



"Wrestling With Demons"

Season 3 - Episode 12
Production #62015-03-56

Written by
Sheryl J. Anderson

EXECUTIVE PRODUCERS

Aaron Spelling
E. Duke Vincent
Brad Kern

Shooting Script
Full Blue
Revised Pink
Revised Yellow (18, 21, 34)

11/15/00
11/18/00
11/21/00
11/22/00

DIRECTOR

Joel Feigenbaum



CAST LIST

"Wrestling With Demons"

Full Blue - 11/18/00

Series Regulars

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

Guest Cast

Tom
Kellman
Fran

Chang (formerly Baldwin) *
Client

Guest Demonic Wrestlers

Mega -Man
The Slammer
Thunder



SET LIST

"Wrestling With Demons"

Full Blue - 11/18/00

Interiors

Halliwell Manor

- Conservatory
- Kitchen
- Phoebe's Bedroom
- Foyer
- Attic
- Living Room
- Sitting Room *
- Dining Room *

Underworld

- The Ring

Station House

- Interrogation Room
- Squad Room

Kellman's Office

Tom's Bedroom

Office Building

- Corridor

Elevator Shaft (STOCK)

Exteriors

Halliwell Manor

- Porch (STAGE)

Alley (STAGE)

Street *

Suburban Home (STOCK)

Office Building (STOCK)

TV Studio (KSFG)

CHARMED

"Wrestling with Demons"

TEASER

FADE IN:

1 INT. STATION HOUSE - INTERROGATION ROOM - NIGHT 1

ON MR. CHANG, 30's, annoying, perpetually persecuted: *

CHANG *

I don't get it. Who'd wanna kill
me?

REVEAL INSPECTOR MORRIS as he crosses in front of him,
looking at a file:

MORRIS

We're not sure, but our sources
believe your life is in danger.
Protective custody would --

CHANG *

"Our sources"? What is this --
government surveillance? You have
people watching me?

MORRIS

Mr. Chang. Your picture was in the
Metro Section today. *

CHANG *

Because I planted some trees. And
okay, so I'm not a nature lover. I
did it to meet chicks. But that's
no reason to kill me! *

MORRIS

We've had four brutal murders this
week where the only common
denominator is that each victim's
picture was in the Metro Section
the day they died.

CHANG *

The mayor's in Metro today. Are
you people harassing him? Did you
drag him away from important social
plans?

1

CONTINUED:

1

MORRIS

Mr. Chang, I'm trying to help you.
I'm offering you the full
protection of the San Francisco
Police Department.

*

CHANG

You're offering me a lot of stress.
I don't need stress. I need to go
home. I don't have any money, I
don't have any enemies, why would
anyone want to kill me -- this is
crazy!

*

Off Morris, running out of things to say to keep him.

2

INT. STATION HOUSE - SQUAD ROOM - NIGHT

2

PRUE, PHOEBE, and PIPER wait outside the Interrogation
room:

PRUE

What do we do if Darryl can't
convince him to lay low?

PHOEBE

We follow him, kick some Wiccan-ass
on the demon who's after him.

Her sisters look at Phoebe appreciatively.

PIPER

Look who's back and badder than
ever.

PHOEBE

Yeah, it's good to be back, too.
Best way to put the whole Cole deal
behind me.

*

*

PRUE

I guess. Quite a turnaround.

*

*

PHOEBE

What do you mean?

*

*

PRUE

Oh, just that, you know, up until
last week you were kinda quiet, not
really interested in things
demonic, and now --

*

*

*

*

*

PHOEBE

-- I'm back on track again. Bad
guys beware.

Prue appraises her for a beat, wondering if she's
trying too hard and, if so, why.

PIPER

Too bad we don't know who the bad
guy is.

PHOEBE

(seeing him first)

At least we know who his next
victim is...

The sisters turn and look as Morris follows Chang out
of the interrogation room, then joins the sisters.

PRUE

Get anything out of him?

MORRIS

Just a migraine, that's about it.

PIPER

So, what, you're letting him go?

MORRIS

Don't have a choice, I can't hold
him. He declined protection. You
sure he's the guy you saw get
attacked in your premonition?

PHOEBE

Yeah, and he gets attacked at
night, too, which means we can't
just let him go.

Off Chang exiting:

PRUE

Alright, let's split up, follow him
in teams. First one to see a demon
yells "Vanquish."

Phoebe grabs Piper's hand and charges off, dragging
Piper with her. As Prue and Morris react,

3

EXT. ALLEY - NIGHT (STAGE)

3

AS Chang exits the back door of a restaurant, carryout in hand. He walks down the alley toward the corner. A beat later:

ANGLE ON PRUE AND MORRIS

as they come out the restaurant back door, watching him.

PRUE

Innocents and alleys -- don't they ever learn?

MORRIS

C'mon...

And as they take off after him,

ANGLE - CHANG

as he rounds the corner and walks up to his parked motorcycle. He's unaware of A FIGURE that steps out of the shadows at the far end of the alley. As Chang, unaware of the impending danger, bends over his motorcycle, The Figure draws closer, then stops and shoots a FIREBALL at Chang's back.

ANGLE - PRUE

as she rounds the corner and gestures, REDIRECTING the FIREBALL just past Chang's head and exploding into a wall.

CHANG

(recoils)

What the hell...?

The Figure turns toward Prue, who gestures again and telekinetically SLAMS him into a wall as Morris runs forward, tackling Chang to the ground so he doesn't get hurt -- or see what's going on.

CHANG (cont'd)

You? Again?

MORRIS

Shut up, keep your head down.

Morris shoves Chang down as Prue runs up to The Figure, who regains his feet.

3

He looks at Prue, who's about ready to send him flying again -- but, upon seeing his face, she curiously hesitates giving the demon time to run off. *

ANGLE - MORRIS

as he reacts to the fleeing Figure. He leaves Chang on the ground, runs over to Prue: *

MORRIS (cont'd)

Prue, what happened? Why'd you let him get away?

PRUE

Because... I know that demon. I dated that demon. *

Off that surprise, we:

CUT TO TITLES.

4

OMITTED

4

END OF TEASER

ACT ONE

FADE IN:

5

INT. MANOR - CONSERVATORY - DAY

5

AS Piper walks in with a watering can, crosses to dying plants and starts watering. Phoebe and Morris sit on the couch, the open Book of Shadows in front of them. *

MORRIS

Uh, I think they're lost, Piper. Dead. *

PIPER

No, they're not. Completely... *

PHOEBE

(thumbing through Book)
Piper waters when she's nervous. *

MORRIS

Don't have to be nervous, Mr. Chang's in protective custody now. *

PIPER

It's not him. It's the whole my-boyfriend-is-a-demon thing. Kinda hits a nerve. With all of us. I mean, I'm not that bothered, now that I'm with Leo, but still --

PHOEBE

Piper also babbles when she's nervous.

PIPER

I resent that. I'm expressing a valid concern about a continuing issue in our lives and --

Prue enters, carrying her open college yearbook.

PRUE

Piper, what're you babbling about?

PIPER

If I could freeze the two of you, I would. Often.

PRUE

I found the demon. Or at least, who he used to be. His name is -- was -- Tom Peters. *

Everyone reacts to:

INSERT - YEARBOOK PICTURE

of TOM PETERS, football star. *

RESUME SCENE

Prue studies the picture. The others study her.

PHOEBE

I don't remember you dating the captain of the college football team. How suburban.

PRUE

I was a huge mess when I met him. Really angry, unfocused. He helped pull me out of it. Turned me around.

PIPER

And one good turn deserves another?

PRUE

Something like that, yeah.

Prue gets up to pace, leaving the yearbook with Morris.

MORRIS

I remember Peters. First round draft pick, blew out his knee three weeks into his rookie year. What was that, five, six years ago...? *

PRUE

(calling)

Leo!

MORRIS

There were rumors about gambling debts, that whole scene. There was a missing persons, but I don't think it ever closed. He just... disappeared.

PHOEBE

More like, went underground.

PRUE

I wonder if his mother still lives in town... *

(MORE)

5

CONTINUED: (2)

5

PRUE (cont'd)
(calling again)

Leo!

As she beelines for the kitchen:

MORRIS
Woman on a mission?

PIPER
Looks like the football captain was
a bigger deal than we ever knew. *

As Piper leads them to the kitchen,

6

INT. MANOR - KITCHEN - CONTINUOUS

6

AS Prue flips through the phone book, the others enter.
Piper waters questionable flowers here, too.

PIPER
Prue, are you sure we should pursue
this?

PRUE
Ask Phoebe. It was her
premonition. Where on earth is --

Leo ORBS in. Piper greets him with a kiss.

PRUE (cont'd)
-- Leo! What took you so long?

LEO
Sorry. I had... have a situation.

PIPER
Uh-oh. A "you" situation or an
"us" situation?

Leo'd rather not answer. Only makes it worse for:

PIPER (cont'd)
Don't even tell me The Elders
changed their minds about us
getting married -- because if
that's the case, you orb me up
there right now and... *

PHOEBE
Babbling.

LEO
It's got nothing to do with 'Them.'
It's got to do with... me. *

(MORE)

(CONTINUED)

LEO (cont'd)

I sorta, kinda... lost the wedding ring. *

MORRIS

Hey, I've got a great ring guy downtown if you need one. *

Leo looks at Piper. She's glaring, big time.

PIPER

He doesn't. He has a ring. Mom's ring. I gave it to him so he could give it back to me at the perfect romantic moment.

PHOEBE

Whoa, you lost Mom's ring? Good thing you're already dead. *

LEO

I had it in my pocket, Piper, but with all the orbing in and out --

PIPER

Your orbs are grass if you don't find that ring..

PRUE

Before blood is spilled, I've got a business question. Is it possible for a human to turn into a demon?

MORRIS

Assuming that Tom wasn't a demon in college. *

PRUE

I know he wasn't.

PHOEBE

How can you be sure?

PRUE

I'd know a demon if I slept with one.

PHOEBE

You'd be the first witch in our family who did.

PIPER

Before blood is spilled, Leo, please answer Prue's question.

LEO

Well, there are stories, rumors
about demons "recruiting" humans. *

PHOEBE

Join the evil and see the under-
world?

LEO

Kinda. Apparently, the demons find
humans in need and strike your
classic Faustian deal. But then
the humans are forced into this
sort of... training academy. A
program that destroys their
humanity. *

PIPER

Turns them into demons.

LEO

Right. When the recruit graduates,
he has to kill an innocent to seal
the demonic conversion.
Permanently.

MORRIS

Like a gang initiation. Go out and
shoot the first person you see,
you're in the gang. *

PHOEBE

Which would explain your four
random killings. Maybe it's
graduation time at the Academy. *

PRUE

Well, if it is, Tom's one human
they're not going to demonize. *

PHOEBE

Don't you think it's a little late?
I mean, if we hadn't stopped him --

PRUE

-- He'd've killed an innocent and
then it would be too late. But, he
didn't, which means we can still
save him.

Prue finds the listing in the phone book.

PRUE (cont'd)

I'm gonna go see Tom's mother, see if she knows anything. You guys see if there're any spells that could help us find him.

Prue charges out, not waiting for anyone's response.

MORRIS

I'll pull Tom's missing persons file, see what else it tells us.

LEO

I'll ask if there's anything on this so-called Academy. *

PIPER

After you find the ring! *

She and Morris exit. Phoebe starts out to avoid Leo, but: *

LEO

Phoebe --

PHOEBE

Leo, I don't want to talk about it. *

LEO

(stops her) *

You have to tell them, Phoebe. You can't keep it from them any longer. *

PHOEBE

It's not like I can just drop it into normal conversation. "Love your hair, I didn't kill Cole, I let him go." *

LEO

Confession is good for the soul...

PHOEBE

How 'bout I skip confession and go right to penance? I'll be such a force for good, the bad guys won't know what hit them. *

LEO

You can't pretend it didn't happen.

PHOEBE

I also can't change the fact that it did. Excuse me, I've got a demon to vanquish. Don't you have a ring to find?

As Phoebe walks out,

7

EXT. SUBURBAN HOME - TO ESTABLISH - DAY (STOCK)

7

8

INT. TOM'S BEDROOM - DAY

8

AS Tom's mom, FRAN, leads Prue in. It's a shrine to the young man who grew up here. Trophies, ribbons, framed newspaper clippings, a Jerry Rice poster. Fran hands Prue a trophy for closer inspection. She's a woman who carries her pain with grace and dignity.

FRAN

He was so fast. His coach said he could've run track, too, but all Tom cares about is football.

PRUE

I'm so sorry we lost touch. What happened after he got hurt?

FRAN

He was depressed. I understood. He'd set his heart on being rookie of the year.

She points to the Jerry Rice poster, but her focus is really somewhere else.

PRUE

So the stories I heard about his being in trouble...?

FRAN

The gambling rumors? Don't believe a word of it. No one ever came to me looking for money. And Mr. Kellman would've told me if there was a problem.

PRUE

Mr. Kellman?

FRAN

His business manager. He took such good care of Tom.

(MORE)

8

CONTINUED:

8

FRAN (cont'd)

And he was a wonderful help to me
after Tom...went away.

Prue proceeds gently, respectfully.

PRUE

Mrs. Peters, what do you think
happened?

FRAN

Tom has some things to take care
of. He'll be home when he can. I
know it in my heart. My son's a
good man.

Off Prue, knowing better...

9

INT. MANOR - SITTING ROOM - DAY

9

ON Phoebe as she enters with the Book, flipping pages.
Piper's there, watering again. *

*

PHOEBE

...Scrying for witches, a spell to
find a lost love, but that's it --
(slams book closed)
-- Nothing about how to find
demons.

PIPER

Probably 'cause they usually find
us.

PHOEBE

(determined)
There's gotta be a way...

PIPER

If there is, Prue's gonna have to
find it.

Piper touches a limp leaf on one of her dying plants,
then:

PIPER (cont'd)

See anything in there by any chance
that might help Leo find my ring?

PHOEBE

Piper, we can't just give up, we've
gotta find that demon before he
kills somebody.

PIPER

Fine, got a spell? *

Long beat as Phoebe considers revealing something,
then: *

PHOEBE *

Maybe... *

Off Piper, curious: *

10

INT. MANOR - PHOEBE'S BEDROOM - DAY

10 *

ON a box as Phoebe slides it out from under her bed.
Piper enters as Phoebe opens it. Inside are Wiccan
spell writing books, a sheaf of papers, and an ornate,
custom-made candle.

PIPER

I'm afraid to ask... *

PHOEBE

It's just... something I thought I
needed. Then decided I didn't. *

Piper crosses as Phoebe picks up a handwritten spell,
scans the page.

PHOEBE (cont'd)

It's... a lost and found spell.

PIPER

Wow, really? Talk about good
timing... Do I even want to know
what were you trying to find? *

Phoebe gives her a long look, then finally admits:

PHOEBE

Cole.

PIPER

Cole? You were trying to bring a
demon back from the dead?

PHOEBE

No...

(deep breath)

He's not dead, Piper. I didn't
really vanquish him.

Piper's flabbergasted.

PIPER

I'm sorry...?! *

PHOEBE

It's over. He's not coming back.
And I don't want him to anymore
either.

PIPER

Wait, you really did let him go? *

Are you out of your mind?!

PHOEBE

He's not after us anymore, he won't
hurt us.

PIPER

You don't know that!

PHOEBE

I'm telling you, we don't have to
worry about him. I just...
couldn't kill him...

PIPER

You lied to us, Phoebe.

PHOEBE

I know. I'm sorry...

Piper, seething, tries to control herself.

PIPER

This is where the new Wonder Woman
attitude comes from, isn't it? A
guilty conscience.

PHOEBE

No... Maybe. I don't know.

PIPER

You have to tell Prue.

PHOEBE

She won't understand.

PIPER

Yeah, well wait in line...

Off Phoebe, looking away, feeling like crap:

11 EXT. OFFICE BUILDING - DAY (STOCK) 11

corporate, mirrored glass, cold.

12 INT. KELLMAN'S OFFICE - DAY 12

A sleek, perfect space. KELLMAN is behind the desk. His suit's as slick as the office, but there's something coarse about him that can't be covered up. He's focused on his apologetic CLIENT, 20's, a well-muscled athlete.

CLIENT

Mr. Kellman, I swear I'll make it right, but I --

KELLMAN

I was clear, wasn't I? I make your problems go away, then you owe me. Did you forget about the last part of the deal?

TOM (Demon from Teaser) enters. Kellman signals for him to wait, then turns back to the Client.

CLIENT

I can pay you back, I just need more time --

KELLMAN

More time? You don't have any more time. Your debt's due and payable. Now.

CLIENT

(pleads)

Please, I'll do anything...

KELLMAN

Yes, you will.

Kellman gestures toward the office wall -- and an elevator magically appears in the wall. Kellman shoves the Client into the elevator. The doors close and magically disappear.

Kellman walks over to Tom. He's not any happier with him.

KELLMAN (cont'd)

Do we have to go through this again with you, too, Tom?

TOM

Temporary setback, Mr. Kellman. It won't happen again.

KELLMAN

You're not the only one exposed here. You've got a contract with me, I've a contract with the Source. Five full graduates by tomorrow night. The other four made their kills. What's your problem?

TOM

A witch intervened...

KELLMAN

(flares)

Wait, what? A witch is on to you? How'd that happen?

TOM

I don't know, but I wasn't followed. I used every safeguard I learned in the Academy --

KELLMAN

-- Then the witch must be tracking the innocent. We'll have to get you a new one, we're running out of time.

Kellman grabs the Metro section of the newspaper off his desk. He opens the paper, selects a picture.

KELLMAN (cont'd)

Kill this one, instead. Do it fast though, or there'll be hell to pay. Literally.

Off Tom's resolute nod,

AS Prue hurries in from her meeting with Fran. She stops at the sight of Piper and Phoebe incanting a spell. The ornate candle burns before them.

PIPER AND PHOEBE

... lead me to the one I cannot find/Restore that and my peace of mind.

Piper and Phoebe exchange a look, a shrug. Phoebe blows out the candle.

PRUE

Hey. What's all this?

PHOEBE

(off Piper's look)

We're looking for Tom. With a little... spell we put together.

PIPER

You put together.

PRUE

Wow, Phoebes, you came up with a whole ritual? So fast...?

*
*

PIPER

(prodding Phoebe)

Actually, it took a little longer than you'd think...

Phoebe returns the look with a scowl. Prue doesn't notice, she's only concerned with finding Tom.

PRUE

You guys are the best. I can't tell you how much I appreciate you doing this for me.

PIPER

Well, she didn't really do it for you.

PHOEBE

(quickly)

So -- what did Tom's mother say?

PRUE

Poor lady. She talks like he's been gone a week, not six years. She still believes he's coming back.

PIPER

Based on...?

PRUE

Faith, and I want to prove her right.

PHOEBE

Let's not get all misty. We can't exactly guarantee a mother and demon reunion. *

PRUE

We've saved bad boys before. Remember the priest with the warlock brothers? *

PIPER

Except he wanted to be saved. Can you assume that about Tom? *

(a look to Phoebe)

Or any other human-demon mix?

PHOEBE

This isn't about Cole, Piper. He's a whole different subject.

PIPER

One worth discussing.

Phoebe shoots another look at Piper. Prue picks up on the look:

PRUE

Am I missing something here?

PHOEBE

(cuts off Piper)

Yes, Tom, who we should get back to talking about.

(then)

What do we do if this spell works and we find Tom? Vanquish him?

PRUE

I hope it won't come to that.

PHOEBE

But what if it does?

There is a THUD in the front of the house.

PRUE

What was that?

PHOEBE

You changing the subject.

Prue walks out. As Piper and Phoebe exchange more looks:

14 EXT. PORCH - CONTINUOUS (STAGE)

14

Prue opens the door, picks up a newspaper.

PRUE

Since when does the newspaper come
in the afternoon?

INSERT - THE NEWSPAPER

with all the text printed properly. But where there
should be photographs, there are blank, gray squares.

RESUME SCENE

as Prue pages through the paper.

PIPER

Since they started leaving the
pictures out.

PHOEBE

Pretty cool spell, if I may say so
myself.

PRUE

Except what's it telling us?

PHOEBE

That...

She points to the only properly printed photograph in
the entire newspaper. In the Metro section.

INSERT - PHOTOGRAPH

of a BUSINESSWOMAN. It's a basic publicity headshot.

RESUME SCENE

PHOEBE (cont'd)

(reads)

"Claudia Gibson will discuss the
mayor's position on "Net News Live"
today at 2 o'clock --" Which is --
(checking her watch)

Ten minutes ago.

PIPER

Our next innocent?

PRUE

And Tom's next target. C'mon...

14

CONTINUED:

14

Prue continues out and down the steps. Piper and Phoebe follow, closing the door.

15

EXT. TV STUDIO (KCSF) - DAY

15

*

As CLAUDIA, the businesswoman from the newspaper, exits with several other business people. They shake hands, then the others go in the opposite direction leaving Claudia, digging her cell phone out of her purse, as she walks obliviously right past --

TOM

who steps out from behind a wall and watches her for a creepy beat. As Claudia gets to her car and starts to unlock it, Tom sends a FIREBALL at her back.

ANGLE ON THE PARKING LOT

as Piper, leading, FREEZES the scene. The fireball stops inches from Claudia's back. The sisters run up.

PIPER

Okay. We didn't bring a vanquish, but if we throw him out in traffic, that might do the trick.

PRUE

We're not going to vanquish him.

PHOEBE

Prue, he almost killed this woman.

PRUE

Almost. Didn't.

She gestures and sends the fireball into a nearby car's tire. The tire EXPLODES.

PRUE (cont'd)

We gotta get him home.

PHOEBE

Our home? Wait, we're voluntarily bringing home a demon?

PRUE

No, we're bringing home a friend.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

16

INT. MANOR - ATTIC - DAY

16

Tom is bound and FROZEN in a chair. Phoebe and Piper stand over him, Prue goes through the Book. He UNFREEZES and immediately starts to struggle. Piper sighs and FREEZES him again.

PIPER

Find anything yet?

PRUE

Still looking...

Piper turns to Phoebe, hinting:

PIPER

So, while we're waiting, perhaps this would be a good time to discuss something...

PHOEBE

(disbelieving)

Piper... we have a demon in the attic. Nothing's more important than that.

PIPER

Unless we have other demons other places.

The PHONE RINGS downstairs.

PHOEBE

Phone. Piper'll get it.

PIPER

Nope. Machine. Remember? Nothing's more important than this.

PRUE

Leo was right.

PHOEBE

(guiltily)

Why, what'd he tell you? *

Prue looks up from the Book, appraises Phoebe.

PRUE

The demonic training academy. It's here in the Book.

PHOEBE

Oh, that...

PRUE

(reading)

"A brutal training program which destroys humanity and renders the subject demonic."

(to sisters)

If Tom's completely demonic, he'll have a brand on his arm. Six chevrons.

Piper looks at Tom's arm, sees the tattooed chevrons:

PIPER

He's only got five.

PRUE

Which means he's not fully converted.

PHOEBE

Better vanquish him while we can.

PRUE

You know, when Cole was the hybrid in question, you were all about saving him. *

PIPER

Excellent point.

PHOEBE

But I learned from my mistake --

PIPER

Which mistake was that?

PHOEBE

Believing I could save a demon.

Prue notes the tension between her sisters. The PHONE RINGS again.

PRUE

Like I said before, this is different.

Then, Tom UNFREEZES. He looks around, surprised to be here:

TOM
Where am I? How'd I get here?

PIPER
Don't ask, don't tell.

PRUE
Tom, look at me. Do you remember me? It's Prue, from college.

He glares at her, then manages to move a hand enough to send a FIREBALL at her. It explodes on the wall. The PHONE RINGS. This time, it keeps ringing. *

PIPER
Okay, does that mean he remembers you, or doesn't?

The DOORBELL rings along with the phone.

PIPER (cont'd)
What the hell's going on down there?

PRUE
Why don't you guys go find out.

PHOEBE
And leave you with him?

PRUE
I can handle it.
(off their looks)
Go...

Phoebe walks to the attic door. Piper follows reluctantly. Off Tom, defiantly looking at Prue, who just looks at him, not sure what to do next.

17 INT. MANOR - FOYER - DAY

17

AS Phoebe opens the front door, revealing Morris. He holds up a file. The PHONE still rings.

MORRIS
I got Tom's file.

PHOEBE
We got Tom.

As Morris enters, a DOG races in the door past him. It runs into the parlor and jumps on the couch, its head on its paws. Piper responds out of habit.

PIPER
Rasputin, get off the --
(then)
Rasputin...?

Phoebe and Piper exchange a look.

MORRIS
You got a dog?

PHOEBE
No. He's Grams's dog. He's just
been lost.

PIPER
For seven years. Phoebe...

PHOEBE
One small side effect. We can
handle it.

PIPER
(off phone ringing)
Why isn't the answering machine
picking up?

Piper races off to the kitchen. Phoebe turns to Morris, sheepishly explains:

PHOEBE
I cast a little spell.

MORRIS
The less I know, the happier I am.

As Phoebe and Morris exchange looks,

INT. MANOR - KITCHEN - CONTINUOUS

The PHONE RINGS incessantly. Piper grabs it. The answering machine blinks "FULL."

PIPER
(into phone)
Hello?... Old friend of Prue's?
... Let me get a pencil...

Piper opens a drawer. PENCILS AND PENS by the dozen spew forth. Piper bends down to get a pencil.

PIPER (cont'd)
(still into phone)
And I'm sure Prue's sorry you lost
touch...

Piper grabs a handful of pencils -- revealing a DIAMOND
RING lying on the floor beneath them. She squeals in
joy, drops the pencils, and grabs the ring.

PIPER (cont'd)
(into phone)
Call again soon, okay?

Piper hangs up the phone. She turns to show the ring
to Phoebe and Morris as they enter -- and gasps.

ANGLE ON MORRIS AND PHOEBE

as they enter the kitchen. Phoebe's hair is brunette.

PHOEBE
What is it? What did you find?

PIPER
Lost friends... Mom's ring... And
your brown hair...
(off her look)
Oh, yeah.

Phoebe turns, searches for a reflective surface, sees
herself:

PHOEBE
Oh, no, I don't want my brown hair
back. I want it to stay lost.

MORRIS
Wait, you were still a blonde when
you answered the door. How'd it
change...?

PHOEBE
It must be because I colored my
hair at the sink. I guess I
technically *lost* it here... and now
I've *found* it again.
(then, worries)
Hope this doesn't affect my
virginity.

PIPER
Wait, so everything's coming back
to where it was lost?

They react as a landslide of unmatched socks cascade into the kitchen from the laundry room. Probably every sock the girls have lost since kindergarten. Off Piper's look:

PHOEBE

Okay, so *big side effect*.

19 INT. MANOR - ATTIC - DAY 19

CLOSE ON Tom, defiant, as Prue paces in front of him. *

TOM

You don't scare me. I've been trained to handle witches.

PRUE

I'd forgotten how proud you were when we knew each other.

TOM

I've forgotten you completely.

It stings, but Prue keeps going.

PRUE

You won't tell me what happened because you don't want to admit how badly you screwed up.

TOM

I didn't.

PRUE

It's obvious. While you were still human, you were stupid enough to enter into a demonic contract.

TOM

I was never human.

PRUE

You had to have been, otherwise you never would've made it into the Academy.

(off his surprised look)

Yeah, I know about the Academy, Tom. I know about the chevrons, and I also know you haven't killed an innocent yet.

TOM

I will.

PRUE

You'll have to get past me, first.

TOM

Kellman'll kill us both if I don't.

PRUE

Who's Kellman?

Tom says nothing more. Prue takes a different track, kneels in front of him:

PRUE (cont'd)

Tom, listen to me, I know you. The real you. It's not lost, somewhere inside of you, it still exists. It's who you were -- it's who you are.

She holds up the yearbook to him, open to his picture.

PRUE (cont'd)

This is who you really are. This is who your mother keeps waiting for.

A glimmer of human pain appears across Tom's face, but is quickly squashed again.

TOM

Vanquish me, or I'll kill you, witch.

Prue reacts, defeated, then gets an idea.

PRUE

Neither's gonna happen. I'm going to save you from yourself whether you like it or not.

Then, as she walks out toward the door, she curiously, TELEKINETICALLY loosens the knots on his ropes. Off Tom, pissed:

PRUE

Listen, I've got an idea of how
to...

-- she stops mid-sentence, stunned at what she sees:

REVEAL the scene before her. The kitchen looks like a
flea market exploded. Morris, Piper, and Phoebe stand
in a sea of stuff. Socks, skates, balloons, jackets,
library books. Even the dying flowers are now joyously
in bloom.

PHOEBE

Looks like my "lost and found"
spell is a little too enthusiastic.

PIPER

We've been gathering things from
all over the house, it's endless.

MORRIS

I don't mean to sound paranoid, but
after all these years, I think I've
earned that right -- how do you
know your spell's not gonna find
demons you've already vanquished?

PIPER

You mean, like Belthazor?

Phoebe cuts her a look as:

PRUE

One demon at a time, did you find
out anything on Tom?

MORRIS

(offers it)
Just his missing persons file.

PRUE

Anything on a man named Kellman?

There is a CRASH upstairs.

PIPER

What was that?

PRUE

Tom. Escaping.

PHOEBE

What?

PRUE

I loosened his ropes. I want to track him back to whatever demon turned him. Break him, maybe we break his hold on Tom.

Prue hands the file back to Morris.

PRUE (cont'd)

Check on Kellman for me, find out everything you can.

Prue heads for the door.

PHOEBE

I guess we're leaving.

Piper and Phoebe wade through the mess to follow Prue.

PIPER

Shouldn't we reverse the spell before we go?

But Phoebe's already out the door. Piper reluctantly follows, leaving Morris alone standing amid the confusion a moment, kind of amused. Until he hears an UNEARTHLY MOANING coming from the walls. As he reacts and hurries out after them.

21 INT. OFFICE BUILDING - CORRIDOR - DAY

21

AS Tom hurries down the corridor. He enters the office at the end of the hall. After a moment, the sisters come around the corner into the corridor. They stop. Piper points at the office door.

PIPER

He must've gone in there.

PRUE

Ready?

PHOEBE

For what?

PRUE

To save him.

Prue leads the charge as the sisters enter:

22 INT. KELLMAN'S OFFICE - CONTINUOUS

22

The sisters crash in, poised to fight. But Tom's nowhere to be seen. No other exits, either.

PHOEBE

Okay, where'd he go?

PRUE

Doesn't make sense -- if he could vanish, he would've done it before.

PIPER

I've got a bad feeling about this...

*

*

23 INT. UNDERWORLD - ALWAYS NIGHT

23

AS elevator doors open in a dark, stone wall. Two DEMON GUARDS stand on either side of the doors. The doors open and Tom steps off the elevator. The doors close.

Tom walks down a dank, dark corridor. The two Guards follow him. The corridor feeds them into a large, cave-like room. Spartan, unforgiving. There's a large, shadowy area in the middle of the room. On the other side of the room, a tunnel leads into darker spaces.

Tom walks to a group of DEMONS who are clustered beside the ring. All the demons are impressive physical specimens. Kellman stands in the middle of the cluster.

TOM

I've got good news, Mr. Kellman.

KELLMAN

You killed the innocent?

TOM

Better -- I can deliver you three witches.

KELLMAN

Witches? I don't care about witches, I care about deadlines -- yours and mine.

(checks Tom's chevrons;
pissed)

If I weren't running out of time,
I'd wash you right out of the --

He interrupts himself, as if sensing something disquieting from Tom.

KELLMAN (cont'd)

Is that *humanity* I'm sensing from you? How'd that come back, that was supposed to be drummed out of you by now.

(before Tom can explain)

You need a refresher course.

Kellman gestures. LIGHTS BLAZE ON in the shadowy middle of the room, revealing a WRESTLING RING. Kellman nods to the Demon Guards, who grab Tom and lead him off.

24 INT. KELLMAN'S OFFICE - DAY

24 *

Piper and Phoebe try the windows, rap on walls, looking for hidden doors. Prue looks at plaques on the wall.

PIPER

So, what, Kellman poses as a human, offers athletes a way out of their problems?

PHOEBE

Just happens to be a demonic way out.

PRUE

What about your lost and found spell? Do you think you can rewrite it to find Tom?

PHOEBE

I can try... *

A beat, then:

PHOEBE (cont'd) *

Okay, how 'bout... "Show me the path I cannot find/To save Tom and restore Prue's peace of mind."

The elevator magically appears in the office wall.

PIPER

Whoa.

PRUE
(steps in)
Way to go, Phoebes.

PIPER
Prue, what are you doing? You
don't even know where that goes. *

PRUE
Oh... it goes down, I'm sure.
Anyone else coming?

PIPER
(off Phoebe's nod)
Remind me again why we're doing
this?

PHOEBE
Because your sisters have this
thing about saving bad boys.

PIPER
If I die before I get married, I'm
gonna be so mad at you two.

As the elevator doors slam shut,

24A INT. ELEVATOR SHAFT - CONTINUOUS (STOCK) 24A

As the elevator plummets into the bowels of the
Underworld.

25 INT. UNDERWORLD - ALWAYS NIGHT - CONTINUOUS 25 *

The elevator doors open. The girls, dizzy from the
rapid descent, slowly disembark and the doors close. *
The sisters move stealthily down the corridor. *

PIPER
I'd like to point out that I still
have a really bad feeling about
this.

The corridor leads them into the cave-like room. The
sisters take in the bizarre spectacle -- Kellman and
the other demons, gathered around the wrestling ring,
waiting for a match to start. A huge, demonic *
wrestler, THE SLAMMER, waits in the ring. *

THE SISTERS

struggle to process it all.

PHOEBE

Oh no, not wrestling!

*

FROM THE TUNNEL

enter the two Guards, escorting Tom and The Client to the ring.

IN THE RING

One Guard pushes the Client into the center of the ring, while the other holds Tom just outside the ropes. The Client is terrified. The Slammer charges the Client. He shoulder tosses the Client, then does a hammer drop, pinning him. The canvas ripples, then opens up and swallows the Client into a fiery abyss.

KELLMAN

Next?

Then, as the Guard shoves Tom into the ring. Off the sisters, stunned:

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

26

INT. UNDERWORLD - ALWAYS NIGHT

26

AS Tom struggles in the ring against The Slammer. Prue starts forward, going to his aid, but her sisters yank her back.

PIPER

Are you nuts?

PHOEBE

Let's go back topside and rethink this little escapade.

PRUE

That would be such a great plan. If Tom weren't seconds away from annihilation.

PHOEBE

Great. Risk ourselves to save a demon. I guess you're okay with it now that it's your demon.

PIPER

You two really need to talk, but not right now. What matters here is, isn't it stupid for three of us to sacrifice ourselves for one guy? Whatever kind of guy he is?

PRUE

What kind of witches are we if we start playing the odds, picking and choosing our innocents? Isn't this what we do?

Her sisters absorb that for a beat.

PHOEBE

So let's do it. *

IN THE RING

The Slammer does a suplex toss with Tom. Tom lands hard and The Slammer jumps on top of him. The two men struggle, The Slammer nearly pins Tom -- then stops because of the commotion --

OUTSIDE THE RING

Prue and her sisters charge forward. Her sisters follow. The demons watching the match react to the intrusion. They grab at the sisters. Piper FREEZES the scene.

PIPER

Move fast! I don't know how long this will hold!

Prue and Phoebe rush to the ring.

ANGLE ON KELLMAN *

unfrozen, reacting to the frozen demons around him. Only the two Guards are unfrozen. *

PRUE

Tom!

Kellman magically GESTURES toward Tom, and -- *

IN THE RING *

Back on his feet, as Tom turns -- a mirrored-sphere with a jagged blade protruding from it suddenly MATERIALIZES, its blade pointing threateningly at Tom's throat. Everyone stops, surprised. *

ANGLE ON KELLMAN

as he smugly walks among the frozen demons, followed by the two Guards. *

KELLMAN

Your parlor tricks will work on some of the newer boys. *

Kellman pulls up his sleeve, revealing eight chevrons.

KELLMAN (cont'd)

But the rest of us will be a little tougher.

Off the sisters, concerned,

27

INT. STATION HOUSE - INTERROGATION ROOM - DAY

27 *

AS Morris walks in, returning files to the file cabinet. Leo ORBS in next to him. Morris nearly drops his files, looking at the open door in a panic. No one saw Leo, but still --

MORRIS

Man, you cannot do that around here.

LEO

I can't sense the girls anywhere. That's never good. Do you know where they went?

MORRIS

They were tailing their demon, hoping he'd lead them to his... bigger demon.

LEO

Do they know who it is?

MORRIS

Prue asked me to check out a manager named Kellman. He paid all of Tom's bills after he disappeared, but --

LEO

Could be he's the recruiter. Do you have an address?

Morris hands Leo the file, points at the address.

MORRIS

Wait, you think Kellman's a demon? What kind of powers should we expect --

Morris heads for the door. But Leo ORBS out. The file drops to the floor. Morris stops and frowns.

MORRIS (cont'd)

Okay. That's just not fair.

28

INT. UNDERWORLD - ALWAYS NIGHT

28

It's a standoff. Kellman isn't backing down, neither are the sisters. The two Guards stand nearby. Tom and The Slammer are still in the ring, the sphere at Tom's throat.

*
*
*

KELLMAN

You girls are outta your league down here. You have no idea.

PRUE

We know you have a deadline, Mr. Kellman. Time to deliver your recruits?

Kellman wasn't expecting that. He smiles.

KELLMAN

And you think you can stop me. You think you can save him. I kinda admire that level of arrogance.

PRUE

We like to think of it as confidence.

KELLMAN

Get over it. He's lost.

TOM

I made a deal. I stand by it.

KELLMAN

See that? *

Kellman gestures and the sphere disappears. Tom jumps out of the ring and walks toward Kellman. The Slammer follows right behind, ready to attack Tom if necessary. *

KELLMAN (cont'd) *

Such a quick recovery. We kicked the humanity back out of him. And I've got the perfect kill for him to make. *

PIPER

Not if we put him on ice.

Piper FREEZES Tom. Kellman and The Slammer react. *

PIPER (cont'd)

Kinda hard to make him go kill an innocent now, isn't it?

KELLMAN

Unfreeze him.

PIPER

No.

(as Kellman moves toward her)

And if anything happens to me, he'll never unfreeze.

Kellman drops back a step. Phoebe whispers with Piper.

PHOEBE

That true?

PIPER

Let's hope we never find out.

KELLMAN

You're bluffing.

PRUE

Are we?

KELLMAN

(beat, then)

I'm listening.

PRUE

How about three witches in exchange
for Tom's soul?

PHOEBE

Prue...

PRUE

If we win, we get Tom back. If we
lose, you get Tom and the three of
us. Risk one to gain four.

KELLMAN

You really think you can win in the
ring?

PRUE

Well, we don't really have much of
a choice, do we? Only, if we win,
we don't go into the training
program, we go free.

KELLMAN

You've done your homework. Okay,
it's a deal -- you win, you go
free. But if you lose, you die. I
can't control the Ring. Only the
Source can.

PRUE

Understood.

Kellman goes to make his own preparations. The Slammer
stays with Tom. Piper, Prue and Phoebe move off to the
side. The two Guards stay with them. *

PIPER

Y'know that bad feeling I
mentioned? It's getting stronger.

The sisters start stripping down to T-shirts and jeans.
Prue stops Piper.

(CONTINUED)

PRUE

Piper, you need to stay with Tom,
keep him frozen.

PIPER

I'm so sick of this crappy freezing
power. If we live through this, I
better get a power bump soon or the
Elders are gonna hear about it.

PRUE

Okay. Our powers seem to have
limited effects on these guys, so
we're going to have to outmaneuver
them.

PHOEBE

And outsmart them. And keep our
shoulders off the mat. Piece of
cake.

PRUE

So... I guess we're as ready as
we're gonna be.

PHOEBE

Actually, there is one other thing.

Phoebe looks at Piper, then back at Prue. Piper
realizes what's coming.

PIPER

Now? This is your perfect moment?

PHOEBE

You're the one who said we might
not live through this.

PIPER

I didn't mean for you to tell her
now!

PRUE

Tell me what?

PHOEBE

That I didn't kill Cole. That he's
still alive.

Prue waits for the punchline. But a look to Piper
makes her realize Phoebe's telling the truth. But
before Prue can respond,

KELLMAN

(calling)

By the way. Since you're witches, I think it's only fair that I even the playing field. *

He points to the tunnel. *

OUT OF THE TUNNEL

blazes an otherworldly light. Out of the blinding light emerge the sisters' opponents. First, THUNDER, massive and mean. He's followed by MEGA-MAN. Bigger and badder than anyone the sisters have seen. *

MEGA-MAN

See this face? This is the face of pain. I am the bringer of pain. I'm gonna destroy you. You're gonna beg for mercy, but I don't know the meaning of the word!

The wrestlers enter the ring. The sisters size up their impressive opponents.

PRUE

And people think this is entertainment? *

The demons standing guard approach Prue and Phoebe who, getting the hint, enter --

28A INT. UNDERWORLD - RING - CONTINUOUS

28A

Phoebe climbs in first, Prue right behind her. As they enter and take their positions:

PHOEBE

So... are we okay?

PRUE

Not by a long shot. If you waited to tell me about Cole until now, hoping that we're going to die and you wouldn't have to deal with me, you've got another thing coming. I'm going to win this fight and save your ass so I can kick it myself when we get home.

Before Phoebe can respond, the wrestlers charge. The sisters counter -- Phoebe dives between Thunder's legs... *

...while Prue TELEKINETICALLY SENDS Mega-Man into the ropes. He bounces off the ropes, diving right back at Prue. She ducks and rolls.

Phoebe comes up out of her diving roll. Thunder charges Phoebe again. Phoebe spin-kicks Thunder to the ground.

Mega-Man pursues Prue, tries to sweep her. She does a quick combo of martial arts kicks and punches, driving him back.

OUTSIDE THE RING

Piper screams in frustration, wanting to help. She hurries forward, leaving Kellman, The Slammer, and a STILL FROZEN Tom behind her. *

PIPER

Yes! You can do this! Stay motivated!

(trying to help)

She lied to you, Prue! Phoebe, she thinks you're weak!

Piper cheers her sisters on. Kellman gestures, then --

PIPER (cont'd)

You go, girls! You --

-- suddenly, in mid-jump, Piper goes slack. She hits the ground, face first. A sphere protrudes from her back. Bleeding, Piper tries to crawl forward to the ring, but she collapses. *

IN THE RING

Prue and Phoebe see their sister go down. They rush to the ropes.

PHOEBE

Piper!

OUTSIDE THE RING

Tom UNFREEZES, as do the other demons. Kellman smiles, pleased.

KELLMAN

Called your bluff.

(to Tom)

(MORE)

KELLMAN (cont'd)

Let's go see how Mom's doing, shall we?

Kellman leads Tom to the elevator. The other demons move forward, eager to watch the fight. The Slammer joins them. *

IN THE RING

Prue and Phoebe try to climb out of the ring, but Mega-Man grabs Prue from behind and flips her back to the other side of the ring; simultaneously, Thunder grabs Phoebe and flips her onto her back, pinning her shoulders to the mat -- causing the canvas to begin to ripple by her head, opening to swallow her into the fiery abyss.

FADE OUT.

END ACT THREE

ACT FOUR

FADE IN:

29

INT. UNDERWORLD - RING - ALWAYS NIGHT

29

*

ON Phoebe, pinned by Thunder, who has her precariously perched over the fiery abyss. Prue, seeing this, uses all of her powers to flip Mega-Man up and over, slamming his face into the turnbuckle. Then, she runs and dive-tackles Thunder off of Phoebe, who sits up just as the fiery abyss closes.

*

*

PHOEBE

Thanks...

PRUE

We gotta help Piper.

Phoebe twists to look out of the ring.

OUTSIDE THE RING

Piper lies alarmingly motionless, the sphere still in her back.

IN THE RING

Phoebe turns back to Prue.

PHOEBE

How?

PRUE

By wrestling with our demons.

The wrestlers are back on their feet. Prue runs forward, diving into a copeira kick. She smashes Mega-Man in the face, spinning him into the ropes.

Thunder lunges at Phoebe. She LEVITATES, he misses her, and she kicks him in back of the head. He goes down hard. Phoebe lands beside him, kicking him again to flip him onto his back.

*

Mega-Man runs at Prue. Prue turns and runs away -- running right up the turnbuckle. At the top, she does a backflip, sailing through the air and landing on his shoulders. She pins his head with her thighs. She torques, slamming them both down on the canvas.

The sisters jump onto the chests of the fallen fighters to keep them down.

PRUE (cont'd)

One, two --

The sisters dive clear as the canvas ripples and swallows the two fighters.

ANGLE PRUE AND PHOEBE

as they clamber out of the ring, threatening. The demons regard them uncertainly.

PRUE (cont'd)

Anyone else want a piece of us...?

The demons assess them -- then wisely flee. The sisters race to pick Piper up, take the sphere out of her back.

PHOEBE

It's bad. We'll never make it to Leo in time.

PRUE

Yes, we will. C'mon...

As they scoop her up:

30&31 OMITTED

30&31

32 INT. KELLMAN'S OFFICE - DAY

32

ON Leo as he tears the office apart, looking for any clues. The elevator doors magically appear and open. Prue and Phoebe spill out, Piper cradled between them. They are stunned to see Leo.

PHOEBE

Leo...?!

LEO

What happened?

PRUE

Hurry, I think she stopped breathing.

As they set Piper on the floor, Leo works to heal her. After a few anxious beats:

LEO

It's working...

As he continues to heal her:

PHOEBE

Not that we're complaining, but
what are you doing here?

*
*
*

LEO

I was looking for you. Thought I'd
start with Kellman...

*
*
*

PHOEBE

He's the recruiter.

*
*

LEO

I figured. The Elders think the
key to defeating him is to turn one
of his recruits against him.

*
*
*
*

PHOEBE

(to Prue)

Which means we've got to find a way
to save Tom first.

*
*
*
*

PRUE

I'll call Morris, get him to bring
Tom's mom to the Manor. We just
need to figure out a way to get Tom
there, too.

*
*
*
*

PHOEBE

You want them both in the same
place?

*
*

PRUE

She's gotta be the key to saving
him, otherwise why would Kellman
want Tom to kill her?

*
*
*

PHOEBE

I suppose I could tweak the "lost
and found" spell again, lure him
home. Afterall, Tom's a lost soul,
right?

*
*
*
*
*

PRUE

It might work.

*
*

LEO

Go. I'll take care of Piper.

*

Prue and Phoebe race out, as Piper comes around, opens
her eyes and, seeing Leo, musters a smile:

*
*

PIPER

I found Mom's ring...

*
*

Off Leo's return smile: *

32A

INT. OFFICE BUILDING - CORRIDOR - DAY

32A *

as Prue and Phoebe emerge from Kellman's office: *

PHOEBE *

Prue -- maybe we should talk first. *

PRUE *

We'll have to figure out how to
take out Kellman on the way. *

PHOEBE *

That's not what I mean... *

PRUE *

(realizing) *

I don't think this is really the
time, Phoebe. *

PHOEBE *

What if it's the only time we've
got? We may not be able to figure
out how we're going to take out
Kellman. We could lose. *

PRUE *

We won't lose. *

PHOEBE *

You don't know that for sure, you
just want to save Tom. Which is
all I wanted to do for Cole, but
somehow that makes me a sinner and
you a saint -- how do you figure? *

PRUE *

Don't turn this around, Phoebe.
I'm not the one who kept secrets
from you. *

PHOEBE *

I didn't tell you because I knew
you wouldn't understand. You hated
Cole. *

PRUE *

I didn't trust him and I was right. *

PHOEBE *

You never gave him a chance. *

32A CONTINUED:

32A

PRUE

He didn't deserve one.

PHOEBE

Then, what makes Tom deserve one?

PRUE

Because he started out good, he didn't start out to kill us. Now, can we talk about this later?

Before Phoebe can respond, Prue's taken off. Phoebe takes a breath, follows:

32B EXT. STREET - DAY

32B

As Fran pulls up then gets out of her car, carrying groceries. Morris, across the street, gets out of his car, hurries up to her, flashing his badge.

MORRIS

Mrs. Peters? I'm Inspector Morris, San Francisco PD.

This is a day Fran's dreaded/prayed for six years. The groceries almost slip from her hands.

FRAN

... Tom?

MORRIS

Don't worry, he's alive -- will you come with me, please?

FRAN

Where is he? Is he hurt?

MORRIS

I'll explain on the way.

FRAN

No, I need to know now.

Her fear has gotten the better of her faith. Morris realizes, softens.

MORRIS

Mrs. Peters, Tom's in serious trouble, we don't have much time.

FRAN

What kind of trouble?

Start here

(CONTINUED)

How can Morris explain without freaking her out?

MORRIS

Some... friends of mine found him.
He got himself involved with some
bad... things. But my friends
believe he can be saved, with your
help.

FRAN

Friends, what friends -- I don't
understand.

MORRIS

(beat, admits)
Prue Halliwell.

Fran reacts to that with surprise, then decides to go
with him. And, as he escorts her to his car, we:

DISSOLVE TO:

33

INT. MANOR - CONSERVATORY - NIGHT

33

ON a wall. Distant, WAILING CRIES seem to issue from
the wall and, in fact, fill the house. REVEAL a
frightened Rasputin, growling and barking at the wall,
then --

ANGLE MORRIS AND FRAN

as they enter from the Dining Room, both uneasy to say
the least.

FRAN

What was that? What are those
noises?

MORRIS

I'm not quite sure, actually.

Then, Prue and Phoebe power in through the front door
giving Rasputin the opportunity to get the hell out of
there.

PRUE

Thanks for coming, Mrs. Peters.

FRAN

But, I don't understand...

PRUE

You will, soon.
(to Darryl)
Any sign of Kellman?

MORRIS

No, but --
(off WAILING)
-- there're plenty of other signs.

PHOEBE

(off the wailing)
Uh-oh... Sounds like a few lost
souls have been found.

As though in response, a dark wisp flies out of the wall. It rushes across the room, knocking over a vase as it swoops. Morris and the girls react. Fran crosses herself. *

PRUE

Better reverse the spell, quick.

FRAN

Where's Tom?!

There is a CRASH as the front door is kicked in. Prue and Phoebe run to meet --

-- Kellman and Tom as they burst in from the foyer. Kellman's furious to see Phoebe and Prue. Fran's shocked to see Tom.

FRAN (cont'd)

Tom!

KELLMAN

Wait, how did you...?

PRUE

'Cause we're not done with you.

KELLMAN

I told you, it's too late to save Tom. But thank you for bringing the victim to us.

(pointing to Fran)

Kill her, Tom.

Tom sends a FIREBALL at Fran. Fran screams, Phoebe knocks her out of the way. *

Prue MOVES Kellman across the room, crashing into the wall. He slumps to the floor. Tom moves to help him, but Prue grabs Tom.

PRUE

Tom, listen to me. It's not too late. Look at your mom. Remember how it felt to be human? To be loved?

Picking himself up, Kellman CONJURES a sphere. It stops at Fran's throat before Prue can move it. Fran SCREAMS. Everyone stops -- except the WAILING SOULS. Their keening builds to a terrifying pitch. More wisps issue forth from the walls. *

PHOEBE

Prue! We're about to have other problems from other worlds.

FRAN

Tom! Help me!

Fran's plea strikes a chord deep in Tom. Kellman, seeing that, charges forward to stand by Tom, orders:

KELLMAN

Kill her, dammit!

Tom looks deep into his mother's eyes. She holds his gaze. He puts his hand on the sphere -- and in a blindingly quick move, buries it in Kellman's neck.

Kellman crumples to the floor. His soul rises up, dark and menacing, and his body evaporates. The lost souls who have been keening throughout the house pour out of the walls to encircle Kellman's lost soul. The WAILING is deafening.

PHOEBE

What the hell's going on?

PRUE

I think the lost souls are welcoming a new friend. Get rid of them.

PHOEBE

Yeah, hang on... "I return what I
didn't want to find/ Let it be out
of sight, out of mind."

The lost souls swirl around Kellman's, whipping into a
whirlpool that sucks them all into eternity.

In the sudden quiet:

TOM

Mom?

The chevrons disappear from Tom's arm. Tom moves to
his mother: *

TOM (cont'd)

I'm so sorry...

FRAN

It's alright, Tommy, everything's
alright...

And as they embrace, Phoebe and Prue exchange a look:

PHOEBE

I guess some guys are worth saving
after all.

Off that:

DISSOLVE TO:

34 INT. MANOR - LIVING ROOM - NIGHT

34

AS Piper wags her hand in front of her sisters, showing
off her engagement ring. Leo stands proudly by.

PIPER

Isn't it beautiful?

PRUE

And it's right where it belongs.
So's Tom. Home with his mom.

LEO

And I got Rasputin back to the
family he's been living with.

PHOEBE

Maybe it's not such a bad spell
after all.

PIPER

Are you kidding? We're going to have to have yard sales every Saturday for a month to get rid of everything else.

LEO

And who knows what trouble those lost souls might have caused if they'd stayed.

PHOEBE

Okay, okay. I'll take care of it. You guys have a nice dinner.

Leo and Piper exit. Phoebe quietly places the original spell and the candle in the fire as Prue watches.

PHOEBE (cont'd)

So, now everything's back the way it should be.

PRUE

What about your hair?

PHOEBE

I've decided to leave it this way. I only did it to change my luck and it didn't, so... the blonde's not coming back. *

PRUE

Is anything else? *

Phoebe knows exactly what -- who -- she's talking about. This is hard, but: *

PHOEBE

No. You were right about Tom, I was wrong about Cole. I'm sorry, Prue. *

PRUE

You think that takes care of it? 'I'm sorry'? *

PHOEBE

I know an apology doesn't fix it. I'm not stupid. I know I made a bad choice. *

PRUE

A choice that betrayed us. *

PHOEBE

I didn't do it to betray you, I did
it out of love. *

PRUE

Yeah, well your love almost got us
killed. *

PHOEBE

You wanted to save Tom -- after how
many years? Why can't you
understand how I felt about Cole? *

Prue registers her sister's obvious pain, quiets.

PRUE

What I don't understand is how you
could lie. To Piper and me. A lie
that still poses a threat to all
three of us. *

There is no easy answer. Phoebe lets go of Prue, but
Prue doesn't move. After a moment,

PHOEBE

(beat)

Where do we go from here? *

PRUE

I don't know.

As the two sisters contemplate the fire and the
distance between them...

FADE OUT.

END OF EPISODE