

BUFFY THE VAMPIRE SLAYER

"Innocence"

Written and Directed By

Joss Whedon

SHOOTING SCRIPT

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BUFFY THE VAMPIRE SLAYER

"Innocence"

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            |
| GYPSY MAN.....        | Vincent Schiavelli    |
| THE JUDGE.....        | Brian Thompson        |
| WOMAN.....            | *Carla Madden         |
| TEACHER.....          | *James Lurie          |
| STUDENT.....          | *Parry Shen           |
| SOLDIER.....          | *Ryan Francis         |

BUFFY THE VAMPIRE SLAYER

"Innocence"

SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL

HALL

LIBRARY

GILES' OFFICE

LOUNGE

CLASSROOM

BUFFY'S HOUSE

BUFFY'S BEDROOM

KITCHEN/DINING ROOM/STAIRS

LIVING ROOM

ANGEL'S APARTMENT

HALL OUTSIDE ANGEL'S APARTMENT

FACTORY

GYPSY'S ROOM

ARMORY

OZ'S VAN

MULTIPLEX/MALL

GILES' CAR

EXTERIORS

BUFFY'S HOUSE

ALLEY

GRAVEYARD

OUTSIDE ARMY BASE

BY THE ARMORY

BUFFY THE VAMPIRE SLAYER

"Innocence"

TEASER

1 INT. FACTORY - NIGHT

1

SPIKE wheels into frame impatiently. Behind him, THE JUDGE sits calmly on the floor, his back to us. Spike turns to DRU, speaks low.

SPIKE

I'm not happy, pet. Angel and the Slayer are still alive, they know where we are, they know about the Judge... We should be vacating.

DRUSILLA

Nonsense. They'll not disturb us here. My Angel is too smart to face the Judge again.

SPIKE

(glancing over)

What's Big Blue up to, anyway? He just sits there.

Even across the room, The Judge can hear Spike perfectly. Without looking back he replies:

THE JUDGE

I am preparing.

SPIKE

(wheels around to him)

Yeah, it's interesting to me that preparing looks a great bit like sitting on your arse. When do we destroy the world already?

THE JUDGE

My strength grows. And every life I take will increase it further.

SPIKE

So let's take some! I'm bored!

THE JUDGE

I fought an army. They hacked me to pieces.

(more)

CONTINUED

THE JUDGE (cont'd)  
For six hundred years my living head  
lay in a box buried in the ground.  
(turns to Spike)  
I've learned to be patient.

SPIKE  
Yeah, well, we're gonna need more  
than patience if Angel and the Slayer  
are --

Dru cries out -- a sharp pain hitting her. She trembles,  
stumbles back.

SPIKE (cont'd)  
Dru?

DRUSILLA  
Angel...

She cries out in orgasmic pain, dropping to the ground.

SPIKE  
Dru! What is it? DRU!

She is breathing hard and fast, like an injured bird. Spike  
wheels up to her.

SPIKE (cont'd)  
Darling, do you see something?

CLOSE UP: DRUSILLA

As the pain on her face washes away, replaced first by  
wonder, and then finally a smile.

2 INT. ANGEL'S APARTMENT - NIGHT

2

CLOSE ON: BUFFY

as she slowly wakes up. A moment to remember where she is  
and what has happened, then she turns to look at Angel.

He's gone.

She peers into the darkness of the room, pulling the blanket  
up as she sits. Finally calling out shyly:

BUFFY  
Angel?

CONTINUED

2 CONTINUED:

2

There is no answer. She sits, a bit thrown. There is a flash of lightning and the following thunder takes us to:

3 EXT. ALLEY - NIGHT

3

Where the rain is still coming down. The camera finds ANGEL on his knees, in terrible pain. Lightning flashes again.

ANGEL

Buffy... Oh, no...

A terrible certainty crosses his face.

ANGLE: A WOMAN

of ill, if not actively professional, repute. She comes down the alley tentatively, a cigarette in her hand.

WOMAN

Hey. Are you okay?

He is bent down, facing away from her. He slowly rises.

WOMAN (cont'd)

You want me to call 911?

ANGEL

No... the pain... is gone.

WOMAN

You're sure?

She takes a big drag on her cigarette, looking curiously at his back.

He spins, vampire face on, and buries his fangs deep in her throat. Sucks hungrily for a few moments, the woman paralyzed and dying.

ANGLE: HER CIGARETTE

Falls in slow motion to the ground.

Angel lets her fall. Smiles, and blows out the smoke she had inhaled.

CONTINUED

3 CONTINUED:

3

ANGEL  
I feel just fine.

BLACK OUT.

END OF TEASER

ACT ONE

4 INT. BUFFY'S HOUSE - MORNING

4

Buffy enters through the kitchen, tentatively. Her clothes are no longer wet but she is decidedly rumpled.

She listens a moment for encroaching Mother. Coast is clear.

She moves through the dining room and starts up the stairs. She's halfway up when JOYCE enters from the living room. Before seeing Buffy she calls out --

JOYCE

Good morning.

Buffy instantly turns around and starts coming back down.

BUFFY

Good morning...

She stops at the base of the stairs, waiting to see if Joyce knows she was out.

JOYCE

Did you have fun last night?

BUFFY

Fun?

JOYCE

At Willow's.

BUFFY

Oh. Right. Always fun at Willow's. She's a fun machine.

JOYCE

You hungry?

BUFFY

Not really. I ate at a little. I'm just gonna take a shower.

JOYCE

Well, hurry up and I'll run you to school.

BUFFY

Thanks.

Buffy absently picks a bit of fluff off Joyce's shoulder. Joyce looks at her a moment.

CONTINUED

JOYCE

Is something wrong?

BUFFY

No. What would be wrong?

JOYCE

I don't know. You just look...

She shrugs it off, heads into the kitchen. Buffy watches her go, then slowly heads upstairs.

5 INT. LIBRARY - MORNING

5

XANDER enters the library in a bit of a huff. Everyone else (WILLOW, CORDELIA, GILES and JENNY) are there. They turn to him, uniformly worried.

XANDER

Well, the bus station was a total washout and may I say what a fine place to spend the night? What a vibrant cross section of Americana.

GILES

You saw no vampires transporting boxes?

XANDER

No, but a 400 pound wino offered to wash my hair...

(seeing their expressions)

What's up? Where's Buffy?

WILLOW

She never checked in.

JENNY

Neither did Angel.

GILES

And if the bus station was as empty as the docks and the airport...

XANDER

You think this Judge guy might already be assembled?

Giles nods.

CONTINUED

XANDER (cont'd)

Then Buffy could... We gotta find them! We gotta go to that place, that factory. That's where they're holed up, right? Let's go!

CORDELIA

And do what? Besides be afraid and die.

XANDER

Nobody's asking you to go, Cordy. If the vampires need grooming tips, we'll give you a call.

Cordelia glares at him, stung.

GILES

Cordelia has a point. If Buffy and Angel were... harmed, we don't stand to fare much better.

XANDER

Yeah, well those of us who were born with feelings are gonna do something about this.

JENNY

Xander...

Willow jumps up and joins Xander.

WILLOW

No, Xander's right. My God! You people are all... Well... I'm upset and I can't think of a mean word right now but that's what you are and we're going to the factory!

They start out - and run into Buffy herself.

WILLOW (cont'd)

Buffy!

XANDER

We were just going to rescue you.

WILLOW

Well, some of us were...

GILES

(defensively)

I would have...

CONTINUED

JENNY  
Where's Angel?

BUFFY  
He didn't check in with you guys?

GILES  
No...

CORDELIA  
What happened?

GILES  
Is the Judge...?

BUFFY  
(nodding)  
No assembly required. He's active.

GILES  
Dammit.

BUFFY  
He nearly killed us. Angel got us out.

GILES  
Why didn't you call? We thought...

BUFFY  
Well, uh, we had to hide... stuck in the sewer tunnels... and with the hiding... we split up and nobody's heard from him?

WILLOW  
No...

JENNY  
He didn't say where he was going?

BUFFY  
No, we just... we just split up.

WILLOW  
I'm sure he'll come by.

BUFFY  
(not convinced)  
You're right. I'm sure.

CONTINUED

5 CONTINUED: (3)

5

GILES

Buffy, the Judge. We have to stop him.

BUFFY

I know.

GILES

What can you tell us?

BUFFY

Not much. I just touched him -- kicked him -- and it was like a sudden fever. If he'd gotten his hands on me --

GILES

In time he won't have to. The stronger he gets... he'll be able to burn us all with a look.

BUFFY

Also not the prettiest man in town.

GILES

I'll just have to keep researching, look for a weakness. You all should get to your classes.

The kids start out.

JENNY

I better go too. I'll go on the net and search for anything on the Judge.

GILES

Thank you.

XANDER

We'll stop in after classes, help you research.

CORDELIA

(to Xander)

Yeah, you might find something useful -- if it's in an I-Can-Read book.

She strides out. He follows, all a-huff. Willow and Buffy bring up the rear, coming out into:

Buffy's pensive. Willow looks at her, asks:

WILLOW

You don't think Angel would have gone after the Judge himself, do you?

BUFFY

No... He'd know better than that. Maybe he needed to... I don't know. I just wish he'd contact me. I need to talk to him.

ANGLE: JENNY

Watches the girls walk off, concerned herself.

ANGLE: A CLOCK

Reads 1:43 pm.

Buffy sits as a TEACHER drones on about history. Buffy looks out the window, looks at her hands, at the clock. Her mind clearly not on her studies.

TEACHER

So, can somebody tell me some of the differences between the Bolsheviks and the Mensheviks? What really separated them? Anyone?

The teacher looks to Buffy, who stares back for a moment.

Buffy rises and walks out of the class.

TEACHER (cont'd)

Miss Summers, I'm sorry, did you have somewhere important to be?

Buffy doesn't hear. She's gone.

ANGLE: WILLOW AND XANDER

Watch her go, puzzled.

Buffy comes down the steps and knocks on Angel's door. Nothing. She opens it and enters.

She walks tentatively in, looking about her.

BUFFY

Angel?

She's alone.

Spike is addressing a couple of his henchmen.

SPIKE

Soon as it gets dark, I want you  
patrolling the street. Plus two men  
on the door and down in the tunnels  
at all times, is that clear? I don't  
want any more surprises.

They nod, because they are extras. Then they leave and Spike  
wheels to Dru, who lies face up on the table.

SPIKE (cont'd)

Are we feeling better, then?

DRUSILLA

I'm naming all the stars.

SPIKE

Can't see the stars, love. That's  
the ceiling. Also, it's day.

She giggles, never taking her eyes off the ceiling.

DRUSILLA

I can see them. But I've named them  
all the same name, and there's  
terrible confusion. I fear there may  
be a duel.

SPIKE

Recovered, then, have we? Did you  
see any further? Do you know what  
happens to Angel?

ANGEL

Well, he moves to New York and tries  
to fulfill that Broadway dream. It's  
tough sledding, but one day he's  
working in the chorus when the big  
star twists her ankle!

CONTINUED

He steps forward from the shadows as he speaks, smiling coldly.

SPIKE

Angel.

ANGEL

Still having trouble guarding your perimeter, brother. Your boys downstairs are going to wake up sore.

SPIKE

You don't give up, do you?

ANGEL

(noble tough guy)

As long as there is injustice in this world... As long as scum like you is walking -- or, well, rolling -- the streets, I'll be around. Look over your shoulder. I'll be there.

SPIKE

Yeah, uh, Angel... Look over your shoulder.

Angel does, to see the Judge standing right behind him. Angel's eyes widen with fear. The Judge reaches out and puts his hand to Angel's chest. Angel begins to shake.

Drusilla watches wide-eyed, as Spike just grins contentedly.

SPIKE (cont'd)

Hurts, doesn't it?

ANGEL

Well, you know, it kind of itches a little.

The Judge looks at him in consternation.

SPIKE

Don't just stand there, burn him!

The Judge looks at his hand.

ANGEL

Gee, maybe he's broken.

SPIKE

What the hell is going on?

CONTINUED

10 CONTINUED: (2)

10

DRUSILLA  
(gets it)

Oh my...

THE JUDGE  
I cannot burn this one. He is clean.

SPIKE  
Clean? You mean he's --

THE JUDGE  
There is no humanity in him.

ANGEL  
Couldn't have said it better myself.

DRUSILLA  
Angel...?

ANGEL  
Yeah, baby. I'm back.

BLACK OUT.

END OF ACT ONE

ACT TWO

11 INT. FACTORY - MOMENTS LATER - DAY

11

This news is still sinking in. Spike and Dru stare at Angel, circling him.

SPIKE  
It's really true?

ANGEL  
It's really true.

DRUSILLA  
You've come home.

SPIKE  
No more of this "I've got a soul"  
crap?

ANGEL  
What can I say? I was going through  
a phase.

SPIKE  
This is great! This is so great.

DRUSILLA  
Everything in my head is singing.  
We're family again. We'll feed, and  
we'll play...

SPIKE  
I gotta tell you, it made me sick to  
my stomach seeing you being the  
Slayer's lapdog --

Angel grabs his throat suddenly, brings his face close to  
Spike's. And then kisses his forehead. Lets him go.

DRUSILLA  
How did this happen?

ANGEL  
You wouldn't believe me if I told you.

SPIKE  
Who cares! What matters is he's  
back. Now it's four against one,  
which are the kind of odds I like to  
play.

CONTINUED

DRUSILLA

We're going to destroy the world. Do you want to come?

ANGEL

Yeah, destroying the world... great... I'm really more interested in the Slayer.

SPIKE

Well, she's in the world, so it should work out.

ANGEL

Give me tonight.

SPIKE

What do you mean?

ANGEL

Lay low for a night. Let me work on her. I guarantee by the time you go public, she won't be anything resembling a threat.

SPIKE

You've really got a yen to hurt this girl, haven't you?

ANGEL

She made me feel like a human being. That's not the kind of thing you just forgive.

SPIKE

What do you say, Dru? Do we let him play?

DRUSILLA

Yes... there's going to be a river of blood...

ANGEL

Be just like old times.

He runs his hand along Dru's arm.

Spike's smile slightly drains.

BUFFY  
I should have known. I saw him... at  
home and he was... different. The  
things he said...

GILES  
(coming near)  
What things?

BUFFY  
It's private.

JENNY  
But you didn't know he had turned bad.

WILLOW  
(to Jenny)  
How did you?

JENNY  
What?

WILLOW  
You knew. You told me to get away  
from him.

JENNY  
Well, I saw his face.

Before Willow has time to consider that answer, Giles  
interrupts:

GILES  
If we only knew how it happened...

BUFFY  
What do you mean?

GILES  
Well, something set it off. Some  
event must have triggered his  
transformation.

This hits Buffy hard.

GILES (cont'd)  
If anyone would know, Buffy, it  
should be you.

BUFFY  
I don't... I...

CONTINUED

Cordelia walks through the library, a book in hand. As she exits frame we see that Giles is in his office, reading. Willow is at the counter, on the phone. Xander, next to her, is both reading and listening.

WILLOW

Okay... No, no he didn't... but I'm sure he'll... Buffy, he probably has some plan and he's trying to protect you... well, I don't know what, I'm not in on the plan, it's his plan... No. NO. Don't even say that. Angel is not dead.

XANDER

Say hi for me.

Willow shoots him a look.

WILLOW

(into phone)

Okay... Yeah, we'll be here. Of course. Bye.

She hangs up. Looks at Xander.

WILLOW (cont'd)

Say hi for me?

XANDER

What's the word?

WILLOW

She checked every place she could think of. She even beat up Willy the snitch a couple times. Angel's vanished.

GILES

He does do that on occasion, no?

WILLOW

Yeah, but she's extra wigged this time -- I guess 'cause of her dreams. God, what if something did happen to him?

GILES

Is she going to join us here?

WILLOW

Yeah, she's just stopping at home first.

CONTINUED

Willow goes back to her own book. Xander closes his --

XANDER

Nada.

-- and heads for the stacks.

ANGLE: BEHIND THE SHELVES

is Cordelia, who is also going through an old text. Xander rifles through some shelves, then making sure the others below can't see or hear him, he approaches Cordy.

XANDER (cont'd)

Anything?

CORDELIA

This book mentions the Judge, but... nothing useful... big scary, no weapon forged can stop him... took an army to take him down blah blah blah.

XANDER

We need some insight. A weak spot.

CORDELIA

Well, we're not gonna find it here.

She tosses the book on an already prodigious pile. As she starts looking for a new one, Xander manages:

XANDER

I'm sorry I snapped at you before.

CORDELIA

Oh yeah, I'm reeling from that new experience.

XANDER

I was crazed. I wasn't thinking.

CORDELIA

You were too busy rushing off to die for your beloved Buffy.

(pouting)

You'd never die for me.

XANDER

(with playful  
intimacy)

I might die from you, does that get me any points?

CONTINUED

CORDELIA  
No.

XANDER  
Come on, let's kiss and make up.

CORDELIA  
I don't wanna make up.

He starts to move away - she puts a hand on his shirt.

CORDELIA (cont'd)  
But I'm okay with the other part.

They haben der big smootchen. Xander moves his mouth near her ear and whispers:

XANDER  
Isn't it better when we're friends?

He moves back to look at her - and Willow is revealed between them, standing some 10 feet away. Eyes and mouth wide open, pain on her face like a blush.

They see her, Xander stepping back in guilty shock.

XANDER (cont'd)  
Willow! We were just--

But she's out of there.

ANGLE: GILES

As Willow blows past, he says:

GILES  
Oh, Willow, did you find the index to--

And she's out the door. Xander passes:

GILES (cont'd)  
Any luck with--

And he's out the door as well.

GILES (cont'd)  
Well. Yes. Interesting children.

He turns back to his volumes, not even trying to guess.

Willow is almost out of it as Xander stops her with:

XANDER

Willow, come on!

WILLOW

I knew it! I knew it! Well, not "knew it" in the sense of having the slightest idea, but I knew there was something I didn't know. You two were fighting way too much. It's not natural.

XANDER

I know, it's weird...

WILLOW

Weird? It's against all the laws of God and man! That's Cordelia! Remember? The "we hate Cordelia club," of which you are the treasurer?

XANDER

I was gonna tell you...

WILLOW

Gee, what stopped you? Could it be shame?

XANDER

All right! Let's overreact, shall we? We were kissing. It doesn't mean that much.

WILLOW

(softly)

No. It just means you'd rather be with someone you hate... than be with me.

She goes. Xander moves to stop her, thinks better of it.

Buffy walks along the street. She reaches her house, then turns and leaves.

\*  
\*  
\*

A15 INT. ANGEL'S APARTMENT - NIGHT

A15 \*

Buffy enters, goes to the bed. Angel steps up behind her. \*

BUFFY

Angel!

CONTINUED

ANGEL

Hey.

She goes up to him, embraces him.

BUFFY

Oh, God, I was so worried...

ANGEL

Didn't mean to frighten you...

BUFFY

Where did you go?

ANGEL

Been around.

BUFFY

I was freaking out. You just disappeared...

He breaks away, gets his shirt off the bed.

ANGEL

What, I took off.

BUFFY

Well, you didn't even say anything. You just left.

ANGEL

Yeah, like I really wanted to stick around after that.

BUFFY

(totally thrown)

After... What do you...

ANGEL

You got a lot to learn about men, kiddo. Although I guess you proved that last night.

BUFFY

What are you saying?

ANGEL

Let's not make an issue out of it. In fact let's not talk about it at all. It happened.

CONTINUED

BUFFY  
I don't understand. Was I... was  
it... not good?

She can barely get this question out -- so it's like a kidney-punch that he starts to laugh.

ANGEL  
No, you were great! Really. I  
thought you were a pro.

BUFFY  
God, Angel, how can you say those  
things to me? -

ANGEL  
Lighten up. It was a good time.  
Doesn't mean we have to make a big  
deal.

BUFFY  
It is a big deal!

ANGEL  
It's what? Fireworks. Bells  
ringing. A dulcet choir of pretty  
little birdies. Come on, Buffy, it's  
not like I've never been there before.

He puts a friendly hand on her shoulder. She jerks away.

BUFFY  
Get away from me.

ANGEL  
I should have known you wouldn't be  
able to handle it.

He starts to leave. She turns, a world of hurt in her eyes.

BUFFY  
(a last plea)  
Angel.... I love you.

The son of a bitch actually winks at her.

ANGEL  
Love ya too.  
(turns to go)  
I'll call ya.

CONTINUED

He walks out the door.

Buffy is unable to move.

15 INT. GYPSY'S ROOM - NIGHT

15

It's shabby, but comfortingly homey little room. An armchair and small coffee table sit by the bed. The GYPSY MAN is in the armchair. Jenny sits facing him.

GYPSY MAN

Do you know what it is, this thing  
vengeance?

JENNY -

Uncle, I have served you. I've been  
faithful and I need to know --

GYPSY MAN

To the modern man, vengeance is an  
idea, a word. Payback, one thing for  
another, like commerce. Not for us.  
Vengeance is a living thing. It  
moves through generations. It  
commands. It kills.

JENNY

Something has happened. Something  
has changed.

GYPSY MAN

Everything has changed.

JENNY

You told me to watch Angel. You told  
me to keep him from the Slayer. I  
tried. But there are other factors,  
there are terrible things happening  
here that we cannot control.

GYPSY MAN

We control nothing. We are not  
wizards, Janna. We merely play our  
part.

JENNY

Angel could be of help to us -- he  
may be the only chance we've got to  
stop the Judge.

GYPSY MAN

It is too late for that.

CONTINUED

JENNY

Why?

GYPSY MAN

The curse... Angel was meant to suffer. Not to live as a human. One moment of true happiness, of contentment... one moment where his soul that we restored does not plague his thoughts -- and that soul is taken from him.

JENNY

Then, if he somehow has... if it's happened, then Angelus is back.

GYPSY MAN

I hoped to stop it. But I see now that it was arranged to be so.

JENNY

Buffy loves him.

GYPSY MAN

And now she will have to kill him.

She rises, in a fury.

JENNY

Unless he kills her first! Uncle, this is insanity. People are going to die.

GYPSY MAN

Yes. This is not justice that we serve. It is vengeance.

JENNY

You're a fool. We're all fools.

She exits.

16 INT. SCHOOL LOUNGE - NIGHT

16

Xander is coming out of the bathroom (which is right off the lounge, in case you didn't know) and sees Willow heading toward the library.

XANDER

Will!

CONTINUED

WILLOW  
(sullenly)

Hey.

XANDER  
Where did you go?

WILLOW  
Home. Or, partway home. Then I came back. Now I'm here.

XANDER  
I'm glad you came back. We can't do this without you.

WILLOW  
Let's get this straight. I don't understand it. I don't want to understand it. You have gross emotional problems and things are not okay between us. But what's happening right now is more important than that.

XANDER  
Willow, I just --

WILLOW  
No.

XANDER  
Okay.

WILLOW  
What about the Judge? Where do we stand?

XANDER  
On a pile of really boring books that all say exactly the same thing.

WILLOW  
Let me guess. "No weapon forged..."

XANDER  
"It took an army..."

WILLOW  
Yeah, where's an army when you need one?

Xander stops. Thinks.

CONTINUED

WILLOW (cont'd)

What?

XANDER

Wow. Wow. I think I'm having a thought. I am. I'm having a thought. And now I'm having a plan.

The lights all go out.

XANDER (cont'd)

And now I'm having a wiggins.

WILLOW

What's going on?

XANDER

Let's get back to the library.

ANGLE: FROM THE END OF THE HALL

As they turn to go, someone steps into frame behind them. Angel.

ANGEL

Willow? Xander?

They turn -- but in the dark, they can't see his face.

XANDER

Angel!

WILLOW

Thank god you're okay! Have you seen Buffy?

ANGEL

Yeah. What's up with the lights?

XANDER

I don't know. Listen, I think I might have an idea --

ANGEL

That doesn't matter now. I've got something to show you.

WILLOW

Show us?

ANGEL

Come here. And Xander, get the others.

CONTINUED

XANDER

Okay...

He takes off down the hall a little perplexed. Willow starts toward Angel. She's a bit hesitant -- probably doesn't even know why.

WILLOW

What is it, Angel?

ANGEL

It's amazing.

A17 INT. HALL - CONTINUOUS - NIGHT

A17

\*

Xander is heading down, stops, turns, uncertain.

\*

B17 INT. SCHOOL LOUNGE - CONTINUOUS - NIGHT

B17

\*

Willow comes closer to Angel -- and now someone ELSE steps into frame behind her.

\*

JENNY

Willow, get away from him.

Willow turns, confused.

WILLOW

What?

JENNY

Walk to me.

She holds up a cross.

WILLOW

Ms. Calendar, what are you doing?  
It's Angel.

As she says this, Angel comes out of the shadows toward her. VAMP FACE on. Grin on as well.

Xander bursts through the double doors, stops when he sees Angel GRAB Willow.

XANDER

Don't you do that...

ANGEL

Oh, I think I do that.

CONTINUED

B17 CONTINUED:

B17

WILLOW  
(terrified)  
Angel...

JENNY  
He's not Angel anymore. Are you?

CONTINUED

ANGEL

Wrong. I am Angel. Angelus. At last.

XANDER

(gets it)

Oh my God...

ANGEL

I've got a message for Buffy.

BUFFY

Then give it to me yourself.

She comes out of the darkness, down the hall he came down. He spins to see her. She is trying to be strong, but she is shaking.

ANGEL

Well, it's not really the kind of message you tell. It sort of involves finding the bodies of all your friends.

BUFFY

This can't be you...

ANGEL

We already covered that subject.

As they talk, Xander, who is now behind Angel, takes the cross from Jenny and starts moving slowly toward Angel.

BUFFY

Angel... there must be some part of you inside that remembers who you are...

ANGEL

Dream on, schoolgirl. Your boyfriend is dead. You're all gonna join him.

BUFFY

Just leave Willow alone. Deal with me.

ANGEL

But she's so cute and helpless. It's really a turn on --

Xander reaches around and shoves the cross in Angel's face. Angel roars, lets go of Willow. He knocks Xander to the ground -- Buffy comes forward --

CONTINUED

Angel leaps at Buffy, grabs her. She is too wigged to do much more than stare at him.

ANGEL (cont'd)

Things are about to get very interesting.

He kisses her, hard - she tries to move her head away -- then he tosses her to the ground like a rag doll and takes off, the double door swinging shut behind him.

Buffy is still semi-prone on the ground as the others come up to her.

XANDER

Buffy, are you okay?

WILLOW

Buffy?

She just stares at the doors he exited by. She can't even speak.

BLACK OUT.

END OF ACT TWO

ACT THREE

17 INT. LIBRARY - EVENING

17

It's maybe ten minutes later. Everyone is gathered in the library, in various stages of freakingdom. We do not see Buffy yet.

GILES

And we're absolutely certain that Angel has reverted to his former self?

XANDER

We're certain. Anybody not feeling certain here?

WILLOW

Giles, it was just -- you wouldn't have believed him. He was so... He came here to kill us!

CORDELIA

What are we gonna do?

GILES

I'm leaning toward blind panic, myself.

JENNY

Rupert, don't talk like that. The kids.

GILES

I'm sorry. It's just, things are bad enough with the Judge here. Angel crossing to the other side... I just wasn't prepared to deal with that.

JENNY

None of us was.

And the camera finds Buffy, sitting off to the side by herself. Willow approaches her.

WILLOW

Are you okay?

Buffy shakes her head.

WILLOW (cont'd)

Is there anything I can do?

CONTINUED

17 CONTINUED: (2)

17

GILES

Did anything happen last night that might --

BUFFY

Giles, please. I can't... not now.

She starts out, distraught. Willow has her eyes locked on Buffy, realization sinking in.

GILES

Buffy, I'm sorry but we can't afford to... Buffy!

WILLOW

Giles, shut up.

She says it levelly, eyes still on the departing figure of Buffy.

18 INT. SCHOOL HALL - CONTINUOUS - NIGHT

18

Buffy comes out and takes off at a good clip. Completely unable to deal.

19 INT. LIBRARY - CONTINUOUS - NIGHT

19

The others all react to Buffy's departure.

CORDELIA

This is great. There's an unkillable demon in town, Angel's joined his team and the Slayer is a basket case. I'd say we've hit bottom.

XANDER

I have a plan.

CORDELIA

Oh, no, here's a lower place.

XANDER

I don't know what's up with Angel, but I may have a way to deal with this Judge guy.

WILLOW

What do we do?

XANDER

I'm gonna need... I think I'm gonna need Cordelia on this one.

CONTINUED

Boy, is that not lost on Willow.

XANDER (cont'd)  
And we'll need wheels.

CORDELIA  
Well, my car --

XANDER  
It might need to be bigger.

WILLOW  
(steely-eyes, to  
Xander)  
No problem. I'll get Oz. He has a  
van.

Nor is that lost on Xander. But he's grown-up enough to  
ignore it.

XANDER  
Good. Okay.

CORDELIA  
Care to let me in on the plan that  
I'm a part of?

XANDER  
No.

CORDELIA  
Why not?

XANDER  
'Cause if I tell you what it is, you  
won't do it. Just meet me at  
Willow's in half an hour. And wear  
something trashy -- er.

GILES  
I'm not sure what we should do about  
Buffy.

JENNY  
Assuming they don't attack tonight,  
I think we should let her be.

WILLOW  
I agree.

GILES  
I can't imagine what she's going  
through right now.

CONTINUED

WILLOW  
I don't think any of us can.

20 INT. FACTORY - NIGHT

20

Angel is having a very different conversation with Spike and Dru.

ANGEL  
You should have seen her face. It was priceless. I'll never forget it.

SPIKE  
So, you didn't kill her then?

ANGEL  
Of course not.

SPIKE  
I know you haven't been in the game for a while, mate, but we do still kill people. It's sort of our raison d'etre, you know.

DRUSILLA  
You don't want to kill her, do you? You want to hurt her. Just like you hurt me.

She smiles with such affection when she says it...

ANGEL  
Nobody knows me like you do, Dru.

SPIKE  
She'd better not get in our way.

ANGEL  
Don't worry about it.

SPIKE  
I do.

ANGEL  
Spike, my boy, you really don't get it. You tried to kill her and you couldn't. Look at you. You're a wreck. She's stronger than any Slayer you've faced. Force won't get it done. You gotta work from the inside. To kill this girl... you have to love her.

STAZI

21 INT. BUFFY'S BEDROOM - NIGHT

21

She enters quietly, shuts the door behind her. She stares ahead blankly, trying to hold herself together. Goes to the dresser.

ANGLE: THE MIRROR

Hanging over it is the cross Angel gave her last year. She looks at it, then at herself in the mirror. Beginning to tremble, she looks at her hand.

ANGLE: THE CLADDAGH RING

Still on her finger. She pulls it off abruptly, letting it drop to the floor as the last vestige of her resolve crumbles.

She cries.

Moves blindly to the bed, sitting. Lying, curling up, unable to stop the tears.

FADE TO BLACK.

LIGHTNING FLASHES

STOP 22 INT. ANGEL'S APARTMENT - NIGHT (DREAM SEQUENCE)

22

As we see EXTREME CLOSE UPS of Buffy and Angel together -- her hand on his back, his face in her neck, her eyes opening.

ANGEL

I love you...

ANGLE: VAMPIRE ANGEL

ROARS at us in close up, then disappears.

23 EXT. GRAVEYARD - DAY

23

Buffy stands at Angel's grave. Behind her and to the right stands a woman in black with a veil. Buffy looks behind her as the woman lifts the veil -- to reveal Jenny, who looks straight ahead, ignoring her.

Buffy turns back and Angel is standing, in broad daylight, by his grave. He says serenely:

ANGEL

You have to know what to see.

Buffy looks behind her again, but Jenny is gone.

24 INT. BUFFY'S BEDROOM - MORNING

24

She awakens, still in her clothes. Steely purpose in her eyes.

25 INT. SCHOOL HALL - DAY

25

Buffy strides through the mass of students, paying no attention to anything around her.

26 INT. COMPUTER CLASS - CONTINUOUS - DAY

26

Jenny is standing before her desk talking in low tones to Giles. A few students sit at computers, working silently.

Buffy strides in, the grown-ups looking up as Buffy crosses the room to them.

She never breaks stride. It's one swift motion from walking to taking Jenny by the neck and slamming her down onto her desk.

Pencils and disks fly everywhere. Kids look up, stand, shocked as Giles --

GILES

Buffy!

-- tries to grab her, Buffy shoving him away without even looking at him.

BUFFY

(to Jenny)

What do you know?

Jenny is wide eyed -- Buffy is choking her, a murderer's calm in her eyes.

Giles stands again, coming forward --

GILES

Buffy, stop it!

Buffy lets Jenny up, who gasps for breath.

STUDENT

Should I get the principal --

GILES

I'll handle this. You're all dismissed.

The kids file out. Buffy never takes her eyes off Jenny.

CONTINUED

BUFFY

Did you do it? Did you change him?

GILES

For God's sake, calm down!

BUFFY

(ignores him)

Did you know what was gonna happen?

GILES

Buffy, you can't just go accusing everyone around you of --

JENNY

I didn't know exactly.

Giles stops, stares at Jenny. She cannot even look at the two of them as she continues.

JENNY (cont'd)

I was told... I was sent here to watch you. When they told me to keep you and Angel apart, they never told me what would happen.

GILES

Jenny...

JENNY

I'm sorry, Rupert. Angel was supposed to pay for what he did to my people.

BUFFY

And me? What was I supposed to be paying for?

JENNY

I didn't know what would happen until after. I swear I would have told you...

BUFFY

So it was me. I did it.

JENNY

I think so. I mean, if you...

GILES

I don't understand.

CONTINUED

JENNY

The curse. If Angel achieved true happiness, just a moment of... he would lose his soul.

GILES

But how do you know that you were responsible... Oh.

Buffy nods. There is a moment of uncomfortable silence.

JENNY

If I could do anything --

BUFFY

Curse him again. Can't you do that?

JENNY

Those majicks are long lost, even to my people.

BUFFY

But you did it once, I mean it may not be too late to save him...

JENNY

It can't be done. I can't help you.

BUFFY

Then take me to someone who can.

27 INT. GYPSY'S ROOM - NIGHT

27

He sits in the armchair, his back to us, when he hears the footsteps. He turns his head only slightly.

GYPSY MAN

I knew you would come. I suppose you want answers.

ANGEL

Not really.

The Gypsy Man stands, spins, terror in his eyes.

ANGEL (cont'd)

But thanks for the offer.

GYPSY MAN

You! Evil one...

CONTINUED

ANGEL

Evil one? Oh, man, now I've got hurty feelings.

GYPSY MAN

(backing away)

What do you want?

ANGEL

A whole lot. Got a lot of lost time to make up for. Say, I guess that's kind of your fault, isn't it?

The Gypsy holds up a cross, which Angel knocks out of his hand, grabbing his neck.

ANGEL (cont'd)

You gypsy types, you go and curse people, you really don't care who gets hurt. Of course, you did give me an escape clause, so I gotta thank you for that.

He pushes the old man back so he's sitting on the bed.

GYPSY MAN

You are an abomination. The day you stop suffering for your crimes, you are no longer worthy of a human soul.

ANGEL

Well, that pesky critter's all gone. So we can get down to business.

He kneels in front of the old man.

ANGEL (cont'd)

Don't worry, it won't hurt a bit... after the first hour.

Off the Gypsy's look...

28 EXT. OUTSIDE AN ARMY BASE - NIGHT

28

Oz's Van pulls up by a wall (the back of the armory) with a high window in it. Oz is driving, Willow beside him.

The back door slides open and Xander and Cordy pile out. She is dressed less sophisticatedly than usual. He has a tight hawaiian shirt and dockers. Hair very neat, ala Reptile Boy. He moves to Oz's window.

CONTINUED

XANDER

Wait here. When you hear that window open, get the ladder out, go up and we'll pass you the package. Okay?

OZ

Okay.

WILLOW

Be careful.

Xander and Cordy head around a corner.

29 EXT. BY THE ARMORY - MOMENTS LATER - NIGHT

29

They squeeze through the edge of a cyclone fence that runs to the armory, head down the length of the building.

XANDER

Security here is a joke. I really should report it.

CORDELIA

Who are we supposed to be again?

XANDER

You're supposed to be a girl. Think you can handle it?

A couple of soldiers pass. Xander suavely nods to them. They nod back and pass without comment, because they are extras.

ANGLE: THE ARMORY DOOR

As Xander and Cordelia round the corner and head for it. They are almost there when:

SOLDIER

Halt!

He's the guard on duty. Not huge, but tough. Eyeballs Xander. Xander looks slightly busted. Tries not to stammer.

SOLDIER (cont'd)

Identify yourself right the Hell now.

XANDER

Private Harris, with the... 33rd.

SOLDIER

33rd are on maneuvers.

CONTINUED

XANDER

Right. And I'm on leave. From them.

SOLDIER

You always spend your leave sneaking into the armory, buddy? And who is she?

CORDELIA

Hi. I'm not a soldier.

(to Xander)

Right?

Xander pulls the soldier aside.

XANDER

Look, I just want to give her the tour, you know what I'm saying?

SOLDIER

The tour?

XANDER

Well, you know the ladies... they love to see the big guns. Gets 'em all hot and bothered. Can you cut me some slack, give me a blind eye?

SOLDIER

(still suspicious)

Why should I?

Cordy watches them. It looks like Xander's going down in flames.

XANDER

Well if you do, I won't tell Colonel Newsome that your shoes ain't regulation, your oakleafs are on backwards and you hold your gun like a sissy girl.

He takes the gun and positions it correctly in the soldier's hands. Smiles winningly. Begrudgingly, the soldier smiles back.

SOLDIER

You got twenty minutes, nimrod.

XANDER

I only need five.

He herds Cordy in, pokes his head back out to say --

CONTINUED

29 CONTINUED: (2)

29

XANDER (cont'd)

Uh, forget I said that last part.

He shuts the door as the soldier moves on.

30 INT. ARMORY - CONTINUOUS - NIGHT

30

All we see (or ever shall) is a very dark room full of crates that cut off our view of the rest of the room.

CORDELIA

Okay, what was that? And also, who are you?

XANDER

Remember Halloween? I got turned into a soldier?

CORDELIA

Yeah...

XANDER

I still remember all of it! I know procedure, ordinance, access codes, everything. I know the whole layout of this place and I'm pretty sure I can put together an M16 in fifty seven seconds.

CORDELIA

Well, I'm sort of impressed. But let's just find the thing and leave.

XANDER

Okay.

They start looking.

CORDELIA

So looking at guns makes girls want to have sex? That's scary.

XANDER

Yeah, I guess...

CORDELIA

Well, does looking at guns make you wanna have sex?

XANDER

I'm seventeen. Looking at linoleum makes me wanna have sex.

31 INT. OZ'S VAN - NIGHT

31

As Oz and Willow wait for the others in not entirely comfortable silence...

WILLOW

I wish they'd hurry...

OZ

So, do you guys steal weapons from the army a lot?

WILLOW

Well, we don't have cable, so we have to make our own fun.

OZ

I get you.

WILLOW

Do you want to make out with me?

OZ

What?

WILLOW

With me. Make out. Do you want to?

OZ

That time you said it backwards.

WILLOW

Forget it. I'm sorry.

(beat)

Well do you?

OZ

Sometime when I'm sitting in class, I'm not thinking about class, 'cause, that could never happen, and I'll think about kissing you and then everything stops. It's like, freeze frame. Willow kissage.

She is drawn in by this -- so a bit taken aback when instead of kissing her, he just looks out the window again. There is a moment of confused silence before he remembers himself and speaks again.

OZ (cont'd)

I'm not gonna kiss you.

WILLOW

What? But... freeze frame...

CONTINUED

OZ

Well, to the casual observer, it looks like you want to make your friend Xander jealous. Or even the score, or something. That's on the empty side. You see, in my fantasy, when I'm kissing you... you're kissing me.

She can't reply -- she's touched, but she knows he's right about Xander. Oz smiles at her, serene.

OZ (cont'd)

It's okay. I can wait.

We hear the window opening, as do they.

OZ (cont'd)

We're up.

He gets out of the van. Willow watches him, real affection suffusing her gaze.

## 32 INT. GYPSY'S ROOM - NIGHT

32

Buffy, Giles and Jenny enter. They stop, Jenny putting her hand over her mouth.

We don't see much -- maybe a hand -- but we can hear flies buzzing about the remains.

Buffy looks down at the body -- then her eyes drift over to the wall.

ANGLE: THE WALL

on it is written: WAS IT GOOD FOR YOU TOO?

It isn't written in ink.

JENNY

God...

GILES

Buffy, he's doing this deliberately. He's trying to make it harder for you.

BUFFY

He's just making it easier. I know what I have to do.

CONTINUED

32 CONTINUED:

32

GILES

What?

She looks at him, summoning her resolve.

BUFFY

Kill him.

BLACK OUT.

END OF ACT THREE

ACT FOUR

33 INT. FACTORY - NIGHT

33

The Judge steps forward as two vampires put a coarse, monkish robe around his shoulders.

THE JUDGE

I am ready.

SPIKE

'Bout time.

Drusilla breezes in, all excited. She places herself on Spike's lap.

SPIKE (cont'd)

Have a good time.

DRUSILLA

You'll be able to hear the screams.  
I promise.

Angel also joins them.

ANGEL

(to Spike)

Too bad you can't come with. We'll  
be thinking of you.

SPIKE

(glares at him)

I won't be in this chair forever.  
What if your girlfriend shows up?

ANGEL

I'm gonna give her a kiss.

Drusilla plants a huge kiss on Spike, then takes Angel's hand and leads him out. As Angel passes the Judge he remarks:

ANGEL (cont'd)

Don't you look spiffy.

34 INT. GILES' OFFICE - NIGHT

34

Xander and Oz set an oblong wooden crate down on the desk. Buffy comes up to it as Giles starts to open it with a crowbar. (Willow and Cordy may be visible in the background, loading weapons into a gymbag).

CONTINUED

34 CONTINUED:

34

XANDER

Happy Birthday, Buffy. Hope you like the color.

BUFFY

Giles, we'll hit the factory first but we may not find them. If they're on the offensive we need to figure out where they'll go.

GILES

Agreed.

He pries it open. Jenny comes into the office tentatively. Buffy still looks at the box.

BUFFY

This is good.

JENNY

Do you... is there something I can do to --

BUFFY

Get out.

Buffy never looks at her. Everyone is made plenty uncomfortable by the silence.

JENNY

I just want to help...

She looks pleadingly at Giles. There's no joy, nor anger in his reply. Just a decision.

GILES

She said get out.

Slowly, Jenny does. A moment before Xander turns to Buffy

XANDER

Do you want me to show you how to use it?

BUFFY

(all business)

Yes I do.

35 INT. FACTORY - NIGHT

35

Buffy and Giles enter the empty space, the others waiting at the door.

CONTINUED

35 CONTINUED:

35

BUFFY

I knew it.

GILES

And we haven't a bead on where they would go?

BUFFY

I don't know.

ANGLE: SPIKE

hides in the shadows, chair behind the boiler.

BUFFY (cont'd)

Somewhere crowded. The Judge is gonna need bodies.

WILLOW

The Bronze?

XANDER

It's closed tonight.

CORDELIA

There's not a lot of choices in Sunnydale. It's not like people are gonna line up to get massacred.

That strikes a chord with Oz.

OZ

Uh, guys? If I was gonna line up, I know where I'd be.

36 INT. MULTIPLEX\MALL - NIGHT

36

We see people, not surprisingly, lined up, waiting inside for movies to open. They are in a huge, arched hallway. At one end is a domed room with a giant concession stand in the middle. At the other end is the mall, a large balcony overlooking the area and facing the concession stand.

We see various angles of the busy space -- people shopping, waiting, buying tickets or popcorn. Then we see:

ANGLE: THE DOORS ON THE BALCONY LEVEL

open, the Judge striding in. Dru and Angel flanking him, the other vamps (say, three) behind.

CONTINUED

36 CONTINUED:

36

A businessman is on his way out, head down, oblivious. The Judge gestures at him -- no touching -- and the man shakes, burns(CGI), drops.

ANGEL  
(to the vamps)  
Lock the exits, boys.

The vamps spread out.

ANGEL (cont'd)  
(to the Judge)  
It's all yours.

37 INT. MALL HALLWAY - CONTINUOUS - NIGHT

37

As Buffy and the gang arrive from another entrance, full of purpose. Xander and Giles still carry the box by its rope handles. \*

BUFFY  
Everybody keeps back. Damage control only. Take out any lesser vamps if you can. I'll handle the smurf.

38 INT. BALCONY SECTION OF MALL - CONTINUOUS - NIGHT

38

The Judge comes to the center of the balcony, looks down on the people who are too busy shopping to notice him.

There are two staircases leading down from the balcony, people on both.

The Judge spreads his arms and connects with the nearest two on either stair. They start to burn, slowly, eyes wide, then we CUT WIDE as the energy from the Judge shoots from them to more people, and more, till he has created a huge web of energy, scores of people caught in it, starting to shake.

DRUSILLA  
Oh, goodie!

An arrow suddenly whips into the Judge's chest. He stumbles back, the power cut off.

ANGLE: HIS VICTIMS

We see some of them fall to the ground, hurt but alive.

The Judge pulls the arrow out of his chest, quietly seething.

CONTINUED

38 CONTINUED:

38

THE JUDGE  
Who dares...?

ANGLE: THE CONCESSION STAND

As we ARM up it, up the center, to find Buffy standing on top of the popcorn machine (or highest point of the stand), holding her crossbow.

BUFFY  
I think I got his attention...

The Judge sees her, takes a step forward, throwing down the arrow.

THE JUDGE  
You are a fool. No weapon forged can stop me.

Buffy drops the crossbow --

BUFFY  
That was then.

-- and hoists the rocket launcher Xander has procured for her.

BUFFY (cont'd)  
This is now.

And then everything happens very slowly.

DRUSILLA

Sees the rocket launcher, starts to dive out of the way --

ANGEL

Does the same --

BUFFY

flicks a switch and sights up --

THE JUDGE

looks at the thing in confusion and just a touch of worry.

THE JUDGE  
What's that do?

And Buffy fires.

CONTINUED

38 CONTINUED: (2)

38

The rocket streaks across the hall, high above the heads of the bystanders -- straight toward the Judge --

-- and IMPACTS with a shuddering blast.

Drusilla gets pelted with debris. She looks back at the Judge.

Or rather, the place he was. It's smoke, rubble, and small fires.

Drusilla, whimpering, bails, her henchvamps following.

ANGLE: THE GANG

Come out from behind the concession stand as Buffy climbs down, tossing the launcher to Xander.

BUFFY  
My best present ever.

XANDER  
Knew you'd like it.

WILLOW  
Do you think he's dead?

Buffy is looking around her, her guard still up.

BUFFY  
You guys pick up the pieces. Keep 'em separate.

As they move to comply --

CORDELIA  
Pieces? We're getting pieces? Our job sucks!

Buffy is still looking about -- and then she spots him, off to the right.

ANGLE: ANGEL

Slips around a corner, past panicking civilians.

Buffy pursues.

ANGLE: SPRINKLERS

Rising smoke sets them off.

39 INT. MALL HALLWAY\CUL DE SAC - NIGHT

39

Buffy makes her way quickly but cautiously along, water cascading down everywhere.

She turns a corner, looking around her. This cul de sac has a pastry and coffee counter, not much else. Everything being soaked by the sprinklers. Buffy stops, listening.

She spins -- and a fist knocks her hard to the ground.

Angel steps up, grinning. (Human face still on).

ANGEL

You know what the worst part was?  
Pretending I loved you. If I'd known  
how easily you'd give it up, I  
wouldn't have bothered.

She rises, her fury bottled in calm.

BUFFY

That doesn't work any more. You're  
not Angel.

ANGEL

You'd like to think that, wouldn't  
you? Doesn't matter. The important  
thing is, you made me the man I am  
today.

She comes at him -- and they trade vicious blows, Angel  
getting the upper hand.

A40 INT. MALL - CONTINUOUS - NIGHT

A40

In the wet, Xander and Willow look for Judge parts. Behind  
them, Oz finds:

OZ

Arm.

They go to look.

B40 INT. MALL HALLWAY\CUL DE SAC - CONTINUOUS - NIGHT

B40

Angel drives Buffy back, toward the glass counter.

She hesitates, out of breath and frightened. He beckons to  
her.

CONTINUED

B40 CONTINUED:

B40

ANGEL

Not quitting on me already, are you?  
Come on, Buffy. You know you want it.

Okay, well, that's just it. She hits him in the stomach like a pile driver -- He doubles over in pain -- and she grabs him, **thrusts** his head right through the glass of the pastry case -- then pulls him roughly up so the back of his head smashes through the glass top of the case.

And then she wails on him. Punching his face, round-housing him, just pummelling the guy, everything she's gone through pouring out in a hail of blows.

She sends him slamming back into the wall. He staggers back toward her, face cut and bloody, as she pulls a stake out and pulls back, ready to plunge --

CONTINUED

B40 CONTINUED: (2)

B40

She hesitates. Pain running through her face. Hand trembling. And finally lets the stake drop to the floor. Angel smile is aggravatingly charming.

ANGEL (cont'd)

You can't do it. You can't kill me.

She kicks him between the legs, just about as hard as a person can.

He drops to his knees, mouth open in an extreme of agony that cannot even scream. She turns.

BUFFY

Give me time.

She walks away, leaving him gasping in the artificial rain.

40 EXT. IN FRONT OF BUFFY'S HOUSE - NIGHT

40

Giles' car pulls up, Giles at the wheel, an extremely subdued Buffy beside him. For a moment, they both sit in silence.

GILES

It's not over. I suppose you know that.

Buffy nods, not looking at him.

GILES (cont'd)

He'll come after you particularly. His profile -- well, he'll strike out at the things that made him the most human.

BUFFY

You must be so disappointed in me.

GILES

No, I'm not.

BUFFY

But... this is all my fault.

GILES

I don't believe it is.

Buffy looks at him. She is close to crying.

CONTINUED

40 CONTINUED:

40

GILES (cont'd)

Do you want me to wag my finger at you and tell you you acted rashly? You did, and I can. But I know you loved him, and he has proven more than once that he loved you. You couldn't have known what would happen. The coming months are going to be very hard -- I suspect on all of us. But if you're looking for guilt, Buffy, I'm not your man. All you will have from me is my support... and my respect.

She says nothing, spilling eloquent tears.

41 INT. BUFFY'S LIVING ROOM - NIGHT

41

ANGLE: A T.V. (old movie) (comforting musical)

We pan off it to find Joyce entering the living room, holding a plate with a couple of cupcakes on it, and a mug of cocoa.

Buffy is on the couch. Joyce joins her, setting the food down on the coffee table.

JOYCE

Did I miss anything?

BUFFY

Some singing. And some running around.

Joyce sets a candle in one of the cupcakes.

JOYCE

Here we go... I'm sorry I didn't have time to make you a real cake.

BUFFY

This is perfect.

JOYCE

But we're still going shopping tomorrow.

Buffy nods as Joyce gets matches.

JOYCE (cont'd)

So, did you have a fun birthday? What'd you do?

CONTINUED

41 CONTINUED:

41

BUFFY  
I got older.

JOYCE  
You still look the same to me.

She lights the candle, pushes the cupcake over to Buffy.

JOYCE (cont'd)  
Happy birthday. I don't have to  
sing, do I?

Buffy shakes her head, looks at the candle.

JOYCE (cont'd)  
Well, go on. Make a wish.

A moment before she replies.

BUFFY  
I'll just let it burn.

Joyce puts her hand to Buffy's hair, touching it softly.  
Affection and vague concern on her face. Buffy puts her head  
in her mother's lap, brings her feet up onto the couch.

They sit, Joyce playing gently with her daughter's hair.  
Buffy letting her eyes drift shut. The candle flickering  
bravely in the dark.

FADE TO BLACK.

END OF SHOW