

ANGEL

"Five By Five"

Written By
Jim Kouf

ANGEL
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CAST LIST

ANGEL.....	David Boreanaz
CORDELIA CHASE.....	Charisma Carpenter
WESLEY WYNDAM-PRYCE.....	Alexis Denisof
FAITH.....	Eliza Dushku
DARLA.....	Julie Benz
LINDSEY MCDONALD.....	Christian Kane
LEE MERCER.....	Thomas Burr
LILAH MORGAN.....	Stephanie Romanov
MARQUEZ (GANG BANGER).....	Rainbow Borden
DICK.....	Francis Fallon

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CAST LIST (cont'd)

ATTRACTIVE WOMAN.....	Adrienne Janick
ASSISTANT D.A.....	Rodrick Fox
FIRST MAN.....	Thor Edgell
ROMANIAN WOMAN.....	Jennifer Slimko
BRET FOLGER.....	Tyler Christopher

ANGEL
"Five By Five"

SET LIST

INTERIORS

BUS DEPOT GARAGE

DARLA'S HOUSE (FLASHBACK)

KITCHEN

LIVING ROOM

ANGEL'S BUILDING

INNER OFFICE

OUTER OFFICE

APARTMENT

INTERIORS (cont'd)

BAR

COURTROOM

WOLFRAM & HART BUILDING

LINDSEY'S OFFICE

LOBBY

GOVERNMENT BUILDING ROTUNDA

CORDELIA'S APARTMENT

HALL

BEDROOM

DOWNTOWN LOFT APARTMENT

EXTERIORS

DOWNTOWN

UNDER THE BRIDGE

STREET

BAR - NIGHT (STOCK)

ANOTHER BAR

LOS ANGELES SKYLINE - DAY (STOCK)

WOLFRAM & HART BUILDING - NIGHT (STOCK)

ROMANIAN ALLEY (FLASHBACK)

ROMANIAN STREET (FLASHBACK)

DOWNTOWN LOFT APARTMENT

ALLEY

COUNTRYSIDE

OMITTED

EXT. CORDELIA'S APARTMENT

ANGEL

"Five By Five"

TEASER

1 EXT. DOWNTOWN - NIGHT

Near the Los Angeles concrete river and railroad track, rusting chain link fences, old bridges with eerie yellow florescent lighting, brick buildings covered with graffiti.

A MAN walks past the graffiti covered wall. His head is shaved. He's about twenty-five. Wears a flannel shirt, baggy pants. He's not afraid in this part of town. It's

his territory. Under the flannel shirt, a tank top. We see lots of tattoo work on his neck, maybe a little creeping out onto his wrist and a teardrop beneath one eye. HE'S A GANG BANGER.

We FOLLOW Gang Banger as he crosses the street, heading for a bridge.

IN THE DISTANCE, we SEE FLAMES rising from a FIVE GALLON DRUM. And the FIGURES OF THREE MEN standing around it.

2 EXT. UNDER THE BRIDGE - NIGHT

One of the Gang's hangouts. A BURNED OUT HULK OF A CAR. A couple old couches and chairs. Lots of graffiti.

GANG BANGER ENTERS THE DOMAIN, MOVES TOWARDS THE THREE FIGURES GATHERED AROUND THE FIRE IN THE FIVE GALLON DRUM. Their backs are to us so we can't see their faces yet. They look like bangers from here.

GANG BANGER

Ese, what the hell're you burnin' in there? It stinks like --

Gang Banger stops, realizing these guys aren't his pals.

GANG BANGER (cont'd)

Hey, you hangin' in the wrong place. My boys ain't gonna be happy when they get here and see what a mess you been --

He stops suddenly as one of the guys turns and he sees his face. Big ass demon. We'll call him DEMON 1.

Demon 1 smiles as DEMON 2 picks up an ARM IN FLANNEL SHIRT, still clutching a 9mm auto pistol, and drops it into the burning drum. (They're in the process of getting rid of what's left of Gang Banger's buddies.)

And now we SEE the FACES of DEMON 2 and DEMON 3. They look just like Demon 1. And when they smile they reveal their double rows of shark-like teeth. (Or something to that effect.)

Gang Banger suddenly turns and runs. And the three demons go after him.

3 EXT. STREET - NIGHT

Gang Banger tears out from under the bridge, racing down the street as fast as he can. Pulls a gun from the back of his pants.

The three demons chase. Gaining on Gang Banger.

Gang Banger, terrified, fires wildly at them as he runs. He races across a street. Continuing to fire wildly until his gun is empty.

He glances back over his shoulder. And they're now only twenty feet behind him. And they're smiling.

Gang Banger tries to run faster.

The three demons are enjoying the chase. Not tired at all.
But suddenly they are lit from behind... by a CAR'S
HEADLIGHTS. Coming up fast.

THE DEMONS

annoyed, turn around to look just as the BLADE OF A SWORD
slices off ALL THEIR HEADS. They drop and we --

SEE ANGEL'S CONVERTABLE

roar past. Top down. Angel is holding the sword and
Wesley is driving.

The car races ahead of the running Gang Banger, Wesley putting it into a skid. It spins around, screeches to a stop in front of Gang Banger, illuminating him in the headlights. The Gang Banger stops, exhausted. Staring into the headlights, not sure whether he will live or die.

ANGEL STEPS INTO THE HEADLIGHTS, SILOUETTING HIM. Still holding the big bloody sword.

ANGEL

Your name Marquez?

Gang Banger nods.

ANGEL (cont'd)

Good. I hate saving the wrong guy.

Suddenly we HEAR AN UNEARTHLY GROWL. Angel spins around, wielding the sword.

The Gang Banger is wide-eyed and terrified. Frozen stiff with fear as we HEAR (all off screen action) THE SWORD CONNECT with FLESH AND BONE. We HEAR the fall of a body, the THUMP of a HEAD. And possibly get a splash of white, pus-like blood as it splatters. Angel turns back to Marquez.

ANGEL (cont'd)

Never know who you're gonna meet in this part of town. Want a ride?

4 EXT. BUS DEPOT - THE BAD PART OF TOWN - NIGHT

The BUS DEPOT in downtown. It's dark, late. Streets empty. A GREYHOUND TYPE BUS pulls into the depot.

5 INT. BUS DEPOT GARAGE - NIGHT

CLOSE ON BUS DOORS as they HISS OPEN and a FEW LEGS exit. Some sneakers with baggy pants, pumps with an old dress, and black boots with jeans. We FOLLOW THE BLACK BOOTS AND JEANS as they move toward the exit.

6 EXT. BUS DEPOT - NIGHT

A LIGHTED MATCH touches the end of a cigarette and is drawn in as somebody sucks the flame into the leaves. And we FOLLOW the flow to the thin lips of a somewhat handsome man in his thirties. He's wearing a leather jacket, a couple of gold chains. We'll call him DICK. But his attention is on...

...the jeans that have just walked out of the bus depot. From here we can tell it's a slender woman... with dark hair. She's carrying a battered bag. Her hair is across her face, so we can't get a good look at her. She looks a bit ragged. Maybe it's from the long bus trip. There seems to be some hesitation. As if she's new in the city and not sure of her directions.

BUT AS SHE TURNS AND STARTS WALKING TOWARD US, WE SEE IT'S FAITH. She looks like she hasn't slept for a week and has been living on black coffee. And walking an emotional tight rope for too long.

Dick's thin lips curl into a smile as he waits for the woman. He blows out smoke and sucks it back up into his nose.

Faith passes right past Dick without a look. Dick moves out, right behind her.

DICK

New in town, right? You got that new in town look. Dangerous part of town this time of night for a young lady... by herself.

Faith keeps walking. Dick moves up, walking side by side with her.

DICK (cont'd)

Lot a people down here try'n take advantage of a situation like that. Especially if you don't have any money... or a place to stay...

Faith looks at Dick through the hair that falls across her face. She makes no attempt to brush it aside, as if she doesn't notice. And she doesn't stop walking. Dick smiles. Trying to project a friendly, nice guy image.

DICK (cont'd)

I might be able to help.

FAITH

I'm cold.

Dick's got her now.

DICK

Warm is my middle name.

Dick takes off his leather jacket and when it's half way down his arm --

Faith suddenly throws an elbow, smashing Dick in the face. He is stunned. Faith grabs him and slams against the building. And she's on him, hitting him again and again. A little over the top considering Dick's arms are still caught up in his coat half way down his back. He can't even lift a hand in defense.

Dick slams face first to the ground. Out. Then she kneels down on his back, yanks his wallet from his pocket. Opens it.

FAITH

Now I got money.

(pulls out his keys)

And a place to stay.

She pulls off his leather jacket, slips it on. Good fit. She brushes her hair back, looks at the bleakness around her.

FAITH (cont'd)

I think I'm gonna like it here.

BLACK OUT.

END OF TEASER

ACT ONE

SUPER LEGEND: Borsa, Rumania, 1890's.

7 INT. HOUSE - RUMANIA - NIGHT (FLASHBACK)

The interior of the house and the furniture hopefully tells us we're in the eighteen hundreds. The room is lit by lanterns. It's dim and shadowy inside. The door suddenly opens and Angel, dressed in the attire of old, stumbles in, blindfolded.

He stumbles, but catches himself. Is he a captive?

Angel starts to laugh as he stands up and turns back to the door just as Darla enters, pushing the door shut. She's smiling.

ANGEL

Can I take off this damn blindfold yet?

DARLA

No.

Darla starts to walk past him, but Angel grabs her and pulls her to him. His hand pressing against the small of her back.

ANGEL

Then can I take off something else?

Darla smiles.

DARLA

After I give you your present.

He pulls her into a kiss. She lets him have his way for a moment, then she pushes away from him, laughing.

DARLA (cont'd)

You can never have enough of these.

She grabs his hand and pulls him along. Angel tries not to stumble.

DARLA (cont'd)

Come on.

8 INT. DARLA'S HOUSE - DINING ROOM - NIGHT

A fire crackles in the large stone fireplace. Darla drags Angel into the room. She positions him. Then moves behind him and undoes his blindfold.

P.O.V. AS THE BLINDFOLD IS REMOVED

REVEALING a BEAUTIFUL SEVENTEEN YEAR OLD GYPSY GIRL lying on the floor. Hands and feet chained tightly. Her mouth gagged. She is terrified.

DARLA

Happy Birthday, Angelus.

By the look on Angel's face we can tell he likes the present.

ANGEL

She's a Gypsy.

DARLA

I looked everywhere.

Angel looks at Darla.

ANGEL

What would I do without you?

DARLA

Wither and die.

Angel pulls Darla into a passionate kiss. Then, as they part, Darla looks into his eyes and smiles.

DARLA (cont'd)

She's not just for you. I get to watch.

Angel smiles. Then he lets go of Darla, turns to the terrified young woman.

The young gypsy woman's eyes widen in fear as Angel approaches.

Angel reaches down for her and MORPHS to vamp. The woman tries to scream, but the sound is muffled by her gag.

Angel sensuously moves a hand up her bare leg, slowly pushing up her skirt above her knee, up her thigh.

Angel smiles at her. Then he slowly moves down her leg and sinks his teeth into the inside of her thigh... just above the knee, get your mind out of the gutter.

Darla watches. Almost as if she can feel her own teeth sinking into Angelus.

9 INT. ANGEL'S OUTER OFFICE - DAY

The door is closed to Angel's office. Cordy is at the door trying to hear what's going on inside. Wes is pacing.

CORDELIA

-- This guy's never gonna do it.
What a waste of a good vision.

WESLEY

It's going that badly?

CORDELIA

I knew it when you brought him in
last night. Someone with that much
body art is going to have a different
definition of civic duty.

Wesley looks distressed.

WESLEY

After we saved his life?!

CORDELIA

When was the last time you wrote a
thank you card?

WESLEY

Well I have faith in Angel. If
anyone can convince him to testify --

CORDELIA

-- Wesley, you don't change a guy
like that. In fact, generally
speaking, you don't change a guy.
What you see is what you get.
Scratch the surface and what do you
find? More surface.

WESLEY

Well I suppose one could have said
that about... Angel.

CORDELIA

Oh, please, he was cursed by gypsies.
What's Angel going to do, drag a
bunch of them in here to shove a soul
down this guy's throat?

WESLEY

He may be a ruffian, but he's already
got a soul -- and therefore,
somewhere deep down inside, an urge
to do what's right.

Suddenly the office door opens and Gang Banger is headed
out --

GANG BANGER

No way! I'm gone!

Angel grabs him and pulls him back into his office,
slamming the door. Cor looks at Wes:

CORDELIA

I guess you're right, Wes, he's just
like the Dalai Lama.

10 INT. ANGEL'S INNER OFFICE - DAY

Angel slams Gang Banger down into a chair and leans right
down into his face.

ANGEL

The only way you're gonna keep from
getting killed is to do the right
thing!

GANG BANGER

Right thing for who?!

Gang Banger tries to get up. Angel won't let him.

ANGEL

Next time they come after you, I'm
not gonna be there. And your friends
aren't gonna be there either, not
after being cut up and incinerated.

Beat.

ANGEL (cont'd)

You don't even know what you're up
against... Do you.

Angel is right. Gang Banger doesn't know what came after
him last night. And the fear is back.

ANGEL (cont'd)

...You're gonna have to face your
demons sometime.

GANG BANGER

What if I don't wanna face my demons.

ANGEL

Then you'll have to face mine.

11 EXT. BAR - NIGHT - STOCK - ESTABLISHING

A FEW YOUNG FOLK showing ID's to get in. Not that it matters. The MUSIC is already LOUD. When the door opens, it's a jolt.

12 INT. BAR - NIGHT

The place is packed. Lots of black. It's dark. Strange lighting pulses. Dance floor packed. In the middle of it all we see a woman who is in rock and roll overdrive. As she spins around we see it's Faith. Lost in pounding

rhythms. Attracting the attention of SEVERAL MEN. She dances past a few to a COUPLE.

The woman is VERY ATTRACTIVE. Faith smiles at the woman, starts dancing with her man. The man isn't quite sure what to do about this, but it is clearly what we call a luxury problem at this point.

The Attractive Woman is pissed.

ATTRACTIVE WOMAN

Excuse me...

FAITH

Okay, you're excused.

Faith wraps her arms around guy's neck, dancing dirty close now. Attractive Woman grabs Faith, pulling her around.

ATTRACTIVE WOMAN

That's my boyfriend.

FAITH

Really? Does he have your name on him?

Faith peeks down guy's shirt.

FAITH (cont'd)

I don't see it... anywhere...

ATTRACTIVE WOMAN

(to boyfriend, furious)

Billy, do something.

FAITH

Yeah Billy, do something... like this.

And Faith cracks her elbow back into Attractive's face, sending her sprawling into another several dancers -- chain reaction of shoving and anger starting as BILLY, at first shocked, then furious, swings at Faith who gracefully ducks -- Billy hits another guy and the brawl is on.

And now fists and feet fly. With Faith in the middle of it. Enjoying her carefree moment of violence, grabbing one guy, punching the hell out of him, then slamming an elbow into someone else.

This is a major free-for-all. Faith is out of control. Unleashing herself on everybody. AND ROCKIN' TO THE MUSIC.

13 INT. COURTROOM - DAY

Trial in progress. A handsome, rough-looking GUY, wearing a great suit, is sitting at the defence table. He's the client. Next to him is LEE MERCER, a Jr. lawyer at Wolfram and Hart. Both of them look confident.

A PROSECUTION ATTORNEY from the District Attorney's Office is at the Prosecution table. No expression of confidence here. It's all he can do to keep from burying his head in his hands.

The JUDGE and TWO ATTORNEYS are in the middle of a sidebar. And everyone is waiting.

THE SIDEBAR AT THE BENCH

The Judge, ASSISTANT DISTRICT ATTORNEY and Lindsey.

LINDSEY

... and while the arguments the District Attorney has presented are somewhat entertaining, the case hinges on testimony of witnesses they have been unable to produce.

ASSISTAND D.A.

Your Honor, we could produce them if Wolfram and Hart would stop tampering --

LINDSEY

Witness tampering is a serious allegation, Counselor. And I will be filing a grievance for that remark with the A.B.A. this afternoon.

(back to Judge)

They have no witness, they have no case. I request a dismissal of all charges against my client, whose reputation has been irreparably damaged by these proceedings.

Judge nods, she has to agree. Suddenly the doors at the back of the courtroom open. Lindsey, still speaking, turns to see:

LINDSEY (cont'd)

He is a law abiding and upstanding citizen.

GANG BANGER AND ANGEL

moving down the aisle, approaching the bench. Gang Banger still looks a little unsure, but Angel is right behind him. There is no turning back. Lindsey and Angel lock eyes.

ANGEL

Your client really is, except for that pesky drug dealing and murder stuff.

ASSISTANT D.A.

(coolly)

Your Honor, the state calls Mr.
Marquez.

Mr. Marquez is quickly ushered in.

THE DEFENDANT and MERCER - suddenly don't look so happy.

LINDSEY

looks back in time to see...

ANGEL

leaving the courtroom.

14. INT. WOLFRAM & HART - LINDSEY'S OFFICE - DAY

Lindsey is strolling around his office, speaking into his wireless telephone headset.

LINDSEY

...No, sir, I accept full responsibility. I thought we had done everything possible. However I had not foreseen the intervention...

The door opens, Mercer sticks his head in. Lindsey waves him in and crosses back.

LINDSEY (cont'd)

Yes, sir, Angel... I don't disagree.
He is proving to be a costly
liability... I'll do that... Yes,
sir, good-bye.

LINDSEY TAKES OFF HIS HEAD PHONE WITH A SIGH.

LINDSEY (cont'd)

I hate failure when there's no one
else to blame it on.

MERCER

I think I might have a solution to
our problem.

Lindsey turns to Mercer, who pulls a page from his
briefcase. Presenting it with confidence.

A15 INT. WOLFRAM AND HART - DAY

MERCER moves down the hall, past the conference room. He
becomes aware of a TAPPING sound, looks over.

HIS POV - INSIDE THE CONFERENCE ROOM

And moving with him is LILAH, a few files in hand.
Signaling she wants to talk to him.

(NOTE: if we don't have a conference room that supports this visual, we can just have Mercer moving down a hall and find Lilah moving up behind him -- in that version she'd say, "Lee, I've been looking for you," then turn to the lawyer she's walking with and deliver her first line "drop dead offer" before turning her attention to Mercer.)

As they meet at the doorway, she turns back and says to one of the LAWYERS in the room:

LILAH

Call them back and tell them that's

our drop dead offer -- and make sure
they understand we're speaking
literally not figuratively.

(to Mercer)

How are you doing?

MERCER

Good, You?

LILAH

Great. I hear you came up with a good
idea.

(off his look)

To deal with our friendly
neighborhood vampire.

MERCER

No, I came up with a great idea. How do you find these things out so fast?

LILAH

Part of my job. How did you find out there was a rogue slayer in town?

MERCER

Part of my job -- I read the police reports, she's been a busy little beaver.

LILAH

But you don't know where she is.

MERCER

I will soon enough.

LILAH

I already do.

Lilah shows him one of the files in her hand. He reaches for it, she pulls it back.

LILAH

I'll make the contact.

MERCER

I don't think so, this is my deal.
I'll make the contact.

LILAH

Let me think about that --
(almost instantly:)
-- no.

MERCER

Why not?

LILAH

It's your people skills -- you don't
have any.

MERCER

You bitch.

LILAH

See?

(moving off)

Don't have a snit -- if you behave,
I'll let you ride in the limo.

FLASHY CUT TO:

B15 INT. ANGEL'S OFFICE - DAY

Cordelia is on the phone.

CORDELIA

I'm terribly sorry about your wife
cheating on you, Mr. Garson, but we

CORDELIA (cont'd)

don't really handle divorce...

(listens:)

...she slept with the dog?

(listens more:)

Oh, Shiatsu, not Shih-tzu -- she
slept with the masseur -- which isn't
good, either.

(PRODUCTION NOTE: Shiatsu is pronounced SHE OUGHT SUE,
emphasis on middle syllable UGHT. Shih-tzu is pronounced
SHEET SUE.)

CORDELIA (cont'd)

But unfortunately we don't really do
divorce cases...

(listens)

...no, it's not about the money...

(listens some more)

...oh, it's about that much money...

how soon can we meet?

As Cor writes down an address, we pan or dolly to Angel's office door as Angel and Wesley step out of Angel's elevator.

CORDELIA (O.S.)

...I know where that is. We'll be there tomorrow, thanks for calling, bye.

They bring us back to her as she hangs up.

CORDELIA

How'd it go?

WESLEY

We won.

CORDELIA

Gang guy testified?

ANGEL

Stood up and told the truth.

CORDELIA

(to Wesley)

What did I tell you.

WESLEY

That he never would.

CORDELIA

(ignores that)

More good news, I may have landed a new client -- and here's a twist: he can afford to pay.

WESLEY

What's the case?

CORDELIA

(evasive)

I'm still in information
gathering phase... we're meeting him
for lunch tomorrow.

(to Angel, to change subject)

So are you happy with the way things
turned out?

Angel nods, deep in his own thoughts.

CORDELIA (cont'd)

(to Wesley)

You can always tell when he's happy.
His scowl is slightly less scowly.

WESLEY

That young man is lucky he ran into
you.

ANGEL

He just needed a little guidance, a
push in the right direction.

WESLEY

I wonder how Wolfram and Hart are
going to push back?

A beat. All three of them worried about that now.

CORDELIA

Did I mention our new paying client.

15 EXT. ANOTHER BAR - NIGHT

LOUD MUSIC gushing into the street. A FEW BARFLIES enter as Faith exits with an attractive WOMAN. We may not see her face at first, just concentrate on Faith, who is a bit wobbly. (NOTE TO DIRECTOR AND ACTORS: Mind the lesbian subtext -- keep it very "sub".)

FAITH

...I guess we could go somewhere and talk... although I'm not much of a talker... I'm more of a doer.

WOMAN

I think you might've misunderstood my intentions.

We see the woman now. It's LILAH, from Wolfram and Hart. She stops walking. Faith stops with her, staring at her and leaning in close, backing her against a wall.

FAITH

No. I think you misunderstood mine. I like to watch. Diamonds, right?

LILAH

Faith --

FAITH

How'd you know my name?

Faith puts her hands against the wall, one on either side of Lilah's neck.

FAITH (cont'd)

I don't think I told you.

Lilah is not liking this.

LILAH

We're well aware of who you are and what you do. And we know that you're experiencing some difficulties. We think we can help bring a little more order to your life.

Faith pushes right up against Lilah --

FAITH

"We" do, do we? Who is "we" and why do they know about me when I don't know jack about you?

And just as Faith is about to unleash --

LILAH

Green is my favorite color, I look
good in diamonds, and I love riding
in limousines.

A LONG BLACK LIMOUSINE

...slides up. Door opening. Faith turns at the sound,
ready to hurt something. But Mercer sticks his head out.
He's dressed in a sharp Armani.

MERCER

Faith...

Faith doesn't know what the hell is going on.

MERCER (cont'd)

...can we talk?

Mercer disappears back into the limo. Faith hesitates a beat, then looks at Lilah.

FAITH

I like black.

Faith gets into the back. Lilah breathes a sigh of relief, then gets in. The door shuts.

The limo tears off down the street.

BLACK OUT.

END OF ACT ONE

ACT TWO

16 INT. DARLA'S HOUSE - NIGHT (FLASHBACK)

The door opens and Darla enters.

DARLA

Angelus.

She moves through the house.

DARLA (cont'd)

Are you here?

17 INT. LIVING ROOM - NIGHT (FLASHBACK)

DARLA enters. The room is dark, there may be a candle or two burning.

DARLA

Angelus --

THERE IS A MOVEMENT IN THE SHADOWS AT THE BACK OF THE ROOM.
Darla turns quickly... not sure if she's in danger.

ANGEL

Not everyone screams...

DARLA

What...?

ANGEL

...when you kill them. Some just
stand there, frozen, while others...

She recognizes his voice. But he's still in the shadows.
As if he's hiding.

DARLA

What are you doing? Are we playing
a game?

Angel steps out of the shadows now. Self-consciously. And
when we see him we know why. He looks terrible, like he's
been hit by a runaway carriage pulled by four stallions.

ANGEL

...the children, they usually scream...

Darla thinks about this for a moment. Remembering it as a pleasant experience.

DARLA

They sound just like little pigs.

She smiles with anticipation.

DARLA (cont'd)

Have you brought me some?

Nothing from Angel.

DARLA (cont'd)

What, you don't think I'll share? I
can't believe you think I'm that
insensitive.

ANGEL

We've drunk and killed for how long
now...? A hundred and forty odd
years? We've drunk them all up and
they're all dead...

He laughs a little at that (maybe). It's not a sane laugh.

DARLA

Where have you been...?

For the first time, Darla gets the sense that something is really wrong with Angel. Like a woman whose radar has just picked up her man's cheatin' heart. She knows something has changed, but she's not sure what.

Angel leans against the wall, half curled up, as if trying to will himself to disappear or die.

She moves closer. Reaching to touch him.

ANGEL

Don't...

DARLA

What is this?! Have you met someone
else?

He closes his eyes, struggling with the visions for a moment, then he moves to her, putting his arms around her.

She starts to put her arms around him, but suddenly she is overcome with revulsion. She tries to push away from him.

DARLA

NO... Let go... *Let go of me!*

Darla bursts back from him as if an invisible force suddenly separates them.

DARLA (cont'd)
What's happened to you?!

Angel hesitates, desperate, not knowing how to tell her --

DARLA (cont'd)
ANGELUS! What happened?!

ANGEL
That Gypsy girl you brought, her
people found out, they did something
to me...

DARLA
A spell.

ANGEL

Funny, you'd think with all the people I've maimed and killed I wouldn't be able to remember every single one... help me.

She stares at him, then slowly reaches out, touches his face. A flicker of hope in his eyes, as:

DARLA

The spell... they gave you a soul...

He nods. And suddenly she drags her hand down his face, leaving three or so long bloody marks. He leaps back.

DARLA (cont'd)
...a filthy soul.

From here on out she is filled with a growing repulsion and horror -- just like a normal person would be in the presence of a vampire.

DARLA (cont'd)
No! You're disgusting.

Angel is stunned.

ANGEL
Darla...

DARLA

Get away from me.

ANGEL

You brought her here!

Darla suddenly picks up a chair and flings it against the wall. Her power is stunning. The chair shatters. But she retains a broken piece of the chair leg - a stake.

And she swipes at him. He barely escapes it. Darla starts toward him again. He backs away.

ANGEL (cont'd)

I am like you!

DARLA

You're not like anything. GET AWAY
FROM ME!

Darla lunges again. Angel dives under the stake or over a
table and stumbles out the door.

HER P.O.V. OF ANGEL OUTSIDE

Stumbling to his feet, turning around. Looking at her one
last time... A mixture of confusion and hate... before he
disappears into the shadows.

18 INT. WOLFRAM & HART'S OFFICE - NIGHT

Faith is pacing like a caged animal. Moving around the office as if she's working out her options; steal something, break something, or kill somebody - where do I start?

Mercer, Lilah, and Lindsey are watching her as they proceed with the interview.

LINDSEY

(reading from a.p.b.)

... where a felony arrest warrant
from Sunnydale was issued in your
name...

(impressed)

... for murder.

(looks Faith)

LINDSEY (cont'd)

The physical description is quite accurate. The photograph, however, is not flattering. There's lots of personal stuff that's of no interest. But what they fail to mention is... you're a slayer.

Faith turns to face them. Not sure if she should attack or make for the door.

LILAH

Which is why we find you especially appealing.

LINDSEY

(stands up; paces)

You have a problem. We have a problem. I just had a perfectly good murder case go up in smoke, you seem to have a certain expertise in that area yourself. So, to make a long story less long, if a certain service is rendered, I think we can get you off.

FAITH

You don't know how many men have promised me that.

LILAH

(laughs)

I'm certain you won't be disappointed
with our performance.

FAITH

Who am I suppose to kill?

Lindsey looks at Faith with a hopeful smile. Then sits
back on his desk.

LINDSEY

Please understand, we would never
advocate the killing of any *human*
being. His name is Angel.

Faith registers the name subtly.

LINDSEY (cont'd)

He's somewhat of a private --

FAITH

-- no problem.

Everyone is a little surprised by quick acceptance. She's almost a little too eager.

MERCER

Don't you want to know anything more?

FAITH

Yeah. Besides gettin' me off, how
much you gonna pay?

MERCER

It might behoove you to know a little
more about your intended.

(approaches her)

So before we discuss remuneration --

FAITH

(pointedly)

-- huh?

MERCER

...Payment... I want to make sure you understand that this firm is in no way connected to anything you do.

Mercer moves up to her, leans in.

MERCER (cont'd)

It's my ass on the line here. I don't want you to make me look bad.

Faith looks at him for half a beat, then with unbelievable speed she takes him by the hair and slams his head into an antique or other interesting table...

FAITH

How do you look now?

As she continues to pound his head into the table (we should probably only see the first slam) --

Lindsey and Lilah watch passively. Impressed by her ability and ruthlessness.

LILAH

She shows initiative.

LINDSEY

(hits speaker-phone)

Jesse, I think we better make it
three for dinner instead of four.

19 INT. GOVERNMENT BUILDING ROTUNDA - DAY

Cordelia, Wesley and Angel walking through the Rotunda.
Several people in business attire entering and exiting.

CORDELIA

...And he's kind of a busy man so
lunch was the only time he had.

(more)

It's not the kind of case I would
normally go after, but we've got to
consider the bottom line.

ANGEL

What kind of demons are we dealing
with?

CORDELIA

Well, it's not exactly a demon thing.

WESLEY

What kind of thing is it?

CORDELIA

It's a... kind of... husband and wife
break-up thing.

WESLEY

A divorce case?

Angel stops.

ANGEL

You're kidding.

CORDELIA

(innocently incensed)

What's wrong with a divorce case?

ANGEL

It's not what we do.

CORDELIA

According to the husband...

(trying to sell it)

...the wife's a real witch.

WESLEY

It seems a bit on the seedy side.

CORDELIA

This is not seedy. He's in
government!

Wesley and Angel give her a look.

CORDELIA (cont'd)

Just talk to him. Oh, and we should
pick up the tab for lunch.
Nothing says success less than
splitting the bill.

ANGEL

I didn't bring any money with me.

CORDELIA

Okay, Elvis, when you're a big star
you can get away without carrying
cash.

ANGLE - ANGEL IN WIDE SINGLE

As Faith, unseen by all of them, suddenly appears behind
him, moving up fast.

CORDELIA (cont'd)

And while we're on the subject, I think one of us should apply for a small business loan.

ANGLE - ABOVE LOOKING DOWN ON FAITH AND ANGEL

As she raises a large crossbow, aims it at his back. She's maybe six feet or less behind him.

CORDELIA (cont'd)

Just to get us through the rough spots.

(to Angel)

I mean, what's a thirty year loan to you?

FAITH - fires!

ANGEL

Spins around so quickly we hardly see the move, grabbing the arrow a centimeter from entering his chest.

And he, Cordy and Wesley are stunned to find themselves staring at --

FAITH

That was so cool.

BEFORE ANGEL CAN RESPOND, FAITH SAYS --

FAITH (cont'd)

This is gonna be fun.

-- AS SHE TURNS AND RUNS, disappearing quickly out the exit.

WESLEY

Oh... my God. Faith...

ANGEL

I thought she was in a coma.

CORDELIA

Pretty lively coma.

FAITH (cont'd)

This is gonna be fun.

-- AS SHE TURNS AND RUNS, disappearing quickly out the exit.

WESLEY

Oh... my God. Faith...

ANGEL

I thought she was in a coma.

CORDELIA

Pretty lively coma.

20 INT. ANGEL'S OFFICE DAY

Angel hangs up the phone. Turns to face Wesley and Cordelia.

ANGEL

Giles said she left Sunnydale about a week ago. He described her mental state as borderline psychotic.

CORDELIA

That explains the outfit.

WESLEY

This isn't right --

20 INT. ANGEL'S OFFICE DAY

Angel hangs up the phone. Turns to face Wesley and Cordelia.

ANGEL

Giles said she left Sunnydale about a week ago. He described her mental state as borderline psychotic.

CORDELIA

That explains the outfit.

WESLEY

This isn't right --

CORDELIA

No, Wesley, when a wacked out Slayer tries to kill your boss, it's very wrong.

WESLEY

I meant Giles. Why didn't he give me a heads up? I was Faith's Watcher; when she came out of her coma Giles should have contacted me immediately.

CORDELIA

Maybe he was too busy trying to keep her from, I don't know, killing everybody.

ANGEL

He didn't know she was coming after
me... and he was worried about Buffy.

CORDELIA

Is she okay?

ANGEL

Yeah.

Beat. Cordy knows Buffy is still a hard subject for Angel.

CORDELIA

What can we do?

ANGEL

Help me track her down. I want you two to check police reports, beatings, killings, anything within the last week, probably near bus stations and bars. And then you make yourselves scarce. I don't want to give her any free targets.

WESLEY

You've been targeted by a psychotic. I'm certainly not going to run and hide.

CORDELIA

I like the plan where I'm scarce.

WESLEY

We've got to band together. Strength
in numbers.

CORDELIA

(indicating the men)

Two is a number.

ANGEL

She's coming for me. I got a fight
coming up and I don't want you
getting in the way.

WESLEY

(stung)

I thought we were a team.

ANGEL

We're not a team. I'm your boss.
You go where I tell you and I tell
you to lay low.

WESLEY

Seems you're taking this personally.

ANGEL

She tried to shoot my own personal
back, so yeah.

WESLEY

Did she do something to Buffy?

Angel pauses

ANGEL

Giles just said it was rough.

WESLEY

I'm sorry. But if you let your
emotion control you right now one of
you will certainly end up dead.

ANGEL

That's what the lady wants...

WESLEY

(a bit in his face)

That's not good enough. She's not a demon, Angel. She's a sick, sick girl. If there's even a chance she could be reasoned with--

ANGEL

There was. Last year I had a shot at saving her, I was pulling her back from the brink when some British guy kidnapped her and made damn sure she'd never trust another living soul.

CORDELIA

Angel, it's not Wesley's fault some
British guy ruined your -- oh wait.

(to Wes)

That was you.

(to Angel)

Go on.

WESLEY

(a bit downcast)

You don't need to.

A moment, as Angel wants to say something, can only offer:

ANGEL

Let's get to work.

21 EXT. LOS ANGELES SKYLINE - DAY (STOCK)

JUMP CUTTY TRANSITION, maybe involving weapons, Faith, to:

22 INT. ANGEL'S APARTMENT - DAY

A cabinet opens. Revealing an impressive array of strange weapons.

Angel looks them over, making his decision.

We HEAR SOMETHING from upstairs. Nothing too obvious.
Just enough to make one wonder if he should take a look.
But it could be just Wes or Cordy coming back for something.

23 INT. ANGEL'S OFFICE - DAY

Angel enters slowly. Nobody appears to be inside. He moves through the office. Not sure if he's just being overly cautious... He stops, sensing a presence. We hear blinds... He turns quickly...

... Through the open door to the outer office, the blinds on Cordelia's window open, sun flooding in.

FAITH

Hey, baby.

Faith steps into the bright sunlight.

FAITH (cont'd)

Come give us a hug.

ANGEL

I was hoping you'd stop by. I always
like to see old friends.

Faith pulls a snub nose revolver from behind her back.

ANGEL (cont'd)

What's this, wooden bullets?

FAITH

Oooo, good idea. No, it's for you. I got a sense of fair play -- you know I'll kill you slowly and inventively -- so I'm giving you one chance to --

She tosses him the gun on the word "chance". But the word "to" he is already FIRING THE GUN (at her leg).

The SOUND INSIDE THE OFFICE is deafening.

Faith looks down at her leg. She looks up at Angel with a smile. Like she's enjoying it. On a high.

ANGEL

Blanks? Nice.

Angel tosses the gun back to Faith.

FAITH

Tsk, tsk, you don't shoot to kill.
We're gonna have to up the stakes,
get you in the game a little.

ANGEL

What is the game, exactly, Faith?
Boredom, revenge?

FAITH

Dude, I'm gettin' paid!
They hate you almost as much as I do.

ANGEL

Did it ever occur to you this might
be more fun for me?

Faith steps out of the light toward Angel.

FAITH

Ya think? 'Cause what if you kill me
and experience that one true moment
of pleasure? Oops. I'd get off on
that. Go 'head, do me. Let's take
that hell ride together.

For the first time Angel gets a real sense of how far gone she really is.

FAITH (cont'd)

Come on Angel, I'm all yours. I'm givin' you an open invitation.

Angel hesitates.

FAITH (cont'd)

Jeez, you're pathetic, you and your little tortured soul, gotta think everything through -- well think fast, lover, you don't do me, you know I'm gonna do you.

She suddenly aims the gun at him. Faith pulls the trigger. Angel is slammed with a bullet. He looks up, surprised. But no surprise for Faith.

FAITH (cont'd)

Gosh, that one wasn't a blank -- let the games begin.

Faith smiles and leaps for the window. CRASHING THROUGH IT INTO THE SUNLIGHT. THE SUDDEN LIGHT blows the screen WHITE as we --

24 EXT. WOLFRAM & HART LAW OFFICE - NIGHT - STOCK -
ESTABLISH

25 INT. WOLFRAM & HART'S LOBBY - NIGHT

Lindsey is leaving. Looks like he's done for the day.
Chatting for a sec with another young lawyer BRET FOLGER.

LINDSEY

...it's a situation we're handling.

BRET

I saw the file -- he needs to be
handled. Gotta jump.

Bret intercepts another passing Lawyer, Lindsey moves off.
We follow Lindsey BUT HOLD ON A BRIEFCASE WHICH SUDDENLY
FILLS FRAME moving the other way. (In such a way that
Lindsey would NOT have seen Angel, obviously.)

ANGLE ON BRIEFCASE as it's carried past a FEW PEOPLE calling it a day. We HEAR some "See you tomorrow's" and "Have a good night's" as we PAN UP TO REVEAL ANGEL. He's wearing a suit, carrying the briefcase. Looking rather sharp and lawyer-esque. Hey, let's not comb his hair any different.

ANGEL MOVES PAST THE SECURITY DESK. The SECURITY OFFICER, who is in the midst of conversation with a DELIVERY MAN, pays no attention.

Then suddenly Angel sees Bret Folger heading right towards him, staring hard at his face.

BRET (cont'd)

You...

(tense beat)

...were in the Gruber meeting.

ANGEL

Right.

BRET

What the hell is going on with those
people?

ANGEL

I know, it's, uh...

BRET

I mean is this a negotiation or a
cotillion?

ANGEL

That's exactly what I was saying to,
uh, Frank --

BRET

Who's Frank?

ANGEL

Works with Louisa in contracts.

BRET

The problem is not contracts!

ANGEL

Which I tried to tell Frank, but --

Bret's cell phone rings. He holds up his hand to silence
Angel, takes the call.

BRET

(into phone)

Go... yes, yes, no... Thursday.

(clicks off; to Angel)

We have to close Gruber now before
the soft offer becomes hard and the
stock goes --

(gestures a little wildly)

ANGEL

Through the ceil --

BRET

In the toilet.

ANGEL

Right.

BRET

Keep me in the loop, I want to know
the instant they fold -- they are
folding...?

Angel makes "fuhhh" sound -- of course they're folding.

BRET (cont'd)

Right. Gotta jump. E-mail me. Good to
see you.

ANGEL

(to Bret's departing back)

You, too.

Angel glides into elevator.

26 INT. LINDSEY'S OFFICE - WOLFRAM & HART - NIGHT

Door opens. Angel enters. Shutting the door. The blinds are open on the large floor to ceiling window. REVEALING L.A. at night. The office is empty.

Angel crosses to Lindsey's desk. Immediately starts going through the papers on top. Searching the drawers.

He moves to the filing cabinets behind the desk. Pulls open the top drawer, continues to search.

The door opens. Angel looks up. Too late to hide.

Lindsey enters. Sees Angel. But there is no surprise in his expression.

LINDSEY

Don't you have any respect for the law?

ANGEL

Nice office. Good view. Where's Faith?

LINDSEY

Should I know what you're talking about?

ANGEL

Your new employee.

LINDSEY

This is a big firm. I'll give you the number to personnel, I'm sure they'd be glad to handle your problem.

ANGEL

You'd remember this one. Pretty, dark hair, kills things.

LINDSEY

I assure you, we have strict hiring practices.

ANGEL

So how's it work for a guy like you?
Successful lawyer in a big law firm.
Company car, nice office, bonus, can
hire a killing whenever you want.
Kind of got it made, right?

LINDSEY

Well let's just add slander to
breaking and entering. And while
we're on the subject, I remember you
throwing one of my clients through a
window. Killed him if I'm not
mistaken.

ANGEL

...yes, I seem to remember...

(looks at window)

...the window was just about that
size.

ANGEL (cont'd)

(looks at Lindsey)

Too bad the body burned up before it
hit the ground. I might have needed
a good lawyer.

LINDSEY

I'm sorry, we only handle a certain
class of clientele.

ANGEL

I'm sure I've killed enough people to
qualify.

Angel starts toward Lindsey.

ANGEL (cont'd)

Where is she?

LINDSEY

A vampire can't walk in here without us knowing about it. We have a highly sophisticated security system. We spent a fortune on mystical barriers and such. Nice to know our investment paid off.

Suddenly a LARGE SECURITY GUARD enters, behind Angel, gun drawn, coming up fast. Angel never turns, never misses a beat in the conversation --

ANGEL

I think it was a waste of money,
myself.

Angel reaches behind and disarms Guard, slamming his head
down onto the same antique table that Faith beat Mercer's
head against.

LINDSEY

You know I just had that cleaned.

The table doesn't collapse as the guard drops to the floor
unconscious.

ANGEL

That's too bad.

LINDSEY

One down, more on the way. And the police have been called.

And this whole encounter has been digitally recorded in Hi-Def. So, despite the fact that I'm sure it would be an entertaining evening watching you fight for your life, and I could make a fortune off the video, I do have a dinner.

Angel realizes his chance of obtaining the information he needs is slim.

ANGEL

Good to see you, Lindsey, we'll do this again soon.

Angel heads for the door.

LINDSEY

You know, just when I think I've got you figured out... you show up in a suit.

Angel exits. As the door closes --

27 INT. CORDELIA'S APARTMENT - HALL - NIGHT

Cor and Wes move down the hall. Wesley reading from some papers.

WESLEY

-- there's another assault just two blocks away. A fight in a bar. Several arrests made. And a woman fitting Faith's description was involved. However not arrested.

CORDELIA

She charm her way out?

WESLEY

(still reading)

No, apparently she managed to break
a policeman's jaw with his own
handcuffs, before she disappeared
into the night.

CORDELIA

For Faith, that *is* charm.

She unlocks her door.

A28 INT. CORDELIA'S APARTMENT - NIGHT

Cordelia opens the door -- or tries to -- it is suddenly
shoved back closed. She pushes it open, battling an

unseen force. She struggles with the door:

CORDELIA

Phantom Dennis! Let us in -- it's all
right, it's only Wesley.

She shoves the door open and they enter. Wes carries some
papers.

WESLEY

Dennis, your ghost, I presume.

CORDELIA

He's just a little jealous

(to the air, re: Wesley)

Don't worry, hell will freeze over
before I have sex with him.

WESLEY

(to himself)

Thank goodness for small favors.

(re: papers)

I'll try calling Angel again.

CORDELIA

I'll pack a bag.

28 OMITTED

SCENE A28 CONTINUES ON THE NEXT PAGE.

WESLEY

Cordelia, please, just some basics.
We're not going on a safari.

FAITH

I got a little problem...

Cordelia, startled, turns quickly to find Faith stepping
out of the shadows right behind her.

FAITH (cont'd)

I don't feel Angel's in the game.

Cordelia gives Wesley a look that says "We're in deep
shit."

FAITH (cont'd)

But somehow, I think you guys are the key. Now what could I do to really make him hate me... hmmm?

WESLEY

Faith...

FAITH

Shut up, Wesley.

Wesley steps forward, making the man in charge move.

WESLEY

Listen to me, it's not too late.

FAITH

For cappuccino? 'Cause they keep me
up.

WESLEY

It's not too late to let me help you.

Cordy glares at Wes, then backs up, eyes peeled, or hands
searching, for a weapon.

CORDELIA

Yes, we want to help you.

Wesley continues on his uncharted course of take charge, be
firm, yet compassionate.

WESLEY

I realize there have been failures...
on both sides. But, I also believe
in my heart you are not a bad person.

Faith smiles, touched. Then she throws a round house and
decks Cordelia. She falls unconscious onto the floor.
Wesley is stunned.

FAITH

(friendly)

What do you believe in your heart now?

Wesley suddenly lashes out and hits Faith hard in the jaw.
Her head jerks to one side with the blow. She's a little
surprised, but she smiles.

FAITH (cont'd)
(impressed)
All right, Wes.
(then)
My turn -

Faith kicks, connects with Wesley's chest, sending him flying back into the living room. And as Faith goes after him --

BLACK OUT.

END OF ACT TWO

ACT THREE

29 EXT. ALLEY - RUMANIA - NIGHT (FLASHBACK)

The alley is dark. Narrow. Muddy. A PAIR OF LATE NINETEENTH CENTURY SHOES moves down the alley. Through the muck and pools of dark water, over the partially visible skeleton of a dog. No attempt at trying to stay clean.

We PAN UP and see it's Angel, long hair down, desperation in the eyes, face drawn, unshaven. His once nice clothes dirty and in disarray.

We HEAR SOUNDS of MUSIC. PERHAPS some lively folk songs filtering out from inside like Liszt's Hungarian stuff. The pace of the walker slows down. We HEAR VOICES... and DISTANT THUNDER.

30 EXT. RUMANIAN STREET - NIGHT - (FLASHBACK)

A tavern on a corner, next to the dark alley. The TAVERN HAS A HANGING SIGN WITH THE Rumanian equivalent of the Ol' Hog's Head or the King's Arms. A PRETTY TWENTYISH WOMAN, bundled up against the cold night, is exiting the tavern with THREE MEN. They're laughing, having a grand ol' time. One of the men puts his arm around the woman as they all start down the street together.

ANGEL STEPS out of the alley, into the yellowish light cast from tavern windows. He looks like a man who's been on the run for awhile, but his expression is hard, angry, brooding. (The dialogue is a Slavic or Rumanian dialect and subtitled)

ANGEL

...Mie foame...

(...I'm hungry...)

The men and woman are startled by Angel.

FIRST MAN

Pleaca de aici!

(Get away!)

The First Man moves towards Angel as if to strike him. The woman grabs his arm, holding him back.

THE WOMAN

Lasal in pace. E un cersator.

(Let him be. He's just a beggar.)

First Man shakes his head, fishes a coin out of his pocket.

FIRST MAN

Bea o Bere.

(Have a pint on us.)

(flips coin to Angel)

Angel catches the coin in mid-air, goadng the men.

ANGEL

Nu vreau banii rai...

(I don't want your money.)

The men look at him, surprised; Angel flings the coin back at the First Man, hard.

FIRST MAN

Ce ai spus!

(How dare you!)

Angel, suddenly a VAMP, looks up at them.

ANGEL

O vreau pe ea.

(I want her.)

Angel lunges for the Woman, who jumps back as First Man grabs his arm.

THE WOMAN

E un monstru!

(He's a monster!)

ANGEL

Eu sunt monstru.

(I'm a monster.)

FIRST MAN

Te omor.

(I'll kill you.)

And the men all attack Angel, driving him back into the alley as we PUSH IN on the startled woman. WE HEAR sounds of the terrible fight.

HER POV - ALLEY - Too dark to see what's happening in there.

After a beat, one of the men is flung out of the darkness and into the street, unconscious. Then silence. The woman doesn't know what to expect. As a dark figure, unrecognizable, moves out of the alley towards her:

THE WOMAN

Rudolph? I esti bime?

(Rudolph? Are you all right?)

But it is Angel, still in VAMP, not Rudolph, who steps out of the darkness. The Woman screams, tries to run -- Angel grabs her lightning fast, pulls her to him. The woman is terrified, Angel glares at her (we'll put an especially vicious growl on the sound track) and shoves her hard -- harder than we've ever seen him -- against the wall and overcoming whatever soul he might have, sinks his fangs -- especially roughly -- into her neck.

31 INT. CORDELIA'S APARTMENT - NIGHT

RAINING OUTSIDE (or maybe no). The door is pushed open. It was unlocked. Angel enters cautiously. Looks around the room. It's been trashed. Somebody definitely got an ass kicked pretty damn hard in here.

ANGEL

Cordy!

CORDELIA (O.S.)

(weak)

...Angel.

He moves quickly into the -- DINING ROOM

ANGEL ENTERS as Cordelia is slowly getting up off the floor, just having regained consciousness. Angel helps her up.

CORDELIA

She was already here. I didn't know.

I made Wesley come with me...

(trying to hide the guilt)

...just to get a couple of things. And she was like an animal. She said you weren't in the game. There was nothing we could --

Cordelia loses control a bit, but trying not to. Angel attends to her.

ANGEL

Take it easy.

CORDELIA

-- I'm sorry.

(looks up at Angel)

What about Wesley. Is he okay?

ANGEL

He's not here.

32 OMITTED

33 INT. DOWNTOWN LOFT APARTMENT - NIGHT

CLOSE ANGLE ON ROPES tied around Wesley's LEGS. CAMERA MOVING UP WESLEY'S LEGS, AROUND THE CHAIR to his HANDS, TIED together, and CONTINUING UP TO A KNOT behind his head, scarf pulled tight and stuffed in his mouth as a gag. We HEAR BOOTS on HARDWOOD FLOOR. Walking slowly.

And we CONTINUE TO PULL BACK REVEALING WESLEY tied to a chair in the middle of a large loft space. With Faith slowly circling.

Then she moves in close to him and sits down in his lap, straddling him, looking right into his eyes. Putting her arms across his shoulders.

And now we see Wesley's face for the first time. It's already been bruised and cut from the battle in Cordelia's apartment.

Faith smiles. Licks her finger sensuously and seductively rubs a cut on the side of Wesley's face.

FAITH

All these little cuts and bruises
just bring out the mother in me.

Suddenly Wesley's face is filled with pain. Gasping for air. She's obviously doing something to him that is not pleasant.

Faith gives it a moment, before she quits. Wesley is instantly relieved, eyes shut. Head nodding forward, breathing hard. She pushes his head back up.

FAITH (cont'd)

(a pep talk)

Now now, don't poop out on me, dammit. Otherwise this is gonna be over way too fast. You'll be dead and I'll be bored.

(one for the Gipper)

Come on Wesley, where's the stiff upper lip?

Only now does one of Faith's hands reach below frame.
Can't see what she's doing.

Faith gets off Wesley. Starts walking around him again.

FAITH (cont'd)

Now we've only done one of the five
basic torture groups. We've had
Blunt, but that still leaves Sharp,
Cold, Hot and Loud. Have a
preference?

A beat, then Wesley nods.

FAITH (cont'd)

Hey, great. It's always better with audience participation.

She undoes his gag.

FAITH (cont'd)

May I take your order please?

Wesley stares at her. And we get a sense that this guy is a lot stronger than we might have given him credit for.

WESLEY

I was your Watcher, Faith, I know the real you... and even if you kill me, I just want you to remember one thing.

FAITH

(lightly)

What's that, luv?

WESLEY

(cold and simple:)

You are a piece of sh--

Pissed, she stuffs the gag back into Wesley's mouth, pushing it in as far as she can.

FAITH

You should talk. I guess I'll just have to try a little harder.

She crosses to a table. Picks up a framed photograph.

Faith looks at the photo for a beat, then slams it down on the table. Shattering the glass.

When she turns back around to Wesley, she's holding a very long SHARD OF BROKEN GLASS.

FAITH (cont'd)

We'll switch to Sharp for awhile.

Off Wesley --

34 INT. CORDELIA'S APARTMENT - NIGHT

Cordelia, bandage on her head or wet rag held to it, has papers spread on the table. All the research that she and Wesley had gathered. And a map of downtown L.A.

CORDELIA

(pointing at map)

... on Monday a guy was beaten up here, his wallet and car were stolen - he's still in the hospital - four blocks over is the bar where they had a major knock down drag out on Tuesday; then here another ran into something he referred to as a bitch from hell who sent him home with paramedics. That

CORDELIA (cont'd)

was Wednesday. It's kind of like history class when you look at the map with a big red arrow showing you how the Germans drove into one of those countries and smashed and killed everybody.

ANGEL

(looking at map)

This was the first. Took his wallet and keys.

(looks at Cordy)

He's still in the hospital?

CORDELIA

Yeah. We were just gonna go down and talk to him.

ANGEL

Where's he live?

CORDELIA

I think we have it here...

(starts going through papers)

... somewhere.

35 EXT. DOWNTOWN LOFT APARTMENT - NIGHT

HIGH ANGLE next to a building. LIGHT shines from a window above.

One of the loft windows opens and we SEE FAITH leaning into the night air. Breathing in the coolness for a moment. She holds out her hand.

INSERT - FAITH'S HAND

holding the shard of glass. But the glass is not clear anymore.

FROM AN ANGLE LOOKING UP AT FAITH'S HAND, with Faith framed in the window behind, she lets the glass fall from her fingers. THE BROKEN PIECE OF GLASS tumbles past US IN SLOW MOTION.

36 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Faith turns back from the window, refreshed.

FAITH

That's refreshing. But I'm feeling
a little cold now. What d'you say we
warm the place up.

Faith crosses the room.

Wesley, gag in the mouth again, watches Faith. He is
tired. His shirt has been cut open. We can't see exactly
where he's been cut, but his white shirt has soaked up
streaks of blood.

Faith rummages around in the kitchen area of the loft.

FAITH (cont'd)

Do you ever wonder if things would've
been different if we'd never met?

Faith turns around, holding a spray can of cooking oil in
one hand and something else in the other.

FAITH (cont'd)

I mean, what if you had Buffy... and
Giles had been my Watcher. Would we
still be here right now? Or would
Giles be sitting in that chair?

She flicks a lighter in her hand. A little flame glows
brightly.

FAITH (cont'd)

Or is it just like Fate and there's no choice and you were gonna be here no matter what? You ever think about that stuff? Fate and destiny? ...I don't.

Then she sprays the oil into the flame. And the OIL IGNITES. Like a small hand-held flame thrower. She stops the spray. The fire disappears. She starts toward Wesley.

FAITH (cont'd)

Not that any of this is your own fault,
but since this may be the last chance we
have to unload on each other, I feel
it's kind of my duty to tell you that if
you'd been a better Watcher, I might've
become a more positive role model.

She moves up right next to him.

FAITH (cont'd)

Face it, Wesley, you really were a
jerk. Always walkin' around like you
had a great big stake rammed up your
English Channel.

She pulls off his gag.

FAITH (cont'd)

I think I want to hear you scream.

WESLEY

You never will.

She flicks on the lighter. And pushes the spray. The oil bursts into flames right next to Wesley's face.

WESLEY (cont'd)

There might be a certain amount of
whimpering.

Wesley tries to back away. The flames get closer... Wesley strains back... Faith smiles...

FAITH

Admit it, Wesley...didn't you always have the hots for me?

SHE pushes the FLAME RIGHT UP TO HIM JUST AS...

The door SLAMS OPEN and Angel crashes into the room.

Faith, startled, backs up from Wesley. We can see the anger in Angel's face when he sees what she's done to Wesley.

She immediately drops her little flame thrower as Angel starts toward her. But she comes back with a knife, pressing it against Wesley's throat.

FAITH

'Bout time, Soul-Boy. You ready to play now?

ANGEL

I'm ready.

BLACK OUT.

END OF ACT THREE

ACT FOUR

37 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Faith has the knife still pressed against Wesley's throat. Angel has stopped moving toward her. But he's walking around her.

FAITH

Okay, you showed, but how do I know you're really in this? What if I kill him? Would that help... or just be really funny?

Wesley glances at Angel. Straining to pull back from the blade.

ANGEL

You think I don't know what you're
after.

For the first time we see a crack in Faith's armor. The
bravado suddenly seems a little forced.

ANGEL (cont'd)

I do.

She pushes the blade harder into Wesley's throat as if to
cover, drawing a little blood. He winces, glancing at
Faith. Her attention is on Angel.

FAITH

You I *have* to kill... Wesley's just
for the hell of it.

Angel moves around the back of Faith. She doesn't take her
eyes off him.

ANGEL

This isn't about Wesley, it's about
you and me.

Wesley keeps his eyes on Faith. Watching her every move.
His eyes follow her hands.

FAITH

No, baby, he's payback.

ANGEL

For what? I thought you were happy
with the way you are.

(beat)

By the way, you never told me how
much I'm worth dusted. Just out of
curiosity.

FAITH

...Fifteen thousand, plus expenses.

ANGEL

(offended)

You're kidding.

FAITH

Hey, I'm young and willing to work my way up.

ANGEL

You feel young, do you Faith? You're lookin' pretty worn out to me...

For a moment she hesitates with the knife, his words cutting her -- and suddenly Wesley kicks back in the chair. Faith loses her grip and Angel lunges...

WESLEY

crashes to the floor.

ANGEL

slams into Faith. Knocking her back --

KNIFE

-- landing blade down into the wooden floor right next to Wesley's head.

FAITH

is rolling to her feet as Angel comes at her. WITH TWO

STAKES in hand. She kicks. He blocks, punches her.

She swings a stake at him. He ducks. She swings the other. He dives and rolls, coming up as she leaps at him.

Angel kicks hard, knocking a stake flying across the room. She swings the other at him. But he grabs the stake and jams an elbow into her face. Her head snaps back.

He holds the stake with both hands and swings her around hard. She can't hold on, losing her grip. She slams into the wall.

Angel snaps the stake in half. Throwing it aside...

...as Faith leaps on him, wrapping her legs around his waist and head butting him hard. Then hitting him again and again.

He falls back, dropping to the floor. She rolls off and up, coming back at him. But he's ready.

Angel ducks a blow, spins around and catches her hard across the head. She slams back into a table, knocking it over.

WESLEY

struggles with the ropes on his hands. Straining to get loose. But the ropes hold tight. He looks to the knife. It's his only chance.

ANGEL

Dives at Faith, but she rolls out of the way and is on her feet. She kicks Angel, sending him slamming into the wall.

FAITH

That all you got, vampire? Get in
the game!

She goes at him hard. He grabs a chair, swings it into her and knocks her sprawling.

WESLEY

Inches his way toward the knife, crawling as best he can on his side, still tied to the chair. He glances at Angel

and Faith. He knows that if Faith kills Angel, well... his life expectancy declines rapidly.

And he's a bit depressed when he sees...

FAITH

Kick Angel in the side. She's nearly insane with rage.

FAITH

COME ON! I thought you were supposed
to be bad!

Then she hits him hard in the face. Angel crashes down.

FAITH (cont'd)

'Cause I'm bad, Angel -- you can't
take me --

(kicks him again)

-- no one can take me.

She goes for him, but Angel rolls to his feet, blocking
Faith's next punch, grabbing her arm and flinging her half
way across the room.

Faith slams to the floor and slides across it, crashing
into the wall and knocking over stuff.

WESLEY

Is relieved. He maneuvers himself around so his back is to the knife. He pushes --

HIS HANDS

-- up against the blade. As he feels the ropes against the blade he starts cutting. But his attention turns to --

FAITH

-- as she gets to her feet right in front of the window, pulling up a shattered, jagged two foot long piece of WOOD - (shattered table leg?) a STAKE.

FAITH

COME ON!!

Angel CHARGES -- she misses with the stake as he slams into her. They both crash back through the glass.

38 EXT. LOFT BUILDING - NIGHT

The loft window explodes outward, glass flying, as Angel and Faith crash through.

FROM A LOW ANGLE Angel and Faith drop right toward us. Slamming down onto a metal trash bin, Faith losing the stake as she hits hard. They crash into the --

39 EXT. ALLEY - NIGHT

Both dazed by the fall. Faith gets up. Bleeding from cuts across her face. Her clothes are torn. She goes after Angel. He's still dazed, struggling to his feet.

FAITH

I'm gonna kill you.

She kicks Angel in the back, sending him slamming into the wall.

40 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Wesley's rope is cut half way through. He's desperately trying to free himself. Pushing his wrists hard against the blade.

He can HEAR THE FIGHT from the alley below. A body slamming into metal. The dull thuds of body blows. He can only imagine the horrible injuries they are inflicting on each other.

41 EXT. ALLEY - NIGHT

Angel turns as Faith hits him in the face, then knees him.

FAITH

YOU HEAR ME? You don't know what
evil is!

She kicks him in the face. Angel staggers.

FAITH (cont'd)

I'M BAD!

Faith kicks Angel again. He drops back, blocking. She charges at him, swinging her fists as fast as she can, pummeling him. She is furious, fighting blindly, just punching and kicking. Completely out of control.

FAITH (cont'd)

Fight back!

Angel is taking a brutal beating. But Faith is tiring.
She is physically exhausted, emotionally drained.

FAITH (cont'd)

You are going to die!

She throws another punch -- but suddenly Angel grabs her
fist in mid-punch.

ANGEL

Nice try, Faith.

Angel flings her hard. She flies back, crashes into the
building or a metal doorway.

Angel goes right after her, unrelenting.

ANGEL (cont'd)
I know what you want.

Angel comes at her -- she hits him, he hits her right back,
just as hard.

ANGEL (cont'd)
And I'm not gonna do it.

42 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Wesley pulls the ropes off his body, works as fast as he
can to free his legs.

43 EXT. ALLEY - NIGHT

Faith looks up at Angel through the hair falling across her eyes. And the blood from cuts smearing across her face.

She tries to hit him -- she's getting weak.

Angel stares directly into her eyes.

ANGEL

I'm not going to make it easy for
you.

Faith's expression changes in a flash, from defeat to I'm gonna kill you you motherfucker if it's the last thing I do.

Faith looks up at Angel through the hair falling across her eyes. And the blood from cuts smearing across her face.

She tries to hit him -- she's getting weak.

Angel stares directly into her eyes.

ANGEL

I'm not going to make it easy for
you.

Faith's expression changes in a flash, from defeat to I'm gonna kill you you motherfucker if it's the last thing I do.

She tries to hit and kick him, crying, sobbing with rage:

FAITH

I'M EVIL!

44 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Wesley frantically untangles the ropes, gets to his feet. He's hurt, but that's not going to stop him. He moves to the window.

HIS P.O.V. OF THE ALLEY BELOW

Faith pounding Angel.

She tries to hit and kick him, crying, sobbing with rage:

FAITH

I'M EVIL!

44 INT. DOWNTOWN LOFT APARTMENT - NIGHT

Wesley frantically untangles the ropes, gets to his feet. He's hurt, but that's not going to stop him. He moves to the window.

HIS P.O.V. OF THE ALLEY BELOW

Faith pounding Angel.

WESLEY

Oh shit.

He looks around quickly for a weapon. Maybe yanks open a drawer of utensils, comes up with the knife.

45 EXT. ALLEY - NIGHT

Faith, crying hysterically, beats on Angel (he lets her).

FAITH

You hear me?! I'm bad...!

46 EXT. DOWNTOWN LOFT APARTMENT - NIGHT

Wesley drops down onto the trash bin, slams into the alley. But comes up with the look of a killer, with a LARGE KITCHEN KNIFE IN HAND. Despite his injuries, he's remarkably adept. Not fumbling. But...heroic.

HIS P.O.V. DOWN THE ALLEY

In the shadows he can make out two dark figures. And one is getting up.

WESLEY

Starts running toward them.

47 EXT. ALLEY - NIGHT

Faith screams at Angel:

FAITH

I'M BAD!

Then she cracks, she can't take anymore. She may fall to her knees or wind up crouched on the ground or not, depending on how the scene feels at this point. She may crack and say the tiny voiced "I'm bad" without him holding her -- see how it plays.

Angel grabs her arms and holds her tight. She's staring at him, crying and bleeding and broken -- and now, in a tiny voice, almost that of a child's:

FAITH (cont'd)

...I'm bad, Angel...I'm bad...

Just do it... please. Just kill me...

Faith finally collapses. Angel holds her.

WESLEY

Runs down the alley toward them... but when he realizes that Angel is holding her... he slows down... is she dead? No... we can HEAR SOMEONE CRYING. Angel, crying? MAYBE BECAUSE SHE'S DEAD. No... IT'S A WOMAN CRYING... It's Faith...

Wesley steps closer. He pulls off his glasses, just to make sure. Stunned by what he sees.

ANGEL

Holding Faith in his arms. And her sobbing like... a real person.

SLOW MOTION - THE KNIFE

Drops from Wesley's hand.

HIGH ANGLE SHOT OF THE ALLEY

Wesley standing in the alley. Angel holding Faith.

And her arms slowly lift up and hold onto Angel.

48 EXT. ALLEY - RUMANIA - NIGHT (FLASHBACK)

CAMERA PUSHES towards the darkness of the now familiar alley. We may see man who was flung into the street still lying unconscious in it. We may also see First Man stirring in the alley.

Angel staggers out, in a normal face, breathing hard, just as tormented as we've ever seen him.

Hold him for a beat. PUSHING PAST him until we find the woman he attacked. She is breathing hard, too, and more than a little surprised to find herself alive.

She lowers her hand from her neck, revealing the two bite marks and the bit of blood running down.

HER P.O.V. OF ANGEL

STAGGERING AWAY FROM HER into the night.

CLOSE ON ANGEL

As he leans back on a wall, breathing hard. A look of panic... something has happened to him... and he's the one that is now terrified. He closes his eyes, fighting back a fear that he can't define, then he pushes away from the wall. And heads off into the night. Perhaps a matching cut to:

49 EXT. COUNTRYSIDE - LONG SHOT - NIGHT

LEAFLESS trees outlined against an almost surreal moonlit
nightscape... ALMOST DEVOID OF ANY COLOR. Giving us the
feeling that nothing is alive in this land... except the
lone figure of a man walking aimlessly to nowhere.

BLACK OUT.

THE END