

Innocence

(December 2, 1997)

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Teaser

INT. FACTORY - NIGHT

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

SPIKE

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

DRUSILLA

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

SPIKE

(glancing over)

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

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

THE JUDGE

I am preparing.

SPIKE

(wheels around to him)

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

THE JUDGE

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

SPIKE

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

THE JUDGE

I fought an army. They hacked me to pieces. For six hundred years my living head lay in a box buried in the ground.
(turns to Spike)

I've learned to be patient.

SPIKE

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

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

SPIKE

Dru?

DRUSILLA

Angel...

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

SPIKE

Dru! What is it? DRU!

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

SPIKE

Darling, do you see something?

CLOSE UP: DRUSILLA

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

INT. ANGEL'S APARTMENT - NIGHT

CLOSE ON: BUFFY

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

He's gone.

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

BUFFY

Angel?

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

EXT. ALLEY - NIGHT

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

ANGEL

Buffy... Oh, no...

A terrible certainty crosses his face.

ANGLE: A WOMAN

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

WOMAN
Hey. Are you okay?

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

WOMAN
You want me to call 911?

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

WOMAN
You're sure?

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

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

ANGLE: HER CIGARETTE

Falls in slow motion to the ground.

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

ANGEL
I feel just fine.

BLACK OUT.

END OF TEASER

Act One

INT. BUFFY'S HOUSE - MORNING

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

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

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

JOYCE
Good morning.

Buffy instantly turns around and starts coming back down.

BUFFY
Good morning...

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

JOYCE

Did you have fun last night?

BUFFY

Fun?

JOYCE

At Willow's.

BUFFY

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

JOYCE

You hungry?

BUFFY

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

JOYCE

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

BUFFY

Thanks.

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

JOYCE

Is something wrong?

BUFFY

No. What would be wrong?

JOYCE

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

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

INT. LIBRARY - MORNING

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

XANDER

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

GILES

You saw no vampires transporting boxes?

XANDER

No, but a 400 pound wino offered to wash my hair...
(seeing their expressions)
What's up? Where's Buffy?

WILLOW
She never checked in.

JENNY
Neither did Angel.

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

XANDER
You think this Judge guy might
already be assembled?

Giles nods.

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

CORDELIA
And do what? Besides be afraid and die.

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

Cordelia glares at him, stung.

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

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

JENNY
Xander...

Willow jumps up and joins Xander.

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

They start out - and run into Buffy herself.

WILLOW
Buffy!

XANDER
We were just going to rescue you.

WILLOW
Well, some of us were...

GILES
(defensively)
I would have...

JENNY
Where's Angel?

BUFFY
He didn't check in with you guys?

GILES
No...

CORDEILA
What happened?

GILES
Is the Judge...?

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

GILES
Damn it.

BUFFY
He nearly killed us. Angel got us out.

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

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

WILLOW
No...

JENNY
He didn't say where he was going?

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

WILLOW
I'm sure he'll come by.

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

GILES
Buffy, the Judge. We have to stop him.

BUFFY
I know.

GILES
What can you tell us?

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

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

BUFFY
Also not the **prettiest** man in town.

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

The kids start out.

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

GILES
Thank you.

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

CORDELIA
(to Xander)
Yeah, you might find something useful -
if it's in an I-Can-Read book.

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

INT. SCHOOL HALL - CONTINUOUS - DAY

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

WILLOW
You don't think Angel would have

gone after the Judge himself, do you?

BUFFY

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

ANGLE: JENNY

Watches the girls walk off, concerned herself.

INT. CLASSROOM - AFTERNOON

ANGLE: A CLOCK

Reads 1:43 pm.

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

TEACHER

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

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

Buffy rises and walks out of the class.

TEACHER

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

Buffy doesn't hear. She's gone.

ANGEL: WILLOW AND XANDER

Watch her go, puzzled.

INT. HALL OUTSIDE ANGEL'S APARTMENT - AFTERNOON

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

INT. ANGEL'S APARTMENT - CONTINUOUS - DAY

She walks tentatively in, looking about her.

BUFFY
Angel?

She's alone.

INT. FACTORY - AFTERNOON

Spike is addressing a couple of his henchmen.

SPIKE

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

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

SPIKE

Are we feeling better, then?

DRUSILLA

I'm naming all the stars.

SPIKE

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

She giggles, never taking her eyes off the ceiling.

DRUSILLA

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

SPIKE

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

ANGEL

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

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

SPIKE

Angel.

ANGEL

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

SPIKE

You don't give up, do you?

ANGEL

(noble tough guy)

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

Look over your shoulder. I'll be there.

SPIKE

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

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

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

SPIKE

Hurts, doesn't it?

ANGEL

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

The Judge looks at him in consternation.

SPIKE

Don't just stand there, burn him!

The Judge looks at his hand.

ANGEL

Gee, maybe he's broken.

SPIKE

What the hell is going on?

DRUSILLA

(gets it)

Oh my...

THE JUDGE

I cannot burn this one. He is clean.

SPIKE

Clean? You mean he's -

THE JUDGE

There is no humanity in him.

ANGEL

Couldn't have said it better myself.

DRUSILLA

Angel...?

ANGEL

Yeah, baby. I'm back.

BLACK OUT.

END OF ACT ONE

Act Two

INT. FACTORY - MOMENTS LATER - DAY

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

SPIKE
It's really true?

ANGEL
It's really true.

DRUSILLA
You've come home.

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

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

SPIKE
This is great! This is so great.

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

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

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

DRUSILLA
How did this happen?

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

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

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

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

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

ANGEL

Give me tonight.

SPIKE
What do you mean?

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

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

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

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

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

ANGEL
Be just like old times.

He runs his hand along Dru's arm.

Spike's smile slightly drains.

INT. LIBRARY - EVENING

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

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

XANDER
Say hi for me.

Willow shoots him a look.

WILLOW
(into phone)
Okay... Yeah, we'll be here. Of course. Bye.

She hangs up. Looks at Xander.

WILLOW
Say hi for me?

XANDER
What's the word?

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

GILES
He does do that on occasion, no?

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

GILES
Is she going to join us here?

WILLOW
Yeah, she's just stopping at home first.

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

XANDER
Nada.

-- and heads for the stacks.

ANGLE: BEHIND THE SHELVES

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

XANDER
Anything?

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

XANDER
We need some insight. A weak spot.

CORDELIA
Well, we're not gonna find it here.

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

XANDER
I'm sorry I snapped at you before.

CORDELIA

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

XANDER

I was crazed. I wasn't thinking.

CORDELIA

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

(pouting)

You'd never die for me.

XANDER

(with playful intimacy)

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

CORDELIA

No.

XANDER

Come one, let's kiss and make up.

CORDELIA

I don't wanna make up.

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

CORDELIA

But I'm okay with the other part.

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

XANDER

Isn't it better when we're friends?

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

They see her, Xander stepping back in guilty shock.

XANDER

Willow! We were just-

But she's out of there.

ANGLE: GILES

As Willow blows past, he says:

GILES

Oh, Willow, did you find the index to-

And she's out the door. Xander passes:

GILES

Any luck with-

And he's out the door as well.

GILES
Well. Yes. Interesting children.

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

INT. SCHOOL HALL - CONTINUOUS - NIGHT

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

XANDER
Willow, come on!

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

XANDER
I know, it's weird...

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

XANDER
I was gonna tell you...

WILLOW
Gee, what stopped you? Could it be shame?

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

WILLOW
(softly)
No. It just means you'd rather be with
someone you hate... then be with me.

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

EXT. IN FRONT OF BUFFY'S HOUSE - NIGHT

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

INT. ANGEL'S APARTMENT - NIGHT

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

BUFFY
Angel!

ANGEL
Hey.

She goes up to him, embraces him.

BUFFY
Oh, God, I was so worried...

ANGEL
Didn't mean to frighten you...

BUFFY
Where did you go?

ANGEL
Been around.

BUFFY
I was freaking out. You just disappeared...

He breaks away, gets his shirt off the bed.

ANGEL
What, I took off.

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

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

BUFFY
(totally thrown)
After... What do you...

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

BUFFY
What are you saying?

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

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

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

ANGEL
No, you were great! Really.

I thought you were a pro.

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

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

BUFFY
It is a big deal!

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

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

BUFFY
Get away from me.

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

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

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

The son of a bitch actually winks at her.

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

He walks out the door.

Buffy is unable to move.

INT. GYPSY'S ROOM - NIGHT

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

GYPSY MAN
Do you know what it is,
this thing vengeance?

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

GYPSY MAN

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

JENNY

Something has happened.
Something has changed.

GYPSY MAN

Everything has changed.

JENNY

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

GYPSY MAN

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

JENNY

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

GYPSY MAN

It is too late for that.

JENNY

Why?

GYPSY MAN

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

JENNY

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

GYPSY MAN

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

JENNY

Buffy loves him.

GYPSY MAN

And now she will have to kill him.

She rises, in a fury.

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

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

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

She exits.

INT. SCHOOL LOUNGE - NIGHT

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

XANDER
Will!

WILLOW
(sullenly)
Hey.

XANDER
Where did you go?

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

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

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

XANDER
Willow, I just -

WILLOW
No.

XANDER
Okay.

WILLOW
What about the Judge?

Where do we stand?

XANDER

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

WILLOW

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

XANDER

"It took an army..."

WILLOW

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

Xander stops. Thinks.

WILLOW

What?

XANDER

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

The lights all go out.

XANDER

And now I'm having a wiggins.

WILLOW

What's going on?

XANDER

Let's get back to the library.

ANGLE: FROM THE END OF THE HALL

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

ANGEL

Willow? Xander?

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

XANDER

Angel!

WILLOW

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

ANGEL

Yeah. What's up with the lights?

XANDER

I don't know. Listen, I think

I might have an idea -

ANGEL

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

WILLOW

Show us?

XANDER

Come here. And Xander, get the others.

XANDER

Okay...

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

WILLOW

What is it, Angel?

ANGEL

It's amazing.

INT. HALL - CONTINUOUS - NIGHT

Xander is heading down, stops, turns, uncertain.

INT. SCHOOL LOUNGE - CONTINUOUS - NIGHT

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

JENNY

Willow, get away from him.

Willow turns, confused.

WILLOW

What?

JENNY

Walk to me.

She holds up a cross.

WILLOW

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

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

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

XANDER

Don't you do that...

ANGEL

Oh, I think I do that.

WILLOW
(terrified)
Angel...

JENNY
He's not Angel anymore. Are you?

ANGEL
Wrong. I am Angel. Angelus. At last.

XANDER
(gets it)
Oh my God...

ANGEL
I've got a message for Buffy.

BUFFY
Then give it to me yourself.

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

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

BUFFY
This can't be you...

ANGEL
We already covered that subject.

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

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

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

BUFFY
Just leave Willow alone. Deal with me.

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

Xander reaches around and shoves the cross in Angel's face. Angel roars, lets go of Willow. He knocks Xander to the ground - Buffy comes forward - Angel leaps at Buffy, grabs her. She is too wiggled to do much more than stare at him.

ANGEL

Things are about to get very interesting.

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

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

XANDER

Buffy, are you okay?

WILLOW

Buffy?

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

BLACK OUT.

END OF ACT TWO

Act Three

INT. LIBRARY - EVENING

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

GILES

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

XANDER

We're certain. Anybody not feeling certain here?

WILLOW

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

CORDELIA

What are we gonna do?

GILES

I'm leaning toward blind panic, myself.

JENNY

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

GILES

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

JENNY

None of us was.

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

WILLOW
Are you okay?

Buffy shakes her head.

WILLOW
Is there anything I can do?

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

GILES
(coming near)
What things?

BUFFY
It's private.

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

WILLOW
(to Jenny)
How did you?

JENNY
What?

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

JENNY
Well, I saw his face.

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

GILES
If we only knew how it happened...

BUFFY
What do you mean?

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

This hits Buffy hard.

GILES
If anyone would know, Buffy, it should be you.

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

GILES

Did anything happen last night that might -

BUFFY

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

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

GILES

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

WILLOW

Giles, shut up.

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

INT. SCHOOL HALL - CONTINUOUS - NIGHT

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

INT. LIBRARY - CONTINUOUS - NIGHT

The others all react to Buffy's departure.

CORDELIA

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

XANDER

I have a plan.

CORDELIA

Oh, no, here's a lower place.

XANDER

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

WILLOW

What do we do?

XANDER

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

Boy, is that not lost on Willow.

XANDER

And we'll need wheels.

CORDELIA

Well, my car -

XANDER
It might need to be bigger.

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

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

XANDER
Good. Okay.

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

XANDER
No.

CORDELIA
Why not?

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

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

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

WILLOW
I agree.

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

WILLOW
I don't think any of us can.

INT. FACTORY - NIGHT

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

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

SPIKE
So, you didn't kill her then?

ANGEL

Of course not.

SPIKE

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

DRUSILLA

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

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

ANGEL

Nobody knows me like you do, Dru.

SPIKE

She'd better not get in our way.

ANGEL

Don't worry about it.

SPIKE

I do.

ANGEL

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

INT. BUFFY'S BEDROOM - NIGHT

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

ANGLE: THE MIRROR

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

ANGLE: THE CLADDAGH RING

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

She cries.

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

FADE TO BLACK.

LIGHTNING FLASHES

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

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

ANGEL
I love you...

ANGLE: VAMPIRE ANGEL

ROARS at us in close up, then disappears.

EXT. GRAVEYARD - DAY

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

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

ANGEL
You have to know what to see.

Buffy looks behind her again, but Jenny is gone.

INT. BUFFY'S BEDROOM - MORNING

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

INT. SCHOOL HALL - DAY

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

INT. COMPUTER CLASS - CONTINUOUS - DAY

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

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

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

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

GILES
Buffy!

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

BUFFY
(to Jenny)
What do you know?

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

Giles stands again, coming forward -

GILES
Buffy, stop it!

Buffy lets Jenny up, who gasps for breath.

STUDENT
Should I get the principal -

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

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

BUFFY
Did you do it? Did you change him?

GILES
For God's sake, calm down!

BUFFY
(ignores him)
Did you know what was gonna happen?

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

JENNY
I didn't know exactly.

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

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

GILES
Jenny...

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

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

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

BUFFY

So it was me. I did it.

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

GILES
I don't understand.

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

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

Buffy nods. There is a moment of uncomfortable silence.

JENNY
If I could do anything -

BUFFY
Curse him again. Can't you do that?

JENNY
Those majicks are long lost,
even to my people.

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

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

BUFFY
Then take me to someone who can.

INT. GYPSY'S ROOM - NIGHT

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

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

ANGEL
Not really.

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

ANGEL
But thanks for the offer.

GYPSY MAN

You! Evil one...

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

GYPSY MAN
(backing away)
What do you want?

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

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

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

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

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

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

He kneels in front of the old man.

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

Off the Gypsy's look...

EXT. OUTSIDE AN ARMY BASE - NIGHT

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

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

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

OZ

Okay.

WILLOW
Be careful.

Xander and Cordy head around a corner.

EXT. BY THE ARMORY - MOMENTS LATER - NIGHT

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

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

CORDELIA
Who are we supposed to be again?

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

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

ANGLE: THE ARMORY DOOR

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

SOLDIER
Halt!

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

SOLDIER
Identify yourself right the Hell now.

XANDER
Private Harris, with the... 33rd.

SOLDIER
33rd are on maneuvers.

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

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

CORDELIA
Hi. I'm not a soldier.
(to Xander)

Right?

Xander pulls the soldier aside.

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

SOLDIER
The tour?

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

SOLDIER
(still suspicious)
Why should I?

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

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

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

SOLDIER
You got twenty minutes, nimrod.

XANDER
I only need five.

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

XANDER
Uh, forget I said that last part.

He shuts the door as the soldier moves on.

INT. ARMORY - CONTINUOUS - NIGHT

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

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

XANDER
Remember Halloween?
I got turned into a soldier?

CORDELIA
Yeah...

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

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

XANDER
Okay.

They start looking.

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

XANDER
Yeah, I guess...

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

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

INT. OZ'S VAN - NIGHT

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

WILLOW
I wish they'd hurry...

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

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

OZ
I get you.

WILLOW
Do you want to make out with me?

OZ
What?

WILLOW

With me. Make out. Do you want to?

OZ

That time you said it backwards.

WILLOW

Forget it. I'm sorry.

(beat)

Well do you?

OZ

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

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

OZ

I'm not gonna kiss you.

WILLOW

What? But... freeze frame...

OZ

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

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

OZ

It's okay. I can wait.

We hear the window opening, as do they.

OZ

We're up.

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

INT. GYPSY'S ROOM - NIGHT

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

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

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

ANGLE: THE WALL

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

It isn't written in ink.

JENNY
God...

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

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

GILES
What?

She looks at him, summoning her resolve.

BUFFY
Kill him.

BLACK OUT

END OF ACT THREE

Act Four

INT. FACTORY - NIGHT

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

THE JUDGE
I am ready.

SPIKE
'Bout time.

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

SPIKE
Have a good time.

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

Angel also joins them.

ANGEL
(to Spike)
Too bad you can't come with.

We'll be thinking of you.

SPIKE

(glares at him)

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

ANGEL

I'm gonna give her a kiss.

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

ANGEL

Don't you look spiffy.

INT. GILES OFFICE - NIGHT

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

XANDER

Happy Birthday, Buffy.
Hope you like the color.

BUFFY

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

GILES

Agreed.

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

BUFFY

This is good.

JENNY

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

BUFFY

Get out.

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

JENNY

I just want to help.

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

GILES

She said get out.

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

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

BUFFY
(all business)
Yes I do.

INT. FACTORY - NIGHT

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

BUFFY
I knew it.

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

BUFFY
I don't know.

ANGLE: SPIKE

hides in the shadows, chair behind the boiler.

BUFFY
Somewhere crowded. The Judge
is gonna need bodies.

WILLOW
The Bronze?

XANDER
It's closed tonight.

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

That strikes a chord with Oz.

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

INT. MULTIPLEX/MALL - NIGHT

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

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

ANGLE: THE DOORS ON THE BALCONY LEVEL

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

A businessman is on his way out, head down, oblivious. The Judge gestures at him - not touching - and the man shakes, burns (CGI), drops.

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

The vamps spread out.

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

INT. MALL HALLWAY - CONTINUOUS - NIGHT

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

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

INT. BALCONY SECTION OF MALL - CONTINUOUS - NIGHT

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

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

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

DRUSILLA
Oh, goodie!

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

ANGLE: HIS VICTIMS

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

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

THE JUDGE
Who dares...?

ANGLE: THE CONCESSION STAND

As we ARM up it, up the center, to find Buffy standing on top of the popcorn

machine (or highest point of the stand), holding her crossbow.

BUFFY
I think I got his attention...

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

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

Buffy drops the crossbow -

BUFFY
That was then.

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

BUFFY
This is now.

And then everything happens very slowly.

DRUSILLA

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

ANGEL

Does the same -

BUFFY

flicks a switch and sights up -

THE JUDGE

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

THE JUDGE
What's **that** do?

And Buffy fires.

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

-- and IMPACTS with a shuddering blast.

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

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

Drusilla, whimpering, bails, her henchvamps following.

ANGLE: THE GANG

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

BUFFY
My best present ever.

XANDER
Knew you'd like it.

WILLOW
Do you think he's dead?

Buffy is looking around her, her guard still up.

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

As they move to comply -

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

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

ANGLE: ANGEL

Slips around a corner, past panicking civilians.

Buffy pursues.

ANGLE: SPRINKLERS

Rising smoke sets them off.

INT. MALL HALLWAY/CUL DE SAC - NIGHT

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

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

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

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

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

She rises, her fury bottled in calm.

BUFFY

That doesn't work anymore.
You're not Angel.

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

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

INT. MALL - CONTINUOUS - NIGHT

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

OZ
Arm.

They go to look.

INT. MALL HALLWAY/CUL DE SAC - CONTINUOUS - NIGHT

Angel drives Buffy back, toward the glass counter.

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

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

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

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

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

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

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

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

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

BUFFY
Give me time.

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

EXT. IN FRONT OF BUFFY'S HOUSE - NIGHT

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

GILES

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

Buffy nods, not looking at him.

GILES

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

BUFFY

You must be so disappointed in me.

GILES

No, I'm not.

BUFFY

But... this is all my fault.

GILES

I don't believe it is.

Buffy looks at him. She is close to crying.

GILES

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

She says nothing, spilling eloquent tears.

INT. BUFFY'S LIVING ROOM - NIGHT

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

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

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

JOYCE

Did I miss anything?

BUFFY

Some singing. And some running around.

Joyce sets a candle in one of the cupcakes.

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

BUFFY
This is perfect.

JOYCE
But we're still going shopping tomorrow.

Buffy nods as Joyce gets matches.

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

BUFFY
I got older.

JOYCE
You still look the same to me.

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

JOYCE
Happy birthday. I don't have to sing, do I?

Buffy shakes her head, looks at the candle.

JOYCE
Well, go on. Make a wish.

A moment before she replies.

BUFFY
I'll just let it burn.

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

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

FADE TO BLACK

END OF SHOW