

# Primeval

(March 31, 2000)

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## Teaser

INT. BURNT-OUT RUINS OF SUNNYDALE HIGH - NIGHT

HIGH-ANGLE on BUFFY as she steps into FRAME, walking amid Riley's ash and rubble laden campsite. She looks around, eyeing his stuff: clothes, gas lamp, half-eaten canned goods, Xander's knapsack, etc., then squints into the darkness around her.

BUFFY  
(calling out)  
Riley?

Her call ECHOES and Riley's name reverberates throughout the empty husk of the school.

INT. ADAM'S LAIR - MEANWHILE (NIGHT)

ON RILEY standing rigidly in the middle of the cave, his eyes reflecting enormous confusion as we see

ADAM, circling him, studying him.

ADAM  
Your thoughts are troubled.  
In turmoil. I understand,  
brother. We have a lot to discuss.

Riley appears to want to say something, but can't - as if he doesn't know how.

ADAM  
Speak.  
RILEY  
What have you done to me?  
ADAM  
Nothing. It was Mother -  
your Professor Walsh.  
She implanted the behavior modifier.  
RILEY  
(stunned)  
A chip in my head. She really did it.

Adam points to Riley's upper arm, near the shoulder.

ADAM  
Actually, the chip is here.  
Tied directly into your central



nervous system through the thoracic nerve. This is phase one of your preparation. It lay dormant until the time came. I simply activated it, brother.

RILEY

(snapping)

Stop calling me that. I'm not your brother. You're a botched science experiment. And I'm a human being who's going to do everything in his power to-

ADAM

Sit.

Without hesitation, Riley sits down on a large rock ledge unnerved by his lack of will.

ADAM

You have no power.

Riley's jaw clenches - he's fighting this as hard as he can.

ADAM

Not yet. Once you forget your old life and embrace your destiny as I have, you'll know power you've never dreamed of.

(considers)

I think you're going to like it.

BLACK OUT

END OF TEASER

## Act One

INT. ADAM'S LAIR - LATER

ON ADAM, pacing.

ADAM

Demons cling to old ways and ancient feuds. And they're hopeless with technology. Unworthy.

He passes by the still seated, immobile, Riley, who stares at the ground in protest.

RILEY

Not really wanting a lecture right now.

Adam ignores him.



ADAM  
Disappointed by demonkind,  
we turn to humans. Smart,  
adaptive, but emotional and weak.  
Blind. There is imperfection  
everywhere. Something must  
be done. Who will deliver us?

He pauses to give Riley a chance to answer - a professor with a promising student. After a beat...

ADAM  
Mother. She creates me -  
demon strength, human will,  
high-grade titanium. Evolution  
through technology. I am the new  
standard for all living beings and  
our mother knew that. She saw  
our future, yours and mine.

Riley looks up at that.

ADAM  
She saw that you are necessary.  
She saw the role you will play  
by my side. Stand up.

Riley obeys. Adam grips his shoulders, fraternally.

ADAM  
You see, we are brothers, after all.  
SPIKE (O.S.)  
Warms the cockles of my  
non-beating heart seeing you  
lads together.

Adam turns to see Spike leaning up near the cave's entrance.

ADAM  
I didn't send for you, Spike.  
SPIKE  
Yeah, well, I'm not much the  
"being sent for" type. I'm more  
of a "I did my part, so get this  
chip outta my head" kinda guy.

Spike notices Riley and goes to him. Spike snaps his fingers in his face,  
pushes against his chest - Riley can't move.

SPIKE  
Slightly stiffer than usual. It's  
subtle, but I like it. What's with him?

ADAM  
I activated his chip.



SPIKE  
So it's chips all 'round, is it?  
Someone must've bought the party-pak.  
ADAM  
You get yours out when the  
Slayer is where I want her.

Riley reacts to that, eyes going sharply to Adam.

SPIKE  
She's separated from her friends.  
They want nothing to do  
with her. She's all alone.  
ADAM  
That's how I want her. Where  
I want her is down in the Initiative.  
(to Riley)  
She will ensure that as many demons  
die as humans. She will achieve  
maximum carnage before she is  
too weak to go on.  
RILEY  
No! No you can't -  
ADAM  
(calmly)  
Stop talking.

Involuntarily, Riley stops.

SPIKE  
Right. The Initiative. But getting  
her there, that's what the bleeding  
disks are for, in'it? The little witch  
gives her the info and - pop - Alice  
heads back down the rabbit hole.

Adam goes very still, looks hard at Spike.

ADAM  
The witch?  
SPIKE  
Willow. 'Bout so high, perky,  
good with the math? Natural choice.  
ADAM  
Her friend.  
SPIKE  
Right.  
ADAM  
One of the friends from whom you  
have so efficiently separated her.  
SPIKE  
Damn right I did. Should'a seen  
'em. They won't be talking to  
each other for a long, long -

The problem hits Spike. Adam stares at him.

SPIKE

Hang on. I think I might have  
detected a small flaw -

ADAM

So, you failed.

SPIKE

Hey, you're s'posed to be so smart,  
and you let me plan this thing? Okay,  
let's not quibble about who failed who,  
the important thing is making sure  
the slayer is where we want -

ADAM

Go.

SPIKE

Gone.

Spike exits, then sticks his head back in:

SPIKE

So, we'll do the chip thing when I get back?

INT. GILES APARTMENT / EXT. COURTYARD - DAY

SFX - KNOCKING.

TRACKING WITH a severely hung-over GILES wearing his robe as he  
moves to answer the door to the courtyard. He rolls a couple of ice cubes  
inside a damp wash rag with which he dabs his brow, temples, the back of  
his neck.

GILES

(agitated)

Yes, yes... all right. Heard you the first time.

He opens the door.

REVERSE ANGLE to see it's WILLOW with TARA. Willow appears  
particularly uncomfortable, not really looking at Giles.

WILLOW

Hey.

GILES

Hello. Sorry about the robe...  
getting a bit of a late start.

WILLOW

Right.

TARA

Hope you're feeling all right, Mr. Giles.

GILES

(covering manfully)

Oh, quite well. Probably have  
a bit of a brisk jog later...



He can't maintain the pose any longer, lets it drop.

GILES  
(weakly)  
Did you want something?  
WILLOW  
I forgot my laptop and the disks.  
(off his blank look)  
The encrypted disks Spike stole  
from the Initiative? I still need to  
decode them.  
GILES  
Of course. Come in.

They enter.

GILES  
Were you planning on... working here?  
(wincing a little)  
Typing and... talking... because  
that would be fine.  
WILLOW  
No, that's okay.

Giles registers her coolness as she crosses to her laptop, leaving him and Tara standing together. They regard each other awkwardly for a few beats.

GILES  
Can I offer you something?  
Some breakfast?  
TARA  
We already had some... Lunch.  
GILES  
Yes, lunch. Which comes after breakfast.  
TARA  
(not unkindly)  
Usually.

Mercifully, Willow returns, disks in hand.

WILLOW  
Got 'em.

More awkwardness. Then Willow addresses Giles -

WILLOW  
So... See you.  
GILES  
Right. Good luck with that.  
WILLOW  
Okay... Bye.  
TARA  
Bye.

Willow takes Tara's hand and they leave. Giles watches for a moment, then goes inside and shuts the door.

INT. BUFFY AND WILLOW'S DORM ROOM - DAY

ARC AROUND Buffy as she sits on the edge of her bed, looking alone and worried.  
She glances over at Willow's side of the room, her dresser, her made bed, the framed photo on her end table.

INSERT PHOTO - Willow, Xander and Buffy, arms around each other, grinning - happier, simpler time. Well maybe not simpler, but certainly happier.

ON BUFFY as she moves to the phone and picks it up. She starts to dial, then hangs up. She's lost, doesn't know what to do.

Finally, she crosses to her closet and retrieves her weapons bag. She looks through it, trying to select certain armaments. Then, thinking better of it, she throws the bag's strap over her shoulder and exits, taking her whole arsenal with her.

INT. XANDER'S BASEMENT - DAY

CLOSE ON XANDER lying flat on his back in his sofa bed, under the covers, eyes open staring at the ceiling.

ANYA (O.S.)  
Xander?

ANYA stands on the staircase. Xander doesn't move. She crosses to the bed.

ANYA  
You said you wanted to check the  
board at the unemployment office  
this morning.

She looks under the covers.

ANYA  
You can't go this way. They won't  
even interview you if you're naked.  
XANDER  
I'm not going. There's never anything good.  
(then)  
Maybe I should join the army.  
ANYA  
Don't they make you get up really  
early in the morning?  
XANDER  
Oh yeah. Never mind.



He pulls the covers over his head, Anya pulls them back down.

ANYA  
Are you still upset about the  
fight you had with your friends?

He doesn't answer her.

ANYA  
That was hours ago. Get over it.

XANDER  
Anya -  
(stops himself)  
Forget it.

ANYA  
So they all think you're a lost,  
directionless loser with no plan  
for his future.  
(dismissing it)  
Pfff.

XANDER  
Anya, you can't pfff that stuff away.

ANYA  
Why not?

XANDER  
(with difficulty)  
I don't know, 'cause I think  
maybe they're right.

Anya takes this in - then climbs onto the bed and lies down with him, puts her head on his shoulder.

ANYA  
So what if they are? You're a good  
person and a good boyfriend and you  
do amazing things with your tongue  
and I'm in love with you.

Moved, Xander pulls her closer.

ANYA  
Whatever they think of you, it shouldn't matter.

Xander takes this in, then -

XANDER  
Yeah. Yeah it doesn't matter.

INT. CAVE - DAY

Buffy stealthily, carefully, makes her way through the cave, armed with a HUGE BATTLE-AX, almost too big for her to carry, her bag over her shoulder. Much schmucky the bait. HIGH-PITCHED BAT SQUEALS startle





her, as do the occasional sound of FALLING PEBBLES bouncing off the cave walls.

She comes to a widening in the cave. This could be it. She takes a deep breath, raises up her weapon and slowly makes her way in...

INT. ADAM'S LAIR - DAY

CLOSE ON BUFFY, her eyes quickly scan the space, then she lowers her weapon.

REVERSE ANGLE to find the lair is empty, the bank of computers dark and abandoned.

INT. SECRET LABORATORY - DAY

A well-concealed door SLIDES AWAY revealing

ADAM and RILEY, standing in some secret cave-like corridor. They step in. The door seals shut behind them.

ADAM

This is where it will all happen.  
Where the new race begins.

REVERSE ANGLE to see a large surgical lab, with ten operating tables and several gurneys. A LARGE STEEL EXAMINATION CHAIR rests against the wall, across the room. Various equipment at each stations: bone saws, rib spreaders, transfusion pumps, etc.

RILEY

Where are we?

ADAM

In the Initiative. There are areas  
nobody knew about, beyond those  
who needed to. Mother kept her  
secrets well...

Out of the corner of his eye, Riley sees someone appear to his right. He turns to face...

MAGGIE WALSH - Ashen-faced, with mottled skin, dead in the eyes, donning her usual lab coat which is now stained with blood and god-knows what else. In her hands, a metal bowl.

ADAM

(to Walsh)

Didn't you?

(to Riley)

This is all as she planned it.  
Except she thought she would be alive...



ON RILEY's horrified expression. He stares at her as she continues past him...

RILEY'S POV - He sees tubes (through one of which is pumped a yellow-green fluid, and through another of which runs red rich blood) and a steel cable protruding from her chest wound and running into a BLINKING CYBERNETIC IMPLANT. (The size of a flattened baseball) at the base of her skull.

Walsh joins a man, in hospital scrubs, with a similar skull IMPLANT working at an operating station. The man places some blood internal-organ like thing in the bowl, then turns to face Adam.

It's dead DR. ANGLEMAN, the tube and cable running down his torso into his heart.

ON RILEY, unable to move, reacts in confused terror.

RILEY  
Are you... is that what you're  
going to do to me?  
ADAM  
They are just workers. You  
know your destiny is greater.

Walsh and Angleman move away from the table and the subject they were working on sits up.

ON RILEY - His eyes widen as he recognizes

FORREST. Or parts of him, attached to a being that's alive and Adamized.

RILEY  
Forrest... No. Oh, God.

His head slowly turns to look at Riley. In addition to a couple of minor cranial cybernetic implants, his lower lip and jaw is all scabby demon, causing the top of his head - with the Forrest features we recognize - to resemble a mask. When he speaks, his voice possesses that deep, Adam-like digitized resonance.

FORREST  
God has nothing to do with it.

BLACK OUT

END OF ACT ONE

## Act Two

INT. CAVE - DAY



Buffy makes her way out of the cave at an urgent pace. She comes to a point where it branches off in a few directions. Suddenly sensing something, she stops, whips around, bringing her axe up to hurtle it at-

SPIKE, who throws up his hands.

SPIKE

Easy, Sheriff. Watch where  
you point that thing.

She lowers her weapon

BUFFY

What are you doing here?

SPIKE

Looking for a little weekend  
getaway place. Shove off.

He starts to continue on.

BUFFY

Adam's been using these caves.  
I found his lair.

Spike stops, reacting with feigned shock.

SPIKE

What? Cripes, that's all I need -  
running into that goon. I ducked  
in here last night. Soldier boys  
were out in force. Lots of activity.

BUFFY

(wheels turning)

And Adam's cleared out of here.  
Whatever he's planning, it's  
about to go down.

SPIKE

Look at little Nancy Drew... What  
about those disks I nabbed? They  
oughta tell you something.

BUFFY

The disks? Oh, I - Willow has them.

SPIKE

Well, I'd get on that. Can't ignore  
valuable information just 'cause you  
two birds fell out, can you?

BUFFY

Right...

Now Spike starts off down one of the cave branches. Buffy eyes him as he goes.

SPIKE

'Course, you do what you want.  
No worry of mine, now is it?



ON BUFFY, suspicion creeping into her expression.

INT. TARA'S DORM ROOM - DAY

Willow's in deep concentration as she works at the computer. Tara comes over with a cup of tea which she places on the table next to her. Then Tara kneads Willow's shoulders trying to help her relax.

TARA

Maybe you should rest. Clear your head...

WILLOW

Can't. Not now. I think I'm onto something. I've been assuming the ciphertext was encrypted with an asymmetric algorithm. Then it hit me: a hexagonal key-pattern. It's -  
(off her look)

I'm scaring you now, huh?

TARA

A little. In a good way. It's like a different kind of magic.

Willow offers her a smile, doesn't see -

THE MONITOR, where letters and numbers on screen decrypt themselves revealing blocks of text.

TARA

Hey! Look - you did it...

Willow turns back to the computer, confused.

WILLOW

I didn't. I haven't even finished putting in the new code.

TARA

Well something's doing it.

WILLOW

It must be programmed to self-decrypt at a certain point.  
(irked)

That's so annoying. It's like someone blurting out the answer to a riddle just when you -

Willow catches Tara's bemused expression.

WILLOW

I mean - yippie! - we have the information.

Tara's reading the screen now. Her face clouds, concerned...



TARA  
I don't know if "yippie"'s the  
right response either. Read that -

THE PHONE RINGS, startling them. Tara answers it.

TARA  
(into phone)  
Hello? Um, yeah, she's right -  
(reconsidering)  
I mean let me check.  
(to Willow)  
It's Buffy.

She holds the receiver out to Willow.

INT. SECRET LABORATORY - DAY

ON RILEY, sitting in the large metal examining chair. He studies zombie Walsh as she sets up some medical instruments on a table next to him. After a moment...

RILEY  
Professor Walsh?

Walsh continues her work, ignoring him.

RILEY  
Professor Walsh... It's  
Riley Finn. Can you hear me?  
FORREST (O.S.)  
She's dead.

Riley looks up to see

FORREST standing over him.

FORREST  
Artificially reanimated with basic  
to moderate brain activity. Mommy  
can hear you. But she's still a walking corpse.

RILEY  
So are you.  
FORREST  
(shaking his head)  
Mm-mm. Got that wrong. I'm surging  
with life. And strength? Adam made  
me to be nearly as bad as he is...

He stretches and flexes his new demon arm.

FORREST  
Really looking forward to trying  
out your girl again.



RILEY  
I'm sorry, Forrest.  
FORREST  
Don't be. This is the best thing that  
ever happened to me. I'm free of all  
my weaknesses - my doubts...  
(eyeing Riley)  
He's gonna fix you up too, soon as we  
got some choice parts. Then you and  
me'll be back on the same side,  
moving toward a new future-  
RILEY  
(cutting him off)  
I'll never let that happen.  
FORREST  
You don't get it, Brother. You  
don't have a choice. Your will  
belongs to us now.  
RILEY  
No. That's not true -  
FORREST  
Then why don't you get up out of  
that chair and walk out of here?  
RILEY  
You can't - you can't control my -

But he stops abruptly as a firm voice interrupts -

WALSH  
(flat, unemotional)  
Riley.

Now Riley sees Walsh in front of him, holding a needle.

WALSH  
Be a good boy.

ON RILEY - as his shock is supplanted by the sting of the needle she  
inserts in his arm.

EXT. QUAD - DAY

HIGH ANGLE as we see Buffy, Xander, Willow and Giles all warily  
approach each other from four separate directions.

BUFFY  
(to Xander)  
Where's Anya?  
XANDER  
Oddly, Anya opted not to join  
us despite all the fun we had  
at our last meeting.  
WILLOW  
And I don't think Tara felt welcome.



BUFFY  
Why? Because of the things we said?  
(off Will's hurt nod)  
Will - who told you we were  
talking behind your back. Specifically?  
WILLOW  
I - well -  
(a little sheepish)  
Spike - specifically. But -  
BUFFY  
(to Xander)  
And who told you we thought  
you'd be better off joining the army?  
XANDER  
(embarrassed)  
That's not... exactly what he said.

Now Buffy looks to a blustering Giles.

GILES  
You know, Spike can be quite  
convincing when he -- I'm very stupid.  
BUFFY  
He played us. He wanted us to  
fight. To split us up.

A beat as this sinks in. Then -

BUFFY  
That's where it all came from.  
The stuff we said the other night.  
GILES  
Of course. Piffle. Let's move on.  
XANDER  
I'm moving.  
WILLOW  
Me too.  
BUFFY  
Good. Great.

But there is no joy in their reconciliation. It's clear from the uneasy  
silence here and the tension throughout this scene that there's still a lot  
of hurt between them.

WILLOW  
So - why do you think Spike made  
with the head games?  
XANDER  
He's all dressed up with no one to  
bite? He's got to get his yaya's somehow.  
BUFFY  
I think it's more than that. I think it's Adam.  
XANDER  
(forced shock)  
Spike is working for Adam?!  
After all we've done for -

(giving up)  
No good. I can't even act surprised.  
BUFFY  
I went to Adam's lair just now. Adam  
was gone and Spike "just happened" to  
be there. He made a big noise about  
how I should check out the  
information on those encrypted disks -  
WILLOW  
Oh! Hey - I decrypted them!  
(grumpy admission)  
Well. They decrypted themselves  
but I almost had it.  
XANDER  
Decrypted themselves?  
Kinda defeats the purpose, yah?  
GILES  
What did they say?  
WILLOW  
A bunch of stuff we already knew  
about 314 - but it also said there's  
some "final phase" where Adam  
manufactures a bunch of creepy  
cyber-demonoids just like him.  
There's a special lab down in the  
Initiative, but it didn't say where it was.  
BUFFY  
Adam fed Spike the disks. It has to be.  
He wants me to know all about his evil  
guy assembly line.  
(things clicking in her head)  
And this lab is in the Initiative?  
WILLOW  
(nods)  
Hidden somewhere.  
BUFFY  
(has got it)  
Give this demon his due.  
He thought this one out.  
WILLOW  
What do you mean?  
BUFFY  
You know how the Initiative has been  
so overcrowded? Those demons were  
too easy to catch. It's like they wanted  
in that place -  
GILES  
The Trojan horse.  
BUFFY  
The demons are going to attack  
the Initiative from inside.  
XANDER  
Demons versus soldiers... Massacre massacre...  
WILLOW  
...and Adam gets neat piles of parts to  
start building his army. Diabolical yet gross.





They all take this in a moment.

XANDER

Does anybody else miss the Mayor?

"I just want to be a big snake."

BUFFY

I gotta shut him down, Giles. The final phase is about to start.

GILES

We need to warn the Initiative -

BUFFY

They won't listen to me.

WILLOW

Riley?

BUFFY

He's a deserter. Anyway he... he got some bad news, kinda took off.

Which is fine with me.

XANDER

(raises his hand)

Okay, I'm confused again. Adam has this evil plan, why's he so anxious for you to know about it?

BUFFY

Oh, he wants me down there. Probably figures I'll even out the kill ratio.

XANDER

He's not worried you might kill, oh, say, him?

BUFFY

(concerned)

He's really not.

INT. SECRET LABORATORY - DAY

CLOSE ON ADAM

Who seems to sense something... Turns to Spike and Riley, full of anticipation...

ADAM

She's coming. I can feel it.

Spike takes this in. Riley's expression registers that he understands, but he's powerless to take action.

SPIKE

Good on you. Got a chunk of prognosticating demon in there, eh?

Now Spike jumps up on one of the operating tables.

SPIKE

Now - if you'll just get this chip outta my cranium, I'll be out of your way.



(re: his hair)  
And mind the hairline. Don't fancy  
fussing with a comb-over once I  
resume my killing ways.

But to Spike's consternation - Adam doesn't budge.

SPIKE  
Come on now. We had a deal.  
ADAM  
When she's here.

INT. GILES APARTMENT - DAY

Giles, Willow, Xander and Buffy look over an array of weapons and spell materials, which are laid out on the coffee table, couch and floor...

GILES  
We have no lack of supplies - I only  
wish I knew which ones would kill Adam.  
BUFFY  
According to Riley, Adam's power source  
comes from a uranium core embedded  
somewhere inside his chest. Probably near the spine.  
XANDER  
Great. So we just ask him to lie down  
quietly while we do some exploratory surgery.  
WILLOW  
What about magic? Some kind of...  
I don't know, uranium extracting spell.  
(squinting)  
I know. I'm reaching.  
GILES  
Perhaps a paralyzing spell. But I'm  
afraid I can't do the incantation for one of those -  
WILLOW  
Right. Don't you have to speak it in  
Sumerian or something?  
GILES  
I do speak Sumerian. The difficulty is,  
only an experienced witch can incant it  
- and you have to be within striking  
distance of the subject.  
XANDER  
(to Buffy)  
See what you get for taking Spanish  
instead of Sumerian?  
BUFFY  
What was I thinking?  
XANDER  
So - no problem. All we need is  
a combo Buffy with slayer strength,  
Giles' multi-lingual know-how and  
Willow's witchy power.

Giles shoots him a glance.

XANDER

Yeah, don't tell me, I'm just full of helpful suggestions.

GILES

As a matter of fact, Xander, you are.

The others now look at Giles.

EXT. LOWELL HOUSE - DAY

To establish.

INT. LOWELL HOUSE - DAY

Xander, Willow, Buffy and Giles move through Lowell house, each carrying weapons and equipment. Their mood is tense, poised for battle.

WILLOW

(to Xander)

Nervous?

XANDER

No way. I'm full of that good old Kamikaze spirit.

GILES

Xander. Just because this can never work is no reason to be negative.

Now they arrive at the mirror that hides the Initiative elevator.

BUFFY

Game faces, guys. We're going in.

With that, Buffy unceremoniously SMASHES THE MIRROR.

INT. ELEVATOR SHAFT - DAY

CLOSE ON BUFFY AND WILLOW

Who are both wearing HARNESSSES as, side by side, they RAPPEL their way down the side of the elevator shaft. Buffy notices that Willow looks a little frightened. A beat, then -

BUFFY

How you doing?

WILLOW

Super. What was I thinking, using stairs all this time?

BUFFY

Okay. Good.

(a beat/then)

Will...



WILLOW  
Really, Buffy, it's not as scary  
as I thought.

BUFFY  
No. I was going to say... I'm  
sorry. I hate that things have been  
so strained between all of us.

Willow takes this in. Then -

WILLOW  
It's not your fault. Spike stirred up trouble.

BUFFY  
But - I think trouble was stir  
up-able. I think we've all sort  
of drifted apart this year...  
(off her silence)

Don't you?

WILLOW  
(it's hard to admit)  
Maybe a little. But, you know, first  
year of college. Hard to keep the  
high school gang together.

BUFFY  
But I want it together. I miss you,  
and Xander - and Giles.

(then)  
And it is my fault. I've been a bad friend.  
I got so caught up in my own stuff.

WILLOW  
You're the slayer, Buffy. Your stuff is  
pretty crucial.

BUFFY  
I mean Riley. And - Riley, mostly.

Both of the girls are growing more emotional now.

WILLOW  
I wasn't exactly Ms. Available either.  
I kept secrets. I hid things from everyone.

BUFFY  
That's not your fault. I mean, you were  
going through something huge -

WILLOW  
I wanted to tell you. But I was so scared...

BUFFY  
You can tell me anything, Willow.  
I love you. You're my best friend.

WILLOW  
Me too. I love you too.

They try to rappel closer to one another, hug. But it doesn't go very well.  
Instead they wait until they land on top of the elevator - and practically  
fall into each other's arms.



BUFFY  
Let's promise to never not talk again -  
WILLOW  
I promise. I promise...

Now XANDER, who was following close behind them, lands on the elevator. Before he knows what hit him, Buffy and Willow are all over him with the hugs and kisses.

BUFFY  
Xander!  
WILLOW  
Xander! Wonderful Xander!

Xander reacts with confusion - then, with mounting anxiety.

BUFFY  
Xander - you know we love you, right?  
WILLOW  
We do. Totally.  
XANDER  
Oh god. We're gonna die, aren't we?  
WILLOW  
No - we just missed you.

The girls squeeze him even more tightly. Xander, sandwiched between his two hugging friends, finally goes with it and grins goofily... Looks up at the descending Giles.

XANDER  
(calling up)  
Giles, hurry up! You definitely want  
to get down here for this.

INT. ELEVATOR SHAFT - MOMENTS LATER (DAY)

CLOSE ON the seam to the outer elevator doors as Xander shoves a crowbar into it.

WIDEN to take in our heroes, together on top of the elevator, ready to face anything.

BUFFY  
(sotto)  
Okay. If we stick together, we'll  
be fine. Everybody ready?

Everyone nods.

BUFFY  
Good. Let's -

Pumped up, Xander and Giles force the elevator doors open. And freeze.



REVERSE ANGLE to reveal a dozen armed commandos, their rifles pointed at them.

BUFFY  
...do this.

BLACK OUT

END OF ACT TWO

## Act Three

INT. SECRET LABORATORY MONITORING ROOM - DAY

TIGHT ON MONITOR - We see Buffy escorted by six armed commandos down an Initiative Corridor. We hear:

SPIKE (O.S.)  
It's Must-See TV.

PULL OUT to find Adam watching. Spike by his side.

SPIKE  
Bait's been taken, trap's all set -  
the Slayer has landed. So. One  
chipperectomy, please

But Adam never takes his eyes off the monitor...

SPIKE  
Hello? Paging Dr. Owe-Me-One...?  
ADAM  
She's not alone.

Spike rushes back to the monitor. We see what he sees: Xander, Giles, and Willow being escorted behind Buffy. Spike's face falls.

ADAM  
You failed me again.  
SPIKE  
That's one way of looking at it.  
ADAM  
What's the other way?

Spike RUNS

Right into Forrest. Who easily holds him with a vise-like grip. Spike struggles - he's going nowhere.

SPIKE  
Oh, come on! It's not like I wasn't trying!  
That's worth something, right?  
ADAM  
I suppose... Yes - I will honor our



agreement and remove your chip.  
(to Forrest)  
Take his head off.

Forrest pulls Spike closer to the table, when Spike manages to bring up his arm and jab his lit cigarette in Forrest's eye. It burns with a SIZZLE, the pain causing Forrest to release his grip. Spike takes off. Forrest starts after him.

ADAM  
Let him go.

Forrest stops, looks to Adam. Adam's still watching the monitors with something like rapture.

ADAM  
There's nowhere left to run.

INT. COMMAND CENTER - DAY

Buffy, Willow, Giles and Xander stand before COLONEL McNAMARA who's looking the things through Giles' leather bag. They're surrounded by the armed soldiers we saw on the monitor.

BUFFY  
Colonel -  
COLONEL McNAMARA  
Shut up. Got some nerve, lady.  
BUFFY  
You've got to listen -  
COLONEL McNAMARA  
You think you and your friends can  
just keep waltzing into a government  
installation, brandishing weapons like, like-

McNamara removes an old FOSSILIZED GOURD with numerous symbols and etchings inscribed upon it. He squints at it.

WILLOW  
It's a gourd.  
GILES  
(somewhat sheepishly)  
*Magic* gourd.

McNAMARA eyes them all.

COLONEL McNAMARA  
What kind of freaks are you people?  
BUFFY  
Adam is here, Colonel. In the Initiative.

McNamara hesitates.

COLONEL McNAMARA  
Nice try.



BUFFY  
Those overcrowded containment  
cells of yours? Compliments of  
Adam. He's pulling a Trojan Horse  
on you, Colonel. Waiting for his moment -

COLONEL McNAMARA  
Every inch of this installation is under  
constant, twenty-four hour surveillance.

WILLOW  
Including the secret lab?  
COLONEL McNAMARA  
(brusquely)

Including everything!  
(then)

What secret lab?

BUFFY  
The one Adam's using. The one built  
for the final stage in the 314 project.  
(off his look)

And you have no idea what I'm talking  
about, do you?

COLONEL McNAMARA  
I know everything that goes on around  
here. A tick on a mouse couldn't get in  
without my knowing it. And if Adam  
wants to try, we're ready for him.

GILES  
Exactly how do you plan to get close  
enough to Adam to remove his power source?

McNamara looks at him for a beat before answering.

COLONEL McNAMARA  
Hit him simultaneously with multiple taser  
blasters. Incapacitate him with as much  
voltage as we can muster.

XANDER  
Great plan. Right up there with "duck and cover".

BUFFY  
I've seen Adam hit with a taser blast,  
Colonel. He feeds on it. And now  
you want to provide him with an  
all-you-can-eat buffet.

COLONEL McNAMARA  
You telling me my business?

Buffy takes a step forward, laying into him.

BUFFY  
This isn't your business. It's mine. You,  
the Initiative, the boys at the Pentagon...  
You're in way over heads. Messing with  
primeval forces you've got no comprehension of.

COLONEL McNAMARA  
And you do.





BUFFY  
I'm the Slayer. You're playing on my turf.  
COLONEL McNAMARA  
Maybe up there. Down here I'm the one in control.

With that - FOOM! The lights go out. Darkness. Replaced immediately with blue-gelled EMERGENCY LIGHTS, REVOLVING RED LIGHTS above the doorways. (NOTE: With the exception of the SECRET LABORATORY and the SECRET LABORATORY MONITORING ROOM, all of the Initiative is lit similarly - blue-gelled emergency lights, strobing red lights.) On a monitor we see a layout of the Initiative, its perimeter outlined in FLASHING RED.

DIXON  
(re: panel read-out)  
Sir, the power grid's down. Backup's not responding. We're locked in.

Buffy and her friends exchange a look.

INT. SECRET LABORATORY MONITORING ROOM - DAY

CLOSE ON ADAM'S HAND as it pushes a lighted button on a control console marked "Main Power Grid". The button goes dark and we hear the faint dropping noise of something powering down.

ON ADAM as he moves his hand to another lit button marked "Containment Area". Above it...

A MONITOR displays a few holding cells, illuminated by EMERGENCY LIGHTING. The demons inside appear restless, testing the glass cage fronts, getting shocked, coming back for more. A SCIENTIST and a GUARD move through the shot.

Adam pauses.

CLOSE ON the button as Adam pulls it down. The button-light goes out and we hear a slightly closer powering-down noise.

ADAM  
This will be interesting.

INT. CONTAINMENT AREA - DAY

SFX: A loud KLAXON repeatedly sounds.

The Scientist and the Guard freeze, and look at each other with mounting horror. They know what that sound means.

A SERIES OF CLOSE LOW-ANGLE SHOTS of cell doors slowly sliding open - legs and feet of various SNARLING, GROWLING, SQUEALING DEMONS squeezing themselves through the openings as soon as they're able.



The Guard pushes the Scientist behind him and struggles to retrieve his side-arm. Too late...

With a wildcat-like SNARL, a swift HAIRY-LIKE demon, almost too fast to see - a shadow really - pounces on them. Other evil misshapen things converge, some to join in on the feeding, others to move past them...

INT. COMMAND CENTER - DAY

Dixon, trying to maintain, is on a computer terminal.

DIXON  
Colonel. Containment Area's been  
breached. Hostiles are loose.  
COLONEL McNAMARA  
How many?

Dixon looks up at him, ashen-faced.

DIXON  
All of them, sir.

McNamara swallows hard. Buffy crosses to him.

BUFFY  
It's Adam.

Mac looks at Buffy, shaken.

BUFFY  
I'm the only one who can stop him now  
and you know it. Let me handle Adam.  
You just get your people out of here.

Nervous soldiers eye their commanding officer expectantly as do Buffy and her friends. PUSH IN on McNamara, his lip now sweaty, eyes drifting in thought.

DIXON  
Sir. Awaiting orders.  
(beat)  
Sir?

McNamara snaps out of it and addresses the commandos.

COLONEL McNAMARA  
You men... follow me. We have to take  
the armory. Now!  
BUFFY  
Colonel -  
COLONEL McNAMARA  
(barks to guards)  
These people are under arrest. Do you understand?



The guards nod as he exits, followed by a group of commandos. The doors shut. Dixon and STAVROS watch them go. And the second they turn back...

CRACK-CRACK! Buffy clocks Dixon with a right cross, and in the same follow-through motion, kicks Stavros in the head. They're both out cold before they hit the ground.

BUFFY  
We've got to find Adam.  
WILLOW  
On it.

She moves quickly to a terminal and starts typing.

GILES  
Buffy, in order to perform the  
enjoining ritual we're going to  
need a place that's close to you and quiet.  
XANDER  
Uh, checking the monitors, I'd say world  
war three just broke out. A quiet little  
corner won't be easy.  
BUFFY  
First things first...

She looks over Willow's shoulder as Willow works.

INT. MAIN INITIATIVE ROOM - DAY

A BATTLEGROUND. CHAOS. Random flashing images.

-Pockets of commandos holding back an onslaught of demons with taser fire. The first wave of demons go down. But the second wave keeps coming...

-Spike, whomping any demon that gets in his way, as he looks for an escape route.

-A commando nails a demon with a round of machine gun fire. Then is attacked from behind by a vampire who sinks his fangs in the unlucky soldier's neck. As he goes down, his machine gun fires wildly.

-McNamara standing amid the fray, firing his pistol at any non-human thing in range, leading his men to the armory as they die out on him one by one.

COLONEL McNAMARA  
Fall back! Fall back! Protect  
the flank gunners and lock  
down that pit!



Another one of his men gets pulled out of frame, screaming.

-At the dark edge of the Pit, a LAB COAT tries to climb out.  
A few dark purple tentacles reach up and yank him back in.  
He SCREAMS as he disappears.

INT. COMMAND CENTER - DAY

As Willow works at the computer, Buffy and the others are getting pretty antsy. Xander peers out the window on the door, keeping watch. Muffled explosions, getting louder, come from outside.

XANDER

Anybody else getting that warm,  
sitting duck feeling?

BUFFY

How we doing, Will?

WILLOW

(re: monitor)

Hold on, hold on, look at this.

According to this, there's air  
ducts and electrical conduits all running into...

(points)

... there.

BUFFY

So?

WILLOW

So, there's no there there. Look.

ON MONITOR - A schematic of the facility. Willow points out a blank area of the screen, next to the schematic.

ON BUFFY and GILES looking over Willow's shoulder.

BUFFY

It's Adam.

GILES

Are you sure?

BUFFY

Right behind room 314.

XANDER

What?! Are you telling me  
a top secret government operation  
has rooms they're not telling us  
about? If we survive, I'm writing  
my Congressman.

BUFFY

(to Willow)

Can you unlock it?

WILLOW

I don't have to. Every lock in the  
Initiative's been disengaged.

(looking up)

Except the exits.



XANDER  
Demon open house.  
BUFFY  
Great. So we know we're going to 314.  
Now all we have to do is get there.

Buffy moves out. Xander grabs a fallen blaster as he and Willow follow her out.

INT. MAIN INITIATIVE ROOM - DAY

THE BATTLE RAGES. POPS and PINGS of gunfire and ricochets, ZAPS of taser blasters; indiscriminate SHOUTING.

In the B.G., pockets of commandos and demons locked in hand to hand combat.

ANGLE ON GRAHAM, in the thick of it, firing rounds of machine gun fire up above him.

NEW ANGLE: BUFFY, WILLOW, GILES and XANDER, entering the scene. Xander armed with a taser rifle taken off one of their guards. They move low and fast through the war zone.

A DEMON rears up before them. Buffy swiftly gives it a HARD KICK to the kneecap, CRACKING IT. The demon goes down, cradling its injury. Buffy slams it in the face and it's out. They continue.

A HAIRY DEMON comes running at them, Xander BLASTS it, not even stopping. It falls to the ground, writhing in charged agony.

Further on, a round of machine gun fire is fired at them. Buffy tackles Willow, the others also hitting the deck.

BUFFY  
Come on!

She leads them to the entrance to the Restricted Area, just six feet away. She yanks the door open and hustles the others inside.

INT. ROOM 314 - MOMENTS LATER

They burst into the lab. Close the door behind them. Buffy checks around.

ON BUFFY, studying the area of wall, she runs her fingers across it.

BUFFY  
It's here.

Willow joins her.

WILLOW  
How do we open it?



Buffy finds the seam in the wall and PULLS the doors open, flooding the room with light. She peers into the connecting corridor to the secret lab, then turns back to the others.

BUFFY  
Once I'm in - barricade it. Giles -  
this place okay to be Magic Central?  
GILES  
It ... should do.

Giles peers out the 314 door.

WILLOW  
Long as we don't get all blown up or nothin'.  
XANDER  
And what are the odds of that?  
BUFFY  
How long before the ritual kicks in?  
GILES  
Five minutes, give or take.  
BUFFY  
I'll move fast, then.

She crosses to the door.

XANDER  
Buffy, I still don't like you going in alone.

Buffy stops and looks at him.

BUFFY  
I won't be.

She gives a small, enigmatic smile then enters the corridor. Closes the heavy doors behind her. Giles and Xander work together to shove a laboratory table over to the doors, barricading them.

Explosions and the sounds of carnage grow louder outside as Willow kneels to the floor, unzips Giles' bag and removes various RITUAL SUPPLIES. She starts spreading them out around the floor...

INT. SECRET LABORATORY - DAY

Buffy enters from the corridor, and immediately freezes when she sees: RILEY, across the room, sitting.

BUFFY  
Riley?

He slowly looks up at her. She runs to him. Then realizes... something's wrong.



BUFFY  
Are you hurt? Say something.

He struggles for a beat, trying to form words. But he can't. He then looks past Buffy, his eyes registering alarm. Buffy spins around, ready to trade blows, and comes face to face with:

THE WALSH AND ANGLEMAN ZOMBIES, who stare at her dumbly with their dead eyes.

ON BUFFY, who stares back in terrified revulsion. After a shocked beat - she turns to Riley, fear and suspicion crossing her features.

BUFFY  
Riley? What is this? Why  
won't you talk to me?  
ADAM (O.S.)  
He can't.

Buffy turns to see Adam, standing in the doorway. Advancing on her, slowly. He has all the time in the world.

ADAM (O.S.)  
He's not programmed to. He's  
part of the final phase now, as  
you were supposed to be -  
BUFFY  
Me?  
ADAM  
You should be fighting the  
demons. Evening the kill ratio.  
BUFFY  
Sorry - Maybe it's the slayer in me,  
but I don't jump through hoops on  
command. I've never been one to tow the line.

Adam considers this. Then -

ADAM  
Oh.  
(to Forrest/simply)  
Kill her.

Before Buffy can react, Forrest shoots out a hand and GRABS her from behind.

FORREST  
I thought you'd never ask.

Buffy struggles in Forrest's superhuman grip as she sees:

WALSH moving at her with a whirring bone saw.



BLACK OUT

END OF ACT THREE

## Act Four

INT. SECRET LABORATORY - DAY

Buffy struggles in Forrest's grip as Walsh moves towards her with the active bone saw.

ON RILEY, watching helplessly, straining to move or speak.

CLOSE ON the saw, as it's about to cut into Buffy's cranium. Before it has a chance...

BUFFY jumps up and, using Forrest as a brace, kicks the Walsh Zombie with both feet, sending it flying backward and propelling she and Forrest against a wall. The concussion causes

A GLASS BEAKER on a wall shelf unit to fall and SHATTER on the surgical table next to Riley.

ON RILEY - his gaze moves to the shards of glass.

OMITTED

INT. COMMAND CENTER - MEANWHILE

Colonel McNamara, pistol in hand, bursts through the door, panting, terrified. He looks around, moves to a communications console (identifiable by a headset), and starts pushing buttons when...

WHAM! A HULKING DEMON comes through the door.

Mac raises up his gun and fires. The first shot goes wide, then: Click. Click. Empty.

McNamara's POV - As the RAZOR-TOOTHED Demon closes in on him. He SCREAMS.

INT. ROOM 314 - MEANWHILE

THE CAMERA SLOWLY CIRCLES Giles, Xander and Willow as they sit cross-legged on the floor, in a triangular configuration, MID-RITUAL. Both doors now barricaded. The petrified rune GOURD between them, surrounded by four BURNING CANDLES. On the floor, to Willow's right, is a deck of TAROT CARDS and she refers to a thick, decrepit book in her lap.

WILLOW  
(reading)

By the generous will of the  
Ancients, the almighty power





of the Divine Spirits... Your  
supplicants humbly beseech thee  
to behold us, and that which we  
possess... the moieties of the  
One, the Avatar...

INT. SECRET LABORATORY - MEANWHILE

BUFFY flips to her feet, and INTO FRAME and engages FORREST, though his considerable strength puts Buffy more on the defensive as he drives her back.

ON RILEY, who, fueled by his concern for Buffy, forces out a single word -

RILEY  
B-Buffy!

Upon hearing this, Forrest taunts Riley even further as he SLAMS BUFFY WITH A BRUTAL PUNCH.

FORREST  
Shut up and watch me kill your  
girlfriend, Finn. That's an order.

ON RILEY as, through sheer will and sweaty concentration, he creeps his hand along the table, over to the largest piece of BROKEN GLASS.

CLOSE ON his hand as it envelopes the shard.

INT. ROOM 314 - MEANWHILE

CLOSE ON Willow's hand as she turns over a tarot card and lays it down before her.

INSERT TAROT CARD: A picture of an ethereally striking woman, flowing hair, billowing robe... floating inches above the ground. Imprinted on the bottom is the word "Spiritus."

WILLOW  
Spiritus... The Spirit...

She turns another card and lays it before Xander.

INSERT CARD: The picture is of a valiant knight in bloodied tunic emblazoned with a heart. At the bottom, it reads, "Animus".

XANDER  
Animus... Heart...

Willow turns over another and lays it down before Giles.

INSERT CARD: A wizened scholar, surrounded by scrolls, and Old World globe. The word at the bottom: "Sophus."



GILES  
Sophus... Mind...

Willow lays a final card down in the center, at the base of the gourd.

INSERT CARD: It's a picture of two hands intersecting each other - one open and outstretched, the other clenched into a tight fist. It reads "Manus."

WILLOW  
And Manus. The Hand.

INT. SECRET LABORATORY - MEANWHILE

Riley PLUNGES the shard into his shoulder, the pain helping to clear his head.

ON FORREST and BUFFY, battling away.

RILEY reaches into his wound, digging around.

ON HIS FACE, controlled pain.

INT. ROOM 314 - MEANWHILE

The CIRCLING CAMERA's moving really fast now. Everyone's eyes are closed.

WILLOW  
We enjoin that we may inhabit  
the vessel - the hand -  
daughter of Sineya, First of the Ones.

And an ORANGE LIGHT begins to spill out of cracks in the gourd, dimly at first, gaining in intensity.

INT. SECRET LABORATORY - MEANWHILE

FORREST grabs Buffy, lifts her high in the air. Instinctively, she grasps at an overhead wire, which gives way, SPARKING.

SLOW MOVE IN ON RILEY, grimacing, as his fingers try to grip something inside his open wound. Then, with a GRUNT and mighty effort, he yanks his hand up in front of his face.

RACK FOCUS - Held between his thumb and forefinger is a dark gray CIRCUITRY CHIP, attached to a piece of metal and dripping with blood.

FOCUS BACK on Riley, as he turns his attention over to ...

FORREST who SLAMS Buffy down hard onto a surgical table, winding and dazing her. Then he leans over her and presses his forearm to her throat.



Walsh and Angleman move in, starting to secure her with the table restraints.

FORREST  
(to Buffy)  
That it? That all you got?  
RILEY (O.S.)  
No...

REVERSE ANGLE ON RILEY, standing behind them, with a bleeding shoulder.

RILEY  
She's got me.

In a flash Walsh and Angleman come at Riley. He yanks the tubes out of their chests. Both zombies fall to the ground in writhing heaps.

Then Riley slugs Forrest, who barely registers it.

FORREST  
Look who's come off the bench.

Forrest is about to strike back at Riley, forgetting about Buffy for the moment. She takes the opportunity to give Forrest a hard kick to the kidneys and pull Riley to the side.

BUFFY  
(to Riley)  
I need to get to Adam.  
Like now. Are you able --?  
RILEY  
Go.

She nods and exits into the monitoring room. As Forrest recovers, Riley readies himself to take him on.

INT. SECRET LABORATORY MONITORING ROOM - CONTINUOUS

ADAM is at the monitors, watching the carnage on the floor.

ADAM  
Mother always knew you were  
going to prove to be a threat to her work.

He turns around.

PULL BACK to see Buffy standing behind him.

BUFFY  
Yeah, well, Professor Walsh  
was no dummy. A little light  
on the sanity, yeah -



Adam attacks. FIGHT.

In the midst of it, Adam's SKEWERING ARM juts out and he attempts to impale her. Anticipating it, Buffy manages to grab and break off the skewer.

BUFFY  
Broke your arm.  
ADAM  
Got another.

And with that, his other arm (through CGI magic) transforms - in an Iron Giant-like fashion - into a machine gun/rocket launcher combo.

ADAM  
I've been upgrading.

BUFFY reacts. Then takes off across the room as Adam fires the machine gun at her, strafing the wall. She dives behind a console.

ON ADAM - Aiming his "arm" at the console. A rocket rotates into position.

INT. ROOM 314 - MEANWHILE

The three are bathed in ORANGE LIGHT emanating from the gourd. They're breathing heavily, faces drenched in sweat.

WILLOW  
We implore thee: Admit us,  
bring us to the vessel! Take us now!

OVERHEAD VIEW - Their heads simultaneously snap upward, as if staring at the ceiling (or us).

Then, suddenly, CAMERA SWINGS AWAY, SWOOPING toward the barricaded door to the secret lab. As it reaches the door, there's a blinding WHITE FLASH, and we're in...

INT. SECRET LABORATORY MONITORING ROOM - DAY

The zooming POV comes at

BUFFY - crouched behind the console, desperately thinking of her next move. As the POV is upon her...

ANGLE ON ADAM. He FIRES a rocket at the console.

KA-BOOM!

Much smoke. He squints into it and sees, RISING INTO FRAME...



BUFFY. But not Buffy. Something much more. An Uber-Buffy, exuding enormous power, charged with energy. Her eyes glow a fiery, incandescent ORANGE.

ADAM  
You can't last much longer.  
BUFFY  
We can. We are forever.

Slowly at first, then more forcefully, she begins SPEAKING IN TONGUES. Or, more specifically, to INCANT in Ancient Sumerian, in a MULTI-HARMONIC voice.

BUFFY  
(Sumerian)  
sha me-en-dan. Gesh-toog  
me-en-dan. Zee me-en-den.  
Oo-khush-ta me-ool-lee-a  
ba-ab-tum-mu-do-en.  
BUFFY  
(English translation)  
We are heart. We are mind.  
We are spirit. From the raging  
storm, we bring the power of  
the Primeval One.

ON ADAM, more fascinated than concerned.

ADAM  
Interesting.

He fires his machine gun at Buffy.

BUFFY  
(Sumerian)  
Im-a sheng-ab.  
BUFFY  
(English translation)  
Boil the air.

The bullets dissolve into tiny white clouds a few feet from Buffy as if her aura was made of acid.

ON ADAM now more concerned than fascinated.

ADAM  
Very ... interesting.

INT. HALLWAY OUTSIDE 314 - DAY

A large HAIRY DEMON is at the door, pounding violently on it, trying to break it down.



INT. ROOM 314 - DAY

PANNING AWAY from the barricaded door to Willow, Giles, and Xander, still deep in a trance, oblivious to the SAVAGE POUNDING.

INT. SECRET LABORATORY - DAY

Riley and Forrest FIGHT, or more accurately, Riley is getting his ass kicked.

FORREST

What are you making me do this for?

A roundhouse from Forrest sends Riley careening into a small grouping of GAS CANISTERS in a corner of the room, knocking some of the tanks over.

ON RILEY, his forehead now bleeding as well, takes in one of the canisters.

FORREST starts to cross toward him.

FORREST

Not that I'm not enjoying myself.  
But Adam's not gonna like it if I -

WHAM! Riley hits him across the face with one of the metal canisters. And again. Not doing any serious injury, but beating Forrest back, nonetheless. Back near the broken, SPARKING cable.

Then Forrest shoots out a hand and grabs the tank away from Riley. Raising it up to strike back, he stops when he sees

IN SLO-MO

FORREST'S POV - RILEY runs to a gurney, flips it over and dives behind it.

ON FORREST, squinting at that, then sniffing something in the air. He looks closer at the canister. Emblazoned on the side is the word "Flammable".

INSERT - CANISTER'S OPEN VALVE - accompanied by a slight HISSING sound.

FORREST looks up at the SPARKING wire. He gets it.

BOOM! FORREST GOES UP in an EXPLOSIVE BALL OF FLAME. The blast sends the gurney and Riley, slamming painfully into the wall.

INT. SECRET LABORATORY MONITORING ROOM - DAY

ADAM launches a rocket at Uber-Buffy.



Buffy says softly:

BUFFY  
(Sumerian)  
Kur.  
BUFFY  
(English translation)  
Change.

Accompanied by a HARMONIC TONE, the rocket morphs into 3 birds that fly up and off.

Adam raises his arm to fire again, Buffy gives a small wave. Another TONE and his arm weapon MORPHS back into his demon arm.

Adam, becoming enraged, swings at Buffy. She dodges it, then starts trading blows with him. This time, as opposed to the past, Adam is on the ropes. She's the faster, stronger...

ADAM  
How... can you...?  
BUFFY  
You could never hope to  
grasp the source of our power.

In a last ditch effort to regain control of the battle, Adam rears up, and...

BUFFY puts her fist through his chest... Adam tries to beat her off, but can't. After a moment, Buffy pulls her fist out.

BUFFY  
But yours is right here.

She opens her hand - inside is a uranium core in its lead casing.

Riley enters in time to see Adam drop dead.

RILEY  
Buffy?

She doesn't answer. Buffy holds out the uranium core and opens her hand. The core begins to levitate, rising higher, then hovering.

ON BUFFY - focusing her brilliant orange eyes at it.

The CORE suddenly becomes immersed in BLUE FLAME and vanishes.

Riley moves to Buffy, though she doesn't seem to notice him at first as she's lost in some rapture. He touches her face, she looks at him. She move to kiss him when suddenly she throws her head back and collapses into him.

INT. ROOM 314 - DAY



FLASH! THE CAMERA SWINGS UP AND AWAY from the secret entrance door, into a

BIRD'S EYE VIEW of Willow, Giles and Xander.

NEW ANGLE as everyone's heads snap down to their chests. Their eyes flutter open, as if waking from a dream. They appear as exhausted as they are exhilarated by the experience. They share a spent look.

WILLOW  
Wow... That -- that was...

WHAM! The outside door to 314 comes crashing in, the table barricade falls away. And standing in the doorway is

THE HAIRY DEMON. He charges the three, who are still disoriented and are in no condition to defend themselves. The demon lunges, SNARLING RAVENOUSLY.

Just as it's about to land, it's suddenly tackled from behind by

SPIKE. Spike and the demon go crashing into the opposite wall, then Spike grabs the demon's head and twists, snapping it's neck. The beastie falls dead to the floor.

SPIKE  
(catching his breath)  
Whew. Nasty sort of fellow.  
Lucky for you blighters I was here, eh?  
GILES  
Well, yes. Thank you. But  
your heroism is slightly muted  
by the fact that you were helping  
Adam start a war that would kill us all.  
XANDER  
You probably just saved us so  
we wouldn't stake you right here!

Spike is taken aback.

SPIKE  
Well, yeah.  
(then)  
Did it work?

The others exchange glances... They probably can't, much to their dismay. Spike picks up on this, relieved.

SPIKE  
Well then everything is all right  
and we all get to be not staked  
through the heart. Good work, team.





POUNDING on the door, the others brace themselves. The door's kicked in by BUFFY, who enters with Riley. Spike is forgotten as Giles, Xander and Willow react with surprise and relief upon seeing them. Crowd around.

GILES  
Buffy!  
WILLOW  
Wasn't it amazing?  
XANDER  
You were great.  
BUFFY  
We were great.  
RILEY  
We still got men out there.  
SPIKE  
Well let's go save them, by gum!

The gang shoots him a look. Buffy doesn't. She's all business, heading for the door, giving orders to the others as they fold in behind.

BUFFY  
You guys get to the exits, get  
'em open somehow. Riley, try  
and organize the soldiers, pull  
'em back. I'll take point.  
WILLOW  
You up to this?  
BUFFY  
I seriously am.

As she says it a DEMON appears in the doorway. She hits it with incredible force, as her fist connects...

INT. SHADOWY WASHINGTON CONFERENCE ROOM - NIGHT

CLOSE ON WARD (the "suit" from the Ep. 20 teaser) sitting at the head of the conference table. He reports to an assemblage of SHADOWY SUIT HIGHER-UPS. Everything is quiet, no movement - in contrast to the intercut images of carnage and such.

WARD  
This was an experiment. The  
Initiative represented the government's  
interest in not only controlling the  
Otherworldly Menace, but in  
harnessing its power for our  
own military purposes. It is  
the considered opinion of this  
council that the experiment has failed.

INTERCUT WITH:

INT. MAIN INITIATIVE ROOM - DAY



MOS shots of Buffy battling demons and vampires;

In the b.g. we see Riley barking orders to Graham, who hesitates at first, eyeing Riley. Then, after a beat, Graham nods and forwards the orders to the other grunts.

WARD (V.O.)

Once the prototype took control of the complex our soldiers suffered a forty percent casualty rate, and it seems that it was only through the actions of a deserter...

INTERCUT WITH:

INT. ELEVATOR SHAFT - DAY

Xander, Giles and Willow, helping with the commando evacuation (among them is GRAHAM) - guiding the commandos to and up the rappelling ropes to safety.

WARD (V.O.)

... and a group of civilian insurrectionists that our losses were not total. I trust the irony of that is not lost on any of us.

INT. MAIN INITIATIVE ROOM - NIGHT

A SECURITY MONITOR VIEW - two demons, crouched over a commando body, feeding on it.

WARD (V.O.)

Maggie Walsh's vision was brilliant, but ultimately insupportable. The demons cannot be harnessed, cannot be controlled.

OMITTED

INT. SHADOWY WASHINGTON CONFERENCE ROOM - NIGHT

The briefing continues...

WARD

It is therefore our recommendation that this project be terminated, and all records concerning it expunged. The soldiers will be debriefed, standard confidentiality clause. Civilians will be monitored, and we have the usual measures prepared should they try to go public. We don't think they will.



INT. MAIN INITIATIVE ROOM - NIGHT

Back to the SECURITY MONITOR VIEW of the two demons, still feeding on the dead commando.

WARD (V.O.)

The Initiative itself will be filled in with concrete. Burn it down, gentlemen.

Burn it down and salt the earth.

(beat)

That's all.

The video image washes out, turning to STATIC

OMITTED

BLACK OUT

END OF SHOW

