

The Initiative

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Teaser

INT. ROCKET CAFE - DAY

Open on GIRLS. Really cute ones. Lots of em. They're in various stages of getting lunch at the U.C. Sunnydale dining hall. A diet soda here, a small salad there. We hear:

FORREST (O.S.)
Women. Young, nubile, exciting.
Each one a mystery waiting to be unlocked.

ANGLE ON: RILEY FINN, looking studious, is busily marking a pile of papers with his squeaky red pen. Half-listening to his pal FORREST, an athletic-looking sophomore, who drops the suave guy talk:

FORREST
Think any of them are going to show?
'Cause the party'll be lame if we lack
for hotties. Hey. Professor. You with me?

RILEY
(not looking up)
No, I'm with this large pile of ungraded papers
due at three o'clock

FORREST
How are you going to learn anything if you keep
doing schoolwork? Oh. Check her out. Is she hot
or is she hot?

Forrest points with his fork. Riley just manages to look up. We see what he sees:

BUFFY.

On line. Not her best day. She fills up her glass. Soda fizzes up and over the sides. She bends down to slurp the excess.

RILEY
She's Buffy.

FORREST
Buffy. I like that.
(Trying it on)
"That girl's so hot, she's Buffy."

RILEY
It's her name Forrest.



FORREST
You've established first contact? Excellent,
what do you think of her?

RILEY
I never really thought of what I think about her.

FORREST
A girl that cute in the face and you've formed
no opinion?

RILEY
No, I mean.. .She's all right ,I guess.
She's just kind of, I dunno... Peculiar.

FORREST
Peculiar.

RILEY
Uh huh.

And a very fully loaded tray hits the table as GRAHAM joins the guys. Graham, a Muscley mountain of a senior, sits, adjusts, and shovels forkloads of food in his face.

FORREST
Hey Graham. What do you think of the
blond chick? Mattressable, n'est pas?

They watch as Buffy pulls hard on the yogurt machine's metal handle- and it comes off in her hand

Graham nods noncommittally.

FORREST (cont'd)
Riley's not down. Doesn't like her.

RILEY
I don't dislike her. She just never feels
like she's really there when you talk to her.
I like girls you can get a grip on.

FORREST
I'll bet you do.

RILEY
Not that way. Just a little less ready for
takeoff all the time.

Buffy tries several way to fit the broken yogurt handle back on. Never gonna happen.
The yogurt keeps coming....

RILEY (cont'd)
There's definitely something off about her.

GRAHAM
Maybe she's Canadian.

Buffy looks around, thinks no one is looking. Tosses the handle into the salad bar and moves on. Playing innocent.

FORREST
Didn't she go out with Parker Abrams for
like thirty seconds?

RILEY
(a bit bothered by that)
Abrams? Yeah, there's a sign of good taste...

Buffy moves on, pretending not to notice the students behind her having to deal with massive yogurt-flow. She pays...

FORREST
Okay. But you've got to admit she's a
major league hottie.

RILEY
I'm not denying she's easy on the eyes,
I'm just saying...

They watch as Buffy walks away fast - and smashes into a student coming the other way. His tray goes crashing to the floor.

RILEY (cont'd)
.... Would you really want to go out with her?

FORREST
Hell yes! I bet there's a lot of guys who'd
like to get their hands on her.

And on that thought we CUT TO:

INT. LABORATORY/SPIKE'S CELL - NIGHT

Close up of SPIKE, barely conscious. Harsh fluorescent light bathes him from overhead. He looks terrible, even for a vamp. Paler than usual, lips dry and cracked.

SPIKE (mumbling)
Slayer ... kill you ... not so tough,
I ... kill ... Slayer ...

We pull back to see he is trapped inside a futuristic, sterile, all white cell. Clear plane of plexiglass where bars would be. Spike wakes up. His eyes go wide.

Spike moves forward, edging up near the plexiglass, and the second he touches it - BZZT! A small blue spark of electricity sends him staggering back. Spike glares at the plexiglass with an expression we've never seen on his face before. Fear. As he looks around his new home, we:

Pull back, out of the cell. We see that Spike is not alone. His is just one of a long, endless row of cells. A few guys in lab coats work quietly, as commandoes walk purposefully through the complex.

And just when you think it can't keep going. It keeps going. Still pulling back. There's no end to this place. It just goes on, cell after cell after cell, all of them perfectly sterile and clean and white.

And we're still pulling back....

BLACK OUT.

END OF TEASER

Act One

INT. GILES' APARTMENT - DAY

Giles holding a sketch pad, finishes a charcoal drawing as Xander pores over thick supernatural text books.

GILES

There, based on Buffy's description, I believe
the men we're after look something like
... this.

He turns the pad over, showing Xander the sketch. It's a COMMANDO. Ski mask, camouflage pants, rifle by his side.

XANDER

The latest in fall fascism, I like it.
A little full in the hips for my taste, but...

GILES

I think we can safely assume they're human.
So, no need to research.

XANDER

No studying... damn!

He slams the big book shut.

XANDER (cont'd)

Next you'll tell me I have to eat jelly
doughnuts or sleep with a supermodel
to get things done around here. I ask
you - how much can one man give?

GILES

Not very much, I'm afraid. It seems, once
Again, you and I won't be needed to help Buffy.

XANDER
(disappointed)
Really?

GILES
Really.

They both sigh. A beat. Then Xander lights up.

XANDER
Well, then how about this: we whip out the
Ouija board, light a few candles, summon
some ancient unstoppable evil - Mayhem
Mayhem Mayhem - we show up, kick its ass.

GILES
That might be unethical.

Buffy enters, sees the sketch.

BUFFY
Hey guys. Ooh, look. It's my late night
stormtrooper pal.

GILES
It's just for reference. But you'd say
it's fairly accurate?

BUFFY
That's your man.

GILES
Your man, actually. You are patrolling
tonight?

BUFFY
Nope. I am going to a party tonight.
Hopefully, a "no fighting, no biting"
kind of deal.

GILES
Someone's got to find out what those
people are --

BUFFY
Giles, I'm in a dorm now filled with
what the young people these days call
"young people". The girls in my hall want
to party, I'm taking Willow, try to cheer her up.

XANDER
How's Will doing with the ...?

BUFFY
... The black hole of despair she's lived in

since Oz left?
(Shrugs)
She's dealing, I'm helping. It's hard. Ergo,
party.

GILES
Buffy, I appreciate your loyalty to a friend,
but this...

BUFFY
(re: sketch)
Look. No horns, no claws, no slime. The
bad guy's just a guy, so you two can take
patrol. Now if you'll excuse me, I have to
pick out something slutty for tonight.

She leaves. Pause.

GILES
Well, looks like we got our work cut out
for us after all.

Beat, then Xander puts his hands behind his head, reclining.

XANDER
Sweet.

INT. LABORATORY/SPIKE'S CELL - DAY

Spike paces his cell like a hungry tiger. Thinks to test the Plexiglas again - then thinks better of it - continues pacing. Suddenly he jumps at an ear-shattering horn blast

A small hatch in the ceiling opens and a clear plastic bag shoots out, onto the cell floor - plop! It's filled with dark red liquid. Spike grabs it, tears it open with his teeth, almost drinks, but stops when he hears a frightened voice call:

TOM (O.S.)
Don't!

Spike looks around to see where the voice is coming from. Can't. Starts in on the blood again.

TOM (cont'd; O.S.)
Don't drink it. It's drugged.

Spike puts the packet down.

SPIKE
Uh-huh. And who are you, mate?

For the first time we see:

INT. TOM'S CELL - INTERCUT DAY

He is haggard, and clearly terrified.

TOM
(laughs eerily)
I'm a rat. I'm a lab rat - like the others
(scared whisper)
They're gonna kill us, you know.

SPIKE
And how are "they" going to do that?

TOM
They starve you. And when you're ready to bite
your own arm, they shoot out one of those packets.
You drink, and the next thing you know - you're
gone. That's when they do the experiments.

Spike looks around the cell, probing it for weaknesses. There are none.

SPIKE
And "they" are the government? Nazis?
A major cosmetics company?

TOM
Who cares? All I know is, one minute I'm
running from the Slayer, and the next thing,
I'm here...

SPIKE
The Slayer. I knew it. I KNEW IT!

TOM
She took apart my crew and drove me straight
to these guys.

SPIKE
She set me up, too!

Spike hurls a fist smashing into the Plexiglas, setting off a shower of sparks.

SPIKE (cont'd)
I always worried what would happen if the
bitch got some funding. She wised up a bit.
Fine. I'll take her apart - I don't care how
brilliant she is.

INT. LECTURE HALL - DAY

Buffy. In class, lost in a sea of confusion, staring at her own two hands. Which are covered in ink.

BUFFY
Stupid pen...



She rips a sheet out of her spiral notebook, wipes her hands on it. Then realizes:

BUFFY (cont'd)
Oh, my notes!

WILLOW
Ballpoints are tricky.

A bell signals the end of class. STUDENTS file out. Buffy and WILLOW collect their books and head out with the other students. Willow stops at Riley's lecture desk.

WILLOW
Hey. Riley. Hi. Um, I noticed you left a
name off the role call today. Osbourne.
Daniel Osbourne? Oz.

RILEY
He's not in this class anymore. I heard he
dropped out.

WILLOW
Oh, you heard way wrong then. He's not
gone. He just left temporarily - to work
out a few things.
(beat)
That sounds lame in its vagueness I know,
but I assure you, Oz will be back.

PROF WALSH
Not to my class he won't.

They turn to see Maggie standing with them. Willow starts to speak. Maggie silences her with one raised finger.

PROF WALSH (cont'd)
An educated guess: You know the rules. You
know I hate exceptions. And yet you feel your
exception is exceptional.

WILLOW
Oh, but...

PROF WALSH
It is. To you. But, since I'm neither a
freshman or a narcissist, I have the whole
class to consider. If your friend can't
respect my schedule, I think it's best he
not come back.

Willow starts to protest. Then, choking on emotion, she leaves. Buffy watches. Then calmly she approaches Maggie.

BUFFY
You know, for someone who teaches human
behavior? You might try showing some.

Maggie can't quite believe that one.

PROF WALSH
It's not my job to coddle my students.

BUFFY
That's right. A human being in pain has
nothing to do with your job.

Buffy walks out. Maggie collates papers.

PROF WALSH
I like her.

RILEY
Really?
(beat)
You don't think she's a little peculiar?

INT. XANDER'S BASEMENT ROOM - DAY

Boom! Xander lays out various items of military equipment on the rec table. Backpacks. Canvas belts. Flare guns. Flashlights. Canteens. Knives.

XANDER
Here we go. Gear for tonight. If some commando
squad's out there fully loaded, these babies might
give us the edge we'll need.

GILES
Very impressive. Where'd it all come from?

XANDER
Requisitioned it back when I was military guy.

GILES
That was over two years ago. Are you sure
you're still a hundred percent?

As he answers, Xander tries loading a cartridge into a flare gun. First he can't get it open. Then he loads the cartridge backward. Tries again. Won't fit. He keeps trying...

XANDER
You kidding? I put the "semper" in semper fi.
Maybe I can't assemble an M-16 blindfolded
like I used to. Or pass weapons drill for the
mobile infantry...

Giles loads the cartridge for him. It's easy.

XANDER (cont'd)
Might as well face it - right now I don't have
the technical skills to join the Swiss army.
And all those guys make you do is uncork a
couple of sassy cabernets.

GILES
I'm sure you'll be ready when the time comes.

XANDER
Fear not. Hand to hand? I'm still the man. Let's
hit it. Remember: Whoever these guys trained
with, there's no way they're ready to deal with ...

XANDER'S MOM (V.O.)
Xander!

XANDER
(swallowing shame)
Yeah, Mom?

XANDER'S MOM (V.O.)
I made up a nice fruit punch for you and your friend.
Would you boys like some?

Xander looks embarrassed. Giles looks a little hopeful.

GILES
Raspberry fruit punch?

INT. COMMONS - DAY

Riley is in the commons with his boys. He and Graham carry on a room-spanning game of Frisbee while he talks to Forrest by his side.

RILEY
So she says, "You teach human behavior,
maybe you ought to show some."

FORREST
You are lying. She said this to Walsh?

RILEY
Hope to die.

FORREST
Oh, like you've never wanted to tell the
Professor off.

He spots Parker, approaching with a pal.

FORREST (cont'd)
Oh, hey, Parker!



He eagerly accosts him, Riley somewhat less eagerly folding in also, Frisbee in hand.

PARKER
Forrest, what's up?

FORREST
What's the scoop on Buffy Summers? Is she cool?

PARKER
Buffy? She's all right, I guess. I mean, kinda whiney...

Graham folds in as well, the Frisbee game over.

FORREST
How's that?

PARKER
Well, you know, clingy... I mean we got a little physical - well, fully physical - and then she's all over me, you know, like we're betrothed or something.

FORREST
But fun was had, yeah?

PARKER
Oh yeah! The word is stamina.

Guy laughter from all but Riley, who looks puzzled.

PARKER (cont'd)
Definitely a bunny in the sack, but later on...
Well, you know the difference between a freshman girl and a toilet seat... toilet seat doesn't follow you around after you use it --

Riley punches Parker in the face and knocks him cleanly onto his ass.

For a moment nobody moves.

EXT. CAMPUS - DAY

Forrest and Graham are walking Riley outside. They are both a tad wigged -- Riley is tense but also still puzzled.

RILEY
I can't believe I did that.

FORREST
Welcome to the club! You have any idea

how much trouble you could've gotten into?
If Parker reported you -

GRAHAM
He won't. He's too embarrassed.

RILEY
I hit him.

FORREST
What the hell for?

RILEY
He was just being so crude...

FORREST
Please! You've heard me say much grosser
things than that --

RILEY
-- and a lot of those were about your own mom!
What is it that...

He stops.

RILEY (cont'd)
I just didn't like hearing him talk that way about
Buffy. I think I ... well I guess I like her.

Forrest smiles knowingly.

FORREST
You're kind of like a moron.

RILEY
So you knew that I had feelings for her.

GRAHAM
Everybody knows, man...

FORREST
'Oh, she's peculiar...' Dead giveaway, Buddy!
--She's strange, she bothers me...'

RILEY
I'm always the last to know.

FORREST
So whatchya gonna do?

He thinks a moment.

RILEY
Guess I'm gonna see a girl.
And smiling, he takes off.

INT. LABORATORY/SPIKE'S CELL - DAY

Two TECHNICIANS (we cannot see their faces, only their lab coats and the large syringe they're preparing) come down a clean white corridor. Stop at Spike's cell. Inside, Spike lies passed out, the empty plastic bag beside him.

One technician inserts a plastic keycard. A set of lights beside the cell door turn from red to green. The glass slides aside. They enter. Lift the unconscious Spike out of his cell, load his limp form onto a medical gurney. They start to strap him down when Spike's eyes snap open.

SPIKE
(smiles)
Sorry, can't stay. Gotta go see a girl.

BLACK OUT

END OF ACT ONE

Act Two

INT. LABORATORY/SPIKE'S CELL DAY

A blaring ALARM flashes red light. Just beneath it, Spike stands locked in a death-struggle with one technician who holds him by the throat. Spike's howling in pain. The other technician, fumbling, uncorks a syringe.

SPIKE
Aaah!!!

The first technician shoves Spike up against the adjacent cell's Plexiglas front. Spike's electrified. Inside the cell, TOM rushes into sight.

TOM
Let me out!

SPIKE
Bit busy just now ...

TOM
I know where the exit is. You spring me,
you're free. You don't, and you're dead.

Spike grabs the technician's arm, spins him. Just as the second technician shoves the syringe deep in his back. The first technician's out cold instantly. Drops to the floor. The second one sees Spike's vamp face and runs.

TOM (cont'd)
Hurry!



Spike takes the keycard from the unconscious guard. Inserts it in front of Tom's cell. The light turns from red to green. Tom slides the door open.

TOM (cont'd)
This way.

They run. The alarm's still blaring. Reach a pneumatically self-sealing door. Tom runs underneath. Spike slides like a base runner, just making it through as the door hits the ground.

INT. STERILE WHITE HALLWAY - DAY

Spike and Tom turn a corner, running right into an ARMED GUARD. Spike smashes his elbow into the guy's masked face at the same time the guard rifle-butts Spike in the side of the head. Spike grabs his head, bellowing in pain. Tom grabs the gun. Taser's the guard.

The guard hits the ground convulsing. The vamps keep going, running under another metal door which hisses shut behind them.

ANGLE ON: THE OTHER END OF THE HALL

As Spike and Tom run down it toward an elevator, on either side of it two more doors shutting automatically one by one, sealing off any hope of escape.

The elevator door opens revealing MORE ARMED GUARDS equipped with stun-guns and gas-masks.

SPIKE
New plan: we split up.

Spike shoves Tom right into the pack of guards, who are knocked back into the elevator. They grab him, struggle, Tom fighting and flailing.

SPIKE (cont'd)
You go that way.

Spike dives and rolls under the last pneumatic door as Tom is staked, exploding into dust behind him. The door hisses shut. Sealed.

INT. BUFFY AND WILLOW'S DORM HALL - DAY

Riley walks down Buffy's dorm hall, passing a group of giggling girls, past blasting hip-hop, to Buffy's door. Slow, sad music comes from inside. Riley hesitates, then knocks.

WILLOW (O.S.)
Come in.

INT. BUFFY AND WILLOW'S DORM ROOM - DAY

Riley enters. Willow's just sitting on the bed, listening to the sad music. She sees him but doesn't move much.



WILLOW
Oh. Riley. Hi.

RILEY
Hi. Gee, I hope I'm not interrupting
anything really depressing.

Willow shuts off the music.

WILLOW
What's up?

RILEY
Right to the point. Okay. I was thinking of
asking out Buffy.

WILLOW
She's not here.

RILEY
I know. See, I don't know much about Buffy.
But I'm interested in what she likes, and so
far, the only thing that I know she likes is you.

As Riley talks, Willow's eyes go wide. She's just noticed Buffy's open bag of weapons
lying on the floor. Stakes everywhere. She puts her foot next to the bag and starts
sliding it under the bed without getting noticed ...

WILLOW
But what do you want me to do?

And she keeps sliding those weapons, almost gone ...

RILEY
Just tell me something. Anything, some kind of
clue to ... here let me help you with that.

Without looking, he shoves the weapons bag under the bed.

RILEY (cont'd)
Something to start us talking. I'm thinking
"How 'bout them Broncos" won't cut it.

WILLOW
(big sigh)
Okay. Let's say I help. And you start a
conversation. It goes great. You like Buffy.
She likes you. You spend time together.
Feelings grow deeper, and one day without
even realizing it, you find you're in love.
Time stops and it feels like the whole world's
made for you two and you two alone until the
day one of you leaves the other and rips the



still-beating heart from the other who's now a broken, hollow mockery of the human condition.

(Beat.)

RILEY
Yep. That's the plan.

WILLOW
I figured it was.

RILEY
Look, if you wanna tell me to go to hell that's okay... Maybe this is the last thing you wanna talk about. I just feel like -- well I've never courted anyone like Buffy before. I don't think I've ever met anyone like Buffy before.

WILLOW
Why should I trust you?

RILEY
I was just hoping you'd think I have an honest face.

WILLOW
I've seen honest faces. They usually come attached to liars.

He rises, defeated.

RILEY
All right, I guess I'm not gonna win here. I appreciate you wanting to protect your friend. I guess she kind of brings that out in people.
(As he goes)
Whatever's causing that music, I uh, hope it works out.

He is about to open the door.

WILLOW
She likes cheese.

RILEY
What?

WILLOW
I'm not saying it's the key to her heart, but Buffy? She likes cheese.

RILEY
That's a start.

WILLOW

And she has a stuffed piggy named Mr. Gordo,
loves Ice Capades without the irony and she's
dragging me to a party at Lowell House tonight.

RILEY

Oh you're going! That's my house. I live there.

WILLOW

Then that will give you a chance to interact. But
don't get fresh!

RILEY

Fresh? I don't even know if we like each other yet.
(Wondering)
Does she ever talk about me? Has she ever ?

WILLOW

(polite smile)
Sorry.

RILEY

That's discouraging. Still, I feel like I've got a
fighting chance with my new accomplice.

WILLOW

I'm not your accomplice.

RILEY

No, no, course not.

WILLOW

I'm not.

RILEY

You're not.

WILLOW

We're clear?

RILEY

We're clear.

INT. VAMPIRE LAIR - NIGHT

A vampire's lair HARMONY unrolls a unicorn poster on the wall. Admires it. Hears a
noise. Stops. Turns. Sees Spike, standing in the entrance, trying to look contrite.

HARMONY

Spike? Spike, is that really you?

SPIKE

It's me, baby, your man is...

She slaps him hard across the face. He takes it.

SPIKE (cont'd)
... back.

HARMONY
Bastard! You dumped me and staked me
and hurt me and left me and...

SPIKE
I know, sugar, but you're forgetting one other
thing I did.
(sugary)
I missed you.

HARMONY
Really?

Spike opens his arms in reply. She takes a second making up her mind. Then melts.
Hugs him tight.

HARMONY (cont'd)
Oh, don't you ever do that to me again.

SPIKE
Never, my little foam latte. Your blondie bear is
here to stay.

As Spike talks, he strides about, picking up the occasional weapon, rejecting it and
putting it down again.

HARMONY
Where have you been? No. Wait, don't tell me.
I'm just glad you're back. This time it's for
good, right?

SPIKE
Forever and ever, mon petit creme brulee.

HARMONY
Ooh. Italian.

SPIKE
Uh, yeah. And get used to it. Big Daddy's
home. We're gonna go wherever you want,
do whatever you want, kill whoever you want.
Starting with the slayer. And after that, it's all
you and me, my little...
(searching)
... mentholated pack of smokes.

She puts her arms around him, seductively, one hand reaching around his head, the
other sliding down his body ...

HARMONY
Spikey. Leave the Slayer alone. You know she'll
only slap you around. I can do that

SPIKE
Ow! No, see ... ow. The head, love, watch the
head, watch ...

She tackle him in a sexual love-embrace and they fall together, out of frame. We hear a
gravelly, hardened voice:

XANDER (O.S.)
Every man faces this moment.

EXT. CAMPUS WOODS - NIGHT

The campus woods. Tracking past trees, shrubs, darkness. The gravel-voice continues:

XANDER (O.S.)
Here. Now. Watching and waiting for an
enemy that has no face ...

We settle on Xander, hiding near bushes in home-made commando gear. Peering
through binoculars. By his side is Giles less commando-y looking but in a cool outfit.

XANDER (cont'd)
Nerve endings screaming in silence, never
knowing which thought will be your ...

GILES
Oh, shut up.

Xander lowers the binoculars.

XANDER
Just setting the mood, big guy.

GILES
I don't think I ever fully appreciated how
Buffy deals with this every night.

XANDER
Buffster's the champ. Way she deals with
the boredom. The violence. And all without
these tasty little cucumber sandwiches to
keep her going...

Xander reaches into a brown paper bag. Fishes about. Empty.

XANDER (cont'd)
Hey, who ate the last one?

GILES
Still, it's nice to be able to make oneself



useful. I dare say we'll see some action
before the night is through.

XANDER
Commandos'll never see us coming. We're
shadows, we're the wind, unseen and un--

LOST FRESHMAN (O.S.)
Excuse me?

Giles and Xander turn. A LOST FRESHMAN, talking to them like they're in plain sight
(which they are) asks:

LOST FRESHMAN
You guys know which way's Mather House?

Pause. Giles points.

LOST FRESHMAN (cont'd)
Thanks.

The kid goes. Giles and Xander exchange defeated looks. We hear party music start up
and we CUT TO:

INT. LOWELL HOUSE - NIGHT

A party. Good one. U.C. Sunnydale students dance, talk, eat, drink, flirt. Buffy and
Willow enter.

Buffy looks to Will to make sure she's into it. Will smiles faintly.

BUFFY
Looks cool.

WILLOW
Uh huh.

BUFFY
'Cause we could go...

WILLOW
No, no. we're here for fun.

She's not hugely convincing, but she pulls Buffy a ways in. Buffy spots some kids off to
one side.

BUFFY
Hey!
(waves)
Our whole dorm is here, of course. You wanna...?

She indicates going there.



WILLOW
You go, I need a soda.

BUFFY
You want me to --

WILLOW
I'm okay. Really.

Buffy checks Willow's eyes to see she's telling the truth. Satisfied, Buffy goes. And the second Buffy's gone, Willow's eyes narrow, she's on a mission. She scoots over to Riley, talks to him while looking elsewhere. Pure accomplice.

WILLOW (cont'd)
Okay. She's wearing the halter top with sensible shoes. That means mostly dancing, light contact, don't push your luck and heavy conversation's out of the question.

RILEY
So, what do I do?

WILLOW
You ask her to dance.

RILEY
Right. Dance. Wait. No.

WILLOW
(looking at him)
What's wrong?

RILEY
I can't dance.

Buffy, now surrounded by the small group of cute boys, laughs out loud at something one of them's said.

WILLOW
Then talk. Keep eye contact, funny is good, but don't be glib and remember: if you hurt her, I will beat you to death with a shovel.

Riley stops looks at Willow likes she's nuts. She smiles.

WILLOW (cont'd)
A vague disclaimer's nobody's friend. Have fun!

Riley readies himself. Gets his confidence. Approaches Buffy, passing through the group of guys.

RILEY
'Scuse me. Pardon. Hi. Buffy?

The music stops. Buffy looks to Riley.

RILEY (cont'd)
Uh

Still waiting.

RILEY (cont'd)
You do the reading on chapter nine?

BUFFY
(confused)
Yeah.

RILEY
Wow. Some theories, huh?

Awkward pause; everyone's looking at Riley like he's king of the doofus people. He thinks fast - reaches to a nearby snack table, hands Buffy a little cheese cube on a toothpick.

RILEY (cont'd)
Cheese?

EXT. CAMPUS WOODS - NIGHT

Xander crosses through the campus woods by himself, looking about cautiously. And suddenly a bunch of CDs come flying into frame, hit the ground. Xander stops. Hides. Watches.

The CDs land on a pile of eclectic belongings: t-shirts, boots, a book or two. Xander sees a GIRL walk to the pile, her back to him, her frame shuddering with sobs. She pours gasoline on the pile. Tries lighting a match.

She turns - it's Harmony. Xander stops. She takes a menacing step forward.

XANDER
Harmony.

HARMONY
Xander.

XANDER
That's close enough.

He expertly whips out a stake. They square off like two experienced gunfighters. Both savoring the battle to come.

XANDER (cont'd)
I'm warning you. I'm highly trained to put
this through your heart. No mercy, no warning.

HARMONY
I can kill you where you stand.

XANDER
Bring it on, then.

Harmony slaps Xander.

XANDER (cont'd)
Ow!

He kicks her in the knee, then backs off.

HARMONY
Ooh! Sissy kicker!

And the lamest fight in TV history breaks out. Heads back. Arms extended. Xander and Harmony exchange a pathetic series of arm's length girlie-slaps ...

XANDER
Ow - ooh - quit - cut it out ... !

HARMONY
I'm just - just - just - so gonna bite you ... ow!

Xander pulls Harmony's hair. Harmony twists Xander's ear. They slowly, spastically spin around in circles, each looking for the advantage. This goes on awhile...

XANDER
Okay, stop. Stop. We both just stop. Okay?

HARMONY
I will if you will.

XANDER
On three, okay? Ready, one, two ..

They both let go, back up, catch their breath.

XANDER (cont'd)
Three. Right. Okay. Harmony. Great catching up, really. I'll just pick up the last tattered shreds of my dignity and go home now. Leaving you to your ... fire.

HARMONY
My fire? Oh, right. Like I'd ever listen to the...
(reading)
"Sex Pistols." Eww. This crap belongs to Spike.

Xander stops.

XANDER
Spike?

HARMONY
(lighting a match)
Can you believe him? Comes back, with all these
big promises, not that I believed him but he could
have spent one night but no everything was "Slayer
this" and "Slayer that," he probably killed her
already but still I'm not taking him back. I just want
to know why is it men always ...

Harmony turns to see Xander is gone.

HARMONY (cont'd)
... Leave.

She tosses the match over her shoulder. It hits the gasoline soaked pile, which bursts
into flame.

INT. LOWELL HOUSE - NIGHT

Willow and Riley stand together in a corner, watching Buffy dance with a cute guy.
Riley's got the glazed-over thousand-yard stare of a shell-shocked veteran.

RILEY
I can't believe it. I choked.

WILLOW
You really, really did.

RILEY
You don't understand. I'm good at things. That's
what I do. Work hard, apply myself, get it done.

WILLOW
You failed extremely well.

RILEY
That's a great comfort to me.

WILLOW
You have to relax. You're not proposing -- I
sincerely hope -- you're just making contact.
Getting a reaction. Any reaction is okay,
except projectile vomiting and what are the
chances of --

A Dingoes song comes on. Willow stops, gut punched.

RILEY
Are you okay?



WILLOW
The song...

RILEY
It's a tape of some bands from last year's party.
Associations?

WILLOW
(small voice)
Big.

RILEY
Bad?

She just nods. He turns to the his friend by the sound system --

RILEY (cont'd)
A.J.!

He mimes a throat cut. A.J. shrugs and changes the music.

WILLOW
Thank you. Now go find Buffy.

RILEY
(kindly)
There's no hurry... If you want to talk...

Willow stands.

WILLOW
I want you to tell Buffy that I went home and
not to worry about me. Which will at least
give you something to say.

RILEY
Thanks.

WILLOW
You'll do fine.

She leaves. A moment, and Riley moves to a place where Buffy is in view.

INT. LOWELL HOUSE - ANOTHER AREA - CONTINUOUS

ANGLE ON: Riley. Getting himself together. He approaches Buffy. Taps her on the
shoulder. She turns to face him

RILEY
Hey, Willow said to say she took off.
(Off Buffy's look)
She's okay. Kind of blue, but said not to worry.

BUFFY
Thanks.

RILEY
You know, I wanted to ask you something.

BUFFY
Ask away.

Riley smiles, starts to speak. Then suddenly Xander enters, breathless, puts his hand on Buffy's shoulder pulls her away.

XANDER
Buffy! I've been looking all over for you. We...

He spots Riley staring.

XANDER (cont'd)
Need to talk. Not here. It's sort of, uh,
unfinished business.

BUFFY
Business. Right,
(to Riley)
Excuse us?

RILEY
No problem.

She leaves with Xander. Riley watches. Forrest and Graham approach.

FORREST
Denied.

RILEY
It's not like she blew me off, she just left with
another guy, is all.

FORREST
We need you downstairs anyway.

They exit into:

INT. LOWELL HOUSE - SIDE ROOM CONTINUOUS - NIGHT

It's pretty messy, but empty. They close the door behind them, talking casually as they cross to a mirror, preen in it. Forrest checks his look. Graham touches a hidden button on one side of the mirror. Over all this:

FORREST
You know I hate to say this but they're
probably on their way to make crazy
naked sex.



RILEY
Is that necessary?

FORREST
I'm only protecting you, buddy. I don't want
you mooning over some freshman for the
next three months.

As the talk, a thin line of bright green light passes over their faces. An incongruous-sounding COMPUTER VOICE speaks.

COMPUTER VOICE
Retinal scan accepted.

The mirror slides aside, revealing behind it a clinically clean white elevator.

GRAHAM
I like her. I'm on your side here.

RILEY
I know you are, Graham...

They enter the elevator. The mirror slides back into place and they're gone.

INT. ELEVATOR - NIGHT

The guys ride the elevator like they've done it a thousand times before - no big deal.

RILEY
... and that's what gives me the strength
to put up with this comedian.

FORREST
Dude - straight tip - I know about girls.

RILEY
Exactly! Girls, plural. I'm talking about one girl.

The elevator stops. Riley leans in to speak directly into a microphone panel.

RILEY (cont'd)
One. Girl.

COMPUTER VOICE
Initiative Vocal code match complete. Special
Agent - Finn Riley. Identity number seven, five,
three, two, nine.

The elevator doors open.

INT. LABORATORY - NIGHT

The guys step out, and led by Riley, trot down a set of stairs. Talking as they go.



RILEY
Problem is, what kind of girl's gonna go out
with a guy who's acting all Joe Regular by day...

Camera pulls up and back panning around to reveal just what the guys are walking into. This is THE INITIATIVE. An underground laboratory beneath the streets of U.C. Sunnydale. Futuristic., all-white, clinical. Overhead, metallic catwalks crank into place. Transport vehicles pull into view. SCIENTISTS carrying clipboards scurry past.

The three guys barely notice, keep walking past...

RILEY (cont'd)
And then goes all Demon-Hunter by night?

GRAHAM
Maybe a peculiar one.

RILEY
(genuinely touched)
Thank you, Graham.

The boys walk past THE PIT: a fully functional, sunken operating theater bathed in white light. Three upright tables can be seen on the floor below. On table one, strapped down, there's a horned demon. He bellows as scientists in lab coats inject him with a dark fluid. On table two, a strapped-down VAMPIRE is jolted with metallic prods as technicians calmly mark down his response time. On table three, KULAK of the MIQUOT CLAN, eyes wide in terror, watches as surgeons prepare to remove one of his protruding head scales.

RILEY (cont'd)
You see, Forrest? You don't have to be so
negative all the time to ... hold up.

Having passed the pit, Riley stops short. His face goes serious. We see what he sees: Maggie Walsh.

RILEY (cont'd)
Situation?

PROF WALSH
Suit up, gentlemen. We have a code red.
(beat)
Hostile Seventeen has escaped.

BLACK OUT

END OF ACT TWO

Act Three

INT. LABORATORY - NIGHT

Things happen fast. A TRANSPORT VEHICLE pulls into frame. Mesh lockers on its bed. As Riley, Forrest and Graham talk, all three guys suit up for combat, pulling equipment from their lockers without ever looking. It's all second nature. They hook on kevlar vests, sheathe knives, check weapons, pull on sweaters and attach electronic headgear.



As they gear up, we can see Riley's uniform is distinct. Grey where the others are green. His larger headset has a wireless microphone, and bandolier of small canisters straps across his chest. Maggie, framed by a bank of video monitors on the edge of the pit (each monitor showing a demon experiment) leads the discussion, rapid-fire.

PROF WALSH

Here's what we know and it isn't much: hostile
Seventeen broke restraints at exactly ten forty-
seven p.m.

FORREST

That's a big head start...

PROF WALSH

Gets bigger every time you interrupt me. It
was bagged and tagged locally, so assume
it knows the area. The creature has every
advantage right now. Fail to recapture it, and
everything we've worked for, the Initiative
itself - could end tonight.

RILEY

Nobody's failing on my watch.

PROF WALSH

Glad to hear it.

Another TRANSPORT pulls into frame. Sitting on its flatbed, battle suited and ready for combat, are SIX AGENTS. All dressed alike. Commandos. They leap off the transport as it slows without stopping and split off into three groups of three, standing at attention awaiting orders.

PROF WALSH (cont'd)

Gentlemen, Agent Finn is now in charge of
this operation.
(Sotto, close)
I'm counting on you, Riley.

Riley takes center, speaks with total authority. Gone is the goofy loveable college boy. This is SPECIAL AGENT FINN. Camera swirls around him as he issues commands.

RILEY

We start with a basic mobilization pattern,
three teams. Sweep and search, just like
practice. Thorough but fast, C-Team ...

Riley addresses the first group of three commandos:

RILEY (cont'd)

Take the campus perimeter, make sure it can't
leave. Stake it if you have to but only as a last
resort.

Riley addresses the second three-man group.



RILEY (cont'd)
B Squad. You're going down. Tunnels, sewers
and cemeteries. If it's made of dirt, you're
going through it.

He turns to Forrest and Graham.

RILEY (cont'd)
Gates and Miller are with me. We take the heart
of the campus. Work our way out. All units,
maintain radio contact early and often, don't be
lucky. Be alert. Who's got questions?

None of them.

RILEY (cont'd)
Move.

EXT. CAMPUS WOODS - NIGHT

An electrical supply shed. It reads "WARNING - HIGH VOLTAGE." A panel is lifted aside -
from the inside. Riley, Forrest and Graham move out. Graham reattaches the panel and
they disappear into the night. No sign they were ever there. We hear a voice:

BUFFY (O.S.)
What is wrong with him?

Buffy, Giles and Xander sit around Giles' table. Buffy's got her game face on, just got
the news.

BUFFY
Doesn't Spike get that this is my town?

GILES
He's resilient...

BUFFY
And it's my night off!

XANDER
I'm sure he'd pick another night if he knew you
were busy with the Teutonic boy toy.

BUFFY
What's that supposed to mean?

XANDER
Nothing.

BUFFY
Riley's a doof. He's not Teutonic.



GILES
We have to assume you're Spike's main target,
Buffy.

BUFFY
Fine. He's worn out his welcome. Tonight, I
kill him.

GILES
You have a plan?

BUFFY
I am the plan. If Spike wants me? I go alone,
lead him away from the popular spots, and
give him what he wants.

She starts out.

XANDER
Wait. Take this.

He hands her a flare gun.

BUFFY
A flare gun? Xander, if I see Spike I'm staking him,
not signaling ships at sea.

XANDER
You get into trouble...

BUFFY
I'll flare.

XANDER
And we'll come a-runnin'.

Buffy puts the flare gun in her big, oversized coat. Heads out, the door closes. Xander turns to Giles.

XANDER (cont'd)
Think Spike'll find her?

GILES
(concerned)
I'm sure of it.

INT. ADMINISTRATIVE OFFICE - NIGHT

Tracking past the door, the window in it broken. We pass an overturned table and - CRASH! - see another table hit the floor, sending office supplies scattering. Pan up to Spike, his face lit by eerie green glow of a computer monitor. Typing. P.O.V.: On the monitor a list of names scroll under the heading "STEVENSON HALL." Finally SUMMERS, BUFFY comes up. Spike leans back in his chair and grins.

SPIKE
Hello, gorgeous.

He grabs his coat and whips out of the room.

EXT. CAMPUS WOODS - NIGHT

Riley, Forrest and Graham patrol the woods. Graham's got point. He spots something. One hand gesture and they all fall, take position. Graham brings his binoculars up.

RILEY
What've we got?

GRAHAM
Civilian, sir.

Riley takes the binoculars. Looks. We see through his P.O.V.: Buffy sits alone, reading a book

RILEY
Damn.

GRAHAM
She's compromising the area.

FORREST
At least she's not making crazy naked sex.

RILEY
Told you. We have to clear her out, and fast.

FORREST
Maybe not.
(off Riley's look)
Just thinking. If you were Hostile Seventeen,
living on that crap we feed 'em, what would
you rather eat than that?

RILEY
You want to use the girl I have a crush on as bait?

FORREST
I can tag a hostile at fifty yards.

RILEY
Denied.

FORREST
She'd be safe the entire ...

RILEY
I said denied, agent!

FORREST
Did you just pull rank on me?

RILEY
You got a problem with that?

FORREST
No, sir.

GRAHAM
So? How do we get her out of there?

Riley thinks hard and we CUT TO:

EXT. CAMPUS - NIGHT

Buffy. Sitting on a bench in an open area, reading, looking very much like vamp bait. She hears a twig snap. Leaps to her feet, whirls, pulls a stake - and sees Riley. Dressed like Joe Regular college guy (tee and jeans, all of which fits under his Commando gear). She hides the stake fast.

BUFFY
Riley! What are you doing here?

RILEY
Didn't get a chance to say goodbye at the party,
you left so fast. You know, with your friend
who's a boy.

BUFFY
Who, Xander? Oh, he's not ... anyone I want
to talk about. You know, I don't want you
taking this the wrong way, but I need a little
alone time now. Alone.

As they talk, they slowly circle around each other, keeping an eye out behind the other for Spike attack.

RILEY
Why?

BUFFY
I need space.

RILEY
We're outdoors.

BUFFY
I mean emotionally.

RILEY
You know there's plenty of space back in your
room. Why don't I take you?

He places a hand on Buffy's shoulder, leading her away.

RILEY (cont'd)
You wouldn't believe the weirdos out at this hour.

BUFFY
Whoa! It's a free campus. Who died and made you
John Wayne?

RILEY
I'm trying to help you.

BUFFY
You think I need help? Believe me, I don't. And if
you were a real gentleman you would go. Far, far
away by now. Well? Go on. Shoo!

RILEY
Are you drunk?

BUFFY
Yes. Report me.

RILEY
I'm taking you home.

He starts escorting her away. She spins around and starts escorting him away.

BUFFY
Maybe I'm taking you home, ever thought
of that? What is it, you think boys can take
care of themselves and girls need help?

RILEY
Yeah.

BUFFY
Oh, that is so Teutonic.

RILEY
Look, Buffy, as long as you're out here, I'm staying.

BUFFY
And as long as you're out here, I'm staying.

An ear-piercing SHRIEK comes from far off. They both freeze.

RILEY BUFFY
Gotta go. See ya.

Riley and Buffy both split in different directions instantly.

EXT. CAMPUS WOODS - NIGHT



Riley re-joins his guys.

RILEY
Tell me we're tracking.

GRAHAM
Honing a signal ... got it. Heading west.

RILEY
It better be the hostile.

Forrest pulls out a radio and broadcasts.

FORREST
All units converge, all units converge, hard
target sighted, heading one two alpha niner.

Forrest tosses Riley his commando outfit.

RILEY
Let's bag it before this gets ugly.

INT. BUFFY AND WILLOW'S DORM ROOM - NIGHT

Willow's listening to her sad music on the stereo. There is a knock on the door.

WILLOW
Come in.

The door opens. Spike enters. Inspects the room, nods in approval, walking to Willow ...

WILLOW (cont'd)
Spike. Wh-what do you want? A spell? I can
do that ...

Willow bolts for the door. Spike easily catches her by the throat, throws her back. Willow
lands hard on the floor.

SPIKE
I'll give you a choice: Now, I'm going to kill
you. No choice in that. But

Willow backs up against the far wall, cowering. Spike keeps coming, slowly, all the time
in the world.

SPIKE (cont'd)
I could let you stay dead ..

He slides down the wall, brings his face close to hers. Speaks in a soothing tone. Like a
lover.

SPIKE (cont'd)
Or bring you back. To be like me



He MORPHS into vamp-face. Fangs near her throat.

WILLOW
I'll scream.

SPIKE
Bonus.

Willow screams but can't be heard - Spike easily reaches over to the volume knob of her CD player, turning it up full. Willow breaks away. Spike grabs her. None of this is pretty or well-choreographed. It's ugly and awkward and violent. Spike falls on Willow hard, knees first. She bats at him. He grabs her wrists. Smiling at his own power. Holds her down. Opens his mouth, rears his head back, showing fangs, and flashes down. Sinks his teeth right into her neck. Willow struggles. Spike feeds, sucking, deeply and desperately with his raw animal strength ...

INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

The CD keeps playing, drowning out the sounds of struggle as we pull back, out into the dorm. No one's coming to save Willow. Students study and talk and head out...

EXT. BUFFY AND WILLOW'S DORM - NIGHT

And we keep going back, outside now. The dorm, getting further away, seems quiet and still. A couple of students pass by, laughing, joking, unaware there's a murder going on inside...

BLACK OUT.

END OF ACT THREE

Act Four

INT. BUFFY AND WILLOW'S DORM ROOM - NIGHT

Willow's dorm room. One moment later. We pan across the room. It looks like a crime scene. Books are splayed out on the floor the bed is overturned. We hear the sounds of whimpering, like a last dying cry.

We find Spike, on the edge of the bed, staring ahead with a glassy look in his eye. Sniffing. Pathetic. Willow, wigged but alive, looks on. Holding her own neck.

SPIKE
I don't understand. This sort of thing has
never happened to me before.

WILLOW
Maybe you were nervous.

SPIKE
I felt all right when we started. Let's try again.
He suddenly lunges at Willow, mouth open.

SPIKE (cont'd)
(pain)
Ahh!

He's stopped short, grabs his skull in pain. Lunges again.

SPIKE (cont'd)
Ahh!

Stopped again. Crippled. He staggers back, sits.

SPIKE (cont'd)
Damn it!

He kicks a waste basket across the room in frustration.

WILLOW
You're probably just trying too hard. Doesn't
this happen to every vampire?

SPIKE
Not to me, it doesn't!

WILLOW
It's me, isn't it?

SPIKE
What are you talking about?

WILLOW
You came looking for Buffy, then settled. You
didn't want to bite me, I just happened to be
around.

SPIKE
Don't be ridiculous. Why, I'd bite you in a heartbeat.

WILLOW
Really?

SPIKE
Thought about it.

WILLOW
When?

SPIKE
Remember last year? You had on that fuzzy
pink number with the lilac underneath...
(nods knowingly)

WILLOW
I never would have guessed. You play the
blood-lust kind of cool.

SPIKE
I hate being obvious. All fang-y and *grrr.*
(shrugs)
Takes all the mystery out.

WILLOW
But if you could, you'd ...

SPIKE
If I could, yeah.

Awkward silence. They both sit in sadness a moment. Then:

WILLOW
You know, this doesn't make you any less
terrifying.

SPIKE
(scoffs)
Don't patronize me.

EXT. BUFFY AND WILLOW'S DORM - NIGHT

We are looking through some bushes at Stevenson dormitory. A black gloved hand enters frame, holding a modified video camera. Points it like a gun at the dorm.

Riley, Forrest and Graham stand huddled around a small video monitor, attached by a thick electronic cord to the camera. On screen, we see infrared outlines of human bodies. Students. Lounging, walking, talking on the phone, all showing up various shades of red.

GRAHAM
And ... getting a picture ... signatures locked.

RILEY
What have we got?

GRAHAM
Humans of the freshman variety. Ninety-eight six,
ninety-eight six, and ... bingo.

We see on the video monitor, one of the body outlines is several shades of cold blue.

GRAHAM (cont'd)
We got a cold one. Thermal output clocking in at
exactly...
(checks monitor)
... room temperature.

FORREST
Vampire.

RILEY
Call in a standard triangle flanking manoeuver.
We're going in.
(into radio)
I need a lockdown on grid six.

And as they scramble out of frame we CUT TO:

INT. BUFFY AND WILLOW'S DORM ROOM - NIGHT

Spike holds his head in his hands, still whining, near tears.

SPIKE
I'm only a hundred and twenty-six.

WILLOW
You're being too hard on yourself. Why don't
we both just wait half an hour and try again?
(sudden realization)
Or

Willow bashes Spike in the head with the table lamp, knocking him off the bed. She nimbly runs for the door. Spike rises, vamp-face back on. Willow grabs the door handle. And the door automatically locks itself.

INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

Every dorm room door automatically locks itself. Click! Click! Click! ... all the way down the hall. The few students lounging around look up in surprise. Then - Boom! - all the lights go out.

INT. BUFFY AND WILLOW'S DORM STAIRWELL - NIGHT

A freshman couple busy making out, get startled as the dorm entrance door is violently hammered in - and three commandos rush the dorm, taser rifles out, flashlights attached the commandos blast up the stairs, taking them two at a time, moving with swift, silent efficiency, to the second floor.

INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

The commandos enter the darkened dormitory hall. We track with them, following, as their flashlight beams pierce the darkness, dancing over doorways and the occasional startled student. They move quickly, relentlessly forward, finally converging on Buffy's dorm room door.

Riley silently signals. Graham unloads a two-foot metal battering ram from his backpack. Grabs the handles and readies himself. Riley holds up three fingers. Two. One.

WHOMP! Graham smashes the door in, splintering wood off the hinges. They all three point their rifles straight in. The three beams of light converge, illuminating the room.

It's empty.

Until Willow gets shoved out right into the guys, scattering them. Forrest is knocked to the ground. Leaps back to his feet with instant cat-like reflexes. Lifts his rifle, aims gets Willow dead in his sights.

RILEY
Hold your fire!

Spike comes leaping out after Willow, full vamp-face, attacking. He lands on Graham, grapples with him.

GRAHAM
It's on me!

Spike tries sinking his teeth in Graham. Again, the searing pain stops him. Spike rears back his head and howls.

Riley jams a thick canvas hood over Spike's head. Pulls a leather strap shut, tight around the neck. Pulls Spike back, off Graham. Forrest gets in there instantly, trying to cuff Spike's hands behind his back. Spike pulls free. Makes a two step run for it before running into the brick wall that is Graham. Graham punches Spike so hard that it doubles him over and sends him reeling to the ground.

RILEY
Bag and tag it - we're gone.

Graham reaches down with one hand and lifts the limp Spike back up into frame. Starts marching him down the hall. Forrest stops. Doubles back. Pulls Willow by the arm.

FORREST
Sir!

Riley turns. Sees Willow. And behind his mask, he recoils.

FORREST (cont'd)
Civilian. Could have turned.

RILEY
Leave her.

FORREST
We can't neglect quarantine, sir!

As they argue, Spike breaks free of his cuffs. Rips off the canvas hood. Clips Graham right behind the knees and the big man goes down, hitting the floor with a thundering crash. Spike makes a run for it. Riley nails him.

Riley slams Spike up against the wall, pins him there. But with his one free hand, Spike smashes open the glass on the fire extinguisher. Grabs it. Forrest fires his taser at

Spike. Misses. Hits the metal canister instead. It explodes a heavy foam mist, filling the a ten-foot-square section of the dorm hallway. A cloud.

Willow turns, stumbling, away from the mist. Choking and coughing, eyes, watering, she feels her way along the wall heading for her room. Graham, running into the mist, yells:

GRAHAM
Stop her!

FORREST
She's contained.

Forrest raises his gun butt, meaning to smash Willow in the head.

BUFFY (O.S.)
Contain this.

Forrest whirls. P.O.V. : Through the green visor of his night vision goggles, we see what Forrest sees: a racked-focus shot of the business end of a flare gun - pointing right in his face. PAF! The gun fires and the whole screen flares out super-bright. Blinding.

EXT. CAMPUS - NIGHT

Giles and Xander, armed with stakes and crossbows, survey the sky, waiting for a flare.

INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

The flare itself (CGI?) bounces crazily around the hallway, bouncing off of ceiling and walls. The commandoes all give a pained yell as they grab for their visors.

FORREST
Yaahhh!! I'm blind!

GRAHAM
What the hell is that?

Buffy doesn't hesitate. She round-house kicks Forrest in the head, sending him staggering into the wall. Buffy grabs Willow and shoves her into the dorm room, out of range.

BUFFY
Go.

She slams the door shut. Turns back to see ...

THWOCK! Graham comes flying out of the extinguisher mist, landing heavily on his back. Spike emerges from the cloud, his vamp-face a mask of pain.

Buffy pulls out a stake, ready to hurl it straight into his chest. When a black-clad arm pulls her back, out of sight.

Spike looks around at the chaos around him. Cloud to left. Slayer fighting commando to the right.



SPIKE
Too weird.

Spike makes a run for it down the hall ...

ANGLE ON: Buffy breaks free of the arm-grip holding her. Turns. Faces Riley. He's masked. And blind - one hand still cast over his eyes. Neither one knows who they're fighting. Buffy clocks him with a left hook. Then hits him with an overhand right. Then goes back for another left. Riley catches the wrist.

He twists. Buffy flips over and down, hard, to the floor. She returns the favor, flipping him over herself, back down the hall. They continue to fight, neither of them able to see very well...

Spike makes it to the end of the hall and - CRASH! - goes cannonballing out the window, sending glass and wood shattering.

EXT. BUFFY AND WILLOW'S DORM - NIGHT

Spike hits the ground hard, hurt. He looks up winces, grabbing his battered ribs. Beaten and bruised, Spike runs limping away, towards the woods, wounded and cursing ...

INT. BUFFY AND WILLOW'S DORM HALL NIGHT

Buffy gives Riley a solid blow. He lands on his back. The mist is dissipating now, filling the entire hall with a thick layer of fog.

P.O.V. shot: we see what Buffy looks like through Riley's eyes. A blob of dark in the misty light.

Graham and Forrest are by the window, looking out at where Spike ran.

FORREST
Hostile's escaped, sir!

GRAHAM
Orders?

RILEY
Abort!

He scrambles back and joins his men. They exit the hall. Buffy watches, when:

With an electronic hum, the lights come back on. With multiple, repeating "Click!"s, all the dorm doors unlock. Slowly, one by one, students poke their heads out dorm rooms. Buffy looks around at the war zone of a dormitory.

Willow steps out. Holding her neck. In shock. Without a word Buffy checks to see she's all right. She is. Buffy leads Willow back inside. Closes the battered door.

DISSOLVE TO:

INT. LABORATORY - NIGHT



CLOSE UP of Maggie Walsh.

PROF WALSH

I'm sure you'll understand if I seem far from
happy.

She's standing in the Initiative, at the edge of the pit, the bank of video monitors behind her. Riley, Forrest, Graham and the rest of the commando squad stand around for the debriefing. They're sweaty. Exhausted. Their uniforms are half off, like a team after the big game.

RILEY

Yes ma'am. If you read my report you'll see...

PROF WALSH

Hostile Seventeen's found an accomplice who's
smart, aggressive, and somehow escapes
description.

FORREST

Whoever he was, the guy was big.

GRAHAM

Strong, too.

RILEY

Whoever or whatever.

PROF WALSH

I'm not interested in guesswork, gentlemen.
Call me old-fashioned, I like results. This
report ..

She waves the papers clutched in her hand, then slaps them against her thigh in frustration.

PROF WALSH (cont'd)

... Reads like a children's riddle book. Agent
Finn. Tell me something good. My implant?

RILEY

The implant works. Hostile Seventeen can't
hurt any living creature, in any way without
intense neurological pain.

(beat)

We'll bag it.

PROF WALSH

Yes, you will. Dismissed.

They all head out, towards the stairs. Riley last. He hesitates, wanting to say something, then thinks better of it. Marches up slowly towards the elevator...

EXT. QUAD - DAY

A bright, beautiful sunny day on campus. Buffy walks, by herself. Riley catches up to her.

RILEY
Hey.

BUFFY
Hi.

RILEY
Listen, sorry about last night.

BUFFY
No, I was rude -

RILEY
No -

BUFFY
Just felt like being alone. Sometimes, at night,
it's nice to be out by yourself.

RILEY
I hear that. Gotta be careful though. Lotta strange...
people out there.

BUFFY
Oh yeah.

RILEY
How's Willow doing?

BUFFY
Okay. 'Course that stupid fraternity prank on our
hall didn't help any.

RILEY
That's right, you guys live in Stevenson.

BUFFY
How'd you know that?

RILEY
Well, Willow and I were... I thought she might
be able to help me on a project.

BUFFY
Really? That work out?

RILEY
Don't know yet.

BUFFY

Was there something -- at the party, you wanted to tell me something?

RILEY

Oh yes. Very important stuff. Interesting, a little edgy, daring views on... I don't remember any of it now, but you would have been fascinated, possibly very moved... Did Willow tell you I like cheese?

Buffy stops, looks at Riley like she's seeing him the first time.

BUFFY

You're a little peculiar.

Riley smiles; he knows what that means.

RILEY

I can live with that.

They resume walking, deeper into the campus. Frisbees are thrown. Students run off to class, leaflets are handed out. And Buffy & Riley are part of the colorful picture. They disappear together, two free students on a beautiful day.

BLACK OUT END OF SHOW