

**BUFFY THE VAMPIRE SLAYER**

"Cradle"

by  
Darren J. Eldred

TEASER

FADE IN:

1

INT. SHAW RESIDENCE - LOUNGE - NIGHT

1

The camera pans the magnolia painted walls until we come to BUFFY. Her eyes are narrowed on DAWN, whose arm is gripped by the slayer, prevented from causing any damage with the axe in her hand. JACKSON is cautiously watching the pair from the doorway, his eyes never leaving their presence.

DAWN

This isn't supposed to happen.  
(to Buffy)  
You're not supposed to be here.

BUFFY

Deal with it.

Buffy brings her arm up for a hit but Dawn swats her away with a backhand, sending her CRASHING into the wall, cracking it. Jackson GRABS the axe but Dawn quickly turns, clasps her hand around his neck, and lifts him from the floor.

DAWN

You dare to challenge me? You are  
but a fly among spiders.

JACKSON

Get the hell off me!

Jackson KICKS her between the legs and she DROPS him. He gathers himself quickly, then sweeps his legs along the floor, taking out her legs.

Dawn falls, dropping the axe. Jackson swoops it up and gets to her, bringing it high over his head.

BUFFY

(shouts)  
Wait!

He stops as he brings it down, his eyes darting to Buffy. She rushes over and takes the weapon from him.

BUFFY (cont'd)

It's still Dawn.

Dawn FLIPS up, landing on her feet. She eyes Buffy with a confident smirk. She starts towards them but stops suddenly, looking herself over. After a moment, she looks back at them.

Her eyes are a GLOWING RED.

(CONTINUED)

CONTINUED:

DAWN

The change is almost over. This body will soon become more than it is.

BUFFY

That body belongs to my sister.

DAWN

(curious)

You love her. You... you gave your life for her. For this world.

(beat)

I remember. Everything. The host's memories are... tainted. Some are not real. Some are too real.

(beat)

This vessel is corrupted.

JACKSON

Which should suit you well,  
Ulithios.

Dawn grabs him by his shirt and THROWS him into the wall. He crumbles to the floor, motionless. Buffy brings the axe closer, threatening.

DAWN

My name is beyond your speech. None of you can comprehend my existence.

BUFFY

Not caring.

(beat)

Now get the hell out of my sister.

DAWN

You don't know. You don't know because you are human. The vessel is dead.

(disgusted)

For weeks I have had to simulate this host. I wasn't strong enough to make my move. But still, I watched, I learnt. You are all flawed. Emotions running through you like poison. It's vile.

BUFFY

If it's so bad then why are you still here?

DAWN

Thousands of years I have been waiting for this day, to bring about my world once again.

(MORE)

(CONTINUED)

CONTINUED: (2)

DAWN(cont'd)

Soon the chaos I once enforced will  
reign once again and you will fall  
to my power.

(beat)

My allies will rise, my enemies  
will die. Ulithios will be the only  
word spoken by the mortal tongue.  
It will be spoken with fear, with  
awe. I am --

Buffy SWINGS the axe into Dawn's gut, burying it into her  
body. Dawn looks down, then at Buffy.

BUFFY

If Dawn's dead, you'll die too.

Dawn FALLS back, over the coffee table, and to the ground,  
the axe hanging out of her. Buffy leans over and Dawn slowly  
raises her hand, touching the slayer's cheek.

DAWN

See.

A light begins to emanate from Dawn's hand until it fills the  
entire screen. Then --

**BLACK OUT.**

**END OF TEASER**

(CONTINUED)

CONTINUED: (3)

ACT ONE

FADE IN:

2

INT. CAVES - NIGHT - SEVEN WEEKS AGO

2

Dawn is standing in the rocky area, in the middle is a contained fire. She is looking above, where there is nothing but darkness, an amulet dangling in her hand.

DAWN

Tell me about Jackson Shaw.

VOICE (O.S)

His existence was put in motion long ago. Everything he is is unfolding and soon, the events happening will become clearer.

DAWN

He's linked... to... something else. There's something else here, something bad.

VOICE (O.S)

(disturbed)

You do not know.

DAWN

No, I don't. Know what?

VOICE (O.S)

(beat)

Before man, there were demons. These demons all ruled the world at some point or another. They didn't always get along and often killed each other, much like modern humans. Each had their own strengths and weaknesses, but the biggest weakness wasn't what they had, it was what was to come.

(beat)

Man. The demons were banished from this world, some slain, some kept in the Deeper Well, some merely vanished from the time space continuum.

DAWN

I know this already.

VOICE (O.S)

One by one they will return and reclaim this world that was once theirs. They will come and the final fight will follow.

(MORE)

(CONTINUED)

CONTINUED:

VOICE (cont'd)

(beat)

But some are already in the process. This is what is coming. This is what is already here.

DAWN

That's what's been happening? An Old One is returning to this world? How?

VOICE (O.S)

Ulithios, or the Source, as it has been come to be known, has disciples in this realm and many others. The Bringers of Origin set his coming in motion hundreds of years ago. A powerful seer in the cult found a way for Ulithios' essence to be funneled back into this world from the dimension it had fled to.

(beat)

It would return in the form of a mortal.

DAWN

Jackson?

VOICE (O.S)

(continuing)

It could only come with a birth of the mortal, but the birth would have to be mystical. Only by magicks could the essence be maintained. And so the Bringers of Origin placed an agent inside a congress of good. These people were protecting something, an energy.

DAWN

(realizing)

The monks.

VOICE (O.S)

Yes. They harvested the Key and made it human, sent it to the Slayer. Using powerful means, they created a mortal but they did not know Ulithios' essence had been merged with this birth.

Dawn steps back, shocked.

DAWN

(shocked)

Me. It's... inside me.

(CONTINUED)

CONTINUED: (2)

She looks down at the amulet and after a moment, tosses it into the fire, which consumes it with a burning blue flame.

VOICE (O.S)  
You must leave now.

DAWN  
But I... I don't believe you. How could that be right?

VOICE (O.S)  
It is how it is.

Dawn's eyes widen in fear.

JOYCE (V.O)  
When it's bad, Buffy won't choose you. She'll be against you.

3

INT. SHAW RESIDENCE - LOUNGE - NIGHT

3

The blinding light quickly retreats as Buffy STUMBLES back. Dawn rises and pulls the axe out of her stomach, throwing it to the floor. Unhurt.

DAWN  
Now you know.

BUFFY  
It can't be... this isn't right.

DAWN  
And to think. The vessel knew long before any of you.

BUFFY  
Why didn't she say anything?

DAWN  
Because she died. The Bringers of Origin are everywhere, they had foreseen the vessel learning of the truth long before she did. And so they pinpointed her movements and one follower killed her.

BUFFY  
(realizing)  
The car accident.  
(beat)  
But... Jackson saved her. He brought her back to life.

DAWN  
Curious how you can still only see fairytales.

(MORE)

(CONTINUED)

CONTINUED:

DAWN(cont'd)

So much hurt but yet all you  
believe in are happily ever afters.

(beat)

The vessel is dead. I am all that's  
left. Since then I have been  
watching you all. You are weak and  
irrational. You think with your  
hearts, hearts that pump useless  
blood around your body like razor  
blades. You let yourselves be  
slaves to emotions.

Buffy doesn't respond, still in a state of shock.

DAWN (cont'd)

My army will rise. My will done.  
And you will all die.

(beat)

I think I should be more content  
with that notion.

Buffy eyes her, noticing something.

BUFFY

Does it bother you?

DAWN

It shouldn't.

BUFFY

But it does. That's emotions.  
That's what you'll feel every  
single day. You may be a demon but  
you're inside a human body now and  
those feelings will only grow.

(beat)

Soon you won't be able to move  
without feeling something. You'll  
be a slave, just like us.

DAWN

(angry)

No! My power will overcome the  
restraints of this vessel. The  
limbs will exceed their natural  
basis, and my previous status will  
once again grace this earth.

Jackson begins to STIR. Dawn looks down at him, cocking her  
head, curious of his movements.

DAWN (cont'd)

(to Buffy)

Killing him would hurt you more  
than killing you. That is your  
weakness.

(CONTINUED)



CONTINUED: (2)

BUFFY  
You've already taken my weakness.

DAWN  
Dawn. You loved her.  
(beat)  
Now she is dead, what do you have  
left to fight for?

BUFFY  
(beat)  
Her forgiveness.

Buffy swings a punch at Dawn, hitting her in the face. She then kicks her back, sending her CRASHING through the window and out onto the lawn.

Jackson finally gets to his feet and sees Buffy grabbing the axe from the floor.

JACKSON  
Buffy.

She turns to him but her eyes are that of determination. He gets it.

JACKSON (cont'd)  
You're really gonna kill Dawn?

BUFFY  
That's not Dawn.

4 EXT. SHAW RESIDENCE - FRONT YARD 4

Buffy leaps through the window, landing on some broken glass, quickly followed by Jackson. She looks around but as the camera slowly zooms out, we see that Dawn has gone.

5 INT. SUMMERS RESIDENCE - KITCHEN 5

FAITH is holding a glass of water, staring out into the night sky, scrapes a bruise mark her skin. GILES pushes the door and comes through.

FAITH  
The others still doing their happy  
dance?

GILES  
It's mutated into a slumber.

FAITH  
(smiles)  
Big night.

(CONTINUED)

CONTINUED:

GILES

Yes. Yes, it was.

(beat)

Faith, you acted... remarkably.

She finally turns to face him, another smile gracing her lips.

FAITH

This where you tell me I'm just like a real Slayer?

GILES

(smiles)

I don't think that's... the way you've come back from the darkness, it's the kind of resilience a Watcher would be proud of.

FAITH

It's no big. I rode a dragon, who hasn't?

A brief laugh escapes Giles' lips.

FAITH (cont'd)

Besides, it's Willow who did the mojo and Xander and Andrew with the head chopping.

(beat)

And since when did Andrew become this champion of nerds?

GILES

People change, Faith.

FAITH

I should know, right?

Giles gives her a nod as they both make their way back through the door to the lounge.

6 INT. SUMMERS RESIDENCE - LOUNGE

6

WILLOW and XANDER are sitting on the sofa. ANDREW is sitting at the table, with JODY hovering by him. Close, but not too close. Every now and again they exchange looks.

MARIE is on the other end of the table, with a load of books in front of her. ANYA is in the armchair, her hand placed on her stomach. Giles and Faith come through, catching them in mid-conversation.

(CONTINUED)

CONTINUED:

JODY

I know you probably fight them like, once every year, but it was a Dragon. Like, a real Dragon.

XANDER

Dragons? That was our first.

JODY

Really? It was so cool.

ANYA

Yes, it was cool how it almost killed us all.

JODY

I just meant, the way Faith was on it looking all heroic-like, and hott, and then the portal, and the decapitating... I'm so not gonna sleep tonight.

WILLOW

(somber)

Kennedy woulda loved it.

Xander looks to her, quickly putting his arm around her and pulling her closer to him.

MARIE

It was exhilarating.

GILES

But it's not over.

BUFFY (O.S)

Damn right.

They all look to see Buffy and Jackson come through the front door. The slayer sets down the axe and folds her arms.

BUFFY (cont'd)

We found Ulithios.

WILLOW

Oh my God.

GILES

Are you all right?

JODY

Now, Ulithios is The Source, right? Cos, I'm a little fuzzy on that.

(CONTINUED)

CONTINUED: (2)

ANYA

Me too. But that could be because I'm pregnant.

(beat)

Pregnant women are often exasperated and irrational. I've read about it.

Xander gives her a nod.

GILES

(to Buffy)

Where was it?

BUFFY

At Jackson's. It knew about him doing the ritual to find out exactly who it had inhabited.

XANDER

How did it know?

BUFFY

Because...

JACKSON

Because it's Dawn.

Silence. The whole room falls completely silent as that statement sinks in.

WILLOW

If Ulithios is in Dawn, that would mean...

GILES

It would mean Dawn is dead.

BUFFY

No. She's not.

(beat)

Giles, that thing told me she was but I'm not so sure. And I know that you think she will be dead but it was feeling what Dawn would be feeling. It was showing emotions.

GILES

Well, yes, it would do. It's in a human body now.

BUFFY

But I felt it.

(beat)

Dawn's not dead.

(CONTINUED)

CONTINUED: (3)

Giles looks to Marie and they exchange a look. It's obvious they think Buffy's in denial.

ANDREW

So, what now?

BUFFY

Now, we track it down and get it out of Dawn.

XANDER

Not to be all pessimistic but we're dealing with an Old One here. It's not gonna come quietly.

GILES

And how exactly do you plan on getting it out of Dawn?

BUFFY

(to Willow)

Magic?

WILLOW

I don't know if... I'm not sure I can.

BUFFY

Come on, Will, you're one of the most powerful wiccans on this earth. If anyone can, you can.

WILLOW

But that's just it. I'm not sure anyone can.

BUFFY

They used magic to put the essence of Ulithios in Dawn, so we must be able to use magic to get it out.

Giles steps up to her.

GILES

Who?

BUFFY

The Bringers of Origin, Ulithios' followers. One of them was among the monks who first... who made Dawn human. That's how they got it into this world.

MARIE

Dawn was... made?

(CONTINUED)

CONTINUED: (4)

BUFFY

Long story.

XANDER

Monks made her from the Key.

BUFFY

Okay, not so long.

(beat)

Guys, we need to get to work here. This demon is out in the open now and it's not gonna lay low for long.

JODY

How did you... I mean, how did you find out it was Dawn?

BUFFY

(beat)

I knew. Or, I had my suspicions but I couldn't act until we knew for sure.

JACKSON

So we set a trap. Knowing Dawn would hear and if she was really Ulithios then it would try and kill me.

BUFFY

Yeah, it was... well, it worked.

ANDREW

What if she'd really killed you?

JACKSON

(beat)

We hadn't thought that far ahead.

Faith gets up, clutching her side.

FAITH

Well, the Dragon's history so that's one thing off the list, right?

BUFFY

You got it?

FAITH

All dead. Shoulda been there, B.

(CONTINUED)

CONTINUED: (5)

GILES

Well if Ulithios has indeed blown its cover then it'll be looking for more of its army. No doubt we'll be seeing more of them flying in the skies.

BUFFY

Then we need to find her now.

(to Willow)

See what you can find. There has to be a way to get Dawn back.

(to Xander)

Weapons. Get everything you can. If there's gonna be more Dragons, we'll need it all.

(to others)

We're not waiting for this one to make its move. I don't need to remind you that this is Dawn's life we're dealing with.

ANDREW

I could look some stuff up on the net, try and get some more info on the Bringers of Origin.

BUFFY

Good.

JODY

(sadly)

I can't believe it's got Dawn.

BUFFY

We'll get her back.

GILES

Buffy.

She looks to him as he heads in the kitchen. She glances at everyone else, then follows him in.

7

INT. SUMMERS RESIDENCE - KITCHEN

7

Giles stands by the refrigerator, leaning on it. Buffy comes in, not taking her eyes off of him.

BUFFY

I know what you're gonna say.

GILES

Seems like we have this conversation a lot.

(CONTINUED)

CONTINUED:

BUFFY  
I don't know if I can, Giles.

GILES  
She's not your sister, Buffy. She  
looks like Dawn, but it's not.

BUFFY  
But she's in there. I know she is.

GILES  
That may be true but if Willow  
can't find a spell to bring her  
back then --

BUFFY  
Then, what, I have to kill her?

GILES  
I'm sorry, Buffy, I really am. But  
it falls on you. You are the  
Slayer.

BUFFY  
I'm not the only one.

GILES  
Then shall I ask Faith?

BUFFY  
No! No.  
(beat)  
If Ulithios hurts anyone, I'll kill  
it.

GILES  
(beat)  
There is another thing.

Buffy nods, realizing.

BUFFY  
Kennedy.

GILES  
If Ulithios had already taken  
control of Dawn, then it's possible  
she killed Kennedy.

BUFFY  
And we can't tell Willow. We need  
her focused, not all vengeance-y.

Giles nods but stops Buffy as she heads for the door.

(CONTINUED)



CONTINUED: (2)

GILES

And what of Jackson? He has the  
role of the Guardian, so what part  
in this will he play?

BUFFY

I don't know, Giles.  
(beat)  
But he's not evil.

GILES

We don't know that.

BUFFY

I know that. Trust me.

GILES

I always do.

8 INT. POLICE STATION - FRONT DESK

8

The late shift is quiet. A couple of OFFICERS pass JANET  
CONNELLS as she sits at the desk, looking over the  
surveillance system.

Suddenly the doors BURST open --

Dawn strides inside. Her eyes are now a very distinct RED,  
her skin seems to be cracking.

She looks to Connells, tilting her head. Then a dozen robed  
figures rush in from behind her, grabbing the officer.

DAWN

I need this place.

On her emotionless expression we...

**BLACK OUT.****END OF ACT ONE**

(CONTINUED)

CONTINUED:

ACT TWO

FADE IN:

9

EXT. SUMMERS RESIDENCE - BACK YARD - NIGHT

9

Buffy is gazing at the stars, standing with her arms folded. The back door opens and Jackson walks out. He joins her, not saying anything for a moment.

JACKSON  
It's getting colder.

BUFFY  
A storm's coming.

JACKSON  
(beat)  
Dawn.

BUFFY  
It's not Dawn.

JACKSON  
I know. I get that.

BUFFY  
No, you don't.  
(beat)  
Dawn's the only thing in my life...  
if I lost her, what would I be?  
I've told myself time and time  
again that if it came down to the  
world or Dawn, then I would have to  
let her die.  
(beat)  
But they're just words. I don't  
think I could do it.

JACKSON  
No one would blame you if you  
didn't.

BUFFY  
Yes they would.  
(beat)  
This is the stuff I'm supposed to  
do. The work I've been doing for  
the past eight years. I'm the  
Slayer. Always. And I know there's  
dozens of others out there but none  
of them have had to do what I've  
done. Not even Faith.  
(beat)  
I lost my Mom. It still hurts. I  
killed Angel to save the world and  
I loved him more than...

(CONTINUED)

CONTINUED:

She notices Jackson's look.

BUFFY (cont'd)

I've given up so much for this world and I get nothing in return. What's the point in fighting if everything I get just gets taken away?

JACKSON

We fight because we're the only ones who will.

BUFFY

Sometimes I just... I just wish my Mom was here.

(beat)

If Dawn dies, it'll be like I failed her. That I'm not good enough to have her in my life.

(beat)

I don't know how to live if I haven't got Dawn with me.

JACKSON

I'll help you.

She turns back to him, gripping his hand.

BUFFY

I'm sorry.

JACKSON

For what?

BUFFY

You're always here for me and I can never really...

JACKSON

Whatever happens, you'll have me. Once you go Buffy, there's no going back.

BUFFY

(smiles)

Is that what they say?

JACKSON

All the way from LA.

Buffy lowers her head.

JACKSON (cont'd)

Speaking of --

(CONTINUED)

CONTINUED: (2)

BUFFY

No.

JACKSON

I know, he's in with an evil law firm but, we could really do with some backup. I mean, Angel could have so many resources and ways to help Dawn --

BUFFY

No.

(beat)

He's not a part of this. I don't trust him.

JACKSON

Okay. No Angel.

(beat)

Works for me.

BUFFY

(smiles)

You think we could fit in a little...?

JACKSON

Willow's in your bedroom doing some hocus pocus.

(beat)

Unless you're into kinks?

Buffy playfully slaps him on the chest.

BUFFY

I'll just settle for a kiss then.

JACKSON

Amen to that.

They move in closer and their lips lock. The camera slowly zooms out on them.

10 INT. POLICE STATION - CELL BLOCK

10

Dawn is marching through the corridors as her minions unlock the prisoners. Dawn turns to them all.

DAWN

You will not be free. You will serve me.

PRISONER #1

W-who are you?

(CONTINUED)

CONTINUED:

DAWN  
I am Ulithios.  
(beat)  
Who are you?

PRISONER #1  
I am... um, Mike.

DAWN  
No.

She goes to him and backhands him, sending him crashing into the bars.

DAWN (cont'd)  
You are my sacrifice.  
(beat)  
One of many.

Her eyes scan the cells to see all the prisoners being rounded up. She nods to one of her minions who pulls out a dagger.

DAWN (cont'd)  
Take them down. The power of the Hellmouth combined with the bloodshed will open a portal big enough to bring forth my army.  
(beat)  
And once that is done, I will ravage this world. It will be mine once again.

PRISONER #1  
I have a family. P-please... have compassion.

DAWN  
Compassion?

She wraps her hands around his head and TWISTS, pulling his head OFF HIS SHOULDERS. The body falls to the floor.

She holds the head by the hair.

DAWN (cont'd)  
Compassion is for the weak.

11 INT. SUMMERS RESIDENCE - LOUNGE

11

Jody and Andrew are at the computer. Xander and Anya are looking through some books but Anya's not really into it as much as the others.

ANYA  
I shouldn't go into this battle.

(CONTINUED)

CONTINUED:

XANDER

What?

ANYA

I tend to die. And that would be bad.

XANDER

Okay.

ANYA

And I don't want you going either.

XANDER

An, I have to go.

ANYA

No you don't. You're often useless anyway. Unless you have any crayon stories for Dawn?

XANDER

Useless?

ANYA

I didn't mean that.

(beat)

Inadequate.

XANDER

And the insults keep on rolling.

ANYA

Xander, we have a child coming. You and I are going to be parents.

(beat)

Do you know how scary that is?

XANDER

I think I kinda do.

ANYA

So think how scared I'd be if you were out there fighting, possibly dying, and I was here wondering what it would be like to be a single parent.

XANDER

I'm not gonna die. I promise.

ANYA

I know. Because you're not going.

(CONTINUED)

CONTINUED: (2)

XANDER

Anya, please. This is Dawn. I have to be there to...

ANYA

To what, Xander? Buffy can kill, Willow can do the magic, and you can what?

XANDER

I can help. I signed on for this so I have to go.

ANYA

And when we had sex without protection you signed on to be a Father. What good are you if you're in the ground?

XANDER

Anya --

BUFFY (O.S)

She's right.

Xander and Anya turn to the Slayer as she walks in.

BUFFY (cont'd)

You're not going.

XANDER

Buffy...

BUFFY

Sorry, Xand, but you're a family man. No way am I gonna be blamed for getting you killed.

(beat)

There's been enough death in this house.

XANDER

I can't just stay here and do nothing.

ANDREW

How about a trip to the cult?

They all turn to him as he spins around on his chair to face them.

ANDREW (cont'd)

We've located the Bringers of Origin. And they're in Cleveland.

(CONTINUED)

CONTINUED: (3)

ANYA

Well now, that's convenient.

XANDER

Then I'll go there.

(to Buffy)

And don't get all "you're a family man," this is different. They're just mortals, right?

BUFFY

We don't know. Xand, we need to know how to get Dawn back.

FAITH

Looks like you could use a little Slayer backup then.

Faith smiles, leaning on the door frame.

BUFFY

(to Faith)

You up to it?

FAITH

Slayed a Dragon, this should be a piece of cake.

ANYA

God I'm hungry.

XANDER

(to Faith)

So let's go.

Faith picks up the axe left leaning on the wall and looks it over. She nods to herself. Xander goes to the weapons chest.

ANYA

And what are we hoping to accomplish here? Surely Faith should be out there to kill Ulithios.

BUFFY

No.

(beat)

No one's killing it until I get Dawn back.

ANYA

Meanwhile it's killing tons of other innocent people.

(CONTINUED)



CONTINUED: (4)

BUFFY

Anya, if I want your opinion... I don't want your opinion. We do this my way.

ANYA

Yes, because that never goes wrong. Are we forgetting that not so long ago Xander was one-eyed Joe?

XANDER

Anya --

BUFFY

And let's not forget that I came up with the plan to defeat the thousands of Uber-Vamps.

ANYA

Oh, you mean the one that got me and Spike killed?

ANDREW

And hey, you both turned out all right.

(beat)

And why is it no one ever stays dead?

ANYA

That's not the point.

(to Buffy)

You're not thinking straight because it's Dawn. If it were anyone else you wouldn't think twice about killing them.

FAITH

Hey. Back off.

(beat)

There have been some losses but look around, we're still here. The world's still here.

(beat)

Buffy's the leader.

Buffy turns to Faith with a look of slight shock. She then looks back to Anya.

BUFFY

What would you do if this were your child?

ANYA

She's not your child.

(CONTINUED)

CONTINUED: (5)

BUFFY

She's apart of me. The monks made her from my blood. And I'll be damned if I let her die.

ANYA

Then you'll be damned.

ANDREW

Okay guys, intervention time.

XANDER

Faith, we rolling?

FAITH

Show me the way, Joe.

Andrew passes Xander a piece of paper from the printer, giving him a nod.

ANDREW

It's underground.

XANDER

Sure. Makes sense.

Buffy stops him.

BUFFY

Be careful.

XANDER

You too.

He looks to Anya, sharing a look, then he and Faith EXIT. Buffy turns to the window and watches them leave.

12 INT. SHAW RESIDENCE - LOUNGE

12

Jackson is rooting through his cupboard, pulling out various weapons. Giles is close by, looking around the room.

GILES

No doubt your life has changed quite a bit since meeting Buffy.

JACKSON

Yeah. It's funny, you dream about doing this stuff when you're younger. You know, fighting the bad guys, being a hero. But the reality of it? Not so nice.

(CONTINUED)

CONTINUED:

GILES

No. It's not.  
(beat)  
She cares for you.

Jackson pulls himself out and looks at Giles.

JACKSON

I know.

GILES

You and I haven't really seen eye  
to eye since meeting.

JACKSON

Well, we did have that little spat.

GILES

If Buffy can't kill Ulithios --

JACKSON

Then we'll all die.

GILES

No. Well, yes, but it will fall on  
you, Jackson. You are the Guardian,  
whatever that means.

JACKSON

I won't kill Dawn.

GILES

That isn't Dawn.

JACKSON

I know but... if I were to kill it,  
it would take away Buffy's hope of  
ever getting Dawn back. I can't see  
her forgiving me for that.

GILES

So you would risk the world?

JACKSON

For her love? I would risk  
everything.

Giles takes this in.

GILES

She would kill you.

This hits Jackson.

(CONTINUED)

CONTINUED: (2)

GILES (cont'd)

She killed Angel to save the world.  
Her love for him was something I  
could only imagine.

(beat)

You see, she is a hero. She  
sacrifices things she loves because  
she has to.

JACKSON

You're right.

(beat)

Doesn't change anything. I'm not  
gonna kill Dawn.

He pulls out two pistols from the cupboard and tucks them  
into his belt.

GILES

Then this shall be our last night  
on this earth.

JACKSON

No disrespect, but you need some  
confidence in your Slayer.

GILES

I have confidence. I also know her  
better than I know anyone else. She  
won't do it. And we'll all perish.

JACKSON

Then it was nice knowing you,  
Giles.

13 INT. POLICE STATION - CORRIDORS

13

Dawn is walking down the corridors with her entourage of  
minions quickly following, dragging the prisoners along with.  
Suddenly Dawn stops at the sight of a small group of  
officers, all handling guns.

OFFICER #1

Drop the prisoners!

DAWN

You dare throw commands at me like  
I am your peasant?

OFFICER #1

Girl, put your hands behind your  
head and step forward slowly.

DAWN

This world is overrun by parasites.  
(beat)

(MORE)

(CONTINUED)

CONTINUED:

DAWN(cont'd)

I'm going to change that. She advances quickly.

OFFICER #1

(shouts)

Fire!

The officers all open fire on Dawn as she approaches them. But the bullets bounce off of her body, not effecting her one little bit.

She throws a punch at one of the officers and buries her fist in his body.

She pulls it out and lets him drop the floor. The officers continue firing but to no avail.

One by one Dawn takes them out until she reaches the officer who ordered her.

DAWN

You are afraid.

OFFICER #1

I d-don't know what you are but --

DAWN

Silence!

(beat)

You will be the first. Your blood will converge with the energy and enable my army once again.

(to minions)

Take him.

The robed figures quickly pounce on him, tying him up with some rope. Then they all head off again, stepping on the bodies of the dead officers.

14

INT. SUMMERS RESIDENCE - BUFFY'S ROOM

14

Willow is sitting on the bed with her back against the wall, looking over a few books. She seems distracted though, not really concentrating on what she should be.

There's a KNOCK at the door. Andrew steps in, looks around, then closes the door behind him.

ANDREW

Do you... need any help?

WILLOW

No. I mean, there's not much about the Old Ones anyway so finding a spell to get one out of a human body? Not that hard. If there is one.

(CONTINUED)

CONTINUED:

ANDREW  
Seems pretty hopeless.

WILLOW  
(beat)  
There's been too many deaths.

ANDREW  
Sure has. This house has had  
nothing but blood on its walls.  
(beat)  
I miss Kennedy too.

WILLOW  
Seems like only yesterday she was  
here, talking to me.

ANDREW  
She'll always be with you.  
(beat)  
But not in a taunting "I'm The  
First" way... right?

WILLOW  
No. I haven't even seen her, like,  
I haven't dreamt of her. I feel  
like I should have done, if she  
meant anything to me at all, I  
should have dreamt of her.

ANDREW  
You loved her.

WILLOW  
Did I? I can't even find this demon  
that killed her.  
(beat)  
I mean, Dawn's description of...

She stops, an expression of realization painting her face.  
She turns to Andrew.

ANDREW  
Huh?

WILLOW  
There was no demon.

ANDREW  
But if there was no demon then...

WILLOW  
Dawn killed her.

Willow rises from the bed, her eyes growing in intensity.  
Andrew is standing in shock.

(CONTINUED)

CONTINUED: (2)

ANDREW  
We have to tell the others.

WILLOW  
No.  
(beat)  
I have to finish this.

Her head tilts to the ceiling as a glowing white light begins to envelope her. The light blinks with a darkened purple as she suddenly vanishes from view.

Andrew looks on.

ANDREW  
That's not good.

**BLACK OUT.**

**END OF ACT TWO**

(CONTINUED)

CONTINUED: (3)

ACT THREE

FADE IN:

15 INT. SUMMERS RESIDENCE - LOUNGE - NIGHT

15

Buffy is standing in front of the fire, with Anya, Jody, and Marie listening to her. The door opens, revealing Giles and Jackson. They enter and take their places.

MARIE

And as I was saying, Ulithios would need a lot of sacrifices to release its army on this world.

GILES

And a lot of energy.

BUFFY

So where's it gonna get both in such short time?

JACKSON

The police station.

Everyone turns to him.

JACKSON (cont'd)

Think about it. All those prisoners, plus the cops...

GILES

And the Hellmouth is below it.

BUFFY

Okay. That's good.

(beat)

I mean, good cos we know where it'll be.

JACKSON

And I know the station like the back of my hand.

Marie shoots him a curious look.

JACKSON (cont'd)

I used to be a cop.

BUFFY

Right. So all we need is Willow to-

ANDREW (O.S)

Willow's gone.

The crowd turns to see Andrew rushing down the stairs and into the lounge.

(CONTINUED)



CONTINUED:

BUFFY  
What do you mean Willow's gone?

ANDREW  
She realized Dawn killed Kennedy.

Buffy and Giles share a concerned look.

BUFFY  
We can't let her get to the station.

JODY  
Why? I mean, don't hit me or anything, but Willow's an amazing witch. If anyone can take on Ulithios, she can.

BUFFY  
You need to brush up on your Willow history. Ulithios killed her girlfriend, which normally equals dark, evil, apocalypse-wanting Willow.

(beat)  
We've got enough to deal with at the moment.

ANDREW  
Well, she did a vanishing trick up there so my guess is she's at the station right now.

ANYA  
No. Willow's powerful but she still hasn't mastered teleportation. She's airborne, it takes longer.

JACKSON  
So there goes our shot of bringing Dawn back with magic.

BUFFY  
Xander and Faith will get something.

GILES  
And we have to get to Willow before she does something she'll regret.

Buffy acknowledges this and grabs the Scythe that's hanging on the wall. She turns to Giles.

BUFFY  
What if she's over the edge?

(CONTINUED)

CONTINUED: (2)

GILES

Then I guess we'll have more blood  
on our hands than we bargained for.

Each of them grab some weapons and head for the door. One by one they exit. All apart from Anya who closes the door behind them.

She shrugs, moving back to the sofa, switching the TV on. The cartoons sound from it.

ANYA

Bugs Bunny? Could this night get  
any worse?

16

INT. BRINGERS OF ORIGIN LAIR

16

Robed figures, like we saw before, are rushing to and fro. This is a large room with a sarcophagus planted right in the middle, surrounded by candles. The camera pans to see Faith and Xander observing them, hiding out of sight.

XANDER

So what's the plan?

FAITH

We kill them all but one and pump  
him for information.

XANDER

Okay, but there's gotta be like,  
twenty of them and only two of us.

FAITH

It's fair, then.

Faith breaks her cover, somersaulting right in the middle of the robed figures. In her right hand is an axe, which she shows with pleasure.

FAITH (cont'd)

So, is like a secret cult or can  
anyone join?

The minions all exchange looks then DIVE on Faith. She beats them back, plunging the axe into each of them. Xander quickly rushes to her aid and impales a couple of them with his sword.

XANDER

Good plan, Faith. Nice way to die!

FAITH

Better to die young than when  
you're old and not-so-good-looking.

(CONTINUED)

CONTINUED:

XANDER

(beat)

You think I'm good looking?

Xander is suddenly JUMPED by two of the minions. He falls hard to the ground, losing his weapon. He wrestles with the figure on top of him, then knees him in the groin.

He crawls towards the sword but another minion picks it up and is about to drive it into Xander's back when --

FAITH

That's not fair.

The minion spins around as Faith punches him in the jaw. He stumbles back, then Xander sweeps his legs to take him out. He grabs his sword and pushes it into his gut.

Faith extends her hand, lifting Xander up. They look around and see the motionless bodies.

XANDER

Wow. You've really got it going on, Faith.

FAITH

Yeah, forgot to leave one alive though.

XANDER

I don't think so.

He sees one of them making a run for it. Faith THROWS her axe and it imbeds itself in the minion's leg. The figure drops to the ground.

Faith and Xander rush over and turn the figure over to reveal -- TAMMAZEL!

XANDER (cont'd)

Well color me shocked - *not*.

TAMMAZEL

That hurt!

She pulls the axe out of her leg, which instantly heals the wound, and jumps to her feet.

Faith and Xander take a step back.

FAITH

Who the hell are you?

TAMMAZEL

The name's Tammazel.

(CONTINUED)

CONTINUED: (2)

XANDER

She's a demon who's supposed to be  
noncorporeal in this dimension.

(to Tammazel)

And why aren't you?

TAMMAZEL

Why should I tell you anything?

FAITH

Cos if you don't, I'll sever all of  
your limbs and feed them to you.

TAMMAZEL

(beat)

Well it all started when I was just  
a wee demon, playing in the fields  
of Gargunosh when --

XANDER

Skip to the prologue.

TAMMAZEL

Fine.

(beat)

I hooked up with these guys a while  
ago and they said they would make  
me solid in this world if I killed  
the Slayer's sister. And seeing as  
though I hate that pesky Slayer, I  
agreed.

XANDER

But you didn't kill Dawn.

TAMMAZEL

I know. But they already made me  
solid here so what else could I do  
but help them bring about the end  
of civilization as you know it.

(beat)

And by the way, shouldn't you all  
be out trying to stop Ulithios  
instead of killing its minions?

FAITH

We're here for info.

TAMMAZEL

Sorry, ain't got none.

Faith pins the demon against the wall and pulls out a dagger.  
She puts it to Tammazel's neck.

FAITH

You sure about that?

(CONTINUED)

CONTINUED: (3)

TAMMAZEL  
Silly little girl.

Tammazel PUSHES Faith off her with great strength and a sinister grin.

TAMMAZEL (cont'd)  
I have more power than you'd --

CLUNK! Xander implants his sword through Tammazel's back and it comes through her stomach.

She looks down at it, then up at him, rolling her eyes.

TAMMAZEL (cont'd)  
Bastard!

17 INT. POLICE STATION - BASEMENT

17

The cops and prisoners are all in a circle, surrounding the SEAL, which leads into the Hellmouth.

Dawn slowly walks around them all, her minions watching from not too far away.

DAWN  
This world has grown weak. The half breeds no longer pretend to rule it, instead they run from the Slayers, the witches, the carpenter. Evil has descended the ropes of power and now good is in its place.

(beat)

The war is almost here but for now it is my time to take what was rightfully mine. I am Ulithios, the name alone provokes jurisdiction. I am the one who will bring this dimension back to how it began, when we ruled, the true race of the earth.

(beat)

Soon this vessel for my power will outgrow the mortal restraints and I will be as I was born. Invincible. Desirable. Every mortal in this world and the next will fall to their knees and beg for their lives. And I shall slit their throats.

(beat)

And there's no one in this world who can challenge me.

(CONTINUED)

CONTINUED:

WILLOW (O.S)  
Wanna bet on that?

Dawn turns see Willow standing at the bottom of the steps, holding two DEAD minions. She DROPS them, her eyes a glowing white, fixated on Dawn.

She moves closer but the minions advance. She easily swats them off with an unseen force.

DAWN  
You think you have power, witch?  
You cannot comprehend the source of  
my --

WILLOW  
Would you contemplate getting over  
yourself for just a minute? You  
ruled half of the world thousands  
of years ago but you were defeated.  
Someone took your throne.  
(beat)  
You're not invincible. You're just  
another demon.

DAWN  
So here you follow. To kill me?  
Could you break this vessel? Could  
you kill Dawn?

WILLOW  
You're not Dawn.

TAMMAZEL (V.O)  
Dawn's dead.

18 INT. BRINGERS OF ORIGIN LAIR

18

Faith has Tammazel pinned against the wall again, the sword still firmly in her stomach. Xander is hovering not far away.

FAITH  
Are you telling the truth?

TAMMAZEL  
I have a sword through my gut. You  
think I'm gonna lie to you?

XANDER  
(sadly)  
So she's really gone.

TAMMAZEL  
It wasn't supposed to be so soon.  
The girl sped the process up by  
learning the truth.  
(MORE)

(CONTINUED)

CONTINUED:

TAMMAZEL(cont'd)

The Bringers of Origin couldn't let the Slayer learn of it, so they killed the girl.

(beat)

Since learning of Illyria's return we were hoping to recruit it but then its power seemed to just fade away and we --

XANDER

What does Ulithios plan to do?

TAMMAZEL

(smirks)

You really need to ask that? It will ravage this world and make you all slaves to its power. It'll kill most of you, and the vampires, in fact, all the half breeds. Those that don't conform will die gruesome deaths.

(beat)

I already have it in writing that I'll be kept alive. I'm gonna be head security guard. Got a name badge and everything.

FAITH

Here's an easy one for ya, how do we stop it?

TAMMAZEL

You can't. It can be killed, of course, but try getting near it. It's power is immense. No mortal can kill it.

FAITH

What about a Slayer?

TAMMAZEL

She will try. But she'll fail. Not because it's impossible, but because of the skin.

XANDER

Dawn.

TAMMAZEL

You really think she'll be able to kill her own sister? Even if it's not really her.

FAITH

(to Xander)

We have to get there.

(CONTINUED)

CONTINUED: (2)

XANDER

I concur.

TAMMAZEL

Oh wait. One thing I forgot.

XANDER

What?

Dozens more robed figure emerge from the shadows and surround Faith and Xander. Tammazel grins.

TAMMAZEL

Didn't think you'd killed them all did you?

FAITH

You know? Really didn't.

Faith swiftly pulls the sword out of Tammazel and swings it around, decapitating two of the minions.

Xander jumps into action as well, as they come back to back, ready to fight.

19 INT. POLICE STATION - BASEMENT

19

The robed figures are still in the shadows, with the cops and prisoners surrounding the seal. Willow is on the opposite side to Dawn, but they are edging closer.

DAWN

So this is your big showdown. Pit yourself against one of the most powerful demons of all time right above the Hellmouth.

WILLOW

You killed Kennedy.

DAWN

(remembering)

The Slayer. She was weak, she didn't even fight. She died with tears in her eyes. And blood on the walls.

(beat)

Her death hadn't cured the satisfaction I had been hoping for but she would have compromised the operation. I wasn't strong enough then.

Willow steps forward but her opponent is gone. She SPINS around as Dawn grabs her by the back, lifting her from the ground, a smile on her face.

(CONTINUED)



CONTINUED:

DAWN (cont'd)  
 Want to see how strong I am now?

Dawn THROWS Willow and she CRASHES into the ground. The witch quickly regains herself as Dawn approaches.

WILLOW  
 (commands)  
*Il movimento!*

An unseen force KNOCKS Dawn back but not for long. Willow gets to her feet and holds the palm of her hand out.

WILLOW (cont'd)  
 I call upon the power of the Circle  
 to aid my will. Do to me what I  
 wish and fulfill the cracks of this  
 body.

Willow begins to GLOW once again. Dawn tilts her head, interested.

DAWN  
 You use magic like it is a weapon.  
 Curious how you think this will  
 stop me.

WILLOW  
 It won't only stop you, it will  
 destroy you.

A STREAM of white light SHOOTS out of Willow's hands, right into Dawn, forcing her back. Dawn raises her hands, pushing the energy back.

20

EXT. POLICE STATION

20

The earth begins to SHAKE as an army of cops are camped outside the station, guns galore.

A VAN pulls up a little further ahead and our heroes step out. They survey the area.

ANDREW  
 I'm guessing Willow's already here.

BUFFY  
 Is there a backdoor to this place?

JACKSON  
 No. But there's a way to get into  
 the basement through the sewer  
 system.

BUFFY  
 Then let's go.

(CONTINUED)

CONTINUED:

They all head to a manhole. Giles is the first in. He looks up at Marie's disgruntled expression.

MARIE  
Sewers?

GILES  
(smiles)  
It's the work we have to do.

She lets out a sigh then follows him down the ladder. Jackson, and Jody follow. Andrew pulls Buffy aside.

ANDREW  
We can't lose her, Buffy. If Willow-

BUFFY  
Andrew, we're not losing anyone.

He nods, accepting it. Suddenly a CLAP OF THUNDER grabs their attention. They look up to see the dark clouds forming, lightning reigning down on the city.

ANDREW  
Looks like a storm's coming.

BUFFY  
So much for the calm.

Andrew sighs as he goes down the ladder. Buffy takes a lasting look at the cops, then the skies, then into the darkness of the sewers.

21 INT. BRINGERS OF ORIGIN LAIR

21

Faith somersaults over a minion, kicking him into another. She turns to face an approaching opponent. His eye blinks and Faith's palm snaps up and his nose explodes, blood erupting.

Her leg kicks with the force of a wrecking ball and he flies back, a two-hundred-fifty pound sack of limp meat and bone that slams into the minion farthest from her.

BANG!

Guns are pulled out by the minions. Faith moves again, BULLETS RAKING the walls, eyes searching with panic as the remaining minions try to stop the Slayer.

A GUN still in the minion's hand is snatched, twisted, and FIRED. The remaining figure of the crowd looks at her with PANIC.

She pulls the gun up to his head, an air of confidence swirling her body.

(CONTINUED)

CONTINUED:

FAITH  
Say hi to my Mom.

And he's dead before he's hit the ground. Faith turns in time to see Xander decapitate the last of the robed minions. Faith smiles, pulling out a cigarette and sparking up.

FAITH (cont'd)  
Now that's what I call living it up.

XANDER  
(breathless)  
That what it says on the box?

FAITH  
I'll be dead way before these things take effect.

TAMMAZEL (O.S)  
Never a truer word spoken.

Xander and Faith turn to see Tammazel wielding a FLAMETHROWER! A malicious grin spreading from ear to ear.

TAMMAZEL (cont'd)  
Wanna see what this baby does?

FAITH  
Oh fu --

BLAST! The FLAMES shoot from the weapon as Faith and Xander DIVE for cover.

22 INT. POLICE STATION - BASEMENT

22

A blast of BLACK dissipates and we are left with Dawn dragging Willow onto the seal. The witch is bloodied and exhausted.

DAWN  
(to Willow)  
You think you know pain? Then you know nothing of my power. You'll know pain. And your soul will be the first used to aid my cause. You will be the destruction of your sorry species.

BUFFY (O.S)  
Really?

Dawn turns with a slight smirk as a punch comes her way. It throws her back, dropping Willow. Buffy stands, Scythe in hand, with the others backing her up.

(CONTINUED)

CONTINUED:

BUFFY (cont'd)  
 Cos, I was kinda hoping that would  
 be me.

Dawn rises, wiping a drop of blood from her mouth.

DAWN  
 You will get your turn. You all  
 will.

BUFFY  
 Good. Cos I'd hate to feel left  
 out.  
 (to Andrew)  
 Get her out of here.

Andrew gets it. He quickly picks Willow up, with Marie's help, and pulls her aside, out of danger. Buffy distracts Dawn.

BUFFY (cont'd)  
 So this is your plan? Kill a bunch  
 of people and raise your army of  
 lame Dragons. And by the way, these  
 "mortals" killed your other one. So  
 if I were you, I'd be thinking  
 "strategy." You may have been all  
 powerful in your day but now,  
 you're on my turf.

DAWN  
 And yet you still won't kill me.

BUFFY  
 Don't be so sure.

She rushes Dawn. Her attack is ferocious but Dawn simply blocks each blow easily. Buffy swings the Scythe but Dawn grabs it, TWISTING her arm around. Then with one quick strike to the chest she sends the Slayer flying backwards.

DAWN  
 I am ascending. Soon my presence on  
 this earth will be whole. My true  
 form will arise, my army will  
 destroy, the power ravage. And  
 you...  
 (grins)  
 Will die a savage death.

Buffy's face is knotted, teeth clenched, as she hurls herself at Dawn.

DAWN (cont'd)  
 Fool.

(CONTINUED)

CONTINUED: (2)

Dawn attacks her and it is like nothing we have seen. Her feet and fists are everywhere, taking Buffy apart. For every blow Buffy blocks, five more hit their marks until -- Buffy falls.

Panting, on her hands and knees, blood spits from her mouth, speckling the concrete floor of the basement.

Dawn seems to appear above Buffy quick as lightning. She GRABS the Scythe and brings it high above Buffy's head.

DAWN (cont'd)  
Time I put you down.

As the Scythe comes down we...

**BLACK OUT.**

**END OF ACT THREE**

(CONTINUED)

CONTINUED: (3)

ACT FOUR

FADE IN:

23 INT. POLICE STATION - BASEMENT - NIGHT

23

The Scythe comes DOWN but another set of hands pushes it from harm's way. Dawn looks to see Giles not two feet from her. She cocks her head.

DAWN  
You are a pest.

She grabs his shirt and launches him into the air. He comes crashing down by the wall, where the minions hover over him.

DAWN (cont'd)  
Sacrifice him.  
(beat)  
Sacrifice them all!

The minions jump into action, not ones to disobey orders. Luckily our band of mortals are prepared. Giles quickly pulls out his sword and fends off a few attacks.

Jackson throws a couple of punches at two robed figures as Marie THROWS a sword his way. He plants his foot on one of the fallen minion's back, jumps into the air, and catches the sword.

As he descends back to the ground, he swings the blade around, chopping off a head.

Dawn holds Buffy by her hair and pulls her back up. Her eyes look her body over.

DAWN (cont'd)  
You are weak and immoral.

BUFFY  
Yeah, but I'm so gonna kick your  
ass.

Striking like a viper, Buffy drives a vicious head butt into Dawn's face. Her nose SHATTERS.

Dawn, unfazed, smiles, blood oozing from the shattered bridge of her nose.

DAWN  
Fine. We will do it your way.

She returns Buffy's head butt with two of her own in pneumatic succession.

Buffy staggers back, her body going slack when another kick buries her deep into crunching concrete walls.

(CONTINUED)

CONTINUED:

Dawn quickly gets to her, the Scythe still firmly in her hand.

DAWN (cont'd)  
No one to save you now, little girl. Your army is pitiful.

Buffy manages to gather her strength and pull herself up. She shoots Dawn a cold look before throwing one last, powerful punch.

But Dawn clenches the Slayer's fist in her palm and squeezes it, a trickle of blood seeping from the cracks in their interlocked position. Dawn throws Buffy's hand up as she lets a whimper escape her lips.

She then pulls the Scythe back, the stake-like end of the weapon pointing at the Slayer. And with one swift movement, she DRIVES it forward, impaling Buffy.

Buffy GASPS, seeing the weapon inside her gut. Her eyes widen in fear. She's lost.

Dawn pulls the Scythe out and watches the Slayer drop to the ground like a bag of cement. She steps back slowly, that same grin forming.

JACKSON  
(shouts)  
Buffy!

He rushes Dawn, knocking her to the ground. He quickly raises his sword, ready to imbed it into her chest, when he is quickly grabbed by her minions and dragged to the seal.

Dawn, infuriated, rises to see that everyone has been contained and are all at the seal, ready to be sacrificed. Weapons line the ground as she steps over them to make her way to one of the robed figures.

DAWN  
Begin the ritual.

24 INT. BRINGERS OF ORIGIN LAIR

24

The entire place is on FIRE. Xander and Faith finds their way through the flames and to an opening. They cough as the smoke fills their lungs but before they have a chance to escape --

TAMMAZEL  
Peek-a-boo.

They turn as the demon plunges a sword into Faith's side. The Slayer falls back. Xander quickly SWINGS his sword. We don't see if he's hit her at all. He steps back, still eyeing her.

(CONTINUED)

CONTINUED:

TAMMAZEL

Silly little boy. Think you can --

She stops, seeing Xander pull his sword up. She sees the blood dripping from it, then looks down to see a deep gash forming on her torso.

XANDER

I think I can.

TAMMAZEL

Oh well. I'll be seeing you.

Her upper torso slowly SLIDES off of her lower torso, and then the rest of her body DROPS to the ground.

Xander throws his sword down and rushes to Faith side as she holds her hands over the wound.

XANDER

Faith... are you...?

FAITH

(gasping)

Well... I got shot in the other side so this kinda m-makes it even.

XANDER

Oh crap. This isn't good.

FAITH

Ya think?

XANDER

No.

(points)

I mean that.

Faith turns to see a BOMB hanging on the wall. The timer clearly says: "02:53." She looks back to Xander with a smile.

FAITH

Well at least we killed the bad guys.

XANDER

We're not dying here. Not like this.

He hoists her over his shoulder, supporting her weight. Then they make their way through the tunnel where a light is growing brighter.



25 INT. POLICE STATION - BASEMENT

25

One of the robed figures is CHANTING as Dawn watches impatiently. The Scoobies are all tied and bound but they still struggle to get free.

MINION #1  
(in Latin)  
Use the blood of the mortal as the  
key to the rift. Bring forth the  
army time forgot and fulfill the  
destiny of --

He stops, looking down at his chest as an ARROW makes its way through his torso.

MINION #1 (cont'd)  
Oh dear.

He falls down dead. Dawn looks up, enraged, to see Willow on the ground, holding a crossbow.

WILLOW  
Forgot one.

DAWN  
My patience wears thin with you,  
witch.

She advances towards her but Willow gets to her feet. She throws out her arms and suddenly all the weapons on the ground levitate from the ground, stopping Dawn.

DAWN (cont'd)  
What is this?

WILLOW  
Payback.

The weapons shoot towards Dawn as we ENTER --

-- SLOW MOTION

The AIR SIZZLES as the weapons fly with velocity like raging wasps as Dawn twists, bends, and ducks just between them.

Willow keeps her control on the weapons as they continue to throw themselves at Dawn.

The weapons are coming faster until Dawn, bent impossibly back, one hand on the ground, is hit by a spiraling axe which shears open her shoulder.

She starts to scream as another digs a red groove across her thigh. She has only time to look up, to see Willow standing over her, raising her dagger.

(CONTINUED)

CONTINUED:

DAWN

Only wounds.

Willow brings the dagger down but Dawn catches her arm and pulls it back.

CRACK! Willow groans as her arm is bent in a way it should never be. Dawn uses her other hand to launch Willow into the air, sending her flying.

DAWN (cont'd)

(to minions)

Continue the ritual!

With ease she pulls the weapons out of her body but blood spurts from the wounds. She rechecks herself, this time a little weary. She turns back to her minions to see they are all standing still.

DAWN (cont'd)

I said continue!

But as she soon sees, they are not able to. Each and every one of them have been killed.

The camera pans the line of minions as their various body parts slide away from their bodies, until we reach the last one. The figure pulls off the robes --

BUFFY

She looks to Dawn, a sword in her hand, smeared with the blood of the minions. A patch of blood soaking her top.

DAWN (cont'd)

(disbelief)

You are dead.

BUFFY

Oh please. Think a wound like that can keep me down?

DAWN

It does not matter.

She looks down at herself, holding her arms out. The camera focuses on them as we see RED VEINS begin to emerge from the hardened skin.

DAWN

I am only getting stronger.

BUFFY

Then I won't need to hold back.

(CONTINUED)

CONTINUED: (2)

Buffy LEAPS towards Dawn, kicking her in the jaw. She lands on her feet, her eyes resolved.

Dawn's face warps with rage and she attacks, fists flying at furious speed, blows and counters, Buffy retreating as --

A knife-hand opens her forearm, and a kick sends her slamming back against a concrete column.

Stunned, she ducks just under a punch that CRUNCHES into the BEAM, CONCRETE CHUNKS EXPLODING like shrapnel.

Behind her, Buffy leaps into the air, delivering a necksnapping reverse round-house.

Dawn loses the Scythe and she glares at Buffy; her eyes a raging red.

DAWN

I will enjoy killing you.

Dawn attacks with unrelenting fury, fists pounding Buffy like jackhammers. Buffy is knocked back against the wall but she quickly dodges another attack.

Dawn loses her fist in the wall. Buffy grabs hold of her, lifting her into the air, hurling her against the curved wall of the basement, where she falls.

For the first time, Dawn expresses a sign of breathlessness. Buffy pounces on her, grabs her in a choke-hold.

In the distance we see Willow untying the rest of the gang, all of them grabbing whichever weapons they can find, all keeping one eye on the fight before them.

Dawn struggles with Buffy as the Slayer picks up a dagger. She raises it high above her opponent's body when --

DAWN (cont'd)

Buffy?

The redness in her eyes fade away and return to the innocent brown hues we used to see all the time.

That presence of Ulithios is no longer there. Buffy holds her position, staring in disbelief at the child below her.

BUFFY

(teary)

Dawn?

A sweet smile graces Dawn's lips but it soon turns sinister. She launches Buffy off her and gets to her feet, advancing towards the Slayer as she crawls for safety.

(CONTINUED)

CONTINUED: (3)

DAWN

How ironic your weakness is the  
very vessel I inhabit.

Dawn pulls Buffy up by the back of her neck and THROWS her back down. Buffy's head collides with the ground beneath her, a loud THUD sounding out.

26 EXT. CLEVELAND STREETS

26

The clouds above ROAR with anger as the storm makes its presence known. Civilians run for cover as torrential rain falls from the skies.

And from an alleyway emerge Xander and Faith, rushing for cover. They reach the other side of the street where they take a breather.

FAITH

You think it was a dud?

Silence.

BOOM! A raging EXPLOSION erupts from the building they came from. Nearby civilians are BLOW AWAY by the force, as are Faith and Xander.

The explosion wrecks through the street and all we hear is the CACOPHONY of CRASHING GLASS and FALLING BRICKS.

27 INT. POLICE STATION - BASEMENT

27

Dawn is standing over the exhausted Buffy, a sword grasped in her hands, as she prepares to drive it into the Slayer one final time.

The rest of them watch in HORROR, knowing none of them could get to her in time. The camera slowly zooms in on Jackson, into the very blackness of his pupils until --

-- FLASHBACK SEQUENCE

28 INT. SHAW RESIDENCE - BEDROOM

28

Jackson looks down at the ring on his finger, the one Giles had brought back from England.

JACKSON

The ring of the Guardian.

EMMILY

(smiles)

That's what you are. But you need  
to be ready to do whatever it takes  
to fulfill your destiny.

(CONTINUED)

CONTINUED:

JACKSON  
How do I do that?

EMMILY  
They become weary that she will not  
perform. In her absence, you will  
be the one.

-- END SEQUENCE

Jackson STARES ahead with determination. His eyes never leave Dawn as she lowers the sword, the blade almost cutting through Buffy's flesh.

EMMILY (V.O) (cont'd)  
(haunting voice)  
Look inside. Fulfill your destiny.

His hands pull back his jacket to reveal the two pistols he had placed in his belt earlier. As he begins to race towards the struggling Slayer we ENTER --

-- SLOW MOTION

The camera pans the gang as we each see their expression as they all turn their attentions to Jackson, who is breaking away from them, his guns aimed at Dawn.

Jackson LAUNCHES himself into the air as he pulls the triggers.

Screaming, he whirls, guns filling his hands with thoughtspeed. Fingers pumping, shells ejecting, dancing up and away, we look THROUGH the sights and gun smoke at Jackson blurred with motion.

Dawn is KNOCKED back, the bullets pumping through her body, blood splattering from the ripped skin. The sword is thrown from her hand as she FALLS, rippling the air, until she CRASHES to the ground.

Jackson lands on the ground, still hammering away at the triggers, but there's no more bullets. He's breathing heavily, still keeping his focus on Dawn.

The camera pulls back to get the whole scene in frame. Dead minions scattered about. A look of realization falls on the Scoobies as they see the motionless body of Dawn.

Evanescence's "Before The Dawn" begins to slowly build up from the background.

DISSOLVE TO:

29 EXT. CLEVELAND STREETS 29

The street lays in ruins, fire engulfing the buildings. Citizens rush to survey the area as fire engines come onto the scene.

The camera moves to a fallen building and we see Faith and Xander resting on a few bricks. The Slayer is smoking a cigarette, looking at the chaos all around them.

XANDER

I don't think that was a dud.

Faith turns to him, a smile on her lips. She playfully nudges him, returning her attention to the sight before her.

DISSOLVE TO:

30 INT. SUMMERS RESIDENCE - LOUNGE 30

Anya is fast asleep on the sofa, snoring away. The music drowns out the TV noise but we zoom in on it to get the news report on the scene. The caption reads: "DRAGON SIGHTED IN LOS ANGELES."

We pull back to reveal the peacefulness of the room.

DISSOLVE TO:

31 INT. POLICE STATION - BASEMENT 31

We're back to the morbid atmosphere. This time, centered on Buffy, as she comes to. She looks around, dazed, beaten.

She spots something -- Dawn.

Panicked, she quickly gets to her, ignoring her own wounds and pain. But to her horror, she's too late. She doesn't look at the approaching gang, she keeps her eyes on Dawn's still face, a trace of blood emerging from her lips.

Tears fill the eyes of our Slayer as she pulls Dawn's body into her arms, cradling her like the child she was. The music only adds to the atmosphere of the scene as the camera slowly begins to pull back.

Buffy, with the body in her arms. Giles and Marie, holding hands, for support if nothing else. Jody burying his head in Andrew's shoulder, shielding himself from the hurt. Willow standing farther back, still recovering from her fight.

And Jackson, still lying on the ground, his guns starting to lower now. His expression -- remorse -- as he stares open eyed at the Slayer and her dead sister.

(CONTINUED)

CONTINUED:

We pull back farther until there's nothing but black.

**BLACK OUT.**

**END OF SHOW**