

1- SARAH MICHELLE GELLAR

2- ALYSON HANNIGAN

3- NICHOLAS BRENDON

6- EMMA CAUFIELD

7- AMBER BENSON

"Title"

by

Your Name

4- ANTHONY STEWART HEAD

5- JAMES MARSTERS

8- MICHELLE TRACHTENBERG

9- SEAN JOHNSON

Listening to Fear

A Buffy the Vampire Slayer episode written by Rebecca Rand Kirshner and transcribed by Joan the English Chick (pisces@englishchick.com). Original Air Date: November 28, 2000

Transcriber's Notes:

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Episode begins: A tray of hospital food. A hand picks up a piece of green Jello. Pull back to discover Joyce and Dawn sitting in the hospital bed while Buffy sits beside the bed. Joyce has a bandage on her forehead. Dawn is eating green Jello with her fingers.

JOYCE

Listen you two, I know this
creamed spinach is pretty
delicious, but I promise, I won't
be offended if you go out for
some real food.

BUFFY

You kidding me? This is the good
life. Relaxing in bed while
people bring you food on trays.

DAWN

(licking fingers)
I like the Jello.

JOYCE

(laughs)
Help yourself. There's something
about food that moves by itself
that gives me the heebie-jeebies.

DAWN

It's good and wiggly.

(speaks with mouth full)

This girl at school told me that gelatin is made from ground-up cow's feet, and that if you eat Jello there's some cows out limping with no feet.

Joyce and Buffy grimace.

DAWN

But I told her I'm sure they kill 'em before they take off their feet.

(Suddenly nervous)

Right?

BUFFY

(to Joyce)

You're the one who insisted on teaching her to talk.

A doctor enters.

JOYCE

Oh, hello, Dr. Kriegel, um, you know my girls,

(gestures to them)

Buffy and Dawn.

DR. KRIEDEL

Yes, of course. You two are becoming part of the regular crew around here.

BUFFY

Just keeping her company.

DR. KRIEDEL

Good. Just be careful you don't wear her out.

JOYCE

Ohh, don't worry about that. I woke up exhausted, there's really no more exhausted to get.

The doctor takes Joyce's chart and looks at it.

DR. KRIEDEL

Well, maybe some good news will help. The blood work's come back from the lab, and everything seems fine. So, we've scheduled your surgery for day after tomorrow at ten in the morning.

Buffy and Joyce sober up at this.

DR. KRIEDEL

How's that sound to you?

JOYCE

Oh, well, I think they had me scheduled for volleyball, but, ah, we can work around it.

DR. KRIEDEL

(laughs)

All right. Joyce, you take care. Make sure you get some good solid rest. And I mean that.

(Exits)

JOYCE

Uhh, the day after tomorrow. I don't think I can stand to stay here another two days just waiting.

BUFFY

Waiting? Gimme a break, we got, we got tons to do.

DAWN

We have soap operas to watch and trashy magazines to read.

BUFFY

And an adjustable bed to fiddle with. That alone will keep me busy for four hours or so.

JOYCE

Oh, I really don't need you to stay here, Buffy. I know you've got patrolling to do.

BUFFY

Not tonight. Tonight I have mom-taking-care-of to do.

(MORE)

BUFFY (CONT'D)

And besides, Riley's filling in
for me with the others. I'm sure
they have everything under control.

JOYCE

(realizes something)

Isn't Steven a Slayer too, Buffy?

BUFFY

I don't really need him now;
Riley's here. He's twice as
strong as Steven.

Dawn looks annoyed when she hears that, but keeps quiet.

Cut to: graveyard, night. Giles has a dark-haired female vampire in a choke-hold from behind while Willow attacks from the front. The vampire shoves Willow away and twists out of Giles' grip.

Another female vampire, this one blonde, throws Xander to the ground as the first one throws Giles over her shoulder. The blonde vampire grabs Xander's shirt and pulls him upright.

Steven rushes the blonde vampire and tosses her into a headstone.

STEVEN

Yeah?! You want some of this?!
Come get it!

The blonde vampire gets up.

Willow gets to her feet, holding a stake. She rushes at the brunette vampire, but the vampire grabs her, lifts her over her head, and throws her to the ground.

Xander rushes the blonde vampire from behind and she grabs him in a headlock and punches him in the face.

Giles rushes the brunette vampire and tries to lift her over his shoulder but she punches him in the back and then knees him in the chest.

The blonde vampire still has Xander in a headlock and is punching him.

Giles reels to his feet, disoriented, and the brunette vampire punches him in the face.

Xander breaks free of the blonde vampire and she punches him in the face with both her hands clasped together.

Willow gets to her feet again as the two female vamps are beating up on Giles and Xander. She picks up her stake and runs forward.

The brunette vampire throws Giles over her shoulder and as she straightens up, Willow comes up behind her and stakes her. Giles grabs for his own stake.

The blonde vampire shoves Xander to the ground and tries to get on top of him but he gets his feet on her stomach and kicks her backward. He gets up and lunges at her but she deflects him and throws him against a crypt. He staggers to his feet and she puts her hand on his neck and shoves him back against the crypt.

Giles lunges forward, shoves the vampire out of the way and raises his stake as if to stab Xander.

XANDER

Human chest! Human chest!

GILES

Sorry!

The blonde vamp gets up, shoves Willow away as she approaches. Willow falls to the ground again. The vampire goes to where Giles and Xander are still standing by the crypt and shoves them up against it with one hand on each of their chests. They stare at her in alarm. Willow runs up behind the vampire and stakes her.

The guys gasp and pant as Willow begins to grin.

GILES

My god, what a rough night.

WILLOW

(giggling, grabbing at Xander)
I just did two of 'em! Yay on me!
(giggles in exhilaration)

Xander grins. The guys come on either side of Willow and they begin to walk off.

WILLOW

That was pretty cool. Except the
part where I was all terrified
and...and now my knees are all
dizzy.

Giles stops them as he spots something on the ground and bends over to pick it up. It turns out to be his glasses.

XANDER

Not so much a big success night
for me.

(They resume walking
as Giles begins
cleaning his glasses
on his shirt)

But I think I should get points
just for showing up. Unlike some
Riley Finn who shall remain unnamed.

STEVEN

He should've been here. You're
right.

GILES

Yes, that was disappointing.
Things would have been easier if
he'd been here.

(Puts glasses on)

STEVEN

Hell, yeah. Definitely easier.
I'm sick and tired of havin' to
do his job.

(off their looks)

I know, I know; it's my job too.

WILLOW

Oh, piffle, who needs him when
I'm dusting two at a ti-

(She suddenly staggers
and they catch her,
each grabbing an arm)

Whoops.

(smiles nervously at Xander)

Maybe it would've been good
if...he'd shown up.

GILES

Perhaps he forgot.

They walk off.

Cut to: exterior shot of an alley, doorway of what could be
an abandoned warehouse.

Cut to inside. It's littered with random pieces of furniture
and debris. Pan across the dark room to where Riley is
sitting on an old armchair or couch. A female vampire is
crouched next to him, drinking blood from his outstretched
arm. She lifts her head and smiles at him. Riley is stone-
faced.

The vampire returns to feeding, gripping Riley's arm in both hands. He stares off into the darkness.

Wolf howl. Opening credits.

Guest starring Charlie Weber, Nick Chinlund, Kevin Weisman, Randy Thompson, Amber Benson as Tara and Kristine Sutherland as Joyce Summers. Written by Rebecca Rand Kirshner, directed by David Solomon.

Fade in on hospital. Joyce is reading in bed while Buffy and Dawn are doing something at a nearby table. Willow enters with a large colorful paper bag.

WILLOW

Care package! Special delivery
for the Summers girls.

(Puts the bag on the
bed next to Joyce.
Dawn comes running
over, as Buffy follows
more slowly)

Now, let's see what I have in
this sack of mine. Oh, I feel
just like Santa Claus, except
thinner and younger and female
and, well, Jewish.

(Joyce smiles as
Willow reaches into
the bag)

This

(to Dawn)

is an extra-special gift for your
mom, that I know she'll need.

(pulls it out)

A beer hat! See, i-it's got cup
holders, and a straw that goes
directly into your mouth, and

(to Joyce)

you can fill it with other stuff
than beer. And somehow, when I
was in the store this seemed like
the most important idea

(Buffy and Dawn smile
at each other. Buffy
is holding a cup)

and now there's the whole part
where I'm crazy.

JOYCE

It's perfect. Thank you, Willow.
You're very sweet.

Willow hands the beer hat to Dawn.

WILLOW

Now, let's see, who's next? Dawn,
I believe I have something in
here for you...

Joyce is now holding the cup. She puts her hand to her head
and grimaces. Buffy looks concerned.

BUFFY

(quietly)
Headache?

Dawn stops smiling.

JOYCE

Just a little one.
(smiles)
A biggish little one.
(Willow stops going
through the bag, looks concerned)
I'm fine! Go on, what else is in
that sack of goodies, Willow?

WILLOW

All right. Dawn, to keep you busy.

She takes out a book marked "Spells" and hands it to Dawn,
who smiles in delight.

DAWN

Ooh, spells! Thank you, Willow!

She hurries over to a nearby chair and sits down to read.
Buffy folds her arms and looks at Willow.

BUFFY

You got her a book on spells.
(Willow stops smiling)
The girl who can break things by
just looking at them, now has a
book to teach her to...break
things by looking at them?

WILLOW

Oh, well, it doesn't actually
have spells in it. Just history,
and anecdotes, stuff like that.

Shot of Dawn quietly reading the book.

WILLOW

Oh, Buffy-
 (reaches into bag)
I have this for you.
 (Pulls out a large
 textbook called "World
 History" and gives it
 to Buffy)

BUFFY

Homework?
 (pouts)
Oh. I don't believe in tiny
Jewish Santa any more.

WILLOW

 (smiling)
And a yo-yo.
 (Pulls yo-yo out of
 bag and gives it to Buffy)

BUFFY

 (smiling)
Thank you.

WILLOW

The book is just in case you get
a chance to look it over.

Shot of Joyce looking thoughtful.

WILLOW

 (OS)
We're doing World War One now.
The last exam was really pretty
easy, just underlying causes and
trench foot. So it should be no
hassle to make it up-

BUFFY

 (sighs)
I don't even know if I'm gonna
take that exam.

JOYCE

 (scowling)
I'd rip it in half and stick it
in bed with me!

The girls look confused. Dawn looks up from her book.

BUFFY
(tentatively)
Mom?

Joyce looks confused.

JOYCE
You know, I think I'm gonna take
a little rest now.

She hands her cup to Buffy as Willow packs up her bag. Buffy puts the cup on a nearby table as Joyce lies back in bed.

BUFFY
Okay. We'll be right outside if
you need us.

Dawn gets up and they leave. Joyce smiles after them, then lies back and closes her eyes.

Cut to hallway. Dawn looks anxious as Buffy closes the door behind herself.

DAWN
(to Willow)
What was she talking about? I
mean, that was weird.

WILLOW
She's gonna be fine.

BUFFY
(joins them)
It's okay. I'm sorry, the doctor
spoke to me, and uh, I should
have told you. Um, the, the thing
that's pressing on her brain,
sometimes it, it might make her
say weird things.

DAWN
Does she know she's saying them?

BUFFY
Not really. It's sort of like a
flash, you know, but you saw her
two seconds afterward. She was
normal.

WILLOW
And after the operation, no more
pressing. She'll be all normal
all the time.

Buffy and Willow take Dawn's arms and they begin to walk down the hall.

DAWN
(to Buffy)
Is that right?

BUFFY
Hey, Santa doesn't lie.

Dawn and Willow smile.

As they walk down the hall, a man passes them going the other way with three women. He brushes Buffy.

BUFFY
Oh, excuse me.

MAN
Careful, the facts say a-a picnic
is in order.

It's the security guard from the warehouse (see episode "No Place Like Home"). He turns around to look back at the three girls.

GUARD
What is that thing?

He points at Dawn and walks back toward them, becoming agitated. The three women with him exchange a worried look.

GUARD
There-there's no data. There's no
pictures on this one there!

He continues pointing at Dawn. She looks scared. The guard's wife comes forward.

GUARD
What is the data?
(scared)
There's no one in there.

DAWN
(scared)
Buffy?

BUFFY
(grabs Dawn and turns
her away)
Come on, honey. Don't worry about
it.

Buffy and Willow stare over their shoulders as they hustle Dawn away. The guard turns to his wife.

GUARD
I'm going home?
(Wife nods)
Home? Home, home, home.

His wife escorts him away. Buffy, Dawn, and Willow turn back to look.

DAWN
What's wrong with him?
(Shot of the guard
being led away by his
wife and daughters)
Is it like Mom? A thing in his head?

BUFFY
(staring after the guard)
I don't think so, I-I think it's,
it's different. Don't, don't
worry about it.
(Brushes hair back
from Dawn's face)

Ben approaches.

BEN
I guess I missed that, was he
bothering you?

BUFFY
Hey Ben, uh, this is my friend
Willow.

BEN
Hi.

WILLOW
Hi.
(They shake hands)

BUFFY
And, uh, yeah, the crazy man was
a little...you know, crazy, but
it's okay.
(Dawn still looks shaken)
Are they really gonna send him home?

BEN

Don't get me started. The mental ward's booked beyond capacity, literally nowhere to put them, so the ones with families, they're letting 'em go home. Like his family's gonna be able to take care of him. He has to have someone to watch him 24-7!

(looks at Dawn)

What was he saying to you?

DAWN

I-

BUFFY

Oh, he was just babbling.

Cut to: aerial shot of Sunnydale, night. Pan across roofs and treetops.

Cut to: roof of a UCS dorm building. Willow and Tara are lying side-by-side on their backs on a sleeping bag, with pillows under their heads and another sleeping bag covering them.

WILLOW

You know what's weird?

TARA

Japanese commercials are weird.

WILLOW

Yes. And also, you know some of the stars we're looking at...don't even exist any more? In the time that it takes for their light to reach us, they've died. Exploded.

(Tara turns her head
to look at Willow)

Poof.

TARA

Were, um...were things rough at the hospital?

Willow frowns and shrugs.

WILLOW

You know, I used to love to look up at them when I was little.

(MORE)

WILLOW (CONT'D)

They're supposed to make you feel
all insignificant, but...they
made me feel like...like I was in
space...part of the stars.

(points)

There's...Canis Minor...and...

(points)

and Cassiopeia.

TARA

(smiles, points)

And the big pineapple.

Willow frowns.

WILLOW

Hmm. You know, I'm not sure I
remember that one.

TARA

Oh, it's, it's a major one.

(points)

See those three bright stars
right over there?

Willow moves over to put her head on Tara's shoulder and
look along Tara's pointing arm. Shot of the starry sky with
Tara's finger pointing.

WILLOW

Yeah.

TARA

And see those stars along there?

(Shot of the stars)

That's the bottom of the pineapple.

WILLOW

It's big.

TARA

Hence the name.

(pause)

The real ones never made sense to
me, I...sort of have my own.

WILLOW

Teach me.

TARA

(points)

See those stars over there?

"Short man looking uncomfortable."

They both giggle.

TARA

Uh...

(points)

"Moose getting a sponge bath."

Umm... "little pile o'crackers."

(Willow frowns)

Tha-that was a bit of a stretch.

(They both laugh)

You do it. What would you

call...mm, that one?

(points)

WILLOW

Hmm, let's see.

Shot of the starry sky. One of the stars suddenly enlarges and streaks toward the earth, trailing a golden tail.

WILLOW

A huge flaming meteor about to crash into something!

They scramble to their feet as the thing flies past them and lands somewhere in the distance. A burst of light momentarily flashes from behind trees.

Cut to: Darkness. Bits of flaming rubble slowly appear as we see from the perspective of something digging its way out of something. The camera moves jerkily as the something looks around, finds itself in a trench carved by the passage of the meteor. Our perspective rises as we climb up out of the trench and find rocky earth, surrounded by trees. In the distance we see the security guard walking toward us, alone.

GUARD

(muttering to himself)

I know what I said. I said-I said

I won't go away far. A person

needs to respect a man.

We see the guard from the perspective of something low to the earth, moving swiftly toward him.

GUARD

And then it says...that... the facts says... he's got to go take a walk and get some fresh air and find some fresh spaces.

He continues mumbling as we see from the perspective of something climbing a tree.

GUARD
...and some fresh space! And
needs to walk to get...to get
where he's going.

Suddenly something drops down from the tree onto his back. It's a creature with a wrinkly gray face, cloven hooves, and a carapace like a cockroach's. The guard yells and falls to the ground. Blackout.

Exterior hospital, night. Paramedics take a gurney from an ambulance and wheel it into the emergency room. Hospital noises.

As they wheel the patient inside, we see the alien creature crawling along the ceiling above them. Shot of its face. Its eyes are red and its mouth is like a big circle ringed with long yellow teeth. It is hairless.

Shot of the paramedics from the creature's point of view. Its vision appears slightly curved as if looking through a lens.

Cut to: Joyce in her hospital bed, holding the nurse call button, pushing the button again and again.

JOYCE
(irritated)
This thing doesn't work! It isn't
working!

BUFFY
I'm sure they heard you.
(Takes the call button
from Joyce and puts it
aside. We see Dawn in
the background reading.)

JOYCE
I bet it's not even hooked up to
anything. Just like the push
buttons at the crosswalk that are
supposed to make the signal change.

BUFFY
I'm sure someone's on - What, the
push buttons aren't hooked up to
anything?

The doctor enters.

JOYCE
Oh, tell him, Buffy. Tell him, okay?

BUFFY

Look, Dr. Kriegel, we wanna go home.

DR. KRIEDEL

Well, of course. You can come back and visit your mother first thing in the morning.

BUFFY

No. We. I-I mean, all of us. My mom too.

Joyce looks anxiously at the doctor and nods.

DR. KRIEDEL

Oh. Well, I understand that, but it's not necessarily the first thing I'd recommend.

JOYCE

I can't! I-I can't stay here waiting for two days for this operation, I just can't.

(Doctor sighs)

It makes my head hurt to be here, can't you tell that?

DR. KRIEDEL

Joyce, there's no reason to get upset.

JOYCE

No reason to get upset? Oh, right, sorry, I must just think there is because of my brain tumor!

Dawn looks upset. Joyce calms down slightly.

BUFFY

Here, Dawn, why don't you get something from the machine?

Buffy hands Dawn some money. She takes it and leaves, looking apprehensive.

JOYCE

(softly to Buffy)

I-I'm sorry I said that, I'm just tired.

BUFFY

I know. Listen, Doctor, I don't see why we can't take her home, you know, just until...

(gestures)

I-I mean, wouldn't it be better for her to rest someplace where she felt safe and comfortable?

DR. KRIEDEL

Even if it would mean some work for you, taking care of her?

JOYCE

(sighs and leans back
in bed)

Oh, thank god.

BUFFY

I'll do it, anything.

DR. KRIEDEL

(sighs, shakes his head)

There are medications to administer, I'd have to go over those with you, and I'd need for you to check her vitals, watch her pretty closely. I'm afraid you won't get a lot of sleep.

BUFFY

(shrugs)

I'm not much of a sleep person anyway.

JOYCE

(anxiously)

Can we go now?

(starts to get out of bed)

Let's go now!

BUFFY

Oh, hold on a minute!

(stops her)

Lemme get all the medications and all the instructions on how to do everything.

DR. KRIEDEL

She's right. Let's do this right. We don't wanna forget anything.

Joyce sighs.

Cut to: Dawn sitting in the hallway reading her book. Shot of her from overhead, in the alien creature's point of view. Shot of Dawn reading as we see the creature crawling along the ceiling above her head.

Cut to: Willow and Tara walking through forest, night. Then we see Riley, Xander, **Steven**, Anya, and Giles walking behind them. Giles has a flashlight.

RILEY

Everyone stay close.

(to Xander)

I'm glad you called me in on this.

XANDER

Glad you answered.

STEVEN

Unlike last time.

RILEY

Oh, yeah. I'm sorry about last time. Heard I missed out on some fun.

XANDER

Oh, yeah, fun was had. Also frolic, merriment, and near-death hijinks.

RILEY

Look, there it is.

(Pushes past Willow and Tara)

They approach a long trench in the ground. It's about four feet deep, ten feet wide, and several hundred feet long. At its end there's a large chunk of what looks like rock. They all run up to the edge of the trench. Riley jumps down into it as Giles moves his flashlight over the rock.

WILLOW

Wow. We have meteorite.

STEVEN

(amazed)

Wow.

The rock at the end of the trench is steaming or smoking.

ANYA

Is it hot?

Riley puts his hands toward it.

ANYA
'Cause, uh, if there's radiation,
you could like go all sterile.

STEVEN
Probably doesn't matter to him
anyway.

Riley looks alarmed. Xander jumps backward. Riley touches
the rock carefully.

RILEY
No, it's not hot. It's warm. And
broken.
(Kneels to look at it.
Everyone stares.)
It's sort of-

GILES
Hollow.

RILEY
Yeah.

ANYA
So, uh, we're all thinking the
same thing, right?

XANDER
Festive pinata? Delicious candy?

STEVEN
Pinata? I doubt that, Xander.

WILLOW
Something evil crashed to earth
in this and then broke out
and...slithered away to do badness.

GILES
In all fairness, we don't really
know about the slithered part.

ANYA
Oh, no. I'm sure it frisked about
like a fluffy lamb.

STEVEN
Or a bunny.
(snickers)
(off Anya's look)
Sorry, Anya.

TARA

Let's look around. Maybe we can figure out where it went.

They move off. Riley climbs out of the trench to join them. They all go a little way into the woods. Willow moves around some trees and finds the security guard lying on the ground.

WILLOW

It went here!

They all rush over. Riley kneels by the body and feels its neck.

RILEY

No pulse.

STEVEN

That makes sense considering he's not moving.

Xander joins Riley by the guard's head.

ANYA

Yep, the space lamb got 'im.
(Giles gives her a disgusted look)

XANDER

I don't see any marks on him.

WILLOW

I-I know him! He, he was at the hospital, a mental patient. They released him today.

Everyone leans down to look at the body. Riley takes out a pen and brings it toward the guard's mouth.

GILES

Uh, Riley, what are you doing?

RILEY

I'm not sure, there's something...

He sticks the pen in the guard's mouth and it comes out covered with a clear slimy substance. Everyone reacts at the same time, making disgusted noises and covering their noses as it obviously smells bad.

RILEY

Oh, that might be toxic, don't touch it.

STEVEN

(sarcastic)

**Yeah, that was the first thing
running through our heads.**

XANDER

Oh yeah, touching it was my first
impulse. Luckily I've moved on to
my second, which involves dry-
heaving and running like hell.

(straightens up)

Oh, man, does that smell.

ANYA

So what do we do now?

WILLOW

We can't call Buffy.

(beat)

I wanna call Buffy!

TARA

You can't. She's got...life stuff.
That has to come first.

WILLOW

So, so we'll just figure this out
ourselves. We're experienced.

ANYA

Yes, 'cause it seems like we're
always dealing with creatures
from outer space. Except that we
don't ever do that.

STEVEN

Neither does she, Anya.

RILEY

(gets up)

This is definitely new territory.

GILES

Perhaps we should explore a bit
more, head into the woods a bit.

They all look into the woods. It's dark and scary-looking.

XANDER

Who votes research?

Everyone raises their hands and starts to walk away, except
Riley.

WILLOW

Research.

RILEY

Yeah, I think that's a good call. There could have been some other cases like this. I'm gonna stay here, examine the body some more, look around a little bit.

XANDER

Yeah, don't do anything hunterly.

RILEY

No, no, I'm just not great at research, which I'm sure you guys figured out. I like me a good crime scene.

STEVEN

(nods)

You could be a good CSI.

GILES

Um, give us a call if you need help.

RILEY

Believe me, something jumps out at me in the dark...you'll hear me even without the phone. Call me if you learn anything.

WILLOW

You got it.

The group starts to move off.

WILLOW

(to Giles)

I don't wanna be the one who finds the bodies any more.

Steven frowns, hearing that.

Riley watches them go, crouching next to the body. Then he gets up and takes out his cell phone, dials.

RILEY

I need to speak to the man at the desk. This is A...this is Riley Finn. You have an Agent Miller, Graham Miller, he'll tell you who...Yes. Emergency frequency.

Cut to hospital. Pan across a sign reading "Psychiatric Ward." Cut to a ward containing five beds with patients in them. A nurse is moving from bed to bed. One of the patients is muttering.

PATIENT

Cold. Cold.

The nurse moves over to him. His arms are in restraints. The nurse pulls the blankets up over him. Then she turns off the light on his nightstand and walks away.

PATIENT

Wait! You can't go!

(snorts)

Don't you be that kind of barn owl!

(Nurse continues walking away)

Please! Please don't go! Please!

He begins to cry as the nurse turns out the overhead light and leaves the room.

PATIENT

Please! Please! Please don't-

He looks around the darkened room and whimpers in fear. We hear scurrying noises. The patient twists around trying to look under the bed, panting.

PATIENT

I can't see you! I can't see you!
I can't see you!

We see the tail of the alien creature moving behind his bed. Then it climbs up on top of him with a squeal.

Cut to the nurse sitting at her desk doing paperwork. She hears the patient scream and looks up, then goes back to her paperwork.

Cut to the ward. The creature is on top of the patient with its cloven hands on his chest. It spits clear slime out of its mouth all over his face, making a squealing noise.

Shot of the nurse still doing paperwork, eating chocolate.

Cut to Dr. Kriegel in the hospital hall checking some paperwork as Joyce stands behind him, dressed.

DR. KRIEDEL

Well, I guess we're all set then.

He turns and we see Buffy and Dawn on either side of Joyce.
The doctor hands Buffy a piece of paper and three pill bottles.

DR. KRIEGEL

You've got my home phone number,
pager number, and here, these are
the medications I talked to you
about. The sedative and so forth,
painkillers.

BUFFY

Right. No problem.

DR. KRIEGEL

Now, if this is gonna be too much
for you, we can make your mom
perfectly comfortable here.

BUFFY

No. No, no, I-I got this. We
really, really appreciate-

JOYCE

(to Buffy)
You look just like your father
when he cries.

Shot of the four of them from the alien's perspective.

Shot of the alien on the ceiling a few feet down the hall,
watching them. We can hear Joyce talking but the words are
inaudible.

Cut back to the group.

BUFFY

(to doctor)
I-I told you she's been-

DR. KRIEGEL

I know. Joyce?
(Joyce is staring
dazedly at Buffy)
Joyce.

(She looks at him)
We're all done here. Why don't
you take your girls home now.

JOYCE

Yes. Yes, thank you. Thank you
for all your help, doctor.

DR. KRIEGEL

I'll see you in a couple of days.

He walks off. The Summers women turn away, Buffy and Dawn flanking Joyce and linking their arms through hers.

JOYCE

Oh, let's get the hell outta here.

Shot of the three of them from the alien's POV as it watches them walk out.

Cut to: overhead shot of Sunnydale, night.

Cut to: inside foyer of the Summers house. The door opens and Buffy enters followed by Joyce and Dawn.

BUFFY

Here we go.

JOYCE

Oh, it's nice to be home.

Buffy closes the door behind them and turns on the lights. Joyce winces and puts her hand to her eyes.

DAWN

Do you wanna go in to bed, Mom?

JOYCE

Buffy, no, that light is too bright. It's too bright.

Buffy rushes to turn the lights off again. Dawn rubs Joyce's shoulders.

BUFFY

Oh, okay, okay!

JOYCE

It's too bright. Buffy, it hurts. It hurts, it hurts my eyes.

BUFFY

It's off, it's off. You know what,

(to Dawn)

why don't you turn off the lights in the living room,

(to Joyce)

and I will take you upstairs and we'll shut off all the lights up there. Okay? Come on.

Buffy leads Joyce upstairs as Dawn moves into the living room.

Exterior shot of the house as the downstairs light goes off and then the upstairs ones. The porch light remains on. Blackout.

Fade in on an aerial view of a pond surrounded by trees, with the alien landing trench beside the pond and a person standing next to it. A helicopter flies into the shot and moves toward the trench. Cut closer as the helicopter search light illuminates the trench and the person, who we see is Riley. The copter lands and several commandos in black clothing and black berets get out and run toward Riley. The one in the lead speaks.

ELLIS

You Finn?

RILEY

Yeah.

ELLIS

Major Ellis. I'm in charge of this op.

(Shakes Riley's hand)

What's the situation, just the one civilian casualty?

RILEY

That I know of. This way.

They all begin to walk. We see that one of the other commandos is Graham.

GRAHAM

You found a stiff in the woods and called us in? Don't you usually call your girlfriend for this kind of thing?

He grins. Riley gives him a dirty look.

They walk up to the body and Ellis kneels beside it.

RILEY

I wouldn't touch that stuff in his mouth if I were you.

ELLIS

Toxic?

RILEY

No, just messy.

(Ellis stands)

Guy seemed to have simply choked
on the stuff.

(Tosses Ellis a small vial)

Near as I can tell, it's some
kind of protein alkaloid.

Ellis holds up the vial and looks at the slimy stuff in it.

Riley gestures and the others follow him. They walk off
toward the trench.

ELLIS

Does this fit the profile of any
Sub-T you're familiar with?

RILEY

Not subterrestrial, Major.
Extraterrestrial.

(Leads them to the

rock at the end of the trench)

It came outta that.

ELLIS

Miller, set the trackers for a
protein signature.

GRAHAM

Yes sir.

RILEY

No good, Major. This alkaloid's
breaking down at an accelerated
rate. It's dissolving too fast to
track.

ELLIS

You got a better idea?

RILEY

Thing came from space. Gotta be
some trace radiation.

ELLIS

We have Geiger counters in the
packs.

RILEY

Shouldn't be too much background
gamma noise out here.

ELLIS

Break 'em out.

They all walk off.

Cut to: exterior of the Summers house, still dark except the porch light.

Cut to: Buffy and Dawn on the living room sofa, watching TV. Dawn rests her head on Buffy's shoulder. Canned laughter from the TV.

View from the alien's perspective as it moves along the ceiling, through the foyer and toward the living room. It sees the girls, turns, sees Joyce coming down the stairs in her nightgown and robe. She walks into the kitchen.

Cut back to Buffy and Dawn watching TV. There's a noise from the kitchen as of dishes clinking together. They both look up. Buffy picks up the remote control and turns off the TV.

DAWN

Mom?

More crashing noises. Buffy and Dawn get up.

Cut to Joyce bending over, looking in the refrigerator. The kitchen is dark. There's a sizzling noise. Buffy and Dawn come in.

BUFFY

Oh, my-

Dawn goes to Joyce as Buffy rushes to the stove and turns it off, moving a pan off the burner and coughing as whatever's in it gives off smoke. Joyce straightens up, holding the fridge door, and turns to give Buffy an annoyed look.

BUFFY

Mom, wha-what are you doing?

JOYCE

(angrily)

I'm making breakfast.

(closes fridge, looks

Buffy up and down)

And you shouldn't eat any more,
you're disgustingly fat.

Buffy looks hurt.

Joyce looks confused.

JOYCE

Oh, Buffy, I don't know what I'm doing.

BUFFY

You just need some rest. We'll put you back to bed.

She and Dawn take Joyce's arms and lead her out. As they walk past the door leading down to the basement, we see that it's slightly ajar and there's light coming from below. Shadows on the door indicate that something is moving around in the basement.

Cut to Joyce's bedroom. Buffy is closing a pill bottle as Joyce swallows some water.

BUFFY

Okay, here we go.
(Takes glass from Joyce)
That will help you sleep. Come on, let's get you all tucked into bed.

Buffy and Dawn stand on opposite sites of the bed and pull the covers over Joyce as she lies down.

Buffy picks up Joyce's bathrobe and moves away as Dawn leans over to caress Joyce's forehead. Suddenly Joyce gasps and sits up, staring at Dawn.

JOYCE

Don't touch me! You - you thing!

DAWN

(backing up)
Mom, please!

JOYCE

Get away from me!
(Buffy comes over and
Dawn gives her an
anxious look)
You're nothing, you're, you're a shadow!

BUFFY

Mom-

JOYCE

I don't know what you are or how you got here!

BUFFY
Mom, it's Dawn.

Dawn backs away, upset, and runs out of the room.

JOYCE
Dawn? Honey, what's wrong?

The door slams behind Dawn. Buffy turns to Joyce.

BUFFY
She's .. just tired. We all are.
(She coaxes Joyce to
lie down, which Joyce
does, looking worried)
Come on, go to sleep. I'll check
in on you in a little bit.
(Exits)

Cut to Buffy entering Dawn's room. Dawn is sitting on the bed.

DAWN
(teary)
She hates me.

BUFFY
(kneeling beside the bed)
No.

DAWN
She called me a thing.

BUFFY
She loves you. Okay? She's not
herself.
(puts her hand on Dawn's)
I told you what the doctor said
about the tumor.

DAWN
(shakes head)
No, not just Mom. People. They
keep saying weird stuff about me.

BUFFY
Are you talking about the man in
the hospital?

DAWN
He called me a thing too. And
there was another one. Weird guy
outside the magic shop.
(MORE)

DAWN (CONT'D)

(Buffy looks concerned)
He said I didn't belong. He said
I wasn't real.

(Buffy sighs)
Why does everybody keep doing
that? What's wrong with me?

BUFFY

Nothing. It's not you. I think
there's something that happens in
people's brains when there's
something wrong. It's, it's like
a short-circuit...and it makes
them feel like nothing's real
except for them. That's all it is.

Dawn looks unconvinced.

BUFFY

Look, it is not you.
(Gets up to sit on the
bed next to Dawn)
Okay? And if anyone says anything
like that to you again, don't
listen. Even if it's Mom.

Dawn stares at her, then shakes her head.

DAWN

(softly)
I hate it.

BUFFY

I know.
(puts her hand on
Dawn's shoulder)
Just don't listen.

Cut to: Xander staring at a small model of the solar system,
which is hanging above his head. Behind him we see Giles,
Steven and Willow sitting at a table covered with books.
There are bookshelves everywhere.

XANDER

Look at how teeny Mercury is
compared to, like, Saturn.
Whereas in contrast, the cars of
the same name-

GILES

Xander, please, we have work to
do here.

XANDER
(walks toward them)
I still don't get why we had to
come here to get info about a
killer snot monster.
(Sits)

GILES
Because it's a killer snot
monster from outer space.
(Pauses)
I did not say that.

STEVEN
(grins)
Yes, you did.

Xander gives Giles an amused look. We see Willow is working
on a laptop computer.

GILES
(in lecture voice)
Demons enter our world in all
sorts of different ways, this one
came from above.

STEVEN
Ya think?

XANDER
And the university library's
astronomy section is the home of
aboveness. Got it. Hey, take in
the study material, too.
(Holds up a book
titled "Meteors and You!")

Anya and Tara approach.

TARA
We've been scouring all the
international periodicals for any
other meteorite landings in the
last week.

ANYA
Big zippo.
(Sits)

GILES

Well, then it would appear that the world is not being invaded.

STEVEN

I vote a big "yay" on that.

TARA

I'm pretty pleased about that.

WILLOW

Uh, guys? I've got some stuff.

(Everyone looks at her.)

The most recent meteoric anomaly was the Tunguska blast in Russia in 1917.

(Giles gets up to come behind her and look at the screen)

Some witnesses claimed the meteor was hollow.

XANDER

Hmm. Maybe with a chewy demon center like ours.

GILES

How far back does this list of anomalies go?

WILLOW

Pretty far. Back to the Queller impact in the twelfth century.

TARA

The what?

WILLOW

Queller. I-I don't know why they call it that, it didn't hit a place called Queller or anything. It landed just outside of Reykjavik in Iceland.

XANDER

Wait, I just saw...

(flipping pages)

Queller. Quell...here, here!

"Primitive people used to believe that the moon was a cause of insanity.

(MORE)

XANDER (CONT'D)

Sometimes they would pray to the moon to send a special meteor to fix the problem the moon had caused. These meteors were expected to *quell*"

(slams the book down
on the table)
the madmen.

TARA

The man in the woods. He was a mental patient.

XANDER

And he got pretty well...quelled.

WILLOW

Okay, I'm looking in history right now. It says in the Middle Ages there were these sweeping plagues of madness. People were losing their marbles everywhere. But then it would suddenly subside. And these dates look pretty close. Like-like maybe it happened after each one of the meteor events.

GILES

So something emerged from the meteors...and quelled the madmen.

XANDER

Meteor go boom, crazy guy goes bye-bye.

TARA

Xander's little book made it sound like this Queller thing had to be summoned. So...who summoned it?

XANDER

Who else? My money's on Glory, our resident beastie summoner.

WILLOW

We should call Buffy. E-except we can't call Buffy.

(looks up at Giles)
Can we?

GILES
No, but we better call Riley.

STEVEN
**I don't know if that's a good
idea, personally.**

Cut to Riley talking on his cellphone.

RILEY
Queller demon?

WILLOW
(on phone)
Yeah, that's our perp. It's sort
of a
(Cut to Willow on a
pay phone in the library)
scavenger that can be summoned to
kill-

RILEY
(on phone)
Crazy people.

WILLOW
Yeah, how'd you know?

Cut to Riley in the hospital psychiatric ward. We see
another commando in the background.

RILEY
'Cause I've got five corpses here
at the mental ward at Sunnydale
Memorial.

WILLOW
(on phone)
You're at the hospital? Oh,
listen, Riley, I...I saw Buffy's
mom earlier, and she was acting
kinda...wacky. Insane wacky, if
you know what I mean?

RILEY
It's okay. Joyce was released
earlier today. That intern, um,
Ben, told me. They're safe at home.

WILLOW
Oh, good. A-and the thing, the
Queller, is it still there?

RILEY

We - I think I've got it cornered
in the air ducts.

Ellis comes up and taps Riley on the shoulder, then nods to him. Riley holds up a finger to say "just a moment."

RILEY

Look, Willow, keep at what you're
doing. Call me if you find out
how I can kill this thing.

WILLOW

Well, okay, but shouldn't we come
help-

(She hears a dial tone
as Riley has hung up)
Ooooookay.

(Hangs up and walks away)

Cut to Joyce in bed, talking angrily.

JOYCE

I wish that someone had bothered
to tell me that there would be
tennis being played!

Overhead shot of Joyce lying on her bed, on her back with her knees bent and her hands on either side of her head. The blankets are shoved to the end of the bed.

JOYCE

I just didn't know. Those eyes...
(grimly)

Those eyes, they're like gasoline
puddles!

(quieter)
Tell me. Tell me because I need
to know why, why are you staring
at me like that?

Cut to Dawn in her room, lying in bed. Joyce can be heard still talking. Dawn hugs a stuffed animal and listens unwillingly.

JOYCE

(OS)

What are you asking me? You are
asking me, aren't you? Is this a
test? And if this counts for the
final grade, I need to know now!

(MORE)

JOYCE (CONT'D)
 (Dawn makes faces, not
 wanting to hear this)
 Okay, there are teachers, and
 they put this on the syllabus,
 but they do not stare down at
 you, they do not cling,
 (teary)
 they do not look down on you....

Dawn grabs her pillow and pulls it over her ears, trying to blot out the sound, but she can still hear it.

JOYCE
 (crying)
 You know there are people who are
 nice, and they give you presents,
 even when you are bad.

Cut to kitchen. Cheerful Spanish music is playing on the radio. Buffy turns up the volume and begins washing dishes. She bites her lips as she works, trying not to cry, but after a few dishes she begins to sob. She wipes her nose with the back of her hand, tries to compose herself, then breaks down in tears, putting her hand over her face.

Cut back to Joyce's bedroom. She is still lying on her back talking to the ceiling.

JOYCE
 Does someone know you're here?
 Because they should have told you
 that at the gate. You are *not*
 supposed to be here. I need to
 rest now. I-I don't like the way
 you're staring at me!
 (She pauses for a
 moment, staring wide-eyed)
 Did they tell you that at the gate?

Side shot of Joyce in her bed and the Queller on the ceiling above her.

JOYCE
 (firmly)
 Stop staring at me, I don't like it!

The Queller squeals. Blackout.

Exterior hospital. Graham comes out the door, holding a Geiger counter. He walks a few steps staring at it, then stops as Ellis, Riley, and other commandos emerge behind him.

GRAHAM

Trail stops here, edge of the parking lot.

ELLIS

It stops?
(Graham nods)

RILEY

A car. It hitched a ride.
Probably underneath. So much for containment.

ELLIS

So some poor mental patient checks out of here today, drives away with this thing,
(Riley looks alarmed)
took it right to his own home.

RILEY

Checked out today.

ELLIS

(to another commando)
Get me a list of all patients discharged in the last 24 hours.

RILEY

No. I know where it's going.
We've gotta move, now!

They rush off.

[Transcriber's Note: As near as I can tell there are three doors to Joyce's bedroom. One leads to the hallway, one next to that leads to Dawn's room, and the door on the other side of the bed leads to Buffy's room. The bathroom is across the hall from Dawn's room and has two doors, one going to the hall, the other going into Buffy's room. This is relevant for the following scene...]

Cut to Joyce still in her bed staring up at the alien.

JOYCE

I'm going to close my eyes, and
when I open them, you are going
to go away.

The Queller squeals and drops down on top of Joyce. She screams.

Dawn hears the scream and gets up.

Joyce struggles against the Queller.

JOYCE

Get off me!

It spits its slime onto her face. She shakes her head trying to dislodge it.

Dawn opens the door and sees the demon on top of Joyce. She gasps. The Queller looks at her as she grabs a coatrack from her room and shakes the clothing off of it. She attacks the demon with it, shoving it off the other side of the bed.

Most of the slime seems to have hardened on Joyce's face. She pulls it away, gasping and panting. Dawn looks around, scared.

The Queller arises from behind the bed and launches itself at Dawn, squeaking. She screams and runs back into her room. The Queller chases her, crawling along the floor. Dawn runs through her room and out into the hall, as the Queller enters the hall from Joyce's room. Dawn runs into the bathroom and slams the door.

DAWN

Buffy!!

Cut to Buffy still crying in the kitchen. The radio and the running water from the sink are loud, so she doesn't hear Dawn yelling. She wipes hair back from her face and sniffles.

Dawn runs through Buffy's room and into Joyce's room from the other door. Joyce is sitting up on the bed, clawing at her face and gasping. Dawn closes the door, grabs an exercise bike and pushes it in front of the door, runs to the other door (leading to her own room) and slams it shut too.

Cut to Buffy in the kitchen. She splashes water on her face, reaches for a towel and dries her face.

Cut to Dawn in Joyce's room. She opens the door leading into the hall, and yells as loud as she can.

DAWN

BUFFY!

Buffy hears the scream and whirls around, dropping the towel.

Dawn slams the door shut again.

Buffy races out of the kitchen, down the hall and up the stairs. She opens the door to Joyce's room and finds Dawn and Joyce on the bed, still wiping slime off of Joyce's face.

BUFFY
What? What is it?

DAWN
There's something out there,
Buffy. It's after Mom!

BUFFY
You guys stay in here. Don't
leave this room.

As Buffy closes the door, the Queller drops from the ceiling and lands on her face. She grabs it and they struggle, slamming against a wall and then tumbling down the stairs. The Queller squeaks and crawls away. Buffy rubs her neck and looks around in confusion.

Cut to Joyce and Dawn on the bed in the dark bedroom, hugging each other tightly.

JOYCE
It's okay, my baby. It's okay.

Dawn stares at the door over her mom's shoulder, looking scared.

Buffy walks slowly through the dark house, looking around for the Queller. She goes into the kitchen, goes over to the knife rack and takes out the largest knife. She spins around wearing her tough-Slayer expression and continues looking around, moving back toward the hallway. We hear creaking noises.

As Buffy nears the door to the basement, it suddenly pops open. She jumps in alarm and raises the knife. Spike emerges from the basement and gives her a wary look. Buffy sighs. Spike closes the basement door.

BUFFY
Spike?

SPIKE
Yeah. Listen, uh, did you hear a
noise?

BUFFY
What the hell are you doing in my
house?

SPIKE
Right then, caught me.
(takes a deep breath)
Your basement's full of junk. And
me being in need of, uh, junk...

BUFFY
(can't believe it)
You were stealing?

SPIKE
Well, yeah. Can't exactly work
the counter at Burger Barn, can I?

He has something in his hand. He tries to slip it into his pocket without being noticed, but Buffy spots it.

BUFFY
Wait, are those pictures of me?

The Queller attacks from the left, jumping onto Spike's face and knocking him to the ground. He cries out as he lands on the floor with the Queller on top of him, choking him. They struggle. Buffy grimaces and raises her knife, looking for an opening.

Spike's flailing foot kicks Buffy's hand and the knife flies away. Buffy winces in pain and makes an exasperated face.

The Queller turns and sees Buffy. It squeals and attacks her as she moves toward it. They slam against a wall and fall down with the Queller on top. Buffy punches it and throws it off her, starts to scramble backward on her butt, into the hallway toward the front foyer.

Spike picks up the knife and whirls around.

SPIKE
Buffy!

He throws the knife to her. She catches it just as the Queller knocks her down again and climbs on top of her. She stabs the knife into its back. It screams. Buffy stabs it again and again until it stops screaming and falls still. Buffy gasps and makes a pained face, rolling the Queller off of her, then lying back with a sigh.

Spike holds out his hand. Buffy takes it and he pulls her to her feet. Just as she rises, the door bursts open and Riley comes in, followed by the commandos. Spike and Buffy turn and see more commandos coming in the back door. The commandos yell random orders to each other.

Riley looks at Spike and Buffy apparently holding hands. Spike gives him a sour look.

RILEY
(to Buffy)
Are you okay?

Buffy frowns at him, then rushes to the stairs.

SPIKE
(to Riley)
You just missed a real nice time.

Riley looks down and sees the Queller lying dead with the knife in its back.

Buffy bursts into Joyce's bedroom.

BUFFY
It's gone. I killed it.

JOYCE
(relieved)
Oh god.

DAWN
It's gone? You promise?

BUFFY
I promise.
(Both Dawn and Joyce
hug her, putting their
heads on her shoulders.
She puts her arms
around them)
Everything's all right.
Everything's all right.

Cut to: exterior hospital, night. Ben comes down some stairs, walks over to a car, unlocks it and gets in, looking around nervously. As he closes the door, a voice speaks up from the back seat.

DREG
It's strange.
(Ben looks up,
startled, and looks at
him in the rear-view mirror)
A body might ask what exactly it
is you think you're doing. He
might ask what all this was meant
to accomplish. Because to a
humble postulant, it looks like
chaos. Like unnecessary attention
drawn where it ought not to be.

BEN
(angrily)
Get out!

DREG

Sir.

Dreg gets out, stands by the driver's-side window.

DREG

Sir, forgive me. I just want to understand. Why summon the Queller?

BEN

What do you think? Because I'm cleaning up Glory's mess. Just like I've done my whole damn life.

He starts the car and drives off as Dreg watches.

Cut to hospital. A nurse is putting an IV in Joyce's arm as Buffy sits on the bed by her, holding her other hand. Joyce winces as the needle enters her arm. The nurse finishes and leaves. Buffy sighs.

JOYCE

Buffy, uh,
(clears throat)
I'm gonna ask you something, a-
and if I'm, if I'm being crazy
you just tell me, okay?

BUFFY

(nods)
You got it.

JOYCE

The other day...well, actually,
I'm, I'm not sure when, the days
seem to all bleed together...

BUFFY

It's not important.

JOYCE

No, I guess it isn't. I do know I
was...pretty out of it, and I
had...not-not a dream...exactly,
more like I had this...knowledge,
i-it just came to me like
....truth, you know?

(Buffy frowns)

Even though it didn't
seem...possible, even though I
shouldn't even think such things.

BUFFY

What?

JOYCE

That Dawn...

Buffy looks very startled.

JOYCE

She's not...mine, is she?

Buffy stares at her mom, then looks down. She comes to a decision and looks Joyce in the eye.

BUFFY

No.

Joyce absorbs this for a moment.

JOYCE

She's...she does belong to us, though.

BUFFY

Yes, she does.

JOYCE

And she's important. To the world. Precious.

(Buffy nods)

As precious as you are to me.

Buffy smiles and nods again. Joyce nods back.

JOYCE

Then we have to take care of her. Buffy, promise me. If anything happens, if I don't come through this-

BUFFY

Mom-

JOYCE

No, listen to me. No matter what she is, she still feels like my daughter. I have to know that you'll take care of her, that you'll keep her safe. That you'll love her like I love you.

BUFFY

(teary)

I promise.

JOYCE

Good. Good.

They hug.

JOYCE

Oh, my sweet brave Buffy. What
would I do without you?

Buffy hugs her mom tightly, looking as if she'd like to ask the same question.

Cut to Joyce on a gurney, being wheeled away. She has one arm up behind her head and she smiles down the hall as she moves backward.

Shot of Buffy and Dawn with arms around each other, watching. Behind them we can see Riley, Xander, Anya, **Steven**, Giles, Tara, and Willow. The camera moves back from them as if we see them from Joyce's perspective.

Shot of Joyce looking very calm as the nurses take her away.

Shot of the others watching. The camera continues to pull back from them and then fades to black.

Executive Producer: Joss Whedon.