

# Surprise

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## Teaser

INT. BUFFY'S BEDROOM - NIGHT

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

INT. HALLWAY - NIGHT

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

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

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

INT. THE BRONZE - NIGHT

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

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

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

JOYCE

Do you really think you're ready, Buffy?

BUFFY

What?

CLOSE ON JOYCE'S HANDS

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

ON BUFFY

Who looks from the broken plate tack to her mother - but

JOYCE IS GONE.

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

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

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

BUFFY  
Angel!

Buffy reaches for him.

CLOSE ON THEIR HANDS

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

ON BUFFY AND ANGEL

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

DRUSILLA  
Happy Birthday, Buffy.

SMASH CUT TO:

INT. BUFFY'S BEDROOM - NIGHT

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

BLACKOUT.

END OF TEASER

## **Act One**

INT. HALLWAY OUTSIDE ANGEL'S APARTMENT - DAY

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

BUFFY  
Angel?

A beat - then, muffled-

ANGEL (O.C.)  
Hold on..

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

ANGEL  
Hey... Everything okay?

They move inside.

INT. ANGEL'S APARTMENT - DAY

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

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

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

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

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

ANGEL  
What happened?

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

Angel strokes her, trying to soothe.

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

BUFFY  
But it felt so real.

ANGEL  
It wasn't. Here I am.

Buffy moves away from him now, her anxiety mounting.

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

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

Buffy thinks, then

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

ANGEL  
You see my point.

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

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

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

BUFFY  
But, what if-

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

ANGEL  
What if what?

BUFFY  
Sorry. Were we talking?

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

BUFFY  
I... have to get to school.

ANGEL  
I know.

And they kiss some more.

BUFFY  
God. You feel-

ANGEL  
You have to go to school...

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

BUFFY  
Alright. This is me.

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

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

BUFFY  
Surprise me.

ANGEL  
Okay. I will...

They smile. Neither one wants to end the moment.

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

ANGEL  
It's bed time for me.

BUFFY  
Then I like you at bed time.

She realizes how that sounds. Stammers

BUFFY  
I mean... You - know what I mean...

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

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

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

ANGEL  
Yeah. It is.

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

PRELAP:

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

EXT. SUNNYDALE HIGH - DAY

Buffy and Willow are walking toward school together.

BUFFY  
I know. I know.

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

BUFFY  
Totally unplanned. It just came out.

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

Buffy stops walking. Suddenly feeling the weight of this.

BUFFY  
Yeah. I think he does.

I mean, he's cool about it-

WILLOW

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

BUFFY

Push.

WILLOW

Right. He's not the type.

BUFFY

Willow. What am I going to do?

WILLOW

What do you want to do?

BUFFY

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

WILLOW

True.

BUFFY

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

WILLOW

Carpe diem. You told me that once.

BUFFY

Seize the fish?

WILLOW

Not carp. Carpe. It means seize the day.

BUFFY

Oh. Right.

(a long beat)

I think we're going to... seize it, Will.  
Sooner or later. Once you get to a  
certain point - seizing is sort of inevitable.

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

WILLOW

Wow.

BUFFY

Yeah.

WILLOW

Wow...

Buffy notices OZ, guitar in hand, walking ahead.

BUFFY

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

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

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

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

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

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

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

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

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

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

ON BUFFY

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

ON WILLOW AND OZ

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

WILLOW  
Hey.

OZ  
Hey.

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

OZ

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

WILLOW

I think you guys sound good.

(shyly)

I bet you've got a lot of groupies.

OZ

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

WILLOW

Oh.

OZ

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

WILLOW

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

OZ

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

WILLOW

(remembers)

I can't !

OZ

I like that you're unpredictable.

WILLOW

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

OZ

That's okay.

WILLOW

But, you could come. If you wanted.

OZ

Don't wanna crash...

WILLOW

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

OZ

All right. I'm in.

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

WILLOW

I said date...



INT. SCHOOL HALLWAY - DAY

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

XANDER.  
So, Buffy's party. Manana.

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

XANDER  
You're cooking?

CORDELIA  
I'm chips, and dips girl.

XANDER  
Horrors. All that opening and stirring.

CORDELIA  
And shopping and carrying.

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

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

Xander leans in. They talk in hushed tones.

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

A long beat.

CORDELIA  
Why?

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

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

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

hide from all our friends.

CORDELIA

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

XANDER

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

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

CORDELIA

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

XANDER

For the party?

CORDELIA

For pretty much... every day.

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

INT. SCHOOL LOUNGE

Xander moves to him.

GILES

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

XANDER

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

Giles sees BUFFY and MS. CALENDAR approaching.

GILES

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

XANDER

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

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

XANDER

Buffy! I feel a pre-birthday spanking coming on.

Buffy gives Xander a look that would melt steel.

JENNY

I'd - curb that impulse, Xander.

XANDER

Check. Cancel spanking.

GILES

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

BUFFY

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

XANDER

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

BUFFY

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

JENNY

(obliging)  
So, Angel's alright?

BUFFY

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

GILES

You feel it was more of a portent?

BUFFY

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

GILES

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

XANDER

(to Giles)

Again. So many words.  
Can't you just say we'd be in trouble?

GILES

Go to class, Xander.

XANDER

Gone.

He starts to move away. Stops.

XANDER  
Notice the economy of phrasing.  
"Gone." It's simple. Direct.

And he's off.

BUFFY  
I guess I should get gone, too.

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

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

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

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

GILES  
It's possible-

INT. LIBRARY - DAY

Calendar and Giles enter - continuing their talk.

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

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

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

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

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

even talked to her about it?

GILES

I - I suppose I try not to pry.

JENNY

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

GILES

Well, yes. They're friends-

JENNY

They're more than friends and you know it.

A beat as this sinks in.

GILES

I'm not her father, Jenny.

JENNY

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

GILES

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

INT. FACTORY - NIGHT

CLOSE ON: A LARGE AND ORNATE CAST IRON BOX.

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

DALTON

I have your package.

A voice emerges from the shadows.

SPIKE (O.C.)

Just put it on the table. Near the other gifts.

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

SPIKE

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

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

DRUSILLA  
(pouty)  
But - the invitations are sent.

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

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

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

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

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

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

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

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

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

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

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

She goes to the boxes.

POV FROM BOX

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

SPIKE  
You like it, baby?

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

SPIKE  
Why's that?

DRUSILLA  
Because it will be the last.

She SLAMS the box closed.

BLACK OUT.

END OF ACT ONE

## Act Two

INT. BUFFY'S HOUSE - KITCHEN - DAY

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

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

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

JOYCE  
So, does seventeen feel any different than sixteen?

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

JOYCE  
(suspicious)  
Really? That's uncanny.

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

JOYCE  
Buffy.

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

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

BUFFY  
And -

JOYCE  
First of all - you promised you'd

stay out of trouble in school.

BUFFY

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

JOYCE

I know. But... You behind the wheel,  
it worries me.

BUFFY

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

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

JOYCE

Do you really think you're ready, Buffy?

CLOSE ON JOYCE'S HANDS

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

ON BUFFY & JOYCE

Joyce reacts to breaking the plate.

JOYCE

Oh, damn it.

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

CLOSE ON JOYCE

JOYCE

Grab the broom, would you Buffy?

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

INT. MS. CALENDAR'S CLASSROOM - DAY

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

GYPSY MAN (O.C.)

Jenny. Jenny Calendar...

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

A beat as Jenny comprehends his presence in her classroom.

JENNY



You startled me.

GYPSY MAN  
You look well. Comfortable.

Jenny becomes increasingly uncomfortable.

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

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

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

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

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

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

JENNY  
There is...

GYPSY MAN  
There is - what?

JENNY  
(with difficulty)  
A girl.

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

GYPSY MAN  
What? How could you let this happen?

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

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

That is one minute too many.

JENNY  
I'm sorry. I thought-

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

JENNY  
I know, Uncle. I know...

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

JENNY  
I - I will see to it.

GYPSY MAN  
Good.

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

INT. SCHOOL HALLWAY - DAY

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

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

Harmony looks. Shrugs.

HARMONY  
Almost. Why do I care?

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

THEIR POV

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

RESUME

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

A beat. Cordelia laughs a little too loud.

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

INT. SCHOOL LOUNGE - DAY

Xander and Willow are at the snack machine.

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

XANDER  
Yeah. She said she was. Which was  
thoughtful. Don't you think?  
(takes the leap)  
Hey. Cordelia: not as horrible a person  
as we once thought? I mean, she's  
obviously trying to be helpful.

WILLOW  
True.  
(considers)  
Maybe...

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

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

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

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

THEIR POV

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

ON WILLOW AND XANDER

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

ON CORDELIA, ET AL

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

ON WILLOW AND XANDER

WILLOW

Note the reaction -  
like Cordelia invented clothes.  
(then)  
They're not bad people, Xander.  
It's just - we are of two worlds.  
(can't help herself)  
And theirs is bad.

Xander lets this sinks in.

XANDER

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

Now OZ approaches. Willow immediately gets shy, happy.

OZ

Hey.

WILLOW

Hey. So - tonight?

OZ

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

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

WILLOW

Yeah. That would be... Here-

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

OZ

(pleased)

I have your address.

WILLOW

You do.

OZ

Excellent.

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

XANDER

Is this a date?

WILLOW

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

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

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

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

Off Willow - enjoying Xander's discomfort.

INT. LIBRARY - DAY

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

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

GILES  
Yes. I'd imagine-

Now Willow and Xander enter the library. See Buffy.

XANDER  
Hey! The woman of the hour.

WILLOW  
It's happy birthday Buffy!

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

WILLOW  
Not - happy birthday Buffy?

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

XANDER  
Something happen to Angel?

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

WILLOW

Then all of it may come true.

BUFFY

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

GILES

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

XANDER

You ground his bones to make your bread.

BUFFY

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

GILES

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

BUFFY

Okay. What do I do till then?

GILES

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

BUFFY

Oh, right. Be that Buffy.

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

XANDER

That is not a perky birthday puppy.

WILLOW

So much for our surprise party.

XANDER

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

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

WILLOW

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

GILES

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

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

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

XANDER  
He has dignity.

WILLOW  
But Buffy and Angel -

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

XANDER  
You're a great man of our time.

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

GILES  
Precisely.

INT. SCHOOL HALL OUTSIDE LIBRARY - NIGHT

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

JENNY  
Buffy.

BUFFY  
God. I didn't see you there.

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

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

JENNY  
He's - very thorough.

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

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

BUFFY  
Okay...

They move off.

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

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

BUFFY  
So - where are we headed, anyway?

Calendar doesn't reply.

EXT. ALLEY BEHIND THE BRONZE - NIGHT

The car pulls into the dark alley. Slows.

INT. CALENDAR'S CAR - NIGHT

Buffy checks out their surroundings - confused.

BUFFY  
We're going to the Bronze?

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

Buffy sees something out the window. Grows alert.

BUFFY  
Uh oh.

JENNY  
What?

WHAT BUFFY SEES

EXT. LOADING DOCK - NIGHT

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

INT. CALENDAR'S CAR - NIGHT

BUFFY  
This looks funky. Stop for a sec.



Calendar slows the car.

JENNY  
Buffy - maybe you shouldn't.

BUFFY  
Sorry. Sacred duty, yadda, yadda, yadda

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

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

Off Calendar's worried expression.

EXT. LOADING DOCK - NIGHT

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

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

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

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

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

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

INT. THE BRONZE - NIGHT

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

ANGEL  
Where is she?

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

WILLOW  
Shhh! I think I hear her coming-

EXT. LOADING DOCK - CONTINUOUS - NIGHT

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

INT. THE BRONZE - CONTINUOUS - NIGHT

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

BUFFY AND THE HULKING VAMP come CRASHING THROUGH THE WINDOW BEHIND THE STAGE AT THE BRONZE! Glass flies everywhere. They LAND ON THE STAGE, struggle briefly but BUFFY has the upper hand. She STAKES him. Dusto-rama.

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

CORDELIA  
Surprise!

OZ  
That pretty much sums it up.

ON BUFFY, ANGEL AND GILES

As they move together.

ANGEL  
Buffy, are you okay?

GILES  
Yes - what happened?

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

GILES  
(a bit lamely)  
Surprise party.

CORDELIA  
Yeah, happy birthday.

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

ANGEL  
You're sure you're okay?

BUFFY  
I'm fine.

ANGLE: OZ

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

WILLOW  
Are you okay?

OZ

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

WILLOW  
Uh, sort of...

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

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

OZ  
No, actually, it explains a lot.

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

JENNY  
Can somebody give me a hand here?

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

JENNY  
Those creeps left this behind.

BUFFY  
What is it?

GILES  
I have no idea. Can it be opened?

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

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

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

ANGLE: IN THE BOX

is a powerful, heavily armored ARM.

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

BLACK OUT.

END OF ACT TWO

## Act Three

INT. THE BRONZE - NIGHT

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

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

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

XANDER

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

GILES

Good heavens, Buffy, are you alright?

Angel is helping Buffy to a chair. She sits.

BUFFY

Man. That thing had major grip-

WILLOW

What - what was that?

OZ

(matter of fact)  
Looked like an arm.

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

ANGEL

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

XANDER

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

Buffy reads Angel's expression. Moves to him.

BUFFY

Angel?

ANGEL

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

This obviously registers with Giles.

GILES

The Judge... This is he?

ANGEL

Well, not all of him...

BUFFY

Uh, still needing backstory here...

GILES

He couldn't be killed.

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

GILES

An army was sent against him.  
Most of them died, but they were  
finally able to dismember him.  
But not kill him.

ANGEL

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

XANDER

You think they left his heart in San Francisco?

Scattered glares.

OZ

(aside to Xander)

I had that thought too.

JENNY

So all these parts are being brought here.

BUFFY

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

ANGEL

She's just crazy enough to do it.

WILLOW

Do what? Reassemble the Judge?

ANGEL

And bring forth Armageddon.

CORDELIA

Is anyone else gonna have cake?

No takers. She moves to the cake.

GILES

We have to get this out of town.

JENNY

Angel.

BUFFY

What?

JENNY

You've got to do it. You're the only one

who can protect this thing.

BUFFY  
What about me?

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

BUFFY  
Months?

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

BUFFY  
But that's not months.

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

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

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

BUFFY  
When?

ANGEL  
Tonight. As soon as possible.

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

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

JENNY  
I'll drive you to the docks.

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

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

INT. FACTORY - NIGHT

The vampire DALTON stands QUAKING with fear before Drusilla, who is seriously

unhappy. Spike is in his chair nearby.

DRUSILLA  
You lost it? You lost my present?

DALTON  
I know... I'm sorry-

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

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

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

DRUSILLA  
(sweetly)  
Make a wish.

DALTON  
What?

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

DRUSILLA  
I'm going to blow out the candles

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

Dru hesitates.

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

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

DRUSILLA  
(sweet again)  
Hurry back, then.

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

EXT. DOCS - NIGHT

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

box down.

ANGEL  
I should go the rest of the way alone.

BUFFY  
Okay...

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

ANGEL  
I'll be back.

Buffy nods - unconvinced.

ANGEL  
I will.

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

ANGEL  
If we'll even - what?

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

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

BUFFY  
But we don't know.

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

A pained beat. Then-

ANGEL  
I... have something for you. For your  
birthday. I was going to give it to  
you earlier, but...

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

CLOSE ON THE BOX

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

ON BUFFY

BUFFY



It's beautiful.

ANGEL

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

(then)

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

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

ANGEL

Like this.

Buffy's trying hard not to lose it.

BUFFY

Angel-

ANGEL

Put it on.

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

BUFFY

I don't want to do this.

ANGEL

Me either.

BUFFY

(small)

So - don't go.

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

ANGEL

Buffy... I-

BOOM!!

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

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

BUFFY

(seeing Dalton)

Angel! The box!

Angel beats vamp #1 off him - at least for the moment - and TACKLES DALTON.

The box falls from Dalton's hands.

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

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

ANGEL  
Buffy!?

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

EXT. WATER - CONTINUOUS - NIGHT

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

INT. LIBRARY - NIGHT

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

GILES  
They should be back by now...

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

XANDER  
It's sad. Granted. But let's look at  
the up-side for a moment. I mean,  
what kind of future could she have  
really had with him? Working two  
jobs. Denny's waitress by day, Slayer  
by night. Angel's always in front of  
the tube, with a big ole' blood belly...  
And he's dreaming of the glory days  
when Buffy still thought the whole  
creature of the night routine was a big turn-on...

WILLOW  
You've thought way too much about this-

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

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

WILLOW  
Xander -

XANDER  
And she cries?

GILES  
What happened?

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

GILES  
Where's Jenny?

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

XANDER  
And we were needing clothes because.

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

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

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

BUFFY  
Can he be stopped? Without an army?

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

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

GILES  
This could take time.

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

BUFFY

Good call.

Xander moves to the phone.

GILES  
Round robin?

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

BUFFY  
Thus freeing us up for world savage.

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

ANGLE: XANDER

on the phone.

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

DISSOLVE TO:

INT. LIBRARY - NIGHT - LATER

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

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

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

XANDER  
Gee, I'm over it.

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

XANDER  
No, I sure didn't...

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

WHAT HE SEES

BUFFY, asleep at his desk.

ON GILES

Who looks at her kindly, backs away.

GILES  
It seems Buffy needed some rest.

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

Willow, Xander and Calendar look at him, suspicious.

ANGEL  
She told me. Because of her dreams.

INT. GILES' OFFICE - CONTINUOUS - NIGHT

WE MOVE IN CLOSE ON BUFFY,

Who, indeed, sleeps fitfully.

INT. FACTORY - NIGHT - BUFFY'S DREAM

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

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

BUFFY  
Hello? Who is that?

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

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

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

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

CLOSE ON BUFFY

BUFFY  
No!

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

ANGEL (O.C.)  
Buffy?

INT. GILES' OFFICE - CONTINUOUS - NIGHT

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

BUFFY  
No! Angel!-

ANGEL  
It's okay...

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

ANGEL  
I'm here. I'm right here.

CLOSE ON BUFFY

Wide-eyed and full of fear.

INT. FACTORY - NIGHT

CLOSE ON

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

WIDEN TO REVEAL

Drusilla, in the DRESS FROM BUFFY'S DREAM.

DRUSILLA  
More music!

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

SPIKE  
Look what I have for you, ducks.

DRUSILLA  
Ah! The best is saved for last.

Drusilla takes the box from Spike.

WE FOLLOW DRUSILLA

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

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

He's enormous, dressed in black armor. His skin is sickly pale BLUE. There is something primordial about him - not quite fully formed. His eyes open - revealing

SOLID BLACK. No iris. No light. He is horrible. Terrifying.

CLOSE ON

Drusilla - thrilled. She grabs Spike's hand.

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

BLACK OUT.

END OF ACT THREE

## Act Four

INT. FACTORY - NIGHT

CLOSE ON THE JUDGE

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

ON DRUSILLA AND SPIKE

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

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

Drusilla pauses. The JUDGE TURNS TO THEM.

THE JUDGE  
You...

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

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

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

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

THE JUDGE  
I have no alliances.

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

A long beat as the Judge considers this. Then-

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

SPIKE  
(grins)  
Works for me.

Drusilla moves to the Judge, points to the assembled PARTY GUESTS, who have gathered to watch.

DRUSILLA  
Would you like a party favor?

The judge nods. Scans the crowd. His eyes land on DALTON.

CLOSE ON DALTON

Getting the drift. Uh oh.

THE JUDGE

Points to Dalton.

THE JUDGE  
This one - is full of feeling.  
(disgusted)  
He reads.

The Judge nods to a VAMP MINION.

THE JUDGE  
Bring him to me.

SPIKE  
What's with the bringing, mate? I thought  
you could just... zap people.

THE JUDGE  
My full strength will return, in time.  
Until then - I need contact.

Dalton is brought before him, pleading. But THE JUDGE raises his hand to his chest.

THE JUDGE  
Silence...

Dalton begins to SHAKE AND SMOULDER. Then the JUDGE'S HAND GOES TO HIS CHEST. Dalton's flesh BLACKENS and CRUMBLES. Finally, FLAMES shoot from his eye sockets and he falls into a burned-out heap.

A stunned beat as all gathered take in this hideous sight. Then Drusilla STARTS TO CLAP and jump like a small child.

DRUSILLA  
Do it again! Do it again!



INT. LIBRARY - NIGHT

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

GILES  
Buffy? Are you alright?

ANGEL  
She had another dream.

BUFFY  
I think I know where Drusilla and Spike are-

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

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

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

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

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

INT. FACTORY - NIGHT

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

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

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

Buffy knows she can't fight him on this.

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

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

Buffy looks at him. Blinks.

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

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

BUFFY  
Deal.

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

WHAT THEY SEE

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

ON BUFFY AND ANGEL

BUFFY  
(whispering)  
I saw this. The party...

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

THE JUDGE-

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

DRUSILLA  
What? What is it?

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

ON ANGEL AND BUFFY

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

ANGEL  
We have to get out of here-

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

OFF BUFFY AND ANGEL, caught.

INT. FACTORY - MOMENTS LATER - NIGHT

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

SPIKE

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

BUFFY

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

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

DRUSILLA

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

Angel tries to shake off the minions restraining him.

ANGEL

Leave her alone-

SPIKE

(to Angel/wry)

Yeah, that'll work. Now say pretty please -

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

THE JUDGE

The girl.

DRUSILLA

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

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

ANGEL

Take me. Take me instead of her.

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

SPIKE

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

DRUSILLA

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

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

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

ANGEL

No, Buffy - don't touch him!

Sure enough - Buffy starts to TREMBLE UNCONTROLLABLY.

CLOSE ON ANGEL

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

ON BUFFY

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

ON ANGEL

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

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

ON THE JUDGE

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

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

BUFFY  
This way-

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

DRUSILLA  
Stop them!

INT. SEWER TUNNEL - NIGHT

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

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

EXT. STREET NEAR ANGEL'S APARTMENT - NIGHT

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

BUFFY  
I think we lost them-

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

ANGEL  
Come on. You need to get inside.

She nods. He leads her off.

EXT. SHIP YARD - NIGHT

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

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

INT. GILES' CAR - CONTINUOUS - NIGHT

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

JENNY  
Like I could sleep, Giles.

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

JENNY  
I know. I'm worried too.

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

INT. ANGEL'S APARTMENT - NIGHT

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

ANGEL  
You're shaking like a leaf.

BUFFY  
Cold.

ANGEL  
Let me get you something.

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

ANGEL  
Put these on and get under the covers.  
Just to warm up.

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

ANGEL  
Sorry.

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

ANGEL

What?

BUFFY

I - I got cut or something on my back.

ANGEL

Can ... Let me see.

BUFFY

Okay.

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

ANGEL

It's already closed. You're fine.

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

BUFFY

You almost went away today-

ANGEL

We both did.

He holds her tighter. For an intoxicating beat.

BUFFY

Angel. I feel, like - If I lost you...

(then)

But you're right. We can't be sure.

About anything-

ANGEL

Shhhhhh. I-

She turns. They are face to face.

BUFFY

You - what?

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

ANGEL

I love you.

(pained)

I try not to, but I can't stop-

BUFFY

Me too. I can't either.

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

ANGEL

Buffy. Maybe we shouldn't-

BUFFY  
Don't. Just... kiss me

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

DISSOLVE TO:

INT. ANGEL'S APARTMENT - NIGHT

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

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

EXT. STREET NEAR ANGEL' S APARTMENT - NIGHT

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

CLOSE ON ANGEL

ANGEL  
Buffy..

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

BLACK OUT.

END PART ONE