

Episode 5V1

BUFFY THE VAMPIRE SLAYER

"Phases"

Written By

Rob DesHotel
&
Dean Batali

Directed By

Bruce Seth Green

SHOOTING SCRIPT

December 15, 1997 (WHITE)

BUFFY THE VAMPIRE SLAYER

"Phases"

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

OZ.....*Seth Green
LARRY.....
GIB CAIN.....
MISS LITTO.....
THERESA.....
NEWS ANNOUNCER.....

THE BAND.....*Lotion

BUFFY THE VAMPIRE SLAYER "Phases" (WHITE) 12/15/97

BUFFY THE VAMPIRE SLAYER

"Phases"

SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL

HALL

LOUNGE

LIBRARY

GYMNASIUM

LOCKER ROOM

CORDELIA'S CAR

THE BRONZE

UPPER LEVEL

*BACKSTAGE

OZ'S HOUSE

ANOTHER PART OF HOUSE

FUNERAL PARLOR VIEWING ROOM

CAIN'S VAN

EXTERIORS

SUNNYDALE HIGH SCHOOL

SCHOOL PARKING LOT

COURTYARD

*SUNNYDALE (STOCK)

THE BRONZE

MAKEOUT PARK

SUNNYDALE STREET

SUNNYDALE WOODS

BUFFY THE VAMPIRE SLAYER

"Phases"

TEASER

1 EXT. SUNNYDALE HIGH - MORNING (STOCK) 1

The start of another school day. STUDENTS head inside with ambitious hopes about what the day will bring them.

CUT TO:

2 INT. HALLWAY/INT. LOUNGE - MORNING 2

WILLOW comes inside and sees OZ studying something in the trophy case. She goes over to him. He looks up; smiles.

WILLOW

Hi.

OZ

That's what I was going to say.

WILLOW

Whatcha looking at?

OZ

This cheerleader trophy. It's like its eyes follow you wherever you go.

He LEANS to one side, then the other.

OZ (cont'd)

I like it.

He and Willow walk together.

WILLOW

So, did you like the movie last night?

OZ

I don't know. Today's movies are kind of like popcorn. You forget about them as soon as they're done. I do remember I like the popcorn, though.

WILLOW

Yeah, it was good. And I had a really fun time at the rest. I mean, the part with you.

CONTINUED

2 CONTINUED:

2

OZ
That's great, because my time was
also of the good.

WILLOW
Mine, too.

Willow waits expectantly, hoping for a kiss.

WILLOW (cont'd)
Well, then...

Oz stands there. Then stands there some more. It's
beginning to get awkward. Willow sees an escape.

WILLOW (cont'd)
Oh, there. I have... my friend. So
I will go to her.

OZ
I'll see you, then. Later.

Willow joins BUFFY in the lounge as LARRY and some LARRYETTES
come over to Oz. Larry stares leeringly off at the girls.

LARRY
Man, Oz, I would love to get me some
of that Buffy and Willow action, if
you know what I mean.

OZ
Good job, Larry. You've really
mastered the single entendre.

A GIRL (could be Theresa) walks by. Larry 'accidentally'
KNOCKS the books out of her hands.

LARRY
Oops.

The girl BENDS OVER to pick up her books. Larry and the
Larryettes enjoy the view.

LARRY (cont'd)
Thank you, Thighmaster!

The Larryettes LAUGH BRAINLESSLY.

LARRY (cont'd)
So, Oz, an, what's up with that?
Dating a Junior? Let me guess - that
innocent school-girl thing is just an
act, right?

CONTINUED

2 CONTINUED: (2)

2

OZ

Yeah, she's actually an evil
Mastermind. It's fun.

LARRY

She's gotta be putting out, or what's
the point? What are you gonna do,
talk? Come on, fess up - how far
have you got?

A3 EXT. SCHOOL - DAY

A3

*

ANGLE: BUFFY AND WILLOW

sitting at a table.

WILLOW

Nowhere! I mean, he said he was
gonna wait till I was ready, but...
I'm ready! Honest. I'm good to go
here.

BUFFY

I think it's nice he's not just being
an animal.

WILLOW

It is nice. He's great. We have a
lot of fun. But I want some
smootchies.

BUFFY

Have you dropped any hints?

WILLOW

I've dropped anvils.

BUFFY

He'll come around. What guy could
resist your wily, Willow charms?

WILLOW

At last count? All of them. Maybe
more.

BUFFY

Well, none of them know a thing.
They all get an 'F' in Willow.

WILLOW

But I want Oz to get an 'A.' And,
ooh, one of those gold stars.

CONTINUED

A3 CONTINUED:

A3

 BUFFY
He will.

CONTINUED

A3 CONTINUED: (2)

A3

WILLOW

Well he better hurry. I don't want to be the only girl in school without a real boyfriend.

Buffy looks down, thinking of Angel.

WILLOW (cont'd)

Oh, I'm such an idiot, I'm sorry. I shouldn't even be talking about... do you want me to go away?

BUFFY

I wish you wouldn't.

Willow cautiously tests the waters.

WILLOW

How are you holding up, anyway?

BUFFY

I'm holding.

(looks at watch)

I was going on close to two minutes there without thinking of Angel.

WILLOW

(encouraging)

Well, there you go!

BUFFY

But I'd be holding better if you and Xander and I could do that 'sharing our misery' thing tonight.

WILLOW

Great! I'll call Xander, ask him to join us. What's his number? Oh, yeah: '1-800-I'm-Dating-A-Skanky-Ho.'

BUFFY

Me-ow!

WILLOW

Really? Thanks! I've never gotten a 'me-ow' before.

BUFFY

Well deserved.

CONTINUED

A3 CONTINUED: (3)

A3

WILLOW

Darn tootin'! I'm just saying,
Xander and Cordelia? What does he
see in her, anyway?

CUT TO:

3 INT. CORDELIA'S CAR/EXT. MAKEOUT PARK - NIGHT

3

XANDER and CORDELIA are in Cordelia's car, in the middle of
a very serious make-out session. Suddenly, Xander pulls away.

XANDER

But what could she possibly see in
him?

WILLOW

(exasperated)

Excuse me, we did not come here to
talk about Willow. We came here to
do things I can never tell my father
about because he still thinks I'm a
good girl.

XANDER

I just don't trust Oz with her. He's
a senior, he's attractive. Okay, not
to me, but... Oh, and he's in a
band. We all know what element that
kind attracts.

CORDELIA

(offended)

I've dated lots of guys in bands.

XANDER

(point proven)

Thank you!

CORDELIA

Do you even want to be here?

XANDER

I'm not running away.

CORDELIA

Because when you're not babbling
about poor, defenseless Willow,
you're raving about the all-powerful
Buffy.

CONTINUED

3 CONTINUED: 3

XANDER
I do not babble. I occasionally run-
on. And every now and then I yammer--

CORDELIA
(gently)
Xander, look around. We're in my
car. Just the two of us. There's a
big, full moon. It doesn't get any
more romantic than this.
(then)
So shut up!

She angrily GRABS him and they go back to kissing.

A4 EXT. SUNNYDALE - NIGHT (STOCK) A4 *

ANGLE: THE MOON

ROUND and BRIGHT in the sky.

TILT DOWN, into the darkness.

B4 EXT. MAKEOUT PARK - NIGHT B4 *

A BEASTLY FACE, half-human, half-animal, stares out from the
bushes. It GROWLS softly.

BLACK OUT.

END OF TEASER

ACT ONE

4 INT. CORDELIA'S CAR/EXT. MAKEOUT PARK - NIGHT

4

Xander and Cordelia are still doing their thing. Xander hears a noise; breaks the kiss.

XANDER
Did you hear that?

CORDELIA
(evenly)
What is it now?

XANDER
I thought I heard something.

CORDELIA
Oh, is Willow sending some sort of
distress signal that only you can
hear?

He looks out the window into the darkness. Nothing.

XANDER
Hunh...

They lean in towards each other again. He JOLTS back.

XANDER (cont'd)
Okay, now I know I heard something.

CORDELIA
(moving away)
That's it! Your mind has been not
here all night. How about I just
drop you off at--

A LARGE PAW RIPS THROUGH the convertible top of the car and
SWIPES between them.

The two of them SCREAM and pin themselves against the doors.

A HAIRY, SNOURED FACE peers through the rip. It's a WEREWOLF.

XANDER
Get us out of here!

Cordelia reaches for the ignition.

CORDELIA
Where're the keys!

CONTINUED

4 CONTINUED:

4

Cordelia frantically feels around on the floor as the werewolf SLASHES at the roof. Xander fights it off, KICKING at it with his feet.

XANDER

We should be moving! Let's go!

Cordelia finds the keys--

CORDELIA

Got 'em!

--STARTS the car, and THROWS it into gear.

The werewolf CLINGS to the top as the car BACKS UP. The car stops and LURCHES forward, THROWING the werewolf off.

Cordelia and Xander SPEED AWAY into the night.

XANDER (O.C.)

Told you I heard something.

CUT TO:

5 EXT. SCHOOL PARKING LOT - DAY

5

Buffy, Willow, and Oz surround Cordelia's car, looking at the shredded convertible top as Xander and Cordelia fill them in.

BUFFY

And you're sure it was a werewolf?

XANDER

Let's see: six feet tall, claws, big ol' snout right in the middle of a face like a wolf. Yeah, I'm sticking with my first guess.

OZ

Seems wise.

XANDER

Oh, and there was that little thing where it tried to bite us.

Cordelia buries her head in Xander's shoulder.

CORDELIA

It was so awful.

XANDER

I know...

CONTINUED

5 CONTINUED:

5

CORDELIA
I just had this car detailed.

GILES comes over, carrying a newspaper.

BUFFY
What's the word on the street?

GILES
(shows headline)
Seems there were a number of other
attacks by a 'wild dog' around town.
Several animal carcasses were found
mutilated.

WILLOW
Ohh... you mean bunnies and stuff?
(then)
No, don't tell me.

OZ
(to Willow)
Don't worry. They may not look it,
but bunnies can really take care of
themselves.

WILLOW
Yeah.

GILES
Fortunately, no people were injured.

BUFFY
That falls into the 'that's a switch'
column.

GILES
For now. But my guess is this
werewolf will be back at next month's
full moon.

WILLOW
What about tonight's full moon?

GILES
Pardon?

WILLOW
Last night was the night before the
full moon. Traditionally known as...
the night before the full moon.

CONTINUED

5 CONTINUED: (2)

5

GILES

Meaning the accepted legend that
werewolves only prowl during the full
moon might be erroneous.

CORDELIA

Or it could be a crock.

XANDER

Unless our werewolf is still using
last year's almanac.

BUFFY

Looks like Giles has some schoolin'
to do.

GILES

I must admit, I'm intrigued. A
werewolf? It's one of the classics.
I'm sure my books and I are in for a
fascinating afternoon.

They watch as Giles goes off.

BUFFY

He needs to get a pet.

PRELAP:

MISS LITTO (V.O.)

Sunnydale is becoming more dangerous
all the time. And a full moon like
tonight tends to bring out the
crazies.

CUT TO:

6 INT. GYMNASIUM - DAY

6

MISS LITTO (a formidable-looking woman) speaks to STUDENTS
who stand on MATS. A number of the students have BODY PADS,
GLOVES, etc.

MISS LITTO

But with some simple basics of self-
defense, each of you can learn how to
protect yourself...

She CONTINUES TO TALK as we:

CONTINUED

ANGLE: BUFFY, WILLOW AND OZ

BUFFY
Here's a suggestion: move away from
the Hellmouth.

Oz REACHES for the collar on the back of Willow's shirt and
fixes something. Willow turns to him.

OZ
(explaining)
Tag.

Xander, who is with Cordelia, SEES this.

XANDER
Would you look at that? He's all
over her!
(whispers over)
Hey, buddy, you're in a public forum
here!

CORDELIA
(to Xander)
I think you splashed a little too
much 'Obsession for Dorks.'

MISS LITTO
...Okay, everyone get into your
assigned groups.

The students separate into GROUPS. Larry removes his jacket
to reveal a large BANDAGE on his arm.

XANDER
What happened to you?

LARRY
Ah, last week some huge dog jumped
out of the bushes and bit me. Thirty-
nine stitches. They ought to shoot
those strays.

OZ
I been there, man.

He holds up a finger.

CONTINUED

6 CONTINUED: (2)

6

OZ (cont'd)
My cousin Jordy. Just got his grown-up teeth in. Does not like to be tickled.

WILLOW
(leaning in)
Looks like it healed already.

OZ
The emotional scar is still there.

Larry approaches THERESA, a small, timid-looking girl (who we may or may not have already seen in the teaser).

LARRY
Theresa, be still my shorts. We're in the same group.
(smiling cruelly)
I may have to attack you.

THERESA
(anxious)
No, I think, actually, in our group, they're a few of us--

Buffy STEPS BETWEEN Larry and Theresa.

BUFFY
(to Larry)
Yeah. And I'm one of the few.

Theresa backs away to safety as Willow pulls Buffy aside.

WILLOW
Don't forget, you're supposed to be a meek little girlie-girl like the rest of us.

BUFFY
Spoil my fun.

Willow JOINS Xander and Cordelia in their group. Xander is pulling a large PADDED HELMET over his head.

XANDER
Be gentle with me.

CORDELIA
(to Willow)
You first. I wouldn't want to be accused of taking your place in line.

CONTINUED

WILLOW

Oh, I think you pushed your way to the front long before this.

CORDELIA

Hey, I can't help it if I get the spotlight just because some people blend into the background.

WILLOW

Well, maybe some people could see better if you weren't standing on the auction block, shaking your wares.

CORDELIA

Sorry, we haven't all perfected that phony 'girl next door' bit.

WILLOW

You could be the girl next door, too. If Xander lived next to a brothel!

They BORE INTO EACH OTHER, breathing heavily. Xander, completely suited up, calls out to them.

XANDER

(innocently)

Okay, who wants a piece of me?

Cordelia and Willow look at one another.

SMASH CUT TO:

BAM!

Xander reels from a PUNCH thrown by Cordelia.

OOF!

He buckles over from a KICK, administered by Willow.

The girls WORK TOGETHER, eventually taking Xander to the ground. He looks up at them, confused and pleading:

XANDER

Why...?

ANGLE: MISS LITTO.

MISS LITTO

Okay, everyone, listen up. I want to show you what to do should you be attacked from behind.

CONTINUED

Larry puts his arms around Buffy from behind. The students watch as Miss Litto explains the procedure.

MISS LITTO (cont'd)
In this situation, bend forward,
using your back and shoulders to flip
your assailant over and to the ground.

Buffy 'tries' to flip him.

BUFFY
Unh! Mnh!

LARRY
You're turning on me, Summers.

Larry reaches down and GRABS A HANDFUL of Buffy's butt. No more girlie-girl. In the blink of an eye, Buffy GRABS hold of Larry, LIFTS him, and SLAMS him into the mat. Oz looks down at Larry:

OZ
That works, too.

CUT TO:

7 INT. LIBRARY - LATER THAT DAY

7

Giles uses a GLOBE OF THE EARTH, a MODEL OF THE MOON and a LAMP as he explains things to Buffy, Willow, and Xander.

GILES
...and while there is no scientific
explanation for lunar effect on the
human psyche, the phases of the moon
do exert a great deal of
psychological influence. And a full
moon tends to bring out our darkest
qualities.

XANDER
Yet, ironically, also led to the
invention of the moon pie.

Buffy and Willow shoot Xander a look, then look back to Giles.

CONTINUED

7 CONTINUED:

7

GILES
(chuckling to himself)
Moon pie...

Willow and Buffy stare at Giles. He composes himself.

GILES (cont'd)
You see, a werewolf is such a potent,
extreme representation of our inborn,
animalistic traits that it emerges
for three consecutive nights -- the
full moon, and the two nights
surrounding it.

WILLOW
Quite the party animal.

GILES
Quite. It acts on pure instinct,
without conscience, predatory and
aggressive--

BUFFY
In other words, your typical male.

XANDER
On behalf of my gender: hey!

GILES
Let's not jump to conclusions--

BUFFY
I didn't jump. I took a tiny step.
And there conclusions were.

GILES
The point is, our wolfman could also
be a wolf-woman. Or anyone who's
been bitten by a werewolf.

XANDER
(looks at watch)
And whoever it is will be changing at
any moment.

WILLOW
'Cause it'll be night soon.

She reaches over and SPINS THE GLOBE half a turn (as a visual
representation of the earth's rotation, which spins away from
the sun into darkness, hence the night).

CONTINUED

7 CONTINUED: (2)

7

XANDER

So, then. I'm guessing your standard-issue silver bullets are in order here.

GILES

No. No bullets. No matter who this werewolf is, it's still a human being. Who might be completely unaware of his, or her, condition.

BUFFY

So tonight we bring 'em back alive.

DISSOLVE TO:

8 EXT. MAKEOUT PARK - NIGHT

8

Parked CARS. With KIDS in them. Doing the things kids do in parked cars. The FULL MOON illuminates it all.

Buffy and Giles (who carries a bag of hunting supplies) MEET UP between two cars.

GILES

Anything yet?

BUFFY

Yes. And you won't believe it! Lisa Hamm is over there making out with Tim Bushway! But he's dating Mandy Donaldson. If she ever finds out--

(off Giles' look)

Nothing. Not a werewolf in sight. You?

GILES

The same. I thought we might knock on a few windows, ask if anyone has seen anything.

BUFFY

(how old are you?)

Giles? No one's seen anything.

GILES

Yes. Of course not.

They split up again.

Buffy searches near the edge of the park. She hears a NOISE in the bushes and TURNS. SOMETHING catches her eye.

CONTINUED

8 CONTINUED:

8

She LUNGES into the darkness.

And is promptly LIFTED into the air by a NET that has been laid as a trap.

A ROUGH-LOOKING GUY emerges from the shadows. He wears dark clothing and boots. A number of SHARP TEETH hang from a string around his neck.

This is The Hunter: GIB CAIN.

He aims a RIFLE at the thing that FLAILS ABOUT overhead.

CAIN

Gotcha!

BLACK OUT.

END OF ACT ONE

ACT TWO

9 EXT. MAKEOUT PARK - NIGHT (AN INSTANT LATER) 9

Cain has his rifle trained on his catch. Buffy SCREAMS out:

BUFFY
Giles...!

Cain lowers his rifle, confused. He POKES at what he's caught with the tip of the rifle.

BUFFY (cont'd)
Ow!

Giles comes running over.

GILES
Hey!

Cain turns his gun towards Giles, who STOPS and throws his hands in the air.

GILES (cont'd)
Whoa, now...

CAIN
The hands are good right about there...

GILES
Who are you? What are you doing?

CAIN
The name's Cain. I'm the one with the gun. Which means I'm the one who gets to do the interviewing.

BUFFY
You know, before we get all chummy, could we do something about this 'me being in a net' thing?

Cain looks up at Buffy, takes a knife from his belt and SLICES through a rope...

...which DROPS the net -- and Buffy -- to the ground. Giles helps Buffy UNTANGLE herself.

GILES
Are you all right?

CONTINUED

9 CONTINUED:

9

BUFFY

I could have done without the poking.

Cain looks at Buffy, then at Giles.

CAIN

I got to say, I'm impressed.

GILES

Excuse me?

CAIN

(off Buffy)

It's good to get the fruit while it's fresh.

Giles stares at him.

GILES

You'd be wise to take that back.

CAIN

Hey, what a man and a girl are doing in Lovers' Lane at night is nobody's--

Giles makes a move towards Cain.

Buffy stops Giles, moving in front of him.

BUFFY

It's not what you think, repulsive brain.

(off Cain's look)

We're hunting a werewolf.

A beat. Cain breaks into raucous LAUGHTER.

BUFFY (cont'd)

Sure, it's funny if you don't believe in werewolves...

CAIN

No, it's funny thinking about you two catching one!

(re: Giles)

This guy looks like he's auditioning to be a librarian. And you, well, you're a girl.

GILES

I assure you, she's more than capable.

CONTINUED

9 CONTINUED: (2)

9

CAIN

Uh-huh.

(to Buffy)

Let me ask you something, sweetheart.
Exactly how many of these animals
have you taken out?

BUFFY

(hedging)

As of today?

Cain shows the collection of TEETH on his necklace.

CAIN

I tore a tooth from the mouth of
every werewolf that I killed. This
next one will bring the total to an
even dozen.

Buffy looks at Giles, then back at Cain.

BUFFY

You're just going to kill it?

CAIN

Well, see, that's the thing. Their
pelts fetch a pretty penny in Sri
Lanka, and it's a little hard to skin
'em when they're alive.

GILES

(incredulous)

You're hunting werewolves for sport.

CAIN

Oh, no. I'm in it purely for the
money.

BUFFY

And it doesn't bother you just a
smidge that werewolves are people 28
days out of the month?

CAIN

You know, it does bother me. Quite
a bit.

(grinning)

That's why I only hunt them the other
three.

Cain smiles and starts to pack up his gear.

CONTINUED

CAIN (cont'd)
I'd really love to stay and chat, but
I'm on a tight schedule. Any idea
where else the boys and girls like to
get together in this town?

BUFFY
You looking for a party?

CAIN
No, but the werewolf is. They're
suckers for that whole 'sexual heat'
thing. Sense it miles away. But
since the little doggie ain't here,
it must have found another place.

BUFFY
(covering)
Wish we could help you, but--

CAIN
You don't know squat? Gee, what a
surprise.

He goes off. Buffy grabs the bag of hunting supplies out of
Giles' hand and starts away. Giles moves with her.

GILES
Where are we going?

BUFFY
I think I know where to look. We
just have to make it there before
Mein Furrier.

CUT TO:

10 EXT. SUNNYDALE - NIGHT (A LITTLE LATER) 10

Theresa walks along, her bookbag on her back. She clearly
doesn't like being alone. She nervously GLANCES AROUND,
bunches up her coat, and MOVES ALONG briskly.

A NOISE startles her. She stops, looks back.

POV: SOMETHING IS WATCHING HER

from a hidden place behind some bushes.

Theresa TURNS and starts walking QUICKLY away.

CONTINUED

10 CONTINUED:

10

POV: MOVES OUT FROM BEHIND THE BUSHES

and follows after her, GROWLING.

Theresa HEARS the growl and PICKS UP THE PACE. She glances over her shoulder, then starts to RUN.

POV: RUNS AFTER HER.

Theresa is on the run. She LOOKS BEHIND her again, frightened, then turns back:

THERESA

Ah!!!

ANGEL stands there (in regular-guy mode). He SMILES.

ANGEL

Everything okay?

THERESA

I-- thought I heard something.
Behind me.

Angel scopes out the area. Whatever was there is gone.

ANGEL

No one there.

THERESA

Oh... I guess not. I could have
sworn--

ANGEL

It's okay. It can get pretty scary
out here, all alone at night.

THERESA

(uneasy)

Yeah.

Angel looks at her.

ANGEL

Hey, do I know you from somewhere?
Don't you go to school with Buffy?

THERESA

You know Buffy?

ANGEL

I do. Very well.

CONTINUED

10 CONTINUED: (2) 10

She smiles, feeling a bit safer.

ANGEL (cont'd)
Come on, I'll get you home.

They walk off.

CUT TO:

11 INT. BRONZE - SAME TIME - NIGHT 11

Lots of touchy-feely going on. AN AMOROUS COUPLE kiss their way up the stairs, heading for some privacy.

Cordelia is at a table, TALKING to someone we don't yet see.

CORDELIA
I mean, with Xander it's always
'Buffy did this' or 'Willow said
that.' Buffy, Buffy. Willow,
Willow. It's as if I don't even
exist.

REVEAL she is talking to Willow.

WILLOW
I sometimes feel like that.

CORDELIA
And then when I call him on it, he
acts all confused, like I'm the one
with the problem.

WILLOW
His 'Do I smell something?' look.

CORDELIA
(nodding)
All part of his little guy-games.
He's there, then he's not there. He
wants it, but he doesn't want it.

WILLOW
He's so busy looking around at
everything he doesn't have that he
doesn't even realize what he does
have.

CORDELIA
But he should at least realize that
you have Oz.

CONTINUED

11 CONTINUED:

11

Willow frowns.

WILLOW

I'm not sure I do. Right now, Oz and I are in some sort of holding pattern. Only without the holding. Or anything else.

CORDELIA

Well, what's he waiting for? What's his problem?

(then)

Oh, that's right. He's a guy.

WILLOW

Yeah. Him and Xander. Guys.

CORDELIA

Who do they think they are?

WILLOW

A couple of guys.

They nod in agreement--

--and are interrupted when the werewolf CRASHES down on their table. Willow and Cordelia's drinks go FLYING as they SCRAMBLE out of their chairs.

WILLOW (cont'd)

Come on! This way!

PANDEMONIUM ensues as EVERYONE heads for the doors.

CUT TO:

12 EXT. BRONZE - NIGHT (SAME TIME)

12

Kids pour out, SCREAMING in a rush to escape. Buffy and Giles run up.

GILES

(to Buffy)

Looks like your hunch was right.

BUFFY

How could a werewolf resist Sunnydale's own House o' Hormones?

She and Giles fight through the crowd. They BUMP INTO a frantic Willow and Cordelia at the door.

CONTINUED

12 CONTINUED: 12

WILLOW
The werewolf! It's in there!

Cordelia turns to the DOORMAN.

CORDELIA
(half-crazed)
You could be a little more
discriminating with that velvet rope!

WILLOW
(to Buffy)
It went upstairs!

Buffy pulls a LONG CHAIN from the bag, tosses the bag at
Giles, and heads inside.

CUT TO:

13 INT. BRONZE/BACKSTAGE - A MOMENT LATER - NIGHT 13 *

Dark and creepy. Buffy quietly MAKES HER WAY UP the stairs,
the chain dangling at her side.

The now not-so-amorous couple comes SCRAMBLING down the
stairs, PLOWING into Buffy. They point upstairs. Buffy
nods, CONTINUES UP, and takes a few steps into the darkness.

She looks around. A MOVEMENT catches her eye. She turns her
head. She's looking straight at a MIRROR -- the movement was
in the reflection -- and the werewolf is right behind her.

It JUMPS.

Buffy fights it off. It comes back at her. She PUNCHES it
in the face, and it reacts, STARTLED.

Buffy SWINGS the chain so that it WRAPS around the werewolf's
neck. She's got it! She holds on tight to the chain.

The werewolf YANKS away, sending Buffy FLYING across the room.

The werewolf BREAKS the chain apart, LEAPS for a window...

CUT TO:

14 EXT. WINDOW - CONTINUOUS - NIGHT 14

...and CRASHES through.

CONTINUED

14 CONTINUED: 14

The werewolf HITS THE GROUND, HOWLS, and TAKES OFF into the night.

DISSOLVE TO:

15 INT. BRONZE - A LITTLE LATER - NIGHT 15

Cain is there with Buffy and Giles. He seems not at all surprised that:

CAIN
You let it get away.

BUFFY
I didn't let it do anything. I had the chain around its neck--

CAIN
Chain? What were you going to do, take it for a walk?

BUFFY
I was trying to lock it up.

CAIN
That's beautiful.
(shakes his head)
This is what happens when a woman tries to do a man's job.

GILES
Mr. Cain, this girl put her life at risk to capture a beast which you haven't even been able to find!

CAIN
Uh-huh. And daddy's doing a great job carrying her bag of Milk Bones.
(in Buffy's face)
You know, sis, if that thing out there harms anyone? It's going to be on your pretty little head.

Buffy doesn't respond.

CAIN (cont'd)
I hope you can live with that.

He moves away and starts for the door.

CONTINUED

15 CONTINUED:

15

BUFFY
(to herself)
I live with that every day.

Cain heads out, mumbling to himself.

CAIN
First they tell me I can't shoot an
elephant for its ivory. Now I've got
to deal with People for the Ethical
Treatment of Werewolves.

He goes off. Buffy stands there for a beat. Giles ZIPS up
the bag, looks at Buffy.

GILES
Let's move out.

They go.

CUT TO:

16 EXT. SUNNYDALE RESIDENTIAL STREET-NIGHT (A LITTLE LATER) 16

*

The werewolf wanders through the night. It PICKS UP A SCENT
and finds a trail of BLOOD DROPLETS. It follows the trail,
PICKING UP SPEED, when:

A BODY thumps to the ground in front of the werewolf. It's
Theresa. And she's DEAD. Angel stands over her (in VAMP-
MODE), post feeding.

Angel locks eyes with the werewolf and HISSES loudly. The
werewolf SWIPES defensively and HISSES back. They face-off
for a beat. Angel backs away, then disappears into the dark.

The werewolf goes to the dead body. SNIFFS.

It HOWLS up at the moon and the sound carries over as we:

DISSOLVE TO:

17 EXT. MAKEOUT PARK - NIGHT

17

*

*

A lone car -- Giles' car -- sits there, its LIGHTS still on.
We hear the TINNY SOUND of a news station from the radio.

CONTINUED

17 CONTINUED:

17

NEWS ANNOUNCER (V.O.)
...the negotiations were tabled when
West-leader Petrie could not come to
terms with the leader from the East.
Petrie said a strike is inevitable.

The NEWSCAST CONTINUES in the background as Buffy comes into
view. She sees the empty car.

BUFFY
Giles?

She RUNS to the car, panicked, and opens the door. A
startled Giles BOLTS upright, scared half to death.

GILES
Blaerg!

BUFFY
(relieved)
Oh. I didn't see you there.
(gets in car)
I thought something happened.

GILES
(groggy)
No, no. I'm okay. I was just... I'm
okay.
(then)
Any sign of the werewolf?

BUFFY
No. I'm guessing you didn't see
much, either, from that vantage point
of having your eyes closed.

Giles looks at his watch, then out the window.

GILES
It's starting to get light. I
suppose we should be heading--

BUFFY
Shh.

Buffy silences Giles and TURNS UP the radio.

NEWS ANNOUNCER (V.O.)
...apparently connected to the animal
mutilations which occurred two nights
ago.
(more)

CONTINUED

17 CONTINUED: (2)

17

NEWS ANNOUNCER (cont'd; V.O.)
The coroner's office has identified
the body as that of Theresa
Klismeyer, 17. The family asks that
in lieu of flowers--

Giles turns off the radio. Buffy SLUMPS DOWN into the seat,
devastated. Giles assures her:

GILES
Buffy, we're going to get this thing.
We've got another whole night.

Buffy just stares off.

GILES (cont'd)
Right now there's nothing we can do.
The sun is rising. That werewolf
isn't a werewolf anymore.

CUT TO: *

A18 EXT. SUNRISE (STOCK)

A18 *

CUT TO:

18 EXT. SUNNYDALE WOODS - SAME TIME - DAY

18

We BEGIN TO PAN UP the body of the werewolf as it lies,
curled up, beneath a tree. It GROWLS softly.

The growling turns into a human kind of MOANING.

By the time WE REACH THE HEAD of the werewolf, it has fully
transformed into a human state.

The state of Oz.

Oz takes note of his outdoor surroundings. And the fact that
he's wearing no clothes.

OZ
Whoa.

BLACK OUT.

END OF ACT TWO

ACT THREE

19 INT. OZ'S HOUSE - MORNING

19

Oz picks up a PHONE and dials a number. He sits down and waits for someone to answer.

OZ
(into phone)
Hey, Aunt Maureen? It's me...
What...?

He studies the SMALL SCRATCH on his finger as he talks.

OZ (cont'd)
Oh, actually, it's healing okay.
That's pretty much the reason I
called. I wanted to ask you
something.
(here goes)
Is Jordy a werewolf?

He listens, nodding.

OZ (cont'd)
Uh huh... And how long has that been
going on...? Uh huh...
(then)
No reason... Okay, well, thanks.
Love to Uncle Ken.

He hangs up. SITS there, taking this in.

CUT TO:

20 INT. SCHOOL HALLWAY - LATER THAT MORNING

20

Oz walks down the hall, distracted. He reaches the library and PUSHES OPEN the doors.

CUT TO:

21 INT. LIBRARY - CONTINUOUS - DAY

21

Oz walks in to see Buffy RANTING to Giles, Xander and Willow.

BUFFY
I can't believe I let that thing get
away. Cain was right. I should have
killed it when I had the chance.

CONTINUED

21 CONTINUED:

21

Oz stops.

OZ
Killed what?

They turn to him.

GILES
The werewolf. It was out last night.

Oz goes over to Willow.

OZ
Is everyone okay? Was anyone
scratched? Or bitten?

WILLOW
No, we're fine.

OZ
Gladness.

BUFFY
But the werewolf got someone.
Theresa.

OZ
'Got' as in...

He trails off, leans against a wall.

OZ (cont'd)
Wow. I'm sorry.

BUFFY
And the worst part is, I could have
stopped it.

GILES
Well, we still have one more night.

OZ
(news to him)
Another night?

BUFFY
Oh, yeah. And I'm planning on giving
Little wolfie something to howl about.

OZ
(taking this in)
Hunh...

CONTINUED

21 CONTINUED: (2)

21

XANDER

But while we hang here doing nothing,
there's a human werewolf walking
around out there, probably making fun
of us.

WILLOW

The way werewolves always do.

OZ

But there's really no way to tell who
it is. Right?

XANDER

Sure there is. Giles knows stuff.
And I'm practically an expert on this
subject.

WILLOW

On account of how you were once a
hyena.

OZ

Xander was...?

WILLOW

Before we knew you.

XANDER

(to Oz)

I know what it's like to crave the
taste of freshly killed meat. To be
taken over by those uncontrollable
urges--

BUFFY

You said you didn't remember anything
about that.

XANDER

(oh, yeah)

I said I didn't remember anything
about that.

(then)

Look, the point is, I have an
affinity with this thing. I can get
inside its head.

(acting it out)

Okay, I'm a big, bad wolf. I'm on
the prowl. I'm a sniffing, snarling,
slobbering predator. I'm...

Xander stops, looking right at Oz.

CONTINUED

21 CONTINUED: (3)

21

XANDER (cont'd)
Wait a second. It's right in front
of us. It's obvious who I am!

Oz tenses--

XANDER (cont'd)
I'm Larry.

--then relaxes a bit.

XANDER (cont'd)
He's practically got 'wolf-boy'
stamped on his forehead. You got the
dog bite, you got the aggression.
Not to mention the excessive back-
hair.

BUFFY
You know, he was a little overly
gleeful at the thought of tormenting
Theresa.

OZ
Still, that doesn't necessarily mean--

XANDER
(starting out)
I'm going to go talk to him. Force
a confession out of him.

GILES
Good. Go. In the meantime, let's
cover our bases. Willow, check the
student files. See if anyone else
fits the profile.

He heads for his office.

BUFFY
Where are we going?

GILES
If none of that works, I think I've
struck upon a way to finally lay this
problem to rest.

BUFFY
Me and the werewolf, three minutes,
alone in a cage. That's all I ask.

Buffy follows Giles into his office as Xander goes out.
Willow and Oz are left alone. Willow notices Oz staring off.

CONTINUED

21 CONTINUED: (4)

21

WILLOW

Are you okay?

Oz comes out of his daze.

OZ

What?

WILLOW

You kind of knew Theresa.

OZ

Yeah. I'm trying not to think about it. It's... a lot.

WILLOW

It is. But we can do stuff to help. Sometimes it feels good to help.

OZ

Uh-huh.

WILLOW

Like, looking up names? I'll be doing that most of the night. You could help me help together--

He cuts her off gently.

OZ

I can't. I'm... busy.

WILLOW

(taken aback)

Oh. So....

OZ

I, uh, need to go.

He WALKS OUT, leaving Willow alone and confused.

REVEAL Buffy, standing in the office doorway, watching.

CUT TO:

22 INT. LOCKER ROOM - LATER - DAY

22

The locker room is EMPTY. And CREEPY.

As we snake our way PAST THE LOCKERS and AROUND SOME CORNERS, we begin to HEAR that a FAUCET is RUNNING.

CONTINUED

22 CONTINUED:

22

We TURN the final corner and see Larry as he finishes washing up. He turns off the faucet, grabs a towel. He dries his face as he heads into the rows of lockers.

He ROUNDS A CORNER and pulls the towel away from his face. He is STARTLED when he sees Xander STANDING THERE.

LARRY

Harris. Geez, next time wear a bell.

XANDER

Why so jumpy, Larry?

LARRY

Geeks make me nervous.

XANDER

Is that really it? Or is there something you're hiding?

LARRY

I could hide my fist in your face.

Larry opens his locker. PIN-UPS and CUT-OUTS of bikini clad girls cover every inch inside. Xander SLAMS the door shut.

XANDER

I know your secret, big guy. I know what you've been doing at night.

LARRY

(calmly)

You know, Harris, that nosey-nose of yours is going to get you into trouble some day. Like today.

Larry grabs Xander and HOLDS him against a locker.

XANDER

Hurting me won't make this go away. People are still going to find out.

LARRY

All right, what do you want? Hush money? Is that what you're after?

XANDER

I don't want anything. I just want to help.

CONTINUED

22 CONTINUED: (2)

22

Larry releases Xander.

LARRY
(skeptically)
You want to help. What do you think
you have a cure?

XANDER
No, it's just... I know what you're
going through. Because I've been
there. And that's why I know you
should talk about it.

LARRY
(incredulous)
Sure, that's easy for you to say.
You're nobody. But I've got a
reputation.

XANDER
Larry, please. Before someone else
gets hurt.

LARRY
If this gets out, it's over for me.
Forget about playing football;
they'll run me out of town. I mean,
come on. How do you think people are
going to look at me once they find
out I'm gay?

Xander stands there, frozen. Larry goes on, surprised at
himself.

LARRY (cont'd)
Wow. I said it. And it felt... okay.
(with more confidence)
I'm gay. I am gay.

XANDER
(smiles painfully)
Heard you the first time.

LARRY
I can't believe it. I mean, that was
almost easy. I... I never felt like
I could tell anyone. And then you,
of all people, bring it out in me.

XANDER
It probably would have just slipped
out even if I wasn't here.

CONTINUED

22 CONTINUED: (3)

22

LARRY

No. Because knowing you went through the same thing made it easier for me to admit it.

XANDER

The same thing?

LARRY

It's ironic. All those times I beat the crap out of you, it must have been because I recognized something in you that I didn't want to believe about myself.

XANDER

What? No, Larry, I'm not--

LARRY

Oh, of course. Don't worry. I wouldn't do that to you.

(leans in; sincerely)

Your secret's safe with me.

Larry goes off, leaving Xander there alone.

CUT TO:

23 INT. LIBRARY - LATER THAT DAY

23

Willow is at the computer. Buffy comes over to her.

BUFFY

So, what's the scuttle-butt? Anybody besides Larry fit the werewolf profile?

WILLOW

There is one name that keeps getting spit out. Aggressive behavior, run-ins with authorities, about a screenful of violent incidents...

Willow types a bit, hits enter. Buffy looks at the screen and reacts.

BUFFY

Okay, most of those weren't my fault. The other guy started it. I was just standing up for myself.

CONTINUED

23 CONTINUED:

23

WILLOW

They say it's a good idea to count to ten when you're angry...

Buffy glares at Willow.

BUFFY

One, two, three...

WILLOW

I'll keep looking.

BUFFY

I noticed you're looking solo.

WILLOW

Yeah. Oz wanted to be somewhere that was away. From me.

BUFFY

I'm sorry.

WILLOW

I can't figure him out. He's so hot and cold. Or, lukewarm and cold.

BUFFY

Welcome to the mystery that is men. I think what happens is they grow body hair, they lose the ability to talk about what they really want.

WILLOW

That doesn't sound like a good trade.

The BELL RINGS. They gather their things.

BUFFY

Seems to me you and Oz have some kind of synapse problem. So if you want to get anywhere with him, you've got to make the first move.

WILLOW

That doesn't make me a slut?

BUFFY

I think your reputation'll remain intact.

They head out the doors...

CUT TO:

24 INT. HALLWAY - CONTINUOUS - DAY

24

...and start down the hall.

WILLOW

It used to be so much easier to tell
if a boy liked you. He'd punch you
on the arm, then run back to his
friends.

BUFFY

Yeah, those were the days.

Xander comes over to them; PUNCHES Buffy on the arm.

XANDER

Hey...

Willow starts away.

WILLOW

I'll see you guys later. Cordelia
asked me to look over her history
homework before class. I think that
means I might have to do it.

She goes off. Xander watches her.

XANDER

Wow. Those two gals have been
hanging out together a lot.

(then)

This would be a good time to panic.

Buffy and Xander walk together.

BUFFY

How'd it go with Larry?

XANDER

(defensive)

What's that supposed to mean?

BUFFY

I think it's supposed to mean, 'How'd
it go with Larry?'

XANDER

He's not the werewolf. Can't you
leave it at that? Must you continue
to push and push?

BUFFY

Sorry. I was just wondering--

CONTINUED

24 CONTINUED:

24

XANDER
Well he's not!

BUFFY
Okay.

XANDER
Okay.

BUFFY
So there goes our lead suspect.

She slumps against a locker, exasperated.

BUFFY (cont'd)
Which puts us right back at square
boned.

XANDER
You're not boned. You're Buffy.
Eradicator of evil. Defender of...
things that need defending.

BUFFY
Tell that to Theresa. She could have
used some defending before she was
ripped apart by that...

Buffy goes silent.

XANDER
(trying to be helpful)
Werewolf.

BUFFY
None of the reports said anything
about Theresa being mauled. But it
was linked to the animal attacks from
the other night, so we just assumed
werewolf.

XANDER
What else should we have assumed?

CUT TO:

25 INT. FUNERAL PARLOR VIEWING ROOM - THAT EVENING

25

CLOSE-ON: TWO PUNCTURE WOUNDS ON A NECK

BUFFY (O.C.)
Vampire.

CONTINUED

25 CONTINUED:

25

Buffy and Xander are looking down at the BODY OF THERESA, who lies in an open casket. Buffy has pulled Theresa's collar down to reveal the vampire bite.

XANDER

So that's good, right? I mean, in the sense of, the werewolf didn't get her and...

(then)

No. There is no good here.

BUFFY

Yeah. Instead of not protecting Theresa from a werewolf I was able to not protect her from something just as bad.

They move to a SIGN-IN BOOK, which sit on a THREE-LEGGED wooden EASEL (conveniently for later, the sharp, pointy-legged kind). Buffy notices the list of names in the book.

BUFFY (cont'd)

She had a lot of friends...

XANDER

Buffy, you can't blame yourself for every death in Sunnydale.

Behind them, Theresa RISES out of her casket: she's a VAMPIRE.

XANDER (cont'd)

If it weren't for you, people would be lining up five deep needing to get themselves buried. Willow would be Robbie the Robot's love slave, I wouldn't even have a head, and Theresa's a vampire!

Buffy is TACKLED FROM BEHIND by Vampire Theresa. They roll around. Buffy SNAPS a leg off of the easel, raises the stake, and is about to thrust it down.

Theresa STARES into Buffy's eyes.

VAMPIRE THERESA

Angel sends his love.

Buffy FREEZES, stunned -- giving Vampire Theresa the opportunity to KNOCK THE STAKE out of Buffy's hand. The stake SLIDES across the floor and UNDER a piece of furniture.

Buffy and Vampire Theresa WRESTLE until Vampire Theresa gets Buffy pinned on her back.

CONTINUED

25 CONTINUED: (2)

25

BUFFY'S POV:

THREE STAKES (the two-and-a-half remaining legs of the easel)
BURST through Vampire Theresa's heart from behind.

Vampire Theresa goes POOF--

--REVEALING Xander standing there with the collapsed easel.

XANDER

Are you okay?

Buffy sits up, severely shaken.

BUFFY

This isn't happening....

Xander drops the easel; kneels down to Buffy.

XANDER

Buffy--

He touches her on the shoulder. She immediately folds herself into his arms.

BUFFY

He's going to keep coming after me.
Until...

XANDER

Don't let him get to you.

It's clear that he already has.

XANDER (cont'd)

He's not the same guy you knew.

They continue to HUG. A little too long. They pull apart a bit and look at each other.

BUFFY

Xander--

Uh-oh.

BUFFY (cont'd)

Thanks.

Xander smiles. Finally, they break. Buffy composes herself.

BUFFY (cont'd)

Well. I've got a lot to do tonight.

CONTINUED

25 CONTINUED: (3) 25

XANDER

Yeah.

BUFFY

I should probably go do it.

She heads out. Xander watches after her, then follows,
MUMBLING and SHAKING HIS HEAD.

XANDER

Oh, no. My life's not too
complicated...

OVER THIS: MUSIC STARTS TO PLAY

The opening notes to (what else?) Grateful Dead's 'New Potato
Caboose.'

CUT TO:

26 EXT. WOODS - DUSK 26 *

Establishing, as the MUSIC CONTINUES.

CUT TO:

27 INT. VAN - SAME TIME 27

CLOSE ON: LIQUID SILVER

being poured into a small mold.

REVEAL Cain in his van, going through his pre-hunt ritual.
He HUMS along to the music from a TAPE PLAYER.

The van is CRAMMED with the tools of his trade: RIFLES, BOWS,
ARROWS, NETS, TRAPS, etc.

Cain places the mold on a COOLING RACK. He removes another
mold from the rack and OPENS IT to reveal:

A freshly minted SILVER BULLET.

He sets the bullet aside with a number of OTHER BULLETS.

He reaches over to a SMALL REFRIGERATOR and pulls out a
large, GOOEY SLAB OF MEAT. He PLOPS it onto a counter, takes
a HUNTING KNIFE and SLICES off a few hunks, tossing them into
his BACKPACK.

CONTINUED

27 CONTINUED: 27

The MUSIC FADES as we:

DISSOLVE TO:

28 EXT. SUNNYDALE - THAT EVENING (STOCK) 28 *

The FULL MOON (well, actually it's the waning moon, but it's still big and bright) PEEKS over the trees.

CUT TO:

29 INT. OZ'S HOUSE - NIGHT 29

Oz pulls some SHACKLES and CHAINS out of a box. He closes a metal shackle around his wrist, reaches for a PADLOCK, when:

There is a KNOCK at the door. Oz looks over. The KNOCKING continues, sounding somewhat IMPATIENT.

Oz leaves the shackles on a table and goes to the door. He OPENS it a crack.

OZ

Willow, what are you doing--?

Willow BARGES RIGHT IN.

WILLOW

Okay, I had this whole thing worked out and I had written it down, but then it didn't make any sense when I was reading it back.

OZ

This really isn't a good time.

She plows ahead.

WILLOW

I mean, what am I supposed to think? First you buy me popcorn, then you put the tag in my shirt, and then you're all glad I didn't get bit. But I guess none of that means anything, because instead of looking up names with me, here you are all alone in your house doing nothing by yourself.

CONTINUED

29 CONTINUED:

29

OZ

Willow, we will talk about this tomorrow. I promise.

WILLOW

No, darn it, we will talk about this now! Buffy told me that sometimes what the girl makes has to be the first move and now that I'm saying this I'm starting to think that the written version sounded pretty good but you know what I mean!

Oz delicately tries to escort her out.

OZ

I know. It's me. I'm going through some... changes.

She breaks his grasp and moves further into the house.

WILLOW

Well, welcome to the world! Things happen. You don't think I'm going through a lot?

OZ

Not like I am.

WILLOW

Oh, so now you're special! You're special boy--

Willow notices the chains and shackles on the table.

WILLOW (cont'd)

--with chains and stuff.

(then, confused)

Why do you have chains and stuff?

OZ

Willow, please--

He doubles over in pain.

OZ (cont'd)

(shouting)

Get out!

WILLOW

Oz?

She moves towards him to see if he's okay.

CONTINUED

29 CONTINUED: (2)

29

WILLOW (cont'd)
Oz, what is it? What's wrong?

When Oz looks back up at Willow, she sees what's wrong: HE'S
THE WEREWOLF.

The werewolf BARES its teeth and GROWLS at Willow.

Willow tries to scream. And then does.

WILLOW (cont'd)
Dyaaeehhhhh!

BLACK OUT.

END OF ACT THREE

ACT FOUR

30 INT. OZ'S HOUSE - A MOMENT LATER - NIGHT 30

There's a werewolf SNARLING at Willow, remember?

Willow tries to get to the door, but the werewolf LEAPS into her path. She looks around for an escape and HEADS FOR:

CUT TO:

31 INT. ANOTHER PART OF THE HOUSE - CONTINUOUS - NIGHT 31

Willow runs in, the werewolf close behind. She SCRAMBLES over a couch, just as the werewolf SWIPES at her legs. It's a near miss -- the werewolf's claws TEAR THROUGH the cushions on the couch.

Willow ROLLS AWAY on the ground and gets to her feet. She tries to RUN out, but the werewolf GRABS her from behind. Willow BENDS forward and FLIPS the werewolf over.

It CRASHES hard to the floor.

WILLOW
Wow. It worked.

Maybe too well. The werewolf isn't moving. Willow moves to it, concerned.

WILLOW (cont'd)
Oz?

The werewolf LEAPS up and SNAPS at her. Willow SCREAMS and RUNS FOR HER LIFE, pushing a COAT RACK, CHAIRS and anything else she can find into the werewolf's path.

She's gone.

CUT TO:

32 EXT. SUNNYDALE - NIGHT 32

Willow RUNS FOR HER LIFE, down the street and through the neighborhood.

The WEREWOLF is on her heels.

CUT TO:

33 EXT. PARK - NIGHT

33

Willow SPRINTS across the grass, hurtles over a BENCH, and gets to a STONE WALL (much like the one bordering our cemetery set, only... okay, it's the same wall).

She looks behind her. The werewolf keeps coming.

She JUMPS UP, grabs on to the wall, and with GREAT EFFORT manages to get to the top.

As she STRADDLES the wall, the werewolf LEAPS...

...and SLAMS near the top of the wall just as Willow PULLS HER LEG OVER and DROPS TO THE GROUND.

The werewolf FALLS on the other side.

Willow gets to her feet and TAKES OFF AGAIN.

CUT TO:

34 EXT. ANOTHER PART OF SUNNYDALE - SAME TIME (NIGHT)

34

Cain is on the PROWL, a backpack on his back, rifle as his side.

He hears a LOUD HOWL -- the werewolf is nearby.

CAIN

There you are...

He heads in that direction.

CUT TO:

35 INT. LIBRARY - SAME TIME - NIGHT

35

Giles DROPS a STEEL CASE onto the library table. He UNSNAPS the latches and OPENS THE CASE.

Inside is an unassembled HIGH-TECH RIFLE. He takes a couple of the parts and begins PIECING them together.

Buffy comes in, all business.

BUFFY

Sorry I'm late. Had to do some unscheduled slaying in the form of Theresa.

GILES

She's a vampire?

CONTINUED

35 CONTINUED:

35

BUFFY

Was. Angel sent her to me. A little token of his affection.

Giles moves to her.

GILES

Buffy, I'm so sorry--

Buffy puts up her hand; tries to hold it together.

BUFFY

Not now, Giles. We'll all have ourselves a good cry after we've bagged us a werewolf.

CUT TO:

36 EXT. WOODS - NIGHT

36

*

Willow, nearly out of breath, RUNS FOR ALL SHE'S WORTH.

She STUMBLES; falls to the ground.

She looks back -- the werewolf is there, ADVANCING, only a few yards away.

A terrified Willow SCAMPERS AWAY on her back. The werewolf keeps coming. It's practically on top of her.

Willow is frozen with fear.

Suddenly, the werewolf TURNS its head and lifts its nose. It's caught a SCENT. It moves off, heading into the woods.

Willow waits a moment, then FLEES.

CUT TO:

37 INT. LIBRARY - A MOMENT LATER - NIGHT

37

Giles finishes assembling the rifle by SCREWING ON the SCOPE.

GILES

All set. Let's go find this thing.

They start for the door.

BUFFY

One question: how exactly do we find this thing?

CONTINUED

37 CONTINUED:

37

Willow BURSTS through the doors.

WILLOW
It's Oz! It's Oz!

BUFFY
What's Oz?

WILLOW
The werewolf!

GILES
Are you certain?

WILLOW
Can't you just trust me on this?!
(distracted)
He... he said he was going through
all these changes, and then he went
through all these... changes.

BUFFY
Where is he now?

WILLOW
He chased me here, then he stopped
and ran off into the woods.

BUFFY
Willow, it'll be okay. We're going
to take care of everything.

Giles brings the rifle into view and gives it a PUMP.

GILES
Let's go.

WILLOW
Go where? You're not going to kill
Oz?! I mean, sure, he's a werewolf.
But I bet he doesn't mean to be!

BUFFY
Don't worry. We won't hurt him.

Giles reveals a TRANQUILIZER DART.

GILES
I loaded this with enough
phenobarbital to put down a small
elephant. It should be enough for a
large werewolf.

CONTINUED

37 CONTINUED: (2) 37

They head out the doors.

CUT TO:

38 EXT. SUNNYDALE WOODED AREA - NIGHT (A FEW MOMENTS LATER) 38

The werewolf is following a scent.

It makes its way THROUGH THE WOODS and comes to a clearing. There, BATHED IN THE MOONLIGHT, sits a pile of MEAT. The werewolf HOWLS.

REVEAL CAIN

as he steps out from behind a TREE several yards away. He RAISES HIS RIFLE; PEERS through the scope.

CAIN
(to himself)
That's it. Let me see you...

POV: THROUGH CAIN'S SCOPE

The werewolf MOVES into the clearing, SNIFFS the meat, and starts to EAT.

CAIN (O.C.)
Good doggie...

CLOSE-UP: CAIN'S FINGER ON THE TRIGGER

CAIN
Now play dead.

He FIRES--

--and is BLINDSIDED by Buffy.

The shot GOES WIDE.

The werewolf LOOKS UP from his meal. What's this?

Buffy and Cain STRUGGLE for the rifle.

The werewolf HEADS DIRECTLY FOR the two of them.

Buffy wrests the rifle from Cain's hands and BUTTS him in the gut with it. He's down.

And so is Buffy, as the werewolf LEAPS onto her. Buffy uses the rifle as a club while she tries to fight it off.

CONTINUED

38 CONTINUED:

38

Buffy and the werewolf continue to do battle.

Willow stands with Giles, who RAISES HIS TRANQUILIZER GUN and tries to get a bead on the werewolf without harming Buffy.

WILLOW

Careful!

Giles has a shot, but then Buffy is SPUN in front.

GILES

Damn...

Buffy and the werewolf FALL to the ground with Buffy on top. The werewolf THRUSTS its legs out--

--sending Buffy FLYING through the air and into Willow and Giles, who DROPS his gun. The three of them fall in a HEAP to the ground.

The werewolf gets to its feet and LOCKS EYES with Willow.

Then starts towards her.

A terrified Willow SCRAMBLES for Giles' tranquilizer gun as the werewolf comes at her. Willow grabs the gun, RAISES it, closes her eyes...

...and FIRES.

The tranquilizer dart FLIES through the air and lands in the werewolf's chest. It REELS back in pain, then COLLAPSES just inches from Willow.

Willow remains frozen, the gun still raised.

WILLOW

(disbelieving)

I shot Oz...

GILES

You saved us.

He gently takes the gun from her hands and helps her up as Cain comes over to them, making no effort to hide his disgust.

CAIN

No wonder this town is overrun with monsters. No one here's man enough to kill 'em.

BUFFY (O.C.)

I wouldn't be so sure about that.

CONTINUED

38 CONTINUED: (2)

38

REVEAL Buffy is holding Cain's rifle. She GLARES at Cain as they stand off for a beat.

BUFFY
You know, Mr. Cain, I've been sick of you since the moment before I met you. And I've been waiting for just the right opportunity to take you on. But then I realized : a big, strong man versus a girl like me?

Buffy uses all of her strength to BEND the rifle barrel very slightly.

BUFFY (cont'd)
Wouldn't be a fair fight.

She TOSSES the now useless rifle at Cain.

BUFFY (cont'd)
How about you let the door hit you in the ass on the way out of town.

Cain regards her for a beat, sizing her up. He starts to say something, then thinks better of it. Instead, he shakes his head and WALKS OFF.

And he's GONE.

Buffy sees that Willow has knelt down to the werewolf.

BUFFY (cont'd)
Willow?

WILLOW
(to Giles)
Is he going to be all right?

GILES
He'll be a little sore in the morning, but he'll be Oz.

Willow smiles, unsure.

DISSOLVE TO:

39 INT. SCHOOL HALL/LOUNGE - THE NEXT MORNING

39 *

Buffy and Xander walk together, mid-conversation.

CONTINUED

39 CONTINUED:

39

XANDER

This is all so weird. I mean, how are we supposed to act when we see him?

BUFFY

I'm sure it's weird for him, too, now that we know so much.

XANDER

I know I'll never be able to look at him the same way again.

BUFFY

Hey, he's still a human being. Most of the time.

Xander stops.

XANDER

Who are we talking about?

BUFFY

Oz. Who are you talking about?

Xander sees Larry walking towards them.

XANDER

No one.

Larry passes a couple of Larryettes, who KNOCK some books out of a GIRL'S arms. They leer at her as she bends to get them. Larry stops--

LARRY

Let me get those.

--and picks them up for her. He hands the books to the girl and moves over to Xander and Buffy.

LARRY (cont'd)

Hey, Xander, about what you did? I owe you.

BUFFY

(to Xander)

What did you do?

XANDER

It really was nothing. That we should be talking about. Ever.

CONTINUED

39 CONTINUED: (2)

39

LARRY

I know. It's just, well...

Larry put his hands on Xander's shoulder. Xander reacts uncomfortably.

LARRY (cont'd)

Thanks.

He moves off. Buffy watches him go.

BUFFY

That was weird.

XANDER

What? It's not okay for one guy to like another guy just because he happened to be in the locker room when absolutely nothing happened and I thought I told you not to push!

BUFFY

All I meant was he didn't try to look up my dress.

XANDER

(covering)

Oh, yeah. That was the weirdness.

BUFFY

Weirdness abounds lately. Maybe it's the moon. It does stuff to people.

XANDER

I've heard that.

They looks across the courtyard to see Willow.

BUFFY

And it's sure going to put a strain on Willow and Oz's relationship.

XANDER

What relationship? What kind of life could they possibly have? You're talking obedience school, paper training. Oz would be burying all their stuff in the backyard. And that kind of breed can turn on its owner.

CONTINUED

39 CONTINUED: (3)

39

BUFFY

I don't know. I see Oz as the loyal type.

XANDER

I'm just saying, she's not safe with him. If it was up to me--

BUFFY

Xander?

A40 EXT. SCHOOL - DAY

A40

*

ANGLE: WILLOW

as she reaches Oz, who is sitting on a bench.

BUFFY (O.C.)

It's not up to you.

Willow stands in front of Oz for a moment.

WILLOW

Hey.

OZ

Hey.

An awkward beat. Then:

WILLOW

Did you want to go first?

OZ

I spoke to Giles. He said I'll be okay, I'll just have to lock myself up around the full moon. Only he used more words than that. And a globe.

Oz gets up and they start to walk together.

WILLOW

I'm sorry about how all this ended up. With me shooting you, and all.

OZ

That's okay. I'm sorry I almost ate you.

WILLOW

That's okay.

CONTINUED

BUFFY THE VAMPIRE SLAYER "Phases" (WHITE) 12/15/97

56A*.

A40 CONTINUED:

A40

A beat as they walk on.

CONTINUED

A40 CONTINUED: (2)

A40

WILLOW (cont'd)

I kind of expected you would have told me.

OZ

I didn't know what to say. It's not every day you find out you're a werewolf. That's fairly freaksome. May take a couple of days getting used to.

WILLOW

Yeah. It's a complication.

OZ

So I guess, maybe, it'd be best if I just sort of...

WILLOW

What?

OZ

You know, stayed out of your way for a while.

WILLOW

I don't know. I'm kind of okay with you being in my way.

OZ

(taking this in)

You mean... you'd still...

WILLOW

Well, I like you. You're nice, and you're funny and you don't smoke, and okay, werewolf but that's not all the time. I mean, three days out of the month I'm not much fun to be around, either.

A beat, as he smiles at her.

OZ

You are quite the human.

WILLOW

So, I'd still if you'd still.

OZ

I'd still. I'd very still.

CONTINUED

A40 CONTINUED: (3)

A40

WILLOW

Okay.

Willow moves in front of Oz. He stops.

WILLOW (cont'd)

No biting, though.

OZ

Agreed.

She moves off, leaving Oz to consider this.

Willow comes back. KISSES him. Then goes off without a word. Oz watches her go, stunned.

OZ (cont'd)

(to himself)

A werewolf in love...

BLACK OUT.

END OF SHOW