

**FAITH**

"Phantoms, Part Two"

by

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## TEASER

FADE IN:

1

INT. OLD THEATER LOBBY - AFTERNOON

1

Rachel and Dawn are looking around the lobby of the old theater. From the peeling paint that covers only half the graffiti on the walls, along with the cracks in the stone, the broken glass on the doors and the ticket booths, not to mention the semi-exposed insulation, the place looks halfway between decay and refurbishment.

They move over to the far wall and find a number of old posters advertising for performers that once appeared many years ago.

Amongst them are 'Zorbin the Magnificent', 'Dixie Daisy and Her Botanical Belles', 'The Hilariously Two-Faced Janus Brothers', 'The Bouncing Borcellini Brothers', and 'Jorge Intelligente, the Stupendously Cerebral'.

RACHEL

(intrigued)

Get a load of these guys.

(beat)

Wow.

DAWN

They're certainly a lot more interesting than the crap they serve up on TV most nights.

Suddenly a pair of HANDS fall upon their shoulders, which startle both Rachel and Dawn.

They slowly turn to look up into the wizened and hardened features of a tall, elderly, and imposing theater USHER.

USHER

Will you please take your seats, ladies? The show is about to begin.

Rachel and Dawn look at each other with apprehension, before looking back at the usher.

DAWN

Uhhh, thanks.

He nods silently, and moves off towards the doors of the main theater, and slowly opens them, and, with a grand sweep of his arm, indicates that they should go inside.

Dawn and Rachel look at each other again, and grasp each other's hands for comfort and security as they make their way inside.

2

INT. OLD THEATER - MAIN AUDITORIUM - NEXT

2

The girls pass through the threshold as the doors slam shut behind them.

As the camera pans over the chipped paint, the damaged seats and the semi-torn stage curtain, it is clear that the incredibly spacious and ornately designed auditorium is completely devoid of life.

This unsettling fact is becoming very evident to both Dawn and Rachel.

DAWN  
(nervously)  
Uhhh, Rache, don't you think its kinda odd that we're the only people in this theater?

RACHEL  
(theatrical)  
And what of this 'show' that had been spoken of?

DAWN  
(beat; mimics)  
With an empty house?

RACHEL  
(beat)  
In the middle of the day?  
(beat; raised eyebrow)  
What diabolical plans have seized the sinister magician's crazed... imagination?

A beat.

The two girls look at each other for a moment, then burst into a fit of giggles, breaking through the overly serious nature of the situation.

RACHEL (cont'd)  
Come on, let's sit down.

The two girls have the pick of the seats as we CUT TO:

3

INT. ASYLUM - STAFF ROOM - DAY

3

SYRUS, the greasy demon bartender, is securely tied to a chair, casting dirty looks towards ALEX and FAITH as they go through some paperwork, sheets spread all over the staff room table.

Faith looks up and clocks his evil stare, grinning at him and making a face of mock sympathy.

(CONTINUED)

FAITH

C'mon, Syrus! Lighten up. I'd have thought you'd have sold your own brother out to get tied up in a room with two hot girls.

ALEX

Maybe he thinks we're treating him badly?

FAITH

And why would he think that?

Syrus tries to speak through the thick TAPE over his mouth, but it just comes out as a MUMBLE.

Faith walks up to him, pauses and then TEARS the tape away with a loud SCRITCH.

SYRUS

Yow!

(sighs)

I said, 'when are you gonna ask me some questions?' I've been tied to this damn chair all morning!

FAITH

We're still waiting for the others.

SYRUS

(nods towards door)

What, like him?

Alex turns - and standing in the doorway is PRYOR.

ALEX

Oh, hi, we were just -

Pryor's stern expression cuts her off. He steps aside to reveal QUINN - followed by the shotgun-wielding NOA.

SYRUS

(eyes bulge)

Woah!

FAITH

What the hell?

SYRUS

Hey, hey! What is this? I said I'd talk, you don't need some gun-toting midget to scare me any more!

NOA

(raises finger)

Just a sec.

(CONTINUED)

She gestures towards Quinn with her shotgun.

NOA (cont'd)  
Go on, honey. Just like we  
rehearsed.

Alex and Faith swap a bemused glance, then look to Quinn as  
he SIGHS heavily.

QUINN  
I've got some explaining to do.

Alex and Faith don't look any less confused as we:

**BLACK OUT:**

**END OF TEASER**

ACT ONE

FADE IN:

4

INT. ASYLUM - STAFF ROOM - AFTERNOON

4

Alex, Faith, Pryor, Quinn and Noa are gathered together around a table.

Syrus and his chair have been dragged away nearer the door, looking quite uncomfortable, out of place and not really paying attention to what's going on.

Quinn and Pryor seem to be finishing up the explanation of their actions for the last few weeks.

QUINN

... and that's basically it.

PRYOR

We were decrypting the hard drives, but it was with the intention of trying to find something to help Kayla.

FAITH

So lemme get this straight.

(beat)

Not only did the Initiative try, and fail, to create their own Slayer, but when it all went FUBAR for 'em and their precious Clockwork Slayer started killing people, they decide to blame the deaths on me?

QUINN

(beat; casual)

Pretty much, yeah.

Faith sits back in her seat, places a hand to her forehead and starts to LAUGH, which causes the others to look at each other, and at her with confusion and bewilderment.

FAITH

(still laughing)

Sorry. I'm just finding it funny that after all the arguments we've had about keeping secrets from each other, and after all we've been through for the past three years, you still don't trust any of us!

QUINN

(beat)

That's not true.

(CONTINUED)

NOA

The hell it isn't!

Quinn looks as though he is about to respond, but Alex interjects.

ALEX

Look, we don't have time for this!  
We've got bigger things to worry  
about, so throw rocks at Quinn  
later.

Noa nods, but glares at Quinn.

NOA

(beat)

Where's the girl now?

QUINN

With Jane Cho.

(beat)

Don't worry, she's been sedated.

ALEX

(nods)

Good, let's move on.

She nods to Faith, who looks over her shoulder at Syrus, SNAPS her fingers (causing him to jump) and signals for him to come over to the table.

Syrus glares at her, but nobody comes to his aid. With no other option, he starts to BOUNCE his chair back across the room towards them.

Syrus finally reaches the table, thick with sweat, and looks out at the other faces around the table.

SYRUS

Okay, here's what I know, it isn't  
much, but you're welcome to it.

(beat)

It seems this Yen-Lo guy had quite  
a few meetings with your ol' pal  
Wilkins a few months back.  
Overheard a couple of his boys  
mentioning something about how  
Wilkins has got 'big plans' for  
this city. That Yen-Lo was a part  
of those plans. That he'd 'know  
what to do when it was time.'

CUT TO:

5 EXT. DARK ALLEYWAY - AFTERNOON

5

Hiding in the shadows behind a dumpster is the same mysterious HOODED FIGURE that observed Rachel earlier.

In one of the figure's gloved hands is a small pulsating crystal ORB, while in the other and held up to the ear is a small amethyst crystal.

The camera slowly comes around to reveal EVIL FAITH, who appears to be listening in on the conversation going on in the Asylum.

SYRUS (V.O.)  
(filtered)  
Then he pulls a disappearing act,  
and only just resurfaced a few  
weeks ago.

PRYOR (V.O.)  
What happened?

SYRUS (V.O.)  
I was doing inventory one day, when  
he just shows up on my doorstep,  
said he had 'need of my services,'  
that I'd be paid handsomely.  
(beat)  
I needed the money, and I didn't  
wanna think about what he'd do to  
me if I refused... so I agreed.

CUT TO:

6 INT. ASYLUM - STAFF ROOM - DAY

6

NOA  
And let me guess, he wanted you to  
design those VIP passes for him.

SYRUS  
(nods)  
Said he was planning a private  
gathering, that the passes were  
special invitations he would give  
out to a select group.

ALEX  
To test out some new strategy for  
Wilkins?

SYRUS  
(shakes head)  
I don't know.  
(beat)  
(MORE)

(CONTINUED)

CONTINUED:

SYRUS (cont'd)

There are those that say he's worse than a vampire. That he 'drinks the souls of the innocent' to make himself more powerful.

QUINN

(wryly)

How very Shang Tsung of him.

SYRUS

Apparently, he works out of a bunch of low-rent Soho theatres, always changing his name and moving around so he can't be traced. Means he gets his pick of the audiences to feed his habit.

NOA

And you just decided to work for him?

SYRUS

That's right.

NOA

(disgusted)

You let dozens of innocent people die, just so you could line your pockets?

SYRUS

Hey, don't you freakin' judge me! I've seen you humans do far worse for less!

FAITH

Yeah, well, Steve Rubelle never purposely killed anyone he chose to enter his parties.

NOA

OD'ing on coke and vodka was their own damn fault.

Syrus turns to look sharply at Faith, then at Noa, and before he can say anything further VI and RUTH enter the room, both with smiles of success on their faces.

VI

Just finished casting the tracer spell, and I've loaded up the car with a few essentials we might need.

ALEX

How did it go?

(CONTINUED)

CONTINUED: (2)

RUTH

Like a charm. Literally. As good as  
a big glowing arrow hovering over  
our bad guy.

FAITH

Good. Now, sorry to run...

Faith gets up from the table.

FAITH (cont'd)

... but we're going necro-hunting.

Alex tosses her a set of CAR KEYS.

ALEX

Here. Take the car.

FAITH

Thanks.

QUINN

I'll come with you.

Quinn gets up from the table, but Noa whips out her shotgun  
and points it right at him.

NOA

You are not going anywhere, mister.

QUINN

But I can...

FAITH

Quinn, I need you to stay here as  
part of the back-up plan, to get  
the others ready in case we can't  
stop Yen-Lo.

NOA

So sit your butt down, now!

Quinn raises his hands in defeat and sits back down, as Pryor  
stands.

PRYOR

I'll get started setting up some  
protection glyphs, maybe cast a few  
defense spells around the Gateway  
room.

ALEX

You think that'll stop him?

(CONTINUED)

PRYOR

I don't think so, but hopefully  
they'll slow him down long enough  
for us to stop him.

FAITH

(nods)

Get to it.

The others say their respective 'good-byes' and 'good lucks'  
as Faith and Vi exit the room.

SYRUS

Well, if there's nothing further...  
I've got a bar to run.

Syrus starts BOUNCING his chair away from the table. He is  
nearly back at the door when:

RUTH

(sweetly)

Oh, Syrus?

(beat)

You're not going to leave so soon,  
are you?

Syrus clenches his teeth and tightly shuts his eyes as we see  
Ruth, leaning the frame of the door, smiling beguilingly at  
him.

RUTH (cont'd)

(playfully)

Because I think there's something  
we need to discuss.

She looks towards the others. Alex nods, nudging Pryor - time  
to go.

PRYOR

Noa, let's go test the Asylum's  
defence systems. You can bring  
Quinn along if you want to keep an  
eye on him.

NOA

Damn straight, I do.

She POKES Quinn with her shotgun.

NOA (cont'd)

C'mon! Mush!

Quinn rises, following Alex and Pryor out of the room. Noa  
pauses to swap a glance with Ruth, a beat of silent  
communication between them.

(CONTINUED)

Ruth closes the door after Noa - and then LOCKS IT. Syrus GULPS audibly.

Ruth heads over to a satchel hanging from her chair, opening it and taking something out before she heads back over to the now visibly nervous Syrus.

She then brings up into view the strip club magazine with Jaleena's picture on the cover.

SYRUS

(shakily)

Look, Ruth, I can explain.

RUTH

(ignores him)

The fact that you knew where my  
sister could be this whole time,  
and you didn't tell me about it?

(beat)

What I can't understand is... why?

Syrus closes his eyes tightly for a moment, trying to find the words.

RUTH (cont'd)

(getting angry)

I asked you a question! If you knew  
where my sister was this whole  
time, why didn't you tell me?

Syrus then twists around and looks at her with anger and frustration in his eyes.

SYRUS

You wanna know why? You wanna know  
the truth?

(beat)

Nearly every damn day people are  
asking me, bribing me, and  
torturing me for information.

(beat)

But you? You were the first person  
that tantalized me with the hope of  
something more.

(beat)

I wanted to use what I knew to my  
own advantage. For once in my life,  
I wanted to be the one in control.

Ruth violently grabs him by the throat, and SLAMS him against the wall, chair and all!

(CONTINUED)

RUTH

You knew all this time about my  
sister, and you didn't tell me  
because you wanted to get in my  
pants?!

Ruth is trembling with rage as Syrus just smiles at how Ruth is losing control.

SYRUS

What are you gonna do? Turn me to  
stone? Well, go ahead, do it!

Ruth holds his defiant glare for a beat. And then she GRINS, the sight wiping the bravado from Syrus' expression.

Ruth places her hand to her glasses and whips them off her face!

Suddenly Syrus tightly closes his eyes as he clasps his hands together, as though praying.

SYRUS (cont'd)

(pleads)

Oh, no, please, I'm sorry, I'm  
sorry! I didn't mean it! I was  
scared, please don't! Please, I'm  
sorry, I'm sorry!

Syrus then starts whimpering and simpering like a little girl for a few moments until he slowly opens his eyes, and looks into Ruth's emerald green eyes.

He then looks down at himself and finds that he hasn't been turned to stone at all. He then brings his gaze upon Ruth once more, who looks at him with pity.

RUTH

You silly, twisted boy.

Syrus' eyes roll back in his head as he faints to the floor in a crumpled heap.

Ruth calmly replaces her glasses, unlocks the door and waltzes back out into:

Ruth passes one of the small SECURITY BOOTHS, to find Alex and Pryor waiting for her.

ALEX

Looks like those contact lenses are  
a success.

Ruth turns to see Alex with a broad smile on her face, something Ruth returns with a small grin of her own.

RUTH

How did you -

Alex nod towards the bank of CCTV monitors - one of which shows the interior of the staff room.

RUTH (cont'd)

I suppose it's just as well,  
because turning him to stone  
would've been too good for him.

(beat)

Thank you, Alex.

ALEX

No problem.

RUTH

(sighs)

Now, if you don't mind I've got to  
help Mr. Davison in Room 86 fight  
off those robotic worms he thinks  
are coming from Room 87.

With that, Ruth heads down the hall. Pryor crosses his arms, shaking his head.

PRYOR

Magic contact lenses?

(beat)

Wish I'd thought of that.

ALEX

I'm sure you would have, but you  
understandably had other things on  
your mind.

Alex quirks a mischevious eyebrow, which makes Pryor blush a deep crimson.

PRYOR

I - I don't - I mean, I haven't -  
we -

ALEX

(chuckles)

You're cute when you get flustered.

PRYOR

(blinks)

Thank you..?

Alex nods and places her hand on top of his.

(CONTINUED)

ALEX  
It's alright.

A moment of mutual understanding is shared between them.

ALEX (cont'd)  
Care to lend me a hand with the  
protection glyphs?

PRYOR  
(smiles)  
I'd love to.

They head off down the corridor as we CUT TO:

A rather inept acrobatics demonstration is just finishing up as the curtain closes, much to the pained amusement on the faces of Rachel and Dawn.

DAWN  
You know something? I think this  
Yen-Lo guy deserves to die simply  
for making us endure these ever  
decreasing levels of suckiness in  
our search.

RACHEL  
Yeah, tell me about it.  
(beat)  
I think we've entered the 7th  
Circle of Hell.

DAWN  
Ya think? I'd imagined it'd be  
warmer.

The lights suddenly dim, as both Dawn and Rachel groan in annoyance.

DAWN (cont'd)  
Oh good God, now what?

The curtain opens on a bare stage, which is shortly followed by a series of small EXPLOSIONS, each one leaving behind a plume of multi-colored smoke.

Out of that smoke emerges two black CASKETS, set on opposite ends of the stage, with a third casket slowly rising up to a standing position in the center.

Tall BRAZIERS line the stage, sending thick clouds of silvery smoke out into the auditorium.

The center casket slowly opens, and out steps an elderly ASIAN MAN dressed in the garb of a Chinese Mandarin, and using an ornately carved wooden walking stick, which he taps on the floor twice.

ASIAN MAN

Ladies and gentleman... Yen-Lo is here!

So here he is - this is YEN-LO. He bows theatrically, bending over pretty far for somebody who looks as old as he does.

Dawn and Rachel exchange a shocked look - is this their guy? They turn back to the stage.

YEN-LO

And for my first trick, I will need two volunteers from the audience...

His eyes fall on Dawn and Rachel, both now silent and rapt with attention. Yen-Lo smiles wickedly, displaying a mouth full of yellowed teeth.

YEN-LO (cont'd)

Ah. If you two young ladies would honour my stage with your presence?

In awe, both Rachel and Dawn slowly rise from their chairs, as though in a trance.

YEN-LO (cont'd)

Please, don't be afraid. Yen-Lo is not a man to fear.

Dawn and Rachel move in perfect unison down the aisles and up the stairs onto the stage itself.

From their viewpoint, each step they take makes Yen-Lo younger and younger, until he is standing upright with an air of royalty and regality.

YEN-LO (cont'd)

My children, the both of you carry within your hearts a heavy emotional burden.

(beat)

The burden of unfinished business, of things left unsaid, of broken hearts in need of mending. Is this not so?

Dawn and Rachel nod their acknowledgement.

YEN-LO (cont'd)

Do not despair, I am here to help alleviate those burdens.

(CONTINUED)

He indicates the two caskets on the opposite ends of the stage, the covers to which CREAK OPEN slowly.

Yen-Lo indicates the caskets with a wave of his arms, at which thick tendrils of BLACK SMOKE start to drift from within them.

YEN-LO (cont'd)

Simply enter the caskets, my young apprentices, and you will find your souls cleansed of all impurities, maladies and ailments in just a few moments.

The girls start to walk mechanically towards the caskets, until we hear:

FAITH (O.S.)

Give me a break. Is this a magic show or the Dr. Phil Show?

Standing in the wings off stage right, with her arms behind her back and a smirk on her face, is Faith.

Yen-Lo turns to her and LEERS with delight as Faith strolls boldly out onto the stage, and we:

**BLACK OUT:**

**END OF ACT ONE**

ACT TWO

FADE IN:

9

INT. OLD THEATER - EVENING

9

Yen-Lo claps his hands together as Faith stops before him.

YEN-LO

Miss Lehane, I've been expecting you.

(beat)

And where's your little friend, Miss Bowen?

FAITH

Oh, Vi's around. I'm just here to grab my friends, and we'll be outta your hair.

(moves to Dawn and Rachel)

So, if you don't mind...

Faith comes up and taps both girls on the shoulder, which seems to be enough to break them out of their respective trances.

RACHEL

(blinks)

Huh?

DAWN

What did - Faith?

FAITH

It's alright, squirt. Let me handle this one.

Faith ushers the two girls to stand behind her.

YEN-LO

I wouldn't be so eager to leave, my dear.

(beat)

I sense within your heart a great many emotional burdens, and one in particular comes through very strongly.

(beat)

Why don't you step over to my casket, and perhaps I can lift the chains of guilt around your heart?

Yen-Lo extends a hand towards Faith. Rachel and Dawn shake their heads and try to persuade her not to go with him, but Faith gives them both reassuring looks as though saying 'trust me'.

(CONTINUED)

Faith moves towards Yen-Lo, as they both move towards the center casket.

Yen-Lo gestures for Faith to open the casket, which Faith does as Yen-Lo steps back with passive delight.

Faith peers into the casket, then steps back and looks to Yen-Lo with a shrug.

FAITH

There's nothing in here.

Yen-Lo's smile fades into one of angered confusion.

YEN-LO

WHAT!?

He pushes Faith out of the way, and flings open the lid of the casket, only to come face to face with the barrel of a rather unusual HANDGUN being held by VI!

VI

Ta-da!

She pulls the trigger and a stream of emerald FLAMES engulfs his body, BLASTING him right into the auditorium seats!

FAITH

Alright, let's get outta here!

The four of them run down the stage and up the aisles towards the exit. They fling open the doors, only to leap back in shock when they find KAKISTOS there, ready to strike!

FAITH (cont'd)

(boggles)

Other way! Other way!

She SLAMS the doors and they run off towards another exit.

This time, when they fling open the doors they find a psychotically deranged KENNEDY holding an ax!

Dawn SCREAMS as Kennedy starts to swing the ax towards them, with Vi pulling her back as they SLAM the doors again.

RACHEL

Now what?

VI

Quick, the back doors!

They rush up the stairs and soon the doors to the casket on the left side of the stage swing open, revealing Kakistos, ready and eager to fight!

(CONTINUED)

KAKISTOS

Faith... I've waited a long time  
for this...

Kakistos looms over her, and Faith can't help but let a moment of fear cross her features...

... until Vi starts laying it into him, SMASHING one of the burning braziers across Kakistos' back!

The giant vampire ROARS with pain and stumbles forward, and Faith takes the chance to scramble back.

FAITH

I thought -

VI

Ghosts? Me too. Guess not. Maybe we  
can -

Kakistos suddenly lands a backhanded SMACK which sends Vi to the floor.

Vi reels as she picks herself up, and Faith looks away from the fight to notice that Yen-Lo's body is gone.

FAITH

What the hell?

She turns around and sees a badly burned Yen-Lo standing there.

YEN-LO

Insolent fools!

Before she can react, he waves his glowing hands around and tendrils of energy shoot out and entangle themselves around Faith's body, causing Faith to scream out as her body is contorted and wracked with pain.

Dawn and Rachel try to make a run for it, but the casket on the right side of the stage opens up as Kennedy steps out and SLAPS Rachel, sending her flying into the side of the middle casket.

KENNEDY

Leaving so soon... Dawnie?

Dawn slowly raises her fists, preparing to fight even as Kennedy advances towards her, bringing out her ax from behind her back.

She takes a swing at her, which Dawn very narrowly ducks, then delivers KICK to the stomach which knocks Kennedy's ax out of her hands and clattering to the floor near Rachel.

(CONTINUED)

Kennedy UPPERCUTS Dawn, sending her right into the auditorium seats, Kennedy leaping after her.

Rachel watches on in horror as each of her friends are being severely beaten. She looks at the ax, then at Yen-Lo, but as she reaches for the weapon:

TODD (O.S.)

Rache, wait.

Rachel looks up as the middle casket's door opens, revealing TODD!

RACHEL

Todd?

He extends his hand to her and helps her up.

RACHEL (cont'd)

Come on, we gotta help the others!

TODD

We can't, there's nothing we can do for them.

RACHEL

What are you talking about? They're gonna get killed if we don't do something!

TODD

Or, you're more likely to get killed trying to help them.

(beat)

Come on Rache, you should know that neither one of us were ever cut out for this kind of stuff.

(beat)

Don't make the same mistake I did. You still have a chance.

RACHEL

To what, run away? Leave Faith, Vi and Dawn to die?

TODD

They couldn't even protect me, and I was supposed to be their friend. Why shouldn't they die?

Rachel can't believe what she's hearing as she turns away from Todd.

TODD (cont'd)

Don't throw your life away, Rache. Get out while you still can.

(CONTINUED)

Rachel looks down at the ax again, then at Yen-Lo, and then her face becomes focused and determined as she turns to look at Todd.

RACHEL

No. You're not Todd.

(beat)

Todd would never turn his back on anyone, especially not his friends.

(beat)

And he sure as hell wouldn't want me to turn my back on anyone either.

TODD

Rachel, listen to me...

RACHEL

NO! Whatever you are, you are NOT Todd. So stop pretending to be him!

Todd's eyes roll back in his head, and he lets out an inhuman SCREAM as his entire body explodes into a mass of inky BLACK OOZE!

Rachel reels back in horror, but then remembers she's still holding the ax.

SHICK! She SLICES straight through the ooze, which flops wetly in two halves before her, squirming and WHINING like a wounded animal.

Having no time to be grossed out, Rachel rushes back towards the main fight.

Kennedy is still chasing after Dawn, Dawn clambering over the auditorium seats to try and escape the crazed Slayer.

On the stage, Kakistos grabs Vi by the leg and SWINGS her through the air, TOSSING Vi across the stage. She CRUNCHES into one of the tall braziers, sending a glob of HOT ASH down onto her!

Rachel sets her sights on Yen-Lo, who has his back to her as he continue to wring the life out of Faith, SQUEEZING her with the snapping tendrils of energy.

With nobody to mark her, Rachel gets a clean run up behind Yen-Lo, rearing back with her axe...

Faith drops to the floor, the beams of energy vanishing in a flash. Winded, she painfully turns to see:

Yen-Lo, his arms dropping limply to his sides. And then his HEAD slides off his shoulders, revealing a breathless Rachel as the head BOUNCES across the stage.

(CONTINUED)

Elsewhere, both Kakistos and Kennedy vanish in a clouds of black smoke.

FAITH  
(winces)  
Nice save, rookie.

Rachel goes to Faith and helps pull her up.

RACHEL  
No problem.

Rachel turns to see a shaken but unhurt Dawn give her a thumbs up, while the woozy Vi picks herself back up.

FAITH  
Is everybody okay?

Faith fumbles in her pocket and takes out a small bottle of PILLS, popping the cap open.

RACHEL  
(frowns)  
What are those?

FAITH  
Little pick-me-up Pryor sorted out  
for times like these.

Faith pops two RED PILLS into her mouth as she catches her breath.

Rachel drops the ax to the floor, which instantly evaporates into a cloud of black smoke as she drops to her knees.

FAITH (cont'd)  
You okay?

Rachel says nothing, and doesn't even acknowledge that she even heard Faith.

Faith then looks over at Dawn, who is also trying to catch her breath and pull herself up after the beating she took.

FAITH (cont'd)  
Dawnie, you alright?

DAWN  
(still on edge)  
Yeah. Yeah. Fine. Great.

Faith rushes over to Vi, who is groaning in pain. Vi turns and SPITS a mouthful of blood away.

VI  
What happened?

(CONTINUED)

FAITH

Rachel happened. She took out 'The Architect' for us.

YEN-LO (O.S.)

Don't be so certain of that!

The girls all look around suddenly, as the voice seems to be coming from everywhere.

YEN-LO (O.S.) (cont'd)

You honestly think that death has dominion over me?

Faith steps back, shouting into the air:

FAITH

Hate to call your bluff, but your body's right here!

YEN-LO (O.S.)

Is it really?

Faith, Vi, and Rachel look and see that indeed what they thought was Yen-Lo's body is nothing more than an already decaying CORPSE.

YEN-LO (O.S.) (cont'd)

I anticipated your arrival, and made certain the stage was set for one of my greatest illusions ever.

An echoing mocking LAUGHTER follows, which fades into the distance as Dawn limps back onto the stage.

VI

But if he wasn't really here...

Realization soon falls upon each one of them.

RACHEL

Then that must mean...

FAITH

Back to the Asylum. NOW!

They all head for the back exit as we CUT TO:

Noa is wheeling herself through the hall, a clipboard replacing the shotgun as she approaches a KEYPAD on the wall.

She types in a code, watching as GREEN LIGHTS flick on. From somewhere overhead, she hears a series of loud CLICKS. Satisfied, she nods and ticks something off.

(CONTINUED)

She rolls round the next corner to find Quinn performing a similar task, pulling a small handle (like a fire alarm) down and then back up.

Noa rolls her eyes and continues to move down the hall, and as he notices Quinn catches up to her.

QUINN

Noa, come on, don't be like this!

NOA

Like what?

(beat)

Like I shouldn't be upset that in spite of all we've been through in the two and a half years we've been together, you again managed to demonstrate just how much you still don't trust me?

(beat)

Get bent!

Noa goes to move on, but Quinn forcefully stands in front of her and stops her, much to Noa's ire.

QUINN

Oh, no. You are NOT getting the last word this time!

NOA

(cold)

Get out of my way, Jon.

QUINN

No! Not until you hear what I have to say!

(beat)

I will NOT continue to apologize to you or anyone else for trying to keep the people I care about safe from harm. Because, whether you like it or not, that's exactly what I was doing!

NOA

(overlapping)

I don't have time to deal with this right now!

(beat)

I've got work to do, and so do you. So stop talking and get back to work!

QUINN

Until when?

(CONTINUED)

NOA

Excuse me?

QUINN

Don't you think we've avoided this  
for long enough?

NOA

Avoided what? Me chewing your two-  
faced ass out yet again? No,  
actually, I think I could've quite  
happily never had this particular  
conversation ever again!

She starts to move, but Quinn STAMPS his hands down on her  
chair, holding it in place. Noa's glare could stop a  
rampaging animal in its tracks.

NOA (cont'd)

Move. Your. Hands.

QUINN

I want you to say you understand  
why I kept Kayla from you.

NOA

(rolls eyes)

First name terms, huh? Hell of a  
relationship you've got with the  
woman you were supposed to kill.

QUINN

(firm)

Say you understand. I'm not asking  
you to forgive me. Not yet. I just  
want to know that you at least  
appreciate why I did all this.

Noa holds his gaze for a long beat. She finally HUFFS loudly,  
lowering her head.

NOA

I understand.

Quinn slowly removes his hands and straightens.

QUINN

Thank you.

Noa is silent for a long moment.

NOA

We've got work to do.

She wheels around him, making a point of not making eye  
contact as she continues on her way.

(CONTINUED)

10 CONTINUED: (3)

10

Quinn lowers his head as Noa continues on her trek down the hall. Quinn watches her go, as we CUT TO:

11 INT. ASYLUM - CORRIDOR - NEXT

11

Quinn approaches Pryor and Alex, who are chatting warmly as they share a joke.

ALEX

Oh, hey.

QUINN

(nods)

Defence systems all check out in the east wing.

PRYOR

And we've secured all the entrances down into the old Asylum as best we can.

QUINN

Do you really think Wilkins is gonna try and storm this place again?

PRYOR

I think he'll try something different this time, which is why we have to be ready for anything.

QUINN

Yeah, I guess so.

(beat)

Speaking of 'ready for anything,' I'm just gonna go check on Kayla. Make sure she's settling into her new room okay.

ALEX

Call us if you need us.

Quinn nods, heading away as the duo watch him leave.

12 INT. ASYLUM - CELL BLOCK - NEXT

12

Quinn approaches Kayla's door and starts to KNOCK, pausing as the already open door starts to open.

QUINN

(frowns)

Kayla?

He cautiously pushes it open:

13 INT. ASYLUM - CELL - NEXT

13

The door of the cell opens and Quinn enters and stops dead in his tracks.

QUINN

Kayla!

We see that Kayla has not only been severely beaten and bloodied, but doesn't look to be breathing either.

Quinn rushes to her side and quickly feels for a pulse, and attempts to check for any sign that she is even breathing.

He looks up suddenly at the sound of the door closing, and is surprised and shocked before fear overcomes him as he is attacked, and before we can see who it is we CUT TO:

14 INT. ASYLUM - HALLWAY - EVENING

14

A few moments later, the door to the cell opens and the camera follows a pair of shoes that walk out of the room. The camera pans up and reveals a bloodied and disheveled JANE CHO, who gives a small, but malicious grin.

Tight CLOSE UP on her eyes for a moment, before the camera pulls back to reveal YEN-LO standing in her place!

We hold on his sneering face for a moment as we:

**BLACK OUT:**

**END OF ACT TWO**

ACT THREE

FADE IN:

15

INT. ROOM - DAY

15

There is an unearthly and ethereal glow which fills the room as we find Vi sleeping peacefully on a bed. She opens her eyes and sits up, looking around for a moment in confusion.

MALE VOICE (O.S.)

Hey, Bowen.

Vi turns and sees AARON sitting next to her with a smile on his face.

VI

(smiles)

Aaron.

(beat; smile fades)

Wait... this is a dream, isn't it?

AARON

(nods sadly)

Unfortunately. But it doesn't matter, 'cuz we don't have much time.

Aaron takes her hands into his and looks at her intently.

VI

For what?

AARON

For me to tell you what you need to know before you wake up.

(beat)

There are gonna be some dark days ahead, not just for you, but for the others.

VI

Well, in this line of work, sunflowers and puppy dogs ain't exactly the order of the day.

AARON

(serious)

Vi, this is important, please listen!

VI

(beat; nods)

Alright, I'm sorry. Sarcasm, nerves... it's a thing.

(CONTINUED)

AARON

There'll come a time when you'll be  
at a crossroads in your life, and  
you won't know which way to go.

(beat)

You may feel lost, scared and  
alone, but you must remember one  
important thing... you can always  
go home again.

VI

(confused)

What? I don't understand. What does  
that mean?

AARON

Exactly what it's supposed to mean.

(beat)

Now promise me you'll remember.

Vi hesitates for a moment, clearly still confused.

VI

Aaron...

He grips her hands tightly.

AARON

Promise me!

VI

Alright, alright! I promise.

(beat)

But I still don't understand.

AARON

(smiles)

You will, trust me.

Aaron then leans forward and places a soft kiss on her lips,  
before vanishing in a beam of white light as we CUT TO:

Vi LURCHES up from lying across Dawn's lap, looking around as  
she shuffles upright and looks ahead, and sees that Faith is  
driving a bit on the fast side, weaving in and out of traffic  
with focused determination.

VI

What's going on?

RACHEL

(worried)

We tried calling the others at the  
Asylum, but no one's picking up.

VI

How long till we get back?

DAWN

The way Faith's driving, probably  
in the next five minutes...

(beat; worried)

... in several pieces.

Vi gives Dawn a brief smile before returning her attention to Rachel.

VI

Keep trying, Rache.

As Rachel puts her cellphone to her ear we CUT TO:

INT. ASYLUM - PRYOR'S OFFICE - NIGHT

The phone is RINGING on the desk, but Pryor is nowhere in sight.

The door opens to reveal Pryor, just as the phone stops ringing, and he lets out a little sigh of irritation.

Pryor then realises his chair facing the opposite direction of the door - someone is sitting in it.

PRYOR

Can I help you?

MALE VOICE

I think perhaps you can.

Pryor's chair spins around and reveals MR. OWL, wearing a well-tailored suit, a neutral smile and a cruel glint in his eyes.

Pryor's eyes widen with shock and confusion.

PRYOR

Mr. Owl...

MR. OWL

Hello, Mr. Webb. Long time, no see.

Pryor quickly turns to head out the door, only to find Mr. Owl blocking his path.

MR. OWL (cont'd)

Oh, you can't possibly leave now,  
Mr. Webb. After all...

Mr. Owl slowly raises his left hand, revealing a STRAIGHT RAZOR.

(CONTINUED)

MR. OWL (cont'd)  
... we have so much catch up on.

Mr. Owl's features begin to change - his eyes swirl into a deep blood red, his skin tightening around his jaw as he starts to smile.

His smile stretches into a terrifyingly maniacal grin which displays all his teeth as they begin to CHATTER!

Pryor looks suitably spooked as Mr. Owl lashes out with his weapon, forcing Pryor to DUCK as we CUT TO:

Noa pushes the slightly ajar door to her room open and finds some of her belongings tossed around the room.

Noa's eyes widen and her mouth drops at what she sees.

The camera starts off on a pair of black stiletto heels, leading up a gorgeous pair of legs encased in some fishnet stockings, leading up to an impossibly tight pencil skirt, with a slit up the front, leading up to a strapless bustier which leads up to a heavily made up visage belonging to Noa herself!

Only this Noa looks a lot more cruel and sadistic, with dark red eye shadow and deep, ruby lipstick, looking for all the world like a Pussycat Doll.

NOA  
What the hell?

'PUSSYCAT DOLL' NOA  
What's the matter, DeRubria? Don't you recognize me?  
(beat)  
Perhaps I should pull up a chair so we can see each other eye to eye?

'Pussycat Doll' Noa tosses her hair back in classic Charlie's Angelesque motion and walks around Noa, with a distinct swagger and swish of her hips.

NOA  
What... are you?

'PUSSYCAT DOLL' NOA  
Don't you know? I'm the real Noa DeRubria?

Noa blinks, and then reality kicks in. She pulls her best 'shut yo' jibber jabba!' face.

NOA

What?

(penny drops)

Oh, I get it. I'm asleep, aren't I?  
Did I doze off doing my rounds or  
something? Is this my brain's way  
of telling me I'm unhappy?

(not impressed)

Trust me, sweetheart, this is the  
lamest Freudian slip I've ever had.

(beat)

Or something.

'PUSSYCAT DOLL' NOA

Make no mistake, princess, I'm just  
like you. Maybe a touch more  
ruthless, and definitely with way  
better fashion sense.

(beat)

But most important of all... I can  
walk.

Pussycat Noa smirks, and Noa's eyes narrow as her button is  
well and truly pushed.

NOA

Oh... you're gonna regret that.

Noa LAUNCHES herself from her wheelchair with a SCREAM at her  
own doppelganger, only to fall flat on her face as her other  
self steps quickly out of her path!

Noa struggles to push herself back up but receives a sharp  
KICK to the stomach which knocks the wind out of her.

'PUSSYCAT DOLL' NOA

Such a shame. No wonder the others  
can't rely on you out in the field.

(beat)

All someone has to do is knock you  
outta your chair, and you're about  
as useful and helpless as a newborn  
baby.

(beat)

Then all someone has to do is...

(kick)

... beat...

(kicks)

... the ever...

(kicks)

... living...

(kicks)

... crap...

(kicks)

... outta you!

(CONTINUED)

Noa tries to catch her breath as 'Pussycat Doll' Noa kneels down and grabs her by the hair, YANKING her up to look her in the eyes.

'PUSSYCAT DOLL' NOA (cont'd)

You know, after beating you senseless, maybe I oughta show Quinn what a real woman is capable of doing. I mean, I know he'd never say it to your face, but...

(whispers)

... you were a whole lot more fun in the sack when you could still use your legs.

She then proceeds to PUNCH Noa dead in the face as we CUT TO:

Music Cue: "Watching From the Outside" (A.N.T. Remix) by Demonika & The Darklings

The lobby of the hotel displays a very chic, Art Deco decor, looking like something right out of the 1940's, complete with a set of revolving doors.

Alex steps out of the revolving doors, wearing a fedora, a pair of sunglasses and a trench-coat.

She stands at the entrance for a moment, removes her sunglasses, pockets them and looks around the lobby.

MALE VOICE (O.S.)

Excuse me, ma'am?

Alex turns and sees a handsome, blonde haired security guard, looking very much like GABRIEL, dressed in a black suit and tie, standing next to her holding a metal detection wand.

Alex doesn't object as he runs the wand over her body, and as it reaches the area around her neck, the wand goes off.

Alex opens up her trench coat, grabs onto the small chain around her neck and pulls out an old army DOG TAG, which has the symbol of her Gateway tattoo imprinted onto it.

She removes the dog tag from her neck and hands it to the young security guard, who places it in his pocket, then nods to her and allows her to proceed.

She continues through the lobby, passing by Noa, who is placing a missing person notice on a pillar. The strange thing about the notice itself, is that below the words 'Have You Seen Me', we see Noa's face is clearly on display.

(CONTINUED)

She finally reaches the desk and sees Vi sitting behind the counter, reading a magazine, obviously bored out of her mind.

Before Alex can even say anything, and without looking up from her magazine, Vi takes a card key from a box of card keys beside her and flicks it at Alex, who catches it with one hand.

Alex nods her thanks as she looks around for a moment, as though to ensure that no one was following her as she heads for the elevator.

She presses the button to summon it, and almost immediately it opens to reveal a mirrored interior.

As Alex steps inside, she immediately takes notice that although she herself is the only occupant in the elevator, the mirrors tell a different story, as they display Pryor standing next to her as we CUT TO:

The elevator doors open and Alex steps out, taking a brief moment to look back at the reflection of Pryor, waving goodbye to her as the doors close.

She looks left and right, sees that the hallway is deserted. Unsure which direction to go in, she goes left, and walks past a number of doors which don't seem to have any numbers on them, only runes similar to the ones on the Gateway.

She at last comes to a rune she recognizes and inserts her key card into the electronic slot.

She turns the handle, but unfortunately the door won't open. She tries it again and the result is the same.

Confused, Alex shakes her head for a moment, closes her eyes, breathes in a sigh, then opens her eyes and is almost taken aback at the sight of Dawn standing next to her.

DAWN

Mind if I try?

Dawn takes the key card from Alex, puts it into the electronic slot, then turns the handle, which causes the door to open.

Alex stares in awe at the sight before her; the room itself seems to be in the process of being brought into existence, with a lone elderly Asian man inside moving his arms around like an artist painting on a canvas.

21

CONTINUED:

21

Alex continues to stare into the room and suddenly her entire body arches as she takes a sharp intake of breath. She turns around slowly as she sees the DOCTOR from the Alternate Asylum standing there, holding a bloody scalpel in his hand!

His eyes are focused with a malicious glint, and a devilish grin creeping on his face as he raises his hand to strike her across the throat as we CUT TO:

22

INT. ALEX'S OFFICE - NIGHT

22

We see Alex awakes with a jerk, seeing that she had fallen asleep in front of the computer on her desk, taking in gasps of air at the nightmare she just experienced.

She leans forward, resting her head in her hands, before something catches her eye on the desk.

She takes a look at the image before her, which is of one of the people being attacked the previous night by an energized black mass. She takes a closer look, and notices a BLACK TENDRIL emanating from the victim's head connecting to the black mass.

ALEX  
(realization)  
Wait a second...

She jumps up and heads for one of her bookcases, hauling out a thick, leather-bound volume and dropping it back onto her desk. She skims quickly through the pages, looking for:

An ILLUSTRATION of the same black mass, showing tendrils attached to its victims. Alex reads down the passage alongside the image.

ALEX (cont'd)  
Of course!

Alex's radio CRACKLES to life, as one of her orderly's panicked voice rings out:

ORDERLY  
(filtered)  
Hello? Pryor? Dr. Salus? Anybody!

Alex grabs the walkie-talkie and replies:

ALEX  
Justin? What's wrong?

ORDERLY  
It's Mrs. Dawkins! She's been attacked, someone... I need some help down here! Something is going very wrong!

(CONTINUED)

ALEX

Alright, I'm coming. Sit tight.

Alex gets up from her desk and heads for the door.

As soon as she opens it, she sees the Doctor from the Alternate Asylum standing there, holding a bloody scalpel in his hand!

Alex YELPS and ducks back as the scalpel SLASHES towards her, missing her throat by a fraction.

Alex stumbles to the floor, mouth hanging in shock as the Doctor slowly steps into the room.

DOCTOR

Alexandra, really... I'm disappointed in you.

Alex thinks fast, eyes flicking to the door and then over to a cabinet next to it.

DOCTOR (cont'd)

(advancing)

Your treatment wasn't anywhere near completed, but you had to go and bail out on us, didn't you?

(leers)

You'll never be cured. People with a sickness like yours... it's in their blood.

With that, he SLASHES down again, catching Alex's arm to a CRY of pain.

Alex is cut off, the Doctor blocking her escape, and as he looms over her, ready to strike again, we CUT TO:

Battered and bloody, Noa pulls herself inch by painstaking inch out of her room, every ragged breath sending fresh waves of pain through her body.

She drags herself along the floor, heading for what looks like an oversized fire alarm lever up on the wall - but it's a few feet too high for her.

She reaches for it, but her hands are a long way off, and as she moans with effort, stretching out, we CUT TO:

Alex's car SKIDS to a halt, CRASHING into another employee's car as the team hurriedly disembark and run for the doors.

25 INT. ASYLUM - RECEPTION - NEXT

25

Faith is through the doors first - and WHACK! She's floored as someone CLOTHESLINES her to the floor!

She lands with a THUD and looks up - and it's KAKISTOS towering over her!

Faith's panic lasts half a second, before she quickly yells back to the others:

FAITH

Run!!

Vi has to be dragged away by Dawn and Rachel, and as Faith scrambles to her feet, facing down the CACKLING vampire before her, we CUT TO:

26 INT. ASYLUM - CORRIDOR - NEXT

26

Vi, Dawn and Rachel race down another long hallway.

DAWN

What the hell is going on?!?

VI

Same as at that magic show!

RACHEL

Yen-Lo's using our own worst fears against us...

(to Vi)

... right?

VI

Looks like, so we need to -

A sudden SCREAM stops the girls dead, as a gang of ASYLUM PATIENTS come tearing towards them - and hot on their heels is a huge DEMON!

PATIENTS

Help! Save us! Please!

The demon ROARS as it POUNCES on the slowest patient, who SCREAMS as the demon starts tearing into him.

Vi quickly shoves Dawn into Rachel's arms as she draws a DAGGER from her jacket.

VI

Watch her! Find Pryor and the others!

Vi races into the fray, DROP-KICKING the demon and sending it sliding across the floor as we CUT TO:

27 INT. ASYLUM - RECEPTION - NEXT

27

WHAM! Faith drops to one knee as she takes a hit from Kakistos, and another HAMMER to her back knocks her face-first to the floor.

She struggles to rise, but a cloven-hoofed KICK to her chest spins her over, and she SLAMS painfully against the desk.

KAKISTOS

There's such power here, Faith...  
enough to make all of this real!

He GRABS Faith by the hair, and as she struggles he SPINS her round and TOSSES her back.

She sails through the air and SMASHES through the glass main doors, hitting the deck in a shower of broken glass.

Kakistos takes great pleasure in slowly striding over and rolling Faith onto her back, then STAMPING down on her.

As she reels, he clamps his foot against her throat, starting to push his weight down as she fights to push him off.

KAKISTOS (cont'd)

I know this is what you want. Just  
stop trying to fight it, Slayer. In  
the end... this is what always  
happens.

Faith gasps for air but nothing gets through, and as she pushes weakly against Kakistos' thick-set leg, we CUT TO:

28 INT. ASYLUM - CORRIDOR - NEXT

28

With SHOUTS and SCREAMS echoing around the whole complex, Dawn and Rachel rush into another corridor- and see Noa slumped on the floor!

RACHEL

Noa! Oh, God...

She hurries over, turning Noa over and checking her pulse.

DAWN

Is she...

RACHEL

She's alive. Barely. We need to -

POW! Rachel takes a KICK to the face - it's Pussycat Noa, once again! Dawn stumbles back in shock.

PUSSYCAT NOA

Yeah, you totally should do that.

(CONTINUED)

She turns on Noa, hands on hips with a smirk.

PUSSYCAT NOA (cont'd)  
And what do we have here? Slayer  
Junior?

DAWN  
I - I'm not... what are -

But Pussycat Noa just GRABS Dawn and HURLS her against the wall, and she CRACKS against it, knocking herself cold.

And hitting the alarm button at last.

Pussycat Noa rolls her eyes as ALARM KLAXONS start to sound, and heavy STEEL DOORS start descending from the ceiling.

PUSSYCAT NOA  
Crap.

As the Asylum starts to go into lockdown, we CUT TO:

Kakistos has Faith pinned down still, but his attention goes as the alarm starts to sound.

KAKISTOS  
What -

CRUNCH! Something FLIES into Kakistos, knocking him off Faith and sending him tumbling to the floor.

Wheezing, Faith starts to sit up - and sees KAYLA, fists clenched, adrenaline pumping, staring down at her!

KAYLA  
Looked like you could use some  
help...

Faith looks over as Kakistos starts to pick himself up, and with one last, disbelieving glance at Kayla, she hauls herself to her feet as we:

**BLACK OUT:**

**END OF ACT THREE**

**ACT FOUR**

FADE IN:

30 INT. ASYLUM - ALEX'S OFFICE - NIGHT 30

Alex is still trying to avoid the Doctor, hurling anything and everything she can get her hands on at him, as the ALARM KLAXONS begin to wail.

Alex looks to the doorway - and a criss-cross grid of GREEN LASERS flash across the frame.

Alex breaks for it and runs for the door, taking another CUT down her arm as she passes the Doctor.

31 INT. ASYLUM - CORRIDOR - NEXT 31

Alex stumbles and falls, turning as the Doctor charges through the doorway after her...

... but as he reaches the frame, there's a BLAZE of green light as he trips the lasers, and the Doctor HOWLS an unearthly scream as he's ZAPPED by the security system!

The Doctor THRASHES wildly as energy courses through him, before with a final, agonised HOWL he DISINTEGRATES, crumbling into BLACK ASH in moments!

Alex takes a second to catch her breath, then quickly gets up and dashes back into her office.

She returns a moment later, an armful of bizarre items in her arms, before she races off down the corridor.

A beat passes - and then Yen-Lo steps into frame, peering down at the remains of the Doctor.

He GRUNTS in annoyance, then walks on, taking his time as we CUT TO:

32 INT. ASYLUM - CORRIDOR - NIGHT 32

Alex turns a corner, and stops dead as she sees dozens more PATIENTS flooding out of their rooms - with all manner of GHOSTS and DEMONS swarming around them!

The patients are STAMPEDING like a herd of terrified animals, and Alex is almost swept away as the wave of bodies THUNDERS into her.

She sees Pryor up ahead, racing towards her and looking just as spooked as the residents.

ALEX

Pryor?

(CONTINUED)

PRYOR

Run! Keep moving!

She then sees what he's running from - Mr. Owl, features contorted so he now looks more like one of the CHATTERING ASSASSINS that almost finished the team off a while back!

Alex gapes for a beat, then quickly starts sorting through the items in her arms as Pryor reaches her.

PRYOR (cont'd)

Alex, come on! What are you doing?

ALEX

Just a minute...

PRYOR

We don't have time! These creatures, they're everywhere! They're in every wing!

ALEX

There!

She holds up something that looks like a small bundle of HERBS, which she quickly LIGHTS using a cheap cigarette lighter and HURLS at the incoming Assassin!

As the herbs hit the floor, they EXPLODE with a cloud of GREEN SMOKE, catching the Assassin in the middle!

The creature WAILS, flailing its arms - which begin to fall to pieces, crumbling to the same black ash as the Doctor!

Pryor watches, agog, as the Assassin is quickly reduced to a pile of ash. He turns to Alex, who manages a grin.

ALEX (cont'd)

Gilliam root. Destabilises spectral apparitions. Literally causes them to just... well, fall to pieces.

PRYOR

How did you -

ALEX

I saw something in one of the photos Dawn's friend took, made me remember an old passage I read when I was training.

With the panicked residents huddled on the floor, Alex nods for Pryor to follow her.

(CONTINUED)

ALEX (cont'd)  
We're dealing with free form, class  
seven, psychometrically-enhanced  
apparitions here.  
(off his look)  
Ghosts that get stronger the more  
scared we are of them. They're  
strengthened by negative emotions.

PRYOR  
Oh.  
(beat)  
I see the, ah, security system is  
working.

ALEX  
(nods)  
One of the others must have  
triggered it. It should have locked  
down all the residents except this  
lot, so we won't be having any  
friendly fire incidents.  
(grins)  
Ready to go save the others?

Pryor nods, following Alex as they rush off down the hallway,  
Alex pausing to close and lock a thick security door, sealing  
off the residents behind them.

33 INT. ASYLUM - RECEPTION - NEXT

33

Faith and Kayla keep their eyes on Kakistos as he slowly  
straightens, CRICKING his neck from side to side.

FAITH  
Alright... we both hit him at once.  
Keep him distracted.

KAYLA  
Will that work?

FAITH  
You got a better plan?

KAYLA  
No, I just mean... I'm not sure how  
I even saved you just then. I don't  
know how I, uh... switched on.

FAITH  
Really?  
(beat)  
Damn.

Kakistos sneers as he takes one step forward.

(CONTINUED)

FAITH (cont'd)  
New plan.  
(beat)  
Run!

The girls turn and RUN, with Kakistos lumbering after them as we CUT TO:

Quinn GROANS as he comes round, sitting upright - and noticing Kayla is gone. And then the ALARMS ringing.

QUINN  
Oh, man... Kayla?

He quickly hurries outside:

Quinn steps outside, seeing that the steel lockdown doors have cut off several parts of the Asylum.

QUINN  
Kayla! Can you hear me?

He takes a few steps forward - and then sees someone at the far end of the hallway, back turned to him.

QUINN (cont'd)  
Kayla!

He hurries closer - the woman is the right height, has the same long, curly hair and build.

QUINN (cont'd)  
Thank God, I thought you were -

He slows. Tenses up. The woman starts to turn towards him. Quinn's face pales as he sees her face.

QUINN (cont'd)  
(shocked)  
No...

It's a woman who looks a hell of a lot like Faith - more so than Kayla, even - but there's one difference. The BULLET HOLE in the middle of her forehead.

DEAD WOMAN  
Hello, Jon. Come back to make sure  
you finished the job?

Quinn staggers backwards - like he's just seen a ghost, obviously - and we CUT TO:

36

INT. ASYLUM - CORRIDOR - NEXT

36

Noa's dazed form is DUMPED back into her wheelchair by her double, with Rachel and Dawn still sprawled on the floor.

PUSSYCAT NOA

There! All better. Back where you belong.

Noa stirs, starting to lift her head and seeing her two fallen friends.

NOA

What did...  
(sees doppelganger)  
You...

PUSSYCAT NOA

None other. Just wanted to put on a little show for ya.

Behind Pussycat Noa, Alex and Pryor are creeping forward, Alex ready with another handful of the ghost-busting herbs. Noa makes eye contact, but quickly looks away.

PUSSYCAT NOA (cont'd)

See, this time, what I'm gonna do is slit your girlfriends' throats, one at a time, while you sit in that chair and try to stop me.

Noa knows she needs to buy Alex a little more time.

NOA

Proving what, exactly? That I'm always gonna be useless while I'm in this thing?  
(scoffs)  
You're the lamest ghost ever.

PUSSYCAT NOA

(darkens)  
That a fact?

NOA

Do you have any idea how many things I've killed while I've been in the chair?

PUSSYCAT NOA

So? Lucky shots, every time.

NOA

Yeah, tell that to the vamp I skewered to the wall when he tried to jump me.

(CONTINUED)

Behind them, Alex lights the herb and mimes throwing it to Noa - 'get ready.'

NOA (cont'd)  
You wanna know something else I can  
do better now I'm in this thing?

PUSSYCAT NOA  
What?

Alex TOSSES the flaming herbs, Noa CATCHES, and in one smooth motion THROWS it to the floor at her clone's feet!

There's a BANG, and Pussycat Noa SHRIEKS as she's engulfed in green smoke, stumbling backwards even as her body starts to turn to ASHES.

Noa watches, her expression grim as the evil double quickly dissolves into powder.

NOA  
(deadpan)  
Catch.

Pryor checks on Rachel and Dawn as Alex goes to Noa.

ALEX  
Are you alright?

NOA  
Dandy. Where are the others?

ALEX  
We're finding them, a few at a  
time. Did you trigger the alarm?

DAWN (O.S.)  
No...

They turn - Dawn nurses the large LUMP forming on her forehead.

DAWN (cont'd)  
... that'd be me.

PRYOR  
We should keep moving.

ALEX  
(nods)  
Lockdown protocol leaves routes  
open to the emergency exits only.

As the team gather themselves up and start to head off, we catch back up with:

37 INT. ASYLUM - HALLWAY - NEXT

37

Faith and Kayla hurry on, but Faith suddenly skids to a halt, rolling up her sleeve.

KAYLA

What? Come on, that thing's right behind us! We've gotta...

She trails off - Faith's tattoo is GLOWING.

KAYLA (cont'd)

Woah... what does that mean?

FAITH

I don't know, maybe...  
(gets it)  
The Gateway!

KAYLA

The what?

FAITH

This way!

Faith veers off down another turning, with Kayla glancing over her shoulder as she follows.

38 INT. ASYLUM - CORRIDOR - NEXT

38

Quinn keeps backing away from his phantom woman, who stretches her arms out towards him as she advances.

DEAD WOMAN

Come on, Jon! You were happy to get to know me... what's wrong now?

QUINN

(shakes head)  
No, no... please! No! I'm sorry!

DEAD WOMAN

'Sorry' isn't quite what I was looking for.

She drops her arms - and her eyes BLAZE with red light!

DEAD WOMAN (cont'd)

(cold)  
I was thinking more like listening to you scream as I tear your eyes out.

Quinn's radio CRACKLES, but he's too horrified to respond.

(CONTINUED)

NOA  
(filtered)  
Jon? Jon, stay where you are! We're  
coming to you, we'll be right  
there!

The woman raises one hand and CLAWS across Quinn's cheek,  
leaving three bloody SCRATCHES as we CUT TO:

Faith and Kayla appear on the other side of a security door,  
Faith swiping her keycard to unlock it.

Kayla steps through the door, SHIVERING as there's a brief  
pulse of GREEN LIGHT over her.

KAYLA  
What was that?

FAITH  
Defence grid. Keeps anything non-  
human out.

KAYLA  
Oh. Good.

Faith locks the door behind her and starts off down the  
gloomy corridor, but Kayla stops and calls out:

KAYLA (cont'd)  
Faith!

Faith stops and turns.

KAYLA (cont'd)  
Don't you want to... this is the  
first time we've met, right?

FAITH  
And?

KAYLA  
'And'? Faith, I'm... I was made  
because of you! Hell, for all I  
know I was made from you! Jon said  
they used the blood of a Slayer to  
turn me into... this, but he can't  
say which one.

FAITH  
What do you want from me? A hug? We  
need to keep moving!

KAYLA  
Why are you being like this?

FAITH

Because there are bigger things at stake here! Is it weird seeing you? Yeah! Is my brain screaming at me for not stopping and talking to you, to figure any of this out? Sure. Are we all gonna be dead if I don't do my job?

(beat)

This can wait.

And with that, she turns and jogs on. Defeated, Kayla starts to follow her.

KAYLA

I just don't see why -

ROAR! Kakistos BURSTS out of the darkness, SPEARING Kayla with one clawed hand and HURLING her down the corridor!

FAITH

No!!

Faith gapes as Kakistos rises to his full height, ready to chase her down - and then he SLAMS into the ground!

Despite the blood pouring from her side, Kayla lets out a feral YELL as she STAMPS on Kakistos' neck, FLIPPING back to her feet and raining down PUNCHES on the monstrous vamp.

KAYLA

(snarling; to Faith)

Go!

Faith hesitates, but as Kayla lets rip on Kakistos it's clear she doesn't need any help, her hands literally tearing chunks of flesh out of the vampire.

Faith drags herself away, racing off into the gloom as we CUT TO:

Quinn is curled up on the floor, the dead woman HACKING away at him with long, jagged nails as Alex, Pryor and the others turn the corner behind them.

ALEX

Quinn?

NOA

Jon! Hang on!

Alex starts to ready another shot of the herbs, as the dead woman KICKS Quinn viciously in the gut and turns.

DEAD WOMAN

Oh look, Jon, it's your friends!  
Maybe now I can tell them what's  
been on your mind?

QUINN

(gasping)

No... don't...

Pryor turns to Alex - the lighter is out of gas! She keeps  
flicking, but can't get a flame.

DEAD WOMAN

Hey, Noa, right?

NOA

Who the hell are you supposed to  
be?

DEAD WOMAN

(to Quinn)

I'm upset! You never told them  
about me?

(to Noa)

Why don't you ask him about me.  
About Melissa Lonnerly.

QUINN

Shut up!!

He TACKLES her to the ground, getting more SCRATCHES for his  
trouble as she fights back, raking her nails across him.

Noa looks across and sees Alex still trying to light the  
bundle of herbs, and SNATCHES it away.

NOA

Oh, for crying out loud...

She STRIKES it against one of her chair's wheels, LIGHTING IT  
and quickly THROWING it towards Quinn!

NOA (cont'd)

Jon! Fire in the hole!

The herb hits and EXPLODES, covering both Quinn and the woman  
in thick smoke, just as he CRIES OUT as she BITES into him!

Faith cautiously steps into the Gateway chamber, hearing the  
HUM of the Gateway itself long before she enters.

She peers round the doorway to see Yen-Lo standing before the  
GATEWAY, its runes GLOWING as he murmurs an incantation,  
hands clasped together in concentration.

Faith takes a breath, then boldly steps out into the open, clearing her throat.

Yen-Lo stops, slowly turning to face her. Faith gives him a little wave.

FAITH

Hope that didn't make ya have to start over.

Yen-Lo just smiles, which does its job of unsettling her.

FAITH (cont'd)

Step away from the Gateway. While you can still use your legs.

YEN-LO

I don't think I'll be doing that.

FAITH

(advances)

Because...

YEN-LO

Because there is quite literally nothing you can do to stop me now. The spell is complete. My phantoms have served their purpose.

(smirks)

How did your reunion with the vampire who made your reputation go, by the way?

FAITH

(shrugs)

No biggie. I mean, he's not the real deal. Figured that much out a while back. That kinda takes the wind out of it a bit.

YEN-LO

Really?

Yen-Lo's eyes glance over her shoulder - and Faith turns to see Kakistos in the doorway to the chamber!

Kayla is in his arms, and he drops her limp body to the ground at his feet. Her twisted neck means her lifeless eyes are left staring up at Faith.

Faith tenses up, fists clenching as the rage inside her builds again.

YEN-LO (cont'd)

And now... his work here is done.

(CONTINUED)

Yen-Lo SNAPS his fingers - and Kakistos VANISHES in a cloud of oily black smoke.

FAITH

No!

Faith spins round, her chance for revenge snatched away, but Yen-Lo just BOWS.

YEN-LO

I shall see you again soon.

He CLAPS his hands together - and both he and the Gateway start to SHIMMER - and then FADE AWAY!

Faith lets out a SNARL as she races towards him - but she PASSES THROUGH him as Yen-Lo disappears into thin air, taking the Gateway with him!

Faith whips round - the chamber is empty. Indentations in the floor mark the place where the Gateway should be standing.

Frantic, she turns a few more times, looking for something, anything to give her a way out of this - and then her eyes fall back on Kayla's body.

Faith sags, knowing that she's lost this one, and as she throws her head back and lets out a bottled up SCREAM of frustration, we CUT TO:

Alex and Pryor quickly waft the smoke away - and there's Quinn, dusted with black ash. He's bleeding from the wounds he took, but he's otherwise okay.

Pryor starts to help him up, Quinn like a dead weight, drained of all energy after his struggle.

RACHEL

Are you okay?

ALEX

We came as fast as we could, but we didn't know -

NOA

So who was she?

All eyes turn to Noa. She crosses her arms.

PRYOR

Noa, this isn't the time to -

NOA

It's exactly the time to ask.

(beat)

So who was she? Who's 'Melissa  
Lonnery'?

PRYOR

You don't have to answer that. Not  
right -

Quinn holds up a hand to cut him off. He looks up, right at  
Noa, holding her stern gaze.

QUINN

She's the woman I killed.

A beat. Jaws hang. Silence falls on the scene.

Until the security doors start to CLICK and WHIRR, rising  
back into place and revealing Faith - with Kayla in her arms.

Quinn turns, sees Kayla, and his heart sinks just that little  
bit further.

Faith doesn't need to say a word, and as the stunned team can  
only stare in horror at this double whammy, we DISSOLVE TO:

INT. CHURCH OF HESSIONISM - MAIN HALL - NIGHT

The main hall of the church has been cleared out - tables and  
chairs pushed to either side, with a large MAGIC CIRCLE now  
drawn on the floor, and INCENSE BURNERS lining it.

There's a rising HUM - and the GATEWAY shimmers into being  
right in the centre of the room, filling the whole circle.

Yen-Lo stands before it, hands still clasped together, until  
the shimmering stops and the Gateway stands, fully  
materialised.

Yen-Lo opens his eyes - and sees the grinning MAYOR WILKINS  
and DARK AMBROSIA before him.

MAYOR WILKINS

(subtitled from Mandarin)

Greetings, old friend.

YEN-LO

(subtitled from Mandarin)

It's good to see you again,  
Richard.

He takes a step forward - and FREEZES. He takes a sharp  
breath - and then KEELS OVER, crumpling to the floor and  
revealing a huge DAGGER in his back!

MAYOR WILKINS  
(shocked)  
Yen-Lo!

DARK AMBROSIA  
(beat)  
Unexpected.

EVIL FAITH (O.S.)  
We don't need him.

They both look up as EVIL FAITH steps out of the shadows, dusting her hands together. The Mayor glares at her, as close to furious as he'll ever get.

MAYOR WILKINS  
Faith! What in the name of Sam Hill  
do you think you're -

EVIL FAITH  
We have the Gateway, we have the  
Darkling as a power source, and now  
all we need is a key.  
(beat)  
And I know just where to find it.

The Mayor narrows his eyes - and then starts to CHUCKLE, shaking his head at his sidekick's audacity, and we:

**BLACK OUT:**

**END OF SHOW**