

Episode 5V06

BUFFY THE VAMPIRE SLAYER

"Halloween"

Written By

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Directed By

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SHOOTING SCRIPT

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BUFFY THE VAMPIRE SLAYER "Halloween" (BLUE) 9/12/97

BUFFY THE VAMPIRE SLAYER

"Halloween"

CAST LIST

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

MR. SNYDER.....	*Armin Shimerman
SPIKE.....	*James Marsters
DRUSILLA.....	*Juliet Landau
ETHAN RAYNE.....	*Robin Sachs
LARRY.....	*Larry Bagby, III
MRS. PARKER.....	*Marjorie Lovett
OZ.....	*Seth Green
GIRL.....	*Abigail Gershman

BUFFY THE VAMPIRE SLAYER

"Halloween"

SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL

HALL

LIBRARY

LOUNGE

WOMEN'S RESTROOM

BUFFY'S HOUSE

BUFFY'S BEDROOM

FOYER

KITCHEN

DINING ROOM

THE BRONZE

THE FACTORY

ETHAN'S COSTUME SHOP

BACK ROOM

WAREHOUSE

OZ'S VAN

EXTERIORS

SUNNYDALE HIGH SCHOOL

COURTYARD

PUMPKIN PATCH

NEIGHBORHOOD BLOCK

ANOTHER PART OF NEIGHBORHOOD

STREET

MRS. PARKER'S HOUSE

SIDEWALK

PORCH

YARD

ALLEY

INDUSTRIAL AREA

OZ'S VAN

BUFFY THE VAMPIRE SLAYER

"Halloween"

TEASER

FADE IN:

1 EXT. PUMPKIN PATCH - NIGHT

1

We move through a pick-em yourself patch to a wooden sign on a post: POP'S PUMPKIN PATCH - ONLY 2 DAYS TILL HALLOWEEN! (5, 4 & 3 DAYS ARE ALREADY CROSSED OUT.)

We TILT DOWN to reveal a jack-o'-lantern, its candle flickering when:

SLAM! A body falls on the jack-o'-lantern, CRUSHING it. A beat. Then the fallen person moves and we see that it's BUFFY, covered in jack-o-muck. She's breathing hard - in battle mode. She rolls, grabs a baby pumpkin - HURLS it at the VAMPIRE descending on her. The pumpkin hits the vamp in the face, momentarily throwing him off his game.

CLOSE ON VAMP

Who starts to recover when - BAM! Another baby pumpkin gets him square between the eyes. He stumbles back.

BUFFY

Whips out a stake and FIRES it at the vamp, who manages to sidestep and CATCH IT. Buffy notes this with interest, if not dire concern.

BUFFY

Hmmn.

The vamp SNAPS the stake in half and moves in. Buffy takes a defensive posture as the vamp performs a few moves on her. Two SIDEARM BLOWS and LOWER KICK send Buffy to the ground.

VIDEO CAMERA P.O.V. - THE FIGHT

Through the VIEWFINDER of a HOME VIDEO CAMERA -- we see the fight in progress.

BACK ON PUMPKIN PATCH

A man we can't quite make out is lurking. VIDEOTAPING Buffy and the vamp from behind the cashier's booth a safe distance away.

CONTINUED

1 CONTINUED:

1

VIDEO CAMERA P.O.V. - THE FIGHT

We see Buffy getting a few more hits in. Two hard UPPERCUTS and a JUMPING KICK that catches the vamp in the jaw.

The LOW BATTERY indicator flashes in the corner of the viewfinder. We hear a frustrated GRUNT.

The IMAGE SHAKES, refocuses on BUFFY, who's now gained the upper hand. A vicious HEAD BUTT and a swift KICK to the vamp's CHEST send him headlong into a pile of pumpkins.

Buffy BREAKS THE WOODEN SIGN that advertises the pumpkin patch at the base, then uses the jagged end of the post as a STAKE. She drives it deep into the VAMP'S HEART. VAMP DUST.

There is a FLASH of STATIC on the video image. Buffy gets to her feet. Walks away.

The VIDEO IMAGE goes to SNOW

BACK ON PUMPKIN PATCH

The man who was lurking steps out of the shadows, still holding the video camera to his eye.

The RED RECORD LIGHT goes out.

The man comes forward and lowers the video camera to reveal: the face of a VAMPIRE. He smiles, pleased with his efforts as he watches Buffy walk away.

Then he too disappears into the night.

BLACK OUT.

END OF TEASER

ACT ONE

2 INT. THE BRONZE - NIGHT

2

Another night at the Bronze. We move through the crowd until we land on ANGEL, sitting at a table alone. Looking a little bored, impatient. A voice snaps him out of his brooding.

CORDELIA (O.C.)

I know. Is the Bronze not-happening,
or what?

Angel looks up to see CORDELIA standing over him. Looking amazing, as usual. And knowing it, as usual.

ANGEL

Um, hi. I'm waiting for Buffy.

CORDELIA

Great.

Cordy sits down. Makes herself comfortable..

CORDELIA (cont'd)

I'm supposed to be meeting Devon, but
he's nowhere to be seen. It's like
he thinks being in a band gives him
an obligation to be a flake. Well,
his loss is your incredible gain...

She drones on. Angel isn't thrilled, smiles thinly.

ON BUFFY

Who enters, looking a little sheepish. She's worked from the pumpkin patch episode. Runs her fingers through her hair, pulling seeds and bits of pumpkin muck from it. She sees-

ANGEL & CORDELIA

At the table. Cordelia says something. Laughs. Angel shakes his head - finally laughs, too. Maybe at her. Maybe not. Cordelia looks radiant - in full flirt mode.

ON BUFFY

Who looks at herself. At the mess that is Buffy. She hesitates. Then starts to turn away.

ON ANGEL

Who sees her. Gets up despite the fact that Cordelia is chattering away-

CONTINUED

2 CONTINUED:

2

CORDELIA (cont'd)

...So then I told Devon - you call
that a leather interior? My Barbie
Dream Car had nicer seats-

ANGEL

Buffy?

He gets up. Leaves a befuddled Cordy mid-rant. He moves to

BUFFY

Who, caught, tries to put on her game face.

BUFFY

Oh. Hi. I'm...

ANGEL

Late.

BUFFY

Rough day at the office.

Angel smiles - notices something in her hair. He pulls a
piece of straw from her locks. Hands it to her.

ANGEL

So I see.

BUFFY

(humiliated)

Hey. It's a look. A... seasonal...
look.

Cordelia passes. Smirks to Buffy.

CORDELIA

Buffy. Love your hair. It just
screams street urchin.

That's it. Buffy gives.

BUFFY

You know what? I need to go... put
a bag over my head.

ANGEL

Don't listen to her. You look fine.

BUFFY

You're sweet.

(then)

A terrible liar. But sweet.

CONTINUED

2 CONTINUED: (2)

She turns to go. Angel stops her.

ANGEL

I thought we had... you know.

Buffy turns back - vents.

BUFFY

A date? So did I. But who am I kidding? Dates are things normal girls have. Girls who have time to think about nail polish and facials and stuff. You know what I think about? Ambush tactics. Beheading.

(then)

Not exactly the stuff dreams are made of.

She goes. Angel is at a loss. Cordelia glides up with two coffee cups in hand, triumphant.

CORDELIA

(to Angel)

Cappuccino?

3 INT. SUNNYDALE HIGH/HALL - DAY

3

The hall, decorated for Halloween, is buzzing with students moving to and from class. A long table has been set up with signs that announce "VOLUNTEERS ARE WINNERS" and "SAFE AND SANE HALLOWEEN" A few kids sit behind the table with sign up sheets.

CLOSE ON PRINCIPAL SNYDER

Who grabs an unsuspecting young girl.

GIRL

Hey!

MR. SNYDER

You're volunteering.

GIRL

But I have to get to class --

He steers the reluctant kid to the sign-up table.

ON BUFFY, WILLOW & XANDER

Who wander past, curious.

CONTINUED

3 CONTINUED:

3

WILLOW

Snyder must be in charge of the volunteer safety program for Halloween this year.

XANDER

Note his interesting take on the "volunteer" concept.

BUFFY

What's the deal?

XANDER

A bunch of little kids need people to take them trick-or-treating. Sign up and you get your very own pack of sugar-hyped runts for the night-

BUFFY

Yikes. I'll stick to vampires-

A hand falls on her shoulder. Snyder.

MR. SNYDER

Ms. Summers. Just the juvenile delinquent I've been looking for.

BUFFY

Principal Snyder-

MR. SNYDER

Halloween must be a big night for you, huh? Tossing eggs. Keying cars. Bobbing for apples. One pathetic cry for help after another. Well. Not this year, missy.

He walks her to the table. Willow and Xander follow.

BUFFY

Gosh, I'd love to volunteer, but I recently developed... carpal tunnel syndrome and, tragically, I can no longer hold a flash light-

Snyder hands her a pen.

MR. SNYDER

The program starts at four and the children have to be home by six thirty.

CONTINUED

3 CONTINUED: (2)

3

Now Snyder turns his attention to Xander and Willow. Hands THEM both pens.

4 INT. SCHOOL LOUNGE - DAY

4

Buffy, Willow, & Xander enter. Looking dejected.

XANDER

I can't believe this. We have to dress up and the whole deal?

WILLOW

Snyder said costumes were "mandatory."

BUFFY

Great. I was going to stay in and veg. It's the one night a year that things are supposed to be quiet for me.

XANDER

Halloween quiet? I figured it would be a big old vamp "scare-a-palooza".

BUFFY

Not according to Giles. He swears that tomorrow night is, like, dead for the un-dead. They stay in.

XANDER

Those wacky vampires. That's what I love about 'em. They just keep you guessing.

Buffy and Willow move ahead as Xander stops at the drinks machine. He puts in change, but nothing comes out. Xander is approached by LARRY, a large, ill-tempered jock. He slams a MEATY HAND on him.

LARRY

Harris.

XANDER

Larry. Looking very cro mag, as usual. What can I do for you?

Larry glances at BUFFY and WILLOW, who are sitting and talking on one of the couches, oblivious to them. Then-

LARRY

You and Buffy - you're just friends, right?

CONTINUED

XANDER

I like to think of it less as a
friendship and more as a solid
foundation for future bliss-

Larry is getting impatient.

LARRY

So she's not your girlfriend?

XANDER

Alas, no.

LARRY

You think she'd go out with me?

XANDER

Well, Lar, that's a hard question
to... no. Not a chance.

LARRY

Why not? I heard some guys say she
was fast.

Xander suddenly loses his sense of humor.

XANDER

I hope you mean in the "like the
wind" sense.

LARRY

(leering)

You know what I mean.

That's it. Xander grabs Larry by the lapels. Furious.

XANDER

That's my friend you're talking about.

Larry is simultaneously amused and pumped up by Xander's
outburst. He pulls himself up to his full hugeness.

LARRY

Oh yeah? What are you going to do
about it?

XANDER

I'm going to do what any man would do
about it. Something... damn manly.

Xander tries to SHOVE Larry into the soda machine, but Larry
barely budes. Larry draws his fist back - about to PUMMEL
our friend. Xander grimaces but is ready to take it.

4 CONTINUED: (2)

4

CLOSE ON LARRY'S HAND

As another hand grabs his FIST, snapping it back from Xander's face.

ON BUFFY

Who holds LARRY'S FIST.

In a flash, she SPINS him around, PINS his ARMS behind his back and SLAMS him into the SODA MACHINE. Naturally, the impact causes the machine to dispense a free drink.

BUFFY
(to Larry)
Get gone.

Larry doesn't wait to be asked twice. He scurries.

Without missing a beat, Buffy takes the fallen soda from the machine - pleased.

BUFFY (cont'd)
Ooh. Diet.

Xander just stands there. Aghast.

XANDER
Do you know what you just did?

BUFFY
Saved a dollar?

XANDER
Larry was about to pummel me.

Buffy waves off what she thinks is gratitude.

BUFFY
Oh, that. Forget about it.

XANDER
(fuming)
I will. Maybe fifteen, twenty years from now. When my rep for being a sissy-man finally fades.

BUFFY
Xander-

CONTINUED

4 CONTINUED: (3)

4

XANDER

A black eye heals, Buffy. But cowardice has a nearly unlimited shelf-life.

(then)

But thanks. Thanks for your help.

He stomps off. Willow and Buffy share a look.

BUFFY

I think I just violated the guy code. Big time.

WILLOW

Poor Xander. Boys are so fragile.

They move back to the couches. Sit.

WILLOW (cont'd)

Speaking of - how was your date last night?

BUFFY

Misfire. I was late due to unscheduled slayage. Showed up looking trashed.

WILLOW

Was he mad?

BUFFY

Actually, he seemed pretty un-mad. Which may have had to do with the fact that Cordelia was drooling in his cappuccino.

WILLOW

Buffy, Angel would never fall for her act.

BUFFY

You mean that "actually showing up, wearing a stunning outfit, embracing personal hygiene" act?

*
*
*

WILLOW

You know what I mean. She's not his type.

CONTINUED

4 CONTINUED: (4)

4

BUFFY

Are you sure? I mean, I don't really know what his type is. I don't know his "turn-ons and turn-offs" or his "idea of the perfect evening." I've known him less than a year and he's not one to over-share.

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WILLOW

(innocent)

True. It's too bad we can't sneak a look at the watcher diaries and read up on Angel. I'm sure it's full of fun facts to know and tell.

Buffy looks at her, as a plan begins to form.

*

BUFFY

Yeah, it's too bad. That stuff is private.

*

WILLOW

Also, Giles keeps them in his office. In his personal files.

*
*

BUFFY

Most importantly, it would be wrong.

5 INT. LIBRARY - DAY

5

Buffy enters the library, Willow staying by the door (which remains open). Buffy creeps toward the office, not noticing Giles emerging from the book cage behind her.

GILES

Buffy. Excellent.

BUFFY

(spinning)

Nothing! Hi.

GILES

I wanted to talk to you about tomorrow night. As it should be calm, I thought we might work on new battle techniques-

BUFFY

You know, Giles, you're scaring me now. You need to have some fun.

CONTINUED

5 CONTINUED:

5

She deliberately moves to the table so that his back is to his office -- and motions for Willow to enter the office. Willow gives a WHO ME? look and then starts a-creepin'.

BUFFY (cont'd)

There's this amazing place you can go and sit down in the dark - and there are these moving pictures. And the pictures tell a story-

GILES

Ha, ha. Very droll. I'll have you know I have many relaxing hobbies.

BUFFY

Such as?

Giles is struggling to come up with something.

GILES

Well. I'm very fond of cross-referencing.

Buffy just shakes her head.

BUFFY

Do you stuff your own shirts or do you send them out?

Giles closes his book and moves to go to the office. Willow freezes.

BUFFY (cont'd)

(turning him back)

So, how come Halloween is such a yawner? Do the demons just hate how commercial it's become?

GILES

Well, it's interesting --

Willow nears the office --

GILES (cont'd)

But not, I suspect, to you. What is it you're after?

Willow stops. Are they busted?

BUFFY

Well, of course it's of interest!
I'm the Slayer!
(more)

CONTINUED

5 CONTINUED: (2)

5

BUFFY (cont'd)
I need to know this stuff! You can't
keep me in the dark anymore!
(as he almost turns
to the office)
Look at me when I talk to you!

GILES
Buffy, I don't have time to play
games --

BUFFY
Ms. Calendar said you were a babe!

This stops him. He does face her, intrigued and a little
thrown. Behind him, Willow makes a "shame on you that's so
low" face.

GILES
She said what?

Willow slips into the office, starts getting the diaries.

BUFFY
She said, you know, that you were
hot. A hunka hunka burning...
something or other. So. What do you
think of that?

GILES
I, well, um, I don't -- a burning
hunk of what?

BUFFY
You know, gross as it is for me to
contemplate you grown-ups having
smootchies, I think you should go for
it.

Willow slips out with the diaries, moves silently to the door.

GILES
Buffy, I appreciate your interest,
but --

BUFFY
I've overstepped my bounds! It's
none of my business. My God, what
was I thinking? Shame. **SHAME.** Gotta
go.

And she's gone. Giles looks after her, brows furrowed.
After a beat...

CONTINUED

5 CONTINUED: (3)

5

GILES

A babe?

(smiles)

I can live with that.

6 INT. WOMEN'S RESTROOM - DAY

6

Buffy and Willow sit on the bathroom floor, pouring over the watcher diaries. Buffy sees something in the book.

BUFFY

Man - look at her.

CLOSE ON BOOK

There is a detailed DRAWING of a beautiful woman with long, dark hair. She wears a flowing 18th century gown.

ON BUFFY & WILLOW

WILLOW

Who is she?

BUFFY

It doesn't say. But the entry is dated 1775.

WILLOW

Angel was 18. And still human.

BUFFY

So this was the kind of girl he hung around. She's pretty... coifed.

WILLOW

She looks like a noblewoman or something, which means being beautiful was sort of her job.

BUFFY

And, clearly, this girl was a workaholic. Willow - I'll never be like this...

WILLOW

(at a loss)

Come on. She's not that pretty. She's got a funny... waist. See how tiny it is?

BUFFY

Now I feel better. Thanks.

CONTINUED

6 CONTINUED:

6

WILLOW

No really. She's like a freak. A circus freak. Yuck.

BUFFY

(ignoring her)

It must have been wonderful. To put on some fantabulous gown and go to a ball, like a princess... have servants and horses and yet more gowns...

WILLOW

Yeah.

(then)

Still, I think I prefer being able to vote... Or I will, when I can...

The bathroom door opens and CORDELIA steps in. She goes to the mirror. Checks her look.

CORDELIA

So, Buffy, you ran off and left poor Angel by his lonesome last night. I did everything I could to comfort him.

BUFFY

I bet.

CORDELIA

What's his story, anyway? I mean, I never see him around.

WILLOW

Not during the day, anyway.

CORDELIA

Please don't tell me he still lives at home. Like he has to wait until his dad gets home to take the car?

BUFFY

I think his parents have been dead for, um, a couple hundred years.

CORDELIA

Oh, good. I mean-

(then)

What?

BUFFY

He's a vampire, Cordelia. I thought you knew.

CONTINUED

6 CONTINUED: (2)

6

A beat as Cordy takes this in. Then she smiles.

CORDELIA

Oh. He's a vampire. Of course. But the cuddly kind. Like a Care Bear with fangs.

WILLOW

It's true.

CORDELIA

You know what I think? You're trying to scare me off because you're afraid of the competition.

(then)

Look Buffy, you may be hot-stuff when it comes to demonology or whatever, but when it comes to dating - I'm the Slayer.

Cordelia closes her purse. Flounces off. Buffy watches her leave - stinging a little.

7 INT. ETHAN'S COSTUME SHOP - DAY

7

A musty, run-down shop, stocked with every kind of costume imaginable. The place is packed with kids.

Buffy moves through the store - searching unenthusiastically for something to dress up as. Willow approaches.

BUFFY

What did you find?

WILLOW

A time honored classic.

Willow pulls a costume out of her bag.

CLOSE ON COSTUME

The package shows a person covered with a large white GHOST sheet - complete with eye holes, a ghostly smile and the word BOO stenciled on it.

ON BUFFY AND WILLOW

BUFFY

Willow. Can I give you a little friendly advice?

CONTINUED

7 CONTINUED:

7

WILLOW

It's not spooky enough?

BUFFY

It's just, you're never going to get noticed if you keep hiding. You're missing the whole point of Halloween.

WILLOW

Free candy?

BUFFY

It's come as you aren't night. The perfect chance for a girl to get sexy and wild with no repercussions.

WILLOW

I don't get wild. Wild on me equals "spaz."

BUFFY

You've got it in you, Will. You're just scared-

Xander walks over, still a little sore at Buffy. Willow seizes the opportunity to change the subject.

WILLOW

Hey Xander. What did you get?

He opens his shopping bag - pulls out a cheesy orange PLASTIC MACHINE GUN.

BUFFY

That's not a costume.

XANDER

I've got some fatigues from the Army surplus at home. Call me the two dollar costume king, baby.

BUFFY

Hey, Xander, about this morning. I'm really sorry-

XANDER

Do you mind, Buffy? I'm trying to repress.

BUFFY

I promise I'll let you get pummeled from now on.

CONTINUED

7 CONTINUED: (2)

7

A beat. Xander can't stay mad. No way.

XANDER

Thank you. Okay. Actually, I think
I could have-

He stops - noticing that Buffy's attention has completely
wandered.

XANDER (cont'd)

Hello? That was our touching
reconciliation you just left..

BUFFY

Sorry... It's just, look at that.

They all turn their attention to what Buffy is looking at-

AN 18TH CENTURY GOWN

draped over a mannequin in the back of the store. It looks
almost exactly like the one in the picture from the watcher
diaries.

BUFFY

Moves to it, mesmerized. Willow and Xander follow.

WILLOW

It's... amazing.

XANDER

Too bulky. I prefer my women in
spandex.

Buffy is about to touch it when ETHAN RAYNE, the shop owner,
approaches. He has a devilish glint in his eye and speaks
with just a hint of a British accent.

ETHAN

Please. Let me.

BUFFY

It's-

ETHAN

Magnificent. I know.

He takes it off the mannequin. Holds it up to her.

ETHAN (cont'd)

My. Meet the hidden princess.

CONTINUED

7 CONTINUED: (3)

7

ON BUFFY IN THE MIRROR

With the dress in front of her - she is indeed transformed.

ON ETHAN

ETHAN (cont'd)

I think we've made a match, don't you?

BUFFY

I'm sorry. There's no way I can afford this.

ETHAN

Nonsense. I feel quite... moved... to make you a deal you can't refuse.

BUFFY

Really?

Buffy turns back to her image in the mirror - a goner. Ethan smiles.

8 INT. THE FACTORY - NIGHT

8

Moving through the dark hallway, we hear voices.

SPIKE (O.C.)

Here it comes-

9 INT. FACTORY - NIGHT

9

The room is awash in BLUE LIGHT that emits from a bank of televisions lining one wall. SPIKE and the VAMP VIDEOGRAPHER are watching as an image flickers to life on the screens. It's BUFFY'S FIGHT IN THE PUMPKIN PATCH.

Spike watches the tape with single minded concentration.

ON THE TELEVISION

Buffy falls on the pumpkin. Then gets up and BEANS her attacker with a baby pumpkin.

ON SPIKE

SPIKE

Rewind that. I want to see it again.

Spike paces, wired.

CONTINUED

SPIKE (cont'd)
She's tricky. Baby likes to play.

The video plays again. This time Spike points to the part where she BREAKS THE SIGN AND STAKES THE VAMP WITH IT.

SPIKE (cont'd)
(intense)
See that? Where she stakes him with that thing? That's what you call resourceful.
(then)
Rewind it again.

DRUSILLA (O.C.)
Miss Edith needs her tea.

Spike turns to see Drusilla, who has wandered in with one of her dolls. She is pouty, dreamy as usual. Spike welcomes her - but his attention stays on the video of Buffy.

SPIKE
Come here, poodle.

She wafts to him. He puts his arms around her.

DRUSILLA
Do you love my insides? The parts you can't see?

SPIKE
Eyeballs to entrails, my sweet. That's why I have to study this slayer. Once I know her, I can kill her. And once I kill her, you can have your run of Sunnyhell and get strong again.

DRUSILLA
Don't worry. Everything's switching. Outside to inside. It makes her weak.

This gets his attention.

SPIKE
Really. Did my pet have a vision?

DRUSILLA
Do you know what I miss? Leeches.

SPIKE
Talk to daddy. This thing that makes the slayer weak. When is it?

9 CONTINUED: (2)

9

DRUSILLA
Tomorrow.

SPIKE
But tomorrow is Halloween. Nothing
happens on Halloween.

DRUSILLA
Someone's come to change it all.
Someone new.

10 INT. ETHAN'S COSTUME SHOP - NIGHT

10

We move through the shop until we see a figure moving into a
back room wearing a HOODED BLACK ROBE.

11 INT. ETHAN'S BACK ROOM - NIGHT

11

CLOSE ON

A HAND as it lights a number of BLACK CANDLES that circle
some sort of altar. We WIDEN to see-

ETHAN

In the black robe. Before him, in the center of the circle
there is a STATUE of a woman. Her features are placid,
beautiful.

Kneeling before it, Ethan speaks as he squeezes his hands
tightly closed. He reopens them, revealing bleeding
STIGMATA-like wounds in each palm.

ETHAN
The world that denies thee, thou
inhabit. The peace that ignores
thee, thou corrupt.

Ethan dabs his blood on his eyelids. Crosses it on his
forehead.

ETHAN (cont'd)
Chaos. As ever, I am your faithful,
degenerate son.

CONTINUED

11 CONTINUED:

11

CLOSE ON STATUE

As the camera comes around it, revealing on the back a
HIDEOUS, MALE VISAGE. A mask of pure EVIL.

BLACK OUT.

END OF ACT ONE

ACT TWO

12 INT. BUFFY'S ROOM - DAY

12

Buffy stands in front of her mirror in her costume - the gown from Ethan's costume shop. She also has a brunette wig on, the hair elegantly piled up. She looks absolutely stunning. Then we hear Willow call from the bathroom-

WILLOW (O.C.)

Where are you meeting Angel?

BUFFY

Here. After trick-or-treating.
Mom's gonna be out.

WILLOW (O.C.)

Does he know about your costume?

BUFFY

Nope. Call it a blast from his past.
I'll show him I can coif with the
best of em'.

(then)

Come on out, Will. You can't stay in
there all night.

WILLOW (O.C.)

Okay. But don't laugh.

Buffy turns around.

BUFFY

I won't-

She stops dead when she sees WILLOW, who emerges from the bathroom in the costume Buffy picked out for her. Total rocker babe - black halter top, leather mini-skirt, boots. She looks drop dead gorgeous - and totally uncomfortable.

BUFFY (cont'd)

Wow.

Willow grabs her GHOST SHEET and immediately turns back for the bathroom - but Buffy stops her.

BUFFY (cont'd)

Will. You're a dish! I mean, really-

WILLOW

But this just isn't me.

CONTINUED

12 CONTINUED:

12

BUFFY

That's the point! Halloween is the night that not you, is you, but not you, you know?

Willow is trying to find a response when The DOORBELL RINGS.

BUFFY (cont'd)

That's Xander. You ready?

WILLOW

Yeah. Okay.

Willow smiles. But her eyes tell another story. A deer caught in the headlights. Terror supreme.

BUFFY

Cool! I can't wait to watch the boys go non-verbal when they see you.

13 INT. FOYER - MOMENTS LATER - DAY

13

Buffy opens the door.

XANDER enters, dressed in a low-rent army costume. Ripped camouflage pants and jacket, a tank tee, aviator sunglasses and his plastic gun. He salutes.

XANDER

Private Harris. Reporting for-

He stops. Stunned by her. He drops to one knee.

XANDER (cont'd)

Buffy. My Lady of Buffdom. The duchess of Buffonia. I am in awe. I completely renounce spandex.

BUFFY

Thank you, kind sir. But wait till you see --

WILLOW (O.C.)

Hi...

Xander and Buffy turn at her voice, expectant.

WILLOW is once again covered in her GHOST SHEET.

BUFFY

-- Casper.

CONTINUED

13 CONTINUED:

13

XANDER

Hey, Will. That's-
(re: "BOO" on sheet)
-a fine "BOO" you have there.

Buffy looks at her, disappointed. Willow just hangs her head.

14 EXT. SUNNYDALE HIGH SCHOOL - COURTYARD - AFTERNOON 14

Kids are being dropped off, heading inside in their costumes.

15 INT. SCHOOL - CONTINUOUS - AFTERNOON 15

Kids everywhere -- lots of little DEMONS & GOBLINS running around with trick-or-treat bags.

ON XANDER

As LARRY descends on him. Larry is dressed as a PIRATE - and his costume is even less imaginative than Xander's. A t-shirt, pair of baggy shorts, an eye patch. He brandishes a plastic sword as he approaches.

LARRY

Where's your bodyguard, Harris?
Curling her hair?

Xander glares at him. Larry makes a sudden jerking move at Xander, who flinches. Laughing, Larry moves off.

Xander takes aim at him with his plastic machine gun - almost "fires" - but stops himself. A plastic pacifist.

ON BUFFY AND SNYDER

As Snyder leads a couple of children over to her. One of them is dressed like a VAMPIRE, of course.

MR. SNYDER

Here's your group, Summers. No need to speak to them - the last thing they need is your influence. Just bring them back in one piece and I won't expel you.

Off Buffy's reaction.

16 ANGLE ON: OZ

16

standing at his locker, his guitar with him. He is accosted by Cordelia, who wears a typical cat outfit -- tightfitting leotard, ears and drawn on whiskers.

CORDELIA

Oz. OZ.

He turns, assesses her.

OZ

Cordelia. You're like a great big cat.

CORDELIA

That's my costume. Are you guys playing tonight?

OZ

At the shelter club.

CORDELIA

Is mister "I'm the lead singer I'm so great I don't have to show up for a date or even call" gonna be there?

OZ

Yeah. You know, he's just going by "Devon" now.

CORDELIA

Well, you can tell him that I don't care, and that I didn't even mention it and I didn't even see you so that's just fine.

OZ

So what do I tell him?

CORDELIA

NOTHING! Jeez, get with the program.

She stalks off. Oz watches her a moment, unimpressed and unperturbed.

OZ

Why can't I meet a nice girl like that?

He turns and bumps into WILLOW, still in her sheet. Takes a moment untangling himself.

OZ (cont'd)

Sorry.

CONTINUED

16 CONTINUED:

16

WILLOW

Sorry.

OZ

Sorry.

She moves on. He watches her a moment, then heads out.

ON XANDER

Who has a group of three little costumed munchkins.

XANDER

Okay. On sleazing extra candy.
Tears are key. Tears'll usually get
you a double-bagger. You can also
try the old "you missed me"
routine - but it's risky. Only go
there for chocolate. Understood?

The kids all nod.

XANDER (cont'd)

Good. Troops... Let's move out.

FADE TO:

17 EXT. NEIGHBORHOOD BLOCK - NIGHT

17

Excited Trick-or-treaters race from house to house.

ON BUFFY AND HER GROUP

Her kids return from a house, looking really dejected.

BUFFY

What'd Mrs. Davis give you?

The kids all open their hands, revealing BRAND NEW
TOOTHBRUSHES. Buffy feels for them.

BUFFY (cont'd)

She must be stopped.

(brightly)

Let's hit one more house. We still
have a few minutes before we've got
to get back.

The kids perk up. Run off.

16 CONTINUED:

16

WILLOW

Sorry.

OZ

Sorry.

She moves on. He watches her a moment, then heads out.

ON XANDER

Who has a group of three little costumed munchkins.

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Tears are key. Tears'll usually get
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(brightly)

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have a few minutes before we've got
to get back.

The kids perk up. Run off.

18 INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

18

BLACK CANDLES are lit. ETHAN RAYNE kneels before the statue, hood covering his face, as he speaks his LATIN PRAYER-

ETHAN
(in Latin)
**<Janus, hear my plea. Take this
night as your own. Come forth and
show us your truth.>**

19 EXT. MRS. PARKER'S PORCH - CONTINUOUS - NIGHT

19

CLOSE ON

A front door as it opens, revealing the smiling FACE of MRS. PARKER, a kind lady in her 50's. Before her stands Willow's group, Willow waiting behind near the sidewalk.

KIDS
Trick or treat!

MRS. PARKER
Oh my goodness. Aren't you adorable!

20 INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

20

Ethan picks up the statue, his hands making BLOODY prints-

ETHAN
(in Latin)
**<The mask is made flesh. The heart
is curdled by your holy presence.
Janus, this night is yours!>**

21 EXT. NEIGHBORHOOD BLOCK - CONTINUOUS - NIGHT

21

BUFFY ushers her kids down the block. A gust of WIND sends a CHILL down her back. She stops, sensing something not quite right.

22 EXT. MRS. PARKER'S PORCH - CONTINUOUS - NIGHT

22

Mrs. Parker looks in the plastic pumpkin she holds - a look of concern crossing her features.

MRS. PARKER
Oh, dear. Am I all out? I could
have sworn I had some candy left-

23 INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

23

All the candles SUDDENLY BLOW OUT. The only light now issues from the statue which GLOWS sickly GREEN.

CLOSE ON ETHAN

Who lowers his hood, showing his face as A SATISFIED GRIN spreads across it.

ETHAN

Show time.

24 EXT. MRS. PARKER'S PORCH - CONTINUOUS - NIGHT

24

MRS. PARKER leans to the unmoving GARGOYLE - apologetic.

MRS. PARKER

I'm sorry, Mr. Monster. Maybe I-

CLOSE ON MRS. PARKER

As her words are SILENCED by the DEATH GRIP of a HORRIBLE SLIMY GREEN HAND.

In a FLASH, the hand PULLS MRS. PARKER FORWARD, revealing that it is attached to A REAL AND HIDEOUS GARGOYLE, who has suddenly taken the place of the costumed TIM.

ON WILLOW

WILLOW

Let her go!

Willow MOVES TO HELP. But she is BLOCKED by another member of her trick-or-treat group - who has now turned into a DEMONIC HORNED CREATURE.

Now the DEMON turns and ATTACKS the GARGOYLE. A vicious FIGHT ENSUES, giving MRS. PARKER a chance to SCRAMBLE to the safety of her house. She SLAMS the door.

ON WILLOW

Who can't believe her eyes. She backs off the porch.

WILLOW (cont'd)

What- What's-

She stumbles. GASPING FOR BREATH. Eyes wide and full of terror. Suddenly falls to the ground. Then - no more breath at all. Her body goes limp, LIFELESS.

25 EXT. ANOTHER PART OF THE NEIGHBORHOOD - CONT. - NIGHT 25

The SOUNDS OF CHAOS have begun. SCREAMS. CAR ALARMS.

CLOSE ON XANDER

Who reacts as panicked KIDS AND ADULTS run for cover. Instinctively, he de-shoulders his plastic machine gun, moves it OUT OF FRAME. Then something hits him -- he looks dizzy for a moment. Then he clears. His posture becoming ramrod straight.

He raises the gun back up - and IT'S A FULLY FUNCTIONAL M-16 MACHINE GUN. We'd expect this to surprise him - but he's got the demeanor of a career military man now.

26 EXT. SIDEWALK IN FRONT OF MRS. PARKER'S HOUSE-CONT.-NIGHT 26

ON WILLOW'S SHEET-CLAD FORM

As the "ghost" Willow, dressed in her rocker babe outfit, sits up - emerging from her "dead" body, which remains unmoving on the ground.

WILLOW

Oh. Oh my God...

She stands, sees her BOOTS submerged in the sheet.

WILLOW (cont'd)

I'm a... I'm a real ghost --

THE SOUND OF MACHINE GUN FIRE turns her head and she sees-
XANDER

Backing across the street, looking around him in silent panic.

WILLOW (cont'd)

Xander!

She RUNS -

27 EXT. ACROSS THE STREET - CONTINUOUS - NIGHT 27

Overjoyed to see him. But she stops when he WHIPS AROUND and points the GUN RIGHT AT HER.

WILLOW

Xander, it's me. Willow!

Seeing her, Xander cautiously LOWERS THE GUN a little.

CONTINUED

27 CONTINUED:

27

XANDER

I don't know any Willow.

WILLOW

Quit messing around, Xander. This is no time for jokes.

XANDER

What the Hell is going on here?

WILLOW

You don't know me?

XANDER

Lady, I suggest you find cover.

He starts to move past her. She --

WILLOW

No, wait!

-- steps in front of him. But instead of stopping him - he PASSES RIGHT THROUGH HER.

CLOSE ON WILLOW

Emerging on the other side of Xander. Some kind of PLEASURABLE PHYSICAL RUSH moving through her. She shudders.

WILLOW (cont'd)

Oooh.

XANDER

Spins, freaking. Raises the gun on her again.

XANDER

What are you?!

Willow snaps out of her reverie.

WILLOW

Xander. Listen to me. I'm on your side, I swear. Something crazy is happening. I was dressed as a ghost for Halloween and now I am a ghost. You were supposed to be a solider, and now, I guess, you're a real solider-

XANDER

And you expect me to believe that?

CONTINUED

27 CONTINUED: (2)

27

A little vampire emerges from the bushes, growling. Xander aims at it.

WILLOW

No! No guns. That's still a little kid in there-

XANDER

But-

WILLOW

No GUNS. That's an order. Let's just get --

Willow stops. Seeing something down the street.

WILLOW (cont'd)

Buffy!

WHAT WILLOW SEES

Buffy, in her gown, stumbling unsteadily toward them.

WILLOW

Races to Buffy. Xander follows.

WILLOW (cont'd)

Buffy, are you okay?

As they approach her, they hear another roar. The vampire has been joined by a grown-up sized demon, and they head for our bunch.

28 ANGLE: OUR THREE

28

Buffy stands between the two and a bit behind as they turn to face the new menace.

XANDER

This could be a situation.

WILLOW

Buffy, what do we do?

In answer, Buffy FAINTS right out of frame.

BLACK OUT.

END OF ACT TWO

ACT THREE

29 EXT. STREET - NIGHT

29

Xander hoists his rifle and fires above the demons' heads.
They take off. He turns to Buffy as Willow kneels before her.

Buffy is just waking up.

WILLOW

Buffy! Are you all right?

BUFFY

What?

XANDER

Are you hurt?

WILLOW

Buffy, are you **hurt**?

BUFFY

Buffy?

WILLOW

(to Xander, fears
confirmed).

She's not Buffy.

XANDER

Who's Buffy?

WILLOW

Oh, this is fun.

(to Buffy)

What year is this?

BUFFY

Seventeen seventy five... I
believe... I don't understand. Who
are you?

They help her up.

WILLOW

We're friends.

BUFFY

Friends of whom? Your dress is...
everything is strange...

(panic rising)

How did I come to be here?

CONTINUED

29 CONTINUED:

29

WILLOW

Okay, breathe, okay? You're gonna faint again.

(to Xander)

How are we supposed to get through this without the Slayer?

XANDER

What's a Slayer?

A Demon jumps Buffy from behind. She screams and bats at it. It pulls her wig -- which is now her real hair, coming loose about her head.

Xander butts the demon with his rifle and it runs off.

XANDER (cont'd)

I suggest we get inside before we run into any other - -

30 CLOSE ON: BUFFY

30

screaming!

BUFFY

Demon! A demon!

The others spin to see:

31 ANGLE: A CAR

31

Driving toward them.

Buffy shrinks into Xander's arms, hides her face.

WILLOW

It's not a demon. It's a car.

BUFFY

What does it want?

XANDER

(to Willow)

Is this woman insane?

WILLOW

She's never seen a car.

XANDER

She's never seen a car.

WILLOW

She's from the past.

CONTINUED

31 CONTINUED:

31

XANDER
And you're a ghost.

WILLOW
Yes. Now let's get inside.

XANDER
I just want you to know I'm taking a
lot on faith here. Where do we go?

WILLOW
(thinks)
Where's the closest -- Uh, we can go
to a friend's house.

32 INT. BUFFY'S KITCHEN/DINING ROOM/FOYER - NIGHT

32

The back door opens and the girls are rushed in, Xander
following. He shuts the door and looks out the window.

Buffy is entirely confused by the kitchen and its appliances.

XANDER
I think we're clear.

WILLOW
(calls out)
Hello! Mrs. Summers?
(no response)
Good. She's gone.

BUFFY
Where are we?

WILLOW
Your place. Now we just need to --

A violent POUNDING on the front door startles them all.
Xander starts for the front, Willow right behind and Buffy
trailing last.

WILLOW (cont'd)
Don't open it!

XANDER
It could be a civilian.

WILLOW
Or a mini-demon.

The pounding stops. They wait, Xander looking out the windows.

33 ANGLE: BUFFY

33

has stayed in the dining room as the other two approached the door. Her attention is caught by something. She approaches the mantle to see:

A PICTURE

of her. She picks it up, deeply puzzled. Willow approaches her.

BUFFY

This... this could be me...

WILLOW

It is you. Buffy, can't you remember at all?

BUFFY

No, I... I don't understand any of this, and I...

(re: picture)

this is some other girl, I would never wear this... this low apparel and I don't like this place and I don't like you and I just want to go **home!**

WILLOW

You **are** home!

The POUNDING starts again. Buffy, who has begun to cry, shrieks.

WILLOW (cont'd)

You couldn't have dressed up like Xena..

Xander looks out the window in the door again -- and a demonic hand SMASHES through, grabbing at him. He jumps back.

WILLOW (cont'd)

Not a civilian.

XANDER

Affirmative.

He sticks his gun out the window --

WILLOW

Hey! What'd we say?

He fires up, a short burst. We HEAR the demon scamper away.

CONTINUED

33 CONTINUED:

33

XANDER

Big noise scare monster. Remember?

WILLOW

Got it.

From far off, a SCREAM. Xander looks out the window again.

XANDER

Dammit.

Xander exits. Buffy comes abreast of Willow, eyes on the door, worried.

BUFFY

Surely he'll not desert us?

WILLOW

(just had enough)

Whatever...

34 EXT. BUFFY'S STREET - CONTINUOUS

34

The scream was Cordelia's. She runs down the street, her costume torn, her hair a mess. Scratches on her face. Several yards behind her lopes something hairy.

Xander heads across the street toward her. There is a car sitting diagonally in the middle of the road, the door open and the driver long gone. Figures run by in the distance -- still chaosville.

Xander intercepts her, grabbing her shoulders. She screams! Then realizes --

CORDELIA

Xander?

XANDER

Come inside.

He rushes her toward the house.

35 INT. BUFFY'S HOUSE - CONTINUOUS

35

Xander brings Cordelia in, slamming the door behind them.

WILLOW

Cordelia!

CORDELIA

What's going on?

CONTINUED

WILLOW

Okay -- your name is Cordelia, you're not a cat, you're in high school, we're your friends -- well, sort of --

CORDELIA

That's nice, Willow, and you went mental **when**?

WILLOW

You know us?

CORDELIA

Yeah, lucky me. What's with the name game?

WILLOW

A lot's going on.

CORDELIA

No kidding. I was just attacked by Jo-Jo the dogfaced boy. Look at my costume! Think Party-Town's gonna give me my deposit back? Not on the likely.

She notices a particularly big rip up the side. Xander notices too, and takes off his jacket, puts it around her. Over the following, both Willow and Cordy notice Xander's pumped, tattoo covered biceps.

XANDER

Here.

CORDELIA

Thanks.

WILLOW

Okay. You three stay here while I get help. If something tries to get in, just fight it off.

BUFFY

It's not our place to fight. Surely some men will come and protect us?

CORDELIA

What's **that** riff?

WILLOW

It's like amnesia, okay? They don't know who they are. Just sit tight.

35 CONTINUED: (2)

35

She takes off. She passes Cordelia, who remarks to the others --

CORDELIA

Who died and made her the boss?

-- just as Willow PASSES THROUGH THE WALL behind her.

36 EXT. STREET - NIGHT

36

A couple of little demons run by SPIKE. His eyes wide - a child on Christmas morning.

SPIKE

Well, this is just... neat.

37 INT. BUFFY'S HOUSE - NIGHT

37

Xander is pushing the table against the window. He checks the smaller ones, making sure they're locked. Buffy follows him around, not wanting to be alone.

BUFFY

Surely there's somewhere we can go?
Some safe haven?

XANDER

The lady said stay put.
(to Cordy)
Check upstairs. Make sure
everything's locked.

BUFFY

(to Xander, genuinely
confused)
You would take orders from a woman?
Are you feeble in some way?

XANDER

Ma'am, in the army we have a saying.
Sit down and shut the -- whoah.

He has happened on a picture as well. Picks it up.

38 ANGLE ON: THE PICTURE

38

This one is all three of them: Xander, Willow, and Buffy.

XANDER

She must be right. We must have some
kind of amnesia.

CONTINUED

38 CONTINUED:

38

BUFFY

I don't know what that is but I'm sure I don't have it. I bathe quite often.

XANDER

(re: picture)

How do you explain this?

BUFFY

I don't! I was brought up as a proper lady. I'm not meant to understand things. I'm just meant to look good and then someone nice will marry me. Possibly a baron.

XANDER

This isn't a tea party, princess. Sooner or later, you're going to have to fight.

BUFFY

Fight? These low creatures? I'd sooner die.

XANDER

Then you'll die.

ANGEL (O.C.)

Oh, good. You guys are all right.

They turn to see Angel entering from the kitchen.

ANGEL

It's total chaos out there.

BUFFY/XANDER

Who are you?

39 INT. LIBRARY - NIGHT

39

Giles is working on the book catalog. Cross-referencing, no doubt. He hears something, gets up. Was it a growl?

He gets up, starts slowly for the door.

WILLOW

COMES RUNNING THROUGH THE WALL.

GILES

GNYEHAHH!

CONTINUED

39 CONTINUED:

39

He jumps, books flying. Willow stops. Holds up her hand.

WILLOW

Hi.

40 INT. BUFFY'S HOUSE - NIGHT

40

ANGEL

Okay, does somebody want to fill me in?

XANDER

Do you live here?

ANGEL

No! You know that. Buffy... I'm lost here. You...

(suddenly peering)

What's up with your hair?

CORDELIA

(entering)

They don't know who they are, everyone's become a monster, it's a whole big thing. How are you?

There is suddenly pounding all around them -- and THE LIGHTS GO OUT. Buffy shrieks and grabs Cordelia.

CORDELIA (cont'd)

Do you mind?

XANDER

(to Angel)

Take the princess here and secure the kitchen. Catwoman, you're with me.

Cordelia hands Buffy over to Angel and follows Xander into the living room (which we do not see).

BUFFY

But, I don't want to go with you -- I like the man with the musket.

ANGEL

Come on.

BUFFY

Do you have a musket?

They enter the kitchen. The back door is open.

CONTINUED

40 CONTINUED:

40

ANGEL

I didn't leave that open.

He moves cautiously toward the door. Buffy watches, frightened. She is standing right next to the door to the cellar. Silently, it opens behind her and a full-sized VAMPIRE starts moving from the shadows toward her.

Angel shuts the door. Turns.

ANGEL (cont'd)

Look out!

Buffy spins -- the vampire grabs at her -- and she actually does something useful: she grabs the door and slams it on its arms.

But the vamp is much more powerful than she. It flings the door wide, sending her sprawling on the floor. Angel dive-tackles it, taking it out of Buffy's view and into the dining room.

Buffy gets up, looks about her for a weapon. She grabs a big knife, peers timidly into the room and sees

41 ANGLE: ANGEL

41

On top of the vamp, his back to her. Struggling to hold it down.

ANGEL

A stake!

BUFFY

What?

He turns --

ANGEL

Get me a stake!

And she sees his VAMPIRE FACE.

She screams. Turns and runs out the back.

ANGEL (cont'd)

Buffy, no!

But the vamp takes the moment to throw him off, coming around on top of him.

42 INT. LIBRARY - NIGHT

42

Giles and Willow are surrounded by books, looking for something - anything. Willow looks up, frustrated.

WILLOW

I don't even know what to look for.
Plus I can't turn the page.

GILES

Right. Okay, then, let's review. At
sundown, everyone became whatever
they were masquerading as-

WILLOW

Right. Xander was a solider and
Buffy was an 18th century girl.

Giles stares at her outfit. A non-sexual stare. Of course.

GILES

And - your costume?

WILLOW

I'm a ghost.

GILES

Yes, but a ghost of what, exactly?

WILLOW

(embarrassed)

This is nothing. You should have
seen what Cordelia was wearing. A
unitard. And those little cat
things. Ears and stuff.

GILES

Good heavens. Cordelia became an
actual feline?

WILLOW

(realizing)

No. She was still the same old
Cordelia, just in a cat costume.

GILES

She didn't change.

WILLOW

No. Hold on... Party Town. She told
us she got her outfit from Party Town-

GILES

And everybody who changed, where did
they acquire their costumes?

CONTINUED

42 CONTINUED:

42

WILLOW

We all got ours at this new place.
Ethan's.

Off their realization.

43 EXT. STREET - NIGHT

43

Xander, Cordy and the human-looking Angel come out of the shrubs.

XANDER

You're sure she came this way?

ANGEL

No.

CORDELIA

She'll be okay.

ANGEL

BUFFY would be okay. Whoever she is
now, she's helpless. Come on.

They take off and as we pan with them we pick up SPIKE,
standing in the shadows. A small demon and a small vampire
clustered by him.

SPIKE

Do you hear that, my friends?
Somewhere out here is the tenderest
meat you've ever tasted. And all we
have to do...

44 EXT. STREET - NIGHT

44

Buffy wanders, lost, alone, terrified.

SPIKE (V.O.)

... is find her first.

BLACK OUT.

END OF ACT THREE

ACT FOUR

45 EXT. INDUSTRIAL AREA - NIGHT 45

BUFFY enters in her 18th Century SHOES, ripped stockings, TORN and MUDDIED GOWN. She looks around her, terrified. Keeps walking -- and bumps into:

LARRY

Once a bully and pseudo-PIRATE. Now the real thing. He smiles. A lascivious, BLACK-TOOTHED grin.

46 INT. ETHAN'S COSTUME SHOP - NIGHT 46

Giles and Willow enter, step inside.

GILES

Hello? Is anyone in?

The move through the room and into-

47 INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT 47

Where Willow sees ETHAN'S ALTAR WITH THE GOLDEN STATUE.

WILLOW

Giles.

Giles turns. Sees the statue.

GILES

That's Janus, a Roman mythical God.

WILLOW

What does it mean?

GILES

Primarily, it represents the division of self. Male and female. Light and dark-

ETHAN (O.C.)

Chunky and creamy style. No, sorry. That's peanut butter.

ETHAN

Steps from a shadow, smiling at Giles. As Giles makes him out, his SHOCK is obvious. He steps in front of Willow, never taking his eyes off Ethan.

CONTINUED

47 CONTINUED:

47

GILES
Willow. Get out of here. Now.

WILLOW
But-

GILES
NOW, Willow.

Willow knows this tone from Giles can only mean business.
She BOLTS. Ethan and Giles face off.

GILES (cont'd)
Hello, Ethan.

ETHAN
Hello, Ripper.

48 EXT. INDUSTRIAL AREA - NIGHT

48

ON BUFFY

As she HITS THE GROUND, whimpering. She moves to crawl away
but LARRY lifts her to her feet again.

BUFFY
(weakly)
No... No...

He GRABS BUFFY'S FACE, HARD. Opens his mouth and runs his
TONGUE ALONG BLACK TEETH. He moves in for a KISS when

XANDER

Comes out of nowhere - gives the PIRATE a FLYING TACKLE.
Buffy scrambles away as Xander and Larry go at it.

BUFFY

Runs right into Cordelia.

CORDELIA
Buffy? Are you okay?

Buffy throws herself into Cordy's arms. Trembling. Cordelia
isn't quite sure what to do with this.

XANDER AND LARRY

Do battle. The pirate is strong, but in this incarnation,
XANDER IS STRONGER. Larry tries to reach for his sword, but
Xander knocks it away.

CONTINUED

48 CONTINUED:

48

ANGEL arrives on the scene. Buffy SCREAMS and grips Cordelia even tighter.

CORDELIA (cont'd)
(to Buffy)
What is your deal? Take a pill!

BUFFY
(re: Angel)
He's... he's a vampire!

Cordelia rolls her eyes - looks to Angel like, "what a ditz".

CORDELIA
(to Angel)
She's got this thing where she
thinks - ah, forget it.
(humoring her)
It's okay. Angel is... a good
vampire. He'd never hurt you.

BUFFY
He - really?

CORDELIA
Absolutely. Angel is our friend.

Buffy looks timidly at Angel, who crosses to Xander.

XANDER

Finishes LARRY off with a HEADBUTT and a couple of SWIFT
PUNCHES. The pirate goes DOWN - out cold.

XANDER
(to Angel)
It's strange, but... beating up that
pirate gave me a weird sense of
closure.

Willow arrives at a dead (I'm so funny) run.

WILLOW
Guys!

ANGEL
Willow!

WILLOW
You guys gotta get inside.

She points. They turn. They see:

49 ANGLE: SPIKE

49

Walking towards them, flanked by four child-sized and two grown-up sized monsters.

XANDER

We need to triage.

ANGEL

This way. Find an open warehouse.

XANDER

Ladies... we're on the move.

They BOLT, but Buffy is having trouble keeping up. Angel SWEEPS her into his arms, carries her.

ON BUFFY

Afraid - but giving into his protection.

50 INT. ETHAN'S BACK ROOM - NIGHT

50

Ethan and Giles are squared off. Ethan's manner is light. He clearly gets off on pathos.

ETHAN

What, no hug? Aren't you happy to see your old mate?

GILES

I'm surprised I didn't guess it was you. This Halloween stunt stinks of Ethan Rayne.

ETHAN

(proud)

It does, doesn't it? Not to blow my own horn, but - it's genius. The very embodiment of "be careful what you wish for."

GILES

It's sick. And brutal. It harms the innocent-

ETHAN

(wry)

Oh, and we all know that you are the champion of innocence and all things pure and good, Rupert.

(then)

This is quite an act you've got going here, old man.

CONTINUED

50 CONTINUED:

50

GILES

It's no act. It's who I am.

ETHAN

It's who you are? The Watcher?
Sniveling tweed-clad guardian of the
Slayer and her kin? I think not. I
know who you are. And I know what
you're capable of.

(then/realizing)

But they don't, do they? They have
no idea where you come from.

Giles is clearly threatened by Ethan's attack - but responds
with a POWERFUL ANGER instead of bluster. This, indeed, is
a Giles we don't know.

GILES

Break the spell, Ethan. Then leave
this place and never come back.

ETHAN

Why should I? What do I get in the
bargain?

GILES

You get to live.

ETHAN

Ooooh. You're scaring-

But before he can finish, GILES DROPS Ethan with a VICIOUS
PUNCH.

51 EXT. ALLEY - NIGHT

51

Xander, Cordelia and Angel, still with Buffy in his arms,
round the corner.

Angel leads them to a warehouse door.

ANGEL

Over here!

They SLIDE the door open and dash inside, just as SPIKE and
his minions appear. They manage to SHUT the door with only
seconds to spare.

52 INT. WAREHOUSE - CONTINUOUS - NIGHT

52

There are some old crates and furniture against one wall. Xander immediately starts moving the stuff against the door so it won't slide, calls to ANGEL.

XANDER

Check and see if there are any other ways in!

Angel tries to put Buffy down.

ANGEL

Just stay here-

He hands her off to CORDELIA as he moves off. Buffy FALLS into Cordelia's arms again. Cordelia rolls her eyes.

CORDELIA

Faboo. More clinging.

XANDER

Starts as SOMETHING JERKS the WAREHOUSE DOOR. DEMONIC hands start to PUNCH through it, TEAR IT APART.

The door jerks again and then starts to SLIDE OPEN, sending the barricade everywhere.

Xander and Angel step back, retreating as the WAREHOUSE DOOR SLIDES COMPLETELY OPEN and SPIKE steps inside, followed by his LOYAL MINIONS.

53 INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

53

CLOSE ON ETHAN

Face plastered to the floor and badly bloodied. BUT SMILING.

ETHAN

And you said "Rupert the Ripper" was long gone...

GILES stands over him.

GILES

How do I stop the spell?

ETHAN

Say pretty ple-

GILES KICKS HIM. Not holding back.

CONTINUED

53 CONTINUED:

53

ETHAN (cont'd)

Janus. Break the statue.

Giles grabs the statue. THROWS IT AGAINST THE WALL.

CLOSE ON STATUE

SLO MO as the statue HITS AND SHATTERS.

ON GILES

Who turns to ETHAN, but Ethan is gone. Disappeared.

Off Giles' reaction.

54 INT. WAREHOUSE - CONTINUOUS - NIGHT

54

ANGEL & XANDER are pinned or held at bay by the minions, who keep them from

SPIKE

Who moves to BUFFY, speaking to her softly, kindly.

SPIKE

Look at you. Shaking, terrified.

Alone. Lost little lamb.

Buffy fights her tears. Totally petrified. Spike smiles.
SLAPS HER HARD ACROSS THE FACE.

SPIKE (cont'd)

I love it.

ANGEL

Buffy!

ANGEL

Tries to break free of his guards, but to no avail.

ON SPIKE

As he GRIPS BUFFY'S HAIR with one hand and her arm with the other. Starts to LEAN IN.

Xander breaks free, grabs his rifle and stands. WILLOW comes up to Xander, watching Spike.

WILLOW

Now THAT guy, you can shoot.

CONTINUED

54 CONTINUED:

54

XANDER

Raises his MACHINE GUN and AIMS IT AT SPIKE. But when he squeezes the trigger - nothing happens. He realizes that his GUN HAS RETURNED TO IT'S ORIGINAL PLASTIC FORM.

XANDER

What the - ?

ON SPIKE & BUFFY

As he looks around him to see that his MINIONS are all SCARED LITTLE TRICK-OR-TREATERS (and two high school students).

The realization sinks in -- and he looks at his hand. It's still holding Buffy's wig, but her head isn't in it. He looks back at Buffy. She's smiling.

BUFFY

Hi honey. I'm home.

And she LETS LOOSE on him. All the pent-up rage and frustration from her last defenseless hours comes pouring out. A series of BRUTAL KICKS and PUNCHES send him to the ground. She lifts him back to his feet-

BUFFY (cont'd)

You know what? It's good to be me.

She PUMMELS HIM, until he hits the wall and scampers out of the building.

BACK ON BUFFY, XANDER, CORDELIA & ANGEL

As they all move together - stunned but alive.

XANDER

Hey, Buff. Welcome back.

BUFFY

Yeah. You too.

CORDELIA

You guys remember what happened?

XANDER

It was way creepy. Like I was there - but I couldn't get out.

CORDELIA

(to Angel)

I know the feeling. This outfit is totally skin-tight-

CONTINUED

54 CONTINUED: (2)

54

But Angel isn't listening. He's focused on Buffy.

ANGEL

You okay?

BUFFY

Yeah.

He takes her by the arm, they move off. CORDELIA and XANDER watch them. Cordy wears an expression of disbelief.

CORDELIA

Hello? It felt like I was talking.
My lips were moving-

XANDER

Give it up, Cordy. You're never
going to get between those two.
Believe me. I know.

Cordelia turns - looks at all the dazed trick-or-treaters.

CORDELIA

I guess we should get them back to
their parents.

XANDER

Yeah. It seems like everybody is-
(then/realizing)
Where's Willow?

55 EXT. MRS. PARKER'S YARD - NIGHT

55

Willow's SHEET COVERED corpse stirs. A beat. Then Willow stands up, ALIVE and in one-piece.

She considers the sheet. Contemplating whether to put it back on or not. A beat. She tosses it. Walks off, looking a little bolder than we've seen her before.

56 EXT. STREET - NIGHT

56

OZ'S VAN stops at an intersection, on its way back from a gig. WILLOW runs in front of it, crossing the street.

57 INT. OZ'S VAN - CONTINUOUS - NIGHT

57

Oz STARES as Willow passes. Totally enchanted.

CONTINUED

57 CONTINUED:

57

OZ
Who IS that girl?

58 INT. BUFFY'S ROOM - NIGHT

58

Angel sits on Buffy's bed, lost in thought. Buffy comes out of her bathroom - now in boxers and a big t-shirt. Her face is scrubbed clean and her hair hangs loose around her face.

BUFFY
Taa daa. Just little old 20th
century me.

She sits next to Angel.

ANGEL
Are you sure you're okay?

BUFFY
I'll live.

A beat.

ANGEL
I don't get it Buffy. Why did you
think I'd like you better dressed
that way?

BUFFY
I - I just wanted to be a real girl,
for once. The kind of fancy girl you
liked when you were my age.

Angel smiles. Shakes his head.

BUFFY (cont'd)
What?

ANGEL
I hated the girls back then.
Especially the noblewomen.

BUFFY
You did?

ANGEL
They were just incredibly dull.
Simpering morons, the lot of them.
I always wished I could meet
someone... exciting. Interesting.

CONTINUED

58 CONTINUED:

58

BUFFY

Really. Interesting - like how?

Angel smiles. She's baiting him and he knows it.

ANGEL

You know how.

BUFFY

Still, I've had a hard day and you should tell me.

They move closer together.

ANGEL

I should.

BUFFY

Oh - definitely...

And he does. Non verbally. Smootchie city.

FADE TO:

59 INT. ETHAN'S COSTUME SHOP - DAY

59

Giles enters. The place is empty -- everything packed and gone. He walks around a bit, till he finds a card on the counter. Picks it up.

60 ANGLE: THE CARD

60

On it is written only three words.

"Be seeing you"

Giles stares at it, stares ahead. His thoughts unreadable.

BLACK OUT.

THE END