Choices

March 17, 1999 (Pink)

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Teaser

INT. MAYOR'S OFFICE - NIGHT (PREVIOUSLY SCENE A)

CLOSE ON

FAITH'S face, her eyes shut. Sleeping? Meditating? Dead?

MAYOR (O.S.)
All right. You can open them now.

Faith opens her eyes.

WIDEN to find her sitting at the Mayor's desk, a small gift-wrapped box before her, nearby a plate of cookies. The MAYOR stands behind her.

FAITH (scrutinizing gift)
Fab. What's the occasion?

MAYOR
Faith. As if I need a reason to show you my affection...

She tears away at the wrapping as he continues.

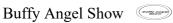
MAYOR (cont'd)
Or my appreciation for running a small errand at the airport.

FAITH
(her expression sours)
Airport. What's next? You gonna
want me to help a buddy of
yours move a sofa?

MAYOR
(sternly)
This isn't a free ride here, young lady. I'm beginning to think somebody's getting a lit-tle spoiled.
(reaching for the gift)
Maybe I should just take this ba-

Faith clutches it to her breast.

FAITH (reluctantly)
Sorry.
(off his look)



MAYOR (softening)
That's my girl. Another cookie?

He picks up the plate and offers her one. She takes it.

MAYOR (cont'd)
Now, a package is arriving tomorrow night from Central America. Something -- and I can't stress this enough -- something crucially important to my Ascension. Without it... (re: plate)
Well, what would tollhouse cookies be without the chocolate chips?

He looks to Faith expectantly. She shrugs.

MAYOR (cont'd)
A pretty darn big disappointment,
I can tell you. Open your gift.

She opens the box, goes wide-eyed with glee.

MAYOR (cont'd)
There. That look on your face is
my reward.

Faith removes an exquisitely carved HUNTING KNIFE.

FAITH This is a thing of beauty, Boss.

MAYOR

Cost a pretty penny, so you just take good care of it. And be careful you don't put somebody's eye out with that thing. Until I tell you to.

He retrieves a box of PLASTIC WRAP from his cabinet, tears off a piece and carefully covers the cookies.

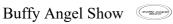
FAITH (smiling)
Got any particular eyes in mind?

EXT. GRAVEYARD - NIGHT (PREVIOUSLY SCENE B)

BUFFY scraps with a FEMALE VAMP. A roundhouse kick from Buffy sends the vampire careening into

ANGEL, who's involved in his own pas de deux with a MALE VAMP. Angel and the female vamp hit the ground, the Male vamp still staggering from Angel's blow.

BUFFY



Sorry, honey!

ANGEL That's okay...

He flips the female vamp over as the male makes for Buffy. A quick pummeling from our girl--

--Angel stakes the girl on the ground--

--And Buffy slams a stake into the male's heart, sending him back into a tomb. He explodes on contact.

BUFFY

There's something you don't see every day. (wearily) Unless, of course, you're me.

ANGEL

(joining her) That was bracing. You wanna do one more sweep?

BUFFY

It's what I live for. Sad to say...

ANGEL You too tired?

BUFFY

(to Angel)

No, it's just... Don't you kinda get the feeling we're in a rut?

> **ANGEL** A rut?

BUFFY

You never take me any place new.

He doesn't know how to reply at first. Then...

ANGEL

What about that fire demon nest in the caves near the beach? Thought that was a nice change of pace.

BUFFY

So this is our future? Is this how we're going to spend our nights when I'm fifty and you're... the exact same age you are now?

Before he can answer, they both hear

TWIGS SNAP! Their heads whip around to see...



THEIR P.O.V. - TWO MORE VAMPIRES charging them.

ANGEL Let's just get you to fifty.

> **BUFFY** Liking that plan.

As they engage in battle...

BLACK OUT

END OF TEASER

Act One

INT. BUFFY'S KITCHEN - MORNING

Buffy's at the counter, breakfasting on toast and juice, as she peruses the newspaper.

> JOYCE (O.S.) Buffy!

Buffy stiffens as JOYCE enters.

JOYCE When were you going to tell me?

Buffy reaches up to the earrings she's wearing.

BUFFY

Okay, busted. Didn't think you'd miss them. Here's me taking them off.

Joyce holds up an open piece of official looking mail.

JOYCE

You were accepted to Northwestern University? (hugging her) Honey, I'm so proud of you. That's wonderful.

> **BUFFY** Oh. Right. Wonderful.

> > JOYCE

I mean, it isn't cheap, but I know we can make it work if your Father pitches in. Not that Northwestern's your only option; it's a great school, though. I'm so **proud** of you.

> **BUFFY** You said that before.

JOYCE And will again soon.

BUFFY Mom, you know I can't--

She sees Joyce looking at her, expectantly, prideful... hopefully.

BUFFY (cont'd) ...decide on a school this second. I have to, you know, sleep on it, mull it over, raise them up my inner flagpole and see which one I salute.

10YCE

Oh, I know, sweetheart. I'm just so pleased you have so many choices. Oo, my cousin Arlene and her family are in Illinois. I've got to call and tell them.

As she picks up the phone, an uncomfortable Buffy grabs her bag and books and moves to exit.

> JOYCE (cont'd) Buffy...

BUFFY (turning back) You're proud of me?

JOYCE

Don't forget to put my earrings back in my dresser before you go out.

As Buffy leaves.

JOYCE (cont'd) (into phone) Arlene? It's Joyce. Hi! You'll never guess where Buffy's got in to school...

EXT. SCHOOL - DAY

Students mill about, in studentlike fashion.

A student hands another student a brown bag. SNYDER appears and snatches it.

SNYDER Okay, what's in the bag?

> **STUDENT** (confused) My lunch.

SNYDER



Oh, is that the new drug lingo?

STUDENT (still confused) It's my lunch.

Snyder opens the bag and looks inside. He hands the bag back to the student, saying to the other one --

> **SNYDER** Sit up straight.

--as he walks off, passing us off to:

Buffy, Willow and Oz on the lawn; Xander, under a shady tree, reading a book.

WILLOW Sounds like your mom's in a state of denial.

BUFFY More like a continent of denial. She's got to realize I can't leave. U.C. Sunnydale. At least I got in.

> WILLOW Well, maybe not now. But soon. Maybe. (off Buffy's look) Or maybe I too hail from Denialland.

> > **BUFFY**

Faith's turn to the dark side of the force has pretty much put the proverbial kibosh on any away school plans for me. But, you... I can't believe you got into Oxford!

> WILLOW It's pretty exciting...

ΟZ You're into some deep academia there.

BUFFY That's where they make Gileses!

WILLOW I know! I could learn and have scones! Although I don't know how I feel about going to school in a foreign country.

XANDER Everything in life is foreign territory.



The others look at him.

XANDER (cont'd) (holding up his copy of "On the Road") Kerouac. That's my teacher. And the open road is my school.

BUFFY Making the open dumpster your cafeteria.

> **XANDER** Go ahead, mock me...

ΟZ Think she just did.

XANDER We Bohemian, antiestablishment types are used to being persecuted.

ΟZ Well, sure. You're all so weird.

Cordelia passes through, hearing:

WILLOW I think it's neat, you doing the back-packing, trail mix, happy wanderer thing.

XANDER I'm aware it kind of scores a bit high on the hokey-meter, but I think it'll be good for me. Help me to find myself.

> **CORDELIA** And help us to lose you. Everyone's a winner.

The others look up at her.

XANDER Well, look who just popped open a fresh can of venom. Hey, Cordy, hear about Will gettin' into Oxnard?

> WILLOW Oxford.

XANDER And MIT and Yale and every other college on the face of the planet? As in your face I rub it...

CORDELIA

Oh, whoopie. Oxford. Four years in Tea Bag central sounds like a thrill. MIT is a clearasil ad with housing, and Yale's a dumping ground for people that didn't get into Harvard.

> WILLOW I got into Harvard.

> > **XANDER**

Any clue what college you'll be attending? So we can start calculating minimum safe distance...

CORDELIA

None of your business. Certainly nowhere near you losers.

BUFFY

Remember to breathe between insults, guys.

CORDELIA

I'm sorry, Buffy. This conversation is reserved for people who actually HAVE a future.

This hits Buffy hard. Cordy, sensing victory, exits.

ΟZ

(re: Cordy)

Angry young woman.

WILLOW

Buffy, she was just being Cordelia. Only more so. Don't pay any attention to her.

But Buffy obviously is. We hold on her as her friends continue:

XANDER

She's definitely got a chip going.

WILLOW

Well, if you didn't goad her so much-

XANDER

I can't help it. It's my nature.

WILLOW

You need a better nature.

INT. LIBRARY - DAY

Wesley and Giles face Buffy. Wesley is perturbed -- Giles, pensive.



WESLEY I don't understand.

BUFFY

I don't think I can talk any slower, Wes. I want to leave.

> WESLEY What -- now?

> > **BUFFY**

Not now -- after I graduate! College!

WESLEY But you're a Slayer.

BUFFY

I'm also a person! You can't just define me by my slayerness; that's... somethingism.

GILES

Buffy, I know we talked about your going away--

> **BUFFY** I got into Northwestern.

> > **GILES**

(warmly)

That's wonderful news. Good for you.

WESLEY

All right, everyone: Monsters, Demons, world in peril...

BUFFY

I bet they have all that stuff in Illinois.

WESLEY

You cannot leave Sunnydale. With the power invested in me by the Council, I forbid it.

GILES

Oh, yes. That should settle it.

WESLEY

With Faith gone bad, and the Mayor's Ascension coming up--

BUFFY

I know it's complicated. I'm aware that my graduation may be, among other things, posthumous. But what if I stop



the Ascension. What if I capture Faith?

GILES

I very much hope you will, but--

BUFFY

I do that, then all you two have to do is keep the run-of-the-mill unholy forces at bay through mid-terms. I'll be back here in time for homecoming, and every school break after that... Can we at least think about it?

Wesley makes a conciliatory attempt at sympathy.

WESLEY

Perhaps if circumstances were different...

BUFFY

I'll make them different.

WESLEY What?

BUFFY

I'm sick of waiting for Mayor McSleaze to make his move, while we sit on our hands counting down to Ascension Day. For once, let's take the fight to them.

WESLEY

No, no... Much too reckless. We're at a distinct disadvantage. We don't know enough--

> GILES She's right.

Wesley shoots a look at Giles.

GILES (cont'd)
Time is running out. We need to launch an offensive.
(to Buffy)
So, what's your plan?

Buffy's satisfied grin disappears in a microsecond.

BUFFY

I gotta have a plan? Really? I can't just be pro-active with pep?

Giles can't help a small smile.

GILES

You want to take the fight to

them. I suggest the first step would be to find out what exactly they're up to.

BUFFY

I actually knew that. I thought you meant a real specific plan, you know, with maps and stuff. So. Great. Find out what they're up to.

EXT. SUNNYDALE MUNICIPAL AIRPORT - NIGHT

A tiny, community airstrip, brightly lit.

CLOSE ON

BOOTS - snake skin, stepping down from a small prop plane. As the feet touch the ground, we see

AN ORNATE LEAD BOX - numerous engravings and etchings, a latched lid, and a carrying handle handcuffed to the wrist of the man holding it.

PAN UP as he crosses the tarmac. The COURIER is an unsavory sort -- a serpent tattoo staining half of his face, pockmarked skin, bad Hawaiian shirt.

SWING AROUND as the Courier stops in front of one of the Mayor's vampire lackeys who waits near a limousine. The VAMP-LACKEY holds a briefcase.

> COURTER He in the car?

VAMP-LACKEY (opening the car door) No. I'll take you to him.

The Courier kicks the car door closed.

COURIER

The Mayor was supposed to be here in person. With the money.

VAMP-LACKEY (showing him the briefcase) Got it right here.

COURIER

Uh huh. Well, the price just went up. I don't like surprises.

Suddenly, there's a SHARP WHISTLE. The Courier barely has time to acknowledge it as his face registers shock. The tip of an arrow sticks out of his chest, the shaft sticking in his back. He topples, ever so dead.

ANGLE: FAITH

Clutching her long bow, on the roof of a small, adjacent, building.



FAITH (almost to herself) Surprise.

She jumps down from the roof onto the tarmac and crosses to the body.

VAMP-LACKEY You killed him.

FAITH

What are you, the narrator? Get the keys to the cuffs.

The vamp-lackey rifles through the dead man's pockets. Finding nothing, he looks at Faith and shakes his head. She gives a sigh of exasperation, reaches into her jacket and pulls out her new KNIFE.

> VAMP-LACKEY That won't cut through steel.

FAITH No. But it'll cut through bone.

As she kneels out of frame...

BLACK OUT.

END OF ACT ONE

Act Two

EXT. CITY HALL - NIGHT

The street's damp and empty. The quiet suddenly broken by a car turning onto it. Stepping out from the shadows, across the street, is

BUFFY, who watches as the limousine pulls up in front of city hall and comes to a stop.

BUFFY'S P.O.V. - Faith gets out of the car, carrying the ornate box. She tucks it under her arm, takes a quick look around, then climbs the steps and enters the building. The limo then pulls into an adjoining alley-way.

ON BUFFY, as she quickly checks the coast and starts off across the street.

INT. MAYOR'S OFFICE - DAY

Faith enters the Mayor's office, box in hand. Gleeful, the Mayor jumps from his seat and takes it from her.

> MAYOR Hey ho! There it is.

The Mayor places the box on his desk, turns as he withdraws an envelope from his jacket pocket.

MAYOR (cont'd)



What happened to the courier? I'm supposed to pay him.

Faith slips the envelope full of money back into the Mayor's jacket.

FAITH

I made him an offer he couldn't survive.

A beat as the Mayor gets her meaning. Then he grins.

MAYOR

You are one heck of a girl, you know that? I mean, geez. The initiative! The skill!

FAITH (pleased protest) Go on...

MAYOR

I will! I tell you, if Buffy
Summers walked in here and told
me she wanted to switch to our
side? I'd say - "no thanks, sister!
I've got all the slayer one man
could ever need."

Faith's expression darkens at this.

MAYOR (cont'd) What?

FAITH Nothing.

MAYOR

It's cause I said the "B" word, huh? Don't tell me you're still sore about that whole Angel and Buffy thing?

FAITH

Naw. I'm over it. She can have him.

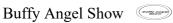
But the Mayor's not buying it.

MAYOR

Better believe she can. She deserves that poor excuse for a creature of the night. You, on the other hand, can do better.

Faith starts to reach for the lid of the box to peek inside. The Mayor reacts strongly - quickly pulling her hand away.

MAYOR (cont'd) Don't touch that.



EXT. ALLEY BEHIND CITY HALL/INT. LIMO - NIGHT

The limo pulls into a parking space. As the vamp-lackey shuts off the ignition, he hears a noise behind him and whips his head around to find...

Nothing. After a beat, he turns to face front again and...

SMASH! A FIST comes punching through the window, grabs the Vamp-lackey by his tie and YANKS him halfway out of the car. He looks up to see

BUFFY, stake-in-hand, poised to strike.

BUFFY (all cheerful and friendly-like) So, what's in the box?

INT. LIBRARY - DAY

Buffy, Wesley, and Xander stand around the table on which are strewn various research books.

BUFFY
The Box of Gavrok. It houses some kind of great demonic energy or something which His Honor needs to chow down on when A-Day rolls around.

Giles and Willow enter, unrolling a floor plan, which Giles lays out on the table, weighting the corners with textbooks.

WESLEY What's that?

GILES (to Buffy) Maps and stuff.

WILLOW
Plans for city hall. They were in the Water and Power mainframe.

BUFFY
The box is being kept under guard in a conference room on the top floor.

She scans the blueprints and points.

BUFFY (cont'd)
There. Unfortunately, that's all I could get out of my informant before his aggressive tendencies forced me to introduce him to Mr. Pointy.

WESLEY (taking charge) Well, now ... Here's what I think we should--

BUFFY

I figure best to hit it from the roof. I'll take Angel with me.

GILES Agreed.

XANDER

(re: blueprint)

There's a fire-ladder on the eastside of the building of the building.

WESLEY

Yes, fine. But you'll still need--

GILES

It won't be enough to simply gain possession of the box.

He starts to look through a book.

WILLOW

Right. We have to destroy it.

Not just physically, but ritually.

With some down and dirty

black magic.

WESLEY

Hang on, we don't know what such a ritual would require--

Giles shows the book to Wesley.

GILES

I think the breath of the Entropics is standard for this sort of thing. Fairly simple recipe.

Wes starts to look, but Giles hands the book to Xander.

GILES (cont'd) Xander...

XANDER

(taking the book)
I know. I'm ingredient-gettin' guy.

Xander starts to exit.

WESLEY

All right. Stop! I demand everyone stop this instant.

Xander stops and looks at Wesley, as do the rest.

WESLEY (cont'd)
I am in charge here! And I say

this is all moving much too fast. We need time to fully analyze the situation and devise a proper and effective stratagem.

Buffy gets nose to nose with him.

BUFFY

Hop on the train or get off the tracks.

WESLEY

The Mayor will most assuredly have supernatural safeguards protecting the box. Oh, we all forgot about that.

BUFFY

Looks like a job for Wiccan Girl. What do you think, Wil? Big time danger.

WILLOW

Hey, I eat danger for breakfast.

XANDER

But oddly enough, she panics in the face of breakfast foods.

BUFFY

Let's get to work.

They disperse.

EXT. DRESS SHOP - DAY

Xander glances into the store and sees:

CORDELIA, returning a dress to its hanger.

Xander starts to continue on his way, then hesitates, unable to help himself.

INT. DRESS SHOP - DAY

As Cordelia hangs the dress on the rack...

XANDER (O.S.) I have a theory...

She looks up to see Xander coming toward her. She briefly gets the "deer in headlights" look, though Xander doesn't notice.

XANDER

Your snide remarks earlier? I'm guessing grapes a little on the sour side.

Now her eyes narrow, her blood boils.



XANDER (cont'd) Didn't get into any schools did you? Grades were there, but -- oo -- if it weren't for that pesky interview. Then minutes with you and the admissions department decided they'd already reached their mean-spirited, superficial, princess quotas.

CORDELIA

(reaching into her purse) And, once again, the gold-medal in the Being Wrong Event goes to Xander "I'm As Stupid As I Look" Harris.

She retrieves a few envelopes and waves them in front of his nose.

CORDELIA (cont'd) Read 'em and weep, creep. USC, Colorado State, Duke...

XANDER

(seemingly humbled) Wow. Those are great colleges. I guess they must have seen a different side of your father's money.

She hesitates, unable to come back at him with anything. As she shoves the envelopes back into her bag, all she can offer is:

> **CORDELIA** Go away.

XANDER

Sure. If you'll excuse me, I have to get back to helping to save lives. Carry on, I know you have important accessorizing to do.

Xander heads for the exit and Cordelia watches him go. Her angry expression now tempered with sadness and hurt.

EXT. ALLEY BEHIND CITY HALL/INT. VAN - NIGHT

An unmarked van pulls into the alley. A door slides open and Buffy, Willow and Angel get out, carrying some cable and rigging. They approach the front passenger window where Giles is sitting; Wesley, next to him, at the wheel.

GILES

Remember, if something should go awry, Wesley and I will try to create a diversion.

WFSI FY

Let's synchronize our watches. I

have exactly eleven six...

He stops when he notices Buffy, Willow and Angel holding up their wrists, illustrating that none are wearing watches.

WESLEY (cont'd) Yes. Typical.

WILLOW

Maybe we can just count one-one thousand, two-one thousand...

GILES Be careful. All of you.

Buffy nods as Angel pulls down the ladder to the fire escape and gives Willow a boost.

INT. LIBRARY - NIGHT

Oz sets up a small pedestal in the center of the room. He makes reference to some hand-written instruction he holds, then places a ceremonial bowl on top of the pedestal as Xander enters with a bag of stuff from the magick shop.

XANDER Hey.

OZ Hey. You got the goods?

Xander moves to him. Holds up bags, looks in them.

XANDER
Essence of Toad.
(holds up another)
Twice Blessed Sage... or maybe
that's the toad.

ΟZ

We'd better be sure. Destroying this box is supposed to be a pretty delicate operation.

XANDER

Then they shouldn't leave it in the hands of the lay people.

ΟZ

Will's got it pretty well laid out.

Xander gets a look at the instruction sheet Oz holds.

XANDER

Wow, she even drew helpful diagrams. That's the pedestal?

ΟZ

And all the ingredients. And us.

See. There's me - and that's you.

XANDER How can you tell which is which? They both look kinda stick-figure-y to me.

ΟZ That's me. That's my guitar, see?

> **XANDER** Oh. Got ya.

They both look at the picture for a beat. Appreciating the sweetness of it.

ΟZ (proudly) Nobody like my Will.

XANDER No sir, there is not.

Another beat. Then they get back to work.

ΟZ Okay. Toad me.

Xander hands over a bag.

EXT. CITY HALL ROOF - NIGHT

The three of them are crouched around a skylight, looking down.

THEIR P.O.V. - THE BOX, directly below them, sitting in the middle of a conference room table.

INTERNAL TIME CUT:

EXT. CITY HALL ROOF/INT. CONFERENCE ROOM - MINUTES LATER

The skylight now open, Angel helps Buffy into her rigging. Willow kneels, book in hand, following instructions, as she sprinkles a fine POWDER down through the opening...

The powder settles on some invisible force field encircling the box, causing soft BLUE SPARKS to shoot off it.

The sparks increase in intensity, as Willow begins her incantation:

WILLOW (Latin) Sis modo dissolutum exposco, validum scutum! Diutius nec defende a manibus arcam, intende! (English) Be now dissolved, I demand, o powerful shield; no longer defend

the box from our hands. Hear us!

With a FLASH, the field vanishes and the powder falls onto the box and table.

EXT. CITY HALL ROOF - CONTINUOUS (NIGHT)

WILLOW Oh, yeah, I'm bad.

BUFFY Four stars, Wil. Now take off.

WILLOW Taking off.

Willow crosses to the fire escape and climbs down as Buffy and Angel make their way to the lip of the skylight.

INT. CITY HALL CONFERENCE ROOM/ROOF - NIGHT

Buffy appears at the TOP OF THE FRAME, slowly REPELLING down into the room.

PAN UP the cable attached to her and find Angel lowering her with a pulley system.

As Buffy's feet are about to touch down on the table, she lets herself fall forward, effectively hanging upside down. Inches from the box, she carefully moves to touch it, anticipating an alarm to be triggered. She grips the box, lifts it off the table, and...

WHOOP WHOOP (there it is!) AN ALARM BLARES!

BUFFY Got it!

Angel starts to pull her up until...

THE RIGGING JAMS. Angel struggles with it as Buffy continues to hang upside down.

BUFFY (cont'd) Angel?!

ANGEL It's jammed.

Buffy HEARS RUNNING FOOTSTEPS, approaching, GETTING LOUDER.

BUFFY

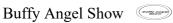
Like very much to come up now, please.

Now the JANGLE of keys, as the door is hurriedly unlocked.

BUFFY (cont'd) Angel!

ANGEL I know!

WHAM! Two VAMP-GUARDS BURST into the room and momentarily FREEZE at the



sight of the strung up slayer. After a moment of awkward silence...

BUFFY Don't suppose you want to help get me down.

The vamps SNARL...

BUFFY (cont'd) Didn't think so.

and are about to lunge at her when...

ANGEL, lands, feet first, on the table in front of them. He gives one vamp a kick to the head, sending him sprawling into the other.

He turns to Buffy, who, in one moves, tosses him the box, deftly PIVOTS her body right side-up and unhooks herself from the cable.

Buffy and Angel square off with the vamps in a big-ass fight, all the while passing off possession of the box.

Finally, Buffy manages to tip the huge conference table on top of the vampires. Angel grabs her hand and they run out.

INT. CITY HALL HALLWAY - MOMENTS LATER (NIGHT)

The two of them careen around a corner and down the twisting hallway. After a beat, the vamp-guards appear, in pursuit.

EXT. CITY HALL - NIGHT

Angel and Buffy emerge from the front entrance and immediately escape into the shadows. As they hear the SCREECH of tires. They turn to see...

THEIR P.O.V. - THE VAN, peeling out with the vamp-quards running after it.

Diversion successful, Buffy and Angel retreat further into the darkness.

INT. CITY HALL CONFERENCE ROOM - A LITTLE LATER (NIGHT)

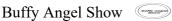
The Mayor, in street clothes, stands amid the debris, looking up at the shattered skylight, addressing the two chagrined vamp-guards. He's not happy.

> **MAYOR** Well, this is VERY unfortunate. I just had this conference room redecorated, for Pete's sake. At taxpayers expense!

He straightens a tipped over chair and slumps into it.

MAYOR (cont'd) And, oh, yeah... (losing it) THEY'VE GOT MY BOX!

FAITH (O.S.)



Yeah. They do.

The Mayor swivels to see her standing in the doorway.

FAITH But lookee what we got.

She roughly yanks a captured Willow into view. On the Mayor's now pleasantly surprised expression and Willow's not-so-pleasantly fearful one...

BLACK OUT.

END OF ACT TWO

Act Three

INT. LIBRARY - NIGHT (PREVIOUSLY SCENE C)

Wesley, Giles, Buffy, Xander, Angel. All in mid freak. Oz totally silent, watching them.

In the midst of the room is a set up not unlike the living flame deal from ep 7: a small pedestal with a bowl in middle, various herbs and magick crap sitting on it.

> **BUFFY** How did you -- you -- how did this happen?

GILES We thought she stayed with you.

ANGEL They must have grabbed her when she hit the ground. Buffy, I'm sorry --

BUFFY It's nobody's fault; we just gotta focus and deal. Oz, I swear I won't let them hurt her.

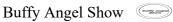
XANDER We go back. Full on assault.

> **GILES** They'll kill her.

WESLEY We're assuming they haven't already.

BUFFY No. They know what she means to us. She's too valuable, and as long as we've got the box --(a thought) The box. We trade.

WESLEY



We can't.

BUFFY (to Giles) It's the best plan, it's the safest way, right?

> **GILES** It might well be --

> > **BUFFY**

We call the Mayor, arrange a meeting.

WESLEY This box must be destroyed.

XANDER I need a volunteer to hit Wesley...

WESLEY Giles, you know I'm right about this.

BUFFY Wes, you want to duck and cover at this point.

> **WESLEY** Dammit, you listen to me!

There's balls in them thar twit. His voice has genuine authority.

WESLEY (cont'd) This box is the key to the Mayor's Ascension. Thousands of lives depend on our getting rid of it. Now I want to help Willow as much as the rest of you but we will find another way.

> **BUFFY** There is no other way.

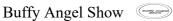
WESLEY You're the one who said take the fight to the Mayor and you were right. This is the town's best hope of survival -- it's your chance to get out!

BUFFY You think I care about that? Are you made of human parts?

GILES All right, let's deal with this rationally --

Which naturally, sets every one off. They speak over each other, voices rising:

BUFFY



I can't believe you're taking his side!

GILES Nobody said I was taking his side!

> ANGEL None of this is helping.

XANDER I'm still for the "let's hit Wesley" movement, if anybody cares--

Wesley's voice is the last heard:

WESLEY

Listen to you people! You'd sacrifice thousands of lives -your families, your friends? It can all end right here! We have the means to destroy this box--

Except that at this moment Oz calmly moves to the pedestal and very quietly and violently hurls it across the room, causing emphatic breakage.

This shuts everyone up. When it's clear he has everyone's attention he turns to Buffy, effectively giving her the floor.

> **BUFFY** Giles, make the call.

INT. CITY HALL VACANT OFFICE - NIGHT (PREVIOUSLY SCENE D)

PAN ACROSS the room, empty -- save for a banged up desk and the dingy LAMP bolted to it -- and quiet -- except for the occasional GRUNTING of

WILLOW, who struggles to unlatch a window that's obviously sealed tight. Failing, she backs away, eyeing the glass. Can she break it?

She crosses to the desk and begins pulling out drawers, looking for something, anything, to use. Pulling too hard on one, the drawer falls to the floor, a few paperclips, rubber bands and a pencil spill out of it.

She continues looking until she HEARS someone UNLOCKING THE DOOR. One of the Vamp-quards enters.

> **VAMP-GUARD** What are you doing?

> > WILLOW

Oh, um, just looking for a sucking candy. My mouth gets dry when I'm nervous, or held prisoner against my will...

The guard licks his lips and moves in on her.

WILLOW (cont'd) ...and I'm suddenly thinking that "sucking's" not a good word to



use around vampires.

Terrified, Willow backs away until she's pressed up against the wall. The vamp's almost on her.

WILLOW (cont'd)
Hey, did you get permission to
eat the hostage? I don't think so.
You're going to be in some
trouble when the Mayor--

The Vamp-guard grabs her.

WILLOW (cont'd)
No!

VAMP-GUARD Just a little taste.

Willow can feel his hot, stinky, undead breath. She closes her eyes tight. A moment later, behind him, we RACK FOCUS to reveal

A PENCIL rising into frame, hovering in mid-air.

Willow opens her eyes, staring dead into his.

The pencil slams into his back. He explodes into dust, the pencil exploding with him. Willow stumbles back, breathing hard, overwhelmed by what she just did. A moment of this, then she makes for the door.

INT. HALLWAY IN CITY HALL - NIGHT

Willow runs to a door. It's locked. She is forced to go down the lit hallway. She moves quickly but casually, trying to look like she belongs there.

INT. HALLWAY OUTSIDE MAYOR'S OFFICE - NIGHT

Willow stealthily creeps through the hallway, then hears:

FAITH (O.S.)
They're not going to be brain-damaged enough to come back here tonight.

Willow ducks into a darkened doorway and sees:

WILLOW'S P.O.V. - A SLIGHTLY AJAR DOOR with a NAMEPLATE reading "Mayor Richard Wilkins III" suddenly opens. Faith and the Mayor appear.

MAYOR Ever have a dog?

FAITH What?

MAYOR (rhapsodically) I did. Rusty. Irish setter. Swell

little pooch. A dog's friendship is stronger than reason, stronger than its own sense of selfpreservation.

He and Faith exit down the hall, the Mayor's voice fading.

MAYOR (cont'd) Buffy's like a dog. And, hey, before you can say "Jack Robinson", you'll get to see me kill her like one.

The coast clear, Willow crosses to...

INT. MAYOR'S OFFICE - NIGHT (PREVIOUSLY SCENE E)

Willow peers inside the sparsely lit office. Finding it vacant, she quickly slips inside, and almost completely closes the door behind her.

Her eyes search the room, his desk. She notices the WOOD CABINET and carefully opens it, revealing its macabre display. Willow stares at it all, dumbfounded.

> WILLOW Whoa.

In the midst of this, she notices a small LEVER in the inside of the cabinet. She reaches up to pull it down and...

A PANEL in near the base of the cabinet falls open. Crouching down, Willow can make out the bindings of FIVE LARGE BOOKS. Excitedly, she starts pulling them out, knowing she's found...

> WILLOW (cont'd) (whispering to herself) The Books of Ascension. Yay.

She immediately opens the tomes and scans its pages, absorbing whatever she can.

STEADICAM SHOT clears the opens door of the cabinet and finds Willow, seated in a chair, her back to us, flipping pages. As we move closer...

NEW ANGLE on Willow's face.

FAITH (O.S.) Check out the bookworm.

Willow swings around to look up at...

WILLOW Faith!

FAITH

Anybody with brains, anybody who knew what was going to happen to her, would be trying to claw her way out of this place. But, you, you just can't stop



Nancy Drewing, can you?

She slams the open volume, narrowly catching Willow's hand in it.

FAITH (cont'd)
I guess now you "know too
much." And that kinda just
naturally leads to killin'.

As Faith takes a step closer, Willow looks increasingly worried.

WILLOW Faith, I want to tell you something...

FAITH

Oh, yeah, please give me the speech again: "Faith, we're still your friends, we can help you, it's not too late."

WILLOW It's way too late.

Willow allows that to sink in, as Faith's grin fades.

WILLOW (cont'd)
It didn't have to be this way, but you made your choice. I know you've had a tough life. I know some people think you've had a lot of bad breaks, and that you've hardened your heart to protect yourself from the pain.

Faith softens, listening. Then Willow moves in and attacks.

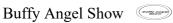
WILLOW (cont'd)
Well, boo-hoo. Poor you. You
had a lot more in your life than
some people. You had friends
like Buffy. Now you've got no
one. And you were a slayer!
One of the Chosen. Now you're
nothing. Just a selfish,
worthless, waste.

A beat. Faith punches Willow in the face, sends her flying back to the floor. Willow gets groggily back up, holding her nose, tears streaming down her face.

FAITH
You try to hurt me, I try to hurt
you. I'm just a little more efficient.

WILLOW And here I thought you just didn't have a comeback.

FAITH



You're begging for some deep pain.

WILLOW I'm not afraid of you.

Faith pulls out her new knife.

FAITH Let's see what we can do about that.

> MAYOR (O.S.) Girls?

Willow notices the Mayor standing behind Faith.

MAYOR (cont'd; O.S.) I hope I'm not gonna have to separate you two. Faith, you can play with your new toy later. Something's come up...

Faith doesn't move, her knife still held firm, glaring at Willow. She's really going to do it.

> **MAYOR** Faith, you know I don't like repeating myself.

Another moment of consideration, then Faith complies.

FAITH (sotto, to Willow) I got someone. I got him.

She crosses away as the Mayor crosses in to Willow. He plops into an easy chair and grins at her.

> MAYOR I just received a heck of an interesting phone call.

INT. CAFETERIA - NIGHT

Xander and Oz are checking the side doors -- they're locked. Buffy stands by the kitchen, facing the front doors opposite her. Angel beside her with the box, Giles and Wes to one side.

> ΟZ The place is locked down, except for the front.

XANDER Gives me that comforting 'trapped' feeling.

BUFFY One way out means one way in. I wanna see them coming.

At that moment, the lights go out.

XANDER I guess they're shy.

ANGEL I can see all right.

Xander and Oz pick up a couple of weapons, hang on the sidelines (opposite Wes and Giles.)

They wait.

ANGLE: THE FRONT DOORS

Swing slowly open as two vampires enter, steeping aside to allow the Mayor in. He is followed by Faith, who holds Willow.

The two groups eye each other from across the room. They are laid out almost identically, chess pieces waiting for the first move.

The Mayor takes a step forward -- Buffy mirrors him.

MAYOR

Well, this is exciting, isn't it? Clandestine meeting by dark of night, exchange of prisoners, I just, I feel like we should all be wearing trench coats.

> BUFFY Let her go.

> > **MAYOR**

Not till the box is in my hands.

(looking her over)
So you're the little girl who's been causing me all this trouble.
She's pretty, Angel. Little skinny... Still don't understand why it couldn't work out with you and my Faith... Guess you kinda just have strange taste in women.

ANGEL Yeah. I like 'em sane.

Faith grips the knife to Willow's throat, pissed. Oz registers this.

OZ Angel, chill.

MAYOR

Well, I wish you kids the best, I really do. But if you don't mind a bit of fatherly advice, I, well

gosh I don't see much of a future for you two. I don't sense a lasting relationship, and not just because I plan to kill the both of you. You have a bumpy road ahead.

BUFFY

I don't think we need to talk about this.

MAYOR

You kids, you don't like to think about the future, don't like to plan but unless you want Faith to gut your friend like a seabass you'll show a little respect for vour elders.

ANGEL

You're not my elder. I gotta lot of years on you.

MAYOR

And that's just one of the things you're gonna have to deal with. You're immortal, she's not. It's not easy. I married my Edna Mae in aught three and I was with her right until the end. Not a pretty scene. Wrinkled and senile and cursing me for my youth, it wasn't our happiest time.

Buffy and Angel both stare steely-eyed at the Mayor, neither admitting that he is making sense. He moves slowly toward Angel.

MAYOR (cont'd)

(to Angel)

And let's forget the fact that any moment of true happiness will turn you evil. What kind of life can you offer her? I don't see a lot of Sunday picnics in the offing. Skulking in the shadows, hiding from the sun -- she's a blossoming young girl! You want to keep her from the life she should have till it's passed her by and by God I think that's a little selfish. Is that what you came back from Hell for? Is that your greater purpose?

He's face to face with him now, and dead serious. Nobody says anything. Angel stares at him but has no comeback. Nor does Buffy. He's hit the mark, and in front of everyone.

> MAYOR (cont'd) Make the trade.



Faith steps forward, bringing Willow. Angel steps past the Mayor and meets Faith in the middle. She passes Willow off to Buffy and Angel hands her the box. Lots o' eyeballin'.

MAYOR (cont'd)
Well, that went as smoothly as
could be --

BAM! The side door opens and Snyder strides in with two security guards. One locks the door behind them as a third enters from the front and locks those doors.

The Mayor takes a step into the shadows.

SNYDER Nobody moves. I knew you kids were up to something.

> BUFFY Snyder, get out of here.

SNYDER
You're not giving orders, young lady.

He goes up to Faith and takes to box. She looks to the Mayor, not sure what to do.

SNYDER (cont'd)
I suppose you're going to tell me
I won't find drugs in this box.

He hands it off to the guard with him. Faith pulls out her knife--

BUFFY Wait.

FAITH Boss?

MAYOR Principal Snyder, I think we have a problem...

Snyder reacts as the Mayor steps out of the shadows.

SNYDER Mr. Mayor, I... I had no idea you were -- I'm terribly sorry.

MAYOR
It's I who should apologize,
coming here at night, what
must you think...

Unnoticed by anyone, the guard opens the box.

MAYOR (cont'd)
See, I just needed to -(sees the guard)

Oh. Don't do that.

Everyone turns to look at the guard as he peers into the box.

A black spidery thing comes shooting out of it and attaches to his face. As he SCREAMS:

BLACK OUT.

END OF ACT THREE

Act Four

INT. CAFETERIA - MOMENTS LATER (NIGHT)

For a second nobody can move. The guard drops to the ground, spider on his face. The box also falls to the ground, remaining open. A second later the spider skitters off the guard into the shadows, and we see that it has taken the guard's face with it

The guard is very dead.

WESLEY Oh, God.

XANDER Where did it go?

SNYDER (to the security guards) Get that door open.

GILES

No! We can't let that thing out of here.

The guard fumbles for his keys, dropping them in his panic.

XANDER
I still want to know where it went...

BUFFY Listen.

She cocks her head. Then slowly looks up.

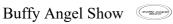
ANGLE: POV OF THE CEILING

It's too dark to see if there is something crawling up there.

CLOSE ON: THE MAYOR

As he took looks up at the ceiling. The spider lands full on his face.

FAITH Boss!



She runs to him, wrenches the spider off his face and throws it to the ground. It skitters into the corner where Wesley and Giles stand. They scramble to high ground.

The mayor stumbles back against the table, his face also having been ripped off.

A moment and it begins to reform.

ANGLE: SNYDER

Is staring at the Mayor as this happens. Snyder is completely wigged and takes a step back, unable to speak.

ANGLE: THE CROWD

Are all still intense, looking around for the spider again, as we see in the f.g. the open box and another spider crawl out, disappearing into the shadows unnoticed by anyone.

ANGLE: THE MAYOR

His face back on, he shakes off the experience and looks at the box.

MAYOR I wouldn't leave that open...

Buffy turns and dives for the box. Slamming it shut as the third spider is about to crawl out. She severs two (spider)legs in the process. Almost in that instant the second spider drops on her back from above. Without thinking Buffy throws herself hard onto the ground on her back squashing the spider beneath her.

ANGLE: GILES AND WESLEY

Look below them for the first spider. Wesley is on the table by the wall. He looks down as the spider climbs up the wall right beside his head.

ANGLE: FAITH

Seeing this she throws her knife directly at Wesley's face. Wesley manfully screams like a woman and ducks, the knife pinning the spider against the wall.

ANGLE: SECURITY GUARD

Finally gets the front door unlocked, the vampires bolt out taking the guard with them. Our gang is still looking around.

> 07 Is that all of them?

ANGLE: THE MAYOR

Has taken the moment to grab the box. He holds it, ready to open it.

MAYOR Not really. There's about fifty billion of these happy little critters in here. Would you

like to see?

Buffy makes a move for him -- and he cracks open the box.

MAYOR (cont'd) Raise your hand if you're invulnerable... Faith. Let's go.

Faith throws a glance back to:

ANGLE: HER KNIFE

Which is in the wall by where the white hats have congregated. She doesn't want to let it go...

> MAYOR (cont'd) Faith!

But she does, following the Mayor out.

Everyone watches them go. Buffy looks over at Snyder, sees a man in mental crisis.

BUFFY Snyder... you alive in there?

SNYDER You... all of you... why couldn't you be dealing drugs like normal people?!?

He takes off, distraught. Buffy crosses to the knife, past Willow who is being held by Oz. Buffy pulls the knife out, looks at it.

> WESLEY (bitterly) Well, that went swimmingly.

> > **BUFFY** (looking at Willow) We did all right.

INT. LIBRARY - NIGHT (SAME NIGHT)

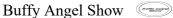
Buffy and Willow sit on the counter. Buffy still has Faith's knife. Giles hovers nearby, impatient with their conversation.

WILLOW

So Faith is like, "I'm gonna beat you up", and I'm all "I'm not afraid of you", and then she had the knife so that was less fun but oh! I told her, "You made your choice, Buffy was your friend..."

GILES

Yes, that's fascinating. But let's get back to the point -- you actually had your hands on the





Books of Ascension?

WILLOW Volumes one through five.

GILES

Is there anything you can remember that might be useful to us? Anything at all?

WILLOW

Well, I was in a hurry, and what I did read was kind of involved. If you ask me, it was way overwritten.

> **GILES** Oh.

WILLOW

There were a few pages that looked interesting, but I didn't have time to read them fully.

She pulls ten or so torn pages out of her pocket, the personification of casual.

WILLOW (cont'd) See what you can make of 'em.

Giles takes them eagerly.

BUFFY (to Will) This is your night for suave. You should get captured more often.

> WILLOW No thank you.

> > **WESLEY**

Well, let's hope there's something useful in them. The Mayor has the Box of Gavrok. As of now we're right back where we started. (to Buffy) Wouldn't you say?

This registers with her.

EXT. SCHOOL - DAY

Buffy sits in contemplation (hopefully somewhere with a bit of elevation and/or a view of the town). Willow joins her.

> WILLOW Deep thoughts?

> > **BUFFY**



Willow sits.

WILLOW As in?

BUFFY

As in I'm never getting out of here. I thought maybe if I stop the Mayor... but... I'm kidding myself. There's always gonna be something. I'm a Sunnydale girl. No other choice.

WILLOW

It must be tough. I mean, cause here I am, I can do anything I want, I can go to any college in the country, and four or five in Europe if I want.

BUFFY (somewhat appalled) Please tell me you're going somewhere with this.

> WILLOW Nope.

She holds a letter of acceptance in front of Buffy's face.

WILLOW (cont'd) I'm not going anywhere.

Buffy takes the letter.

BUFFY U.C. Sunnydale?

WILLOW I will be matriculating with the class of 2003.

> **BUFFY** Are you serious?

WILLOW Say, isn't that where you're going?

Buffy throws her arms around Willow, tackling her with joy.

BUFFY I don't believe it!

She stops, sits up again.

BUFFY (cont'd)



What am I saying? You can't.

WILLOW What do you mean, I can't?

> **BUFFY** I won't let you.

WILLOW Of the two people here, which is the boss of me?

BUFFY But there's better schools --

WILLOW Sunnydale's not bad. And I can design my own curriculum.

BUFFY

There's **safer** schools. There's safer **prisons**. I can't let you stay here because of me.

WILLOW

Actually, this isn't about you. Although I'm fond, don't get me wrong, of you. The other night, getting captured and all, facing off with Faith... things just got kind of clear. I mean, you've been fighting evil here for about three years, and I've been helping out some, and now we're supposed to be deciding what we wanna do with our lives and I realized that's what I want to do. Fight evil. Help people. I think it's worth doing, and I don't think you do it 'cause you have to. It's a good fight, Buffy, and I want in.

Buffy looks at Willow a moment.

BUFFY I kind of love you.

WILLOW Besides, I've got a shot at becoming a bad ass wicca, and what better place to learn?

BUFFY I feel the need for more sugar than the human body can handle.

WILLOW



Mochas?

BUFFY Yes please.

They rise, start to walk off.

BUFFY (cont'd) It's weird. You look at something, you think you know exactly what you're seeing, and then... you find out it's something else entirely.

> WILLOW Neat, huh?

BUFFY Sometimes it is.

INT. DRESS SHOP - NIGHT

Cordelia stands before a mirror, holding a lovely dress up in front of her, posing dreamily. Then, an older, matronly store MANAGER with to much make-up appears over her shoulder.

MANAGER

Chase, what are you doing? Your break's been over for ten minutes. I still need you to restock the shelves and sweep out the storage room. Let's go!

Cordelia nods and the Manager moves off. She looks unhappily at her reflection for another few moments then picks up a box and heads for the storeroom.

EXT. GRAVEYARD - NIGHT (PREVIOUSLY SCENE F)

Buffy rests in Angel's arms as they lean up against a large gravestone. Both are a tad troubled, and at great pains to avoid admitting it.

BUFFY

It's gonna be fun. Will and I are gonna go visit the campus together on Saturday. I'm hoping Mom'll let me live on campus -it's too far to go home every night, plus the lack of cool factor... either way I'll be close to your place...

She smiles at him. He smiles back, kisses her. Still something missing, though.

BUFFY (cont'd) I don't know what that stupid Mayor was on about; talking about our relationship like he knows anything about us.

ANGEL Well, he's evil.

BUFFY

Big time. He doesn't know what a lasting relationship is.

> **ANGEL** No.

BUFFY Probably the only lasting relationship he's ever had is with... with Evil.

> **ANGEL** Yeah.

BUFFY

He sure doesn't know you... stupid evil guy... We'll show him.

> **ANGEL** We will.

She snuggles deeper into his arms, facing away from him. Worry on her face, that matches his own.

BLACK OUT.

END OF SHOW