

BUFFY THE VAMPIRE SLAYER

"Witch"

Written by

Dana Reston

Directed by

Stephen Cragg

SHOOTING SCRIPT

September 25, 1996

September 27, 1996 - BLUE

September 30, 1996 - PINK

September 30, 1996 - GREEN

October 1, 1996 - YELLOW

BUFFY THE VAMPIRE SLAYER

"Witch"

CAST LIST

BUFFY SUMMERS.....	Sarah Michelle Gellar
XANDER HARRIS.....	Nicholas Brendon
*RUPERT GILES.....	Anthony S. Head
WILLOW ROSENBERG.....	Alyson Hannigan
*CORDELIA CHASE.....	Charisma Carpenter
*JOYCE SUMMERS.....	Kristine Sutherland
*AMY.....	Elizabeth Anne Allen
*CATHERINE.....	Robin Riker
*SENIOR CHEERLEADER.....	Amanda Wilmshurst
*LISHANNE.....	Nicole Prescott
*MR. POLE.....	Jim Doughan
*DR. GREGORY.....	William Monaghan
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BUFFY THE VAMPIRE SLAYER

"Witch"

SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL
 THE LIBRARY
 THE GYM
 GYM FOYER
 GIRL'S LOCKER ROOM
 HALL
 SCIENCE LAB
 HALL OUTSIDE SCIENCE LAB
 HALL BY THE GYM
BUFFY'S HOUSE
 BUFFY'S BEDROOM
 BUFFY'S KITCHEN
AMY'S HOUSE
 AMY'S ATTIC
 AMY'S LIVING ROOM
DRIVER'S ED CAR

EXTERIORS

SUNNYDALE HIGH SCHOOL
 QUAD
 QUAD - BULLETIN BOARD
 CAMPUS
 DRIVER'S ED
AMY'S HOUSE
STREET

BUFFY THE VAMPIRE SLAYER

"Witch"

TEASER

FADE IN:

1 EXT. SUNNYDALE HIGH - DAY - ESTABLISHING 1

GILES (V.O.)
This is madness.

2 INT. THE LIBRARY - DAY 2

GILES, deeply concerned, is staring at someone we can't see.

GILES
What can you have been thinking?
You are the Slayer, lives depend
upon you. I make allowances for
your youth but I expect a certain
amount of responsibility. Instead
you enslave yourself to this...
this cult!

WIDEN TO REVEAL BUFFY, in cute CHEERLEADING OUTFIT.

BUFFY
You don't like the color.

GILES
I what? I don't -- Buffy, do you
ignore everything I say? As a
rule?

BUFFY
No, I believe that's your trick. I
told you I'm going out for the
cheerleading squad.

GILES
You have a sacred birthright,
Buffy. You have been chosen to
destroy Vampires, not wave pom-poms
at people. As the Watcher, I
forbid it.

BUFFY
And you'll be stopping me how?

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*
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*

(CONTINUED)

2 CONTINUED:

2

GILES

Dyeh, uh, well -- by appealing to
your common sense, if such a
creature exists.

*
*
*
*

BUFFY

I'll still have time to fight the
forces of evil, okay? But I want
to have a life. I want to do
something normal. Something safe.

CUT TO:

3 INT. ATTIC - DAY

3

The windows have been boarded and taped over -- tiny pinpricks of sunlight stream in to this otherwise dark place. Whatever this place is, it's not safe.

A figure moves about before us in a black, hooded robe. It pauses before a bubbling cauldron, then crosses to a shelf.

On the shelf is a doll in a cheerleading outfit. Her hands have been wrapped with bits of cloth.

The figure reaches out and takes the doll. We HOLD on the empty shelf.

CUT TO:

4 INT. THE GYM - DAY

4

CHEERLEADER TRYOUTS reads a sign on the wall. Big banner showing the FIGHTING SUNNYDALE RAZORBACKS hangs next to it.

PRETTY GIRLS, in short skirts, twirl and warm up.

Buffy enters with WILLOW and XANDER.

WILLOW

Giles didn't approve, huh?

BUFFY

He totally lost his water. We haven't even seen a vampire in a week. I'd say he should get a girlfriend if he wasn't so old.

WILLOW

Well, we're behind you.

XANDER

People scoff at things like school spirit -- but when you see these young women giving their all like this...

AMBER, an attractive, agile girl, her feet on two chairs, slides down into an extra low split.

XANDER

(mesmerized)

...Oooh, stretchy. Where was I?

(CONTINUED)

4 CONTINUED:

4

WILLOW

You were pretending that seeing scantily-clad girls in revealing postures was a spiritual experience.

XANDER

What do you mean, pretending?

Xander pulls out an I.D. bracelet.

XANDER

Oh, hey. Here's a little good luck thing for the tryouts...

BUFFY

(charmed)

What is this?

WILLOW

(less charmed)

What is that?

Buffy takes the bracelet, puts it on.

BUFFY

This is so sweet!

(reads on bracelet:)

"Yours always..."

XANDER

That was on there when I got it. Really. They all said that.

CORDELIA, in cheerleader outfit, moves up, watches Amber stand on one leg and hold the other straight up in the air.

CORDELIA

Just look at Amber. Who does she think she is, a Laker Girl?

WILLOW

I heard she turned them down.

A SENIOR CHEERLEADER (Cordelia two years hence) moves to the judge's table with two other SENIOR CHEERLEADERS.

SENIOR CHEERLEADER

Let's begin with...

(reads from list)

Amber Grove. If you're not auditioning move off the floor.

(CONTINUED)

Xander, Willow, Buffy, Cordelia move back. Willow spots AMY MADISON (in cheerleader outfit), nice girl, a little tightly wound today.

WILLOW

Hi Amy.

AMY

Hi.

WILLOW

I didn't know you wanted to be a cheerleader. You lost a lot of weight.

AMY

Had to.

WILLOW

Do you know Buffy?

AMY

Hi.

(to Buffy)

Oh how I hate this, let me count the ways.

Buffy smiles, warming to Amy's honesty.

They watch Amber's routine -- she's really good.

AMY

She trained with Benson -- he's the best coach money can buy.

BUFFY

They have cheerleading coaches?

AMY

Oh yeah. You don't have...? I train with my mom, three hours in the morning, three at night.

BUFFY

That kind of quality time with my mom would probably lead to some quality matricide.

AMY

(smiles)

I know it's kinda hokey... but she's really great.

(CONTINUED)

4 CONTINUED: 3

4

Cordelia, standing nearby, feigns boredom with Amber's performance, turns her back.

Everyone else watches Amber as SMOKE BEGINS TO EMANATE from her pom-poms.

BUFFY

What the ... ?

WILLOW

That girl's on fire.

CORDELIA

(back still turned)

Enough with the hyperbole.

Amber stops, drops the pom-poms. The smoke is coming from her - and her hands and forearms suddenly burst into FLAMES! Amber SCREAMS! (as do other girls.) Buffy vaults to the large RAZORBACKS BANNER, rips it down and tackles Amber, wrapping her tightly in it and smothering the flames.

BUFFY

(to Amber)

It's okay, you're gonna be okay...

Off Buffy,

BLACK OUT.

END OF TEASER

ACT ONE

5 INT. THE LIBRARY - DAY

5

The foursome are gathered.

BUFFY

I've been slaying Vampires for more than a year now. I've seen some pretty cringeworthy stuff, but nobody's hands ever got toasted.

GILES

I imagine not.

BUFFY

So this is not a vampire problem.

GILES

No.

BUFFY

But it is **funky**, right? Not of the norm?

GILES

Quite. Spontaneous human combustion is rare, and scientifically unexplainable. But there've been cases reported for hundreds of years. Usually all that's left is a pile of ashes.

WILLOW

That's all that would have been left of Amber if it hadn't been for Buffy.

XANDER

So we have no idea what caused this? That's a comfort.

GILES

Well, that is the thrill of living on a hellmouth -- one has a veritable cornucopia of fiends, devils and ghouls to engage -- (off their looks)
Pardon me for finding the glass half full.

BUFFY

Any common denominator in cases of spontaneous combustion?

(CONTINUED)

5 CONTINUED:

5

GILES

Rage. In most cases the person who
combusted was terribly angry or
upset.

XANDER

So maybe Amber's got this power.
To make herself be on fire. Like
the Human Torch, only it hurts.

*

BUFFY

So I should get the skinny on
Amber. See if she's had any
colorful episodes before.

*

WILLOW

That means hacking illegally into
the school's computer system -- at
last something I can do.

She moves to a computer.

XANDER

I'll ask around about her.

*

*

BUFFY

Guys, you don't have to get
involved.

*

*

*

XANDER

What do you mean? We're a team!
Aren't we a team?

*

*

*

WILLOW

Yeah, you're the Slayer and we're
like the slayerettes.

*

*

*

BUFFY

I don't want you putting yourselves
in danger.

*

*

*

XANDER

I laugh in the face of danger.
Then I hide till it goes away.

*

*

*

BUFFY

Okay, well, I'm psyched for the
help.

*

*

*

(to Giles)

And what if we find out Amber
didn't cause this herself?

*

*

*

(CONTINUED)

5 CONTINUED: 2

5

GILES

Then we will have to determine who
or what did. And deal with it
accordingly.

XANDER

(off Buffy's worried
look)

Hey, we've fought vampires!
Anything else'll be a walk in the
park.

BUFFY

I hope so...

CUT TO:

6 INT. BUFFY'S KITCHEN - AFTERNOON

6

There are crates strewn about. Joyce is opening them with a
crowbar (and some difficulty).

Buffy enters, throws her books on the kitchen table.

BUFFY

Hey, Mom.

(CONTINUED)

JOYCE

Hi. How was school?

BUFFY

A reverent joy. What's all this?

JOYCE

It's for the tribal art display.

Buffy picks up a statue, looks at it.

BUFFY

Oh. Cool.

She sits down on the table, grabbing a donut. Watches Joyce a minute -- Joyce hasn't looked back at her -- before offering:

BUFFY

We had tryouts today.

JOYCE

Great! How'd it go?

BUFFY

Well, I didn't get to try out yet. There was an accident. Pretty fierce competition, though.

JOYCE

I know you'll do fine. Keep on plugging. Just have to get back on the horse.

Joyce tries to pry open the crate on the table next to Buffy. It won't budge.

BUFFY

Mom?

JOYCE

(finally looking around)
Yeah?

BUFFY

What was I trying out for?

JOYCE

(stops, stumped)
Um... some activity? I have no idea, I'm sorry.

(CONTINUED)

BUFFY

That's okay. Your platitudes are good for all occasions.

JOYCE

I'm distracted. I've got a lot of inventory to go through here. This is my gallery's first major show.

She gives up, turns to another crate.

JOYCE

It might not physically kill you to give me a hand...

Buffy casually flips the lid off the unopenable crate with one hand.

BUFFY

It was cheerleading tryouts.

JOYCE

Oh! Good. I'm glad you're taking that up again. Keep you out of trouble.

BUFFY

I'm not in trouble, mom.

JOYCE

No, not yet. I mean -- you stopped cheerleading right before the trouble. So it's good you're going back --

She pulls a statue of a man halfway out of a crate, stops.

JOYCE

Oh, dear.

She puts it back.

BUFFY

What is it?

JOYCE

Fertility statue. You don't need to see it.

Buffy heads for the fridge. Looking in:

(CONTINUED)

6 CONTINUED: 3

6

BUFFY

You know, this girl Amy trains with her mom like three hours a day.

(closes the fridge)

Sounds like her mom's really into it.

JOYCE

(Absently)

Sounds like her mom doesn't have a whole lot to do.

She exits, carrying a couple of pieces. Buffy watches her a moment, then looks down into the crate with the fertility statue. Her eyes go wide.

BUFFY

Jeepers.

CUT TO:

7 EXT. SUNNYDALE HIGH - DAY - ESTABLISHING

7

SENIOR CHEERLEADER (O.S.)

Despite the terrible thing that happened yesterday...

8 INT. THE GYM - DAY

8

Cheerleader tryouts. Buffy, Amy, Cordelia (wearing pink headband) and ten or twelve others.

SENIOR CHEERLEADER

...we still have to pick new cheerleaders. If you make the team, you'll find your name posted in the Quad after lunch. Let's begin with group performance -- Cordelia, Buffy, Amy, Morgan, Janice and Lishanne.

*

LISHANNE is an attractive African American. The five girls walk to the center of the gym. Amy glares at her hands.

AMY

Why do my hands have to sweat when I get nervous?

BUFFY

Don't worry, you'll do great.

(CONTINUED)

8 CONTINUED:

8

MUSIC UP. The girls perform a group cheer (to be
choreographed.)

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*

(CONTINUED)

8 CONTINUED: 2

8

It includes synchronized leaps, twirls and basketball cheer, ala:

LISHANNE
We're Sunnydale, Sunnydale

*
*

GROUP CHEER
We Never Fail, Never Fail

*
*

LISHANNE
Jump and Shoot, Swish and Score

*
*

GROUP CHEER
The Other Team Is Such A Bore
YEAHHH!

*
*
*

Morgan is okay. Lishanne is great. Cordelia is surprisingly good, as is Buffy, still a little rusty but impressive.

Amy starts out well but tries too hard -- misses a couple of synchronized moves -- and, in the big finish (each girl doing a cartwheel and sliding to their knees one at a time) AMY'S HANDS slip on the floor, and she careens into:

CORDELIA
(to judges)
You saw that, right? That wasn't me.

CUT TO:

9 INT. GYM FOYER - MOMENTS LATER

9

Amy, in cheerleader outfit, depressed, stands before a big trophy display case (includes cheerleader trophies and photos).

Buffy, dressed for school, exits locker room, moves up. Looks at CHEERLEADER PHOTO. Under the photo it reads:
1977 -- TRI-COUNTY BEST.

AMY
That's my mom.

BUFFY
No...
(reads name)
Catherine Madison. Get down with your bad self.

(CONTINUED)

9 CONTINUED:

9

AMY

Her nickname was Catherine The Great: she took that team and made them tri-county champions, no one's ever done that before or since. She and my dad were homecoming King and Queen, got married right after graduation

(CONTINUED)

BUFFY

That's kinda romantic.

AMY

Well... he was a big loser,
couldn't make any money, took off
with Miss Trailer Trash when I was
twelve.

BUFFY

Okay, that part's less romantic.
My folks split up, too.

AMY

Drag, huh. He left my mom with
nothing. She put herself through
cosmetology school, bought me
everything I ever wanted and never
gained a single pound...

BUFFY

She sounds great, Amy, but that
doesn't mean you have to, you know,
lock step as far as the
cheerleading thing -

Amy turns to Buffy, eyes filling.

AMY

It's just, she was the best, and I
can't get my body to move like
hers. I choked in there so bad.

Amy looks very sad and forlorn as Willow enters. She tries
to put on a brave face, heads for the GIRLS' LOCKER ROOM.

AMY

...I gotta get changed...

WILLOW

(to Amy's departing back)

Hi Amy...

(to Buffy)

She okay?

BUFFY

She's wiggin' about her mother...

(re: photo)

...the big cheer queen back when.

WILLOW

Yeah. Her mom's kinda...

(CONTINUED)

BUFFY
Nazi-like?

WILLOW
Heil. If she gains an ounce she
padlocks the fridge and won't eat
anything but broth.

BUFFY
So Mommie Dearest is really...
Mommie Dearest.

WILLOW
There's a bitter streak -- but
Amy's nice. We used to hang in
Junior High. When her mom'd go on a
broth kick Amy'd come to my house
and we'd just stuff ourselves with
brownies.

BUFFY
Any word on Amber?

WILLOW
(pulls paper from
bookbag)
Nothing thrilling. Average student
-- got detention once for
smoking -- regular smoking, with a
cigarette. Not being smoky. All
pretty normal.

BUFFY
We'll just have to see what happens
next. Maybe nothing will.

They head out.

CUT TO:

10 INT. GIRLS' LOCKER ROOM - DAY

10

MOVING CREEPY-CAM through the dimly lit room. Past the cold
floors, the metal lockers...

Amy, alone, changes into her school clothes. Her movements
are slow and tired. She rubs an aching shoulder -- hears a
NOISE, whips her head around. HER POV - The empty locker
room. Spooky. A lone shower DRIPS.

She instinctively does up a couple of buttons on her blouse,
as if to protect herself, turning slowly around in a
circle -- and suddenly

(CONTINUED)

10 CONTINUED:

10

CORDELIA IS STANDING RIGHT NEXT TO HER

Amy jumps, frightened. Cordelia is perfectly dressed and coiffed. She holds the pink headband she wore during auditions. She speaks very quietly and in a chillingly kind voice, gesturing very close to Amy's face with the headband.

CORDELIA

I have a dream. It's me on the Cheerleading Squad, adored by every Varsity male as far as the eye can see. We have to achieve our dreams, Amy, otherwise we wither and die.

AMY

Look, I'm sorry about --

CORDELIA

Shhh. If your supreme klutziness out there today takes me out of the running you are going to be so very beyond sorry. Have a nice day.

Cordelia hurls the headband into her own locker and SLAMS IT! She walks out -- her locker swinging back open. Amy takes a breath, watching Cordelia's departing back.

CUT TO:

11 EXT. QUAD - DAY

11

Kids mill about after lunch. Xander and Willow walk through them.

WILLOW

I told Buffy about Amber.

XANDER

Cool. was she wearing it?

(off her look)

The bracelet. She was wearing it, right? That's pretty much like we're going out.

WILLOW

Except without the hugging or kissing or her knowing about it.

XANDER

So now I'm a figure of fun. I should just ask, right?

(CONTINUED)

11 CONTINUED:

11

WILLOW
Won't know till you ask.

XANDER
See, this is why you're cool.
You're like a guy. You're my guy
friend that knows about girl stuff.

WILLOW
Oh great. I'm a guy.

He sees the Senior Cheerleader moving towards the bulletin
board, list in hand. Girls begin to gather.

XANDER
Hey, they're posting the list!

He bolts for:

12 EXT. QUAD - BULLETIN BOARD - DAY

12

A sizable crowd has gathered. The Senior Cheerleader posts
the list and goes. Girls stand on tiptoe, push and poke,
trying to see. Buffy and Amy are on the periphery as
Xander and Willow move up. A GIRL IN TEARS breaks out of
the crowd, runs off. Lishanne, reading the list, jumps up
and down with some friends.

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LISHANNE
Yess!

AMY
I can't take this...

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*

Buffy tries to wedge into the crowd but TWO CONTENDERS step
right in front of her.

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*

XANDER
Spot me, I'm goin' in.

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*

Xander takes a little dive into the throng, works his way to
the front where he finds himself nose to nose with Cordelia
at the list. He lets her check it out first.

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*

XANDER
Women and children first.

*
*

ANGLE - EDGE OF THRONG

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Cordelia emerges, triumphant.

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(CONTINUED)

12 CONTINUED:

12

CORDELIA
(to Amy)
You're lucky.

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*
*

AMY
I made it?

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*

CORDELIA
I made it.

*
*

Cordelia moves off; Xander, rubbing his arm, emerges from
the throng.

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*

(CONTINUED)

12 CONTINUED:

12

XANDER

One of those girls hit me really hard -- we have to start testing for steroids --

(to Buffy and Amy)

-- okay, not only did you make it, but you, Miss Summers, are the number one alternate and Amy's the number three!

Amy's face falls, she turns and walks off.

XANDER

And what better way to celebrate than with a romantic drive-through for two at --

WILLOW

Xander, alternates are the ones who didn't make the team. They only fill in if something happens to the ones who did.

BUFFY

(moving after Amy)

Excuse me.

XANDER

For I am Xander, King of the Cretins, and all lesser cretins must bow before me.

ANGLE - AMY, TRYING TO CONTROL HER FEELINGS

As Buffy moves up.

BUFFY

At least it's over. And you know what I think we should do about it? Brownie pig-out, my house, now.

AMY

How many more hours a day can I practice? How much more can I do? This would never have happened to my mom. Never.

Amy takes off. Buffy watches her go.

CUT TO:

13 EXT. AMY'S HOUSE - DAY

13

A Sunnydale two story, a little darker and foreboding than the others on the street. WE PUSH in on the house, moving up towards the attic window.

14 INT. AMY'S ATTIC - DAY

14

Creepy, dark and strange. Walls adorned with witch and warlock paraphernalia. Burning black candles.

The floor is dominated by a large hand-painted pentagram on top of which sits the classic black iron cauldron, hideous bubbling brew cooking inside.

A HAND ENTERS FRAME drops a serpent's head into the brew. We don't see the robed WITCH'S face but we (dimly) HEAR HER CHANTING.

WITCH

...Lord of Darkness, Lord of
Night... accept thy supplicant's
sacrifice...

The Witch moves to a ROW OF DOLLS neatly lined up on the wall. Pretty dolls, Barbie-types.

The hand picks up a brunette doll. The hand brings the doll to the cauldron. We now see CORDELIA'S PINK HEAD BAND in the Witch's other hand. The CHANTING grows more intense as the pink headband is wrapped round and round the Cordelia's doll face, tighter and tighter.

WITCH

...reap thy vengeance with keen and
cruel might... send thy sudden
darkness out of darkest night.

And the hand drops the Cordelia doll in the brew. The pink headband soaks up the foul-colored liquid and the little doll sinks from sight.

BLACK OUT.

END OF ACT ONE

ACT TWO

15 INT. BUFFY'S KITCHEN - MORNING

15

Buffy is getting her books together. Joyce enters carrying an old yearbook.

JOYCE

Look what I found! It's my old yearbook, from junior year. Oh, look, there I am.

Buffy looks for a second.

BUFFY

Mom, I accepted that you've had sex. I'm not ready to know you've had Farrah hair.

JOYCE

This is Gidget hair. Don't they teach you anything in history?

BUFFY

That's cool. I gotta book --

JOYCE

Well I was thinking, I mean I know the cheerleading thing didn't work out. Maybe you should think about joining the yearbook staff. I did it, and it was a lot of fun.

BUFFY

Not really my tip, mom.

JOYCE

I was photo editor. I got to be on every page. Made me look much more popular than I was.

BUFFY

Have you seen the kids who do yearbook, mom? **Nerds** pick on them.

JOYCE

Some of the best times I had in school were working on the yearbook.

BUFFY

This just in: I'm not you. I'm into my own thing.

(CONTINUED)

15 CONTINUED:

15

JOYCE

Your own thing, whatever it is, got
you kicked out of school. And we
had to move here to find a decent
school that would take you.

Quite frankly, ouch. The sting hangs in the air before
Buffy grabs her books and walks out.

JOYCE

Honey...

Joyce stands there a moment, upset with herself.

JOYCE

Great parenting form. Little shaky
on the dismount...

CUT TO:

16 EXT. SUNNYDALE HIGH - DAY - ESTABLISHING

16

17 INT. SCHOOL HALL - DAY

17

Cordelia, walking more slowly and regally than usual, passes
Xander and Willow (pen in mouth).

XANDER

(to Cordelia)

Morning your Highness, beheadings
at noon as usual?

(to Willow, re:

Cordelia's departing
back).

Okay, see how she has no clue I'm
even a mammal, much less a human
being?

WILLOW

None.

XANDER

This invisible man syndrome, a
blessing in Cordelia's case, a
curse in Buffy's.

WILLOW

You're not invisible to Buffy.

(CONTINUED)

17 CONTINUED:

17

XANDER

Worse, I'm just part of the
scenery, like an old shoe, or a rug
you walk on every day but you never
really see --

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WILLOW

(trying to be helpful)
-- like a pen that's all chewed up
and you know you should throw it
away but you don't, not 'cause you
really like it that much but more
'cause you're just so used to it
and --

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XANDER

Will. That is the point and let's
not drive it through my head like a
railroad spike. What I have do --
what I'm going to do -- is just
what you said --

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*
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*
*

WILLOW

Throw away the pen, forget about
Buffy.
(tosses pen in trash)

*
*
*
*

XANDER

What I have to do -- what I'm going
to do -- is be a man and ask her
out. No more i.d. bracelets, subtle
innuendo, or Polaroids outside her
bedroom window late at night --
that last is a joke to relieve the
tension because here she comes.

Buffy rounds a corner, heading their way.

WILLOW

I know I'm relieved.

(CONTINUED)

17 CONTINUED:

17

XANDER

Alright. Into battle I go. Would you ask her out for me? No. Man. Me. Battle.

ANGLE - BUFFY

Passing Cordelia at her locker. Buffy sees Cordelia reach for her combination -- her fingers miss it, find it. Buffy moves on, is intercepted by:

XANDER

Buffy, how would you like to...

BUFFY

(looking back)

Is that even Cordelia's locker?

XANDER

Huh? I don't know, what I'm saying here is, accompany me Friday night...

Buffy, not really listening, sees Cordelia give up on the locker which won't open for her, walk off.

BUFFY

Hang on, Xander, I have to... we can pick this up later, you don't mind, do you?

And she turns and goes. He watches her. A small high-pitched sound builds slowly in the back of his throat -- the sound of a plane going down, down, down.

XANDER

(explosion)

Pppllewww!

CUT TO:

18 EXT. CAMPUS - DAY

18

Cordelia, still moving more slowly than usual, makes her way across campus.

Buffy exits a building fifty yards or so behind Cordelia. Follows her, concerned.

19 EXT. DRIVER'S ED - DAY

19

Orange cones are set up in a little course on the blacktop. A DRIVER'S ED car, MR. POLE, the beleaguered TEACHER, two STUDENTS. Cordelia walks up.

MR. POLE

Nice of you to join us Cordelia. We didn't keep you waiting or anything did we? It's your turn to drive. Let's buckle up, people.

Pole and students move to the car.

CORDELIA

I don't want to drive today, Mr. Pole.

Mr. Pole looks wildly uncomfortable for a beat, then:

MR. POLE

You've flunked Driver's Ed twice - show me some moves or you'll be taking the bus to college.

Cordelia marches to the car, climbs behind the wheel.

ANGLE - BUFFY

Moving up, keeping an eye on Cordelia.

20 EXT.\INT. DRIVER'S ED CAR - DAY

20

Mr. Pole buckles up in the passenger seat.

MR. POLE

Check your brake, your mirrors, start the engine, put the car in drive...

ANGLE - CORDELIA

Tight on her face, looking at the

GEAR SHIFT INDICATOR

It's a big blur. This girl is having trouble seeing.

MR. POLE

...let's move forward and through the cones in a gentle, even turn to the --

Cordelia puts the car in REVERSE, steps on the gas. The car jerks backwards, knocking into a pole.

(CONTINUED)

20 CONTINUED:

20

MR. POLE
-- brakes!

Cordelia slams on the brakes, jams the car through every gear until she finds drive, hits the gas.

The car SCREECHES forward.

MR. POLE
Slow down, turn right, right,
BRAKES, BRAKES!!

Cordelia does as she's told, yanking the wheel, stomping on the brakes.

Cordelia's car launches into a nasty skid, right off the blacktop, onto the grass, careening out of control now towards the street.

Buffy starts running like hell.

Mr. Pole and KIDS IN BACK SCREAM bloody murder.

21 EXT. STREET - DAY

21

Cordelia's car skids into the street and stops. A car swerves around them, tires squealing, HORN BLARING.

MR. POLE
Everyone out!

Cordelia, Pole, the students scramble out. Mr. Pole and the students run. Cordelia looks around, completely disoriented.

CORDELIA'S POV

Dark and murky, dimmest shape of a UPS sized **truck bearing down on her**. She takes a step one way, then another -- in about five seconds she's going to be hamburger.

BUFFY

Tears across the grass onto the sidewalk.

CORDELIA

Screams, terrified, expecting the worst.

THE TRUCK

Hits its breaks, heading right at Cordelia.

(CONTINUED)

21 CONTINUED:

21

BUFFY

Leaps on a parked car, using it as a booster to send her
AIRBORNE.

BUFFY FLIES THROUGH THE AIR, TACKLES CORDELIA

Carrying her out of harm's way as the truck screeches past.

CORDELIA AND BUFFY

On the ground.

CORDELIA

What's happening?!? I can't see
anything!

BUFFY

Cordelia, it's okay, you're gonna
be -- Oh, God...

Buffy looks at Cordelia whose EYES GLAZE OVER TO MURKY
WHITE.

CORDELIA

What's happening to me!?!?

CUT TO:

22 INT. THE LIBRARY - DAY

22

CLOSE ON GILES.

GILES

Witchcraft. Blinding your enemy to
disable and disorient them is a
classic.

ANGLE - Buffy, Xander, Willow. Giles holds a witchcraft
text. We see AN ENGRAVING of SCARY WITCHES in SACRED CIRCLE
in the woods.

XANDER

First vampires, now witches... no
wonder you can still afford a house
in Sunnydale.

GILES

Why would someone want to harm
Cordelia?

(CONTINUED)

22 CONTINUED:

22

WILLOW

Maybe because... they met her. Did I say that?

GILES

Then why was Amber set ablaze?

XANDER

Yeah, those guys don't hang.

BUFFY

They're both cheerleaders.

GILES

Someone doesn't like cheerleading.

BUFFY

Or likes it too much.

WILLOW

Amy.

BUFFY

Amy.

XANDER

So you guys are leaning towards Amy.

BUFFY

She's desperate to get on that team... I get the feeling she'd do anything to make her mom's dream come true.

GILES

Now I do want to make sure I've got this right. This witch is casting horrible, disfiguring spells so that she can be a cheerleader.

*
*
*
*

BUFFY

Your point being?

*
*

GILES

Priorities. Really, if I had the power of the black mass I'd set my sights a little higher than making the pep squad.

*
*
*
*
*

(CONTINUED)

BUFFY

I think you're underestimating the amount of pressure a parent can lay on you. If you're not a picture perfect carbon copy they tend to wig.

WILLOW

Cheerleading was kind of her mom's last hurrah.

XANDER

We still gotta stop Amy. We should grab her before --

GILES

(flipping though text)

Let's be certain she's the witch before we arouse her suspicions. She's capable of some fairly ugly things.

BUFFY

All right, you're a high school girl, you're desperate to make the team and please your mom, you turn to witchcraft. What's the first thing you do?

WILLOW

Check out the books on witchcraft!

Willow moves to the computer at check-out desk, scanning records.

XANDER

That's the last thing you do! You don't leave a paper trail. Forget that --

WILLOW

It'll just take a minute --

XANDER

We don't have a minute. Cheerleaders' lives are in danger -- Buffy's in danger. (grabs Buffy, tries to hustle her out) You were the first alternate.

(MORE)

(CONTINUED)

22 CONTINUED: 3

22

XANDER (cont'd)
You're on the team now that
Cordelia's out -- you could be
next, we have to get you to a safe
house.

WILLOW
(sees something on
computer)
Xander...

XANDER
(innocent)
Yes?

WILLOW
"Witches - Historic Roots to Modern
Practice" checked out by Alexander
Harris.

BUFFY
(moves to computer)
"The Pagan Rites", checked out by
Alexander --

XANDER
All right, all right. It's not
what you think.

WILLOW
You like to look at the semi-nude
engravings?

XANDER
Oh. Well, then it is what you
think.

GILES
We'll need a conclusive test
anyway. There should be one - yes!
The ducking stool. We throw her in
the pond. If she floats, she's a
witch; if she drowns, she's
innocent.
(off their looks)
... some of my texts are a bit
outdated.

BUFFY
You think?

(CONTINUED)

22 CONTINUED: 4

22

GILES

(looks in another book)

Ah! Yes. This should work.

You'll need some of her hair, a

little quicksilver and aqua fortis.

*
*
*
*
*

WILLOW

That's just mercury and nitric
acid, we can get it in the science
lab.

(CONTINUED)

22 CONTINUED: 5

22

GILES

(reads)

"Heat ingredients and apply to witch, if a spell has been cast in previous forty-eight hours witch's skin will turn blue." Oh, and you'll need some eye of newt...

SMASH CUT TO:

23 A FROG - INT. SCIENCE CLASS - DAY

23

His big ol' eye looking up at us.

PULL BACK, revealing we are seeing this in a BIG MIRROR, mounted on the teacher's desk in front of the class. The mirror is so the students can see what DR. GREGORY (kindly, older) is doing. Willow, Xander, Buffy, Lishanne and Amy are part of the class.

DR. GREGORY

Those on track one may begin their dissections. Those on track two, add your hydrochloric acid and ammonium hydroxide to your beakers...

He demonstrates, we see it in the big mirror. Smoke and gas. He holds up the smoky beaker.

ANGLE - WILLOW AND XANDER

*

At a large table. Xander holds a scalpel poised over a frog. He lowers the scalpel, then:

*

*

XANDER

*

I can't.

*

He puts the scalpel down. Willow takes it, makes (off camera) a quick neat incision.

*

*

WILLOW

*

One eye of newt...

*

XANDER

*

Wow, you've got a killer streak I've never seen before. Hope I never cross you.

*

*

*

WILLOW

*

I do too, then I'd have to carve you up in neat little pieces.

*

*

(CONTINUED)

23 CONTINUED:

23

She holds up scalpel, gives him her sweet "Willow" smile.

XANDER

Ha ha.

(takes scalpel
respectfully)

How's Buffy coming with the hair?

ANGLE: BUFFY

Moving past Lishanne.

LISHANNE

(sarcastically)

Isn't this exciting?

BUFFY

(small laugh)

Oh yeah.

Buffy reaches Amy at another big desk with Bunsen burner, beakers, etc.

BUFFY

Help. Which is the hydrochloric acid and which is the ammonium hydroxide?

AMY

Well, the bottle that says hydrochloric acid is usually the hydrochloric acid.

*
*

BUFFY

Read the bottles -- what a concept.

Buffy drops her pen, bends down to pick it up, as she does, her hand slips INSIDE AMY'S purse, grabs some hair off Amy's brush.

(CONTINUED)

23 CONTINUED:

23

ANGLE - BUFFY STRAIGHTENS UP

Amy's looking at her -- did she see the hair grab?

Buffy moves back to her seat (in front of Willow and Xander.) Keeping her back to them, she reaches back, drops the hair in front of Willow who adds it to a chemical mix on a Bunsen burner.

Amy glances at them.

XANDER
(through his teeth)
Smile and wave to the nice witch.

Willow hands the beaker to Buffy.

WILLOW
All set. You have a plan?

BUFFY
Spill it on her, try and make it
look natural.

XANDER
We'll be right behind you. Only
farther away.

Buffy heads for Amy's desk with beaker. As she does,

DR. GREGORY
Lishanne, can you tell me why these
chemicals have this reaction?

Buffy casually spills a drops or two on Amy's arm. Buffy looks at:

ANGLE: AMY'S ARM

The drops do turn blue, but we tilt up to see Amy's eyes locked on something else:

ANGLE: LISHANNE

We see her from behind, starting to shake, to spaz out.

DR. GREGORY
Lishanne? Are you -- Oh my god.

She knocks a few beakers over as she stumblingly rises and turns, grabbing at the first thing she sees -- which is Amy. Amy is brought face to face with Lishanne -- WHO HAS NO MOUTH. Amy backs away, terrified by what she sees.

CUT TO:

24 INT. HALL - MOMENTS LATER

24

Our three are clustered, conferring.

XANDER

Did you see? Amy was as freaked
out as the rest of us.

WILLOW

So it's not her?

BUFFY

The test was positive. She's our
Sabrina. I just don't think she
realizes what she's doing.

WILLOW

Should we talk to her?

BUFFY

Maybe we should talk to her
mother. I wonder if she knows
what she's created.

CUT TO:

25 EXT. AMY'S HOUSE - DAY

25

Pushing in on the house as Amy enters frame, marches up and
through the front door.

26 INT. AMY'S HOUSE - DAY

26

Dark. Austere. Clean. Amy moves through, pissed. We haven't
seen her like this before.

AMY

Where are you?!

Amy finds her mother, CATHERINE MADISON, late thirties, very
well preserved, sitting in the blue light of the T.V.
Catherine quickly flicks the T.V. off, like a kid caught
doing something wrong.

AMY

Another productive day in front of
the T.V. I got a history report due
tomorrow. Write it.

Amy hurls her book bag on the couch next to her mother.

(CONTINUED)

26 CONTINUED:

26

AMY

I should be on that team by now.
Instead, Miss Buffy and friends are
sneaking around stealing bits of my
hair.

CLOSE - AMY'S HAND

As she angrily dangles something from it -- the i.d.
bracelet Xander gave Buffy. We're close enough to read
"Yours Always".

AMY

I'll be upstairs.

Amy wraps her fingers around Buffy's bracelet, marches out.

BLACK OUT.

END OF ACT TWO

ACT THREE

27 INT. BUFFY'S BEDROOM - MORNING 27

We TRACK IN on Buffy sleeping. *

ANGLE: ALARM CLOCK

It's one of the old fashioned round ones with the bell, and it starts RINGING.

Buffy lumps around under the cover, mewling in protest before she reaches for the clock.

She grabs it and casually CRUSHES it with her hand. Pokes her head out from under the covers to look at what she has wrought.

BUFFY
(laughs)
Oops.

*
*
*

CUT TO:

28 INT. BUFFY'S KITCHEN A BIT LATER 28

Joyce is making breakfast. Buffy comes in in a really good mood.

BUFFY
(sings to herself)
MACHO MACHO MAN... Hey, juice.

*

She downs an entire glass in one sip.

BUFFY
Quality juice. Not from concentrate.

(CONTINUED)

28 CONTINUED:

28

JOYCE
(tentatively)
You're in a good mood.

BUFFY
I am. I'm on the squad. Which is
great because I feel like cheering.
And leading others to cheer. Hey,
juice!

She downs Joyce's as well.

JOYCE
Listen honey, about yesterday...

BUFFY
That's totally yester. Besides,
it's not like you were wrong. I
did get kicked out. I'm wacky that
way.

JOYCE
Still, I want you to know that
despite the problems you've had --

BUFFY
Mom, you don't get it. Believe me,
you don't want it. There's just
things about being a vampire slayer
that the older generation has a
problem with.

JOYCE
A what?

BUFFY
Long story. I mean I'm kidding.

JOYCE
Buffy, are you feeling well?

BUFFY
I can't be in a good mood? That's
a new house rule? Fine, I don't
mind, cuz I'm a
(sings)
MACHO MACHO MAN...

*
*
*
*
*
*

She sings her way out, leaving Joyce somewhat worried.

CUT TO:

29 EXT. SUNNYDALE HIGH - DAY - ESTABLISHING

29

BUFFY (O.S.)
Turn up the music!

30 INT. THE GYM - DAY

30

The cheerleaders -- Buffy, Senior Cheerleader and the rest practice. Buffy has a big, happy grin on her face, she's workin' this cheer -- unfortunately she's workin' it completely out of sync with everyone else.

*
*
*

Buffy stomps on the Senior Cheerleader's foot.

SENIOR CHEERLEADER
Ow! Get it together, Buffy, we have a game in less than four hours.

ANGLE - DOOR

Willow and Xander slip in to watch.

BUFFY
(yells)
Hey Willow, Xander! My buds are here. I love my buds.

WILLOW AND XANDER

React to Buffy.

XANDER
Is it me, or is Buffy somewhat looped?

*

Each girl launches the one next to her into a spinning cartwheel. Buffy is launched.

WILLOW AND XANDER

WILLOW
We better get her out of there.

XANDER
Yeah, before she...

(CONTINUED)

30 CONTINUED:

30

Buffy cartwheels to the Senior Cheerleader, grabs her and HURLS HER OUT OF FRAME like a flying sack of potatoes.

WILLOW AND XANDER WINCE

XANDER
....hurts somebody.

ANGLE - SENIOR CHEERLEADER

Splatted in the corner of the gym where she landed. She gets up, way more angry than hurt.

BUFFY
Did I do that?

SENIOR CHEERLEADER
You are so out of here!

Willow and Xander rush in, grab Buffy.

WILLOW
It's not her fault --

XANDER
She's on medication --

SENIOR CHEERLEADER
Obviously not enough. Who's our next alternate -- oh.

Amy is right there, in costume.

SENIOR CHEERLEADER
Amy, you just made cheerleader.

BUFFY
No no no, you don't want her, she's
a w--

Xander clamps a hand over Buffy's mouth as Willow and he hustle her out.

XANDER
A wise choice indeed.

As Amy stands, innocently joins the line,

CUT TO:

31 INT. GYM FOYER : DAY

31

Willow and Xander drag Buffy out, shut the door.

(CONTINUED)

31 CONTINUED:

31

BUFFY
She's a witchy!!

WILLOW
Buffy --

BUFFY
I just got kicked off the team,
didn't I?

XANDER
I don't think it's your fault.

BUFFY
I know you don't. That's cause
you're my friend. You're my
Xander-shaped friend.
(wells up)
...do you have any idea why I love
you so, Xander?

WILLOW
We gotta get you to --

XANDER
Let her speak!

BUFFY
I'll tell you. You're not like
other guys at all...

XANDER
Well...

BUFFY
You are completely and totally one
of the girls. I'm that comfy with
you.

Willow can't help but look a little pleased; Xander looks
like he just got cancer.

XANDER
That's great.

BUFFY
Any other guy gave me a bracelet,
they'd want to date me, it'd be a
thing, but you -- you --

She staggers a bit.

BUFFY
Oh. I don't feel so good.

(CONTINUED)

31 CONTINUED: 2

31

*

*

She slumps over, pale and sweaty.

WILLOW

Buffy?

BUFFY

Something is really... not good...

She collapses in their arms.

CUT TO:

32 INT. THE LIBRARY - GILES' OFFICE - DAY

32

Buffy's laid out in two easy chairs. A cold compress on her head. She's conscious but very sick. Giles (ever present text in hand) Willow and Xander stand over her, concerned.

WILLOW

We gotta get her to a hospital.

GILES

They can't help her. This is a Bloodstone Vengeance Spell, hits the body hard, like drinking a quart of alcohol, then eradicates the immune system.

XANDER

Vengeance spell. Like she's getting even with Buffy?

BUFFY

(weak)

'Cause she knows I know she's a witch.

GILES

The others she just wanted out of the running, you she intends to...

BUFFY

Kill.

WILLOW

How much time do we have?

GILES

I'm sure we have --

(CONTINUED)

BUFFY
Truth please.

GILES
Couple of hours, three at most.

XANDER
So how do we reverse Buffy's spell?

GILES
I've been researching that. We can reverse all the spells if we can get our hands on Amy's spell book --

WILLOW
And if we can't get our hands on it?

GILES
The only other way is to cut the witch's head off.

XANDER
(raising his hand)
Show of hands...

BUFFY
No. It's not Amy's fault. She became a witch to survive her mother.

XANDER
I don't care why, I care that you go on breathing.

BUFFY
Giles, where would she be casting these spells?

GILES
She needs a sacred space with a pentagram, a large pot...

BUFFY
At home. Help me get up.
(Giles helps her up)
We'll go to her house, find her book --

WILLOW
We'll go with you.

(CONTINUED)

32 CONTINUED: 2

32

BUFFY

No. Stay here, keep an eye on Amy.

GILES

And keep her away from the science lab. We'll need it to cast our counter spells.

CUT TO:

33 EXT. AMY'S HOUSE - AFTERNOON

33

Giles pulls up.

ANGLE: THE DOOR

He knocks loudly. Buffy peeks in the window by the door.

ANGLE: THROUGH THE WINDOW - AMY'S LIVING ROOM

We see Catherine start at the sound of knocking. She takes something we can't see very well and slides it under the coffee table. Comes anxiously to the door.

It opens, and she stands before Buffy and Giles. It's clear from the expression on Buffy's face that this isn't what she was expecting.

CATHERINE

What do you want? Is there something wrong?

GILES

Mrs. Madison, we need to talk to you about your daughter.

CATHERINE

I'm not allowed to -- you'll have to come back.

She tries to shut the door -- he pushes it open rather forcefully. He ushers Buffy in.

CUT TO:

34 INT. AMY'S LIVING ROOM - CONTINUOUS

34

Giles moves Buffy to the couch, turns to Catherine.

(CONTINUED)

GILES

Your daughter is up to something very dangerous. Are you aware of that?

CATHERINE

I don't know what you're talking about.

GILES

I think you know very well.

CATHERINE

You have to go. She's gonna be home soon.

GILES

This girl is very sick. You will shut up and you will listen to me. Your daughter has access to some very powerful magics. Somehow your obsession with cheerleading has made her --

CATHERINE

(near tears)

I don't care about cheerleading! It's not my fault she's doing stuff.

Buffy is staring intently at Catherine.

GILES

As her mother, you should accept some responsibility for her actions.

Surprisingly, she starts laughing.

CATHERINE

Well, these kids today...

Buffy looks at her, then looks at what Amy hid under the table.

ANGLE: UNDER THE TABLE

is a plate of brownies.

Buffy stands, weakly.

(CONTINUED)

CATHERINE

She's out of her mind. Ever since
dad -- her dad left. I can't
control her.

GILES

You're afraid of her.

She turns to look at Buffy, who approaches her slowly.
Giles turns as well.

BUFFY

Amy?

Catherine takes a step back, wide eyed.

BUFFY

Are you Amy?

GILES

I don't understand...

BUFFY

She switched, didn't she? She
switched your bodies. She wanted
to relive her glory days.
Catherine the Great.

GILES

Good lord...

Catherine nods, quietly.

CATHERINE

She said I was wasting my youth...
So she took it.

BLACK OUT.

END OF ACT THREE

ACT FOUR

35 INT. AMY'S LIVING ROOM - SECONDS LATER

35

Catherine has sat down on the couch next to Buffy. She is terrified and fighting back tears.

CATHERINE

I didn't know about her... her power. When my dad was here they would fight, he called her a witch. I thought he meant something else. When he left I wanted to go with him but she wouldn't even let me call. She got crazy. She'd lock herself upstairs for days. And she'd get down on me all the time. She said I didn't deserve to have it so easy, that I didn't know how hard it was to be her. I guess she showed me, huh?

She does cry now, quietly. It takes all of Buffy's effort to say:

BUFFY

Amy, it's gonna be okay.

CATHERINE

A few months ago I woke up in her bed, I didn't know where I was... and I looked in the mirror...

GILES

She locked herself upstairs. Where?

CATHERINE

She has a room in the attic.

GILES

Show me.

CUT TO:

36 INT. AMY'S ATTIC - A BIT LATER

36

We see the dolls lined up in the foreground as in the background the DOOR BURSTS OPEN, Giles coming in behind it.

Catherine stays in the doorway, too afraid to enter as Giles comes up to the dolls.

(CONTINUED)

CATHERINE

If she finds out I've been in here
she'll kill me.

GILES

My God...

ANGLE: TWO DOLLS

A woman and a girl. The dolls are lashed together with a
thorny vine.

GILES

I believe we can reverse your
mother's spell. All of them, in
fact.

CATHERINE

You really could?

GILES

Yes, but I need her books. There
are certain volumes she would need
for this kind of casting.

He looks around. Tentatively, she enters, and helps. They
rummage about in the dark recesses of the place, looking on
shelves, under old blankets.

Giles discovers a small trunk. As he pulls it open he says
to Catherine:

GILES

Collect those dolls, and all the
personal --

something LEAPS at him from the trunk, SCREECHING -- a black
cat. Giles jumps back as the cat hits the floor and takes
off out of the room.

Giles takes a moment to recover himself.

GILES

Nice kitty...
(looking in the trunk)
What were you guarding? Yes...

He pulls out the book.

GILES

This is it.

CUT TO:

37 INT. AMY'S LIVING ROOM - SECONDS LATER

37

Giles comes back down with the book, Catherine with the box of talismans.

Buffy is back on the couch. She looks ghastly, but she looks up to Giles with hope.

BUFFY
Did we find?

GILES
We found.

He gently helps her to her feet. He hands the book to Catherine and picks Buffy up.

CATHERINE
Where are you going?

GILES
We're going to school. And you're coming with us.

CUT TO:

38 INT. THE GYM - EVENING

38

We hear students CHEERING as the school basketball team takes the floor.

The camera is in heady motion, following the team, sweeping across the stands, racing by the cheerleaders. The last one is Amy.

CUT TO:

39 INT. SCIENCE LAB - EVENING

39

They enter, Giles placing Buffy in a chair as Catherine drops the box on a table. He squats before Buffy, looks her in the eyes.

GILES
I'm going to stop this.

ANGLE: BUFFY'S POV

the figure of Giles is a colorful BLUR. The room seems to teeter and shift around him, his VOICE a bizarre and deep echo.

GILES
I promise. Just hang on.

(CONTINUED)

39 CONTINUED:

39

He stands up (we are no longer in her POV), digs in the box for the book.

CATHERINE

How is she?

GILES

We only have a few minutes.

Giles pulls the book out of the box, starts looking through it.

GILES

Let's see... I'll need lead,
sulphur, some sort of diacetate...

He goes over to the glass cabinet with the chemicals in it. It's locked. Casually, still looking down at the book for reference, he picks up a metal beaker and smashes the glass. He looks in and starts picking out vials of useful substances.

CATHERINE

What should I do?

He turns to her.

GILES

Find me a frog.

CUT TO:

40 INT. THE GYM - CONTINUOUS

40

The game has started, the kids in the stands CHEERING. The cheerleaders are on the sideline, doing steps.

ANGLE: AMY

Is right there with them, last on the left. She is beaming.

ANGLE: THE CROWD - AMY'S POV

They are a ROARING mass, an appreciative audience. A joyful noise.

And she moves in SLOW MOTION, the camera circling LOW around her, as she relives her greatest glory.

ANGLE: THE STANDS

The camera whips across the fans to find Xander and Willow up off to the side.

(CONTINUED)

40 CONTINUED:

40

They alone are silent, their eyes never leaving Amy.

CUT TO:

41 INT. SCIENCE LAB - A BIT LATER

41

Giles has something bubbling in a beaker, a Bunsen burner under it.

Catherine is nearby, reluctantly prying out a dead frog's eyes.

GILES

Right.

He throws in a powder, and begins:

GILES

(reading)

The center is dark.

(in Latin)

centrum est obscurus.

(reading)

The darkness breathes.

(in Latin)

tenebrae respiratis.

(reading)

The listener hears.

He throws in another powder.

*

GILES

Hear me.

CUT TO:

42 INT. THE GYM - CONTINUOUS

42

Amy is still strutting in step, still basking in her glory.

ANGLE: AMY'S POV

The appreciative crowd is before us, and then suddenly it becomes

ANGLE: CATHERINE'S POV

the lab. A table. A frog.

It's just a flash, and then it's the audience again. Amy starts, wide eyed, and nearly messes up.

CUT TO:

43 INT. SCIENCE LAB - CONTINUOUS

43

Catherine is reeling just as Amy was, shaking off the momentary change.

CATHERINE
It's working...

GILES
(reading)
Unlock the gate, let the darkness
shine. Cover us with holy fear.
Show me.

He barks the order again, "show me", but this time in Arabic
(waar re-nee). *

The lights in the room blow out.

CUT TO:

44 INT. THE GYM - CONTINUOUS

44

The cheerleaders are forming a pyramid, Amy at the top. She is up there when:

ANGLE: CATHERINE'S POV

flashes before us again. This time it's clearer; we can see Giles, and the whole room. Our gaze sweeps over to include the dying Buffy.

Amy SCREAMS -- and falls, wrecking the whole pyramid. The girls tumble about, the fans LAUGHING a bit.

SENIOR CHEERLEADER
Amy, what's your problem? *

Amy stands, primal fury on her face. The cheerleader backs off. *

Amy RUNS out of the gym. *

ANGLE: XANDER AND WILLOW

They see her go.

WILLOW
She must be heading for Buffy!

(CONTINUED)

44 CONTINUED:

44

XANDER
Come on.

CUT TO:

45 INT. SCIENCE LAB - CONTINUOUS

45

ANGLE: BUFFY'S POV

Giles continues the spell, in Buffy's increasingly weird, dark view. His voice is not even human to her anymore.

ANGLE: CATHERINE

She is still reeling from the flashes. She looks up suddenly.

CATHERINE
She's heading this way.

CUT TO:

46 INT. SCHOOL HALL - CONTINUOUS

46

Amy turns a corner and runs smack into a very casual Willow.

WILLOW
Amy!

AMY
Get out of my way!

WILLOW
Wait! I needed to talk to you. I
can help you.

The look Amy gives her raises one's hair.

AMY
Help me? With what?

WILLOW
Well, you know, all your...
witchcraft. I know a really
good... cauldron... do you actually
ride a broom or --

Xander is sneaking up behind Amy. She SPINS suddenly and glares at him. She mutters something under her breath and he stops, suddenly unable to breathe. Drops to his knees.

(CONTINUED)

46 CONTINUED:

46

WILLOW

Xander!

Amy turns and PUNCHES Willow, knocks her to the ground.

Amy takes off.

CUT TO:

47 INT. SCIENCE LAB - CONTINUOUS

47

Things are really heating up in here. Giles holds his hands to the heavens:

GILES

Corsheth, and Gilail, the gate is closed. Receive the dark, release the unworthy... Take of mine energy and be sated!

He PLUNGES HIS HANDS into the brew! Huge colored cloud shoots up.

INTERCUT WITH:

48 INT. HALL OUTSIDE LAB - CONTINUOUS

48

Amy arrives, tries the door.

Catherine sees the door rattle, starts back in terror

ANGLE: AMY

Smashes the emergency glass and pulls out an axe.

ANGLE: GILES

Pulls his dripping hands out.

GILES

Be sated! Release the unworthy!

ANGLE: THE AXE

hits the door, burying itself above the lock.

ANGLE: GILES

GILES

Release!

(CONTINUED)

48 CONTINUED:

48

ANGLE: BUFFY

Her eyes flutter shut, her head slumping over.

GILES

Release!

49 INT. SCIENCE LAB - CONTINUOUS

49

And the door BURSTS OPEN, An axe wielding Amy running in. She takes one quick look around, heads for Buffy --

GILES

RELEASE!

Amy raises the axe -- there is a flash of light --
-- and she stops. Lowers it as

ANGLE: BUFFY

stands, completely restored. She and Amy look at each other in wonder.

BUFFY

Amy?

And Catherine FLIES into frame, SCREAMING and tackling Buffy. The woman has gone completely apeshit. Giles comes at her and she just LOOKS up at him --

-- and a desk MOVES at him, knocking him down. *

Catherine stands, comes toward the cowering Amy. Nothing but hate in her gaze.

CATHERINE

You. You little brat.

AMY

Mom, please...

She is retreating, raising the axe more for protection than anything else. Catherine merely cocks her head and the axe FLIES out of Amy's hand and into her own. Amy stifles a scream.

CATHERINE

Raise a hand to your own mother?
Who gave you birth, who gave up her
life, her LIFE so you could drag
your worthless carcass around and
call it living?

(CONTINUED)

49 CONTINUED:

49

She SLAMS the axe into a table top.

Amy looks from the axe to her mother.

ANGLE: CATHERINE'S HANDS

Something is happening -- energy begins emanating from them -- like sparks, only black. Something very powerful is brewing in her.

CATHERINE

You were never anything but trouble. I'll put you where you'll never make trouble again.

Buffy appears right behind Catherine.

BUFFY

Hey, guess what?

Catherine turns.

BUFFY

I feel better.

ANGLE: Catherine flies over a table, hits the ground with all attendant smashing of glass things.

Buffy comes around the table and Catherine pops back up, wired with fury.

CATHERINE

That body was mine! Mine!

BUFFY

Oh, grow up.

Catherine throws her head back in a mystical shriek --- and Buffy is flung back over the teacher's desk. She rises to see Catherine shaking, about to cast the spell.

CATHERINE

I shall look upon my enemy --

Her arms CRACKLE with energy -- she opens her eyes and they are glowing darkly- she throws her arms forward with the final phrase --

CATHERINE

-- I shall look upon her and the dark place will have her soul!
Corsheth! Take her!

(CONTINUED)

And Buffy SWINGS her leg over the table and BREAKS the support for the mirror above -- it comes down, hitting the table at an angle, still supported on the other side.

It's too late for Catherine to stop. The spell shoots out of her arms at her own reflection. It bounces right back at her.

She SCREAMS. Glows. Energy singing around her, wrapping her up.

Then there's nothing.

Giles, no longer pinned, gets up, creeps forward with Amy. Buffy comes from behind the desk. They all look around them, but they are alone. After a while...

GILES

Well, that was interesting.

BUFFY

Are you guys okay?

AMY

(feelingly)

I'm fine.

Buffy smiles at her.

GILES

I think all the spells were reversed. Of course, it's my first casting, I may have got it wrong.

BUFFY

You saved my life. You were a god.

GILES

One doesn't want to be immodest, but I am not unsatisfied --

BUFFY

Giles, stop being so proper. You're in America. Brag.

And they head for the door, Giles obliging:

GILES

Well, it was first time and some of those incantations are quite tricky. And I was somewhat interpretive with the ingredients --

(CONTINUED)

49 CONTINUED: 3

49

A FIGURE LEAPS OUT at Amy, tackles her.

It's Xander.

XANDER

I got her! I got her! Cut her head off!

BUFFY

Xander, what are you doing?

XANDER

Saving you.

Buffy pulls him off Amy.

XANDER

But she's evil!

GILES

Well, it wasn't exactly her.

AMY

I was my mom.

XANDER

Oh.

It takes a moment for him to realize he has no idea what they're talking about. Willow runs in now, carrying a baseball bat.

WILLOW

Where is she?

XANDER

Willow! It's cool.

WILLOW

It is?

XANDER

Oh yeah. I took care of it.

CUT TO:

50 INT. BUFFY'S BEDROOM - AFTERNOON

50

Buffy is throwing the pieces of her alarm clock in the trash when Joyce enters.

JOYCE

I don't get it.

(CONTINUED)

50 CONTINUED:

50

BUFFY

What?

JOYCE

I've been thinking a lot about where you're coming from, how to relate to you, and I've come to a simple conclusion. I don't get it. What you want, what you're thinking. Not a clue.

BUFFY

I'm inscrutable, huh?

JOYCE

You're sixteen. I think there's a biological imperative whereby I can't understand you because I'm not sixteen.

BUFFY

Do you ever wish you could be? Sixteen again?

JOYCE

There's a frightful notion. Go through all that again.

(shudders)

Not even if it helped me understand you.

Buffy kisses her on the cheek --

BUFFY

I love you, mom.

-- and exit, leaving Joyce thrown once more.

JOYCE

I don't get it.

CUT TO:

51 INT. HALL BY THE GYM - DAY (DAYS LATER)

51

Buffy and Amy are walking through the hall.

AMY

Dad is so impossible. He doesn't ever want me going anywhere, wants to spend total quantity time together.

(MORE)

(CONTINUED)

AMY (cont'd)

I'm like, "Dad, I can go out, it's perfectly safe." He's got all this guilt at leaving me with mom and he's being a total pain.

BUFFY

You're loving it.

AMY

Every single minute.

Cordelia breezes by with the other cheerleaders as they get out of the gym. We see Amber and Lishanne -- all recovered.

CORDELIA

Hey, I'm really sorry you guys got bumped back to alternate. Hold it -- wait -- no I'm not.

AMY

Well, I know I'll miss the intellectual thrill of spelling words out with my arms.

CORDELIA

Ooh, these grapes are sour.

She exits, passing Buffy, who is staring at the trophy case. Amy looks to her, the smile leaving her face.

AMY

Oh, I'm sorry. I forgot you actually wanted to be on the squad.

BUFFY

No, that's okay. Cheerleading is just a little too hairy these days.

AMY

That's for sure.

For a moment they both look at Catherine's trophy.

AMY

Catherine the Great.

BUFFY

And there's been no sign of her?

AMY

That last spell, she said I'd never make trouble again. Wherever she is, I don't think we have to worry.

(CONTINUED)

BUFFY
Twisted.

AMY
I'm just happy to have my body
back.
(as they walk off)
I'm thinking of getting fat.

BUFFY
Well, that look is in for spring.

As they leave, we stay on the trophy. TRACK in closer to
the cheerleading figure on top. And closer, to the
impassive bronze face.

Her eyes dart back and forth.

BLACK OUT.

END OF SHOW