High School Confidential

by purplefeen

Spike/Willow
genre: alternate universe romance
rating: mature adults
time frame: 1957
date: September 2006
summary: Bad boy William 'Spike' Pratt romances good girl Willow Rosenberg.

 This work is licensed under the Creative Commons Attribution-NonCommercial-NoDerivs 3.0 Unported License. To view a copy of this license, visit http://creativecommons.org/licenses/by-nc-nd/3.0/ or send a letter to Creative Commons, 444 Castro Street, Suite 900, Mountain View, California, 94041, USA.

Willow Rosenberg laughed. Mirthlessly.

"You have got to be kidding." It sounded a little like a threat.

Her best friend Buffy held her poker face for as long as she could, then laughed as well. The girls were sitting on a bench outside Sunnydale High, discussing the latest melodrama in their lives. Specifically, Oz's breakup with Willow last month had left her without a date for the first big social event of the school year.

"Yeah, I am." Buffy said with a grin, "He's too short for you anyway."

Willow looked over to where Jonathan was sitting on the steps, slurping up a soda. "He is really sweet and he'd probably make a swell date," Willow smiled and waved a small finger flutter in Jonathan's direction. He perked right up and smiled and waved back - knocking his soda into his lap. Willow winced and looked away quickly so he wouldn't see that she had witnessed that humiliating moment.

"But he can't dance, Buffy. Do you remember seventh grade, at the Spring Fling? He was dancing with Amy and he tripped over her dress and fell on Cordelia and then rolled across the floor until he came to a stop at Angel's feet?"

Buffy rolled her eyes at her best friend. "Willow, Jonathan might be peachy keen as a study buddy for Latin, but you could never date him."

Willow patted her friend's arm. "Don't worry Buffy; I won't soil your reputation by hanging out with one of the Nerd Squad." Willow did a mock double take, "Oh, wait! I am one of the Nerd Squad." She laughed.

"You are not!" Buffy chided. "You're a very pretty person who happens to be extremely smart."

"And I'm in the Entomology Club. And the Physics Club. And the Chess Club. And I grade Mrs. Feldman's freshman papers for Intro to Chemistry. And I tutor all of you practically every day." Willow had counted these off on her fingers as she spoke.

Buffy tried to pretend she hadn't heard all that.

Willow grinned and went on, "You, on the other hand, are on the Pep Squad and the Homecoming Committee. Angel's the quarterback and in the Glee Club and Cordy's -"

Buffy finally interrupted her, "Okay, okay," she said laughing, "so you're a little nerdy. But we all still love you anyway." She leant to the side and bumped Willow's shoulder affectionately.

Willow's eyes drifted away from her friend and took in the campus of Sunnydale High School on this fine October day. The air was crisp and fresh. It was still warm enough during the day that you didn't need a jacket if you wore long sleeves, and the trees that went through a seasonal change were in their brightest bloom of crimson and gold. She didn't see any of it.

"Oh, Wills, I'm so sorry!" Buffy professed with real regret. "Oz is a - a - a doody-head! If he doesn't love you it's because he has no sense at all. It's not because of you. All of the people with taste love you to pieces!"

Willow wiped the tear away from her eye and looked at Buffy. She gave a somewhat more cheerful smile. "Yeah?"

"Yeah," Buffy encouraged. She stood and pulled Willow up with her. "Come on, let's head over to Pop's and I'll make Angel buy us root beer floats!"

Willow smiled. "Neat!"

"What about Tucker's brother?" Xander offered, putting his two cents in.

Willow's head came down hard and hit the Formica top of the table. A headache was so much better than listening to the helpful suggestions of her friends.

Cordelia put down her cherry Coke and pulled Willow back up. "Come on, Will, there has to be somebody who's acceptable."

It was then that Angel joined the group and Willow looked at him like a he was a lifeline, come to help her escape this carousel of not at all helpful advice.

"So," he said with a smile, looking around the table, "What are we talking about?"

*'Oh well. So much for changing the subject.'*

"We're trying to get Willow a dance partner for the Harvest Moon Dance," Cordy informed him, flirtatious smile in place. Come on, Xander may be her boyfriend but Angel O'Connor was one good looking hunk of -

"We've gone through all the eligible boys and most of the ineligible ones too," Buffy told him.

"It's three weeks away, why not just wait for someone to ask her?" Angel suggested.

Buffy looked at him like he was a goober. "It has to be someone suitable, doofus. Someone good-looking and charming and personable-"

"Who can dance," Xander added, cutting in.

"What about Will?" Angel asked, biting into his burger.

The rest of the gang looked at each other, each one in turn shrugging his or her shoulders.

"Okay, I'll bite," Xander said, turning to Angel, "Will who?"

"Will Pratt."

The questioning looks and shrugs once again went around the table. For all but two people. Angel...

And Willow, who turned her head just enough to see the platinum blond British bad boy, now known as Spike (last name Pratt), slouching at a table in the corner of the burger joint. Surrounded by all of the other boys who smoked too much and wore black leather jackets and skipped classes and hung out in the auto shop at school.

"Oh, no," she said, standing and grabbing her books and her cardigan. "I - I - I just couldn't." She glanced back over to the corner. "No, no, no, no, no. I - I, uh, I have to go. I have to, um, my dad wants me to... Bye!" she squeaked and ran out the door.

All of her friends' eyes followed her out. So did a pair of baby blue eyes that had been spying her since she first walked in the door.

Angel smiled and looked over to the table where his next door neighbor sat. Angel winked. Spike tilted his head and winked back.

"Willow," Buffy said into her standard issue pink telephone later that night, "Angel says you should at least meet this Will guy he was talking about. He said you two would really hit it off."

Willow sighed heavily into the phone. "Buffy! Will is Spike!"

"Huh?" Buffy asked, not understanding.

"Will Pratt? Spike Pratt? Ringing any bells here?"

"NO!" Buffy shouted, "Angel wouldn't - he couldn't - oh my goodness! I'm going to give him a piece of my mind tomorrow!"

"Maybe I'll just stay home this time. I didn't really want to go to the dance anyway."

"Willow!" Buffy pouted, "You can't! It has to be all of us! You, me and Xander - we're The Three Musketeers! We do everything together!"

"But I don't have a date, Buffy," she said forlornly.

Buffy thought for a minute before saying, "Well, Angel said Will is a really good dancer."

Willow growled and hung up on her friend.

There was no way she could listen to one more second.

Willow only withheld one secret from her best friends. Well, two, but they were connected so she liked to think of them as only one; it alleviated her guilt. The small secret was that she had a giganamous crush on Spike Pratt. And that crush stemmed from the never-tell-even-under-penalty-of-death, much larger secret.

She and Will had shared a kiss once. A little one, to be sure, but it had sent tingles throughout her whole body and made her toes curl.

On a school trip two years ago, when they visited the Museum of Natural History with Mr. Venables' biology class, she'd been looking for the ladies room and he had cornered her in the 'Feline Species of India and Africa' wing. He'd been... hunting her, was the way she thought of it. He'd done that sexy thing he does where he tilts his head to the side - and backed her into a corner. She was mesmerized. He placed his hands on the walls next to her and leaned in and kissed her. And she'd kissed him back! For about five seconds; until a woman walked up wanting to use the ladies room. Spike had taken a step back to let the woman pass - and she had fled into the rest room.

He hadn't been there when she came out twenty minutes later. And he'd never cornered her again. She'd been very insecure about herself before that and the knowledge that a tiny little kiss from her could drive away a boy like Spike... well, it sent her into the arms of the first boy who asked her out after that, Daniel Osbourne. He of the shy demeanor and insightful words.

*'Yeah, right. Shy, my great Aunt Fanny! He was only shy for the year and a half we went steady. Just as long as it took him to lure me into the backseat of his daddy's Plymouth and get my pedal-pushers off me! Then he turned into a wolf! I thought he was the one! I thought he loved me! I was only the stupid little girl he used to occupy his time until the trampy Miss Veruca came to town with her pointy bras and her stiletto heels!'*

Willow sank down into her pillows and cried herself to sleep. And while she slept, her dreams were haunted not by the evil, wolf-in-sheep's-clothing that she'd been crying about lately. But rather by cool blue eyes and hands that were gentle on her skin.

Angel opened his bedroom window and looked out across the twenty-three foot, seven inch expanse to the house next door. It took a few minutes, but eventually the light went on over there and Spike walked over to the window, threw it open and plopped down onto the floor to talk to his best friend.

They were so different; didn't have anything in common, really. Yet somehow, the bond they had formed in the summer of 1951 held. The year Spike's parents died in a train crash in Madrid and Spike moved here to live with his Uncle Rupert. The year Angel's only sibling, a sister ten years older, got married and left home. The bond had been strong and had only grown tighter throughout the years.

No matter what diverging paths they took, every night they met here to talk about their days and their lives. Even if Spike was out hammering Mary Louise what's-her-name until two in the morning, when he'd return home, Angel would be waiting for him.

*'Through thick and thin'* was the phrase they used. Always best friends, no matter what. Except for school. Angel was a jock and Spike was a greaser. Never the twain shall meet. Too many questions, too many problems, too many prejudiced minds. It didn't matter though. They still knew, that's what counted.

Spike pulled out a cigarette and lit it. "Didn't look promising, mate."

Angel smiled, confident. "She'll come around, Will. Don't worry."

Spike tilted his head and glanced up at Angel through his lashes, "What makes ya so sure?"

"For one thing, Buffy can be very persuasive. And with me telling her you're the right guy, she'll talk Willow into it."

Spike laughed, "You and your taste for fluffy blondes. First Darla, now Buffy. When you goin' ta wise up and get a smart girl? Go for brains instead of looks?"

Angel held back a laugh, "Like you are?"

Spike shot him a glare, and Angel held out a hand in surrender.

"I know, I know, Willow's got both. In spades."

Spike looked consoled, and then shook his head. "If only I'd had the balls to say somethin' to 'er sooner."

"Oh, no, that's not the Spike way of doing things!" Angel teased. "The Spike way is to back her into a corner in a dark museum full of dead animals and scare her to death!"

This was an old argument and Spike didn't have to tell Angel he was right; he'd told him a thousand times before.

"Yeah, but how do I fix it?"

Angel looked Spike in the eye. "You're positive you want to do this, Will? There's bound to be problems."

Spike looked aghast, and then took on a bored expression, "Yeah, maybe yer right. I mean, what's three years of dreamin' 'bout 'er, watchin' 'er, followin' 'er to make sure she gets home all right, takin' the same classes, stealin' 'er-" Spike broke off, embarrassed.

Angel grinned like the Cheshire Cat, "Stealing her what?"

"Nothin'" Spike tried to look innocent.

Angel sobered - slightly. "Come on, Will, you know you can trust me."

Spike thought it over then moved away from the window. He came back with a brown suede pouch. He took something out of it; it looked to Angel like some kind of white fabric. He slipped it into the bucket outside his window and then pulled on the clothesline that wound through the pulley and carried things back and forth between the two rooms.

"Careful with 'em," Spike warned as he moved the bucket across to Angel.

When Angel pulled the item out of the bucket, he was speechless.

"A diaper?"

Spike looked at Angel and rolled his eyes. "Unroll it, ya git!"

As he unrolled the cloth, he saw something red start to peek through. Angel didn't know what he'd been expecting. Okay, he had an idea about what he thought Will would take and it had been much less innocent than this.

"It's - it's -" He looked over at Will. "Its hair ribbons."

Will smiled. "Yeah, she was bored after one of Mrs. Greenleaf's history exams and was braiding them together. When the bell rang, that clod Osbourne was there and hurrying her up and she dropped 'em." He smiled as if this non-event had been an important milestone in his life.

Angel grinned, put the ribbons back in the diaper and the diaper back in the bucket and sent it back.

"Will, you got it bad."

He took the hair ribbons back and held them. "Don't I know it? Night, Peaches."

"Night, Will and stop calling me that."

Will smiled at him, "I will as soon as yer mum does."

"Hey, Angel," Spike said quietly, passing behind him. It was between fifth and sixth periods and Angel had stopped on his way out to tell Warren Mears that if he was late for football practice one more time, he was going to be cut from the team. Warren wasn't any good and didn't deserve to be playing, but he was the son of Coach Marin's wife's sister, so he was on the team. As Angel turned to go, he saw that the chair next to Will's was empty. He turned to see who Willow's lab partner was. Winifred Burkle. Angel got a great idea. He turned and left the room.

Outside the door, he waited for the class bell to ring and then looked at his watch. He'd just had that class and knew that today they were doing an experiment in sulphur compounds. Spike had no lab partner. Angel had no doubt he'd be able to ace the experiment on his own but why should he have to? With Willow in the room?

Three minutes passed and he re-entered the classroom.

"Miss Finchley?"

The teacher smiled at one of her favourite, and most handsome, students. "Yes, Mr. O'Connor?"

"Principal Flutie needs to see Miss Burkle in his office. I don't think she's in trouble or anything like that," he made sure to clarify so that he didn't soil Winifred's reputation, "He just needs to talk to her about something."

Winifred rose and Angel advised, "I think you should bring your books. You'll probably be there for at least as long as this class. You know how busy he is."

Winifred sat again and gathered her books. She rose and followed Angel out of the room. She was flustered, mostly by handsome Angel O'Connor's presence, but also by her nervousness at being called to the principal's office for the first time in her life.

"Wh - what -" she started to ask in a lovely Texas drawl, but didn't get to finish.

"Oh, Flutie doesn't need to see you," he said casually as she looked a little flustered. "Don't worry, Coach Marin is putty in my hands; can't have the quarterback getting detention for cutting classes. He'll write excuses for the both of us." With this, he led her toward the gymnasium and started his explanation.

"Winifred, do you like stories? Because I want to tell you a story. It's a love story, I hope - and it begins with a boy named Will..."

*Back in Miss Finchley's classroom:*

"Well, it looks like that little disruption will work out perfectly. Mr. Pratt, please move your things to the seat next to Miss Rosenberg because we are doing a laboratory experiment today."

As Spike picked up his books, he both loved and hated Angel simultaneously.

Willow, for her part, was hoping a crater would open up in the earth or maybe one of those tar pits like they have at Rancho LeBrea so she could jump in. As Spike sat down beside her, she was hiding behind her book, hiding the tremendous blush she knew she must have; calling on God, Buddha, Allah, Zeus, Jupiter and any other gods she could think of to get her out of this situation.

As Miss Finchley described the experiment, Willow forced herself to calm down by taking slow breaths and hoped that Spike was paying attention because she hadn't heard a word since Miss Finchley told him to sit next to her.

Spike, for his part, was concentrating intently on the teacher and willing his body to forget that there was anyone at all sitting next to him, and definitely to forget who that person was.

*'Good, lots to do, lots to concentrate on instead of...'* he turned his head and met her eyes head on.

"Hi," he offered quietly, figuring he should say something.

"Hello," it was half a sound.

"Do you, um, remember me? I'm Spike - Will. I, um, think I scared you in the museum a couple of years ago. Sorry about that."

*'No, that didn't sound nervous at all, ya wanker.'*

"Do I remember you?" Willow asked quietly but incredulously. Then it occurred to her, he was serious. He honestly believed she could have forgotten that soul-shattering... '*wait.*'

"Scared me?" she asked. She seemed confused.

*'So, not scared then. Just... disgusted? Oh, way to go, Spike!'*

He turned back around in his seat and opened his textbook, trying desperately to find the right page before she made him feel even worse.

"Of course I remember you," she continued, not seeming to notice his discomfort. "I mean... wow. How could anybody forget...?" Her voice had gotten very quiet and very feminine.

She broke off because he had turned toward her again and his eyes had that look again; she felt like she was being hunted.

'Wow' was something he could work with.

He turned back to his notebook and wrote, '*Ask to go to the lavatory in two minutes.*'

He then raised his hand and told Miss Finchley that he needed to use the boys' washroom. She excused him and he left, eyes looking encouragingly at Willow as he walked out the door.

Willow closed the notebook so no one would see the message. They'd both be in real trouble then.

*'Two minutes. One hundred twenty seconds. What does he want me to go to the lavatory for? One hundred fifteen seconds. Well, he wants to talk to me, of course. What about? Does he want to apologize again? He seems to think he scared me in the museum that time. Ninety-four seconds. Well, I can see how he would think that. I did run away. And it took me twenty minutes to make my blush go away. Seventy-one seconds. Maybe he was waiting for me? Oh, no! I'll bet he was waiting for me and he knows how long I took and that's why he thinks I was scared! Thirty-six seconds. Well, I was a little scared, but in a good way. For two years he's thought I was afraid of him. That must be terrible! Eighteen seconds. To spend all that time thinking you frightened someone you only meant to ki - be nice to.'*

"Miss Finchley, I have to, um, you know." Thankfully, Miss Finchley did know and excused her.

Willow headed out the door thinking, '*I have to apologize to Spike!*'

But he wasn't in the hall. He'd told her to go to the lavatory, so she headed toward the lavatory. Only to have a door open half way there and a strong arm grab her and pull her inside, closing the door behind them.

Into an empty classroom. Well, almost empty.

"Spike, I want to apologize for what I -"

She didn't get a chance to finish because Spike was leaning in, wrapping his arms around her, head coming down and gently touching his lips to hers. A kiss very much like the interrupted one he'd started two years ago. And once again, Willow's nerves bounced and her spine melted like wax.

Very slowly, her arms came up and she let her hands touch his back. The moment he felt her hands on him, the kiss changed. His tongue slipped out, gently caressing her lips, coaxing them open. His hands slid up her back and held on to her as if afraid she might run away again.

Without stopping to analyze it - for the first time in her life - Willow gave in to her baser instincts. She let her body rest against his, let one of his legs slide between folds of her poodle skirt.

He'd been dreaming about this, fantasizing about it and the reality was so much more satisfying than the illusion. At last, she was here, in his arms.

She was his.

He let all the emotion that he'd held in check for the last three years flow out through his kisses. He leaned in closer and took possession of her mouth. Like it was his, like he owned it - and he wanted her to know it without question.

He moaned and, like a wanton woman, the sound thrilled her. Her hands moved to his front, moving up his chest, feeling the hardness of his muscles and her fingertips tingled. One hand kept up its appreciation of his well-defined chest while the other moved up to his neck and wound her fingers through his hair.

She made a little mewling sound; he pulled back to let her breathe.

She giggled; then their eyes locked and their expressions turned serious again. As his eyes roamed her face, he asked her, "Will you go to Pop's with me after school?"

She couldn't stop staring at him. She examined his cheek bones as she nodded.

"Will you come to the Harvest Moon Dance with me?" She smiled and nodded again, this time while looking over the little bend in his chin.

"Will you come to dinner on Sunday with me and Uncle Rupert at the O'Connor's house?"

She stopped looking at the scar in his eyebrow and looked a question into his eyes. Spike smiled. "Angel's m' best mate. It's sort of a closely guarded secret. Has been since the day I moved here. O'Connor's are my family."

She smiled even broader than before and nodded enthusiastically. There was no way the gang could be upset about this if he was Angel's best friend!

He watched her eyes darken as her gaze moved to his mouth again. One more question.

"I've been accepted at Brown and Harvard and Syracuse. Should I apply somewhere else?"

She smiled again. "Full scholarship to Syracuse. But maybe you won't - I mean, after you get to know - it's okay if you change your mind."

He ignored that last part, smiled and licked his bottom lip. "Full ride, huh? My girl must be a genius."

"I am?"

"And so modest, too."

"No, am I - your girl?"

He answered her with another kiss.

Neither one of them made it back to that class or to the one after.

Buffy's jaw dropped and her eyes got round as saucers when Willow walked into Pop's two hours later. She'd been about to borrow a nickel from Xander to call Willow's house; her friend hadn't been in history last period and yet she'd been there this morning. Buffy was afraid she'd gotten sick.

Until Willow walked in the door, wearing a black leather jacket across her shoulders, with a notorious bad boy attached to her hip. She wanted to get to the bottom of this and ask a million questions, but Willow just smiled and waved before being led to 'Greaser HQ' as that table was known.

Spike sat down at his usual table, in his usual seat, and pulled Willow to his lap. She sat and smiled at everyone and said a shy hello. They all stared.

Spike figured it was best to get this all out in the open right now. "Willow's my girl. She's not goin' anywhere. You got somethin' to say, say it to yer mirror because that's the only way yer goin' ta get a reply that don't hurt. Got it?"

They all nodded. They hadn't been going to complain anyway; everyone knew Spike was smart and they figured one day he'd find a smart girl and start flying the straight and narrow - and leave them behind. But here was the smart girlfriend and yet he was still hanging out with them.

Over at the gang's table, eyes were fastened on the Greaser table until Angel sat down and told them all to mind their own business. Willow wasn't abandoning them; she knew who her friends were.

After only ten minutes, most of the Greasers broke up, heading to their after school jobs. Willow and Spike headed over to her friends' table.

Xander stood up with a look of righteous indignation aimed at Spike. He had more than a few words to say, hopefully ones that would drive Spike off for good.

Once they got to the table, however, Willow smiled around at everyone as Spike wrapped a proprietary arm across her shoulders. Angel rolled his eyes.

"Ladies and gentlemen," Willow began, "This is, um, Spike."

She turned and smiled at Spike. Then, "Spike, these are my friends. Xander, Cordelia and Buffy." She knew Angel didn't need an introduction.

Xander, Cordelia, and Buffy gawked. Angel stepped forward and smiled at Spike.

"Finally grew some b- uh, guts, I see."

"Due in some part to you, I think," Spike replied.

"Any time, brother, any time."

"She's coming for dinner Sunday, that okay?"

Angel smiled, "You know Mom loves a big crowd. Makes her feel loved."

"She is loved," Spike replied.

Buffy listened to the exchange between her perfect boyfriend and this - this - scum. She stood, turned, looked Angel in the eye and said, "Who are you and what have you done with my boyfriend?!"

When Spike made sure Willow got home safely that night, he was walking beside her as he did it. Not half a block behind.

He spent more than an hour "saying goodnight" and only left when her father threatened him.

Ira Rosenberg took one look at him and forbid his daughter to see him again. Spike introduced himself as 'William Pratt', told Mr. Rosenberg that he would be happy to bring over his college acceptance letters and the last statement from his trust fund if it would make Mr. Rosenberg feel better about him dating his daughter. The man had stammered and said that wasn't necessary and shook Spike's hand. Then told him to go home, it was past Willow's bedtime.

He walked home past Buffy Summers' house and sure enough, there was Angel getting shooed away by what he assumed was Buffy's mum. He waited on the sidewalk and saw Angel's surprise at finding him standing there. But Angel didn't mind, it'd be nice not to have to walk alone for a change.

Three houses down, they picked up Xander after he'd walked Cordy home. Spike laughed when Cordy yelled at her father when he asked her to come in for the night.

Angel saw his surprise, "Yep, that's our Cordy."

Spike took a step back. "Not mine, mate, you can keep her. I'm not signing on for the whole goody-two-shoes club, I just want Willow."

"Dear naïve Will," Angel said as Xander joined them. "With Willow, it's all or nothing. Where Willow goes-"

"Buffy and Xander go!" the newcomer added with some malice in his voice.

"Will, meet Alexander Harris. Best friend and lifelong companion to Elizabeth Summers and Willow Rosenberg. Xander, meet Will. Sorry, he prefers Spike. But I don't pay any attention to that. I call him Will." Angel smiled at his friend and Spike scowled back.

He held out his hand to Xander while saying, "Call me Spike." Xander looked at it and, after a meaningful pause, shook it. Hard. Spike gave as good as he got. Better even.

Angel pried them apart. "Okay, that's enough, you two. If you want to continue to be her best friend," he turned next toward Spike, "and her boyfriend, you two had better learn to get along."

"But he's a greaser!" was Xander's lame excuse for his dislike of Spike. The real reason was that, not knowing the real reason behind Willow and Oz's breakup, he always liked Oz and hoped that he and Willow would get back together one day. Oz was quiet, shy, unpretentious - perfect for Willow, in his opinion.

Angel had stopped in his tracks. "I have news for you, you little putz," Angel said, moving up to Xander and glaring down at him, "Will has been my best friend since the day he moved here and what he wears and who he hangs out with has no bearing on who he is. So, he wears a leather jacket! It looks swell on him! And yeah, he uses Brylcream, so do you! So do I, so does every boy in the school. If you were saddled with the curls he has, you'd understand. So back off, you hear me?"

Xander was looking contrite and took a step back. Spike held back the chuckle for as long as he could, but it made it's way out. "Playing the hero again, Angel? Thanks, mate, but I really don't need it this time." He turned to Xander. "Look, mate, I don't want to be yer enemy but I'm with Willow and I'm here to stay. For an eternity. So you and I better learn to deal with each other or Willow will be unhappy. An' I'm not lettin' Willow be unhappy even if I have to kill every one of you sods, ya got it?"

Xander couldn't believe the vehemence in this guy's voice. "Gee whiz, calm down, buddy. You just met the girl today."

"They've met before." Angel informed him with a laugh.

"What?"

"None of yer business, ya git. That's for Willow to tell when she's ready." He punched Angel in the shoulder for bringing it up in the first place.

They walked another block and half and stopped in front of Xander's house. Xander held out his hand and said good night to Angel. Then he held the hand out to Spike. It was a friendly shake. Until Xander took hold of Spike's arm and asked, "What's a git?"

When Willow left her house the next morning to walk to school, Spike was there with his motorcycle. She smiled at him and said, "I walk to school with Buffy and Cordy and Xander every morning."

"And I normally ride in with Angel, so they're all goin' t' be disappointed." He smiled and Willow couldn't resist him. "I just wanted to show off m' motorcycle," he admitted.

Willow hopped on the back. "And I'm duly impressed. Now let's stop by Buffy's so she can tell the others that my feet are taking the day off."

At the Summers' house Spike stayed on the bike as Willow ran up to inform Buffy of the day's change of schedule. Buffy, with scrambled egg still on her face, came running out to threaten Spike if anything happened to Willow while riding on the motorbike.

"Get used to it," Willow told him as they pulled away, "Buffy's favourite pastime is to threaten to kill people."

They arrived at school unharmed and a little early. Spike took the opportunity to pull her around the side of the building and make her toes curl. Willow had been hesitant and nervous, but all seemed quiet and none of the other students were coming around the corner to see them.

Just about the time Spike had Willow moaning with his kisses, he felt a tap on his shoulder. Willow squeaked when she looked over his shoulder and tried to hide behind him. Spike didn't know who it was, but it was clear Willow was afraid of him.

So, before he turned around to confront the person, he pulled off his leather jacket and wrapped it around Willow's shoulders. She looked adorable, surrounded by so much leather. She sighed and relaxed and Spike felt oddly proud that he could do that for her. He winked and kissed her nose.

When he turned, Willow made sure to stay completely out of sight behind him. He wasn't really surprised by the visitor, but he was surprised by Willow's reaction to him.

"Mr. Osbourne. What can I do for you on this fine day?" he kept his smile predatory.

"I think you should leave her alone," was Oz's answer. He looked somewhat predatory himself.

Spike looked behind Oz to his companion, "Good morning, Miss Veruca. If you don't mind, would you wait over there with the other whores? I think your presence is upsetting my girlfriend."

Abigail Veruca, speechless for the first time in her life, walked away. And still Willow had claws in his back in her efforts to hide.

*'Not Abigail then - Osbourne.'*

Spike reached a hand behind his back and took a hold of both of hers. That would keep her from tearing bloody streaks into his back anyway. Not that he'd mind that, just under different circumstances.

"Now, what were you blathering on about?" Spike asked, returning his attention to Oz.

Oz, having been ignored up until now, was livid. He grabbed hold of Spike's shirt. "I said you'd better leave her alone, you goddamned greaser. She doesn't want your filthy paws all over her!"

Spike kept his cool. He didn't want to start a fight in front of Willow. He looked down at his hands. True, they were still black in a couple of places from working on Uncle Rupert's Ford yesterday. He'd have to bleach them every day if he wanted to be presentable for Willow. Spike turned, making sure to keep Willow safe from Oz's gaze.

"What do ya say, Pet? These hands too filthy to touch you?"

Willow looked up, "eep"d again, and buried her face in his chest.

Spike put his arms around Willow and made her feel safe in his embrace before turning and looking over his shoulder at Oz. "Willow doesn't seem to mind. Run along now, boy, Willow's got no use for you anymore."

He thought that would end it. Anyone else should have gracefully retreated in the face of their ex's rejection. Especially with his new tramp standing so close by. He really didn't expect what happened next. He was pushed forward into Willow, who in turn banged against the brick wall of the school. She hit hard and her body collapsed. Spike roared and turned and started pummeling Oz.

He stopped when Larry and Vice-Principal Snyder pulled him back. Oz was on the ground, bloody, and it looked like his arm was broken. But he was still conscious. Spike tried to go back for more. Larry held him tight.

He sank back, knowing the fight was over. He looked over to Willow. Even Larry and Snyder couldn't hold him back when he pulled free to go to her side. He lifted her up and carried her toward the school as Snyder followed, vowing expulsion.

Once Willow had regained consciousness in the nurse's office, the full story came out. How Oz had started it, how Spike was only defending her honour. Lots of students came forward voluntarily to confirm the story. The most Snyder could do was give Spike two days suspension. This turned out to be a blessing in disguise because the nurse insisted Willow go home. As there was no one at her house to pick her up and take care of her, Spike now had two days free, so he volunteered. Happily.

He took Willow home on the motorcycle, strapping her to him with Xander's belt in case she lost consciousness again. He drove ultra-slowly, making sure not to hit any potholes or bumps in the road. When he pulled up in her driveway, he got off the bike and then lifted her and carried her inside.

"Spike, really, you don't need to do this. I'm fine." She held a hand to her head. "Okay, headache from Hades, but I'll be fine."

Spike looked down at her indulgingly. "If yer fine, then I don't get to hold ya like this. So pretend to be less than fine. For me?"

Willow immediately relaxed her body into a very good imitation of a faint. Spike, not ready for the increased weight, staggered a bit, but steadied himself with a chuckle.

"Where's the key, Pet?"

"Behind the fifth brick down from the light."

Spike adjusted her weight so that he could reach the key, which he used for its intended purpose and then put back. He opened the door and asked her which way. She debated on whether to tell him the living room or upstairs to her room. Seeing as how he'd probably be leaving soon, she decided to go with her own room.

"Up, turn left, second door on the right."

He did as instructed and found himself in the girliest bedroom he'd ever seen. And he'd seen more than a few.

"Pink," he said, setting her gently on the bed.

Willow yawned, "Yup, pink. Wanna make something of it, buster?" she threatened in the most non-threatening voice possible. She yawned again.

"No," he said, pulling his jacket off of her. "And no yawning. Miss Benson said you have to stay awake for five hours!"

"Yes, Daddy," she said, pulling off her shoes.

He leered at her, "You got some kinks you wanna tell me about, Luv?"

She blushed scarlet. "That's not what I meant you nasty, disgusting... boy!" she sounded very shocked.

He sobered. "I know, Luv. But you do need to rest. Without falling asleep. Do you want t' play cards?"

Willow blushed, just a little, but he caught it. "What?"

She shook her head, refusing to tell him her thought. Well, maybe she could hint at it.

"But, I really should thank my knight-in-shining-armor for defending me."

Spike waved a hand. "Any time, Luv."

"Maybe I could thank him... with a kiss?" That was as hint helpful as she could be without hitting him over the head.

He moved to the side of the bed and knelt by her side. "As much as I can't wait," his eyes looked her over from eyebrows to ankles, "to get my hands all over you -" he paused here and Willow blushed as she imagined what he was thinking about.

"Um, yeah," he continued, not really remembering what he'd been saying. "You're ill. Bonked on the head. Need rest. No sleep. Need to -" he stood and walked toward the door, "How 'bout some juice? Or milk? Calcium, good for the -" his eyes wandered again. "I'll go get you some milk," and he practically ran down the steps.

Willow giggled. Spike trying to be a gentleman was very funny in theory, let alone in practice.

When he returned, he seemed to be in a much better mood. He handed the milk to her and stood patiently while she drank it down. Then he asked with a grin, "Wanna dance?"

"What?"

"Dance. As in Harvest Moon. It's in less than three weeks. You want to be good together, right?"

Her mind had drifted right away from dancing when he said 'good together'. He seemed to understand where her thoughts were going and if they were going to be alone together for two days, he had to get her mind in a different place - right now. Because if her mind went there, his was sure to follow.

"C'mon, Luv. Saw yer pile of 45s in the basement. Let's go."

"What were you doing in the basement?" she asked as he pulled her down the steps.

The Rosenberg's basement had been remodeled into an all-purpose room just the year before. A floor of polished red oak gleamed in the artificial light of the wall sconces that lined the walls. Walls paneled in a lighter oak made the room feel warm and intimate. As Willow set up the first records in the record player, Spike pushed the turquoise and gold divan against the far wall.

Willow's newest acquisition 'Could This Be Magic' by The Dubs started to play and Spike smiled.

"Soft and slow, the better to hold you with, my dear," he said with a leer as he took her in his arms.

She cuddled into his embrace, but said with an anxious voice, "No Big Bad Wolf references, please. I don't like... wolves."

Spike pulled back and looked into her eyes. She was serious, it really bothered her. Spike pulled her close once again and dropped his head down to her ear. "I'm not a wolf, baby, and I'll never hurt you. But I am the Big Bad all right. I can be as big and bad as you need me to be."

Willow, very comforted by the thought that someone wanted to take care of her, sighed and moved just a fraction closer, feeling very safe.

They kept the songs soft and slow for a while. Willow, having been knocked unconscious that morning, didn't feel up to the jarring moves necessary when Jerry Lee Lewis or Chuck Berry played. So, they danced through Johnny Mathis singing '*Chances Are*' and Sam Cooke's '*You Send Me*'. Marty Robbins sang '*A White Sport Coat and a Pink Carnation*' and Fats Domino crooned, "*Blueberry Hill*." Willow pulled Spike down for a kiss. She'd meant the kiss to stay sweet and innocent, she really had. But once his lips touched hers, lightening struck and all good intentions were lost.

There was such heat between them; his touch, his voice, his kisses, his eyes looking at her, it all felt electric. It made her skin tingle and her mind dissolve. The entire world was rocked out of orbit when she was in his arms and if she stopped to think about it, she'd probably be wise to be worried about that. Luckily, her brain never entered the picture.

They had progressed past soft kisses to bites across her neck and hands under her sweater when the telephone rang. Spike didn't want her to answer it, but she said it might be the school and she didn't want them to think she hadn't gone home.

Willow stood - to find that somewhere along the line they had moved to the divan. To laying on the divan! She didn't remember that happening.

She ran upstairs to answer the phone in the kitchen.

"Hello?"

"Hi, sweetheart. The school called and I just now got the chance to call you."

"Hi, Mom," she said, both into the phone and to Spike who had followed her up. He didn't take the hint. He moved behind her and pulled her back against him.

"No, Mom, really, I'm fine. Yes, it was Oz. He was just being an ogre. He tried to bully me and Will."

Will, for his part, was holding up his end of the conversation by slipping his hands beneath Willow's blouse and over her bra to cup her breasts.

"MOM!" Willow shouted.

Mrs. Rosenberg, not privy to what was going on in her own house, was very alarmed. "Willow, what's wrong? Are you all right? I should get out of my two o'clock session and come home."

"NO!" Willow slapped Spike's hands away. "No, Mom, it's just... my head. It hurts. From being slapped against the wall. I'm just going to... going to take some aspirin and read a magazine. You really don't need to come home for that."

Mrs. Rosenberg, who was a very conscientious psychiatrist and hated breaking appointments with her patients, said, "Are you sure?"

Willow gave a mental sigh of relief. "Yes, Mom, I'm sure. I'll see you at six."

She hung up and turned on Spike. "Oh, that was just evil!" she laughed. But she took a few steps closer. "Now is it my turn?"

Spike, who hadn't known he'd enjoy getting his hands on her quite that much, gulped and said, "Oh, look. Twelve thirty. Lunch time. Why don't you go down and relax and I'll make us some lunch."

Willow, disappointed, but knowing just what kind of trouble they might get up to if the fun touching continued, acquiesced.

"Sandwiches okay?" he asked, opening the refrigerator.

"Okay," she said when she reached the bottom step, but Spike didn't hear her. He'd already headed for the bathroom and the relief he could find there.

When Spike returned to the basement, relieved, refreshed and bearing refreshments, Willow was asleep. He dropped the tray and ran to the divan.

"Willow, Luv, wake up, please wake up." The nurse had said she wasn't to fall asleep. It took a few moments but her eyes opened and she smiled at him.

"Hi, Spike."

"Hi, Luv."

"What's for lunch?"

Spike looked at the tray. By some miracle, the sandwiches had survived intact, but the lemonade had spilled. "Roast beef sandwiches and lemonade. Once I get some more lemonade."

The mess was cleaned up quickly and they sat at the bridge table, eating lunch together. It was calm and sweet... and weird. Willow giggled first.

"I know," Spike said, chuckling as well.

"No," Willow reassured him. "I always wanted to date a man who could cook. I burn water."

Spike laughed. "Swell. I'll stay home and cook and take care of our house and you become a famous rocket scientist and bring home the paycheck."

Willow's hand, on its way to her mouth, stilled. She must have heard him wrong. She cleared her throat. "What, um, what did you say?"

Spike put down his sandwich and took hold of her hands. "I said that," he stumbled, wondering how much he should tell her. "I might want to marry you - someday. Might want us to have a life together - someday." It was obvious to both of them that there had been no maybe in Spike's voice.

Willow stood and walked away. "We've been going steady for one day!" She thought about it. He'd never officially asked her to go steady. "Are we, um, going steady?" She'd be so embarrassed after what they'd done if he...

"Yes, Luv, we're going steady," he assured her. "I thought that would be self evident. I wouldn't - I'd never - Willow, I love you and respect you. I'd never take advantage of you."

Willow just stared at him. "You don't love me, you can't! You only met me yesterday! One day! Nobody falls in love in one day!"

He lowered his head. "I did. Three years ago I watched a beautiful redhead stop to help Jonathan after he'd fallen out of a tree during recess. You were so good to him, when all the other kids made fun of him. Warren and that prat Blayne came over and tried to kick him while he was down and you swooped in and put them both in their place. A shy girl who spoke to barely anyone. And then you walked him to the nurse's office and stayed until his mother came to get him. He'd broken his wrist."

Willow looked up at Spike with astonished eyes. "You saw that?"

Spike took her hands and led her over to the divan. "Luv, I saw everything. I saw you outshine everyone else in your classes. I saw you growing smarter than your friends and yet you never seemed to make note of that fact. I saw you climb to the top of the rope in Phys. Ed., even though the girls were supposed to skip that exercise. I saw you tutor your friends and the slower students who asked you.

"I saw you always be on hand to help Buffy through one of her dramatic episodes. I saw you pull Harris through Algebra and Cordelia through Latin. I saw you befriend Angel when Buffy started dating him even though Xander didn't want anything to do with him because he's a jock. Come to think of it, I can sympathise with 'im there."

Willow smiled. Then realized she was smiling and stopped.

"I saw you jump into the arms of that dolt Osbourne the week after I scared you - or thought I had - by kissing you in the museum. I saw you follow him around like a lost puppy and I saw him looking at every other girl that passed his eyes. And I know that he didn't just break up with you. I know that something happened, but I don't know what, and I'll never ask if you don't want me to."

Willow sat in stunned silence. He'd been watching her, watching everything she and her friends did. For three years. That was just... creepy. But a little sweet. But ooky too. But... this mental ping pong was giving her a headache.

"Spike, I think you'd better go now."

"Willow, please, let me explain, let me - "

"No, it's all right," she reassured him. "I just need time to think all this through."

He didn't want to go. He wanted to stay and make her understand.

The doorbell rang.

"That's Buffy and Xander and Cordy. I'll be fine. I'll see you tomorrow."

"Can I call you tonight?"

She opened the door to her friends and said, "I'll see you tomorrow" as he walked out the door.

When Angel opened his window that night, Spike was already there.

"I've lost her," was all he said.

Angel sighed, "You never had her, how could you lose her?"

"I did! She - we - I don't know. We were gettin' on so well."

"Oh? And what did your deep and meaningful conversations consist of?"

"What?"

Angel smiled. "I know that for you, a relationship lasts only as long it takes to get the girl's clothes off; about two hours. But I thought you wanted more with Willow."

"I DO! You know I do!"

"So what did you do to win her heart, Spike? Did you show her what a great guy you are, what a great student? Does she know you get straight A's in all your classes, even the ones you don't bother to show up for? Does she know that you only take auto shop because you have a terrible fear of engines breaking down like the one did on your parents' train? Did you give her flowers and tell she's wonderful and beautiful and you want to know everything about her?"

Spike didn't look up.

Angel knew Spike's faults and it was all getting old. Spike used girls for only one thing, but at least he was honest enough to let them know it ahead of time. He was probably too honest.

'*Oh no.*'

"Or did you kiss her senseless and get in her pants and blurt out that you're in love with her - even though you just met her formally yesterday? Or better yet, did you tell her that you've been stalking her and her friends for so long that you know their locker combinations?"

Spike looked up at that.

"I didn't get in her pants."

"Oh my God, Spike, you did all that?!" Angel sighed. "Kiss first and talk never. That's you, Spike, it's what you do. I thought Willow meant something to you, I thought she was different. You're right, my friend, you've lost her."

With that, Angel shut his window and walked away.

Spike lay awake all night long trying to figure out what to do.

By eight am, he still hadn't figured it out. By ten am, he still hadn't figured it out but he picked up the phone and called Willow's house. When she said, "Hello?" he lost his nerve and hung up.

By noon, his Uncle Rupert had called from work, called him a "lazy lay about" and told him to rake the leaves since he wasn't at school like he would have been if he hadn't gotten in that fight. So he got up, got dressed and went outside to think while he raked.

The raking is what gave him the clue to - hopefully - fix things with Willow. The key to successful raking, he noticed for the first time, was to take your time. Do one area fully and then move on to the next. Do it right, take your time and sooner or later, you have a leaf free yard.

What he wanted was a leaf free Willow. The metaphor brought the image of a Willow tree slowly shedding its leaves until only a very feminine shaped trunk remained. He shook his head.

Too many flights of fancy, Spike. Keep your head on the ground where it belongs. It's the only way to get Willow back.

Spike put the rake away and ran inside. On the way, a list of suitable date locations popped up in his mind.

*Drive-in?*

*No, looks like I'm tryin' to take advantage.*

*Well, Willow might not think so, there are people who go ta drive-in's t' watch the movie, mate!*

*Really?*

*Well, Angel says so.*

*Huh, the crazy things some people do.*

*Okay, where else?*

*Movie theatre?*

*More Willow in the dark. Best to avoid tempting situations for a while.*

*Dinner?*

*Yes, I can take her to dinner!*

*Where?*

He checked his wallet. Five dollars. *Good, but not great for a really nice restaurant.*

*What 'bout a moonlit picnic?*

*More Willow alone in the dark.*

*Not if all her little friends come! I can arrange it with Angel.*

*Perfect.*

When Angel left school for the day, Spike was waiting there with the motorcycle. Angel kissed Buffy goodbye and then walked over to his best friend who had acted like a complete putz the day before.

When Angel walked over to Spike, Spike looked up at him from beneath his lashes and said, "How'd ya like to go for a picnic on the beach with me tonight, Peaches?"

Angel, who had been expecting anything but that, batted his eyelashes and said in a falsetto voice, "Oh, Spike! I didn't know you felt that way about me!"

Spike's eyes grew huge as he looked around and said sotto voce, "Stop it, ya git! Someone'll hear you!"

Angel just laughed.

Angel moved to get on the back of the bike, but Spike revved the engine and backed up a foot.

"Now way yer ridin' with me after that little performance."

Angel wasn't worried. "Do you want my help with your picnic for Willow or not?"

Spike hung his head and held the bike still as Angel climbed on the back. As Angel wrapped his arms around Spike's waist, he said, in the same falsetto voice he had used before, "Oh, Spike! You're so manly with your big..." dramatic pause, "motorcycle."

Spike rolled his eyes and shook his head as he drove away.

br />
A little after seven that night, Spike and Angel sat beside the roaring beach fire they'd made. They had come out early to set everything up; Xander was driving the girls out soon.

Spike had caught a big break when Buffy's mom, who he'd never even met, thought their idea was very romantic and offered to cook and send the food along with Buffy. So Spike didn't even have to grocery shop, which he hated.

But still, wood needed to be gathered - enough for several hours. A spot had to be cleared of shells and twigs and rocks. They found three big logs from a downed tree and hefted them over so that each couple could have their own "bench".

"How come I'm sitting here with you while Xander Harris gets to drive out to this nice spot with three gorgeous women?" Angel asked.

Spike smiled ruefully. "Been wondering the same thing m'self."

Angel laughed. Spike stood, nervous. "Don't leave me alone with 'er, Angel. Walking, talking, playing tag - whatever we do, you come with us, yeah?"

"It'll be fine," Angel reassured him.

Spike looked up worried, "Angel, you know me. You know what I can do. I get a girl alone and in fifteen minutes tops, she's naked and we're fuckin'."

"Sure of yourself, aren't you?" Angel asked skeptically.

Spike just looked at him and turned on head tilt, the shy smile and the sexy eyes.

Angel chuckled and conceded. "One of these days, boy, you're going to get yourself in trouble with that." Spike hadn't turned off the sex appeal yet. "Stop it, Will, or I may have to jump your ass myself."

They both heard a car pull up.

"If it doesn't work out with Willow, you've got yourself a date," Spike said and walked over to make nice with Willow's friends.

The evening was going spectacularly. They'd laughed and talked and Spike pulled out his guitar and they sang a few Ricky Nelson songs and a couple of Jerry Lee Lewis tunes that were a killer on his fingers to play.

Mrs. Summers was an excellent cook. The only setback, in Spike's opinion, was a little too much rum in her rum cake. A giggling Buffy admitted while licking her fingers clean that it had been she who added an extra cup of the good brandy.

After that admission, Angel had "accidentally" knocked the cake over into the sand, ruining it. Almost. Willow and Cordelia had been willing to pick off the top portion that wasn't sandy, but then Spike stepped on it, in his effort to "help". It had taken both Angel and Spike to pry the remains from the somewhat smashed girls and run them to the nearest trash bin.

Spike was thinking this had been a bad idea. Angel put a consoling arm around his friend and assured him that everything would be fine. He just had to use a little self restraint. That's how they were when they walked back into the firelight; Angel with his arm around Spike's neck, whispering in his ear, assuring him it would all work out.

Drunken Cordy popped up at seeing them and said, "Yum!"

Inebriated Buffy turned and scooted next to Drunken Cordy and said, "Don't let us interfere, go right ahead."

"What are you tal-" Angel started to say, but just then Sloshed Willow saw the two extremely handsome men in a pseudo-embrace and excitedly added, "Can we watch?"

Spike and Angel took a self conscious step away from each other. Then another.

They looked at each other, not at the eager girls. "They didn't just say..." Spike asked.

"No, I didn't hear a thing. Buffy, let's go for a walk." Angel said and grabbed her hand and pulled her down the beach, desperate to prove that he was a completely normal - and thereby strictly heterosexual - man.

Spike, feeling the same urges, pulled Willow to her feet before remembering that he wasn't allowed to touch her.

'*But 'not allowed' is so strong a phrase.*'

After all, this rule was self-imposed so there was no one there to stop him if he...

'*Xander and Cordelia!*'

Were rolling around on the blanket and Xander's shirt was off and Cordy's was inching its way up.

Willow was no help at all, her hand underneath of his tee shirt and just about -

"Aaaah!" he shouted and backed away. He looked down the beach to where Angel and Buffy had disappeared. He looked down at the blanket to where Xander and Cordy were - He snapped his eyes shut.

He thought, for as long as he could keep a thought that didn't involve getting Willow naked. After six seconds, he said, "Bloody hell!" and grabbed a blanket in one hand, Willow in the other and moved quickly down the beach in the opposite direction than Angel had taken.< He was muttering to himself as they walked. After a few feet, he stopped, looked up and said, "This is entirely your fault!" and then kept going.

It took him almost a quarter-mile to find a spot he liked. One far enough away that if anyone came up for air, they wouldn't be spotted. And one hidden enough in a grouping of tall rocks that kept them away from wind and surf - and any prying eyes that might wander by.

Willow, still quite happy from the alcohol, cooed and curled into Spike's back as he arranged the blanket on the sand. He sat Willow down in the middle of the blanket and took a step back. He looked down into her bright, trusting eyes and said, "Willow." She smiled seductively and motioned for him to sit down beside her. He took a steadying breath and started again.

"Willow, you have had too much cake. I mean, too much alcohol. You are not in complete command of your senses. I meant what I said before, I respect you - worlds of respect for you," his eyes were on her cleavage. He forced his eyes back up to her hair. And imagined her over him, naked, running that beautiful long russet hair down across his -

'*Eyes, look at her eyes!*'

They were a beautiful green that was sparkling in moonlight. He started again.

"Willow, I love you and I respect you and I am perfectly," *gulp* "content" *another gulp* "to sit here with you all evening and talk. Discuss philosophy, astronomy, rugby, any subject that interests you." He was getting calmer now. He really did want to get to know her, not just her body.

"Luv, whatever you want, I am at your command. But if you don't mind, I'm going to stand up here while we talk, okay?"

Willow had listened patiently while he spoke. The whole time wondering what he looked like under that black tee shirt. She had felt it, but she'd never seen it.

And here, all he wanted to do was talk. She could fix that. Braver, not so self- conscious, sloshed to the gills Willow could fix anything. She reached down and pulled her sweater over her head and sent it flying in the air to land on one of their encircling rocks.

"Bloody hell!" Spike said and fell to his knees in front of her. She met him on her knees as well and Spike grabbed her and kissed her like he'd been dying to all night. He almost came just from that kiss.

Holding himself in control was exhausting. He was used to getting whatever he wanted as often as he wanted. Holding out because he'd finally gotten his little virgin was killing him.

Willow moaned into his mouth as her hands slid under his jacket to his shoulders. Spike shrugged out of the jacket but that wasn't enough for her. She clawed at his shirt and when he pulled away and pulled it over his head she took a moment to admire the perfection. That wolf Oz had been nothing compared to Spike!

Spike did not let his hands stand idly by. With practiced ease, he used his left hand to unhook her bra as his right hand grabbed a strap and pulled it from her body. He cursed the pale moonlight. He wanted to make love to her in a brightly lit room, full of soft candlelight. He'd never been a romantic; hell, he barely looked at the girls he'd fucked, but Willow... Willow was romance and candlelight and soft music and chocolate covered strawberries.

He shouldn't be using her this way, shouldn't be taking advantage of her on some horrid beach in -

"S-s-s-s-s-s-s-s, oooh" he hissed as her mouth licked across his chest.

*Sod it, we'll save the candles for another night!*

His hands moved to her stomach with gusto, absorbing her heat and her softness.

As her mouth moved to his nipples, his hands did likewise to her. When she licked, he ran a fingertip over the delicious bud. When she sucked, he gasped and moaned and his thumbs and index fingers rolled the tightening peaks gently. When she nipped at him, he plucked at her, making her moan as well.

When she bit down, he thought he'd come out of his pants. He rolled her down onto the blanket and began his assault on her body. He'd learned the other day that she liked to have her neck sucked on and bitten. But he didn't want to leave any marks that would embarrass her, so he was very careful to give her pleasure without marking her. As much as he would have loved to.

She was squirming against him, rubbing up against his hard on, slipping her legs between his to get some of the lovely pressure necessary to bring her some satisfaction. But they couldn't, not yet. He had to prove to her - and himself - that he wasn't just here for the sex. And even if it killed him - and it just might - he was going to do right by her.

But the alcohol had lowered her inhibitions and she wasn't too bashful to seek something she didn't even understand. He wouldn't take her virginity; Willow was the kind of girl you waited for. But her moans and her sighs and her body on his let him know that she was desperate for something and he didn't want to leave her unsatisfied. He could do this - he could. Really.

*Grr!*

He pulled up onto his hands and knees and worked his mouth down her chest. He felt like he'd seen heaven when, at long last, he was suckling at her breast. She curled her arms around his head and cooed into his hair.

He wanted to curl up and do this for hours but he knew they would be discovered before much longer. Her friends weren't going to stand for her just up and disappearing. They'd come looking for her.

So he rolled to her side and kissed her mouth.

"Baby, there's almost nothing I'd like better than to lick my way down your body, but it's too soon, I think. Or - I think you'll think that, when you sober up. But I have to please you, baby, it's all I've thought about for so long. I'm just goin' ta-"

His hand slid down her stomach and down her leg and he pulled her skirt up.

"I'm not looking, Luv, I haven't seen anything, okay?"

She had her eyes closed and she nodded and giggled. Her hands were exploring those magnificent muscles of his chest and shoulders again.

Seeing, no, but touching, oh yes. His hand found her knickers and worked his way inside. She was moaning and thrashing and trying to touch him as well.

"No, Luv, you don't have to - I'm fine."

He looked up to the heavens and whispered, "Forgive me for lying to the woman I love."

His hands kept at their pursuit, and with soothing, loving words, he coaxed her to spread her legs a little.

His thumb hit her clit and she almost jumped off the blanket.

"Like that, Luv? Lots more there, you'll see. But we're startin' slow tonight. Just relax, baby, Spike's goin' ta make you feel so good."

And he proceeded to do just that. With only his left hand and his eyes always on her face, he explored her body and her folds. Massaging her lips, teasing her clit, and finally pushing one finger inside her. She liked it so he moved around, stretching her. When he added the second finger, he stopped dead. Her hymen was gone.

*That mother fucker Oz, I'll kill him if it's the last thing I do!*

Willow sensed that something was wrong and stilled as well, looking at him and wondering what she had done wrong this time.

Spike forced himself to relax and moved his fingers again as he leaned in and kissed her.

"Always, baby. You and I are forever, no matter what. And I know that sounds a little scary this early in, but I love you and I will always love you, no matter what. I want you to remember that, ok?"

As he was speaking, his fingers were pumping faster and his thumb was pushing hard against her clit.

She came in his hand with a scream and he wanted more than anything to go down and lick her clean.

*Think about raking leaves. One step at a time.*

He could smell her and that, combined with his deeply painful hard on was fast making his well thought out plans become a distant memory.

Until she looked at him in wonder and said, "Wow! What was that, Spike?"

It flashed in his mind that even if Oz had gotten there first, he hadn't made her come. And damn him to hell for using her like that and not even taking the time to please her.

"That, my love, was called an orgasm. Lovely, aren't they?"

Willow looked up at him in adoration and said, "Yeah."

Spike chuckled and kissed her.

"Come on, Luv, up you get."

"But, um, what about..." she made a general nudging motion in the direction of his crotch.

Spike groaned. "Not that I don't want to, Luv, believe me, there's almost nothing I want more. In fact, the only thing I want more, right at this moment, is for you to not make your friends wonder where you are. So why don't you start back, it's to the right, and I'll clean up this blanket and such and catch up with you."

He kissed her good and proper to show her that he wasn't upset with her; her welfare was the only thing that concerned him.

"All right," she said and he turned the other way while she found her bra and sweater and put them on again. She smiled and waved and was off to return to the warmth of the bonfire and the company of her friends.

As soon as she'd cleared the opening in the rocks, Spike's hand was unzipping his jeans and the other hand, the one still covered in Willow's delicious juices, went for his dick. He sighed as he leaned back against a rock and pumped for all he was worth. He stopped when he was close to bring his hand to his mouth so he could taste her.

It took nothing more and he came as he sucked on his finger, shooting himself against the rocks that had been their seclusion.

Much later that night, at their windows, Spike and Angel talked.

Angel stood glaring across the expanse.

"Did you have sex with her?"

Spike shouted back, "What do you care, she's my girl, not yours!"

"Will!"

"We... I made love to her. But I didn't fuck 'er if that's what you mean."

Angel stood considering his answer.

"Why did you say we and then change it to I?"

Spike studied the lawn.

"Because... she's a good girl, Peaches. She doesn't... I made her feel good, all right? I didn't make her dirty herself with me."

Angel smiled, "There will probably come a time when she'll want to dirty herself with you."

Spike looked out at the night sky, tilted his head as if examining something and said, "God, I hope so."

Angel woke Spike a little after noon the next day.

"Come on, sleepy head, out of bed."

"What the fuck?" was grumbled from beneath the blankets.

Angel sat down on the side of the bed and pulled the covers off Spike's head.

"Get up; if I have to do this, it's only fair that you have to go too."

Spike opened one eye and glared at Angel.

"Shopping, Will. The girls are going shopping. And I have to drive them."

"And what the bloody fuck does that have to do with me?" he asked sleepily, pulling the covers back up.

"Willow, remember her? She's going shopping. Trying on clothes, taking them off, putting others..."

He didn't have to finish, Spike jumped out of bed and ran for the shower.

An hour later, they pulled up in front of the Rosenberg house. Buffy moved to get out, going to get Willow, but Spike jumped out of the back of Angel's convertible first.

Mr. Rosenberg answered the door and Spike had the unfortunate-timed memory of fingering his daughter the night before.

He pulled at the collar of his tee shirt. "Afternoon, um, Mr. Rosenberg. Is Willow here? Buffy and she are, uh, going shopping and I-"

Willow's father was pulled out of the doorway and replaced by a blushing Willow.

"Hi," she said shyly, not even looking up at him.

Spike put his fingers under her chin and lifted her face to his. "You're more beautiful today than you were yesterday. I was afraid you'd be hung over."

Willow shook her head and came outside. Spike took her hand and led her out to Angel's car, where Buffy pulled the seat up and let Willow into the back seat. Spike just climbed in over the side.

Angel sped away and Buffy turned on the radio and Frankie Lymon and the Teenagers began singing '*Goody Goody*' as Spike turned to Willow. He moved in closer to her and put an arm around her shoulders.

"How are you feeling t'day, Luv? Glad to see there weren't any ill effects."

Willow grinned. "I'm used to Mrs. Summers' rum cake. Buffy's been spiking it since she was old enough to open the liquor cabinet."

Spike laughed. "Clever friends you've got there."

"I like them."

Spike suddenly couldn't meet her eyes. "So, um, do you remember anything... about last night?"

Willow blushed to the roots of her hair. "You mean when I threw myself at you and you were an almost perfect gentleman?"

Spike scoffed. "Luv, I failed you. I tried so hard but you looked so beautiful and you kept whispering lovely things in my ear and I lost control. I'm sorry."

Willow leaned in close and whispered, "You mean forgive you for making me feel so good while you completely ignored your own... urges? And you didn't even look. You were so sweet, Spike."

"You, you didn't think I was too forward? Too soon?"

Willow chuckled. "Yes, I think you were very forward. But considering what I was begging you to do in my inebriated state, you were wonderfully restrained. And yes, it's very soon in our relationship. But considering I've been dreaming about you since that day in the museum, I think we've waited long enough. I mean, two years! That's long enough for anybody!"

Spike laughed and kissed her cheek, "Luv, you are the most wonderful creature. You amaze me."

Willow, who couldn't believe she was being this forward, winked at him. "Maybe, if you're good, I'll amaze you again tonight."

Spike was the best behaved boyfriend in the history of shopping. When Angel finally asked him pointed questions about why he was being such a whipped prat, Spike countered with "Willow doesn't hate me for last night." That was all he was going to say, even to his best friend.

Spike picked her up in his Uncle's old Hudson later that evening and Willow told her parents they were going for a drive.

They went to Pop's, where Spike ordered a burger, fries, milkshake and a piece of pie. Willow, although she had ordered a cheeseburger and a vanilla coke with peanuts, mainly just picked at Spike's fries.

Xander and Cordy met up with them and Xander was more than happy to finish Willow's meal for her. Cordy dragged Willow to the powder room and asked for all the details of last night and asked her what was up with her tonight, she was acting like a twitchy little girl.

Willow pulled her into one of the stalls and bypassed the issue of last night by asking, "Cordy, I know I'm going to sound like a big old tramp asking this, and, really, you don't have to answer me if you don't want to, but..." she hesitated and Cordy rolled her eyes and made a 'get on with it' gesture with her hand.

"Have you and Xander ever made love?"

"Yeah, lots of times. So?" One of the things Willow both loved and dreaded about Cordy was that she wasn't afraid to say her mind. This was one of those '*loved*' times.

"And?"

"And what?"

"You liked it?"

Cordy blushed (something Willow never thought she'd see) and smiled a very sexy smile. "Yes, ma'am."

Willow giggled.

"So, you are Spike are at that point already?"

"Oh, no!" Willow hastened to add. "It's just..." her face got that pretty pink blush again. "It's - I can't explain it. Every time I'm with Spike it's like... I don't know. I feel like I'm on fire and I can't sit still and I get all sweaty and..."

"Cream your panties?" Cordy asked with a grin.

"Yeah," Willow admitted. "It's just... I feel like this has been on hold for two years and now that I'm finally with him I can't seem to stop myself. But he keeps-"

"Hold on just a minute," Cordy said, interrupting. "Two years?"

Willow nodded. "A couple of years ago, our biology class went to the museum of natural history. And when I went to the ladies room, Spike, he, um, he kissed me. I mean, we got interrupted so it wasn't much of a kiss but still-"

"You let a hot number like Spike get away? Oh, you naughty girl, you've been holding out on us! I remember that now! Me and Buffy wondered what was wrong with you. For days afterward, you sulked and wouldn't talk to anyone and then that loser, Oz, asked you out and you threw yourself into that relationship and he was so-o-o-o wrong for you! He was a wolf in sheep's clothing, that's what he was!"

Willow's eyes teared up and she started to cry. Cordelia, not used to consoling anyone, awkwardly put her arms around Willow and asked what was wrong.

"Oh, Cordy, he... he... he..."

"I'm getting the feeling that he did something," Cordy said in exasperation and Willow giggled.

Willow wiped her eyes. "The night before he broke up with me, he took me to - and we - or rather, he -"

"He raped you?" Cordy all but screamed. Luckily there was no one else in the ladies room.

"No! Oh, no. He just - he wanted to, but I didn't - and he - well, I like necking - and he said it was just necking only more so, but - I don't think I'm very good at, you know - I mean, I don't think my body's made to - because it hurt, it really did - and I wanted him to stop but he told me guys can't stop. That once they get started, they have to finish or they'll have a heart attack from all the pressure. But - I'm not good, or, or something and Oz said I was frigid, and the next day he dumped me for Abigail Veruca. But then Spike kissed me in Mr. Harris' sociology room and so-"

She stopped the babble because Cordy was laughing. Bend over, hold your stomach belly laughing.

Willow opened the stall and stormed out.

"No! Willow, wait!" Cordy had to slap herself in the face to stop herself from laughing. In the one decent thing Cordy ever did for anyone else in her life, she gave Willow a quick hug and said, "Honey, he gave you the oldest line in the book. First off, a guy can stop at any time. I've made Xander stop enough times, just to keep him in line, so I know what I'm talking about. They may get grumpy, but they're perfectly healthy. A guy who doesn't know what he's doing - or doesn't care - he gets his rocks off but the girl gets nothing. And then the dingleberry blames the girl. It wasn't you, Willow," she ran a hand down Willow's hair and straightened it, "It was Oz. He's a jerk and a loser and you should completely ignore everything he ever told you."

"He told me that he loved me," Willow confessed in a whisper, "that last night."

"He was just trying to get under your skirt!"

"Spike told me that he loves me," she confessed again, just as softly.

Cordy looked shocked. "Last night?" she asked in a growl, "When he was trying to get in your panties on the beach?"

"Oh, no. The other day when he took me home after I hit my head. He made me lunch and danced with me and told me that he's loved me for three years. He saw me help Jonathan when he-"

"Fell out of the tree," Cordy finished, finally understanding. And discovering a new respect for Spike.

"Yeah, that time. And he's been, it's kind of creepy, but he's been watching me. Watching all of us. He says he knows me. And that he loves me. Isn't that a little-"

Cordy smiled. "Sweet. Very sweet. I'll hand it to him; he's showing depth I didn't think possible in a greaser." She looked Willow in the eyes, "Do you trust Angel?"

"Of course."

"Me too. And Angel says Spike's been his best friend forever. I don't think Angel would be friends with someone creepy, do you?"

"Of course not."

"Then I say to hold on to him. Give him a chance. If he truly loves you, and with the way you respond to him - like you've never felt with anyone else, he just may be the one. Come on."

Cordy led them back to the table and Willow continued to eat Spike's fries - he had ordered more food because Xander ate everything on the table - but now, she had a smile on her face as she dipped them in ketchup.

After Cordy finished her cherry Coke, she asked Xander to go out to the car and find her lipstick. Then she asked Willow to go with him because boys were notoriously terrible at finding things. Willow and Xander went without question. Spike arched an eyebrow at Cordelia.

"Pet, you could have gone and got that yourself."

"I know," Cordy answered before rounding on him and sticking an accusing finger in his face. Her voice was low and menacing.

"Listen to me, you greaser. I had my doubts about you but Willow seems to like you so I guess you'll do. But you had better listen up and listen well. Daniel Osbourne was a loser and a liar and he messed with her head, messed it up good. And if you ever so much as think of doing one little thing that will confuse or hurt Willow, I will personally come after you with the machete my daddy keeps in the garage and I will hack you into bits so small even your dentist won't be able to identify the body."

Willow walked up just then and handed Cordy her lipstick.

"Thanks," Cordy said cheerfully, "Come with me to put it on?"

Willow grabbed her purse and followed Cordelia to the ladies room.

Spike sat with his mouth hanging open. He didn't have to explain, Xander understood.

"Whatever she said, she meant it," he informed Spike. "I have learned that Cordelia Chase never says anything she doesn't mean."

Spike shook his head to clear it. He picked up Willow's Coke and took a sip. "That's one scary girlfriend you got there, mate."

Xander smiled. "Don't I know it? I love feisty women."

Spike laughed.

Spike slowed at the end of Sunset Point then turned left. He followed a dirt road through some trees and over to a secluded spot overlooking Sunnydale.

Willow looked around nervously, "Um, but everybody else is back there," she said, pointing to the spot where they had turned.

"I don't want to be where everyone else is," Spike told her, "I want to be where you are. And have you all to myself with no worries about someone peeking in the windows."

Willow smiled, "Oh, when you put it that way..." She scooted over closer to Spike and waited for him to kiss her.

Spike didn't disappoint. He licked his lips as he moved his face closer to hers. He didn't close his eyes because he loved looking in hers. Brilliant, sparkling green like emeralds and her goodness shined out of them. So sweet. And innocent. And trusting.

His lips touched hers and all his will to be gentle with her flew out the window. He always had such high ideals about her and how he should behave around her that sounded wonderful in theory but never quite worked out in practice.

This gentle and tender girl that he'd fallen in love with so long ago. Held in such high regard. Admired, worshipped, and put on a pedestal. He'd seen her with her former boyfriend. Always shy, always mannerly and ladylike. He'd even watched them at the drive-in. She was the essence of feminine virtue.

But the moment any inch of his skin came in contact with her, fire raced through his belly and electricity passed from her to him. She was like a magnet. When they got close, she pulled him in and wouldn't let go.

Her hands were on his chest and she was on her knees on the seat, leaning in to him. She was wearing these tight Capri pants that showed off every curve and his hands couldn't help admiring those curves for themselves.

Her arms went around his neck and he almost died when his shy little Willow took control of the kiss away from him. She sighed and arched her back and pushed on his shoulders, making him slide down in the seat. Then his bold, beautiful girl spread herself out on top of him and ground herself down into -

"Willow, stop!" he broke away to tell her. She raised her head and lust fogged eyes looked down at him. "You don't have to do this, baby, really. If you just want to - if you don't want to do - it's all right, I don't want to make you-"

She just smiled indulgently at him and lowered her face to his neck. When she opened her mouth and sucked in the skin she found there, he raised his hips and ground up into her. His feet hit the other door, giving him better leverage and her legs slipped between his bent ones.

His hands moved to her bottom and pushed her down harder against his erection. She bit his neck. Her hands snuck in under his tee shirt and warmed his skin as they traveled up over his belly to his chest. Her fingernails raked down his chest and she noticed that he growled when she touched his nipple. So she did it again.

Then she rubbed teasing circles around and around and his breath got heavier and more ragged and his hips down there were rubbing her in almost the right way but not quite.

Spike felt her trying to get herself off and, with more will than he thought he possessed, he pushed her up and off of him. Before she had a chance to protest, he pulled her to the roomier back seat and had her on her back. He lay down on her this time and kissed her again.

He worked his way from her mouth to her ear where he whispered to her how beautiful she was and how enchanting. That her skin tasted sweet and salty and he'd be happy licking her forever.

He moved his kisses down to her neck and his fingers undid the buttons of her blouse. Before he had even unhooked her bra, his mouth was suckling her. He pulled one bra cup down so he could taste her as he finished unhooking it. He pulled it loose but she had to pull it off and drop it to the floor because he was too preoccupied sucking her to distraction.

"Oh, God, Spike, I never knew - that feels - oh, yeah, don't stop that, okay?" Her back arched up, pushing her closer to him and he wrapped his arms around her waist and moved to the other breast.

She was shaking now, so out of control and Spike slipped a hand down between them and pressed the heel of his hand into her clit, pushing it hard against her pubic bone. Rocked his hand against her.

Willow stretched and held her legs tightly together, holding his hand in place.

Spike was in heaven. He had the girl of his dreams in his arms, in his mouth, in his hands and she was moaning and twitching and screaming his name as she came. Her second ever orgasm. And he had given her both of them.

He stopped and just held her as she came down.

"Mmmm," she sighed.

"Mm hmm," Spike agreed.

He shifted his weight and Willow felt his length hard against her thigh.

"Spike?"

"Yes, Luv?"

"Um, do you - uh, do you have to-?"

Spike smiled against her hair. "I can wait."

"Wait for what?"

Spike thought. How do you tell the woman you love that you're going to go home and wank off? Or is that something you'd be better keeping to yourself?

She took the decision out of his hands but reaching down and rubbing her hand against his zipper. As much as it broke his heart to do it, he pulled away from her touch.

"Don't, Luv. Please?"

Willow pulled her hand back and asked in a tiny voice, "Did I do it wrong?"

He chuckled and she sat up to look him in the eyes. Thereby sitting on the turgid object in question. He groaned, she smirked.

He sat up and put her on the seat next to him.

"Willow, do you love me?" he asked.

"What?" she asked, a little alarmed, "I mean, it's only been - and we don't - I mean, so far," she was blushing, "and I think I could - I'm sorry. I just don't know."

Spike smiled and took hold of her hands. Mainly to keep his own hands from touching anything that was desperately seeking his attention.

"It's all right, Luv. I didn't expect you to. But I... I don't want you to..." he couldn't think of a nicer way to put it, "dirty yourself with me until yer sure I'm the one."

"But you," she countered, "dirty - um, dirty yourself with me."

He grinned, "With you, Luv, nothing is ever dirty. Everything with you is beauty and love and reverence. You, my love, are my goddess and I am merely worshipping at your altar."

She smiled wistfully, "You make it sound so... romantic."

"It is romantic."

Willow giggled, "And here I thought it was hot and sweaty heavy petting in the back of a car."

Spike waited until she stopped laughing. "Not when it's me and you, Willow. When you let me touch you, it's magic."

"Willow, meet Angel's mum, Mrs. O'Connor. Mum, meet Willow."

"Oh, isn't she lovely!" Mrs. O'Connor gushed to Spike. "You've been talking about her for so many years, I was beginning to think she was a ghost!" The slightly chubby woman with a thick Brooklyn accent turned to her only son. "And you! Where's Buffy? Why is she never here for our Sunday dinners?"

"She coming today, Mom," Angel told her, slightly ashamed. "And you know why she couldn't before." He inclined his head toward Spike.

"Psshaw! You and your secrets! You're ridiculous the two of you. You're not just friends, you're brothers, practically joined at the hip! And ashamed to tell anyone!" she huffed. "Which reminds me, your father's lousy brother Chester was telling Grandma over the phone again that you and he are... you know - *queer*," she whispered. "Will you please go introduce Buffy to her when she gets here so the old bitty will stop worrying!"

Angel and Spike both looked down and turned red.

"Mrs. O'Connor?" Willow interrupted.

"Yes, sweetheart?," The woman answered with a big smile.

"Well, I can't speak for Angel, but I can assure you that uh, Will definitely isn't, uh... one of those."

Mrs. O'Connor smiled then sent a scalding glare at her son. "See? And where is your girlfriend on the one day a week when your grandmother comes to visit?!"

Just then, there was a knock at the door and Angel went running, praying it was his perpetually late girlfriend. Dinner was delicious and fun. Angel had a large extended family that liked to debate everything. Even the colour of Grandma's hair. Willow and Angel had been on the side rooting for 'periwinkle', while Buffy and Spike were on the opposing 'dove gray' side.

"Maybe I picked the wrong boyfriend," Buffy kidded to Willow.

Only to have Spike chime in with, "Only in your dreams, Blondie."

"Look who's talking!" Buffy countered. And on it went. Willow and Angel sat and talked about all kinds of things, but mostly about Angel and Will's friendship. When Angel had told all the secrets he was willing to reveal, they decided that Spike and Buffy had mastered the art of vicious conversation and broke it up.

Spike dragged Willow down to the basement then to kiss her senseless and see how much of her he could decipher through the yards of crinolines she wore. Willow was worried they'd be missed, but Spike assured her that the relatives would either be snoring or arguing and now was about the time he and Angel usually snuck off to Angel's bedroom anyway. Which is probably where Angel and Buffy were.

Visions of Spike and Angel "sneaking off" made Willow laugh and ask if there was anything to Uncle Chester's accusation. Spike just smiled, "Tell ya what, Luv. Angel and I will show you ours if you and Buffy show us yours."

Willow was aghast! "Buffy and I have never!"

"Angel and I have never either!" Spike said with a smirk, "But its fun to keep the old farts guessing."

A short while later, they were on their way to take the girls home in Angel's car. Willow and Buffy were curled up together in the back, practically asleep.

Spike noticed that Angel couldn't stop glancing in the rear view mirror and smiling. "Yeah, I've had that fantasy too, mate. Ain't gonna happen," he said quietly.

"Unless you show us yours first," Buffy murmured in her sleep.

Monday brought with it the panic of midterm exams and it was decided that the gang would meet at Buffy's, as they always did, to study. Willow invited Spike to join them.

"Um, no."

"What?" she said, thinking she had heard wrong.

"It's not that I don't like your friends, Luv-" he broke off, not knowing what to say. "Okay, it is that I don't like your friends."

"Spike," she scoffed, "You do too! You and Cordy laugh at all the same dirty jokes, Xander thinks you're the coolest person he's ever met, Angel's your best friend and Buffy-" She was stumped.

"Wait, you mean Peaches shows up for these things?"

"Who?"

"Angel."

Willow started laughing and couldn't stop. "You - you - you call him-" she fell off her seat at the lunch table.

Spike looked around, hoping no one saw, but of course everyone did. He helped her up and whispered, "Shh, I didn't mean to say that. It's a nickname. Only use it when I'm pullin' 'is chain. S'what his mum called 'im when he was a baby. And when she wants him to take out the trash." He grinned.

"Okay, I won't tell Angel you told me his nickname if you come to the study session tonight."

He thought about it. Studying with the Preps.

"No, thanks, I'll chance it."

"Fine," she said. "Then I'll come to your house and we'll study there."

Spike leered, "Uncle Rupes is working tonight. I can't wait."

Willow gave him a very prim and proper look. "Oh. Well, since studying is very important, I guess I'll bring my father along to act as chaperone."

Spike sighed and banged his head against the table. Once. Twice. Again.

"What time should I be at Buffy's house?"

Willow smiled.

"Just don't tell the guys, all right?" he said, looking nervously around.

It wasn't as bad as he thought it would be. And that scared him.

He got to meet Buffy's mum and he thanked her for the food for the picnic. Xander spent more time cracking jokes than studying, some of them were even funny.

Cordelia, oddly enough, or maybe not now that he thought about her personality, took the lead and assigned everyone their section to study and summarize for the rest of the group. He spent almost no time at all on his. Cordy obviously thought he was substandard because she assigned him a long, very boring chapter in the history text.

He spent his time studying them instead.

Not so bad, not nearly as bad as he'd expected. Yes, they'd had fun together at the beach, but he didn't expect them to be serious students or companionable friends. Guess you shouldn't judge a book by its cover.

He knew being with Willow would mean he would have to let go of some of his ways. He still worked on cars, but he spent more time washing up afterward, being careful to get the grease out from under his fingernails. He could also be more open about his intelligence with her, something he tended to underplay with the guys from the shop. Most of them were there to study for a career, not because they were coming into money on their twenty-first birthday and had plans to buy every car they'd ever dreamt about. His first would be a 1955 Porsche Spyder just like James Dean's.

He wanted to go to university. Planned for it, studied for it, but not too hard. He didn't really have to. Something went into his noggin, it tended to stay. Uncle Rupert was getting the bankers to release the funds for him to go and live pretty comfortably. He hadn't decided what he wanted to study yet, but he was leaning toward engineering. He liked taking things apart, finding out how they worked; how to improve them, make them better, faster.

What did Willow want to do? Very few women went to university and even fewer graduated, tending to drop out when they'd snared a husband. But he didn't see that for Willow. She was the type to have plans, ambitions. Her father was a lawyer, her mother, a psychiatrist. She'd probably never been told that she should aim for a wealthy husband and a house full of rugrats. He had to remember to ask her what she wanted to be.

"Everyone ready?" Cordelia asked, when the allotted time was up.

"Okay, Spike, you first," she said, a glint in her eye. He knew she expected him to stammer and fuss, and try to explain material he really didn't understand.

"At the close of the 19th century, the United States cooperated with Great Britain, France, Russia, Italy, Germany, Austria, and Japan in order to defeat the I Ho Ch'uan, a Chinese secret society that had besieged Westerners and Chinese Christians in Beijing.

"The I Ho Ch'uan, (righteous, harmonious fists), also known as the Boxers, gained power in China due to increasing resentment..."

They all sat in stunned silence as he related the significant facts of the text, and some facts the text left out. He loved showing off.

"...But the political decentralization of the late Qing period was made worse during the Boxer Uprising. The independence of some provinces in nineteen hundred to nineteen oh one clearly showed that Peking's control over the country at large was weak. In such circumstances, it was unlikely that the reform efforts after nineteen oh one would succeed."

He stopped and put down his pencil. No one said anything.

Until Willow stood and asked the group to excuse her and Spike. She led him out the front door and around to the side of the house away from the dining room where her friends were studying.

"Oh my God, Spike, that was just-" She jumped into his arms and kissed him. He kissed her back.

"Thought your boy was just skimming by? Didn't know I had the brains to back up m' brawn?"

"Yes! No! I don't know! I just - You knew it, you knew it so well like you'd actually been there!"

Spike just smiled indulgently and she went back to kissing him, moving across his cheek and down to his neck.

When they went back in, no one missed the brand new hickey forming on Spike's neck.

The rest of the week passed much the same way. Spike made sure to hang with the Greasers at Pop's after school; he didn't want them to think he was deserting them for a girl. That and he needed the earthiness of his friends to counteract the sugar-shock he was getting every night from Willow and her friends. It seemed that now that he'd proven himself in the brains department, he was an honourary member.

Cordelia was even making eyes at him when Xander wasn't looking. Angel assured him it was nothing serious; she did that with everyone. Spike wasn't so sure. He decided to give her a very wide berth.

Thursday and Friday the exams were given and more of the heavy tension of the week dissolved away as each midterm faded into history. It seemed as if the entire senior class was in Pop's on Friday afternoon.

"I think we should celebrate!" Buffy announced. Everyone agreed except for Willow who wasn't paying any mind to the occupants of her own table.

"Be right back, guys," she said absently, before walking over to the Greasers table and straddling Spike's lap, her voluminous skirts covering his jeans and some of the table.

"I missed you," she told his smiling face before descending and taking his mouth in a kiss that made most of the Greasers blush. Then she got up walked back to her table.

His friends cracked up when Spike was so flustered he couldn't remember what he'd been talking about.

They teased him some more before leaving to go to their jobs.

He wandered over to Willow's table and made her stand so he could sit in her chair and pull her into his lap.

"How come you never do that to me?" Cordy asked Xander, pointing at Spike and Willow.

Xander looked shocked. "Do you want me to?"

Cordy stood and placed herself on Xander's lap, trying to find a comfortable position. It didn't work. She stood again, told him to stand as well, sat in his chair and pulled him onto her lap.

"That's better!" she declared. Everybody laughed as he jumped up and glared at her.

"What?" she asked, laughing.

Xander stormed out without saying a word.

Cordy harrumphed and grabbed her purse. "I'd better go find him and soothe his fragile male ego."

They watched her leave and pitied poor Xander.

"Movies?" Buffy asked.

"Sure," Willow said, then looked at Spike, "I mean, if its okay with Spike?"

Spike didn't want to go to the movies. He wanted to take Willow somewhere and... talk some more. But Angel was smirking at him like he knew what Spike was going to say, so instead Spike replied, "How 'bout Bridge on the River Kwai?"

"Uh uh," Buffy told him, shaking her head, "Peyton Place."

The problem was, Willow had said, "Sayonara" at the same time as Buffy and Angel called, "Witness for the Prosecution."

They all laughed.

"Great," Buffy said, "Somebody has to give and break the four way tie."

They all looked at each other. Spike looked at Angel, hoping his best friend would give in. Buffy looked at Willow for the same reason. Spike looked at Buffy thinking that there was no way he was going to let that opinionated autocrat win. So he sighed and said, "Marlon Brando, he's cool. The Wild One, right? How bad could it be if Brando's in it?"

"Famous last words," Angel muttered to himself.

*Sayonara* it was then.

Buffy and Willow were crying, Angel was complaining that Lloyd had been a sap and Spike was inwardly cursing Brando for selling out.

'*Who can we turn to now that James Dean's dead?*'

Buffy didn't want to go home just yet so Angel drove them all up to Sunset Point. When Angel started to park, Willow was about to tell him about the dirt road, but Spike pulled her back and put a finger to his lips.

"Ssh, Luv. Our secret." He whispered. "Don't want them being there when we go, do we?"

She blushed and shook her head in acknowledgement of his sound judgment.

Both Buffy and Willow were nervous about doing anything, even kissing, with the others right there in the car, but Spike and Angel's soft words and even softer touches soon changed their minds and Buffy was on her back in the front seat while Willow was similarly engaged in the back.

Willow tried really hard to be absolutely quiet but soft sighs and whimpers were coming from the front that were very distracting.

"Spike, I can't," Willow told him when he tried to put more than just his hand under her sweater. "What if they hear us?"

Spike held a finger to his lips again and helped her to sit up. He leaned her forward just a little and she didn't want to look but -

Buffy's shirt was unbuttoned and her bra was pulled up and Angel was peppering kisses across her chest while she moaned with her eyes closed and her hand was in his-

Spike put a hand across her mouth before she could gasp.

He pulled her back and lay her down across the seat. He moved close to her ear and whispered, "It's okay, baby. I won't do anything yer not comfortable with. But I wouldn't worry about those two hearing anything for a while."

She didn't seem to feel better about it, in fact she looked even more upset. Spike moved to a sitting position, pulling her up to straddle his lap. Fortunately tonight, she was wearing a pencil skirt that had be lifted way up on her hips in order to achieve the position.

Letting Spike get his fill of those legs that peeked out below her long skirts.

He looked at her and licked his anxious lips. She bit into her bottom one.

As his hands found her ankles, she lowered her head for a kiss. Like all their kisses, no matter how innocently intended, the chemistry between them sparked and his mouth parted hers. He pushed up into her, getting closer, deepening the kiss. His tongue entered her and traced the ridges on the roof of her mouth. Lips and teeth mashed, her hands came to his face, pulling him in impossibly closer.

As his hands found their way up her legs to her soft round bottom, he pulled her in tight against him, both desperate for the contact that brought. Her center ground against him and she rocked, finally finding what it was she needed. Tongues dueled as she felt him harden under her. If she could only find the courage to...

Her hand moved to his waist, but his was already there and beat her to it. He moved her wandering hand to around his shoulders and then reached down to feel her heat and her wetness. He moved her knickers out of the way and slid a finger inside her and opened his mouth wider to absorb her moan. His thumb circled her clit and she melted against his chest.

Another finger and she was bouncing harder now, pumping herself on his hand and his crotch and he sent another one of those mental thank you's skyward for bringing this girl to him.

He was beginning to think he might have voyeuristic fantasies because he was about to come in his jeans and here they were out where practically anyone could see them. Anyone not doing the same thing they were doing, that is.

He felt her inner muscles tighten around his fingers and he thought about those muscles tightening around his dick and they both came together. When he could focus again, he removed his hand from her pussy and licked his fingers clean. She watched him in fascination and he offered his thumb for her to taste, but she looked shocked and shook her head no.

So instead, he licked his thumb clean but didn't swallow. Then moved in for a kiss and she tasted herself on his tongue. She moaned and deepened the kiss.

He heard Buffy and Angel start to sit up so he lay her back down on the backseat and wrapped her up in his coat. He leaned down and whispered for her to be quiet. He sat up and told Angel and Buffy that Willow was asleep. Angel adjusted his clothes and headed for home.

Spike lay down on the seat in front of Willow and took her in his arms.

"I didn't think you'd want to have to face them right now. This will get you out of any embarrassing questions."

Willow looked teary.

"What's wrong, Luv?"

Maybe she wanted to talk to Buffy, maybe that's what girls did after.

"I love you."

He gaped at her.

Her hand moved up and cupped his cheek, "I love you, Spike. I just wanted you to know."

"Because of tonight?" he asked, just be sure. Sometimes girls said the stupidest things after they came.

"Because of tonight and last night and every day and night before that. Because you're you."

He held her tighter. "God, baby, I love you too."

"I know," she sighed before closing her eyes and snuggling into his chest for the ride home.

After they dropped the girls off, Angel headed back to their neighborhood.

"So?" he asked.

"Do I ask you what you do with Blondie?" Spike countered.

"No, but then we've never double dated before."

"True," Spike said. That's all he said.

"So?" Angel asked again, more vehemently.

Spike smirked. "She loves me."

"YES!" Angel yelled, scaring quite a few nearby dogs and making them howl.

After that, every spare moment was spent together. Talking, driving, eating, studying, dancing, shopping. They did everything together.

Xander and Angel were bearing the brunt as their women complained and asked why they weren't treated as well as Willow was. Angel found the answer by informing Buffy that if she wanted to be treated like Willow was being treated, she should date Spike. That shut her up.

Xander tried that tack with Cordelia but didn't like the look in her eyes when he said it. He finally put his foot down and told her that if she even considered getting between Willow and Spike he'd take her over his knee and give her the spanking of her life.

Cordelia blushed and smiled and acted very demure around Xander after that. One night they didn't show up for a study session. The next day, Cordelia was practically eating out of Xander's hand. Nobody asked any questions.

The next time they drove up to Sunset Point, Willow told Spike she wanted to do "um... that dirty thing."

But she was very nervous about doing something wrong. He told her there was no wrong way to do it. He demonstrated what he meant by taking off her sweater, her bra, her shoes and her socks.

They kissed and touched and felt that unquenchable desire they always felt when they were together. His hands explored her body and his mouth soon followed everywhere his hands had been. He spent more time than he'd intended at her breast, but he couldn't help himself, this was his favourite place on earth.

He moved, finally, further down to her stomach. He undid her jeans and pulled them down and continued to kiss her as she squirmed out of them. Then his mouth moved lower and Willow jumped. Her hands stopped him.

"Remember I told you that there was no wrong way?"

"Uh huh," she said, not sounding sure at all.

He held her hips down and lowered his head, placing warm kisses across her abdomen. He moved back and knelt down on the floor of the car.

"Move you leg down here, Luv," he asked her in a soft voice that was accompanied by a firm hand moving her where he wanted her to be. He kissed up her thigh as she moved her leg into place.

He continued to kiss up and down her thighs and just above her curls. She started squirming and this time he had no trouble at all moving her other leg up to the top of the backseat.

Now that she was finally spread open to his gaze, he took a moment to savor the experience. Then he took her clit in his mouth and sucked. He smiled when she screamed out his name and pulled his head closer with her hands.

He licked her folds then opened her up with his thumbs.

He was wrong. This was his favourite place on earth. He was trying to be gentle with her, building slowly, or so he thought. But it was only a few minutes before she was screaming out his name and coming in his mouth.

He licked her clean and moved back up her body, taking her mouth in a kiss more passionate than any they'd shared before. He kept kissing her as he took her hand to guide it down to his jeans. He left the final decision up to her.

He didn't know how much she knew and how much she didn't. He knew she wasn't a virgin, but she seemed so naïve and innocent about all of this that he really wanted to know exactly what that ass Oz had done to her. He hadn't even given her an orgasm.

But just because he'd never touched her with tenderness didn't mean he hadn't made her touch him. The thought made him sick. Some guys he knew were the same way. Get the poor unsuspecting girl to get him off, telling her that this way her virginity would still be intact. Selfish bastards.

She reached for his jeans but had trouble getting them open. He took the hand that had been playing with her hair and reached down quickly to undo them.

Then he left her to it again. Her hand reached inside but came quickly out again. He closed his eyes and reigned in his control.

"It's all right, Luv. You don't have to. It's too soon, it's-"

"I want to," she said shakily. "I just, um, don't know how."

He smiled. "Do you want me to show you?"

"Would you please?" she asked with noticeable relief and he chuckled. He pulled her back down to lay beside him and he took her hand in his.

Kissing her again, he put their joined hands on his chest. After a few kisses, he moved them down, down past his stomach and moved his hand to the top of hers. When he felt the course hair that started below his belly button, he slowed, splayed her fingers and slid his in between. He moved their hands in a circle, letting her get used to the feel of it. After a minute, he felt her hand start to move and he moved with it, down into his jeans.

He lifted his hips, giving her room to slide inside. His jeans shifted lower on his hips and his erection popped further out. She touched it tentatively and he took control again, moving their joined hands to grasp it.

He hissed as her hand encircled him and she tried to pull back but he just grabbed on tighter. She moaned and he saw her hips squirm. This was turning her on, definitely a good sign. He patted her hand to indicate that she shouldn't move it. He lifted his hand and slid his fingers between her thighs. She was dripping for him again - already. He coated his hand in her slick secretions and brought it back to his cock. He pushed her hand out of the way and coated himself in her. Bolts of lightening went up his spine.

He took her hand again and led her back to him. With the lubrication from heaven coating him, it was easy to show her how to use her hand to pump him. Sliding all the way down and then all the way up. He even showed her how to give a little twist to her wrist when she passed the head.

Then he took his hand off and let her go.

She seemed nervous, but she continued as he had taught her. Very delicately, very precise, not deviating from the learned motion.

"It's okay, baby," he told her, "You can't do it wrong, remember? What feels good to you?"

She moved her hand and grasped it from the top, her fingers descending down the staff. Her thumb was over the ridge in the head that was extra sensitive. Every time she brought her hand up, her thumb grazed over that spot. He almost bucked out of her grasp and she stopped.

"Did I - Are you-"

His teeth grazed her neck.

"Harder," he growled against her skin.

She smile and pulled him harder. He was kissing her neck now and every time she hit that spot, his breath would catch. She twisted her hand back around and did it the way he had showed her for a while and then back to the way she had thought up. He definitely liked her way better!

He was panting hard now and suddenly he seized up and said, "Stop!" and pulled away from her. He grabbed his tee shirt from the floor and held it to himself as he spasmed.

He held it there as his body calmed and he opened his eyes and saw her looking at him. "It's messy," he explained.

"Can I see?" she asked.

He moved the tee shirt and as she looked down to the white stuff clinging to his softening dick. He started to get hard again and he put the tee shirt back.

"That's enough tonight, baby. You keep looking at me like that and I'm gonna blow again."

Willow blushed and sat back against the seat. He cleaned himself up and then sat back as well and pulled her onto his lap.

He wanted to ask how a girl who was no longer a virgin knew so little about the male anatomy. He wanted to ask what had happened that made her so unsure of herself when she was obviously a very enthusiastic partner.

Instead, he cuddled her in his arms and said, "I love you."

She smiled, "I love you too."

He smiled, "I'll never get tired of hearing that."

There was exactly one week left until the dance. Buffy was fuming because she didn't yet have a dress. Willow wasn't mad about it, but she was concerned. She wanted to get something really special to wear. This would be the first time she and Spike were together in front of the whole school. She wanted him to be proud of her.

They went shopping together. Cordelia, who already had a dress, came to supervise. She kept picking out things that were pastel and frilly for Willow. She told Cordy she wanted something more sophisticated. Something to make her look like a woman for Spike.

"Finally!" Cordy trilled, "Come with me."

She drove them to Madame DuBois' Dress Shop and told Clarise the manager what Willow was trying to accomplish and then put Willow in her hands.

She and Buffy sat and waited. And waited. After a while, a door opened and a beautiful redhead in a strapless emerald green taffeta sheath dress walked out and onto the circular stand in front of the mirrors. Her hair was a mass of curls, with the sides pulled up and braided into a crown on top of her head. Tasteful rhinestone earrings dangled from her ears and matched the circle of rhinestones at her throat. Matching green high heels on her feet.

She took one look at herself in the mirror and took a step back. She couldn't believe that was her!

Cordy and Buffy stepped up, tears in both their eyes. Buffy wrapped her arms around Cordy and cried, "Oh, honey, our little girl is all grown up!"

Laughter replaced the tears.

When Spike picked her up for dinner, she was all smiles.

Spike smiled too. "Why so cheerful, Luv? Not that I mind, I just want to share in your good mood."

Willow told him, "I found the perfect dress today. Well, I didn't find it, Clarise found it and Cordy found Clarise but it's a dress and its perfect and Buffy was crying!"

This made Spike stop. If Buffy was crying, poor Angel was probably in for it.

"What's up with Buffy? I hope its nothing too bad."

Willow laughed, "No, silly. Buffy was crying because of my dress."

Spike raised his eyebrows. "Your dress made Buffy cry?" he asked skeptically.

Willow nodded.

"Must be a hell of a dress."

They went to dinner at Louie's and had crab claws that Spike had to help Willow crack and butter kept dribbling down her chin that Spike felt obligated to lick off.

After dinner, Spike, in an effort to show Willow that he loved her for more than just her body, took her for a walk in the park. The held hands and admired the moonlight and talked about Spike's parents and their death.

"That's why life means so much to me I guess. I don't want to waste a moment of it. When I know what I want, I go after it." He laughed, "'Cept you, of course. Took me three years to get up the courage to ask you out."

Willow giggled, "Well, you didn't really ask me, you just grabbed me and kissed me."

Spike smiled at her, "Still effective, though."

Willow couldn't argue with that, didn't want to.

"Been meaning to ask you, Luv. What do you want to be? What are you going to study at university?"

"I think I'd like to go into research of some kind, maybe medicine? But a friend of my dad's was telling us about more and more computers that are being made to help the government, banks and big corporations manage their records and do their calculations. That sounds really interesting. And Syracuse has a program for it, so I'm thinking I might try that."

"Syracuse has a good engineering program as well, that's why I applied there. I can't wait til we get out of here. We'll be on our own and-"

Willow had stepped away from him.

"What's wrong, Luv?"

Willow looked down and said, "It's just - you have our lives planned out, Spike. You have my life planned out."

Worried that she was worried he was just using her, he told her, "I want to marry you, baby, I told you that. I want us to-"

"I can't marry you, Spike, I can't marry anybody."

Spike looked her strangely, "Willow? What's wrong, Luv? Whatever it is we can fix it, fix it togeth-"

"No, it can't be fixed. It's not a fixable thing. I just - I'm..." she took a few steps away. "I can't marry you, Spike, I'm sorry." And ran away. Spike chased her all the way back to her house but she wouldn't say another word.

That night, Angel waited and waited, but Spike never came to the window.

Spike wasn't in school the next day and neither was Willow. Buffy said Willow's mom had said she spent the night with the stomach flu and Angel said Spike hadn't been in his room. Angel had been hoping he'd already left for school.

The gang looked everywhere but there was no sign of Spike. By Wednesday, Willow was back at school but she still looked terrible. Spike was still a no-show. Angel was frantic, Willow was numb. Spike's uncle drank himself to sleep and when he woke up he drank himself to sleep again.

Xander checked the docks, Buffy tried the recruiting office. Cordy even went so far as to go to the Greasers table at Pop's and ask for their help. They told her Spike's likely haunts and where his friends lived. She hated doing it, but she asked about his previous girlfriends. They gave her the names and addresses, but told her they'd check with them. They were worried as well and it was a good place to start.

Cordy had her doubts. A guy so over the top about Willow as Spike was wouldn't go slumming it again.

Cordy gave her list to Angel and then figured the best place to go to clear this up was the source. She went to Willow's house. It was five o'clock in the afternoon, but Willow was in bed. Her mother said she hadn't felt well when she came home from school.

"I'll just bet she didn't."

Cordy stomped up to Willow's room and pulled a pair of jeans and a sweater out of the drawer. She threw them at the bed and ordered Willow to get dressed. She found Willow's saddle shoes and a pair of socks in the closet and these she put on the girl herself. Willow had only managed to get her jeans on by herself and kept insisting she didn't feel well enough to go out. She pulled her to her feet and pulled the sweater on over her head. She took her hand and dragged her down the stairs and outside to her car.

She drove to Sunset Point. It was too early for kids necking and it was secluded.

She parked and jumped out of the car. She was so mad she was ready to spit.

"Where is he, Willow?" she screamed.

Willow started crying. "I don't know."

"But you know why he left."

Willow didn't answer, just broke down in tears.

Cordy couldn't even find kindness enough to comfort her crying friend.

"He's been gone for three days, Willow! THREE! Angel doesn't even know where he is! And you know something, something that might help us find him! I thought you loved him! I thought he was the one! That man would *not* just up and leave you, Willow! You had to have done something, said something! Now you have three seconds to tell me what it is or so help me God, I'll-"

Willow mumbled something indistinguishable.

"What?"

Willow grabbed some tissues and tried to stop the tears. "He wants to marry me."

Cordy was incredulous. "And he left when you were overcome with happiness?!"

The tears flowed again. "I told him I couldn't marry him."

"WHAT!"

"Cordy," she pleaded, "Remember what I told you? What happened with Oz?"

"Yeah."

"Well, that's it. I'm not made - I'm - I can't make love to him!"

"Oh, sweetie, Oz messed you up but good. I'm going to kill that little rat bastard next time I see him!" She got back in the car and hugged her distraught friend. "Did you tell this to Spike, honey?"

"No!" Willow sounded frightened at the prospect. "I can't tell him, I can't - he doesn't even know I'm not a virgin! I can't tell him that not only am I used goods, I'm defective as well!"

Cordy was so mad she grabbed Willow by the arms and shook her. "Willow, listen to me! You have got to tell this to Spike! He loves you! It will not matter to him!"

"No, Cordelia, please! I love him, I do and it would kill me to see that look in his eyes. I couldn't live with myself! I'd rather just stop now before it gets too serious. He can find someone else, he can have a life and a marriage and kids and-"

"You don't think it's serious NOW? Willow, you rejected him and he disappeared. No one, not even Angel or his uncle have seen him for THREE DAYS!"

"He's just - he'll be back, he'll -" She didn't know what to say.

"Willow, you dope, that man loves you and he'd marry you if you were twisted, mangled and covered in green polka dots! What he is, is wandering around out there with a broken heart that YOU gave him! He's GONE, that's what he is."

Willow was crying again.

"If he comes back, Willow Rosenberg, you and I are going to have a talk and you are going to tell Spike the truth, do you hear me?"

Willow didn't bother to answer, Cordy just didn't understand.

Cordy started the car and headed back. "The very first thing you're going to do is go home and take a bath. You smell funny."

It was almost midnight when Angel got home. Spike was sitting on his bed. Angel was both relieved and exhausted. He closed the door and leaned against it, immediately sinking down to the floor.

"Where the hell have you been?" he asked wearily.

"Out," was Spike's answer.

Angel stood again. "Don't move, I have to go make some phone calls."

When Angel returned, Spike had moved to the floor by the window, smoking a cigarette and looking out at his own bedroom window.

"Cordy told us that Willow dumped you hard."

Spike gave a contemptuous chuckle, "You could say that."

"What happened?"

Spike threw the cigarette out the window and turned to Angel. "If I knew, I'd tell you. One minute we were walking and everything was wonderful and the next she was running away from me."

"What did she say?"

"She said she couldn't marry me. Said she couldn't marry anybody. That's the part that's had me stumped the last few days. If she doesn't love me, I can understand it. But why would she be unable to marry anyone?"

"Maybe she can't have children."

Spike looked at him like he'd grown another head. "Are you mad? We never even mentioned kids. Never even said if I wanted 'em or not. She didn't either. Fact, we were talking about her career that day. If she can't have 'em it wouldn't make a spit of difference to me."

Angel shrugged, "Don't look at me, man. Cordy seems to be the expert."

This got Spike's attention. "Cordy knows what this is all about?"

"She didn't really say. Just that she talked to Willow and Willow had said she dumped you and then Cordy said she was working on the problem."

Spike stood up, "Working on it? Then its something fixable?" He grabbed Angel's arm. "Come on, drive me to Cordelia's house."

It wouldn't take long and Angel knew she was still awake because he'd just spoken to her, so off they went.

Her parents weren't too happy about their daughter having visitors so late, but Cordy just rolled her eyes at them and told them to go to bed.

Spike was pacing the living room.

"Sit down, Slick, this is going to take a while."

Spike sat.

"First off, I can't tell you what's wrong."

Spike looked like he was about to strangle her but she held out a hand. "That's her story to tell and you know it. She has to be the one to tell you or it doesn't mean anything. But let me warn you, it's about Oz, the creepoid. I don't know exactly what he did to her, but I can tell you that he didn't rape her. Not technically. More like talked her into something she didn't really want to do. You do know she's not a virgin, right?"

Spike nodded.

"Thought so. You two were pretty hot and heavy there. Well, that's not even it. He messed with her head, Spike. Confused her until she didn't know which way was up. She thinks it's her."

"So what do I do about it? And when do I find out what 'it' is so I can figure out how to fix it?"

Cordy laughed. "Oh, that won't be a problem, you'll know how to fix it."

Spike was beginning to think maybe this thing really was fixable.

"I should have stayed, I should have made her tell me."

Cordy moved over next to him and held his hand. "Don't beat yourself up. Not that your leaving wasn't an incredibly stupid thing to do, but I think Willow really needed time. Time to feel miserable and miss you and realize what she might be throwing away."

Spike hung his head. Angel had told them how they'd all been looking for him day and night. "I'm sorry, Pet. I didn't mean to worry you all. I was just so lost. I thought I'd lost the only person I'd ever- I just needed to clear my head."

"I hear you almost joined the army."

"Seemed like a good idea at the time."

"Why didn't you?"

Spike shrugged. "Figured that even if I wasn't goin' ta have 'er, she'd still be in the world. Could still watch out for 'er, make sure she was all right, make sure she was happy with whoever she chose instead o' me."

He looked up to find Cordy sniffling.

"Never thought I'd see you cry, Pet."

"Well, don't tell anybody." She stood. "You're an extraordinary man, Spike."

From her that was the ultimate compliment. He nodded to acknowledge it as such.

"Now," Cordy said, moving back into her commanding the troops mentality, "I want you to show up for school tomorrow. Showered. What is it with you people and your bad hygiene when you're depressed? I don't know if Willow will be ready to talk to you or not, so you probably shouldn't approach her. I just want her to see that you're back and you don't hate her, got that?"

Spike saluted.

"And don't you forget it, buster."

Spike went through his classes in a daze. He didn't hear anything the teachers said, he didn't copy down any of the assignments. He just tried really hard not to stare at Willow.

He smiled at her, waved when he saw her at lunch, said "Hi, Luv. Glad you're feeling better," when he passed her in the hall. He felt sick.

Cordelia cornered him before seventh period and told him to go right home after school and stay there. She didn't know how long it would take her to talk Willow into talking to him.

So after school, he went right home. At five o'clock he made dinner for him and his uncle. At five thirty he watched Howdy Doody. At five fifty-two, he realized what he was watching and turned it off.

At nine thirty, his uncle left for the late shift at the plant. At ten o'clock he thought about turning in but he put it off in hopes that Willow really would come.

At ten fifty, there was a knock on his door. He jumped up and opened it and there on the stoop were Willow and Cordelia. He saw only Willow. Cordy pushed Willow inside and said, "Her folks think she's sleeping over at my house tonight. Take her upstairs and make her tell you up there." Then she left.

Willow looked like she was in shock. Spike took her hand and led her up to his bedroom. She didn't want to sit, so he did.

He started. "Whatever it is, Luv, we can work it out, I promise you."

Willow looked down at her hands. "Cordy said she was going to break my thumbs if I didn't tell you."

Spike smiled. He could have kissed Cordy right then.

"Xander told me once that Cordy means everything she says."

Willow looked up, frightened, "She does."

Spike remembered the time Cordy told him she'd hack him up with a machete if he hurt Willow. Didn't seem so funny now.

Spike sat looking at her, but the tension was driving him crazy. He stood and went to her, took her hand.

"Luv?"

"I'm frigid."

Spike couldn't help it, he laughed in her face.

She looked very hurt and turned to go. That sobered him instantly and he grabbed her arm and said, "Willow, wait! No, don't go. Please, baby, wait!"

He turned her back around. Rubbed his hands up and down her arms and said, "Luv, you are NOT frigid."

Willow thought he was giving her an order, telling her not to be.

"You can't just say it and make it not so, Spike. I am, I really am."

He grinned, but he held back the laugh. He also held on to her hands so she couldn't try to run away again. He took a deep breath.

"All right. You're frigid." Again with the almost laugh. "Why do you think so?"

Her eyes were pleading with him to understand. "I don't think so, I know so!"

He couldn't help it, he laughed again. "Sweetheart, you are NOT frigid! Not because I say so, but because I have seen, firsthand, on many happy occasions, just how not frigid you are."

Willow looked aghast, "You have not! We've never! I mean, we almost, but we didn't!"

Now Spike was really confused and a little worried. Was she crazy? Delusional? Did she have some kind of brain fever that was making her delirious and forgetful?

He held a hand out and felt her forehead. She stepped back.

"I am not sick!"

"You sure as hell aren't well!"

It felt like a slap. And he saw it on her face.

He ran a hand through his hair and tried to figure this out.

"Okay, I understand that this is something you really believe. Would you let me show you that yer wrong?"

Willow's eyes widened and she looked terrified. "Here?"

"Right here," he assured her, thinking she'd be happy to have it over with.

"I won't even take off your clothes," he told her with a seductive smile, in a whisper soft voice.

Her body responded as he knew it would. She relaxed, even as she asked, "You can do it with your clothes on?"

Moving up behind her, hands on her hips, he drawled, "There are lots of fun things you can do with your clothes still on, Luv. Heightens the anticipation."

She closed her eyes and leaned back into him, wanting, as she always did, to be closer to him.

"Can I touch you, Luv?" he asked, still in that same hypnotic voice that made her body ache for his touch.

"Mmmm, yes please."

His hand started at her neck and with barely a caress, moved down her body. Across her breasts, down further, dancing circles across her stomach, floating across her abdomen until coming to rest cupping her sex. Without even thinking about it, Willow's legs spread just a little.

"When we're through here, baby," he murmured softly in her ear, "When you feel better about all this, can I taste you here, please? You know how much I love to lick you. Can I, baby? Will you lay down and spread out for me and let me feast on you?"

He felt her heat, felt the liquid soak her knickers. He took a couple of steps back and stopped touching her, stopped talking to her.

She woke up from the passionate dream world and opened her eyes. She turned and looked at him, "Spike?" she asked, as if hurt.

He smiled at her. "You, Luv, are not frigid."

"But you didn't even-"

His brows knitted as he asked, "Didn't what?" "Didn't-" she was blushing again and he thought she'd gotten past that with him. Then it occurred to him. The only thing they'd never done. (Well, almost.) He shook his head and took the two steps to her and took her hands in his.

"Luv, the next time I see that son of a bitch Oz, I'm going to kick him in the balls. The boy shouldn't be allowed access to something he doesn't know how to use."

She giggled at that.

"C'mere, Luv" he told her, guiding her to sit on the bed. When she was settled, he began. "Frigid doesn't mean that the man can't get the girl to orgasm. It doesn't mean that she's not good at intercourse. It doesn't mean any of the things he made you think it meant. Frigid means that a woman is too nervous or too frightened or ashamed to react to a man. That she can't get turned on. Luv, you get turned on when I look at you. I don't even have to touch you."

Willow smiled, "Really?"

"Really," he assured her.

"Then I'm not frigid?" she seemed hopeful.

"Luv, you come at just the sound of my voice. You are the most unfrigid woman in the world!"

Her smile faded. "But, I don't think I'm... I mean..." She took a breath. "I don't think I can have intercourse."

His eyes got wide and he became alarmed, "Why not?"

"Because, well, Oz"-

Spike growled.

"I know, I feel the same way about him, the nasty wolf in sheep's clothing!"

You could almost see the light bulb go on over Spike's head. "So that's why you don't like wolves!"

Willow nodded, "Bad associations."

Spike steeled himself for the inevitable and asked, "What did Oz do?"

Willow looked at the bedspread and started picking at one of the chenille doodads decorating it.

"Oz, um, Oz, couldn't - I mean, he tried, but it hurt! It hurt a lot! And then he couldn't, um, get there," she looked up to make sure he understood and he nodded, "and that's when he said I was, um, frigid. So I don't think I'm going to be very good at-"

"Willow?" he interrupted. She looked up at him.

"Who do you trust more? Me or Oz?"

"You! Of course you!"

He took her hands to keep her from destroying his bedspread. "Then believe me. It will be fine. A good man, who loves and cares for the woman he's making love to, takes his time. Helps her work up to it. I've had my fingers inside you and that was good, wasn't it?"

She blushed. "But your, um," she pointed, "Is much bigger than your fingers. I mean, wow! There's no comparison!"

Spike smiled and preened, just a little, under that assessment.

"Baby, Oz was stupid and selfish and cruel. He didn't know what he was doing and he blamed you for it. Made you think it was your fault! Luv, you were very naïve and inexperienced and you believed him."

He got an idea. "Willow, I want you to forget about Oz completely. He never existed, never touched you. Now, with him gone, that means I'm the only man who's ever touched you. Think just about you and me, Luv. Now, would a girl who's been only with me think she was frigid?"

Willow giggled, "No."

"Have I ever had trouble responding to you? Have you ever had trouble responding to me?"

She blushed and shook her head.

"Baby, do you, since you've only been with me now, think you're unable to have intercourse?"

Willow shook her head, but she looked uncertain.

"Willow, sweetheart, I have to know. Do you still love me?"

"Of course, Spike, I never meant for you to think I didn't!"

"I love you too. Now take off your clothes."

The next morning while Angel was getting dressed for school, he saw a naked Spike close the shutters on his windows. And he heard Willow giggle.

"Guess they worked it out."

Cordelia and Buffy came to drag Willow out of bed at four. They had to get ready for the dance and Willow had an appointment with Clarise.

At eight, the boys arrived at Buffy's house and one by one the girls made their entrance down the stairs. They drew straws to see who went first. Buffy didn't think it was fair that she drew the short straw, after all, it was her house.

But she still made Angel's heart stop in her powder blue sarong.

Cordy was next and Xander almost fainted when she descended in a smoking red sheath dress with a big white tulle shawl.

Spike's palms were getting sweaty waiting for Willow. Both Cordelia and Buffy turned to the stairs and Cordy said, "Wait 'til you see this!"

Sweet and innocent Willow Rosenberg was not in attendance. In her place was a sophisticated beauty with shapely legs and auburn curls. A dress that hugged curves Spike didn't know she had and he'd spent last night studying them very closely.

It occurred to him to take her home and rip that dress off of her, but there was no way he was going to deny the world the chance to envy him.

After Mrs. Summers took enough pictures to last into her old age, they headed out to Angel's car. None of the guys could take their eyes off their girls. Xander was even drooling. Luckily, Cordy had brought handkerchiefs for just such an occurrence.

The music was loud and rocking and the refreshments were suitably spiked. Willow got more than a few stares, many of her classmates needed convincing that it was indeed her.

They were all having fun. The Greasers, having shared in the search for Spike, now knew the gang by name and they talked and waved and danced. Sam Cooke was singing '*You Send Me*' and Angel was dancing with Buffy, Xander with Cordy and Spike was worshipping Willow in his arms when Oz and Abigail walked in.

The hair stood up on the back of Spike's neck and he growled. The gang all turned and glared at the newcomers. Spike pulled away from Willow but Cordy was there first.

"You already got your chance to flatten him, Spike. It's my turn," Cordy said, winking at Willow.

Cordy put on her most charming smile as she walked over. A couple of the Greasers who had learned what Cordy was capable of, moved toward the door to get a better view.

"Oz, Abigail. So nice to see you," she greeted. She moved close to Oz as if to kiss his cheek - and kneed him in the crotch instead. While he writhed on the floor she told him, "You will send Willow a written apology and it better be good or I'm coming after you. And you will never, ever, speak to either her or Spike again. For the rest of your life."

She turned to the boys who had come to get a closer look. "Gregory, Steven? Would you please do me the honour of dragging this rubbish outside and making sure it doesn't make its way back in?" She flashed them a brilliant smile as they nodded. She politely said thank you. And then she kicked Oz in the stomach.

She walked back and started dancing as if nothing had ever happened. Spike, suitably impressed, moved in her direction, took her hand and kissed it.

From Spike, it was the ultimate compliment. Cordy nodded, acknowledging it as such.

The song changed and Jerry Lee started wailing that there was a whole lot of shakin' goin' on and the gang put Oz from their minds.

After the dance, they headed back to Cordy's house, whose parents were out of town for the weekend. Cordy made coffee and the gang, of which Spike was now an official member, not just an honourary one, talked about their plans for the future.

Spike and Willow were going to Syracuse together and Buffy was surprised to hear that Angel had decided on Syracuse as well.

"I thought it was almost absolutely Dartmouth?"

Angel shrugged, "Well, you see, there's this girl that I'd follow to the ends of the earth and she's going to Syracuse. I couldn't go off to Dartmouth and leave my soul mate, now could I?"

Willow stood and ran to Angel, "Oh Angel!" Willow cried happily, "I didn't know you cared!"

They all laughed and Buffy said, "He means me, you doofus."

"Oh," Willow shrugged, "That's okay. I'm sure I'll pick up some stray guy around campus."

Spike grabbed her around the waist and said, "He better be straying in the vicinity of my house!"

"You have a house at Syracuse?" Cordy asked.

"Well, not yet. Did I forget to tell you I'm rich? Rolling in it actually, inherited it from my parents."

"But he'd rather have the parents," Angel informed them all, breaking Spike's cool demeanor.

"Well," Spike shrugged, "Can't all have your mum, Angel."

Willow hugged him. "S'alright, Luv. Leastways, I'm getting some money for school and Angel and I figure we may as well rent a big house. Might need some privacy, case we pick up any women we wanna bring back to the place."

"Your house got room for one more?" Xander asked.

Everyone looked surprised, "You going to Syracuse too?"

"Only school that accepted me."

They all turned to Cordy. It wouldn't be the same without her.

"I didn't even apply to Syracuse," she said sadly.

They all looked away, not knowing what to say. Spike looked up. "Do you want to come with us?"

Cordy shrugged.

"What's your GPA?"

"Three point eight"

Spike looked suitably impressed. "One of the lawyers that manages my trust fund is on the board there. Want I should see-"

Cordy was up and jumping into Spike's arms, "Oh thank you!"

She kissed him dead on the lips. This seemed to shock both of them and Cordy dropped back down to the floor.

"Don't ever do that again," Spike said flatly.

She stepped back and held up her hands. "Not a problem."

The rest of the gang laughed until they were tearing.

*Three years later*

"Ready?" Buffy asked Willow.

"Ready as I'll ever be."

Buffy straightened Willow's hair and stepped back.

Willow turned to Cordelia. She couldn't help it, she teared up.

"Thank you, Cordy," she said with a love and gratitude she'd never be able to express.

Willow walked out of the room and Spike swept her up into his arms.

"Ready for the honeymoon, Mrs. Pratt?"

The End