

SARAH MICHELLE GELLAR
Buffy Summers

NICHOLAS BRENDON
Xander Harris

ALYSON HANNIGAN
Willow Rosenberg

EMMA CAULFIELD
Anya Jenkins

MICHELLE TRACHTENBERG
Dawn Summers

JAMES MARSTERS
Spike

ANTHONY STEWART HEAD
Rupert Giles

KALI ROCHA
Halfrek

DB WOODSIDE
Principal Robin Wood

ALEX BRECKENDRIDGE
Kit Holburn

DAVID ZAPEDA
Carlos Trejo

"Title"

by

Your Name

Two to Go

EXT. SUNNYDALE FOREST- NIGHT

BUFFY, XANDER, **STEVEN** and ANYA run through the forest, desperate to get back to Sunnydale in time to stop Willow from harming Jonathan and Andrew.

Xander stops and leans against a tree, panting.

XANDER

I think I'm gonna be sick.

ANYA

Again?

BUFFY

Xander, we don't have time.

XANDER

I know, it's just... what happened back there. The sounds of it. The smell.

BUFFY

I know.

STEVEN

(in shock)

I was closer than ever to it...I--I can't believe...

XANDER

Willow did that.

STEVEN

I can't believe I was with her...

BUFFY

That's why we have to keep moving. You heard what she said. "One down."

ANYA

She was talking about "two to go", right? Jonathan and what's-his-face... the other guy.

BUFFY

Andrew.

STEVEN

Where are they now?

BUFFY

They're sitting at county jail
without a clue Willow's coming.

XANDER

You don't think she's gonna kill
them, too? She wouldn't. Doesn't
make sense.

BUFFY

Willow's got an addictive
personality. She just tasted
blood. She could be there already.

ANYA

No, she couldn't. A witch at her
level? She could only go airborne.
It's a thing- more flashy,
impresses the locals- but it does
take longer.

XANDER

Longer than what?

ANYA

Teleporting.

Anya disappears, leaving only a ripple in the air.

XANDER

Right! Vengeance demon.

(to Buffy)

Well, at least she'll get there
first.

BUFFY

I'm counting the ways that can go
wrong.

XANDER

Well, Anya can handle herself.

BUFFY

Against Willow? Tonight? Don't be
too sure.

XANDER

Well, she should be coming down
at some point, shouldn't she? I
mean, back there, she was out of
her head, running on grief and
magicks.

BUFFY

Doesn't matter. Willow just killed someone. Killing people changes you. Believe me, I know.

STEVEN

If you're talking about what I think you're talking about, Buffy...it wasn't you.

BUFFY

That's not the point.

(sighs)

The point is...

XANDER

Warren was a cold-blooded killer of women just warming up. If you ask me, the bastard had it coming to him.

BUFFY

Maybe. Andrew and Jonathan don't.

XANDER

This is still Willow we're dealing with, right?

BUFFY

I hope so. Whatever she's going through, we have to stop her. Maybe we can actually do that if we can get to your...

They come upon Xander's smashed and wrecked car.

BUFFY

...car.

STEVEN

Oh my God.

XANDER

Willow.

BUFFY

I guess she wants to finish the job without us tagging along. Meet **us** at the jail.

XANDER

Sure. How're you gonna...

Steven and Buffy vault over the wrecked car and **sprint** off into the night. A second later, **they're** gone.

XANDER
Okay, then! I'll just catch up.
She's only my best friend, you
know. No big deal, just...

He slams his fist down on the car's hood.

XANDER
...glad I could help.

Opening credit sequence.

INT. SUNNYDALE POLICE DEPARTMENT- CELL BLOCK- NIGHT

ANDREW and JONATHAN sit in their cell, morosely watching the trustees mop the floors. Andrew has his wrist to his ear.

ANDREW
Dude, move like a foot to your left.

JONATHAN
What for?

ANDREW
I'm trying to hear something.

JONATHAN
Like what?

ANDREW
Signals.

JONATHAN
Oh, for crying out loud. Signals?
Who from? Your probe-happy alien
friends? Say... maybe we can
trade a pack of cigarettes in for
tinfoil. Make you a nice little
antenna hat.

ANDREW
Laugh it up, fuzzball. I figured
it out. Warren never abandoned us.
Well, not me, anyway. This is
like his test. If we can figure
out how he's communicating with
us, then we'll be, you know, worthy.

JONATHAN
You're checking for implants?

ANDREW

Lex Luthor had a false epidermis escape kit in Superman vs. the Amazing Spider-Man, Treasury Edition.

JONATHAN

Okay, first of all, those were sonic disruptors. Second of all, you are sadness personified. Waiting for Warren? Yeah, maybe he'll come bust us out of here on Santa's magic sleigh.

ANDREW

I'm telling him you said that!

JONATHAN

Why wait? Tell him right now.

(into Andrews elbow)

Hey, Warren, do you read me? Your girlfriend's pathetic. Over.

ANDREW

Shut up, Jerkathan! You see this? This is why we get jet packs and all you get is left behind.

JONATHAN

So you admit it.

ANDREW

Why not? You were out of the Trio a long time ago in a galaxy far, far away. And you want to know why, little feller? No respect for the chain of command.

JONATHAN

Yeah, see how far it's gotten you? Checking every hole in your sad little body for transmitters that don't exist.

ANDREW

Oh, I'll find it if I have to check every hole in my body and yours!

Andrew pushes Jonathan and they start grappling with each other.

JONATHAN

Get off!

ANDREW

Make me!

Anya suddenly materializes in the cell with them.

ANYA

There you two are.

ANDREW

(to Jonathan)

You do that?

Jonathan shakes his head no.

ANYA

Listen to me. We have to get you
out of here or you'll both be
killed. Guard!

JONATHAN

What's going on?

ANYA

Guard!

ANDREW

Stop that!

(to Jonathan)

I don't trust her. Do you trust
her? This is major uncool.

JONATHAN

Anya? You're going to have to
break this down for us a little.

ANYA

Warren shot Buffy. Warren shot
Tara. Buffy's alive. Tara's dead.
Willow found out and being the
most powerful Wicca in the
western hemisphere, decided to
get the payback... with interest.

ANDREW

What happened?

ANYA

She joined up with Steven and the
two of them went on a vengeance
mission.

ANDREW

What about Warren?

ANYA

They killed him. Steven blew off his head using a gun and then Willow ripped him apart and bloodied up the forest doing it. But Steven's okay now...it seems that his vengence only worked while he was in Willow's vicinity.
Now she's coming here and the two of you are next.

ANDREW

Oh, my god... Warren.

JONATHAN

Oh, my god... me. Guard! Guard!

ANDREW

We didn't do anything.

The GUARD gets up from his desk and walks down the hall to the cell.

GUARD

All right, all right. What do you-

(sees Anya)

Who the hell are you?

ANYA

Something's coming. Something bad. You have to let these men out of here or I guarantee you there will be hell to pay.

GUARD

Okay, what exactly is coming?

ANYA

One of the many things in this world you are not prepared to deal with.

GUARD

Is that a fact?

ANYA

Yes. And we're running out of time so just believe me when I tell you

(teleports through the bars)
these things are real, they're dangerous and they're coming.

The guard steps back, speechless.

CUT TO:

EXT. SUNNYDALE POLICE DEPARTMENT- NIGHT

An OFFICER sits in his cruiser outside the station, going over a report. He looks up, confused, as the coffee cup on the dashboard starts vibrantly violently.

He turns just as WILLOW materializes in the parking lot with a burst of light and wind. Plasma discharges arc all around her.

The officer gets out of the car and approaches her.

OFFICER

What the hell was that? Listen, I don't what you think you're doing but just-

WILLOW

Take a nap.

The officer instantly collapses to the pavement, unconscious. Willow looks up at the second floor of the station, sensing Jonathan and Andrew in the cell block overhead. She starts to focus her concentration.

CUT TO:

INT. SUNNYDALE POLICE DEPARTMENT- CELL BLOCK- NIGHT

Andrew and Jonathan watch anxiously as Anya tries to convince the guard to let them go.

ANYA

So please stop looking at me like it's your first trip to the circus and do your job. Let them out.

CUT TO:

EXT./INT. SUNNYDALE POLICE DEPARTMENT- CELL BLOCK- NIGHT

Willow focuses her power on an inset of bricks in the second-floor wall. After a moment, the masonry starts to crumble and the bricks are ripped free one at a time.

In the cell, Andrew and Jonathan recoil in fear as large holes appear in the wall of their cell.

The guard shakes his head in amazement.

GUARD
You three stay here.

ANDREW
Oh, like we have a choice.

GUARD
Don't move. You'll be safe here.

ANYA
Are you even listening? This is
the one place they won't be safe.

The guard ignores her and runs to the stairwell.

Out in the parking lot, Willow continues her assault. Larger and larger chunks of the building peel away and rain down on the squad cars, crushing them like cans. Willow raises her hand as several officers run out of the building.

WILLOW
Back off.

One of the men shoots across the lot and crashes through the windshield of a wrecked cruiser. Another flips head over feet and lands on the asphalt, unconscious. The sergeant motions for the rest of the men to hold their ground.

Willow turns her attention back to the building.

Upstairs, the bricks continue to shoot out of the walls, the hole ever widening.

ANDREW
Stop it! Just stop!
(to Anya)
Why is she doing this? Tell her
we didn't do anything.

JONATHAN
Yes, we did. We signed on. We
teamed up. We wanted to see where
our plans would take us. Well,
take a look! This is it.

ANDREW
Maybe for you.

CUT TO:

EXT. SUNNYDALE STREETS- NIGHT

Buffy runs up, **followed by Steven**, peering around the corner as the police surround Willow but keep their distance from her.

Concerned and frightened for Willow, Buffy turns, **followed by Steven**, to the rear door of the police station.

CUT TO:

INT. SUNNYDALE POLICE DEPARTMENT- CELL BLOCK- NIGHT

Andrew pleads with Anya.

ANDREW

Anya, teleport us out of here.
Please, take us with you!

ANYA

I can't. It doesn't work that way.

Another huge section of the wall falls away.

ANDREW

Oh, god... help!

CUT TO:

INT. SUNNYDALE POLICE DEPARTMENT- SQUAD ROOM- NIGHT

The rear door shatters. Buffy runs in, **followed by Steven**, and heads for the stairwell.

CUT TO:

EXT. SUNNYDALE POLICE DEPARTMENT- NIGHT

A dozen officers and detectives encircle Willow, their guns drawn, shouting commands at her. She ignores them, extends her arms and rises off the ground and up to the shattered facade of the station.

CUT TO:

INT. SUNNYDALE POLICE DEPARTMENT- CELL BLOCK- NIGHT

Willow steps into the jail cell only to find it empty. The bars are ripped open and Jonathan and Andrew are nowhere to be found.

WILLOW

Buffy...**Buffy and Steven...**

ANYA

Willow, just stop for a second
and listen to--

Plasma arcs from Willow's hands and slams into Anya, hurling her against the wall and knocking her out.

Willow turns and screams a banshee shriek, the sound so loud it causes the building to tremble in its foundation.

FADE OUT

EXT. SUNNYDALE STREETS- NIGHT

Andrew staggers and grabs the wall for support as Willow's scream tears through his skull.

ANDREW

Aghhh! What's that sound? God, it kills.

Jonathan and Andrew cover their ears, desperately trying to block the hideous noise. Buffy seems unaffected, **as does Steven**, and peers around the corner of the building at the officers still grouped in the parking lot. Willow's scream is incapacitating them, just as it is Andrew and Jonathan.

BUFFY

We're gonna have to make a run for it.

ANDREW

Are you kidding? She's like Dark Phoenix up there. You expect us to just outrun her?

BUFFY

Pretty much.

STEVEN

She's right, you two. We don't have a choice.

At the sound of screeching breaks behind them, Buffy turns to find Xander pulling up in a police cruiser.

STEVEN

(impressed)

Nice car.

XANDER

Get in.

BUFFY

Go! Go!

Xander pulls out into the lot, circling around the confused and panicked police officers.

CUT TO:

EXT. COUNTY ROAD- NIGHT

Xander drives down the rural road, checking his mirrors.
Buffy does the same from the passenger seat while Andrew and Jonathan cower in the back.

BUFFY
Is she coming?

XANDER
I don't see anything.

BUFFY
(to nerds)
Are you guys all right? Are you injured?

JONATHAN
I don't think so.

ANDREW
Where are you taking us?

BUFFY
We'll find someplace safe and
we'll keep you there until we can
stop Willow.

ANDREW
Run and hide? That's your
brilliant plan?

STEVEN
You got a better one?

JONATHAN
I don't believe this.

XANDER
Boys, if you don't knock it off,
I will pull this car over and you
can just walk to your painful
deaths from here.

CUT TO:

EXT. SUNNYDALE POLICE DEPARTMENT- NIGHT

The door to the station opens and Willow strides out, her
senses tracking those she seeks.

CUT TO:

EXT. COUNTY ROAD- NIGHT

JONATHAN

I don't get it. Willow's a witch.
Why doesn't she just wave her
arms and make us dead?

BUFFY

Because she doesn't want you dead.
She wants to kill you.

STEVEN

(confused)
What's the difference?

ANDREW

But we didn't do anything.

Buffy backhands Andrew in the face.

ANDREW

Ow!

XANDER

I hate to admit it, Buff, but
Jonathan may have a point. Why
isn't she right here, right now?

BUFFY

Maybe she's just getting her mojo
up and running or maybe she
hasn't figured out exactly how
much power she really has yet.
Neither have we.

XANDER

Guess we keep running, then.

JONATHAN

I still can't believe that was
Willow. I mean, I've known her
almost as long as you guys.
Willow was... you know? She
packed her own lunches and wore
floods and was always... just
Willow.

STEVEN

(sighs)
I know what you mean.

Everyone is suddenly thrown forward from a violent rear impact.

XANDER

Jeez it!

ANDREW

What was that?

Xander looks into the mirror and sees a massive semi-tractor-trailer truck looming behind them, Willow standing on the roof of the cab, her arms extended, controlling the speeding vehicle.

XANDER

Just Willow.

The truck driver inside tries desperately to wrench back control of his vehicle but can't move the steering wheel. He finally gives up and lets go as the truck closes in on the rear of the squad car again.

The truck smashes into the rear of the car several times, caving in the trunk and tearing the back bumper free.

XANDER

Any ideas?

BUFFY

Drive faster!

The truck slams into the car again and starts speeding up, pushing the smaller car ahead of it.

XANDER

This is faster...

JONATHAN

She knows you're in this car,
too, right?

(no answer)

Right?

STEVEN

**I don't think she really gives a
crap right now.**

Jonathan looks out the back window and up at Willow who is panting heavily and swaying on her feet.

JONATHAN

She's draining.

XANDER

She's whating?

Willow collapses onto the roof of the truck.

JONATHAN
Just keep going.

Willow tries to get back up but it's too much for her. The squad car starts to pull away and the truck driver manages to regain control of the truck. He wrenches the wheel hard left and the truck screeches to a halt as the smaller car disappears down the dark road.

ANDREW
Cool.

STEVEN
No, not cool. We have to stop
her.
(sighs)
One way or another.

CUT TO:

INT. SPIKE'S CRYPT- NIGHT

DAWN paces anxiously while CLEM tries to distract her with feckless banter. At the moment, he's rating different types of snack food for her.

CLEM
Not that I'm knocking the nacho
cheese ones. I like the taste.
It's just the texture I can't
deal with. So gritty. Kinda hurts
my tongue. So I give them a 7,
maybe a 7.5 and... you think this
is dumb, don't you?

DAWN
No! No, as taste tests go, this
is definitely one of the better
ones I've been to.

CLEM
I get it. No biggie. You want to
play cards?

DAWN
Clem...

CLEM
I can be a real boredom buster if
you just give me half a chance.

DAWN
It's not you.

CLEM

Still, I feel responsible. It's not fair. A girl your age cooped up in a crypt. Tell you what... let me get my hat and my coat, I'll take you to a movie. We'll go nuts! PG-13...

DAWN

Clem, look at me. Do I look weak to you? Or incapable?

CLEM

Heck no.

DAWN

So why am I stuck here?

CLEM

No good reason I can see.

(beat)

I'm still real sorry about what happened. If there's anything I can do to help, just name it.

DAWN

Anything?

CLEM

Oh, you're not go and get yourself in trouble now, are you? Or me! 'Cause your sister's the Slayer. I'm a demon. That's real good incentive to get along with her.

DAWN

I need a demon to help me.

Clem hesitates, uncertain.

DAWN

Spike would have.

CLEM

Spike's gone.

CUT TO:

INT. SENEGAL, AFRICA- DEMON CAVE- DAY

SPIKE paces shirtless in front of the Asphyx DEMON.

DEMON

You understand, then?

SPIKE

Yeah, it's not like you haven't been clear about it, o great mysterious one. This is a test. I don't get what I want unless I pass said test. That about the size and shape?

DEMON

Yes.

SPIKE

And since your pad is decked out gladiator-style and no No. 2 pencils have been provided, I guess we're not starting with the written.

Spike turns around as a brawny and muscled man enters the cave behind him.

SPIKE

Oh, here we go, then. Just me and the walking action figure.

(to demon)

I'm venturing this would be a kill-or-be-killed type of situation, then?

DEMON

To the death.

SPIKE

Right.

(to opponent)

Here we are now. Entertain us.

The man knocks his fists together and they instantly ignite.

SPIKE

Son of a-!

He attacks Spike with his flaming fists as Spike stumbles backward to avoid being scorched.

CUT TO:

EXT. SUNNYDALE INDUSTRIAL DISTRICT- NIGHT

Dawn and Clem walk among the deserted warehouses and loading docks.

DAWN

Rack's place was right around her last time.

CLEM

(nervous)

Well, I don't feel anything. Oh, well. Not here. Let's go home.

DAWN

You don't feel anything because his place moves. I told you.

CLEM

Know why Rack moves all the time? Because he's shady. A bad element comes down here.

DAWN

I get that. But Willow's part of it now. She is the element. If she isn't around somewhere, Rack may know where she is which is why we need to talk to him.

CLEM

We? In a face-to-face way?

DAWN

Or me. I'll go in there without you.

CLEM

No, no! It's fine. I'm good. It's just Rack's not partial to the floppy-eared. He has a thing. But hey, I'm in. Absolutely.

DAWN

Either way, just get me there.

CLEM

Say Rack does know where Willow is. He's not going to tell you for nothing. He's going to want something.

DAWN

I have money.

CLEM

That's not the kind of something he's going to want. Rack likes little girls.

DAWN
I am not a little girl.

CLEM
I don't know if you've thought
his through. I'm supposed to keep
you safe and this whole thing
is... I mean, even if you find
Willow, you really think you can
stop her?

CUT TO:

INT. THE MAGIC BOX- NIGHT

The door opens and Xander, Anya, Buffy, **Steven**, Jonathan and Andrew walk in.

XANDER
Anya, thanks for getting here so
fast. It's a big help.

ANYA
Once again, Xander in need of big
help.

XANDER
Whatever. So can you still sense
Willow? Knowing her location
would be real big comfort right
about now.

ANYA
No, I can't. Which means whatever
she's feeling, it's gone way
beyond simple vengeance.

STEVEN
"Beyond?"
(scoffs)
Great.

XANDER
Did I mention me needing the
comfort?

BUFFY
Whatever we got, we better grab
it fast. This is one of the first
places she's gonna think to look
for us.

ANDREW

Then what are we doing here? You know, I could summon a demon that would kill her.

XANDER

And I could smack you so hard your eyeballs would switch sockets.

Steven smiles a little at that.

BUFFY

No one is getting killed.
(to Andrew)
Sit down.

She turns back to the stack of blank magick books on the reading table while Anya goes over to the register.

BUFFY

We need to find some sort of magicks that'll stop Willow or at least slow her down.

XANDER

But she drained the place. Took everything.

ANYA

Not everything.

She leans down and unlocks a compartment beneath the register and takes out a wooden box. She opens and takes out an ancient leather-bound tome.

XANDER

What is it?

ANYA

A book of protection spells.
Anti-magick, our last resort.

XANDER

Think you can work this stuff?

She opens the book and nods.

ANYA

Well, okay... good news is the text is intact. Bad news is I can't read a word of it. It's like in ancient Sumerian or something.

Jonathan gets up and comes over.

JONATHAN

Could I take a look at it?

BUFFY

Shut up.

JONATHAN

Right. I just thought, you know, as long as you're protecting us, the least I could do is-

BUFFY

I'm not protecting you, Jonathan. None of us are. We're doing this for Willow. The only reason it happens to be you're lucky day is because if Willow kills you, she crosses a line. I lose a friend. And I hate losing.

JONATHAN

I get that. It's just... you know she's running out of power, right? I can tell. I can practically feel it. I've dabbled in magicks.

STEVEN

(interested)

Really?

XANDER

I think Willow's in a league of her own about now, dabble boy.

JONATHAN

But still, running that hot for that long, it's just a matter of time before you gotta recharge, no matter how juiced-up you are.

BUFFY

Thank you. Now remember that thing we talked about?

JONATHAN

About me shutting up?

(she nods)

Right.

He turns and scurries back to his seat by Andrew. Xander pulls Buffy **and Steven** aside and talks with **them** quietly.

XANDER

Guys, let's say this works and we stop Willow from working the hoodoo for a minute. What then?

BUFFY

I talk to her.

XANDER

Great. And say what?

BUFFY

Look, whatever she's gonna do, she starts with those two. They're the line she cannot cross. And if she is running low on magicks, then she's probably somewhere right now trying to get it all back.

STEVEN

Oh, no...

XANDER

(worried)

What? What is it?

Tight Shot on Steven's feared expression.

CUT TO:

INT. WARLOCK'S LAIR- INNER SANCTUM- NIGHT

Various people lie on the floor, delirious and consumed by magick. RACK sits on the floor playing solitaire. The door opens.

RACK

Hey, babe. I've been waiting for you.

Reveal Willow standing silently in the doorway.

RACK

Guess the rehab didn't take, huh? That's the way it goes sometimes.

He gets up and walks over to her.

RACK

But I gotta say, I could feel you coming a mile away, the power you got.

(MORE)

RACK (CONT'D)

And you know something, sweetness?
I liked it. When you first came
to me, you were just a little
slip of a girl. Look at you now...
all grewed up.

He leans in close, his face inches from hers.

RACK

So full of dark juice... and you
still taste like strawberries.
Only now... you're ripe. You came
because you want something, don't
ya?

(she nods)

I thought so. So tell me,
Strawberry, what on this earth do
you want?

WILLOW

Just to take a little tour.

Plasma bolts shoot from her hand as she buries it in his chest. He gasps in pain and surprise as she lifts him off the floor and feeds off his magickal energy.

CUT TO:

INT. WARLOCK'S LAIR- WAITING ROOM- NIGHT

First Clem, then Dawn materialize out of the ether and into Rack's waiting room.

DAWN

Yay, Clem! Making with the demon
senses. I knew you could find
this place.

CLEM

It's not very clean.

DAWN

Don't wig out on me again.

CLEM

It's just I'm still not so sure
you should be here. I'm not so
sure I should be here.

DAWN

It'll only take a minute. Come on.

She heads for the door to the inner room but Clem hangs back.

DAWN
You want to wait here?

CLEM
If that works for you.

DAWN
Be right back.

She opens the door and walks in.

INT. WARLOCK'S LAIR- INNER SANCTUM- NIGHT

Dawn doesn't see anyone and moves further into the room.

DAWN
Willow?

She turns and comes face to face with Rack's corpse suspended upside-down from the ceiling. She screams and recoils in fright, then turns to run out only to find Willow blocking her way.

WILLOW
Hey, cutie.

FADE OUT

INT. WARLOCK'S LAIR- INNER SANCTUM- NIGHT

Resume. Willow's eyes are now jet black and her skin is laced with dark veins. Dawn backs away, terrified.

WILLOW
What are you doing here? 'Cause if you're looking for me, now's not a great time.

DAWN
You look terrible.

WILLOW
Do I?

DAWN
You're back on the magicks.

WILLOW
No, honey. I am the magicks.

DAWN
Did you kill that guy?

WILLOW

It's an improvement, believe me.

DAWN

I have to go.

She ducks around Willow and runs for the door. Suddenly Willow is in front of her again, blocking her way.

WILLOW

Why? So you can run and tell Buffy?

DAWN

Willow, please. Just listen to me...

WILLOW

You don't have to talk. Just think real loud. I can hear you.

DAWN

You're freaking me out.

WILLOW

Oh, don't be like that. I'm just a little wired. And I have some things to do. I thought if anybody'd understand-

DAWN

I miss Tara too! But this- what you're doing here- this is not the way to go. You're only going to make things worse. But I promise, it's not too late to-

WILLOW

You miss her?

DAWN

(shocked)
Yes.

WILLOW

Did you cry? Of course you did. I get that. I understand the crying. You cry because you're human. But you weren't always.

DAWN

Yes, I was.

WILLOW

No, please. You're telling me you don't remember? You used to be some mystic ball of energy. Maybe that's why you're crying all the time, Dawnie. 'Cause you don't belong here. Want to go back? End the pain? You'll be happier. I'll be happier. We'll all be a lot happier without listening to the constant whining.

DAWN

(tearful)
Willow, stop.

WILLOW

(mocking)
Mom... Buffy... Tara... waah.
It's time you go back to being a little energy ball. No more tears, Dawnie.

Dawn backs up against the wall, then closes her eyes as Willow closes in. Suddenly the door behind them slams off its hinges. Willow turns to find Buffy staring hard at her.

BUFFY

I think you need to get away from her.

CUT TO:

INT. THE MAGIC BOX- NIGHT

Anya is busy trying to translate the spells while Xander watches over her shoulder. **Steven stands in front of the counter, watching Anya.**

ANYA

You're too close.

STEVEN

Sorry, Ahn. I'll back up.

He backs up.

ANYA

Not you. Xander.

XANDER

How am I supposed to read?

ANYA

I don't know. I'm staring right at this stuff and I can't read it.

XANDER

Well, how's the translation coming? What have we got so far?

ANYA

So far we've got "the". Well, either "the" or "towards", I'm not really sure. I can't do this. I'm in retail. Stupid ancient Sumerian.

JONATHAN

I'm pretty sure it's Babylonian. The text is similar but the dialect is completely different.

XANDER

Great. Babylonian. Thanks a bushel. But unless you can read Babylonian, why don't you sit back down?

Jonathan quickly returns to his seat next to Andrew.

ANDREW

Why are you helping them?

JONATHAN

Because they're saving our lives, you moron.

ANDREW

Uh-huh. And what then? Even if they kill that Wicca bitch, you think they're just going to let us walk? They own us.

JONATHAN

So what do you want me to do?

ANDREW

Look around. You know magick. We're in a magick shop. We can take them. The books are sucked dry but so what? There's still like tons of supplies all around us. This is the best chance we're going to get to make it out of here.

JONATHAN

And do what?

ANDREW

Start over. We can be the Duo, you and me. You can even be the leader. I swear I'll take orders. I like taking orders. Just tell me what to do.

JONATHAN

You want an order?

Jonathan stands up and shoves Andrew against a bookcase.

JONATHAN

Grow up.

XANDER

Hey, now, fellas! Play nice or you'll break our concentration.

STEVEN

And then we'll break your necks.

He walks up to them.

STEVEN

(evilily)

And I've killed once. I got no problem killing again. Now don't you dare break our concentration again.

Jonathan lets Andrew go and sits back down.

ANYA

Which means no protection spell.

XANDER

And Willow will make you two boneless chickens skinless, too.

ANDREW

And then what? You think your little witch buddy's gonna stop with us? You saw her! She's a truck-driving magick mama and we've got maybe seconds before Darth Rosenberg grinds everybody into Jawa burgers and not one of you bunch has the midiclorians to stop her.

XANDER

You've never had any tiny bit of sex, have you?

ANYA

The annoying virgin has a point. What if Willow filets their souls and comes after us?

XANDER

She won't.

ANYA

You don't know that.

XANDER

We're her friends, Anya. Her family. She would never hurt us.

ANYA

She tried to use you for a hood ornament, Xander. She doesn't care if you live or die.

XANDER

Guess you two finally have something in common.

ANYA

I care if you live or die, Xander. I'm just not sure which one I want.

XANDER

Again with the comfort. Look, be both know things might get ugly at Wiccapalooza and if it gets really bad-

ANYA

Let me guess. You'll propose?

XANDER

I need to know if you're going to turn on me. Use this little shindig as an excuse for some sweet revenge.

ANYA

There is nothing in this world that would give me greater or more lasting satisfaction than to reap bloody vengeance upon you, Xander Harris. But I can't.

(MORE)

ANYA (CONT'D)

Not officially. Not magickally.
So smile, it's your lucky day.
You got away with it. I can't
hurt you.

XANDER

Right, 'cause you varnishing the
table with Spike- how could that
possibly have hurt? It may have
chafed...

ANYA

That wasn't vengeance. It was
solace. Look, I really can't hurt
you so I'm just going to have to
settle for hating you.

XANDER

If that's what you need to do.

ANYA

Don't! You don't get to play the
martyr.

XANDER

I'm not.

ANYA

You know, none of this would be
happening if it weren't for you.

XANDER

You think I don't know that? You
think I'm the hero of this piece?
I saw the gun before Warren
raised it. I saw it and I
couldn't move. He shot two of my
friends before I could even...

(beat)

You want me to know how useless I
am? That it's my fault? Thanks. I
already got the memo.

Anya looks down, chastened.

ANYA

I was talking about us.

CUT TO:

INT. WARLOCK'S LAIR- INNER SANCTUM- NIGHT

Buffy enters the room and approaches Willow.

BUFFY

You need to back down a minute
and think, Will.

WILLOW

I wasn't going to hurt her,
buzzkill.

DAWN

(sotto)
She tried to turn me back.

BUFFY

(to Willow)
You're attacking the people who
love you now?

WILLOW

Only the ones in my way.

BUFFY

That's not... you need help.

WILLOW

I'm doing fine on my own, thanks.

Buffy edges forward, then grabs Dawn by the arm, pulling her
across the room and propelling her toward the door.

BUFFY

Dawn, get out of here. Go!

Dawn gets to the door but can't open it.

WILLOW

Don't. We're all friends.

BUFFY

Willow, I know what you want to
do but you have to listen to me.
The forces inside you are
incredibly powerful. They're
strong but you're stronger. You
have to remember you're still
Willow.

WILLOW

Let me tell you something about
Willow. She's a loser and she
always has been. People picked on
Willow in junior high school,
high school, up until college,
with her stupid mousy ways. And
now, Willow's a junkie.

BUFFY

I can help.

WILLOW

The only thing Willow was ever good for- the only thing I had going for me- were the moments, just moments, when Tara would look at me and I was wonderful.

(cold)

And that will never happen again.

BUFFY

I know this hurts. Bad. But Willow, if you let loose with the magicks, it'll never end.

WILLOW

(smiles)

Promise?

BUFFY

You don't want that.

WILLOW

Why not?

BUFFY

Because you'll lose everything. Your friends, yourself. Willow, if you let this control you, then the world goes away and all of us with it. There's so much to live for. Will, there's too much-

WILLOW

Oh, please! This is your pitch? Buffy, you hate it here as much as I do. I'm just more honest about it.

BUFFY

That's not true.

WILLOW

You're trying to sell me on the world? The one where you lie to your friends when you're not trying to kill them and you screw a vampire just to feel and insane asylums are the comfy alternative? This world?

(MORE)

WILLOW (CONT'D)

Buffy, it's me. I know you were happier when you were in the ground. The only time you were ever at peace in your whole life was when you were dead... until Willow brought you back. You know, with magick.

Buffy and Dawn sway on their feet and Buffy blinks, confused.

INT. THE MAGIC BOX- NIGHT

WILLOW

Aw, sorry. The trip can be kinda rough if you're, you know, not me.

STEVEN

Willow...

Pull back to reveal they are in the Magic Box now, having been brought there magickally by Willow. Dawn falls to floor, unconscious.

BUFFY

Dawn!

Buffy drops to her knees next to her sister, woozy and disoriented. Willow turns to Jonathan and Andrew and smiles a pitiless smile.

WILLOW

Jonathan. Andrew. You boys like magick, don't you? Abracadabra.

STEVEN

(yells)

(worried)

WILLOW, NO!

Willow thrusts her hands outward and a stream of plasma and magickal energy engulfs the two cowering nerds.

FADE OUT

INT. THE MAGIC BOX- NIGHT

Resume. Willow's magickal energy surrounds Andrew and Jonathan but doesn't touch them. They look at each other, confused and surprised to be alive.

WILLOW

Okay. Didn't see that coming.

ANDREW

What was that?

JONATHAN

We're alive...

WILLOW

You guys want to take it slow? I can do that, too. Ask Warren.

STEVEN

Willow, don't!

WILLOW

You don't get a single say in this. You helped me. Remember?

She sends another burst of dark power at the duo.

BUFFY

Don't!

Again, the primal forces surround them but leave them unscathed.

CUT TO:

Anya stands in the shadows near the front of the store chanting in Sumerian, providing the protection spell that is counteracting Willow's power.

CUT TO:

Willow sees that her second blast has no more effect than the first and stops, staring at Andrew and Jonathan.

JONATHAN

(to Andrew)

Let's get out of here.

They make a break for the door but Willow moves in front of them. They switch directions and head for the back but Willow slams and locks the door from across the room.

WILLOW

No, no... stay. I mean, we're just getting started. I've got big party plans.

Jonathan takes a sword off the wall and brandishes it. Andrew does the same.

BUFFY

Will...

XANDER

No, don't.

WILLOW

Guys, come on. I'm just getting' a wood for the violence here. And you know what they say, if at first you don't succeed...

She sends another stream of energy searing across the room at her enemies.

SMASH CUT TO:

INT. SENEGAL, AFRICA- DEMON CAVE- DAY

Spike reels back against the wall of the cave. He's bloodied, bruised and scorched. He looks up at the warrior with the flaming fists and sneers.

SPIKE

Had enough?

The warrior decks him and he stumbles backward. He takes several more blows to the head and goes down on his knees. Spike looks up with grim determination and catches the next blow in mid-swing. He grips the man's fist in his hand; his skin smokes and sizzles as it burns. He hurls the warrior backward, then cringes at the sight of his seared hand.

SPIKE

Bad move. Bad move. Bad move.

The warrior charges him again. Spike ducks the blow, flips the man to the ground, kicks him in the ribs, then straddles him from behind. He seizes the warrior's head and wrenches it violently to the side, snapping his neck. The man drops to the ground at Spike's feet, dead.

SPIKE

(to demon)

Looks like local boy loses.

DEMON

So it would appear.

SPIKE

Good on me, then. I get what I came for. I passed, right?

DEMON

Indeed. You have passed the first stage of the test.

SPIKE

Right. I get- wait. First stage?

The demon chuckles and recedes into the shadows.

SPIKE

Bugger.

CUT TO:

INT. THE MAGIC BOX- NIGHT

Willow's power streams out from her and envelopes Jonathan and Andrew. They stand at the center of the maelstrom, terrified but unharmed. Willow stops and smiles.

WILLOW

Damn, that is one effective counter-spell. Won't keep you alive, though.

BUFFY

Will, stop! You need to give this up now.

STEVEN

She's right! You can't handle the magicks anymore!

WILLOW

I get it. You boys put a spell on yourselves, didn't you? Protecting you from harm, from magicks? That's cute.

BUFFY

Will, back off before somebody gets hurt.

WILLOW

How about I back off right after? So which one of you boys worked the mojo? Doesn't matter, really. I'm just curious.

Up near the front of the store, Anya continues chanting quietly but earnestly.

WILLOW

Just because I can't do magicks to you, doesn't mean I can't do them on myself. Domehim!

A burst of plasma arcs across Willow's body.

WILLOW

Now I'm pretty sure I'm strong
enough to beat you to death.

She casually flips the reading table across the room. Buffy runs over and puts herself between Willow and her targets.

BUFFY

I don't want to hurt you.

Willow smiles and decks Buffy. The Slayer flies across the room and into a bookshelf, shattering it.

WILLOW

Not a problem.

Steven steps up to her.

STEVEN

Don't you dare touch her, Willow.
You want her...
(threatning)
ya gotta come through me.

WILLOW

Fine.

Willow grips Steven's throat and begins choking him.

She throws him over to the area by Anya, unconscious.

WILLOW

(evilily)
How's that?

Buffy gets back up and faces off with Willow.

BUFFY

I said I didn't want to **hurt** you...

She backhands Willow and sends her crashing through a walled partition. Willow tumbles to the floor amid the shattered debris.

BUFFY

...didn't say I wouldn't.

XANDER

(to Jonathan)
Let's go.

JONATHAN

What about Willow?

XANDER
Buffy can handle her.

DAWN
Are you sure?

XANDER
That's why we're leaving.

He takes Dawn by the hand and leads her to the front door, Jonathan and Andrew right behind. He stops for Anya.

XANDER
An?

ANYA
I can't. I have to stay here to
keep the spell going on Willow.
(off his look)
Go! Do something right.

He nods and leaves and she goes back to chanting. Willow looks up in time to see the door close behind Jonathan.

WILLOW
No!

She gets up to pursue them but Buffy grabs her from behind and hurls her across the room. Willow lands at the base of the loft ladder, then gets to her feet and stares at Buffy. Buffy stares back, defiant.

WILLOW
So... here we are.

BUFFY
Are we really gonna do this?

WILLOW
Come on! This is a huge deal for me. Six years as a sideman, now I get to be the Slayer.

BUFFY
A killer isn't a Slayer. Being a Slayer means something you can't conceive of.

WILLOW
Oh, Buffy... you really need to have every square inch of your ass kicked.

BUFFY
Then show me what you got... and
I'll show you what a Slayer
really is.

Willow charges Buffy and they engage, punching, kicking, flipping. They seem evenly matched, Willow's strength and skill the equal of Buffy's. Buffy starts to falter under Willow's onslaught and the witch picks her up and hurls her across the room.

CUT TO:

EXT. SUNNYDALE STREETS- NIGHT

Xander, Dawn, Jonathan and Andrew stride down the street. Jonathan and Andrew still have their swords held at the ready.

ANDREW
Where are you taking us?

DAWN
Someplace safe.

JONATHAN
Like where?

DAWN
Xander?

XANDER
I don't know.

CUT TO:

INT. THE MAGIC BOX- NIGHT

Buffy struggles to her feet but Willow raises her hand and the loft ladder rolls across the room and pins her between it and a shattered bookshelf. With Buffy trapped, Willow turns to the door, intent on pursuing her targets.

Buffy strains against the ladder with all she's got and breaks free. She launches herself at Willow, tackling her to the floor.

WILLOW
Get off, super bitch!

She throws Buffy off her, sending the Slayer crashing through the counter display case. Buffy is instantly back on her feet, raining a series of furious blows down on Willow but Willow gives as good as she gets.

She sends a roundhouse blow at Buffy's head but Buffy seizes her arm mid-swing and stops it.

BUFFY
I can help you stop.

Willow breaks the hold and pounds Buffy the ground with a series of devastating blows, leaving the Slayer stunned and bleeding.

WILLOW
I thought you were gonna show me
what a Slayer was.

CUT TO:

EXT. SUNNYDALE STREETS- NIGHT

The group turns down an alley at a brisk run. Jonathan lags behind, panting heavily. He stops to catch his breath and the others reluctantly stop with him.

JONATHAN
Can't... run anymore. Need to...
breathe.

XANDER
If you want to keep breathing,
you gotta keep moving.

ANDREW
This is bogus. We gotta get out
of this town.
(to Jonathan)
Mexico. We should go to Mexico.

XANDER
Hey, you're not going anywhere.
We just gotta find a place to
hide you two until we get the
all-clear from Buffy.

ANDREW
Yeah, and what if the Slayer's
dead already? We're just supposed
to sit around waiting for Sabrina
to show up and disembowel us?

XANDER
You do what I say to-

Andrew flips his sword up, the point of the blade at Xander's neck.

ANDREW
I don't think so.

CUT TO:

INT. THE MAGIC BOX- NIGHT

Buffy is back on her feet, fighting Willow with all she's got. She seizes Willow, lifts her and throws her across the store and through a display case. Willow rolls over with a groan and looks up to find Anya standing in front of her, chanting.

WILLOW
Well, hey. Isn't that interesting.
Anya's still here.

She gets up and moves toward Anya. Buffy runs up to stop her but Willow casually throws her aside.

WILLOW
Looks like I've been beatin' on
the wrong gal.

CUT TO:

EXT. SUNNYDALE STREETS- NIGHT

Xander motions for calm.

XANDER
Whoa, whoa. Okay, Andy. Let's
just put the sword down.

ANDREW
Oh, no way. I'm not going to die
because of something I didn't
even do.

XANDER
You're not going to die.

DAWN
Leave him alone.

Behind Andrew, Jonathan raises his sword puts the tip of his blade against Andrew's jugular.

JONATHAN
Let him go, Andrew.
(beat)
You heard me.

ANDREW
You let me go first.

JONATHAN
No. Him.

ANDREW
It's your move.

JONATHAN
No. Yours.

ANDREW
I'm not moving. I'm not gonna
budge till-

Jonathan presses the point harder into Andrew's neck and he drops his sword.

ANDREW
--right now! Ow!

JONATHAN
Xander's right. We're not leaving
Sunnydale. When this is over, you
and I are going back to jail to
do our time.

CUT TO:

INT. THE MAGIC BOX- NIGHT

Willow seizes Anya by throat and lifts her off her feet. She screams to Buffy for help but Buffy lies unconscious on the floor amid the shattered remains of the Magic Box.

ANYA
Help me! Help me!
(to Willow)
You're hurting me.

WILLOW
You can't block my spells if you
can't chant and you can't chant
if your sleeping.

She throws Anya across the room into the herb shelves. They shatter and Anya drops to the floor in a battered heap, debris raining down on her. She turns from Anya to find Buffy struggling to her feet again.

WILLOW

Buffy, I gotta tell ya. I get it now. The Slayer thing really isn't about the violence. It's about the power.

She looses a stream of energy at Buffy. The plasma hits her full force and throws her back against the wall. She collapses to the floor, moaning and in pain. Willow stands over her, smiling.

WILLOW

And there's no one in the world who has the power to stop me now.

There's a sudden flash of green light and Willow is thrown the length of the store. She cries out in pain and rolls over, bleeding from the nose.

Steven moans and begins waking up.

He looks up to see who's walked in and he smiles at the sight.

She looks over to find RUPERT GILES standing in the doorway, his gaze cold and hard.

GILES

I'd like to test that theory.

FADE TO BLACK