Pain Power Passion

by purplefeen

Spike/Willow
genre: romance
rating: mature adults
warning: my very first fic; be nice
time frame: starts during s2 of BtVS
summary: Spike senses power in Sunnydale and he comes back to harness that power for himself.
author's note: There is no Initiative and Maggie Walsh isn't evil.

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***'Spike Thoughts'***
*Episode: "School Hard"
     Scene: Bronze - dancing*

The Bronze was filled with students having a good time. High school students, college students. Everyone taking a break from academia. Letting go. The band was hot; the music was loud. The place was mostly dark; only a few swirling lights picking up scenes of laughter, flirting, drinking, dancing. Everyone having a good time. Trying to forget that they lived in Sunnydale. On the Hellmouth.

Spike walked through, watching three teenagers dance. His interest was centered on the blonde girl, watching how she moves, watching her face.

*'Pain. Power. Passion. Flowing from the dance floor in waves. Washing over me. There's never been a slayer like this. I'll never defeat her. She must have a weak spot. Maybe she can't fight - can't dance. Find the weak spot.'*

Spike found his new minion and gave an order. "Go get something to eat."

*Scene: Bronze - exterior - alley. That same night.*

Buffy was fighting at top form. She was graceful, powerful. No unnecessary movements. Holding him off until Xander returned with a stake.

*'She can dance. She can fight. She can move. She has more style than the others.'*

At last. Buffy could see he was afraid. The vampire asked for help, but no one came to the rescue. The fight ended with bursting ashes and Spike couldn't help himself, he applauded.

"Nice work, Luv."

Buffy looked up, confused. "Who are you?"

"You'll find out on Saturday."

"What happens on Saturday?"

"I kill you." Spike walked to the mouth of the alley and smiled. *'The pain, the power, the passion - they weren't hers.'*

*Episode: "Halloween"
     Scene: A suburban neighborhood in Sunnydale.*

Spike knew he had to find the slayer, but first he wanted to enjoy the sight of chaos. He leaned back against a tall oak tree, slid down the trunk, sat on the roots, and tried to get comfortable.

He pulled out his cigarettes and lighter. The lighter brought the angles of his face into relief as he lit the cigarette. *'All I need is one good--'*

As the light flickered, he looked up and saw a girl. Black miniskirt, long legs, crop top, red hair, beautiful neck… .

"Who is that girl?"

*'She's not human. Not a demon. Not a - - no energy, nothing. I can't feel anything from her, no fear, no joy. It's like she's not real. But she is, I can see her…'*

He wished she would turn around. But she has no consciousness, nothing for his mind to reach out and touch, nothing to make her do his will. And just wishing doesn't make it so. He watched her walk down the street, disappearing around a corner.

When he returned to the factory, Drusilla could tell something had happened. Her Spike wasn't hers anymore. But she didn't know why. Spike blamed his distraction on his defeat at the hands of the slayer and her friends.

*'Dru. I devoted my entire unlife to her. The perfect creature of the night. Beautiful, ethereal, playful, vicious when she's up to full strength. Innocent, in a way, because of the insanity. She's pure. She does everything with her whole being. She's perfect. Why isn't that enough any more?'*

That night Spike made love to Drusilla. Soft, slow, burning. But for the first time in one hundred twenty years, he closed his eyes. It wasn't his princess's eyes he wanted to see. He was fantasizing about a nymph in a black miniskirt. A perfect female non-entity, with a switch in her step. Even if he couldn't feel her, he knew she was special. That she will be special - to him. Her future is wrapped up in his. He doesn't know how - or when - after all, he'll live forever; but eventually, the fates will bring them together.

He imagined her while he touched Drusilla. He didn't know her face, couldn't see her eyes. But with shining hair piled on her head, revealing a long beautiful neck that he wanted to do things to that had nothing to do with biting.

*'Although biting would be good too…'*

Spike came like a freight train.

Drusilla fell asleep a long time later, whimpering and calling for her Daddy. But Spike didn't hear a thing.

*Episode: "Lover's Walk"
     Scene: A magic shop.*

The store owner, a small woman with a peaceful demeanor, was trying to reason with an unruly customer in the back of the store. He was searching among the bookshelves, looking for something she didn't carry. She only dealt in white magicks.

He pleaded, "A curse! Y'know, something nasty. Boils. I wanna give him boils all over his face. You know, dripping pustules. Let's really go for the gusto here."

The shopkeeper frowned. "I'm hearing a lot of negative energy, and I bet–"

He tried again, "Leprosy, all right? A spell that makes his parts fall off. That sounds proper."

She was getting tired of this. "We don't carry -"

The door chimed. "Would you excuse me a moment?" Spike wasn't really paying any attention to her and went back to searching the spell book without noticing she had wandered off. Then he felt it. He thought maybe he had imagined it before, but here it was again. Crashing into him. *'Pain. Power. Passion'*.

     *Scene: The factory.*

Willow was afraid. She was trying to get a grip on the situation to help her get out of there.

*'Spike! Oh, goddess, Spike! And he's drunk!? Okay, okay. What does Spike want with me? Oh yeah, a spell. I can do a spell. What spell? I forget. Stall. Maybe if I give him what he wants, he'll just let me go. And I have this lovely bridge I want to sell you…'*

Spike knew she was afraid. He didn't care. He knew she was powerful. Even if she didn't. She could do the spell, she could do any spell ever conceived if she had a little training. But she didn't know that. She didn't know she has power. So she was afraid. Spike played on that fear, he used that power for his own purposes. "Mm. That smell… Your neck…" He leaned in to inhale her.

*'Your neck… No! This couldn't be the one. That one was a phantom, not real.'*  The one in front of him was real, human. But he knew her. Had dreamed of her, would never forget that Halloween night.

He brought forth the demon. "I haven't had a woman in weeks."

Willow jumped up. "Whoa. No. Hold it."

*'A minute ago she was terrified, now she's giving orders – sort of. Pain. Power. Passion. She's starting to feel it. But does she know what it is?'*

He stalled, "Well, unless you count that shop keeper."

Willow decided that if she was going to die today, she was going to go out fighting. She was tired of being a scared little mouse. "Now, now, hold on! I'll do your spell for you. And… and… and I'll get you Drusilla back, but… but, there will be no bottle-in-the-face, and there will be no 'having' of any kind with me. Alright?"

*'Show me the power that's inside you, Luv.'*

He grabbed her … heard her heart race, felt her overwhelming fear. He shifted back to human features.

*'She feels it, but she's not ready. Not yet.'*

"Alright. Get started."

*'Not today, probably not this year. But she's starting to sense it. What she's capable of. - - - - But it's frightening. - - I know, I've been there. You can feel it, smell it, taste it. But you're afraid if you reach out to touch it, it might disappear. Or eat you alive. - - - I have time, I'll wait. I'll come back. When she's ready. When she wants it. And the second -- the second -- that happens, you know I'll be there. I'll slip in…'*

***'Willow Thoughts'*** *The next morning.*

The sun was shining, birds were singing. The warmth came through Willow's french doors and hit the bed, making the yellow bedspread glow. All seemed right with the world. You'd never guess the hell that the small girl asleep in the bed went through yesterday. She slept so peacefully, a small smile on her lips. So innocent looking, exquisite features, glorious flame-colored hair. The sun played with the color, some strands more orange, some more auburn. When Willow woke up the morning after being kidnapped, there was an envelope on the floor just inside her balcony door. She examined the cream colored parchment paper, old-fashioned black writing - like calligraphy, but not. Just "Willow" on the front. Curious, but wary – you have to be wary living on the Hellmouth – she opened it and read:

***You don't know who you are yet. Who you can be.
But I do, I've known since the first time I saw you.
I belong to you. When you're ready, you'll belong to me.
You're worth the wait.***

*'Who? Not Xander. Oz? It doesn't sound like him.'*

"You don't know who you are yet. Who you can be."

*'Yes, I do. I know who I are. I are - I am -- computer girl, and research girl, and homework girl. I get straight A's. I'm Buffy and Xander's best friend. I'm…Who am I? Who can I be?'*

"But I do, I've known since the first time I saw you."

*'Xander was five when he first saw me and I was crying about a yellow crayon. He had no idea who I was gonna be. And Oz, when did he first see me? In school I guess, but he still doesn't really know me yet. Who…?'*

"I belong to you."

*'Someone belongs to me? Does that mean I'm responsible for them? Like a puppy? I like puppies.'*

"When you're ready, you'll belong to me."

*'I don't even want to try to figure that one out.'*

"You're worth the wait."

*'I am, I am worth the wait. Aren't I? I don't know. But why wait? Wait for what? Why not now? Am I worth the wait? Let's wait and see. Let's not. Huh? Now I'm confused. Now I'm confused? Face it, Willow, you were confused way before now.'

'Who's this from? No signature, I don't recognize the handwriting. I guess I'll have to wait, hehe, and I'm worth the wait.'*

She giggled.

Willow took the card and carefully slid it back into the envelope. She opened her closet and pulled a wood box with an engraved top off of the shelf. As she traced the carved willow tree with her fingers, she remembered buying this box with money she had saved up from birthdays, chores and holidays. Opening it, she pulled everything out. The pictures of her and Xander. A picture of Xander and Jesse. The pictures of her, Buffy and Xander. The Polaroid she had taken of Giles when no one was looking. The first A she ever got in every class she ever took. A wedding picture of her parents. A letter from a pen pal in Kansas that she wrote to in fifth grade. A ribbon that she had worn in her hair in a cousin's wedding when she was six. Lots of things she wants to keep forever. She laid the parchment envelope in the bottom of the box and replaced the other items. Placed it back on the shelf and closed the closet door. She leaned back against the closet door and spent a moment reveling in the fact that she had a secret admirer.

*'Who'd a thunk it? Me, geeky Willow Rosenberg, I have a secret admirer.'

'I belong to you.'* Willow smiled and got dressed.

*'I'll wait…'*

***September***

A sea of gravestones seen beneath a black sky. Two young women, one blonde and tan, the other ginger-haired and fair, walked and talked among the monuments. They seemed oblivious to their surroundings and absorbed in their conversation.

"I would have sworn it was him.", Willow argued. "But in the book store? What would Spike be doing in a book store?"

"Spike wouldn't be anywhere in Sunnydale, Will. Trust me, he's gone for good. Last time we saw him, he was going after Drusilla. If any two vampires are meant for each other, it's Spike and Drusilla." Buffy stated adamantly.

Willow agreed weakly. "I guess so."

"Change of topic. What do you think of college so far, Will? Up to your standards of academic excellency-ness?" Buffy asked her friend.

"It's only the first week, but yeah, it's great. I'm not the smartest person in the class anymore," Willow begins. As she warms to her topic, the familiar Willow starry-eyed look appears. "I get to compete with someone, intellectually. I always thought brains were sexy, but it's nice to finally meet other people who think that too. Except for Giles, that is. He thinks brains are sexy, I think - 'cause, you know, he's smart so he must…" The starry-eyed look is gone. Replaced by a very confused look. "Never mind. This thought didn't end up going were I wanted it to go. But you know what I mean? Don't cha?"

Buffy smiled at her friend. "Yeah, Will, I know. Sexy brains. Lots of people with brains is sexy, I get it. Or at least, I get that you think so. Me? Not so much with the sexy brains. More into sexy eyes, or shoulders, definitely with the sexy butts. But brains? You can have all of those."

"Well, I want sexy eyes and shoulders and butts, too. Why don't they make guys with sexy brains AND sexy eyes AND sexy shoulders AND sexy butts? Where can you put in an order for one of those?" Willow asked, laughing.

Buffy was laughing also. "I don't know. Maybe at a drive through? They could have a menu. 'Give me one guy. Six foot, brown hair, brown eyes, extra shoulders, medium brains, hold the whining. No pointy teeth. Hold on, Will." Buffy walked around a headstone, muttered, "Sorry, I can't quip now, I'm in the middle of something." and staked a fledgling just as it started to stand. "Go on, Will. What are you gonna order from my drive thru?"

Willow spent a moment in thought, seemed to focus on some point out in space and said, "Not that tall, maybe five ten or so. Blonde hair, ice blue eyes. Sensitive, but kinda edgy, too, ya know?"

*'Killer cheekbones. Nice firm ass, at least I think so, he's always wearing that coat.'*

Out loud, Willow continued. "Someone definitely out of the ordinary, 'cause after a werewolf, ordinary would just be so - - ordinary."

"I getcha, Will. Although, with me, I'm looking forward to ordinary. Out-of-the-ordinary guys, like vampires, never turn out the way I hope they will. They leave, or they lose their soul, not fun stuff. I'll try ordinary on for a while - see how it fits."

"Yeah, I get that. Change is good. Speaking of change, are we almost done here? I gotta go crack some books."

"No, I want to do a sweep of Restfield, two cases of severe neck trauma were buried there today. Here, take a stake, head on back. I'll see you in class tomorrow."

"Night, Buff."

Willow wandered back, out of the cemetery, onto the campus, through the quad. She took the short cut to her dorm, through a copse of pachysandra bushes. As she rounded the last turn, she was tackled and thrown to the ground. Before she could determine if her assailant was human or not, the weight was gone, and she sat up in time to see two men tumble. Her champion leapt on her attacker, pummeling his face and then staking him with a short branch pulled from his coat pocket. As one vamp turned to dust, the other rotated long enough to make sure Willow is unharmed, then disappeared into the bushes.

Willow looks on, apprehensively at first, then smiles and whispers into the night, "Thank you."

The next day Buffy noticed a scratch on Willow's face and was instantly contrite, "Oh, Will, I'm so sorry. I should never have had you walk back alone last night. Are you all right?"

"Huh? Oh, no, it's not - I mean, it was an accident, a student carrying a - a - a bunch of stuff. Last night. Ran into me. Or, I ran into him. Sort of a mutual running into. I'm fine. Nothing you have to walk with me at night over." Willow wondered how she was going to get out of this.

*'I never was a good liar.'*

She finished lamely, "I'm okay."

"If you're sure - "

"I'm sure. I don't need a bodyguard. Thanks."

It was an early October evening and Willow was walking back to Stephenson Hall from her Wicca meeting.

*'It's really quiet out tonight. If this was a horror movie, now's about the time the undead thing would jump out and eat the girl. THINK ABOUT SOMETHING ELSE! No undead things here. Buffy said it's been dead lately. As opposed to undead. No undead things, no new vamps. So everybody's just dead. Not coming back to life, not rising from the grave. I SAID 'THINK ABOUT SOMETHING ELSE!' What to think about? No vamps. Or creatures from other dimensions. Boy, Buffy's roommate was weird. Why would you leave another dimension to come to school here? Oh, yeah, the whole Hellmouth thing that makes this place such a tourist attraction. Go figure.'*

Willow stopped and looked around the quad. She hasn't wandered off the sidewalks since the night she got attacked. But she knew something was out there. She could feel it. She just didn't know what it was. She walked a little faster for a few hundred yards, then stopped and searched again. Still nothing. Nothing to see. Nothing to hear. Willow ran the rest of the way.

As she entered her new dorm room, aka Buffy's room, Willow was breathing heavily. "Will, what's wrong? Did something attack you?" Buffy asked as she reached into the bag under her bed for her crossbow.

"No! No, just, I don't know. It was so quiet, I think I just got spooked. But it felt so weird, like someone was following me, or watching me, or something - "

"Someone was following you?"

"No, I didn't see anyone. Or hear anyone. It was just weird, a feeling."

"Maybe you're developing slayer senses." Buffy says half-heartedly.

Willow gave her the 'are-you-really-as-dumb-as-your-hair-suggests' look. "If I was developing slayer senses I'd have known before that - " She stops abruptly, realizing what she was about to say.

*'Okay, so blondes haven't cornered the market on stupid. I forgot I didn't tell her about the night I was attacked. Wait - Blonde? Attacked? Bodyguard?'*

"Before that what?" asked Buffy, confused.

"Nothing. I'm sure I imagined the whole thing. I'm tired. I've got an early class tomorrow. Going to sleep now." She changed into her flannel Muppet pjs and got into bed. "G'night, Buffy."

But she didn't sleep. With her back to Buffy, she startrd to formulate a plan.

*'I have to find out if it was Spike. And why. Why did he save me? Why was he there in the first place? What's he doing in Sunnydale? Where is he living? How will I find him? Do I really want to find him? Yes. I have to know what's going on.'*

The devil on her shoulder argued, *'And it really has nothing to do with the fact that you thought he was so sweet last year when he was drunk and talking about Drusilla?'*

Willow countered, *'No! It has nothing to do with that. Besides, he loves Drusilla. And - - and - - he's a mean cold-blooded killer, don't forget that.'*

The devil retorted, *'Then why are you going to go looking for him? Why would you intentionally seek out a murderer?'*

The angel on the other shoulder answered. *'It's for Buffy. So she'll know what she's facing. Willow's research girl. She's just researching. That's it - that's the reason.'*

The devil said incredulously, *'Will, do you* honestly *believe any of that?'*

Willow thought, *'No. But I do want to know why he's following me. If he's following me. And why aren't I afraid if he is?'*

The devil answered, *'Maybe it has something to do with the perfect Spike replica from your drive-thru order a couple of weeks ago. You remember - five foot ten; blonde; blue eyes; sensitive, but kinda edgy; killer cheekbones; nice ass; leather coat; out of the ordinary.'*

Willow thought, *'How could I forget? I thought Buffy was gonna call me on that one. But, no. Not being afraid has nothing - or almost nothing to do with that. I thought he was gorgeous the first time I saw him and he was trying to kill everyone at Parent Teacher Night. I was terrified of him. But I'm not now. Even after he kidnapped me and Xander. Or maybe I'm not afraid because he kidnapped me and Xander. Because he didn't kill us. He hurt Xander, but Xander was attacking him. He threatened me, but he never hurt me. He even liked the way I smelled.'*

The angel said sarcastically, *'I'm sure all the people he's killed are comforted by that. NOT.'*

Willow rationalised, *'Okay, I know that. But I think he's changed. Kinda sorta. He saved me. He didn't ask for anything after, he didn't gloat, he just saved me - and left. Didn't even wait for a thank you. Why?'*

The angel and the devil smiled knowingly and spoke in unison. *'I guess tomorrow you're going to have to find out.'*

Willow smiled. *'Yeah.'* And fell into a dreamless sleep.

After her psychology class, Willow gave up trying to concentrate on classes. Her brain was becoming overloaded on trying to figure out where Spike might be. After lunch, she got Buffy's crossbow and went to the factory. Then she tried Angel's mansion. Then she cautiously ventured into Willy's Bar and nervously asked Willy if he had seen Spike. She knew Willy had been lying when he said he hadn't seen him, but Willow was too afraid of the creatures in Willy's to make a fuss.

Willow ambled around a couple of graveyards at dusk before giving in and going to the Espresso Bar. Her stomach was too uneasy for food, but maybe some coffee would help. She settled into a chair and pulled out her purse organizer as she took her first sip. She was checking the list of possible Spike locations when the chair across from her was pulled out and her cup was lifted out of her hand. She looked up to see Spike take a huge gulp of her coffee.

*'I guess the temperature thing doesn't really affect him, does it?'*

He sat down and gave her the killer smile. Tilted his head and said non-committally, "Heard you were looking for me, Luv."

*'Gotta love that accent.'*

"Uh, uh, uh - " stammered Willow. Now that he was here, she realized this Spike hunt had been a really bad idea.

*'Think, then talk, Rosenberg. Pull it together.'*

"Um, yes. Yes, I was. Looking for you. I wanted to know why -"

"Why I saved you? Why I didn't kill you? Why I didn't bite you when I had the chance?"

"Yes. Why to all of those. Plus some others."

"Well, Luv, I've had my eye on you. How's the witch thing going, by the way? Learning all kinds of new and powerful spells?"

"Oh, well, the witch thing's going okay, I guess. The Wicca group at UC Sunnydale is laughable though. Not a witch among 'em. Well, maybe one - Tara. She seems to want more from the group than bake sales and mixers anyway."

"That the shy blonde lass?" asked Spike.

"Yes, how did you know, you didn't - did you?"

"No, Luv, I won't bite her. Not if you like her. I haven't killed anyone for quite a while, pet. Not since I got back after giving Dru my blessing. Been getting my blood from Willy. And from the taste of it, I think he gets it by rolling drunks in the alley."

"You, you haven't hurt anyone? Really? Why not? Did someone put a spell on you? 'Cause maybe I could break it. I could try if you tell me - "

"No, no spell. Although it means a lot that you'd try to break it if there was one, pet." Spike stopped for a moment and looked at Willow. "Why do you suppose you'd want to do that? Help me bite again if I couldn't, I mean."

She was taken aback, she hadn't really thought about it. It was just instinctive to want to help him. "I don't know. I guess - "

Ice blue eyes caught her green ones and wouldn't let them go. "You guess *what*, Luv?"

"I guess I just - " She couldn't hold his gaze anymore and had to look down. " I just like to help. People. I like to be helpful."

The blue eyes kept a careful grip on her face. "I'm not people."

"I know. But you're not a stranger either. And - and you didn't kill me before - when you had the chance. You never even came back to the factory after you left to get the spell book and ingredients. Why didn't you come back?" She seemed to realize what she was saying and that she sounded a little hurt. She changed tack, talking a little too fast. "Cordy got hurt. And Xander was trying to get to her but he was still woozy from when you clocked him. We had a hard time getting her off that bar. We could have used some help," she finished, trying to make it sound like that had been the point from the beginning.

Spike wasn't fooled. "I did go back, pet. I saw the ambulance take her and the whelp away." Spike slowed his words, speaking very carefully. "I saw you get into Rupert's car and follow the ambulance. I saw you go into the hospital. You were there for two hours. I saw Giles take you home. I saw you turn off your light - "

"Did you see who - " she started, but she couldn't finish. It was too embarrassing.

"Did I see who what, Luv? Did I see who slipped an envelope under your door?"

Willow was astounded. He knew.

*'Oh, my goddess. He saw who gave me the note.'* "Who? Who was it?"

Now wasn't the time. She wasn't ready yet. "No one I'd recognize again. I didn't get that good a look. I had my mind on other things by then."

*'That part is certainly true, Spike old boy. Keep it as close to the truth as you can. You'll have less to apologize for later.'*

Willow was crestfallen. "Oh. That's okay. I never really expected to find out. I thought maybe Oz - - or maybe Xander, but when I hinted, they just looked really confused."

"I'm sure you'll find out one day, pet. When you least expect it. It'll work out."

Willow looked distracted. Spike hadn't meant to upset her. He had to get her talking again. "So, what was it you wanted to ask me?"

"Oh. Okay. Just things like why are you in Sunnydale? And when did you get back? And why did you give Drusilla your blessing? I thought you wanted her back?"

"One at a time, Red. I'm here in Sunnyhell because I like it here. Have some unfinished business." At the worried look she gave him he quickly added, "Nothing for you to get upset about. I'm not here to cause trouble. Not planning to anyway, you never know what might happen if I get bored" he told her smiling. "Guess we'll just have to make sure I don't get bored anytime soon." Then he looked at her from under his lashes and half-smiled, with his tongue pressed behind his teeth.

Willow started to sweat. *'Did he just say what I think he just said. No, he could not have possibly just meant what I hoped he had meant.'*

Spike decided to put her at ease for now. "Don't get in a state. I can smell it on you. I can feel it on you. I just meant that I'm here to help out a friend. And not in a destructive way. But I have plenty of spare time. So if you're not busy… I do have some experience with witchcraft. I did a spell to restore Dru's health, remember? You and the slayers barged in and nearly killed me." He didn't seem upset, just stating a fact.

*'Spell? Oh yeah, in the church.'* Willow smiled. "I remember. You were going to drain Angel. It took him a long time to recover from that. Where did you get that spell? Was it hard to do?"

*'Like offering candy to a baby'* Spike thought. "It was ridiculously easy, pet. Anyone could do it."

Willow didn't get back to the dorm until after four am.

Buffy sat in class, jotting on a steno pad. 'Where were you last night?' she wrote, while subconsciously pulling the hem of her short skirt down just a little. Willow had been telling her that the TA Riley Finn watched her continuously through PSY105 and Buffy didn't want to encourage him.

"No way, Will. He's such a geek" Buffy had objected.

"Hey, I resemble that remark," Willow had countered, good-naturedly. Then she had grinned and teased, "Besides, us geeks will surprise you. We have all that time not dating to sit around and contemplate exactly what we would do on a date if we ever got one. We're not stupid, you know, just - geeky. Ask any geek, we've all spent enough time waiting to date that by the time we do get one, we've thought up all kinds of delicious ways to make sure it won't be our last." Buffy had just stared at Willow, shocked, but Willow just giggled and raised her eyebrows twice in a pseudo-suggestive manner.

Buffy had to laugh. "Okay Will, whatever you say. But if that's true, I want WAY more detail on your dates with Oz."

That had been last Sunday. Right now, Professor Walsh was pacing the front of the lecture hall, going over exactly what she expected from the first research paper of the semester. " - will be rejected and you will receive a zero, making it impossible for you to pass this course. Facts only, people, I don't want your opinion," she continued as Willow looked over at the steno pad. Keeping one eye on the professor, Willow wrote 'studying' under Buffy's question and motioned with her finger held up to her lips for Buffy to be quiet so Willow wouldn't miss any of the details of their assignment.

'Til 4 AM?' Buffy wrote, ignoring Willow's protests. Buffy subconsciously pulled on the hem of her short blue skirt again.

Willow was tired of the inquisition. 'If you don't want him to look at you, y do u keep wearing short skirts to class?' Willow wrote back.

'Don't change the subject. 4 AM?' Buffy wrote, underlining the 4.

Willow looked down in time to catch Riley ogling Buffy's legs, then he quickly turned toward Professor Walsh, blushing a deep red. Buffy must have caught him looking too. Willow had already told him that she had seen him staring at Buffy and encouraged him to continue in his pursuit, offering to help in any way she could . 'He is kind of cute' Willow wrote. 'And remember what I said about geeks trying harder?' she wrote and tried not to laugh. It didn't work. Professor Walsh stopped in the middle of a sentence and inquired, "Is Ms. Summers so entertaining that you feel you can neglect hearing the details on this assignment, Ms. Rosenberg?"

When Xander asked her later if Buffy was telling the truth, Willow lied and vehemently denied saying what she had, in truth, said to Professor Walsh, "As a matter of fact, she is," and then laughed out loud.

"Okay then," the instructor hesitated, then added, "the rest of you can go, that's it for today. Papers are due three weeks from Friday. Ms. Rosenberg?" Professor Walsh leaned her hip against her desk and looked up at Willow, waiting. Willow cleared her throat several times, gathered her books and slowly descended to the front of the class as the rest of the students filed out into the hall.

"Ms. Rosenberg, have you been sleeping well? You seem a little distracted today." The teacher known as 'The Evil Bitch Monster of Death' seemed genuinely concerned.

*'Oh, thank the goddess, she's not yelling at me'* Willow thought, before she insisted, "No, Professor Walsh, I heard every word you said. I wrote most of it down, do you want to see my notes?" She started to pull out her notebook, but the other woman reached out and stopped her.

"No, Ms. Rosenberg, that won't be necessary." She didn't sound harsh or impatient, just matter-of-fact. "You're in college now; you're a grown woman. What you write or don't write in my class is completely up to you. You've already proven that you are more than capable of mastering this material. And you weren't really disruptive enough to disturb the other students, with the exception of Ms. Summers, that is. But that outburst at the end of class seemed completely out of character for you, or am I mistaken?" she asked delicately.

Willow was thrilled that the teacher she admired so much had thought about her at all. "No, Professor Walsh, you weren't mistaken, I really am an extremely serious student. I'm not actually like that," she said earnestly, then added lightheartedly and with a smile, "Except when I am." She was remembering last night and how bold she had been when talking to Spike.

The older woman smiled, finally understanding. "So its like that, is it? Who is it? The young man with the strange hair that seems to change color every week? First red, then blue, I think it was purple yesterday."

"Who, Oz? No, it's - YES, it's Oz. All Oz, only Oz." Then Willow's cheerfulness faded and she whispered, more to herself than the teacher, "It could never be anything with - anybody else."

But Professor Walsh had not gotten to the top of her field by taking everything everyone said as the literal truth. That and the girl was a terrible liar. "I think I understand, Willow. But before you go getting yourself into something more than just - whatever you have, friendship? - with this other man, my advice would be to be straight with the first gentleman - Oz, you said his name is? Nothing worthy comes from something that starts in deception."

"But you don't understand, Professor Walsh, I -"

"Please, call me Maggie. What wouldn't I understand?" She smiled indulgently. She had once been young(er) and she remembered having to make difficult decisions about love.

Willow looked very uneasy, "Um, okay, um - Maggie." *'What was the question - oh, right.'* "There is no - okay, there is another guy, but he's not really a guy, he's - - he's, um - "

"A grapefruit?" joked Maggie, trying to put the girl at ease.

"No," Willow grinned. "He's, um?, older - a LOT older. And I don't think he wants a girlfriend. I mean, he had a girlfriend. He was with her for years and years, very long term. He was despondent when she left him. But he seems okay now," she went on, talking thoughtfully, thinking about what she had just said. "He seems very over it now. I wonder why that is?" She hadn't meant to say that last sentence out loud.

"Maybe he is over it. Maybe he's ready for someone new. Has he indicated - "

"NO!" Willow interrupted, much too loudly. "I mean, I am definitely - definitely NOT his type. Drusilla was - beautiful. Crazy, but beautiful. And she was way more -" She sought frantically for a word. *'What can I say - kinky? deranged? into bondage? dominatrix-y? NO!'* "Way more - worldly, than me," she finally said. "She's been everywhere, done everything. She - knew things," Willow couldn't figure out a good way to explain this. She tried again, "All kinds of things. About - stuff, and other - stuff, that I won't ever know. Wouldn't want to know. Ya know?" she asked, her eyes begging the woman not to ask for details.

"I think I have an idea, yes. But that doesn't mean your friend wants another woman like this - Drusilla, did you say?" Willow nodded. "What an unusual name. If you'd like the advice of someone whose been there a time or two -" she asked. Willow doubted Professor - Maggie - had ever been in love with a vampire, but she nodded anyway, hoping at the least, for some crumb of wisdom she could apply to this situation.

"I wouldn't assume anything about what your friend is looking for in a relationship. Do you know what kind of woman he was attracted to before Drusilla? Maybe she wasn't his type but he fell in love with her anyway. Maybe she was his type but, if your description of her is accurate, maybe he's looking for something very different this time around. I think I would be if I had been involved with someone as - what words did you use - crazy? and worldly? - as that. I think I'd want someone very different if wanted to fall in love again and make it work. Maybe he knows better now."

Maggie spoke more gently now, hoping to encourage the girl without getting her hopes too high. After all, this guy might be a nutcase, or into things too intense for Willow to be comfortable with. "In the meantime," and here she looked at Willow pointedly, making sure the younger woman grasped what she was trying to say, "I'd try to be a good companion. A compassionate listener, a trustworthy friend. Maybe nothing romantic will come of it. But maybe it will. Or maybe you'll come out of this with a good friend if not a lover. Would that be so bad?"

Since Willow knew there wasn't a chance in hell of Spike ever wanting her as a lover, she decided to play along. "You're right. I'll just go with it and see what happens. I just never considered being Spike's friend before. I mean, he's Spike! But, you never know. A friend - hmm? I'll have to think about that."

Maggie was chuckling. "Spike? Your friend's name is Spike," Maggie couldn't help laughing. "I'm sorry. I shouldn't laugh, but - his name is really Spike?" She was almost falling off the desk.

"Yeah, I know," Willow was snickering. "Actually, his real name is William." she tried to say without laughing. It didn't work. Both women looked at each other and doubled over, laughing hysterically.

Buffy and Riley Finn, who had been waiting out in the hall for their friends and gotten absorbed in a conversation where they found they had an amazing amount in common, saw this through the window of the classroom door and barged in, both thinking their respective friends had been replaced by pod people.

Willow was getting her books together after dinner that evening, and was about to open the dorm room door when it opened abruptly from the other side and smacked her in the forehead. She shrieked and fell back onto her bed, dropping the backpack, as Buffy strode into the room, oblivious to what she had just done. "Oh, good, you're here. I wanted to ask you - why are you holding your head like that?"

"That's what you wanted to ask me? Why I'm holding my head like this?" Willow asked her friend, sarcasm dripping from each word.

"No, but - then I saw you and, hey - had to ask."

Willow realized it was futile being upset at Buffy because, well, she was Buffy, so you just couldn't stay upset at her. "You hit me with the door when you came in." Willow answered, sitting up on the bed and dropping her hand. "It's okay."

"Oh, sorry."

*'She doesn't sound sorry'* thought Willow. *'Watch, I'll bet she's forgotten about it already.'*

"I wanted to ask you what was so funny today after Psych."

*'Told you.'* Willow's thoughts interrupted, but Buffy continued.

"I couldn't believe it when I saw you and Professor Walsh laughing like that. Then you hurried off to your next class and I haven't seen you all day. So, what gives?" Buffy had moved over and sat down with a plop onto Willow's bed and brought her legs up and folded them under. She was looking up expectantly.

"It's one of those things you just had to be there for. It wasn't really that funny," but Willow started to giggle anyway, then caught herself and stopped. "Maggie was just asking - "

Buffy interrupted, eyes wide, astonished. "MAGGIE! Did you just say Maggie? As in Professor Margaret Walsh, Evil Bitch Monster of Death. THAT MAGGIE?" Buffy was still astounded.

Willow spoke up to defend her new friend. "She's not that bad. She's really nice actually. In a teacher-y kind of way. She was really concerned about me. And, oh, she said I was doing real well so far. She said I could master this class. Isn't that cool?"

"Mastering psych? No, that's not cool. It's good, but it's not cool. Cool is mastering the guitar, or looking hot in leather pants. Cool has nothing to do with psych class."

"Yeah, I get it. But it is good, so I'm good, but not cool. That's okay. I can live with that."

"Will, you are very cool. Much coolness on you. Just not in that outfit." Buffy had just noticed that Willow was wearing denim overalls and that dreadful fuzzy Muppet-like red sweater.

"What? You don't like this? But - but - these are really comfortable. And Xander once told me he thought this sweater was so cute." Willow seemed a little crestfallen.

"It is cute. If you're five. Seriously, Will, we have got to go shopping for some new togs for you."

Willow brightened. "Can we get me some leather pants? Black ones?" she asked eagerly.

Buffy thought she was kidding. She knew that Willow would never wear leather pants. She chuckled and said, "Sure, Will. Whatever you want. But I want to go with you. Left to yourself, your fashion sense has been - what's the word?"

Willow smiled. "Colorful?"

"Yeah, a little too colorful. By the time I'm done, you'll be coolness itself." Willow seemed pleased but Buffy felt compelled to add, "Not that you're not cool now. We'll just make you more cool - and very hot." She added with a gleam in her eye.

Willow's eyes were gleaming for a different reason. She whispered, "Yeah - and hot." Louder she said, "Very cool."

"So, what's on the agenda for tonight?" Buffy asked. "Giles call with a new apocalypse? Library beckoning? Xander want to go Bronzing?" Buffy tapped Willow on the leg. "Oz keeping you out til four in the morning?" she asked slyly.

"How many times do I have to say it? I was not out with Oz last night." Willow sounded exasperated. "I was studying and I fell asleep in the library. It's open 24/7 so nobody comes to wake you up at closing time - 'cause, open 24 hours. Hence, no closing." Willow was trying desperately to get Buffy to accept this explanation.

*'Hopefully, I'll be able to use it again next time. If there is a next time.'*

Buffy seemed to buy it. "Okay, okay. I know you're all down with the academia. Sorry. It's just that you're so, well - good, all the time. I never get the chance to tease you. You're just too perfect. Face it. You're Ms. Perfect Rosenberg. 100% cheerful goodness!" Buffy said happily.

"BUFFY!" Willow was indignant. "How could you say that? PERFECT! I am NOT perfect. And I'm definitely not GOOD. At least not all the time." Willow was livid. "I have bad, bad - stuff - in here. I have bad thoughts. Well, not nice ones anyway. And just because I seem cheerful all the time doesn't mean I am."

Willow had stood up and was pacing around and around while she let loose. "I have stuff that bothers me. I just don't choose to vent every little thing that's on my mind like you and Xander do. And don't get me started on Giles. Giles - AH!" She started pulling on her hair, then dropped it and started ranting again. "I don't want to be perfect. I want to be - not good - sometimes. Okay, yeah," Willow stopped and stood in front of a gaping Buffy, punctuating each sentence with arm movements. "I want to be bad sometimes. Really bad. And I know what you're thinking 'Little Willow, she thinks pulling the tags off her pillows is bad." At Buffy's look she admitted, "Okay, so I DO think pulling the tags off my pillows is bad, but that's not the bad I'm talking about here." She started pacing in a circle again and started muttering, more to herself than Buffy, "I have bad thoughts. I want bad things. Lots of bad things. I want a computer to fall on Giles' ugly little car. I want Xander to fall in love with a vengeance demon who's spent the last thousand years avenging wronged women. I'll bet Cordy wants that too. I want my parents to be locked in a cage in our basement and be forced to spend months at a time with me - or better yet - with a group of misbehaving six year olds. No, my parents are too much like six year olds themselves. That would work out too well. But you know what I mean!"She threw this last statement at Buffy with an angry look.

Buffy, dumb-stuck, just nodded, too shocked to say anything.

"I want - I want - what do I want?" She suddenly stopped, and very deliberately stepped in front of Buffy and leaned down, putting her face only a few inches from Buffy's. Then she smiled - not a Willow smile. An evil Grinch-like smile. And very clearly enunciated what she wanted.

"I want Spike."

And then she left. Calmly walked out. Leaving Buffy staring at the space where Willow had lost her mind.

He found her sitting on a swing in the playground of the elementary school. Sitting there, not swinging, just twisting the seat around and back again. She looked a little pathetic. Wearing some god awful hairy sweater and baggy overalls. Hair hanging over her face, hiding her tears. He didn't know who she was hiding them from, no one else was here. Even vamps didn't come here; what was the point? Happy meals running around all day when no one could feed on them unless they wanted serious sun poisoning. At night nothing, not even a stray teacher. He didn't know if he should speak up. She obviously didn't want company. She hadn't gone to any of the places where she might expect to run into him. But he couldn't leave her like this. He loved her too much; wanted so much for her. He'd help her see who she really was, and hopefully, she'd see the same about him - maybe. Someday. He would never rush her, at least he didn't think he would. He'd definitely never force her into anything. But right now, she needed to work through whatever was bothering her.

He walked slowly, not making a sound until he sat down on the metal carousel. She looked up and saw him, not happy to see him, but not unhappy or frightened either. Just looked at him to see who was there. He sat further back, making a space in front of him on the edge of the metal disc and patted the space. She got up, walked over, and sat down in front of him. Didn't say a word; didn't even change expression. He pulled her back to lean against him and ran his fingers through her hair.

After a few minutes of companionable silence he asked her, "What's wrong, pet? Has the world let you down?" He didn't think she was going to answer. In truth, she didn't answer, not for a long time. But she turned herself so that her side leaned against his chest and cried unreservedly in his arms until all of her tears were gone. He didn't know one small person could hold that much water. That this beautiful, intelligent young woman could hold that much pain. But then he realized, he did know. He had known from so long ago. That night in the Bronze. He hadn't known who she was that night, but he had felt her pain. A year later, almost to the day, he had found her again and realized her potential. What she would be capable of if she only knew how to find it. He had made up his mind that night. He had to help her, had to have her. Not as a possession, not as a toy. He wanted to belong to her and have her belong to him, as equals. As someone whose strength would match his own.

The most important thing he had learned in one hundred forty-eight years on this earth was that he possessed a strength that poor William had never realized he was capable of. He recognized that William must have had the strength also; he had to have enormous strength to put up with all the ridicule that those 'bloody awful' poems had brought him and keep writing then anyway. But he - William, he - would never have believed it.

Spike had, since becoming a vampire, endured more pain, both physical and emotional, than any ten humans, and probably most vamps, have ever had to bear. The first twenty years of Spike's existence had been marked by Angelus' reign. The submission was necessary, in Angelus' opinion, to make Spike and Drusilla, and sometimes even Darla if she felt like playing along, understand that Angelus was the head of their little 'family'. Spike had received training in the proper ways to maim, kill - and torture. All kinds of torture, that was Angelus' preferred brand of pleasure. Even most demons couldn't stomach the things Angelus did for fun. Fun, hell, most of the time it was a momentary diversion.

Spike liked a good fight. He liked to hit things that could hit back. He didn't feel the need to take away every tidbit of a person's sanity a piece at a time until they were too weak or broken to fight back. But Angelus' did. And when they were on the run, or when Angelus was bored, he'd practice on William. And William had learned about pain. From the master.

When Willow's tears had subsided and the little hiccupping breaths she took to calm herself down had finally ceased, she sat and held on to Spike. Let him comfort her, and whisper words in her ear that she thought were meant only to sooth. She didn't know he meant every one of them. About her strength, and her courage, and her ability to overcome the pain. He said she should recognize it - the pain - but not let it consume her, control her. That the pain was only a small part of why she was the person she was, it wasn't the whole picture. If she hadn't lived through the painful things, she wouldn't be at the place she was now. She wouldn't be the amazing woman she had grown to be; she'd be a selfish little nobody who cared more about having her nails done than saving the world.

This made Willow giggle and she sat back and apologized for crying all over him.

"Nothing to apologize for, Luv. I wanted to be here. I came looking for *you*, remember?"

And Willow told him everything. About what she had said to Buffy. Well, almost everything she had said to Buffy. She didn't tell him the last thing.

She told him about her absentee parents; her need for approval from teachers as the only adult role models she had ever had. She told him about her childhood friendship with Xander, how he had become her family. She told him how she had obsessed over Xander for years, following him around while her never looked at her as anything but an androgynous friend. "Bloody wanker" was Spike's comment.

She told him about Buffy coming to Sunnydale and finally being accepted and having a female friend. She told him about her first 'up close and personal' experience with vampires. She told him about Jesse.

She told him about Xander becoming a hyena and going after Buffy, and how that had hurt her. She told him about Principal Snyder and Miss Calendar. About teaching computer class and tutoring Percy. "But my Vampire Self helped me get back at him," she told him gleefully.

"Your what?" he asked, astonished. And so she told him about doing the dark gray magick spell with a new girl at school who wanted to get her necklace back and how it hadn't worked out like they had planned. About meeting her vamp self and how she had impersonated the vampire to save the people in the Bronze. How terrified she had been.

"But you did it anyway" he said. "Even though it terrified you." He hadn't asked, just acknowledged what she had done, approval in his voice. And this made her feel exultant, that she had done something that made Spike proud of her.

She told him about working hard in school and getting good grades and helping Buffy cram for tests. She told him about going to the Bronze to help Buffy study, but getting very little studying done because Buffy wanted to dance or would disappear entirely if Angel showed up. She was quiet for a few seconds after she said this. Finally, her voice a little desperate, she whispered, "Why did I let her do that to me? I would give up my time, sometimes I would even cancel plans, so I could help her study." Her breath was coming out in small gasps now, but she had no more tears, as much as her emotions wanted an outlet. She looked up at him and whispered, "I always let people walk all over me. Use me for whatever it was that was important to them and I'd apologize if I didn't do it exactly the way they wanted or as fast as they wanted it. Why do I do that?" she pleaded.

Spike was very careful with his answer. "I think you already know that, pet."

And she did. She had wanted approval. And praise. She had wanted to belong to someone, or something, so badly that she had let parts of herself get lost along the way.

"Is that who you want to be?" he asked.

"No," she conceded. "But I still like to be helpful. And needed. I like fighting evil and saving the world. I just don't want to be a doormat anymore."

"Then don't be. Decide ahead of time what you want. What your boundaries are. And stick to them. But be practical, 'cause pet, you know they're going to try to wheedle past your defenses, so you should set your boundaries a tad further out than you're willing to go. That way, when they beg and plead and you feel like you should give in, you can give in a little without really giving in. Because your real boundaries weren't quite as far out there as you had led them to believe. Makes 'em think they've talked you into something you didn't really want to, makes 'em feel important. Also, added bonus, because you made them think you gave in as a favor to them, they owe you. You can collect on something you were going to do anyway. Evens the score."

Willow was ecstatic. She bear-hugged Spike and proclaimed, "You're a genius. A bloody genius!"

Spike grinned and added non-committally, "I knew that. Just been waitin' for you to figure it out." But the grin gave him away. She knew she had made him happy. And she felt better. Better than she had in a long time. Maybe better than she had felt ever. No more weight dragging her down. All of the bad stuff had been let go, out into the world, Spike helping drag it out of her. Setting her free. No more hiding in the dark. No more meek little Willow, having to go along with what everyone else expected of her. She knew, or at least had a idea of how to start, of how to make things work for her, with her - not in spite of her. Not molding herself to fit the situation.

Willow couldn't help herself. She kissed him on the cheek.

*'It's going to take some getting used to this new me. I'm braver, but not that brave. Not yet.'*

She ran over to the swings, laughing and demanding that Spike push her.

*'What am I going to do with her. I'm trying to teach her how to be strong and stand up for herself, and she wants me to* push her *- on the swing. What the bloody hell does she think I am? I'm a vampire, not a nanny.'*

As Spike thought all of these things the voice in his head got more fervent. He thought all of these things as he got up, walked over to the swings, and pushed Willow higher.

Buffy awoke from the most bizarre dream. The world had been spinning too fast and everyone was dizzy. No one could get their bearings, chaos ensued. Classes were cancelled, no cars were on the road. They had even closed the mall. Everyone was confused and upset and she had gathered together at her mother's house with all of her friends. A makeshift family. Mom was still Mom, but Buffy had been calling Giles 'Dad'. They had gathered together to comfort each other and try to make it through until the world slowed down again. They couldn't even go into research mode because the spinning was making everyone nauseous. After what seemed like months, everyone was starting to get on each other's nerves. But they had nowhere else to go.

At first, in the dream, Willow, Xander and Cordelia had worried about their parents and families, but after a while it became evident that the group gathered together at the Summers' home were their 'real' family. Mom and Giles took care of them. Buffy, Willow, Xander and Cordy lived together and fought together like siblings.

Even though the world continued to spin out of control, everyone seemed to be getting adjusted to the change. The phone had rung and Mrs. Summers had informed them that classes were going to start again the following week. At dinner, Giles had started to make a speech. He had just said something about people adapting to their environment when Buffy woke up.

It took a moment for her to realize where she was and that she had been dreaming - it wasn't real. But it had seemed so real. Maybe it was a slayer dream. She'd have to tell Giles about it later.

She looked around her room, trying to adjust her brain back to the real world. She looked at the 'Chocolate' poster on her door. Her textbooks on her desk. Willow's bed, covered in a messy array of pink and orange plaid sheets and a lavender flowered comforter.

Will's Piglet had fallen on the floor. As she sat up, she bent to pick it up and put it back on the bed. She looked over and saw Willow's horrible Muppet sweater in the trash can. As much as she would have liked to have thrown it away herself, she knew her best friend loved the ugly thing and it must have landed there when Willow undressed last night. She took it out of the trash and tossed it onto Willow's bed.

"Last night," Buffy muttered to herself, suddenly remembering. "Oh, boy. Had that really been Willow going space cadet on me? Maybe she was possessed. Or under a spell, 'cause 'Willow meanness', that's an oxymoron. I hope whatever it was, she's over it 'cause - "

She broke off her conversation with herself as the door opened and her very cheerful roommate walked in carrying a white paper bag and two cups of coffee. "Hey, Buff Buff. Got you a muffin," she said as she offered a big wonderful smelling muffin that she had pulled from the bag. Buffy tentatively took it, not taking her eyes off of her best friend, just in case this was a new trick that whatever was possessing her was trying. Willow then handed her one of the cups of coffee and sat down on her own bed, looking like she didn't have a care in the world.

"Will," Buffy started, not sure how to proceed. But it was better to get it out in the open than tiptoeing around it. At least, she hoped it was. " - about last night -"

"Oh, yeah, about that -" Willow sounded almost happy that Buffy had brought it up.

"I wanted to apolo -" she started then stopped herself.

The devil on her shoulder practically screamed in her ear, *'STOP APOLOGIZING for everything. You had a right to be mad'.*

*'But still - '* the angel countered.

"I don't want to apologize," Willow said, but softly, hoping Buffy would understand. "Not for what I said, because it's true, ya know. I'm not all sweetness and light all the time. And I don't like feeling like I should pretend to be so that people will like me," Willow said sincerely, looking directly at Buffy, eyes pleading with her to comprehend what Willow was trying to say.

Buffy nodded, Willow hoped that meant that she understood. "But I am sorry for the way I said it. I should have found another way. It's just that there are so many things going through my head right now. I feel kind of dizzy sometimes."

Buffy giggled. "Yeah, I get that. In a *really* big way I get that. Remind me to tell you about my dream later," she said, rolling her eyes. "Mucho wigginess. But right now, I'm here for you. Anything you need to talk about - without the tantrum? Just talk. Whatever you need." And she sat there, calmly, quietly, waiting for Willow.

"All right, who are you and what have you done with Buffy?" Willow asked, snickering. She picked up the first thing her hand touched, her red sweater, and threw at Buffy's head. It landed on top of her hair like an unraveling turban and sat there, one arm hanging down over Buffy's face. Willow fell over onto the bed, she was laughing so hard.

Buffy couldn't help laughing just as hard as she pulled the sweater off and jumped onto Willow's bed with her, balling the sweater up and thumping Willow on the head with it. "Hey, that's my sweater," Willow whined, just now realizing what it was she had thrown. "I threw that away."

Buffy was having trouble controlling her giggle fit, but Willow's words penetrated, making her sit up and look at her friend warily. "Okay, now I know you're a pod person because my Willow would never throw this sweater away. She loves this sweater."

As Willow and Buffy started to calm down and get ready for the day, Willow picked up her sweater and threw it back in the trash can. "Two points. But I meant it about the sweater. How come you never told me it looks like a Muppet?" she asked, turning to Buffy.

Buffy stared at her, eyes wide, mischief dancing in her eyes. "You mean you didn't know? Geez, Will, look at it. It can practically say the alphabet by itself!" she teased.

Willow looked at the sweater as if seeing it for the first time. "You're right. Ugh. Why didn't I ever notice that before? I have got to get some new clothes."

Buffy looked at Willow, noticing for the first time what she was wearing. Black jeans, black t-shirt, orange sneakers. "Will, look down at your feet." Buffy figured if Willow was in the mood to critique her wardrobe, Buffy wouldn't question it. She just hoped it would last.

Willow looked down, saw the neon bright sneakers practically glowing at her next to the stark blackness of her clothes. She rolled her eyes, sat down on her bed and started to remove her shoes. "But I like these sneakers," she whined. "They're really comfortable." She didn't throw them in the trash, just traded them for a pair of loose scrunchy ankle boots. "Let's go," she said flatly.

They met Xander at the Doublemeat Palace for lunch. "Hey, Will, did somebody die?" Xander asked, puzzled.

"No why?" Willow look at him, confused.

"You're all with the mourny clothes. You don't normally do black," he said as they waited in line to order.

Buffy decided to save Willow from having to explain. "I talked Willow into embracing a new and improved, much hipper version of herself. She's still our Willow, just the "Cool Ranch" variety," she informed him, winking at Willow.

"Cool. I get it. But whatever you do, don't let the new Willow give up completely to the dark side. You have to wear that fuzzy red sweater from time to time. I love that thing," he said nostalgically. Buffy and Willow erupted in laughter so intense, Xander had to order for them.

As they finished lunch, Buffy turned to Xander and asked him petulantly, "Why didn't you tell me about Willow's crush? You guys always leave me out of the good stuff."

"Crush? What crush?" he asked, looking at Willow for an explanation. She didn't say anything, just blushed an intense shade of crimson. "On who?" he continued, looking at Buffy. "Not me- I didn't touch her. Not since - and still - not so much with the touching- just the kissing," he was trying to get out of the mess he had got into without making a *complete* fool of himself. "You know, since the Spike thing. But then, we were about to die, so, we should be excused. Or at least get time off for good behavior." He was glancing back and forth between his two friends, wanting to shut up, but dreading the silence if nobody else started talking. Willow was even redder than before and he would have said that wasn't possible.

Buffy saved him by looking at Willow, astonished. "You mean he doesn't know? But I thought you two told each other everything. You never told him?" she started laughing again. "Uh-oh, my bad."

"What?" Xander was really confused now. "Will? What's the what?" No answer from either side. Buffy was laughing, Willow was trying to hide behind her napkin. "Somebody better clue me in, like five minutes ago."

Buffy looked at Willow, who peeked out from behind her napkin. She didn't exactly give Buffy the go ahead, she just looked like she knew it had to happen whether she wanted it to or not.

"Willow sorta told me she -" Buffy realized there was no good way out of this, but she had started it and she had to make it up to her best friend. "We were talking, nice and calmly," she said pointedly, glancing at Willow, "about guys we thought were hot." She paused, trying to figure out exactly what to say without sending Willow over the edge again.

Xander took that as his cue, "Will thinks I'm hot?" he asked confused, then started to grin.

"NO!" both girls yelled at once. Xander's face fell.

"Willow thinks, well I was saying how vampires were kinda sexy - with Angel and all," she clarified, "and Willow agreed and mentioned that she thought another vampire was kinda hot. Which, ya know, you're right, I guess he is," Buffy said, considering it for the first time and looking at Willow. "If you could get past the whole psychotic thing."

Xander was really confused now. "Psychotic vampires? Will doesn't know any psy -" Then it hit him. He looked at the girl he had been friends with since he was five, slumped down so that she was almost under the table. She looked up at him as if waiting for him to chop her head off. Xander took pity on her. After all, Spike was thousands of miles away. And she just thought he looked good. It wasn't wanting - he stopped, he wasn't going to go there.

"Spike?" he said grinning. "You think Spike's hot?"

Willow was glad he found it so amusing. It was better than being repulsed. "That's so cute," Xander continued. "I mean, he didn't kill us, so that's one in the pro column. But we are just talking looks here, right? Not so much with the actual - no, no actual. That's okay. I guess even some serial killers have to be good-looking. Can't save it all for us good guys." He smirked. "No, Will, hey it's okay. I thought Cordelia was sexy for a while there so we've all walked on the wild side."

He spun around to Buffy, a thought having just occurred to him, "Did you just say *you* think Spike's hot too? Cause, okay, stop the world, I want to get off. Send you two off to college and they fill your head with all these crazy things. Meet new people, experience new things, look at things from a different point of view. That's it, you two are dropping out," he joked, glad that Willow looked more like herself again.

Better change the subject before his brain exploded. "So, we Bronzing this weekend?" he asked the girls hopefully.

Buffy and Willow spent more time talking that week than they had in months. Buffy understood Willow's need to express her true self, all of her self. Buffy had lived with a secret identity for a long time now. One that she had to hide from all but a select few. You couldn't let anyone know who you really are, all of you. Because they would think you were strange, or insane, or lying. Buffy could identify with doing what you thought you had to, to be accepted.

Especially for Willow; she had been practically abandoned by her parents, as Xander had been neglected by his. They had raised each other - two kids trying to get by in the best way they knew how. Willow relied on her brains to get her through, Xander relied on his wit.

If anyone deserved a shot at finding happiness, it was those two. But Xander and introspection - not so much. But Willow wanted to. She wanted to find herself, and be accepted as she was. Buffy could do that. She was Supporto gal. She would support.

Friday night found the three friends at the Bronze as promised. Drinking sodas, laughing at Xander's dumb jokes, dancing when the mood struck. Willow had felt adventurous and was trying out her new style. She hadn't had the nerve to go out and shop for new rags yet, but she had dug through her closet at her parents' house and found something she thought would be perfect. A black mini skirt, black boots and a dark red long-sleeved crop top. Buffy had helped her do her hair and makeup, enthused about having a new doll to play dress up with.

Buffy had recognized Willow's outfit from Halloween two years ago; the outfit Willow hadn't had the guts to wear, she had thrown a sheet over the top and been a ghost instead. But thanks to Ethan Rayne, everyone had actually become whatever they'd dressed as for Halloween, turning Willow into a real ghost. A ghost dressed in a black mini skirt, red crop top and black boots. She had been overcome by embarrassment at the time. Until she had realized that she had no corporeal form and then little things like how she was dressed were forgotten.

But now, Willow was ready to embrace her sexier self.

*'Yeah, right. The words 'sexy' and 'Willow Rosenberg' don't belong in a sentence together.'* Willow thought. *'What do you think you're playing at, little girl. No, I'm NOT a little girl. I'm a woman. Like Buffy said, 'If you put it on and it stays where it's supposed to, you're old enough to wear it. Remember that. Accept the new. You can do this.'*

She felt a little self-conscious, like she was being watched, but then, in this outfit, she would have felt even worse if nobody had looked her.

*'Definitely could get used to this.'*

Xander had spotted Oz across the room, sitting by himself and staring intently at the lead singer of the band performing. Xander didn't want Willow to be upset, so he was trying to find a way to get to Oz before Will saw him. "Guys, excuse. Need to, you know," he said, surreptitiously keeping an eye on Oz.

"It's ok, Xan." Willow assured him. "Oz can look at her all he wants. We broke up."

Both her friends were dumbfounded.

"He broke up with you?" Buffy was furious.

"For that ho?" Xander exclaimed. "I'll kick his moth-"

"NO!" Willow screamed. "Don't. It's okay. No, he didn't break up with me for her. I, sort of, broke up with him. A few days ago."

"What?" Xander had no words. He was astounded. He knew she was trying to become a new and improved Willow, but breaking up with Oz? That wasn't right.

"He sure seems to have gotten over you fast," Buffy snorted, then was instantly contrite. "I'm so sorry, Will. I didn't mean-"

"It's okay. He's free. Plus, she's a werewolf, so instant karma. Maybe they'll be good for each other."

"How do you know she's a werewolf?" asked Xander, suspicious. "Maybe he just told you that so you-"

"Nobody told me, Xander. I spent the last year in a relationship with a werewolf. I know one when I see one. I guess it's sort of like Buffy's slayer sense when vampires are near. You spend enough time with them, you just know."

Buffy let it go. She trusted Willow enough to let her do what she thought was best for herself. "Except that in crowds like this, the slayer sense is on overtime. There are so many people, and I can feel vampires, lots of 'em. But who's who? I can usually tell if I study them long enough. But hey, they're just dancing. Any of them disappear out the back and they're dust. But as long as they're just dancing - not my prob."

"Let's dance." Willow ordered. So they did.

They danced until after one, lost in their enjoyment of each other. Being friends, strengthening those bonds. They were caught up in each other, not paying attention to anyone else, forgetting about Oz. Not noticing the man standing in the corner, out of the light, smoking a cigarette. Never losing sight of Willow.

Almost every night, Willow took a walk. She went out whenever Buffy was on patrol, not wanting to shut Buffy out now that she had opened up so much. She wasn't always back before Buffy, but her friend had accepted all the time Willow 'spent in the library' as normal Willow mode.

Willow didn't tell her where she really went, what she really did. Her friends had been lenient about her 'crush' on Spike, feeling it was acceptable, even sweet, as long as they thought Spike was miles away.

But almost every night, Willow went walking. She would walk - and wait. And every time she was alone, he'd show up almost immediately. Just walk noiselessly up until he was alongside her, then start talking.

Willow liked talking to Spike. He didn't question her or examine her motives. He just listened. And responded. With some very insightful commentary. He seemed to understand her need to rebel, to break out of the safe, cheery shell she had built around herself, but not too much. Too much rebellion was not of the good. She had expected, at first, that he would try to talk her into some kind of rebellious behavior that she would regret; like hot-wiring a car or becoming a pickpocket. Then she realized that these were both skills she would like to have, even if she never planned to use them. So she had talked him into teaching her how to do both.

And she had practiced. Almost everyone she knew had been amazed by her ability to 'find' their lost wallets, or keys. No one could remember where he or she had laid these things down, but since Willow was returning it, they must have mislaid it somewhere. And they thanked her. Actually 'thanked' her. For returning the things she had stolen in the first place. But they didn't know that. She never actually 'stole' anything. Always returned it without taking anything. She never even opened a wallet to see a driver's license photo. That would be invading their privacy. She just wanted to prove to herself that she could do it.

She was breaking out of her shell; she tried new things, was interested in things he never would have thought the little witch would ever be curious about. Like smoking - that hadn't gone well - and petty crime; morbid details about death; marvel that anyone could live for over a century loving the same woman.

He hadn't wanted to talk to her about Dru. But she drew it out of him. He found himself telling her things he had never admitted out loud even to himself. Dru's insanity, her obsession with Angelus, Angelus' obsession with Dru. William-the-vampire-fledgling's insecurity that he could never fit into the unlife of his beautiful but elusive Drusilla. His need to take care of her when Angelus left, the problems he had trying to protect her from herself.

Spike got Willow to talk about her craft, what she wanted from it, expected of it. She knew he would help keep her magicks focused. He would let her know when she was reaching too high. She knew he could keep her grounded in reality because even though he was a vampire and had lived almost a century and a half - things unreal to most mortals - Spike was more in touch with reality than anyone she knew. He had to be to have survived for so long with Drusilla. To have made a life, or rather an unlife, with someone who had no concept of how to take care of herself. Spike had been her lover, her best friend and her father. He had been completely responsible for not only himself, but for a psychotic, and psychic, grown child. She was unable or unwilling to control her power. Willow was sure Drusilla would have been staked within a week if it hadn't been for Angelus and Spike. But then, Willow remembered, she wouldn't have been insane at all if it hadn't been for Angelus.

Spike had asked Willow how far she wanted to take her gift. "To the next galaxy," she had responded only half kidding. "Do you think I'll get that far?"

Spike knew better than anyone that there was nowhere Willow couldn't go if she studied hard enough and learned to accept and control her power. And he couldn't lie to her.

"Yes," he answered soberly. "You'll get that far, if you really want to. You have power, Red - unimaginable power. But it has to be trained, and controlled. You have to learn how to harness it before you try to use it - or it will consume you."

That had scared her a little but intrigued her as well. She didn't know why he thought she was capable of so much, but she was happy and grateful for his support.

So he had told her most of what he knew about magick. He encouraged her to speak to the watcher. To convince Giles to help her learn more, perhaps put her in touch with a coven of white witches. Because he knew now that Willow would never be happy with dark magick. She might be curious, even experiment a little, but she had a pure heart. And even if it cost him his unholy existence, he wasn't going to let anyone, not even himself, change that. He'd stake himself first.

And he knew he had to make a decision.

Spike had waited for Willow to tell him about the changes she had made. But she didn't. He knew she had new clothes. God, sexy things like second skin that drove him crazy. He knew because he was there, everywhere she went. Watching her, protecting her. He didn't want to frighten her so he never let her see him. Until she went for her walk.

Every night, for him, she wore those ridiculous childlike clothes. The ones that hid her body. Oversize shirts, obscene green plaid pants - or worse - those blasted overalls that almost made him forget there was a woman hiding in there. And how he hated those bloody orange trainers. He wanted to rip them off her feet and burn them. Every night, she showed him her mind, shared herself, but hid her body.

Tonight he couldn't take it anymore.

*'Bloody hell, she cut her hair.'*

It was shorter, fuller. It tapered down until there was only fringe hanging down around her neck.

*'She looks older. No, more mature. No. Sexier.'*

And he never thought anything would make her sexier than she already was.

*'That blasted haircut, exposing her bloody neck! Don't even think about her neck and blood in the same sentence, mate. You're having a hard enough time staying in your trousers as it is. Concentrate on the blasted trainers.'*

It was Halloween and Buffy was at a party with some wanker of a teacher's assistant. Spike led Willow around to the elementary school, back to the playground where she had first opened up to him. The place was deserted, as usual. The swings were still and silent. The sliding board shone in the moonlight. The carousel, the place where he first held her, lay alone, apart from the other activities. He walked further back, to the sandbox that had a wood bench surrounding it. He wanted to talk, wanted to be able to look at her face, so he positioned himself on the bench and waited for her to sit next to him.

"Red," he started, but it came out dry. He felt like his throat was closing up. Reaching into his duster pocket, he pulled out his ever-present silver flask and swallowed. Out of habit, he offered it to his companion; he always offered it if he was with a friend, didn't matter who. Before he realized his error and took it back, Willow took it and tried a taste. She coughed, clearly not enjoying it, but she took another sip. "Better than I thought it would be," she laughed and started to take another sip, but he took it back before she could get it to her lips. He moved to screw the cap back on but instead he stared at the opening of the flask, then looked at her mouth and back at the flask. He smiled and brought it to his lips.

"What, you can have more, but I can't?" she teased.

"I didn't drink any that time" he said, but didn't explain. "And I don't want you drunk. I need you to pay attention."

Willow was afraid now. She felt sure he was going to tell her that he's leaving. Going back to Drusilla, or just leaving Sunnydale. Just leaving her. Tears well up, but she held them back.

*'Wait until he actually breaks your heart before you cry, you ninny.'* She steeled herself for the blow.

Spike watched her straighten her back. She looked like she was preparing to fight, or run. He looked in her eyes and saw the tears collecting. "What is it, Luv? What's wrong?" he asked tenderly.

"Nothing" almost came out in a sob. Thank the powers that be for vampire hearing. A mortal man would never have caught that.

His frustration, because he couldn't stand to see her cry; and his other frustration *'Why the bloody hell did she have to cut her hair!'* made him harsher than he intended.

"Bloody hell, Red. Why did you have to go and cut your hair?" That wasn't what he had intended to say and it was much louder than he had meant to say it.

Willow was taken by surprise, not only by what he said, but also by the fact that he wasn't looking at her when he said it. He was looking up toward the heavens as if hoping for divine intervention. "Are you asking me or the powers that be?" she inquired pleasantly.

*'He's not leaving.'*

Spike stood and started to pace, needing to dispel some of his nervous energy before he did something stupid. He looked at her as he paced and spoke, "You. I am asking you. Why did you cut your hair?" He stopped just for a second then continued pacing. Left, right, left, right, it was like a tennis match.

"I just wanted a change. I've started making some changes. And I wanted to change my hair to go with the new me." she said defensively. "It's none of your business if I want to change my hair. Why do you care anyway?"

Spike looked up again at whatever it is he was thought was up there. He shook his head, and raised his hands skyward, pleading "She wants to know why I care. Can you fucking believe it, she wants to know why I care." He stopped pacing and looked up, sighed with breath he didn't need. Resigned, he sat next to her on the bench again.

"I want to tell you a story." He pulled out his cigarettes, lit one, leaned forward, elbows on his knees, staring at the playground, and continued.

"Once upon a time - exactly two years ago today, as a matter of fact - I saw a vision. Your slayer whipped my ass later that night. While she wearing this horrendous poufy red dress, and don't think that wasn't humiliating. I decided it would be wiser to run and live to fight another day." He paused, taking a long drag on the cigarette.

Willow nodded. "I remember. We were all under a spell. We became whatever we had dressed up as. Buffy had worn an old fashioned dress, something she thought Angel would like. Xander turned into soldier guy."

"Is that what happened? Makes a little more sense now. You were there?" He shakes his head, negating her claim. "No, you couldn't have been," he said sounding sure. "I would have known, I would have felt you."

He stopped, considering, "You say you all turned into whatever you were dressed like? What the hell were you dressed as anyway?" he asked her. His tone was kind of strange, almost angry.

*'What does he mean I couldn't have been there? Of course I was there.'*

"I was, um, I was a ghost," she offered but he didn't seem to believe her.

"Is that what they're calling them nowadays - ghosts?" He raised an eyebrow and she understood.

"You must have seen me at the warehouse. That outfit was kind of a mistake -" she started, but he stopped her.

Throwing down the cigarette, he shook his head and said very gently, "Didn't see you at the warehouse, luv. Had no bloody idea you were there. Would have been a very different fight if I had seen you then, but I didn't." He turned back around and stared at the dirt under his feet.

"Before I found the slayer, I went for a walk. Sat down under a tree to think, and smoke. That's when I saw the most - enchanting creature I'd ever seen. Enchanting, hell. Got me hard as a rock. That was the beginning of the end with Dru, that night. I knew it, but then the slayer put me in that bloody wheelchair and I had to rely on Dru to take care of me. There's a first for everything, I guess." He reached into his pocket and took out his cigarettes once again. But he didn't pull one out. Just looked at them, then he seemed to change his mind and put them back.

"The problem was-" he began and then halted. His eyes shot open and he twisted around to look in Willow's eyes. His voice got louder as he went on, "Luv, did you just say you were a *GHOST*? That you actually turned into a bloody ghost? Walk through walls, no solid form kind of ghost?" He seems so intent on her that she was afraid to answer, so she just nodded her head.

"That's brilliant that is! Why didn't I think of that before? Bloody brilliant!" He laughed, stood and started to pace again, faster than before.

Willow was bewildered, and she didn't know what to say. She just sat there, watching him pace, wanting to shake him to get her to tell her what was so bloody brilliant. She surprised herself when a growl escaped her throat. But it got his attention, and he stopped pacing, so she filed it away under 'Useful Information' in case she ever needed it at a later date.

He crouched down in front of her, holding her eyes with his gaze, and continued his story. "Once upon a time, two years ago today, I saw -"

"No, it began before that," he started again.

"Once upon a time, a little over two years ago, I walked into the Bronze and saw the slayer dancing. She was graceful, and pretty, but I felt - something. Some overwhelming emotions. It terrified me."

*'Oh, goddess, he's going to tell me he's in love with Buffy. I can't handle that. I'm going to throw up.'* She tried to rise, but his hands on her knees - and his eyes never leaving hers - stilled her. She waited for him to kill her with his words.

"I had promised the Annoying One that I'd kill the Slayer, but seeing her on the dance floor, and feeling that energy, I knew I'd never be able to defeat her. So, hoping she couldn't fight, I sent a minion out to attack somebody and walked onto the dance floor asking someone about a phone so I could call the police. I knew the Slayer would go."

"I remember," was all Willow could say.

"I thought you might. Anyway, the slayer came out back and dusted my minion. She could fight. She was an amazing fighter. But my fear was gone. I felt sure I could beat her."

Willow was more confused than ever.

"My fear was gone because the amazing, overwhelming energy I had felt inside the Bronze wasn't there. The slayer was, but the energy wasn't. It didn't come from her."

He seemed to think he had told her something important and Willow tried very hard to figure out what it was. Nothing came to her, so she just looked at him, waiting.

"Now we come to the second part of my story. The second time I fought the slayer and lost. Halloween," he said, willing her to try to relax.

She nodded, waiting.

"Sitting under a tree, smoking a cigarette, I saw the most beautiful girl - the most beautiful woman - I had ever seen in my entire sinful existence. She was walking down the street, away from me. I never even saw her face. But what I did see, it blew my mind. She had the most amazing body, and that neck. I would slaughter a nation for a chance at that neck. And I don't mean to bite it. At least, not to drink her." He was leering.

Tears were streaming down Willow's face. She couldn't help it. He wasn't in love with Buffy. But he was sitting here salivating over some other girl and she couldn't help herself. She flailed at him, hitting him with her fists, her arms, anything to inflict the pain on him that he had just given her. "You bastard! How could you? How could you do this to me? Do you have any idea how I feel about - I know you could never - that I'll never be - but - but -You Cruel Bastard!" she screamed again.

Spike didn't fight back. He knew she was upset, but he needed her to understand exactly what he was trying to say, to make her see what he saw, feel what he felt. So he held her arms against her sides, not hurting her, but not letting her hit him either. He waited for her to stop yelling and said, "Luv, I think you're missing the point of the story."

"Oh, I get the point. I very get the point. You've found this girl and now you want to go be with her," she yelled.

"Yes, exactly," he said brightly. More soberly he said, "But you'll understand in a moment, luv. And it will make you happy, I promise. See, I know a secret - I know you want me. Even if you do where those god-awful clothes, I can smell it on you a minute after I walk up to you every night."

She was taken aback, "You - you - you can smell me? You can smell when I - oh, goddess, how did I get myself into this?"

"Pet, just calm down and let me finish, okay?" She nodded. "Where was I? Oh, right - kill for that neck. So, I'm sitting there watching this girl and I figure I'll turn her. Have that body for eternity. But there's no energy. No aura, nothing for me to wrap my mind around and bring her to me. Usually I just -"

"I get it, go on," she said shortly, not wanting to hear any more of about what he could *'just do'*.

"Right." He cleared his throat and went on. "So I'm sitting there about ready to bust but not able to do anything about it. Freaked me, let me tell you. That - thing you don't want to hear about," he glossed over it as quick as he could, "It works on anything. Humans, demons, anything. Well, almost anything, obviously. It doesn't work if there's nothing there to grab onto. And that threw me. I spent the better part of two years trying to figure it out. And now I have," he said triumphantly.

He stood there, looking down at her. He seemed to be expecting something. As blandly as possible she told him, "Yay for you. I'm so happy you've finally figured out how to reach your dream girl. Is there a reason you're telling me this?" The ire was almost palpable.

"There will be, luv. There will be," he said and it was a caress.

*'What is he playing at?'*

"Let me tell you about this girl," he said, sitting next to her once again.

"Oh, yippee." The sarcasm was lost on no one.

He turned toward her, putting one leg on each side of the bench. He put his hands on the bench in front of him and leaned forward slightly, keeping his arms straight. He was smiling in that way that drove her crazy. His eyes sparkled, his lips parted, his tongue pressed against the back of his teeth. Like he knew something she didn't. Like he knew something about every woman in the world and he was the only one that knew it.

She couldn't help but smile. She couldn't help but melt. "Okay, I know your dying to. Go ahead and tell me about your dream girl," she said indulgently.

He leaned forward a little more and she heard him sniff. He leaned over and whispered in her ear, "I know you're dying to, too. I told you I can smell you."

He leaned back and continued before she could get too flustered and decide to run away. In a normal voice he said, "So, I see this bird and like I said repeatedly, she was hot. SO hot. But, nothing I could do, I lost the fight with the slayer and went home to Dru. But I still remember every detail of her."

And once again, he waited until he had her eyes before he went on, "She wasn't real tall, but had legs worth getting staked for. I could see her legs because she had on a real short skirt - and I mean the kind of short that requires shaving more than just your legs. Black boots, black stockings on those beautiful legs. Skin tight red top, one of those short ones that show off your middle. And her hair" he paused here to smile that smile again. "Her hair piled on top of her head, showing off the most magnificent neck - you know I'm partial to necks, right, luv?" He didn't wait for her to answer, just went on, speaking slowly and clearly so that she wouldn't miss what he was trying to say.

"All - that - glorious - flame - red - hair - pulled - up - making - me - want - you - so - badly - I - could - taste - it."

And then he watched and he waited. He saw the confusion, then the dawning, then the realization. And he nodded.

"Me?"

"Yes, luv, you. Always you. Only you." And then he kissed her and the world fell away.

The world came back into focus as they crossed the railroad tracks. Willow had been half pulled, half carried the whole way. She was so happy - ecstatic - delirious - that she couldn't stop laughing. Well, giggling really. She had to calm down. Spike had told her that he wanted her, had *been* wanting her for two years. She knew she was making a fool of herself, laughing like this, but she couldn't stop. Life was so *unbelievably* good right now.

She looked up and saw the old railroad station. It was abandoned, boarded up. What were they doing here? Is this where they were going?

"Spike?"

"What, luv?" he asked as he happily picked her up again, flinging her over his shoulder in a fireman's carry.

"Where are we going?" she said as she played a cadence on his ass.

"To my place." He suddenly had a thought and put her down abruptly. "Is that okay? Would you rather go someplace else? A hotel - or, maybe your parents are away-" He hadn't stopped to think where he should take her. He just wanted her alone - and naked - as soon as possible, and this seemed like the best place. But he wanted her to be comfortable too.

"Your place is good, your place is very good. I just didn't know you had a place." She considered for a moment. "Although, I guess you would have to, wouldn't you? Have a place, I mean."

"Luv, are you nervous?"

"NO! No, not nervous. Well, a little nervous. But not about that-" she said, seeing the look in his eyes. "Well, sorta about that."

He stopped on the porch of the old station. It was an old brick building with an arched slate roof. Gothic revival period. He had picked the place because not only was it abandoned, which was necessary; and it had been a public place, so vampires could enter without an invitation, also necessary; but also because the building had style. He couldn't imagine why someone would leave it deserted for so long.

He figured he had better let Willow work through her anxiety now, because once they got inside, he didn't think he was going to be able to hold back. He had been waiting too damn long.

"You see," Willow continued, "I've only - you know - with one other person."

"It's called making love, pet."

"Yes, that - with one other person. Just Oz. Sorry, won't talk about him. It's just, you're so, I mean, you must have done all kinds of - um, you're how old?"

"I think I get it." He looked her in the eyes and tried to reassure her. "I've had sex. I've also made love. And I know the difference. Do you?"

"I - I - I think so." She still seemed a little insecure.

"I want you, Willow. I want to make love to you, with you. But I don't want you to go in this without being sure. You know who I am, or at least what those books say I am. But that's not all of me. I can be puppies and chocolate, luv. William was a poet, a bad poet, but he loved everything that was sweetness and beauty. That's still in me, that's part of me -- but there's more; so much more. Let me show you." He spoke gently, and Willow nodded.

"But I don't want to disappoint you," she said with earnest.

"Not possible," he said smiling. He put one arm behind her back and lifted her as he put his other arm under her legs, pulling them up. Willow felt comforted and put her arms around his neck.

"Don't worry, luv. I have enough experience for the both of us."

"I'll just bet you do," she teased.

He reached out and opened the door of the deserted station. She had expected the inside to be as neglected as the outside. But it wasn't. It was kinda nice. Not a magazine cover, but not a college dorm room either. "Where did you get-" she started as he put her down.

He didn't seem to mind. "I don't know. Minions got it all."

Willow was alarmed. "I thought you weren't killing people anymore."

"I'm not, pet. Not since I came back looking for you. But before that I had lots of them. They were at loose ends when I left. Found me again when I got back. I did make them, so they feel they have to serve me. Who am I to argue with tradition?" he smirked.

Willow looked skeptical.

Spike sighed, "It's a vampire thing. You wouldn't understand."

She laughed and wandered around, checking out his digs. "Not bad. Do you watch a lot of the home and garden channel?" She was kidding.

He hoped she was kidding. "No, I do not watch that nancy-boy channel. I turned a decorator once. For Dru. She liked nice things and I didn't know what to get so I -"

Willow had positioned herself on the upholstered chaise. She was leaning against the backrest, gazing up at him, listening intently. He thought that her perfect fair skin and auburn hair looked incredible next to the midnight blue velvet of the chaise. There was nothing to detract the eye from the exquisite woman on it. He suddenly didn't care what she thought about his furniture.

"Take off your shoes," he murmured said as he walked over to the cd player and put on a cd of an old Van Morrison album. He lit some almond-scented candles and turned off the lights.

He walked over to Willow and lifted her until she was standing. He kissed her unhurriedly, passionately.

She thought his mouth and his hands would be cool; Buffy had alluded to as much with Angel. But they weren't; he was the same temperature as the air around them. It was a different sensation, not feeling his heat, just the moisture of his mouth and the pressure of his lips and hands.

As he kissed her, he reached under her shirt and slid his hands up her stomach, skimming her silky skin. He loved the way she felt; her skin was electric. He moved his hands around her back and unhooked her bra. Willow numbly let him turn her around as he kissed around her neck. He lifted off her shirt, pulled off her bra and tossed it behind him.

He was still kissing the back of her neck when one hand came around and cupped her breast. The other undid her jeans. He told her to step out of them as he lifted her hair and slanted her head to the side so he could cover the other side of her neck in delicate bites done with blunt teeth.

She really was melting now. Just when she didn't think she'd be able to stand upright any longer, he guided her back onto the chaise, laying her on her stomach. She turned her head to watch him unbutton his red shirt and throw it onto the couch. He sat down beside her on the velvet chaise and she shimmied over a little to give him more room. He kissed across her back, her neck, her shoulders. He paused just long enough to remove his t-shirt and pull off his boots. He let his hands get to know her body as well as his mind knew her psyche.

He slid his hands up her arms, across her shoulders, down her back. And everywhere his hands would touch, his lips and his mouth would follow.

Willow felt like her skin was sizzling. Her bones were dissolving. She couldn't help purring, the experience was overwhelming her senses.

"You taste like summertime," he said and she hoped that was a good thing. But then his hands were moving lower and she didn't think about anything.

His hands molded themselves to her hips, caressed her backside. His palms slid down her legs and his kisses followed. He stroked her thigh, the back of her knee.

'*Mmmm*'

He kissed her ankles and the bottoms of her feet, then worked his way back up the other leg.

She felt him turn and suddenly his lips were on her lower back as his hands cupped her bottom and slid lower, into her center. She wanted him to invade her and whimpered when his hand settled over her mound, unmoving. His hand was warm, which startled her, until a part of her brain that she thought had stopped working as soon as he started touching her reminded her that his warmth was borrowed. Heat built up on the friction of his touch all over her body.

Her brain turned off again, her body was on sensual overload. She felt him move her; he was turning her over and starting the same assault on her front. He kissed her neck again, but thankfully moved lower almost immediately. His hands stroked her breasts, his fingertips grazing her nipples. The sensations that shot through her body enveloped her and she tried to reach out, to make him feel as wonderful as she felt, but he moved his hips just out of her reach.

His lips were following his hands and as one hand pinched a nipple, his tongue licked the areole of the other. His mouth took hold of the nipple, sucking it in. Pulling on it, inflaming her.

His hand felt its way down her body and when it rubbed over her clit, his mouth moved to her other breast.

The other hand had wound around to her bottom, lifting her up just a little so that he could move freely down her slit, slowly – torturously, making her ravaged brain take notice of the sensations in every inch of her aroused body. His finger slid back to her clit, circling it.

When he lifted his head, her body was instantly bothered by the defection, but he said, "Sorry luv, I can't resist," and raised his hand to his mouth and tasted her. No one had ever done that to her before and she felt herself getting even wetter.

He smiled like he knew what her body had just done - he probably did, she realized - and he let his thumb circle her clit as he bent down to let her taste herself on him.

After letting her explore his mouth and wipe away all of her taste from his tongue, he said, "I want some more," and knelt at the end of the chaise and slid her down to give better access to his mouth. He spent a minute petting her, hands on her tight red curls. Coaxing the wetness out of her.

"Beautiful," and he slid his tongue through her folds.

"UMM, dessert," he said, and she would have giggled, but then his tongue was lapping at her, tasting her, exciting her. He licked everywhere, exploring her, drinking in her juices. His thumb moved to take over on her clit as his tongue found her opening and she felt the wave start to hit. He didn't stop, just let her ride his mouth through the explosion until she whispered, "Spike, please. I need you, please -"

He rose and removed his pants like it was an Olympic event and she was happy to see that he wouldn't have to waste time removing underwear - he didn't wear any. Then she saw that he had obviously enjoyed what he did to her almost as much as she did and couldn't help but ask, "Is that why they call you 'Spike'?" with a snicker.

"Why don't you tell me," he said as he lifted her up and moved her to the bed, laying her down on cool silk sheets. She wanted to touch him, explore him, but he muttered, "Sorry luv, that will have to wait for later. I can only endure so much."

He covered her with his body and entered her in one long slow motion that took her over the top once again. He was moving slowly, building the friction, but getting slightly faster and more intense with every couple of strokes.

The pressure was mounting again and she came once more when she felt his body stiffen and tremble, as he poured himself into her.

She ran her fingers through his hair and across his shoulders, wanting to remember this moment forever. She memorized his eyes; their color, the way they were looking at her right now, like she was Valhalla and he was a viking.

He kissed her again, gently like before. She wanted to protest when he moved off of her. He moved to her side, head pillowed on his arm, his other hand still touching her, caressing her.

She dozed, but only for a few moments. Spike was awake and looking at her when she opened her eyes.

Willow turned to face Spike; her body following him like it was some kind of Spike-Radar. "I never knew you could be so - " she broke off, at a loss for words. Gentle wasn't the word - it was so much more than that.

"So - I don't know - gentle, sincere, passionate - all of those and more. I feel like a china doll."

Willow was searching his eyes, looking for the hidden depths that she seemed to have missed before. "I thought you were all 'Grrrr!' all the time - or most of the time, anyway."

Spike smiled; glad she felt she could be honest with him. "I am all 'Grrrr!' most of the time, just not when I'm with you." He leaned over and kissed her lips. "I've had a long time to think about exactly what I feel for you, and 'Grrrr!' never entered into it." He smiled the killer smile and admitted, "Well, hardly ever."

Willow did a really bad fake look of terror, "Why Spike-" and then she giggled, giving herself away.

"I would never have thought I would consider giggling as a good sound, but when you do it -" and he growled, a low, deep sound that came from down in his chest.

"I like your sounds too, even though you don't giggle. I like your growl, it gets me all-"

"I know exactly what it gets you, pet," he interrupted. "I can smell you, remember? I confess I was surprised the first time. I realized as I was doing it that it would probably scare you and I stopped. We were walking downtown, remember? That first night? And then I smelled you, it was intoxicating." He reached out to stroke her tight curls, demonstrating exactly what he had found so intriguing, in case she had any doubt.

Willow blushed deeply then remembered that she really had no secrets from Spike. She had told him so much and he could sense so much more.

A mischievous glint came into her eyes as she crawled up until she straddled his abdomen. "If you think your growl gets me hot-" and she bent over to the table next to the bed and picked up a candle.

"I've been meaning to ask you a scientific question, purely research." She smiled a wicked smile that made Spike grin in exactly the same way.

"Anything for you, pet."

"How do vampires react to sudden temperature changes?" she asked right before she dripped hot candle wax on his chest. "Mmmm" he purred as the heat hit his skin and spread across him.

"You like that?" Willow smiled. "Let's see if you like it here." she whispered as she let two drops hit his nipple.

His eyes flashed yellow and she spilled more on him as she felt the evidence of his arousal pressing up against her.

She dripped a few drops down her own chest and rubbed the wet wax across her nipples, watching him watch what she was doing. She rose up slightly and rubbed her slit against his hardening cock.

His eyes were completely yellow as she splashed more wax across his stomach and spread the warmth with her free hand. "You like?"

A growl escaped his throat that sent warm tingles down her spine.

"How much of this do I have to use before your demon comes out to play?"

He misunderstood her. "I can control it, luv. I would never hurt you."

Willow shook her head at him, purring "But Spike, I like it when it hurts." And she let the wax drip lower down his stomach until finally it was hitting the spot where their bodies met, dripping onto him but splashing up onto her delicate skin. As he watched the wax pool on his body then splatter and warm her, he felt himself changing - he couldn't help it, her words and actions had been so erotic that the demon wouldn't be denied. He looked up at her face hoping he hadn't frightened her, but she was smiling a very satisfied smile.

"There's my boy," she said when she saw his game face and pulled herself up to her knees and slid down his erection, slamming into him. "I've been waiting for you."

She rode his length so fiercely that he would have been afraid she'd bruise herself if that part of him had been in control, but it wasn't.

Instead he pushed up on her down strokes just as fiercely.

Until he decided that he wanted to drive. He lifted Willow up by her waist and pushed her face first toward the bed as he came up and knelt behind her. Then he pulled her up onto her hands and knees and drove into her from behind, riding her as violently as she had him.

Her moans would have informed him how much she was enjoying the rough sex if the demon had cared.

But the part of him that was still a man did care and was elated that his Willow could handle, not only handle but enjoy, the demon inside of him.

She screamed his name as she convulsed around him, but he never slowed down; feeling her release three more times before the demon let go and pumped his cum into her.

Spike's human face rubbed against her back when he wrapped his arms around her and leaned into her, exhausted.

"Did I hurt you, luv?" he asked, his voice muffled because he was kissing her back.

"Mmmm" Willow said as she collapsed onto the bed, bringing Spike down on top of her. "Only in all the best ways."

Spike laughed as he lay down beside her and pulled her close, her back to his front. "You should have told me you have a submission fetish; these are things a fellow likes to know."

Willow laughed, "I didn't know I did until now." She seemed to consider it. "Although I'm picturing you with a black leather collar and a leash and I like that too," she said, wiggling her rear against his crotch.

He kissed her again and playfully bit her shoulder with his blunt teeth. "Definitely things a bloke should know. I can tell we're going to have a lot of fun together."

It occurred to Willow to ask if that's all it was - fun - but decided she didn't want to spoil it if it was. She had too many feelings of her own to sort out first.

She felt him relax against her and her last thought before she fell asleep was if this was what eternity as a vampire was like, she'd be the first to sign up.

It was almost dawn and the hallways of Stephenson Hall were quiet and dark. The only sounds at all were coming from the second floor, specifically, the hallway outside room 214. A low moan was followed by a hesitant, "You have to go, the sun will be up soon." It was followed quickly by more moaning, a few sighs and a husky, "I know, I know. I just want to-" and Spike wrapped his hands in Willow's hair and pulled her in for another kiss.

Willow's knees felt like wet sponges and she finally made herself pull away from him. She grabbed the doorknob and said, "Leave or I'm calling Buffy. If you really want to be dust I can at least give her the pleasure of staking you." Her smile made the statement a lie, but he stepped back anyway.

His eyebrows rose in a question and she answered without him having to voice it. "I'll be there at dusk, I promise."

He leaned in to caress her lips with his once more then he walked away, not turning his face from her until she had turned the doorknob and stepped back into the room. When he was gone, she quietly closed the door and moved to the window, watching for him as he left the dorm and headed toward the Desoto. She put her hand on the glass, wanting to get closer to him even if it was only a few more inches.

He felt something, a pull - like a hand stroking his neck, and turned around to see Willow watching him from her window. He smiled, and turned back toward his car.

'*She's almost ready.*'

Willow undressed slowly, her mind taking her back to the last few hours with Spike. She wasn't really paying attention but managed to undress, put on a sleeping shirt and stretch out under the covers before a satisfied "Mmm" escaped her lips.

Buffy couldn't hold it in any longer. "So I guess you had a really good night." It wasn't a question, and she sat up and smiled at her best friend.

Willow was instantly awake, alert, and alarmed. '*How much of that did she hear? Oh, goddess, help me. Wait. She's smiling, I guess she didn't hear that much.*'

"Yeah" she said dreamily, then added a quick "Umm, how much -"

"Only a few indistinguishable murmurs in the hall, followed by you fondling the window and sleepwalking through getting undressed. By the way, you're still wearing your bra and it's inside out." she teased.

Willow put her hand to her chest, felt that Buffy was right and put her hands around her back to unhook her bra through the shirt. She pulled one bra strap down her arm and it disappeared back inside her shirt. Then she reached in the other armhole and pulled her bra off her other shoulder and out.

"And you still have manual dexterity, even though your brain is mush, I'm impressed." Buffy said as she settled back underneath the covers. "So, do you want to tell me who the lucky guy is or are you going to make me guess?"

Willow had learned over the last few weeks that it was fun to keep her friends on their toes by throwing out a few red herrings. "How do you know it was a guy?" Willow said with a sly grin.

Buffy sat back up so quickly it looked like she had been attached to a spring. "Um, well-" she stammered then tried to cover. "Whatever makes you happy, Will; I'm for it. Him. Her. For him or her or -" then she looked into her friends face questioning, "There isn't a third choice is there?"

Willow smiled at Buffy's unease and said, "Maybe." Then laid down and snuggled under the covers, giving a rather loud fake snore.

"Oh, boy." was the last thing Willow heard before she drifted off into a few hours of *very* pleasant dreams.

It was nearing the end of her psychology class and Buffy couldn't get over her friend's good cheer. Willow was grinning like the Cheshire Cat and seemed to be communicating with Professor Walsh on a psychic level. The usually harsh teacher kept glancing at Willow and smiling, as if they were speaking in Smile Code.

Buffy was trying to concentrate on what the instructor was saying, she thought it was about midterms, but she kept being distracted by the smile code. Finally, the professor sat at her desk and wrote something on the corner of a piece of paper, and then ripped the corner off.

*'That was really strange, Professor Walsh is usually so fastidious. Look, even Riley's looking at her like she's lost her mind. What the f-?'* Buffy thought before she realized that the torn piece was gone but the professor was putting down the stapler and putting one of the study guides on the bottom of the pile.

Professor Walsh stood and starting walking around the lecture hall, telling the students to go over all of their notes on the material listed on the pamphlet and the midterms would be difficult but not impossible.

Buffy couldn't help but notice that when Professor Walsh got to Willow, she took the bottom pamphlet and put it on her friend's desk, but went back to taking the ones off the top as she moved on to the next desk.

Professor Walsh was telling them to open to the last page of the study guide, as the most difficult parts of the exam would be on the material covered on that page.

Buffy saw Willow eagerly turn to the last page, but pull the pamphlet up close to her chest as she pulled off something stapled there Buffy didn't have anything stapled to the last page of her booklet and no one else seemed to either.

Then Willow did the strangest thing. She crumpled up the small piece of paper she had just removed from her page, stuffed it in her mouth and started chewing it. As she was chewing she looked up into Professor Walsh's face and nodded very enthusiastically, smiling as broad as she could while she chewed.

Professor Walsh started laughing so hard she had to dismiss the class.

As Willow and Buffy left the room, Buffy started to ask Willow what that scene had been about. But Willow turned to her and waved a quick goodbye as she ran away, heading for the water fountain to wash down the note from her teacher that had only one word on it - 'Spike?'

"Giles, I have an idea for a spell that may help Buffy," Willow said enthusiastically as she walked into the watcher's apartment. She threw her purse onto the desk and went immediately to the bookshelf.

Everyday for the past three weeks, Willow had come to see Giles. He was helping her learn about magicks, how they worked, how to harness the power without harming the dynamic of nature, how to control it instead of it controlling her. Giles had said he was amazed by her progress. She seemed to be able to handle every spell they had tried, nothing extreme of course, but she had been able to find the balance needed to do each spell flawlessly.

"Willow, just the person I wanted to see. I spoke to Rebecca today. You know," he added, seeing the confused look on her face. "The friend of a friend who is involved with the coven in Los Angeles. She's here visiting her sister. She'll be here until just after Thanksgiving and she's anxious to meet you. It seems the coven has been feeling the presence of a great power here in Sunnydale and I told her maybe you could help her to locate it."

Willow stared, openmouthed. '*Was what Spike said true? I am really powerful? No, it can't be me - but, why haven't I felt this presence? I'll have to talk to Spike about this.*' She smiled. '*It's only been a couple of weeks since we met at the Espresso Bar and already I'm running to him to share all my thoughts, not Buffy, not Xander, Spike.*'

Giles saw the happy grin on Willow's face and misunderstood the motivation behind it. "I knew you'd be pleased. Here, why don't you call her right now and arrange a meeting. I'd be happy to go with you, if you like."

Willow would have preferred to take Spike, but knew that Giles had earned this right. He had been there at the beginning, helping her, encouraging her. She would take him with her. *'The first time.'*

Willow took the number from his hand and used Giles' phone to call Rebecca. She set up a meeting for the following day at three in the afternoon.

"You were saying you had an idea-" Giles looked up from his book as Willow hung up.

"Oh, right. My idea to help Buffy." Willow sat on the couch and looked up into her friend's face. "I was wondering if there might be a spell, something to keep vampires from biting. I know we couldn't get lucky enough to stop every vamp everywhere, but maybe just the ones in the vicinity of Buffy? Or maybe, I don't know. Something, anything to stop him from biting, or killing if he does bite? Do you know of anything like that?" She looked at him expectantly, hoping her idea would work. She didn't want to hide Spike forever; had no intention of hiding him at all, but Spike had insisted. He wouldn't let her tell anyone; he said he was allergic to the pointy wooden things all of her friends kept handy. She had admitted that she could understand his line of reasoning, but she didn't like it and she intended to find a solution.

"I'm sorry Willow, but I don't believe such a spell exists. I'm sure we would have come across it in our research."

"Oh" she looked forlorn. "But, can you look? Ask around? I'm research girl, I'll research. We've never looked for a spell like this before, so maybe it exists but we just haven't found it. Please?"

Giles thought it was hopeless, but he couldn't turn down her request; a few days of looking through his books once again wouldn't do any harm. Willow saw his expression change and before he had a chance to tell her that he would do as she asked, she jumped up, hugging him. "Thank you, thank you. I know this will work, you'll see." She grabbed her purse and headed for the door.

"Aren't you staying for a lesson today, Willow?"

She turned back to him with a big smile that lit up her whole face. "Can't. Got a date." And she was gone.

That night Spike took her to restaurant in Mayfair, about twenty miles away. No chance of seeing the slayer or any of the Scooby friends. Willow made him walk around the park with her, holding hands, talking.

She asked about his life after he had been turned, what was it like being a fledgling vampire, how much of an influence his sire had been on him once Angelus had gotten his soul back. They talked for hours before Willow said she had to be getting back, Buffy would worry if she was out all night for two nights in a row.

Spike started to pout, but Willow assured him, "Don't worry, you'll get yours, Fang Boy."

And he did. But he discovered that the Desoto was difficult to drive while getting a blowjob. However, getting Willow off afterward was a piece of cake.

The door opened before Giles got a chance to knock.

A woman who appeared to be the same age as Willow, but with bright grey eyes and long chestnut hair, opened the door.

"Welcome. Please come in," she said as she moved the child she was carrying to the other hip and motioned Willow and Giles inside.

"I'm Caitlin, Becca's sister. She'll be down in a minute. And this is Joshua," she said, turning her head and smiling at the adorable towheaded toddler she was carrying.

Joshua looked at Willow, smiled and held up two fingers.

"He's trying to tell you that he's two," laughed Caitlin as she motioned for them to sit down on the navy sofa. "But he's really three, he just had a birthday. Didn't you, my sweetie?" she said to the smiling child and he blew a raspberry on her cheek. "He does that all the time. It's his favorite new thing. My husband taught him," she groaned.

"Your - your husband?" Willow stammered. "But you look-," she didn't know if she should continue, but she could think of no graceful way to back out.

"You look, well, my age. And I'm eighteen." She nodded to Joshua. "And if he's three?" she started and then realized exactly how rude she sounded and try to apologize. "I'm sorry. It's none of my business. I really didn't mean-"

"It's okay," Caitlin told her and the smile warmed her face. "I'm twenty-one, but I've been married since I was eighteen. We got married three weeks after I graduated."

"Oh, that's sweet," Willow sighed, liking the friendly brunette already. "Were you high school sweethearts?" she asked, enjoying the romantic aspects of that scenario.

"Not really. He's, well, he's a little older than me. We didn't go to high school together."

Footsteps sounded on the steps and a woman very similar in appearance to Caitlin appeared. The newcomer appeared to be about ten years older than their hostess, and her warm brown hair was streaked with lines of blonde, red, even a few blue patches. "Hi, you must be Mr. Giles and Willow. I'm Rebecca." Her smile was just as genuine as her sister's and she shook both their hands before reaching over to take Joshua from her sister. "I see you've met the light of my life," she said to them, but she was looking at the grinning toddler and he was enclosing her in a big hug.

"Mama" he cooed.

"He's yours?" Willow inquired before she thought better of it, then "I'm so sorry," she said, sounding as if she meant it. "I can't seem to keep my foot out of my mouth today. Honestly, I'm not normally this rude. Tell them, Giles," she begged him, "Tell them how polite I am usually. It's just" she started, turning back to the brunette she was starting to befriend, "You - with the husband thing. And her," here she motioned toward Rebecca, "With the hair and the - well, she doesn't look like a mom, 'cause, got one, I know what they look like, and you don't look. I mean, my mom, even Mrs. Summers, with the hair and the - well, color, not so much. Ya know?"

She was getting flustered because everyone seemed to be laughing at her, even Giles. Caitlin stood and put her hand on Willow's shoulder, trying to reassure her.

"Willow, it's fine. Sit down." She waited for Willow to sit and then sat herself. "I'm married, but no children, will never have any children. But I have Joshua to spoil so I'm good." she smiled. "Rebecca is nine years older than me, she's raised me since our parents were killed when I was twelve. She's not married, but she has her hands full with little Joshy here and I'm starting to think she'll never find a mate." She paused to make a face and raise an eyebrow at Rebecca.

"As for the hair," Caitlin continued, "Well - can't stand it myself, but she was always kinda flaky." She shrugged, but laughed as well.

Giles was beginning to think the purpose of their meeting had gotten lost, so he broke in. "That's very nice, but none of our affair, really," he paused to give Willow a quick glare, but she didn't look the least contrite. "If we could begin -" he began in his clipped British tones and Caitlin gave Willow an 'is-he-always-like-this' look and Willow had to nod, resigned.

"Rebecca," he paused to clear his throat. "Willow has shown an amazing proficiency in magicks and I have been trying to help her learn to control her powers, but I'm afraid my knowledge base has been extinguished. I - we - were hoping you could give us some insight on how we should proceed," he finished, looking expectantly at the older woman.

"Are you for real?" she asked him, an incredulous look on her face. "Was all that for my benefit or are you really a tight ass?"

Giles sat up straighter and Willow doubled over, laughing. "Oh - my - goddess." She was having trouble getting it out between her snorts. "Giles - " but she couldn't continue, she was trying to control the tears of hilarity that were streaming down her face.

"Keep your pants on, Jeeves," Rebecca liked Willow and was afraid they might leave if she didn't make nice with the stuffed shirt. "I have a tendency to rebel against authority, and you - well, look - very authoritative."

She glanced toward her sister, "Is that a word - authoritative?" Caitlin nodded, trying to restrain herself from laughing in the man's face again.

"Anyhoo, yes, I'd be happy to help you both. How long have you been casting?" she asked Willow, who had finally settled herself back on the couch, with only a few gasping breaths still remaining of her mirth.

"Only a couple of years. A teacher, well, a friend," and she passed a quick sympathetic glimpse at Giles, "died, and well, I read her stuff and found I could do it."

"Does your mother or any other relatives practice?"

"No, my mother tried to burn me at the stake once for - well, that's a long story."

"You were involved in that last year? I'm so sorry. The magicks community was devastated by what almost happened here. People who were thinking of coming out went back into deep hiding. Oh, sweetie, that must have been so hard for you." And she rose to pull Willow into a motherly hug. She stepped back quickly, looking into the girl's green eyes and asking "You've only been doing this a couple of years?"

At Willow's distressed nod she tried to explain. "You have an enormously powerful aura about you. I felt it when I walked in the room, but when I touched you - I can't explain it. It's like you have generations of magical blood flowing through you. There's just tremendous power."

"That's what Sp-," she started but cast an alarmed look at Giles and Caitlin caught on immediately.

"How rude of me. I haven't offered anyone any refreshment. Willow, a soda, or maybe iced tea? Mr. Giles, hot tea perhaps."

Giles responded, "Oh, please don't go to any trouble for us. We're fine."

"It's no trouble" she said, giving Willow a wink, and passed her hand over the coffee table and two trays appeared. One with glasses and tea cups, the other with a silver teapot and a pitcher of some brown carbonated beverage.

Joshua broke in with a gleeful applause and Willow joined him.

"Thank you, thank you," Caitlin said, bowing. "Two shows a day, I'll be here all week."

Joshua seemed to take Willow's clapping along with him as a sign of a kindred spirit and ran over to her and climbed in her lap. He put his thumb in his mouth and lay his head against her chest, closing his eyes.

"Does somebody want a nap?" his mother asked, and he opened his eyes just long enough to shake a vehement 'no' before relaxing again against his new friend.

Willow ran her fingers through his soft blonde curls. She continued to stroke his hair as Giles and Rebecca got their tea and began talking about what steps Giles had already taken in her training.

'*What a beautiful boy*' she thought. '*Big expression filled eyes and striking pale blond hair, a smile that could charm the pants off -* ' and her smile was so huge that Caitlin couldn't help but stop and wonder what had brought that smile to her face.

Willow was startled out of her reverie by the sound of heavy footsteps coming down the stairs and the little boy jumping down and running to the window, pulling on the drapes.

Caitlin stood and joined him saying, "I got it, Josh. Why don't you go find unca." She pulled the cord on the drapes throwing the room into darkness, and she stepped lightly to each lamp, everyone's eyes readjusting to the change in light. A streak of blond hair flew across the room and grabbed the denim-clad leg that was entering the room.

Willow didn't know how she knew. Maybe it was the perfection of his appearance: dark, wavy curls with not a single hair out of place; clear, beautiful ivory skin smiling over straight white teeth; wide shoulders and finely sculpted arms under a white oxford-cloth shirt; crystal pale blue eyes that reminded her so much of another's; the way the little boy had automatically run to the window as soon as he heard this man approaching.

"You're a vampire" she said to him. It wasn't a question, it wasn't accusing.

Caitlin reached over and took her hand, leading her over to the handsome man who had just joined them. He looked at the enjoined hands of his wife and this girl he had never met before, but didn't say anything. "Willow, I'd like you to meet Jacques, my hubby."

Jacques rolled his eyes at her, " Cait," he teasingly whined, "You know I hate that word."

"I know, that's why I use it." She smiled into the eyes of her husband, "Jacques, this is my new friend Willow. She's a witch, too."

"Hello" he said extending his hand. She took it and let him shake hers, but she never took her eyes off his face.

"And this is Mr. Giles." Rebecca broke in. "He's Willow's -" she turned to Giles, a questioning look in her eyes.

"Oh, uh," Giles stuttered, trying to decide how to define their relationship. "Friend, I suppose. I was the librarian at her school, you see, and -"

"Hello, Mr. Giles, very nice to meet you." He had moved over closer to the couch and extended his hand. Giles took it and pulled back, alarmed.

"Not warm, you really are a-" but he didn't get to finish. He was cut off by a tiny voice that roared through the room.

"Do you have a soul?" Willow asked, finally turning around to face them.

"I see you know Angel." the man said, not answering her question.

"Becca, why don't you make nice between Jacques and Mr. Giles. I want to talk to Willow."

On the way home, they stopped at the Espresso Bar to talk. By mutual silent agreement, they knew they didn't want to go back to Giles' apartment or anywhere else one of the Scoobies could walk in on them.

"I must say, this goes against everything ever written about vampires. I know that they're capable of human emotion, but this. This is just - well, I don't know really what this is just, but it's just something." Giles said incredulous.

"Caitlin said they met when she was sixteen, just like Buffy and Angel. Well, not exactly like 'cause, ya know, no curse, no evily grr problem. But he was a normal ol' bitin' killin' vamp until he met her. Now he drinks pig's blood. And he has a *job* Giles. He designs web sites. She said he needed something he could do not in the daytime and she was into computers so she got him started and now he's his own company. He's a vampire who makes money in a not stealy kinda way. Weird-" she concluded and Giles had to agree with her.

"And yet he has no soul." This was Giles, sounding very confused.

"She was amazing, Spike."

"I know, luv." he said with growing impatience. "You've said so continuously for the last three hours. Can we please move on the shagging part of the evening's activities?" He tried to make his face look annoyed, but failed, so he resorted to begging. "Pretty please with Willow on top?"

'*Since he put it that way…*' "C'mere."

Willow was once again seated on the navy blue couch, a small warm bundle curled in her lap, asleep. "I tried the spell you gave me yesterday and it worked like a charm." Willow said happily. "Well, it was a charm, so yeah me, right?"

"You sound surprised." Becca replied. She sat at the other end of the couch, facing Willow with an arm draped over the back. They had been talking for an hour and every new thing she found out about her new friend intrigued her.

Willow looked down at her hands and then up at the witch under soft lashes. "You see, my spells sometimes go a little off. Not *big* off, not *apocalypse* off, but not quite right."

Becca laughed, "I see you've lived in Sunnydale a long time. Since I moved to LA, I find very few people who use the word 'apocalypse' in everyday conversation. It's nice to be home."

Willow couldn't bring herself to find amusement in apocalypses, but could understand Becca's point. "Yeah well, we - Buffy, Xander, Giles and I - we've had" she counted in her head, whispering, "Master, Judge, Acathla, Mayor– I don't think Spike really counts as an apocalypse" then out loud again, "Four. We've stopped four apocalypses. Well, Buffy stopped, we helped."

"I've heard of Buffy, of course. Everyone in Sunnydale knows about Buffy. Giles, I've met." She coughed and rolled her eyes. "Who's Xander?"

Becca could tell by the way Willow's eyes lit up that Xander was special. "Xander's my bestest friend. We've been friends since kindergarten. We did everything together until Buffy came and now we do everything together with Buffy."

"Is he your boyfriend?"

"NO!" She took a breath. "Sorry, no. So *not* my boyfriend, don't want to go there again. Big mistake, big trouble, Xander tried to blame Spike but it really wasn't his fault. And then Cordelia-" She realized she was rambling. "Just slap me when I do that. I can go on for hours. Xander usually steps on my foot."

She charmed Becca. "I enjoy it. I love hearing about the adventures you've had." She took a sip of her tea and asked, "Who's Spike?"

Willow looked like a deer caught in headlights. "Who?" She tried to sound casual, but it came out as a squeak.

"Spike. The guy you keep talking around, but never talking about. I can't tell if he's a friend or a foe. You said he didn't count as an apocalypse."

"Oh, Spike. Well, Spike he's a - I mean, he was a -"

"He's dead?"

"Yes." Willow smiled and Becca looked confused.

"Not dead dead. Undead dead. He's a vampire. Was a vampire. Is a vampire, just not here anymore. He left. He went to South America with Dru, that's his girlfriend. Was his girlfriend." A frown, then a big smile, then "Aaahhh, this is driving me crazy."

"He's the one that's helping you. The other one, not the librarian." Willow stared, eyes wide.

Becca explained. "The coven. We felt a great power here in Sunnydale. We also felt a force associated with the power, but not the power itself. At first we thought it was dark, but then it changed, it's been changing. We're not sure what it is anymore." She looked into Willow's green eyes and asked, "What is it?"

Willow looked down, she looked up, she looked at the sleeping boy in her lap. She spent several seconds staring at a Duplo block like it was the Holy Grail. What could she say? She couldn't lie. But he didn't want anyone to know. She wouldn't betray him. "I-" she cleared her throat. "I don't know. I probably know, but I don't know for sure. Either way, I can't say. Not now, not yet. Please understand."

Becca was worried and it showed. "Willow, if he's making you-"

"He's not making me do anything." It came out stronger than she had intended, but she couldn't stop. "He's helping me to do what I want to do. For the first time in my life, someone's letting me be me. I can do anything when I'm with him. Anything, don't you understand how compelling that can be? How liberating? I need him." She moved the boy to the couch and stood. "Without him, I'm not me."

She had the door opened before she turned. "I'll be back. Probably not tomorrow, in a few days." Becca stood and reached for her.

"I promise. I have to sort it out. After I've - just after. I'll be back."

Becca ran for the phone to call Caitlin.

When she got back to the dorm, Buffy was just coming in from her last class of the day. "Whew. Killing things is such a pleasure after that class. I think Mr. Barstelli was a lion tamer in a past life. He treats us all like our only purpose in life is to get at him if he doesn't beat us back first." She looked at her watch. "Five more hours until I can go kill things. I need to do something." She paced, looking restless. "Got any ideas, Will? We can go do something together."

Willow was a little restless herself, she didn't want to just sit there and brood. Spike wouldn't be awake for another couple of hours. "Wanna shop?" she said with a smile, knowing that was the one thing Buffy always wanted to do.

Thirty-seven minutes later they were walking through Sunnydale's only mall, catching up on the last few days and window-shopping. Well, Willow was window-shopping; Buffy was buying everything.

"So, who's the new gu-I mean, the new person? No preconceived expectations, whatever makes you happy is of the good. But dish and soon, I've been dying waiting for you to bring it up."

Willow grinned at Buffy's attempt at being pc. It was nice to know that Buffy was finally hearing what Willow was saying. "It's a guy." she sighed. "But it's really new, and he's really-" too long of a pause, "shy. Please let me have this for just a little longer. Just for me and not for the Scoobies." She tried to think of a plausible excuse. "I don't want to share him yet. Once you guys meet him it'll be all - slay, vampires, cemeteries, patrolling, the usual stuff. Can I keep him away from all of that for just a little longer, please?"

Having felt the overwhelming need for normalcy after Angel left, Buffy could sympathize. "Of course, Willow. As long as you want." She hugged her oldest friend and turned to walk arm-in-arm down the promenade.

"But he's cute, right? Tell me something, I'm dying here."

Willow resigned that she'd give in a little. "Absolutely fucking gorgeous."

Willow couldn't resist the dress. It had one definite purpose. Dark purple with long sleeves, and a long silver zipper running down the right side from the top of the mock turtleneck collar to the hem of the dress, which hung just an inch or so below the top of her thigh. But it clung to curves she hadn't until recently realized she had. And when she found the fedora in the same shade of purple hanging on the rack in the back of the store, she knew she had to have them.

Buffy was startled, trying to talk Willow out of the ensemble, thinking Willow would be wasting her money on an outfit that she would never wear. But Willow had plans for that dress and hat.

She searched for a short coat, one she could wear over the dress. But it was hard to find the style she wanted in November. When Buffy heard what she was looking for she said, "Don't bother, I have one exactly like that. I don't want it, you can keep it. Haven't worn it since Xander's disastrous love spell last February."

She was almost ready. But first she needed to hit the music store.

It took Willow three days to work up the courage to carry out her plan.

Finally, she met Spike at the abandoned train station half an hour before they were due to meet at the movie theater. She was wearing her new, formerly Buffy's, very short trench coat over her new dress. She also wore the fedora. She had the belt of the coat tied tight; she didn't want Spike to be able to get it off before she was ready for it to come off.

"Wow. That coat is just, wow. Are you wearing anything under that? 'Cause pet, it's gonna get cold later and I don't make a good - Not that I don't appreciate it but-" He stopped, his train of thought lost.

After about sixty seconds, Willow snapped her fingers in front of his bulging eyes and open mouth and said, "You were saying?"

"Hm?"

"It's not that you don't appreciate my outfit but - what?"

"Hm?" He still hadn't blinked.

"That's what I thought." she said smiling. "Change of plans. I decided I'd rather stay in tonight." She pulled the new cd out of her purse. "You think you can sit still for a few minutes? I need for you to behave for me."

"Hm?"

"Yeah, okay. Do you have any wine? I'm starting to get a little nervous." His intense gaze was starting to get to her.

The word 'nervous' registered, but the best he could get out was a muttered "I've been nervous since you walked in here in that thing." But he blinked and said, "Would some wine help? I had a minion - sorry, I know, I think his name is, um," he closed his eyes, he needed his brain to work for a second, then opened them, " John, Jim - or something like that - pick up some more last night."

Willow giggled. "Thank you, wine is an excellent suggestion. Why didn't I think of that?"

He missed the sarcasm as he backed away toward the small kitchen area. Willow followed him, intent on turning him around so he wouldn't trip. That's when he noticed her shoes. "Pet, since when are 'fuck-me pumps' your style? Forget I said that, you wear anything you like, I'm going to shut up now."

"That's a first." She giggled.

"What?"

"You, shutting up. Never happened before, will probably never happen again, so I'm going to enjoy it for the three seconds that it lasts."

He decided to prove a point. He could be quiet if he wanted to, he just rarely wanted to. Okay, so it hadn't happened yet in his lifetime, or un-lifetime, but he could do it. For Red, he'd do just about anything, as long as he could look at her wearing that coat. Or hopefully, look at her *not* wearing that coat.

He poured them both some wine, listened to her, well - heard her, he wasn't really listening, how could he, his mind couldn't get past that coat, those shoes, '*lord, those legs*' and the hat was driving him crazy.

'*Who knew redheads looked that good in purple?*'

He watched her mouth move, hoping there weren't going to be questions about the discussion later; he had no idea what she said as she drank three glasses of wine. As she sipped, she walked around lighting candles, the twilight having come at last. When she had fished the lighter out of his pocket, it had been unbearable because she wouldn't let him touch her.

Finally she sighed, moved her neck and shoulders around to relax them and said, "I have a present for you." She took his hand and led him over to the midnight blue velvet chaise, sat him down, and made sure he was comfortable. A quick kiss on the mouth before, "Now be a good boy and pay attention."

Willow moved to the cd player, inserted the music she had brought and bent over to get the cd to the song she wanted to play. As she did so, her coat rode up the back of her thighs and Spike bent his head, then his body, to the side relishing the view, but deciding that she wasn't going to bloody well wear that anywhere except in front of him. And then only in private. Which meant she wouldn't be wearing it for long, so what was the point?

'*Bloody hell luv, can we please move on to the shagging?*'

But he kept his mouth shut, or silent at least; he kept losing concentration for a moment and then realizing his mouth was open.

His head shot up, Willow had said something and he missed it.

At his confused look, Willow repeated, "Do you like Joe Cocker?"

'*Joe Cocker? Who is Joe Cocker? Never heard of the bloke. Is he a friend of Red's? Oh, wait, music. Joe Cocker, that bloody singer.*' He started to say yes but remembered his resolve to remain mute for as long as he could stand it, so he just nodded.

She seemed happy about his answer. "Good."

And then she pushed a button on the cd player. The song was slow and sultry.

Baby take off your coat...(real slow)

And she did. '*Damn, is that dress painted on?*'

Take off your shoes...(I'll take your shoes)

The fuck me pumps went flying. '*Hey, I like those-*'

Baby take off your dress

'*Please?*' Willow pulled the zipper in one motion and the dress fell to the floor. '*THANK YOU!*'

Yes yes yes

He didn't know where she had gotten that lingerie, but he vowed he'd never let her shop anywhere else ever again. His hand moved across his thigh of its own volition and started rubbing his rising erection.

You can leave your hat onYou can leave your hat onYou can leave your hat on

*'Where did she learn to move like that?'*

Go over there, turn on the light...hey, all the lights

She flipped the switch and suddenly all her soft pale skin glowed.

Come over here, stand on that chair...yeah, that's right

She didn't have a chair handy so she climbed on the table next to the chaise and Spike wondered why it had never occurred to him before to have her stand up there so he could watch her from this angle.

Raise your arms up in the air...now shake 'em

'*Please let me shag you now.*'

Ya give me reason to liveYou give me reason to liveYou give me reason to liveYou give me reason to live

'*Not precisely true, but I agree all the same.*'

Sweet darlin'You can leave your hat onYa can leave your hat on

'*Dru, I can never thank you enough for leaving me...*' he thought as he watched her turn and twirl and undulate her body in ways he hadn't known humans were capable of.

Baby.........You can leave your hat onI can leave your hat onYou can leave your hat on

Rubbing outside his jeans became painful as his jeans got tighter, the denim stretching beyond the limits it was designed for. He popped the button and the zipper slid down by itself, no longer able to hold against the power of Spike's raging hard-on.

You can leave your hat on

'*But that's all...*' he thought with an increasingly evil smile.

Suspicious minds are talking

'*Don't come down, I like you up there.*'

Trying to tear us apart

'*Well okay, if you're going to do* that.' He thought as her hands moved to unbutton his shirt.

They don't believe in this love of mine

Willow pulled the shirt open and ran her hands up his chest, feeling his nipples harden under her fingers.

She caught his eyes and held them as she mouthed the rest of the song.

They don't know what love isThey don't know what love isThey don't know what love isThey don't know what love isI know what love is

"I have to be inside you - right now." he said in a hoarse whisper right before he ripped the silk thong off her. The song continued to play as he dropped to his knees and buried his tongue in her slit as he pulled open his jeans and moved them just low enough to free himself before grabbing her hips and impaling her on his dripping cock.

"So good. So warm. So hot," he murmured as he peppered kisses across her face, jaw and neck. Willow was enjoying the feeling of suddenly being filled. That, the kisses, and the heat she had felt as she watched him watch her made her climax almost instantaneous.

"That's it, my love. Come for me. Come on me, around me. Feel me inside you. Feel me filling you. You want more? I'll fuck you hard, baby."

He started lifting his hips, shifting enough to bury himself just a little deeper.

"There ya go, baby. You like that? That feel good? Come on, come for me again." And she did, screaming his name, screaming to her goddess.

He stilled for a moment, letting her relax, calming her, stroking her hair.

When she had stilled he whispered, as soft as a lullaby, "I'm gonna keep fuckin' you until you come for me again. I want to feel your quim squeeze me. Your beautiful, hot, wet cunt coming around me, squeezing me, milking me. There you go. Let it out."

He hadn't moved, just stayed motionless inside her, whispering in her ear until she climaxed.

"Spike, please. I - I'm - I can't breathe."

He pulled out of her then, still hard, aching. He carried her to the bed and laid her across it saying, "I have to taste you baby. I have to lick you. Just one little taste of your delicious pussy and then I'll make you all better. "

His mouth claimed her and he suckled her clit, not letting go until she had exhausted herself again in another release. "Spike, I can't take it anymore. It feels so good and my brain is exploding."

"It's all right, pet. I have a new trick for you to learn."

He stood and removed the rest of his clothing, then leaned over and took off what remained of her bra. He lifted her again and laid her on her stomach. He settled himself on her back and asked her, "Do you trust me?"

Immediately she said, "Always."

He reached under the mattress and found the handcuffs he had placed there earlier that day. He finally removed the hat, flinging it across the room. "You'll look better in these. Relax, love, I'd never hurt you."

She wasn't afraid.

He put a cuff on one of her wrists, slid the other behind one of the black iron twists that decorated the headboard and then onto her other wrist. He made sure she was comfortable.

"In order for you to enjoy this, you have to relax, at least at first," he said as he slid two fingers inside her and coated them with her juices. He ran his fingers up to her anus and coated the outside of her hole with the natural lubricant. He repeated the action several more times, each time moving his fingers a little farther inside her, making her ready, stretching her.

"You okay, pet?" he asked, rubbing his now throbbing cock against the soft skin of her ass, sliding along the cleft.

"Oh, mmm-" was all she could manage. She felt like she was melting into the soft silk sheets.

Her positioned himself at her entrance and whispered, "Free your mind," and slowly sank into her very tight hole, waiting for her to tense but hoping she wouldn't.

"Oh, goddess. Spike – goddess," she chanted as she felt him filling her in all new ways. It took a while for her body to get used to his invasion, but as soon as it did, she started to move against him. She wiggled side to side and then eased herself back.

Spike was losing his mind, he wanted to pump himself inside her, but he knew it was better to let her move this first time, getting used to the feel, his size. He knew that if he did this wrong, he might never feel this pleasure again. And he didn't want to take that chance. This was as close to heaven as he was ever going to get. He wanted to be able to make a return trip.

After Willow had spent time exploring the new sensations, she started to get bolder. She lay still and said, "More. I want more."

And he gave her more. More, harder, faster, deeper, fuller. As he filled her with his release, she begged, "Bite me."

But he didn't. He bit her shoulder gently with blunt teeth, but he pushed the demon away. He struggled to keep him back, but he managed. The small bite was enough for Willow, however. She came again, his name on her lips once more.

As they lay there in the aftermath, Willow straining to catch her breath, enjoying Spike's weight on her back, she felt him shift and then the handcuffs were gone.

He settled himself on her back, listening to her precious heartbeat, wondering if he'd ever be able to turn her, but knowing he'd have to eventually, to keep her with him.

"Spike?" It was a tentative inquiry.

"Mmm, yes my love?"

Again, rather shy, "Why didn't you bite me?"

"I did, and you'll have pretty love mark tomorrow to prove it."

"You know what I mean."

"I do." He slid off her, to the side, and pulled her into his arms. "I can't mark you, love, not yet. The slayer will stake me if she sees a bite on you. Or if not me, one of my innocent relations."

"Oh."

"I *will* claim you love, in time, if you want me to."

Barely a whisper, "Do *you* want to?"

He pulled her away from him and held her chin up so that she was looking in her eyes. "More than you could ever know. One day, when the time is right, I'll prove it to you."

"Spike. I love you. You don't have to love me back. I just wanted you to know."

He was lost. In her eyes, in her words, in her love. And he was happy there.

He laid her on her back and moved down her body with feather kisses.

"No, Spike, I can't - not yet," she laughed.

"Do you trust me, love?"

Same as before, "Always."

He moved again, further down her body until he had settled himself between her legs. He didn't touch her center; he had other sensations in mind.

"My love, look at me." When she did, he let out the demon. She reached down and rubbed along his brow ridges very tenderly. He licked the delicate skin of her abdomen, just above her left thigh, just touching her curls.

In a long slow motion meant to arouse, not hurt, he sank his teeth into her flesh, marking her as his. He drank until she came again and then he forced himself to stop, even though the beast wanted more of her blood. A human face with blue eyes licked the wound until it stopped bleeding.

They spent the rest of the night in each other's arms, just kissing and touching, each silently hoping they would have forever together.

"I'm sorry, Willow. I have found nothing that references any type of magicks to stop a vampire from biting. I did warn you."

Willow hunched her shoulders, looking dejected. She was due at Caitlin's house for lunch, but she had stopped by Giles' apartment first, in the hope that he had found something, anything she might adapt into a vampire non-bitey spell. She lay her head back on the couch and closed her eyes, trying to think of a Plan B.

"Have you talked to Rebecca and Caitlin about this? If anyone had ever done research in that department, those two would probably know about it. After all, with Jacques being a -" Giles had lowered his voice for the last sentence and now looked around to see if anyone was near.

"Giles," Willow laughed. "We're the only ones here. Why are you whispering?"

The watcher's face turned an unbecoming shade of red. "I'm sorry, but I'm very uncomfortable about this. I haven't even mentioned it to Buffy."

Willow looked guilty herself and ducked her head to stare at her feet. "Me neither. Caitlin didn't say not to, I just don't feel right telling anyone else. It's nobody else's business." She looked up hopefully, praying he understood. "Ya know?"

"Yes Willow, I do know what you mean, but we can't keep this from her forever."

Willow knew she would have to tell eventually but she needed to get to know her new friends a little better so that when they did finally tell Buffy that Jacques was a vampire, Willow would be able to assure her that there was nothing to be worried about. With this hanging heavy on her mind, she waved a weak goodbye to Giles and headed over to see Becca and Caitlin.

Her afternoon was spent very much like her other weekday afternoons lately. Willow would meet with Becca and review any questions Willow had about the books Becca had loaned her. Then Willow, Becca, Caitlin and Josh would have lunch at the picnic table in Caitlin's sunny backyard, followed by a few practical lessons. These were Josh's favorite as the little boy loved it when Willow made a duck appear and then disappear, or a tulip grow up from the ground right in front of where he was sitting. His favorite trick was when an outhouse appeared in the middle of the living room. He didn't understand why the adults were so upset, he thought the "moony potty room" was just what every little boy needed. He had been very upset when his mama made it go bye-bye.

But such mistakes were now forgotten. Willow's understanding of the source and control of magick was such that the only time she did something that wasn't specifically as Becca had ordered, it was because Willow had changed the spell on purpose to suit herself or her new admirer, Josh.

Tomorrow was Thanksgiving and Becca and Josh would be leaving the following day to go home to LA.

As Josh took his nap in Willow's lap, as he did almost every afternoon, the three women sat and talked about what the future held for each of them. The subject of Spike had never been broached since that day almost two weeks ago, but Becca felt she had to speak up now if for no other reason than to have something to report back to her sisters in the coven. She was also concerned for the girl she had come to love, but she kept her fears to herself; trusting in Willow's judgment and hoping for the best where the girl's emotions were concerned.

Willow had told Spike about the wiccas portent of a 'force' accompanying the magical power in Sunnydale, but he had scoffed and refused to meet with the witches. He said the spotlight was on her and he had no want to step into it. He had not forbid her from telling them about his help, mostly because Willow hadn't asked. She figured if they already knew about him, it wasn't really breaking the promise she had made to keep his presence a secret from everyone.

Today when Becca asked again about the vampire, Willow told her friends about meeting up with Spike a few months ago and their subsequent talks about the energy of magick and nature. How it had been Spike to suggest she go to Giles for more information and how that had led her to them. They seemed pleased by all of this and Willow felt confident about revealing her own 'Spike problem' to the witches.

Neither of them had ever heard of any spell or talisman that could help her, but promised to look into it as best they could.

Willow stopped by Spike's place on the way back to her dorm. She was told by one of his friends *'Okay, minions'* Willow thought, that Spike was in the tunnels. She wrote him a note saying that she would probably not be there tonight, or if so it would be very late.

There was a new demon in town and the Scoobies had to research it. Buffy had twice tried to kill it and failed; they were all on full research mode. She handed the note to Merrick, knowing she could trust him to pass on the missive. She recognized the vampire from the first time Spike had been in Sunnydale, he had been loyal to Spike then and was his most trusted follower now.

Willow was making small talk with Merrick; asking how he was, if he or the others needed any blood or supplies, etc. when Spike came through the door from the basement. He dismissed Merrick, telling him to get the others and clear out for a couple of hours. Willow blushed but said nothing until they were alone.

"I can't stay, Spike," she told him, ducking from under his arm and pulling away from his embrace. He said nothing, just pulled her close again, kissing her neck.

Willow sighed and pulled away a second time. She spoke again, a little firmer in her tone, "Really, Spike. I have to go. There's a new big bad in town and we have to figure out how to stop it before someone else gets hurt."

Spike stared at her incredulous, "A *new* big bad?" He looked truly affronted. "Pet, you know I'm the biggest bad in Sunnyhell. Whatever it is, it can't be any worse than me. Just send Slutty out to kill the thing and come right back to me."

He reached out and grabbed her arm, pulling her close and covering her mouth with his. The kiss started hard and passionate but turned slow and seductive and Willow felt her knees giving way. She slid her arms around her boyfriend's neck as much to hold herself up as to feel him against her.

Spike needed no other encouragement. His hands skimmed down her back and across her backside. Nimble fingers inched her skirt up a finger-length at a time, he wasn't willing to take his hands off of her for even the short time it would take to pull it up quickly. He felt her shiver and for a moment was concerned about the temperature in the building before her low moan told him that it was desire making her quiver, not a lack of heat.

When at last he felt the smooth skin of her hips under the pads of his fingers, he let his palms glide under the material, cupping her derriere and pulling her up against the bulge in his jeans that was getting very uncomfortable for him.

Willow smiled against his lips and made her hands float down his chest, barely touching him, her blood pumping faster and her breath coming quicker at the sensation against her palms. When she reached his waistband, she quickly undid the button.

"You're getting much at better at that, pet." Spike teased, but quieted when he felt her warm fingers caressing his length. He leaned her back slightly so that she was wedged between himself and the wall before using the leverage to lift her and spread her thighs at the same time. He lowered her bit by bit onto his erection, then unhurriedly pulling out and sliding back in.

The pace he set was too slow for a frantic Willow, who began to lift and drop in a frenzied tempo. The friction was too much to bear and they both found release quickly. Willow closed her eyes and it felt as if all the blood in her body had collected in the space between her waist and her thighs; she saw small white dots beneath her eyelids that made it seem as if she were watching fireworks.

"Oooohh, pretty."

Spike, who was lost in the feel of her surrounding him, took a second longer than usual to process that she had spoken.

"What's so pretty, luv?" he asked, not sure if he really cared, he wanted to feel this good for as long as he could hold onto it.

"The pretty fireworks in my eyes," she said, still watching them behind her eyelids.

Spike leaned his forehead up against her sweat covered brow and watched her, unbelieving that a woman as sweet as she could ever love a demon like him. He watched the play of movement on her face; the smile tugging at her lips, the glow of her cheeks, the restlessness of her eyes behind her closed lids.

When she ultimately looked at him, he saw the light that was there and felt pride and wonder that he had been the one to put it there. He knew that the time to tell her the truth was drawing near.

Buffy returned to Giles apartment that night after taking a short break to patrol. She plopped heavily into a chair. "Well, its dead," she said without emotion.

"Hey, Buffster, that's great. I knew you could do it," Xander proclaimed, slamming the antique book shut with a thud. "That means we don't have to research any more and can I just put a great big 'Yay' out there in case anyone missed it the first time," he added happily. They had been getting absolutely nowhere in their search.

"What did it finally take?" he asked, "The axe, right? I knew the axe would work."

"It was the talisman I gave you, wasn't it?" Willow jumped in, hazarding a guess. "It couldn't hurt you, so you just pummeled until it went poof, right?"

Giles finally broke in. "If you two would stop talking perhaps Buffy will tell us once she catches her breath."

"Sorry to disappoint you guys," Buffy said at last, "but no breath to catch. Didn't use the axe or the talisman, didn't even touch it. We've got another problem." She bent her head, looking at the floor. She knew Willow and Xander would be upset, Willow would probably be terrified. It was one thing to admire his pecks, but having to face him in the flesh after what he had done to them would be quite different.

"Wills, Xan, um I'm sorry to have to tell you this but," she raised her eyes slightly to see their reactions, guilt consuming her for letting him get away the last time.

"Spike's back."

"You killed it. You saved Buffy and you killed it."

"Buffy? Had nothing to do with Slutty. You needed a job done and I did it - for you, for me, not for the *slayer*." He fairly spit the last word.

"But she saw you. Slutty, I mean Buffy, saw you. She's been freaking. We've been sitting there for the last two hours trying to figure out what to do - whether she should hunt you down or wait for you to appear again." Willow was starting to hyperventilate. Her words still came, but sporadically, in between quick heavy breaths. "She - I - I talked - she's going to - to wait. She went - She was going - to Willy's - see if he's seen you." She gave Spike a panicked look but he just snickered.

"No worries there, luv. Willy won't snitch on me. I've had one of my minions," at her look he added "Hell, I don't remember what his name is, short dark-haired bloke, you know the one."

She nodded and panted, "Arthur."

"Yeah, him, I've had him at Willy's every night in case the slayer showed up asking questions. Willy the Snitch will be uncharacteristically mum on the subject of Spike."

"But, but - "

He sighed, trying to calm his voice, as much for his sake as for hers.

'*That bloody slayer, one of these days, she going to push too far and one of us is going to push back. Cor, I hope it's me.*' His eyes fell on the frantic woman pacing in front of him. '*If it wasn't for you, Red-*'

"Calm down, the slayer can't do anything to me. She's tried to kill me before and couldn't do it, she won't succeed now."

Willow's eyes were wide, something had just occurred to her. "But you might have to kill - to kill her, if she comes after you, I mean. *I* know it will be self-defense but I don't think that's going to matter when Xander comes after you with a stake. Will you kill him too?" She was almost in tears. "I can't do this, Spike. I can't do this anymore."

The tears were flowing full force. "I'm going to have to choose. You or them. I can't do this. How am I going to choose? I love you. But I love them too. They're my friends, I can't abandon them. I've been with Xander my whole life. And Buffy's so much a part of me. I've only been with you for a couple of months - "

He panicked but refused to let her see how much what she said was hurting him. *He* had been the one to see her potential. *He* had been the one to show her how to control the magicks. *He* had been the one to listen to her, and talk to her, and show her how to *be* herself without *losing* herself. She was *his* and he didn't care if he had to steal her or turn her or whatever he had to do, she was going to choose *him*. He needed time to think, to decide what to do. For now, he had to calm her down.

She had continued to rant uncontrollably while he was lost in his thoughts.

"What am I going to do tomorrow? I got out of it tonight, but I'm a terrible liar. Spike, you know I'm a terrible liar. What am I going to do?" she pleaded.

Spike eased her into a chair and walked behind her to massage her shoulders. "Luv, listen to me." She continued to sob. "Pet, lis - " then louder. "Willow."

She jumped in her seat and looked at him, trying to calm her breathing.

"You can't live your life wondering what tomorrow holds. You do the best you can with the moment you have. Whatever comes tomorrow, comes. You deal with it then. If you spend tonight worrying about tomorrow, you've lost one night of your life. And life, I can assure you, is not something that should be wasted. I wasted all twenty-eight years of mine."

He moved around in front of her and crouched on the floor in front of her. "Do you remember your Robert Browning?" He kissed her forehead, gently, calming her.

She looked a question.

Another soft kiss on her temple. "Robert Browning, luv, the poet."

She nodded. He kissed her eyelids, and moved his lips to her ear.

He whispered, "He once wrote something that I didn't appreciate when I first read it. I was alive then." He peppered soft, sweet kisses down her jaw line and felt her relax beneath the touch of his lips. "It's funny that I couldn't understand what he meant until I was dead. He wrote -

Out of your whole life give but a moment.
All of your life that has gone before,
All to come after it, - so you ignore,"

Willow felt his lips, so perfect because he was the same temperature as the air around her, making her concentrate on only his softness. He walked around her as he spoke, whispering first in one ear and then the other and she closed her eyes, loving the illusion of being engulfed in her lover's words. All of her senses focused on the feel of his lips touching her skin as he spoke.

"So you make perfect the present, - condense,
In a rapture of rage, for perfection's endowment,"

He continued to circle around her, trying to help her get lost in the moment, trying to ease the distress she felt about what might happen tomorrow. His lips were touching her skin, feeling the pulse in her neck. He inhaled, breathing her in, absorbing her, filling his lungs with Willow.

"Thought and feeling and soul and sense -
Merge in a moment which gives me at last
You around me for once, you beneath me, above me - "

Willow flinched when she felt his hands on the skin at her back. The only place he had been touching her up until then had been his lips moving on her neck as he spoke, hypnotizing her, making the rest of her reality fall away. His hands felt like an intrusion at first, but his touch soothed as much as his words and she felt herself falling right back under his spell.

"Me - sure that despite of time future, time past -
This tick of our lifetime's one moment you love me.
How long such sweet suspension may linger?
Ah, Sweet -
The moment eternal - just that and no more -
When ecstasy's utmost we clutch at the core
While cheeks burn, arms open, eyes shut and lips meet."

He kissed her lips then, finally, at last, her body melting into his. He took her to bed and held her, kissed her, touched her, made her feel safe, made her feel strong. He had never spent so long touching a woman without having sex with her. He had once told Willow that he knew the difference between 'having sex' and 'making love'. He had been wrong, dead wrong. Now he knew and it was wonderful and terrifying.

Across town, a young woman paced back and forth, nervously shifting her gaze between an antique mantle clock and a varnished oak door with an oval stained glass inset. Finally, it seemed to Caitlin, the door opened and a handsome dark-haired man entered, saw her and sighed.

"Did you see him?" she asked.

"Yes."

"And?"

"And what? I don't know. It's too early to tell."

"What did he say?"

He knew that he wasn't going to get out of this easily, but he honestly didn't know what she had expected from him. "He said lots of things." He rolled his eyes and a half-smile graced his lips. "Never stopped talking. But not about anything you'd care to hear."

That worried her. "You don't mean - " but she couldn't voice the thought, it was too frightening. "Is he feeding?" she asked, this being the mildest question she could think to ask.

"I couldn't very well ask him, now could I?" He saw her worried face and tried to ease her mind. "He talks a good game, but I don't know how much is for show. He can't very well come out and say he's switched sides now can he? He was covered in blood, I think it was from a Corzlich demon." he said pointedly. "Which means he killed it for selfish reasons of his own, or he did it to help. He said he killed it because he didn't like the way it looked at him, but Clem said later that Spike had gone out specifically to look for it." He sighed. "Your guess is as good as mine."

She bowed her head, looking defeated. "What are we going to do? We don't know why he's here. You know what he was like last time."

He knew. He would protect Willow with his unlife if he had to, but he hoped it wouldn't come to that. Not only was the girl important to the woman he loved, but if Spike really hadn't changed his ways, someone would have to stop him. To save them.

Willow was livid. He had tricked her. Well, maybe not tricked her, *seduced* her. She had said she needed time to think, that she had to make a choice. She knew that her friends would never accept a relationship between her and Spike. That was only natural. He was a killer, he had killed hundreds, maybe thousands.

'*Maybe hundreds of thousands*' she thought with a heavy heart. But he had changed. He didn't kill anymore. He said he didn't and she believed him. He probably took a nip now and then, but he didn't *kill*. She hoped he didn't kill.

Her research had uncovered nothing. No spell, no charm, no curse, no anything that would stop a vampire from biting. If she could have found a way to prove to them, all of them, that Spike could no longer hurt people there might have been a way. But nothing.

'*And that* bastard *seduced me. When I said I needed to think, he brings out the big guns. Poetry! Spike had quoted poetry! From memory! That bastard! How could he do that to me? He used me!*' She sighed.

'*Well, not really. We didn't even have sex, but still - he made me - he made me -* ' she was at loss.

'*He made me feel good, that's what that bastard did to me!*'

It sounded pathetic even to her. She pulled herself upright, realizing that class had ended and everyone had left. She gathered her book bag and vaguely tried to remember what class was next.

Giles was pacing.

Xander sat, bakery box perched on his lap, jelly donut at his lips, waiting for Giles to turn and go in the other direction. He had been sitting here for close to an hour now, watching Giles pace, waiting for the girls to arrive and he was stuffed. But Giles' restlessness made him nervous and when he was nervous, he ate. So he was pacing himself. He only took a bite when Giles changed direction. It had been difficult for the few minutes when the watcher had hung up the phone and seemed more anxious then before. But thank you, gravity and aching leg muscles, the ex-librarian had finally slowed so that he could watch the clock and complain about the general lack of respect that young people today had for their elders. He also moaned about the insolence of a certain slayer toward her just-trying-to-be-helpful ex-watcher, who by the way, was no longer even getting paid for the tiresome job, thank you very much.

When, at long last, Buffy and Willow walked through the door, laughing about something that Xander was too mind-weary to even ask about, all he had the energy to do was lift his eyes and mumble a pent up 'thank you' while dropping the half eaten donut and handing the box to Buffy.

"Take. Eat. Get it away from me." He told her as he emitted a loud belch, turning green.

Buffy looked at him in bewilderment, but took the box and walked it over to the counter of Giles' small kitchen.

Willow had noticed Giles' scowl and sat quietly in a chair, hoping he wasn't going to say anything to make her feel worse than she already did. She had enough problems without having to research Pernalli demons or forcon curses.

Having left a message for them all to be at his apartment at two-thirty, Giles was more than a little irked that it was now twenty after three. He glared at Buffy, then at Willow. Willow had returned to her usual frightened mouse look.

Giles had been pleased that the last few months the girl seemed to have finally broken from her shell and was standing up for herself and voicing her not always popular but often very correct opinions. This reversion to her former behavior gave him pause and for a moment he forgot what he had wanted to discuss with the group.

Buffy reminded him. "So, ding, dong the demon's dead, Giles. Why are we here?"

He returned his glare to her. "You would know already if you had been here on time."

Buffy didn't look the least contrite. She didn't even seem to notice the exasperated tone of his voice. He gave up, knowing he was fighting a losing battle.

"Angel called. Apparently he was out helping a client last night, but when he arrived home, he found Willow's new friend Rebecca waiting for him." He cleared his throat loudly, wordlessly making it clear to everyone exactly what he thought of Rebecca.

Willow felt the need to defend the witch in front of Buffy and Xander. "She's not that bad Giles. She's really nice" she alleged, turning to the two others. "She's a really powerful Wicca. Giles just doesn't like her because she called him a -" she glanced at Giles and finished, "Well, they didn't exactly see eye to eye."

"Thank you for that assessment. In any case, it seems her coven has ascertained that a tribe of Spenlongersteimaen warrior demons may be coming to Sunnydale."

"Sven who?" Buffy asked.

"Do pay attention. Spenlongersteimaen warrior demons. Very strong, very powerful, very deadly. They aren't very bright, fortunately for us, but they do pose a threat to the entire town if they come here. The coven isn't sure why they are headed in this direction, they're still looking into that. We may have as little as a week, or as much as a month. They are still gathering their forces, from what the witches could tell. We're going to need all the help we can get, in whatever form we can get it," he concluded, directing this last statement at Willow.

He knew the time was nearing when it would be necessary to not only inform Buffy about Rebecca's brother-in-law the soulless vampire, but possibly to ask for his assistance with the upcoming threat.

Willow sighed deeply. '*Thanks, Giles. Just when I thought my life was complicated enough.*'

Buffy was surprised to find Willow lying across her bed with her nose in a book when she arrived back at the dorm that night.

"What, no mystery date?"

"Not tonight." Willow answered very softly, trying to keep her voice from breaking.

"Will, what's wrong? Did Prince Charming turn into a frog?"

Willow had to smile at the imagery of Spike as Prince Charming. Fortunately for her, Buffy didn't know the identity of said mystery man *'Mystery vamp'* Willow corrected to herself.

"No. Yes. No. It's me. It's just hard." Willow needed to talk but didn't want to tell Buffy the whole truth just yet. She decided to stick as close to the truth as possible. "This whole secret identity thing. I know its your secret identity, but sometimes being a slayerette really bites. You have to lie, or you can't tell the whole truth. You spend all your time with vampires and demons, or researching vampires and demons. And you know, the books aren't always right. Vampires, for example, aren't all bad. Some of them can be downright good if they choose to be."

Buffy assumed she was talking about Angel. "Don't I know it. I was taught, 'Vampires bad. Push pointy wooden stick into bad vampires'. Then Angel comes along and now there's an exception. Then Angelus shows up and the exception flies out the window. I send him to hell and he comes back with the exception stamped back on his forehead. Wish this stake came with a warning label."

"Do you think there are other vampires who are good?"

"I think Angel's the only one with a soul. Seems somebody would step on up and tell me if this was something they decided to start handing out regularly."

"No, I don't mean with a soul. Do you think a vampire can be good because he wants to be?"

Buffy could tell Willow had given this a lot of thought. She stopped to think about everything she had seen in the years since she had been called and had to admit that the Powers That Be kept a lot of things close to the chest.

"I don't know, Will. I honestly don't know anymore."

Willow let out the breath she had been holding. It was a start.

Three days later, Buffy arrived back from patrolling and threw her stake onto the bed.

"Is he trying to drive me crazy?" she asked her roommate. Willow stared, confused.

"Spike. Two years ago, he tries to kill us all. Last year he kidnaps you and Xander, and tonight I find him staking a den. After I hit him a couple of times," she winced as she took off her coat. "Okay, and he hit me a couple of times, he tells me he's paying back a vamp who double crossed him. I wanted to dust him, but he killed that cortisone demon last week - "

"Corzlich demon" Willow interrupted.

"That's what I said. He killed that last week just before it jumped me and now he takes out a den I was after. I'm waiting for the other shoe to drop, I'm just hoping it doesn't hit me in the head."

Willow watched as Buffy gathered up a towel and her shower basket and headed off to the bathroom. She hadn't been back to see Spike since the night he had duped her by spouting poetry. She wanted time away from him *'And away from his lips and his hands'*; she ruefully admitted, to try to clear her head. She knew he had been following her, she could feel when he was near in a way that had nothing to do with supernatural abilities, her body just naturally pulled to him. She knew this meant something. Something chemical, or hormonal, or primal.

She missed him, yes, but it was more than that. She hadn't seen him in almost a week and she felt like a large piece of her was missing. A ghost of the missing piece filled in whenever she walked at night and felt him near her, but the piece itself was still gone.

She didn't have to make a choice. It was already made for her. By the Fates, or the Powers That Be, or whatever it was that decided were it was that you fit in.

She just needed a little more time. Time to gather the courage to say goodbye.

She spent the next afternoon with Caitlin, sitting in the sunshine, talking about nothing, clearing her mind. But her new friend wasn't fooled and finally coaxed the truth out of her.

Caitlin was alarmed, but understood and promised to stand by her when the time came. She encouraged Willow to take her time, it was a big decision. She knew why Willow felt she couldn't trust her friends with the truth. She had tried it herself and suffered the consequences. Her sister was the only one who had stuck by her. She promised to do anything and everything she could to help Willow along the way.

"Are you sure?" Giles said into the phone.

"Becca's still here if you'd like to talk to her." Angel was tired of repeating himself.

"No, no, I trust the coven. I just seems so impossible. Why have we never heard of this before?"

"It's a complicated spell, Giles. And the main ingredient is the blood of the sire. The *willing* blood of the sire. Not something you're likely to get from most vampires. And it has to be a childer, not a minion. This isn't going to be a cure-all. In fact, I can only think of two vampires this would work on if you wanted to experiment. Becca said there's some vague documentation of it working once. Another coven she contacted in China, apparently."

"I'm stunned. I never expected to find anything, It's still incredible."

"I know." He paused, knowing Spike would never forgive him if this didn't work, wouldn't forgive him even if it did. "When do you want to do it?"

"I don't know. I'm not sure - How would we even approach him about -"

"Leave that to me" Angel said and Giles heard the click signaling the disconnection.

He picked up the phone, dialing the dorm, knowing she wouldn't be there yet, she was still in class, but he wanted her to know as soon as possible.

Willow was unprepared for the blow to her door that night. The pounding had caused the wood to crack. She knew who it was, even though she was surprised he had come.

"Come in."

The door flew open with a thud and Willow was staring at the face she knew had caused more people than she cared to think about to say a quick prayer to the maker they would soon get to meet.

"You bloody bitch," he said, moving with predatory grace into the room. "I had a visitor today. My fucking sire drove down here from the city of devils to inform me that I was being ordered to contact the watcher."

He continued to move slowly forward, never taking his golden eyes off her face, wanting more than anything else to make her feel the hatred he felt for her right now.

"And I say *my sire* and not the bloody poof because the consequences of not obeying were something directly from the mind of Angelus."

Willow felt her back come in contact with the wall, she was out of room, there was no where left to cower to. In an effort to get as far away from him as possible, and because she didn't remember ever being this afraid, she sank to the floor.

Spike wouldn't let her get away. He grabbed her upper arm and drug her to her feet.

"I was ordered to be a guinea pig for an experiment. A *magick*" he spit the word as if it were poison, "experiment. It seems some great high-priestess-wanna-be decided she wanted to play with the undead. Have any idea who that could be, princess?"

Her mouth opened, but no sound came out.

"A spell to stop vampires from biting," he accused. "Had your little friends all over the world looking for one. Seems they found one. And yours truly gets to be the victim."

He threw her onto the bed and loomed over her, an arm on each side of her, trapping her. "I have been ordered not to kill until the spell is done - tomorrow. You know a childe cannot disobey a direct order from a sire. At least not while said sire is within whipping distance." His yellow eyes grew more feral. "But he didn't say a word about turning anyone. It's not killing, not really. After all-"

But he didn't get to finish. Willow grabbed the cross that was on the table between her and Buffy's beds. Her tears prevented her from seeing if her aim was true, but she felt the wood come in contact with his skin. She held her eyes tightly shut even as smelt the burning flesh, as she heard his scream, as the weight on her lifted, as she heard him running from the building.

She was alive. She had survived. When she had first seen him standing in the doorway, she didn't think that was going to be a possibility.

What had she done? He had stopped killing, voluntarily. Because he knew it would upset her, because he loved her. But she had been unable to stand up to her friends and tell them the truth. She had been unwilling to follow her heart and leave with him to start over. He never asked her to, he never asked her for anything except to be everything that he knew she could be.

Her selfishness had brought him full circle.

And tomorrow she had to turn him into everything he despised.

The room was silent. The only sound to be heard was coming from the small kitchen of Giles' apartment. Four faces looked nervously at each other. They walked around, those that could walk around. Giles had insisted that Spike be tied to a chair and Xander had brought a pair of handcuffs, just in case.

Willow had cried once again when she walked in and saw him there. Tied to Giles' desk chair with strong rope, his hands encased in the handcuffs behind his back.

Angel had assured them all that this would work. He had spoken to Rebecca, a very powerful wicca, who had spoken to colleagues from around the world. He had seen the web page from the archives where she had found the spell, it was authentic.

In just a few minutes, Spike would be one of the good guys, sort of. He wouldn't have a soul, but he would be unable to kill humans. What would he do? Inability to kill wouldn't stop him from making their lives more of a living hell than it already was, living on the Hellmouth.

They were waiting for Caitlin and Jacques. Sun had set an hour ago, but they had been asked to be here at 7, Willow had wanted a few minutes to explain about Jacques. It helped that he knew Angel, she was sure Buffy would be willing to accept Angel's word that Jacques would never harm them. They were going to need all the help they could get, the demons were on their way to Sunnydale.

The couple arrived and were introduced to the wary group. Giles already knew them and greeted them warmly but Buffy and Xander kept their distance.

Spike looked at the newcomers with contempt, he didn't need more witnesses to his humiliation. He glared at the vampire - this one he knew, had befriended. He had said his name was Jack, he and Spike had struck up a conversation one night at Willy's. Spike found a sympathetic ear and they had met regularly since. Spike had even confided to the at-the-time very drunk vampire of his love for a human girl. But on seeing him walk through the watcher's door, Spike was beginning to smell a rat.

After the introductions were made, they once again sat in silence as Willow returned to the kitchen to finish the mixture.

Everyone but the two vampires looked up at her as Willow entered the room. All eyes simultaneously moved to the mug in her hands. They all knew what it contained.

Eight ounces of his sire's blood, willingly given.
A spoonful of tears.
A sprig of rosemary.
Freshly crushed haslong mint.
A fresh syman egg.
Lamb's wool.
Vanilla.

One last ingredient was missing. Something Willow said she had to add at the last minute.

"Xander, take off the handcuffs." Xander gave her a confused look and didn't move.

"Will, he might -"

Willow did the only thing she knew would work. She put on her resolve face and ordered, "Take them off now. He needs to hold the mug."

Xander wasn't sure he liked the new and improved, more confident Willow, but he did what she said.

When Spike's hands were free and Xander was again leaning against the back of the couch, Willow asked Buffy to untie him. Buffy refused. So Willow asked Jacques to do it and he did without question.

Buffy was fuming. Xander was fuming. Something was going on here that they didn't understand. Buffy looked at Giles, hoping he could explain, but Giles was flipping stunned looks between Willow and Spike and didn't see her.

Caitlin stepped over to Giles and touched his arm. When he looked at her she nodded, kept hold of his arm and said, "Everything is going to be fine, Rupert. Don't worry so."

Spike was livid. He was considering running out the door, leaving this godforsaken town and never coming back. But the poof had ordered him to stay. No, Angelus had ordered him to stay; and if he left, Angelus would come looking for him, no matter how far he went. Neither Angel nor Angelus liked to be crossed.

Doing the only act of defiance he could think of, he morphed into game face as Willow approached him. Buffy clutched her stake tighter and took a step forward, but Giles stopped her. He trusted Caitlin, he didn't know why, but he did. And he trusted Willow.

"Spike."

He looked at her, the woman who had wounded him more deeply than the slayer ever had. The face of his salvation, the face of his betrayal.

"Spike," Willow said again, more softly this time. "One ingredient is missing. This potion has everything it needs to make you stop killing except for one thing. It needs a vow. A vow to show the Powers-That-Be that you can change your ways. That you can fight for the good."

The demon eyes glowered at her. "You want me to promise to be good? To promise not to kill? To promise to protect all the little mewling mortals covering this earth?" His hatred for her seeped from every word he said, it radiated from his body. "If that's what this spell needs, you lying bitch, then stake me now, because I'll not vow any such thing."

Willow took a breath and stepped closer to the demon she loved. She took one hand off the mug and caressed his brow, across the ridges showing his true form. At her touch, the ridges disappeared, leaving only the beautiful but confused human face of a hundred and forty-eight year old master vampire.

"Not a vow from you," Willow said looking into cold blue eyes. "A vow from me. I love you, Spike. In front of my friends, old and new, in front of the god and goddess, in front of the whole world, I love you."

Neither of them heard the gasps of shock and joy from the assembled company. Willow held out the mug and a dazed Spike drank it down, every last drop. It wasn't until he was finished that he realized something was wrong.

He didn't feel any different, shouldn't he feel different? Something was very wrong. He looked at the mug. That wasn't Peaches' blood. He had drank from his sire so often that he knew the taste almost as well as he knew the taste of his own blood. What had she fed him?

He thought about what the watcher had said was in the potion. It was all there, except that it wasn't his sire's blood. Angel had opened a vein and filled the mug right in the watcher's kitchen, Spike had seen him. Where had it gone? What had it been instead?

He looked at Willow. She willed him to understand and he knew. She trusted him. She loved him and she trusted him. Without the blasted spell.

The cacophony of sound permeated his consciousness and he turned to see a flurry of people arguing and flitting about trying to figure out what was going on. He wanted them to go away. He wanted them to leave him alone with his red witch. Just disappear.

Willow was scared. He hadn't said anything yet. Did he understand? Did he see? Did he hear when she said that she loved him? Why didn't he say something - anything to let her know that he loved her, hated her? What if he just didn't care any more?

A roar escaped his throat at last, "Will all of you wankers shut the bloody hell up!"

Silence reigned as they all stared at the enraged vampire.

But he ignored them all and turned to the only person in the room who mattered. The only one in the world who mattered. She loved him. She trusted him. She was ready.

Everyone there heard the words he had waited over a year to say out loud. The words she had read from an anonymous letter that touched her heart. The words that she had kept, sealed in a box with reminders of everything that was precious to her.

"You don't know who you are yet. Who you can be.
But I do, I've known since the first time I saw you.
I belong to you. When you're ready, you'll belong to me.
You're worth the wait."

The battle was over, they had won. It was unlike anything either of them had ever seen before. Fighting an apocolypse was a new thing for them. Jacques wondered how the others did it time and again, they were just children after all. Except for Angel and Spike. But he didn't think either demon had ever faced anything like what they had witnessed today until they had started to fight beside the slayer. He said as much to his wife.

"I know. I don't know how they do it. Willow said this is their fifth apocalypse. Four times the world almost ended and they stopped it. I was terrified." She started to cry in great wracking sobs that shook her whole body.

Jacques held her until it subsided, knowing there was nothing he could say that would ease the pain. To a mortal, what they had faced today was overwhelming. Hell, to an immortal, it was overwhelming.

"The next time," and he had an unnatural urge to smile over that thought, "The next time, you and Willow will stay on the sidelines and work your mojo from there. I'll never be able to thank Spike enough for saving you." He held her tighter, the knowledge that he had almost lost her still penetrating his every grey cell.

"We did the right thing." It wasn't a question.

"Yes."

"Did you erase it? Becca did the spell to slowly fade all the written accounts, but we can't have that web page out there, Jacques. What if someone else came across it and thought it was real? How many people will die?" She was starting to panic again.

"As I told you the last three hundred times you asked, it's gone. I put the site on a closed server. Only those few people would ever be able to reach that page. Becca even came up with an anti-hacker spell so that no one else could find our little lie. No one will die, not because of us anyway." He kissed his wife's temple and lifted her to carry her up to bed.

"And so two little princesses and their vampire Prince Charmings lived happily ever after," Caitlin said against her husband's cheek.

The End