

**ANGEL**

"Past Sins"

by  
Waylon Wyche

&

Lee A. Chrimes

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**TEASER**

FADE IN:

1

INT. UTF MAIN HALL - NIGHT

1

Up close on ANGEL, his blank, expressionless face staring back at us.

As 'Where Is My Mind' by The Pixies begins to play, we slowly PULL BACK to reveal Angel standing in the middle of a chaotic battle royale - everything running at HALF SPEED.

UTF MEMBERS grapple with DEMON WARRIORS, with guns BLASTING and swords SLICING as the two forces tackle one another.

Bodies hit the deck, demons roar, fists slam into faces - but there's no sound other than the music.

Keep PULLING BACK as the battle scene fills the entire hall of the UTF headquarters. Angel stands in the centre of the mayhem, unmoving, impassive.

ILLYRIA pushes into view on our left, grappling with a demon much bigger than she is, but with her face twisted with rage she PUNCHES it in the face - her fist powering straight through the demon's head!

The demon drops limply to the floor, and Illyria is quick to pick a new target and race off to the right.

WESLEY is next, running across from the right and passing Illyria, FIRING twin handguns, dropping one target after another as he passes through frame.

Still pulling back as SONIA and TAYLOR appear, back to back, Taylor BLASTING anything that gets too close with a huge shotgun as Sonia HACKS away with a pair of spiked wrist blades.

The rest of the gang are here too - SPIKE and SKYE are side by side, battling whatever comes their way without ever actually looking at one another, as NINA takes aim and SHOOTS a stray demon with her pistol.

There's a sudden EXPLOSION, knocking everyone off their feet. Bodies go sailing through the air, everything still in SLOW MOTION.

Angel slowly turns his head towards the source of the blast - and sees THE KEEPER stride into the hall. His eyes scan the melee until they fall on one person in particular - CONNOR.

Angel slowly turns to look at Connor, bravely cutting down an attacking demon. He looks towards Angel and yells something, but there's still no sound.

(CONTINUED)

1 CONTINUED:

1

Angel looks back round - Sonia and Taylor are double-teaming the Keeper, but one SWIPE from the Keeper knocks Sonia off her feet.

In one smooth motion, the Keeper wrenches free one of her wrist blades, turning and SLAMMING it into Taylor's gut!

Sonia SCREAMS in horror as Taylor, eyes bulging, slumps to the floor.

Connor runs into frame, grabbing Sonia and hauling her to her feet before turning and yelling something at Angel - it looks like 'Dad! Come on!'

Angel just blinks, remaining frozen to the spot.

Connor turns to the Keeper, getting his sword up to block an attack, the two starting to duel.

Sonia gets a BOOT to her face and hits the deck again, and an UPPERCUT from the Keeper sends Connor tumbling down after her.

The Keeper reaches down and grabs the stunned Connor's head, pausing to look over at Angel.

There's a long beat as the two foes stare each other down. Connor's too dazed to say or do anything.

The Keeper TWISTS.

Connor's neck SNAPS, and he drops to the floor. Eyes glazed. Dead.

Angel stares into his son's lifeless eyes.

Something BLACK passes before him, and we cut to:

2 INT. UTF MAIN HALL - LATER

2

Music still playing, everything still at half speed.

A blood-stained Sonia has Connor's body in her arms, WAILING with grief as the shattered remnants of the UTF and Angel's team pick up the pieces around her.

Dead and dying human and demon bodies litter the main hall, smoke rising from several small fires.

Angel stands over Sonia, watching her as she SOBS, cradling Connor's broken form.

3 EXT. UTF BUILDING - DAWN

3

Nina lies on the ground, looking up at Angel with tears in her eyes and RED FINGER MARKS round her throat.

(CONTINUED)

3 CONTINUED:

3

JAMES KITRIDGE lies dead on the ground between them, blood bubbling from a slash across his throat.

Wesley hurries into frame, grabbing Nina, who still stares in shock up at Angel.

Angel turns slowly to look at the sunrise as the first rays of sun bleed over the horizon towards him.

4 INT. UTF - MAIN HALL - DAWN

4

Nina heads down a set of stairs and into the hall, now halfway towards being clean. There's a bag slung over her shoulder. Her cheeks are still wet with tears, but she knows what she has to do.

She pauses to look around the lobby, her eyes passing over patches of blood and rubble.

When she turns back, Skye is standing before her - also with a bag over her shoulder.

The two girls stare at each other for a beat. Skye's also been crying, her eyes bloodshot.

Nina cocks her head to one side, frowning, and Skye closes her eyes and shakes her head, fighting to hold back a fresh wave of tears,

She looks back across at Nina and nods once, and Nina nods back - a silent moment of communication.

Together, the girls push open what's left of the main doors and leave the UTF behind.

FADE TO BLACK:

TITLE OVER - Six Months Later...

5 INT. UTF MAIN HALL - DAY

5

Back in the hall now, still with the song playing and still at half speed. It's back to its former glory - fully rebuilt and cleaned up, no traces remaining of the climactic battle we just witnessed.

Wes walks into frame, a unfurled set of BLUEPRINTS in his hands. Two more UTF MEMBERS walk alongside him, Wes conversing animatedly with them.

He heads over to a nearby desk and lays the plans down, and as we move past him, we get a glance down at the blueprints - they're for the Hyperion! We pass Wes and cut to:

6 INT. UTF - SONIA'S ROOM - NEXT 6

Sonia is over by a small sink and mirror in one corner, staring at her own reflection. Her eyes are red and teary, and she wipes them dry before splashing water over her face.

She looks down - there's a small bottle of PILLS on the end of the sink. She scoops up the bottle, drops two pills into her hand and knocks them back.

As she swallows, Spike appears in the doorway, still pulling on his jacket, a cigarette hanging from his lips. He says something to her, and she turns and nods.

Spike steps out of frame, and as Sonia turns back to stare into the mirror, we cut to:

7 INT. UTF - ILLYRIA'S ROOM - NEXT 7

Illyria stands at the window, sunlight filtering over her as she stares across the city. She turns and looks towards a mirror hanging on one wall.

Illyria steps before the mirror - but now she's changed her form to that of WINIFRED BURKLE.

Fred looks at her reflection, tilting her head to the side, before reaching for a hairbrush and starting to comb through her long hair, slowly and methodically.

8 INT. UTF - MAIN HALL - NEXT 8

As Sonia and Spike push through a pair of double doors and out into the lobby, chatting about something, they pass Wes.

Wes looks up at Sonia, who shakes her head sadly. Wes nods, turning back to the discussion over the blueprints.

Spike holds the front door open for Sonia as they reach it, and she pauses in the doorway, looking back towards the staircase leading off to the left.

9 INT. UTF - ROOM - NEXT 9

Up close again with Angel, his face still blank, featureless.

Slowly PULL BACK to find Angel is sitting in a chair, alone in a darkened room.

Continue pulling back to see that the room is bare - no wallpaper or carpet, not even a window.

(CONTINUED)

CONTINUED:

Our view suddenly DISTORTS - we've passed through a thick pane of GLASS.

Keep pulling back to see a thick DOOR sealing the room Angel sits inside, a keypad over the lock indicating that this doesn't get opened very often.

Hold on this for a beat, Angel still visible inside the room as the song draws to a close, and we:

**BLACK OUT:**

**END OF TEASER**

ACT ONE

FADE IN:

10 INT. UTF HQ - HALLWAY - NIGHT

10

Footsteps are quickly approaching the large, metal door - the entrance into the UTF Headquarters - before it is THROWN open to reveal Spike, his face, hair, and hands tarred BLACK.

SPIKE

... but as it turns out, Percy, I don't give a damn about your politics!

Moments later, he's followed in by Wesley, relatively clean and unscathed by whatever disaster Spike has gotten himself into. Behind him, Sonia also enters the room, looking just as rough as Spike as she COUGHS, trying to scrape some of the tar from her clothes.

WESLEY

It's not politics. It's common sense. The futility of your attack strategy would have been blatantly obvious to anyone with the equivalent of a fourth grade education.

Spike rolls his eyes and continues on down the hallway, disappearing through a doorway.

WESLEY (cont'd)

You took a two man team to take down a passel of more than two dozen ravenous demons that, need I remind you, were in the midst of a very volatile and licentious mating season, when you've got a fully functional squad of military equipped young men at your very beck and call.

SONIA

(beat)

Well, when you say it out loud...

WESLEY

All I mean to say is that you've made better decisions, and I do hope you'll return to form in that respect.

SONIA

I had a 'form'?

(CONTINUED)

The duo continue down the hallway, towards the doorway Spike stepped through.

WESLEY

I know you've been deferring to Spike's experience on a lot of your recent missions, but Spike... doesn't theorize. And with his thinking that he is in charge, comes his thinking that he is qualified to make decisions regarding our personnel - or more precisely, you.

SONIA

I see what you're getting at.

WESLEY

Good.

Wes starts to step through the doorway.

SONIA

But for the record, I would like to point out that I read well above a fourth grade level.

WESLEY

(grins)  
Duly noted.

Wes turns and disappears through into his office:

Taylor's old office is now home to Wes' barrage of books and eclectic stylings. Wes walks into the comfortable surroundings as he drops his coat onto a nearby chair.

WESLEY

(without looking up)  
Get out of my chair.

SPIKE (O.S.)

Right on top my list of things to do, chief.

Wes looks over to his desk, where Spike is stretching out in the spinning chair.

WESLEY

If you insist on being insubordinate, at least do so without getting charred demon remains on my desk.

SPIKE

That's number two on the list.

Sonia pokes her head into the doorway.

SONIA

I'm going to go check on him and take a shower - though maybe not in that order.

Wes nods as she continues on down the hall. He waits for her to be perfectly out of earshot and then turns back to Spike.

WESLEY

Honestly, Spike, I know you've never been considered a man of great mind, but you really need to start exercising better judgment in the future.

SPIKE

And your point is what, for those of us who don't speak Git?

WESLEY

This personal vendetta that you've been carrying on your shoulder all summer has nearly gotten either one of us or yourself killed on more than one occasion and with Angel still... indisposed, we're in dire need of all the superhuman strength that we can get our hands on. Your dying would only complicate things.

SPIKE

You just keep on worrying about yourself and your little smurf dyed sweetie, Watcher M.D, and I'll worry about yours truly. You may have fallen ill the day that they discussed undead physics during your run for head boy, but we vampires are a little something that I like to call immortal.

WESLEY

Yes - but Sonia isn't.

Spike actually seems to be taken aback by the comment and finally shuts up.

WESLEY (cont'd)

She's been through a lot the last few months. She lost a boyfriend and a mentor in the very same day. That's a lot for anyone to take in, and she's barely older than a child.

SPIKE

She can take care of herself, Wesley. And for the record, she's not a child, she's...  
(thinks; stuck)  
... older.

WESLEY

The last thing that she needs is a daily reason to put herself in harm's way, but having said that, you seem to be her reason. And in case you haven't noticed, despite my sincerest efforts to derail her affections, the girl has taken quite a shine to you. She holds you almost as a role model and, as ridiculous as it may sound, a father figure.

SPIKE

I think you're stepping out on a pretty short limb if you're-

WESLEY

How many ill advised missions has she followed you on during the past few months?

SPIKE

Just because the girl is loyal hardly means that she fancies me! You're off your rocker if you think that I'm going to sit here and take advice from the one who's shagging the wholly life force from the body of his dead girlfriend's assassin!

(off look)

That's right. Vampire hearing, remember? And that would have worked even if I hadn't been standing outside the door!

WESLEY

Spike, you don't-

SPIKE

So the next time you want to discuss morality in the twenty-first century, I'd suggest clamping something tightly over that yammering trap of yours before you go off make yourself out to be a great big hypocrite.

WESLEY

(beat)

All I'm saying is-

SPIKE

(stands)

Heard enough blaspheming for one night. There's a tall glass calling my name, so if you'll excuse me...

Spike scoops up his pack of smokes from the desk and heads for the door. Wes watches him, before:

WESLEY

There was one other thing, Spike. Those demon remains...

SPIKE

I think I can work out how to use the washer, ta.

Spike disappears around the corner as a broadening smile spreads across Wes' face.

A huge blast of FLAME suddenly bursts past the doorway!

SPIKE (O.S.) (cont'd)

Son of a bitch!

WESLEY

...are flammable.

Wes allows himself a chuckle as he sits back at his desk, and we cut upstairs to:

An assortment of medicines are hidden from view as the misted door to a bathroom cabinet closes. Sonia wipes her hand over the cabinet to reveal her reflection.

The shower is on behind her, and the still-filthy Sonia is now wearing a towel. She grimaces as she tries to pick a few hardened bits of gunk from her hair.

12 CONTINUED:

12

She steps over to the shower, checking the water temperature, as her eyes drift over towards a door visible across the hallway - the door to Angel's room.

13 INT. UTF HQ - ANGEL'S ROOM - NEXT

13

Sonia appears at the small glass window, staring into the darkness beyond.

The room is bare. White walls are undecorated and the wooden floors are bare. In the far corner of the room, sitting in complete darkness, is Angel.

Though his eyes are open, his body is lifeless, staring pointlessly into the dark abyss that is his room.

Sonia watches mournfully for another moment before slowly turning back around and heading back to the bathroom, and we turn back to Angel, PUSHING IN on him before we cut to:

14 INT. DARKENED ROOM - NIGHT

14

Angel sits in another cold silent room, but this one has cracks running up the walls, DRIPS of murky water falling from the ceiling and distant, echoing GROANS and HOWLS sounding from somewhere off in the gloom.

Fading rays of SUNLIGHT fall on Angel from a small porthole high on one wall, but it doesn't seem to affect him.

Just out of reach of any lurking rays of day light, a hideous DEMON is dangling from the ceiling, looking almost like a giant bat. Greasy scales cover the whole of its body, its narrow eyes glowing RED as its lips move slowly, whispering softly into Angel's ear.

Though we're unable to make out any of the words, the strange BUZZING and occasional CLICKS of its forked tongue insinuate something sinister.

We watch for several seconds as the demon continues its task, before:

VOICE (O.S)

This doesn't mean I have to play  
good cop, does it?

Angel slowly turns around and stares across the room to reveal WHISTLER standing before us, decked out in his typical and laid back New York decor.

WHISTLER

Because, seriously, I don't know  
if I've got the juice to play  
debate team captain with that  
thing after the trip I just had.

(CONTINUED)

With one last ragged HISS, an evident sign of defeat, the demon hurriedly swoops back up toward the ceiling, disappearing into the shadows, its red eyes staring back for a moment before fading from view.

Angel stares oddly at Whistler for a moment, almost weighing if he is actually real or not.

ANGEL

(beat)

What the hell are you doing here?

WHISTLER

Oh, sorry, did I interrupt the chat you and your new friend up there were having? 'Cause, you know, it didn't exactly look like you were swapping muffin recipes.

ANGEL

(turns away)

Leave me alone.

WHISTLER

What? No 'hello, thanks for setting me on the path to spiritual enlightenment' before you start in with the twenty questions? Astral projection isn't an easy thing for a guy like me to do, you know. It's typically reserved for high standing witches and the occasional monk, and while my mother still thinks I'm one holy son of a bitch, let's go ahead and face the truth-

Before he can finish, he's PINNED against the wall, Angel holding his elbow against his throat and staring grimly into his eyes.

WHISTLER (cont'd)

Hey! What the-

Whistler struggles for breath, but Angel seems determined until a CRASH rings out from somewhere in the building. Angel snaps around, confused, before realisation dawns:

ANGEL

This place...

With Angel's attention elsewhere, Whistler is able to push him away. Angel glares back at him, but doesn't seem confrontational this time.

Whistler rubs his throat and croaks a bit as he finishes Angel's sentence.

WHISTLER

... ain't 5th Avenue, I can tell you that much.

Angel steps back, looking around at the room again.

WHISTLER (cont'd)

My neck's fine, by the way. Thanks for asking.

ANGEL

This place... it isn't-

WHISTLER

(rolls eyes)

Los Angeles? Correct again, sweetheart.

Whistler rubs his neck again as he runs his fingers along the dingy walls, looks at them with disgust, and wipes the grime upon his jacket.

WHISTLER (cont'd)

What this place is, in all actuality, is the deranged Freudian wonderland that you've been figmenting up for-

ANGEL

Then you're not...

WHISTLER

No, I'm real. One-hundred percent, in the flesh human. Well, a slightly lower percentage than that, but it comes with the gig, doesn't it?

ANGEL

Why am I here?

WHISTLER

Why are you here? First thing you should be more worried about, is why am I here. That, however, is a long story - and one that would go great with a nice bottle of something or another. Hey, I don't suppose you could poof me a little something in here so I could...

(off look)

(MORE)

WHISTLER (cont'd)  
Never mind. I'm sure you've got  
questions. I've got answers.

He stops and waits for Angel, but gets nothing.

WHISTLER (cont'd)  
Well... I've got answers, anyway.

ANGEL  
I've been in this room for...  
days. I think. Why?

WHISTLER  
Months, to be exact, but who's  
counting? As for your question,  
why is the champion of the people  
living in seclusion with the  
ugliest demon that a man could  
possibly conjure for a Scrabble  
opponent? Some less open minded  
might think that he'd given up  
fighting the good fight.  
(beat)  
How many times would that make  
now?

ANGEL  
(sternly)  
I didn't choose this.

WHISTLER  
Of course you didn't. I wouldn't  
be here if you had, but that  
still doesn't answer the  
question, does it?

ANGEL  
Did you come to help or riddle me  
to death?

WHISTLER  
Depends, really. You willing to  
listen to what I have to say?

ANGEL  
Are you willing to speak in plain  
English?

WHISTLER  
(laughing)  
Chin up, kiddo. I know the  
story's been playing repeat on  
this chapter, but trust me, this  
fairy tale is about to hit the  
next level.

Angel blinks, bewildered, as we hear:

14 CONTINUED: (4)

14

MANNERS (O.S.)

The final phase is nearly upon us. Such an exciting time to be alive, wouldn't you say?

15 INT. W&amp;H - LINDSEY'S OFFICE - NIGHT

15

Establishing. HOLLAND MANNERS is standing before the windows, staring out across downtown Los Angeles. LINDSEY MCDONALD is sitting behind Angel's old desk, looking less than thrilled to be there.

LINDSEY

You're not exactly alive any more, Holland.

MANNERS

Come now, Lindsey. Where's your sense of adventure?

LINDSEY

(apathetically)

I can barely contain my excitement.

Manners turns and looks at Lindsey for a beat, then smirks as he heads over.

MANNERS

We've got a new client coming into town soon, Lindsey. I need you to see that he's well taken care of.

LINDSEY

(snarky)

Leave a note with my secretary. I'll get right on it.

MANNERS

(beat)

I realize that you're upset, Lindsey, but-

LINDSEY

'Upset'?!? You bring me back from hell to take care of Angel once and for all, and I'm sitting behind a desk while he's a god damn vegetable! 'Upset' is a stage that passed with the hangover of being back in this dimension. Are you sure you want to hear the word that describes my mood?

(CONTINUED)

MANNERS

Well, at least you're all healed up and not wearing that dreadful mask anymore. That's something.

Lindsey stands violently up from his chair, knocking stacks of papers to the floor as he glares at Manners.

LINDSEY

'Something' would be killing our mortal enemy! The son of a bitch took my hand and my life - twice! He's been the bane of our existence ever since he arrived in LA, and the senior partners-

MANNERS

(over him)

Are less reluctant to abstain from a swift reprisal should you not act accordingly to plan, especially where Angel is concerned.

Lindsey takes a deep and exasperated breath as he watches Manners finish.

MANNERS (cont'd)

You've always known that the senior partners have had grander plans for Angel, and yet you still attempt these clandestine operations of yours to undermine their authority on the issue.

LINDSEY

(dry)

What can I say? Sometimes, I just can't control myself.

MANNERS

Nonetheless, they are very impressed by your conduct thus far. The way that you dealt with Angel and his team last year was a remarkable showing of both patience and virtue on your part, but this time around, they have made clear to me that things are going to operate differently.

LINDSEY

Are they going to let me do things my way for a change?

MANNERS

Not just yet.

LINDSEY

What a shock.

MANNERS

The fact is that they have not turned a deaf ear to your past... indiscretions. Current satisfactory progress notwithstanding, the partners are wary of you, Lindsey, and they're going to be keeping a very close eye on your activities.

LINDSEY

I'm thrilled, Holland, really. Now, if that's all...

MANNERS

(smiling)

Keep up the good work.

Lindsey shakes his head angrily as Manners starts to exit the room. Before he can leave, however, Manners stops.

MANNERS (cont'd)

Where is my mind these days? I almost forgot that I had one more bit of information to pass onto you. Allow me to introduce you to your new liaison.

Manners steps aside as LILAH MORGAN enters the office. Lindsey's jaw drops. Lilah looks as good as ever - long legs, perfect hair, snappy skirt and blouse.

LILAH

Hello, Lindsey. Miss me?

Lindsey throws a stunned look to Manners, who can't hide his smirk as he steps out of the office, closing the doors.

Lindsey looks back to Lilah, who's now wearing a smug grin of her own as we:

**BLACK OUT:**

**END OF ACT ONE**

ACT TWO

FADE IN:

16

INT. CORNER STORE - NIGHT

16

A small corner store is predominately empty. Only a handful of people are shopping its narrow aisles when a duo of masked STREET THUGS enter the store with the FIRING of a hand gun.

STREET THUG #1  
Get on the floor, now!

As the first of the thugs barks out orders, the other spray paints the surveillance camera lens black. As all of the people begin to hit the floor, the second thug rushes to the clerk.

STREET THUG #2  
You know the drill, old man! One false move and you're a dead mother-

STREET THUG #1  
I said on the ground - and that goes for everybody!

The thug at the counter quickly turns around to see his partner scurrying toward the back aisle of the tiny store.

The second thug FIRES another shot that hits the wall mere feet away from the cashier.

STREET THUG #2  
(to cashier)  
Money in the bag!

As the cashier works frantically to get the money, the thug glances back to his partner.

STREET THUG #2 (cont'd)  
Yo, man, what are you doing?!

The first thug jumps around the corner of the back aisle and stares angrily down the aisle as he PUMPS his SHOTGUN.

STREET THUG #1  
You think the rules don't apply to you, lady?

Standing nonchalantly in front of the frozen food section, Fred is leafing through a magazine.

STREET THUG #2 (O.S)  
What the hell is going on back there?

(CONTINUED)

STREET THUG #1  
Are you deaf, bitch?!

Fred finally stops and whimsically looks up from the magazines.

FRED  
(cheerfully)  
I'm sorry. I got caught up in my  
magazines. Were you talkin' to  
me?

The thug stares incredulously at her, as the other thug has comes around to the back aisle to join his accomplice.

STREET THUG #2  
(to other)  
Stop screwing around with the  
customers!  
(to Fred)  
On the ground, bitch!

Fred cracks a smile as he hurries toward her.

The second thug grabs her by the shoulder, but as he does, she grabs his arm and, with one hand, SNAPS the bone nearly in two, leaving it sticking grotesquely from the skin!

The thug SCREAMS in pain as she releases him and he falls to the ground.

Fred glances down at him and then back to the remaining thug, who stumbles backwards in horror.

FRED  
That was awful rude. Don't you  
think?

Fred cracks another friendly smile, inciting the thug to SCREAM as he raises his pistol.

The thug pulls the trigger, but as soon as he does, she moves her hand through the air and pulls her patented bending of time.

Everything flicks to SLOW MOTION - glass SHATTERS in a refrigerator door behind Fred, as she surges forwards towards him.

We snap back to NORMAL SPEED as he's LIFTED off the ground, looking down at Fred. She smiles sweetly back up at him.

FRED (cont'd)  
Didn't your parents ever tell you  
that stealing was wrong? Mine  
did.

(MORE)

FRED (cont'd)  
 Daddy always said that if you  
 can't find work, then you're not  
 looking hard enough. Shoot, when  
 he was young, he used to dig  
 ditches for a living to provide  
 for my mom - and really, who  
 wants to dig ditches?

STREET THUG #1  
 (struggling to breathe)  
 Please... don't kill me...

FRED  
 (laughing)  
 If my parents told me that  
 stealing was wrong, do you really  
 think they'd be okay with murder?

COP (O.S)  
 Alright, miss, drop him, and put  
 your hands in the air!

Fred glances over her shoulder to see five POLICE OFFICERS  
 spread throughout the store, all guns pointed at her. The  
 rest of the thugs have been rounded up and cuffed.

She turns back the to the thug, almost looking  
 disappointed.

FRED  
 But then again...

Fred's face suddenly hardens, and the thug's eyes bulge as  
 she SQUEEZES his throat a little harder.

FRED (cont'd)  
 (cold)  
 ... we've all got to grow up  
 sometime.

The thug starts to cry out - and she turns and HURLS him  
 through the air!

He YELLS as he smashes into the cops, scattering them like  
 bowling pins.

The nearest cop scrambles back to his feet, pushing the  
 stunned thug away from him, but as he turns back to where  
 Fred was standing, she's gone.

The bemused cop looks around the store, but there's no sign  
 of her. The thug at his feet GROANS, and as the cop exhales  
 and reaches down to cuff him, we cut back to:

17 INT. W&amp;H - LINDSEY'S OFFICE

17

Lindsey is sitting behind his desk, looking annoyed as Lilah lounges across his desk.

LINDSEY

You just couldn't stay away,  
could you?

LILAH

(smiling)

Why, Lindsey, whatever do you mean? You may have enjoyed whatever holding dimension they had you in, but mine wasn't what good little girls dream about when they close their eyes.

LINDSEY

You just couldn't stand the fact that I got to come back, could you? So the first chance you get, you wiggle your way back into the partners' good graces with this little 'liaison' gig.

LILAH

Honey, get over yourself. You think I went to them with this? After all the crap you've pulled, I'm surprised they let you back up here with all your body parts. I was plucked from my cozy little...

Lilah stops, thinking for a moment, before she glances under the table.

LINDSEY

What the hell are you doing?

LILAH

Jimmy Lowenstein from non-human resources came back from a holding dimension with one less-

LINDSEY

What are we, Lilah, twelve?  
(apathetically)  
It's still there.

LILAH

Hey, I'm just looking out for you, champ. I'm your liaison now. Looking out for you is pretty much in the job description.

(CONTINUED)

LINDSEY

Do me a favor and spare me the  
freshman psych mind games. You'll  
turn me in the first time I cross  
the road without looking both  
ways.

LILAH

Actually, I'll turn you in before  
you reach the road and hope for  
the best.

(off look)

Come on, Lindsey. This is going  
to be fun! The co-vice presidents  
of special projects back together  
again? Could you think of a more  
exciting place to be right now?

LINDSEY

I don't know. Hell?

LILAH

Ow. If I hadn't spent three  
centuries in a fiery torment,  
that might have hurt.

(cheerfully)

But, as is, I'm just finding  
myself in the mood for a night  
out on the town. First day back  
on earth is always exciting.

She stands up from the desk and pulls down the collar of  
her turtle neck shirt.

LILAH (cont'd)

Look, they even removed the scar.

(happily)

They thought it was more  
professional this way. So what do  
you say? How about a drink for  
old time sake?

LINDSEY

Old times were me pulling your  
knives out of my back.

LILAH

I didn't say you couldn't be  
armed.

LINDSEY

As enthused as I am about your  
being back, and really, I am,  
I've got an important client  
arriving next week that I've got  
to prepare for.

(MORE)

(CONTINUED)

17 CONTINUED: (2)

17

LINDSEY (cont'd)  
 So if you can just poof,  
 levitate, or just generally get  
 the hell out, that would be  
 great.

LILAH  
 Let me know how things go with  
 that new client of yours, boss.  
 The senior partners are just  
 dying for my first report.

She turns and walks out of the room, leaving Lindsey  
 staring on disdainfully as she does so.

18 INT. UTF HQ - COMMONS AREA

18

Spike is sprawled lazily across a couch, watching  
 television when Sonia enters the room.

SONIA  
 Whatcha watching?

She pushes his legs off of the couch and lounges opposite  
 of him.

SPIKE  
 Some ridiculous program about  
 plane crash on an island or  
 something. Bloody American TV...

Spike gets up, turns the TV off, and plops miserably back  
 upon the couch.

SPIKE (cont'd)  
 This is why I hate the day time.  
 The television is nothing short  
 of perverse. Honestly, I don't  
 know how I've survived this long  
 without staking myself out of  
 complete boredom.

After a few quiet moments, Spike looks around the room  
 cautiously a few times before turning back to Sonia.

SPIKE (cont'd)  
 (awkward)  
 Look, if there's anything... that  
 you ever need to, you know...  
 talk about...

SONIA  
 You mean other than crappy TV?

SPIKE  
 (frowns)  
 I'm being serious here!

(CONTINUED)

SONIA  
(smiling)  
Sorry.

SPIKE  
(uneasily)  
Percy seems to think that you  
might need to talk to someone  
about... things.

Sonia nervously squirms about the couch as she sits up,  
obviously onto Spike's covert ways.

SONIA  
What 'things'?

SPIKE  
I don't know now, do I! He's all  
high and mighty and I can't  
understand what he's babbling  
about half the time. Maybe if  
somebody pulled that thesaurus  
out of his arse, we could  
understand him!

SONIA  
It's alright, really. I don't  
need to-

SPIKE  
(sighing)  
I think what he's trying to say,  
in many more words than humanly  
necessary, is that-

The door SLAMS open and ILLYRIA bursts through it.

SPIKE (cont'd)  
(relieved)  
Oh, thank God.

ILLYRIA  
Where is Wesley?

SONIA  
I think I saw him in his office?

Illyria storms out of the room, leaving Spike and Sonia in  
an awkward state of silence.

SONIA (cont'd)  
So...

SPIKE  
Maybe we should try this again  
some other time.

18 CONTINUED: (2)

18

SONIA

Deal.

They both get up and walk in opposite directions.

19 INT. UTF HQ - WESLEY'S OFFICE

19

DAVID, 26, the UTF House Scientist, is flipping innocently through a folder as he lies it on Wesley's desk. His long, brown hair hangs down over his white coat and a pair of taped eyeglasses cap off the utter nerd appeal

Without much thought, he turns around to leave the room only to find Illyria standing right in face. The man nearly falls backward as he tries quickly to catch his breath.

DAVID

Illyria! God, you scared me!

Illyria stares at him oddly, cocking her head to the side as she studies him.

DAVID (cont'd)

(cautious)

Can I... help you with something?

ILLYRIA

Where is Wesley?

DAVID

(nervously)

Wesley?

(off look)

Oh, Wesley! He said that he was going to take a, um... shower.

ILLYRIA

I do not have time for your childish games. Divulge his location or die.

DAVID

I told you, he's in the show-

Illyria takes a step toward him and David ducks his head into his hands as he screams out the truth.

DAVID (cont'd)

Okay! He's at a warehouse on 102nd and Crenshaw! I don't know what he's doing there, I swear!  
He just-

As he looks up, Illyria is gone. David exhales, relieved that she left without deciding to teach him a lesson, and we cut to:

20

INT. ABANDONED WAREHOUSE - LATER

20

Crates are stacked high around the building, creating a complicated maze of woodwork.

We ascend through the rafters of the building as we take in the aerial view of the warehouse. From our position, we can see that there is only one clearing in the entire building, and in it stands Wesley, waiting impatiently.

VOICE (O.S)

You seem a little jumpy.

Wes whips around, pulling both of his PISTOLS from their holsters.

From behind a wall of boxes emerges JAMAL, a well dressed Rastafarian gang member, followed by several members of his gang, all carrying weapons.

JAMAL

It ain't because you're the only white man within a six block radius, is it?

Wes calmly holsters his guns.

WESLEY

I'm jumpy because you're late, and that, as I'm sure you well know, is the first sign of duplicitous behavior.

JAMAL

Or traffic.

WESLEY

(narrows eyes)  
Have you got my stones or not?

JAMAL

Patience. Your little voodoo spell was harder to track down than we thought.

WESLEY

Do you expect an apology?

JAMAL

I expect you to add another number to the end of its price tag.

Wes glances around at the intimidating gang members before nodding.

(CONTINUED)

WESLEY

Done.

He slides the briefcase across the cement floor to Jamal.

WESLEY (cont'd)

There's another briefcase in the third crate in the south corridor just behind me. It should be more than enough to compensate you for your troubles.

Jamal nods in that direction, sending three of his gang members in the direction.

JAMAL

(smiling)

Are you implying that we're dishonest people?

WESLEY

Not in the least bit. My implications were more along the lines of your being the scum of the earth - and after all the things I've seen in my lifetime, that doesn't bode well for your reputation.

Jamal's face goes stone cold.

JAMAL

Is that right?

Jamal makes an almost imperceptible nod to his gang members, and with a chorus of CLICKS they all load their guns and aim that at Wesley.

JAMAL (cont'd)

Maybe we need to have a talk about your-

Short bursts of MACHINE GUN FIRE suddenly ring throughout the warehouse, and two of Jamal's men hit the floor.

Before he can react, Wes has a pistol aimed at Jamal's head as a couple dozen UTF MEMBERS move strategically from the various nooks and crannies of the cluttered building, holding up the remaining few of Jamal's gang.

WESLEY

(smiling)

Now, if you'll slide over the stones, nice and slowly...

JAMAL

You're one crazy white boy if you think that-

Another GUN SHOT rings out as Wes hits directly where he was aiming in Jamal's knee. Jamal HOWLS in pain and drops to one knee.

WESLEY

'Crazy white boy' barely scrapes the surface, Jamal. 'Immoral serial killer' is going to be the phrase they use to describe me if you do not pass me my property.

Still reluctantly, Jamal slides the case across the ground to Wesley's feet.

WESLEY (cont'd)

Thank you.

He opens the briefcase to find a pair of brilliantly colored and perfectly smooth oval STONES. He inspects them carefully for a moment's time before closing the case and standing back up.

WESLEY (cont'd)

It's been nice doing business with you.

Wes turns and starts to walk away.

JAMAL

You better sleep with one eye open, Pryce, because you best believe that I'm going to want revenge!

Wes stops as he thinks on the words for a moment.

WESLEY

Yes, I suppose you will.

With that, he turns around and SHOOTS Jamal in the chest. As the other gang members go for their weapons, the UTF mows them down, bullets flying in from all over the warehouse.

Without waiting for the smoke to clear, Wes turns again and heads towards the exit.

WESLEY (cont'd)

Clear it up. No traces.

One of the UTF members watches Wes disappear back into the maze of crates, a conflicted look upon his face until one of the other members comes to meet him.

UTF MEMBER #2

What's the problem?

UTF MEMBER #1

Didn't all that seem a little...  
wrong to you?

UTF MEMBER #2

'Wrong'?

UTF MEMBER #1

We just murdered half a dozen men  
in cold blood!

UTF MEMBER #2

One thing, those weren't 'men,'  
they were gang bangers. And do  
you even have to be reminded of  
what they did to Ramirez? We  
finally get a guy in charge with  
a pair and you want to pull the  
estrogen card? This man is the  
best thing that's ever happened  
to us!

UTF MEMBER #1

(beat)

What were those stones? They  
worth killing for?

UTF MEMBER #2

If he needed us to know, he'd  
tell us. And that's good enough  
for me.

The second member disappears off screen. A few moments later, the first shakes his head and does the same.

We stay with the deserted scene for a moment before we ascend back into the rafters to find Illyria watching, a confused look upon her face as we:

**BLACK OUT:**

**END OF ACT TWO**

ACT THREE

FADE IN:

21 INT. UTF HQ - COMMONS AREA - NIGHT

21

Spike walks into the room to find Sonia on the far side of the room, finishing a vigorous workout on the punching bag. Spike tries to turn around and sneak out of sight, but not before:

SONIA  
Are you avoiding me?

Spike makes it another three steps before she calls out again.

SONIA (cont'd)  
(annoyed)  
Spike?

SPIKE  
(mutters)  
Bugger.

He stops and hangs his head for a moment before turning around.

SPIKE (cont'd)  
(sighs)  
Yes.

SONIA  
Is it because of the conversation we didn't have earlier?

SPIKE  
(shifty)  
Maybe...

SONIA  
This is ridiculous! We've been fighting together all summer long. We've had each other's backs more times than I can count, and now we're not talking because you think Wes thinks we should talk?

SPIKE  
(beat)  
That pretty much covers it.

SONIA  
Well, this obviously isn't going to be over until we talk.

(CONTINUED)

SPIKE  
(beat)  
You're right.

SONIA  
So... let's talk.

SPIKE  
Okay.

A long beat.

The phone RINGS across the room.

SONIA  
(relieved)  
Oh, thank God.

Sonia hurries over to answer the phone as Spike takes a relieved breath.

SONIA (cont'd)  
(into phone)  
Hello? Where at? Are you sure?  
Where are the others? Yeah, we'll-  
Hello?  
(beat)  
Hello?!

She SLAMS the phone down and unwraps the sweater from around her waist, throwing it over her shoulders.

SPIKE  
Trouble?

SONIA  
Something like that. You game?

SPIKE  
What's going on?

SONIA  
From the sound of it, we've got a nest of demons held up down by the docks. Sounds like we'll need to bring out the big guns.

SPIKE  
No self respecting man uses a gun! Fetch my broadsword.

Sonia releases a small laugh at his demand.

SPIKE (cont'd)  
Or I'll fetch my...  
(thinking)  
(MORE)

SPIKE (cont'd)  
... wait. Flashing back to  
something here.

SONIA  
Flashback later. Kill things now.

SPIKE  
Where's your little army of  
soldier boys?

SONIA  
Out with Wes. We don't have time  
to wait for them.

SPIKE  
(assertively)  
I think we should wait for the  
others.

SONIA  
(eyes him)  
Since when?

SPIKE  
Since now, woman! Does it bloody  
well matter?

Sonia seems deflated by the news.

SONIA  
Can't we just-

SPIKE  
(quickly)  
Okay. Arm's twisted. Let's go.

Sonia smiles as Spike disappears off screen.

Wesley walks in the room alone, removing his coat as he  
searches the room.

WESLEY  
Spike?  
(beat)  
Sonia?

He throws his coat on the counter as he walks toward the  
phone, but before he can make more than two steps, a FIST  
flies out of nowhere, knocking him from his feet and  
landing him hard upon the ground.

He struggles to get to one of the guns holstered underneath  
his arms, but a BOOT lands hard to his ribs, sending him  
FLYING against the counter.

Illyria steps into view, hovering victoriously over him, her face blazing with fury.

ILLYRIA

Does your dissimulation know no boundaries?!

WESLEY

Illyria-

Before he can get anything else out, she lands another hard KICK to the midsection, leaving him gasping for air.

ILLYRIA

You try, still, to extirpate me from this world! You know full well that it is impossible, and yet you conspire behind my back, presuming that because I belittle myself into pleasing you now that I am weakened, that the memories that live within this... this corpse mean something more than an expired existence whose time has long since passed. Your will to destroy me will go in vain! I will not be-

WESLEY

(winded)

What... what are you talking about?

ILLYRIA

I saw you obtain the Stones of Zerstoren! They can be used to-

WESLEY

(shakes head)

No... no. You've got it all wrong.

Wes is finally able to reach something in his pocket as Illyria stops to take notice. He slowly hands a piece of paper up to her.

WESLEY (cont'd)

(still gasping)

It's for a protection spell.

She warily takes the paper and opens it up, staring grimly back at him for a moment before we cut to:

23

INT. DARKENED ROOM - TWILIGHT

23

Whistler plops down in the chair, wincing and rubbing his temples as Angel waits impatiently for any kind of explanation.

WHISTLER

You wouldn't believe the kind of bone rattling stunner you get from this astral projection gig.

ANGEL

You mentioned 'another level'?

WHISTLER

Whoa, slow down.

(beat)

I'm a little let down here, Angel. What kind of hero have I created?

ANGEL

One that isn't in the mood to play games with a two bit lackey. Whatever mission you're here to try and pass off to me, you're wasting your time. I'm not jumping through any more hoops - ever.

WHISTLER

I guess it's true what they say about that whole free will thing after all, but hey, all a guy can do is ask.

ANGEL

(icily)

Thanks for stopping by.

Whistler stands up from the chair and stretches out before taking a few steps toward the door.

WHISTLER

Oh, one more thing before I go.

Angel glares on at him as he turns around.

WHISTLER (cont'd)

Call it a parting gift. Though life has come to an indefinitely repeating halt for you, life back on earth is rocking full steam ahead and they've all got a finite amount of time, my friend.

(CONTINUED)

ANGEL

Let me guess. An apocalypse?

WHISTLER

(beat)

Huh. You kinda stole my thunder there.

ANGEL

Did you think that this was going to be some kind of surprise? There's always an apocalypse. This one will get thwarted and next year, there'll be another one, and the year after that and the year after that. I'm sick and tired of these so-called 'apocalypses' every time something gets the idea that it's above the law. They're a dime a dozen, and every one of them is supposed to be the last one.

WHISTLER

That's the thing about this new one that's brewing. Like it or not, this is the end game that's in progress, Angel, and without a bona fide champion to fight it off - well, let's just say the winning side chooses how the story ends.

ANGEL

They've got Spike.

WHISTLER

(laughing)

Spike's a fighter, we all know that, but there's a big difference between being a fighter and a leader. What happens when there's nothing to fight and it comes time to plan the next move? Spike's out on a beer run during the surprise attack - everyone's dead.

ANGEL

And who has the giant laser pointed at earth this time? Warring demon clans? Pissed off teenage metal fans?

WHISTLER

None of the above. Just a few old friends of yours.

(beat)

Come on. It's time for me to show you something.

Whistler heads for the door and opens it - and light floods into the room. Angel hesitates, glancing at Whistler.

WHISTLER (cont'd)

Go on, champ. Trust me, this is all for the greater good.

Angel cautiously steps through the doorway, and we cut to:

Spike and Sonia are walking through a dilapidated run of buildings on the other side of the docks.

SPIKE

I think your boy was giving us a good yank. There isn't a damn thing within a three mile radius of this place.

SONIA

Could you be more pessimistic?

SPIKE

Vampire, remember? How many times do I have to remind you people that I'm not bound to your lot of pee wee senses?

(beat)

What do you suppose Watcher Wes was doing with your toy soldiers?

SONIA

(shrugging)

Don't know. It's not like he has to ask me.

SPIKE

They're your boys, though, aren't they? Since Taylor died, you've been next in line for the captain's hat.

SONIA

Yeah, but Wes is better at stuff like that. You know - at being a leader.

SPIKE

You want to talk leader, you  
needn't look any further than  
yours truly.

SONIA

(scoffs)

Please. The guys would be on beer  
and cigarette runs most of the  
time.

SPIKE

And just what's wrong with that?

Spike stops and looks around the empty lot.

SONIA

What?

SPIKE

Ladies and gentlemen, I do  
believe we have ourselves a  
winner.

He points to the next building over.

SONIA

How do you...

Sonia stops herself as Spike takes an annoyed expression  
upon his face.

SONIA (cont'd)

(quickly)

Right. Vampire. Sorry. On three?

Spike shoots her another apathetic look as he walks over  
and slides the door to the building open:

Within the building, there is an actual horde of DEMONS!  
Dozens of abnormally tall and muscled demons are standing  
in a large circle around a mammoth sized fire in the middle  
of the hollowed out building, and now, each one of them is  
staring back at Spike and Sonia.

SPIKE

Oh, balls...

Spike and Sonia swap a worried glance, and as the horde of  
demons starts to slowly advance on them, we cut to:

26

INT. UTF HQ - MAIN HALL

26

Angel steps out from the doorway Whistler showed him - and finds himself right back in the main hall of the UTF building.

The battle is still going on - the hall is filled with warring groups of UTF soldiers and demons, with Spike, Wes and the others fighting on in the background.

ANGEL

What's going-

WHAM! Something slams into Angel, and he lands hard against the wall and slides down to the ground.

Without time to stand, he is forced to roll across the ground to avoid a fast approaching KNEE that leaves the wall cracking behind it.

Angel manages to look up at his attacker - it's the Keeper, and he's closing back in for another attack!

He jumps to his feet as the Keeper takes a swing that he's able to duck underneath, returning promptly with a hard blow to the ribs.

As the Keeper is shaken from that punch, Angel jumps in the air, coming down hard with an ELBOW to its back, landing them both on the ground.

Angel is the first to his feet and raises his boot for a huge blow, but the Keeper catches his foot just before it connects and easily TOSSES him across the room.

Whistler, standing in the doorway, winces as Angel hits the ground with a CRUNCH, coughing up blood as he struggles to get back to his feet.

WHISTLER

Yeah... probably shoulda warned ya, this is going to take a small... ish degree of audience participation on your part.

Angel glances at Whistler, then grits his teeth and CHARGES, but the Keeper steps aside like a bullfighter, leaving Angel to tumble to the ground.

KEEPER

Now that was just embarrassing.

The Keeper LAUGHS as he stands over him, hands on hips triumphantly.

(CONTINUED)

KEEPER (cont'd)

Not bad. You almost landed a punch this time. Not to mention, the kid's still alive - for the time being. Careful, though, Angel. You don't want people to think that you give a damn, do you? You're through being the powers' bitch, right?

(shrugging)

Eh, guess it's all the same in the end.

(motioning to Connor)

He dies. You die. Your friends back on Earth die. We all go home happy.

As the Keeper stands laughing, a SWORD comes SWINGING toward his head, courtesy of Connor, but to Connor's dismay, the Keeper catches the blade in mid swing.

KEEPER (cont'd)

The kid's got your spirit.

The Keeper glances at Connor and then back to Angel. He squints as he looks closely at Connor's face, easily holding Connor off no matter how hard he tries.

KEEPER (cont'd)

And your eyes. Unfortunately, he's also got your fate.

The Keeper pulls the sword from Connor's hand and flips it whimsically in the air, catching it by the handle.

As he rears back to swing the sword, Angel throws himself into him, diverting the swing enough so that it just misses slicing into Connor's side.

Connor falls to the floor along with the sword as the Keeper catches his balance, laughing all the way.

KEEPER (cont'd)

Finally, a little enthusiasm! At least leave me with a scar this time!

Angel doesn't waste time with quips as he goes on the offensive, throwing a quick combination of punches that all end up blocked.

With the last block, however, he's able to catch the Keeper off guard with a heavy KICK to the midsection.

It does little to affect him. He heads out on the offensive himself, afflicting damage even with the shots that are blocked. As he lands a massive ROUNDHOUSE, Angel goes down.

Blood runs heavily down his cheek as he coughs up a great deal more of it.

KEEPER (cont'd)

You know, I'm really enjoying a lot more this time around. If I had known how much fun this go around was going to be, I wouldn't have killed your kid in such a hurry last time. This slow torture thing is more... well, torture.

The Keeper laughs again as he takes a long step and KICKS Angel in the face.

As Angel squirms on the ground, trying to work his way to his feet, the Keeper kneels down alongside him and slaps his face roughly a few times.

KEEPER (cont'd)

You awake down there? You've got to see this.

He waits for a moment and slaps Angel a few more times.

KEEPER (cont'd)

Come on, I think this is going to be my favorite part.

He flips Angel over onto his back.

KEEPER (cont'd)

This is going to be the second time I've made you watch as I kill your demented little hell spawn. So, try to keep up.

The Keeper goes to slap him on the face again, but as he does, Connor shoves the sword through his back, nearly catching Angel in the face.

The Keeper SCREAMS as springs up from the ground, BACKHANDING Connor half way across the room.

He scrabbles around for a few moments, trying to get to the sword, but finally gives up as he begins walking toward Connor.

KEEPER (cont'd)

Please tell me you didn't think that would kill me!

(MORE)

(CONTINUED)

KEEPER (cont'd)  
 You think they're going to go  
 through the trouble of bringing  
 me back from hell so I can die  
 from a little knife wound? I'm  
 the Keeper, you little freak!!

Angel blinks - what did he just hear the Keeper say?

The Keeper goes to take another step toward Connor, but as he does, the blade is RIPPED from his back. He ROARS in pain as Angel takes a huge swing.

The Keeper's body falls to the ground as his head rolls across the floor. Angel collapses as soon as the sword is swung.

CONNOR

Dad?

ANGEL

(weakly)

Connor...

Connor rushes over to Angel, helping him to his feet. Angel stares towards the Keeper's head, lying on the ground a few feet away.

Angel grimly pushes away from Connor, heading over to the head and lifting it up, placing one hand on the gold mask.

Angel takes a deep breath and closes his eyes - then pulls the mask away. He opens his eyes at last...

... and Lindsey's face stares back at him.

ANGEL (cont'd)

(stunned)

No...

Angel drops the head, and as it hits the floor, the action going to SLOW MOTION as it BOUNCES, the sound echoing through the now silent hall, we:

**BLACK OUT:**

**END OF ACT THREE**

ACT FOUR

FADE IN:

27 INT. DEMON STRONGHOLD - NIGHT

27

Spike and Sonia are tied up and on their knees just in front of the fire. On the other side of the fire, we can see through the flames that there is another group of people, tied, gagged, and unconscious.

Two of the demons are standing guard, circling the fire with the rest of them on the far end of the building, working a spell of sorts.

Spike looks more annoyed than anything as he stares at Sonia.

SPIKE

'Let's wait for backup' were my exact words, but no, we had to be all heroic, didn't we? So when we're both sacrificed to some back of the line hell god, everyone is going to think that it was me that led us to our deaths! I'm supposed to be remembered as a sodding champion! I saved the world!

SONIA

(beat; awkwardly)  
Sorry?

Spike stares angrily at her for a moment, but sees the hurt expression on her face and quickly simmers down.

SPIKE

Never mind, pet. Just had to get out one final bitching if this is going to be the end of me.

(beat)

I don't suppose you could get into my coat pocket there, to my pack of-

A demon interrupts the conversation with a monstrous BACKHAND to Spike's face.

SPIKE (cont'd)

Ow! What in the bloody hell was that for?!

DEMON

No talk.

(CONTINUED)

SPIKE

Great. Out of all the demons in the world, we get the Saturday morning cartoon variety. Why don't you untie me so I can show you which finger I'm holding up, you disastrously ugly piece of-

Another BACKHAND.

SPIKE (cont'd)

(fierce)

Touch me again and I'll have your entrails made into a sash for your boyfriend over there.

The demon rears back again for another backhand, but this time, Spike falls onto his back, leaving the demon to SMACK Sonia on the back of the head.

As Sonia lets out an angry SHOUT of pain, Spike lands both feet to the demon's chest, laying it out on the ground. Spike quickly works his hands over his legs and gets his hands in front of him.

SPIKE (cont'd)

Where's your knife?

SONIA

(appalled)

I can't believe you let me take the hit for you!

SPIKE

Where's the damn knife?!

SONIA

In my left pocket!

Spike quickly reaches into her pocket and digs for the knife.

SPIKE

It's not here!

SONIA

My left, dumbass!

As he's digging through her pocket, a nervous look overtakes her face.

Across the room, one of the demons takes notice of his downed brethren and lets out a hideous ROAR.

SONIA (cont'd)

Spike, hurry up!

(CONTINUED)

SPIKE  
I'm trying!

SONIA  
Spike!

SPIKE  
(snapping)  
Maybe if you didn't wear such  
tight pants, we wouldn't be in  
this situation!

Spike finally gets the knife out of her pocket.

SONIA  
Duck!

Sonia falls onto her back with Spike falling right on top of her, barely avoiding a swinging AXE right over the top of him.

As the axe flies well away, Spike rolls off the top of her and SWEEPS the demon's legs out from under him.

When it lands on the ground, Sonia lands her heel violently on the demon's throat, snapping its neck.

Spike looks down at the dead demon, then to Sonia with a sly grin.

SPIKE  
Picking up a trick or two hanging  
out with Uncle Willie, aren't we?

SONIA  
Just give me your hands.

Spike extends his hands as Sonia hurriedly begins sawing through the rope.

Several of the demons are making their way toward them, wielding some particularly sharp-looking weapons, releasing similar BATTLE CRIES in unison.

SPIKE  
(nervously)  
In case you were wondering, that  
was the final buzzer you just  
heard.

SONIA  
I'm working on it!

Spike glances back up from the rope to the advancing demons.

SPIKE

Work faster!

The first demon is quickly working its way into the scene and is only yards away when:

SONIA

Got it!

Spike grabs the sword from one of the fallen demons and blocks an OVERHEAD ATTACK just before it lands on Sonia and SLICES through the demon's leg, leaving it CRASHING to the ground.

He quickly stands up and wards off several oncoming attacks, cutting through the demons two at a time in several fluent motions before getting the chance to kneel back down to Sonia.

He hurriedly cuts her ropes and helps her to her feet. She retrieves the axe from the other downed demon and stands alongside Spike as the army of demons rushes toward them.

SONIA (cont'd)

You didn't see where they put my guns, did you?

SPIKE

Live by the blade, luv.

SONIA

It's the second part of that saying that worries me...

With the entire army just feet away, Sonia goes into a spinning swing with her axe as Spike takes a first step and mighty swing of the blade.

We find Angel in the same position that he had been earlier, pushed up against the wall, only now he is motionless. A single tear is running down his cheek.

Whistler watches reluctantly for a few moments before releasing a loud sigh and walking over to stand above Angel.

WHISTLER

(awkwardly)

Angel?

(beat)

Ang-

ANGEL  
(quietly)  
Why?

WHISTLER  
It's what you had to see.

ANGEL  
What purpose... what possible  
purpose would the Powers see in  
making me relive that day?

WHISTLER  
I'm just the messenger, Angel.

ANGEL  
And why in the hell would they  
let me win and then make me come  
back here?

WHISTLER  
(beat)  
There's rules for this sort of  
stuff. We can't just give you the  
intel you need, that's not how it  
works. You have to find out for  
yourself, but we're allowed to  
give you a little help to find  
your way there.

Angel looks to the ceiling for a few moments before:

WHISTLER (cont'd)  
If it's any consolation, you  
passed.

ANGEL  
You should leave. Now.

WHISTLER  
Look, Angel, you're almost done.  
You've seen what you were  
supposed to see. You've jumped  
through your last hoop. There's  
just one thing that you've got to  
understand.

ANGEL  
What? What blissful sense of  
understanding am I going to be  
blessed with receiving from the  
powers?

WHISTLER  
That everything happens for a  
reason.

ANGEL  
 (forcing laughter)  
 You know what, that's amazing.  
 That's great news. Maybe I can  
 sleep at night now that I know  
 there's a reason that the world  
 is a flaming bag of crap.

A long beat.

WHISTLER  
 Connor had to die, Angel.

Angel stares back, emotionless.

WHISTLER (cont'd)  
 (lowers head)  
 It's why he was born.

Whistler is obviously having trouble breaking the news as he looks to the ground searching for the words, but as soon as he looks up from the ground, Angel ATTACKS, grabbing him by the throat and driving him all the way across the room and against the wall.

ANGEL  
 He was my son!!

Whistler tries to manage words, but Angel doesn't give him the chance. He grabs his head by either side and, with the same lack of emotion, SNAPS his neck.

Whistler's body slides to the ground, and from Angel's blank slate of a face we cut back to:

Spike and Sonia are back to back, fighting off every attack that comes their way as they continually circle one another. Their effort looks to be going south as the demons have them completely surrounded.

Sonia ducks underneath an attack and CRACKS the attacker upside the head with the side of her axe.

As another sword comes flying into view, she leans back against Spike, narrowly avoiding the blow.

SONIA  
 Spike! I don't know how long I  
 can keep this up!

Spike jumps over a low attack and UPPERCUTS the demon and CHOPS through another.

SPIKE

Just long enough for us not to die. Then you can do whatever you like!

SONIA

Promise?

SPIKE

Promi-

As he gets the word out, Spike receives a heavy blow to the head from a blunt object, laying him out cold at Sonia's feet.

SONIA

Spike!

The same demon goes in for the kill, but Sonia nearly takes him in halves as she violently swings her axe through its back.

As she is following through her swing, she gets knocked to the ground by a KICK to the back. She hits the ground beside Spike, but quickly rolls over to block an oncoming attack.

She is able to cut deep into the demon's leg, but the others are quickly piling in. Sonia looks desperately around the room, but can see nothing other than the legs of demons.

She blocks one more attack, but the axe is knocked loose from her hand, leaving her defenseless.

The next demon through raises his sword high into the air for an overhand attack, but as it starts its heavy swing, a large HOLE is blown through its chest.

The other demons stop and look oddly around the room. As the demon falls to the ground, it reveals one of the UTF members with a large caliber SNIPER RIFLE on the other side of the building.

Before the demons have time to react, a familiar sound of short blasts of MACHINE GUN FIRE rings out. The demons begin falling to the ground.

Sonia watches for several moments as the bodies begin to pile up around her and finally lies back with her head on Spike's chest, half exhausted - half protecting him.

WESLEY (O.S.)

You know, if you two are going to keep running off like this...

Sonia looks up as Wesley steps into the room, lowering a smoking rifle.

WESLEY (cont'd)  
 ... we're going to have to start  
 looking into getting you a little  
 bell.

Exhausted, Sonia just looks back down at the unconscious Spike as the rest of the UTF squad flow into the room, and we DISSOLVE TO:

30 INT. UTF HQ - COMMONS AREA - NIGHT

30

Sonia helps Spike onto to the couch, where he wearily plops down, letting out an exasperated sigh. Wes follows them into the room shortly thereafter.

SPIKE  
 Percy, that you?

WESLEY  
 Something I can help you with,  
 Spike? Or were you just wanting  
 to thank me for saving your life?

SPIKE  
 (mocking)  
 Oh yeah, thanks for pulling me  
 from the jowls of the big, bad  
 beastie, my heavenly savior. I'll  
 have you know that I had the Jedi  
 master of all plans in the works  
 before your little blazing gun  
 show.

WESLEY  
 (wry)  
 Was that before or after your  
 being rendered unconscious?

SPIKE  
 (beat)  
 How in the bloody hell did you  
 know where to find us anyway?

WESLEY  
 In the Watcher's Academy, a young  
 man learns many skills. One such  
 skill is...

SONIA  
 ... tapping phone lines?  
 Monitoring communication?  
 (MORE)

(CONTINUED)

SONIA (cont'd)

Or maybe just going back over the base's CCTV feeds to see where we went?

WESLEY

(grins)

Or it could have been my post watcher experience that helped in this particular area of our partnership.

SPIKE

You've been listening in on us this whole time? Like some peeping tom?

WESLEY

I felt somewhat badly over it for the first few days until it actually started to pay off. With you doing your John Wayne impersonations every other day, someone had to look after you. God only knows how many times you've put Sonia's life in danger by acting irresponsibly.

SONIA

(beat; awkwardly)

There's something that you should know about tonight, Wes. You would have been proud... of Spike.

WESLEY

Oh?

SONIA

When the call came in...

SPIKE

... I pounced on the chance to play the role of hero. Pounced, I tell you. Just like John Bloody Wayne. Sonia suggested that we wait for backup, but I wouldn't hear of it. You know me, big, glory hounding git.

WESLEY

(apathetic)

I've never felt more pride than I do in this very moment.

Wes disappears around the corner as Sonia glares at Spike.

SONIA

What the hell was that?

SPIKE

No thanks required, pet. I'll just put it on your tab.

SONIA

I was trying to help you out.

SPIKE

Yeah, well, we can't have the fuzzy, warm reputation of yours tainted, can we? Besides, I like to piss off the wanna be boss man. Best part of this job.

Sonia glares at him for a beat, but as Spike grins at her she can't help a smile escaping.

SONIA

(rolls eyes)

My knight in shining armor.

SPIKE

You just remember that when it's time for one of those beer and cigarette runs you were on about earlier.

She playfully swats at him, and we cut to:

Wes steps into his office and finds David waiting on him.

DAVID

I was beginning to worry.

WESLEY

Occupational hazard.

DAVID

Did we get the stones?

WESLEY

We did. They're in the safe location we discussed.

DAVID

And Illyria?

WESLEY

I think she bought it.

David sighs with relief, and we cut to:

32

INT. DARKENED ROOM - TWILIGHT

32

Angel stands with his eyes closed for several moments, before:

WHISTLER (O.S)  
Does that sun ever set?

ANGEL  
(weary)  
Great....

Angel opens his eyes - and there's Whistler again. Good as new. Angel turns away from him, as Whistler looks up at the small porthole window.

WHISTLER  
Seriously, the thing has been setting for six damn hours now!

ANGEL  
How many times do I have to kill you until you leave me be?

WHISTLER  
I know you don't like the answers. Hell, you didn't even ask the right questions, but this is part of your destiny.

ANGEL  
There's that word again. That annoying, little three syllable word that keeps getting thrown around like I care or even believe in it.

WHISTLER  
You don't have to be believe in it, Angel. It believes in you.

ANGEL  
Okay, another cryptic message. That's helpful. Look, I passed your test. I listened to your babbling. Can I go home now?

WHISTLER  
I wish it were that easy.

ANGEL  
What, more tests?

WHISTLER  
You think you're just in shock here or something?  
(MORE)

(CONTINUED)

WHISTLER (cont'd)  
 Connor's dying isn't what put you here, Angel. If you were in a shock induced state of comatose, we'd just shock your Irish ass right back out of it.

ANGEL  
 (beat)  
 Then why am I here?

WHISTLER  
 (long beat)  
 Well, time for me to split.

ANGEL  
 Wait, you can't just-

WHISTLER  
 Sorry, Angel, I've said all I can for now.

Whistler starts to head for the door, but Angel grabs him and spins him round.

ANGEL  
 You know something. What is it?

WHISTLER  
 I... I can't tell you, big guy.  
 I'm sorry.

Whistler gently takes Angel's hand away, then turns and walks out through the doorway without looking back. Angel finally snaps out of it and calls out:

ANGEL  
 Hey! Wait! Come back! Tell me why I'm in here!  
 (louder)  
 Whistler! How do I wake up?  
 Whistler? Whistler!!

Angel stares helplessly into the darkness, and we:

**BLACK OUT:**

**END OF SHOW**