

BUFFY THE VAMPIRE SLAYER: "HUSH"

BUFFY

THE VAMPIRE SLAYER

THE SERIES

"HUSH"

Written & Directed
by
Joss Whedon

SHOOTING DRAFT
November 5th, 1999

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November 3, 1999 (WHITE)

November 5, 1999 (BLUE)

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BUFFY THE VAMPIRE SLAYER

"Hush"

CAST LIST

BUFFY SUMMERS.....	Sarah Michelle Gellar
XANDER HARRIS.....	Nicholas Brendon
RUPERT GILES.....	Anthony S. Head
WILLOW ROSENBERG.....	Alyson Hannigan
SPIKE.....	James Marsters
ANYA.....	Emma Caulfield
RILEY.....	Marc Blucas
MAGGIE.....	Lindsay Crouse
FORREST.....	Leonard Roberts
OLIVIA.....	Phina Oruche
TARA.....	Amber Benson
CHERYL.....	Brooke Bloom
NICOLE	Jessica Townsend
LITTLE GIRL.....	Elizabeth Truax
NEWSCASTER.....	Carlos Amezcua
GENTLEMAN #3.....	Charlie Brumbly
GENTLEMAN #4.....	Don W. Lewis
GENTLEMAN #5.....	Doug Jones
GENTLEMAN #6.....	Camden Toy

BUFFY THE VAMPIRE SLAYER

"Hush"

SET LISTINTERIORS

UNIVERSITY OF CALIFORNIA SUNNYDALE
LECTURE HALL
HALL OUTSIDE LECTURE HALL
SCHOOL ATRIUM/HALL
COMMONS
BUFFY AND WILLOW'S DORM HALL
OTHER DORM HALL
THIRD DORM HALL
BUFFY AND WILLOW'S DORM ROOM
BATHROOM
LOWELL HOUSE
RILEY'S ROOM
TARA'S DORM ROOM
BOY'S DORM ROOM
GIRL'S DORM ROOM
STAIRWELL
LAUNDRY ROOM

THE INITIATIVE
ELEVATOR
ELEVATOR SHAFT

GILES' APARTMENT
GILES' BEDROOM

XANDER'S BASEMENT
CLOCK TOWER
GROUND FLOOR OF CLOCK TOWER
CHILD'S BEDROOM

EXTERIORS

UNIVERSITY OF CALIFORNIA SUNNYDALE
PSYCH BUILDING
CAMPUS

GILES' COURTYARD
OUTSIDE GILES' APARTMENT

SUNNYDALE
SUNNYDALE STREET
A HOUSE
CLOCK TOWER
FRONT DOOR OF THE CLOCK TOWER
STREET BY THE CLOCK TOWER

HOUSE

BUFFY THE VAMPIRE SLAYER

"Hush"

TEASER

1 INT. LECTURE HALL - AFTERNOON (DAY)

1

The last rays of the afternoon sun pour into the class, backlighting the students and washing Maggie's face in rich amber as she speaks. Buffy sits near the front, by Willow. Riley stands to one side of the class.

MAGGIE

So this is what it is. Talking about communication, talking about language. Not the same thing. It's about the way a child can recognize and produce phonemes that don't occur in its native language. It's about inspiration, not the idea but the moment before the idea when it's total, when it blossoms in your mind and connects to everything, before the coherent thought that gives it shape, that locks it in and cuts it off from the universal. When you can articulate it, it becomes smaller. It's about thoughts and experiences that we don't have a word for. A demonstration. Buffy Summers.

Buffy looks around her. Me?

MAGGIE (cont'd)

Thank you for volunteering. Come down to the front here.

Hesitantly, Buffy does. Stands by Maggie.

MAGGIE (cont'd)

Typical college girl, one assumes. Lie down on my desk.

BUFFY

What?

MAGGIE

Go ahead. You're perfectly safe.

Buffy does, pretty embarrassed. Some titters from the class. She lies on her back, propped up on her elbows and waiting for the next thing.

CONTINUED

1 CONTINUED:

1

MAGGIE (cont'd)

Riley. If you could oblige?

Riley moves from his spot on the side. He seems quietly angry at Maggie as he says:

RILEY

A demonstration, right?

MAGGIE

Be a good boy.

He moves around to the back of the desk, stands by Buffy.

MAGGIE (cont'd)

(to the class)

A kiss is just a kiss, I believe the line goes. The rest comes from you.

Buffy and Riley look at each other, speak softly:

BUFFY

This feels very strange.

RILEY

Don't worry. If I kiss you, it'll make the sun go down.

He takes her in his arms and in front of a sea of ogling students, they kiss.

CLOSE ON: BUFFY

As the kiss deepens, the light changes. The sun is going down. As she pulls away, it is dark, moonlight the only illumination.

WIDER ANGLE: THE CLASS is empty. Just her and Riley.

RILEY (cont'd)

See?

BUFFY

Fortune favors the brave...

She stands as he looks about them. He turns to her -- and she puts her hand up. Did she hear something?

Very faintly, it can be made out: A little girl, humming tunelessly to herself.

BUFFY (cont'd)

Do you hear that?

CONTINUED

1 CONTINUED: (2)

1

She heads out of class, slowly. Riley watches her go, smiles as he whispers to himself:

RILEY

✓ Along came a spider...

2 INT. SCHOOL ATRIUM/HALL - NIGHT

2

Buffy moves slowly through the atrium toward the hall, led by the humming, which becomes a nursery rhyme:

LITTLE GIRL

✓ Can't even shout. Can't even cry.
The Gentlemen are coming by. Looking
in windows, knocking on doors... They
need to take seven and they might
take yours...

Buffy turns the corner and sees the girl standing facing her at the other end of the hall.

CLOSE ON: THE GIRL'S HANDS. In them is a small box, perfectly square, carved wood.

LITTLE GIRL (cont'd)

Can't call to mom. Can't say a word.
You're gonna die screaming but you
won't be heard.

Riley comes out as well, a worried expression on his face. He comes to Buffy, reaches silently out to her...

Buffy looks back -- at a Hideous grinning white face that we see for an INSTANT before

3 INT. LECTURE HALL - AFTERNOON

3

Buffy wakes with a start.

MAGGIE

So I'll see you all Monday for a
final review session.

The class bustles about, getting their stuff together and filing out as Buffy gets her bearings. The light is different than in her dream -- just the nondescript glow of the overheads. A comforting space.

Willow is putting her books away.

CONTINUED

3 CONTINUED:

3

WILLOW

Boy, that was an exciting class, huh?

BUFFY

Oh yeah. Wow.

WILLOW

And that last twenty minutes -- it was a revelation. Just laid out everything we needed to know for the final. I'd hate to have missed that.

BUFFY

Just tell me I didn't snore.

WILLOW

(smiles)

You were very discreet. Minimal drool.

BUFFY

Oh, yay.

They head out.

4 INT. SCHOOL ATRIUM/HALL - CONTINUING (AFTERNOON)

4

They round the corner heading out of class:

WILLOW

So, were you dreaming?

BUFFY

Yeah, it was kind of intense...

They pass Riley without seeing him. He folds in behind them, offering:

RILEY

Intense? Really? 'Cause you seemed so peaceful.

BUFFY

(embarrassed)

Of course it was only for a moment that --

RILEY

Right. You guys headed toward Kresge?

BUFFY

Student center.

CONTINUED

4 CONTINUED:

4

RILEY

Great. So this dream...

Willow stops, deciding to leave them alone.

WILLOW

You know, you guys go, I'm gonna do the thing.

(to Buffy)

I'll see you after the Wicca group.

BUFFY

'kay.

RILEY

Bye.

As Buffy and Riley continue, we stay on Willow, who sneaks over to the arched window from the atrium to the hall to peek out at them.

RILEY (O.S.)

So, tell me about your dream. As a psych major I'm qualified to go "Hmmm".

BUFFY (O.S.)

I don't remember it all...

We pan to find them rounding the corner and heading down the hall toward camera --

RILEY

Well, did I appear at all in this dream?

BUFFY

(smiling)

There may have been a cameo...

RILEY

Is that right?

And they pass the arched window, where Willow is very subtly holding a book in front of her face.

BUFFY

A featured role, actually.

RILEY

Romantic lead?

CONTINUED

4 CONTINUED: (2)

4

BUFFY

I'm not saying any more.

As they pass out of frame Willow drops the book, looking out after them with satisfaction.

5 EXT. PSYCH BUILDING - DAY

5

A few moments later, as the two of them exit and head up the path:

RILEY

So what have you got going on tonight?

BUFFY

Patrolling.

RILEY

Patrolling?

BUFFY

(quick cover)

Uh, petroleum.

RILEY

Petroleum.

BUFFY

Uh huh.

RILEY

Tonight you have crude oil.

BUFFY

And homework. What about you?

RILEY

Oh, you know, grading papers...

BUFFY

Well, that'll be fun.

RILEY

Not "petroleum" fun, but it passes the time...

They stop by the wall, about to split up.

BUFFY

So I'll...

CONTINUED

RILEY
I guess I won't see you till...

BUFFY
Yeah...

They are close, leaning subtly in... could be a kiss...

BUFFY (cont'd)
What papers?

RILEY
Papers?

BUFFY
Grading what papers? There's just
the final coming up.

RILEY
Oh. Yeah. No, some late.... papers.

BUFFY
Oh. Okay, neat.

RILEY
Right. So.

BUFFY
Class.

RILEY
I'll see you then.

The moment is blown. They part, each completely unsatisfied
by the closing. Buffy gets a few steps away, muttering to
herself:

BUFFY
Fortune favors the brave...

She rolls her eyes, walks on.

BLACK OUT.

END OF TEASER

ACT ONE

6 INT. GILES' APARTMENT - DAY

6

Giles sits at his table, talking with Buffy on the phone.

GILES

"Can't even shout, can't even cry... the Gentlemen are coming by..." It sounds vaguely familiar -- you're sure you never heard this as a child?

(listens)

All right... and the girl was holding a box. Nothing else?

(listens)

Well, it certainly could be one of your prophecy dreams, or it could just be the eternal mystery that is your brain. I'll check it out, let you know if I come up with anything. b'bye.

He hangs up, studies his notes. Calls out:

GILES (cont'd)

Have you ever heard of a group called the Gentlemen?

The person he is talking to is Spike, who appears in the kitchen rummaging through some cupboards, mouth full of crackers.

SPIKE

Group a what?

GILES

The Gentlemen.

SPIKE

Don't know 'em.

GILES

You're certain?

SPIKE

No. We're out of Weetabix.

Giles crosses to the shelf behind his couch, rummages as he talks.

GILES

We're out of Weetabix because you ate it all. Again.

CONTINUED

6 CONTINUED:

6

SPIKE

Get some more.

GILES

I thought vampires were supposed to eat blood.

Spike crosses to the couch with a snack.

SPIKE

Yeah, well sometimes I like to crumble up the Weetabix in the blood. Gives it a little texture.

GILES

Well, since the picture you've just painted means I will never touch food of any kind again, I'm afraid you'll have to pick it up yourself.

SPIKE

Sissy.

7 EXT. GILES' COURTYARD - CONTINUING - DAY

7

The tenant opposite Giles is going through her mail as she lets herself into her apartment. Xander and Anya enter the courtyard, headed for Giles'. They are in mid argument.

XANDER

I don't get where this is coming from.

ANYA

Well, what am I supposed to think?

XANDER

How can you say I'm "using you?"

ANYA

You don't care about what I think, you don't ask about my day...

XANDER

You really did turn into a real girl, didn't you?

ANYA

See? And you make jokes during my pain. You don't care about me at all.

CONTINUED

7 CONTINUED:

7

XANDER
I care about you.

ANYA
How much?

He searches for an answer.

ANYA (cont'd)
What do I mean to you?

XANDER
Well, I... we, you know, we spend...
we'll talk about it later.

He opens the door and they enter.

8 INT. GILES' APARTMENT - CONTINUING - DAY

8

ANYA
I think we should talk about it now!

GILES
Thank you for knocking --

XANDER
If you don't know how I feel --

ANYA
I don't! This isn't a relationship.
You don't need me! All you care
about is lots of orgasms!

Bit of a beat there.

XANDER
Okay, remember when we talked about
private conversations? How they're
less private when they're in front of
my friends?

SPIKE
(to Xander)
Oh, we're not your friends.
(to Anya)
Go on.

GILES
Please don't.

ANYA
This is important.

CONTINUED

8 CONTINUED:

8

GILES

But why is it here?

XANDER

Mom said you wanted me to swing by.

GILES

Oh. Yes, well I meant after sundown.
I need you to take Spike for a few
days.

XANDER

What?

SPIKE

What?

ANYA

What?

SPIKE

I'm not staying with him!

GILES

I have a friend coming to town. I'd
like us to be alone.

ANYA

Oh. You mean an orgasm friend.

GILES

Yes, that's exactly the most
appalling thing you could have said.

SPIKE

Worse than the blood in the weetabix?

Defeated, Giles sinks back into his chair as everyone talks
over each other.

XANDER

He's not roaming around. If he stays
with me he gets tied up again.

ANYA

What about us? Our romantic evening?

SPIKE

I'm not having these two shag while
I'm tied to a chair three feet away.

CONTINUED

8 CONTINUED: (2)

8

XANDER

That's not exactly one of my fantasies either.

ANYA

So you're blowing off our evening. Because you don't care about me.

XANDER

I don't want him to come over! Talk to the Brit.

SPIKE

He better have cable 'cause I'm not missing Passions...

9 INT. COMMONS - AFTERNOON (DAY)

9

Willow sits in the circle of wannabe wicca's. There are about ten of them, some in chairs, some on the floor. (Two will hold court particularly: CHERYL and NICOLE.)

As we find them the circle is quiet, all eyes shut and hands outspread, palms up, as Nicole recites:

NICOLE

We come together, the Daughters of Gaia, sisters to the moon. We walk with the darkness, the wolf is at our side. Through the water fall of power, to the blackest heart of Eternity.

(opens her eyes)

I think we should have a bake sale.

CHERYL

I don't know...

NICOLE

You guys like a bake sale, right? We need money for the dance recital. And you know I do an empowering lemon bundt.

As the girls are talking, we focus on one girl in particular. TARA sits on the floor, making herself as small as possible. When she speaks, it is hesitantly, with a slight stutter. When she doesn't, she seems to watch Willow most of the time.

CONTINUED

9 CONTINUED:

9

CHERYL

The most important thing is the Gaia Newsletter. We need to get the message of blessing out to the sisters. Also, who left their scented candles dripping all over my womyn-power shrine?

WILLOW

Well, this is good, this is all fun... a bake sale, some baked goods there... But there's also other stuff... that we might show interest in... as a wicca group...

NICOLE

Like what?

WILLOW

Well, there's the wacky notion of spells...

CHERYL

Well you missed last week, we did a healing chant for Chloe's ankle, she said the swelling went right down.

NICOLE

What is she doing on a mountain bike anyway?

CHERYL

She was trying to impress Justin.

WILLOW

I was actually talking more about real spells. You know: conjuring, transmutation...

CHERYL

Oh yeah, and then we can all get on our broomsticks and ride around on our broomsticks!

NICOLE

You know, certain stereotypes are not very empowering...

TARA

I think that --

CONTINUED

9 CONTINUED: (2)

9

CHERYL

One person's energy can suck the power right out of the circle, no offense.

WILLOW

No, no, my energy's always very... you really don't do any spells?

The girls look at each other -- who is this loser?

TARA

Well, mmmmaybe --

CHERYL

Yeah? Tara? Guys, quiet. You have a suggestion?

Completely embarrassed by the attention, Tara just smiles and shakes her head.

CHERYL (cont'd)

Okay. Then let's talk about the theme for the bacchanal.

Willow looks defeated. Tara looks at Willow.

10 INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

10

The girls enter the hall, talking. It's crowded and lively.

BUFFY

So, not stellar, huh?

WILLOW

Talk! All talk: blah blah Gaia blah blah moon, menstrual life force power... I thought after a few sessions we'd get into something real, but...

BUFFY

No actual witches in your witch group.

WILLOW

Buncha wannablessedbe's. It's just a fad. Nowadays every girl with a henna tattoo and a spice rack thinks she's a sister to the dark ones.

They enter --

BUFFY

Sorry it was a bust. I know you were looking to go further in that department.

WILLOW

Well, I'd like to float something bigger than a pencil someday... Hey, how's with you and Riley? You guys seemed pretty snugly after class...

BUFFY

See above, re: talk, all talk.

WILLOW

Do I have to tie you two together?

BUFFY

We almost, but...

WILLOW

Get with it! I need my vicarious lovin'!

BUFFY

I don't know -- I get nervous, and I start babbling, and he babbles -- it's a babble-fest. Plus every time we talk, I have to lie. The slayer thing comes up one way or another... it bothers me that I can't tell him the truth.

WILLOW

It didn't bother you with Parker.

BUFFY

I know. But with Riley... I wish I could just come clean.

FORREST

Well, you can't.

Forrest and Riley climb out of the master pit, sweaty from exercise. They are in the middle of the same conversation.

RILEY

I know I can't. But it bugs me this time.

CONTINUED

12 CONTINUED:

12

FORREST

This is the burden we bear, brother.
We have a gig that would inevitably
cause any girl living to think we are
cool upon cool, yet we must Clark
Kent our way through the dating scene
and never use this unfair advantage.
Thank God we're pretty.

RILEY

But it's just... Buffy is special.

FORREST

(surprised)

You think she's special? Wow, the
first 486 times you told me that it
didn't register, but now I see that
you think she's special.

RILEY

See, you're naturally inclined to
talk too much. I don't have that.

FORREST

Then get with the kissing!

They enter the elevator.

13 INT. ELEVATOR - CONTINUOUS - NIGHT

13

Riley speaks into the intercom:

RILEY

Riley Finn.

ELEVATOR VOICE (V.O)

Voice code accepted.

The doors shut.

14 INT. LOWELL HOUSE - MOMENTS LATER (NIGHT)

14

RILEY

I guess I just want it to mean
something. I don't wanna kiss
because we've run out of things to
say.

FORREST

That's actually kind of nice.

CONTINUED

RILEY

What can I say?

(to another guy)

-- I don't see that report on Thursday's maneuvers by tomorrow you're gonna be on latrine duty and I'm talking about the sector C latrines where we keep the big ass demons and you know I mean that literally --

(to Forrest)

I'm a romantic.

Spike is tied to the reclining chair. Xander is just getting into bed.

SPIKE

Don't see why I have to be tied up.

XANDER

It's just while I'm sleeping.

SPIKE

Like I'd bite you anyway.

XANDER

Oh, you would.

SPIKE

Not bloody likely.

XANDER

I happen to be very biteable, pal. I'm moist and delicious.

SPIKE

All right, yeah fine. You're a nummy treat.

XANDER

And don't you forget it.

He turns out the light. There is a beat.

SPIKE

(as Anya)

Xander, don't you care about me?

XANDER

Shut up.

15 CONTINUED:

15

SPIKE
(Anya)
We never talk...

XANDER
Shut up.

Beat.

SPIKE
(Anya)
Xander...

XANDER
Shut up.

16 INT. GILES' APARTMENT - NIGHT

16

Giles sits with books and notes, pondering.

GILES
"They need to take seven..." Take
seven what?

Doorbell. Giles rises, answers the door. Olivia stands
behind it.

GILES (cont'd)
Olivia.

OLIVIA
Sorry I'm so late. The flight was a
horror.

GILES
Bad weather?

OLIVIA
Baseball movie.

GILES
Oh, I am sorry.

OLIVIA
Yes. That's enough small talk, don't
you think?

She wraps him up in a great big kiss, and we PAN DOWN to see
his notes, focusing on the word "GENTLEMEN" written at the
top...

17 INT. CLOCK TOWER - NIGHT

17

We see a small box (as from the dream), boney white hands, a silent ritual. A wider view would show us we are behind an ornate, old-fashioned clock face, a second hand big as a man sweeping around behind the frosted glass of the face. But we may not see that much yet.

We do see the box opened, nothing but dark inside. We hear a whispering sound come from deep within.

18 EXT. SUNNYDALE - NIGHT

18

The whispering spreads over the whole town.

19 EXT. A HOUSE - NIGHT

19

And over this house --

20 INT. CHILD'S BEDROOM - CONTINUING

20

Where a small boy lies sleeping, suddenly opening his mouth as though to let out a huge breath with a small CGI mist that snakes out of him and up out the window, the boy never waking up.

21 EXT. GILES' APARTMENT - NIGHT

21

Here, too, the whispering.

22 INT. GILES' BEDROOM - CONTINUING

22

Giles and Olivia are asleep -- and they too emit deep, sudden, CGI breaths.

23 EXT. CAMPUS - NIGHT

23

Still with the whispering.

24 INT. TARA'S ROOM - CONTINUING

24

Her room is wicca-y and also painted black and depressed-y. She sleeps through her deep breath.

25 INT. BUFFY AND WILLOW'S DORM ROOM - NIGHT

25

Deep breaths.

26 EXT. CLOCK TOWER - NIGHT

26

From up here we can see the whole town -- or possibly much less than all of it, but I can hope -- and the collective breaths snake all across the town heading here.

27 INT. CLOCK TOWER - CONTINUING

27

And they all stream directly into the box. A hand closes the lid, and we tilt up to see one of the Gentlemen.

He's old, bone white, bald -- Nosferatu meets Hellraiser by way of the Joker. Actually, he looks kind of like Mr. Burns, except he can't stop his rictus-grin, and his teeth are gleaming metal. As he grins with satisfaction...

BLACK OUT.

END OF ACT ONE

ACT TWO

28 INT. BUFFY AND WILLOW'S DORM ROOM - MORNING 28

Buffy wakes. She's had a bit of a thrasher: The blankets are askew, her foot sticking out, head near, but mostly under, the pillow.

She yawns, pulls herself up. Grabbing a towel, she exits the room, leaving Willow still sleeping peacefully.

29 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING - MORNING 29

Buffy exits her room and crosses to the bathroom.

30 INT. BATHROOM - A MOMENT LATER - MORNING 30

Buffy finishes washing her face. Drying off, she heads back out.

31 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING - MORNING 31

As she crosses back to the room, Buffy sees a GIRL pass by. The girl's face is lined with tears, her expression wide eyed. She hurries by before Buffy can say anything. Buffy's gaze follows her all the way down the hall to see:

ANGLE: A BOY at the other end, pounding on someone's door.

After a moment, Buffy heads into her room, puzzled.

32 INT. BUFFY AND WILLOW'S DORM ROOM - CONTINUING - MORNING 32

Willow is up, sitting sleepily on the side of the bed. Buffy moves to throw her towel on the back of her chair, saying:

BUFFY
(mouths)
Good morning.

Nothing comes out. She stops -- says it again. Tries to clear her throat.

Willow's --

WILLOW
(mouths)
Hey.

*
*
*
*
*

CONTINUED

--Gets her no further. She freaks a bit, tries to talk,
looks at Buffy --

BUFFY
(mouths)
Willow?

WILLOW
(mouths)
I'm deaf! I've gone deaf!

Buffy shakes her head, points to her throat. Willow goes to
her, breathing hard, what do they do? They're both freaked.

Buffy thinks a moment, sticks her head out the door.

A33 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING (MORNING) A33

There are five students gathered out here now, all reacting
to the same malady. Buffy stares at them with growing
concern.

33 INT. XANDER'S BASEMENT - MORNING

33

Xander stands up into frame, having the exact same problem,
contorting his mouth in an effort to get sound out.

Spike is doing a much more civilized and calm version of same.

Xander stops. He points at Spike -- J'accuse! Spike looks
at him. Me?

Xander realizes that's idiotic. Thinks. Rushes to the phone.

34 INT. BUFFY AND WILLOW'S DORM ROOM - CONTINUING - MORNING 34

Buffy reenters as the phone rings, passing Willow who's
looking down her own throat in the mirror. Buffy picks up,
remember's she can't talk --

35 INT. XANDER'S BASEMENT - CONTINUING - MORNING

35

-- as does Xander, who hangs up. Spike looks at him like
he's an idiot.

36 INT. RILEY'S ROOM - MORNING

36

Riley lies in bed in the dark as Forrest throws the door open, moves to wake him. Riley comes to instantly, sits up.

RILEY
(mouths)

What's the problem --

He stops, tries to talk, clears his throat -- the by now familiar response. Forrest shakes him, points to his own throat. Points outside: the rest of the house as well.

Riley reaches for his pants.

37 INT. LOWELL HOUSE - A MOMENT LATER - MORNING

37

Riley is pulling his shirt on as he exits his bedroom, Forrest with him. Another guy is coming down the second floor stairs, looking confused.

Riley and Forrest go down the steps to the ground floor at a good clip. There are maybe five guys there, confused, awaiting orders of anything that makes sense.

Riley signals for them to wait there as he and Forrest proceed to the elevator.

They stand before the mirror, let the green light wash over them. The voice says:

ELEVATOR VOICE (V.O.)
Retinal scan accepted.

They react to the sound of a voice as the door slides open. they step in.

38 INT. ELEVATOR - CONTINUING

38

The door shuts behind them and they go down, Forrest scribbling something on a notepad.

39 INT. ELEVATOR SHAFT - CONTINUING

39

As the elevator plummets.

40 INT. ELEVATOR - CONTINUING

40

Forrest holds the pad out to Riley. He has written: "IT'S ALL OVER TOWN."

CONTINUED

The two look plenty concerned. Then the elevator stops.

ELEVATOR VOICE (V.O)
Vocal code not accepted. Please
state your name for vocal
identification.

The two share a much more concerned look. Riley tries breathing on the intercom. Forrest rolls his eyes.

ELEVATOR VOICE (V.O) (cont'd)
Vocal code not accepted.
Unauthorized beings will be
considered hostile. Please commence
vocal identification in the next
twenty seconds to avoid
countermeasures.

As the voice is speaking, Riley bangs on a panel, pops it open. There is a keypad and wires there. Riley pulls a card from his back pocket, inserts it in a slot. The digital readout above the keypad reads: OVERRIDE CODE?

Riley tries to remember. Forrest is too busy repeating:

FORREST
(mouths)
Countermeasures?

Hesitantly, Riley begins punching in a sequence of numbers. Forrest frantically scribbles --

ELEVATOR VOICE (V.O)
Override code incorrect. Ten seconds
to lethal countermeasures.

Riley is trying again -- Forrest holds his pad behind Riley with emphasis, though Riley doesn't turn to read it.

It reads: COME ON, COME ON...

Riley keeps punching code. He cracks a smile of "I'm totally fucked."

ELEVATOR VOICE (V.O) (cont'd)
Lethal countermeasures engaged.

ANGLE: THEIR FEET

As gas begins curling in from the corner of the elevator.

As a last resort, Riley tries to pull the wires out of the goddamn box -- and the lights go off.

CONTINUED

40 CONTINUED: (2)

40

The door slides open. Behind it stands a none too pleased Maggie, two other scientists behind her.

Riley and Forrest step out of the elevator -- Forrest with serious alacrity -- and stand before her. She points at a sign on the wall, then turns and walks away, the others in tow.

Riley and Forrest look at the sign before they follow.

It reads: IN CASE OF EMERGENCY, USE STAIRS.

41 INT. COMMONS - MORNING

41

There are a lot of people here, but it's totally different. Quiet, for one thing. People stand in groups, touching, writing things on notepads, all with questioning looks. The occasional person runs through the room in a panic. One girl is crying in her boyfriend's arms.

Tara makes her way into the room, looking about her shyly.

Someone drops a bottle of Snapple or some such. It smashes on the floor, startling everyone a bit. Sheepishly, the person moves to clean it.

Tara looks about for someone. Not seeing them, she exits.

42 EXT. SUNNYDALE STREET - DAY

42

Buffy and Willow make their way through the street. Needless to say, it's quiet, but nevertheless there is a great deal of activity going on there. The girls walk hand in hand, needing the feel of each other's presence as they take in the following tableaux:

THE BANK, which has a sign saying "Sorry, we're CLOSED".

THE LIQUOR STORE, which has a sign saying "Yes, we're OPEN!", and a line that reaches well out the door.

A MAN, in a business suit, sitting in the middle of the road crying.

A CAR that is up on the sidewalk after crashing into the fire hydrant. A fountain of water shoots up next to it.

A PRAYER MEETING is being held in the nook by the magic shop. A preacher stands before a congregation reading silently from a bible. Next to him, an old woman holds a small chalkboard with the chapter and verse written on it.

CONTINUED

42 CONTINUED:

42

Some ten people kneel before him, also reading silently. As they pray, a young college student joins them, kneels.

A MAN SELLING DRY ERASE BOARDS on the sidewalk. \$10 apiece. They come with the velcroed on marker and a string to keep them around your neck (he wears one as demonstration). He's doing some business.

The girls pass by it all, wary and watching. See dry erase guy and give each other a look: what a sleaze.

43 OMITTED

43

*

44 INT. GILES' APARTMENT - CONTINUING (DAY)

44

The gang's almost all here. Giles is at the table, researching. Xander and Anya watch the TV with the sound off, waiting for some kind of bulletin. Olivia sits with a good strong drink in her hands. She clearly is the least prepared for this. She smiles politely at the girls as they enter, then takes a prodigious swig.

Xander and Anya look back at the girls, she nods in greeting. He stands, starts toward them -- a fact registered by Anya, who still questions his affections. But he stops, waves lamely -- he has nothing to say -- and turns back to the TV, perching on the arm of the sofa.

Giles rises, puts his hand on Buffy's arm.

Buffy returns the grip briefly, then looks at Giles, at the books. Anything?

As she does, Willow determinedly scribbles on her board -- she has something to say.

Giles shrugs at Buffy -- no leads so far.

Willow holds her board out for him to read.

It says, "Hi Giles."

He smiles and gives her a paternal one armed hug in response.

Buffy absently removes her board as she looks at Giles' notes -- and sees the ones from last night.

CLOSE ON: GILES' NOTES. We see the two lines "Can't even shout, Can't even cry". It clicks, Buffy silently groaning that she didn't remember it before.

CONTINUED

44 CONTINUED:

44

She picks Giles' notepad from the pile of books, holds it up, pointing to the top where he has written "THE GENTLEMEN". Gives him a questioning look. Again he shrugs, indicating there is nothing in the books.

Xander snaps, trying to get their attention as Anya turns the TV up. Something has come on: The local newscaster, with a special report.

Everyone gathers round to listen.

NEWSCASTER

We have this breaking news item from Sunnydale California: Apparently the entire town has been quarantined due to an epidemic of -- as strange as this may sound -- laryngitis. It seems the entire town has been rendered unable to speak. There is no word yet what might have caused this or what other effects might be seen from this epidemic. Local authorities have issued a statement -- a written statement, I should say -- blaming recent flu vaccinations. A few skeptics call it a city-wide hoax. In the meanwhile, Sunnydale has effectively shut down; all schools and businesses will be closed for the time being, and residents are advised to stay home and rest up. The Center for Disease Control has ordered the entire town quarantined -- no one can go in or out -- until the syndrome is identified or the symptoms disappear. We'll bring you more on that as it develops.

Xander mouths, "That's it?", clearly frustrated. He turns the sound off again.

Buffy takes her board from the table, writes on it, holds it up to the others: "Keep researching. I should be in town tonight."

Giles mouths: "Why?"

45 INT. THE INITIATIVE - DAY

45

COMPUTER VOICE (V.O.)
Because there will be chaos.

*
*

CONTINUED

45 CONTINUED:

45

Maggie has a computer set up with voice function. She types and it speaks. She sits in an impromptu command center in the middle of the room. A clear map of the town, computers, a table and chairs. Riley and Forrest, along with three others, sit listening. They have legal pads and sharpies.

COMPUTER VOICE (cont'd; V.O.)

You will help keep order. Dress as civilians. A military presence would only increase panic.

Riley holds up his pad, with the inevitable question: "WHAT IS HAPPENING?"

Maggie types.

COMPUTER VOICE (cont'd; V.O.)

We are looking into it. Go. Help maintain order. We will find an answer.

Off the boys, doubting it...

46 EXT. SUNNYDALE - NIGHT

46

Buffy walks down the street, past a car that has hit a hydrant. Water gushes up above the car. In the background, kids are hanging out on a bench, blasting a boombox and partying a little too hard.

Buffy sees something ahead, stops.

REVERSE ANGLE: RILEY is by the bookstore. On the sidewalk, someone has started a trash can fire, and Riley is framed in front of it. He is getting between two businessmen who are in a fistfight. Riley tries to be nice, then pushes one away sternly and effectively when he gets in his face.

Buffy comes up quickly. Riley has turned to talk to the other guy. As his back is turned the first guy picks up a pipe -- but Buffy comes up and grabs his wrist, twisting it quickly and efficiently till we hear something snap. The guy screams and drops to his knees, Buffy never even stopping or looking at the guy.

Riley has defused the second guy, turns to see Buffy. They fall into a strong embrace. Look at each other.

RILEY

(mouths)

Are you okay?

CONTINUED

46 CONTINUED:

46

BUFFY
(nods, mouths)

You?

She touches his face. They hear glass breaking down the street and he indicates he should go. She nods, indicating she is heading the other way.

They part as far as holding hands, then pull each other back into a kiss.

He goes. Buffy watches a moment, then takes off the other direction.

47 INT. BUFFY AND WILLOW'S DORM ROOM - NIGHT

47

Willow has her laptop on her bed, is researching, coming up zeros. A few open books are laid out on the bed as well.

Buffy enters, clearly beat. Willow looks up at her: anything?

By way of answer, Buffy just keeps moving to the bed and collapses face down onto it.

Willow sighs, goes back to her work -- producing a silent but formidable yawn.

48 EXT. CLOCK TOWER - NIGHT

48

As 2:00 approaches.

49 EXT. FRONT DOOR OF THE CLOCK TOWER - NIGHT

49

We see only the bottom of the door as it opens, and a pair of feet float outside, just inches from the floor, shoes flat and together, very prim. A moment, and another pair floats by.

50 EXT. STREET BY CLOCK TOWER - CONTINUING (NIGHT)

50

They approach from the clock tower, heading into town. Three pairs of Gentlemen, each pair with two Footmen flanking them.

The Gentlemen float just above ground, grins fixed. Two of them have spectacles, and they are various heights, but besides that, they are most similar. They split up, heading into different areas of town.

CONTINUED

50 CONTINUED:

50

ANGLE: SUBURBAN STREET

As one pair floats down it, between the rows of silent houses.

51 EXT. HOUSE - NIGHT

51

A typical suburban nest. Two Gentlemen float into frame from behind camera. They look at each other -- then head for the front door.

52 INT. GILES' APARTMENT - NIGHT

52

Giles lies sleeping, Olivia with her head on his chest. She sleeps less successfully.

After a bit she rises, pulls on his robe and pads downstairs toward the kitchen.

She stops, hearing something outside. Moves slowly toward the window. A glance to the sleeping Giles, then at the window, pulling the gauze curtain aside, peering out into the night.

ANGLE: OLIVIA'S POV

Through the window we see the dark street. It seems as though something is floating toward us from off in the shadows. We hold on it... and ANOTHER ONE floats into frame not two feet from us, grinning right at us.

Olivia starts back, terrified. For a long moment, she cannot move.

53 OMITTED

53

*

54 EXT. CAMPUS - NIGHT

54

Another pair of Gentlemen float by, footmen running behind.

55 INT. BUFFY AND WILLOW'S DORM HALL - NIGHT

55

The lights are off in the halls here. All is silent -- and remains so as the grinning spectres float into the hall, moving down slowly, craning their heads at every room.

56 INT. BUFFY AND WILLOW'S DORM ROOM - CONTINUING (NIGHT) 56

The girls sleep, unaware.

A shadow moves under the door.

57 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING (NIGHT) 57

But the Gentlemen do not stop. The one they want is not here. They turn the corner into:

58 INT. OTHER DORM HALL - CONTINUING (NIGHT) 58

And float down here, finally stopping outside a particular room.

The taller of the two raises his hand and knocks.

59 INT. BOY'S DORM ROOM - CONTINUING (NIGHT) 59

Three distinct knocks on the door wake the boy. A little confused, he climbs out of bed and pads across the room.

He opens the door.

They stand politely before him, horrors beyond speaking of.

He cannot move, terror stretching his face -- and the Footmen grab him, drag him back toward the bed. Hold him down.

Now he struggles, trying to shout for help, the effort soundless, useless.

The Gentlemen float in, the door closing behind them, and float to the bed. One on each side.

The smaller of the two opens his doctors bag and withdraws a scalpel. He hands it to the taller.

They smile at each other, at the prospect of this fine harvest.

The boy's mouth screams as they cut into his chest.

BLACK OUT.

END OF ACT TWO

ACT THREE

60 INT. CLOCK TOWER - NIGHT

60

Five Gentlemen hover together, rustling like tall grass, as the sixth, our tall one, places his booty on the shrine.

It is the boy's heart, still fresh and sticky. He puts it in a chalice, and we widen to see there are seven chalices total, three of them containing hearts.

He turns to his companions. Golf claps.

61 INT. BUFFY AND WILLOW'S DORM HALL - MORNING

61

Buffy comes out of her room and instantly senses something is wrong. At the junction to the next hall, a pair of girls comforting each other. Buffy heads that way.

62 INT. OTHER DORM HALL - CONTINUING - MORNING

62

Buffy enters to find more people, six or seven, most of them clustered around the boy's room. Buffy moves toward them, passes through.

63 INT. BOY'S DORM ROOM - CONTINUING - MORNING

63

The lights are still off in here, and the shades drawn. Buffy enters, moves slowly to the body. Looks down at it.

64 INT. GILES' APARTMENT - MORNING

64

Olivia sits on the stairs, drawing. She's clearly still shaken. Giles puts a mug of coffee beside her, crosses to the door.

He opens it, grabbing the morning paper from his doorstep.

The headline reads: "BRUTAL SLAYING SHOCKS SILENT COMMUNITY"

And the sub-heading: "15 Year Old Girl Found Stabbed, Heart Was Missing."

Focus on the words "Heart Was Missing."

Something starts to click in Giles' mind. He looks at Olivia, who holds up her sketch: what she saw last night.

CONTINUED

64 CONTINUED:

64

Giles sees the picture, throws down his paper and crosses to his bookshelf. Scans the demon books until he finds a particular volume and pulls it out.

The title reads: "FAIRY TALES."

65 OMITTED

65

*

66 INT. LECTURE HALL - CONTINUING (DAY)

66

The lights are low -- it's dim but not dark. Xander is closing the last of the blinds. He heads down from the back to the front where the others are gathered. Buffy, Willow and Anya are in front row seats, Willow all ready to take notes. Giles is pulling the screen down. He has an overhead projector and a series of transparencies set up on the desk. Xander stands to one side, waits with the rest.

*
*
*
*
*
*
*

Giles slides a transparency on the projector, we see it on the screen.

*
*

ON THE SCREEN: "WHO ARE THE GENTLEMEN?"

*

Giles puts the next sheet on the projector.

*

ON THE SCREEN: A picture, in Giles' borderline child drawing, of a Gentleman, with the heading "THEY ARE FAIRY TALE MONSTERS."

*
*
*

Next sheet:

*

ON THE SCREEN: "WHAT DO THEY WANT?"

*

Willow's hand shoots up. Before Giles can put his transparency up, Willow points meaningfully at her heart.

*
*

XANDER

(mouths)

Boobies?

*
*
*

ON THE SCREEN: "HEARTS." Incongruously sweet cartoon hearts.

*

Giles places one on after another, tells a story thus:

*

ON THE SCREEN: "THEY COME TO A TOWN..." Two Gentlemen on a hill overlooking a small town.

*
*

ON THE SCREEN: "THEY STEAL ALL THE VOICES, SO NO ONE CAN SCREAM." A gentleman with his hand out, pulling some smoke-like mist out of the mouths of a group of people.

*
*
*

CONTINUED

66 CONTINUED:

66

ON THE SCREEN: "THEN:" A Gentleman entering a bedroom. *

ON THE SCREEN: A Gentleman cutting into a sleeping man. Kind of bloody. *

ON THE SCREEN: The Gentleman holding his heart up. There is blood everywhere. *

The kids exchange looks: Giles getting a little carried away with the blood there, gives them pause. All except Anya, who finds the picture show kind of neat. She even munches from a bag of popcorn. *

ON THE SCREEN: "THEY NEED SEVEN." Picture of seven hearts. "THEY HAVE AT LEAST TWO." *

Xander has scribbled on a pad, holds up for all to see: HOW DO YOU KILL THEM? *

Buffy snorts contemptuously, then circles her fist around an imaginary stake, plunges it down repeatedly. *

Everybody looks at her, a little thrown: the gesture doesn't read the way she intended. *

Realizing it, Buffy hurriedly and sheepishly grabs a stake from her purse, repeats the gesture. *

Everyone makes "Oh, I get it" faces. *

But Giles shakes his head, puts up: *

ON THE SCREEN: "IN THE TALES, NO SWORD CAN KILL THEM." A Gentleman with several swords in him, still grinnin'. *

ON THE SCREEN: "BUT THE PRINCESS SCREAMED ONCE AND THEY ALL DIED." A princess yelling her head off, Gentlemen falling over dead. "THEY CANNOT STAND THE HUMAN VOICE." *

Taking a deep breath, Buffy lets out her best yell. Not a peep. Makes a "that's not gonna work" face. *

Willow goes frantic with an idea, reaches into her bag and pulls out a CD. Mimes a person singing, then a Gentleman covering his ears in pain and then flopping over dead with his tongue hanging out. *

Giles is ready for that one: *

ON THE SCREEN: "ONLY A REAL HUMAN VOICE." Picture of a Gentleman perfectly happy with a gramophone playing nearby. *

Willow makes a "Fine, whatever" gesture. *

CONTINUED

66 CONTINUED: (2)

66

Buffy has written, holds up: "How do I get my voice back?" *

Giles shrugs, points to books. Still looking. *

He places another sheet on: *

ON THE SCREEN: "BUFFY WILL PATROL TONIGHT." Picture of Buffy (that Buffy finds less than flattering) with a crossbow. *

Buffy nods. Giles then points to himself and the others, then picks up a research book. *

Xander objects. Points to himself, then mimes himself hunting with a rifle. Giles acquiesces, and Xander smiles happily. *

Everyone stands, the show and tell concluded. Buffy crosses to the desk, picks up the picture of the Gentleman, the first one. Studies it. *

67 INT. THE INITIATIVE - DAY

67

Riley and the boys are suiting up. We see the papers with the headlines, but no other info like Giles has.

68 EXT. SUNNYDALE - NIGHT

68

Buffy patrols. Unlike last night, the streets are empty. No one wants to be out on such a night. *

69 EXT. STREET BY THE CLOCK TOWER - NIGHT

69

Riley does as well. Sees the clock tower -- the bottom is boarded up and there is suspicious movement either downstairs or behind the clock face, depending on what we can manage. He starts toward it. *

70 INT. TARA'S ROOM - NIGHT

70

Next to the book, we see a bunch of notes made out about spells -- another book lies open to the section: Spells of Speech and Silence. Next to that is the school directory, with the underlined entry: WILLOW ROSENBERG.....STEVENSON, RM 214 and her phone number. *

Tara gathers up her books, heads for the door. Hand on the knob, she takes a moment to compose herself. Exits.

71 EXT. CAMPUS - NIGHT

71

She walks quickly through the empty campus, throwing glances about her.

Naturally, she drops her books.

We see her from behind, at a distance, stooping to pick them up.

Two Gentlemen float into frame from behind camera.

REVERSE ANGLE: Tara is in foreground, oblivious, as the two leering spectres approach, some thirty feet behind.

Finally she senses something, turns around.

ANGLE: TARA'S POV

They smile right at us. Their Footmen coming out from behind them, loping our way.

Soundlessly, she screams, abandoning her books and scrambling away. She heads for the dorms, turning a corner just ahead of the Footmen, the Gentlemen bringing up the rear.

72 EXT. SUNNYDALE - NIGHT

72

Buffy stops, sees something. She spots a Gentleman far away -- and is suddenly jumped by two Footmen. *

73 INT. THIRD DORM HALL - NIGHT

73

Tara bursts in, running in a dead panic. She stops at a door in the middle of the hall, pounds on it, mouthing "HELP!" *

74 INT. GIRL'S DORM ROOM - CONTINUING - NIGHT

74

The girl whose door it is sits terrified in bed, not knowing what is out there.

75 INT. THIRD DORM HALL - CONTINUING (NIGHT)

75

Tara pounds -- and the Gentlemen enter the hall, heading effortlessly toward her. She flees. *

76 EXT. SUNNYDALE - NIGHT

76

Buffy throws one Footman to the ground, She grabs the other by the head and twists its neck 180 degrees. It falls dead, and the other takes off, loping for home.

Buffy gives chase.

77 INT. GROUND FLOOR OF CLOCK TOWER - NIGHT

77

Riley enters the dark space by the front door. He makes his way cautiously, heads for the stairs -- and is jumped by a Footman. He loses his rifle, which skitters across the floor. *

He pulls his telescoping baton from his boot and snaps it out to full length. Slams it under the back of the Footman's legs, sends him sprawling. *

A second one leaps on him. *

78 INT. STAIRWELL - CONTINUING - NIGHT

78

Tara runs up the stairs.

79 INT. BUFFY AND WILLOW'S DORM HALL - A MOMENT LATER

79

Tara turns the corner here and starts banging on doors.

80 INT. BUFFY AND WILLOW'S DORM ROOM - CONTINUING - NIGHT

80

Willow is awake -- she hears the running and the pounding. Hesitantly, she approaches her door.

81 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING (NIGHT)

81

Tara is pounding on the door.

82 INT. BUFFY AND WILLOW'S DORM ROOM - CONTINUING (NIGHT)

82

Summoning her courage, Willow reaches for the door --

83 INT. BUFFY AND WILLOW'S DORM HALL - CONTINUING

83

The door swings open in front of Tara.

A Gentleman stands behind it. Grinning right at her, the heart of a student held in his bony hand.

CONTINUED

83 CONTINUED:

83

Tara starts back -- just as the first team of Gentlemen reach the hall. Their Footmen come charging around them and head for the girl.

Tara barrels down the hall. She looks back at her pursuers -- just as Willow comes out of HER room -- Tara slams into her and they both tumble, the door slamming shut.

CONTINUED

83 CONTINUED: (2)

83

Quickly, they scramble up, head out of the hall together. Willow is limping from the crash.

84 INT. STAIRWELL - CONTINUING - NIGHT

84

Incredibly similar to the one Tara went up. They start down the stairs, moving as fast as they can, the Footmen hard behind.

85 INT. GROUND FLOOR OF CLOCK TOWER - NIGHT

85

Riley elbows one Footman off him as the other scrambles back, jumps on him. Riley hits the ground, reaches for his gun. *

ANGLE: BY THE DOOR *

The Footman that Buffy was chasing comes in the door, scared. He passes the boarded-up window, and Buffy comes crashing through, crossbow slung over her back like a rifle, tackling him -- *

-- Riley reaches his gun, slams the butt into the face of the Footman -- *

-- Buffy kicks her Footman, throws another, reaches back for her crossbow spinning -- *

Riley comes up with the rifle: *

They are facing each other, her with crossbow, him with stun gun. *

They stare at each other.

BLACK OUT.

END OF ACT THREE

ACT FOUR

86 INT. GROUND FLOOR OF CLOCK TOWER - NIGHT

86

Staring. *

There are three Footmen here, and now they attack en masse -- too close for weapons. Riley throws one while Buffy kicks hers. Riley gets his far enough away to blast it with an electrical charge. It keels over, spazzing out. *

Buffy fires wide as the third is on her, knocking the crossbow down. *

Riley turns and sees: *

Buffy spinning, kicking to the head, then planting and driving the heel of her hand to the Footman's chest, sending him flying back into a beam and snapping it (someone told me we had a snapping beam). *

Riley is even more stunned. This girl is superhuman. *

He's grabbed from behind. Buffy sees one going upstairs, starts to take off after it, then looks to Riley. He seems to be in control of his fight, so she decides to follow. *

87 INT. GILES' APARTMENT - NIGHT

87

Giles crosses out of the kitchen and into the back room with two steaming mugs of coffee, passing Spike who opens the fridge. Spike pulls out a cup of blood, drinks deep.

When he lowers the mug he is in Vampface -- good blood!

He crosses to the living room where Anya has fallen asleep on the couch researching. He puts his mug on the coffee table, knocking over some books. Peeved, he kneels to retrieve them.

Xander enters, tired. From his POV it looks like Spike is bending over Anya's neck. Spike sits up -- he's in vampface and has blood on his mouth.

Xander launches himself over the couch, taking Spike to the ground and beating on him. Anya sits up -- what's going on? Spike tries to point Anya out but can't make a sound.

Giles and Olivia rush out from the back room., see what's up. Xander sees them, stops, looks over at Anya.

When he finally realizes Anya is okay, he rushes to her, kisses her. Spike sits up, dully furious.

CONTINUED

87 CONTINUED:

87

Anya smiles, pleased by his display of true caring. Coquettishly, she makes a circle with her thumb and forefinger and sticks her other finger in it repeatedly. Xander smiles and they take off together, leaving Spike, Giles and Olivia a little grossed out.

88 INT. LAUNDRY ROOM - A MOMENT LATER

88

The girls enter and slam the door behind them, lock it. A Footman slams into it from the other side. Again -- it's clearly going to give.

In the middle of the room by a pillar, several feet in front of the door, is a coke machine. Willow moves toward it, tries pushing it, Tara falling in to help. No go. She takes a step back and stumbles on her bad leg, going clumsily to the ground.

CONTINUED

88 CONTINUED:

88

She thinks a moment. Then, sitting up, she concentrates on the soda machine. Stares at it, brow furrowed. Tara watches her.

It shakes. It moves -- all of an inch.

Exhausted, Willow stops. It's too big.

The door nearly slams off its hinges.

Tara sits by Willow and slips her hand into Willow's. Fingers intertwining. Willow looks up at Tara. A beat.

As one, they turn to the soda machine.

It flies back into the door like a cannonball.

Willow looks at it, at Tara. She doesn't let go her hand.

89 INT. CLOCK TOWER - NIGHT

89

Buffy climbs up past a pendulum and into the clock tower. She looks to her right -- there is the shrine of jars, five of them full. No sooner does she see it than she is jumped by four Footmen. They wrestle her to the ground -- and here come the Gentlemen, the tall guy leading, scalpel in hand.

Buffy struggles but he is about to cut --

His partner looks on with glee, the others behind. Then his partner is blown out of frame by an electrical blast.

ANGLE: RILEY is still behind the pendulum. He fires again, hits a Footman.

That's all Buffy needs. She wrestles free, kicking the Footmen away, and starts fighting. The fight takes her over to the other side of the clock tower.

Riley fires his weapon -- out of juice. He throws it down and takes on a couple hand to hand.

The Gentlemen stand off to one side, grinning but worried.

Buffy is doing her best, but it's hard -- then she sees:

ANGLE: THE BOX

In the middle of the shrine, behind Riley.

FLASH: BUFFY'S DREAM -- we see the box in the girl's hands.

CONTINUED

89 CONTINUED:

89

Buffy signals to Riley, who is blocked from her by Footmen, to smash the box. He gets the message, grabs his rifle and swings the butt down on a harmless incense bowl. *

Keeping Footmen at bay, Buffy points to the box impatiently, mimes opening a box. Riley turns -- *

-- Buffy is suddenly stabbed by a Gentleman, right in the arm. It throws her off and she is knocked to the ground face first by a Footman. *

Riley smashes the box, starts back as something -- his voice -- comes back to him -- *

-- Buffy rears back as well, on her knees, very pissed, taking in a huge breath -- *

-- the Gentlemen look terrified. *

She screams. Long, hard, top of her lungs. *

The Footmen fall to the ground in writhing agony. *

The Gentlemen put their hands to their ears, in as much agony, then go stiff, arms at their sides. *

Then their heads explode. *

Buffy and Riley look around them, exhausted, as the monsters all lie dead at their feet. *

DISSOLVE TO: *

90 INT. COMMONS - DAY

90

There is a great deal of commotion, kids playing, chatting -- happy to be able to talk again. Willow and Tara find a relatively quiet corner together.

WILLOW

You were there looking for me?

TARA

(nods)

I thought m-m-maybe we could do a spell... make people talk again. I'd seen you... in the group, the w-w-wicca group. You were... different than them. They didn't seem to know...

CONTINUED

90 CONTINUED:

90

WILLOW

What they were talking about?

Tara smiles shyly: exactly.

CONTINUED

90 CONTINUED:

90

TARA

I think if they saw a w-w-witch they would... run away.

WILLOW

Yeah. So how long have you been practicing?

TARA

Always. I mean, since I was little... My mom used to... she had a lot of power. Like you.

WILLOW

Oh, I'm not -- I don't have much in the way of power, really, I mean most of my potions come out... soup. Also spells going awry, friends in danger -- I'm definitely nothing special.

TARA

No, you are.

She looks Willow in the eye as she says it. She means it. A moment, and she looks away again, embarrassed by her forwardness.

WILLOW

Well, I thought we made a pretty good team -- not getting killed and all... with the soda machine, boom! Pretty cool. Seems like you're kinda powerful.

TARA

I'd like to be. I feel like I'm stuck. Like I'm at the door and it won't open.

WILLOW

I know exactly what you mean.

The two share a sweet look -- the beginning of a real connection.

91 INT. GILES' APARTMENT - DAY

91

Giles and Olivia sit together.

GILES

So would you say this was your best visit ever?

CONTINUED

91 CONTINUED:

91

OLIVIA

All that time you used to talk about witchcraft and darkness and the like... I just thought you were pretentious.

GILES

Oh, I was. But I was also right.

OLIVIA

So everything you told me was true.

GILES

Well, no, I wasn't actually one of the original members of Pink Floyd. But the monster stuff, yes.

OLIVIA

Scary.

GILES

Too scary?

OLIVIA

I don't know.

92 INT. BUFFY AND WILLOW'S DORM ROOM - DAY

92

The door is ajar as Buffy folds her laundry. Riley does a knock and enters. Buffy turns, stops.

RILEY

Hi.

BUFFY

Hi.

He shuts the door. Crosses to Willow's bed and sits. Buffy sits on her own bed. After a beat...

RILEY

Well. I guess we have to talk.

BUFFY

I guess we do.

They sit. Wait.

BLACK OUT.

END OF SHOW