

# Choices

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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)

Sir.

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.

JOYCE  
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...

OZ  
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...

OZ  
Think she just did.

XANDER  
We Bohemian, anti-  
establishment types are  
used to being persecuted.

OZ  
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.

OZ  
(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.

COURIER

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 east-side 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.

WESLEY  
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.

OZ  
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.

OZ  
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?

OZ  
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.

OZ

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.

OZ

(proudly)  
Nobody like my Will.

XANDER

No sir, there is not.

Another beat. Then they get back to work.

OZ

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...

WHOOOP WHOOOP WHOOOP (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-guards 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 paper-clips, rubber bands and a pencil spill out of it.

She continues looking until she HEARS someone UNLOCKING THE DOOR. One of the Vamp-guards 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 self-  
preservation.

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.

OZ  
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, stepping 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 your 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 wiggled 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.

OZ  
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

Deep and meaningful.

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 too 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