

ANGEL

"Fear As A Weapon"

Written by
Waylon Wyche

(c) 2007 Monster Zero Productions

TEASER

*

FADE IN:

1

EXT. ABANDONED LOT - LATE EVENING

1

An AERIAL VIEW of the scene, the same abandoned lot that we left TEAM ANGEL in last we saw them. A cloudy, dreadful evening.

GWEN (V.O.)

You ever have one of those days?
One of those weeks? One of those
lives?

We PUSH IN to slowly begin to notice people there.

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

You know, when you can't help but
notice this ominous cloud of
foreboding all around you that
seems more cement, less puffy
ether? And with it, this dread
that no matter what you do, how
hard you work to avoid or overcome
it, that this thing -- whatever it
may be -- is going to swallow you
whole? Welcome to my world.

PUSH IN further until we find GWEN RAIDEN alone, leaning against a stunted and leafless tree. She's staring across the lot at --

Team Angel. ANGEL himself is standing at the front of the group, either delegating or bitching. It's hard to tell. KATE is standing at his side, looks as though she's taking mental notes of every detail. WESLEY is accompanied on either side by SONIA and KIRSTEN, each paying just as much attention.

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

The whole existential argument of
theology has always been a bit of a
bore as far as I'm concerned. As
long as something works, I don't
need to know how. 'Why are we
here? Does what we do matter?'
Who cares?

BACK WITH Gwen as she leans back up against the tree and glances toward the sky.

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

Turns out that I do. If you get
mixed up with the wrong people in
this life, or worse yet, the right
people...

(CONTINUED)

1 CONTINUED:

1

She sighs and glances back across the lot to Team Angel.

GWEN (V.O) (cont'd)
... questions like these have more significance. As in 'do I really want to die for this' and 'am I going to be rewarded for it'? And even worse than the questions is the fear. And worse yet is what the fear makes you do.

From our Team Angel view, we WIDEN TO REVEAL SPIKE, standing there, sword in hand, cigarette in lip. Not paying nearly as much attention to Angel as the others. Not bored, but -- nervous? He glances over to Gwen with a smile.

2 INT. HYPERION - SPIKE'S ROOM

2

Spike falls back upon the bed with a smile and a moment later, Gwen comes into view and straddles him. They start kissing. And getting heavier, very quickly as sparks sporadically pop between them.

3 INT. HYPERION - ANGEL'S ROOM

3

Angel is sitting in his chair, his drawing pad in lap, pencil on paper. We watch him for a moment. There's that calm to him that he seems to have when he's drawing or reading. It's almost relaxing.

GWEN (V.O.)
The regrets that it brings to the surface.

Until we PUSH IN to see the drawing of --

An EPIC BATTLE. People are dead everywhere. His own take of the FOUR HORSEMEN are riding through the middle of the slaughter. He drops the pencil, sighs and rubs his temples for a beat before he looks down and turns the page back and we see --

A COLLAGE of faces drawn with his typical precision all across the page. CORDELIA. DOYLE. FRED. CONNOR. DARLA. GUNN.

FADE TO:

4 INT. HYPERION - ANGEL'S OFFICE

4

Wes is sitting behind Angel's desk, papers and books strewn across the surface. A bottle of whiskey that he isn't even trying to hide anymore. He pours himself a generous glass and takes a drink. A moment for the burn to fade and he goes back to work reading. Or ostensibly so, anyway.

(CONTINUED)

4 CONTINUED:

4

There, in the book, we see that he's taken a page out of Angel's book, so to speak, and has a picture of FRED staring back at him. He finishes the paragraph and turns the page, taking the picture and putting it on the other side of the page as he does.

GWEN (V.O.)

The places that it takes you that
you swore you'd never re-visit.

5 INT. UTF HQ - CORRIDOR

5

Sonia is walking through the remains of the operation. There are no bodies here, but there's dried blood everywhere. On the walls, the floor, the ceiling. A tear runs down her cheek as she glances into what used to be --

HER BUNK

We PUSH IN across the room until we see a small picture of Connor taped to the cement wall. Just below it, a picture of she and TAYLOR, taken above a demon carcass. Her first kill.

She walks across the room to the cot, lies down. She stares at the pictures and finally bursts into sobbing tears.

6 EXT. WOLFRAM AND HART

6

Kirsten is standing outside of Wolfram and Hart, staring up at the building. A look of cold vengeance upon her face as she loads bullets into her pistol.

7 INT. KATE'S DAD'S OLD APT. - LIVING ROOM

7

We're staring at the front door as the doorknob jingles. A beat and it opens to REVEAL Kate knelt down and putting her lock picking tools back in their case.

She stands up and enters the room. Looks around at how much it's changed with the present owners. She stares at the spot in the floor where she found her dad's body.

GWEN (V.O.)

Fear does something different to
each of us. And while our minds
are busy clinging to the past, the
future is creeping up on us all --
slowly at first, but then faster
and with more velocity until the
now is no longer what it was, but
what it is.

As Kate kneels down to run her hand over the carpet, a light FLICKS ON and a MAN is standing there with a baseball bat. Kate has broken into his home and he's not happy.

(CONTINUED)

7 CONTINUED:

7

GWEN (V.O.) (cont'd)
 And therein lies the predicament.
 While we can recite our past with
 an inept certainty, it's the
 uncertainty that the future holds
 for us all that we fear.

Kate pulls out her BADGE and the man calms a bit.

GWEN (cont'd)
 Because while there's a chance that
 we might possess the strength to
 overcome what lies over the not-so-
 distant horizon...

8 EXT. ABANDONED LOT - LATE EVENING

8

Gwen sighs again and walks over to join the others. Angel's in the middle of some words of encouragement, but no one looks that enthused about what's to come.

GWEN (V.O.)
 ... there's just as high a
 probability that we'll fail not
 only ourselves, but those around
 us.

Angel is speaking directly to Gwen now. After he's done, she nods a quick agreement with a confident expression. As soon as everyone turns back to Angel, her confident expression is gone and she takes a deep, calming breath. She looks to the others.

GWEN (V.O.) (cont'd)
 But at times like these, it's just
 good to have someone around you.
 And maybe the need to have someone
 around is enough to keep you
 fighting even when your body tells
 you that you can't. That's what
 I'm hoping, anyway.

She looks to the sky one more time, but her gaze is brought back to earth with Spike offering a comforting 'everything's going to be alright' nod.

GWEN (V.O.) (cont'd)
 Because in the absence of hope,
 there's only darkness. And I don't
 know about you...

She forces a smile back that quickly fades and from that, we...

BLACK OUT:

(CONTINUED)

8 CONTINUED:

8

GWEN (V.O.) (cont'd)
... but I've always been a little
bit afraid of the dark.

END OF TEASER

ACT ONE

FADE IN:

9

EXT. ABANDONED LOT - DUSK

9

Team Angel is still gathered in the lot. No one's dishing out orders this time. No one's giving rousing speeches. They're all standing in a rough circle, back to back, weapons ready.

SPIKE

So... Anyone think we're actually going to make it out of this alive? Or at the very least, still undead?

A beat as everyone exchanges glances, except for Angel who looks more annoyed.

Sonia stares knowingly at Spike. Almost certain that she's not going to make it and guilty that she hasn't told him. Finally:

GWEN

Someone please say yes.
(beat)
Anyone?

KIRSTEN

Well I, uh... No, not really.

ANGEL

(pointedly)
We survived their first attack and we'll survive this one.

SPIKE

Hate to burst your bubble of pretend bravery, but we didn't all live to tell the tale, did we?

WESLEY

(forces a chuckle)
I've still got the scar and embarrassing memories of soullessness to prove it.

KATE

Plus, they didn't have any calvary that time, did they?

ANGEL

Alright, you guys want me to say it? You want to hear so bad that we're not all going to make it through this? Fine. We're not. Every one of us may die today.

(CONTINUED)

GWEN

So not what I needed to hear.

ANGEL

So if anyone wants to leave, now would be the time. Because in a few minutes, hell is literally going to break loose on Earth. But with or without you, I'm facing this thing. And that doesn't mean that I'm not scared.

He looks to each of the others in turn.

ANGEL (cont'd)

I'll be honest with you: I'm terrified.

LILAH (O.S.)

I thought the general was supposed to inspire.

Everyone turns to find LILAH coming up from their rear, carrying a trash bag in one hand and a gun in the other.

LILAH (cont'd)

Not piss himself in fear.

WESLEY

Lilah...

She smiles her deviously enchanting smile to Wes, but before she has time to answer him.

ANGEL

What are you doing here?

LILAH

Well, the plan was to get as far away from Los Angeles as possible. But there were...

She puts the gun in her jacket pocket and reaches into the bag and pulls out a HUMAN HEAD and looks at it for a beat.

LILAH (cont'd)

... complications.

As soon as she pulls out the head, Sonia and Kirsten both have GUNS TRAINED ON HER.

SONIA

You had to go on a killing spree first?

Lilah laughs and looks back to the head.

(CONTINUED)

9 CONTINUED: (2)

9

LILAH

What? Him?

She tosses it on the ground and it rolls until Angel stops it with his foot. PAN UP Angel's body to see an unimpressed expression.

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

He was an assassin, anyway. You wouldn't have liked him.

ANGEL

You expect us to believe that?

LILAH

Don't really care if you do or not, but the truth is that Wolfram and Hart weren't feeling overly content in letting their employees off for the holiday.

WESLEY

What are you saying?

LILAH

All employees were executed and taken to Paradyse to await the invasion.

KATE

Paradyse?

Spike rolls his eyes and drops his sword to the ground. More annoyed than frightened.

SPIKE

Oh, God. Please tell me that those black, wall crawling monsters aren't going to come through.

He takes his pack of cigarettes from his pocket and quickly lights one.

KIRSTEN

Black... Wall crawling monsters?

SPIKE

Don't go running for the razorblades and pill bottles yet, luv. I haven't even gotten to the part about the razor sharp teeth.

Gwen looks over to him.

GWEN

There are razor sharp teeth?

(CONTINUED)

9 CONTINUED: (3)

9

SPIKE
Not to mention --

ANGEL
Alright, Spike! That's enough with
the description. They're scary.
Everyone gets it.

He looks back to Lilah with a pointed expression and
question.

ANGEL (cont'd)
How did you get away?

LILAH
I was out of the office when the
orders were given so everyone that
wasn't accounted for got a
housecall.

10 EXT. LINDSEY'S APT. - SAME

10

LINDSEY and GUNN are fighting back to back. Dozens of W&H
Operations Officers and demons are swarming them. Despite
how outnumbered they are, both men are holding their own
exceptionally well.

Lindsey is slicing through enemies left and right. Gunn is
tearing them down with an axe. A LARGE DEMON rushes toward
him and his axe SLICES RIGHT THROUGH ITS HEAD.

The neck doesn't seem to slow down the stroke at all and as
Gunn finishes his swing, a sword stops it. Right before it
connects with Lindsey's head.

Gunn shrugs.

GUNN
Accident.

He goes back into battle as Lindsey eyes him for a moment.

LINDSEY
Sure it was.

He stares on for a moment before he ducks at the last second
to avoid a MACE SWINGING THROUGH THE AIR.

11 INT. ABANDONED LOT - SAME

11

The others are still staring back at Lilah. She hasn't
explained how she got out of her predicament until:

(CONTINUED)

LILAH

(off look)

Let's just say that after spending years with you people kicking down my doors, my house isn't lacking in security or weapons.

KATE

(to Angel)

Any reason we should trust her?

ANGEL

I've got about a million for why we shouldn't, but -- At this point, nothing seems that far fetched, does it?

LILAH

So do I need to go ahead and learn the secret handshake now, or does that come later?

Sonia walks up from the rear of the group to stand beside Angel and look on at Lilah, gun still aimed at her.

SONIA

You think we're actually going to let you fight with us? We know who you are.

LILAH

Oh, like it or not, honey, I'm going to be here. Wolfram and Hart wants me dead almost as much as you. And seeing as there's no one who doesn't want you guys to die as much as you do... I'm staying.

SPIKE

Hang the bloody hell on for a second. We still don't know if we're being yanked about by our short hairs here, do we? In case no one has noticed, it's dusk.

SONIA

And is it just me or wasn't there supposed to be something big happening at right about now?

As she finishes her question, a FLASH OF LIGHT all but parts the sky and ushers in a LOUD BANG.

LILAH (O.S.)

(yelling)

You mean like that?!

(CONTINUED)

11 CONTINUED: (2)

11

Everyone watches, half covering their eyes from the intense light. But as the seconds go by, it starts to fade to a point well across town until it's vanished.

12 EXT. HILL - SAME

12

The trail of light from the sky is all but gone now. And its remnants is only a small glow that leads down into a sizable crater in the ground, just outside of the city.

The scene lies dormant for a moment. Nothing moves, no sounds. Until finally, the NEIGHING OF A HORSE is heard. And moments later, the beginnings of an ARMORED HELMET comes into view.

The first of the horsemen marches out of the crater upon his white horse. He's followed very slowly by his brethren as they each gaze out about their surroundings.

They come to rest side by side, standing in a military like row.

REVERSE ANGLE: The city lights shimmer in the background as they gaze out at the scene before them. We watch for several moments before we FADE TO:

13 EXT. ABANDONED LOT - SAME

13

Angel and the others are glaring at Lilah. Things obviously didn't go according to plan.

ANGEL

What the hell just happened?!

LILAH

I -- I don't know! It was supposed to be right here. This is where they said it was going to happen. I heard them!

ANGEL

Either they played you or you were playing us.

Lilah doesn't the part of player. She's confused and when Sonia raises her gun at Lilah again, she goes pale. This woman has never been okay with dying.

But before anything can unfold, Wes steps in and lightly lowers Sonia's arms.

WESLEY

She wasn't involved in the manipulation. We can trust her.
(beat; eyeing Lilah)
For the time being, anyhow.

(CONTINUED)

13 CONTINUED:

13

Sonia mulls it over for a beat as she looks back to Angel. Angel nods.

She holsters the pistol with one last wary look in Lilah's direction, and then back to Wes.

SONIA
I hope you're right.

Wes never takes his eyes off of Lilah.

WESLEY
So do I.

There's a moment of understanding between them before:

KATE
Angel, if what we think happened
just happened --

ANGEL
I know.
(addressing everyone)
You heard the woman. We don't have
any time to waste. Let's move out.

Everyone splits up and heads to two separate black suburbans.

14 INT. 2ND SUBURBAN - MOMENTS EARLIER

14

Spike, Gwen, Kirsten, and Sonia loaded up in this car as Spike jumps behind the wheel.

SPIKE
You might want to buckle up,
kiddies. Because I got the feeling
that this might be one helluva
ride.

He punches the gas and they speed off. From their windshield view, we PUSH IN at an amazing rate --

15 EXT. STREETS - SAME

15

We blaze through the city streets, buildings whizzing by until we're back at --

16 EXT. HILL - SAME

16

The horsemen are standing in their same position as earlier, looking out over the city. All others look back at the horsemen upon the sole white horse.

He nods his understanding, and leans his head back. He concentrates. And after a beat or two, he begins to glow.

(CONTINUED)

16 CONTINUED:

16

Faintly at first, but the intensity grows until it's blinding.

A ball of light begins to amass around him, growing larger by the second until we --

SMASH CUT TO:

17 INT. 1ST SUBURBAN - SAME

17

Angel, Kate, Wes and Lilah watch as Spike pulls off in front of them and are quick to follow suit, dodging the various debris and toppled cars that are still littering the streets after the hurricane.

KATE

Do we have anything in the way of a plan?

ANGEL

Fight. That's pretty much all I've got so far.

WESLEY

Any element of surprise that we may have anticipated has been lost.

KATE

Nothing we aren't used to. Guns blazing, then?

She looks over to Angel with a small smile before:

LILAH (O.S.)

Look out!

Kate looks up just in time to see a GIANT WAVE OF HEAT AND FIRE, almost like a mushroom cloud, rushing toward them at an unbelievable rate. Before she can even react to this, Spike's car slams on the brakes in front of them.

Unable to come to a peaceful halt, however, the Suburban skids sideways and goes into A SERIES OF FLIPS.

18 EXT. STREETS - SAME

18

With Spike's team flipping across the pavement, Kate is unable to stop in time and their suburban PLOWS INTO THE OTHER. Spike's suburban skids even further across the road with this extra push and Kate's comes to a dead halt just as the --

WAVE OF FIRE pushes through the area and ENGULFS EVERYTHING in a white blur and we --

BLEED TO WHITE:

19 EXT. STREETS - MINUTES LATER

19

FADE IN ON: the white of SPIKE'S HAIR and --

WIDEN TO REVEAL: Spike lying bloody and unconscious on the pavement as the girls work to put out the fire on his clothes.

They're all banged up badly and bleeding, but they've survived the crash. A beat before Angel and Wes hurry over, helping a limping Kate along with them.

Lilah follows behind them with a small limp of her own, watching with apathy as they help Kate.

LILAH

Yeah, I'm fine. Thanks for asking.

Kirsten glances up as Gwen and Sonia check on Spike.

KIRSTEN

Angel, what the hell happened?

ANGEL

I don't know. It had to be some kind of fallout from the dimensional void, or some sort of weapon. I have no idea.

LILAH

It's probably just a distraction.
(off look)

How are people going to fight when they're underground, waiting for the next ball of fire? Besides, if it was a weapon, don't you think we'd be dead?

Angel accepts the answer for the time being before they turn back to Spike.

WESLEY

Is he --?

Sonia looks up.

SONIA

He's alive. But barely.

ANGEL

What happened?

SONIA

He wasn't wearing his seat belt.

(CONTINUED)

19 CONTINUED:

19

They look back to the suburban to see the windshield shattered.

Finally Gwen looks up to Angel.

GWEN

We've got to get him somewhere.
He's in bad shape.

She's just as concerned as Sonia. Wes looks over to Angel.

WESLEY

What's our next move?

Angel glances at Spike, and then down the road toward the blast zone.

ANGEL

Nothing's changed. They're still out there, Wes.

WESLEY

Yes, but we're already a man down and Kate's --

KATE

I'm fine.

She tries to stand on her own, but winces in pain before Angel grabs her again for support.

WESLEY

Regardless. If we carry on right now, however small the odds we may have had on our side will surely be depleted.

Angel still isn't convinced.

LILAH

I'm with Wes on this one.

Angel only glares.

LILAH (cont'd)

Not because I know for a fact that he can pick up a dollar bill with his ass cheeks, but I just really don't want to die.

Wes pulls her aside and continues to plead to Angel's better senses.

(CONTINUED)

WESLEY

Angel, besides you, Spike is our strongest fighter. Carrying on without him before we're at least able to formulate anything remotely resembling a plan is lunacy.

VOICE (O.S.)

You know, I never was a big fan of the British, but when they're right...

Everyone turns around to see WHISTLER standing behind them in the foreground of a scene of chaos.

WHISTLER

...they're right.

ANGEL

You.

WHISTLER

That's right, sweetheart. I'm back.

BLACK OUT:

END OF ACT ONE

ACT TWO

FADE IN:

20

EXT. STREETS - NIGHT

20

Things are on fire everywhere around Team Angel and they rage on in the background as Whistler stands idly in front of them.

Wesley is looking back and forth between the two. At this point, this guy is seeming more enemy than friend.

WESLEY

Angel, who is --

Angel doesn't give Wes time to finish before he lashes into Whistler.

ANGEL

It's about time! We've been neck deep in fear and death for months and you just now decide to show up?!

WHISTLER

Huh... I was expecting something more along the lines of 'good to see you again.' Guess I never learn.

ANGEL

Every time I see you is when my world is either crumbling or crumbled. Do you really think that I look forward to that?

WHISTLER

Eh, wishful thinking, I guess. But listen, we don't have time to stand around and talk about this. Not hear, anyway. So let's get going to --

ANGEL

There are innocent people dying out there and you expect me to follow you somewhere to talk?

WHISTLER

Angel, people were slated to die today, regardless of whether or not you're there to save them. And I hate to break it down like this, but even after you do join the fight, people are still going to die.

(MORE)

(CONTINUED)

20 CONTINUED:

20

WHISTLER (cont'd)
 The only question is whether or not
 you want the help that I can offer
 you or you'd rather do it all
 yourself.

Angel stares back at him in disdain. And off of his
 conflicted expression, we FADE TO:

21 INT. BETWEEN DIMENSIONS - SAME

21

All of a sudden, everyone finds themselves in a cavern.
 White walls, jagged ceilings above them. Everyone except
 Whistler is startled at the sudden change in geography.

Gwen and Sonia are still knelt down over Spike's unconscious
 body in the corner and Kate is still leaned up against Angel.

KIRSTEN

Okay, someone wanna tell me how we
 go from the middle of hell,
 complete with fire and brimstone,
 to a snow-filled cave?

GWEN

Uh, I was thinking more along the
 lines of 'thank you,' but that's
 just me.

Wes steps forward to stare at Whistler.

WESLEY

You're Angel's guide. His link to
 the --

WHISTLER

Oh, no. You're barking up the
 wrong tree in the wrong park, pal.

He stops to reiterate that with a smile.

WHISTLER (cont'd)

I'm no one's link to anything. I'm
 just a two bit lackey who asks how
 high when he's told to jump. Which
 sounds really bad, I know, but I've
 come to terms with it. Besides,
 you guys already have a link.

LILAH

They what?

KATE

(apathetically)
 Me.

Lilah shakes her head in disdain.

(CONTINUED)

21 CONTINUED:

21

LILAH
Unbelievable.

Whistler disregards Lilah's comment and goes back to Kate.

WHISTLER
Uh, I hope that "knowledge" isn't
all that's been keeping you holding
on, princess.

KATE
What's that supposed to mean?

WHISTLER
Man, I'm just the messenger of bad
news tonight, aren't I? This thing
--

SONIA (O.S.)
It wasn't you.

Sonia stands up from Spike's side and walks over to Kate.

KATE
What are you talking about?

SONIA
It's what I was trying to tell you
yesterday. It wasn't you. It was
never you.

KATE
But I saw things... before they
happened. I saved everyone at
Wolfram and Hart and I --

SONIA
It was me.

KATE
How --

SONIA
I had the dreams -- or visions
would be correct term, I guess --
and I couldn't do anything about it
because I was kind of out of it at
the time.

WESLEY
Sonia, what are you saying?

SONIA
I think it's got something to do
with what kind of demon I am.
(MORE)

(CONTINUED)

21 CONTINUED: (2)

21

SONIA (cont'd)

I saw the future, and I found the only way to do something about it that I could.

(looks to Kate)

I sent them to someone who could help.

WESLEY

If what you're saying is true, then why didn't you just send them to us.

SONIA

Don't you think I tried? This -- gift? -- that I have, it doesn't work that way. The only time I get things is through my subconscious. They come like normal dreams, but they're more than that. I knew that right away. And the only way that I could get them to someone else, was if they were unconscious too. Don't ask me why, but apparently it's some big deal to do with my "powers."

She shrugs her frustration and turns back to Kate.

SONIA (cont'd)

I'm sorry that I have to take this away from you, but you're not the link to the powers that be. I am.

WHISTLER (O.S.)

Wrong again.

ANGEL

What?! You're telling me that both of them have had visions, but neither one is our link?

He looks back to the others.

ANGEL (cont'd)

Anyone else been seeing the future?

GWEN

Don't look at me. I dream of puppies and sunshine.

WHISTLER

Sonia's right. Her gift is related to her demonic half. Not the powers. She sometimes has the gift of foresight.

(MORE)

(CONTINUED)

21 CONTINUED: (3)

21

WHISTLER (cont'd)

And though she doesn't know it yet,
her telepathic powers through the
subconscious mind are freakin'
amazing.

LILAH

That's great and just... Utterly
fascinating, but you said that they
have a link to the powers that be.
And as much as it bothers me to say
this, I need that right now.

WHISTLER

Seriously, Angel...
(motioning to Lilah)
... I've seen you make better
decisions.

ANGEL

She may be opportunistic and more
than a little bit evil, but right
now she's got a point. You said
that we've got a link.

WHISTLER

And you do. But unfortunately
she's only allotted so much time to
interact with the living so she's
got to bide her time.

Angel stops for a moment and goes into thinking mode before:

ANGEL

Cordy.

WHISTLER

The one and only.

We stay with Angel's blank expression for a moment and --

FADE TO:

22 EXT. STREETS - SAME

22

A DISTANT VIEW.

The horsemen are now in full swing. We can barely make out
people scurrying through the streets, and the chaos that's
following behind as they're stricken down.

There are still flames everywhere and there are flashes of
light in between the distant screams that find their way to
us.

PULL BACK TO FIND Lindsey and Gunn on a distant hill, just
about the same spot that the horsemen were on while they were
looking out upon the city.

(CONTINUED)

LINDSEY

Man, those guys don't screw around,
do they?

(beat; looks at watch)

They got here sooner than expected.

GUNN

Doesn't change anything.

Lindsey looks over with a scowl.

LINDSEY

Well, actually, Charles, it does.
Since the Junior Partners got here
early, that means that the Senior
Partners are going to get here
early.

GUNN

So, what? You wanting to back out
since Daddy's coming home early to
ruin your party?

LINDSEY

What I'm wanting is for you to stop
bitching for five seconds long
enough to go get the package.
Because without weapons, we're
nothing but food to the Senior
Partners.

The two exchange dubious glances. This relationship has been
pushed to the max the last few weeks, and it's starting to
show.

GUNN

Where are they?

LINDSEY

The same place that they were last
time you asked.

Gunn looks out over the battle scene one more time, and
shakes his head, reluctantly conceding on the issue.

GUNN

Fine. But don't do anything stupid
while I'm gone.

LINDSEY

Look who you're talking to.

Gunn stands up and looks down at Lindsey with an expression
of disdain.

22 CONTINUED: (2)

22

GUNN

Yeah, I'm looking. That's the problem.

Gunn walks down the hill, leaving Lindsey by himself to stare out over the awesome happenings. He turns back in Gunn's direction one last time.

LINDSEY

God, I'm going to enjoy killing him.

He picks the sword up from his side and heads the other direction, down the back of the mountain.

23 INT. BETWEEN DIMENSIONS - SAME

23

Team Angel, meanwhile, is still trying to figure things out with Whistler.

ANGEL

Wait, are you saying that Cordy's actually one of the powers that be?

WHISTLER

Not quite that high up. Think of her more as middle management. She watches. She can even set things in motion if she wants to. She's just got to go through the proper channels. But the satellite dish isn't always in the right position to get those channels, if you know what I mean.

ANGEL

No, I don't know what you mean. I never know what you mean!

Whistler takes a deep breath. This isn't going to be an easy sell and he knows it.

WHISTLER

Look, big guy, this isn't going to be an easy thing to wrap your head around so why don't you just take my word for it and let's talk business.

ANGEL

(sternly)

I want to know about Cordelia.

Whistler sighs and throws up his hands.

(CONTINUED)

WHISTLER

Fine. First thing you've got to realize, though, is that these ethereal plane types don't live like we do.

KIRSTEN

You mean they're floating around on clouds and stuff?

WHISTLER

Well, technically... maybe. I don't know. It's not like I'm allowed to visit. I was talking more along the lines of time-wise.

WESLEY

They don't exist in linear progression like we do.

WHISTLER

Exactly.

ANGEL

Could you speed this up?

Whistler only offers a slight nod.

WHISTLER

Once you're in the position that Ms. Chase is in, you can move back and forth through the fabric of time like we move back and forth from Starbucks to Starbucks.

ANGEL

That's amazing, but what is your damn point?!?

WHISTLER

Angel... did you really think that you were lucky or just good enough to survive everything that you've been through without a little bit of help from on high?

Angel is taken aback. He waits a few more moments, pondering things.

ANGEL

She's always been there.

WHISTLER

And while you may not know it, things didn't always turn out the way that they did.

(MORE)

(CONTINUED)

23

CONTINUED: (2)

23

WHISTLER (cont'd)

Trust me, things have been changed here and there.

(beat)

Who do you think hired me?

ANGEL

You -- You've never worked for the powers.

WHISTLER

Nope. But I put on one helluva show, don't I?

He smiles for a moment, but no one else is in the mood.

WHISTLER (cont'd)

Yeah, well... Cordy picked me out of 'em all and convinced me that working for her wasn't only in your best interest, but my own, not to mention the world's. So I went and found myself one very conflicted vampire and put him on the fast track to sacrifice and redemption.

ANGEL

How did she know if --

WHISTLER

Don't try to figure it out. It's beyond the comprehension of we mere mortals and demons. She did what she did along the way and we're all here to do what we're supposed to do because of and in spite of that. That's all.

ANGEL

Then what are you doing here now?

WHISTLER

My last mission, hopefully. Then it's off to the Bahamas for me.

He snaps his fingers and a SHAPE starts to MATERIALIZE BEHIND HIM. Team Angel watches on in fascination as a horrific looking BEAST transforms before their eyes.

Though he's wearing a tunic and a hood, suggesting human, his arms are covered with FUR and sharp talons protrude from his fingertips. A hint of crimson fire burns from beneath the hood that covers his face.

SPIKE (O.S.)

What in the name of all that is holy is that?

(CONTINUED)

Everyone turns back to see Spike leaning up from the ground, staring on at the thing before them.

WHISTLER

That, my friends, is our last hope.

(beat)

Not that we're not counting on some cover fire from you guys, but this... This guy's sole reason for existing is destroying your enemies.

WESLEY

Are you saying that --

SPIKE

Hello?! Big scary right in front of us all? A man goes unconscious, you tell him what he's missed!

WHISTLER

All you guys need to know is that he's on your side and he's trained to whip some medieval ass. No instruction manual. Just wind him up and let him rip.

(beat)

So, you guys ready to get back in the game?

Gwen sheepishly raises her hand in the back with a nervous smile on her face.

GWEN

Would it make a difference if we said no?

WHISTLER

Not in the least.

Spike shakily makes his way to his feet to stare at the Warrior, and glance back to the others.

SPIKE

You all are really giving me nothing, here, are you?

SONIA

We'll fill you in later.

Angel looks back to Whistler one last time.

ANGEL

Tell her that it's appreciated.

23 CONTINUED: (4)

23

WHISTLER

Won't have to. She knows.

And right before their eyes, Whistler vanishes and we're back at --

24 EXT. STREETS - NIGHT

24

The now familiar scene of smoke and fire. Chaos. The streets are almost crowded now with people running for their lives.

Angel still has Kate propped up and Sonia and Gwen are supporting as best they can.

The Warrior that they were given is looking all around him. Ready to go into action.

SPIKE

So, who else is for turning this beasty loose and going home for a nap?

Angel walks out to the edge of the group, trying to find some sign of the enemy, but there's nothing. Only scared humans. Finally, he turns back around and:

ANGEL

Alright, here's the deal. Spike, you're going to stay here with Kate?

KATE

What?!?

SPIKE

Have you lost your mind? Hiding with the women and children? Not bloody well likely!

Angel looks over knowingly to Kate.

ANGEL

You can't walk, much less fight in this condition.

KATE

But --

ANGEL

I'm not going to get you killed because I was too hell bent on winning instead of watching out for my team.

(CONTINUED)

24 CONTINUED:

24

SPIKE

What about me? I can walk!

Spike takes a step away from the girls and falls to the ground.

SPIKE (cont'd)

... in a roundabout manner.

Angel walks over and helps him up, handing him his sword.

ANGEL

When the time comes, I know you'll be able to pull together all your strength to do what's necessary. That may not be enough in this fight, but it's enough to protect Kate. Get her out of here, Spike.

Spike only nods. Angel returns the gesture and walks away.

ANGEL (cont'd)

Let's go.

Angel, Wes, the Warrior, and their team of women walk away, leaving Kate and Spike glancing back to one another.

SPIKE

So, if neither one of us can rightly walk, how the bloody hell do they expect us to make a get away?

BACK WITH Angel almost a block away already.

LILAH

Would it be too late for me to stay with those two?

ANGEL

You're in this. From here on out, no one is backing down. No one whimpers. No one runs away. We're in this to the death.

As Angel rounds the corner, his speech suddenly comes to a halt. And as the others meet him there, it becomes obvious why.

SONIA

Which may be about three seconds from now.

There in front of them, the Junior Partners are assembled in the middle of the street.

(CONTINUED)

24 CONTINUED: (2)

24

But what's worse than that, is the dimensional vortex behind them that's opened up, and the ARMY OF DEMONS that's marching through that's making the army from NOT FADE AWAY look like the petting zoo.

The horsemen are at the front of all this like generals leading their army. And as the line behind them finally starts to catch up, they whip their horses into action. And as they begin to gallop, the hordes behind them come into life and they charge toward us until we --

BLACK OUT:

END OF ACT TWO

ACT THREE

FADE IN:

25

EXT. STREETS - NIGHT

25

Spike and Kate are just starting to make their way down the street when they hear the bustle of noise behind them. The sound of rapidly advancing footsteps.

They both whip their heads around to see the others racing toward them. Spike looks nervously over to Kate.

SPIKE

I hate to play the role of the pessimist so early, luv, but I don't see any way that this can be good for our side.

ANGEL (O.S.)

Spike, get her out of here!

SPIKE

God, I hate being right.

Spike hobbles toward the sole Suburban that's still upright as Kate stares at the others and what's got to be coming around the corner soon enough.

Angel finally stops running and turns around to face the empty street behind him. The Warrior stops beside him, obviously ready for action. The others are slow to catch on, but one by one, they turn back to him.

WESLEY

Angel --?

Angel looks back to them. Determined.

ANGEL

This is the best shot we've got at that surprise we were looking for earlier.

LILAH

Hiding around a corner?!? That's your big surprise?

ANGEL

You fight with what you've got.

The others exchange doubtful looks, but this is what they're here for. They each concede, Lilah taking her time much more slowly than the others.

Wes takes the axe from the sling around his arm and holds it up opposite the shotgun in his other hand.

(CONTINUED)

25

CONTINUED:

25

Kirsten and Sonia each have a sword that they've got likewise holstered, but they've also now got a pistol in each hand.

Gwen is preparing to fight freestyle, no weapons and no sleeves. Angel glances back toward Spike one last time as he clings to his sword.

ANGEL (cont'd)
What's the problem?!

Spike is in the driver seat of the Suburban, cranking the key for all it's worth, but to no ado.

SPIKE
It's not starting!

ANGEL
Make it start!

Spike pops the hood as Angel turns back to the street before them. It's empty now. All the people have made for higher ground, but the approaching army is getting louder by the second.

ANGEL (cont'd)
Don't waste any time. As soon as they round the corner, give 'em everything we've got.

The others nod their understanding. He looks over to the Warrior.

ANGEL (cont'd)
I hope you're everything that Cordy thinks you are.

He gets no answer.

Kirsten looks over to Sonia.

KIRSTEN
For what it's worth --

SONIA
Don't. Tell me how much you respect me after we kick the holy hell out of these bastards.

Kirsten nods. The ululations are getting louder. The clatter is just around the corner now and --

THEY'RE HERE! The first of the Horsemen rounds the corner and immediately, a round of gunfire rings out. The girls are both shooting without mercy as Wes makes his way to the heat of the action, pumping off rounds from his shotgun.

(CONTINUED)

By this time, the other three have rounded the corner. None of them look too awfully affected by the gunshots. But before they can show off any of their powers --

THE WARRIOR GOES INTO ATTACK MODE. He literally leaps the distance between himself and the Horsemen and SPEARS one of them to the ground.

As soon as they hit the ground, the Warrior goes berserker style and starts shredding at the hybrid. The Horsemen doesn't have time to use any kind of power with the viciousness of the attack. It's hard enough to defend himself.

As Team Angel has to take its first time out to reload, the other Horsemen are quick to notice their fallen partner and each turn their attention to him. Angel sees their intentions and immediately rushes them, planning an OVERHEAD ATTACK, but just before he can connect with one of them, the first wave of demons make it around the corner and Angel has to DROP TO THE GROUND to avoid having his head taken off.

As the Demon misses his mark with Angel, Wes has him taken off the ground with a SHOTGUN BLAST, but as he squeezes the trigger for the next, he's OUT OF BULLETS. Without hesitation, he throws the gun to the ground and charges in with his axe.

Kirsten and Sonia now have fresh clips in each of their guns and are dropping demons as they round the corner, like a shooting gallery.

As they step forward, we see Lilah to their rear, likewise, gun in hand, but as she clicks away her last bullet, she isn't about to go into the fight. She THROWS HER GUN into the battle and retreats.

BACK WITH Spike at the Suburban, scrambling furiously to get any kind of reaction from the motor with Kate behind the wheel. Lilah hurries into frame.

LILAH

Should we really be taking our time
at a time like this?!

SPIKE

If you're a mechanic in your down
time away from being a massive
bitch, then by all means!

She stands impatiently as she looks back at the battle.

LILAH

I've got an idea.

Spike ignores her as he keeps working at it.

(CONTINUED)

LILAH (cont'd)
I said I've got an idea!

Spike stops long enough to get in her face.

SPIKE
In case you haven't noticed, I'm
busy!!

He turns back to the motor, but Lilah isn't waiting around. She PUSHES HIM and with his busted knee, he nearly falls to the ground.

LILAH
This is how my dad used to fix
things.

She grabs Spike's sword that's leaned up against the Suburban and SWINGS IT at the motor. And as Kate is still turning the key, the car ROARS INTO LIFE.

She throws a self gratifying look at Spike and then helps up from the ground.

SPIKE
Well... alright then. Let's get
the hell out of here, shall we?

They each hurry around the car and we're --

BACK WITH Angel. He's trying desperately to fight his way through the demons, but the wall is too thick. He only catches a glimpse in between attacks as the other Horsemen fall on the warrior. Without hesitation, the rider of the white horse issues a BURST OF INCANDESCENT ENERGY.

And while the light emanates from his hands, the Warrior is thrown off of his victim. Before he can even hit the ground, HE'S NEARLY DUST. Fragments of his bones fall to the ground in his place.

The Horsemen look on at their fallen comrade, but HE'S DEAD. Literally ripped to pieces. It seems of little concern to them as they merely turn away to the fight ahead of them. Looking straight at Angel as he battles the approaching hordes.

The same Horsemen is getting ready to attack, as is evinced by the glowing in his palms. The other two Horsemen are already charging toward Wesley and the girls, and as the glowing gets brighter, Angel is completely submerged in his own fight to notice.

Just as the glowing gets to full strength --

The SUBURBAN SQUEALS INTO VIEW. Taking out demons like a bowling ball as it plows into the path, right in between Angel and the Attacking Horsemen. As the Suburban skids to a halt, Kate FIRES ONE SHOT from her pistol. And one shot was all she needed. It hits its mark, right between the horsemen's eyes.

While it's hardly going to kill this demon hybrid, it serves its purpose and diverts the attack. But as the beam goes in its new direction, we find --

GWEN fighting her way through the crowd, shocking the hell out of and incapacitating one demon after another. As she goes after her next victim, however, the blinding ray of energy HITS HER DEAD ON.

Spike is watching as it all goes down.

SPIKE (cont'd)

Gwen!!

He jumps out of the Suburban, seemingly energized and now impervious to his injury, and heads toward Gwen.

KATE

Angel!

Angel is ducks between blows and lands a CRUSHING UPPERCUT to a large, scaly demon and glances back at Kate for as long as he can.

KATE (cont'd)

Get in!

Angel looks back to the scene before him and it's utterly hopeless. Demons are swarming. He hesitates for a moment as he fights off a few more oncoming attacks, but lets out a scream of frustration as he hurries toward the Suburban.

BACK WITH Spike who has found his way to Gwen. He's kneeling down over her, but amazingly, she isn't ash or dust. She's just stunned, and completely out of it.

Spike doesn't waste time as he picks her up and staggers back toward the vehicle.

MEANWHILE, Angel rushes to get everyone else in the Suburban.

ANGEL

Guys!!

He looks out over the scene to locate everyone else. And that's when he spots one of the Horsemen, converging on Sonia and Kirsten, who are fighting back to back, without time to notice their would be attackers coming quickly upon them.

(CONTINUED)

25 CONTINUED: (5)

25

He's almost upon them and Angel has to make a split second decision. With all of his might, he HURLS HIS SWORD across the scene and IMPALES THE HORSEMEN.

Sonia finally turns as the Horsemen falls from the horse, but he's hardly down for the count. He's already starting to get up when she glances in Angel's direction.

ANGEL (cont'd)

Time to go!

She taps Kirsten on the shoulder and they start fighting their way toward the car. Wes is already making his way over as Angel jumps in the back.

Spike almost literally has to throw Gwen into the backseat across the girls as they're getting in.

He hops in the front seat and wastes no time as he throws it in gear and slams on the gas.

As they hurry out of the area, barely ahead of the advancing mob, we stay behind for a beat with a LARGE PUDDLE where the car just was.

26 INT. FIRST SUBURBAN - SAME

26

Everyone is banged up. Bloody and bruised. Angel is staring out the window back at the scene that's disappearing from sight.

Wes is looking over Gwen in the back seat. She doesn't look to be in good shape, and the concern shows on his expression.

SPIKE

How is she?

WESLEY

It's hard to tell. We need to get her somewhere quickly. Somewhere with a proper infirmary.

SPIKE

Any suggestions?

WESLEY

I would say the closest hospital, but anywhere close doesn't seem the idea place to be, does it?

(beat)

Angel... Against these odds, we can't fight back without some sort of a plan. The Horsemen themselves was one thing, but this --

(CONTINUED)

SPIKE

... is bordering on short bus qualifying. Percy's right. It's time to start thinking back up plans. Running is my personal favorite.

Angel still hasn't turned around. And now, all eyes are on him.

KATE

Angel --?

Everyone is starting to exchange nervous looks.

SONIA

Ang --

ANGEL

We can't win this.

A moment of silence.

SPIKE

Which supports my running theory.

Kate looks over at Spike in anger. The audacity.

KATE

We can't run from this!

She lets her stare linger for a moment before turning back to Angel.

KATE (cont'd)

Angel, we've just got to take a minute to pull together. That's all.

ANGEL

It doesn't matter. We've got half a dozen fighters up against millions.

WESLEY

We can't just give up. We've got to --

ANGEL

Got to what, Wes?! Lay down and die? Because that's the only option we've got left.

SPIKE

Would someone please hit him? He's scaring the children!

(CONTINUED)

ANGEL

We've just got to get as far away,
as fast as --

The car starts losing speed.

ANGEL (cont'd)

Oh, balls.

ANGEL (cont'd)

Why are we slowing down?

SPIKE

This is not my fault.

ANGEL

What?

SPIKE

We're out of gas.

As the Suburban slowly comes to a halt, everyone looks back behind them. The hordes are well enough out of sight for the time being, but it won't be long.

Spike looks back to Angel with a half smile.

SPIKE (cont'd)

Look on the bright side, we'll all
get to lay down and die like you
wanted.

Sonia immediately begins to reload her pistol.

SONIA

Nothing's changed. We've still got
the chance to go out like heroes.

She opens the door and gets out. The others are quick to follow suit, except for Angel and Kate.

KATE

Hey...

Angel looks up at her, dead in spirits.

KATE (cont'd)

We can still pull this together.

He stays quiet for a moment before:

26 CONTINUED: (3)

26

ANGEL

You know, I don't think we can.
We're given this great warrior that
was bred for the purpose of killing
these guys and he lasted all of
thirty seconds.

KATE

That doesn't mean that --

ANGEL

You know, you don't have to be
positive all the time.

He gets out of the car, leaving Kate alone.

Kate sighs as she gets out of the car also, slowly working
way around it, leaning on the it for support.

27 EXT. STREETS - CONTINUOUS

27

Everyone is preparing themselves for battle again. Angel is
leaned up against the Suburban, eyes closed. Looks like he's
concentrating.

LILAH

So what are we going to do?

WESLEY

We're going to fight.

LILAH

With what?! We've got a few dozen
rounds of ammo and a couple of
swords. That's not even enough to
irritate them.

KIRSTEN (O.S.)

Uh, how about a tank?

LILAH

What?

Lilah looks back to Kirsten and catches her stare.

ACROSS THE SUBURBAN, marching down the street is the
CALIFORNIA NATIONAL GUARD UNIT. Tanks, Hummers, Assault
vehicles. The whole package.

SONIA

Wow. I never thought I'd say this,
but thank God the authorities are
here.

(CONTINUED)

27 CONTINUED:

27

Angel finally looks up from his dazed state to see the calvary arriving. And it looks like he's got a sparkle in his eye for the first time in a while.

The first of the vehicles is quickly approaching. A Hummer. As it pulls closer to the Suburban, it comes to a halt and two SOLDIERS jump out and head toward the group. Kate is the first to limp out to meet them.

SOLDIER #1

Ma'am, we're going to have to ask you to remove your vehicle and take cover immediately.

Kate pulls out her badge.

KATE

Special Agent Lockley, FBI.

SOLDIER #1

You're still going to have to move your vehicle.

KATE

The vehicle's damaged beyond repair at the moment. Run it through if you want. The cell phone towers are out. Can I use your radio?

SOLDIER #2

It's for military use only, ma'am.

KATE

Then I'll take it up with your superior.

SOLDIER #2

I'm afraid he won't like that.

KATE

I'm afraid I'm not in the mood to care what he thinks.

The Soldier removes the radio from his belt.

SOLDIER #2

Sir, we've got a situation at the front of convoy.

He looks back to Kate with an 'are you happy' look. Wes finally makes his way over to Kate as the others hang back.

WESLEY

Are you sure you know what you're doing?

(CONTINUED)

27 CONTINUED: (2)

27

KATE

Of course.

WESLEY

You do realize that martial law has most likely been declared? And in accordance with that, they can hold us without reason for as long as they like.

Kate looks back, forcing a calm smile.

KATE

It's under control.

A few moments pass as Kate stares back at the soldier with an unchallenged look. Finally, another Hummer speeds into frame and comes skidding to a halt.

A man, LIEUTENANT WATERS (51) hurriedly exits the vehicle and gets into both soldiers' faces as they snap to attention and salute.

WATERS

What is the hold up, soldier?!

SOLDIER #1

We seem to have a problem with these civilians, sir. This one --

Waters smiles at Kate before he snaps back to his men.

WATERS

That's no civilian, son! That's an officer of the law and she has more right to be here than you ever will.

SOLDIER #1

Y- Yes, sir.

WATERS

You two wait in your vehicle for my orders.

SOLDIERS

Yes, sir.

They both salute and hurry back to the hummer. Waters looks back to Kate with a smile.

WATERS

It's been a long time.

KATE

Almost five years.

(CONTINUED)

WESLEY

You two are acquainted?

KATE

He was my instructor at the academy.

He reaches out and shakes Wes' hand.

WATERS

Lieutenant Dan Waters. Retired FBI, but still kicking ass when my country needs me. So, Lockley, what's the situation here? We've got reports of an attempted hostile takeover.

KATE

That pretty much explains it. Except you know how my status was treated at the academy?

WATERS

Classified?

KATE

This is something that your men aren't ready for so don't waste your time with foot soldiers. Use your big guns right off the bat, and you might stand a chance.

WATERS

Big guns, that's affirmative. Who are we dealing with? Terrorists? China? Chinese terrorists?

KATE

You wouldn't believe me if I told you. Just remember what I said.

WATERS

Will do. What about your...

He looks at the rest of Team Angel with an iffy expression.

WATERS (cont'd)

... team. You gonna be alright?

KATE

We're fine now that you're here. Just do your thing and we'll be here if you need any backup.

27 CONTINUED: (4)

27

WESLEY

Actually, if it's at all possible...

Wes' question trails off as we CUT TO:

28 EXT. STREETS - MOMENTS LATER

28

The convoy is moving past Team Angel and into the hot zone as everyone piles into a borrowed Hummer.

29 INT. HUMMER - SAME

29

Angel slams the door shut in the front seat, Sonia in the driver's seat this time.

SPIKE

So, that's it, then. We'll just watch the soldier boys blow up the bad guys and we can go home and dance a jig. I've gotta say, I like this plan eve better than running.

LILAH

Are you kidding me? Modern weaponry against primordial evil? Do you people even have brains?

ANGEL

It's going to work.

LILAH

Yeah? And how do you know?

ANGEL

Because it has to.

LILAH

That's a comfort.

SONIA

(aimed at Lilah)

Hey!!

Lilah shuts up immediately, as does everyone as they wait for Sonia's words. She offers only:

SONIA (cont'd)

It's starting.

Everyone looks ahead and THROUGH THE WINDOW, we can see the first of the Demons coming into view, the three remaining Horsemen are scarcely discernible from the distance, but they're there, at the front of it all.

(CONTINUED)

A beat and one of the tanks --

FIRES ITS MORTARS. And one by one, all the others join in until it's a blaze of gunfire and smoke. The whole scene is covered in a thick cloud so that almost nothing is visible except for the occasional blast.

From inside the vehicle, this far away, the sounds of war aren't that loud. It's hard to tell if anything's going on, whether they were successful, or anything of the sort.

Everyone, it seems, is holding their breath. They sit in silence for several more moments, waiting on any kind of a sign. Finally, out of the smoke --

THE HORSEMEN emerge. And behind them, their army. Angel looks on in disarray as we --

BLACK OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

30 EXT. STREETS - NIGHT 30

The cloud of smoke is still so prevalent that it's impossible to tell how many casualties there were for the demons, but it's almost certain that the humans are dead. The Horsemen, however, appear unscathed.

And they continue marching forward.

31 INT. HUMMER - SAME 31

No one says anything. What's to say? A few moments go by, and no one moves. No one speaks. Finally, the monotony is broken when Angel opens the door, without a word, and slams it behind him.

SONIA

Angel!

Everyone exchanges worried glances as Angel walks calmly toward the advancing hordes.

32 EXT. STREETS - SAME 32

Angel has no expression on his face. He's just walking, no weapon. Nothing.

WESLEY

Angel --?!

Behind Angel, we watch as the others begin to pile out of the car. It doesn't stop him for a moment. Angel walks out of frame as we stay behind with the others. Confusion has set it and it's obvious from their faces. Has Angel lost it?

But as he shows no signs of stopping, they start loading up their weapons.

BACK WITH Angel, he's nearing the hordes. And with the prospect of new meat, the other demons begin to bypass the Horsemen and go straight for Angel.

Even with the dozens of swarming demons nearly upon him, he doesn't flinch. In fact, it look like he's on a suicide mission until --

The first demon SWINGS HIS SWORD. Angel sidesteps the attack, elbows the Demon in the face, and takes his sword from him all in one swift move. And as he spins around, he SLICES through his midsection.

He immediately goes into attack mode, CUTTING and SLICING with a fury that we haven't seen from Angel in quite a while.

(CONTINUED)

He's taking them out two at a time with monstrous swings of the sword.

After a few seconds, though, he's engulfed. And he FALLS TO THE GROUND as the Demons fall in upon him! Angel is gone to the eye. Nothing but swinging weapons and flailing limbs on the part of the Demons, but finally --

The Demons are thrown off of the pile, Matrix-style, as Angel picks up right where he left off, going through with this berserker attack. He's so enslaved to his fighting, that he doesn't even notice when the other Demons slowly begin to back off.

He's still engaged with a few of the Demons, and slays the shit out of them. He's STILL SWINGING when he realizes that he's hitting air. And that's enough to finally get him to stop. He glances up to find --

THE HORSEMEN only feet away. Encircled around them and Angel, the Demon hordes are standing impatiently. Each ready to kill at the first chance they're allowed. But it's obvious that the Horsemen don't want that. Not right now, anyhow.

Angel only stares back. He doesn't flinch. Nor does attack.

BACK WITH the others as they're hurrying toward where they last saw Angel. Everyone's armed a little differently now. They've got assault rifles added to their arsenal.

But as Wes is the first one to get near the circle of Demons, he stops. And all the others are quick to follow suit. They each look around with a petrified look. There's SOMEONE IN THEIR HEAD -- or more actually, a voice in the their head.

The voice of one of the Horsemen. And it's deep and guttural. Very creepy, indeed.

HORSEMEN (V.O.)
You're their champion.

Team Angel, minus Angel, of course, look to each other in shock. How is this possible?

HORSEMEN (V.O.) (cont'd)
Angel.

BACK WITH Angel, he's staring on with no change of expression. Nothing can shake him at this point. He's past emotion.

HORSEMEN (V.O.) (cont'd)
You must have realized by now that you cannot defeat us. But something else you must realize is that your defeat is not necessary.
(MORE)

(CONTINUED)

32

CONTINUED: (2)

32

HORSEMEN (V.O.) (cont'd)
Join us, you and your inferiors may
live.

SPIKE (O.S.)
Inferiors?!?!

Angel doesn't blink.

BACK WITH the rest of Team Angel. No one is acting on anything. The stalemate is in full effect. Spike still looks upset over the 'inferior' comment. Before he or anyone else has time to react, however, another voice rings in their head.

IT'S ANGEL'S!

ANGEL (V.O.)
What guarantees do I have that
you'll let my team survive?

Everyone is obviously shocked. And with that, the stalemate is off.

BACK WITH Angel, as the sound of MACHINE GUN FIRE starts ringing out. Neither he, nor the Horsemen seem worried about it.

HORSEMEN (V.O.)
You have our consecrated word. It
cannot be broken.

Angel's still staring, not letting up yet. Finally, he walks over to stand right in front of them. From this close, we can see just how horrific they are. The contours of their green/yellow 'skin' are shaped as though they were thrown through a blender.

Their eyes are glowing an odd, bright green, and they emit a sinister shimmer as Angel closes in. He stares up at them and his lack of emotion is uncomfortable to say the least.

A beat as he stands in silence. But when a quick HIGH PITCH BEEP begins gaining volume, seemingly out of nowhere:

ANGEL
Yeah, but maybe you can.

And with that, he JUMPS to the ground just as a --

PROPELLED ROCKET whizzes drastically close to him and lands DEAD CENTER of the Horsemen's chest.

The EXPLOSION throws both the other Horsemen off of their mounts, and knocks all the closest demons to their backs.

Angel is quick to jump to his feet as the machine gun fire rings out all around him.

(CONTINUED)

He hurries toward the others, where Wes has got the empty ROCKET LAUNCHER at his feet as he fires without mercy.

As he runs out of bullets, he steps back and Kirsten and Spike take his place in the front. Angel steps beside Wes as he reloads and glances back at the carnage around them.

ANGEL (cont'd)

Thanks for the distraction.

WESLEY

Let's hope that it was a bit more than a --

He glances back to the Horsemen and they're getting up. All of them! And behind them, there seem to be just as many Demons as ever falling in.

ANGEL

That was the last idea I had!

WESLEY

We've got to move.

ANGEL

Yeah, but where are we gonna go?

One straggling Demon makes it through the crowd and Wes is quick to shoot a BURST OF SHOTS that drop it to the ground in front of him.

WESLEY

Higher ground. Picking the battleground is the only measure of control that we have.

ANGEL

Any ideas?

WESLEY

If we can get them to bottleneck, then we might have a slim chance... With these regular demons, anyhow.

Angel thinks for a quick moment before:

ANGEL

The canals! If we can get them in there...

WESLEY

That's perfect.

ANGEL

Get everyone to pull back and meet me at the Hummer. All we've got to do is get them to follow us.

(CONTINUED)

32 CONTINUED: (4)

32

As he runs off screen, Wes steps back in front of the line and begins firing.

WESLEY
Shouldn't be hard.

33 INT. STREETS - MOMENTS EARLIER

33

Angel is at the vehicle, only a couple of blocks from the main action, where Kate is waiting, already in the driver's seat.

KATE
Heard you almost went evil again.

ANGEL
It had been a while.
(forces smile)
We've got to get everyone out of here. There's no stopping these guys right now, but we've got a plan.

KATE
What is it?

ANGEL
I'll fill you in when I get the time.

He's eyeing a van across that's parked just around the next corner.

ANGEL (cont'd)
Go pick up the others.

He starts to walk off.

KATE
Where are you going?

ANGEL
We're going to need a distraction.

He heads off in the direction of the van as Kate shakes her head nervously and heads off toward the battle.

Angel is in sprint as he nears the corner of the building. And as he turns the corner --

A SWORD IS WAITING for him. And it's thrust into his stomach. Angel is impaled all at once, falling fully onto the sword. He struggles to move or to speak. To do anything. He's had at this point. He slowly looks up to find --

(CONTINUED)

33 CONTINUED:

33

Lindsey staring gleefully back down at him.

LINDSEY
Hey, honey. Miss me?

34 EXT. STREETS - BATTLE - SAME

34

Kate and the Hummer slide sideways right in front of the guys as they're headed toward her. They're each turning around and firing shots off every few seconds. Wes is in front and he opens the door for the others to start stuffing themselves.

Lilah, of course, is the first through. Next is Kirsten. Spike is right behind her, but stops and waits for Sonia. As he turns back, though, he sees it:

A DEMON is racing after them and is right behind Sonia, already in the middle of a swing with his battle axe.

SPIKE
Watch out!!

She doesn't even have time to turn around before she's ripped through her back with the sword. As she falls to the ground, the Demon stops and raises his axe for the kill shot, but Spike's already in mid-sprint here and with an underhanded swing, nearly CUTS THE DEMON IN TWO HALVES.

Wes is there by this point and they both hurry to pick Sonia up and hurry back to the Hummer.

35 EXT. STREETS - ANGEL AND LINDSEY - MOMENTS EARLIER

35

Angel is still glaring up almost lifelessly at Lindsey as he YANKS the sword out of Angel's stomach.

Angel falls to the ground as Lindsey laughs a quick laugh.

LINDSEY
Bet you didn't see that coming, did you? Kinda like the Junior Partners didn't see your little cop out right in front of them.

He stops and shakes his head.

LINDSEY (cont'd)
Such a rookie mistake.
(beat; happily)
But, let's not get down on ourselves before it's actually time.

He kneels down to look Angel in the eyes.

(CONTINUED)

LINDSEY (cont'd)

You lost to the Junior Partners. There's no shame in that. They're ancient. They're evil. But here's the kicker. Now. Just now, you lost to me. This taken by surprise crap... It's almost like getting shot by a lackey, ain't it?

He stands back up with a monster's laugh and an enthusiastic 'whoo'. This is vintage Lindsey.

LINDSEY (cont'd)

So let me tell you how this is going to play out real quick, champ. I'm going to kill you. And then I'm going to kill Spike. No vampire with a soul, no vampire with a soul taking part in the apocalypse. How it ends is fair game for me to decide.

He kicks Angel over and kneels down again as Angel glares at him.

LINDSEY (cont'd)

I'm not going to lie, though. I am going to miss this. But a ruler doesn't have time to think about the past. So I think I'll be alright.

He stands, raises the sword to strike straight through Angel's head.

LINDSEY (cont'd)

See ya' in hell, Angel.

As he starts to swing, though, a --

BOOM! rings out through the skies. A thundering, miraculously loud boom. And Lindsey knows what it is at once.

LINDSEY (cont'd)

Damn!

Lindsey looks around nervously.

ANGEL

They're here, aren't they? The senior partners.

He eyes his surroundings one more time and raises his sword, but before he can swing, GUNSHOTS RING OUT as the hummer rounds the corner.

(CONTINUED)

35 CONTINUED: (2)

35

Lindsey instinctively ducks down beside Angel and the gunfire comes to a halt as the vehicle speeds toward them.

Lindsey bites his lip in anger for a moment, but then forces a smile and leans in close.

LINDSEY

Doesn't matter. Damage is done.
I'll be seein' you around.

He slaps Angel a couple of half-hearted, emotionless slaps on the cheek, jumps to his feet, and runs off screen. No sooner than he's gotten twenty yards, the others are at Angel's side.

From there, we PULL BACK and FADE TO:

36 EXT. HYPERION - MINUTES LATER

36

The team is hurrying through the back entrance to the hotel. The majority of them helping Angel, Sonia, Kate, and Gwen into the hotel.

Wes has got Angel over one arm, nearly having to drag him. Angel's talking, but sounds pretty out of it.

ANGEL

We have to -- Have to go back.

WESLEY

We can't go back. Not right now.
Half of our team is incapable of
battle and the sun will be up soon.

Wes swipes his keycard and hurries in.

37 INT. HYPERION - FOYER - CONTINUOUS

37

Wes gets Angel to the couch and props him up against the back of it. The others are slowly trickling in, and in a few moment's time, all the wounded are on the couch.

Angel tries to stand up, but falls back down on the couch.

ANGEL

We've got to go back.

Wes looks over to Spike.

WESLEY

He's out of it. Whatever Lindsey
did to him, it's not good.

ANGEL

We've got to -- Spike, we've got
to --

(CONTINUED)

SPIKE

Go back? Yeah, I heard that part. But unless you want to burst into flames here in about, oh, forty-five minutes, I would suggest that you stay seated.

He looks over to Sonia. And then at Gwen.

SPIKE (cont'd)

We've got more important things to do right now than get killed.

Spike goes over to check on the others. Everyone is running around the foyer, hurrying to bring in supplies and check everyone over.

GWEN (V.O.)

So, yeah... Fear does something different to each of us.

We pass over Gwen and Sonia, both unconscious. Then come back to Angel. Obviously in sharp pain, trying to suppress it.

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

For guys like Angel, it's a weapon. Instead of the paralyzation that some of us face in the presence of absolute evil and abandonment, it galvanizes them into action and accentuates their heroic qualities through their will to self sacrifice.

Spike is coming back around the couch and passes by Angel.

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

But it's also a double edged sword. Because while playing the role of hero and dying for the cause sounds appealing, there are worse things than death.

Angel tries to stand up again, but falls right into Spike's arms.

SPIKE

Bloody hell, it's like we're in the nineteenth century again and I'm carrying you home from --

Spike stops all of a sudden. Confusion written clearly across his face.

37 CONTINUED: (2)

37

GWEN (V.O.)

But then again, without the extra
motivation, we might never have
found that one thing that treasure
above all else.

He takes a big whiff of the air around him and:

SPIKE

Wait a tick. You're...

(beat)

You're human!!

BLACK OUT:

END OF SHOW