. It gets better.

ANGLE UNDER THE TABLE as Wes turns his hand palm up. A BALL OF ENERGY begins to form...

26 INT. FELL SANCTUARY - CORRIDOR - NIGHT 26

TILT DOWN onto a long, dark corridor with a gothic or churchy vibe. THREE robed, hooded Fell Brethren move down the corridor past a door. We hear the faint cry of a baby from within. The last Fell in line, slows at the door. Glances up. REVEAL that it's Spike. *

27 OMITTED 27

28 INT. WOLFRAM & HART - LOBBY - NIGHT 28 *

ON ANGEL, as the elevator doors open, and he strides into the lobby. Then:

ANGEL

Where's Hamilton?

HARMONY

Records room. Been keeping him busy, like you said.

A beat.

ANGEL

Good. *

(then) *

I gotta stop by the penthouse-- but have my car ready. *

Angel starts for his office. *

ANGEL (cont'd) *

And just... make sure Hamilton stays busy.

Harmony smiles widely.

HARMONY

No problemo, boss.

Off Harmony:

29 INT. WOLFRAM & HART - ANGEL'S PENTHOUSE - NIGHT 29

CLOSE ON A WEAPON (intricately carved, oddly shaped, not your everyday sword) laying on the table. In the b.g., the elevator doors open, and Angel emerges, heads toward the weapon.

Angel picks up the weapon, examining it. A beat, then:

CONTINUED

29 CONTINUED:

29

HAMILTON (O.S.)

Going out?

Angel turns. REVEAL HAMILTON, entering through the double doors.

ANGEL

(evenly)

Why? You wanna order in?'

Hamilton eyes the weapon as he heads toward Angel.

HAMILTON

I hear you already have plans.

(then)

Gonna take that when you visit
Sebassis?

Angel holds Hamilton's gaze as Hamilton stops in front of him.

HAMILTON (cont'd)

Why don't I think it's a gift?'

A tense beat, then Angel brandishes the weapon. BAM!!!
Hamilton PUNCHES Angel, who reels back, dropping the weapon.

Then THWACK!! Hamilton BACKHANDS Angel, sending him FLYING.
Angel CRASHES through the window into the night...

A30 INT. WOLFRAM & HART - LOBBY - NIGHT

A30

Wide on the lobby. All's quiet. Harmony stands in front of
her desk, sorting mail. She tilts her head as if she hears
something. A long beat. *

ANGLE: Angel comes crashing through the lobby's tinted
skylight ceiling. *

30 INT. WOLFRAM & HART - LOBBY - CONTINUOUS

30

Angel crashed hard into the middle of the lobby. Harmony
jumps. *

HARMONY

Oh my God!

ANGEL

Hamilton...

CONTINUED

30 CONTINUED:

30

HARMONY

He's not my boyfriend! I mean I
certainly didn't betray you!

ANGEL

Drop the act, Harm.

CONTINUED

30 CONTINUED: (2)

30

HARMONY

It's not an act! I'm really this nervous!

ANGEL

(rising painfully)

I knew you'd turn on me. I just didn't know when.

HARMONY

(offended)

What do you mean, you knew?

ANGEL

Loyalty isn't really high on your list, Harmony.

HARMONY

Oh is that right? I'll have you know I'm damn loyal, dumb-ass!

ANGEL

You betrayed me! You ARE betraying me, even now as we're talking!

HARMONY

Because you never have any confidence in me!

ANGEL

No, because you have no soul.

HARMONY

I would if you had confidence in me.

31 INT. WOLFRAM & HART - ANGEL'S PENTHOUSE - CONTINUING 31

Hamilton stands calmly as the door closes and he starts down to Angel.

32 INT. WOLFRAM & HART - LOBBY - CONTINUING

32

ANGEL

Get out of the building.

HARMONY

Are you firing me?

ANGEL

Among other things, yes.

CONTINUED

32 CONTINUED:

32

He looks around for something to fight with.

HARMONY

Do you think I could have a recommendation?

ANGEL

Yeah, okay.

HARMONY

But, see, if you don't so much live as the other thing, how will I --

ANGEL

It's already in your desk.

HARMONY

Oh, you're the best!

She pulls it out just as Hamilton steps out of Angel's office.

HARMONY (cont'd)

Good luck...

They both look at her, not knowing who she's saying it to.

HARMONY (cont'd)

Um... may the best man win.

She scampers off. A beat.

HAMILTON

So.

ANGEL

Yeah.

POW! Angel catches Hamilton with a devastating right cross, snapping his head back. Hamilton slowly adjusts back to stare at Angel. More amused than angry. Angel grimaces, his hand smarting.

ANGEL (cont'd)

Did that hurt at all?

HAMILTON

Little bit.

CONTINUED

32 CONTINUED: (2)

32

Hamilton grabs Angel by the throat, lifting him off the ground.

HAMILTON (cont'd)

But it's all part of the job.

He throws Angel CRASHING through a column ...

*

END OF ACT THREE,

ACT FOUR

33 INT. WOLFRAM & HART - LOBBY - NIGHT

33

Hamilton yanks Angel to his feet. Sighs. *

HAMILTON

The Senior Partners have expended an awful lot of time and resources on you. Personally, I would have told them not to bother.

Hamilton flings Angel. He sails through the lobby, crashing into - and destroying - the Wolfram & Hart sign up on the second floor hallway. He lands in a bloody heap.

REVERSE OVER ANGEL looking down at Hamilton in the lobby. Angel struggles to regain his senses as Hamilton heads for the stairs.

HAMILTON (cont'd)

You're gutter trash. And that's where you should have stayed. Drinking and whoring through an unremarkable life. But the fates made you a vampire -- with a soul, no less. A champion. A hero of the people. Yet you still managed to fail everyone around you. Doyle. Cordelia. Fred. They're all gone. It's time you followed.

Hamilton yanks Angel to his feet.

HAMILTON (cont'd)

Did you really think you were gonna kill Arch-Duke Sebassis?

Angel locks eyes with him -- and returns the grin.

ANGEL

No... I think I already did.

34 INT. SEBASSIS' BATHROOM - NIGHT

34

The scene we saw earlier. Sebassis in the tub.

CONTINUED

34 CONTINUED:

34

Sebassis sips from his goblet. Something's wrong. There's a funny taste in his mouth -- and a sudden pain. He looks over at the Pee Pee demon on the floor, spittle at his mouth.

FLASH CUT TO:

35 INT. BLACK THORN BOARD ROOM - DAY

35

A quick replay of the act one scene! The Pee Pee Demon scurries from Vail into Angel. As Angel pushes the little Demon away FREEZE FRAME.

A CIRCULAR INSET POPS UP: CLOSE ON ANGEL'S HAND - A SPIKED RING on his finger, pricking the Pee Pee Demon on the shoulder.

THE ACTION RESUMES and the Pee Pee Demon leaps away from Angel with a shriek.

BACK TO:

36 INT. SEBASSIS' BATHROOM - NIGHT

36

Sebassis looks at his goblet. Realizes he's been poisoned. The goblet falls to the ground.

37 INT. WOLFRAM & HART - LOBBY - NIGHT

37

Hamilton's eyes narrow. There's almost a hint of appreciation in his eyes.

ANGEL

I figured **you** were the one I needed to be alone with.

HAMILTON

So I could kill you?

ANGEL

Well, I thought the fight'd be going a little better --

Hamilton flings Angel off the balcony. Angel rockets to earth and crashlands on the floor.

*

38 INT. FELL SANCTUARY - NURSERY - NIGHT

38

CLOSE ON A NEWBORNish BABY in a bassinet. O.S. we hear the clank of steel and something heavy hit the ground.

CONTINUED

38 CONTINUED:

38

TILT UP off the baby as Spike steps to the crib. On the ground behind him are two fallen Fell.

SPIKE

Hello, Junior... Name's Spike.

He wraps the baby tightly in its blanket, picks it up and turns to leave as,

THREE MORE FELL stand in the doorway, brandishing swords.

FELL

(exceedingly calm)

Place the holy vessel back in the bassinet.

REVERSE - FELL POV: Spike in front of the bassinet, baby in one arm, sword in the other. Spike looks at the baby, then back to the Fell Brethren.

SPIKE

Right.

Then he strides directly toward them. The Fell fan out, raise their swords, as Spike plunges into battle carrying the baby. Full on Errol Flynn action as Spike swashbuckles his way out of the room.

39 INT. VAIL'S PALACE - NIGHT

39

BOOM! Vail is blown across the floor. His apparatus in tow. He comes to rest, his clothes smoking from the magical blast. LOW ANGLE SHOT of Wes as he steps in, large and in charge. *

WESLEY

Your influence on this world is over.
The rest of the Circle will wither
and die. Like you're about to.

He flexes his hand, building up another mystical ball of energy. Vail chuckles, rising. Yanks his tubes out. *

VAIL

You don't know who you're dealing
with, do you, boy?

Vail casually waves his hand. Wes' energy ball disappears... *

VAIL (cont'd)

I mean really. I crap better magic
than this.

CONTINUED

39 CONTINUED:

39

Vail steps forward as his eyes turn deadly. *

VAIL (cont'd)

Now then. Let me show you what a
real wizard can do...

And with a simple flick of his finger, Wes goes flying. *

40 INT. DEMON BAR BACKROOM - NIGHT

40

It's clearly a private space, with a bar, sink, card table -- except everything is slightly off, slightly more elegant and alien than the typical back room. The sink is like a fountain, the bar houses bottles of unrecognizable shapes and colors. The hookah in the middle of the table has a small birdcage in the middle, a trapped bird fluttering inside.

Two demons are at the hookah, two more hissing at each other by the bar.

There is a sound behind the door and all five look. A sword blade suddenly pops a few inches through the door. One CRASH later and the door falls in -- the demon guard still pinned to it by the sword. Lindsey strides in, pulling the sword out and brandishing it casually, smiles on his lips.

Two of them rush him and he starts swinging --

41 EXT. N.D. STREET - NIGHT

41

HIGH AND WIDE. A black Town Car parked at the curb. The HUMAN DRIVER smoking a cigarette. IZZY and THREE Human Members of the Black Thorn exit a building and cross toward the sleek ride.

The Driver opens the doors. Izzy gets in the front. The others in the back. The Driver circles around the car. Starts it up.

CLOSE ON THE DASH as he switches on the headlights.

IZZY'S POV - OUT THE FRONT WINDOW: ILLYRIA illuminated in front of them. Waiting.

Off Izzy, freaked:

42 INT. WOLFRAM & HART - LOBBY - NIGHT

42

Angel and Hamilton slug it out. The lobby around them has been half destroyed by the epic battle. Walls cracked. Office windows blown out. Harmony's desk splintered in half.

CONTINUED

42 CONTINUED:

42

Angel rallies, landing a series of punches. Hamilton catches his fist. *

HAMILTON

You know the blue chick hit a lot harder. *

Hamilton slams him in the face. He hits him again. And again. And again. Angel staggers, 'but won't go down. *

HAMILTON (cont'd)

Why do you keep fighting? You signed away your Shanshu. There's nothing in it for you anymore. *

POW! Angel lands a good shot. *

ANGEL

The people who don't care about anything will never understand the people who do. *

WHAM! Hamilton punches Angel. He flies across the room. Hamilton advances. *

HAMILTON

Yeah but... we won't care! *

POW! A fist connects to his jaw, sending him crashing through the windows into Angel's office. *

CONNOR

You care about **that**, Dress-for-Less? *

Connor helps Angel to his feet. Angel's more worried than grateful.

ANGEL

What the hell are you doing here?

CONNOR

Come on. You drop by for a cup of coffee and the world's not ending? Please.

43 EXT. N.D. STREET - NIGHT

43

The Town Car is completely demolished. Crashed, smashed and bashed. Like a wrecking ball's been playing with it. Smoke leaks from under the hood. Fluids stain the street. The shattered windows are spattered with blood. Illyria quickly walks away.

44 OMITTED

44

45 INT. SENATOR'S CAMPAIGN OFFICE - CONTINUOUS

45

MEDIUM ON Senator Brucker at her desk. On the phone, turned away from the office proper.

SENATOR BRUCKER (O.S.)

I'm sorry, I can't officially comment on that. But off the record, if Mr. Conley's recent confession is true, then he's a very sick man who needs professional help.

*
*
*
*

As she continues, Gunn enters in the DEEP BACKGROUND and heads towards her. An Office Worker moves toward him, but Gunn slides past. A second WORKER tries to intercept him, but Gunn efficiently takes him out without breaking stride.

*
*
*

The commotion causes the Senator to snap her fingers, indicating for someone else to deal with Gunn as she continues her spiel on the phone.

*
*
*

ANOTHER WORKER moves toward Gunn, and it's a VAMPIRE. It attacks, Gunn whips out a stake and dusts it O.S.

*
*

SENATOR BRUCKER (cont'd; O.S.)

One of the goals of my next term in Washington is stronger federal guidelines to ensure that families are protected against pedophiles and other undesirables, even in the United States government --

*
*
*
*

She swivels in her chair just as Gunn hurls a hatchet and WHACK! -- buries it in her head. She blinks in surprise, as GREEN BLOOD seeps out. She slumps to the floor.

*
*

GUNN

(to rest of office)

Looks like you boys are gonna need a new candidate.

The remaining Staff Workers spring to their feet, ALL FIVE revealed to be VAMPIRES.

*
*

GUNN (cont'd)

And you wonder why folks don't vote.

The Vamps attack. Gunn slides two stakes out of his sleeves, ala Angel's ratchet device. He DUSTS ONE (on screen) but the others attack. One dives on him and takes Gunn to the ground, buried...

*
*
*

A46 INT. WOLFRAM & HART - N.D. OFFICE - NIGHT

A46 *

Eve, alone, paces nervously.

*

46 INT. DEMON BAR BACKROOM - NIGHT

46

Lorne is picking his way over body parts toward the bar as Lindsey is at the sink, washing blood off his hands.

CONTINUED

46 CONTINUED;

46

LINDSEY

These guy were chumps.

LORNE

Well, now they're chunks. Demon strength or no, you're quite the master swordsman.

LINDSEY

Couldn't've done it without the high note in Macarther Park.

LORNE

Slays 'em every time.

(eyeing bar)

I have no idea what it is I need to drink.

LINDSEY

Any word on the rest of the team?

LORNE

For all I know, we ARE the rest of the team. Haven't heard squat.

LINDSEY

That's weird.

LORNE

They'll call.

LINDSEY

No, I mean -- saying "team". And meaning it. Kinda like the feeling. *

LORNE

Yeah, **today**...

LINDSEY

You really done with them?

LORNE

It isn't my kind of work any more. It's unsavory.

LINDSEY

I think it's just getting interesting.

LORNE

Yeah, I bet you do.

CONTINUED

46 CONTINUED: (2)

46

LINDSEY

What, you don't trust me? You don't think a man can change?

LORNE

It's not about what I think. This was Angel's plan.

LINDSEY

Ah, come on. I could sing for you...

LORNE

I've heard you sing.

On the last word he brings the gun up, the silencer punctuating the sentence with two soft pops.

Lindsey takes a step back, clutching his chest, wide-eyed.

LINDSEY

What did...

LORNE

One last job. You're not part of the solution, Lindsey. You never will be.

LINDSEY

You killed me? You don't kill me!
Angel kills me!

He falls back into the corner, sitting, gasping for air that's not coming, teeth gritted in fury.

LINDSEY (cont'd)

A flunky! I'm not some... Angel kills me... Angel...

The disgust stays on his face as the life leaves it.

Lorne stands in front of the sitting corpse, gun dangling. The spirit out of him as well.

LORNE

(very quietly)
Goodnight, folks.

He drops the gun and walks out.

47 INT. VAIL'S PALACE - NIGHT

47

ROTATE AROUND WES, caught in an unseen grip, grimacing in agony. His face is bloodied and bruised.

CONTINUED

47 CONTINUED;

47

He's taken a real beating. ROTATE ONTO Vail as he advances. Unscathed. Enjoying himself.

VAIL

Did you really think you had a shot at this? I can bend the very fabric of reality to my will. Your parlor tricks could never kill me, boy.

WESLEY

(through the pain)

Then I'll just... have to do this... the old fashioned way.

CLICK! Wesley springs a knife out, thrusts at Vail. Lightning fast Vail grabs his wrist. Wes sucks air -- the old man's a lot stronger than he seems. *

VAIL

Yes.

Vail stretches his other hand out. A large CURVED DAGGER flies off the wall and into his hand.

VAIL (cont'd)

I suppose we will.

WHAM! Vail slams the blade into WESLEY'S STOMACH, gutting him like a fish (O.S. below frame). Wes's eyes go wide.

Wes grunts in agony as he musters his last ounce of strength. KA-BOOM (VFX)! He blows Vail across the room with a massive energy blast. Vail goes down, doesn't move. *

A beat. Wes clutches his ruined stomach, blood flowing between his fingers. Illyria appears in the doorway.

ILLYRIA

Wesley.

He starts to collapse. She catches him, cradling him in her arms. Michelangelo's Pieta, with a blue lady and a bit more blood. She looks at his wound, looks at him.

ILLYRIA (cont'd)

This wound is mortal.

WESLEY

Aren't we all. It was good... that you came.

ILLYRIA

I killed all of mine. And I was...

CONTINUED

47 CONTINUED: (2)

47

She cannot find the word. This bothers her.

WESLEY
Concerned?

ILLYRIA
(a beat)
I think so. But I can't help.
You'll be dead within moments.

WESLEY
I know.

She touches his face, unable to vocalize her feelings. He looks back at her, stoic through the pain.

ILLYRIA
Would you like me to lie to you now?

WESLEY
(a hint of a smile)
Yes. Thank you, yes.

The hand comes up to his face again, but it is Fred's. We pop wide to see the same tableau, different lady.

WESLEY (cont'd)
Hello there.

FRED
Oh Wesley... my Wesley...

WESLEY
(breathing harder)
Fred... I've missed you...

Softly, she kisses him. Kisses his forehead and whispers:

FRED
It's gonna be okay... it won't hurt
much longer. And then you'll be
where I am...

She looks in his eyes, close. She is beginning to cry.

FRED (cont'd)
We'll be together.

WESLEY
I... I love you...

CONTINUED

47 CONTINUED: (3)

47

FRED

I love you. Shhhh... my love... oh
my love...

He is dead. She pulls her face away slowly, looking down at him, still Fred, still softly crying.

She gently lowers him to the floor. We are tight on him, then come up to her -- and Vail approaches from behind.

VAIL

How very touching his meaningless
death was.

She stands turning. Her face cold.

VAIL (cont'd)

But this fight was never for mortals.
Take your best shot, little girl.

ANGLE ON: FRED

Face still streaming with tears, eyes narrowed in fury, she pulls back and in EXTREME SLOW MOTION throws a straight punch to the face -- in the middle of which she slowly MORPHS back to Illyria, the tears still on her alien face as her fist connects with Vail's head --

She hits him so hard his head explodes.

48 INT. WOLFRAM & HART - LOBBY - NIGHT

48

Angel and Connor battle Hamilton. Hamilton trades blows, giving them both a couple of good smacks. *

HAMILTON

What is it with you people? *

Hamilton smacks Connor across the lobby. Connor crashes through some shit and goes down hard, not moving. *

ANGEL

Connor!

Angel snarls, tearing into Hamilton. Hamilton counters the assault, hands Angel a vicious beating.

HAMILTON

Let me say this as clearly as I can: *
You can not beat me. I'm a part of *
them. The Wolf, Ram, and Hart.
(more)

CONTINUED

48 CONTINUED:

48

HAMILTON (cont'd)

Their strength flows through my veins. My blood is filled with their ancient power.

Angel freezes, suddenly calm.

ANGEL

Can you pick out the one word there you probably shouldn't have said?

Angel VAMPS and launches himself at Hamilton like a wolf. Hamilton goes down, rolls up -- and Angel is on his back, sinking his fangs into his neck.

Hamilton grunts in pain, trying to shake him off. But Angel hangs tight, drinking deep. Hamilton staggers to his feet. He growls in rage, grabs Angel, and flings him over his head.

Angel flips in the air and lands on his feet, DEVAMPING. He grins, wipes blood from his mouth, tastes it.

ANGEL (cont'd)

Wow. You really are full of it.

Hamilton snarls and attacks. Angel goes toe to toe -- and staggers Hamilton back. Worry creases Hamilton's brow for the first time. Angel clenches his fist. Bones CRACK.

ANGEL (cont'd)

What was that you were saying about ancient power...?

They rush each other, slamming together like freight trains. They slug it out. No fancy moves, just two titans pounding away.

HAMILTON

You don't think you're gonna win this, do you? You don't have a chance. We are legion. We are forever.

WHAM! Angel lays into him with a series of earth-shattering blows, dropping Hamilton to his knees.

ANGEL

Then I guess... forever... just got... A HELL... OF A LOT... SHORTER!

Angel delivers a final blow to Hamilton's jaw. His head whips around. CRUNCH! His neck SNAPS.

CONTINUED

48 CONTINUED: (2)

48

He slumps to the floor, his lifeless eyes staring vacantly. Angel stands over him, breathing hard.

CONNOR (O.S.)

Is he dead?

Angel turns. Connor is behind him, limping. *

ANGEL

Yeah. He's dead.

BOOM! The building shakes. Debris rains down.

CONNOR

Uh... that's not good, is it?

ANGEL

Wolfram and Hart. Looks like they're taking the gloves off.

CONNOR

What do we do?

ANGEL

You go home.

(off protest)

This is my fight. *

CONNOR

(moves toward Angel) *

That's some serious macho crap --ahh! *

He doubles over slightly. Angel gently pulls him up. *

ANGEL

You have to go home now. *

CONNOR

(looks him in the eye) *

They'll destroy you. *

ANGEL

As long as you're okay, they can't. *

A beat between them and BOOM -- a huge shake that collapses the staircase. *

ANGEL (cont'd) *

Go. *

Connor takes off. *

49 INT. WOLFRAM & HART - ND CORRIDOR/ND OFFICE - NIGHT 49

ANGLE ON THE CEILING, shaking, DEBRIS falling. ADJUST to find Angel, walking toward camera as debris continues to fall.

PULL BACK to reveal an OFFICE DOOR. Angel approaches the door, kicks it open.

REVEAL EVE in the middle of the shaking office, terrified. *

EVE

What the hell's going on? *

ANGEL

I think we're being kicked out of the garden, Eve. *

EVE

Where's Lindsey? *

Angel turns to go, but Eve grabs him.

EVE (cont'd)

WHERE IS HE? *

ANGEL

He's not coming for you. *

She gets it. Crumples up inside... *

EVE

You... *

ANGEL

It's time to go. *

Angel leaves.

EVE

Go where? *

Off Eve, looking up at the shaking room... *

50 EXT. ALLEY - NIGHT

50

Big swooping crane shot. We hear THUNDER in the distance. Angel, carrying a sword, races into the alley. Looks around. Seems to be the first one there. Turns and is STARTLED as Spike steps out.

SPIKE

Boo. *

CONTINUED

50 CONTINUED:

50

ANGEL

Anyone else? *

SPIKE *

Not so far. You feel the heat? *

ANGEL *

It's coming. *

SPIKE *

Finally got ourselves a decent brawl. *

KA-BANG. Something's knocked over a trash can. They both turn, ready to fight. Gunn hobbles into the alley. He's carrying an axe. They hurry toward him as he starts to laugh. *

GUNN

Damn, how did I know the fang boys would pull through? ..

(laughs)

You're just lucky we're on the same side, dogs, 'cause I was on fire tonight, my game was tight. *

He wobbles and starts to fall, but Angel and Spike catch him, help him onto a crate against a wall. Spike glances down. Sees all the blood on Gunn's clothes. *

SPIKE

Supposed to wear that red stuff on the inside, Charlie Boy. *

Gunn presses his hand against his gut, smiles through a wince. *

GUNN

Any word on Wes? *

Illyria drops into frame (on her feet) with a huge thud, having jumped from a roof. *

ILLYRIA

Wesley is dead. *

Angel, Spike and Gunn all deal with this news. *

ILLYRIA (cont'd) *

I am feeling grief for him. I don't seem to be able to control it. I wish to do more violence. *

SPIKE *

Well wishes just happen to be horses today. *

CONTINUED

50 CONTINUED: (2)

50

There is a thunderclap, then something that sounds like marching. Various roars and otherworldly noises accompany it. *

ANGEL

Among other things...

They all look to see:

POV: through the (Fog? Rain?) comes a half seen army of misshapen monsters. Tilt up to see a dragon circling.

GUNN

Okay... you take the 30,000 on the left...

ILLYRIA

You're fading. You'll last ten minutes at best.

GUNN

Let's make 'em memorable.

He stands, weapon at the ready. Angel moves to the front of the group.

SPIKE

And in terms of a plan?

ANGEL

We fight.

SPIKE

Bit more specific?

ANGEL

Well, personally...
(a smile in his eyes)
I kinda wanna slay the dragon.

There is a tremendous roar as the horde of horribles charges.
CLOSE ON ANGEL, SWORD IN HAND.

ANGEL (cont'd)

Let's go to work.

Something comes into frame and he swings the sword down, teeth gritted, the battle engaged.

END OF SERIES