Episode 5V13

# BUFFY THE VAMPIRE SLAYER

"Surprise"

Written By

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Directed By

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SHOOTING SCRIPT

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# BUFFY THE VAMPIRE SLAYER

"Surprise"

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

JOYCE SUMMERS.....*Kristine Sutherland
JENNY CALENDAR.....*Robia La Morte
SPIKE.....*James Marsters
DRUSILLA.....*Juliet Landau
OZ.....*Seth Green
DALTON.....*Eric Saiet
HARMONY.....
GYPSY MAN.....*Vincent Schiavelli
THE JUDGE.....*Brian Thompson

# BUFFY THE VAMPIRE SLAYER

"Surprise"

## SET LIST

### INTERIORS

SUNNYDALE HIGH SCHOOL
- HALL
- LIBRARY
  - GILES' OFFICE
- LOUNGE
- MS. CALENDAR'S CLASSROOM

BUFFY'S HOUSE
- BUFFY'S BEDROOM
- HALLWAY
- KITCHEN

THE BRONZE

ANGEL'S APARTMENT
- HALL OUTSIDE ANGEL'S APARTMENT

FACTORY

CALENDAR'S CAR

*GILES' CAR

### EXTERIORS

SUNNYDALE HIGH SCHOOL

CALENDAR'S CAR

THE BRONZE
- ALLEY BEHIND BRONZE

LOADING DOCK
- WATER

SHIP YARD

SEWER TUNNEL

STREET

Buffy the Vampire Slayer

"Surprise"

TEASER

1 INT. BUFFY'S BEDROOM - NIGHT 1

It's late. All is dark and peaceful. BUFFY stirs in her sleep, wakes. Reaches for a glass of water on her night stand, finds it empty. A beat. She climbs out of bed-

2 INT. HALLWAY - NIGHT 2

Still half-asleep, Buffy pads down the hallway. From the shadows behind her emerges DRUSILLA, ripe, carnivorous - blood staining her mouth. A truly horrifying sight.

Dru stalks Buffy - is a heartbeat away from grabbing her when Buffy senses something and turns.

There is nothing there. Buffy shrugs it off, moves to the bathroom door. She opens it and enters-

3 INT. THE BRONZE - NIGHT 3

Buffy wanders in, still in her pajamas. The MUSIC is haunting, otherworldly-

WILLOW is at a table, having coffee with a MONKEY - who wears a little hat and a vest. She turns and waves. Buffy, puzzled, waves back.

Buffy turns and sees JOYCE, who is drinking coffee out of a large cup and saucer. Joyce looks concerned - addresses Buffy.

JOYCE
Do you really think you're ready, Buffy?

BUFFY
What?

CLOSE ON JOYCE'S HANDS

As the saucer slips from her grasp. The plate falls to the ground and shatters.

ON BUFFY

Who looks from the broken plate back to her mother - but JOYCE IS GONE.

CONTINUED

3 CONTINUED: 3

Buffy turns again, wanders to the dance floor - which is alive with sexual energy. Couples writhe sensuously to the music - totally entwined, into each other - oblivious to her.

The crowd parts and Buffy sees ANGEL on the other side of the dance floor. They meet eyes - smile. Through all the oddness - it is a moment of true connection, love. They move toward each other.

Just as Buffy is about to reach Angel, DRUSILLA appears again behind him. Dru STAKES ANGEL in the back - so swiftly and suddenly that Buffy can't act in time to save him.

BUFFY (cont'd)
Angel!

Buffy reaches for him.

CLOSE ON THEIR HANDS

Buffy's hand touches Angel's - AND IT CRUMBLES TO ASH.

ON BUFFY AND ANGEL

She looks up at ANGEL - makes a moment of desperate eye contact before he EXPLODES INTO DUST. Now DRUSILLA is fully revealed behind him - leering. She addresses Buffy, relishing every moment of her suffering.

DRUSILLA
Happy Birthday, Buffy.

SMASH CUT TO:

4 INT. BUFFY'S BEDROOM - NIGHT 4

Buffy BOLTS up from her bed, waking in horror from her DREAM. She's panicked, sweating...

BLACK OUT.

END OF TEASER

ACT ONE

5 INT. HALLWAY OUTSIDE ANGEL'S APARTMENT - DAY 5

Buffy knocks at Angel's door. A little tentative.

BUFFY
Angel?

A beat - then, muffled-

ANGEL (O.C.)

Hold on...

He opens the door. Just out of bed. Nicely rumpled.

ANGEL
Hey... Everything okay?

They move inside.

6 INT. ANGEL'S APARTMENT - DAY 6

The shades are drawn. It's dark as a tomb. Good thing, too.

BUFFY
That's what I was going to ask you.
You're okay, right?

ANGEL
Sure. I'm fine. What's up?

Buffy moves into his arms, relieved. Angel's happy to hold her, if a bit confused.

BUFFY
I had this dream. Drusilla was
alive. It was awful-

ANGEL
What happened?

BUFFY
She killed you. Right in front of
me. I saw the whole thing.

Angel strokes her, trying to soothe.

ANGEL
It was just a dream. It wasn't real.

CONTINUED

6 CONTINUED: 6

BUFFY
But it felt so real.

ANGEL
It wasn't. Here I am.

Buffy moves away from him now, her anxiety mounting.

BUFFY
This happened before, Angel. That dream I had about the Master... It came true.

ANGEL
Still, not every dream you have comes true. I mean, what else did you dream last night? Can you remember?

Buffy thinks, then-

BUFFY
That... Giles and I opened an office supply warehouse in Las Vegas.

ANGEL
You see my point.

BUFFY
Yeah. But, I mean, what if Drusilla is alive? We never saw her body.

ANGEL
She's not. But even if she was - we'd deal.

He moves to her. Draws her back into his arms.

BUFFY
But, what if-

Angel silences her with a kiss. Tense at first, Buffy relaxes into it. The intensity grows fast. Finally-

ANGEL
What if what?

BUFFY
Sorry. Were we talking?

They kiss some more. The bed in the corner entices. They both feel it - glance there - but don't go there.

CONTINUED

6 CONTINUED: (2) 6

BUFFY (cont'd)
I... have to get to school.

ANGEL
I know.

And they kiss some more.

BUFFY
God. You feel-

ANGEL
You have to go to school...

Still kissing, Angel picks her up and moves her to the front door. Now they kiss against the door. Finally pull back.

BUFFY
Alright. This is me.

Buffy opens the door, but pauses for one last kiss. Then-

ANGEL
You still haven't told me what you want for your birthday.

BUFFY
Surprise me.

ANGEL
Okay. I will...

They smile. Neither one wants to end the moment.

BUFFY
This was nice. I like you first thing in the morning-

ANGEL
It's bed time for me.

BUFFY
Then I like you at bed time.

She realizes how that sounds. Stammers-

BUFFY (cont'd)
I mean... You - know what I mean...

ANGEL
I think so.
(then)
What do you mean?

6 CONTINUED: (3) 6

BUFFY
That I... I like seeing you And the part at the end of the night when we say goodbye, it's... getting harder.

Buffy waits for an agonizing beat before he responds. Then-

ANGEL
Yeah. It is.

They just look at each other. Afraid to say any more.

PRELAP:

WILLOW (V.O.)
"I like you at bed time?" You actually said that?

7 EXT. SUNNYDALE HIGH - DAY 7

Buffy and Willow are walking toward school together.

BUFFY
I know. I know.

WILLOW
Man. That's - I don't know, that's moxie or something!

BUFFY
Totally unplanned. It just came out.

WILLOW
And he was into it? He wants to see you at bed time, too?

Buffy stops walking. Suddenly feeling the weight of this.

BUFFY
Yeah. I think he does. I mean, he's cool about it-

WILLOW
Of course he is. Cause' he's cool. He would never, you know-

BUFFY
Push.

WILLOW
Right. He's not the type.

7 CONTINUED: 7

BUFFY
Willow. What am I going to do?

WILLOW
What do you want to do?

BUFFY
Well... Want isn't always the right thing... To do, I mean. To act on want can be wrong.

WILLOW
True.

BUFFY
But, to not act on want. You could watch your whole life pass you by-

WILLOW
Carpe diem. You told me that once.

BUFFY
Seize the fish?

WILLOW
Not carp. Carpe. It means seize the day.

BUFFY
Oh. Right.
(a long beat)
I think we're going to... seize it, Will. Sooner or later. Once you get to a certain point - seizing is sort of inevitable.

This sinks in. They start to walk again - slowly.

WILLOW
Wow.

BUFFY
Yeah.

WILLOW
Wow...

Buffy notices OZ, guitar in hand, walking ahead.

BUFFY
Ooh, speaking of wow potential, there's Oz. What are we thinking? Any sparkage there?

7 CONTINUED: (2) 7

WILLOW
(glowing a bit)
He's nice. I like his hands.

BUFFY
Ooh, fixation on insignificant detail. Definite crush sign.

WILLOW
I don't know, though. I mean, he is a senior...

BUFFY
You think he's too old cuz he's a senior? Please. My boyfriend had a bicentennial.

WILLOW
That's true, I guess... I just...

BUFFY
You can't spend the rest of your life waiting for Xander to wake up and smell the hottie. Make a move. Do the talking thing.

WILLOW
What if the talking thing becomes the awkward silence thing?

BUFFY
You won't know unless you try. Come on, Will - seize the fish!

Buffy smiles, moves on ahead. Leaving Willow to her task.

ON BUFFY

As she passes on OLD, DARK-SKINNED MAN who lurks near the school. His dress has a slightly ETHNIC flair. He watches her enter the building, then moves off - unnoticed.

ON WILLOW AND OZ

Will gathers her courage as she catches up with OZ. He's pleased to see her. In his Oz-ian way.

WILLOW
Hey.

OZ
Hey.

CONTINUED

7 CONTINUED: (3) 7

WILLOW
(re: guitar case)
Do you have a... a gig tonight?

OZ
Practice. The band's kind of moving towards this new sound where we suck. So, practice.

WILLOW
I think you guys sound good.
(shyly)
I bet you've got a lot of groupies.

OZ
It happens. But I'm living groupie-free nowadays. I'm clean.

WILLOW
Oh.

OZ
I'm gonna ask you if you wanna go out tomorrow night. I'm actually kind of nervous about it. It's interesting.

WILLOW
Oh. Well, if it helps at all, I'm gonna say yes.

OZ
It helps. It adds a comfort zone. You wanna go out tomorrow night?

WILLOW
(remembers)
I can't!

OZ
I like that you're unpredictable.

WILLOW
It's Buffy's birthday and we're throwing her a surprise party.

OZ
That's okay.

WILLOW
But, you could come. If you wanted.

OZ
Don't wanna crash...

CONTINUED

7 CONTINUED: (4) 7

WILLOW
No, that's fine. You could be my...
date.

OZ
All right. I'm in.

He takes off, Willow standing in place, a little shocked.

WILLOW
I said date...

8 INT. SCHOOL HALLWAY - DAY 8

COREDELIA's at her locker. XANDER hangs around, trying to look like he's not hanging around.

XANDER
So, Buffy's party. Manana.

CORDELIA
Right. Just because she's "miss save the world" we have to make a big deal. I have to cook and everything.

XANDER
You're cooking?

CORDELIA
I'm chips and dips girl.

XANDER
Horrors. All that opening and stirring.

CORDELIA
And shopping and carrying.

XANDER
You should have a person who does such things for you.

COREDELIA
That's what I've been saying to my father. But does he listen?

Xander leans in. They talk in hushed tones.

XANDER
So, you're going. I'm going. Should we - you know - go?

8 CONTINUED: 8

A long beat.

CORDELIA
Why?

XANDER
I don't know... This thing. With us? Despite our better judgement - it keeps happening. Maybe we should just admit that we're dating-

COREDLIA
Groping in a broom closet is not dating. You don't call it a date until the guy spends money.

XANDER
Fine. I'll spend - then we'll grope. Whatever. It's just some kind of whacked that we feel we have to hide from all our friends-

CORDELIA
Well, of course you want to tell everybody. You have nothing to be ashamed of. I, on the other hand, have <u>everything</u> to be ashamed of-

XANDER
Know what? 'Nuff said. Forget it. Must have been my multiple personality guy talking. I call him Idiot Jed, Glutton for Punishment-

He moves off. Cordelia closes her locker, catches up to him.

CORDELIA
Let me... Think about it. Can I pick out your clothes?

XANDER
For the party?

CORDELIA
For pretty much... every day.

She walks off. Xander watches her, chagrined, then sees GILES in the-

9 INT. SCHOOL LOUNGE - DAY 9

Xander moves to him.

9 CONTINUED: 9

GILES
Good morning. I trust that everything is in order for the party.

XANDER
Absolutely. Ready to get down, you funky party weasel?

Giles sees BUFFY and MS. CALENDAR approaching.

GILES
Ah. Here comes Buffy. Remember - discretion is the better part of valor...

XANDER
You could have just gone - "shhhh." Are all you Brits such drama queens?

Giles would respond, but Buffy and Ms. Calendar have now joined them. Xander turns to Buffy-

XANDER (cont'd)
Buffy! I feel a pre-birthday spanking coming on-

Buffy gives Xander a look that would melt steel.

JENNY
I'd - curb that impulse, Xander.

XANDER
Check. Cancel spanking.

GILES
What's the matter, Buffy? You look fatigued.

BUFFY
Rough night. I had a dream that Drusilia was alive - and she killed Angel. It really spun me. I even went by Angel's on the way to school to make sure he was okay-

XANDER
There's a line I haven't tried. "I just dropped by to see if you're dead." It says caring. Concerned. Smootchies guaranteed.

CONTINUED

9 CONTINUED: (2) 9

BUFFY
Please. I didn't go over there for smootchies-
(then)
Well. When I found out he was okay I was relieved, and so, naturally...
(then)
Someone stop me.

JENNY
(obliging)
So, Angel's alright?

BUFFY
Yeah, but... I've just got this bad feeling. This wasn't a normal dream.

GILES
You feel it was more of a portent?

BUFFY
I don't know. I don't want to start a big freak-out over nothing-

GILES
Still. We should be on alert. If Drusilla is alive then we may be facing a cataclysmic state of affairs-

XANDER
(to Giles)
Again. So many words. Can't you just say we'd be in trouble?

GILES
Go to class, Xander.

XANDER
Gone.

He starts to move away. Stops.

XANDER (cont'd)
Notice the economy of phrasing. "Gone." It's simple. Direct.

And he's off.

BUFFY
I guess I should get gone, too.

9 CONTINUED: (3) 9

GILES
Don't worry yourself unduly, Buffy. This could be nothing.

BUFFY
I know. I should keep my slayer cool and all, but, it's Angel. Which automatically equals maxi-wig.

And she heads to class. Calendar and Giles watch her go - then move down the hall toward the library. Giles' expression now betrays the fact that he is more concerned than he let on.

JENNY
What? You really think Buffy's having premonitions?

GILES
It's possible-

10 INT. LIBRARY - DAY 10

Calendar and Giles enter - continuing their talk.

JENNY
I guess it makes sense. I mean, all of Buffy's senses are heightened. Why should her intuition be different?

GILES
Precisely. It's not unheard of for the Slayer to start having prophetic dreams and visions as she approaches adulthood-

JENNY
Adulthood? Buffy's seventeen tomorrow, Giles. Don't rush her.

GILES
I'm not the one rushing her. While I'm loathe to say it, the fact is - the Slayer rarely lives into her mid-twenties. It follows that she'd exhibit sign of maturity early on. Her whole life-cycle is accelerated.

10 CONTINUED: 10

JENNY
Still, you should be careful about treating her like a grown-up. Like - this thing with Angel. Have you even talked to her about it?

GILES
I - I suppose I try not to pry.

JENNY
Maybe you should, a little. The way she talks - it's clear she has intense feelings for him-

GILES
Well, yes. They're friends-

JENNY
They're more than friends and you know it.

A beat as this sinks in.

GILES
I'm not her father, Jenny.

JENNY
She looks up to you. She'll never actually say that, but she does. And I just think, at her age, it's easy to get in over your head. She could make some bad choices here. Trust me on this one.

GILES
I'll keep an eye to it. Right now I'm worried enough trying to think of the right birthday present.

11 INT. FACTORY - NIGHT 11

CLOSE ON: A LARGE AND ORNATE CAST IRON BOX.

DALTON, the vampire transcriber, arrives at the door under the balcony laden down with the box. It is rectangle shaped, but has an odd peg and groove device at one end - as though it is meant to fit with another piece.

DALTON
I have your package.

A voice emerges from the shadows.

CONTINUED

11 CONTINUED: 11

SPIKE (O.C.)
Just put it on the table. Near the other gifts.

Dalton moves away as SPIKE ROLLS out of a dark corner of the factory. He's in a WHEELCHAIR, disabled from the accident at the church - deathly pale and scarred from burns.

SPIKE
Are you dead set on this, pet? Wouldn't you rather have your party in Vienna?

Now we REVEAL DRUSILLA, brimming with vitality, who pushes Spike into the main room of the factory for a PARTY. It is being decorated by two VAMPS. Creepy Drusilla style, natch. Two boxes similar in look but different sizes are on the table. Dalton adds his to the pile.

DRUSILLA
(pouty)
But - the invitations are sent.

Spike knows this is true - although he doesn't like it.

SPIKE
It's just, I've had it with this place. Nothing goes off the way it's supposed to-

DRUSILLA
-until my celebration. My gatherings are always perfect. Remember Spain? The bulls?

SPIKE
I remember, sweet. But Sunnydale is friggin' cursed for us. Angel and the Slayer see to that.

DRUSILLA
Shhhh. I have good games for everyone. You'll see.

She sees some flowers woven about two of the chairs. Stops, suddenly shaking.

DRUSILLA (cont'd)
These flowers are wrong. They're all wrong - I can't abide them!

CONTINTUED

11 CONTINUED: (2) 11

She screams with genuine horror and tears them off the chairs - then stops, as suddenly as she begun. Spike looks wearily at the two vamps.

SPIKE
Let's try something different with the flowers, then.

DRUSILLA
(suddenly excited)
Can I open one? Can I? Can I?

SPIKE
Just a peek, love. They're for the party.

She goes to the boxes.

POV FROM BOX

We see Dru open it, look inside with rapturous glee.

SPIKE (cont'd)
You like it, baby?

DRUSILLA
Oh, it reaks of death. This will be the best party ever.

SPIKE
Why's that?

DRUSILLA
Because it will be the last.

She SLAMS the box closed.

BLACK OUT.

END OF ACT ONE

ACT TWO

12 INT. BUFFY'S HOUSE - KITCHEN - DAY 12

It's morning and Joyce is clearing plates from the breakfast table while Buffy gets ready to leave for school. There is an open birthday card near Buffy's place.

JOYCE
Mall trip for your birthday on Saturday. Don't forget.

BUFFY
Space on a mom-sponsored shopping opportunity? Not likely.

JOYCE
So, does seventeen feel any different than sixteen?

BUFFY
Funny you should ask - I actually woke up feeling more mature, responsible and level-headed.

JOYCE
(suspicious)
Really? That's uncanny.

BUFFY
And yet, true. I now possess the qualities one looks for in a licensed driver.

JOYCE
Buffy-

BUFFY
You said we could talk about it again when I was seventeen.

JOYCE
You've been seventeen for forty-eight minutes.

BUFFY
And - ?

JOYCE
First of all - you promised you'd stay out of trouble in school.

CONTINUED

12 CONTINUED: 12

BUFFY
I try. You know I do. But Principal Snyder has it in for me-

JOYCE
I know. But... You behind the wheel. It worries me.

BUFFY
It worries all moms. It's biological imperative. But I'm going to drive sooner or later, so we might as well deal sooner - right?

Joyce turns to her - a plate in her hand. The same exact pose and expression she had in BUFFY'S DREAM.

JOYCE
Do you really think you're ready, Buffy?

CLOSE ON JOYCE'S HANDS

As the plate slips from her grasp - shatters on the floor.

ON BUFFY & JOYCE

Joyce reacts to breaking the plate.

JOYCE (cont'd)
Oh, damn it.

She stoops to pick up the pieces. Buffy just stands there, power-freaked by the dream deja-vu.

CLOSE ON JOYCE

JOYCE (cont'd)
Grab the broom, would you Buffy?

Nothing. Joyce looks up. Buffy's gone. The back door SLAMS. Joyce looks after her skittish daughter, baffled.

13 INT. MS. CALENDAR'S CLASSROOM - DAY 13

Calendar enters, loaded down with her bag, books, cup of coffee, etc. She sets some stuff down near a terminal. Turns the computer on-

GYPSY MAN (O.C.)
Jenny. Jenny Calendar...

13 CONTINUED 13

Calendar spins - sees THE OLD MAN we saw earlier outside the school. He's standing at her desk, reading her nameplate - speaks with a DISTINCT YUGOSLAVIAN ACCENT.

A beat as Jenny comprehends his presence in her classroom.

JENNY
You startled me.

GYPSY MAN
You look well. Comfortable.

Jenny becomes increasingly uncomfortable.

JENNY
Yes. I'm fine. I - I know I haven't written as much lately. I've been busy-

GYPSY MAN
I cannot imagine what is so important that you ignore your responsibility to your people.

JENNY
I've been working. And... distracted. I'm sorry.

GYPSY MAN
The elder woman has been reading signs. Something is different.

JENNY
Nothing's changed. The curse still holds. He's still tortured by all that he's done-

GYPSY MAN
No. The elder woman is never wrong. She says his pain is lessening. She feels it.

JENNY
There is...

GYPSY MAN
There is - what?

JENNY
(with difficutly)
A girl.

13 CONTINUED: (2) 13

The old man's eyes fill with fire. He cannot believe what he is hearing.

GYPSY MAN
What? How could you let this happen?

JENNY
I promise you. Angel still suffers. And he makes amends for his evil. He even saved my life-

GYPSY MAN
So you just forget? That he destroyed the most beloved daughter of your tribe? That he killed every man, woman and child who touched her life?
(then)
Vengeance demands that his pain be eternal, as ours is. If this - this girl - brings him even one minute of happiness. That is one minute too many.

JENNY
I'm sorry. I thought-

GYPSY MAN
What? That you are Jenny Calendar now? You are still Janna, of the Kalderash people. A gyspy.

JENNY
I know, Uncle. I know...

GYPSY MAN
Then prove it. Your time for watching is past. The girl and him - it ends now. No matter what you must do, take her from him.

JENNY
I - I will see to it.

GYPSY MAN
Good.

He moves off, exits. Leaving Calendar a total mess.

14 INT. SCHOOL HALLWAY - DAY 14

Cordy and HARMONY stroll to class. See XANDER and WILLOW hanging in the LOUNGE in the BG.

CORDELIA
(too casual)
Hello. I'm having, like, a totally random thought...
(then)
Xander Harris. Is it just me, or does his shirt almost match his pants?

Harmony looks. Shrugs.

HARMONY
Almost. Why do I care?

CORDELIA
Well. If you look at him a certain way - is he vaguely... cute?

THEIR POV

As XANDER does some spazzy dance for Willow's amusement.

RESUME

HARMONY
Oh yeah. I'm hot for spaz boy. Are you tripping, Cordelia?

A beat. Cordelia laughs a little too loud.

CORDELIA
You thought I was serious? Please. I was just testing you! Ha.
(sighs)
I'm hot for spaz boy. Good one.

15 INT. SCHOOL LOUNGE - DAY 15

Xander and Willow are at the snack machine.

WILLOW
So we're all set. I've got all the decorations. And I think Cordelia's bringing snacks and stuff-

XANDER
Yeah. She said she was. Which was thoughtful. Don't you think?
(more)

15 CONTINUED: 15

XANDER (cont'd)
(takes the leap)
Hey. Cordelia: not as horrible a person as we once thought? I mean, she's obviously trying to be helpful.

WILLOW
True.
(considers)
Maybe...

XANDER
But, you wouldn't ever, like, be able to be friends with her or something.

WILLOW
You mean, like hang out and take Cosmo tests together?

XANDER
I mean - actually elect to be in her presence.

WILLOW
I don't know. She's better - but she's still Cordelia.
(nods to the hall)
Just... look.

THEIR POV

CORDELIA and HARMONY are joined by a few other Cordettes. They all SQUEAL in greeting. Jump up and down.

ON WILLOW AND XANDER.

WILLOW (cont'd)
Example: what is the shrieking thing? They just saw each other yesterday... And now, watch - Cordelia's going to model her new outfit-

ON CORDELIA, ET AL

Sure enough - Cordelia spins around, showing off her mini-dress. More shrieks.

ON WILLOW AND XANDER

WILLOW (cont'd)
Note the reaction - like Cordelia invented clothes.
(more)

15 CONTINUED: (2) 15

WILLOW (cont'd)
(then)
They're not bad people, Xander. It's just - we are of two worlds.
(can't help herself)
And theirs is bad.

Xander lets this sinks in.

XANDER
Right. Of course you're right. What was I thinking?

Now OZ approaches. Willow immediately gets shy, happy.

OZ
Hey.

WILLOW
Hey. So - tonight?

OZ
I'm there. Feeling surprise-y.
(then)
Can I pick you up?

Xander's watching them, unsure what to make of all this.

WILLOW
Yeah. That would be... Here-

She writes it on her pad - tears it off and gives it to Oz.

OZ
(pleased)
I have your address.

WILLOW
You do.

OZ
Excellent.

He moves off. Xander looks at Willow - a little shocked.

XANDER
Is this a date?

WILLOW
(distracted)
Hmmm...?
(then)
Yeah. It's a date.

15 CONTINUED: (3) 15

XANDER
Shouldn't you meet him or something? Are you sure you should be giving some stranger your address?

WILLOW
He's not just some stranger, Xander. He's a friend. He took a bullet for me.

XANDER
So? I would've taken a bullet for you. Nobody offered me one.

Off Willow - enjoying Xander's discomfort.

16 INT. LIBRARY - DAY 16

Buffy and Giles are in mid-conversation. Very intense.

BUFFY
-and then my mom broke the plate. It was exactly like I saw it in my dream, Giles. Every gesture. Every word. Beyond creepy.

GILES
Yes. I'd imagine-

Now Willow and Xander enter the library. See Buffy.

XANDER
Hey! The woman of the hour.

WILLOW
It's happy birthday Buffy!

They move to her to give her a hug - but sense her mood.

WILLOW (cont'd)
Not - happy birthday Buffy?

GILES
It's just... A piece of the nightmare Buffy had the other night actually came to pass.

XANDER
Something happen to Angel?

16 CONTINUED: 16

BUFFY
He's fine. For now. But if part of what I had a dream about came true-

WILLOW
Then all of it may come true.

BUFFY
And Drusilla might be alive.
(then/to Giles)
In the dream, I couldn't stop her. She blind-sided me, Giles. Angel was dead before I knew what happened-

GILES
Even if she is alive, we can still protect Angel. Dreams are not prophecies, Buffy. You dreamt the Master had risen, but you stopped it from happening.

XANDER
You ground his bones to make your bread.

BUFFY
That's true, except for the bread part. I guess we're one step ahead. But Giles, I'd like to stay that way.

GILES
Absolutely. Let me read up on Drusilla, see if she has any particular patterns. Why don't you meet me here at 7:00? Map out a strategy.

BUFFY
Okay. What do I do till then?

GILES
Go to class... do your homework... Have supper...

BUFFY
Oh, right. Be <u>that</u> Buffy.

She grabs her book bag, heads out. The others watch her go.

XANDER
That is <u>not</u> a perky birthday puppy.

CONTINUED

16 CONTINUED: (2) 16

WILLOW
So much for our surprise party.

XANDER
Man. This slayer gig is 24/7. Can't even stop for a little pinata-bashing.

Bummed, Willow starts to get up, collect her things.

WILLOW
I bought little hats and everything. Oh well, I'll tell Cordelia-

GILES
No, you won't. We're having a party tonight.

XANDER
It looks like Mr. Caution Man talking, but the sound he makes is funny.

GILES
Buffy's surprise party is going to go exactly as we've planned.
(to Willow)
Except I won't be wearing the little hat.

XANDER
He has dignity.

WILLOW
But Buffy and Angel-

GILES
-May well be in danger. As they have been before, and, I imagine, will be again. One thing I have learned in my tenure here on the Hellmouth is that there is never a good time to relax. But Buffy is only turning 17 this once. She deserves a party.

XANDER
You're a great man of our time.

WILLOW
And anyway, Angel's coming . So she'll be able to protect him <u>and</u> have cake.

16 CONTINUED: (3) 16

GILES
Precisely.

17 INT. SCHOOL HALL OUTSIDE LIBRARY - NIGHT 17

Buffy arrives for her appointment with Giles, heads toward the door but IS STARTLED BY CALENDAR - who steps from the shadows.

JENNY
Buffy.

BUFFY
God. I didn't see you there.

JENNY
Sorry... Giles wanted me to tell you that there's been a change of plans. He wants to meet you someplace near his house. I guess he had to run home and get a book or something-

BUFFY
Yeah, 'cause heaven knows there aren't enough books in the library-

JENNY
He's - very thorough.

BUFFY
Which is not to bag. It's kinda manly in an obsessive/compulsive sorta way, don't you think?

JENNY
I have my car. I can drive, if you want...

BUFFY
Okay...

They move off.

18 INT./EXT. - CALENDAR'S CAR - NIGHT 18

Calendar drives, appears anxious. Buffy looks out the window.

BUFFY
So - where are we headed, anyway?

18 CONTINUED: 18

Calendar doesn't reply.

19 EXT. ALLEY BEHIND THE BRONZE - NIGHT 19

The car pulls into the dark alley. Slows.

20 INT. CALENDAR'S CAR - NIGHT 20

Buffy checks out their surroundings - confused.

BUFFY
We're going to the Bronze?

JENNY
I'm not sure. Giles gave me an address. I'm just following his directions-

Buffy sees something out the window. Grows alert.

BUFFY
Uh oh.

JENNY
What?

WHAT BUFFY SEES

21 EXT. LOADING DOCK - NIGHT 21

Where three suspicious-looking guys are checking around furtively as they MOVE ANOTHER RECTANGLE-SHAPED CAST IRON BOX from the loading dock to a waiting truck.

22 INT. CALENDAR'S CAR - NIGHT 22

BUFFY
this looks funky. Stop for a sec.

Calendar slows the car.

JENNY
Buffy - maybe you shouldn't-

BUFFY
Sorry. Sacred duty, yadda, yadda, yadda-

She opens the car door. Steps out. Calendar watches.

22 CONTINUED: 22

JENNY
(to herself)
What is this...?

Off Calendar's worried expression.

23 EXT. LOADING DOCK - NIGHT 23

Buffy sneaks toward the possible crooks. One turns - IT'S DALTON - in full Vamp face. Buffy recognizes him.

BUFFY
Every time I see you you're stealing something. You should talk to somebody about this klepto issue-

WHUMP! Buffy is attacked by a HULKING VAMP - she fights him off, but is distracted when she HEARS THE TRUCK START. She looks and sees that DALTON is now in the back of the truck with the box, struggling to close the cargo gate.

Buffy leaves the hulking vamp and LEAPS for the driver's side of the truck - gets the door open and STAKES the vamp behind the wheel before he can get the truck in gear.

Now Buffy moves to the back of the truck to intercept Dalton and the box. Dalton knows he's no match for her and RUNS OFF, leaving the BOX behind.

A beat as Buffy catches her breath. Then the HULKING VAMP is on her. FITE! (and if we can afford it) FITE! FITE!

24 INT. THE BRONZE - NIGHT 24

Giles, Willow, Oz, Xander, Cordelia and Angel all huddle in the dark. The Bronze is decorated for Buffy's birthday and the place is empty except for the gang. Angel looks anxiously at the clock on the wall.

ANGEL
Where is she?

They hear the sound of some kind of disturbance on the other side of the back wall of the Bronze.

WILLOW
Shhh! I think I hear her coming-

25 EXT. LOADING DOCK - CONTINUOUS - NIGHT 25

Buffy and the hulking vamp continue to battle. She knocks him back - but he's up again in an instant, BODY SLAMMING HER-

26 INT. THE BRONZE - CONTINUOUS - NIGHT 26

Another beat of quiet as everybody lies in wait. Until-

BUFFY AND THE HULKING VAMP come CRASHING THROUGH THE WINDOW BEHIND THE STAGE AT THE BRONZE! Glass flies everywhere.

They LAND ON THE STAGE, struggle briefly but BUFFY has the upper hand. She STAKES him. Dusto-rama.

A long, stunned beat. Everyone stares. Then Cordelia POPS from behind a couch.

CORDELIA
Surprise!

OZ
That pretty much sums it up.

ON BUFFY, ANGEL AND GILES

As they move together.

ANGEL
Buffy, are you okay?

GILES
Yes - what happened?

BUFFY
There were these vamps in the alley. And one of Dru's guys was-
(stops - notices)
What's going on?

GILES
(a bit lamely)
Surprise party.

CORDELIA
Yeah, happy birthday.

BUFFY
You guys did all this for me? You are so sweet!

ANGEL
You're sure you're okay?

CONTINUED

26 CONTINUED: 26

BUFFY
I'm fine.

ANGLE: OZ

is still staring at the spot where the vampire turned to dust. Willow approaches him.

WILLOW
Are you okay?

OZ
Yeah. Did everybody else see a guy turn into dust?

WILLOW
Uh, sort of...

XANDER
Yep. Vampires are real, lot of 'em live in Sunnydale, Willow'll fill you in.

WILLOW
I know it's hard to accept at first...

OZ
No, actually, it explains a lot.

MISS CALENDAR comes in the door with the IRON BOX that the vamps left. She's struggling under its weight.

JENNY
Can somebody give me a hand here?

Angel and Giles move to help her. They put the box down on a table.

JENNY (cont'd)
Those creeps left this behind.

BUFFY
What is it?

GILES
I have no idea. Can it be opened?

Buffy moves to the box, runs her hands under the lid.

BUFFY
It feels like it has some kind of release... There.

26 CONTINUED: (2) 26

Buffy slowly lifts the lid. Everyone peers into the box. A beat as their faces register shock and amazement.

ANGLE: IN THE BOX

is a powerful, heavily armored ARM.

Then the ARM shoots from the box - GRABS BUFFY BY THE NECK.

BLACK OUT.

END OF ACT TWO

ACT THREE

27 INT. THE BRONZE - NIGHT 27

That live human-looking arm? Very bad. Very much gripping Buffy's neck.

Angel grabs her, takes hold of the arm. Finally manages to pry the thing's fingers from Buffy's neck, one by one, and wrestle it back in the box. He slams the lid shut, locks it.

ANOTHER stunned beat of silence as Buffy gasps for breath. Then-

XANDER
Clearly - the Hellmouth's answer to "what do you get the Slayer who has everything?"

GILES
Good heavens, Buffy, are you alright?

Angel is helping Buffy to a chair. She sits.

BUFFY
Man. That thing has major grip-

WILLOW
What - what was that?

OZ
(matter of fact)
Looked like an arm.

Angel, troubled, gets up and moves to the box. Checks it over more carefully.

ANGEL
It can't be- She wouldn't...

XANDER
What? The vamp version of "snakes in a can?" Or do you care to share?

Buffy reads Angel's expression. Moves to him.

BUFFY
Angel?

CONTINUED

27 CONTINUED: 27

ANGEL
It's a legend. Way before my time. Of a demon brought forth to rid the earth of the plague of humanity. To separate the righteous from the wicked... And burn the righteous down. They called him the Judge.

This obviously registers with Giles.

GILES
The Judge... This is he?

ANGEL
Well, not all of him...

BUFFY
Uh, still needing backstory here...

GILES
He couldn't be killed.

He looks to Angel for confirmation, and continues as Angel nods:

GILES (cont'd)
An army was sent against him. Most of them died, but they were finally able to dismember him. But not kill him.

ANGEL
The pieces were scattered - buried in every corner of the earth.

XANDER
You think they left his heart in San Francisco?

Scattered glares.

OZ
(aside to Xander)
I had that thought too.

JENNY
So all these parts are being brought here.

BUFFY
By Drusilla. The vamps outside were Spike's men.

27 CONTINUED: (2) 27

ANGEL
She's just crazy enough to do it.

WILLOW
Do what? Reassemble the Judge?

ANGEL
And bring forth Armageddon.

CORDELIA
Is anyone else gonna have cake?

No takers. She moves to the cake.

GILES
We have to get this out of town.

JENNY
Angel.

BUFFY
What?

JENNY
You've got to do it. You're the only one who can protect this thing.

BUFFY
What about me?

JENNY
You're just gonna skip town for a few months?

BUFFY
Months?

ANGEL
She's right. I have to take this to the remotest region possible.

BUFFY
But that's not months.

ANGEL
I can catch a cargo ship to Asia, maybe trek to Nepal...

BUFFY
(to Angel)
You know - those wacky, newfangled flying machines are much safer than they used to be...

27 CONTINUED: (3) 27

ANGEL
I can't fly. There's no sure way to guard against the daylight.
(then)
I don't like this any more than you do, Buffy. But there's no other way.

BUFFY
When?

ANGEL
Tonight. As soon as possible.

BUFFY
(pathetic)
But - it's my birthday.

Calendar moves to Buffy - puts a hand on her shoulder.

JENNY
I'll drive you to the docks.

Buffy and Angel meet eyes. Buffy knows he has to go - but she's desparate for him not to.

Everyone stands silently amid the festive decorations. This was not the way it was supposed to happen.

28 INT. FACTORY - NIGHT

The vampire DALTON stands QUAKING with fear before Drusilla, who is seriously unhappy. Spike is in his chair nearby.

DRUSILLA
You lost it? You lost my present?

DALTON
I know... I'm sorry-

SPIKE
Bad turn, man. She can't have her fun without the box.

DALTON
The Slayer, she came out of nowhere. I - I didn't even see her-

Drusilla moves to DALTON - snakes one hand around his neck. With the other, she lifts Dalton's glasses from his face and drops them to the floor. Steps on them.

CONTINUED

28 CONTINUED: 28

DRUSILLA
(sweetly)
Make a wish.

DALTON
What?

She points HER RAZOR SHARP FINGER NAILS at his EYES. Pulls back, about to strike. Dalton cowers.

DRUSILLA
I'm going to blow out the candles-

SPIKE
(casually)
Dru, sweet. You might give him a chance to find your lost treasure. He's a wanker, but he's the only one we've got with half a brain. If he fails - you can eat his eyes out of the sockets for all I care.

Dru hesitates.

DALTON
I'll get it. Please. I swear-

Dru considers. Then slowly lowers her hand. She picks DATLON'S TWISTED, SHATTERED GLASSES off the floor - places them on his nose. Potemkin style.

DRUSILLA
(sweet again)
Hurry back, then.

Off Dalton. He doesn't like these reindeer games.

29 EXT. DOCKS - NIGHT 29

Angel, who holds the IRON BOX, and Buffy move furtively down the docks toward a large CARGO ship. They stop when they are still some distance away. Angel sets the box down.

ANGEL
I should go the rest of the way alone.

BUFFY
Okay...

Buffy tries to smile, be the brave little soldier. Can't.

CONTINUED

29 CONTINUED: 29

ANGEL
I'll be back.

Buffy nods - unconvinced.

ANGEL (cont'd)
I will.

BUFFY
When? Six months? A year? Who knows how long it will take. Or if we'll even-

ANGEL
If we'll even - what?

BUFFY
Just, if you haven't noticed, someone pretty much always wants us dead.

ANGEL
Don't say that. We'll be fine.

BUFFY
But we don't know.

ANGEL
We can't know, Buffy. Nobody can. That's just the deal.

A pained beat. Then-

ANGEL (cont'd)
I... have something for you. For your birthday. I was going to give it to you earlier, but...

He pulls a small box from his coat. Hands it to her.

CLOSE ON THE BOX

As Buffy opens it. Inside is a SILVER RING WITH TWO HANDS HOLDING A HEART ENGRAVED ON IT.

ON BUFFY

BUFFY
It's beautiful.

ANGEL
My people... Before I was changed, they exchanged this as a sign of devotion.
(more)

29 CONTINUED: (2) 29

ANGEL (cont'd)
(then)
It's a Claddagh ring. The hands represent friendship, the crown represents loyalty. The heart, well, you know... Wear it with the heart pointing toward you, it means you belong to somebody-

Buffy just looks at him. He lifts his own hand. He is wearing a ring like the one he gave her. Heart turned in.

ANGEL (cont'd)
Like this.

Buffy's trying hard not to lose it.

BUFFY
Angel-

ANGEL
Put it on.

She does. Heart pointing in. Looks at it. Then at him.

BUFFY
I don't want to do this.

ANGEL
Me either.

BUFFY
(small)
So - don't go.

They both know he has to. He takes her into his arms and they kiss. The potentially <u>last</u> kiss kind of kiss. Then-

ANGEL
Buffy... I-

BOOM!!

He never gets to finish because DALTON AND TWO OTHER VAMPIRES suddenly leap on them from a CARGO NET THAT HANGS ABOVE THEIR HEADS.

Vamp #1 takes on ANGEL, while #2 knocks BUFFY to the ground. Dalton makes a bee-line for the BOX.

BUFFY
(seeing Dalton)
Angel! The box!

29 CONTINUED: (3) 29

Angel beats vamp #1 off him - at least for the moment - and TACKLES DALTON. The box falls from Dalton's hands.

While Dalton and Angel struggle, Buffy is engaged with Vamp #2. They fight fiercely, but Vamp #2 manages to knock Buffy into a THICK WOOD PYLON. Buffy hits her head hard, is momentarily stunned. Vamp #2 then SIDEKICKS her legs out from under her, sending her sprawling OFF THE EDGE OF THE DOCK and INTO THE WATER.

Angel hears the SPLASH just as VAMP #1 grabs the IRON BOX. Angel turns to look for Buffy-

ANGEL
Buffy!?

She's gone. In the soup. Angel sees Vamp #1 making off with the box - but he has no choice. He drops Dalton and DIVES OFF THE DOCK TO BUFFY'S RESCUE. Dalton runs off.

30 EXT. WATER - CONTINUOUS - NIGHT 30

Angel fishes a dazed Buffy out of the water (we see this from the back at a good distance, if you know what I mean).

31 INT. LIBRARY - NIGHT 31

Giles, Willow and Xander are gathered - waiting for Buffy and Calendar to return. There are a number of books open on the table. Giles checks his watch.

GILES
They should be back by now...

WILLOW
Maybe Buffy needed a few minutes to pull herself together.
(then)
Poor Buffy. On her birthday and everything.

XANDER
It's sad. Granted. But let's look at the up-side for a moment. I mean, what kind of future could she have really had with him? Working two jobs. Denny's waitress by day, Slayer by night. Angel's always in front of the tube, with a big ole' blood belly...
(more)

31 CONTINUED: 31

XANDER (cont'd)
And he's dreaming of the glory days when Buffy still thought the whole creatures of the night routine was a big turn-on...

WILLOW
You've thought way too much about this-

XANDER
That's just the beginning. You want to hear the part where I fly into town in my private jet and take Buffy out for prime rib?

Xander does not see Buffy - who enters in a new outfit.

WILLOW
Xander-

XANDER
And she cries?

GILES
What happened?

BUFFY
Dru's guys ambushed us. They got the box.

GILES
Where's Jenny?

BUFFY
She took Angel to his apartment to get clothes. I had some here.

XANDER
And we were needing clothes because....

BUFFY
We got wet. Giles, what do we know?

GILES
The more I study the Judge, the less I like him. His touch can literally burn the humanity out of you. A true creature of evil can survive the process. No human ever has.

CONTINUED

31 CONTINUED: (2) 31

XANDER
So what's the problem? We send Cordy to fight this guy and we go for pizza.

BUFFY
Can he be stopped? Without an army?

GILES
(reads)
"No weapon forged can kill him." Not very encouraging. But if we can keep them from assembling him...

BUFFY
We need to find his weak spots. And we need to figure out where they'd be keeping him.

GILES
This could take time.

WILLOW
We better do a round robin. Xander, you go first.

BUFFY
Good call.

Xander moves to the phone.

GILES
Round robin?

WILLOW
Everybody calls everybody's mom and tells them they're at everybody else's house.

BUFFY
Thus freeing us up for world savage.

WILLOW
And all-night keggers.
(off looks)
What, only Xander gets to make dumb jokes?

ANGLE: XANDER

on the phone.

CONTINUED

31 CONTINUED: (3) 31

XANDER
Hey, mom. Listen, Willow and I are studying, I'm gonna stay over here... uh huh...

DISSOLVE TO:

32 INT. LIBRARY - NIGHT - LATER 32

The clock reads 2:00 am. Willow and Xander are at the table, looking through books and research material. Calendar is absorbed in work at the computer.

XANDER
(tired)
I think I read this already...

WILLOW
I can't get over how cool Oz was about all this.

XANDER
Gee, I'm over it.

WILLOW
You're just jealous cuz you didn't have a date for the party.

XANDER
No, I sure didn't...

Giles moves with Angel from the stacks to his office - stops.

WHAT HE SEES

BUFFY, asleep at his desk.

ON GILES

Who looks at her kindly, backs away.

GILES
It seems Buffy needed some rest.

ANGEL
Yeah. She hasn't been sleeping well. You know, tossing and turning-

Willow, Xander and Calendar look at him, suspicious.

ANGEL (cont'd)
She told me. Because of her dreams.

33 INT. GILES' OFFICE - CONTINUOUS - NIGHT 33

WE MOVE IN CLOSE ON BUFFY,

Who, indeed, sleeps fitfully.

34 INT. FACTORY - NIGHT - BUFFY'S DREAM 34

Buffy, dressed for a party in a SLEEK BLACK DRESS, moves through THE FACTORY, which especially dark and spooky. Black and tattered party decorations hang down from the ceiling. Buffy has to push them aside as she moves forward.

Ahead of her, a female figure darts among the streamers. Buffy follows her-

BUFFY
Hello? Who is that?

The figure turns. It's MS. CALENDAR, who promptly ducks back into the shadows. Buffy reacts, confused.

Now Buffy TURNS, sees ALL THE CAST IRON BOXES in a circle. She moves to them - reaches for one - but is stopped by DRUSILLA'S VOICE.

DRUSILLA (O.C.)
Now, now. Hands off my presents.

Buffy looks up. Drusilla, wearing the SAME DRESS that Buffy has on, stands with ANGEL IN HER GRIP, holding a GLEAMING KNIFE TO HIS THROAT. She starts to draw it across his neck.

CLOSE ON BUFFY

BUFFY
No!

Now Buffy looks around, horrified. Angel and Drusilla have suddenly vanished.

ANGEL (O.C.)
Buffy?

35 INT. GILES' OFFICE - CONTINUOUS - NIGHT 35

Buffy's EYES snap open. Angel is standing over her, gently shaking her shoulder.

BUFFY
No! Angel!-

CONTINUED

35 CONTINUED: 35

ANGEL
It's okay...

Buffy, not quite out of the dream world, moves into his arms, shaking and terrified.

ANGEL (cont'd)
I'm here. I'm right here.

CLOSE ON BUFFY

Wide-eyed and full of fear.

36 INT. FACTORY - NIGHT 36

CLOSE ON

Another pair of FEMALE EYES. Wide-eyed in a different way - with excitement.

WIDEN TO REVEAL

Drusilla, in the DRESS FROM BUFFY'S DREAM.

DRUSILLA
More music!

She clasps her hands with delight as we continue to widen, until we see HER PARTY IN FULL SWING. There are a number of VAMPS dressed to the nines - drinking, reveling. Spike rolls up to Drusilla - he has a SMALL, HEAD-SHAPED CAST IRON BOX in his hands.

SPIKE
Look what I have for you, ducks-

DRUSILLA
Ah! The best is saved for last.

Drusilla takes the box from Spike.

WE FOLLOW DRUSILLA

As she moves around a corner. We see for the first time that the rest of the IRON BOXES have all been assembled. They fit together perfectly - creating the form of a LARGE MAN.

Drusilla moves to a foot stool, PLACES THE LAST BOX. As soon as the box is attached - A SURGE OF ENERGY SURROUNDS THE BOXES. It continues for a moment, then abates. Now the boxes ALL OPEN AT ONCE, revealing THE JUDGE.

CONTINUED

36 CONTINUED: 36

He's enormous, dressed in black armor. His skin is sickly pale BLUE. There is something primordial about him - not quite fully formed. His eyes open - revealing SOLID BLACK. No iris. No light. He is horrible. Terrifying.

CLOSE ON

Drusilla - thrilled. She grabs Spike's hand.

DRUSILLA (cont'd)
He's perfect, my darling...
(darkly)
Just what I wanted.

BLACK OUT.

END OF ACT THREE

ACT FOUR

37 INT. FACTORY - NIGHT 37

CLOSE ON THE JUDGE

And he takes his first, LUMBERING steps out of the BOX. His aura is that of deadly indifference. He is a killing thing, not good or evil.

ON DRUSILLA AND SPIKE

Drusilla starts to move forward, but SPIKE holds her back.

SPIKE
I'd let our guest make the first move, precious.

Drusilla pauses. The JUDGE TURNS TO THEM.

THE JUDGE
You...

A beat. He takes another step. STARTS TO LIFT HIS HAND TO THEM. Spike immediately rolls forward - getting in his face. Well, sort of...

SPIKE
Ho! Ho! What's that, mate?

THE JUDGE
You two stink of humanity. You share affection. Jealousy...

SPIKE
Yeah, what of it? Do I have to remind you that we're the ones that brought you here?

THE JUDGE
I have no alliances.

SPIKE
Right then. You want to go back in the little boxes?

A long beat as the Judge considers this. Then-

THE JUDGE
You may live. You will help me serve my purpose.

CONTINUED

37 CONTINUED: (2) 37

DRUSILLA
Do it again! Do it again!

38 INT. LIBRARY - NIGHT 38

Buffy comes out of the office, Angel on her heels. She starts gathering her weapons, etc. Giles, Calendar, Willow and Xander react to her urgency.

GILES
Buffy? Are you alright?

ANGEL
She had another dream-

CONTINUED

38 CONTINUED: 38

BUFFY
I think I know where Drusilla and Spike are-

GILES
Very good. However, you need a plan. I know you're concerned, Buffy, but you can't just go off half-cocked-

BUFFY
We have a plan. Angel and I go to the factory to do recon. See how far they've gotten assembling the Judge. You guys fan out and check places the boxes may be coming into town. Ship yards, the airport... We have to stop them from getting all the boxes in one place- *

GILES
(nonplussed)
Yes, well... That's quite a good plan, actually.

BUFFY
This thing is nasty and it's real, Giles. We don't have time to wait for it to come get us.

She heads out the door. Angel follows her. A beat while everyone reacts to General Buffy.

39 INT. FACTORY - NIGHT 39

Buffy and Angel steal in through a dark doorway on the balcony. They keep out of sight, talk quietly.

BUFFY
Angel. Maybe I should go in alone. I mean, if my dreams are so true-

ANGEL
(firmly)
I'm not letting you go by yourself.

Buffy knows she can't fight him on this.

BUFFY
Okay - what do we do if the Judge is already put together?

39 CONTINUED: 39

ANGEL
I'll deal with it. You keep your distance.

Buffy looks at him. Blinks.

BUFFY
We're going to have to get over this virtuous thing or we're dead meat.

ANGEL
(she's right)
If he's assembled, we retreat. Together. Get the others and make a battle plan.

BUFFY
Deal.

They creep along the UPPER DECK AREA of the factory. Peer over the edge.

WHAT THEY SEE

The PARTY CONTINUES BELOW, more macabre than ever. Spike, Drusilla and the Judge aren't in sight.

ON BUFFY AND ANGEL

BUFFY (cont'd)
(whispering)
I saw this. The party...

Angel nods - then grows alarmed, seeing something downstairs. Buffy follows his gaze to-

THE JUDGE -

Who strides across the room with Spike and Drusilla. He seems to SENSE something. Stops.

DRUSILLA
What? What is it?

The Judge doesn't reply. Just starts scanning the room. Then looks UP.

ON ANGEL AND BUFFY

Angel grabs Buffy - speaks in an urgent, hushed tone.

ANGEL
We have to get out of here-

CONTINUED

39 CONTINUED: (2) 39

They move quickly toward the WINDOW THEY CAME IN, but find TWO VAMP MINIONS have come up the back way. Another TWO BLOCK the only other escape route.

Off BUFFY AND ANGEL, caught.

40 INT. FACTORY - MOMENTS LATER - NIGHT 40

Buffy and Angel are BROUGHT BEFORE THE JUDGE by the minions. Spike and Dru are digging it, big time.

SPIKE
Well, well. Look what we have here - crashers.

BUFFY
I'm sure our invitations just got lost in the mail-

Drusilla moves to Buffy - examining her closely. Runs a finger along her cheek. Buffy holds her ground, defiant.

DRUSILLA
It's delicious. I only dreamed you'd come.

Angel tries to shake off the minions restraining him.

ANGEL
Leave her alone-

SPIKE
(to Angel/wry)
Yeah, that'll work. Now say pretty please-

Now the JUDGE STEPS FORWARD. Sets his sights on BUFFY.

THE JUDGE
The girl.

DRUSILLA
Chilling, isn't it? She's so full of good intention.

The Judge starts to MOVE TOWARD HER. But ANGEL BREAKS FREE from his captives - moves in front of her.

ANGEL
Take me. Take me instead of her.

40 CONTINUED: 40

The JUDGE is almost on top of him. Angel starts to shake - just like Dalton did.

SPIKE
You're not clear on the concept, pal. There is no "instead". Just first and second-

DRUSILLA
And if you go first - you don't get to watch the slayer die.

She motions to the minions, who move in on ANGEL again, drag him away from the Judge.

Now THE JUDGE MOVES TO BUFFY, who struggles against the vamps holding her. She manages to KICK the Judge.

ANGEL
No, Buffy - don't touch him!

Sure enough - Buffy starts to TREMBLE UNCONTROLLABLY.

CLOSE ON ANGEL

Who sees THE CLUSTER OF TELEVISIONS HANGING OVER THE JUDGE and the CHAIN THAT HOLDS IT UP.

ON BUFFY

Getting weaker. She's moments away from the brun.

ON ANGEL

Who SUMMONS ALL HIS STRENGTH, knocks the vampires off him and dives for the chain that holds the televisions.

Before the vamps can get to him, he YANKS THE CHAIN FROM THE GROUND-

ON THE JUDGE

As he reacts to the GROANING LOAD ABOVE HIS HEAD. He manages to JUMP CLEAR as the thing FALLS, and CRASHES THROUGH THE FLOOR! The hole it opens reveals A SEWER TUNNEL that runs under the FACTORY FLOOR.

Buffy takes advantage of the confusion that follows this spectacle, breaks free from the vamps and runs to ANGEL.

BUFFY
This way-

CONTINUED

40 CONTINUED: (2) 40

She moves to HOLE in the floor and they LEAP IN. Drusilla sees them, calls to her minions-

DRUSILLA
Stop them!

41 INT. SEWER TUNNEL - NIGHT 41

Angel and Buffy run down a tunnel with a pair of minions not far behind. It's RAINING, so the tunnels are especially DAMP and hard to negotiate.

They turn a corner, duck into a dark alcove. The MINIONS RUN PAST - not seeing them in their hiding place.

42 EXT. STREET NEAR ANGEL'S APARTMENT - NIGHT 42

The rain continues as Buffy and Angel cautiously emerge from the sewers.

BUFFY
I think we lost them-

Angel looks at Buffy - shaky, exhausted, soaking wet again. Her shirt is ripped in the back and she has a bloody cut.

ANGEL
Come on. You need to get inside.

She nods. He leads her off.

43 EXT. SHIP YARD - NIGHT 43

Giles and Calendar return from A SHIPPING OFFICE, get in his car. *

JENNY
Well that was a big zero. No box, no vamps.

A44 INT. GILES' CAR - CONTINUOUS - NIGHT A44 *

GILES
Perhaps you ought to go home and get some sleep. I'll continue from here.

JENNY
Like I could sleep, Giles.

CONTINUED

A44 CONTINUED: A44

GILES
Yes, I feel rather restless myself. Buffy and Angel can handle themselves, of course, but...

JENNY
I know. I'm worried too.

Giles nods. Calendar takes his hand, tries on a smile to cover her mounting guilt. *

44 INT. ANGEL'S APARTMENT - NIGHT 44

Buffy and Angel enter his apartment. He turns on a few lights.

ANGEL
You're shaking like a leaf.

BUFFY
Cold.

ANGEL
Let me get you something.

He goes to his wardrobe. She moves about a little aimlessly, the way a person does on somebody else's turf. He comes back with a SHIRT and some SWEATS, leads her to bed.

ANGEL (cont'd)
Put these on and get under the covers. Just warm up.

She nods, waits. He gets it - turns his back to her.

ANGEL (cont'd)
Sorry.

Buffy starts to take off her shirt - winces with pain.

ANGEL (cont'd)
What?

BUFFY
I - I got cut or something on my back.

ANGEL
Can I... Let me see.

BUFFY
Okay.

44 CONTINUED 44

He turns back. Buffy's holding her unbuttoned shirt around her. Angel moves to the bed. Sits on the edge, gently moves her shirt off her shoulder so he can see her injury. He touches her back - looks at the wound, which is small.

ANGEL
It's already closed. You're fine.

A beat. She's still turned away from him. They are both obviously affected by being this close. This vulnerable. She leans back into him. His arms go around her. He breathes her in...

BUFFY
You almost went away today-

ANGEL
We both did.

He holds her tighter. For an intoxicating beat.

BUFFY
Angel. I feel like - If I lost you...
(then)
But you're right. We can't be sure.
About anything-

ANGEL
Shhhhh. I-

She turns. They are face to face.

BUFFY
You - what?

A long moment. Angel finally says exactly what's been on his mind for some time.

ANGEL
I love you.
(pained)
I try not to, but I can't stop-

BUFFY
Me too. I can't either.

They kiss. A kiss that is the beginning of something much bigger and they both know it. Angel stops - pulls away.

ANGEL
Buffy. Maybe we shouldn't-

44 CONTINUED: (2) 44

BUFFY
Don't. Just... kiss me.

And he does. They do. Tenderly - full of emotion. They lie gently back on the bed and OUT OF FRAME.

DISSOLVE TO:

45 INT. ANGEL'S APARTMENT - NIGHT 45

A CRASH OF LIGHTENING wakes ANGEL. Buffy is sleeping next to him, the covers pulled up around her naked shoulders.

Angel sits on the side of the bed - holds his head in his hands, clearly in terrible pain. He coughs, looks anxiously to Buffy, afraid of waking her.

46 EXT. STREET NEAR ANGEL'S APARTMENT - NIGHT 46

It's still raining as Angel, dressed now, moves into the street. He holds his coat close to him, staggers a few feet, then falls to his knees.

CLOSE ON ANGEL

ANGEL
Buffy...

He looks to the sky, racked with pain, desperate-

BLACK OUT.

END PART ONE