

FADE IN

EXT. STREET - NIGHT

Eerily deserted and silent except for the faint sound of MUSIC in the distance. Suddenly:

FEMALE
(screaming)
OH MY GOD!

CUT TO:

EXT. DARK ALLEY - CONTINUOUS

Close on a PUNK CHICK pressed against the wall as she PANTS and MOANS loudly.

PUNK CHICK
(breathlessly)
Oh God yes...yes...don't stop baby,
don't stop.

She MOANS even more until letting out a HORRIFYING SCREAM. Popping up into the frame is FAITH, who clamps her hand over Punk Chick's mouth to shut her up. Smoke arises from beneath.

FAITH
Aw, sweetness, am I hurtin' ya? Is
it an agonizing pain that you wish
would just go away to be replaced
by pleasure? Yeah you do. You
wish it was my tongue inside you
right now...

Faith looks downward and then back up.

FAITH
Instead of a cross. Never expected
to get one down there did ya? Next
time, just do your job and eat
instead of gettin' some. And I
thought I was a slut!

In a flash, Faith pulls out a stake and turns Punk Chick to dust. Faith wipes her hands and absentmindedly picks up the cross from the ground. She takes a few steps before looking at the cross and dropping it, disgusted.

FAITH
I'm not THAT kinky. All right, I
am...but that's just sick.

Faith heads out of the alley. As she walks:

FAITH
Let's see what else is goin' on.

CUT TO:

EXT. RESTFIELD CEMETERY - NIGHT

BUFFY has her hands full with an UGLY RED DEMON. WILLOW nervously keeps a safe distance and watches the fight.

WILLOW
(to Buffy)
So do you need any help?

Buffy lands a vicious right cross followed by a kick to the midsection and an uppercut.

BUFFY
I'm fine.

The Ugly Red Demon recovers and floors Buffy with some powerful blows. Buffy gets back up.

BUFFY
Okay, maybe just a little help.

WILLOW
How about the ax?

Buffy throws herself back at the demon as Willow retrieves the ax. She searches for a good moment to get it to Buffy but the Ugly Red Demon clobbers Buffy with a series of punches and backhands. The Ugly Red Demon then holds up its right hand, ROARS, and fires 5 mega-claws out of his fingers. He catches Buffy off-guard and swipes at her, catching her in the back causing Buffy to HOWL in agony. Willow's eyes widen in horror and then anger as she approaches the Ugly Red Demon. She leaps up into the air and slices off its head, the lifeless body falling to the ground.

Buffy falls to her knees clutching her back. Her breathing becomes ragged as blood seeps from the wounds. The blood glows green for a moment. Willow doesn't notice, staring in awe at the demon's dead body.

WILLOW
(shouting; to the body)
Yeah, that's right! How does that
feel you rotten, ugly piece of red
oozy--

Willow stops herself and softens up.

WILLOW
(meekly)
I mean, take that you bad bad evil-
doer. Don't mess with my best
friend. Right Buffy? Nobody
messes with my Buffy-shaped best
friend. Right? Buffy-shaped person?

Willow looks over at an awful-looking Buffy getting up.

BUFFY
(weakly)
Right.

WILLOW
Oh my God...are you all right?

BUFFY
Your Buffy-shaped best friend is
in...uh, good shape, I guess. I
just need to relax.

Buffy smiles sickly before collapsing to the ground
unconscious.

END TEASE

ACT ONE

FADE IN

INT. SUMMERS HOUSE - NIGHT

The door busts open and SPIKE walks in with an unconscious
Buffy in his arms. Willow rushes in behind him jangling
some keys.

WILLOW
Did you have to kick the door in?
I have keys. See?

Willow displays the keys to Spike as DAWN and GILES rush
down the stairs.

SPIKE
Buffy's hurt beyond comprehension
and you're worried about the bloody
door?

WILLOW
It's Buffy's door! She's not going
to be happy to see this!

SPIKE
She could very well be dying in my
arms as we speak--

Dawn and Giles share a concerned look.

SPIKE
--And you're ranting and raving
about a stupid piece of wood. That
is unbelievable. Dying is what she
is right now.

DAWN
So maybe we should help her.

Willow and Spike turn to Dawn. They look at Buffy, then
each other, then back to Dawn.

SPIKE
Good idea.

WILLOW
Absolutely. You see Dawny, you're
not useless.

Dawn scowls as Spike carries Buffy into the living room and
Willow follows. Giles removes his glasses and rubs his eyes.

CUT TO:

INT. THE BRONZE - NIGHT

Teenagers dance to the blasting music. XANDER and ANYA stand
at the bar.

ANYA
Xander, I want to dance.

XANDER
We will sweetheart--just let me get
a drink first.

ANYA
Oh for the sake of all that is
logical and horny, if you dance
with me, you'll work up a sweat and
get tired and thirsty and then have
a GOOD reason to drink. You know
I'm right.

XANDER
Of course you are.

Anya smiles triumphantly.

XANDER
But I'm still getting the drink.
Face it An, you can't push me
around anymore. I'm a manly man.
In fact, I'm the manliest of manly
men. Deal with it.

ANYA
Fine! I'll dance with someone
else...a girl.

Anya scans the dancefloor and spots someone.

ANYA
(pointing)
Her.

Xander turns to look and his eyes bug out. We see Faith
tearing up the place. Xander's afraid.

XANDER
Oh dear lord...um...um...uh...we
have to call Buffy!

ANYA
Oh, let her have her own fun.

CUT TO:

INT. SUMMERS HOUSE, LIVING ROOM - NIGHT

Buffy whimpers laid out on the couch, but remains
unconscious. Dawn strokes her hair compassionately. Giles
stands off to the side rubbing his eyes.

DAWN
We have to do something.

GILES
And we will once I get Willow's
full cooperation.

DAWN
Where is she?

GILES
On the phone upstairs. Would you
like me to go to her?

DAWN
No that's all right.
(screaming)
WILLOW!

Willow almost trips down the stairs. She enters the room.

DAWN
There's Willow.
(shouting)
Now do something!

GILES
Right.
(to Willow)
What have you got?

WILLOW
I called Kennedy.

Spike walks in.

SPIKE
(sarcastically)
Well that should make everything
better.

WILLOW
Are you implying something?

DAWN
(unconvincingly)
No he's not Willow. We all love
Kennedy. She's wonderfulness
personified.

WILLOW
Why do you not like her?

SPIKE
Word is the humans made a list.

WILLOW
She's nice to me.

SPIKE
Naturally. You're probably the
only lass that's put out for the bint.

WILLOW
God I want you to die so much.

SPIKE
You're not alone.

WILLOW SPIKE
You know, you're going to be You're too braindead,
blowin' in the wind one of blinded by lust, to realize
these days you bleached, how much of an unlikable
anorexic, freaky, twit she is and it just
immasculated Angel rip-off. makes you look like a
redheaded moron.

GILES
(booming)
SHUT UP! Both of you just settle
down so we can get to the bottom of
this...by working together. The
way it is supposed to be done--and
with Buffy as the victim...

Willow and Spike look properly chastised. Dawn YELPS as
Buffy goes into a seizure on the couch. Everyone runs over
to restrain and settle her down. The seizure finally stops.

GILES
Willow, can you describe the demon?

WILLOW
Um, it was big and blood red
and...ugly...and--
(thinking)
--Oh, it had these gigantic claws
shoot from its hand and that's what
he used to get her.

GILES
All right. You and I will research.
Spike, you go out and see if you
can find anything. We'll take
Buffy up to her room to make her
more comfortable. And all this
will be executed with expediency.

Everyone nods in agreement. Spike heads for the door, but
Willow's voice stops him.

WILLOW
Oh, Spike, if you run into Kennedy,
tell her "Hi" from me and feel free
to impale your chest on her stake.
That's all.

Spike glares for a moment before leaving. Willow turns to
find two pairs of eyes disapproving of her. Willow
regretfully hides her face.

CUT TO:

EXT. THE BRONZE - NIGHT

Xander and Anya argue outside. A street light illuminates the area.

XANDER
What are we gonna do?

ANYA
You could confront her and get it over with. Take care of business.

XANDER
Anya! She's a slayer and she's dangerous. She probably followed us here so she could kill me and make you her slave.

ANYA
(enthralled)
Sex slave?

XANDER
NO! And don't sound so thrilled by the idea! This is serious.

ANYA
I thought you were--
(imitating Xander)
--A manly man who's manliest of all.

XANDER
I am. But in the face of brutal death, I cower in fear and throw spiritual moral support to the superpeople from my hiding place.

ANYA
Tell me again why I sleep with you.

FAITH (OS)
That's a good question.

Xander and Anya jump as Faith walks out of the shadows.

FAITH
Not that you were bad or anything, just virginal.

XANDER
That's right...strip me of my pride before killing me. Do you have no honor?

FAITH

I think it says a lot that I didn't
get you with your back turned.

ANYA

So does that mean if we keep our
backs to you, you won't kill us?

(to Xander)

This is so much easier than you
make it out to be.

FAITH

I'm not gonna kill ya. I coulda
gotten both of you without you even
knowin' it, but here you are--
puttin' on one helluva wussy show.

XANDER

Hey! There's only one wuss here--
no, wait, there's no wusses. I'm
not a wuss.

FAITH

You just act like one occasionally.

XANDER

That's right. No--that's wrong.

FAITH

Xan, I'm not gonna hurt either of
you. I wanted to wait a couple
days to do this...settle down first
and figure out what I was gonna say
to you, but I guess now's as a good
a time as any.

The street light goes out with a SHATTER as three FIGURES
approach in the darkness.

ANYA

I guess that talk is on hold.

CUT TO:

INT. UNDERGROUND LAIR - LATER THAT NIGHT

Shady and undecorative. Sitting on a throne is the gray,
behemoth demon KALAMAR. He towers over all his MINIONS who
surround him. A HIGHER MINION enters the lair.

HIGHER MINION

Your Royalness, I have news.

KALAMAR
Did the Padek do its job?

HIGHER MINION
Yes Lord. He stabbed the slayer
before being killed. But, Lord,
the slayer is now in the possession
of her friends--what if they get
her back to health before--

KALAMAR
--You fool! The Padek doesn't
infect someone with the clap.

HIGHER MINION
The what?

KALAMAR
(powerfully)
QUIET! The slayer will be mine in
no time. Very soon, she will join
me in my quest to open the
hellmouth, and then she will die.
(to Higher Minion)
Approach.

The Higher Minion reluctantly does so.

KALAMAR
You've done well. But--

Kalamar grabs Higher Minion's throat and squeezes tight.

KALAMAR
--I will not tolerate incompetence
or insubordination.

Kalamar squeezes until Higher Minion's head explodes. Skin
and goo splatters everywhere.

KALAMAR
(booming; to all)
Take note: I will no longer accept
being questioned by anyone! And
stupidity has no place in my
kingdom! Now someone bring me the
slayer!

CUT TO:

INT. SUMMERS HOUSE, BUFFY'S BEDROOM - LATER

On the bed, Buffy wakes up with a start. She seems a little
confused before shaking it off.

She checks her back, which has healed completely, then eyes the room.

BUFFY
Anybody home? Taking care of me?

Dawn rushes in.

DAWN
You're awake! You okay?

BUFFY
I feel kinda weird.

DAWN
Weird...besides that, you're good?

BUFFY
Pretty much. Weird's not unusual with me anyway.

DAWN
We were so scared earlier. You were out cold and then doing stuff with your body and stuff, and shaking and seizing and, I'd swear you almost puked, and--

BUFFY
--That's all I need to hear right now. Thanks for being so good to me. So sweet.

Dawn smiles.

BUFFY
I think I'll go to the bathroom.

DAWN
Need help?

BUFFY
Did I suffer memory loss?

DAWN
I don't think so.

BUFFY
Then I'm sure I remember how to do it.

Dawn sheepishly nods.

CUT TO:

INT. LIVING ROOM - CONTINUOUS

Giles scans through a big book and discovers something.

GILES
I think I have it.

Willow runs over as Giles presents the book to her.

GILES
Is that the demon?

WILLOW
(looking it over)
Oh yeah. That's the ugly bastard.
He really isn't photogenic, huh?

GILES
No, I'd say he's not. But that's
the least of our concerns.

WILLOW
Why?

CUT TO:

INT. BATHROOM - CONTINUOUS

The toilet flushes as Buffy washes her face and checks herself in the mirror. She appears normal enough until her eyes glow a dark green. Buffy doesn't make much of it and opens the door, but quickly returns to the mirror to look again. Eyes still glowing. She slaps her hand over them.

BUFFY
I did not just see that.

DAWN (OS)
It's kind of hard to see anything
with your eyes covered.

Buffy's startled but keeps her hand in place.

BUFFY
(harshly)
God, can't you knock? One minute
you're a wonderful sister that I
want to be around, and the next you
become the obnoxious little runt
that I can't stand.

DAWN
(hurtfully)
I'm sorry.

Buffy drops her hand revealing her still-glowing eyes, causing Dawn to GASP.

BUFFY
You never learn. You don't get it.
I'm sorry I'm sorry I'm sorry, blah
blah blah apology-cakes.

DAWN
Buffy, your eyes are green.

BUFFY
And that's none of your business.

Buffy's anger subsides as her whole body glows green. She begins to shake wildly and falls to her knees before:

CUT TO:

INT. HALLWAY - CONTINUOUS

A blood-curdling SCREAM comes from the bathroom as Giles and Willow rush up the stairs. They're knocked to the ground by Dawn who sails through the air from the bathroom and lands on them. A steely Buffy enters the hallway, darkness in her eyes as she surveys the damage. Dawn gets up allowing Giles and Willow to do the same. Buffy strides towards them.

GILES
(shakily)
Buffy, the situation is much more
serious than we originally believed.

BUFFY
Save it.

Buffy grabs Giles by the shirt and flings him over her shoulder into the bedroom at the end of the hall. She addresses a frightened Willow.

BUFFY
Save yourself.

WILLOW
But...but...dying...Buffy...

BUFFY
Try some of that magic your
supposedly good at to improve your
hearing.

Buffy slams Willow's head into the wall resulting in a sickening crunch. Buffy heads down the stairs and is about to exit through the doorway but gets stopped by Dawn.

DAWN
Buffy, where are you going?

BUFFY
I was thinking a place where I
don't have to deal with a whining,
useless, pain in the ass--so, I
guess that means anywhere but here.

DAWN
But there's something incredibly
wrong with you.

BUFFY
No...

Buffy lifts Dawn into the air by her throat.

BUFFY
...There's something so very RIGHT
with me. And I'm gonna make the
best of it. So, please shut up.
Don't worry--I won't kill you. I
love you Dawn--really.

Buffy throws Dawn into the dining room. Dawn crashes down
onto the table shattering the whole thing. Buffy dons a
cruel smirk.

END ACT ONE

ACT TWO

FADE IN

EXT. MALL - LATER

An ALARM rages from the building as two police cruisers pull
up with lights and SIRENS blaring. Four COPS get out and
approach with caution.

The doors plop open as Buffy exits with a bag hanging from
her shoulder. She's got a new look--leather: black and
extremely tight. The Cops can't help but notice.

COP 1
Hold it ma'am.

BUFFY
(miffed)
Ma'am? Exactly what part of this
gives you the impression of MA'AM?

The Cops all glance at each other.

COP 1
MISS, stay right there and put your
hands up.

BUFFY
Or what? You'll shoot me? Beat me
with your nightsticks? Blow my
intestines by shoving donuts down
my throat?

COP 2
We will use force if necessary, so
just surrender peacefully.

Buffy rolls her eyes and puts her hands up.

BUFFY
(flatly)
Okay, you got me. I give up. You
can arrest me as long as you don't
hurt me or shoot me because I'm
scared--a scared, tiny girl that
just wants to go home to mommy
where it's safe. I'm sorry for
being bad. So so sorry. I won't
put up any sort of fight at all.

The Cops believe her. 1 and 2 approach her. When they get
within reach, Buffy sends a lightning-fast punch at 1 while
spin-kicking 2. Cop 3 runs at her with a nightstick but
Buffy kicks it away and knocks him out with a backhand. Cop
4 draws his gun but Buffy flings the nightstick at it
knocking it away. She leaps into the air and kicks him
square in the face, then bodyslams him onto the windshield
of the car.

Buffy reaches over her shoulder and pulls out an aluminum
baseball bat. She taps it a few times, grinning
psychotically the whole time. She looms over 1 and 2.

BUFFY
Sunnydale's finest losers.

Buffy positions herself over 1 and holds the bat vertically,
the top of the head aimed at his back.

BUFFY
No more soccer for you.

Buffy lifts the bat up, and drives it down.

CUT TO:

EXT. THE BRONZE - NIGHT

Anya SCREAMS as a SCRUFFY VAMP gets a hold of her. Xander takes on a HEAVY VAMP and is losing. Faith fights with a MUSCLED VAMP and beats him to a pulp.

Faith sweeps him to the ground and hops downward with a stake, dusting him. She pops right back up and does a backflip onto the Scruffy Vamp who evades it slightly and gets a punch in at Faith's face. She staggers for a moment giving the Scruffy Vamp time to attack, but high-kicks his head sending him flying into the air. Before he lands, Faith stakes him in mid-air, turning him to dust.

Faith searches and finds Xander get in a shot at the Heavy Vamp before the vampire gets the upper hand and backs Xander up against the wall. He leans to bite, but explodes to dust before he can. A stake hits the ground. Faith rushes over to check out a beat up, out-of-breath Xander.

FAITH
You okay?

XANDER
Well there's pain everywhere and
I'm struggling to breathe as well
as feeling more anxiety after
almost dying--again. But at least
my teeth are okay.

FAITH
As long as they're not fangy.

Xander chuckles for a second before sliding back against the wall. Anya smothers Faith with a hug.

FAITH
I guess you're good.

ANYA
Of course I am. You saved me!
(in awe)
In one of the more impressive
displays of slaying I've ever seen.
You were incredible and fearless
and strong and dynamic and agile
and cunning.

Anya feels Faith's biceps in a way that makes the slayer nervous.

ANYA
This is quite a body you have on
you. I've received rave reviews on
my own physique--just ask Xander.
He is an expert, what with all
those porn mags.

XANDER
Anya! Don't embarrass the woman--
or me. Especially me.

Faith pulls herself away from Anya.

FAITH
(to Xander)
You still afraid of me?

XANDER
I tend to appreciate those who save
my life.

ANYA
What about Angel? And Spike. And--

Xander shuts Anya up with his hand over her mouth.

XANDER
You still wanna have that talk?

FAITH
Want...Need. Either way--yeah.

XANDER
Then I know just the place. Come on.

Xander releases Anya and starts walking. Faith and Anya
follow, Anya getting up-close and personal with Faith.

XANDER
Oh man, I think I chipped a tooth.
Damn vampires have to be anti-
dental hygiene!

ANYA
(to Faith)
Just so you know, I have no problem
with sexual enslavement.

Off Faith and Xander's dumbfounded looks:

CUT TO:

EXT. CHURCH - NIGHT

A pew SMASHES through a window landing on the street. LOUD CRASHES and overall DESTRUCTION emanate from inside. Moments later, the NOISE stops and Buffy walks out holding a bottle of holy water. She drinks from it then throws it away.

BUFFY

That's good stuff. I'd prefer the wine though.

A LOWER MINION jitters his way up the sidewalk towards Buffy. She spots him and pulls out a large wooden paddle.

BUFFY

Freeze or face a spanking.

LOWER MINION

Excuse me, Lady Slayer, but Lord Kalamar requests your presence.

BUFFY

And your point is...

LOWER MINION

That he demands to see you in order to make you an exceptionally irrefusable offer.

BUFFY

Nothing is irrefusable. All I have to say is "I refuse" and it's refused. So tell this Calamari guy--

LOWER MINION

--Kalamar.

BUFFY

Whatever. Tell him I REFUSE his offer and that he can have a nice day, wherever he is.

LOWER MINION

But he has chosen you as his partner in world domination.

BUFFY

(intrigued)

World domination? Really?

CUT TO:

EXT. REVELLO DRIVE - EARLY MORNING

Faith, Xander, and Anya turn the corner onto the street.
Faith notices where they are and freaks out--namely at Xander.

FAITH

Did you lose your common sense back
at the club?

XANDER

No--just part of my tooth.

FAITH

I can't see her yet. I can't. I'm
not ready for this. You can't just
spring somethin' like this on me!

XANDER

Calm down. I thought your mantra
was "as good a time as any".

FAITH

When I don't take a beatin' for it.

XANDER

Look, saying "I'm sorry" is simple.
You go in there, face everyone, say
it, and then deal with the
consequences.

FAITH

Easy for you to say. How would you
feel if you said "I'm sorry" to me
and I kicked your ass for it?

XANDER

Most definitely NOT GOOD.

FAITH

Yeah. Now imagine that situation,
only with me apologizing to Buffy.
I'd feel...

XANDER

You wouldn't FEEL--you'd be dead.

FAITH

That's right!

ANYA

What is with all the fear? It's ridiculous! Xander is afraid of Faith; Faith is afraid of Buffy; Buffy is afraid of intimacy with a human; Willow is afraid of intimacy with a man; and Giles very well might be afraid of Americans.

(to Faith)

You are a slayer! And you could certainly defeat Buffy any time if you really wanted to. You're bigger, probably stronger and more athletic, and you certainly are much much much sexier! So stop whining and be a woman! You're supposed to represent female empowerment--so represent!

FAITH

I'm really startin' to like you.
Before you just freaked me out.

Anya lights up.

FAITH

But be careful--with me, it's a fine line between like and freaked.

XANDER

(to Faith)

Are you gonna do this? Buffy's changed. She might surprise you.

CUT TO:

INT. SUMMERS HOUSE - MINUTES LATER

The trio enters the house and finds the mess. Xander mourns the door. KENNEDY appears at the top of the stairs and makes her way down.

KENNEDY

Thank God! I can't handle this on my own.

XANDER

What happened?

FAITH

Where's Buffy?

KENNEDY

Buffy IS what happened as far as I can tell. Can somebody go check on Dawn? She's unconscious in the dining room.

Anya takes the initiative and does it.

FAITH

Buffy did this?
(to Xander)
You weren't kiddin'!

KENNEDY

Apparently Buffy got clawed by a demon and got sick. I've only been here like 15 minutes, so there's no way of telling when this happened. I found Dawn in a pile in the dining room and Giles and Willow upstairs hurt really bad.
(to Faith)
Who are you?

XANDER

This is Faith--the slayer of record.

KENNEDY

Oh, you have to die for me to get the job. Is that gonna happen any time soon?

ANYA (OS)

(shouting)
If she's anything like you, the whole town'll be gunning for her.

FAITH

Look, you can't be sure Buffy did this. There's tons of assholes who coulda known about her bein' sick and they decided to take advantage of that.

GILES (OS)

Your optimism is unfortunately misguided.

Everyone turns to find Giles coming down--slowly.

GILES

Buffy did this as a result of poison in the claws of a Padek. It's changed her personality.

XANDER
(flatly)
No duh.

GILES
We have to find her before it's too late.

FAITH
Or she'll stay like that forever?
Just 'cause your bad, doesn't make you evil.

GILES
It goes beyond that I'm afraid.

A weary Faith and Xander glance at each other.

CUT TO:

INT. UNDERGROUND LAIR - DAY

Buffy and the Lower Minion enter through the door. Kalamar is delighted to see them.

KALAMAR
Ah, slayer --it is an honor and a pleasure.

BUFFY
I'd say the same to you, but I don't know who the hell you are...so, I'll just say it really is an honor and a pleasure to be me.

KALAMAR
I see the Padek's poison has worked its wonders.

BUFFY
You sicked that ugly thing on me? Now that wasn't very nice.

KALAMAR
My apologies. But recruiting you would be unsuccessful if you were to keep playing hero.

BUFFY
That's true.

Buffy surveys the lair and gets closer to Kalamar--much closer.

BUFFY

So this is your less-than humble abode...needs work. Maybe some color; I could say the same for you.

KALAMAR

Your wishes will be accommodated.

BUFFY

That's good. These minions will come in handy. Maybe--they are minions for a reason. Just so I have this right, you want to take over the world.

KALAMAR

(proudly)

That is correct. I have built up my power over centuries of death and destruction throughout the planet, and now that I have you on the side of darkness, together we will rule over a kingdom of hell!

BUFFY

That sounds just peachy. And this would entail opening the hellmouth?

KALAMAR

Of course. A demonic army headed by myself and the slayer would be unstoppable.

Buffy laughs.

BUFFY

My, you are a dastardly, truly evil son of a demon-bitch.

KALAMAR

Thank you. Mother would be proud.

BUFFY

You want to exterminate mankind and overrun the world with demons...screams "EVIL"! You must be heartless.

Buffy presses her hand to Kalamar's chest.

KALAMAR

I do have one--and it's as black as your outfit.

BUFFY
Somehow I find that hard to believe.
Let's see.

Buffy fires her hand into Kalamar's chest and rips out a black-as-night heart. Kalamar's eyes widen in deathly shock. Buffy's surprised by what she sees.

BUFFY
Well how about that? You were right. Oops.

Buffy tosses the heart as Kalamar falls to the ground dead. The minions all stare in horrified wonder.

BUFFY
(to the minions)
I admit it--I have trust issues.
Oh well.

Buffy hops up onto the vacant throne and gets comfortable.

CUT TO:

INT. SUMMERS HOUSE - DAY

Anya attends to Dawn on the couch. Giles rubs his eyes furiously as Faith throws a fit.

FAITH
(shouting)
You gotta be kiddin' me!

GILES
Does it look like I'm trying to be funny?

FAITH
You never look like you're tryin' to be funny--even when you are!

GILES
Well in this most dire of circumstances, I assure you I'm not.

Xander walks into the living room.

XANDER
That was Spike...he couldn't get back here before the sun came up so he holed up in a bar.

GILES
Did he find anything?

XANDER

There's rumors of a demon coming to town trying to open the hellmouth. Really old with groupies.

FAITH

Keith Richards?

XANDER

Nope. But maybe Keith has an antidote.

FAITH

What do we gotta find?

GILES

Perla Magna. According to the text--

Giles picks up and reads from the book.

GILES

--It's blood is the key ingredient in reversing the effects of the Padek poison. They are rare but some can be found in Sunnydale.

FAITH

So we just go out and find 'em! I'll track 'em down myself!

GILES

But it's useless without Buffy. And whatever is trying to open the hellmouth probably knows that as well. The fact is Buffy is extraordinarily dangerous to the entire town and she will not allow herself to be caught.

(dramatically)

48 hours from inception is all the poison needs to kill the victim-- which means we have 36 hours to find two creatures who don't want to be found.

A deafening silence fills the room.

END ACT TWO

ACT THREE

FADE IN

INT. UNDERGROUND LAIR - NIGHT

Buffy boredly sits in the throne overlooking the minions.

BUFFY
Could I be more bored?

PETTY MINION
Are you asking us Lady Lord Slayer?

BUFFY
No you warbling pusbox. All this power, superiority, fabulous clothes, and unmatched beauty and Sunnydale offers nothing in return.

LOWER MINION
May I suggest doing what you were originally brought here to do?

BUFFY
Open the hellmouth and massacre the human race?

LOWER MINION
Yes.

BUFFY
Do I look a like a demon?

LOWER MINION
Is that a trick question?

Buffy just silently stares.

BUFFY
(muttering)
Minions. Ugh! This must be what Glory felt like.

Buffy dismounts the throne and strolls around the lair.

BUFFY
I most certainly am NOT a demon or a monster of any kind. The last thing I want is for creatures of the night to run rampant all day. I don't like demons, no matter how bad I get.
(MORE)

BUFFY (CONT'D)

And you are some of the most
unlikable ones of I've come across.
Putrid on every level and frankly
you don't deserve even a meaningless
existence.

The minions become rattled. Buffy stops in front of the
door and opens it.

BUFFY

I'll give you a 30 minute head-
start. After that--minionhunt.

The minions move for the door but Buffy shuts it with a
devious smile.

BUFFY

Did you learn nothing from the
blackheart?

Buffy shakes her head and approaches the minions menacingly.
They all cower in fear.

CUT TO:

INT. SUMMERS HOUSE - NIGHT

Willow sits on the couch holding her head as Giles tries to
pay attention to his reading. He TRIES but fails with Dawn
raging.

DAWN

Faith is investigating? Faith the
homicidal slayer. That Faith.

WILLOW

I'm with Dawn on this one Giles--
I'm not trying to take the moral
high ground here, but she did just
come back. You actually trust her?

GILES

Honestly--no. But I trust Xander
and Anya. She at least semi-trusts
Faith and Xander quasi-trusts her,
so that'll do for now.

WILLOW

Semi plus quasi equals three-
quarters of trust...it's only
Buffy's life, so, yeah that's super!

GILES

I don't like her anymore than anyone else here, but she's the best equipped to handle this situation. Prison just might have put good sense into her.

DAWN

Yeah, or given her enough time to plot Buffy's death. And this gives her an excuse to kill her.

CUT TO:

INT. BAR - NIGHT

Demons and humans share the space and drinks. Spike leans against the wall and watches, not too happily, as Faith beats the crap out of one being after another.

SPIKE

You know, Buffy would never do this.

FAITH

And she probably never will. Now it's just a question of never doing 'cause she's too clean or too dead.

SPIKE

Carry on.

Faith does so by grabbing a BIKER DEMON's head and kneeling it several times. She then flings him into a couple of HUMAN DRINKERS across the room.

FAITH

(shouting; to everyone)
The gist of it is, I ain't lettin' the slayer die. I went to prison for crucifying the most innocent of innocents. Just think what I'll do to you! So how 'bout it?

After a moment, all hands go up to volunteer information. Faith looks pleased and Spike looks impressed.

CUT TO:

INT. LUCI'S LOUNGE - NIGHT

Pretty quiet and low-key. Demons are dispersed here and there. A human-looking BARTENDER wipes some mugs. Xander and Anya hover in the middle.

ANYA
I'm exhausted. How many more places?

XANDER
As many as it takes.

ANYA
Nobody will tell us anything. We
have to get tough with these freaks.
You think you can do that?

XANDER
(offended)
Are you implying I can't be a badass?

ANYA
I'm not IMPLYING anything. I'm
SAYING you can't be a badass--at
least not an effective one.

Xander stares at Anya for a moment.

XANDER
Watch and learn miss unbeliever.
(tough; to the room)
All right, listen up! I'm not
going to say this twice--unless
you're hearing impaired--I want
information! Information that has
been deemed "life or death" and so
it's not a matter of IF you're
gonna give it to me, but WHEN you
do and with how much pushing I'll
need to do! If you want to get out
of here alive, you'll give me what
I want! If not, then it's a
WHOOPIN'! That's right--a whoopin'!
I will whoop your asses with my
foot kicking like a Portuguese
soccer player on steroids! That
is, if you have an ass--or at least
the semblance of an ass--I can't be
sure what your bodies are
like...which pisses me off even
more and makes me even more
determined to deliver that whoopin'!
Believe me, you don't wanna mess
with the X-Man! So how about it?

Silence. No one even acknowledges his presence. Anya rolls
her eyes and walks over to the Bartender.

ANYA
Can we talk somewhere?

BARTENDER

Sure.

Xander wallows in failure as the Bartender leads him and Anya to a secluded area.

BARTENDER

What's up?

ANYA

Perla Magna? Patron or not?

BARTENDER

Who knows?

ANYA

You do.

BARTENDER

Well, yeah, but that doesn't mean I'm gonna tell you anything. People come in here looking for anonymity--for peace and quiet to do what they want without the hassle of poseurs like you two.

ANYA

Hey! The only posing I do is naked in the privacy of my own Xander's home. You better watch it guy.

BARTENDER

I'm not a guy and I don't rat on my clients...so get out of my bar.

XANDER

You better answer--she's a vengeance demon!

ANYA

That's right! All he has to do is wish for your groinal area to be mutilated and I will do it with relentless enthusiasm.

BARTENDER

My what?

ANYA

Your penis and testicles!

BARTENDER

I don't have those.

Xander looks questioningly at Anya who thinks it over.

ANYA
Then I'll put them on you for the
specific purpose of mutilating them!

XANDER
Take it from someone who's had the
jewels for two decades--unspeakable
pain at any harmful touch.

The Bartender starts to sweat and shake a little.

BARTENDER
All right. One Perla comes in,
doesn't say anything, just orders a
milk and rum and reads in a booth.
A real reserved bookworm-type.

Xander and Anya victoriously smile at each other.

CUT TO:

INT. UNDERGROUND LAIR - NIGHT

The door collapses open, giving way to Faith and Spike who enter cautiously. They're downright mystified by the carnage in this place. Beaten, bloody, gooey, ravaged bodies litter the entire area wall-to-wall.

SPIKE
Three guesses on who went Rambo on
these poor chaps.

FAITH
This is unreal.

Faith wades through the sea of bodies and stops at Kalamar.

FAITH
This must be Kashmir.

SPIKE
Kalamar.

FAITH
Whatever. I guess she didn't like
his plan for world domination.
That or he gave her regular coke
instead of diet.

SPIKE
What's our next move? She may not
be crazy enough to go on a public
rampage tonight--and with us
looking for her...

FAITH
Can't argue with that. But if B's
anything like me after a slay--or a
slaughter...

Faith smirks at Spike. Spike quirks an eyebrow.

CUT TO:

EXT. MOTEL ROOM - NIGHT

Buffy slams a BURLY GUY against the door and kisses him
roughly. She MOANS into his mouth and gyrates. She breaks
the kiss after a few moments.

BUFFY
We haven't got all night. Well, I
can go all night and all day
without breaking a sweat, but I
might end up killing you.

BURLY GUY
There are worse ways to go.

Buffy grins.

BUFFY
Excellent answer. Now where's your
friend?

FRIEND (OS)
Right here.

The FRIEND walks up and shows off the door key.

BUFFY
You have no idea how much I need this.

CUT TO:

EXT. SUNNYDALE LIBRARY - NIGHT

Xander and Anya stand outside a window of the dark and
closed building

ANYA
The library? Have you lost it?

XANDER
My deduction skills have lead me to
this conclusion. The guy's
reserved--likes to read--he wants
anonymity.

ANYA
And you get "library" from that?

XANDER
We're not drowning in options here.

ANYA
Well, what are our options in
getting inside?

Xander takes a few steps away and picks up a big-ass rock.
He heaves it through the window shattering it to pieces.

CUT TO:

INT. SUNNYDALE LIBRARY - MINUTES LATER

Almost pitch-black except for the light coming from outside.
Xander and Anya stealthily make their way around.

ANYA
I don't see why this town even has
a library. Those involved in
education have the ones in schools
and everyone else is busy watching
tv, getting drunk, and having sex.

XANDER
Reading is something we can all
enjoy Anya. Except for me and you
and Buffy and Dawn and--now--Faith.

ANYA
I can't see anything.

XANDER
According to my calculations, the
reason for that is that the lights
are off. We don't need no stinkin'
lights anyway. Night vision is not
just a slayer virtue.

A moment later, there's a BANG and a painful YELP from Xander.

ANYA
Good one. Any more virtues to
display?

XANDER
Just admitting my foolishness. Try
to find a lamp or switch or something.

The entire library lights up moments later.

XANDER
Thanks.

ANYA
Not me.

MALE VOICE (OS)
What are you doing here?

Xander and Anya are startled noticing a short, mousy GUY.

XANDER
Oh hey--we're looking for you I
believe. Are you the Perla Magna
that regulars at Luci's Lounge?

GUY
I don't see how that's your business.

XANDER
Actually it is--you have something
we need.

GUY
Unless it's a book, we have nothing
left to discuss.

ANYA
It's blood. Your blood. We need
it and are not leaving without it.

XANDER
This can be really easy if you just
come with us. We have a friend
who's infected with bad stuff and
needs your blood to make her better.

GUY
If it's not a book, we have nothing
to discuss.

XANDER
You're not getting this...
(emphatically)
...our friend is dying and she
needs your blood to save her.
(MORE)

XANDER (CONT'D)

We're not asking much here besides your help. Like she said, we're not leaving here without what we came for and we'll use force if necessary. Don't make us go there--you look like a nice enough guy, harmless and all...but that doesn't matter to us right now.

GUY

I do believe YOU are the one not getting it. It is either a book or nothing. Your friend will just have to die.

XANDER

Suddenly, I don't feel so bad about the prospect of killing you.

GUY

I'd love for you to try.

Guy morphs into an awfully disgusting troll-looking thing. He also grows to three times his original size. Xander and Anya glance at each other.

ANYA

Weapons?

XANDER

Just a stake.

Anya looks terrified and Xander doesn't look much better. At Guy's signal, the lights go out and come back on with red tint. He waves his huge arm and dozens of books fly through the air and hover over Xander and Anya. One more hand gesture and the books avalanche onto the duo giving Anya just a fraction of a moment to SCREAM.

CUT TO:

INT. MOTEL ROOM - NIGHT

The guys are half-naked and Buffy covers it with her mouth and hands. She's about to disrobe when there's a KNOCK on the door. Buffy's less than pleased.

BUFFY

(angrily)

WHAT?

VOICE (OS)

There's a phone call for the lady.

Buffy gets up and as she opens the door:

BUFFY
Who would call me--

She stops when she sees who's there: Spike.

SPIKE
It's your friends. They're worried
to death. Yours.

Buffy moves to shut the door but Spike pushes it open completely. Buffy retreats deep into the room as Spike makes his way in.

BUFFY
I'm not going anywhere.

SPIKE
Sorry love. But you don't have a
choice in the matter.

BUFFY
You come any closer and I'll make
sure William the bloody is what you
are.

Spike steps towards Buffy but the guys get in his way.

BURLY GUY
You're not touching her.

SPIKE
Oh please.

Spike vamps out, scaring the shit out of the guys. They turn back and smile nervously at Buffy before jetting out of there.

BUFFY
Figures. I bet they're small.
(seductively)
Not like you. You're big. How
about we go a round for old-times
sake?

SPIKE
You're out of your mind and you'll
be out of time if you don't get
back. Don't you understand what's
going on?

BUFFY
Yes I do. Which is bad for you.

Buffy spin-kicks Spike in the midsection and follows up with a series of punches that Spike blocks. He gets in a backhand and avoids a sweep by Buffy before kicking her against the wall. Buffy fakes a punch and sweeps out Spike's legs, burying her foot into his chest. She leaps onto the bed and rolls over onto the other side and opens the top drawer of the nightstand. She pulls out The Bible and holds it up in front of her as Spike nears.

BUFFY

Hold it! Another inch and I'll smother your face in this.

SPIKE

Nothin' but bollocks. I've read the damn thing for Christ's sake.

Buffy furrows her brow and eyes the book. She presents it to Spike who rolls his eyes and takes it, rubbing the book all over himself.

BUFFY

Okay--who wrote these stupid rules?
Garlic can bring the burn but the
Good Book can't.

Buffy headbutts Spike and exchanges numerous blows with him before Spike gains an advantage and fires Buffy through the window onto the ground outside. He makes it to the open doorway but gets nailed in the face by Buffy's boot. Spike swings and misses and Buffy lands blow after blow until spinning him around and grasping Spike's neck in a chokehold from behind.

BUFFY

My dear William the Bloody Idol,
are you that stupid? You'd have to
be to think I'd go quietly into
that good night. I'm having way
too much fun to do that.

Buffy snaps Spike's neck and he drops helplessly. Buffy runs out of the room.

CUT TO:

EXT. CEMETERY - CONTINUOUS

Buffy races through the gates and cuts through the graveyard. Out of nowhere, she gets tackled by Faith. The slayers struggle for a few moments before Buffy kicks Faith off. They both get up and Buffy is pleasantly surprised to see the other slayer.

BUFFY
Thank God! Did you break out of prison just for me?

FAITH
I'll take you down if I have to B.

BUFFY
What is everyone's problem? You more than anyone should know how much fun--and not evil--it is being bad!

FAITH
Yeah...it's electrifyin' and liberatin' and totally not you. Do you know what's goin' on with you? Besides the obvious.

BUFFY
What? I'm dying? Big whoop. That would just be another electrifying and liberating experience on top of this one.

FAITH
That ain't gonna happen.

BUFFY
Because you're not gonna let it...right F?

Faith just stares. Buffy sizes Faith up, eyeballing her deeply.

BUFFY
I really missed you Faithy. How was prison? Did you have any bitches? Oh wait, the new and improved and soft Faith would never make an innocent human her bitch. No she'd be someone else's bitch. Were you a lowly bitch, Faithy? Hmm? I bet you were...maybe I'll make you mine.

FAITH
Not tonight blondie.

BUFFY
This may be your last chance.

FAITH

You're comin' home with me! I'll drag that tight ass of yours every block of the way.

BUFFY

I can't believe anyone would think you could take me! I've never lost to you. You're not as smart, strong, or skilled as me; I'm more experienced and battle-tested; and, oh yeah, I'M BUFFY! If I had my chains I'd tie my hands behind my back and still beat you down in time for Carson Daly.

FAITH

Wow, you still act like a bitch-- and now you dress like one too.

BUFFY

What can I say--you're my inspiration.

The slayers simultaneously make the first move and engage in a blistering fight with one relentless attack after another.

Buffy connects with a left hook followed by a right-left combo but misses with her next shot. Faith gets in a few shots of her own, a couple to the midsection and then lands a kick into the lower back. Buffy counters with a spin kick to Faith's side and a swinging backhand that lands but Faith responds with a triple-punch, double-kick combination that staggers Buffy and Faith grounds her with a sweep. Faith leaps onto Buffy and straddles her.

BUFFY

I'm impressed.

FAITH

Maybe I'll make YOU MY bitch.

BUFFY

Tempting, but...

Buffy rubs her knee in between Faith's spread legs. The movement catches Faith by surprise, causing a hitch in her breathing and closing her eyes. Buffy takes the opening to slide her knees up and under Faith's midsection, pushing her body up and then kicking it off. Faith flips in the air and lands hard on her back. Buffy does a back flip and lands straddling Faith, pinning her hands to the ground.

BUFFY
...I'm not submissive. Not even
for a hot piece of ass.

Buffy and Faith stare intensely at each other, chests heaving
and breaths coming quicker.

BUFFY
I always thought you were so sexy
Faith.

FAITH
B?

BUFFY
(breathy)
Didn't you ever wonder?

FAITH
(mesmerized)
What?

BUFFY
What it would be like--in this
position--but with kissing and
licking; our hot, sweaty, naked
bodies writhing in ecstasy as we
enter each other with unimaginable
power. Orgasmic passion at the
highest level.

FAITH
(shakily)
Never thought about it. You're nuts.

BUFFY
You're lying. You have. There's
no reason to hide it now. You know
what they say: two slayers are
better than one.

Buffy smashes her mouth to Faith's, a wildly lustful kiss
loaded with tongues and lips battling each other. Buffy
breaks it and releases Faith's hands. They stare at each
other with yet more intensity, virtually communicating with
their eyes.

Faith gets an animal look on her face as she pulls Buffy in
for a bruising kiss.

END ACT THREE

ACT FOUR

FADE IN

EXT. CEMETERY - CONTINUOUS

Faith's hands roam every inch of Buffy's body as the blonde detaches herself from Faith's lips and kisses around the brunette's neck and chest. Low MOANS and GROWLS escape them.

BUFFY
You taste incredible.

FAITH
That ain't nothin' babe. You know
where to go.

Buffy smiles lasciviously and makes her way down. Faith spreads her legs giving Buffy full access. Buffy massages Faith's inner thighs through her pants before unbuttoning and pulling them down enough to reveal Faith's panties. She pulls them down further and attaches her mouth to Faith's wetness. Faith lets out a guttural GROAN. As Buffy settles in:

BUFFY
(murmuring)
So good.

FAITH
Remember it.

Buffy lifts her head questioningly. Faith slams her legs shut, her knees colliding into Buffy's head. Buffy YELPS and falls by the wayside. Faith quickly pulls her pants up and jumps to her feet. Buffy recovers and faces Faith, clearly pissed.

BUFFY
You are so gonna pay for that.

FAITH
Really? I thought you'd like it
rough.

BUFFY
God I hate you so much.

FAITH
I love you too B.

Rage burns in Buffy's eyes as she takes a step forward. Faith gets into a fighting stance but Buffy turns and takes off. Faith's caught off guard and not too happy about that.

FAITH
Oh man, that's just wrong.

Faith SIGHS and picks up after Buffy.

CUT TO:

INT. SUNNYDALE LIBRARY - NIGHT

Xander flies through the air and smacks into a towering bookcase. At Guy's will, Xander is suspended there as Anya, looking the worse of wear, attempts to crawl to him.

ANYA
(to Guy)
Let him down you fraggled puke
monster.

Guy ROARS and gestures leading Xander to drop straight down from the air hitting the ground with a thud and an excruciating YELL. Anya winces.

ANYA
Not like that.
(weakly shouting)
Xander! Are you--

XANDER
--Dead? Almost.

ANYA
Almost is better than "Yes".

Anya climbs off the floor and bravely approaches Guy.

ANYA
You are in big trouble.

Guy actually seems to laugh and hits Anya with a magic blast that knocks her down. She gets back up after a few moments.

ANYA
Okay, now you're in really big
trouble.

Guy laughs again but that stops abruptly as arrow upon arrow hits Guy in various places. It causes serious harm and he collapses to the ground.

Anya looks around and sees Giles and Dawn, heavily armed with crossbows, swords, and axes. Anya's thrilled and relieved and addresses a fallen Guy who morphs back into human visage.

ANYA
Told you.

Guy bleeds profusely but manages to grin. Xander hobbles over holding himself up.

GUY
My family won't be happy.

XANDER
Family?

Numerous THUNDEROUS ROARS come from different areas of the library. The group checks out the beasts--5 in all--and slump in distress.

GILES
Well I did say that SOME could be found here. I was right.

Xander, Anya, and Dawn all look at Giles as if he's joking. Impossible to tell.

CUT TO:

EXT. DESERTED STREET - NIGHT

Buffy runs and runs with Faith hot on her heels. Buffy nears a streetlight next to a car and switches to a longer stride. She hops into the air, uses the car's hood as a springboard and latches on sideways to the lightpost and swings around to hit Faith with her feet. Faith sees it coming and dodges the maneuver. She gets in position and nails Buffy as she swings back around knocking Buffy into the car.

Faith kicks at Buffy, but the blonde blocks and grabs the foot. She twists and floors Faith and drives a boot into Faith's midsection. Buffy makes to run off but Faith trips her up. Faith flips back up and jumps onto the car. As Buffy gets up, Faith does a leaping spin-kick connecting with Buffy's jaw. Buffy's stunned for a moment, but manages to dodge several shots from Faith and lands an elbow to Faith's chest causing Faith to stammer a bit. Buffy takes advantage by yanking Faith's hair and blasting a knee to her head. Buffy takes two handfuls and throws Faith through the passenger side window of the car. Faith doesn't move for awhile allowing Buffy to escape--but not without stumbling.

CUT TO:

INT. SUNNYDALE LIBRARY - NIGHT

It's like an out-of-control laser show with the Perla Magnas firing on all cylinders while engaged in battle with the scoobs. The building walls and furniture come apart from the fighting and stray beams.

Giles uses a sword to defend himself against the BIGGEST PERLA as the creature flails relentlessly at him. Xander employs an ax against a MIDDLE PERLA, doing a good job by smacking the thing with the ax's broadside and then chopping off it's left arm. The Middle Perla reacts PAINFULLY and fires several bolts at Xander who deflects them with the ax right back at the beast, shredding it.

A SCREAMING ANYA runs around with her ax as a DIRTY PERLA chases her while firing bolts at her. She passes by Dawn who's engaged in combat with a MASSIVE PERLA, pulling out her sword to block blows from the demon and counter with superb offensive moves, striking the perla with an assortment of blows and counterblows. She ducks one shot, lands a heavy punch, then slides between the demon's legs, pops up, and skewers it through the chest.

DAWN
(to the perla)
Yeah! Who owns you? Who's the best?

Giles ducks numerous swipes by the Biggest Perla and chops off the demon's legs. The demon plops to the ground and Giles delivers the deathblow. He turns around to see what else is going on and finds Dawn taunting the dead Massive Perla and a SNEAKY PERLA coming up behind her.

GILES
(yelling; to Dawn)
DAWN! Behind you!

Dawn checks over her shoulder and sees it. She gets a stunned look on her face before swiveling with sword extended.

CUT TO:

EXT. DESERTED STREET - NIGHT

Faith carefully pulls herself out of the window and slides down to the ground. She's sore everywhere.

FAITH
Fuck! Fuck fuck fuck.

Faith scans the area but finds nothing and no one. She gets on her hands and knees and prepares to get up, but halts.

She waits a moment, then shuts her eyes and seriously concentrates. After a few moments, her eyes shoot open and her head snaps in the direction that Buffy left. She hurries off the ground and breaks into a sprint.

CUT TO:

EXT. DOWNTOWN - LATER

Buffy coolly makes her way down the empty street in the dark area. She stops to catch her breath, undoubtedly run down.

BUFFY
Being bad is exhausting.

FAITH (OS)
(shouting)
Hey Elizabeth!

Buffy's eyes widen in shock and rage. She turns to find Faith nearing her.

BUFFY
I hate that name.

FAITH
Had to get your attention.

BUFFY
Now I'm REALLY pissed.

FAITH
Which is REALLY sexy on you.

BUFFY
Why won't you just let me go?

FAITH
'Cause there's a lot of people who love you and want you back. It's that simple.

BUFFY
Simple in theory...

Buffy attacks Faith and the duo engage in a brawl that culminates in Buffy landing several blows in succession and sending Faith to the ground. Buffy takes the opportunity to jog over to a building and kicks the door in. She runs in. Faith recovers and gets up off the ground. She follows Buffy inside.

CUT TO:

INT. SUNNYDALE LIBRARY - NIGHT

Dawn motionlessly lies on the floor. Giles runs over to her.

DAWN

Remind me to rub Buffy's face in
this when we save her stupid life.

GILES

I'm sure she'll appreciate the
sentiment.

Giles helps Dawn up and the two admire the sight of the Sneaky Perla cut in half. In the background, Anya's still running and SCREAMING with the Dirty Perla right behind her.

DAWN

That's some good work if I do say
so myself.

GILES

I concur. Your reaction time was
exceptional--virtually reflexive.

DAWN

I don't even need weapons. I can
take these things with my bare
hands. Did you see my moves?

GILES

Well I was just a little busy, but
I did notice some. The adrenaline
rush combined with your slayer
blood have endowed you with
remarkable strength.

DAWN

And I'm angry 'cause Buffy's dying
and all. I'm also having my period.

GILES

I may be a father-figure to you
Dawn, but that's something I NEVER
EVER need to know.

DAWN

Sorry.

Anya runs towards Giles and Dawn and causes the duo to part ways allowing her, and the demon, through.

ANYA

(screaming)

Will you two slackasses do something!

Anya blows by with the perla almost on top of her.

DAWN
There's still two left.

GILES
Yes. We should...

Dawn nods and they head off. Xander pushes a desk behind the rows of bookcases. He YELLS Anya's name and gestures for her to come his way. She does as told and runs in between two bookcases. The Dirty Perla follows. Anya reaches the end and makes a sharp left turn. Xander waits nearby behind the desk. As the Dirty Perla comes into sight, Xander pushes the desk right into it knocking it to the floor. Anya circles back and forcefully brings down the ax onto the Dirty Perla over and over again. Anya finally stops and looks up at Xander lovingly.

XANDER
I know. Lots of sex tonight...after
a shower.

In the area between the last bookcase and a wall, Dawn goes hand-to-hand with the LAST PERLA, more than holding her own. Giles YELLS for Xander and the two get behind the last bookcase.

GILES
On my count, we bust it down.

XANDER
Can we do that?

GILES
If we gather up every ounce of
strength we have and apply it in
tandem, we can push it down and
warn Dawn before it falls on the
Magna. Now, one...two...three.

Giles and Xander launch themselves against the bookcase with all their might, but it doesn't budge. They keep trying and trying until Dawn appears.

DAWN
What are you doing?

XANDER
Don't worry, he'll be a perla
pancake in no time.

DAWN
But I killed him already.

Giles and Xander stop, incomprehension clear on their faces. They go and check it out and find the Last Perla beaten to a bloody pulp. Anya and Dawn join them. The group surveys the entire scene.

XANDER
Blood anyone?

CUT TO:

EXT. ROOF - NIGHT

A door busts open and Buffy bumbles onto the roof. She heads to the edge and stops. Faith is a few steps behind and gets close to Buffy, but keeps her distance. Both are breathing hard and tired.

BUFFY
Don't come any closer.

FAITH
Or what? You'll jump? Give me a break.

BUFFY
I just might be crazy enough...

FAITH
You're suicidal? I don't buy it.

BUFFY
That would strike a chord with me if your opinion actually mattered.

FAITH
It doesn't have to. Why can't your thick skull let in the fact that you got people who love you in a way most people could only know in their dreams?

BUFFY
Don't pretend to know about my life.

FAITH
I know about it. I do.

FAITH	BUFFY
You got it so good. And you	Don't pretend to know about
know it, but you just won't	my life! Spending time here
let yourself see that 'cause	and tagging along for awhile
you got the BAD thing goin'	doesn't make you an expert
on.	so JUST SHUT UP!

BUFFY

This is MY LIFE! I've lived the last day the way I WANT to. It's been about WANT--about the freedom to let go. I feel so good...so damn good...so much better than I've felt in a long time and it took some bad bad stuff to bring this. Not resurrections, or sex with the undead, or magical epiphanies--just pure badness.

FAITH

And you're gonna exercise more badness by jumpin' off a roof.

BUFFY

If I feel this for only another minute, then so be it 'cause it's far better than the usual crap.

FAITH

Cry me a fuckin' ocean.

BUFFY

Nice attitude. Very productive. One thing's for sure--

Buffy turns away from Faith.

BUFFY

--I don't feel angry right now. Not angry or sad. I don't care. I just don't care...and I like it.

Faith reaches down into her boot and pulls out an object that looks like a handle. She grips it tightly as she takes a couple of steps forward.

BUFFY

I think I may find heaven again. I'll make for a beautiful angel.

FAITH

You already are to me.

Buffy's confused and turns around.

BUFFY

Huh?

Faith kicks Buffy in the head and gets in shot after shot, not allowing Buffy anything. She presses on the handle and a blade slides out. Faith grabs Buffy.

FAITH
(whispering)
I'm sorry.

Faith rams the knife into Buffy's side. Buffy lets out a desperate CRY before Faith clocks her over the head with the butt of the handle. Buffy falls unconscious and Faith just falls.

CUT TO:

INT. SUMMERS HOUSE - THE NEXT NIGHT

Buffy walks up to Willow with cards in her hand. She gives one to Willow who glances at it.

WILLOW
For crying out loud, I know you're
sorry! Stop it please?

BUFFY
No. I could've killed you.

WILLOW
So what Buffy? I'm used to near
death. We all are.

BUFFY
I cannot stop apologizing. I
could've killed you and Dawn and
Giles and Spike...and Kennedy.

WILLOW
You don't like her--do you?

BUFFY
I have never explicitly said that!
If I happen to unintentionally
imply it, well that's another story.

Willow shakes her head and walks off MUTTERING.

BUFFY
But if I killed her I'd be sorry
about it.

Buffy looks repentant before spotting Dawn. Dawn cuts her off.

DAWN
Sorry?

BUFFY
Yeah.

DAWN
Card?

Buffy hands one to her.

DAWN
Love you.

BUFFY
Love you too.

They smile at each other and Dawn walks off. Buffy keeps smiling as Xander and Anya head for the open doorway with Faith nearby.

XANDER
So we're off.

ANYA
Faith, are you sure you won't stay
with us? It'll be fuuun.

Buffy rolls her eyes and an embarrassed Xander hides his face.

FAITH
No thanks...really. I got a spot
at a motel for now.

XANDER
Same one as last time?

FAITH
Different.
(sly)
B's been there.

Buffy glares. Faith just shrugs.

ANYA
Well, if you ever change your mind,
our doors are always open. Both
the front and the bedroom.

Anya pulls a polaroid out of her pocket and gives it to Faith while cozying up to her.

ANYA
A little eye candy for consideration.

Anya winks and takes off with Xander. Faith looks at the photo and her eyes bug out. Buffy goes to see.

BUFFY
What is it?

Buffy GASPS at the sight. The slayers ogle the picture for a few long moments.

FAITH
That is one hot, nasty girl.

BUFFY
Tell me about it.

Buffy and Faith glance at each other for a second, then shyly look away. There's an awkward silence for a while.

FAITH
Don't even think about givin' me a card.

BUFFY
No problem. So thanks for saving me. I know I didn't make it easy.

FAITH
YOU wouldn't be YOU if it was easy. You woulda done the same for me. Actually, you wouldn't, but that's okay.

BUFFY
I like to think I would.

FAITH
It doesn't matter...I never get into these stupid situations anyway.

BUFFY
Are you calling me stupid?

FAITH
No, The SITUATION is pretty stupid. You're so friggin' sensitive.

BUFFY
I'm sensitive? One searing look from me got your nipples stiff and your panties--

Buffy stops herself and covers her mouth.

FAITH
God, could you be more full of yourself?

BUFFY
It's true.

FAITH
I played you. You're not the only
slayer who can come up with
ingenious plans.

BUFFY
Whatever.

FAITH
That's the truth! You don't
believe I could outsmart you or
anything like that. I'm just
second-rate, right?

BUFFY
Don't put thoughts into my mind.
Your self-esteem issues are your
problem. I couldn't care less.

FAITH
That's nice to know. You ever need
help again, call Angel 2.0--I'm
sure he'll happily suck up to you.

BUFFY
At least he won't stick a knife in
me.

FAITH
Go to hell. I hate you.

Faith makes her way out. As she goes:

BUFFY
I hate you too!

Buffy slams the still-broken door. She stays silent for
awhile, blankly staring ahead. She regretfully shakes her
head and then notices the door.

BUFFY
(shouting)
Who broke my door?

On Buffy's angry face:

FADE OUT