

Halloween

(August 28, 1997)

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Teaser

FADE IN:

EXT. PUMPKIN PATCH - NIGHT

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

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

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

CLOSE ON VAMP

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

BUFFY

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

BUFFY
Hmnm.

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

VIDEO CAMERA P.O.V. - THE FIGHT

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

BACK ON PUMPKIN PATCH

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

VIDEO CAMERA P.O.V. - THE FIGHT

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

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

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

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

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

The VIDEO IMAGE goes to snow.

BACK ON PUMPKIN PATCH

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

The RED RECORD LIGHT goes out.

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

Then he too disappears into the night.

BLACK OUT.

END OF TEASER

Act One

INT. THE BRONZE - NIGHT

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

CORDELIA (O.C.)

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

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

ANGEL

Um, hi. I'm waiting for Buffy.

CORDELIA

Great.

Cordy sits down. Makes herself comfortable.

CORDELIA

I'm supposed to be meeting Devon,
but he's nowhere to be seen. It's like

he thinks being in a band gives him an obligation to be a flake. Well, his loss is your incredible gain...

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

ON BUFFY

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

ANGEL & CORDELIA

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

ON BUFFY

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

ON ANGEL

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

CORDELIA

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

ANGEL

Buffy?

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

BUFFY

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

BUFFY

Oh. Hi. I'm...

ANGEL

Late.

BUFFY

Rough day at the office.

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

ANGEL

So I see.

BUFFY

(humiliated)

Hey. It's a look.

A... seasonal... look.

Cordelia passes. Smirks to Buffy.

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

That's it. Buffy gives.

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

ANGEL
Don't listen to her. You look fine.

BUFFY
You're sweet.
(then)
A terrible liar. But sweet.

She turns to go. Angel stops her.

ANGEL
I thought we had... you know.

Buffy turns back - vents.

BUFFY
A date? So did I. But who
am I kidding? Dates are
things normal girls have.
Girls who have time to think
about nail polish and facials
and stuff. You know what I
think about? Ambush tactics. Beheading.
(then)
Not exactly the stuff dreams are made of.

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

CORDELIA
(to Angel)
Cappuccino?

INT. SUNNYDALE HIGH/HALL - DAY

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

CLOSE ON PRINCIPAL SNYDER

Who grabs an unsuspecting young girl.

GIRL

Hey!

MR SNYDER
You're volunteering.

GIRL
But I have to get to class-

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

ON BUFFY, WILLOW & XANDER

Who wander past, curious.

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

XANDER
Note his interesting take on the
"volunteer" concept.

BUFFY
What's the deal?

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

BUFFY
Yikes. I'll stick to vampires-

A hand falls on her shoulder. Snyder.

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

BUFFY
Principal Snyder-

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

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

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

Snyder hands her a pen.

MR SNYDER

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

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

INT. SCHOOL LOUNGE - DAY

Buffy, Willow, & Xander enter. Looking dejected.

XANDER

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

WILLOW

Snyder said costumes were "mandatory."

BUFFY

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

XANDER

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

BUFFY

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

XANDER

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

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

LARRY

Harris.

XANDER

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

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

LARRY

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

XANDER

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

Larry is getting impatient.

LARRY
So she's not your girlfriend?

XANDER
Alas, no.

LARRY
You think she'd go out with me?

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

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

Xander suddenly loses his sense of humor.

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

LARRY
(leering)
You know what I mean.

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

XANDER
That's my friend you're talking about.

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

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

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

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

CLOSE ON LARRY'S HAND

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

ON BUFFY

Who holds LARRY'S FIST.

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

free drink.

BUFFY
(to Larry)
Get gone.

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

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

BUFFY
Ooh. Diet.

Xander just stands there. Aghast.

XANDER
Do you know what you just did?

BUFFY
Saved a dollar?

XANDER
Larry was about to pummel me.

Buffy waves off what she thinks is gratitude.

BUFFY
Oh, that. Forget about it.

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

BUFFY
Xander -

XANDER
A black eye heals, Buffy. But cowardice
has a nearly unlimited shelf-life.
(then)
But thanks. Thanks for your help.

He stomps off. Willow and Buffy share a look.

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

WILLOW
Poor Xander. Boys are so fragile.

They move back to the couches. Sit.

WILLOW
Speaking of - how was your date last night?

BUFFY

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

WILLOW
Was he mad?

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

WILLOW
Buffy, Angel would never fall for her act.

BUFFY
(worried)
Sure. Why would he want a stunning,
totally turned-out babe fawning all over
him when he could have me - Miss Spin Cycle '97?

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

BUFFY
But how do we know? I mean, what
his type is? Or even what his turn-ons
and turn-offs are? I've known him for
less than a year and, if you haven't noticed,
he's not one to over-share.

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

They both know this is the answer.

BUFFY
Yeah. Too bad. That stuff is private.

WILLOW
Also, Giles keeps them in his personal files.
In his office, which he never leaves.

BUFFY
Most importantly, it would be wrong.

INT. LIBRARY - DAY

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

GILES
Buffy. Excellent.

BUFFY
(spinning)

Nothing! Hi.

GILES

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

BUFFY

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

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

BUFFY

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

GILES

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

BUFFY

Such as?

Giles is struggling to come up with something.

GILES

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

Buffy just shakes her head.

BUFFY

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

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

BUFFY

(turning him back)

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

GILES

Well, it's interesting -

Willow nears the office -

GILES

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

Willow stops. Are they busted?

BUFFY

Well, of course it's of interest! I'm the Slayer! I need to know this stuff! You can't keep me in

the dark anymore!
(as he almost turns to the office)
Look at me when I talk to you!

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

BUFFY
Ms. Calendar said you were a babe!

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

GILES
She said what?

Willow slips into the office, starts getting the diaries.

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

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

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

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

GILES
Buffy, I appreciate your interest, but -

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

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

GILES
A babe?
(smiles)
I can live with that.

INT. WOMEN'S RESTROOM - DAY

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

BUFFY
Man - look at her.

CLOSE ON BOOK

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

ON BUFFY & WILLOW

WILLOW
Who is she?

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

WILLOW
Angel was 18. And still human.

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

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

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

WILLOW
(at a loss)
Come on. She's not that pretty.
She's got a funny... waist. See
how tiny it is?

BUFFY
Now I feel better. Thanks.

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

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

WILLOW
Yeah.
(then)
Still, I think I prefer being able
to vote... or I will, when I can...

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

CORDELIA
So, Buffy, you ran off and left poor

Angel by his lonesome last night.
I did everything I could to comfort him.

BUFFY
I bet.

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

WILLOW
Not during the day, anyway.

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

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

CORDELIA
Oh, good. I mean-
(then)
What?

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

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

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

WILLOW
It's true.

CORDELIA
You know what I think? You're
rying to scare me off because you're
afraid of the competition.
(then)
Look Buffy, you may be hot-stuff
when it comes to demonology or
whatever, but when it comes to
dating - I'm the Slayer.

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

INT. ETHAN'S CUSTOME SHOP - DAY

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

Buffy moves through the store - searching unenthusiastically for something to dress

up as. Willow approaches.

BUFFY
What did you find?

WILLOW
A time honored classic.

Willow pulls a costume out of her bag.

CLOSE ON COSTUME

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

ON BUFFY AND WILLOW

BUFFY
Willow. Can I give you a little friendly advice?

WILLOW
It's not spooky enough?

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

WILLOW
Free candy?

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

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

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

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

WILLOW
Hey Xander. What did you get?

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

BUFFY
That's not a costume.

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

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

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

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

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

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

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

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

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

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

AN 18TH CENTURY GOWN

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

BUFFY

Moves to it, mesmerized. Willow and Xander follow.

WILLOW
It's... amazing.

XANDER
Too bulky. I prefer my women in spandex.

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

ETHAN
Please. Let me.

BUFFY
It's -

ETHAN
Magnificent. I know.

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

ETHAN

My. Meet the hidden princess.

ON BUFFY IN THE MIRROR

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

ON ETHAN

ETHAN

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

BUFFY

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

ETHAN

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

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

INT. THE FACTORY - NIGHT

Moving through the dark hallway, we hear voices.

SPIKE (O.C.)
Here it comes-

INT. FACTORY - NIGHT

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

Spike watches the tape with single minded concentration.

ON THE TELEVISION

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

ON SPIKE

SPIKE

Rewind that. I want to see it again.

Spike paces, wired.

SPIKE

She's tricky. Baby likes to play.

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

SPIKE

(intense)

See that? Where she stakes him with
that thing? That's what you call resourceful.

(then)

Rewind again.

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

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

SPIKE
Come here, poodle.

She wafts him. He puts his arms around her.

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

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

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

This gets his attention.

SPIKE
Really. Did my pet have a vision?

DRUSILLA
Do you know what I miss? Leeches.

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

DRUSILLA
Tomorrow.

SPIKE
But tomorrow is Halloween.
Nothing happens on Halloween.

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

INT. ETHAN'S COSTUME SHOP - NIGHT

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

INT. ETHAN'S BACK ROOM - NIGHT

CLOSE ON

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

ETHAN

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

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

ETHAN

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

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

ETHAN

Chaos. As ever, I am your faithful,
degenerate son.

CLOSE ON STATUE

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

BLACK OUT.

END OF ACT ONE

Act Two

INT. BUFFY'S ROOM - DAY

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

WILLOW (O.C.)

Where are you meeting Angel?

BUFFY

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

WILLOW (O.C.)

Does he know about your costume?

BUFFY

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

Come on out, Will. You can't

stay in there all night.

WILLOW (O.C.)
Okay. But don't laugh.

Buffy turns around.

BUFFY
I won't-

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

BUFFY
Wow.

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

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

WILLOW
But this just isn't me.

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

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

BUFFY
That's Xander. You ready?

WILLOW
Yeah. Okay.

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

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

INT. FOYER - MOMENTS LATER - DAY

Buffy opens the door.

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

XANDER
Private Harris. Reporting for-

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

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

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

WILLOW (O.C.)
Hi...

Xander and Buffy turn at her voice, expectant.

WILLOW is once again covered in her GHOST SHEET.

BUFFY
--Casper.

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

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

EXT. SUNNYDALE HIGH SCHOOL - COURTYARD - AFTERNOON

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

INT. SCHOOL - CONTINUOUS - AFTERNOON

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

ON XANDER

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

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

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

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

ON BUFFY AND SNYDER

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

MR SNYDER
Here's your group, Summers.
No need to speak to them -

the last thing they need is your influence. Just bring them back in one piece and I won't expel you.

Off Buffy's reaction.

ANGLE ON: OZ

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

CORDELIA
Oz. OZ.

He turns, assesses her.

OZ
Cordelia. You're like a great big cat.

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

OZ
At the shelter club.

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

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

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

OZ
So what do I tell him?

CORDELIA
NOTHING! Jeez, get with the program.

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

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

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

OZ

Sorry.

WILLOW
Sorry.

OZ
Sorry.

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

ON XANDER

Who has a group of three little costumed munchkins.

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

The kids all nod.

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

FADE TO:

EXT. NEIGHBORHOOD BLOCK - NIGHT

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

ON BUFFY AND HER GROUP

Her kids return from a house, looking really dejected.

BUFFY
What'd Mrs. Davis give you?

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

BUFFY
She must be stopped.
(brightly)
Let's hit one more house.
We still have a few minutes
before we've got to get back.

The kids perk up. Run off.

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

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

ETHAN

(in latin)
BR Take plea. my hear>night as your own. Come forth
and show us your truth.>

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

CLOSE ON

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

KIDS
Trick or treat!

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

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

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

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

EXT. NEIGHBORHOOD BLOCK - CONTINUOUS - NIGHT

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

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

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

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

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

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

CLOSE ON ETHAN

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

ETHAN
Show time.

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

MRS. PARKER leans to the unmoving GARGOYLE - apologetic.

MRS. PARKER

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

CLOSE ON MRS. PARKER

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

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

ON WILLOW

WILLOW
Let her go!

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

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

ON WILLOW

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

WILLOW
What- What's-

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

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

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

CLOSE ON XANDER

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

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

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

ON WILLOW'S SHEET-CLAD FORM

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

WILLOW
Oh. Oh my God...

She stands, sees her BOOTS submerged in the sheet.

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

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

XANDER

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

WILLOW
Xander!

She RUNS -

EXT. ACROSS THE STREET - CONTINUOUS - NIGHT

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

WILLOW
Xander, it's me. Willow!

Seeing her, Xander cautiously LOWERS THE GUN a little.

XANDER
I don't know any Willow.

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

XANDER
What the Hell is going on here?

WILLOW
You don't know me?

XANDER
Lady, I suggest you find cover.

He starts to move past her. She -

WILLOW
No, wait!

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

CLOSE ON WILLOW

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

WILLOW
Oooh.

XANDER

Spins, freaking. Raises the gun on her again.

XANDER
What are you?!

Willow snaps out of her reverie.

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

XANDER
And you expect me to believe that?

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

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

XANDER
But-

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

Willow stops. Seeing something down the street.

WILLOW
Buffy!

WHAT WILLOW SEES

Buffy, in her gown, stumbling unsteadily toward them.

WILLOW

Races to Buffy. Xander follows.

WILLOW
Buffy, are you okay?

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

ANGLE: OUR THREE

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

XANDER
This could be a situation.

WILLOW
Buffy, what do we do?

In answer, Buffy FAINTS right out of frame.

BLACK OUT.

END OF ACT TWO

Act Three

EXT. STREET - NIGHT

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

Buffy is just waking up.

WILLOW
Buffy! Are you all right?

BUFFY
What?

XANDER
Are you hurt?

WILLOW
Buffy, are you **hurt**?

BUFFY
Buffy?

WILLOW
(to Xander, fears confirmed)
She's not Buffy.

XANDER
Who's Buffy?

WILLOW
Oh, this is fun.
(to Buffy)
What year is this?

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

They help her up.

WILLOW
We're friends.

BUFFY

Friends of whom? Your dress is...
everything is strange...
(panic rising)
How did I come to be here?

WILLOW
Okay, breathe, okay?
You're gonna faint again.
(to Xander)
How are we supposed to get
through this without the Slayer?

XANDER
What's a Slayer?

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

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

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

CLOSE ON: BUFFY

Screaming!

BUFFY
Demon! A demon!

ANGLE: A CAR

Driving toward them.

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

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

BUFFY
What does it want?

XANDER
(to Willow)
Is this woman insane?

WILLOW
She's never seen a car.

XANDER
She's never seen a car.

WILLOW
She's from the past.

XANDER

And you're a ghost?

WILLOW

Yes. Now let's get inside.

XANDER

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

WILLOW

(thinks)

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

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

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

Buffy is entirely confused by the kitchen and its appliances.

XANDER

I think we're clear.

WILLOW

(calls out)

Hello! Mrs. Summers?

(no response)

Good. She's gone.

BUFFY

Where are we?

WILLOW

Your place. Now we just need to -

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

WILLOW

Don't open it!

XANDER

It could be a civilian.

WILLOW

Or a mini-demon.

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

ANGLE: BUFFY

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

A PICTURE

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

BUFFY

This... this could be me...

WILLOW

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

BUFFY

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

(re: picture)

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

WILLOW

You **are** home!

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

WILLOW

You couldn't have dressed up like Xena...

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

WILLOW

Not a civilian.

XANDER

Affirmative.

He sticks his gun out the window -

WILLOW

Hey! What'd we say?

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

XANDER

Big noise scare monster.
Remember?

WILLOW

Got it.

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

XANDER

Dammit.

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

BUFFY

Surely he'll not desert us?

WILLOW
(just had enough)
Whatever...

EXT. BUFFY'S STREET - CONTINUOUS

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

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

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

CORDELIA
Xander?

XANDER
Come inside.

He rushes her toward the house.

INT. BUFFY'S HOUSE - CONTINUOUS

Xander brings Cordelia in, slamming the door behind them.

WILLOW
Cordelia!

CORDELIA
What's going on?

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

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

WILLOW
You know us?

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

WILLOW
A lot's going on.

CORDELIA
No kidding. I was just attacked by
Jo-Jo the dogfaced boy. Look at
my costume! Think Party-Town's

gonna give me my deposit back?
Not on the likely.

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

XANDER
Here.

CORDELIA
Thanks.

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

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

CORDELIA
What's **that** riff?

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

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

CORDELIA
Who died and made her the boss?

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

EXT. STREET - NIGHT

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

SPIKE
Well, this is just... neat.

INT. BUFFY'S HOUSE - NIGHT

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

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

XANDER
The lady said stay put.
(to Cordy)
Check upstairs. Make sure

everything's locked.

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

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

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

ANGLE ON: THE PICTURE

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

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

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

XANDER
(re: picture)
How do you explain this?

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

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

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

XANDER
Then you'll die.

ANGEL (O.C.)
Oh, good. You guys are all right.

They turn to see Angel entering from the kitchen.

ANGEL
It's total chaos out there.

BUFFY/XANDER
Who are you?

INT. LIBRARY - NIGHT

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

He gets up, starts slowly for the door.

WILLOW

COMES RUNNING THROUGH THE WALL.

GILES
GNYEHAHH!

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

WILLOW
Hi.

INT. BUFFY'S HOUSE - NIGHT

ANGEL
Okay, does somebody want to fill me in?

XANDER
Do you live here?

ANGEL
No! You know that. Buffy...
I'm lost here. You...
(suddenly peering)
What's up with your hair?

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

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

CORDELIA
Do you mind?

XANDER
(to Angel)
Take the princess here and secure
the kitchen. Catwoman, you're with me.

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

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

ANGEL

Come on.

BUFFY
Do you have a musket?

They enter the kitchen. The back door is open.

ANGEL
I didn't leave that open.

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

Angel shuts the door. Turns.

ANGEL
Look out!

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

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

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

ANGLE: ANGEL

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

ANGEL
A stake!

BUFFY
What?

He turns -

ANGEL
Get me a stake!

And she sees his VAMPIRE FACE.

She screams. Turns and runs out the back.

ANGEL
Buffy, no!

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

INT. LIBRARY - NIGHT

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

WILLOW

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

GILES

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

WILLOW

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

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

GILES

And - your costume?

WILLOW

I'm a ghost.

GILES

Yes, but a ghost of what, exactly?

WILLOW

(embarrassed)

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

GILES

Good heavens. Cordelia became an actual feline?

WILLOW

(realizing)

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

GILES

She didn't change.

WILLOW

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

GILES

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

WILLOW

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

Off their realization.

EXT. STREET - NIGHT

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

XANDER
You're sure she came this way?

ANGEL
No.

CORDELIA
She'll be okay.

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

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

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

EXT. STREET - NIGHT

Buffy wanders, lost, alone, terrified.

SPIKE (V.O.)
... is find her first.

BLACK OUT.

END OF ACT THREE

Act Four

EXT. INDUSTRIAL AREA - NIGHT

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

LARRY

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

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

Giles and Willow enter, step inside.

GILES
Hello? Is anyone in?

They move through the room and into-

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

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

WILLOW
Giles.

Giles turns. Sees the statue.

GILES
That's Janus, a Roman mystical God.

WILLOW
What does it mean?

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

ETHAN (O.C.)
Chunky and creamy style. No,
sorry. That's peanut butter.

ETHAN

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

GILES
Willow. Get out of here. Now.

WILLOW
But -

GILES
NOW, Willow.

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

GILES
Hello, Ethan.

ETHAN
Hello, Ripper.

EXT. INDUSTRIAL AREA - NIGHT

ON BUFFY

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

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

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

XANDER

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

BUFFY

Runs right into Cordelia.

CORDELIA
Buffy? Are you okay?

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

XANDER AND LARRY

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

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

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

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

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

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

BUFFY
He - really?

CORDELIA
Absolutely. Angel is our friend.

Buffy looks timidly at Angel, who crosses to Xander.

XANDER

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

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

strange sense of closure.

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

WILLOW
Guys!

ANGEL
Willow!

WILLOW
You guys gotta get inside.

She points. They turn. They see:

ANGLE: SPIKE

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

XANDER
We need to triage.

ANGEL
This way.

XANDER
Ladies... we're on the move.

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

ON BUFFY

Afraid - but giving into his protection.

INT. ETHAN'S BACK ROOM - NIGHT

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

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

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

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

GILES

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

ETHAN

(wry)

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

(then)

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

GILES

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

ETHAN

It's who you are? The Watcher? Sniveling
tweed-clad guardian of the Slayer and her kin?

I think not. I know who you are. And

I know what you're capable of.

(then/realizing)

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

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

GILES

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

ETHAN

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

GILES

You get to live.

ETHAN

Ooooh. You're scaring-

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

EXT. ALLEY - NIGHT

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

Angel leads them to a warehouse door.

ANGEL

Over here!

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

INT. WAREHOUSE - CONTINUOUS - NIGHT

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

XANDER

Check and see if there are any other ways in!

Angel tries to put Buffy down.

ANGEL
Just stay here.

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

CORDELIA
Faboo. More clinging.

XANDER

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

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

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

INT. ETHAN'S BACK ROOM - CONTINUOUS - NIGHT

CLOSE ON ETHAN

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

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

GILES stands over him.

GILES
How do I stop the spell?

ETHAN
Say pretty ple-

GILES KICKS HIM. Not holding back.

ETHAN
Janus. Break the statue.

Giles grabs the statue. THROWS IT AGAINST THE WALL.

CLOSE ON STATUE

SLO MO as the statue HITS AND SHATTERS.

ON GILES

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

Off Giles' reaction.

INT. WAREHOUSE - CONTINUOUS - NIGHT

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

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

SPIKE
Look at you. Shaking, terrified.
Alone. Lost little lamb.

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

SPIKE
I love it.

ANGEL
Buffy!

ANGEL

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

ON SPIKE

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

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

WILLOW
Now THAT guy, you can shoot.

XANDER

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

XANDER
What the - ?

ON SPIKE & BUFFY

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

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

BUFFY
Hi Honey. I'm home.

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

BUFFY

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

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

BACK ON BUFFY, XANDER, CORDELIA & ANGEL

As they all move together - stunned but alive.

XANDER

Hey, Buff. Welcome back.

BUFFY

Yeah. You too.

CORDELIA

You guys remember what happened?

XANDER

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

CORDELIA

(to Angel)

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

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

ANGEL

You okay?

BUFFY

Yeah.

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

CORDELIA

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

XANDER

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

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

CORDELIA

I guess we should get them
back to their parents.

XANDER

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

EXT. MRS. PARKER'S YARD - NIGHT

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

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

EXT. STREET - NIGHT

OZ'S VAN stops at an intersection.

Oz STARES as Willow passes. Totally enchanted.

OZ
Who IS that girl?

INT. BUFFY'S ROOM - NIGHT

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

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

She sits next to Angel.

ANGEL
Are you sure you're okay?

BUFFY
I'll live.

A beat.

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

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

Angel smiles. Shakes his head.

BUFFY
What?

ANGEL
I hated the girls back then.

Especially the noblewomen.

BUFFY
You did?

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

BUFFY
Really. Interesting - like how?

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

ANGEL
You know how.

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

They move closer together.

ANGEL
I should.

BUFFY
Oh - definitely...

And he does. Non verbally. Smootchie city.

FADE TO:

INT. ETHAN'S COSTUME SHOP - DAY

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

ANGLE: THE CARD

On it is written only three words.

"Be seeing you"

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

BLACK OUT.

THE END