

BUFFY THE VAMPIRE SLAYER

"Road To Perdition"

by
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TEASER

FADE IN:

1 INT. CIRCLE - GRAND LIBRARY. DAY.

1

The cloud-topped shelves of the library fade into view, the entire room empty save for a few stray butterflies that have flitted in from the jungles outside.

Books float from shelf to shelf, re-ordering themselves, some hovering in mid air as their pages turn, and a scribbling sound denotes some of them rewriting their own contents, updating themselves to mirror the events they all keep track of.

Into this serenity skips TATTLES, the brown-haired girl humming to herself as she weaves through the long tables that line up before the bookshelves, idly picking the petals off a huge flower.

TATTLES

She's the Teach... she's not the
Teach... she's the Teach... she's not-

Tattles freezes as she hears a THUD from off screen. She looks round, trying to find the source of the noise.

TATTLES (cont'd)

H-hello?

Silence. Tattles shrugs and carries on, but a second, louder THUD, much closer to her this time, makes her pull up sharply. She looks all around, starting to get a little scared by now.

TATTLES (cont'd)

Is someone there?

She creeps slowly forward, passing in and out of view as she paces between the shelves. Still no more noises, but there is definitely something other than her in here.

Twice, she GASPS and spins round, sensing something behind her, but each time there's nobody there.

Tattles finally scowls, puts her hands on her hips and looks like any ordinary nine-year old about to start yelling.

TATTLES (cont'd)

Alright, mister! Come on out. I'll
go get my brothers if you don't
play nicely, and they'll make sure
you...

Tattles trails off and looks up as a SHADOW falls over her, cast by something off screen - and something tall.

(CONTINUED)

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She pales and takes a few steps back, a cry of alarm trapped in her throat.

TATTLES (cont'd)
T-th-the-th-t-the...

It's THE CARETAKER! The tall demon, still impeccably dressed, leans down purposefully slowly, and places one raised index finger against his sewn shut lips - time to be quiet.

So, naturally, Tattles SCREAMS for all she's worth!

2 INT. SUMMERS RESIDENCE - WILLOW'S ROOM. MORNING. 2

WILLOW snaps awake and half jumps out of bed, the sound of Tattles' scream still echoing around her.

WILLOW
Tattles!!

3 INT. SUMMERS RESIDENCE - KITCHEN. NEXT. 3

BUFFY is munching through a bowl of cereal, still looking sleepy, and she doesn't look up as a dressed and near-frantic Willow bound into the kitchen, yanks open one of the drawers and starts rifling through the cutlery. Buffy notices at last and blinks at Willow's odd behaviour.

BUFFY
Uh, Will? We have plenty of spoons,
still, I got Andrew to wash up last-

WILLOW
It's not here, it's not here!

BUFFY
What isn't here?

Willow doesn't answer, instead she pulls the whole drawer bodily out of the kitchen unit and upends it over the kitchen table.

Buffy pulls her cereal bowl out of the way as the cutlery scatters in every direction, looking alarmed as Willow continues to comb frantically through it.

BUFFY (cont'd)
Did we forget to take our crazy
pills this morning?

WILLOW
Buffy, I can't find my- ah!

Willow lifts something up - a silver amulet with a yellow precious stone set into it. It glitters in the morning sunlight, and Willow sighs with relief.

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BUFFY

And that's your...?

WILLOW

The Circle, they gave me this, so, uh, if there was ever an emergency, or, ah, they needed me, I could, you know, get there quicker, 'cause my out of body thing can take a while, 'cause, uh, I'm still practicing with it, and I left in here so if we got robbed I wouldn't lose it, and-

BUFFY

Willow! You need to explain to me what's going on before I put your jewelry back in the box till you calm down!

WILLOW

Sorry, Buffy, but they're in trouble, and I've gotta go!

BUFFY

Go? Go where? Willow!

Willow clutches the amulet tightly in one hand, closes her eyes and mutters an incantation - and then with a POP and a flare of yellow light, she's gone.

Buffy looks down at the mess on the table before her.

BUFFY (cont'd)

Yup, just another Tuesday in Cleveland..

4 EXT. CIRCLE - JUNGLE. DAY. 4

Willow beams into the Circle's dimension with the same flash of yellow light as before, and she takes a beat to catch her breath before starting to race through the thick jungle as fast as she can.

5 EXT. CIRCLE - VILLAGE. DAY. 5

After a few moments of running, Willow breaks tree cover and gets a look at the Circle's village at last - and brakes sharply, her jaw dropping.

WILLOW

(softly)

Oh, no..

(CONTINUED)

CONTINUED:

The village is in flames - the tower where Trinkets' workshop stood lies broken on the ground, the other buildings are either being eaten by the inferno or have huge holes punched in them, and the whole complex is in ruins.

On the ground before Willow lies the dead body of Tattles' pet snake demon.

Willow's hands cover her mouth as she tries to take in the destruction before her, as we:

BLACK OUT:

END OF TEASER

(CONTINUED)

CONTINUED: (2)

ACT ONE

FADE IN:

EXT. CIRCLE - VILLAGE. DAY.

Willow runs up to the edge of the complex, one arm raised against the heat from the flames as she tries to work out what to do first. She raises her other hand and directs it at the nearest burning building.

WILLOW (cont'd)
Portare piogge raffreddare!

A thick wind starts to kick up, and the flames build eagerly for a moment, before the main part of Willow's spell arrives - a crack of thunder and a heavy shower of rain, quickly falling across the whole complex.

Willow is drenched in moments as the monsoon-like downpour covers the flames, and in a few moments she's subdued the fires enough to get closer to the wrecks.

The storm dies away with a last few rumbles of thunder overhead, and Willow starts to wander through the plumes of smoke into the closest building.

INT. CIRCLE - PLAY ROOM. DAY.

The first house Willow enters is Tattles' play room, brightly coloured until the fire scorched the walls charcoal black, small wooden toys and puzzles scattered across the floor.

Willow picks up a flame-grilled doll and looks around, soot marks already staining her face.

She coughs through the smoke and fumbles in her pockets for a tissue, and with it held across her mouth she drops the doll and moves on.

INT. CIRCLE - TRINKETS' WORKSHOP. DAY.

The interior of the workshop is absolute chaos - all of Trinkets' carefully constructed and maintained clocks lie broken and crushed on the floor of the room, the whole tower on its side and a gaping hole torn out where the floor used to be.

There are still some small fires here, and Willow dodges round them, trying to find any clues of the fate of the Circle.

There's nobody in the workshop, so she moves on, coughing still as she heads toward the Library.

6

INT. HARRIS RESIDENCE. DAY.

6

Meanwhile, back at Xander and Anya's place, things are much more peaceful - the morning's rays of sunlight catch specks of dust as they fall across the bed - and the cosy-looking forms of newlywed ANYA and XANDER. Anya is on her side, one hand stroking her pregnant belly, while Xander dozes alongside her.

After a few moments, his eyes flutter to life, and he grins as he sees his wife.

XANDER

Good morning, Mrs. Harris.

ANYA

Good morning, Mr. Jenkins!

XANDER

(blinks)

Huh?

She gives him a light kiss on his forehead and rolls onto her back, pushing the pillows so she can sit up.

ANYA

She was very quiet last night, I think she knew we needed a little time to ourselves.

XANDER

Who was? The baby? How do you know it's a 'she'?

ANYA

(raises hand)

Pregnant ex-demon, I think that gives me some bonus points in my 'Intuition' statistic.

Xander groans and rubs his eyes.

XANDER

You've been talking to Andrew again, haven't you...

ANYA

Oh, he plays so many of these fascinating little games, Xander! You get to be warlocks and vampires and elves and archers - all the things you're not!

Anya beams, but Xander lets that last comment slide and sits up, yawning and stretching his arms.

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ANYA (cont'd)

But, seeing as he's such an annoying little chimp boy, nobody wants to play with him, so I said I'd do it! I said, 'Andrew, it'd be my pleasure to play with you all day long as long as you let me be the demons!'

Xander raises an eyebrow - but Anya misses the entendre in her last line.

XANDER

Well, demon roleplaying aside, I think it's safe to say we're gonna have ourselves a Xanderiffic day today. Something about the fact that it's already ten-thirty and neither of us are at work is giving me all kinds of good vibes...

Anya leans next to him, resting her head on his shoulder.

ANYA

Won't your bosses mind you having so much time off to be with me?

XANDER

It's alright, An, they've met you.
(beat)
They understand what I'm going through...

Anya sits up - not looking pleased at Xander's comment.

XANDER (cont'd)

Uh, I mean, they know how special you are, and how important it is for me to spend plenty of time with you before the baby is born, so that, you know, I can, uh, be a good father, and...

Xander trails off - Anya's hormones are waking up and he knows the warning signs when he sees them!

XANDER (cont'd)

(quickly)
Say, I think I'll go make us some breakfast...

He scoots out of bed and dashes off screen. Anya settles back down, going back to rubbing and studying her belly.

7 EXT. CIRCLE - OUTSIDE LIBRARY. DAY. 7

The two huge doors that lead into the Grand Library have been smashed open, dark clouds of smoke flowing out from within.

Willow treads carefully around the stray piles of rubble and burning wreckage as she makes her way through.

8 INT. CIRCLE - GRAND LIBRARY. DAY. 8

The inside of the Library isn't faring much better - the shelves are ablaze, smoke and flames stretching off overhead, books hurtling through the air and from shelf to shelf, many in flames.

Willow yelps and dodges as a large burning book spirals out of the air, crashing into the floor and missing her by inches.

Willow takes a beat to absorb the scene before getting the solution ready.

WILLOW
Gelo il libri!

With a sound like a whisper, a blue-tinted veil of mist blows across the room, a fine powdery snow falling across the blazing shelves, gradually calming the fires.

Several books lie flapping on the floor like wounded animals, chunks singed away from their pages, but as the snow falls across the room, things calm back down.

Willow keels over and retches as she tries to breathe through the smoke, waving a hand around her and calling up a little extra wind to make some air around her.

She stands back up, looking exhausted as snow and blackened fragments of books gently drift down from the ceiling way overhead.

WILLOW (cont'd)
What happened here?

She takes a few steps forward - and then freezes as she hears a loud THUD. Her head snaps round and locks onto a row of fallen smaller bookshelves on the opposite side of the room.

As Willow watches, one of them seems to be moving! Willow begins to carefully creep towards it...

9 INT. SUMMERS RESIDENCE - STAIRS. MORNING.

9

GILES wanders down the stairs, yawning and scratching lazily at his stubble, an old dressing gown thrown round him and his hair a mess. He hears voices from the kitchen and turns to enter.

10 INT. SUMMERS RESIDENCE - KITCHEN. MORNING.

10

As Giles enters, he sees MARIE and MAX, busy putting the wayward cutlery back into the drawer. Marie is also still in her nightshirt and dressing gown, and still managing that air of quiet elegance that Giles loves so much, while Max is fully dressed and clean shaven - and easily the most appealing-looking person in the room.

Max and Marie are chatting and laughing, and look up as Giles enters.

MARIE

Morning, Rupert! You got about as good a night's sleep as I did, I see...

GILES

What? Oh, yes, I, ah, had a few bad dreams. You're over here for the work we have scheduled, I take it, Max?

MAX

Certainly am, I've got a lot to do before my hearing, so I'm glad I slept like a log! Looks like those dreams of yours were pretty rough, though...

Giles glances down at his unkempt appearance, and throws an irritated glance back at the immaculate Max as he heads to the fridge.

MARIE

Max here was just telling me about a time when he was training back at the Council, and that old Watcher you and I used to work with, what was his name?

MAX

Anthony Cogan.

MARIE

Tony Cogan, that was it! Well, he'd sent Max out on this run to go and find some books about halaffla demons, and...

(CONTINUED)

CONTINUED:

Max and Marie descend into giggles, and an unamused Giles watches on as he pours himself some juice.

MARIE (cont'd)
Oh, sorry, Giles, it was just... oh,
I suppose you had to be there!

GILES
(tight-lipped)
Quite.

MAX
So, anyway, Giles, I'm glad you're
up, because we've still got a lot
to get through today! Buffy's
trotted off to work, so I told her
we'd spend the day catching up on
our Caretaker research.

MARIE
Again.

MAX
(smiles)
Yes, yet again.

Marie and Max share a grin - and Giles doesn't like this at all! Gulping down his juice, he heads back out.

GILES
Well, I'd better go and get
dressed. I'll see you both down
here in a moment.

Giles leaves the kitchen, and Max glances from the door, to Marie, then back with a satisfied smirk.

11 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY. 11

Buffy is scribbling on a notepad at her desk, when her intercom buzzes.

BUFFY
(answering it)
Yes?

BUFFY'S P.A.
(filtered; through
intercom))
It's a Mr. Shaw, Miss Summers, he
says he isn't one of your clients
but he does know you.

(CONTINUED)

CONTINUED:

BUFFY
Mr. Shaw? Did he say his first name
was Jackson?

BUFFY'S P.A.
Uh, yeah, that's him.

BUFFY
Alright, put him through.

Buffy's phone rings, and she answers it.

BUFFY (cont'd)
(mock professionalism)
Mr. Shaw, I must warn you, contact
with me outside of scheduled hours
is highly inappropriate!

12 INT. CLEVELAND PD - JACKSON'S OFFICE. DAY.

12

JACKSON grins, reclining in his chair as he talks over the
phone to Buffy.

JACKSON
Alright, you got me. I figured if I
made the excuse to talk to you as
lame as possible, I had more chance
of getting through!

BUFFY
(filtered; through phone)
Well... it worked. Just don't push
it. What's up?

JACKSON
Honestly? Not much. I've just been
trying to get the chutzpah to call
you up for a few weeks now, and now
that I've finally done it, I'm
running out of things to say
alarmingly quickly...

13 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY.

13

Buffy's phone is cordless, so she takes the receiver and
strolls over to the window.

BUFFY
That happens to me a lot, guess I
must put people on edge! Although,
when people are paying me by the
hour, I find they talk surprisingly
quickly... How's the office?

(CONTINUED)

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JACKSON

(filtered; through phone)
Quiet. If somebody doesn't get mugged or murdered or something soon, I'm gonna have to go out there and start threatening old ladies myself! And if I get one more day of Dan's lame stories to pass the time, well, order me up a sniper rifle and meet me at the top of the clock tower!

BUFFY

Welcome to the slaying business, Jackson. You spend all the busy times running and fighting so fast you keep forgetting to stop and breathe, and then whenever it's quiet, you just hold your breath waiting for something new to happen!

JACKSON

Does it get any easier?

BUFFY

Nah, not really.

JACKSON

Well, thanks! I thought you were supposed to be the counsellor? To put my mind at rest?

BUFFY

(smiles)
That's only for my actual clients, Jackson, not for people I know who call me up whenever they get bored.

JACKSON

Oh, yeah... so, anyway, there was something I wanted to ask.

BUFFY

Go on.

JACKSON

I know things have been weird between us for a while now, and I could spend days trying to talk through that, see how I can make things right, but...

BUFFY

But?

(CONTINUED)

CONTINUED: (2)

JACKSON

Screw it - Buffy, do you want to get a coffee, or bagel, or something?

Buffy waits for a beat before answering, smiling like a coy teenager for the first time in a long time.

BUFFY

Cream cheese bagels. There's that stand down by the new Chinese place.

JACKSON

Yeah, I know it. What time can you sneak out for lunch?

BUFFY

One, same as the rest of the working world. Meet you there at ten past?

JACKSON

It's a date.

(beat)

Well, not a date, more of a-

BUFFY

It's okay, I get it. See you later, Jackson.

JACKSON

Yeah... bye.

She hangs up and puts the phone back, looking pleased with the way that all turned out.

14

INT. CLEVELAND PD - JACKSON'S OFFICE. DAY.

14

Jackson replaces the receiver and lets out a huge sigh as DAN knocks on his door and enters.

DAN

Hey.

JACKSON

Man, that was tough.

DAN

Yeah, well, once you and your ex are finished making arrangements for lunch, we got something.

Jackson stands - his professional mode clicking on in a heartbeat.

(CONTINUED)

CONTINUED:

JACKSON

Like what?

DAN

I'll fill you in on the way, let's
go.

Jackson grabs his coat and heads for the door.

DAN (cont'd)

And are my stories really that
lame?

JACKSON

(beat)
Yeah.

DAN

Damn...

The two cops leave Jackson's office.

15 INT. CIRCLE - GRAND LIBRARY. DAY.

15

Willow edges towards the toppled shelves, which continue to
move, as though something trapped underneath is trying to
push its way back out.Willow looks scared half out of her wits - then takes a look
round at the burned-out shell that used to be her library,
and when she looks back she's gritted her teeth and put fire
in her eyes.She lifts one hand, ready to move the shelves aside to find
what's underneath - and then with a CRACK of splintering
wood, the shelves are torn in two, and Willow is sent to the
floor as huge chunks of timber blast out towards her!Willow lands in a heap, and as she tries to gather her
senses, and as a tall shadow falls across her, we:**BLACK OUT:****END OF ACT ONE**

(CONTINUED)

CONTINUED:

ACT TWO

FADE IN:

16 INT. CIRCLE - GRAND LIBRARY. DAY.

16

Willow, terrified, starts to scoot away from whatever's casting the shadow over her, but with slow, easy steps it keeps up with her.

Willow shouts in pain as she strays too close to a burning chair, and this is all the distraction the figure towering over her needs to reach one huge hand down towards her..

THE CARETAKER holds his hand out towards Willow, as if offering to help her up. She looks at it, then back at him, confusion mixing with the fear on her features. She reaches her hand out very slowly towards him - and he gently takes hold of it and lifts her to her feet.

As a stunned Willow look son, the Caretaker politely doffs its hat to her, then turns and starts to walk away. He's taken a few steps when Willow finally snaps her sense back into focus.

WILLOW

W-wait! Stop!

The Caretaker pauses and rotates on one heel to face her. Willow gulps, rubbing her burned hand and trying not to show how nervous she is.

WILLOW (cont'd)

What did you do to them?

The Caretaker looks from side to side at the wreck of the library, as if to indicate exactly what he did with the Circle - and then leans his head towards her, as though raising an eyebrow. If he had eyebrows, that is.

He turns to leave again, and this time Willow gets her nerve back, marching up to him and reaching out to grab his arm.

WILLOW (CONT'D) (cont'd)

No, stop! You can't just-

Before Willow's hand can touch his arm, the Caretaker's other hand SWATS her away, and Willow is knocked off her feet, bouncing off one of the bookshelves and hitting the floor. The Caretaker throws a glance at her, then carries on walking away.

He doesn't see Willow jump to her feet, her eyes JET BLACK as she lets her anger take her. Her hair starts to stand on end, and little flickers of electricity zap out from her and she walks steadily towards the Caretaker. Willow is pissed.

(CONTINUED)

CONTINUED:

WILLOW (cont'd)
Fermata malvagio con fuoco!

Willow raises a hand - and a FIREBALL bursts into life before her, sucking up energy from the fires around it, which die down considerably.

The Caretaker cocks its head to one side, as if curious to see what she'll do next. Willow lets the fireball fly with a YELL - and it hits the Caretaker square in the chest, knocking him backwards and sending him clattering to the floor just before the Library doors.

Willow stalks over, breathing heavily, power still radiating off her. The Caretaker isn't moving, and Willow raises her hand again, this time conjuring black tendrils of energy into the air before her. This spell looks downright nasty.

WILLOW (cont'd)
Bandire nemica il nullo!

The black energy starts to grow, and with a low rumble like thunder, a PORTAL starts to form out of it.

Willow opens her mouth to continue the spell, but before she can, the Caretaker is suddenly on his feet, one huge hand clamped round her throat, marching forward and pushing the helpless Willow backwards.

She struggles to fight him off, but he's too damn strong, and before she can try anything else, he lifts her into the air and THROWS her - and Willow sails clean through one of the holes torn in the Library wall and out into the jungle beyond.

17 EXT. CIRCLE - OUTSIDE LIBRARY. DAY. 17

Willow flies into frame and lands on the ground with a solid WHUMP. She tries to get up, but is too weak.

WILLOW
 (quietly)
 Buffy...

With that, Willow flops back down. She's out for the count, and stays in an undignified heap on the floor as the shadow of the Caretaker falls across her, and then moves on, disappearing from view.

18 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY. 18

Buffy suddenly looks up from her desk, alarmed.

BUFFY
 Willow?

(CONTINUED)

CONTINUED:

She takes a moment to gather her thoughts, then grabs the phone and dials her house.

19 INT. SUMMERS RESIDENCE - LIVING ROOM. DAY. 19

As Max and Marie continue to laugh, this time over research texts instead of loose cutlery, Giles steps away to answer the phone.

GILES
Hello, Summers residence.

BUFFY
(filtered; through phone)
The what?

GILES
Buffy?

BUFFY
Yeah, it's me... did you just say
'Summers residence'? What are you,
like, my butler or something?

GILES
I was just trying to-

BUFFY
Never mind. We've got a problem.
Willow's in trouble.

GILES
She is? How can you tell?

20 INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY. 20

Buffy is pacing up and down her office as she talks.

BUFFY
I don't know, I just- I just got a
bad feeling. I think she may have
sent me a distress call or
something, so we've got to-

With a loud BANG, Willow suddenly warps into the office - a few feet above the floor. Her unconscious body thuds into the carpet, and a startled Buffy fumbles with the phone.

GILES
(filtered; through phone)
Buffy? Buffy! Are you alright? What
was that?

(CONTINUED)

CONTINUED:

BUFFY
 It's- she-
 (beat)
 I'll call you back.

She hangs up and dashes to Willow's side. Willow is just coming to, and Buffy helps her to sit up.

WILLOW
 Did it... where...

BUFFY
 Willow? You're in my office, you're safe. What the heck happened?

Buffy takes in Willow's bruises and soot-covered face and clothes, and notices the amulet Willow was searching for earlier round her neck, its yellow glow fading away.

BUFFY (cont'd)
 Did something burn down?

WILLOW
 (wide eyed)
 The Library! The Grand Library at the Circle - it's all gone! He- he tore it down!

BUFFY
 Who did?

WILLOW
 (deep breath)
 The Caretaker...

Buffy closes her eyes - just what she didn't want to hear. She pulls Willow close to her - and doesn't see the clock on the wall behind her has just hit ten past one.

21 EXT. CITY STREET. DAY.

21

Jackson waits patiently by the bagel stand, checking his watch and looking around for any sign of Buffy. His cell phone rings, and he quickly answers it.

JACKSON
 Buffy?

DAN
 (filtered; through phone)
 Uh, no, but I could always buy myself a blonde wig if it'd get you to actually come back to work once in a while...

(CONTINUED)

CONTINUED:

JACKSON

(sighs)

Dan, what is it?

DAN

Oh, nothing, just, you know, where the heck are you? We're due in for briefing with the Captain in ten minutes, and you were nowhere in sight, so I thought I'd better make sure you hadn't snuck out to see that girl again.

(beat)

Which you obviously have, so...

JACKSON

I'll be back in a few minutes, okay?

DAN

Hey, sorry, man. I'm not interrupting anything, am I?

Jackson takes one look up the street, then frowns.

JACKSON

No, nothing at all.

DAN

Okay, good, see you in a few.

Jackson hangs up, then with a cross look turns and marches off screen.

22

INT. CHARLESTON & SMITHE - BUFFY'S OFFICE. DAY.

22

Willow's lying on the patient's couch, a blanket wrapped round her, as Buffy walks in and hands her a mug of coffee. Willow takes it with a grateful grin.

BUFFY

So what's the secret behind that dramatic entrance of yours? Every time I think I've caught up, you seem to learn something new to show off with!

WILLOW

Oh, the 'poof!' thing? Uh, kinda like a homing signal, it's linked to that amulet. If I get hurt, I can just picture a place or a person, and if I get knocked out or badly hurt, it can just zap me on over there.

(MORE)

(CONTINUED)

CONTINUED:

WILLOW(cont'd)

Heh, bet you don't get many patients showing up like that, huh?

BUFFY

Usually, no. You ready to tell me what happened?

Willow nods, sips the coffee and sits up.

WILLOW

This morning, at the house, when I was looking for that amulet and said the Circle were in trouble, remember?

BUFFY

Yeah, I do. Oh, and you owe Giles a drink because he helped clean up your mess!

WILLOW

Well, I got to the Circle's dimension quick as I could, but by the time I did it was already on fire. The Caretaker must've found another way through, because they...

(deep breath)

They were all gone. Tattles, Taledraw and Trinkets, I searched the whole place and I couldn't find them anywhere. The Caretaker'd torn the whole place apart to get them, and when I found him, he just flicked me away like a bug on a windshield and vanished again.

BUFFY

Just because you didn't find them doesn't mean they're dead, Will. They've got their own personal dimension and giant snake demons for pets, I'm pretty sure they've got a few more plays in case of emergencies!

WILLOW

Yeah... I hope so.

Willow sips her coffee again as Buffy stands, noticing the clock at last with a groan.

BUFFY

Oh, no... Jackson!

WILLOW

Huh?

(CONTINUED)

CONTINUED: (2)

BUFFY

I was supposed to meet him for-
 (looks at Willow)
 Never mind. It's not important.
 Lets' get you back home and cleaned
 up, when you feel up to it we'll go
 looking for those Circle guys,
 okay?

Willow doesn't stand, looking down at the floor instead.

WILLOW

I couldn't stop him...

BUFFY

What?

WILLOW

He walked right in there, ripped
 their whole village down, maybe
 even killed them, and when I got to
 him, he just threw me away and
 walked back out again... Buffy, how
 are we gonna beat this guy?

BUFFY

We'll find a way. There's always
 something we can try, Will.
 Nothing's beaten us yet, and
 nothing's going to while I'm still
 around. Okay?

Willow nods, clearly still exhausted. Buffy heads for her
 desk and buzzes her P.A. on the intercom.

BUFFY (cont'd)

Oh, hey, listen, I've got to take
 off for a few hours, family
 emergency. Tell Mr. Kane I'll be
 back in time for my appointments
 this afternoon, okay?

BUFFY'S P.A.

(filtered; through
 intercom)

Will do, Miss Summers.

Buffy heads back over to Willow and helps her up.

BUFFY

Next thing, we get you home and
 patched up, then we gather the
 troops and go hunting. Alright?

Willow nods as the two girls walk off screen.

23

INT. HARRIS RESIDENCE - BABY'S ROOM. DAY.

23

Xander is on familiar ground, being all workmanlike and painting the walls of the small baby's room a soft ocean blue. A tinny radio plays and he has as much paint on him as on the walls - and he's loving every moment of it.

Anya appears in the doorway, scanning the room.

ANYA

(points)

You missed a spot.

XANDER

(without looking up)

No I didn't, I'm saving it for later.

ANYA

Did we agree on the blue?

XANDER

We didn't agree on anything, so I closed my eyes at the hardware store and grabbed the first can off the rack. It was blue.

Anya nods, satisfied. She watches Xander paint for a few beats, then shakes her head.

ANYA

Actually, I don't like blue. Can we try red?

Xander rolls his eyes and turns to speak to her, but the phone RINGS from downstairs. Anya dashes off to answer it, and with a chuckle Xander gets back to painting. Anya shows up again, talking into the phone.

ANYA (cont'd)

No, see, I told him I didn't like the blue, and then he just lied and pretended not to have heard me, but I know what he does, he says one thing, and then-

(beat; listens)

Oh, yes, I will.

(offers phone to Xander)

It's Buffy. If she asks for your opinion on decorating, I'd politely say 'no.'

Xander turns the radio down and takes the phone away as Anya wanders into the room and starts poking the wet paint on the walls.

(CONTINUED)

CONTINUED:

XANDER

Harris Decorating Service,
attempting to make household
decisions since 2003...

BUFFY

(filtered; through phone)
Xander? Hey, we need you to come
over, Willow's got into some
trouble and we could use all hands
on deck 'till we figure it out.

Xander turns round - Anya is dipping one finger into an open paint pot and drawing experimentally on the wall, her other hand rubbing her belly.

Buffy carries on speaking as Xander looks at her for a long beat, before he talks back into the phone.

XANDER

Uh, Buffy, I'm sorry, but I really
can't right now.

BUFFY

(surprised)
Oh! You, uh... you're busy?

XANDER

Baby stuff, you know. I'll come
round soon as I'm done, I just... I
just can't right now. You'll be
okay, you've got three Watchers
with you at the moment, the
assembled IQ alone kind of negates
me having to be there!

BUFFY

Well... okay, I guess. I'll, uh, see
you later?

XANDER

Soon as I can, Buffy, I promise.

Xander hangs up and passes the phone back to Anya as he carries on painting.

ANYA

What did she want?

XANDER

Oh, nothing. It can wait.

Anya smiles at him, and Xander gives her a big old Harris grin back before she turns and walks out.

(CONTINUED)

CONTINUED: (2)

With a long look after her, Xander turns the volume back up on the radio and gets back to the painting.

XANDER (cont'd)
Can't be there every time..

BLACK OUT:

END OF ACT TWO

(CONTINUED)

CONTINUED: (3)

ACT THREE

24 INT. SUMMERS RESIDENCE - WILLOW'S ROOM. DAY.

24

The curtains are drawn and the room is in darkness, save for selective candles that display Willow, cross-legged on top of her bed, a circle of powder sprinkled out before her, and her eyes closed as she concentrates.

WILLOW

Cross the glades and the valleys,
past the oceans of time's swell and
the edge of the world as we see it,
show me the time that lies
forgotten, help me to see what I
have never seen.

The powder GLOWS, and a ring of soft yellow light forms in the air in front of Willow. She opens her eyes - and inside the ring of light is a view of the Circle's village, still in one piece.

Willow starts to move her right hand, and the image inside the ring moves around, as though she's controlling a remote camera.

As she watches, there is a sudden loud crashing noise, and one of the smaller buildings on stilts next to the Library wobbles, then pitches forward and smashes into fragments on the ground.

Willow's hand goes to her mouth as she watches - the tall, black clad form of the Caretaker appears as he moves from building to building, with the fire soon joining the party as he systematically trashes the entire village.

The complex is soon ablaze, and Willow, tears rolling down her cheeks, waves a hand to make the images fade away.

She takes a deep breath, trying to collect herself, when there is a hiss of static, and a flickering image starts to flash on and off inside the ring of light.

Willow frowns and squints at it, trying to make it out - it appears to be several rows of soldiers, backed up by some armoured cars, firing with all they've got at a large figure surrounded by purple light - and then the image is gone.

Willow blinks, then there is a KNOCK at the door, and as she looks round, the ring of light fades away.

BUFFY (O.S.)

Will? Safe to come in?

WILLOW

Yeah, the movie's over.

(CONTINUED)

CONTINUED:

Buffy steps into the room and shuts the door behind her.

BUFFY
Miss much?

Willow stifles a sob, and Buffy is there with a comforting arm round her. Willow wipes away a tear and forces a smile.

WILLOW
Heh, sorry...

BUFFY
Hey, traumatic visuals, I get that.
Did you see anything that could help?

WILLOW
Uh, not really, but there's one thing I definitely didn't see.

BUFFY
The Circle?

WILLOW
(nods)
No sign of them. I think if the Caretaker had gotten his hands on them, I'd have seen something. As it was, nothing, so I'm starting to think maybe they did get away!

BUFFY
That's good, right?

WILLOW
Well, yeah, 'cause they're the only guys who'd know why he wanted to recycle them so badly! I'll keep looking, maybe I can see where they got to, or where he went.

Buffy ruffles Willow's hair and stands to leave.

WILLOW (cont'd)
Oh, Buffy?

She pauses in the doorway and turns round.

WILLOW (cont'd)
I saw something else too, an echo or something, but I'm not sure what it was. If I see it again, I'll let you know, but... do we know anyone who has any tanks?

(CONTINUED)

CONTINUED: (2)

BUFFY

Andrew's got that set of-

WILLOW

No, actual tanks, with the big guns and tracks and things.

BUFFY

I think we'd have noticed one of those parked outside someone's house, Will!

WILLOW

Yeah... that's what I thought.

Buffy leaves the room as Willow ponders that last vision.

25

INT. SUMMERS RESIDENCE - LIVING ROOM. DAY.

25

Buffy heads down the stairs and into the front room to find that Giles, Marie and Max have used up almost every square inch of the carpet with their books and notes. Giles looks up as Buffy raises an eyebrow at their mess.

BUFFY

You guys need to check the concept of 'paper trail,' I think it kinda defeats the object if you have every bit of paper in the world in the same place...

GILES

We've made some, ah, progress, looking into possible weaknesses for the Caretaker.

MARIE

Yes, we've been trying to find similar demons and what kills them, then do some careful cross-referencing to come up with some plans that might work.

BUFFY

'Might' work? Last plan we had that was only a 'might work,' Xander lost an eye...

MAX

It's the best we've got. Short of one of us having missed something really obvious, then I can't see any quicker way of-

(CONTINUED)

CONTINUED:

He stops as there is a KNOCK at the door. Buffy opens it - its ANDREW, looking excited about something. He's still in his Peachy's uniform.

BUFFY

Andrew? Are you trying to bunk off again?

ANDREW

No, I just realised something and had to come round and tell you quick as I could!

BUFFY

Go on...

ANDREW

Uh... can I come in?

BUFFY

(nods to mess of papers)

Sure, just don't bring any naked flames.

Andrew shrugs off his jacket and heads inside, stepping carefully through the papers to stand in the middle of the room.

ANDREW

I was just at work, you know, um, serving customers, and just after this one guy, I remember him because he left me a really crappy tip after I spent more time with him than with-

BUFFY

(interrupts)

Andrew! I'm gonna get a squint if I try to see your point any harder.

ANDREW

Oh, right, um, well, he'd been in hospital to get this bad cut on his arm stitched up, and while he was paying I saw it, and it was pretty gross, these thick black threads and this kinda creepy looking red-

Andrew pauses - Buffy and the three Watchers don't look impressed. Andrew clears his throat and continues.

ANDREW (cont'd)

So anyway, that's when it hit me. The stitches!

(CONTINUED)

CONTINUED: (2)

Andrew pauses, grinning, as though his point is obvious. Giles throws a look at Buffy.

GILES
Any clue what he's on about?

BUFFY
I got nothing.

ANDREW
The Caretaker has those stitches over his eyes and mouth, right?

BUFFY
(slowly)
Yeah...

ANDREW
So, what if we cut those? There are dozens of South American tribes of natives who practice that, when they defeat and behead an enemy, they shrink the head and sew up the eyes and mouth so the victim's soul can't escape.

GILES
(catching on)
So you think...

ANDREW
Cut the stitches, maybe that's where the Caretaker's power is! We open those things up, and maybe all his power'll just come, um, you know... out.

Buffy considers this for a moment - then nods. She turns to Giles and Marie.

BUFFY
Sounds good to me. Guys?

GILES
It's an interesting theory...

MARIE
And it certainly fits that 'so obvious we missed it' comment from a moment ago!

MAX
Well, I think-

(CONTINUED)

CONTINUED: (3)

BUFFY
 (interrupts)
 You know what? Your opinion doesn't count yet. Maybe when you've achieved something besides getting a Slayer killed, we'll start asking you stuff. Okay?

Max glares at Buffy, but backs down - and Giles can't help a little smirk at the put down.

BUFFY (cont'd)
 Alright, Andrew, get upstairs and talk to Willow. She's got a good scent on the Caretaker, reckons she can get a rough location for him when he next shows up in town, which, sadly, I reckon he will, so when she does I want you ready on the internet to get some town plans up, narrow down the search.

ANDREW
 Aye, captain.

Andrew hurries past her, trampling over the carefully arranged papers on the floor, and heads upstairs.

GILES
 And as for us?

BUFFY
 I dunno, read books or something. You three just got shown up by a teenage nerd, I think you've got some catching up to do!

Buffy smirks and heads into the kitchen. Giles chuckles and looks at Marie, who obviously still isn't used to Buffy's sense of humour yet, Max still looks like a naughty infant who's just been sent out of the class.

MAX
 She's certainly very spirited, Rupert... something tells me she didn't learn that from you!

Giles starts to answer, but Marie butts in.

MARIE
 Max! There's no need for petty insults.

(MORE)

(CONTINUED)

CONTINUED: (4)

MARIE(cont'd)

I'll admit, Buffy's attitude is a little, well... unique at the best of times, but she's the only Slayer to have ever survived as long as she has, so I think that counts for something, don't you?

Max takes the hint and stays quiet as Giles stands and heads into the kitchen with another smirk.

26

INT. SUMMERS RESIDENCE - KITCHEN. DAY.

26

Giles joins Buffy as she pours a glass of water.

GILES

Thank you.

BUFFY

For what?

GILES

For not being so accommodating to Max as everyone else seems to be being!

BUFFY

(feigns surprise)

Why, Mr. Giles! Could it be you actually dislike someone of your own profession! Oh, my! What will the other boys say?

She chuckles, and Giles laughs along.

GILES

It's not that I don't like the chap, he's certainly got his talents, and he's speeding up our work here no end...

BUFFY

But...?

Giles takes a deep breath before continuing.

GILES

But... the man lost his Slayer through an act of sheer neglect, and he very nearly brought harm to this house through that same neglect, and in my books, that's inexcusable. He's got a way to go before I can see past that.

Buffy smiles and pats Giles on the arm.

(CONTINUED)

CONTINUED:

BUFFY

I never tell you how glad I am to have you around, do I?

GILES

Certainly not as often as I'd like..

Buffy stands on her toes and gives Giles a quick peck on the cheek, before walking back out of the kitchen. Giles stays at the sink for a moment, lost in thought.

GILES (cont'd)

Nice to be appreciated..

27

INT. SUMMERS RESIDENCE - ANDREW'S ROOM. DAY.

27

Willow looks over Andrew's shoulder as he shows off some new game on his PC.

ANDREW

And so then, with just a click here, I can send all these elven warriors into battle... and then I sit back and watch the carnage begin!

WILLOW

Heh, that's pretty neat! So how d-

Willow suddenly stands bolt upright, and quickly walks over towards the wall where Andrew has pinned up a large map of the Cleveland city area.

She grabs a small jar of grey powder, pours out a handful and then throws it at the map.

WILLOW (cont'd)

Scoperta il custode!

Most of the powder falls to the floor - and all over a display of Andrew's action figures, evoking a sigh from the geek - but on patch sticks, glowing orange over one small part of the map.

Willow steps forward to look at it as Andrew joins her.

ANDREW

That was pretty neat, how did you do that?

WILLOW

Early warning system, soon as the Caretaker showed up, my magic senses just went 'ping!' and then all I had to do was find him, right...

(CONTINUED)

CONTINUED:

She points at the area where the powder stuck.

WILLOW (cont'd)
... there.

ANDREW
Uh, another cemetery. This guy
really likes those places, huh?

WILLOW
That's where he is. We need to get
out there quick before he moves on.

ANDREW
I'll go tell Buffy.

Willow narrows her eyes as she stares at the map, while
Andrew dashes out of the room.

WILLOW
(quietly)
You're not ditchin' me this time..

28

INT. HARRIS RESIDENCE - LIVING ROOM. NIGHT.

28

Xander and Anya are watching some TV, Xander sat on the sofa
and Anya laying across him, her feet raised on some pillows.
The phone RINGS, and Xander reaches out for it.

XANDER
Yello, the Love Boat, Xander
speaking.
(beat; listens)
You found him? Great! So what do we
have to...
(beat; listens)
Oh, right now? Uh, I'm kinda-

Anya snatches the phone off Xander with a grunt of annoyance.

ANYA
Hello, Buffy? It's me. Xander would
love to come out, but he's too
afraid of leaving me by myself
because he thinks something's going
to happen to me the minute he takes
his eyes off me, although he seems
to keep forgetting that I was a
vengeance demon for thousands of
years, and pregnant or not, I'm
more than capable of taking care of
myself!
(beat; listens)
Alright, he'll be over right away.
Bye!

(CONTINUED)

CONTINUED:

Anya hangs up and passes the phone back to Xander. He blinks - then grins and kisses her on the top of her head.

XANDER

You do know how much I love you,
right?

ANYA

Yes, I do. Now go be a hero for the
evening, it's something you're
quite good at.

Xander knows by now to take that as a compliment, and carefully maneuvers out from the sofa without disturbing Anya, grabbing his jacket and heading for the door.

ANYA (cont'd)

Kill a monster for me, sweetie!

XANDER

I'll do my best!

Xander darts through the door, and Anya calls after him before it swings closed again.

ANYA

Just try and make sure it isn't
anybody I know!

Satisfied, she picks up the remote and starts flicking through the channels again.

BLACK OUT:

END OF ACT THREE

(CONTINUED)

CONTINUED: (2)

ACT FOUR

FADE IN:

29 EXT. CEMETARY. NIGHT.

29

Another graveyard, another haze of fog, another night on duty for the Scoobies as they walk into frame. Buffy leads with Willow alongside her, joined by Xander, Andrew and Giles.

Buffy sighs as she surveys the scene, but Willow's eyes are locked on the tombstones and crypts ahead. The gang are all carrying weapons.

BUFFY

You know, just once, I'd like one of these bad guys to pick somewhere nice to hang out in. Like, a mall! Demons can like malls, right?

XANDER

Depends on the fat content of the people in it.

Everyone turns to look at Xander, who backs down.

XANDER (cont'd)

Uh, I mean... that's what I hear.

WILLOW

He's here.
(looks down)
Below us.

BUFFY

Right. Okay, guys, we're looking for the entrance to the catacombs underneath the graveyard, that's where Willow thinks the Caretaker is hiding out. Let's split up, I'll check this way, Andrew and Giles go that way, Willow and Xander check over there. First one to find anything, signal the others.

ANDREW

(raises hand)
Um, question?

BUFFY

What?

ANDREW

What's the signal?

(CONTINUED)

CONTINUED:

BUFFY

I don't know, think of something!
Let's get moving, we can't let this
guy get away again.

Buffy hefts up the scythe and walks off, the gang splitting
up and fanning out.

Andrew and Giles make their way through the tombstones, Giles
confidently striding on as Andrew creeps after him.

ANDREW

So, um...

GILES

Yes?

ANDREW

Are you okay with, um, leaving
Marie by herself back there?

GILES

Marie's perfectly capable of
looking after herself inside an
empty house, Andrew!

ANDREW

Well, yeah, but she's not there
alone, is all I mean.

Giles pauses, and Andrew pulls up sharply to avoid bumping
into him.

GILES

I'm not sure I know what you do
mean, Andrew. Perhaps you'd better
explain it to me.

Andrew gulps - Giles looks very cross all of a sudden.

ANDREW

I just mean that, maybe, leaving
Marie alone with that Max guy isn't
the best thing you could-

GILES

(snaps)

And why on Earth would you think
that?

Andrew shrinks, and quickly realises that this isn't a
conversation he should be having.

ANDREW

Um, you know what? I can tell this
is a touchy subject, so...

(MORE)

(CONTINUED)

CONTINUED: (2) ANDREW(cont'd)

(points))

Oh, hey, a crypt! Who'd have thought we'd find one of those round here? We should go check it out.

He scuttles quickly off screen, leaving Giles to sigh and pause for a moment.

GILES

I was trying not to think about it, actually..

Giles paces on, before we cut back to:

30

INT. SUMMERS RESIDENCE - LIVING ROOM. NIGHT.

30

The front room seems more like a bedroom than anything else - the curtains are drawn, strategic candles illuminate the scene and soft music is playing on the stereo as Max joins Marie, both sitting on the floor, surrounded by books and note papers. Marie chuckles as Max pours them both a glass of wine.

MARIE

Max, I'm not sure Buffy would appreciate us drinking all of her best wine!

MAX

I'm sure she wouldn't, but I'd hardly class this as 'best'!

Marie giggles, and Max settles down next to her. They clink their glasses together.

MARIE

Right, anyway, enough distractions. We should get back to work, I imagine Giles and the others will be back soon.

Marie picks up one of the books, but Max is determined not to lose the moment.

MAX

I still can't see Giles as the action type, you know. Something about the way he-

MARIE

Common mistake.

Max looks across as Marie slips on a pair of reading glasses, focusing on the book and not Max.

(CONTINUED)

CONTINUED:

MARIE (cont'd)

Did I ever tell you how the two of us helped kill a dragon? I can't think of many Watchers who can make that claim! And not to mention how he's stuck by Buffy for the past nine years, that comes with its fair share of drama too. A lot of people mistake Giles for just another bookworm, but believe you me, there's plenty of life in him!

Marie smiles thoughtfully, and Max's look darkens.

31 EXT. CEMETARY. NIGHT. 31

Buffy steps out of another one of the graveyard's crypts, huffing - the search isn't going well so far.

BUFFY

How hard can it be to find some catacombs round here? Sunnydale, trippin' over darn catacombs every time you walk down the street, here, suddenly, nothing.

She walks off screen, still looking round.

32 EXT. CEMETARY - OUTSIDE CRYPT. NIGHT. 32

Xander is levering up a flagstone outside a medium sized crypt, using his axe as a crowbar - and not having much luck! Willow watches on.

XANDER

You know, Will, I could use a little help here!

(grunts)

Can't you just flip this thing up instead of watching me pop a blood vessel?

WILLOW

I would, but I don't want to use any magic this close to the Caretaker unless I have to, if he senses we're here he'll be long gone before we get chance to catch him!

With a last heave of effort, Xander pries the flagstone loose - and beneath it is a black hole.

Xander scoops up a pebble and drops it down - and we hear it bounce off the ground some way below.

(CONTINUED)

CONTINUED:

XANDER

Alright, I'm impressed - how did you know this was here?

WILLOW

(grins; points at herself)
Magic!

XANDER

Point taken. D'you wanna get Buffy and the others over here? I mean I could go down first by myself, but I'd rather-

WILLOW

It's cool, I called them over.

XANDER

You did? When did-

Buffy jogs into frame, and Xander double takes.

BUFFY

Hey! Got your message. Did we find the way down?

WILLOW

Yeah, Xander's popped the hatch, so lead the way!

Buffy takes a flashlight from her belt and shines it down into the darkness.

BUFFY

It's about twenty feet down... oh, there's a ladder! Here, hold this for me.

Buffy tosses the scythe to Xander, who nearly fumbles the catch but manages to recover it. Buffy starts to climb down into the hole.

33

INT. CATACOMBS - TUNNEL. NIGHT.

33

Checking either way with the light, Buffy heads towards the camera as Xander and the others follow down the ladder.

XANDER

So, did anybody work out a plan for when we actually meet this guy? I was going to stick to the Harris Maneuver, but I figured we should all check our tactics.

(CONTINUED)

CONTINUED:

BUFFY

The 'Harris Maneuver?' Sounds like something you and Anya do when you're-

WILLOW

He means running away.

XANDER

Hey! I don't- well, yeah, but-

BUFFY

Ssh!

Buffy points ahead, and as Giles and Andrew climb down into the tunnels, both carrying flashlights too, Buffy leads the way and the team head off screen.

34 INT. CATACOMBS - LONG CORRIDOR. NIGHT.

34

Buffy and the gang walk down a wide open corridor, periodically light by rusted up light fittings screwed into the walls.

A series of alcoves cut into the rock walls each hold a shrunken and wrapped body. Xander grimaces as they pass, but a fascinated Andrew reaches out a hand.

ANDREW

Wow, this is amazing! Look at the detail on their-

Xander slaps Andrew's hands away with a stern look.

XANDER

No touching! If I was some dead guy buried down here, I know I wouldn't want someone like you feeling me up.

ANDREW

I wasn't-

Buffy turns round with an irritated sigh.

BUFFY

Do any of you guys even know the meaning of the phrase 'surprise attack'?

Andrew sheepishly hangs his head - but then everyone except Buffy spots something, and as one they pale and step backwards.

(CONTINUED)

CONTINUED:

BUFFY (cont'd)
 (doesn't notice)
 Even the guys who are dead would
 have heard us coming by now! So
 let's get moving, and hope we...
 (trails off; blinks)
 What's the matter?

Buffy hasn't noticed the Caretaker emerge from the shadows behind her, but it soon dawns on her as the looming demon stands about a foot away from her.

BUFFY (cont'd)
 He's behind me, isn't he...

Willow nods, but slowly raises a hand and starts muttering under her breath, preparing a spell.

Buffy quickly turns and lashes out with the scythe - but the Caretaker blocks the swing, and plants his other hand on Buffy's chest, shoving her away.

Buffy is knocked clean off her feet and clatters into the others, who all stumble to the floor.

The Caretaker takes a step forward - then leans down and waves a finger at them, as if scolding a naughty pet!

He turns and starts to walk back into the shadows, and it takes Buffy a moment to gather her wits.

BUFFY (cont'd)
 Alright, that's it!

She races off screen after him, quickly followed by Willow, Xander and Giles. Andrew stays put.

ANDREW
 Um, guys, I'm just gonna stay here,
 and guard the, uh... bodies.

Buffy charges into the Caretaker, trying to tackle him, but all she does is break his stride.

He turns to face her - and then is caught full in the chest by a bolt of energy from Willow, staggering backwards and into a large, circular room at the end of the corridor.

35 INT. CATACOMBS - CIRCULAR ROOM. NIGHT.

35

Buffy, Willow, Giles and Xander pile inside as the Caretaker steps back into the middle of the room. The Scoobies take a beat to look around - they've stumbled into some kind of library, with rows and rows of dusty books lining shelves carved into the stone walls, the whole room lit from overhead by more rusty lamps.

(CONTINUED)

CONTINUED:

They don't get any longer to examine it, as the Caretaker steps in to the attack.

He swings for Buffy, who dodges and tries to hit back with the Scythe.

Xander dodges round behind him and tries a few axe swings, but the Caretaker moves too fast, ducking and dodging.

BUFFY
Willow! Backup!

Willow aims her palm at the Caretaker.

WILLOW
Rallentare!

The Caretaker is surrounded by purple swirls of energy that try to constrict around him, but they don't seem to slow him down as he continues to fend off both Buffy and Xander with ease.

Willow takes a deep breath and starts a new spell as Buffy and Xander struggle on. Giles is holding back, waiting for an opening.

XANDER
Buffy! Is it time for the Harris
Maneuver yet?

BUFFY
Not yet! Giles??

Giles answers the call and charges in, timing his sword strike just right and slicing it across the Caretaker's face, catching the threads over his left eye, as Xander takes the opportunity to sink his axe into the Caretaker's back. He steps back with a triumphant laugh.

XANDER
Score for the family guy!

BUFFY
Get back, both of you!

They watch expectantly as the Caretaker raises a hand to the sword wound across his eye, hoping to see some kind of energy flowing out of the now exposed socket...

A beat. Nothing happens. Buffy glances at Giles.

BUFFY (cont'd)
I'm starting to think that didn't
do a damn thing...

(CONTINUED)

CONTINUED: (2)

GILES

I think you may be right!

The Caretaker then looks calmly round at the axe embedded in his back - then he reaches down and pulls it out in one deft move.

Buffy's jaw drops as the axe clatters to the floor - completely clear of any blood.

BUFFY

Oh... Okay, new pla-

SMACK! The Caretaker catches her off guard with a vicious backhand that sends her flying into the bookshelves, dislodging an avalanche of decaying books as she slumps to the floor, out cold.

Xander and Giles charge back in, Giles scooping his sword back up, but despite a few of their hits actually cutting into the Caretaker, he doesn't seem affected, kicking Xander backwards into the wall and swatting Giles back out into the corridor.

With Xander and Giles stunned, the caretaker turns to face Willow, who gulps but steels herself.

WILLOW

Uh... *ridurre nemico ceneri!*

From nowhere, FLAMES burst out across the Caretaker's clothes, quickly intensifying as he tries to swat them.

Willow backs up a little and starts to ready a new spell - but nudges the edge of one of the bookshelves.

Sensing something and looking up, Willow gets a brief shot of a large, heavy book tumbling from the top of one of the shelves towards her - and then we:

BLACK OUT:

36 INT. CATACOMBS - CIRCULAR ROOM. NIGHT.

36

Buffy's voice fades in as the screen remains black.

BUFFY (O.S.)

Will? Willow! Willow, come on!

Willow's vision fades back in - and it's Buffy, an open cut on her head, looking down at us with concern.

WILLOW

Whu... what happened? Did we get him?
Is he dead?

(CONTINUED)

CONTINUED:

Willow sits up - the circular room looks like a bomb went off, with Xander, Giles, Buffy and Andrew all crowding round her, who was flat on the ground until she woke up.

BUFFY

No, when I came round he was gone,
Giles and Xander say he took off.

XANDER

And I know what you're thinking,
'how come we didn't manage to track
a flaming demon in the dark'? Well...

GILES

He collapsed a section of the
catacombs down on himself, we
weren't able to follow him.

They help her up - Willow's still a little unsteady on her feet, pressing one hand to the side of her head.

WILLOW

What hit me?

Andrew holds up a thick, leather bound book, blowing the dust off the cover.

ANDREW

(reads)

Uh... 'Grimoire Of Argus Electo,' I
think it says. It could be
important, I should probably, you
know, keep it.

GILES

This whole room appears to be some
kind of arcane reference library,
it's a real find!

BUFFY

(sarcastic)

Yeah, totally worth all of us
getting our asses kicked for.

WILLOW

What did the Caretaker want down
here?

XANDER

(points)

My guess? Whatever was sitting over
there.

They all look round - and there's a pedestal set against one end of the room, which until recently held a large book, given the book-shaped outline in dust across the surface.

(CONTINUED)

CONTINUED: (2)

GILES

We'll have to come back and examine this room further as soon as possible, but for now I think we should retire back to the house, just in case the Caretaker makes a return.

Willow doesn't look at all happy about this, trying to pull away from them.

WILLOW

No, no! We can't let him get away again, Giles, we can't!

BUFFY

Willow! We'll find him, and the Circle. And whatever he was after down here, we'll figure it out, okay? Right now, we need to patch ourselves up and get ready for the next round.

A defeated Willow nods, and Buffy helps her out as the group exit the room. Staying on the empty pedestal, we fade out:

37 INT. DARKENED ROOM. NIGHT.

37

In another location inside the catacombs, by flickering lights the Caretaker steps into view - lightly toasted but otherwise unharmed, and carrying the large book taken from the pedestal.

He opens it, and we see at last what he was searching for - drawn on the pages in faded ink is what looks like a starshaped object surrounded by arcane symbols, next to text which reads, simply - 'The Seconde Mouthe Of Hell.'

BLACK OUT:**END OF SHOW**