

BUFFY THE VAMPIRE SLAYER

"Nightmares"

Story by

Joss Whedon

Teleplay by

David Greenwalt

Directed by

Bruce Seth Green

SHOOTING SCRIPT

December 19, 1996

December 20, 1996 (Blue-Pages)

January 7, 1997 (Pink-Pages)

BUFFY THE VAMPIRE SLAYER

"Nightmares"

CAST LIST

BUFFY SUMMERS..... Sarah Michelle Gellar
XANDER HARRIS..... Nicholas Brendon
RUPERT..... Anthony S. Head
WILLOW ROSENBERG..... Alyson Hannigan
CORDELIA CHASE..... Charisma Carpenter

MASTER.....*Mark Metcalf
JOYCE.....*Kristine Sutherland
CHILD/COLLIN.....*Andrew Ferchland
WENDELL.....*Justin Urich
MS. TISHLER.....
BILLY.....*Jeremy Foley
LAURA.....
THE UGLY MAN.....
DOCTOR.....
WAY COOL GUY.....
HANK.....*Dean Butler
STAGE MANAGER.....
ALDO.....
COACH.....
*MOM.....

BUFFY THE VAMPIRE SLAYER

"Nightmares"

SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL
CLASSROOM
HALL
LIBRARY
BASEMENT/BOILER ROOM
KITCHEN
BUFFY'S BEDROOM
THE BRONZE
BACKSTAGE
THE MASTER'S LAIR
TUNNEL
JOYCE'S CAR
HOSPITAL
HOSPITAL HALL
HOSPITAL ROOM
COFFIN

EXTERIORS

SUNNYDALE HIGH SCHOOL
LUNCH AREA
CAMPUS
SCHOOL GROUNDS
JOYCE'S CAR
HOSPITAL
CEMETERY
GRAVEYARD

BUFFY THE VAMPIRE SLAYER

"Nightmares"

TEASER

1 INT. TUNNEL (INTO MASTER'S LAIR) - NIGHT 1

Dark and creepy. BUFFY, dressed for hunting, stake in hand, moves carefully through the spooky space.

2 INT. MASTER'S LAIR - NIGHT 2

Buffy creeps past some of the rock wall... an oddly angled and lit candelabra... an upended pew. As she moves on we see THE MASTER RISE BEHIND HER from behind the upended pew.

Buffy continues to hunt. The Master, looking hideous, glides up behind her. Reaches out his terrible demon-hand for her.

As it's about to touch her, she senses him, turns. Sees his horrible face towering over her.

Too terrified to fight, she drops the stake. Backs away from the Master who smiles evilly, coming for her, reaching for her. She backs into the rock wall. Trapped. His hand closes in, GRABS her shoulder.

BUFFY

No!

SMASH CUT:

3 INT. BUFFY'S BEDROOM - MORNING 3

JOYCE

Yes...

The demon's hand becomes JOYCE'S hand. Shaking Buffy's shoulder. Buffy is asleep in bed.

JOYCE

Time to get up for school.

BUFFY

Oh, Mom...

JOYCE

Are you all right?

(CONTINUED)

3 CONTINUED:

3

BUFFY

No... yeah, I'm... school, great.

Buffy hops out of bed, fast.

JOYCE

You want to go to school...

BUFFY

Sure, why not?

JOYCE

Okay, good day to buy that lottery ticket.

Buffy opens her closet doors.

JOYCE

I spoke with your father...

Buffy turns, a little concerned.

BUFFY

He's coming, right?

JOYCE

You're on for this weekend.

BUFFY

Good.

CUT TO:

4 EXT. SUNNYDALE HIGH - DAY - ESTABLISHING

4

WILLOW (O.S.)

So you see your dad a lot?

5 INT. HALL - DAY

5

Buffy and WILLOW walk to class.

BUFFY

Not a whole lot. He's still in L.A. He only comes down for weekends sometimes.

WILLOW

When did they get divorced?

(CONTINUED)

5 CONTINUED:

5

BUFFY

Well, it wasn't finalized till last year. They were separated before that.

WILLOW

It must have been harsh.

BUFFY

That's the word you're looking for. I mean, they were really good about it -- around me, anyway. But still...

WILLOW

I can't imagine it. My parents don't even bicker. Sometimes they glare. Do you know why your folks...

BUFFY

I didn't ask for all the details. They just stopped getting along. I'm sure I was a big help. With the slaying and everything, I was a mess. Lotta trouble.

WILLOW

Well. I'm sure that doesn't have anything to do with him leaving.

BUFFY

No.

WILLOW

He still comes down on weekends.

BUFFY

Sometimes.

They enter:

6 INT. CLASS - CONTINUOUS

6

Kids are talking, taking their seats. CORDELIA (near a window) studies herself in a compact mirror, adjusting her already perfect hair. WENDELL, studious looking, perhaps overweight, moves past, stops between her and the window to adjust his books.

(CONTINUED)

CORDELIA
Hello... Dufus...?
(Wendell looks over)
You're blocking my light.

WENDELL
Oh. Should I...?

CORDELIA
Move on? What a good idea.

Wendell starts to oblige as XANDER, having overheard, moves up.

XANDER
Wendell, what's wrong with you?
(re: Cordelia)
Don't you know she's the center of
the universe... the rest of us
merely revolve around her.

CORDELIA
Revolve yourselves out of my light.

Xander and Wendell move on, joining Buffy and Willow.

XANDER
Wendell was in Cordelia's light.

WENDELL
I'm so ashamed.

WILLOW
Why is she so Evita-like?

BUFFY
It's the hair.

WILLOW
Weighs on the cerebral cortex.

XANDER
Hey, guys. Was there any homework?

WILLOW
We're doing active listening today.

XANDER
Cool. What's active listening?

WILLOW
That would be the homework.

(CONTINUED)

6 CONTINUED: 2

6

Xander shrugs, drawing a blank. Buffy holds up the textbook. On the cover we see: HEALTH AND HUMAN DEVELOPMENT. *

BUFFY

Chapter five. Active listening.
Where you put on your "big ears"
and really focus on the other
person?

Xander shrugs again.

WENDELL

Ms. Tishler demonstrated yesterday.

WILLOW

With you.

BUFFY

She was wearing that tight sweater?

XANDER

(remembers the sweater
and what was in it)
The midnight blue Angora.
(to them)
See, I was listening.

A BELL RINGS. MS. TISHLER, health and human development teacher, arrives.

MS. TISHLER

All right, take your seats. In a moment
we'll choose partners and practice what
we read in chapter five...

Xander looks up at her, mimes putting his "big ears" on.

MS. TISHLER

...good, Xander, that's the spirit.

Willow and Buffy exchange a look on that.

MS. TISHLER

Before we do, let's review.

Buffy rests her hand on her chin, school boredom settling in. She taps her pencil on her desk.

MS. TISHLER

Isaacson's research lead him to
conclude that one of our most
fundamental needs, after food and
shelter, is to be heard...

(CONTINUED)

6 CONTINUED: 3

6

Buffy's pencil drops to the floor, rolls behind her. She bends to get it, and sees:

a 12 YEAR OLD BOY (BILLY PALMER) standing in the back corner of the class. He looks at her with a kind of remote calm. The light seems to hang strangely on him, but he looks perfectly normal otherwise.

Buffy looks at him, confused.

MS. TISHLER
Wendell would you read us the first
two paragraphs on page
seventy-eight...

Wendell nods, reaching for his textbook.

MS. TISHLER
... where Isaacson describes the
rapid improvement active listening
brought to some special needs
clients --

Wendell opens his text and SCREAMS!

The teacher looks and takes an involuntary step away from Wendell: SPIDERS are pouring out of his book, onto his desk, up his arms and over his face. He flails about, scared out of his wits.

WENDELL
AHHHHHHH!! AHHHHHHHHH!!

The teacher, the class, Willow, Laura and Xander, freak. Buffy whips her head around -- forgets the boy, staring at the infested Wendell in total shock.

ANGLE: BILLY

Still standing calmly in the corner. He says quietly:

BILLY
Sorry about that.

END OF TEASER

ACT ONE

7 INT. THE MASTER'S LAIR

7

CLOSE UP: THE MASTER

MASTER

Fear. It's a wonderful thing. It is the most powerful force in the human world. Not love, not hate. Fear.

WIDER ANGLE:

We see he is talking to COLLIN, walking slowly across the church as the boy sits and watches.

MASTER

When you were a mortal boy, what did you fear?

COLLIN

Monsters.

The Master smiles at the irony. Keeps walking slowly.

MASTER

We are defined by the things we fear. This symbol --

He stops as the CAMERA continues back, revealing that he is standing in front of a large cross.

MASTER

-- these two planks of wood -- it confounds me. Suffuses me with mortal dread. But fear is in the mind.

He moves closer to the cross, and, despite his native horror of it, puts out his hand and GRIPS IT! Smoke rises from his hand, burning his flesh. He holds on with steely determination, his face not betraying the obvious and searing pain.

MASTER

Like pain.
(beat)
It can be controlled.

Finally he lets go, takes a step back.

MASTER

If I can face my fear, it cannot master me.

(CONTINUED)

7 CONTINUED:

7

*

MASTER

Something is happening above.
Something new -- a powerful psychic
force. Do you feel it?

COLLIN

I feel change.

MASTER

Change. Yes.
(looking up)
For the worse.

The Child follows his gaze. CAMERA CRANES up the rock walls
of the buried church, eventually the image fades to
BLACK and --

DISSOLVES TO:

8 EXT. SUNNYDALE HIGH - DAY

8

CAMERA CONTINUES to MOVE UP. Out of the BLACK we discover
pavement, then grass, then pulling up and wide we see the
big bright school on a big bright day, students milling
about, heading inside, etc.

Joyce's car pulls up.

9 INT./EXT. JOYCE'S CAR - DAY

9

Joyce drives, Buffy is in the passenger seat.

JOYCE

You're awfully quiet this morning.

BUFFY

I didn't sleep so good.

JOYCE

I'll say.

(off her look)

I came in to check on you twice.
You were yelling in your sleep. You
remember what you were dreaming?

(CONTINUED)

9 CONTINUED:

9

CLOSE - BUFFY - REMEMBERING

FLASH CUT - THE MASTER - IN THE CHURCH

Hideous. Coming for her.

BACK TO SCENE

BUFFY

Not really...

(beat)

Oh no, my bag. I packed for the weekend and I forgot it.

JOYCE

You and your dad can swing by the house and get your bag. It's not an international crisis.

BUFFY

Okay, I just -- I meant to bring it. He is picking me up here, right? At 3:30?

JOYCE

(beat)

Honey, are you worried your dad won't show?

BUFFY

No. I mean, not really. Should I be?

JOYCE

It's just... I know the situation's hard, you just always want to remember your father adores you -- no more than I do by the way.

BUFFY

Thanks. And Mom, don't worry, I'm over the divorce. I officially release you from all guilt.

JOYCE

That's not what I was getting at -- you feel like putting that in writing?

They share a small smile.

JOYCE

Have a good day.

(CONTINUED)

9 CONTINUED: 2

9

BUFFY

You, too.

Buffy gets out, heads up the steps.

CUT TO:

10 INT. SCHOOL HALL - DAY

10

A BELL RINGS, kids spill into the hall. Willow and Xander exit a class, spy Buffy.

WILLOW

Buffy. We've been looking for you.

XANDER

We have?

As they fall into step with her:

WILLOW

About the spiders. Have you talked to Giles about --

XANDER

Oh. The spiders. Willow's been kinda... what's the word I'm looking for... insane about what happened yesterday.

WILLOW

I don't like spiders, okay? Their furry bodies, their sticky webs -- what do they need all those legs for anyway? I'll tell you: for crawling across your face in the middle of the night.

(shudders)

Ew. How do spiders not ruffle you?

XANDER

I'm sorry, I'm unruffled on spiders. Now if a bunch of Nazis crawled across my face...

BUFFY

It was pretty intense.

WILLOW

Thank you.

(CONTINUED)

10 CONTINUED:

10

XANDER

Hellmouth, center of mystical
convergence, supernatural monster.
been there.

BUFFY

A little blase there, aren't you?

XANDER

I'm not worried. If there's
something bad out there, we'll
find, you'll slay, we'll party.

and they enter:

11 INT. LIBRARY - DAY

11

BUFFY

Thanks for having confidence in me.

XANDER

Well, you da man, Buff.

WILLOW

Okay, but we're still caring about
the spiders here. Let's not forget
the spiders.

BUFFY

Well, Giles said he was going to
look up --

(calls out)

Giles?

WILLOW

Maybe he's in the faculty room.

GILES emerges from the stacks, coming through the door with
a vaguely unsettled expression. He looks behind him.

BUFFY

Hey. Giles. Wakey wakey.

GILES

I was in the stacks.
(almost to himself)
I got lost.

XANDER

Well, did you find any theories on
spiders coming out of books? Big
crawly hairy...

(CONTINUED)

11 CONTINUED: 11

He runs his hand up Willow's back as he says it, causing her to jump. She glares at him.

XANDER
(sheepishly)
It was funny if you're me.

GILES
I didn't find anything particularly illuminating. I think perhaps you'd best have a talk with Wendell himself.

BUFFY
Okay. If he can still talk.

CUT TO:

12 EXT. SCHOOL - LUNCH AREA - DAY 12

Wendell stares, lost in thought. He doesn't much look like he can talk yet. Buffy, Willow and Xander approach. *

BUFFY
Hey, Wendell, how're you doing?

WENDELL
Huh?

BUFFY
You okay?

Wendell shrugs: hard to tell.

XANDER
Good talkin' to ya', man.

Xander starts to leave.

WENDELL
Did you guys want something ...?

BUFFY
We just thought you might want to talk about what happened.

WILLOW
You know yesterday with the spiders.

He looks at them for a beat.

(CONTINUED)

12 CONTINUED:

12

WENDELL

I don't know what to say about that...

XANDER

There's nothing to say. You saw two hundred insects, you Gonzoed. Anybody would have --

WENDELL

They're not insects. They're arachnids.

XANDER

They're from the Middle East?

WENDELL

Spiders are arachnids, they have eight legs, insects have six.

(a little intense)

Why does everyone make that mistake?

Beat.

.. BUFFY

I don't know. Has anything like that ever happened before?

Now he looks up at her. His eyes are haunted. He nods.

BUFFY

When?

WENDELL

Lots of times...

WILLOW

Eeeee. You must hate spiders more than I do.

He laughs. Slightly deranged.

WENDELL

I don't hate spiders, I love them. They hate me.

Buffy and the gang exchange a look. A bell RINGS O.S. as Cordelia appears.

CORDELIA

(to Buffy)

Hope you studied for the history test.

(CONTINUED)

BUFFY

What history test?

CORDELIA

The one we're having right now in fourth period.

BUFFY

There's a test? Nobody told me about a... I better, I gotta...

(to Wendell)

...we'll catch up during lunch.

Wendell shrugs: whatever. Buffy takes off.

WILLOW

(turning to Wendell)

What to you mean you love spiders?

XANDER

It is platonic, right?

WENDELL

I had the best collection in the tri-county area. Browns, tarantulas, black widows... then my folks ship me off to Wilderness Camp. All my brother had to do was maintain the habitats. Instead he left the heat lamps on for a week! When I came home they were all dead -- that's when the nightmares started.

WILLOW

The nightmares.

WENDELL

It's always the same. I'm sitting in class, the teacher asks me to read something, I open the book and... there they are, coming after me. God... can you blame them, after what I did?

XANDER

(serious)

That's how it happens. Every time?

WENDELL

Yesterday in class I thought I had just nodded off again. But then everyone else started screaming too.

(CONTINUED)

12 CONTINUED: 3 12

Xander and Willow look at each other.

CUT TO:

13 INT. SCHOOL HALL - DAY 13

Buffy moves down the hall. Kids are entering classes. She looks a little lost. Opens a door looks in (we don't see much inside but apparently it's not the right class). She moves on, tries another door. Then she spots Cordelia watching her from down the hall. She moves to Cordelia.

*

CORDELIA

You don't know where the class is,
do you? *

BUFFY

I, uh --

CORDELIA

(not mean, just a fact)
Hardly a shocker. You've cut
history just about every time we've
had it.

BUFFY

I was there the first day... I
think.

Cordelia opens a door.

CORDELIA

It's in here.

BUFFY

I haven't been to class, I haven't
read any of the assignments... How
am I going to pass the test?

CORDELIA

Blind luck?

14 INT. CLASSROOM - DAY - MOMENTS LATER 14

The TEACHER walks the aisles. Handing out tests.

Buffy looks around, a little desperate. Many of the kids, including Cordelia, are already hard at work scribbling on their exams.

(CONTINUED)

14 CONTINUED: 14

The Teacher gives Buffy a decidedly dirty look, drops a test in front of her, moves on. Buffy stares down at the test. Alarmed. She picks up her pencil, hovers it over the test, but she has no idea what any of the answers are.

She looks at the clock: 11:20. She looks at the test.

BUFFY
I know my name...

She starts to write "Buffy" and the pencil breaks. She sighs, digs out a small pencil sharpener, starts to sharpen the pencil, glancing up at the clock again. It now reads 12:10. Buffy does a double take: huh? She looks over at Cordelia, completing the third page of her test.

The BELL RINGS. Students get up, file out, dropping their tests on the teacher's desk. Buffy looks at her own incomplete test: what just happened?

Cordelia exits. As she does, Buffy sees Billy standing in the hallway just outside the door. Looking right at her.

After a moment he moves slowly out of sight. Buffy furrows her brow, thinking. As in, what the hell?

CUT TO:

15 INT. SCHOOL HALL - DAY 15

Billy walks slowly through the hall. Nobody really pays attention to him. He stops, turning slowly to look at two girls gaining on him from behind. One of them, LAURA, is talking to the other.

LAURA
Well, they both got detention.
Which is completely unfair since
Sean started it. Anyway it means
we can't do the movie.

They stop before a door with a sign on it: BASEMENT ACCESS, *
MAINTENANCE PERSONNEL ONLY.

LAURA
I'm gonna take a
(mimes smoking)
break.

As her friend nods and heads out, Laura walks up to the door, looks around. A few kids at either end of the hall, no authority figures in sight. She slips inside.

(CONTINUED)

15 CONTINUED:

15

Billy watches her go into the stairwell, his face for the first time showing a hint of dread. The stairwell is dark, creepy.

BILLY
(pretty much to himself)
You shouldn't go in there...

16 INT. SCHOOL BASEMENT - DAY

16

Maybe a boiler room, maybe just a hall with a lot of water pipes and grime. Laura enters, leans against a wall. It's dark and potentially creepy in here, but she's comfy. So far. She pulls a pack of cigarettes out of her purse.

Meanwhile, in the dim recesses of the place, a scary figure (unseen by Laura) begins to creep out of the dead black into some dim light.

Look up Boogymen in the dictionary, you'll see his picture. His face is hideous, distorted; he wears a strange, stunted cap on his head; he has a flap of skin that runs over his dreadful lips, one eye is torn and shredded, and, where his right arm should be, is a big old club. Call him THE UGLY MAN.

He edges further into the light.

HIS POV

Young Laura taps a cigarette on her fingernail, digs for matches, finds them. The Ugly Man's huge shoulder walks into the POV obscuring Laura.

LAURA

Strikes the match, then looks up. She stands there frozen for a beat. The Ugly Man walks towards her.

Laura just stares like a doe caught in headlights.

THE UGLY MAN
Lucky nineteen...

The Ugly Man swings his club arm, whacks her brutally in the head. Laura staggers back. The Ugly Man hits her again.

She falls and The Ugly Man descends on her, striking her again and again. As her screams become weaker, we pan off them to the wall, their shadows thrown up against an old public service poster: SMOKING KILLS.

END OF ACT ONE

ACT TWO

17 EXT. HOSPITAL - DAY - ESTABLISHING - (STOCK?) 17

18 INT. HOSPITAL - HALLWAY - AFTERNOON 18

Giles and Buffy walk down the hall.

BUFFY

I think they said room 316.

GILES

Do you know the girl?

BUFFY

Laura? To say Hi to. She's nice enough. Nobody saw who attacked her?

GILES

I'm rather hoping Laura did.

As they enter:

19 INT. HOSPITAL ROOM - CONTINUOUS 19

A nurse is exiting as they enter. Laura is awake -- her head bruised and bandaged, her eyes still wide with fear.

BUFFY

Hey, Laura.

LAURA

Hi...

GILES

Sorry to intrude on you like this.

LAURA

That's okay -- I don't want to be left alone.

GILES

You understand, we're anxious to make sure this never happens again.

BUFFY

Can you tell us what happened?

LAURA

I was in the basement... I went down for a smoke... there was someone... there.

(CONTINUED)

19 CONTINUED: 19

BUFFY
Someone you knew?

LAURA
(shaking her head)
I never... saw anything like it.

BUFFY
It.

GILES
Can you describe it?

But her face clearly shows she's not up to that.

BUFFY
That's okay. Don't worry about it.

GILES
Yes, you rest. You're safe now.

A nurse enters, starts busying herself.

BUFFY
But if you remember anything, you
can tell us.
(glancing at the nurse)
Even if it seems... weird.

They start to leave, are stopped by:

LAURA
Lucky nineteen.

GILES
I'm sorry?

LAURA
It's what he said. Right before...
he said Lucky nineteen. That's weird,
right?

GILES
Yes. Yes it is.

20 INT. HALL - MOMENTS LATER 20*

Buffy and Giles are talking to Laura's doctor. *

GILES
Doctor, is she going to be all
right?

(CONTINUED)

20 CONTINUED:

20

DOCTOR
You family?

BUFFY
Friends.

He starts walking down the hall and they pace him.

DOCTOR
She'll recover. She's got a couple
of shattered bones and a little
internal bleeding. She got off
pretty easy.

BUFFY
Easy?

GILES
Have you looked the word up lately?

DOCTOR
Well, the first one's still in a
coma.

BUFFY
The first what?

DOCTOR
The first victim.

He stops, indicates:

ANGLE: A ROOM

That we can see through an observation window. In it is a
bed surrounded by machines. A boy in the bed, his face
is not seen. *

DOCTOR
He was found a week ago. Exact
same MO as the girl. Only he's in
worse shape. If he doesn't wake up
soon... Somebody's gotta stop this
guy.

BUFFY
Somebody will.

21 INT. HALL - MOMENTS LATER

21

Giles and Buffy are heading for the exit.

(CONTINUED)

21. CONTINUED:

21

GILES

We've got to get you back before
your next class.

BUFFY

Hit the newspapers. See what you
can find out about this first
attack.

GILES

Yes.

(looking at her)

Are you all right? You look a bit
peaked.

BUFFY

Hospital lighting. It does nothing
for my fabulous complexion.

GILES

Are you... sleeping all right?

BUFFY

I'll sleep better when we find this
guy. Nothing like kicking the crap
out of a bad guy to perk up my day.

22 INT. SCHOOL - HALL - DAY

22

Two WAY-COOL guys hang, leaning against the wall. Not
gang-types, classy biker types. Black leather jackets,
shades, long key chains.

WAY COOL GUY

(to the other)

Hey, if he wants to fight, I'll
take him down. I'm not backing off
of this. This is about honor.
I'll break his neck.

ANGLE - Willow and Xander round a corner.

WILLOW

I'm just saying, Wendell had a
dream and then that exact thing
happened.

XANDER

Which is a fair wiggins, I admit.
But do you think that ties in with
Laura?

(CONTINUED)

22 CONTINUED:

22

WILLOW

I don't know. Maybe she dreamed
about getting beat up. We should
ask Buffy when she gets back from
the hospital.

As they pass the WAY-COOL GUYS.

They glance over briefly as the Way Cool Guy's Mother (A
LARGE AFFECTIONATE TYPE) suddenly appears hugging and
kissing him (big smackers) on the cheek.

WAY COOL GUY

Mom, what are you doing here?

MOM

Oh, how's my little pookie?

WAY COOL GUY

Mom, don't kiss me in front of
everybody, it's embarrassing...

MOM

Oh you cute little rascal, you're
Mommy's good boy.

WAY COOL GUY

MOM!

Willow and Xander move past, not really noticing.

XANDER

I don't know. It's kind of a big
leap. It could just be coincidence
-- Wendell finds a spider's nest,
we all wig 'cause he dreamed about
spiders.

As they're wheeling into:

23 INT. CLASSROOM - DAY

23

CLOSE UP: XANDER

Smiling at Willow as he enters.

XANDER

It doesn't mean they're
connected...

He stops.

(CONTINUED)

23 CONTINUED:

23

Everyone is staring at him. It takes him a moment to realize that

ANGLE: XANDER

is wearing nothing except his underwear.

WILLOW

Xander, what happened to your...?

(CONTINUED)

23 CONTINUED:

23

XANDER

I don't know, I... was dressed a
minute ago... this is a dream. It's
gotta be a...

(pinches himself)

Ow! Wake up...

(pinches again)

Ow! Gotta wake up...

He looks from his naked self to the class (including Ms.
Tishler in Angora if she works this day.)

XANDER

AHHHHHHHH!

PRE-LAP:

GILES (O.S.)

This can't be happening.

CUT TO:

24 INT. LIBRARY - DAY

24

Giles, looking more rumpled than usual, has a HUGE ARRAY of
NEWSPAPERS arranged on the big table. He's looking from one
to the other, muttering:

GILES

Can't be...

Buffy comes in from class.

BUFFY

What's the word?

GILES

I've got back issues of the
newspapers... trying to do some
research...

BUFFY

Uh-huh... Did you find anything?

GILES

I don't know.

She moves to the big table and him.

BUFFY

You don't know if you didn't find
anything?

(CONTINUED)

GILES
I'm having a problem.

BUFFY
What is it?

GILES
I... I can't read.

BUFFY
What do you mean? You can read,
like, three languages.

GILES
Five, actually, on a normal day --
but the words here aren't making
sense.
(holds up a paper)
It's gibberish.

Buffy sees a picture on the front page, takes the paper.

BUFFY
That's him.

GILES
Who?

BUFFY
That's the boy I've been seeing
around school.

INSERT - NEWSPAPER

A PHOTO of BILLY PALMER in a baseball uniform (no hat,
number 19 on his jersey.) Along with the HEADLINE: Billy
Palmer, 12, in coma. *

She skims the article, reading:

BUFFY
"Twelve year old Billy Palmer was
found beaten and unconscious after
his Kiddie League game Saturday.
Doctors describe his condition as
critical..." When was this
published?
(re: newspaper banner)
Last week.
(to Giles)
He's in a coma, in intensive
care... this is the boy from the
hospital. *

(CONTINUED)

GILES

The first victim. You've been seeing him around school?

BUFFY

Yes, when the spiders got Wendell, when I didn't know a thing on the history test... It seemed weird, him being around, but with all the trouble I forgot about it.

GILES

The boy's been in a coma for a week. How is this possible?

BUFFY

What am I, knowledge girl now? Explanations are your terrain.

GILES

Well... there's astral projection, the theory that while one sleeps one has another body, an astral body, that can travel through time and space..

BUFFY

He's in a coma. That's like sleep, right?

GILES

In a manner of speaking. Though one doesn't always wake from a coma...

BUFFY

Could I have been seeing Billy's asteroid body?

GILES

Astral body. And I don't know. We don't have much information to work with, as usual.

BUFFY

(looking at the picture)
Lucky Nineteen...

The library doors open and Buffy's father, HANK SUMMERS (nice guy, forties) enters.

(CONTINUED)

HANK

There you are, I've been looking everywhere. Why aren't you in class?

BUFFY

Dad, what are you... you're not supposed to pick me up till after school, is something wrong?

HANK

Well, I need to talk to you.

BUFFY

Something is wrong. Is it Mom?

HANK

(smiles)

No. It's not your mother, she's fine.

BUFFY

Phew. You really had me --

HANK

Could I speak to you for a moment, in private?

BUFFY

Sure. Oh, this is Mr. Giles, the librarian. This is my father, Hank Summers.

GILES

Pleasure.

HANK

Likewise.

He holds the door open. Buffy exits with him.

BUFFY

(to Giles)

I'll be back...

CUT TO:

Buffy and her father walk across campus.

(CONTINUED)

25 CONTINUED:

25

HANK

I came early because there's
something I've needed to tell you.
About your mother and me. Why we
split up.

*
*
*
*
*

Buffy takes a beat. Thrown.

*

BUFFY

You always said --

HANK

I know we always said we'd just
grown too far apart...

BUFFY

Well, yeah. Isn't that true?

HANK

Come on, honey, let's sit down.

He leads her to a bench and they sit. He will say the
following things in a kind and gentle way.

HANK.

You're old enough now to know the
truth.

BUFFY

Was there... someone else?

HANK

No, it was nothing like that.

BUFFY

Well then what was it?

HANK

It was you.

BUFFY

Me?

HANK

Having you, raising you, seeing you
every day, I mean do you have any
idea what that was like...?

BUFFY

(beat)

What?

(CONTINUED)

HANK

Gosh, you don't even see what's right in front of your face, do you. Well, big surprise, all you ever think about is yourself... you get in trouble, you embarrass us with all the crazy stunts you pull, do I have to go on?

BUFFY

...no. Please don't.

HANK

You're sullen and rude and not nearly as bright as I thought you were going to be. I mean, Buffy, let's be honest: could you stand to live in the same house with a daughter like that?

BUFFY

Why are you saying these things?

HANK

Because they're true. I think that's the least we owe one another.

She just shakes her head, fighting the tears.

HANK

And I don't think it's very mature getting all blubbery when I'm just trying to be honest -- oh, speaking of which, I don't really get anything out of these weekends with you, what do you say we just don't do them anymore.

He gives her a little pat on the arm.

HANK

I sure thought you were going to turn out differently.

He gets up and heads off. She sits there in utter hurt and shock.

ANGLE: HANK

as he leaves, he passes Billy, who watches him, then turns back to look at Buffy.

CUT TO:

26 INT. LIBRARY - DAY

26

The table is still full of newspapers. Giles paces, thinking hard.

The doors burst open, Xander (just pulling on a Sunnydale High Gym shirt -- already wearing sweatpants and tennies) enters with Willow.

XANDER

Red alert. Where's Buffy?

GILES

She just stepped out, her father came by, he needed to speak with her -- what happened, where are your other clothes?

XANDER

Oh don't I wish I had an answer to that question.

WILLOW

Xander kinda found himself in front of our class not wearing much of anything.

XANDER

Except my underwear.

WILLOW

(enjoyed it)
Yeah, it was really...
(off his glare)
...bad. It was a bad thing.

XANDER

Bad thing? I was nude! Bad thing doesn't cover it.

WILLOW

Everybody staring... I would hate to have everybody paying attention to me like that.

XANDER

With nudity! It's a total nightmare.

Something connects in Willow's big ol' brain.

WILLOW

Well, yeah, Xander... it's your nightmare!

(CONTINUED)

XANDER

Except for the part with me waking
up going "it was all a dream..."
It happened.

WILLOW

Like it happened to Wendell.
(to Giles)
The thing with the spiders --
Wendell had a recurring dream about
that.

GILES

And I've dreamt of getting lost in
the stacks, of not being able to...
of course.

XANDER

Our dreams are coming true?

GILES

Dreams? That would be the musical
comedy version of this. Our
nightmares are coming true.

XANDER

Okay, despite the rat-like chill
that just crawled up my spine, I'm
going to say this very calmly:
Helllllp....

WILLOW

So why is this happening?

GILES

Billy.

A moment, as Giles works it out.

XANDER

Well, that explanation was shorter
than usual.

(to Willow)

It's Billy.

(to Giles)

Who's Billy?

GILES

A boy in the hospital. He was
beaten -- he's in a coma. Somehow
I think he's crossed over from the
nightmare world he's trapped in.

(CONTINUED)

26 CONTINUED: 2

26

XANDER

And he brought the nightmare world
with him. Thanks a bunch, Billy.

WILLOW

How could he do that?

GILES

Things like that are easier when
you live on a hellmouth.

XANDER

Well, we've got to stop it.

GILES

Soon. Or everyone in Sunnydale
will be facing their own worst
nightmare.

SMASH CUT TO:

27 INT. HALL - DAY

27

Where we see

CORDELIA

At her open locker, looking at herself in the largest mirror
we can fit into her locker door. She is screaming.

Though gorgeously dressed as usual, Cordelia's hair is a
COCKEYED MESS, sticking out in all directions. She is trying
in vain to fix it, dragging a brush through the tangled,
piled-high mess.

CORDELIA

I don't understand... this can't be
happening.

(near tears)

I was just in the salon...

28 INT. HALL - DAY

28

Buffy is walking slowly along, reeling from the blow her
father gave her.

Through a doorway she sees a figure move by. Possibly
Billy. After a moment's hesitation she follows into:

29 INT. SCHOOL KITCHEN - CONTINUOUS 29

She enters slowly, looking about. The room is empty except for Billy, who stands quietly at the other end.

BUFFY
Are you Billy Palmer?

BILLY
Why do you want to know?

BUFFY
Because I want to help you.

BILLY
I'm Billy...

BUFFY
Did something bad happen to you
last week, after your Kiddie
League game? *

BILLY
Something bad... I don't remember.

BUFFY
Do you remember playing baseball?

BILLY
Uh-huh, I think so, yeah, I play
second base.

BUFFY
Are you "lucky nineteen"?

Now Billy gets scared.

BILLY
That's what he calls me...

BUFFY
Who?

BILLY
The Ugly Man. He wants to kill me.
He hurt that girl.

BUFFY
Why does he want to kill you?

BILLY
(trying to break away
from her)
He's...

(CONTINUED)

29 CONTINUED:

29

BUFFY

It's okay, you can tell me. He's
what?

BILLY

He's here!

Buffy turns around in time to see The Ugly Man in all his hideous glory rising up behind her and swinging his massive club arm down.

WHAM! - she gets hit hard in the head. SCREEN GOES BLACK.

END OF ACT TWO

ACT THREE

30 INT. KITCHEN - DAY

30

The UGLY MAN comes at CAMERA, raises his club-arm.

ANGLE - BUFFY

Still on the ground from the last time he hit her. He swings, she rolls, barely avoiding being skronked, scrambles to her feet.

BUFFY

Run, Billy!

Billy backs slowly away as The Ugly Man closes on Buffy again. Buffy turns her attention to her opponent. Gives him a good kick in the head.

It does nothing. He smashes her in the leg, knocks her to ground. He swings again, she blocks with her arm -- incredibly painful idea.

She staggers up and tries to run - - but the blow to her leg has reduced her to hobbling.

He walks slowly behind her, gaining with horrible calm. She gets to a building and throws the door open, limps inside.

31 INT. HALLWAY - CONTINUOUS

31

She puts her back to the door, looking around frantically. Slides down on the ground in exhaustion and pain as The Ugly Man begins POUNDING on it from the outside.

CUT TO:

32 INT. SCHOOL HALL OUTSIDE LIBRARY - DAY

32

Xander, Willow and Giles bolt out, in a hurry.

GILES

Buffy doesn't know this is happening. And given the sort of thing she tends to dream about, it's imperative we find her.

XANDER

Probably be faster if we split up to look for her.

GILES

Good idea.

(CONTINUED)

32 CONTINUED:

32

Giles heads one way, Xander the other. Leaving Willow standing there alone. Beat.

WILLOW
Faster, but not really safer...

CUT TO:

33 INT. SCHOOL HALL - DAY

33

It's day, it's also dim, deserted and creepy. Willow walks around a corner.

WILLOW
(calls softly)
Buffy? Hello, Buffy...? Please
show up soon...

She walks past camera. We follow her. Close, creepy. She stops, looks back at us. Did she hear something?

WILLOW
I'm not afraid. You'd think I'd be
afraid but I'm not.

She moves on. Comes to a corner and --

Someone RUNS into her, making her scream briefly. The student keeps going, obviously terrified of something. Willow watches him go, then hears:

CORDELIA
No! What are you doing?

Willow looks around and sees Cordelia. In addition to her bad hair, she is wearing the squarest, clashingest outfit K-mart ever sold. She is being pulled along by a seriously geeky guy, his geeky friends coming along.

CORDELIA
No.... you don't understand.... I
don't want to go! I'm not even ON
the chess team! I'm sure I'm
not...

Willow watches her go off, not without satisfaction. She starts to walk away when --

A HAND REACHES OUT OF A NEARBY DOORWAY

And PULLS HER OUT OF THE HALL.

34 EXT. SCHOOL GROUNDS - DAY 34

Buffy stumbles out of a building, still looking behind her.
She nearly collides into Billy. Grabs him.

BUFFY
(intensely)
Billy --

BILLY
I'm sorry, I can't help it --

BUFFY
Billy, who is he?

BILLY
He's The Ugly Man.

BUFFY
I can't fight him. I can fight
anything but I can't fight him.
He's too strong. We've got to
find my friends. They can help. *

BILLY
We have to hide.

BUFFY
He'll find us.

BILLY
Yes, but first we have to hide.
That's how it happens. We hide,
and then he comes.

35 INT. BRONZE - BACKSTAGE - NIGHT 35

(Note: this is Willow's nightmare. We'll use the Bronze as
our location but it should read as an n.d. backstage and
stage.)

Willow looks around her strange back-stage surroundings.
Various STAGE HANDS come and go, lots of bustling action. A
STAGE MANAGER is pulling her toward the stage.

STAGE MANAGER
Man, I thought you weren't going to
show. Aldo's beside himself.

Willow looks down at herself and notices something odd --
she's wearing a beautiful silk kimono. Her hair is done
Japanese style with pearl chopsticks holding it high off her
face. She's also wearing a lot of make up.

(CONTINUED)

35 CONTINUED: 35

M.C.'S VOICE
Ladies and Gentlemen, we are proud
to present two of the world's
greatest singers...

STAGE MANAGER
I hope you're warmed up. It's an
ugly crowd. ALL the reviewers
showed up.

M.C.'S VOICE
...all the way from Firenze, Italy,
the one and only Aldo Gianfranco...

The stage manager drags Willow to the curtain. She peers
out to see:

WILLOW'S POV - A RATHER LARGE AUDIENCE

is waiting. (Note: this POV to be shot during Episode 9.)
Willow backs away from the curtain, starting to
hyperventilate.

M.C.'S VOICE
... and all the way from Sunnydale,
California, the world's finest soprano,
Willow Rosenberg!

Willow is pushed onstage as the SOUND of THUNDEROUS APPLAUSE
is heard.

WILLOW
But... I didn't learn the words...

36 INT. BRONZE - NIGHT 36

Willow stumbles right into ALDO GIANFRANCO himself.

The tumultuous APPLAUSE dies down, the ORCHESTRA swells and
Aldo belts out in a tremendous Operatic tenor:

ALDO
(singing)
"Bimba dagli occhi pieni di malia.
Ora sei tutta mia."

He gestures extravagantly and expectantly. Willow stares
back at him, then out into the dark audience in stark raving
terror. Aldo continues singing: *

(CONTINUED)

36 CONTINUED:

36

ALDO

"Sei tutta vestita di giglio.
Mi piace la treccia tua bruna
fra i candidi veli."

*
*
*

Once again he gestures to Willow.

(CONTINUED)

36 CONTINUED: 36

WILLOW

My turn?

Aldo nods -- YES! The orchestra swells, Willow takes a big deep breath, opens her mouth and... what emerges is the tiniest, most pathetic "squeak" you ever heard.

CUT TO:

37 EXT. CAMPUS - DAY 37

Buffy and Billy come out a door, look around. *

BUFFY

I was sure this led to the library. *

ANGLE - BASEBALL DIAMOND

A few kids play. Buffy and Billy approach. Billy stops in his tracks. She follows his look to the field.

BUFFY

They're just playing... what is it, what's scaring you?

BILLY

Baseball... when you lose, it's bad.

BUFFY

Did you lose your Kiddie League game last week? *

Billy nods.

BILLY

It was my fault.

BUFFY

Why was it your fault?

BILLY

I should have caught the ball, I missed it.

BUFFY

You missed a ball and the whole game's your fault? What, you were the only one playing, there weren't eight other kids on your team?

He looks up at her.

(CONTINUED)

37 CONTINUED: 37

BILLY
He said it was my fault.

BUFFY
Who said?
(nothing from Billy)
Did he... hurt you after the game?

Billy backs away from the field.

BILLY
Can't we go another way to see your
friends?

BUFFY
Sure we can. We can go around
behind the cafeteria...

She leads him in another direction, away from the field and
sees: The Ugly Man about thirty feet in front of them.

BUFFY
...bad idea. Come on!

They take off running. The Ugly Man lumbers after them.

Buffy and Billy run towards a hedge (maybe six feet tall) *
at the edge of school. Buffy looks back, sees The Ugly Man
coming after them.

Billy grabs Buffy's hand. They get to the hedge, run
through.

SUDDEN CUT TO:

38 EXT. CEMETERY - NIGHT 38

A remarkably similar hedge which Buffy and Billy come
through. At first we are close on them, registering the
sudden time zone change.

BUFFY
What just happened?

BILLY
Is this where your friends are?

BUFFY
(looking bout her)
No. It's not.

And we pull back to see they are in the CEMETERY.

39 INT. SCHOOL HALL - DAY

39

Xander looks for Buffy. He walks down the deserted hall. It has a vaguely post-apocalyptic feel. A door hangs off its hinges. Garbage is strewn about the floor. A fluorescent light hangs in the middle of the hall, still on.

*
*
*
*

XANDER

Weird how everyone seems to have disappeared...

(spots something on the ground)

...all right!

He bends down, picks up a wrapped candy bar.

XANDER

Someone else's loss is my chocolatey goodness.

He rips off the wrapper, munches happily on the bar. Then he sees A SECOND CANDY BAR down the hall. He moves to it, looks around to make sure no one is watching, bends down and scoops that one up, too.

XANDER

My lucky day...

Xander opens the second bar -- not nearly done with the first -- and now munches on two bars.

XANDER

(mouthful)

I ruv dese bars...

Xander hears FUNNY LAUGHTER. He looks around. It kind of makes him smile.

ANGLE - THE DOOR NEXT TO XANDER'S HEAD

The door that says BASEMENT ACCESS. Xander opens the door. The laughter is LOUDER, obviously coming from in here.

Xander smiles a little more, goes inside.

40 INT. BOILER ROOM - DAY

40

He has four now, all open with bites out. He finds one more in a bright red wrapper:

(CONTINUED)

40 CONTINUED:

40

XANDER

A Chocolate Hurricane! These are
the best!

(picking it up)

I haven't had one of these since
my... sixth... birthday...

(CONTINUED)

40 CONTINUED: 2 40

He is turning as he says it, turning toward the dark with a growing look of horror on his face.

Behind him is the source of the laughter: A BIG SCARY CLOWN IN FULL CLOWN MAKE-UP. *

The clown raises a big butcher knife. Xander stops laughing and screams bloody murder, dropping his candy bars.

The clown, LAUGHING with fond glee, swipes the knife at Xander who backs away fast, slips, falls on his butt.

Here comes the clown. Laughing all the way. Xander scampers away on his hands and knees, the Clown right behind him.

CUT TO:

41 EXT. GRAVEYARD - NIGHT 41

Billy pokes around some graves. Buffy peers back through the hedge, spooked. *

BUFFY
(good news)
Well, I don't see the Ugly guy...
(not good news)
I also don't see where the sun and
the rest of the world went...

BILLY
Hey, look at this...

Buffy moves to Billy. He's found a FRESHLY DUG GRAVE. Deep in the earth. An open and empty coffin sitting inside it.

BILLY
Guess they're gonna bury somebody.

Buffy nods, not liking the look of this.

BILLY
I wonder who died...

MASTER (O.S.)
Nobody died...

The MASTER appears out of the shadows. Billy instinctively backs away from this guy. Buffy turns, slowly, true dread creeping onto her face.

(CONTINUED)

41 CONTINUED:

41

MASTER

What's the fun in burying someone
who's already dead?

BUFFY

You...

MASTER

So this is the Slayer. You're
prettier than the last one.

BUFFY

This isn't real... you can't be
free.

MASTER

You still don't understand, do you?
I am free because you fear it.
Because you fear it, the world is
crumbling. Your nightmares are
made flesh. You have Billy to
thank for that.

She turns to look at Billy, but he is gone. She turns back
and

ANGLE: THE MASTER

is inches from her.

It's too much. Buffy is paralyzed, near tears.

BUFFY

This is a dream...

MASTER

A dream is a wish your heart makes.

He grabs her throat, lightning quick.

MASTER

This is the real world.

She grabs his arm but she cannot budge it. She begins to
choke.

MASTER

Come on, Slayer...
(intimate whisper)
What are you afraid of?

He hurls her into the open grave.

Buffy lands in the coffin and the lid slams shut.

(CONTINUED)

41 CONTINUED: 2

41

The Master grabs a shovel, starts shoveling dirt into the grave. Laughing:

MASTER
How about being buried alive?

42 INT. COFFIN

42

Buffy screams and pounds on the coffin, HEARING the sound of the dirt burying her alive.

BUFFY
Noooooo!

43 EXT. GRAVEYARD - NIGHT

43

As the last of the coffin disappears beneath the shovelfuls of dirt. We HEAR Buffy's cries for help oh so faintly.

44 INT. COFFIN

44

Off Buffy, screaming, losing her mind.

END OF ACT THREE

ACT FOUR

45 INT. SCHOOL HALL - DAY

45

A door opens. We hear the sounds of a large crowd BOOING from within. Willow -- still in kimono, hair up, but looking much the worse for wear -- staggers out, shuts the door.

She moves down the hall in a daze. She passes the BASEMENT ACCESS DOOR. It flies open behind her. Xander pours out, slams it and runs to her.

XANDER
Did you find Buffy?

WILLOW
I had to sing. Very bad. To sing.

XANDER
(urging her out)
Willow, come on. We gotta find the others.

WILLOW
(shaking off her stupor)
What happened to you?

XANDER
Remember my sixth birthday party?

WILLOW
Oh yeah! When the clown chased you and you got so scared that you... had... oh.

ANGLE: THE DOOR

as the clown BURSTS out of it, all grinning, murderous intent.

Xander and Willow turn to run -- right into Giles! A brief shriek and they start dragging him off.

GILES
No sign of Buffy?

XANDER
Come on!

They get to the end of the hall but the clown is gaining. Xander finally turns and SMASHES the clown in the face, knocks it on its ass.

(CONTINUED)

45 CONTINUED:

45

XANDER

You were a lousy clown! And your
balloon animals were crap!

Everyone can make the giraffe.

Willow drags him off and the three pour out into:

46 EXT. SCHOOL GROUNDS - DAY

46

They all stop, look about.

XANDER

I feel good, I feel liberated.

GILES

You seem to be the only one.

People in the background are running, screaming -- from what
we can't tell. But there is a terrifying animal ROAR coming
from somewhere.

GILES

This is getting worse. In a few
hours reality will fold completely
into nightmares.

XANDER

What do we do?

GILES

The only thing I can think is to
try and wake Billy.

WILLOW

But we can't leave without Buffy.

GILES

Agreed. But who knows where she
might have gone?

WILLOW

Excuse me, when did they put a
cemetery in across the street?

Giles and Xander follow her gaze.

ANGLE: ACROSS FROM THE SCHOOL

Mostly, it's the same old scape. But part of it is the
cemetery at night.

(CONTINUED)

46 CONTINUED:

46

XANDER
And when did they make it night
over there?

Willow wanders out of the shot. Giles and Xander, concerned,
follow.

CUT TO:

47 EXT. CEMETERY - NIGHT

47

Giles, Willow and Xander wander in (dressed exactly as they
were in the previous scene.)

XANDER
Okay, whose nightmare is this?

Giles sees a headstone. Turns ashen.

GILES
It's mine.

Xander and Willow look:

ANGLE - THE HEADSTONE It reads: BUFFY SUMMERS REST IN PEACE

Giles shakes his head, unable to speak. Willow takes his
hand for a beat, then moves off forlornly next to Xander.

They watch as:

Giles kneels down next to the headstone, speaks quietly to
the grave:

GILES
I failed in my duty to protect
you...
(beat)
I should have been more cautious,
taken more time with your
training... but you were so gifted
and the evil was so great..

Giles lays a hand on the ground.

GILES
Forgive me.

Hold the moment, then as he starts to get up --

A HAND SHOOTS OUT OF THE GRAVE! The hand grabs Giles'
wrist. Giles, Xander and Willow scream bloody murder.

(CONTINUED)

47 CONTINUED:

47

Giles wrenches his hand free. They all back away as --

A FIGURE RISES OUT OF THE FRESH GRAVE

It's Buffy all right, with one small difference: she's a vampire.

Giles, Willow and Xander back away from her, freaked.

GILES

Buffy?

BUFFY

I thought I was dead...

WILLOW

Buffy, your face...

Her hands go to her face, feel her gruesome newness.

BUFFY

Oh, God, no... no...

Xander reaches out a sympathetic hand. Buffy SNARLS at him, turns away.

BUFFY

Don't look at me...

If she thought she'd hit rock bottom before...

GILES

(softly)

You never told me you dreamt of becoming a vampire.

BUFFY

This isn't a dream.

GILES

No it's not. But there is a chance that we can make it go away. This is all coming from Billy. He's crossed over from the nightmare world to the waking one, and he's brought his reality with him.

BUFFY

He's afraid.

(CONTINUED)

47 CONTINUED: 2

47

GILES

If we can wake him, I believe the nightmares will stop. Reality will shift back to the way it was. But we must do it now. Can you hold together long enough to help us?

She turns, looks at them. Resolve in her face.

BUFFY

Yes. I can.

GILES

Thank you.

BUFFY

But we'd better hurry. I'm getting hungry.

She starts off with Xander, who eyes her warily.

XANDER

That was a joke, right?

*

Willow and Giles fall into step behind.

WILLOW

Are you sure everything will go back once he's awake?

GILES

(no)

Positive.

WILLOW

Well, how do we wake Billy up? What if we can't?

GILES

Willow... do shut up.

CUT TO:

48 INT. I.C.U - BILLY'S HOSPITAL ROOM - DAY

48

Coma Billy lies in bed.

*

49 INT. HALL - CONTINUOUS

49

Buffy and the others make their way down it. It is largely deserted save for a few animated corpses chasing doctors. Our gang ignores them. They pass the doctor from the previous scene.

GILES

Doctor! Is the boy Billy still --

The doctor stares blankly at Giles, who stops as he sees the doctor's

ANGLE: HANDS

that are useless, twisted claws. Inhuman.

Giles moves on, the others with him.

50 INT. BILLY'S ROOM

50

Our gang files in, Buffy watching the door. Giles goes over to Billy's body, looks down at him.

XANDER

What now?

GILES

Um....

(in his ear)

Billy?

Astral Billy looks over the bed next to Giles.

BILLY

That won't work.

GILES

Billy! Billy you've got to wake up.

BILLY

No. I told her. I have to hide.

GILES

Why? From what?

BUFFY

From him.

She is looking out the door and down the hall.

51 INT. THE HALL 51

From the darkness that shouldn't exist at the end of a hospital corridor, comes The Ugly Man.

GILES
What do we do?

BUFFY
I think I know.

ANGLE: WILLOW

looking out the window

WILLOW
Whatever it is, it better be soon.

ANGLE: OUT THE WINDOW

Giant insects are on the horizon and headed for town.

ANGLE: BUFFY

Steps fully into the hall to face off with The Ugly Man.

BUFFY
I'm glad you showed up. You see,
I'm having a really bad day.

THE UGLY MAN
Lucky nineteen.

BUFFY
Scary. I'll tell you something
though. There's a lot scarier
things out there than you. And
now, I'm one of them.

The Ugly Man actually hesitates.

Buffy doesn't. Snarling, she LEAPS at him, taking him to ground in a second. Lands on top of him and punches him repeatedly.

He gets one in and knocks her off. They both come up and she kicks him hard in the gut. This time it hurts him. *

The Ugly Man swings at her. She grabs his Club arm in mid-swing.

INSERT - BUFFY TAKES THE WOODEN CLUB ARM

Breaks it in two over her knee.

(CONTINUED)

51 CONTINUED:

51

THE UGLY MAN - HIS WOODEN ARM

Now broken and bent, staggers back.

Buffy finishes him off quickly with a couple of well placed punches and kicks. The Ugly Man hits the wall, slides to the floor.

BILLY

Is he dead?

Buffy walks over to The Ugly Man.

BUFFY

Come here, Billy.

BILLY

But I don't --

BUFFY

No more hiding.

ANGLE: THE OTHERS

watching.

WILLOW

What's he doing?

XANDER

I get it...

Billy walks up next to her.

BUFFY

You've got to do the rest.

Billy looks from Buffy to The Ugly Man. Leans in, grabs the edge of The Ugly Man's hideous face and PULLS!

We don't see what's behind the face, we just get the feel of a horrible mask being pulled off.

FLASH! and we're back in the real reality.

ANGLE - BUFFY AND THE GANG

Are now back to normal. She's no longer a vampire, Xander and Willow are back in their normal clothes. They look at each other, then at Billy as his machines start pingping.

BILLY IN BED

Begins to stir.

(CONTINUED)

XANDER
Hey, he's waking up.

BILLY
I had the strangest dream.
(indicating them)
And you were in it, and you, and
you... who **are** you people?

GILES
Best get a doctor.

Giles moves to the door as Billy's KIDDIE LEAGUE COACH
walks in. A big friendly guy wearing a baseball cap. *

COACH
Oh, Billy's got company. I'm his
Kiddie League coach. I come by
every day, just hoping against hope
he might wake up... He's my "lucky
nineteen." How is he? *

Xander, Willow and Giles react to the phrase.

BUFFY
Awake.

COACH
(thrown)
What?

The coach looks at the bed where Billy is now sitting up,
staring at him.

BUFFY
You blamed him, for losing the game.
So you caught up with him
afterwards.

COACH
What are you talkin' about?

*

BILLY
He said it was my fault we lost --

Coach tries to bolt out the door. Giles and Xander grab him.

(CONTINUED)

51 CONTINUED: 3 51

BILLY
-- wasn't my fault, there's eight
other players on the team, you
know?

Buffy looks to Billy.

BUFFY
Nice goin'.

CUT TO:

52 EXT. SUNNYDALE HIGH - FRONT OF SCHOOL - DAY 52

School's over for the day, kids are leaving. Xander, Willow
and Buffy move away from the main building. *

BUFFY
Hard to believe a Kiddie League
Coach would do something like that. *

XANDER
Not if you played Kiddie League.
I'm surprised it wasn't one of the
parents. *

WILLOW
I'm just glad he's behind bars
where he belongs.

BUFFY
That was kinda heroic, Xander,
grabbing him and all.

XANDER
Hey, I just did what anybody would
have... if people want to label it
heroic --

Buffy sees her dad approaching.

BUFFY
Have a killer weekend, guys.

She runs to her dad who gives her a big hug (very unlike the
way he behaved in her nightmare.)

(CONTINUED)

52 CONTINUED:

52

HANK

Hi sweetheart. I've got about a million things planned for us this weekend -- it's going to mean spending a lot of quality time and money together.

BUFFY

Great.

As they head off:

HANK

How was your day?

BUFFY

Oh you know, the usual...

Willow and Xander head off in their own direction.

WILLOW

Personal question?

XANDER

Shoot.

WILLOW

When Buffy was a vampire, you weren't still, like, attracted to her, were you?

XANDER

Willow. How can you -- I mean that's really bent, she was grotesque.

WILLOW

(nods)

Still dug her, huh.

XANDER

I'm sick. I need help.

WILLOW

(friendly)

Don't I know it.

And off they go.

CUT TO:

53 INT. MASTER'S LAIR

53

The Master is sprawled in his chair, sleeping quietly. Suddenly he sits up with a start. The child is nearby.

COLLIN

Bad dream?

The Master nods, but he is not at all unhappy. He turns to the Child.

MASTER

Horrible.

And off the Master's delight,

END OF ACT FOUR