

SUPERNATURAL

Episode #1210

"Lily Sunder Has Some Regrets"

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T13.19960
PRODUCTION DRAFT
BLUE DRAFT

09/14/16
10/18/16

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REVISION HISTORY

Revision	Date	Revised Pages
Production Draft - White	09/14/16	
Blue Draft	10/18/16	

Episode #1210

"Lily Sunder Has Some Regrets"

CAST LIST

SAM WINCHESTER
DEAN WINCHESTER

JARED PADALECKI
JENSEN ACKLES

CASTIEL

MISHA COLLINS

AKOBEL
BENJAMIN
ISHIM
MANAGER
MAY
MIRABEL
PAST CASTIEL
LILY SUNDER

LOCATION REPORTINT.

INT. BARCADE - NIGHT (DAY 1)	P.1
INT. ABANDONED CHURCH - SAME	P.4
INT. MEN OF LETTERS - SAME	P.4
INT. BARCADE - SAME	P.4
INT. BARCADE - SAME	P.4
INT. MEN OF LETTERS - NIGHT	P.5
INT. HOTEL ROOM - DAY - THE NEXT MORNING (DAY 2)	P.8
INT. BARCADE - DAY	P.8
INT. HOTEL ROOM - SAME	P.9
INT. DINER - NIGHT	P.10
INT. DINER - CONTINUOUS	P.12
INT. DINER - SAME	P.13
INT. ABANDONED CHURCH - DAY (DAY 3)	P.18
INT. ABANDONED CHURCH - DAY (THE PRESENT)	P.23
INT. HOTEL ROOM - INTERCUT	P.24
INT. ABANDONED CHURCH - SAME	P.24
INT. HOTEL ROOM - SAME	P.26
INT. ABANDONED CHURCH - NIGHT	P.27
INT. HOTEL HALLWAY - NIGHT	P.27
INT. PICTURESQUE MAINE HOME - DAY (FLASHBACK)	P.29
INT. HOTEL HALLWAY - SAME	P.30
INT. PICTURESQUE MAINE HOME - DAY (FLASHBACK)	P.30
INT. PICTURESQUE MAINE HOME - DAY (FLASHBACK)	P.31
INT. HOTEL HALLWAY - NIGHT (PRESENT)	P.33
INT. ABANDONED CHURCH - SAME	P.34
INT. HOTEL ROOM - LATER	P.34
INT. ABANDONED CHURCH - SAME	P.36
INT. ABANDONED CHURCH - NIGHT	P.37
INT. ABANDONED CHURCH - DAY (DAY 4)	P.42
INT. MEN OF LETTERS - NIGHT	P.43

EXT.

EXT. FRAME SHOP - SAME	P.3
EXT. DINER - NIGHT	P.10
EXT. DINER - SAME	P.12
EXT. BACK ALLEY - MOMENTS LATER	P.13
EXT. BACK ALLEY - NIGHT	P.15
EXT. MAINE ROAD - DAY (FLASHBACK)	P.19
EXT. PICTURESQUE MAINE HOME - DAY	P.20

SUPERNATURAL
"Lily Sunder Has Some Regrets"

TEASER

1 INT. BARCADE - NIGHT (DAY 1) 1

We're in a NOISY BARCADE. Noisy because of VIDEO GAMES not people. It's basically empty. It's past last call.

BENJAMIN (30s) is handsome and fastidiously groomed, in slacks, a dress shirt with rolled up sleeves, and a loosened neck tie. He's deeply engrossed in...

The Midway arcade classic RAMPAGE in all of its 8-bit glory. He's playing as RALPH the GIANT WEREWOLF-- the coolest one.

The MANAGER (40s), hipster stoner, is unplugging most of the GAMES around Benjamin and collecting EMPTY GLASSES.

MANAGER

Unplugging things now. Hint hint.

BENJAMIN

Yes. Almost finished.

MANAGER

You don't have to beat that game every night, man.

BENJAMIN

I disagree.

The Manager sets the empty glasses on the bar and picks up a full, black TRASH BAG.

MANAGER

Fine. But I'm takin' this out.
And when I'm back, we're closed.
You leave. End of story.

As the Manager disappears from view, Benjamin stays focused on the game, slamming the joystick around, eyes darting with the images on the screen as they reflect on his face.

LILY (O.C.)

You're too old for video games.

Benjamin is STARTLED and turns to find...

LILY SUNDER (apparently 40s) is fit, lean, her hair in a perfect body wave.

(CONTINUED)

CONTINUED:

She's in a silk blouse, fitted coat, slacks, and heels. Impeccable posture. Most notably, she has an EYE PATCH over her left eye. She's smiling.

BENJAMIN

Were you waiting to play?

LILY

Everyone deserves a turn.

He cocks his head. Something about her seems familiar--

BENJAMIN

I'm sorry... have we met?

LILY

(toying with him)

Have we?

ON BENJAMIN. Doesn't like this.

BENJAMIN

I'm leaving now.

He starts to go-- and Lily takes a step to the side placing herself squarely between Benjamin and the door.

BENJAMIN

Move out of my way.

LILY

Or?

BENJAMIN

Or I will move you.

LILY

Really?

(a smile)

Go ahead. Try.

*
*

Benjamin SIGHS and holds out his hand as if to MOTION her out of the way.

BENJAMIN

Suit yourself.

*

And NOTHING HAPPENS. Benjamin looks at his hand and then at Lily. He MOTIONS again. Still nothing.

LILY

Oh, Benjamin, your little angel tricks won't work on me.

(CONTINUED)

That's right, Benjamin is an ANGEL. And panic begins to creep onto his angel face. He drops his hand and an ANGEL BLADE slips from his sleeve into his hand.

BENJAMIN

Who are you?

In response, Lily tilts her head down and produces TWO ANGEL BLADES, one in each hand. She SPINS one of the blades with the nonchalance of an expert then DARTS at him...

And an INTENSE and BRUTAL KNIFE FIGHT ensues. Benjamin is good with an angel blade, but Lily is his match. It's almost like a dance. Benjamin knocks one of Lily's blades away and it SKITTERS BEHIND ONE OF THE MACHINES.

Lily steps back, INHALES, then dives back into the fray--

Slipping inside Benjamin's reach and knocking his blade away. Lily presses him against the wall.

She has the angel blade AGAINST HIS RIBS.

BENJAMIN

Don't-- please!

But Lily doesn't let up, DIGGING the tip of her blade into his side-- starting to CUT--

Terrified, Benjamin closes his eyes and tilts his head back. His lips move rapidly. Hushed. Is he praying? No, he's speaking ENOCHIAN. As the SOUNDS pour from his lips...

BENJAMIN

Oh-law zeer ah tee-loh-kah.

*
*

The LIGHTS FLICKER and the unplugged arcade games all COME TO LIFE around him, PIXELS, STATIC, and 8 BIT PINGS AND WHIRS.

Lily takes note of the disturbance and leans in as we GO CLOSE on her lips next to Benjamin's ear--

BENJAMIN

Oh-law zeer ah tee-loh-kah.
Yar-ree fee-fee-suh, pie
neez.

LILY

That's right. Call your
friends.

*

REVEAL MIRABEL (30s), statuesque, stiff, hair pulled back tight, all business in a fitted pea coat, as she examines FRAMED ART through the front window of a shop: several gorgeous paintings of BIRDS.

*
*
*

CONTINUED:

Suddenly something catches her attention. The STREETLIGHT
overhead FLICKERS. Maybe a DOLLY ZOOM as she tilts her head
up and HEARS BENJAMIN. Whispery. In her mind--

*
*
*

BENJAMIN (O.S.)

Ah-doe-yan lo-uh-get-huh oh-yaid
suh-neer, doe-yain luh-nuh buh-ruh.

*
*
*
*

3 INT. ABANDONED CHURCH - SAME 3

REVEAL ISHIM (50s), a salt-n-pepper type in a fitted suit, gruff and world-weary with a wry humor. He's in front of an enormous STAINED GLASS WINDOW in a church, although we can't see much of it. A nearby ELECTRIC LANTERN FLICKERS. Dolly zoom or similar, as he also tilts his head up and hears...

*
*
*

BENJAMIN (O.S.)
Oh-law oh-ruh-suh oh-duh suh-yaid.

*
*

4 INT. MEN OF LETTERS - SAME 4

REVEAL CASTIEL standing with his back to us in front of an immense HUNTER'S BOARD: photos, news clippings, and red marker lines connecting different points on maps. And a PROMINENT picture of KELLY KLINE.

Suddenly, the LIGHTS FLICKER a bit. Cass turns to reveal the deep concern creeping over his face. The same MOVE IN as Cass tilts his head up and hears--

*

BENJAMIN (O.S.)
Nuh-nah-ee-luh zee-rum ah-duh-fan-tuh!

*
*
*

5 INT. BARCADE - SAME 5

We CUT BACK to Benjamin-- panicked--

*

BENJAMIN
Nuh-nah-ee-luh zee-rum ah-duh-fan-tuh!

*
*
*

Lily leans in--

*

LILY
I've waited so long...

She SLIDES THE ANGEL BLADE BETWEEN BENJAMIN'S RIBS. Benjamin lurches and the ENOCHIAN stops. A WHITE LIGHT begins to BURST FORTH from his eyes and mouth as he FLAMES OUT.

6 OMITTED 6 *

7 INT. BARCADE - SAME 7

The MACHINES ARE SILENT. Lily pulls out the blade and let's Benjamin's body slump out of view leaving BURN MARKS LIKE BROKEN, MISSHAPEN WINGS on the wall.

*

"Lily Sunder..."

Blue Draft

10/18/16 4A.

7

CONTINUED:

7

We RACK FOCUS from his limp body on the floor to Lily's high heels in the background as they CLICK on the concrete. She walks away.

BLACKOUT.

END OF TEASER

ACT ONE

8 INT. MEN OF LETTERS - NIGHT

8

Dean is drinking coffee, taking in Castiel's "Kelly Kline" tracking board we saw earlier. With a CLANG of the door, Sam comes in from outside.

SAM

I was looking at that earlier.
Cass has been busy, huh?

DEAN

Sure. Busy not finding Kelly
Kline, or her Rosemary's baby.
(then)
How's a chick like that just drop
off the map?

SAM

(re: the board)
Think that's what he's trying to
figure out.
(then)
You hear from mom?

DEAN

Called last night. She's got a
line on a shapeshifter down in
Atlanta. Said we'd come down, but
she told me not to bother.
Apparently, she's "got it."

SAM

Then she's probably got it.
(off Dean)
Mom's good.

DEAN

Right, it's just-- she jumped back
in kinda fast, you know?

SAM

Yeah, but... I don't think we get
the kind of mom who stays home and
makes us chicken soup.

Dean nods-- true.

SAM

Have... you talked to Cass yet?

(CONTINUED)

DEAN

Nope.

SAM

So you're just gonna keep walking past each other in the kitchen, not saying a word?

DEAN

Maybe.

SAM

Look-- he killed Billie... but Cass saved us, he saved mom. You really gonna stay angry?

*

DEAN

I'm not pissed that he cares about us, Sam. I'm... grateful, but--

(then)

Billie said there'd be "cosmic consequences" if we broke that deal. You got any idea what that means?

SAM

No.

DEAN

Neither do I, but I'm guessin' it ain't all jellybeans and g-strings.

*

SAM

Cass thought he was doing the right thing.

*

CASTIEL (O.S.)

It was the right thing.

The guys turn to see CASTIEL in his COAT with a DUFFLE BAG.

DEAN

You sure about that?

CASTIEL

Yes.

DEAN

'Cause it seemed pretty damn stupid to me. And when the other shoe drops--

(CONTINUED)

CASTIEL
(end of conversation)
I'll deal with it.

Dean looks away-- doesn't like the answer.

SAM
What's with the bag?

CASTIEL
I have to go.

DEAN
You got a lead on Kelly?

CASTIEL
No. This is a personal matter.

SAM
And that means?

CASTIEL
Another angel, a friend, called out
for help-- *

DEAN
Good old reliable "angel radio."

CASTIEL
He was talking-- screaming, and
then he just... stopped.
(darkening)
I need to know if he's still alive. *

And that's put Cass in a dark place.

SAM
We'll come with you.

CASTIEL
Both of you?

ON DEAN. A beat, then--

DEAN
Sure. We help people, right?
(then, to Cass)
And we gotta keep you from doing
anything else stupid. *

Off Cass, less than thrilled.

9

INT. HOTEL ROOM - DAY - THE NEXT MORNING (DAY 2)

9

Lily's SMALL, BARE BONES hotel room consists of dingy walls, maybe a sad PAINTING OF FLOWERS, a bed, and a desk.

We drift over the desk to REVEAL it's covered in NOTEBOOKS, PAPERS WITH ENOCHIAN RUNES SCROLLED ON THEM, various small BOTTLES and RELICS, SEVERAL ANGEL BLADES and ANTIQUE PICTURES of her (looking the same age) with a MAN and a YOUNG GIRL. They look like family photos.

Lily is stretched out on top of the sheets, in the same outfit from the night before; her hands are clasped over her stomach, her JACKET thrown messy over the foot of the bed.

Is she sleeping? No, her lips are moving: quickly, hushed. We begin to hear quiet ENOCHIAN whispers all around her, dozens and dozens of voices rising in the air. She's listening to ANGEL RADIO like a police scanner.

But listening for what...?

10

INT. BARCADE - DAY

10

CLOSE ON. Broken, wing-shaped burn marks. WIDEN TO--

*

CASTIEL. Staring down at them. While SAM and DEAN, sporting Fed Threads, talk to the MANAGER near the door--

*

*

SAM

The police report says it was a "stabbing?"

MANAGER

Sure, that's the official story. I mean, I was outside, but-- dead guy? No blood? Come on. And those crazy burn marks...

*

*

ON CASS. Eyes on those "wings."

BACK TO SAM, DEAN AND THE MANAGER.

*

MANAGER

It's some cult thing, right? That's why the FBI is--

CASTIEL

Get out.

*

MANAGER

What?

DEAN

He means-- we'll take it from here.

The man nods-- EXITS-- and Dean CLOSES THE DOOR... as SAM moves toward CASS--

SAM

Cass? You okay?

CASTIEL

No.

(then)

Benjamin and I fought together.
He was a gifted warrior... how
could this happen?

But Sam doesn't have an answer for that. Then--

DEAN (O.S.)

Got something.

Sam and Cass turn, as Dean stretches behind one of the machines and pulls out an ANGEL BLADE. Cass takes the blade and feels it for weight.

CASTIEL

This isn't Benjamin's blade.

DEAN

So what? We got some angel-on-
angel action here? *

Suddenly Cass hears something else. The ENOCHIAN WHISPERS now familiar as ANGEL RADIO seep in. He tilts his head up.

SAM

Cass?

CASS COMES OUT OF IT. Looks to Sam and Dean-- *

CASTIEL

We have to go. Now.

The WHISPERS around Lily abruptly STOP as we GO IN CLOSE on her visible eye and it JOLTS open.

LILY

Castiel.

11 CONTINUED: 11

She grabs her coat, kisses her hand, presses it against ONE OF THE PHOTOS of the young girl, and then slips out the door.

12 EXT. DINER - NIGHT 12

Sam, Dean, and Cass approach the front door of a middle-of-the-road diner. Nothing fancy. An out of the way place.

SAM

Who are we meeting?

CASTIEL

His name is Ishim. Before I commanded my own flight of angels, my own battalion, I served under him. With Benjamin.

DEAN

So this guy knows what's going on?

CASTIEL

I'll find out. Wait here

DEAN

'Scuse me?

CASTIEL

Ishim said come alone and he... dislikes humans.

(then)

If I plan to do anything else "stupid," I'll let you know. *

He moves for the diner, leaving Sam and Dean behind--

13 INT. DINER - NIGHT 13

Cass walks into the diner and the BELL over the door RINGS.

It's relatively empty, but one booth is occupied. Well, Ishim is sitting hunched over a cup of coffee and Mirabel is sitting across the booth, stiff, looking directly at Castiel. She stands up. On edge. *

Cass spots them, TAKES A BREATH, and approaches them...

CASTIEL

Ishim. Mirabel. You kept your vessels all this time. Impressive.

MIRABEL

We are not careless.

(CONTINUED)

ISHIM

But you, Castiel-- I liked the old
you better.

Castiel slides into the booth across from Ishim. Mirabel
does not sit down. As they speak, Ishim just KEEPS ADDING
PACKETS or SPOONFULS OF SUGAR to his coffee. *

MIRABEL

We've been waiting. I suppose it
does take longer to get places now,
without our wings. You had a hand
in that, correct?

Uh oh. Seems like Mirabel isn't a big Cass fan.

ISHIM

Now Mirabel, some angels think of
Castiel as a hero.

(then)

After he left us, he had his own
flight to command. Balthazar,
Uriel, great soldiers-- all dead
now, of course.

(to Cass, off-hand)

You had a hand in that too. *

He finally looks up from his coffee. *

ISHIM (CONT'D)

So is he a hero? Is he a "spanner
in the works?" I don't know.

CASTIEL

I am not a hero. And sometimes
doing right requires sacrifice.

Ishim grins. Like "the cat who got the cream," as it were. *

ISHIM

True, but... it just always seems
to be other angels sacrificing for
your good deeds. Their wings.
Their lives-- *

CASTIEL

Are you here to insult me, or talk
about Benjamin? *

ISHIM

Can't we do both? *

14 EXT. DINER - SAME

14

Dean is pacing back and forth in a small area. Sam is leaning on the railing. Watching him.

SAM

And you're going to storm in,
riiight...

Without answering Dean GRUNTS in frustration and walks past Sam into the diner. The BELL RINGS. Sam SIGHS--

SAM

Now.

15 INT. DINER - CONTINUOUS

15

MIRABEL

In the years since we lost our
wings, two others from our flight
have been murdered. Like Benjamin.

*
*

ISHIM

We're what's left.

*

CASTIEL

Why didn't I know about this?

MIRABEL

(flatly)
We didn't think you'd care.

*

Cass is stunned. Ishim calmly stirs his coffee with a spoon.

DEAN (O.S.)

Hey.

The angels look up, as SAM and DEAN interrupt the conversation.

CASTIEL

Dean--?

DEAN

Feeling left out.

As he speaks, Sam and Dean slide into the booth next to Cass. It's not a comfortable squeeze.

ISHIM

I said come alone.

(CONTINUED)

CASTIEL

These are my friends. My friends
who don't listen very well.

*
*

He shoots the boys an annoyed look. Sam shifts,
uncomfortable--

SAM

Uh, hi, I'm--

MIRABEL

We know who you are.

*

ISHIM

(to Mirabel)

Check outside, for any others.

*

She nods and leaves.

CASTIEL

I only brought Sam and Dean.

ISHIM

As far as you know.

Mirabel walks the perimeter of the diner. As she rounds the
corner into the back alley, she hears a NOISE behind her and
spins aggressively... but there's nothing. She EXHALES...

And turns back to find herself face to face with Lily who
immediately PRESSES MIRABEL AGAINST A WALL, COVERS HER MOUTH,
and SHIVS her with an ANGEL BLADE before she can alert anyone.

LILY

Mirabel, right?

Mirabel's eyes go wide and she FLAMES OUT leaving the
familiar burn mark of broken wings on the wall behind her!

*

ON SAM, DEAN, CASS and ISHIM. Tense.

DEAN

So... who wants pie?

Ishim smirks-- eyes on Sam and Dean.

*

ISHIM

You know, when I knew Castiel, he
was a soldier. A warrior. An
angel's angel, but now...

(shakes his head)

Just look at how far he's fallen.
No wings. No home. Nothing but a
ratty old coat, and a pair of
poorly trained monkeys.

DEAN

Okay, pal, you can go to Hell.

CASTIEL

Dean, it's fine.

SAM

No it's not.

CASTIEL

This isn't about me, it's about
Benjamin.

ISHIM

That's refreshingly accurate. But
since you've invited extra "people"
to our little chat, we should go
somewhere more private. I have a
safe house nearby.

He gets up and drops a few dollars on the table.

ISHIM

I'll get Mirabel.
(then, to Cass, loaded)
It's so good to see you, old
friend.

He leaves. Sam and Dean slide out of the booth and move to
the other side facing Castiel.

SAM

Great guy.

DEAN

You just let him talk to you like
that, huh?

CASTIEL

Yes.

(then)

If Ishim can help me find the thing
that killed Benjamin, I--

(CONTINUED)

DEAN

Look, I get it, we need super dick's help, but--

CASTIEL

The angels I served with are being killed.

(then)

So I will put up with Ishim, and everything else, and you will too. Or you can leave.

*
*
*
*
*

Castiel gets up and heads for the door. Off Sam and Dean, whoa-- that was intense.

Outside, Ishim rounds the same corner we saw earlier...

ISHIM

Mirabel?

He stops at the sight of the wing marks burned into the wall under an exterior light. On the ground just below them, Mirabel's now lifeless vessel.

Ishim kneels next to the body. Behind him, we see Lily emerge from the darkness. Ishim's eyes move to the side. He's aware of her as she suddenly dives towards him...

But she is only able to get a SWIPE TO HIS SIDE in as Ishim dives away, gripping the wound where LIGHT SPILLS OUT.

He struggles to stand and his eyes land on her for the first time. They go WIDE WITH SHOCK.

ISHIM

You.

Lily makes a move-- but Ishim's faster. Grabbing her. Ishim raises a hand to SMITE LILY--

Her mouth, and one visible eye FILLS WITH LIGHT. But as quickly as it started, the LIGHT DISSIPATES.

And Lily smiles--

LILY

You can't smite me, Ishim. I'm not powerless anymore.

She SHOVES ISHIM BACK-- into the wall. Her arm lands across his throat.

ISHIM

How--?

She RAISES HER BLADE, as--

CASTIEL (O.S.)

No!

Lily turns-- to see CASTIEL charging her. Blade out--
Lily shifts back-- letting Ishim free-- as CASS SWINGS--
And SLICES HER SIDE. Lily hits the ground hard. HURT.
ON CASS. Staring at Lily--

CASTIEL

I know you.

ON ISHIM. Recovering--

ISHIM

Castiel-- kill her!

As Cass glances over at Ishim, Lily takes the opportunity to
grab a piece of brick from the ground and hurl it at Cass
with unimaginable strength.

Cass barely manages to dodge it, falling to the side as it
SHATTERS into the wall behind him next to the door...

Just as SAM and DEAN spill out of the diner. Lily's eyes go
to them--

LILY

You're not angels.

Sam and Dean pull guns--

SAM

You think?

LILY

I don't want to hurt you-- I don't
want to hurt any human.

(then)

Just let me finish what I started. *

DEAN

Yeah, not happening patches--

He takes a step forward-- and Lily raises a hand--

(CONTINUED)

BOOM! A BLAST OF WHITE LIGHT FILLS THE SCREEN!

ON SAM, DEAN, CASS and ISHIM-- shielding their eyes--

SAM BLINKS-- and we're in SAM'S POV as a BLURRY SHADOW moves away. Lily-- RUNNING.

SAM

There!

Sam lurches up-- CHASING HER. Dean right behind. Our boys ROUND A CORNER TO SEE--

Lily's RENTAL MUSTANG racing away. Kicking up dust. Sam stares, as Dean rubs his eyes--

*
*

DEAN

Can't see crap-- did you get the plate?

*

SAM

Yeah.

The Mustang disappears into the distance.

DEAN

Who the Hell was that?

BLACKOUT.

END OF ACT ONE

ACT TWO

19 INT. ABANDONED CHURCH - DAY (DAY 3)

19

The doors BANG open as Cass RUSHES in helping to support Ishim. Clearly in a lot of pain, he can't walk on his own. Sam and Dean enter behind them and close up the door.

We get a more complete view of Ishim's "safe house" now, the abandoned church we glimpsed in the teaser: dusty, plastic over the pews, a lot of STAINED GLASS. It's all overtly religious, nothing subtle.

CASTIEL

Let me see your wound.

*

Ishim pulls away. Leaning against one of the pews.

ISHIM

I'm fine.

*

CASTIEL

Ishim, how is she still alive?

Dean and Sam join in...

SAM

Wait-- you know her?

CASTIEL

Yes.

ISHIM

You don't owe them an explanation.

DEAN

Look, One-Eyed Willy back there wasn't trying to kill us. She was after you.

(then)

So talk, before she kicks the damn door in.

*

*

ON CASS. A dark beat, then--

CASTIEL

Before the Apocalypse, our kind very rarely came to Earth.

*

(CONTINUED)

SAM

Right, basically never.

CASTIEL

Yes, except... once. Many years ago, there was an... anomaly.

*

SAM

"Anomaly?"

ISHIM

They won't understand.

*

DEAN

Cass... what's going on?

We PUSH IN ON CASS as we CUT TO--

EXT. MAINE ROAD - DAY (FLASHBACK)

A dirt road in Maine. It's quiet. It's not the middle of nowhere, it's just not in the heart of this university town.

SUPER: ORONO, MAINE. 1901.

We hear a series of WING FLAPS and pan to REVEAL SIX WELL DRESSED (period outfits) ANGELS. Among them are Ishim, Benjamin, and Mirabel. Ishim is much brighter and standing tall, at this point he was still a powerful leader. Next to Ishim is a serious looking WOMAN (30s), black hair up, porcelain skin, and ICE BLUE EYES. Ishim straightens his jacket, crisp, and turns to the woman...

*

*

*

*

*

*

*

*

ISHIM

Castiel, are we all here?

This very serious woman is Cass in a previous vessel!

PAST CASTIEL

Yes.

*

BENJAMIN

What are we even doing on Earth?
It's so dusty.

MIRABEL

Stop complaining.

*

*

ISHIM

We're here because one of our fellow angels has taken a human wife--

*

*

There are RUMBLES from the group.

ISHIM

And they have a young daughter. *

A GASP from the group. ON PAST CASTIEL. Disturbed. *

PAST CASTIEL

A Nephilim? You're sure? *

ISHIM

(a nod)

Mommy's a monkey, daddy's got
wings, and junior's a human soul
mixed with angelic grace, she's-- *

MIRABEL *

Dangerous. Nephilim are forbidden
by the oldest laws in Heaven. *

Benjamin leans over to Mirabel and comments... *

BENJAMIN

We jumped down here for a kid? *

PAST CASTIEL *

Nephilim grow up. They grow into
their power, and then-- *

MIRABEL *

Entire worlds die. *

And that hits all of them. Beat, then-- with conviction--

PAST CASTIEL

They cannot be allowed to exist.

ISHIM

And so we've come, to set things
right. *

The group of angels approaches a lovely home. As they do...

The front door opens and AKOBEL (40s), bespectacled, bearded,
and physically strong, comes out on the front porch. Lily
(the same age as we've seen her even in the present, but with
no eye patch) and her young daughter MAY (7) are in the
doorway behind him. The daughter has a lanky WOODEN DOLL
dangling from her hand.CLOSE ON PAST CASTIEL as she INHALES upon seeing Lily and the
little girl for just a moment before...

LILY
Akobel, please.

AKOBEL
Go back inside. Just...

He leans in, WHISPERING something we can't hear. Lily takes a stunned beat, then nods... pulls her daughter back inside. Akobel closes the door-- turns to the angels--

AKOBEL
You have no business here.

ISHIM
Me? You were sent to observe
humanity, to watch and learn, but
instead...
(tut-tut)
Taking up with a filthy animal...
have you no shame?

*
*
*
*
*
*

Akobel fixes Ishim with a stern, knowing look. He MOVES DOWN THE STEPS-- toward the angels--

AKOBEL
Who are you to lecture me about
shame?
(then)
Humans aren't animals, they-- most
of them are good, and true, and...
how could anyone know them, and not
love them?

*
*
*
*
*
*
*

As he speaks, we FAVOR CASTIEL. Getting her reaction, then--

ISHIM
Touching, but we're not here for--

*
*

AKOBEL
I know why you're here.

*

An ANGEL BLADE drops into his hand--

BAM! And Akobel ATTACKS-- swinging his blade at ISHIM--

CLANG! And CASTIEL BLOCKS THE STRIKE with her own blade. Ishim doesn't even blink.

The OTHER ANGELS grab Akobel-- disarming him-- holding him tight. Ishim just smiles--

ISHIM

Castiel.

*

Past Cass steps up beside Akobel-- stern-- all business--

PAST CASTIEL

Akobel, Seraphim of the Sixth
Choir, you have lain with a human
and you fathered a Nephilim.

*

*

ON AKOBEL. Surprised--

AKOBEL

Wh--? (what)

BAM! Ishim's hand shoots out-- CHOKING AKOBEL. Cutting off
his words. Ishim nods to Past Cass-- standing strong--

*

ISHIM

Continue.

PAST CASTIEL

You have broken our most sacred
oath. And the penalty is--

*

SHUK! MIRABEL STABS AKOBEL! With an ANGLE BLADE. Flaming
him out.ON PAST CASS. Watching Akobel die, the light playing across
her face.

*

*

CASTIEL

Death.

When it's over-- Ishim DROPS AKOBEL'S CORPSE. Steps back--

ISHIM

Dispose of his vessel.
(then, re: the house)
(MORE)

ISHIM (CONT'D)

This next part, I'll do alone.

*

He walks up onto the porch and disappears into the house.

But we STAY WITH THE ANGELS. A few move Akobel's body away--

Mirabel wipes her angel blade with a handkerchief until it SHINES. Next to her, Past Castiel stares at the house. Watching. Waiting.

*
*
*

We hold for a long, quiet, TENSE BEAT, then--

The stillness is PIERCED by a WAIL OF GRIEF from inside.

OFF PAST CASTIEL-- UNEASY-- WE MATCH CUT TO--

*

CASTIEL. Finishing his story. And Sam and Dean are reeling.

*

SAM

Cass, you...

CASTIEL

We completed a mission.

DEAN

Some mission. That kid--

*

CASTIEL

(defensive but righteous)

It was horrific, but it was necessary. It was right.

ON DEAN. Not convinced--

DEAN

You say so...

SAM

And this woman--?

ISHIM

Lily Sunder. She was a professor of Apocalyptic Literature. She studied angels, spoke fluent Enochian.

And is there a hint of admiration in his voice?

ISHIM (CONT'D)

I showed mercy by letting her live,
and now--

DEAN

She's looking for payback.

Ishim nods-- that she is--

SAM

But she-- she's gotta be a hundred
years old.

CASTIEL

More.

DEAN

Well, somehow she's still hot and
kicking our asses.

ISHIM

Not "somehow." I know what she's
done.

And as he speaks, we CUT TO--

Lily SLAMS the door open and staggers in. Still holding the
cut on her side, she THROWS the door closed. Furious.

ISHIM (V.O.)

The woman's using dark magic-- some
demonic pact-- to stay young, to
give her strength, to make her
immune to our powers.

She moves for the bed-- sagging against it-- hurt-- bleeding.

DEAN

So we'll find her. Me and Sam.

CASTIEL

Dean--

DEAN

You heard her-- she doesn't care
about us, she's gunning for you.

SAM

Maybe we can reason with her.

CASTIEL

Four dead angels indicate that,
perhaps, she's not reasonable.

(then)

And if Lily has some... dark power,
it will take all of us to fight
her. I need to heal Ishim.

ON SAM. He gets where Cass is coming from, but--

SAM

Cass... they killed her family.

(off Cass)

I-- look, I know you were just
doing your job, but--

CASTIEL

But you think those angels deserved
to die? You think I deserve to die?

DEAN

That's not what he's saying.

CASTIEL

Then what is he saying?

SAM

We need to find her and explain
you're different now. Right?

ON CASS. A beat, then--

CASTIEL

It doesn't matter. She won't stop.

(beat)

Would you?

SAM AND DEAN trade a look-- no.

ISHIM

You heard Castiel-- it won't work.

SAM

We have to try.

DEAN

And we're not asking.

SAM AND DEAN EXIT. Leaving Ishim and Cass alone.

25

INT. HOTEL ROOM - SAME

25

Lily is looking in the mirror. She pulls up her sweater to examine the bloody gash on her side. It's severe.

Lily holds up a hand and rubs her fingers together. They begin to GLOW WITH AN EERIE WHITE LIGHT (ANGELIC LIGHT). She touches her fingers to the cut-- white light FLARES--

And Lily WINCES. IN AGONY. A beat, then--

She moves her hand away-- the wound has been healed. Lily bows her head, breathing heavy--

Then looks up-- looks at herself in the mirror-- her one visible eye focusing into steel. She's baaack...

BLACKOUT.

END OF ACT TWO

ACT THREE

26 INT. ABANDONED CHURCH - NIGHT 26

CASS examines ISHIM'S WOUND. Ishim grits his teeth-- trying to play tough--

ISHIM
The way you let those simians speak to you-- Castiel, when did you get so... gooey?

*
*

Cass ignores that-- focusing on the task at hand.

ISHIM (CONT'D)
Do you know why we're meant to stay away from them humans? It's not because we're a danger to them, it's because they're a danger to us. They make us weak. Case in point.

*
*
*
*
*

Now Cass looks up--

CASTIEL
No-- my friendship with Sam and Dean has made me stronger.

ISHIM
You can't really believe that.

*

ON CASS. Jaw set. All business.

CASTIEL
Your wound is deep. This will be taxing. And it will hurt.

He aggressively presses his hands against the wound. Ishim LURCHES in pain as WHITE LIGHT glows around Castiel's hands.

27 OMITTED 27 *

28 INT. HOTEL HALLWAY - NIGHT 28 *

The elevator BINGS and the doors open. Sam and Dean turn out into the narrow, dimly lit hallway. A BLUE GLOW from the hotel's NEON SIGN outside illuminates everything. Eerie.

*
*
*

DEAN
You sure about this address?

*

SAM

Lily's car was a rental. I called the company, told them she was wanted for questioning by the FBI. They pinged the LoJack, and--

DEAN

You can just say "yes."

SAM

How do you wanna play this? *

DEAN

We knock on her door, ask her
nicely not to kill anymore angels. *

SAM

And if she says no? *

DEAN

Then... we'll burn that bridge when
we come to it. *

The guys round the corner and SPOT SOMETHING that stops them
in their tracks. *

REVEAL Lily walking down the narrow hallway. She sees Sam
and Dean, and her hands immediately go to her ANGEL BLADES. *

SAM

Whoa, whoa!

DEAN

Give us a second.

LILY

How did you find me?

Sam steps forward, ignoring that. Dean reflexively pulls out
the DEMON BLADE, still unsure exactly what they're facing. *

SAM

We just want to talk, we-- we know
what happened to your family.

LILY

My--? *

DEAN

But Cass is our family, we can't
let you hurt him. *

LILY

Let me?

DEAN

We don't want to kill you. *

(CONTINUED)

LILY

I don't want to kill you. *

SAM

Okay, that's a solid place to start. *

(off Lily) *

Look-- it's not Cass' fault Heaven has these rules about Nephilim. *

LILY

...Nephilim? *

She seems CONFUSED. Sam and Dean trade a look-- weird--

SAM

Your daughter. *

ON LILY. Hardening. *

LILY

You think-- is that what Ishim told you? *

(then) *

I had my daughter long before I ever laid eyes on an angel. *

ON SAM AND DEAN. Shit... *

DEAN

So--

LILY

My daughter was human, she... *

She takes a beat, looking away-- fighting back emotion--

LILY

Her name was May, and she was beautiful. *

And as she speaks, we CUT TO--

The JUMP CUTS in Lily's version are JARRING and ABRUPT in stark contrast to Ishim's smooth recounting of events.

Lily's daughter May plays on the floor, with her WOODEN DOLL.

REVEAL Lily and Akobel sit across from each other at a table covered in BOOKS, NOTES, PAGES OF RUNIC SYMBOLS. It's the kind of house well-heeled academics live in. Bookshelves overflowing. A fire burns. Akobel drinks TEA.

AKOBEL

I find that doll disturbing.

LILY

Her father gave it to her. She loves it; leave it be.

They smile at each other and then Lily dives back into one of the LARGE TOMES. JUMP CUT TO--

INT. HOTEL HALLWAY -- SAME

The present. Sam and Dean exchange a wary look.

CLOSE ON Lily: Her face is stone but a single tear falls from her one visible eye. Unapologetic, pure, cold drama.

LILY

I had a life-- a wonderful life-- until...

(beat)

They took everything from me.

CUT TO--

INT. PICTURESQUE MAINE HOME - DAY (FLASHBACK)

We are seeing the doorway moment from earlier again, but from the other side. This is LILY'S VERSION OF THE STORY. PAST CASS and the other angels are visible behind AKOBEL.

LILY

Akobel, please.

AKOBEL

Go back inside. Just...

He leans in, WHISPERING something-- and THIS TIME WE HEAR IT--

AKOBEL

Take May. Run.

*

Lily takes a beat, then nods... pulls her daughter back inside. Akobel closes the door, and we JUMP CUT TO--

32

INT. PICTURESQUE MAINE HOME - DAY (FLASHBACK)

32

Lily GRABS PAPERS from her table. Gathering important things. Her DAUGHTER looks on-- wide-eyed-- scared--

MAY

Mommy?

LILY

Shhh, it's fine. Everything will be fine. I promise--

*
*

BOOM! A FLASH OF LIGHT from the lawn. Visible through the windows. AKOBEL, flaring out.

*

Lily lets out a yelp-- dropping her papers--

And hurries to her daughter, grabbing the girl's hand, as--

The DOOR OPENS. And Lily freezes to see--

ISHIM. Lily moves. Standing between Ishim and her daughter. She knows what they did to Akobel, but she tries her very best to hold her emotions and play strength.

LILY

Ishim, what have you done?

ISHIM

Ah ah, what have you done?

And from the tone in his voice, we know this is PERSONAL for Ishim. He takes a step forward-- seething--

ISHIM

I shared our secrets with you--
taught you our ways-- all for your
precious studies. I--

*

He swallows hard-- bitter--

ISHIM

I loved you--

LILY

You didn't love me, you were
obsessed, that isn't--

*

ISHIM

(snapping)
I loved you! And you threw me
away. For him.

(CONTINUED)

He's talking about Akobel. Lily-- voice quivering--

LILY

No, I should never have let you
into my life, I-- I needed Akobel
to protect me from you. *

ISHIM

Well... that didn't work, did it? *

ON LILY. Pained.

LILY

You killed him.

ISHIM

Obviously. *

LILY

And now you'll kill me. Because I
never loved you. *

ON ISHIM. That hurts, but he shakes his head.

ISHIM

No.

(then)

You broke my heart, Lily.

Lily cringes in fear. May clings to Lily's hand and
desperately clutches her doll. Ishim steps forward--

ISHIM (CONT'D)

So now I'm going to break yours.

Ishim WAVES HIS HAND and LILY slides backwards a few feet
into the table, leaving May alone--

MAY

Mommy!!

May tries to run, but Ishim grabs her-- the girl SCREAMS--

ISHIM

And you're powerless to stop me.
You. Are. Powerless.

ON LILY. Eyes wide. She lets out a WAIL OF GRIEF--

As her daughter's WOODEN DOLL clatters to the floor. Limp.

33

INT. HOTEL HALLWAY - NIGHT (PRESENT)

33

BACK IN THE PRESENT, Sam and Dean are gobsmacked. Lily finishes her story. *

LILY

All my life I dreamed of angels. I studied them-- made them my life's work-- until I finally learned the spell to summon one... Ishim.

She almost CHOKES on the name.

LILY (CONT'D)

When I saw him, it was like looking into the face of the divine. I thought he was perfect.

(beat)

But he is a monster. *

Our guys take a beat, absorbing that-- then Dean nods Sam to one side. A quick, SOTTO VOCE exchange... *

DEAN

You believe her?

SAM

I dunno-- yeah, kinda.

DEAN

Yeah. But we gotta be sure. I mean, Ishim's a tool, but--
(shakes his head)

I'll call Cass, run it by him.

As Dean pulls out his phone. Sam looks back at Lily. Who sits quiet. Lost in her own grief. Beat, then--

DEAN

(lowering the phone)
No answer. Dammit.

SAM

Just go. I'll stay here.

DEAN

I'm not leaving you alone with her, she--

LILY

"She's" completely harmless to humans, and "she" can hear you.

(CONTINUED)

33

CONTINUED:

33

Sam gives Dean a look: "I've got this." Dean glances at Lily, nods to Sam, and heads back to the church.

34

INT. ABANDONED CHURCH - SAME

34

Ishim is on his feet, stretching out. Spry. Cass staggers to one of the pews and sits down. Exhausted.

ISHIM

I feel better than I have in millennia.

CASTIEL

Oh, good.

ISHIM

Don't whine, you'll regain your strength soon enough.

Cass frowns-- checks his pocket--

CASTIEL

My phone-- have you seen it?

ON ISHIM. Hiding something--

*

ISHIM

'fraid not.

*

Cass frowns, and we're--

*

35

INT. HOTEL ROOM - LATER

35

Sam examines the items on Lily's desk, including a collection of ANGEL BLADES and the FAMILY PHOTOS.

SAM

Can I ask you a question?

*

*

He looks to Lily, who sits in a chair nearby. She is perfectly calm.

*

SAM

I mean, I get wanting revenge. I really do. But... why'd you wait so long?

*

*

*

*

LILY

I didn't have a choice. Before the angels fell-- before they lost their wings-- it would have been impossible to hunt them, but...

*

(then)

(MORE)

LILY (CONT'D)

Patience is a talent. You'd be amazed what a person can do with a little bit of purpose, and an abundance of time.

*

SAM

Ishim said you made some kinda pact--
that you're using dark magic.

LILY

Did he?

(then)

I've studied angels all of my very
long life. I use their magic. To
fight. To hear them. To stay
alive.

SAM

Enochian magic. That's possible?

LILY

If you're willing to pay the price
of admission.

She taps the EYE PATCH over her missing eye.

LILY (CONT'D)

Every time I use one of their
spells, a piece of my soul burns
away. And once it's gone...

SAM

(been there)

You won't feel anything, you won't
care about anything. You won't be
human anymore.

ON LILY. A beat, then a nod--

LILY

I used to dream about my daughter
every night. Do you know what I
dream about now? Nothing.

ON SAM. As that hits home--

LILY

You don't trust me, I understand.
But you will, you--

(then)

When your brother confronts Ishim,
the angel will kill him. From what
I hear, Ishim's a big man in Heaven
now. He's got too much to lose if
the truth about Akobel, or my
daughter, came out.

She looks to Sam--

"Lily Sunder..."

Blue Draft

10/18/16 36.

35

CONTINUED: (3)

35

LILY (CON'T)

And when your brother's dead, you
won't stand in my way anymore.
You'll help me.

*

*

OFF SAM-- conflicted--

36

INT. ABANDONED CHURCH - SAME

36

Dean walks in and spots Castiel slumped over one of the pews.
He rushes over to him...

DEAN

Cass! You okay?

Cass nods-- pained, but fighting through--

CASTIEL

I'll be fine-- and Ishim is fully
recovered.

DEAN

Okay. Well, maybe wish you hadn't
done that.

CASTIEL

Why?

DEAN

Look, this Lily chick? She says
her daughter was human.

(then)

I think Ishim-- he's playing you.

We see the shock of this land on Cass as he puts it together.

ISHIM (O.S.)

You're back.

Dean and Cass both look over to see Ishim standing in the
DOORWAY. Totally at ease with that judgmental smirk--

*

ISHIM

So... what's new?

*

BLACKOUT.

END OF ACT THREE

ACT FOUR

37

INT. ABANDONED CHURCH - NIGHT

37

We pick up right back where we left off. Ishim steps forward, as Cass rises-- wincing--

CASTIEL

Ishim... is it true?

ISHIM

True?

CASTIEL

Was Lily Sunder's daughter human?

ON ISHIM. Going cold, his smirk vanishing. *

ISHIM

Who told you that?

DEAN

She did. Said you were pretty obsessed-- that you went Fatal Attraction bunny-boiler on-- *

ISHIM

She's lying. *

CASTIEL

Why would she lie?

ISHIM

She's human. It's what they do. *

ON DEAN. Studying Ishim.

DEAN

If Lily's a liar, she's a good one. But you? Kinda suck.

ON ISHIM. Seething. To Castiel--

ISHIM

Who are you going to believe? Your brother? Or a filthy ape who talks down to you, who mocks you-- *

(CONTINUED)

DEAN

Hey! We don't always get along,
but Cass knows his real friends.

Ishim begins to walk towards Dean, menacing, but Cass steps
between them. He is clearly weak, but he is standing.

CASTIEL

Why do his words bother you so
much, Ishim?

ISHIM

Who's he to question my choices?
Who's he to question yours?

*
*
*

ON CASS. A beat, then--

CASTIEL

It seems... some of my choices may
need to be questioned.

(then)

The girl-- was she human? Tell me.

ON ISHIM. A longer beat, then-- a smile--

ISHIM

You wouldn't like the answer.

*

That's all Dean needs to hear. He goes for an ANGEL BLADE--

*

WHAM! And ISHIM WAVES A HAND-- throwing Dean back. Dean hits
the wall hard, angel blade clattering away. Ishim turns--

And CASS IS THERE. Throwing a PUNCH. Ishim dodges, counters--
BAM! Slugging Cass. Driving him to the ground--

ON DEAN. Pulling out a REGULAR KNIFE. CUTTING into his hand--

ON CASS AND ISHIM. As ISHIM beats the Hell out of Cass.
Punching him again-- and again--

ISHIM

I envied you, Castiel-- do you
believe that? You survived Hell,
you were chosen by God. You were
everything I dreamed of being. But
now? You're just... sad. And so,
painfully weak.

*
*
*
*
*
*

CASS SLUMPS TO THE FLOOR. Beaten. Ishim looms over him-- *

ISHIM

But I'm going to help you. *

He turns toward Dean-- who crouches, his BACK TO ISHIM.

ISHIM

I'm going to cure your human
weakness the same way I cured mine:
by cutting it out. *

An ANGEL BLADE falls into his hand, as he steps toward Dean--

Who shifts, revealing BLOODY ENOCHIAN SIGILS. Dean holds a
hand over them--

DEAN

Don't move!

ISHIM

Do it. Blast me away. Blast away
every angel in this room.

(then)

I'll survive. Castiel on the other
hand? He's weak, he might live...
or he might end up a bloody smear
on the wall. *

(then)

But hey, roll the dice. *

Dean looks at Cass. Barely conscious. DAMN! He pulls his
hand away.

ISHIM

That's what I thought. *

He takes another step-- *

LILY (O.S.)

Ishim! No! *

Ishim spins to see-- *

SAM and LILY! Sam moves to Dean, as Lily stalks toward Ishim--
her ANGEL BLADE OUT-- *

ISHIM

Hello, my love.

Lily charges and they FIGHT. Blades SPARKING--

ON SAM AND DEAN.

DEAN

Thought you were keeping her outta
this.

*
*

SAM

Changed my mind.

DEAN

Good call.

Sam's eyes go to the BLOOD SIGIL--

DEAN

Can't-- might kill Cass.

SAM

(drawing an ANGEL BLADE)
Plan B.

ON LILY. As-- BAM! Ishim sends her SPRAWLING. Ishim takes
a step toward her--

And SAM CHARGES IN. Dean, scooping up his angel blade, right
behind--

SLASH! Ishim cries out in pain as Sam slashes one of his
arms-- BAM! Ishim backhands Sam away--

SLASH! And Dean catches Ishim on the leg-- cutting deep.
Dean goes for another strike--

And ISHIM GRABS HIM BY THE THROAT. Lifting Dean-- tossing
him away like a rag doll. Then--

Ishim turns toward Lily--

ISHIM

It's over.

*

LILY

No.

She spins toward him-- rips her eye patch off and looks dead
at him. Her now exposed eye dances ablaze with WHITE LIGHT,
almost like fire.

LILY (CONT'D)

I will never be powerless again!

*

BOOM! Ishim is RATCHETED INTO THE WALL. HARD.

ON SAM AND DEAN. Watching. Shit.

(CONTINUED)

ON CASS. Same.

ON LILY. Moving toward him, holding a hand out--
TELEKINETICALLY HOLDING ISHIM AGAINST THE WALL--

But the angel just SMILES THROUGH THE PAIN--

ISHIM
You can't hold me forever.

And he's right. She's weakening. Lily's hand starts to
SHAKE--

And ISHIM TAKES ONE STEP FORWARD! THEN ANOTHER! He's almost
to LILY. Ishim raises his BLADE--

SAM AND DEAN lurch to their feet-- rushing at Ishim-- but
they're TOO FAR AWAY-- then--

Lily closes her eyes-- this is THE END--

BAM! And a hand grabs Ishim-- spinning him to see--

CASTIEL.

CASTIEL
She held you long enough.

Eye to eye, Castiel SHOVES an angel blade THROUGH Ishim's
chest. Ishim FLARES OUT-- and drops. DEAD.

Sam and Dean slow-- whoa--

Lily stares--

And Cass falls to his knees. Spent--

BLACKOUT.

END OF ACT FOUR

ACT FIVE

38

INT. ABANDONED CHURCH - DAY (DAY 4)

38

CLOSE ON: ISHIM'S BODY. Laying between burnt wings-- WIDEN TO--

LILY. Staring down at it. Replacing her EYE PATCH. *

SAM (O.S.)

So...

Lily turns, to see SAM-- DEAN and CASS right behind.

SAM

What now?

DEAN

You killed him-- you done?

Lily looks over at Cass. He does not look up at her. *

LILY

Revenge is all I've had for over a hundred years. It's what I am. *

DEAN

Wrong answer. You're done, you-- *

CASTIEL

Dean. *

Dean goes quiet-- Cass takes a step toward Lily.

CASTIEL

I'm sorry, I-- we were wrong. It's true that we didn't know that we were killing an innocent, but... ignorance is no excuse. *

(beat)

To lose a child, I can't imagine the depth of your loss. The pain. *

(CONTINUED)

Lily inhales, tearing up.

CASTIEL

So if you leave here, and find you can't forgive me... I'll be waiting.

ON LILY. A beat, then--

LILY

Thank you.

Though for what, we aren't quite sure. Lily turns-- moving for the door--

And OFF OUR GUYS--

CLOSE ON: The KELLY KLINE board. WIDEN--

CASS stares up at it. Still battered from his fight with Ishim. Beat, then--

SAM ENTERS, carrying a BEER, and DEAN is right behind-- carrying TWO BEERS of his own.

DEAN

Here. You earned it.

He offers one-- Cass takes it--

CASTIEL

This will do very little for me, but I appreciate the gesture.

Dean nods-- fair enough-- then--

SAM

Cass, what Ishim said... you're not weak. You know that, right?

Cass looks away-- still stung--

DEAN

Yeah, you've changed... but it's all for the good, man.

(then)

I mean, you've been with us pretty much every step of this long, messed up thrill ride. And no matter how crazy it got, you've never backed down, you--

SAM

You're the strongest person we've ever met, Cass. You are.

*
*
*

DEAN

(a nod)

What he said.

*
*
*

ON CASS. As that lands. A beat, then--

*

CASTIEL

Thank you.

*
*

DEAN

And... look, I don't like how the Billie thing went down-- and I know you thought it was the right thing-- and I'm not mad, Cass, I'm just... worried.

*
*
*
*

(then)

Things like that, "cosmic consequences," they got a habit of biting us in the ass.

*

CASTIEL

I know.

(then)

But I don't regret what I did. Even if it costs my life.

*

SAM

Dude... don't say that.

They share a beat-- then-- Dean looks to the board--

DEAN

What happens when you find Kelly,
and Lucifer Jr.? It's another
Nephilim, right?

CASTIEL

No, it's more.

(then)

An ordinary Nephilim is one of the
most dangerous beings in creation.
But one fathered by an archangel?
By the Devil himself? I can't even
imagine its power.

Dean nods-- shit--

SAM

Yeah... but it's a mom and her kid,
Cass. Can you really...?

CASTIEL

I... there was a time when I
wouldn't have hesitated, but now...

ON CASS. A long beat, then--

CASTIEL (CONT'D)

I don't know.

DEAN

So what do we do?

CASTIEL

Drink. And hope we can find a
better way.

That lands. And off our guys... sipping their beers...
staring up at the board, we--

BLACKOUT.

TO BE CONTINUED...