



Ms. Hellfire

Season 2 - Episode 09
Production #4399030

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CAST LIST

"Ms. Hallfire"

Full Blue - 10/19/99

Series Regulars

Prue Halliwell..... **SHANNEN DOHERTY**
Piper Halliwell..... **HOLLY MARIE COMBS**
Phoebe Halliwell..... **ALYSSA MILANO**
Darryl Morris..... **DORIAN GREGORY**

Recurring Characters

Dan..... **GREG VAUGHAN**
Jack..... **LOCHLYN MUNRO**

Guest Cast

Bane
Barbas
D.J.
Marcie
Mr. Caldwell
Willis
Coroner



SETS

"Ms. Hellfire"

Full Blue - 10/19/99

Interiors

Halliwell Manor

- Kitchen/Butler's Pantry *
- Living Room
- Foyer/Front Door
- Conservatory
- Dining Room
- Sitting Room *

Buckland's

- Prue's Office
- Conference Room

Lounge Lizards

- Bane's Office

Morgue

Morris's Car

Penthouse

- Bedroom
- Living Room
- Hallway

Exteriors

Halliwell Manor

- Street
- Buckland's**
- Morgue**

New Age Bookstore

Penthouse

- Lower Patio *
- Upper Patio *
- Lounge Lizard's**
- Morris's Car**

CHARMED

"MS. HELLFIRE"

TEASER

FADE IN:

- 1 EXT. HALLIWELL MANOR - TO ESTABLISH - DAY 1
2 INT. HALLIWELL MANOR - DINING ROOM - DAY 2

as PRUE emerges through the kitchen, the poster-girl for multi-tasking -- drinking coffee, finishing her make-up, checking her Day Timer, cradling the cordless to her ear as she talks to her (unseen) assistant at Buckland's:

PRUE

...I can meet with the Arrow Foundation at noon, but I'll need to move my lunch regarding the Lowe estate at one. That'll affect my two-thirty slide presentation as well as my four o'clock with the new printers. Have we confirmed Mrs. Swanson?

Prue crosses to PHOEBE, at the table, having a leisurely breakfast. As Phoebe watches Prue, amazed:

PHOEBE

(waves gym schedule)
The last Tae Bo class is at seven...

PRUE

(to Phoebe)
Yes.
(to Buckland's)
Okay. If I meet the printers at their office, I can walk to the Royal Hotel afterwards for my five-thirty with Mrs. Swanson --
(to Phoebe)
-- and just make it to a kick boxing class.
(back to Buckland's)
Her plane doesn't arrive until six?

PHOEBE

(crumples gym schedule)
So much for Tae Bo at seven.

Prue's cell phone, in her jacket pocket, rings.

(CONTINUED)

PHOEBE

I'll answer it.

PRUE

(hand Phoebe phone)

Thanks. It's probably Jack.

PHOEBE

You don't have time for Jack.
Literally.

(low, corporate voice)

Prue Halliwell's phone...

(to Prue)

Mr. Caldwell's office...?

PRUE

(to Phoebe, explains)

The new V.P.

(to Buckland's)

Monique, why is Mr. Caldwell's
office calling me at home? What
"emergency staff meeting?" The one
this morning, when this morning?!

PHOEBE

(looks at Prue)

Nine thirty? Be there or be fired...?

PRUE

(just heard same thing)

I'm on my way.

Prue and Phoebe hang up their respective phones. On
O.S. front door closes.

PHOEBE

I need a nap!

PRUE

I need another me -- I don't even
have time to have fun anymore.

PIPER enters, carrying a small, overnight bag.

PIPER

Mornin'!

Prue and Phoebe exchange a look, teasing:

PHOEBE

Prue, do you recognize this woman?

(CONTINUED)

PRUE

I don't know. She looks awfully familiar, kinda like a sister we used to have. Was it "Piper?"

PHOEBE

Whatever happened to her?

PRUE

She fell in lust with the next door neighbor, started spending all her time there.

PIPER

That's because she could! For the first time in months, her life was calm, normal! I don't even care that today is Friday the --

PHOEBE

Don't even say it!

PIPER

-- 13th. See I said it and nothing happened.

On cue, a barrage of bullets suddenly blast through the windows in the dining room, driving the sisters to the floor for cover and scrambling into the conservatory under a rain of broken glass.

3

INT. CONSERVATORY - CONTINUOUS

3

as they crawl in and the shooting stops.

PHOEBE

I told you not to say it!

PIPER

Oh, so this is my fault?!

Break time's over as another barrage of bullets shatter through the conservatory windows, chewing up the wall and forcing the girls to:

PRUE

Run!

They bolt for the foyer, but the spray of bullets catch up to them. At the last second, Piper turns -- and "freezes" the burst of approaching bullets in mid-air! She turns, breaks into a run, and joins:

4

INT. SITTING ROOM - CONTINUOUS

4

Prue and Phoebe behind a couch.

PRUE

Like I need this today...

The three sisters peer over the top of the couch....to see approaching bullets connect with the couch's pillows, just missing the sisters! As the sisters duck and feathers from the pillows rain down around them:

PRUE

...Everybody okay?

PHOEBE

Yeah, except since when did demons start using bullets?

PIPER

Maybe it's not a demon.

PRUE

Who else would want to kill us?

PHOEBE

Well, you were a little sharp with the mailman yesterday and you know how touchy they can be.

All is suddenly strangely quiet, eyes and ears facing the front door. A creak outside -- is he coming? The tension mounts.

PIPER

(points to self)

Freeze.

PHOEBE

(points to self)

Kick.

PRUE

(points to self)

Send flying. Got it.

They nod, ready, wholly unaware of the "demon" entering to the left of them in the dining room. C.U. one of the "demon's" black leather boots as it steps on a piece of broken glass. IN SLOW MOTION as the three sisters, in response to the sound of the "crunching" glass, turn to see:

(CONTINUED)

MS. HELLFIRE

black leather, sunglasses, designer backpack purse, looks to kill, as she bursts in on the run, FIRING her silencer equipped MAC-10 ala La Femme Nikita.

PRUE

just barely turns, sees, and raises her hand telekinetically reversing the direction of the approaching bullets, which then strike --

MS. HELLFIRE

as the impact of the bullets sends her flying backwards into a china cabinet inside the butler's pantry. She crumples to the floor in a heap. *

RESUME REGULAR MOTION as the sisters react, hurry through the conservatory, into the dining room, stopping at the closed swinging door. They share anxious looks, then Prue hesitantly pushes open the door to catch a glimpse of: *

4A INT. KITCHEN - CONTINUOUS

4A

Ms. Hellfire's body lying on the floor, dead, in a growing pool of blood.

4B RESUME SCENE

4B

as Prue, horrified, quickly takes her hand off the door, lets it close again.

PRUE

Oh my God -- she's not a demon.

PHOEBE

Yeah, well she might as well've been.

PIPER

At least it's over.

PRUE

Then why do I have a feeling it's just beginning?

Off Piper and Phoebe, realizing she's probably right.

FADE OUT.

END TEASER

ACT ONE

FADE IN:

5

INT. MANOR - DINING ROOM - DAY

5

OVER TITLES, while Prue dumps Ms. Hellfire's backpack onto the dining room table, then examine the contents with Piper and Phoebe. It seems like a normal woman's purse (wallet, parking card, etc.) except she has many I.D.'s, money from different countries, etc. TITLES END as Piper empties a make-up bag, but finds it filled with steel-tipped throwing stars.

PIPER

Multiple aliases, foreign currency,
throwing stars...?

Prue turns the base of a lipstick tube, but instead of gloss, a deadly knife pops out:

PRUE

Not exactly Avon calling.

PIPER

(holds up parking card)
Sutro Heights Apartments. She
didn't live too far from here,
kinda scary.

PHOEBE

What's really scary is we've never
been attacked by a mortal before.

PRUE

Never killed a mortal before
either.

PHOEBE

Prue, you didn't have a choice.

PRUE

Still, doesn't make it any easier.

PIPER

(spots something in
black book)
Does it help if it turns out the
mortal was a hitwoman?

She shows her sisters a page in the book she's holding.

PRUE

A list of names, so...?

PIPER

Look closer, we're on it, or at
least one of us is --

(shows them)

-- "P. Halliwell," and other than
someone named "M. Steadwell," ours
is the only name not crossed out...

The sisters exchange glances.

PRUE

If she really is a hitwoman,
somebody had to hire her. Somebody
who obviously knew we were witches.
Look...

She points to a page in the hitwoman's black book:

PIPER

(reads journal)

"Prue: Telekinesis. Piper: Power
to freeze. Phoebe: Negligible."

PHOEBE

Negligible?! Let me see that.

Phoebe grabs the journal.

PIPER

Explains why she drove us to the
front door and tried to surprise us
from behind.

PRUE

But why would a demon hire a mortal
to kill us? Doesn't make sense.

PIPER

I just wish we would've known about
that part of the equation before
calling --

MORRIS

(entering)

-- me...?

ANGLE TO INCLUDE MORRIS

as he cautiously enters through the open front door.

PRUE

-- Darryl, hi. Thanks for coming.

MORRIS

To tell you the truth, I'm not sure
I wanna be here...

Play the moment as Morris realizes, then soaks in the
situation. As he notices the shattered windows, the
bullet-riddled walls, destroyed objects, etc:

MORRIS (cont'd)

...Depends on whether or not you
actually tell me the truth this
time.

PHOEBE

Someone tried to kill us.

MORRIS

Looks like they tried pretty hard.
Did you see who it was?

PRUE

Yeah, she's in the pantry.

MORRIS

She? One she?

Morris reacts curiously, then moves over to the
butler's pantry to see:

6

MORRIS'S POV - INT. BUTLER'S PANTRY - CONTINUOUS

6

the twisted body of the dead hitwoman on the floor.

7

RESUME SCENE

7

Morris stares, thinking. Praying for a logical
explanation.

PIPER

We were just -- talking when all of
a sudden she just... started
shooting at us.

PHOEBE

A hitwoman.

PRUE

Who obviously wanted us dead, we
were on her list.

MORRIS

And that's why you're standing here, alive, and she's in there riddled with bullets?

PRUE

It was self-defense. Check her gun if you don't believe us. The only fingerprints on it will be hers.

MORRIS

Begs the same question -- how is it she's got the bullets in her body if you didn't fire the gun?

PHOEBE

(off sisters)

You sure you want to know?

Morris isn't sure, but knows he has no choice.

MORRIS

Tell me.

PRUE

We're witches, Darryl.

MORRIS

What?!

PHOEBE

We've got powers.

PIPER

And we think there's some kind of... demon behind this. A demon who knows who we are.

PRUE

And the only way we can find out who it is, is if you can keep what happened to his hired gun a secret for as long as you can.

PHOEBE

Although, that's not the only secret we need you to keep now...

A long, quiet beat as Morris -- after all this time -- finally hears the truth about the Halliwell sisters.

PRUE

Darryl...?

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P.9A.
7

MORRIS

Explains why Andy never wanted to
tell me...

(turns to them)

Are you the good guys, or the bad
guys?

PIPER

C'mon, what do you think?

MORRIS

(beat as he decides,
then)

Lemme see that book.

Prue looks at Phoebe and Piper. Phoebe hands Morris the hitwoman's book. As Morris stares at it, begins to flip through the pages:

PHOEBE

According to that, she killed nine others. Besides one of us, there was only one other person she was after...

MORRIS

(looks at list)

"M. Steadwell..."

(reads further)

"...Plastique, ten a.m."

(realizes)

Plastic explosives. For all we know she's already rigged someplace to blow.

PRUE

Maybe someplace "M. Steadwell's" supposed to be at ten...

PHOEBE

(off watch)

It's past nine already.

MORRIS

I'll check DMV, get an address.

PHOEBE

I'll go with you.

PIPER

Then Prue and I'll go to the hitwoman's apartment, see if we can find any leads.

PRUE

After we make a quick stop at Buckland's.

(CONTINUED)

PIPER

(protests)

Are you serious...?

PRUE

Piper, if I lose my job, I might as well be dead!

PHOEBE

(off butler's pantry)

What about --

MORRIS

-- I'll have to pull some favors, find a way to keep her body on ice. Won't buy you much time, though. A day, max.

PRUE

Thanks... For everything.

Morris shoots the sisters a sober look, then exits with Phoebe in tow.

8 EXT. BUCKLAND'S - TO ESTABLISH - DAY 8

9 INT. BUCKLAND'S - CONFERENCE ROOM - DAY 9

ON MR. CALDWELL (40's, bald, shark eyes, no-nonsense) in the middle of a speech to a crowded conference room. Everyone is listening intently:

MR. CALDWELL

...As the new Regional V.P. of Buckland's Auction Houses, I'll be implementing a new course of action for a new millennium...

ANGLE - PRUE

as she slinks in, trying to be inconspicuous, takes a seat next to JACK SHERIDAN.

MR. CALDWELL (cont'd)

...The problem is, I don't know any of you well enough to know who's worth keeping, and who's not...

JACK

(whispers to Prue)

You're late, partner.

(CONTINUED)

PRUE

We are not partners, Jack.

JACK

Wanna bet?

MR. CALDWELL

...You -- dark hair...

(off Prue)

Yeah, the one who tried to sneak in late. What's your name?

PRUE

Uh, my name? Prue, Prue Halliwell.

MR. CALDWELL

(off list)

Yeah, right, okay, you're partnered with Sheridan there.

PIPER (O.S.)

Psst! Prue!

Prue looks to see:

ANGLE - OUTSIDE CONFERENCE ROOM

Piper stands outside the conference room, mouthing, "We need to go -- now," points to her watch.

RESUME - CONFERENCE ROOM

Before Prue can respond, Mr. Caldwell continues:

MR. CALDWELL

Every employee in this room -- and their partner -- has until tomorrow night to scour through the obits, do whatever you have to do to raise at least a hundred thousand dollar's of auction material.

PRUE

What? By tomorrow?

MR. CALDWELL

If you want to keep your job. Welcome to the new Buckland's. Have a nice day.

As Mr. Caldwell exits, the employees react. Jack exhales:

(CONTINUED)

JACK

Guess we'd better clear the decks,
huh?

PIPER

(from doorway; calls)

Prue!

JACK

Might even have to work over
dinner.

PRUE

Dinner...? No, I...

Prue looks over at Piper, waving her to come on, then
back to Jack.

JACK

Hey, look, we're in this together,
aren't we?

PRUE

Yeah, but --

Torn, pulled, she looks back over at Piper, then to
Jack -- when her face suddenly goes "blank."

ANGLE - OUTSIDE CONFERENCE ROOM

After a beat, Prue materializes in a corporeal state
right beside Piper! Another Prue! Astral Prue.

PIPER

(turns to see)

Prue...?

(looks into room, sees)

Prue...?

"Astral Prue," who's just as confused as Piper, looks
in the room to see:

ANGLE TO INCLUDE "HOST PRUE"

in the conference room seated next to Jack, who is
talking to her, though she's non-responsive, as if she
were daydreaming.

ANGLE - OUTSIDE CONFERENCE ROOM

As "Astral Prue" shares a confused look with Piper, she
begins to de-materialize then disappears. Piper looks
into:

(CONTINUED)

ANGLE - CONFERENCE ROOM

After a beat, Prue snaps out of her dazed state.

JACK

Prue -- have you even heard a word
I said?

Prue looks out of the room to see Piper, who's still
stunned.

PRUE

(to Jack)

I, uh -- don't feel so well. I'll
be right back...

And before Jack can say anything, she exits out into:

ANGLE - OUTSIDE CONFERENCE ROOM

as Prue runs up to Piper:

PIPER

What the hell just happened?

PRUE

I... don't know. I think I just
did some kind of astral projection.

PIPER

What?

PRUE

It's the power to be two places at
once --

PIPER

-- I know what it is, how did you
do it?

PRUE

I just remember this desperate need
to be two places at once -- and
then I was.

PIPER

Do you think part of your power's
growing?

PRUE

Maybe. I can move objects with my
mind, why not my body.

(CONTINUED)

PIPER

Let's just get out of here before it happens again.

And with that Prue and Piper hurry out. Off Jack, emerging from the conference room, watching them leave:

10 EXT. MORRIS'S CAR (DRIVING) - DAY 10

plug-in red light flashing though the windshield as he races through traffic.

11 INT. MORRIS'S CAR (DRIVING) - DAY 11

Phoebe riding shotgun, navigating for Morris, behind the wheel:

PHOEBE

Left at the next turn. Are you sure this is the right address?

MORRIS

Better hope so, it's the only "M. Steadwell" registered.

(off watch)

Damn, it's almost ten...

PHOEBE

(looks at him, then)

You know, you can ask me anything... about being a witch.

MORRIS

No, thanks.

PHOEBE

It's actually kinda cool. We've got this book, it's called the Book of Shadows --

MORRIS

(covers an ear)

-- Too much information, Phoebe!

PHOEBE

But it's --

MORRIS

--Nothing I want to know about! I'm serious, I don't wanna know anything!

PHOEBE

Oh, come on, aren't you even
curious if we can fly and stuff? *

MORRIS

' Don't even want to know if you own
a damn broom! *

He whips the wheel around, makes a hard left turn.

PHOEBE

Whoa, whoa, whoa!

MORRIS

Look, Phoebe, I stare down death
everyday. But that's in this
world, and I'm trained to handled
it. *

(MORE)

(CONTINUED)

MORRIS (cont'd)

And this world's dangerous enough.
I don't wanna be dragged into
another. *

PHOEBE

I think it's too late but we won't
'let anything happen. I promise. *

He shoots her a look, wanting to believe her, but
doesn't. Then, Phoebe spots:

PHOEBE (cont'd)

Oh, no, is that her...?

12 EXT. NEW AGE BOOKSTORE - DAY

12

A neighborhood bookstore with a friendly following as
MARCIE STEADWELL (30), a free-spirit dripping with
amulets and charms, approaches the front door, starts
to unlock it.

13 INSERT - INSIDE FRONT DOOR

13

which is rigged with plastique. SEE Marcie through the
window in the door working the lock.

14 RESUME SCENE

14

as Marcie starts to turn the lock, Morris slides his
car to the curb, jumps out and runs toward her:

MORRIS

No, don't!

But she does, and just as she starts to open the door --
Morris dive-tackles her and knocks her to the ground as
the front door explodes in a horrific blast. Phoebe
rushes over to them:

PHOEBE

Oh God, are you okay?

MORRIS

Yeah...

(to Marcie)

Are you okay, Ms. Steadwell?

MARCIE

It worked! I can't believe it! I
cast a protection spell and it
actually worked! My first spell!

Morris shoots Phoebe an incredulous look:

(CONTINUED)

14

CONTINUED:

14

MORRIS

Don't tell me she's a witch, too.

Off Phoebe, just as surprised:

15

EXT. PENTHOUSE - (STOCK) DAY

15

Upscale, tony. Where the good life lives.

16

INT. PENTHOUSE - DAY

16

An Art-Deco masterpiece. Timeless elegance. Fabric walls, original Erte's, velvet sofas, and all the toys, state-of-the-art. On the CUT, the doors to the elevator that lead right into this penthouse OPEN and Prue and Piper appear. But as soon as they exit the elevator and step into the penthouse, an ALARM SOUNDS.

Piper searches, then spots the alarm box. She freezes it -- the SOUND suddenly stops.

Prue quickly uses her power to telekinetically ruin the alarm system -- evidenced by the quick show of sparks coming out of the alarm box.

PIPER

Good idea. Now we won't need to learn the code.

PRUE

(as she enters)

Check this place out! Lalique fixtures... silk-woven rugs... my dream furniture -- I could get used to this place in a hurry.

PIPER

Just have to know who to kill. I'll check the kitchen.

PRUE

I've got the bedroom.

They split up. As Piper heads to the kitchen, we STAY with Prue as she enters:

17

INT. PENTHOUSE - BEDROOM - CONTINUOUS

17

Prue enters the plush, simple room, opens the mirrored closet door, revealing an incredibly organized wardrobe.

(CONTINUED)

And there is no end to the different kinds of wigs, sunglasses, make-up kits, etc. And the coats! Why not? Prue tries on one of the coats, looks fab, then she spots her favorite shoes:

PRUE
Manolo Blahniks!

She slips them on. They fit. Prue catches a glimpse of herself in the mirrored panel of the closet door. She looks great. Feels great. Does a twirl. Why not? Then, Piper enters, going through a stack of mail:

PIPER
I don't think she's been here very long, all of the mail is marked "Resident..."
(beat)
Were you...twirling?

PRUE
Opportunity knocked. I answered. Look at this wardrobe -- I've died and gone to heaven.

PIPER
Prue, focus.

PRUE
It's not just the clothes. Look at all these wigs, make-up kits, prosthetic enhancements...

PIPER
Disguises?

PRUE
Smart, that way nobody could identify her.

PIPER
I wonder if anybody knew what she really looked like.

PRUE
I doubt it...

Prue turns to the computer, which is still on.

PRUE
Gonna have one helluva online bill, though. Still signed on...
(reads)

(MORE)

(CONTINUED)

PRUE (cont'd)

Screen name's "Ms. Hellfire," of course.

PIPER

There're some roses addressed to a "Ms. Hellfire" in the living room.

PRUE

Really...?

Curious -- no, intrigued, Prue, in Ms. Hellfire's coat and shades, exits. Off Piper's look:

THE LIVING ROOM

Prue crosses to the roses, plucks the card and reads:

PRUE

"Until we meet at last. Bane."

Then, as she smells the roses, takes it in:

D.J. (O.S.)

Don't move, don't even flinch, or you're dead.

Prue freezes in reaction.

D.J. (cont'd)

That's it. Now, slowly, turn around.

Prue does as asked, sees -- TWO OMINOUS MEN, led by D.J. (late 20's, trusts no one, razor sharp) with their guns drawn on her.

D.J.

(to other men)

Watch her hands, she can kill you in a second with them.

(approaches, appraises)

Ms. Hellfire, I presume?

Prue swallows her reaction, thinks fast, plays along.

PRUE

(off roses)

You Bane?

D.J.

I'm his right hand, D.J. Bane's very unhappy with you, wants to see you now.

(CONTINUED)

As the others circle around Prue and as D.J. approaches, they all FREEZE. Piper emerges:

PIPER

Sorry to disappoint you.

(off men)

Let's get outta here.

PRUE

They think I'm Ms. Hellfire.

PIPER

So?

PRUE

So, maybe I should go with them. Maybe the best way to find out who hired her is by pretending to be her.

PIPER

Very funny, let's go.

PRUE

I'm serious. You said yourself, nobody knows what she really looks like.

(off card)

Certainly not this Bane guy.

PIPER

Somebody might know what she looks like, Prue.

PRUE

I can protect myself. Afterall, I've got something none of them have. Something even guns can't compete with.

PIPER

Today would not be the best day to boast about your powers.

PRUE

Look, if the hitwoman was working for a demon, it won't take long for him to figure out "P. Halliwell's" still alive -- and send someone else. We have to do something.

Piper takes a beat, can't disagree, but...

(CONTINUED)

PRUE (cont'd)

If you have a better idea, I'm
game. *

PIPER *

, I know and unfortunately, I don't. *

PRUE *

So unfreeze 'em. *

PIPER *

Is it me or are you a little too
eager to play this role? *

PRUE *

(twirls again)

Well it's not a bad role to play. *

PIPER *

True, if you don't get -- *

PRUE *

-- I'll be fine, don't worry about
me. *

Piper holds her look, then heads back into the bedroom. *
Prue returns to her position, then WE SEE Piper's hands
quickly gesture from the bedroom -- and the men
UNFREEZE. D.J. continues to approach Prue, gun drawn.

D.J.

You gonna make this easy or not?

PRUE

(off his gun)

Put that thing away before you hurt
yourself.

And with that, Prue, "Ms. Hellfire," walks past them
and out the door. D.J. gives her a long look, maybe
even a suspicious one, as he and the others follow.
Piper emerges from the bedroom, watching, worried.

FADE OUT.

END ACT ONE

ACT TWO

FADE IN:

18 EXT. LOUNGE LIZARDS - TO ESTABLISH - DAY 18
19 INT. LOUNGE LIZARDS - DAY 19

"Sky Bar meets Quentin Tarantino." Hip. Funky. Dark. REVEAL a booth where BANE JESSUP (late 20's, handsome, deadly charming) wearing cool sun glasses, consoles WILLIS, (late 20's) a penitent underling. Two other men (late 20's-mid 30's) stand guard around the booth.

WILLIS

I swear to God, Bane, I tried to get the money to you, but I just got scared... I screwed up.

BANE

That's actually not what bothers me most, Willis.

(takes off sunglasses)

I mean, sure, I'm unhappy about not getting my money back, but what really pisses me off is much more fundamental in nature.

(off his confusion)

You lied to me.

WILLIS

I was scared, I didn't know how you'd react. I promise, it won't happen again.

BANE

Ah, but see the problem is, lying isn't something that just goes away by itself. It's a deep-seated character flaw. One that I happen to particularly abhor.

WILLIS

I didn't know, I --

BANE

-- made a mistake. And you're sorry for it, right?

WILLIS

Right, yeah, absolutely.

Bane looks up as D.J. and his men lead Prue into the room. He watches Prue approach with a pleased look.

(CONTINUED)

BANE

(back to Willis)

Lesson learned, alright? Just
don't ever lie to me again,
understand?

Willis nods, fully understanding, then off Bane's nod,
leaves, relieved, Bane turns his attention to the
approaching D.J. and Prue. As Prue arrives, he rises,
gallantly kisses her hand.

BANE (cont'd)

You're even more beautiful than I
imagined.

PRUE

(echoes sentiment on
card)

We meet at last.

BANE

You liked the roses?

PRUE

I would have preferred orchids.

BANE

Ah. Beautiful and honest.

As he flashes a killer smile:

D.J.

What about Willis?

Bane shoots him a quick, pointed look. D.J.,
understanding nods to his two men, who turn and follow
Willis out the door. Undoubtedly, the last door Willis
will ever go out.

BANE

It hurts when people you care about
lie to you.

PRUE

I'll remember that.

BANE

Good. Let's take a walk.
(ominous; to D.J.)
You know what to bring.

D.J. heads off as Bane leads Prue to a private area.
As they walk, then sit down on the plush, private sofa:

(CONTINUED)

BANE

What do I call you?

PRUE

(covering)

What you always call me.

BANE

'Ms. Hellfire' seems so -- cold in person. Unless all of your e-mails to me have just been... a tease.

PRUE

I... think you know me better than that.

BANE

Do I...?

(tense beat, then
business)

You didn't confirm the Halliwells this morning.

PRUE

(tries it)

I... didn't have a clean shot.

BANE

That's disappointing. What about the last one on the list?

PRUE

Steadwell?

(thinking fast)

It was a blast.

BANE

(smiles)

I like your style, always have. Problem is, you've still got the Halliwells, but you've only got until midnight to take them out.

The POPPING sound of a bottle of champagne, uncorked, makes Prue flinch. She covers as D.J. appears, begins to pour two glasses.

PRUE

Don't worry about the Halliwells, I know their every move.

BANE

I'm getting a lot of pressure.

(CONTINUED)

PRUE

From who?

That stops both Bane and D.J., who exchange a look.

BANE

You know who.

PRUE

(covers)

Of course...

D.J. stares suspiciously. A cell phone RINGS. On instinct, everyone touches their jackets, etc. until they realize it's Prue's. She tries to ignore it.

D.J.

Aren't you going to answer that?

Prue doesn't want to. Knows she has too.

PRUE

(on cell phone)

Hello?

INTERCUT:

20

INT. BUCKLAND'S - PRUE'S OFFICE - DAY

20

Jack, wearing a headset, is at his computer. He's been typing the words "SAN FRANCISCO (PLUS) RICH PEOPLE" for an Internet search (and we'll see these words on the computer screen in front of him.) As he finishes typing the word, 'PEOPLE:'

*
*
*
*
*

JACK

(on phone/headset)

What happened to you this morning?
You completely disappeared.

PRUE

I'm with a client right now.

JACK

That'd better be a "rich" client
you're with.

(clicks "Search" on his
computer)

Time is money.

*
*
*

BANE

(hands Prue a glass)

Your champagne.

(CONTINUED)

JACK

Champagne? At this hour? Where
are you?

PRUE

Me...?

BANE

(clinks glasses)

To us.

JACK

Prue, you know me, I'm all for
partying, but we're under some
serious pressure here.

Torn, Prue drops into that dazed state again, then --

PRUE'S OFFICE - DOORWAY

Astral Prue materializes in the doorway. Looking at
Jack's back.

ASTRAL PRUE

Oh God...

Mr. Caldwell walks past in the hallway.

MR. CALDWELL

Shouldn't you be pounding the
pavement, Prue?

JACK

(overhears, frowns)

Prue...?

Jack spins his chair toward the hallway just as Astral
Prue disappears -- leaving Jack only an empty doorway
to look at.

RESUME LOUNGE LIZARDS

D.J. and Bane stare at the dazed, host body of Prue.

BANE

Hey, are you alright...?

A beat, then Prue's "host body" shudders, her dazed
expression leaves.

BANE

What happened?

(CONTINUED)

JACK
(into phone)
Prue, what the hell's going on?

PRUE
(into phone)
Call you back.

END INTERCUT as Prue flips her phone closed, turns to Bane, tries to shake the cobwebs loose:

PRUE
Sorry...

BANE
(takes back champagne)
Maybe you'd better hold off on this, at least until after you complete your job.

PRUE
Right, well, guess I'd better get going then...

Prue, wanting to get out of there as fast as she can, rises to leave but Bane roughly pulls her back.

BANE
You're not going anywhere.
(then, smiles)
Without my driving you.

He escorts her out after telling D.J.:

BANE
Tell him I'm on it.

D.J.
Wait -- why me? I don't even know the guy.

BANE
You will now. Just go to my office, he'll show.

Bane exits with Prue before D.J. can protest. Off D.J., showing fear:

21 INT. LOUNGE LIZARDS - BANE'S OFFICE - DAY

21

well-appointed, classy. D.J. tentatively enters, shuts the door.

(CONTINUED)

As he turns to the desk, the demon BARBAS (Season One, Episode 12) materializes in the executive chair right in front of him.

BARBAS

Looking for me?

D.J.

(scared shitless)

Hey, whoa -- where the hell'd you come from?

BARBAS

You don't really want to know. Why aren't the witches dead yet?

D.J.

Witches...?

BARBAS

Answer me.

D.J.

How'd you know they weren't... dead?

BARBAS

One develops a sixth sense trapped in Purgatory for as long as I've been. I made a deal, got a twenty-four hour window to break free -- but you people have to kill the witches for me to succeed.

D.J.

Who are you?

BARBAS

I'm a demon who can turn a mortal's innermost fears into reality. And you'll be powerless to stop me.
Witness:

He waves the back of his hand across D.J.'s face, casting a shadow, "reads" it:

BARBAS (cont'd)

Your greatest fear is that your boss is being double-crossed -- and when he finds out, he'll kill you for not protecting him...

Off that, the door kicks open to reveal Bane, Mach 10 in hand, opening FIRE on:

(CONTINUED)

ANGLE - D.J.'S MANIFESTED FEAR

as a terrified D.J. is riddled with bullets, mercilessly executed. He drops to his knees, screaming in agony then, when the shooting stops, he realizes he's perfectly fine. Not a scratch. He looks up at Bane, who disappears, along with the open door.

BARBAS (cont'd)
(trademark grin)
Cool, huh?

Off D.J.:

22 EXT. MANOR - DAY 22
23 INT. MANOR - CONSERVATORY - DAY 23

The conservatory's been swept up. Piper anxiously paces back and forth with the cordless, all but willing it to ring. DAN's up on a ladder taking measurement from the broken windows. *

DAN
I can have my crew install temporary windows sometime tonight.

PIPER
(distracted)
Great, thanks...

He turns to her, sees her pacing.

DAN
Waiting for a call, are you?

PIPER
Me? No, I mean, yeah. I'm just a little worried about Prue, that's all.

DAN
I don't blame you, after what happened here. What makes you think it was a drive-by?

PIPER
Oh, uh, I dunno, wild guess... I guess.

DAN
(approaches, concerned)
I want you to stay with me, Piper.

(CONTINUED)

PIPER

Stay with you...?

DAN

At least until the permanent
windows are installed.

(off Piper's look)

If you're worried about your
sisters, they can stay at my house,
too. Since Jenny moved back with
her folks, there's plenty of room.

PIPER

I don't know if that's such a good
idea. Not all of us wear pajamas.

DAN

I'm serious. Because if things
worked out, you could stay. Be
permanent at my place. If you
wanted to.

The SOUND of the front door opening and slamming shut
ends their conversation.

PHOEBE

Piper?!

PIPER

In here!

(back to Dan)

I... don't know what to say.

DAN

Say you'll think about it.

As Phoebe enters with Marcie Steadwell in tow.

MARCIE

Oh! Is he a wi --

Before she can say "witch," Piper freezes the room.

PIPER

Who is she?

PHOEBE

Wouldja believe she's "M.
Steadwell." How's Dan?

PIPER

Just asked me to move in. Where's
Morris?

PHOEBE

Putting the hitwoman's body in the
morgue under Marcie's name.
Where's Prue?

PIPER

Way overdue. She's assuming the
identity of the hitwoman.

PHOEBE

What?!

PIPER

Plus, guess what, she can astral
project now.

PHOEBE

Oh, that's just great -- she gets
another cool power!

PIPER

I'll send Dan home, you curb
Marcie.

PHOEBE

Yeah, we need to talk!

As Piper unfreezes the room.

24 EXT. PENTHOUSE - DAY

24

25 INT. PENTHOUSE - LIVING ROOM - DAY

25

As Prue and Bane enter --

PRUE

Well, thanks for the --

-- to find the room filled with orchids. Prue,
surprised, turns to Bane.

PRUE

-- ride.

BANE

You said you preferred orchids.

PRUE

I'm impressed.

BANE

I'm glad. Now, close your eyes.
(off her hesitation)

Trust me.

She hesitates a beat then does. He reaches into his jacket then slowly takes out a long, thin, velvet box.

BANE

Open them.

(she does)

And open *this* when I leave.

(a kiss then)

' Remember: three Halliwells by
midnight. On second thought,
better make it by ten. Gives me
time to take care of it myself if
you fail.

He kisses her hand, holds her look, exits. Prue opens
the box and finds a diamond necklace and matching multi-
carat ring. She's very impressed, thinks about putting
it on as she touches the shiny gems. Instead she
realizes she's got to get to her sisters -- fast. She
closes the box, puts it down, and leaves. *

26 EXT. MORGUE - NIGHT 26

27 INT. MORGUE - NIGHT 27

On the CUT, a CORONER, washing up, turns in reaction to
-- D.J. bursting in through the double doors.

CORONER

Wait a minute, you can't come in
here...

D.J.

Wanna bet?

The Coroner reaches for the phone to call for help, but
D.J. forcibly throws him onto a stainless steel autopsy
table. Barbás enters behind D.J., approaches:

CORONER

Who are you? What do you want?

BARBAS

Why, your greatest fear, of
course...

Barbas waves his hand, casting a shadow across the
Coroner's face:

BARBAS (cont'd)

-- which is to be autopsied
yourself.

The Coroner, now frozen with fear, struggles -- but
fails, to move off the table!

(CONTINUED)

CORONER

...Can't...move...

BARBAS

That's the least of your problems.

Barbas turns, looks at the skull saw. It rises by itself and the blade begins to spin. Then, just before it makes contact on the terrified Coroner, who SCREAMS in anticipation, we CUT AWAY TO:

ANGLE - BARBAS AND D.J.

who watch (Barbas unaffected; D.J., horrified) as the O.S. SOUNDS of the saw make bone-shredding contact and the Coroner SCREAMS peak, then suddenly go silent.

ANGLE - SKULL SAW

as it drops to the table, turns off, then blood trickles down the gutter, falling out the drain at the base of it. Barbas turns to D.J.:

BARBAS (cont'd)

Now, let's confirm M. Steadwell's hit.

D.J.

(finds clipboard)

Marcie Steadwell -- body's in 3C.

Barbas follows D.J. to the refrigerated lockers, watches as he opens 3C and pulls out a body in a body bag. DJ unzips the bag, revealing Ms. Hellfire's face. STAY ON DJ's puzzled face as he unzips the bag the rest of the way and looks down at the body, then at Barbas. *

BARBAS

Doesn't look much like an explosion victim to me. I think your fears of being double-crossed are justified.

(his sixth sense)

I smell a Halliwell.

Off Barbas:

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

28 EXT. MANOR - TO ESTABLISH - NIGHT 28
29 INT. MANOR - KITCHEN - NIGHT 29

ON KITCHEN CUPBOARDS as they swing open, exposing herbs and potions and balms. REVEAL Marcie who has opened the cupboards and now peers into them in dismay.

MARCIE

Oh, my stars!

Piper and Phoebe hurry into the kitchen, doing their best to keep up with Marcie.

PIPER

What is it? What's wrong?

MARCIE

You can't keep wolfbane and holy thistle on the same shelf. Their harmonics are in complete opposition.

Marcie starts unloading the cupboards.

MARCIE (cont'd)

I don't mean to second-guess a sister witch, but this is all wrong. I don't see how you can cast a spell that's worth a darn.

PIPER

Now, just a minute --

PHOEBE

(looking out window)

Oh my God --

30 EXT. MANOR - STREET (PHOEBE & PIPER'S POV) - NIGHT 30

as, IN SLOW MOTION, Prue, in Ms. Hellfire wardrobe, pulls up in a Porsche Boxster, top down.

31 RESUME SCENE 31

as Phoebe turns to Piper, not sure what she just saw. *

PHOEBE

-- Prue's back. I think...

(CONTINUED)

PIPER
(joins Phoebe)
That's Prue alright.

Marcie, intent on her work, doesn't even notice.

PHOEBE
Marcie, could I ask you a huge
favor? Could you... harmonize the
cupboards for us?

MARCIE
I have to. In fact, if I'm going
to make a proper protection spell
for your house, I'll need to
harmonize the whole kitchen. Redo
your shelves, scrub the floors and
walls, and burn some sage.

PIPER
(to protest)
Yeah, but...

PHOEBE
Knock yourself out.

And Phoebe pulls Piper out the door --

32

INT. MANOR - FOYER/ENTRY - NIGHT

32

ON Prue as she enters, still wearing the hitwoman's
clothes. Not to mention the hitwoman's 'tude.

PHOEBE
Wow.

PIPER
Gee, Prue, looks like being a hired
killer agrees with you.

PRUE
I didn't want to run the risk of
someone seeing me out of uniform.

PIPER
But you didn't mind running the
risk of us being ticked because we
were worried sick about you?!

PRUE
I didn't want to jeopardize my
cover.

(CONTINUED)

"Ms. Hellfire" #4399030
32 CONTINUED:

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PHOEBE
To repeat, nice cover.

(CONTINUED)

PIPER

Nice Porsche. A gift from Bane?

PRUE

No, he prefers -- nevermind. Look,
'I have to get back before they get
suspicious. Tell me what you know.

There is a CRASH from the kitchen, followed by:

MARCIE (O.S.)

I'm okay!

PHOEBE

We know M. Steadwell is safe.

PIPER

Can't say the same for the kitchen.

PRUE

Any idea why she was on the list?

PHOEBE

Could be because she's a witch.
Not a magical witch, but a witch
practitioner nonetheless.

PIPER

A hyperactive witch practitioner.

PRUE

I wonder if all the names are
witches...

(struck by a thought)

How many names are on the list?

PIPER

Eleven. Except that "P. Halliwell"
is only down once. So if you count
us individually --
(realizing)

Thirteen.

PRUE

Thirteen witches. Dead by midnight
on Friday the 13th. Ring any
bells?

PIPER

Barbas.

(CONTINUED)

PRUE

Gotta be.

PHOEBE

He can't be. We already eighty-
'sixed him. *

PRUE

Apparently he found some kind of
loophole. I'd better go back to
Bane, try to flush Barbas out. *

She starts to sweep out. Her sisters stop her.

PIPER

Wait, you can't go back there.
Especially if Barbas really is
behind this.

PRUE

Piper, it's almost eight -- if we
don't find Barbas fast, Bane's
gonna want to see three bodies --
our bodies.

(to exit)

I'll call you.

PHOEBE

(pointed)

Have fun...

Prue stops, turns back to her.

PRUE

Phoebe, I'm working.

PHOEBE

More like, you're working it.
C'mon, Prue. I've taken a walk on
the dark side. I recognize the
signs.

PRUE

(admits)

Okay, so it's a little exciting.
And different.

PHOEBE

And dangerous.

PRUE

I can handle it.

(CONTINUED)

PIPER

Prue, Barbas can paralyze you, use
your greatest fear against you.
You don't wanna face that alone.

*
*

PRUE

Why not? I conquered my fear of
drowning last time. What else can
he do?

*
*
*

PHOEBE

He could tap into some other fear,
you won't be able to beat him
alone.

PRUE

Don't worry about me. I'll call in
an hour, check in.

And, with a whirl, she exits. Off Phoebe and Piper's
troubled look:

32A EXT. LOUNGE LIZARDS - (STOCK) - NIGHT

32A

33 INT. LOUNGE LIZARDS - NIGHT

33

The place is rocking. Bane is at his table, holding
court. Heads start turning toward the entrance. Bane
notices and turns his head, too.

BANE'S POV - PRUE

as she enters the club, dressed in major finery -- cut
down to there and up to there and just stunning.
PATRONS watch her progress as she makes her way across
the club.

RESUME BANE

as he gets up, meets her halfway. People watch and
whisper. Bane and Prue are oblivious.

BANE

You look ready to celebrate. Are
the Halliwells dead?

PRUE

The night's young. We need to
discuss a little business first.

BANE

All work and no play...

(CONTINUED)

PRUE

We'll play. After I get paid.

BANE

You get paid after they're dead.

PRUE

The boss has a nasty habit of disappearing in the middle of the night. I don't want my money to disappear with him. Can I trust you -- and Barbas?

Bane glares at her. Prue holds the look.

BANE

I'm disappointed that you'd doubt either one of us.

Suspicious confirmed.

PRUE

I want to talk to him.

BANE

Like you said, the night's young.

Bane pulls her onto the dance floor. The music is hot and so are they as they dance together. PLAY THIS OUT for several beats. They're laughing, dancing -- it's a hot, dizzying whirl, vertical sex -- until D.J. steps into their path. They nearly collide with him, stop dancing.

BANE (cont'd)

D.J., what's your problem?

D.J. cuts a look at Prue.

D.J.

I need to talk to you.

BANE

Better be life-and-death.

D.J. nods. Bane turns back to Prue.

BANE (cont'd)

Excuse me.

PRUE

I'll amuse myself.

(CONTINUED)

Prue beckons to A MAN at the edge of the dance floor. He eagerly hurries over and starts dancing with her. She smiles slyly at Bane as she spins away. Bane watches a moment, jealous, then turns on D.J.

BANE

Make it fast.

D.J.

I went to the morgue.

BANE

Looking for a date?

D.J.

No, checking out yours. She's a fraud.

BANE

What are you talking about?

D.J.

Marcie Steadwell isn't in the morgue. I think the real Ms. Hellfire is.

Understanding his implication, Bane turns to look at Prue on the dance floor.

BANE

I don't believe it.

D.J.

Barbas believes it.

That gets Bane's attention. He looks back at D.J., fully understand that implication as well. This time when he looks at Prue, it's ominous. And, as Prue dances on, unsuspecting --

34

INT. MANOR - LIVING ROOM - NIGHT

34

-- Marcie dances into the room, waving smoldering sage and singing energetically. Piper's already in the room, on the phone. She sticks her finger in her free ear. Phoebe races in after Marcie.

PHOEBE

Marcie, please.

(CONTINUED)

MARCIE

(singing)

"Favor us, Sister Moon, with your
protective beams."

PIPER

Please stop.

MARCIE

"Give all who dwell within this
spell safe days and sweet dreams."

PIPER

Okay -- that's all, folks.

She FREEZES Marcie and hangs up the phone.

PHOEBE

Who knew perky could be so
annoying?

PIPER

How long do you think I can keep
her this way?

PHOEBE

Your power, your call. Did you
reach Prue?

PIPER

No. She's still not answering her
cell.

(checking watch)

And she should've checked in by
now. We should never have let her
go back, Phoebe.

The doorbell RINGS.

PHOEBE

Maybe that's her.

PIPER

Ringin' the bell?

Piper heads for the front door.

PHOEBE

She could've lost her keys.

(to frozen Marcie)

Right, Marcie?

35

INT. MANOR - FOYER - NIGHT

35

Piper opens the front door to reveal Dan. He carries a sheet of plywood.

PIPER

Dan!

DAN

Hey, Piper.

Phoebe reacts, looks around, grabs an afghan off the couch and drapes it over the frozen Marcie just as Dan enters.

PIPER

No, Dan, wait --

DAN

I wanted to bring this over, leave it for my crew. They're having trouble finding enough plywood --
(noticing Phoebe)
-- Hey, Phoebe.

PHOEBE

Hey, Dan. Piper, don't forget --

Phoebe indicates the living room (and frozen Marcie) with a tilt of her head. Piper mouths "I know."

DAN

Is this a good time?

PIPER

Never. I mean, always. I mean, come on back.

Piper helps Dan with the plywood, holding it up so it blocks his view as she marches him past the living room, Phoebe, and the view of Marcie under the afghan. As they head into the conservatory:

DAN

Piper, I got it.

PIPER

No, I want to help.

Once they're out of sight, Phoebe pulls the afghan off of Marcie just before she UNFREEZES. She picks right up where she left off, singing:

(CONTINUED)

MARCIE

For those who live under this
roof...

PHOEBE

Right, Marcie, look take it
upstairs, will you? Lots of rooms
to protect up there...

MARCIE

(looks around)
Wait, where'd Piper go?

PHOEBE

She... cast her own little spell.
(nudges her to stairs)
Lots of rooms, hurry, quietly.

36 INT. MANOR - CONSERVATORY - CONTINUOUS

36

Piper and Dan prop the plywood up against the wall.

DAN

How're you doing?

PIPER

Fine. It wasn't that heavy.

DAN

No, I mean, with -- everything.

PIPER

Oh. Fine with that, too. I mean,
I'm kinda... very stressed, but...
everything's going to be fine.

DAN

Have you thought any more about my
offer...?

Piper, torn between two worlds, doesn't know how to
answer. Heart says yes, head says no. Dan takes her
into his arms:

DAN (cont'd)

I'm not trying to push you.

PIPER

I know. It's just... every time I
think I have things figured out, it
all just seems to shift again.

(CONTINUED)

DAN

What things...?

Piper wants to elaborate, but can't.

DAN

You let me know when you're ready. *

He softens the blow with a kiss, but it still hurts. Piper doesn't move as Dan leaves. Off Piper, frustrated:

37 INT. LOUNGE LIZARDS - BANE'S OFFICE - NIGHT

37

On the CUT, Bane enters, roughly pulling in Prue with him. He slams the door.

PRUE

It's not midnight yet. We still have time.

(seductive)

Lots and lots of time.

She starts toward him, but he grabs her, hurt, furious:

BANE

You think you can fool me and get away with it? You killed the woman I loved.

PRUE

Bane, what're you talking about?

BANE

You killed Hellfire.

PRUE

I am Hellfire.

BANE

Liar!

He pushes her away from him. Prue turns to leave -- but finds herself facing Barbas standing right in front of her. *

BARBAS

Nice to see you again, Miss Halliwell. *

BANE

Halliwell? From the list? *

(CONTINUED)

But Barbas ignores Bane. So does Prue. She's started
to gesture toward Barbas, but he paralyzes her by
passing his hand across her face, "reading" her: *

(CONTINUED)

BARBAS

Well, well, I'm not surprised --
your greatest fear now is that
someone will kill your sisters.

PRUE

No...

Barbas puts his hand on Prue's forehead. Her eyes
flutter closed.

BARBAS

Yes, demons are after them as we
speak. They've assumed your
sisters' identities so they can
kill them. You must kill the
imposters first. By midnight.

PRUE

Kill the imposters...

BARBAS

Yes...

BANE

(seethes; to Barbas)
Then I get to deal with her.

FADE OUT.

END ACT THREE

ACT FOUR

FADE IN:

38

INT. MANOR - FOYER - NIGHT

38

Phoebe throws open the front door, revealing Morris.

MORRIS

Phoebe.

PHOEBE

Thanks for coming so quickly.
We need you to babysit.

MORRIS

Is this one breathing?

PHOEBE

Oh, yeah.

MORRIS

Good. Where're you headed?

PHOEBE

To find Prue. She's impersonating
the hitwoman.

MORRIS

What?!

PHOEBE

It's a long story and you wouldn't
like it. Anyway, she was supposed
to check in by now.

MORRIS

I'm going with you.

PHOEBE

No. I mean, I appreciate it, but
you can't come with us. *

MORRIS

You don't have to hide anything
from me anymore. *

PHOEBE

I know but believe me, you don't
want to be anywhere near us right
now. We'd never forgive ourselves
if anything happened to you. *

(CONTINUED)

MORRIS

I won't wind up like Andy.

PHOEBE

Not if we can help it.

Piper enters, hurrying Marcie along ahead of her.
Marcie sprays an atomizer as she walks.

MARCIE

...which cleanses the aura of the
house and makes it strong.

PIPER

Give me strength... Darryl! Hi!

MORRIS

Piper. You're going to have to
come with me, Ms. Steadwell.

PIPER

Thanks for everything, Marcie, buh-
bye.

MARCIE

Is it about the explosion at my
shop?

MORRIS

Yes. Until we close the case,
you're safer with me.

MARCIE

I think you have that backwards,
Inspector. The protection spell I
cast has been doing such a great
job for these girls, imagine what I
can do for you.

PHOEBE

(guiding her out)

And we can't thank you enough,
Marcie.

MARCIE

Come, Inspector. My work here is
done.

Morris throws the sisters a look. What has he gotten
himself into? As he follows Marcie out:

39A INT. PENTHOUSE - NIGHT

39A

The elevator doors open and Piper and Phoebe cautiously exit, whispering as they move:

PHOEBE

Are you sure that was the Porsche parked out front?

PIPER

Positive. Prue's here somewhere.

PHOEBE

Let's hope she's alone.

As they cautiously work their way into the room, they hear a noise to the side. Piper and Phoebe start and turn. Piper throws up her hands to freeze instinctively, but the figure that steps out of the shadows is --

PHOEBE

Prue!

Phoebe and Piper, relieved, relax.

PIPER

We've been so worried --

But then Prue gestures and MOVES Piper, launching her onto the coffee table.

PHOEBE

Prue!

PRUE

Impostors!

Prue MOVES Phoebe, blowing her into a chair which flips over. Phoebe does a tuck and roll out of it. She gets up and runs to Piper, and they dive behind the couch, shielded from Prue for the moment.

PHOEBE

You okay?

PIPER

No, I'm not!

They get up and RUN down the hallway...

392A INT. HALLWAY CONTINUOUS NIGHT

Past a collection of decorative plates.

PIPER
What's going on here?

PHOEBE
I don't know, but I say freeze her,
fast!

PIPER
Good witches don't freeze,
remember?

PHOEBE
Well she doesn't look so good right
now.

They turn to see:

ANGLE - PRUE

coming at them from the end of the hall, her pace
deliberate, assassin's eyes.

PRUE
I won't let you kill my sisters!

Prue gestures and sends a large decorative plate flying
off the wall -- aimed right at Phoebe and Piper, who
SCREAM and duck just in time as the plate slams into
the wall behind them, shattering.

PIPER
She's flipped out!

PHOEBE
Barbas must've gotten to her.
(sees patio door)
Patio, hurry!

They join hands, scramble to their feet and make a
break for the patio.

39B

EXT. PENTHOUSE - LOWER PATIO - NIGHT

39B

As Piper and Phoebe duck behind a huge ornamental planter, hide. They listen intently. The patio is still. Creepy still. Phoebe and Piper exchange a look, then ease themselves up to look around the planter. They can't see anything. Suddenly, Prue is out the door, searching when:

Phoebe, behind a planter, suddenly has to sneeze!

PHOEBE

Oh, no...

Piper responds, starts frantically waving her hands in front of Phoebe's face to "stop the sneeze" but to no avail -- Phoebe sneezes. And it's a big one.

Prue hears it, spins toward the planter.

PHOEBE (cont'd)

(tiny voice)

Sorry.

They realize Prue is headed towards them -- fast.

PIPER

We have to make her choose, Phoebe. Make her want to be in two places at once.

Piper scrambles up the steps to the upper level of the patio. REVEAL the clock behind her which reads 11:09.

PIPER (cont'd)

Over here, Prue. Come get me.

Prue starts up the steps after Piper.

PHOEBE

No, over here, Prue. I'm the one you want.

Prue considers, starts back for Phoebe.

PIPER

No, me, Prue.

PHOEBE

No, me.

PIPER

That's right...

Piper and Astral Prue connect eyes. The truth is
sinking in, but as Astral Prue reaches out to Piper,
she dematerializes.

Piper and Phoebe look over at Host Prue, see her "come to." They rush to her, not certain if they succeeded or not.

PHOEBE

Prue... Prue, are you with us?

PRUE

(beat, then determined)

I want Barbas.

PIPER

(off clock)

All we have to do is lay low until midnight, he'll disappear back to wherever the hell he came from.

PRUE

No. If he's back early, who knows what rules apply -- or don't. I don't want to take any chances.

(stands)

Let's go show him what his greatest fear is...

As they exit:

40 OMITTED 40

41 INT. LOUNGE LIZARDS - BANE'S OFFICE - NIGHT 41 *

CLOSE ON the wall clock. It reads 11:57. Barbas, simmering, turns from the clock to Bane:

BARBAS

If she's not back in a minute, I'm going to spend my last two minutes killing you.

BANE

Hey, I didn't come to you, you came to me, remember?

BARBAS

That's right.

(advancing, menacing)

And if you wouldn't've been blinded by your earthly passions, I'd be free soon!

The door bangs open and Prue walks in, still dressed as the hitwoman. She's calm and cool.

(CONTINUED)

BARBAS

Are they dead?

PRUE

They're right where they belong.

Barbas reacts suspiciously, then has his suspicions confirmed as Piper and Phoebe enter behind Prue.

PIPER

With our sister.

BARBAS

Kill them!

Bane reaches for his gun, and that's when Piper FREEZES him -- and Barbas. Phoebe approaches Bane, appraises him: *

PHOEBE

(to Prue)

I'm beginning to see your attraction to the dark side.

PRUE

Yeah, and it wasn't just his dark side I was attracted to. *

Prue pats him down, retrieves his gun. *

PRUE

Think you can just unfreeze him?

PIPER

Never really tried before...

She stands with her back to Barbas, then just flicks one finger at Bane, who unfreezes -- surprised to see he's no longer holding a gun. Surprised the girls've moved.

PRUE

(off gun)

Looking for this?

BANE

(off the frozen Barbas)

What's going on...?

PRUE

Witchcraft at its best.

Torn, Prue stops -- and astrally projects. Her host
body stays put, torn by indecision, while the "Astral
Prue" materializes near Piper on the upper patio. She
gestures to send Piper flying...

PIPER

Phoebe!

PHOEBE

Coming!

But nothing happens -- Prue can't use astral projection
and telekinesis at the same time -- not yet. as Prue
looks down at her hand, confused.

Phoebe, on the lower patio, rushes past the dazed "host
body" of Prue (doing a double-take) before joining
Piper and Astral Prue on the lower patio.

It's the first time Phoebe's witnessed Prue's astral projection power -- she can't help but look toward the "host" Prue, then back at Astral Prue.

PHOEBE

This totally sucks! *

PIPER

Phoebe, we have to hurry before she becomes "one" again! *

As Phoebe and Piper run/hide from Prue, we will hear the following: *

PHOEBE

Prue, listen to me -- Barbas brainwashed you. *

PRUE

You're going to hurt my sisters.

PIPER

We are your sisters. Remember -- you... you... gave me chicken pox! *

PHOEBE

I gave you lessons in french kissing! *

PIPER

You broke your ankle when you were seven. *

PHOEBE

I broke your stereo when I was nine. *

PIPER

We went to Duran Duran together. You stretched out my leg warmers. *

PHOEBE

Then Piper gave them to me! *

PRUE

(confused) *

I... how... how do you know this? *

PHOEBE

Because you're one of us. Sisters, witches! *

PRUE

Sisters... *

(CONTINUED)

Bane starts for the door, but Prue gestures and MOVES him back against the wall, hard.

PRUE

Now it's my turn to impress you.

An O.C. clock (from the lounge) begins to CHIME
midnight. As it does, Barbas' frozen figure begins to
tremble and spin -- which unfreezes him:

BARBAS

(realizes; screams)

No... No, dammit -- not again...!

He continues to spin, his body horribly warping around
himself as all sorts of HELLISH SOUNDS emanate from him
before, in a BLINDING FLASH, he disappears.

PHOEBE

I never get tired of kicking his
butt.

Prue approaches Bane, who's stunned by what he saw.

PRUE

Something to think about. In jail.

BANE

(then, to Prue)

Won't be the only thing I think
about, I promise you.

PRUE

Is that a threat?

BANE

(shakes his head)

A compliment.

Off his killer smile -- and hers:

DISSOLVE TO:

42	EXT. MANOR - DAY	42
43&44	OMITTED	43&44
45	INT. MANOR - CONSERVATORY - DAY	45

as Piper and Phoebe wipe down the replacement windows. *

PHOEBE

Dan did a great job with the
windows.

(sly smile)

(MORE)

(CONTINUED)

PHOEBE (cont'd)

He's obviously very good with his hands.

PIPER

Hey -- hands off those hands.

More wiping, then:

PHOEBE

So, have you made a decision about moving in with Dan? *

PIPER

I have to admit it's pretty tempting. *

PHOEBE

(jumps right in) *

Well, ya gotta do what ya gotta do -
- and you certainly deserve to be
happy. So don't worry about us. *
We'll be fine. Especially if I can
have your room. *

PIPER

You could if I was moving out. *

PHOEBE

(hurray!) *

But you're not?! *

(covers her relief) *

I mean...I can understand that. *
It's a big step. I'd take my time,
too. *

PIPER

You know I adore Dan. But I'm not
ready. There's so much stuff I
need to figure out first. Happy? *

PHOEBE

Delirious. Besides...my rug
wouldn't fit in your room. *

Prue, in her own clothes, enters finishing up a call: *

PRUE

Just tell Marcie she can sell the
ring and use the money to rebuild
her bookstore. Tell her it's
thanks for "protecting" us.

(off sisters smiling;
into phone)

No, Darryl, it's not hot.

(MORE)

(CONTINUED)

PRUE (cont'd)

Trust me, I earned it. I'll talk
to you soon...

She hangs up.

PHOEBE

What other party favors did you
bring home?

PRUE

Oh, let's see, a diamond necklace,
coupla bracelets, a Hockney, a
Salvador Dali --

PIPER

You can't really keep that stuff...
can you?

PRUE

No, but with any luck, it'll help
me keep my job. If not, I suppose
I can always astral project and job-
hunt twice as fast.

PHOEBE

Oh, sure, rub it in, why don't
you?! I'd love to be able to be in
two places at the same time!

PRUE

As long as one of those places is
fun. Ms. Hellfire taught me a few
things. Think I'm going to change
my routine, shake things up a
little.

Doorbell RINGS. Prue crosses to answer it.

PHOEBE

(to Piper)

Hope our earthquake insurance is
paid up.

45A INT. MANOR - FOYER - DAY

45A

Prue opens the door to find --

PRUE

Jack...

JACK

(rants)

You know, it's bad enough you don't answer your phone, come into the office, or otherwise appear to be doing your job. But now you're going to take me down with you. What do you have to say for yourself?

PRUE

Two hundred seventy-five thousand dollars.

JACK

Excuse me?!

PRUE

The approximate market value of the anonymous estate donation I've been out acquiring. They've requested that proceeds go to the "Stop The Violence" Foundation. Not bad for a days work, is it, partner?

*
*
*
*

Jack goes from furious to charming in two seconds.

JACK

It certainly isn't. And y'know -- I never doubted you for a minute.

*

PRUE

Liar.

(exiting)

C'mon, let's go celebrate.

And, as she takes his arm and shuts the door behind her, we:

46&47 OMITTED

46&47

FADE OUT.

END OF EPISODE

And there is no end to the...
smugliness, make-up...
tops... Prue holds up a dress to her body, checks
out her reflection in the nearby mirror.

17A INT. PENTHOUSE - KITCHEN - CONTINUOUS

As Piper throws open cabinets, drawers, the fridge.
They all have the same thing in common: they're empty.

Piper turns her attention to the one thing that's not:
a small basket of mail. Piper moves to it, begins to
sort.

17B INT. PENTHOUSE - BEDROOM - CONTINUOUS

As Prue turns, she finishes putting on a beautiful
coat. She looks fab, then spots her favorite shoes:

PRUE
Manolo Blahniks!

She slips them on. They fit. Prue catches a glimpse
of herself in the mirrored panel of the closet door.
She looks great. Feels great. Does a twirl. Why not?

MONTAGE ENDS

As Piper enters, rifling through a short pile of mail:

PIPER
I don't think she's been here very
long, all of the mail is marked
"Resident..."
(beat)
Were you...twirling?

PRUE
Opportunity knocked. I answered.
Look at this wardrobe -- I've died
and gone to heaven.

PIPER
Prue, focus.

(CONTINUED)

It's not just an identity, it's not just
all these things, it's not just
brother, it's not just...

PIPER
Disguises?

PRUE
Smart, that way nobody could
identify her.

PIPER
I wonder if anybody knew what she
really looked like.

PRUE
I doubt it.

PIPER
And if weren't for the roses, we
wouldn't even know what to call
her.

PRUE
What roses?

ORDER

The ones in the living room
they re-addressed to Ms.
Hellfire.

PRUE

Really.

Curious -- no, intrigued, Prue, in Ms. Hellfire's coat
and shades, exits. Off Piper's look.

THE LIVING ROOM

Prue crosses to the roses, plucks the card and reads:

PRUE

"Until we meet at last, Bane."

Then, as she smells the roses, takes it in:

D.J. (O.S.)

"Don't move, don't even flinch, or
you're dead."

Prue freezes in reaction.

D.J. (cont'd)

That's it. Now, slowly, turn
around.

Prue does as asked, sees -- TWO OMINOUS MEN, led by
D.J. (late 20's, trusts no one, razor sharp) with their
guns drawn on her.

D.J.

(to other men)

Watch her hands, she can kill you
in a second with them.

(approaches, appraises)

Ms. Hellfire, I presume?

Prue swallows her reaction, thinks fast, plays along.

PRUE

(off roses)

You Bane?

D.J.

I'm his right hand, D.J. Bane's
very unhappy with you, wants to see
you now.

As the others circle around Prue and as D.J. approaches, they all FREEZE. Piper emerges:

PIPER

Sorry to disappoint you.
(off men)
Let's get outta here.

PRUE

They think I'm Ms. Hellfire.

PIPER

So?

PRUE

So, maybe I should go with them.
Maybe the best way to find out who hired her is by pretending to be her.

PIPER

Very funny, let's go.

PRUE

I'm serious. You said yourself, nobody knows what she really looks like.

(off card)

Certainly not this Bane guy.

PIPER

Somebody might know what she looks like, Prue.

PRUE

I can protect myself. Afterall, I've got something none of them have. Something even guns can't compete with.

PIPER

Today would not be the best day to boast about your powers.

PRUE

Look, if the hitwoman was working for a demon, it won't take long for him to figure out "P. Halliwell's" still alive -- and send someone else. We have to do something.

Piper takes a beat, can't disagree, but...

(CONTINUED)

PRUE (cont'd)

If you have a better idea, I'm
game.

PIPER

I know and unfortunately, I don't.

PRUE

So unfreeze 'em.

PIPER

Is it me or are you a little too
eager to play this role?

PRUE

(twirls again)

Well it's not a bad role to play.

PIPER

True, if you don't get --

PRUE

-- I'll be fine, don't worry about
me.

Piper holds her look, then heads back into the bedroom.
Prue returns to her position, then WE SEE Piper's hands
quickly gesture from the bedroom -- and the men
UNFREEZE. D.J. continues to approach Prue, gun drawn.

D.J.

You gonna make this easy or not?

PRUE

(off his gun)

Put that thing away before you hurt
yourself.

And with that, Prue, "Ms. Hellfire," walks past them
and out the door. D.J. gives her a long look, maybe
even a suspicious one, as he and the others follow.
Piper emerges from the bedroom, watching, worried.

FADE OUT.

END ACT ONE