

**ANGEL**

"Counter Clockwise"

by  
Waylon Wyche

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TEASER

\*

FADE IN:

1 EXT. ALLEYWAY - NIGHT

1

Clichéd clouds of fog rise up in the cool, night air from pipes alongside a tall, brick building that helps to enclose the alley.

As we slowly push in to street level, we just begin to make out a shadow that is working itself into view from the other side of the dense fog.

Before the shadow can become anything more, however, an uplifting voice works to alleviate the tension created by the dreary surroundings.

VOICE

I know that you think you're helping, but you're really not.

SONIA emerges from the fog, rolling her eyes with a patronizing smile on her face, as she steadily continues on toward the street.

A mere few steps later, TAYLOR comes quickly into view and hurries to catch up with Sonia, grabbing her lightly by the wrist as he finally catches her. She sighs and turns around to stand, facing him apathetically.

TAYLOR

All I'm saying is that it might not be such a good idea.

SONIA

(whimsically)

And all I'm saying is that it's none of your damn business who I decide to date!

TAYLOR

You're a soldier.

SONIA

I'm also a person.

TAYLOR

He's a kid.

SONIA

Hello? I'm nineteen!

TAYLOR

(annoyed)

He's in the business.

(CONTINUED)

1 CONTINUED:

1

SONIA

So am I.

(beat; sincerely)

Plus, he's Angel's son. That's like a pedigree as far as I'm concerned.

TAYLOR

I don't know if you realize this, but you're only furthering my point.

SONIA

Taylor, you're in charge of every facet of the UTF. You're in control of all the recruits. You're in control of all the missions. You're even in control of what we eat. Where that control ends, however, is with my personal life.

Sonia gives a reaffirming expression before turning to walk from the conversation. Taylor shakes his head and sighs as he watches her willfully walk away. After several seconds, however, he yells out once more.

TAYLOR

Soldiers don't *have* personal lives!

SONIA (O.S)

This one does!

Taylor stares at the ground, both angry and saddened by his defeat, but after a few moments, shakes it off and begins to walk in Sonia's direction. Before he can even get a few steps, however, he stops as CRASH echoes out from the end of the alley.

Sonia quickly spins around as the noise seems to almost rock the very ground upon which she stands. She looks to the sky just in time to see a large chunk of building SPIRALING speedily in her direction.

With no time to move, Sonia throws her hands over her head out of reflex and prepare for the worst. All that's left to do is close her eyes and duck her head.

After a split moment, however, another loud CRASH rings out from somewhere off screen. Sonia remains as she was for what seems like an eternity before finally coming to the realization that she's okay.

Slowly, Sonia opens her eyes and begins curiously checking her surroundings.

Back across the alley, the dislodged part of masonry lies motionless, a ball of fledgling dust in the air round it.

(CONTINUED)

1 CONTINUED: (2)

1

Sonia looks back up to the wall from which the stone had been cast as she lets out a thankful sigh.

SONIA (cont'd)  
(shaky)  
Taylor, did you see that?  
(beat; confused)  
What the hell just happened?

After a few moments, Sonia looks back toward Taylor who is standing with his back to her.

SONIA (cont'd)  
Taylor?

She gets no reply from her leader as she starts walking cautiously in his direction. After coming within only a few yards of him, Sonia nearly trips over her own feet when a YELL comes from a distressed Taylor.

TAYLOR  
(angrily)  
Get away from me!!

Sonia quickly takes a step back and stares on in confusion.

SONIA  
(freaked)  
Taylor, what's going on?

After she gets no response, she, in one swift move, reaches out and grabs him by the shoulder.

SONIA (cont'd)  
Taylor?!

As Taylor is quickly spun around by her, we see that his eyes are nearly glowing with what appear to be electrical sparks flying hastily through his retinas.

He stares back with a blank and eerie look on his face for several moments as the tiny lightning storm in his eyes rages before we...

**BLACK OUT:**

**END OF TEASER**

ACT ONE

FADE IN:

2 INT. HYPERION - LOBBY - DAY

2

We fade in to rest tightly on WESLEY'S face, looking as apathetic as he ever has. For several seconds, he stands with his eyes constantly rolled up, staring at the ceiling as though extremely annoyed. After several more seconds, he drops his eyes to look directly in front of him.

WESLEY  
(angrily)  
Would you please stop that?!

We pull back to see SPIKE standing directly in front of him, sporadically sticking his hand through the center of Wesley's chest with a maniacal smile on his face.

Wes tries to swat his hand away, but it, of course, goes straight through without any kind of effect. Finally, Spike stops and smirks at Wes.

SPIKE  
Oh, like the lot of you didn't have a jolly old time with peek-a-boo willie some months back?

WESLEY  
I, for one, took no such pleasure in your condition.

SPIKE  
You really should have, Percy. This is more fun than a gent might ever venture to guess!

Wes stares at Spike while shaking his head for a moment and then looks past him.

WESLEY  
Angel! Spike refuses to stop 'touching' me, if that's what you can call it.

ANGEL (O.S)  
(beat; idly)  
Don't make me pull this car over, children.

Angel is standing at the front desk with an old book lying open before him, and a combination of ingredients scattered about the desktop, mixing them as he reads from the book.

Spike looks back to Wes once more, smiles, and sticks his hand through him one more time before smirking and walking towards Angel.

(CONTINUED)

2 CONTINUED:

2

He hops upon the desk itself, causing a few of the books to nearly fall to the floor. Angel glares at him but the look just bounces off Spike.

SPIKE

I've got an idea. Let's ask the bloke that gave me back the ability to shag how he went about doing this whole thing. Oh, wait...

(beat; smiling)

...that's right. You had him executed didn't you? Couple of bullets to the chest, as I recall?

ANGEL

(tetchy)

Can I help you with something, Spike?

SPIKE

Nothing in particular.

Angel sighs and looks up from his spell preparations.

ANGEL

Then why are you standing so close to me? And talking to me?

SPIKE

Thought you might use a bit of company, that's all. A million and one failed spells in a twenty-four hour period can't be good for the old self confidence.

(beat)

Fancy a pep-talk?

ANGEL

(forcing a smile)

I'll pass.

SPIKE

Suit yourself, but don't blame me if you end up living in a van down by the bloody river.

ANGEL

(yelling)

Skye?!

SPIKE

She's out.

ANGEL

The one person that can shut you up is out of the building.

(sighs)

(MORE)

(CONTINUED)

2 CONTINUED: (2)

2

ANGEL (cont'd)  
What did I do to deserve this?  
couldn't have possibly killed *that*  
many people in my lifetime...

As Spike chuckles, we cut to:

3 EXT. HYPERION - GARDEN

3

Illyria is standing outside the hotel walls, staring vaguely into the distance. As she stares on for a few moments, she quickly WHIPS around to see Wesley standing innocently in front of her.

Illyria stares back at the closed door that Wesley quite literally walked through before focusing her attentions on him once more.

ILLYRIA  
Taking advantage of your non-  
physical state is not as amusing as  
you may assume that it is.

Illyria turns back around to stare at nothing in particular again.

WESLEY  
You've been extremely quiet these  
last few days.

ILLYRIA  
(assertively)  
There is nothing I wish to discuss.

WESLEY  
(beat; curiously)  
What's bothering you?

Illyria turns angrily back to face Wes.

ILLYRIA  
(almost angrily)  
Nothing afflicts me! You assume  
that I should be overtaken by an  
emotion because I do not speak  
incessantly about one thing or  
another. If you wish to converse  
with something, there is a vampire  
within those walls that will speak  
with no end. He is the one with  
whom you should discuss emotion.  
Not I!

Her outburst doesn't frighten Wes - in fact, it just makes him more intrigued as he raises an eyebrow at her.

WESLEY  
You seem readily defensive.

(CONTINUED)

3 CONTINUED:

3

ILLYRIA

I seem readily angry because I'm being abraded by an untouchable being that I am unable to force into submission!

Off Wesley's concerned gaze we cut to:

4 INT. HYPERION - LOBBY

4

Angel is still standing near the front desk, now with a different book in his hand as he hastily flips through the pages. He looks up to see Wesley entering the room.

ANGEL

Wes, glad you're here. I may have found something.

WESLEY

What is it?

Wesley walks over to stand next to Angel and peer at the book he has outstretched. Wes begins reading under his breath for several moments before reading the last of the passage aloud.

WESLEY (cont'd)

...and thus bringing the ghostly creature-

Wesley abruptly stops reading, leaving Angel to shift his stare from the book to Wes.

ANGEL

What?

WESLEY

This isn't it.

ANGEL

How do you know?

WESLEY

This is a resurrection spell for an ancient band of demons known as the Itrep'Nok tribe.

ANGEL

(confused)

How did you come up with that?

(CONTINUED)

4 CONTINUED:

4

WESLEY

(pointing to the book)

This symbol can be loosely translated into "man." Its true origins, however, stem from an early Hebrew dialect and when taken with the context of the paragraph can be factually translated into "unholy night of darkness."

ANGEL

(dumbfounded)

Oh...

WESLEY

Don't feel badly. It's a common mistake that could have happened to anyone.

ANGEL

Except for you.

(beat; curiously)

Have you spoken with Illyria lately?

WESLEY

I didn't so much speak, as I listened to the ravings of an angry demi-god.

ANGEL

I know that she's never been the poster child for normal, but ever since you've been back, she seems more distant than ever. Yesterday, Spike referred to her as a 'frigid ice maiden in need of a proper shag' and barely got a scowl.

WESLEY

(beat)

Judging from our "conversation" earlier, I can only venture to guess that she is still mildly upset with my lack of enthusiasm to be back in this world. Either that or the simple fact that she failed to bring me back properly could be weighing upon her mind.

ANGEL

Or she could be worried about her own fate more than she lets on.

WESLEY

Yes. It's- I'm sorry, what?

(CONTINUED)

4 CONTINUED: (2)

4

ANGEL  
Aside from her powers slowly  
returning, there have been other...  
*things* that have been  
occasionally... well, happening.

WESLEY  
(suspicious)  
What kind of things, exactly?

ANGEL  
(reluctant)  
Fred... things.

Wes looks intriguingly at Angel as he takes in the words.

5 INT. UTF - TAYLOR'S OFFICE

5

Taylor is sitting uncomfortably behind his desk, looking as though his conscience is weighing heavily upon him. A few light knocks on the door precede Sonia's entrance. For several moments, they stare at one another without words.

SONIA  
So, am I going to get any kind of  
explanation today?

Taylor only stares back at her, and Sonia sighs.

SONIA (cont'd)  
Is this going to be like last  
night? 'Cause tell me now if I'm  
wasting my time asking an array of  
questions that aren't going to be  
answered.  
(beat; angrily)  
Fine.

Sonia turns to walk from the office, but stops short as Taylor finally speaks up.

TAYLOR  
(reluctantly)  
It was part of the terms of my  
employment.

Sonia stops at the edge of the door.

TAYLOR (cont'd)  
That's why I never told you.

SONIA  
Told me what, exactly? That you can  
control falling objects? I still  
don't know what the hell happened  
last night, Taylor! I- One second  
I'm seeing my life flash before me.  
(MORE)

(CONTINUED)

5 CONTINUED:

5

SONIA (cont'd)  
The next, your eyes are glowing and  
the two-ton piece of building that  
had my name written on it is lying  
halfway across the city!

TAYLOR  
It's complicated.

SONIA  
Un-complicate it!

Taylor sighs loudly as he looks up from the depths of his  
desk. He runs his hands through his hair.

TAYLOR  
(reluctantly)  
I'm-

He hesitates before correcting himself and continuing.

TAYLOR (cont'd)  
I was a warlock.

SONIA  
(in disbelief)  
A warlock?

Taylor nods lightly at her uneasy expression.

SONIA (cont'd)  
So, this whole time, you've just  
been James Bonding me?

TAYLOR  
My agreement with the UTF  
specifically states that my past  
remain in the past. No-one, and  
that means *no-one* was to know or I  
would lose command.

SONIA  
But it's *me*!

TAYLOR  
(loudly)  
That doesn't matter!

Sonia appears shocked by Taylor's outburst.

TAYLOR (cont'd)  
What do you see me doing without  
this?! Being a doctor... a lawyer?  
This is who I am, Sonia!

SONIA  
Apparently not.

(CONTINUED)

5 CONTINUED: (2)

5

TAYLOR

So what, after all this time,  
you're just going to lose faith in  
me at the drop of a dime?

SONIA

This is a pretty damn big dime! You  
can't just tell someone you've  
known for years that you're a  
warlock and not expect some kind of  
adjustment period, Taylor. Jesus  
Christ! You're the kind of thing  
that we're supposed to be fighting!

TAYLOR

Bold words coming from someone  
sleeping with the enemy...

Taylor instantly regrets that remark, but the damage is done.  
Sonia looks as though she could snap at any moment, but after  
taking a deep breath, offers only a few words.

SONIA

I don't know you any more.

TAYLOR

Sonia...

Sonia turns and walks from the office, leaving Taylor to run  
to the door after her.

TAYLOR (cont'd)

(yelling)

Sonia!

She's long gone. Taylor slumps back down behind his desk.

6 EXT. FREEWAY - DAY

6

We sweep across a busy freeway as cars zip in and out of  
traffic. As we watch the ocean of speeding metal, our focus  
comes to rest on a bridge that stands in the distance.

Upon said bridge, we catch a person slowly walking along the  
very edge of the bridge with apparent disregard for their own  
life.

7 EXT. OVERPASS

7

As we come in on the bridge itself, we quickly discover that  
it's not a suicide attempt, but a bored Illyria walking  
precisely upon the narrow handrail as she overlooks the  
swarming vehicles with the certain apathy that only she can  
possess.

7 CONTINUED:

7

Illyria walks along for several moments with the same familiar look upon her face before a single, but audible SCREECH triggers an oncoming of events.

Illyria stops in mid-stride and WHIPS her head around as she takes in what is happening.

As a red, foreign car cuts closely between an SUV and an eighteen wheeler, the SUV slams on its breaks to avoid a similar maneuver from another car. Upon the SCREECHING brakes, an amazingly loud texture of sounds claims the air for what is most likely miles.

The small, foreign car is propelled several feet into the air before it SLAMS down, hard upon the ground, leaving the eighteen wheeler to slam on its brakes and quickly resulting in a total jack-knife.

While the truck and trailer fall victim to the laws of motion, all the subsequent vehicles traveling behind it begin slamming on their brakes as well.

Back with Illyria, she stares on in horror. Her typically resilient demeanor is overtaken by a look of absolute shock as she watches the events unfold before her.

After several more moments, the sounds of screeching tires and colliding metal cease, leaving Illyria to stare, still, at the travesty at hand.

Overtaken vehicles lie on both sides of the freeway - an onslaught of smoke rising into the otherwise clear sky. Moments before, the volume of the roaring motors was almost deafening, but now an eerie silence is present - the scene bereft of motion.

Illyria has yet to move; the expression upon her face the same. A thundering EXPLOSION rocks the ground and causes the bridge to sway a bit, but she still stands firmly upon the rail.

Off of her conflicted expression, we...

**BLACK OUT.**

**END OF ACT ONE**

ACT TWO

FADE IN:

8 EXT. TAYLOR'S HOME - MORNING 8

SUBTITLE: LOS ANGELES, 1995

A large, expensively constructed home stands valiantly behind a well kept lawn and assortment of ornamental trees and shrubberies, cropped to perfection.

A desirable neighborhood lies on all sides of the home, engaging the calm streets and offering a warm feeling of security. As that warm feeling takes over, the front door to the home in question slowly swings open.

From within the home, Taylor emerges into the warm sunlight and follows the walk down to the trash can at walk's end. After disposing of the trash, he stares confidently at his surroundings and stretches boldly for a moment before turning to go back inside.

9 INT. TAYLOR'S HOME 9

As Taylor walks back through the door, he's nearly mauled by a small child, his son JONATHAN - approximately three years old - who jumps rampantly upon him as Taylor falls playfully to the ground.

JONATHAN  
Did I scare you, daddy?!

TAYLOR  
You sure did, boy.  
(playfully)  
How did you know that I was going to be coming back in so soon?

JONATHAN  
Because you had the trash in your hand.

TAYLOR  
(laughing)  
I see.

JONATHAN  
And because mommy said that I had to watch Barney because you and her were going to wrestle in the bedroom again.

TAYLOR  
She told you what?

(CONTINUED)

9 CONTINUED:

9

VOICE (O.S)  
(promiscuously)  
Taylor?

TAYLOR  
Mind your mother, son. Go watch  
Barney.

Taylor smiles as the boy runs into what is most presumably the living room before quickly ascending the stairs and vanishing around the corner.

10 INT. TAYLOR'S HOME - BEDROOM

10

The bedroom door slowly creaks open to reveal Taylor standing promiscuously against the door's frame, already without shirt, as he stares lustfully into the bedroom.

TAYLOR  
(confidently)  
I love Sunday mornings.

Across the room, upon their bed, lies his wife MARISSA - an attractive, blonde woman in her early thirties, lying enticingly across the comforter in a black, near transparent night gown of sorts.

MARISSA  
(smiling)  
You know as well as I do that  
Barney only lasts 23 minutes  
without the commercials. Clock's  
ticking.

Taylor nods appreciatively for a moment before walking in the room and closing the door behind him. He makes it across the floor and comes to stand over his wife.

TAYLOR  
They don't have words for the  
things I'm going to do to you.

MARISSA  
You're talking again.

As Taylor leans in to kiss his wife, the phone RINGS just in time to interrupt the picture perfect moment of a sex scene in the making.

Taylor reaches over to answer the phone, but is stopped from doing so as Marissa grabs him by the wrist.

MARISSA (cont'd)  
Let it ring.

Taylor stares at his wife for a debating moment, but with a slight shake of his head, makes up his mind.

(CONTINUED)

10 CONTINUED:

10

TAYLOR

It might be important.

Marissa sighs and lays back upon the bed.

MARISSA

Like the world is going to end if  
an insurance salesman doesn't  
answer the phone on Sunday.

Taylor shakes his head playfully as he picks up the phone.

TAYLOR

Taylor.

VOICE

(filtered through phone)  
Your services are needed.

TAYLOR

Yes, sir.

Taylor hangs up the phone, sits down on the bed, and quickly begins putting his shoes back on.

MARISSA

Again?

TAYLOR

It's an emergency, baby.

MARISSA

That's what you said Friday night.

TAYLOR

You know that, given the choice, I  
would much rather stay with you...

MARISSA

But..?

TAYLOR

But, I don't have a choice.

MARISSA

Taylor...

Taylor leans in and quickly kisses her before she can get another word out.

TAYLOR

I love you.

With those words, he quickly heads toward the door, picking up his shirt on his way.

(CONTINUED)

10 CONTINUED: (2)

10

Marissa stares at the empty doorway, sighing as she reluctantly stares at the ceiling.

11 INT. WAREHOUSE

11

A large, sliding door standing halfway open is the only source of light within the darkened warehouse as Taylor walks quickly through it, nodding to an armed man standing guard on his way in. He continues walking in our direction, resulting in our having to cut to:

Next to a large table, in an oversized chair, sits none other than QUENTIN TRAVERS. Alongside him another watcher, a younger man named WINSTON DOWNS, stands with perfect posture.

TAYLOR  
(nodding)  
Mr. Travers, Winston.

TRAVERS  
Mr. Hammond, glad you could make it on such short notice.

TAYLOR  
Anything for the Council.

TRAVERS  
That's what I like to hear, my boy. Now, we've got something of importance that calls for a man with your... qualifications.

TAYLOR  
What do you need done?

TRAVERS  
There's a band of demons that have recently inhabited the area. We need a spell, a powerful spell, to drive them out and as you may well know, you're the most powerful warlock this side of the river that divides this great country of yours.

TAYLOR  
Consider it done, sir.

TRAVERS  
(happily)  
Excellent. If only we had more dedicated contacts within the Council, we might eliminate this demon problem altogether!  
(beat)  
Winston, give him the files.

(CONTINUED)

11 CONTINUED:

11

Winston steps across the chair and hands Taylor a folder which Taylor quickly opens. Travers stands from his seat and artificially smiles, as he often does, before offering his final words to Taylor.

TRAVERS (cont'd)

I'll be in touch.

As Travers vanishes from screen, Winston warily watches him leave before stepping closer to Taylor and speaking softly.

WINSTON

You might reconsider taking this case, Mr. Hammond

TAYLOR

(smiling)

When did you start in the craft?

WINSTON

This 'little demon problem' that Travers is so unconcerned about? There's more to the story than he's telling you.

Taylor eyes him suspiciously as he releases the information.

WINSTON (cont'd)

There's a chance that these demons will be able to track down whomever performed the spell.

TAYLOR

There's always a chance that the demons can track down who did the spell, Winston.

(confidently)

I'm not the best paid insurance salesman in California because I'm a smooth talker.

WINSTON

Yes, but-

TRAVERS (O.S)

Winston?!

Winston glances over to Travers who is waiting alongside a limo. He taps his watch impatiently.

WINSTON

Just don't take the job. I'm begging you. Give me a few days to check there's no risk for our family. As a favour to a friend.

(CONTINUED)

11 CONTINUED: (2)

11

Winston walks quickly from his side and disappears inside the limo a few moments later, leaving Taylor staring down at the many files within his hand.

Taylor stares at the files without deterrence. He looks back to the departing limo as it slowly leaves plain sight and back to the files once more before sighing extensively - obviously bothered by what the man had said.

With a plop, the folder hits lands on the table and Taylor removes his over shirt. As he throws the shirt on the table, he removes a cover from the greater part of the table and admires the assortment of magical items underneath.

TAYLOR  
(nodding enthusiastically)  
Nice.

12 EXT. OVERPASS - DAY

12

We cut back in on Illyria's distraught expression as she is unable to turn away from what has happened. After a few moments, a blinding, blue light flashes boldly in front of us and as quickly as it burns out, Illyria is gone.

13 INT. ULIZZAN'S SHOP

13

We find ourselves inside a small, single owner antique shop. A weasly man, ULIZZAN, is standing behind the counter, conversing with a once attractive, but now OLDER WOMAN. Running his fingers across her forearm, it's hard to tell if he's trying to con her into buying something or actually trying to make a long lunch break.

With no warning, the same brilliant flash of blue claims the entirety of this small shop, leaving Illyria standing purposely in the center of it. Both Ulizzan and the older woman are left speechless, staring unbelievably as the former god quickly walks to the counter.

ILLYRIA  
I require the K'Quasz.

ULIZZAN  
(conspicuously)  
I don't know what you're talking about.

OLDER WOMAN  
How did you-

ILLYRIA  
(to older woman)  
Leave us!  
(to Ulizzan)  
I will ask you only once more.

(CONTINUED)

13 CONTINUED:

13

Ulizzan motions with his eyes to the older woman, before answering.

ULIZZAN

I don't-

THWOP! Illyria backhands him, sending him flying into a nearby shelf, SHATTERING dozens of expensive looking antiques as he does so. As she starers in horror, the older woman quickly turns and runs, SCREAMING, from the shop.

ILLYRIA

Do not play games with me human! I have visited this very shop. I know the type of commerce in which you deal.

Ulizzan stands up, quickly dusts himself off, and forces a smile to Illyria.

ULIZZAN

Follow me, please.

Quickly scouring the shop for any signs of life, he leads Illyria toward a door near the back of the shop.

14 INT. ULIZZAN'S SHOP - BACK ROOM

14

With the flick of a light switch, the room quickly becomes illuminated to reveal nothing more than your typical antique store merchandise, laid out across several tables.

ULIZZAN

Look, you can't just come in here demanding things like the K'Quasz in front of my customers. As far as they're concerned, I'm an antiques dealer with nothing but antiquities on the brain.

Illyria glares at him - enough to shut him up and with the flick of another switch, a panel across the room shifts to reveal an assortment of weapons and mystical devices.

ULIZZAN (cont'd)

But I can see a woman like you tends to get what she wants, so... You're in luck. I just so happen to possess the K'Quasz. Came across it at a swap meet, if you believe that.

ILLYRIA

I do not.

Illyria quickly walks across the room and retrieves the device from its resting place and admires it.

(CONTINUED)

14 CONTINUED:

14

ULIZZAN

Then you would be correct. I'm what you might call a compulsive liar. Kinda comes with the territory of being an evil arms dealer.

(beat; cowardly)

You do know how to use the device, I take it. It can not only be used for manipulating time, but also world destruction, if not handled properly. Hey, you're not going to end the world are you, because-

ILLYRIA

(without looking up)

The price for another word from your mouth will be your life.

Several moments of silence claim the scene as Illyria examines the device before she starts walking for the door again. As she does so, Ulizzan quickly walks behind her.

ULIZZAN

Now as for the matter of payment...

Illyria WHIPS around, her eyes glowing neon blue, as Ulizzan cowers before her.

ULIZZAN (cont'd)

(quickly)

... keeping my life will be sufficient. Er, thank you!

Illyria turns once more and walks quickly toward the shop's front door. Before she can get out, however, she's stopped by Ulizzan's negligent questioning.

ULIZZAN (cont'd)

Hey, wait a minute. I just now placed you. You *have* been in here before. Less extreme makeup, but you were in here with that British guy, Wesley. He went on about you... Fred! That's your-

Before the man can utter another syllable, Illyria waves her hand in front of him and the oh, so familiar slow motion ripple takes effect, leaving the man's mouth barely moving.

Illyria stops for a moment, closes her eyes, and lets out a distressed sigh before walking out the door.

ULIZZAN (cont'd)

... name, isn't it?

He looks around to an empty room.

(CONTINUED)

14 CONTINUED: (2) 14

ULIZZAN (cont'd)  
Hmm... I'll be damned.

He shrugs it off and grabs a broom from behind the counter and begins to sweep up, as if he's used to this sort of thing. A few sweeps with the broom, and we dissolve to:

15 INT. TAYLOR'S HOME - BEDROOM - NIGHT 15

A CRASH rings out from somewhere off screen as Taylor jumps alarmingly from his bed. Marissa raises up with the same degree of urgency and quickly looks to Taylor.

MARISSA  
(quietly)  
What was that?!

TAYLOR  
(reassuringly)  
Probably nothing, baby. Just stay here and I'll go check it out.

Taylor eases his way to the door and quietly swings it open, peering around the corner as he does so.

16 INT. TAYLOR'S HOME - HALLWAY 16

As he cautiously moves down the hallway, he stops and easily pushes the door open to his son's room and nearly stops breathing when he sees that he isn't in his bed. Without thinking, Taylor breaks into a dead sprint for the nearby stairway.

17 INT. TAYLOR'S HOME - LIVING ROOM 17

Taylor bursts into the living room and quickly scours it seeing nothing.

TAYLOR  
Jonathan!

JONATHAN (O.S)  
Daddy?

Taylor quickly turns and runs for the kitchen.

18 INT. TAYLOR'S HOME - KITCHEN 18

He stops as he enters the kitchen and breathes a sigh of relief when he sees his son standing with a gallon of milk and a broken glass at his feet.

JONATHAN  
I didn't mean to. I was thirsty. It just slipped.

18 CONTINUED:

18

TAYLOR

It's okay, son. This is no big deal.

(smiling)

We'll just tell mommy that I did it, okay? She'd probably blame me anyway!

The boy smiles back at his father.

TAYLOR (cont'd)

Now let's get *my* mess cleaned up, shall we?

The boy happily nods along and Taylor turns to head for the closet, but as he does, the back door BUSTS open with a large, scaly DEMON charging through, sword in hand.

We hit slow motion as it enters the house, it raises the sword and with the next few steps, swings at a nearby Jonathan.

Taylor's face is overcome with fear, but hasn't the time to act. As his mouth drops open to scream, we smash cut to:

19 INT. TAYLOR'S HOME - BEDROOM

19

Taylor sits up in bed as if he had been shocked by lightning. He quickly scours the room as Marissa rudely awakens to see her husband near panicking.

MARISSA

What is it?

No response.

MARISSA (cont'd)

Taylor?!

Taylor finally stops, realizing that it was a dream and looks thankfully to his wife with a deep breath.

TAYLOR

Nothing. I just had... a bit of a nightmare.

Marissa sighs as she moves closer to her husband and lies her head upon his chest.

MARISSA

(playfully)

I thought you said that men don't have nightmares?

TAYLOR

It was weird, it wasn't so much a nightmare, as a-

(CONTINUED)

19 CONTINUED:

19

The familiar CRASH rings out through the house again, leaving Taylor's eyes wide open with terror. He jumps from the bed and hurries to the door.

MARISSA

Taylor?! What are you doing?

TAYLOR

Get in the closet!

MARISSA

But-

TAYLOR

(yelling)

Now!

20 INT. TAYLOR'S HOME - STAIRWAY

20

Taylor descends the stairs in record time, skipping the last several with a might leap and landing with a THUD before quickly stopping himself and turning left into the kitchen.

In the kitchen, he sees Jonathan, just as he had been in his dream.

JONATHAN

I didn't mean to. I was thirsty. It just-

Taylor grabs the boy from the floor and quickly carries him out of the kitchen. As he nears the doorway, he looks back as the back door BUSTS off its hinges once more, leaving the same, scaly demon emerging from the shadows.

21 INT. TAYLOR'S HOME - ENTRYWAY

21

Before Taylor can even turn to head up the stairs, the front door, much like the back, is THRUST from its hinges and lands against the bottom of stairs with a thunderous CRACK, leaving several more demons to rush into the house from that entrance.

With the stairs not an option, Taylor hurries into the living room.

22 INT. TAYLOR'S HOME - LIVING ROOM

22

Taylor hustles into the room, with Jonathan in his arms. He quickly looks around, runs to the far corner, and gently drops his son to the ground.

TAYLOR

Son, I need you to stay behind this chair and whatever you do, don't come out.

(CONTINUED)

22 CONTINUED:

22

JONATHAN  
(almost crying)  
I'm scared...

TAYLOR  
Everything's alright, Jonny.

After forcing a smile for his son's benefit, Taylor stands up and rolls his neck from side to side, releasing a loud series of pops from his tightened joints.

TAYLOR (cont'd)  
Daddy's gonna clean house.

With the same ferocious glow in his eyes that Sonia had seen, Taylor smirks at the near dozen intruders in his living room before offering a loud YELL that seems to harness his powers.

As quickly as the yell is expunged, a lightning-like blast of energy flows from within the palms of his hands and sends half of the demons flying through the house, their scaly, brown skin blackened.

From behind a nearby couch, Taylor grabs a sword and charges the few remaining demons, valiantly slicing his way through the horde with little effort. As he gains the advantage, however, another wave of them come rushing in through both doors and even crashing through the windows.

Upon seeing this, Taylor stops and closes his eyes, taking a deep breath. When he opens them, an expression of perfect harmony and hatred rests upon his brow, and with the release of that breath, Taylor raises his arms in the air in a circular motion.

He then hastily brings them down to his sides and forms a circle with his hands, exuding a wave of energy that flows from his body and quickly encompasses the entire house, dropping the demons where they stand.

After a few moments, Taylor opens his closed eyes once more to reveal that they're back to normal. He looks confidently around his home, seeing that the threat is gone.

MARISSA (O.S)  
Taylor?!

TAYLOR  
Down here!

MARISSA  
(panicking)  
Where's Jonny?!

TAYLOR  
It's okay, honey, he's-

(CONTINUED)

22 CONTINUED: (2)

22

Taylor stops as he looks behind the chair to see Jonathan lying motionless upon the floor. From Taylor's frightful face, we cut to:

23 EXT. OVERPASS - DAY

23

Illyria has returned to the scene of the accident where chaos is still boldly present. There is now the occasional person moving about in the aftermath of the disaster, but very few.

Emergency services are doing their best to cover the disaster, but it's clear this is going to be a long night.

Illyria stands back on the railing where she had earlier as she grasps the K'Quasz tightly within her hands. She grabs one of the jagged edges that are protruding uneasily from the device and twists it.

She holds it out before her as she closes her eyes, obviously concentrating extremely hard. As she holds the device out in front of her, it begins making a small humming noise.

The device begins to slowly rumble about in Illyria's palm as she opens her eyes and cocks her head to the side, studying the device.

Before she's able to determine anything, however, an amazingly lucent flash overtakes the scene, causing Illyria to violently turn her head to the side.

From the tiny orb, the flash turns into a wall of mystical energy that quickly begins to work its way in every direction, spilling into every nook and crevasse.

As the glow dies down, Illyria watches the waves pour into every direction. Realizing what she's done, Illyria disappears into the air with her familiar blue light show.

We watch the energy unfold into the city, but see something that Illyria didn't hang around for. As the energy passes through people, it's changing some of them into DEMONS and GHOULS!

The wave continues to grow and appears that it will soon take the city. As it quickly approaches us, it stays on its path until just moments away, forcing us to:

**BLACK OUT.**

**END OF ACT TWO**

ACT THREE

FADE IN:

24 EXT. CEMETERY - MORNING

24

Taylor is standing earnestly aside his wife in the foreground of a sea of loved ones dressed in black. Before him, a small coffin rests lightly upon a prepared plot of grass.

Taylor's face is of stone. Not a single tear clouds his eyes, but the expression of grief is readily visible beneath the undaunted mask. His wife is crying without reserve, her long blonde hair behind a black veil. Taylor reaches for her hand, but she pushes it away, causing a small grimace to momentarily creep across his face.

As the priest carries on the ritual, we dissolve to:

25 EXT. CEMETERY - LATER

25

The sea of loved ones has all but dwindled away. Only a few remain behind to offer comforting words to the grieving parents.

As the last of them leave, Marissa walks to the coffin and gently lies a single red rose upon it and reluctantly clings to the coffin for dear life.

Taylor walks to her and puts his hand on her shoulder. As he does so, however, she jumps from her kneeling position to stare angrily at him.

MARISSA

Don't touch me!

TAYLOR

I-

MARISSA

This is all your fault! You *killed* him!

TAYLOR

Marissa, I... I didn't-

MARISSA

You what? Didn't mean to murder our son, you *freak*?!

Taylor stares at her, not knowing how to respond.

MARISSA (cont'd)

I'll send my brothers round for my things.

(hatefully)

You'll be getting the papers in the mail.

(CONTINUED)

25 CONTINUED:

25

Marissa walks hastily from view as Taylor stares on at his son's grave, the same stone expression upon his face. A few moments later, Winston slowly walks into frame to stand alongside Taylor, who doesn't acknowledge his presence.

WINSTON

I just wanted to express my  
condolences. If there's anything I  
can do, you know where to contact  
us.

Taylor never takes his eyes from the grave. Winston sighs, pats Taylor on the shoulder, and walks from view, leaving Taylor to stand alone.

26 EXT. CEMETERY - NIGHT

26

As we creep in on the darkened cemetery, all seems normal until we hear SHATTERING glass. We slowly close in on Taylor, kneeling upon the ground in front of the freshly dug grave, the remnants of a broken vial in his hand, with an oozing green liquid dripping onto the ground.

TAYLOR

By the powers of-

WINSTON (O.S)

Once you go down this road, Taylor,  
you can never turn back.

Taylor clenches his fists as Winston steps calmly into frame. Taylor glances back at him.

TAYLOR

Leave me alone!

WINSTON

You can't do this.

TAYLOR

(solemnly)  
Try and stop me.

WINSTON

This isn't the way. You must know  
that.

TAYLOR

A son dying by his father's hand is  
no way at all!

WINSTON

It wasn't your fault. You-

(CONTINUED)

TAYLOR

Don't feed me that crap about responsibility, I'm trying to take responsibility now!

WINSTON

(beat)

You did what you had to do to protect your family. Had you rather they killed you all?

TAYLOR

(remorsefully)

I would rather them have taken me. Not my son.

WINSTON

I can help you, Taylor. You just have to let me.

TAYLOR

I have this well under control, Watcher.

WINSTON

I-

TAYLOR

Enough!

Taylor quickly stands from the ground and has Winston by the throat in a matter of seconds. His eyes seem to be on fire with rage and energy as he holds the man by his throat.

TAYLOR (cont'd)

I will not sit by and allow this to be the end of my son's existence! And if you or the Council try to get in my way, you will have never seen the kind of destruction that I will bring you.

Taylor releases him and turns back to the grave, dropping down to the ground once more. Winston rubs his neck for a moment before clearing his throat and continuing to speak.

WINSTON

We could have done this a much easier way.

Taylor stands up once more, but before he turns around, an assortment of three darts land precisely upon his neck, leaving him to sway to and fro momentarily before falling back upon the ground.

From the nearby trees, several men in swat-style dress emerge, carrying heavy weaponry.

(CONTINUED)

26 CONTINUED: (2)

26

They close in on Taylor with one of them kicking at his motionless body to ensure that he is indeed out of commission for the time being.

Winston walks over to supervise as he watches them handle Taylor.

WINSTON (cont'd)

Get the van here immediately. Make sure that the restraints are prepared.

(beat)

I would watch how I handled him if I were the lot of you. Not only do you have to worry about pissing him off, but there's a great possibility that he'll be your boss in a matter of months.

27 INT. UTF - MORNING

27

Through a two way mirror, we see Taylor chained solidly to a chair and subsequently, to the floor. He sits in the middle of an empty room - nothing, him and the chair.

As we pull back, we see Winston and another man, whom we can only assume is a Watcher, watching Taylor's actions in the next room.

WINSTON

How long has he been awake?

WATCHER

A little over an hour.

WINSTON

Has he tried to move?

WATCHER

Up until about ten minutes ago.

WINSTON

You did give him the serum, I take it.

WATCHER

Of course. What do you take me for?

WINSTON

I take you for someone who had better value my life. Even being chained to the floor, he could kill us all without the use of any appendage.

(beat)

I'll be back.

(CONTINUED)

27 CONTINUED:

27

WATCHER

Where are you going?

WINSTON

To talk some sense into him.

28 INT. UTF - INTERROGATION ROOM

28

Taylor watches Winston enter through the room with a look of hatred upon his face, looking as though he would kill, given the opportunity.

WINSTON

How are we feeling?

TAYLOR

Cut the crap, Winston.

WINSTON

Well then, I presume. If you've the ability to curse me, you've the ability to reason with me.

(beat)

I'm going to get straight to the point, Taylor. We need you. You're a powerful warlock, but more so than that, you possess a powerful mind. A mind that could prove to be of use.

(beat)

I should tell you know, it is against the Council's recommendations that I am even here. They suggest that you be decommissioned. I, however, persuaded them that you are still a great man, with great powers. Even if those powers aren't derived from magic.

(beat)

What I'm doing here is offering you a job.

Taylor looks up, surprised.

WINSTON (cont'd)

What we're going to do, should you accept our terms, is help you to rid yourself of the tainted magics within and allow you control over the LA branch of a forthcoming subdivision of the Council known as the UTF.

(beat; solemnly)

(MORE)

(CONTINUED)

28 CONTINUED: 28

WINSTON (cont'd)

The only catch is that, at the behest of the council, you must refrain from using your magical skills from here on out. They're seen as more of a liability than an asset at this point.

(beat)

I should warn you, this will not be an easy road that lies ahead. It will be one of extremities on both ends of the spectrum. You should think this through, Taylor. This is the kind of moment that can change one's life forever. And it's the last one that you'll receive.

Off of Taylor's concerned look, we cut to:

29 INT. UTF - TAYLOR'S OFFICE - PRESENT DAY 29

Taylor sits alone at his desk, seemingly alone in UTF, as he stares through the wall. He sighs as he thinks back upon the past and finally comes to lower his head.

Without much warning, Taylor quickly raises his just in time to hear a low RUMBLING. Alarmed, he springs from his chair and exits the office.

30 INT. UTF - CONTROL ROOM 30

The door FLIES open as Taylor bursts into the room, stopping in front of the dozens of monitors to stare at one particular screen.

TAYLOR

Oh God...

31 EXT. HYPERION 31

As we cut into the streets of LA, we can see the massive wall cloud of energy quickly heading our way.

32 INT. HYPERION - LOBBY 32

The massive rumblings are becoming more audible in the hyperion as Angel and Wesley are still busily working with the stack of books that are surrounding. Spike runs in from upstairs and quickly descends the stairwell.

SPIKE

(yelling; annoyed)

We just faced an apocalypse not more than three months ago!

(to the skies)

Have you no decency?!

32 CONTINUED:

32

As Spike yells out his rant to the gods, NINA bursts in through the front doors of the lobby to allow a rush of sunlight to filter into the hotel and BURN Spike's hand.

He pulls his hand back and yells in pain.

SPIKE (cont'd)

Ow! Crikey, woman, watch where you're going!

(to sky; angrily)

Very damn funny, you smiting bugger!

NINA

Angel, there's something coming!

CONNOR (O.S)

Dad?!

Angel seems overwhelmed by the sudden fear in the air as Nina rushes toward him as well as Connor and Sonia, rushing inside from the garden.

ANGEL

(to Nina)

What's going on?

NINA

There's some kind of electric current or something, and its coming *fast*.

CONNOR

Looks like it's sweeping over the entire city, this big tidal wave of energy!

SPIKE

(shaking his head)

I should have never come back from Africa.

Before anything else can be seen, Illyria's accompanying blue light is present and she appears in the center of the lobby.

ILLYRIA

You must-

Before Illyria can finish her warning, the waves of energy rush through the Hyperion. As it does so, Illyria quickly disappears once more, just in time to avoid the energy herself.

As soon as she vanishes, however, the waves pass through everyone else. As they do, Angel is transformed into the burly, haired beast that he became in Pilea.

(CONTINUED)

32 CONTINUED: (2)

32

As he ROARS a magnificently horrific cry, Nina falls to the ground and begins convulsing.

NINA

No...

As she does, she quickly begins turning into the wolf. With everyone turning, Spike ducks his head and prepares for the worst. After several moments, however, he notices that nothing is happening. He looks down at his hands and then back to the skies once more.

SPIKE

(happily)

Sorry what I said earlier. Damn decent of you.

As he finishes his words, however, a series of GUNSHOTS ring out as Nina attacks Sonia. The bullets, of course, do little damage and only work to infuriate the beast.

SPIKE (cont'd)

Perfect...

Spike takes off in a dead sprint across the lobby.

Sonia stands, still firing off rounds, as the wolf approaches at alarming speeds. It reaches back with its razor like claws to swipe at Sonia as her pistols click, all out of ammo.

Just before the wolf can connect, Spike comes out of nowhere to land upon its back and knock it to the floor. The beast slides across the floor.

It jumps to its paws and hurries back at Spike, who is still on his back, and begins viciously ravaging him before it's knocked off course by Sonia.

As Sonia reaches out to help Spike up, however, the set of claws SLICE through her skin.

Spike stares on in shock as Sonia falls lifelessly upon him. He lets out a vengeful SCREAM as he jumps from the ground to continue his battle with the wolf.

As Spike takes a mighty swing, we slowly sweep away from the fight to see Angel, or the beast form Angel rather, running into the daylight as Connor's lifeless body lies on the floor.

33 INT. HYPERION - LOBBY - LATER

33

Taylor runs into the lobby from outside, breathing heavily as he does. He stops almost as soon as he enters to take in the horrific scene before him.

(CONTINUED)

33 CONTINUED:

33

Nina, Connor, and Sonia's corpses all lie in pools of blood along the floors with a pile of dust in the corner to signify Spikes' demise as well.

Taylor drops his head as he sees Sonia, and when he raises it again, his eyes blaze with fury, especially when he realises there's one person unaccounted for.

TAYLOR

Angel. I *knew* this would happen...

Taylor grabs a loose sword, turns, and runs from the building again as we stay with the carnage for a moment before we:

**FADE TO BLACK.**

**END OF ACT THREE**

**ACT FOUR**

FADE IN:

**34** EXT. HYPERION - DAY **34**

As Taylor exits the hotel, another wave of energy is on the move and approaching at ludicrous speed. He takes a deep breath and calms himself, staring into the middle of the wall as it comes within yards of him. Just before the wall can reach him, however, he disappears.

After a few moments, he pops back up just in the spot that he had left and quickly turns to see the wave continuing on throughout the city streets.

TAYLOR

At least *I've* still got it...

After taking one more deep breath, he breaks into stride and advances into the direction the wave came from.

**35** EXT. ALLEYWAY **35**

As Taylor hurries through the alleyway, he's KNOCKED hard against the wall. He jumps to his feet to see Angel as the beast. With his sword across the ground, Taylor is able to dodge a ferocious attack from the beast.

Diving across the ground and grabbing his sword in mid-roll, Taylor jumps back to his feet, ready for anything.

The beast attempts to strike again, but this time, Taylor strategically dodges its primal attacks and is able to slice through him with the sword.

Thinking that he has gotten the best of him, Taylor turns to continue his run, but is interrupted by a massive ROAR as the beast chases him down the alley.

TAYLOR

Great.

As it runs toward him, however, Taylor takes advantage of his powers to hurl the beast a good twenty yards into the street with a bolt of light.

Taylor then moves in for the kill, but is quickly stopped when another wave starts rushing furiously in his direction.

Having little time to do so, Taylor quickly calms himself once more and disappears just in time to avoid any damage. He quickly reappears and raises his sword, but stops, amazed at what he sees.

TAYLOR (cont'd)

(confused)

Angel?

(CONTINUED)

35 CONTINUED:

35

No sooner can he get the words out, than does Angel burst into flames, lying in the wide open road with no protection from the sun. Taylor stares on in shock as Angel turns to dust with a sizable explosion.

Taylor looks to the skies himself.

TAYLOR (cont'd)

If there's anyone up there, now would be the time to answer one of those prayers that I haven't been sending for the last ten years.

As we look down the road, we see an array of demons claiming the streets, running rampant and chasing the occasional pedestrian.

We watch Taylor cautiously head in their direction before we cut to:

36 EXT. STREETS

36

As we curiously watch a very inconspicuous wall, we find ourselves wondering just why it is that we're watching this wall until a demon comes FLYING into view and landing hard against it, followed very closely by another that lands in nearly the same spot, finally forcing our curiosity to cut to:

Illyria, doing what she does best - beating the crap out of things. With a swarm of demons surrounding her, Illyria is exuding every strength that a well rounded fighter should.

Though the fight is going in her favor, the amount of foes don't seem to be decreasing. As they keep coming out of nowhere, Illyria finds herself being bombarded. Encircled, however, she characteristically fights with confidence and passion.

She's knocked to the ground, however, by a blow to the back. She quickly rolls over and kicks an approaching demon back into the group, buying herself a few more moments.

As she jumps back to her feet, however, a series of gunshots ring out from an automatic weapon, leaving the flock of demons to fall lifelessly to the ground.

Illyria quickly looks up to see Taylor, roughly a hundred yards away, kneeling upon the ground with an assault rifle in hand. She simply stares at him as he throws the rifle across his back and hustles toward her.

TAYLOR

Looked like you could use a little help.

(CONTINUED)

36 CONTINUED:

36

ILLYRIA

How is it that you have managed to avoid the cosmic energies?

TAYLOR

I guess you could say that I'm somewhat of a crafty bastard like that.

Illyria cocks her head to the side in realization.

ILLYRIA

You possess great magical prowess.  
(confused)  
Why have I not noticed this before?

TAYLOR

I used a cloaking spell. As long as I don't use magic, I'm safe. Now, I'm assuming that since you're not affected by the time continuum either, that you're the one who started this whole thing.

ILLYRIA

It was not me. It was that faulty device!

TAYLOR

Let's blame the inanimate object later and try to focus on saving the world, shall we?

ILLYRIA

I do not require the help of a sorcerer to rectify the situation.

TAYLOR

Let's get this straight, Illyria, I'm not a crackerjack magician and the faster you understand that, the faster we can fix this little screw up of yours.

Illyria is furious, but somehow keeps herself from lashing out. She nods, slowly.

ILLYRIA

You can operate the K'Quasz?

TAYLOR

I can operate anything that has controls. Give it to me.

ILLYRIA

I do not possess it.

(CONTINUED)

36 CONTINUED: (2)

36

TAYLOR  
You lost it?!

With those words, Illyria BACK HANDS Taylor, landing him hard against the same wall that the demons had landed upon before.

ILLYRIA  
Raise your voice to me once more,  
sorcerer, and you will cease to  
breathe.

Taylor's eyes turn to that, now familiar, state of electric being, but quickly turn back to normal as he stands up. Illyria takes note of the change and prepares for an attack, but Taylor doesn't advance.

TAYLOR  
We don't have time for this!  
(beat)  
Where is it?

ILLYRIA  
I left it on the bridge.

TAYLOR  
Well then there's no sense of  
standing around smacking me, is  
there? Let's go!

They rush out of frame as more waves sweep over the city behind them.

37 INT. OVERPASS

37

As Taylor and Illyria come into view, Taylor takes in the scene of devastation before him. The transformed civilians are howling as they prowl the wrecked cars, feasting on the dead.

TAYLOR  
Oh, man. Did this-  
(surprised)  
Is this why you used the K'Quasz?

ILLYRIA  
The matter is not of your concern.  
The device lies upon the ledge.  
Repair it!

Taylor shakes his head, biting his tongue, before finally making it to the railing and grabbing the device.

TAYLOR  
Probably wasn't the smartest idea,  
leaving it right here where the  
wind could have sent it thirty-five  
feet to the pavement below.

(CONTINUED)

37 CONTINUED:

37

Illyria doesn't even acknowledge his words as Taylor quickly examines it.

ILLYRIA

You claimed to possess knowledge of its functions!

TAYLOR

I do, if you'll just stop yelling at me! You sound like my mother!

Taylor turns the orb several times as he inspects the different notches and 'buttons' upon the device before finally turning one of the ones that Illyria did.

ILLYRIA

I only hope that you do not worsen the situation!

TAYLOR

I only hope, that you remember all of this so you'll know that I saved your ass!

With that, the device starts to glow again. Taylor quickly looks over to Illyria with a glance of self confidence as he holds the orb in front of himself.

TAYLOR (cont'd)

(confidently)

The trick is all in your mind.

After smiling to Illyria, Taylor instantly sobers up and closes his eyes. After several moments, his eyes open and quickly flutter about with movement.

As we pick up the scene before us, we're taken in by the familiar scene of the brutal pile up before us, but all else seems normal. To further that suspicion, Illyria stares at Taylor with a look of discontent.

ILLYRIA

(alarmed)

What are you doing here?! And how did you get the device?

Taylor sighs a breath of relief and smiles at her questions, which only work to infuriate her.

ILLYRIA (cont'd)

(angrily)

Do not-

(CONTINUED)

37 CONTINUED: (2)

37

TAYLOR

(motioning to the wreck)

Look, I know this seems like a terrible thing that happened here, but it was in the cards. And I know that you used to be a god and turning back time was something that you used to excel at, but the last few hours have proven that you're not worth a damn at it anymore. So I'm afraid this...

(beat; holding the orb)

... has got to go bye bye.

Taylor tosses the orb over the side of the bridge, leaving it to SHATTER into dozens of pieces.

Illyria is shaking with barely controlled anger as she lowers her gaze coldly at Taylor.

ILLYRIA

Your death will be slow.

Illyria uses her powers that would typically knock Taylor to the ground for good, but to her surprise, he deflects them. His eyes glaze over one last time as Illyria stares at him curiously.

ILLYRIA (cont'd)

You possess great magical prowess.  
How did-

TAYLOR

(annoyed)

We've been through this before. Look, you used the K'Quasz. It didn't work at all like you planned. Everyone you cared about died and I had to save your ass. I know you're an egotistical god from eons ago, but how else would I appear before you with K'Quasz in my hand?

Illyria remains quiet, deliberating on what he has said. Without waiting for any kind of response, Taylor turns and walks away.

ILLYRIA

Where do you go?

TAYLOR

It's been a long day and I've got still got a stop to make before I go home.

(CONTINUED)

37 CONTINUED: (3)

37

ILLYRIA

What about these people?

TAYLOR

I don't know, call an ambulance!

As Taylor walks into the fading sunlight, Illyria turns back to stare at the few people who are moving about around the crash site, deeply distressed, but not knowing what to do. As the sirens of more approaching ambulances can be heard, we fade from her saddened expression to:

38 EXT. CEMETERY - LATE EVENING

38

Taylor stands uneasily in front of his son's grave, looking down at it as though he wants to say something, but doesn't have the words. He struggles with himself, opening his mouth several times to speak, before finally letting anything slip out, his voice cracking as he speaks.

TAYLOR

Hello, Jonny. It's your father.

(beat)

I know that I haven't been by to visit in a long time, but things have been difficult for me. I know that's no excuse and that I shouldn't be making excuses anyway. So I just came by to tell you that I'm sorry... that I'm sorry that it was you and not me, but I've finally got to move on with my life. I can't punish myself every day for a mistake that I made ten years ago.

(beat; tearing up)

I don't want you to think, for a second, that I've forgotten about you. You'll be in my heart until the day that I die, son. I only hope that I'm in yours.

We slowly begin to pull back from the solemn scene, leaving Taylor to his thoughts, as we dissolve to:

39 INT. HYPERION - LOBBY

39

Illyria walks through doors of the hotel to find the rest of the group huddled around the front desk, still working on curing Wesley's condition.

SPIKE

Jesus Christ, Blue! You've been gone all day. We would have sent out a search party hours ago - if, that is, we gave a damn about you...

(CONTINUED)

39 CONTINUED:

39

Spike stands with his chin up as she passes, ready for an attack, but is surprised when she walks slowly passed him without so much as eyeing him.

SPIKE (cont'd)  
(arrogantly; to angel)  
I told you I'd break her down  
sooner or later, didn't I?!

40 EXT. HYPERION - GARDEN

40

We slowly push our way through the garden, but come up with nothing. After another turn, however, we discover Illyria sitting solemnly atop the stone wall, only she's not Illyria in body.

Moments later, Wesley slowly walks onto the screen, cautiously making his way closer to her, staring in splendor at FRED's figure, before speaking up.

WESLEY  
Is something troubling you?

ILLYRIA/FRED  
This conversation took place this  
morning.  
(beat)  
Perhaps the K'Quasz worked after  
all.

WESLEY  
(confused)  
The K'Quasz?!

ILLYRIA/FRED  
It does not concern you.

WESLEY  
The use of the K'Quasz concerns us  
all. If not handled properly with  
the necessary degree of  
concentration, the effects could be  
near catastrophic.

ILLYRIA/FRED  
(bitter laugh)  
So I am told.

WESLEY  
(beat)  
Are you certain there is nothing  
bothering you?

ILLYRIA/FRED  
Why must you continue to question  
me?

(CONTINUED)

40 CONTINUED:

40

WESLEY

I just wondered if you knew you were taking on the appearance of Winifred Burkle?

Illyria's breathing nearly stops as she comes to the realization that she is, indeed, in Fred's form. Instead of changing, however, she bows her head as a tear comes to her eye.

Wesley watches on in amazement, not really knowing how to react to such a vulnerable Illyria. He walks closer and comes to stand alongside her. She's nearly choked up as she speaks.

ILLYRIA/FRED

This existence sickens me. I witnessed the passing of dozens of beings today and could not force myself into apathy.

(beat)

I was compelled to act upon my emotions, which led to a cataclysmic event that nearly unravelled this world that you care so much for. Irrationality is the bane of humanity, and is brought upon by inconsequential feelings such as I felt today.

(beat)

I fear that I cannot survive in this state for much longer. My powers grow more boldly with each day's passing, but they will not take me before these feelings cause this shell to part.

WESLEY

It's ironic.

Illyria quickly shoots him a scowl, thinking he's poking fun.

WESLEY (cont'd)

When the time finally comes that you need to be held, I haven't the arms to do so.

Illyria's scowl is overcome by an expression of understanding and what seems like the brink of a smile, but for the sake of character, stops just short.

41 INT. UTF HEADQUARTERS.

41

Taylor walks slowly into the base, feeling oddly good about himself for a change. He walks like he's got a weight lifted from his shoulders as he makes his way to his office.

(CONTINUED)

41 CONTINUED:

41

As he walks through the hallways, however, it's hard not to take note of the lack of movement within the base. The halls that are typically bustling with activity lie dormant.

42 INT. UTF - TAYLOR'S OFFICE

42

As Taylor enters his office and easily sits down in his chair, he curiously picks up an envelope from his desk and quickly opens it, leaning back comfortably in his chair as he reads.

SONIA (V.O.)

Taylor, I'm really sorry that you have to read about this instead of hearing it from my face, but we all decided that it was best.

(beat)

I know that this isn't going to be an easy thing for you to accept, but we're leaving.

Taylor's face almost drops as he reads the words on the page.

SONIA (V.O.) (cont'd)

After finding out what you are, we can't allow ourselves to, in good conscience, follow you into battle one more time. You are the very thing that we fight to rid the streets of.

(beat)

You've let us all down and more than that, you let me down. I've trusted you more so than I have anyone in my life, and that trust has been betrayed. I know that the UTF is your life and I'm sorry that we've taken it from you, but it's something that had to be done.

(beat)

I will, however, leave you the greatest compliment that, I feel, I can give you. You are the most loyal man that I've ever known. When everything falls apart, your sense of loyalty to your cause is still boldly present and no one can take that away from you... not even us. Sonia.

Taylor drops the paper upon his desk and drops his head into his hands before leaning back in his chair again, looking more like a brooding Angel than himself.

(CONTINUED)

42 CONTINUED:

42

After several moments of taking in his devastated expression,  
we:

**FADE TO BLACK.**

**END OF SHOW**