

PHOEBE

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FADE IN:

EXT. WOODS - DAY

A rugged forest in the wilds of Pennsylvania.

Summer. Midday. All is calm.

The sun peeps through the thick canopy, barely managing to reach the forest floor.

Birds sing. A deer browses.

FOOTSTEPS.

The deer lifts its head, detecting a disturbance.

A premature brown leaf falls from a tree and drifts lazily to the ground, landing just in front of four backpackers who march steadfastly along the trail.

Leading the group is REG, 28, African American, cheerful, a kind face, nerdy, decked out in the latest cutting edge hiking attire. He gazes up at the trees, meandering a bit, happy as a kid in this environment.

Right on Reg's heels is his girlfriend, MICHELLE, 27, Korean American, business-like, a hardcore hiker, staring ahead determinedly. She wishes Reg would stop lollygagging and move along.

Behind her: GRANT, 27, scruffy, aloof, dressed inadequately for backpacking -- lounge pants, Pink Floyd t-shirt, tennis shoes. He wears ear buds, humming along to music, but would rather be at home vegging out on his couch.

Finally there's Grant's girlfriend, LILY, 24. Small in stature, stoical, a sadness about her. Out of her element but trying to fit in. She stares down at the trail, not noticing her surroundings, deep in her own thoughts.

The four hikers trudge along in silence. Nature observes them as if they are unexpected visitors in this remote area.

The forest engulfs them as they disappear down the trail.

EXT. WOODS - LATER

The four hikers march on.

Lily has fallen back. She's struggling for some reason, but doesn't wish to bother the others. She pauses to readjust her pack.

She looks up ahead at Grant, who's lost in his music.

She gazes timidly up at the trees, which appear rather ominous to her. Ill at ease, she glances behind her and hurries to catch up with the others.

Michelle finds a pebble and playfully hurls it at Reg, striking him in the backside.

Startled, Reg turns and searches for the culprit. Michelle plays innocent.

Reg eyes Grant, who appears the most likely candidate. Grant gives him a "what are you looking at?" look.

Reg shrugs it off and continues on, then walks face-first into a spider web. He pauses, grimacing.

REG

Ugh! Not another one. Is there some kind of arachnid convention I should know about?

Michelle chuckles as he wipes the webbing off his face. Reg gives her a look.

REG

Now I know why you never walk in front.

Michelle runs up behind him and puts her arms around him.

MICHELLE

Our brave and fearless leader!

Michelle steals a quick kiss. Reg feels better now.

Grant, focused on his music, is oblivious to it all.

Lily observes Reg and Michelle, envious of their interactions.

EXT. WOODS - LATER

The group hikes on.

Reg now holds a stick in front of his face to protect him from spider webs. Michelle snickers at him.

Lily lags farther behind. She grimaces, limping a bit. She doesn't want to say anything, but...

LILY

Grant?

Grant, unaware, continues hiking, bobbing his head to music.

LILY

(louder)

Grant?

Grant glances back, pauses, removing his earbuds.

GRANT

Yeah babe?

LILY

My foot...

Grant doesn't understand. Reg and Michelle glance back at her.

LILY

(apologetic)

I think I'm getting a blister.

Michelle puts on a serious face.

MICHELLE

I got this.

She marches past Grant back to Lily.

REG

Lucky for you we have a dean's list nursing student on our hike. Well, more like 3.1 honor roll, but...

Michelle flips him a bird.

LILY

I should've said something earlier.

Michelle finds a rock to sit on and motions Lily over.

MICHELLE

Step into my office.

Lily sits and removes her sock and shoe. Michelle takes out her first aid kit and gets busy.

Lily notices a large, odd-looking insect crawling on the rock beside her. She scans the forest, appearing apprehensive.

Grant approaches and offers a grin.

GRANT
It's all good, babe. That's part
of hiking. Hey, now you have a
souvenir!

Lily shrugs.

As Michelle works, Lily removes from her pocket a bottle of
prescription meds. She takes a pill as Michelle gives her a
reassuring grin.

Grant wanders over to Reg. They gulp water from their
bottles.

REG
(softly)
You and Lily... everything okay?

Grant shrugs. He isn't sure.

REG
She's been... quiet.

Grant nods, resigned.

Michelle finishes applying moleskin to Lily's blister.

MICHELLE
Good as new!

Lily studies Michelle's handiwork, appreciative.

LILY
Thank you.

Michelle notices Lily's downbeat demeanor.

MICHELLE
You okay, girl?

She isn't. But puts on a brave face.

LILY
Yeah.

Forcing a grin, Lily stands and surveys the forest.

LILY
How much farther to the campsite?

MICHELLE
Five miles? Six maybe?

Lily considers. She nods, determined.

Michelle returns to Reg, passing Grant on the way, giving him a stern look.

MICHELLE
(quietly)
Maybe you should ditch the earbuds
and talk to your girlfriend.

Grant appears taken aback as Michelle marches off. He eyes Lily, who adjusts her gear. He approaches her, wanting to connect somehow.

GRANT
You better?

Lily nods, takes a deep breath.

LILY
Yeah.

Grant reaches over and kisses her on the forehead. A bit surprised, Lily manages a grin, then looks off into the forest.

Grant isn't sure if he's making progress. He stares off into the forest as well.

Reg and Michelle observe them from a distance.

MICHELLE
I think you need to have a talk
with your boy.

REG
I tried. He doesn't like me
interfering. I know he can be a
dick, but... he's trying.

Michelle gives him an "oh, please" look.

MICHELLE
She needs him.

They watch as Lily and Grant stare off into the distance.

REG
He was always distant like that.
Even in high school. I was the
only person he liked. And that's
only because I let him cheat off me
in Algebra.

He considers further.

REG

Maybe we shouldn't force it. I mean, they are two loners.

MICHELLE

I thought getting them out here in this environment would help. That maybe they would figure things out.

REG

She isn't the easiest person to figure out sometimes.

Michelle regards Lily.

MICHELLE

Yeah.

After a moment, Michelle has a thought.

MICHELLE

Maybe we shouldn't go all the way to Raven's Point.

REG

What? Why?

MICHELLE

I know that's our spot, but it's her first backpacking trip. We knew she wasn't the outdoor type. And with her condition...

Reg considers.

Meanwhile, Grant glances over at Lily, wanting to break the awkward silence. He surveys the trail.

GRANT

I have a feeling that right over that next ridge we're gonna find a shaved ice stand.

Lily gives him an odd look.

GRANT

I think I'll get mango. You?

Lily considers, hiding her amusement.

LILY

Umm... Tutti Frutti?

GRANT
Oooh, my ninth favorite flavor!

LILY
You have a top ten?

GRANT
Top 12, actually.

Lily manages a grin.

Grant puts his arm around her. He likes making her smile.
It doesn't happen much anymore.

Lily likes this feeling -- at least for the moment. He can
be charming sometimes.

Finally Reg and Michelle join them.

REG
Okay, gang. New plan. We're going
to a different spot.

MICHELLE
The good news: it's closer. The
bad news: there's no trail. So if
you don't mind roughing it a bit...

LILY
Don't change plans on my account.
I'm good now.

MICHELLE
No, it's a remote area we found on
the map. Looks like it has some
cool geological features. It'll be
a fun adventure!

Lily isn't certain. She considers.

LILY
Maybe there will a corn dog stand.

Reg and Michelle give her a curious look. Grant chuckles,
impressed.

And so they all head off down the trail.

REG
I really wish you wouldn't have
mentioned corn dogs. My camp
cooking is bound to disappoint in
comparison.

MICHELLE

True dat.

GRANT

Corn dogs: my fourth favorite
carnival food!

Lily grins, taking a deep breath, feeling better now.
Unknown to her, several insects hitch a ride on her backpack.

EXT. WOODS - DAY

Reg trudges through the forest, bushwhacking as he goes. The others follow.

REG

Funnel cake!

MICHELLE

Frozen cheesecake on a stick!

GRANT

Deep fried Twinkie!

Lily grimaces. Yuck.

Michelle studies her map and compass.

MICHELLE

(pointing)

We should be going more this way.

REG

Yes mam!

And so they head off in a different direction.

LILY

Um, are there any restrooms out
here?

EXT. WOODS - LATER

The four hikers reach a slight opening in the forest.

They admire the wild and rugged scenery. Odd rock
formations. Misshapen trees. Jagged boulders. A tall rock
that leans precipitously yet somehow hasn't fallen over.

Lily perks up, intrigued by this environment.

GRANT

Is this the spot you were talking about?

MICHELLE

Yeah. We'd never noticed it on the map until recently. There's a stream about a mile farther. That's where we'll camp.

They roam and explore, investigating the terrain.

Reg and Michelle duck behind a boulder. Reg steals a kiss.

Lily runs her hand over a tree's bark, fascinated.

Grant examines some berries on a shrub.

Reg studies their surroundings, impressed.

REG

We should live here!

Michelle chuckles at the thought.

REG

It's perfect! No traffic. No bills. And plenty of inspiration. Lily can make her jewelry and art.

Lily grins, captivated by the thought.

REG

Grant can still be an audio engineer. Record bird songs. Collaborate with wildlife. Put out mix tapes.

Grant considers. Maybe.

REG

Michelle can practice her nursing skills on animals. I'm sure squirrels and raccoons catch colds. Sprain ankles.

Michelle snickers.

MICHELLE

But what about poor Reg? What would a computer software developer do in the wilderness?

Reg mulls it over.

REG
Sleep. Eat. And, well...

He gives Michelle a sly look.

MICHELLE
You can't handle that much me.

They all chuckle.

Lily wanders around exploring. Grant observes her, surprised by her newfound curiosity.

Lily notices something up ahead. She approaches tentatively. It's a sinkhole -- wide and deep and dark.

Scattered around the sinkhole's edge: a few brown and decaying plants. A couple of dead trees. Nature's version of a ghost town.

Lily steps forward to investigate. Being careful not to get too close, she gazes down into the deep cavity. When she does, all nature sounds abruptly cease.

An eerie quiet. Lily notices. The others don't.

Lily stares down into the darkness, mesmerized.

Grant catches up to her, noticing her discovery.

GRANT
Hey guys, check it out!

Reg and Michelle wander over.

REG
Wow... a sinkhole!

MICHELLE
Karst topography.

They all give Michelle an odd look.

MICHELLE
That's what it's called -- this type of landscape.

Reg and Grant eye one another, shrugging. Miss smarty pants.

They all gaze down into the darkness. All remains quiet. It's deathly still.

A rabbit BOLTS from the bushes, startling them. They laugh it off.

MICHELLE
Uh oh, we pissed off Bugs Bunny.

REG
Sufferin' succotash!

They continue to stare down into the sinkhole.

REG
I can't see the bottom. I wonder
what's down there?

MICHELLE
Rock. Water. Darkness.

REG
It's kinda creepy.

MICHELLE
No, it's not. It's badass!

Lily moves closer to get a better look.

GRANT
Not too close, babe.

Lily kneels beside the edge and peers down inside. Then she lifts her head and gazes up at the forest, as if taking in the view from the sinkhole's perspective.

She sees trees. Leaves. Rays of sunlight. Glorious nature. All traces of humanity disappear.

Lily becomes completely immersed in time and place. Her mouth falls open. She wobbles slightly, appearing woozy. Grant grabs her shoulder.

GRANT
Babe?

A large, beautiful yellow BUTTERFLY emerges from seemingly out of nowhere.

LILY
Look!

The butterfly flutters all about. Then hovers near Lily.

Lily observes it, amazed. The others admire it as well. Finally the butterfly moves on.

Lily gazes back down into the sinkhole. For the first time, she smiles. When she does, birds SING. Animals CHATTER. Nature comes ALIVE.

Lily senses something powerful. The others don't. Grant, in fact, grows bored.

Lily notices the withered plants and rotting wood.

LILY
The plants here -- they seem sad.

MICHELLE
Probably due to the thin soil.

Lily notices a flash of color around the sinkhole's edge: a patch of green moss.

LILY
Except for this moss. It seems
like it belongs here.

She runs her hand over the soft moss.

MICHELLE
Everything has its place.

Lily nods in agreement.

LILY
It's... beautiful here.

Grant shrugs.

GRANT
A little desolate, don't you think?

She doesn't. She considers further, attempting to visualize something.

LILY
And just imagine what it's like
when we're not here.

Grant doesn't understand. Reg and Michelle don't quite grasp her train of thought, either.

REG
The sun's gonna set soon. We best
get going.

Reg and Michelle start off, as does Grant.

Grant looks back at Lily, who gazes down into the sinkhole.

GRANT
Lily?

Lily finally snaps out of it. She stands, eyeing the sinkhole once more, then follows Grant.

As Lily departs, there's a sudden BREEZE. Leaves RUSTLE. Then she hears what sounds like the faint WHISPER of a female voice: "Stay..."

Lily pauses, startled. She turns and looks back to the sinkhole. She sees nothing. Hears nothing. Perhaps it was the wind? She's not sure.

When she turns back toward the others, she now sees four people walking away: Reg, Michelle, Grant, and herself. She gawks at the image of her other self, astonished. Her other self pauses, turns and looks back at her with sad eyes.

She looks to Grant, who turns toward her and suddenly has no face -- only a mass of skin. Lily is dumbstruck.

GRANT
(muffled)
Babe? Everything okay?

Lily turns away, trying to regain her composure.

After a moment, she looks back to the others. She no longer sees her other self. Grant appears normal now. Disturbed, she attempts to shake it off.

LILY
Yeah. I'm fine. Just... my meds.
I get a little dizzy sometimes.

She proceeds toward Grant. She pauses and glances back at the sinkhole, regarding it with sad eyes.

Finally she turns and catches up with the others.

EXT. WOODS - DUSK

A gentle stream meanders through the forest.

Nearby, the four hikers busily set up camp.

Reg and Michelle finish putting up their tent, which is picture perfect -- just like in a camping magazine. They admire it.

REG
Our palace is complete!

Michelle glances over at Grant's progress. Not so good. His tent looks sad and deflated.

Grant appears baffled. Lily helps determinedly, but she's a novice -- and her mind is elsewhere.

MICHELLE
Need some help?

GRANT
No, I'm just pacing myself.

Reg chuckles. Michelle marches over and corrects their many mistakes.

MICHELLE
That doesn't go there. And that's
upside down. And this...

As she adjusts their tent, Grant simply nods, irritated.

Lily gazes off into the woods, distracted. Grant notices her aloofness.

Grant checks his phone. No signal.

GRANT
Guess we won't be ordering pizza
tonight.

Suddenly a wolf-like HOWLING.

Alarmed, Lily and Grant whirl around and see Reg with his hands cupped together, howling at the moon.

Michelle notices their stares.

MICHELLE
It's a tradition. He's officially
a wild man now. At least for the
weekend.

Lily manages a grin.

GRANT
Are there any bears out here?

REG
Oh, I wouldn't worry about bears.
It's the wild boars you have to
watch out for. Wild boars have no
sense of humor.

MICHELLE
Yeah. And they lick your ear wax
while you sleep.

Grant wonders if they're serious or not. He eyes Reg, who doesn't clue him in.

LILY
That sinkhole. What did you call
it? Karst topography?

Michelle nods.

LILY
What does that mean?

MICHELLE
Basically it's a type of landscape
characterized by rocky and barren
terrain: boulders, rocky jumbles,
crevices, caves... and sinkholes.

LILY
I've never seen a place like that
before. It was like... another
world. Although something about it
felt familiar...

Reg starts toward the woods.

REG
Okay gang, I'm off to gather
firewood. If I don't return, give
my goldfish a good home. And
Grant, clear my browsing history.

Michelle gives him a look.

Lily looks down at the mess she's making with the tent.

LILY
I'll help you. Maybe I'll do
better at that.

She joins Reg.

Grant watches them go, perplexed by Lily.

Lily timidly follows Reg into the woods. An owl CALLS OUT.
Lily jumps, startled. Then, calming a bit, she gazes all
around the forest, enamored.

EXT. WOODS - NIGHT

The moonlight reveals the sinkhole.

No one around. All is calm.

Occasional water droplets fall inside the sinkhole and make PLINK sounds, echoing softly.

Then, from deep down in the cavity, the sound of a pebble falling and CLACKING on solid rock.

More silence.

Then: a slight movement.

Something reaches out slowly from the opening and grabs hold of the ledge. It's a hand -- human-like but grotesque -- barely visible in the darkness.

Its other hand emerges and reaches toward the sky, as if ascending from the depths for the first time. As if wanting to escape. Wanting to live.

As it does, nature reacts. Frogs CROAK. Crickets BUZZ. Nature comes alive.

EXT. CAMPSITE - NIGHT

A crackling campfire.

Situated around the fire: four rock stools where the campers sit while eating dinner.

Reg devours meat and veggies from tinfoil. Michelle eats heartily as well.

MICHELLE

You can't get this at the state fair!

Grant picks at his food.

GRANT

What exactly is this?

REG

Hobo dinner, I call it. A bit of everything.

Reg notices a distracted Lily gazing off into the woods.

REG

So Lily... your first time backpacking. Whatcha think?

LILY
Actually, I kinda like it. I feel
like I can, I dunno... think more
clearly out here.

MICHELLE
Mother Nature's gift.

Lily studies the trees and sky.

LILY
I never spent much time outside.
When I was a little girl, I... I
got lost once...

EXT. WOODS - NIGHT (FLASHBACK)

A YOUNG GIRL staggers through the woods, lost, crying.

YOUNG GIRL
Mommy! Daddy! Where are you?!

She gazes up at the trees which appear ominous to her.

BACK TO SCENE

Lily recalls this, becoming emotional.

LILY
It was a pretty traumatic
experience. After that I pretty
much stayed indoors.

They regard her with sympathy.

LILY
But my mom... she loved nature.
She talked a lot about her
childhood. How she liked to play
and explore in the woods. She
especially loved owls. She said
they were her spirit animal.
(recalling)
Just before mom passed, she spoke
of nature like it was heaven. She
couldn't wait to return. She was
so peaceful. It made me feel like
I'd missed out on so much. With
nature... and with her.

She glances all around, taking a deep breath.

LILY
This might sound strange, but... I
feel closer to mom out here.

Michelle and Reg regard her warmly. As does Grant.

GRANT
Glad you're enjoying it, babe.
Nice to see you smile.

He and Lily exchange grins, then Lily returns her gaze to the fire.

MICHELLE
Oh, and Lily, that soap you made...
that is fabulous! After a long
stinky day of hiking, that
definitely came in handy.

Reg sniffs himself.

REG
Yeah, I smell all lavendery!

Michelle sniffs him, turned on, feigning arousal.

REG
Hmm... thanks to you, I might get
lucky tonight!

They all chuckle.

REG
I knew about all of your cool art
and jewelry, but soap too? Damn,
you're talented!

Lily blushes.

LILY
I put the soap online with my other
stuff. I sold my first two bars
this week.

MICHELLE
Woohoo! You go, girl!

LILY
I'm hoping to make enough soon to
quit the waitress job.

GRANT
I tried to get her to quit that
job. I'm doing okay now.

LILY

Yeah, but I wanna earn my own money.

GRANT

No, I didn't mean... I just want you to, you know, focus on your passion.

LILY

The waitress job is a stepping stone. Sort of like working at a record shop was yours. And now you're working in a studio -- doing what you really wanted to do. We all move at different paces.

MICHELLE

You two met at a record store, right?

LILY

Yeah. When mom was sick, I didn't get out much. The record shop was nearby. It was my escape. I bought most of my music from Grant.

She and Grant exchange a warm glance, reminiscing.

LILY

Then one day he gave me a flyer. He was deejaying at a club. He invited me.

Grant chuckles.

GRANT

She didn't go.

LILY

But it was a stepping stone. You invited me for coffee next time.

GRANT

And you promptly informed me that you didn't drink coffee.

LILY

I had tea instead.

Lily and Grant share another warm grin.

REG
Well, I'm glad both of you have
some good things happening.
Cheers!

Reg takes a swig of beer, as does Grant.

Lily gazes into the fire.

A BREEZE causes the flames to sway. Leaves RUSTLE. Lily
senses something.

FEMALE VOICE (O.S.)
(soft, whisper-like)
Lily...

Lily glances up at Michelle.

LILY
Yeah?

MICHELLE
(puzzled)
What?

LILY
You... called my name?

MICHELLE
Um, no.

LILY
(confused)
Oh, I... I guess I was off in
dreamland. That fire is so
hypnotizing.

Reg and Michelle nod in agreement.

Grant takes a bite of food, finding it a bit chewy. He
starts to spit it out, but he catches Reg's stare and gives
him the "thumbs up" sign.

Lily stares back into the fire, mesmerized.

In the nearby woods, a dark, shadowy, human-like FIGURE
scuttles down a tree head first.

EXT. CAMPSITE - LATER

The fire grows smaller but remains cozy.

Reg has his arm around Michelle, flirting, giggling.

Grant notices them. Then he looks over to Lily, who stares off into forest. He sighs, gulps his beer.

Lily detects something at the edge of the woods -- a ghostly, human-like ARM reaching out toward her. She hears a WHISPER: "Stay..."

As she gawks at the arm, BOOM! A camp shovel falls on a rock, startling everyone.

MICHELLE
Bugs Bunny's revenge!

REG
Give him a beer, he'll settle down.
(considering)
Hey, why didn't we bring more beer?

MICHELLE
It's heavy?

Lily looks back to the woods and realizes the arm was only a tree limb. She attempts to shake it off.

A quiet moment. Then:

LILY
It's fascinating.

They all regard Lily, who examines their surroundings.

LILY
Places like this. Basically
untouched by humans. The trees.
The rocks. The animals. Nature
lives happily here. At peace. It
doesn't need us, does it?

The others consider, uncertain.

LILY
I can't stop thinking about that
spot. The karst area.

GRANT
Nice to see you enthused about
something.

He takes another swig of beer. The comment comes off a bit colder than he intended. Reg and Michelle give him a look. But Lily's mind is elsewhere.

REG
I say we liven up this shindig.
Who's up for some s'mores?

MICHELLE
Heck yeah, time to get gooey!

Reg digs through a bag.

REG
Okay, I got the marshmallows. Who
brought the chocolate?

MICHELLE
(to Grant)
I think that was your job.

GRANT
Uh, no. I don't think so.

LILY
Yes, it was. You were supposed to
bring chocolate. I read the list.

Grant sighs.

GRANT
Shit.

REG
No biggie. We're good.
Marshmallows don't need no help.

MICHELLE
I'm full anyway.

Reg holds the marshmallows out toward Grant, who shakes his head "no". He holds them out toward Lily.

LILY
No, thank you.

Reg sighs, puts the marshmallows away. He seems bummed.

Michelle cozies up to Reg. They get comfortable. Reg is happy again.

Meanwhile, Lily spots a crawling insect on the ground. She watches it, fascinated.

In the background, Grant and Lily's tent flap MOVES and OPENS by itself, as if someone has entered the tent. No one notices.

Reg and Michelle start to rub on each other, apparently getting turned on by nature.

Reg feigns yawning. He stands.

REG
Whew, I'm beat! I think we'll
retire to our castle. Goodnight, f-
f-f-folks.

Michelle joins him, grinning mischievously.

LILY
Good night.

They depart, rubbing on each another, kissing. Grant watches them. It gives him an idea. He looks over at Lily.

Grant takes a stick and writes something in the dirt.

GRANT
Well, whatcha think?

Lily eyes Grant, who points to the ground.

She reads the writing in the dirt: "Lily + Grant". She grins, but doesn't appear enthralled. She returns her attention to the insect, which moves closer to her.

Not the reaction Grant had hoped for.

Grant scoots over to her. When he puts his arm around her, she recoils.

GRANT
What is it, babe?

She settles down, appearing apologetic.

LILY
I dunno. All of this talk about
bears and other stuff... I guess
I'm a little on edge.

Grant rubs on her. She becomes more accepting.

GRANT
I'm sorry I haven't been more
supportive during all of this.
More... understanding. I know how
close you were to your mother. But
it's been almost a year now. Ya
know?

LILY

Yeah, I know. But it's more than that. I just... I feel lost.

He rubs on her some more.

GRANT

I wanna help. I'm gonna do better, Lily. I promise. Let me help you.

Lily regards him, listening calmly and patiently. He appears sincere.

GRANT

Things are going good for me now. And your art is picking up. It's time, babe. It's our time to shine!

Grant's statement doesn't seem to register with Lily. Her expression changes abruptly. A vacant stare.

LILY

(odd, girlish voice)

I've been here for so long. It's so dark down here.

Grant regards her, perplexed.

GRANT

You've been where for so long? Whaddaya mean?

She snaps out of it. She eyes him, puzzled, uncertain of what she said.

LILY

What? I... I dunno. I'm just so tired right now.

Grant studies her, concerned.

Lily notices the same insect now crawling up her pant leg. She watches, curious.

EXT. WOODS - NIGHT

A moonlit forest.

A slight intermittent MOANING.

CLOSE UP of Lily's face. Her eyes closed, she moans softly, as if feeling pleasure.

PULL BACK to reveal Lily lying on the forest floor. There's no one around her.

Her body writhes slightly. She appears frightened yet aroused.

Finally she awakens, opening her eyes. She reaches for her neck as if having felt the touch of someone. She caresses her lips.

She glances around, realizing she's alone.

LILY

Grant?

She raises up. Looks for the others.

LILY

Michelle? Reg?

No one in sight. Only darkness.

Frightened, she stands and looks all around.

LILY

Where...

She notices a slimy substance on her hands. Disgusted, she wipes it on her pants.

When she turns around, she spots the sinkhole. She gawks at it, barely able to see by the moonlight. She tentatively approaches it.

From the sinkhole's POV, something gazes up at Lily.

Lily edges closer to the opening. She stares down inside, mesmerized.

"Come...", WHISPERS a female voice.

Lily reaches downward as if to grasp an imaginary hand. Then she lifts her foot and starts to step down into sinkhole when an owl CALLS from the nearby forest.

When Lily hears the owl, she snaps out of it but can't stop from falling into the sinkhole. She grabs hold of the ledge as she falls, barely catching herself.

She attempts to pull herself up, struggling mightily, looking back down into the darkness below, where she detects a faint, girlish GIGGLING sound.

Finally she manages to crawl up and out of the sinkhole. Then, sprawled out on the ground, she glances all around, staggered, exhausted.

An unknown creature SCREECHES in the darkness.

Terrified, Lily jumps up and flees into the forest.

She pushes her way through thick brush and briars.

She pauses, hopelessly lost.

Nearby, a blurry, ghostly FIGURE steps out from behind a tree and watches Lily.

Detecting something, Lily turns and looks but doesn't see anything. When she hears the SHUFFLING of leaves, she runs.

She struggles, falling. Gets back up. Continues on.

Another WHISPER: "Lily..."

Lily glances behind her, panicked, struggling desperately through the woods, pushing forward.

EXT. CAMPSITE - DAWN

Smoke lingers from the previous night's campfire.

All is quiet.

Slow, plodding FOOTSTEPS in the woods. It's Lily. She steps out of the woods, looking beaten and exhausted.

She surveys the campsite. Then glances behind her once more.

Finally a sigh of relief.

Near the campfire, Lily finds a bottle of water. She sits on a rock stool and gulps it down. She searches her pockets, locates her meds and takes a pill.

Around the campfire, there are now five rock stools rather than four. But Lily is too tired to notice.

She attempts to gather her thoughts but nothing makes sense.

Finally, she stands and limps toward the tent.

EXT. CAMPSITE - MOMENTS LATER

Inside the tent, Grant is fast asleep, unaware that Lily's sleeping bag is empty.

A ZIPPING sound.

Lily opens the tent and peeks inside. She quietly crawls to her sleeping bag.

She gets inside and tries to get settled. As she does, her movement wakes Grant, who looks over at her.

GRANT
Hey. Good morning.

Lily glances over, frustrated that she woke him.

LILY
Hey.

Grant raises up.

GRANT
We should probably get up and make coffee. Prove to them we're good for something.

Lily nods, resigned.

But then Grant has another idea. He grins slyly, moving closer to her.

GRANT
Ya know, sleeping out in the woods like this... with all this nature. It kinda makes me, ya know...

He touches her. She recoils.

LILY
No. Not now.

Grant sighs.

GRANT
Not now. You know how many times I've heard that lately? Okay, fine. Not now. So when?

Lily stares blankly at the tent ceiling.

GRANT

What can I do, babe? Please, tell me...

She turns away from him.

Grant lays back down and stares at the tent ceiling.

GRANT

I don't know what else to do. I still care for you, Lily. All that time you were taking care of your mother... I backed off when you needed me to. And during your grief, I tried to be there for you. I just... When will things get back to normal?

Lily doesn't have an answer. Grant sighs.

GRANT

Then again, things were never really normal with you.

This stings Lily.

LILY

We talked about this when we met. You knew about my history of depression. And the situation with my mom. I told you I wasn't good for anyone.

Lily considers further.

LILY

She was more than my mother. She was my best friend. You have a big loving family. It's different with you. Mom was the only family I had. She was... my life.

GRANT

So what am I? Am I anything?

LILY

I'm sorry, Grant. I'm sorry I haven't been the person you wanted me to be.

Grant just shakes his head. He gets up and starts out the tent.

GRANT
I don't get you, Lily.

LILY
(matter-of-factly)
I know.

EXT. CAMPSITE - MORNING

Reg, Michelle and Grant sit around the campfire eating breakfast.

Lily finally emerges from her tent.

LILY
Sorry, I fell back asleep.

Lily and Grant exchange cold glances. Reg and Michelle sense things aren't going well with them.

Lily approaches Grant and talks softly so that Reg and Michelle can't hear.

LILY
Why did you go through my backpack?

GRANT
(taken aback)
What?

LILY
My clothes... things were scattered everywhere.

GRANT
What interest could I possibly have in going through your backpack?

Frustrated, Lily takes a seat beside the fire.

Grant shakes his head, flummoxed by her.

Lily now notices the extra rock stool around the fire.

MICHELLE
So did everyone sleep okay?

REG
Like a baby!

Lily nods. Grant shrugs.

More awkward silence.

Michelle, hoping to break the ice, notices Lily's bracelet.

MICHELLE
Oooh, Lily, I love the bracelet!
When did you make that one?

Lily glances down at her wrist. It's a primitive bracelet made from vines. She appears perplexed by it. She touches it.

LILY
I, um... I don't...

Reg notices burs, mud and other debris on Lily's clothing.

REG
So did you wrestle Bigfoot last night?

He motions toward her clothes.

Lily notices the debris. She searches for an answer.

LILY
Oh, I had to get up to go the bathroom and I fell. But... I'm fine.

Reg nods.

Lily anxiously glances around the woods.

Michelle attempts to change the subject.

MICHELLE
Mmm... kick-ass breakfast! Kudos to the chef!

REG
Aw, shucks...

Grant and Lily say nothing, both distracted.

REG
Hey, did anyone hear any weird sounds last night?

No response.

REG
Darn. Me neither. I was hoping to hear something. A bear. A wolverine. A mongoose. Something.

MICHELLE

What does a mongoose sound like?

REG

Sort of like a monkey? Crossed
with a goose?

(shrugging)

No idea.

LILY

I heard an owl. I don't know what
kind, though.

REG

Awesome!

Grant puts away his dishes. As he does, he notices something
on the ground. He frowns, glancing at Lily.

GRANT

Nice. Very subtle.

He storms off.

Lily is puzzled, as are Reg and Michelle.

Lily goes over and looks on the ground. She sees where "Lily
+ Grant" was written in the dirt. But Grant's name has been
crossed out.

LILY

(perplexed)

But I didn't...

Grant grabs his daypack and water bottle.

REG

Where you off to, chief?

GRANT

Going for a walk.

Reg puts away his dishes.

REG

Hold on, let us tidy up and we'll
join you.

GRANT

I'd rather be alone.

Michelle and Reg glance at each other.

REG
Suit yourself.

Grant grabs more supplies, then marches off.

Lily sadly watches him go.

LILY
Grant, I'm...
(trailing off)
...sorry.

Grant ignores her, disappearing into the woods.

Lily drops her head. Michelle comes over to console her.

REG
Maybe a hike alone will do him some
good.

Lily studies the names in the dirt.

LILY
Did either of you cross out Grant's
name?

MICHELLE
No. We wouldn't. I didn't even
see this until now.

LILY
I was so tired last night. And
with my medication... my memory
gets a little foggy. I guess I was
just angry.

Michelle rubs her arm, concerned. Finally she goes over to help Reg clean up.

Reg and Michelle watch Lily as she examines her bracelet and gazes off into the forest.

EXT. WOODS - DAY

Grant wanders through the forest. Earbuds in. Music cranked. Missing out on nature. But it doesn't miss out on him. He's being watched.

Grant shakes his head, mumbling to himself. He picks up a rock and hurls it in disgust.

EXT. CAMPSITE - DAY

Michelle and Lily kneel beside the stream as they wash dishes.

LILY

I'm sorry for ruining everyone's trip.

MICHELLE

What? You haven't ruined anything! You've made it interesting. It's been nice to have some girl time and not have to listen to Reg babble on about computer software and all his brilliant ideas.

LILY

You and Reg have been so good to me. When I met Grant, that was such a wonderful bonus: to get two new friends like you.

(contemplating)

I know what you're trying to do. With me and Grant. But... I don't have those feelings for him anymore. I'm not sure I ever did. At the time I guess I just needed someone. It wasn't fair to him. It's not his fault.

She considers.

LILY

Grant and Reg are such good friends. I just hope that if we're not together, it's not too awkward. I don't want it to affect their friendship. Or ours.

MICHELLE

Lily, nothing will ever come in the way of our friendship. We're all adults here. Things happen.

Lily stares off into the woods.

LILY

Sometimes I think I'm better off away from people. That way I can't disappoint anyone.

Michelle doesn't understand.

LILY

Lately I've been seeing things --
doing things -- that I can't
explain. Last night I woke up in
the woods.

Michelle gawks at her.

LILY

I think I was sleepwalking. I've
never done that before.

MICHELLE

I'm sure it's just stress.

LILY

And the other rock stool around the
fire. I think I remember building
it, but... I don't remember why.

She gazes into the woods.

LILY

Do you sense something out here?
Something... different?

MICHELLE

Different?

LILY

It feels like we're not alone.

MICHELLE

That's nature for you. I feel all
kinds of sensations out here. This
is the first time you've done this.
It's a new experience for you.

Lily nods. She gazes up at the trees, which don't appear as
ominous as before. She takes a deep breath.

LILY

I think I like being surrounded by
nature.

MICHELLE

That's good! I was hoping it might
be therapeutic.

Michelle notices a caterpillar crawling on Lily's shirt.

MICHELLE

I think nature's starting to like
you, too!

Lily looks down and sees the caterpillar on her arm as Michelle departs.

Lily examines the insect, fascinated.

After a moment, she stands and gently places the caterpillar on a nearby leaf. She watches it, pleased.

Lily notices her reflection in the creek.

Finally she bends over to pick up the dishes. When she stands, she now notices something else in the reflection: a girl standing beside her with reddish hair and a blurred face. The girl gently reaches out for Lily.

Startled, Lily drops the dishes. She looks beside her but sees no one there.

When she looks back at the water, she sees only her own reflection.

Flustered, she gathers the dishes and hurries away.

EXT. WOODS - DAY

Grant roams aimlessly through the forest. Growing weary, he removes his pack and takes a seat on a boulder.

He gulps water. Then he finally removes his earbuds and notices his surroundings. He gazes up at the trees.

The sound of SHUFFLING leaves catches his attention. He glances over in the woods but sees nothing.

He takes another sip of water.

More SHUFFLING in the woods. Grant now sees the source of the sound: a browsing deer.

The deer observes him.

GRANT

Well, at least you're showing me
some interest.

Stretching out, Grant takes a deep breath. The peaceful forest sounds relax him. He closes his eyes.

While he rests, a silent SHADOW -- a human-like figure -- glides across him.

EXT. CAMPSITE - DAY

Lily, now in her tent, studies her rummaged-through backpack and scattered clothes.

She folds the clothes and returns them to her pack. As she does, she detects a slimy substance on her fingers.

Unnerved, she finds a towel and wipes off her hands.

EXT. WOODS - DAY

Grant lay motionless on the boulder.

Finally he stirs, opens his eyes and digs through his pack.

Behind him in the distance, a pale, blurred FACE peeks out from behind a tree, then disappears.

As Grant removes trail mix from his pack, the same blurred face now peeks out from behind a boulder. It watches Grant.

Grant admires the scenery as he snacks. Suddenly he glimpses a FIGURE darting behind a boulder. Puzzled, he stands.

GRANT

Hey!

Silence. He sees nothing.

Finally the figure peeks out from behind the boulder. Grant spots it. Alarmed, it ducks back down.

GRANT

Hey! I know you're there.

After a moment, the figure stands. Finally the face takes shape and can be seen clearly for the first time. It's a young girl.

PHOEBE, early 20's, has a kind, innocent face, with fair skin and long, red, matted hair which appears damp. She wears tattered, dirty old clothes and grips a roughly hewed hiking stick.

She appears tentative and perplexed.

PHOEBE

You can see me?

GRANT

Uh, you're not exactly wearing camouflage.

Phoebe holds out her arms and studies them, oddly fascinated.

GRANT

What are you doing here?

Phoebe searches for an answer. She considers running away.

PHOEBE

Just... exploring.

GRANT

So you're a hiker?

She nods "yes." He notices her attire and her bare feet.

GRANT

Where's your campsite?

PHOEBE

Nearby.

Grant takes a few steps in her direction. She tenses up.

PHOEBE

I'm sorry, I didn't mean to spy.
I'm not used to seeing any people
around here.

GRANT

I didn't expect to see anyone,
either -- especially so far off
trail.

PHOEBE

My name is Phoebe.

GRANT

I'm Grant.

She appears oddly fascinated by his name.

PHOEBE

(pronouncing slowly)
Grr-aannt.

She notices his backpack on the boulder.

PHOEBE

How long are you out here for?

GRANT

Just the weekend. I'm with
friends.

She nods.

Grant eyes the surrounding the forest. As he does, Phoebe gawks at him. She again looks down and examines her arms and legs.

GRANT

First time I've been to this area.
Thought I'd go off on my own and
have a little adventure.

Phoebe admires the forest cheerfully, perking up.

PHOEBE

This is a special place. The trees
here... they're my friends!

A breeze causes leaves to RUSTLE.

Phoebe appears refreshed.

PHOEBE

It feels so good to be out of
there!

GRANT

Out of where?

Phoebe isn't sure how to answer. She thinks quickly.

PHOEBE

My campsite. It was no fun there.

Grant nods.

GRANT

Same here.

Phoebe happily examines the forest floor.

PHOEBE

Look at all of the little plants!
There's so much life here. I just
wanna be a part of it all!

Grant chuckles, amused by her enthusiasm.

GRANT

Yeah. Some days I think I should
stay out in the woods forever.

She considers his words, intrigued.

PHOEBE

Really?

He gazes up at the forest.

GRANT

I wanna be a tree.

Phoebe regards the trees.

PHOEBE

A tree!

GRANT

They seem to have a peaceful life.
Not much drama.

Phoebe grins, fascinated. She kneels, inspecting a rocky jumble.

PHOEBE

Grant, come look at this!

Grant wanders over. He bends down to get a closer look.

PHOEBE

All of the moss and lichens on this
rock? It's like a whole little
world down there!

She points to a plant on the rock.

PHOEBE

That one's called Reindeer Lichen.
You can eat it! It's kinda chewy,
though. Doesn't have much taste.

As he examines the plant, Phoebe moves close to him for the first time.

Grant is unaware as she watches his every move with curiosity and awe. She sniffs him oddly, taking in his aroma fully and completely.

Sensing something, Grant turns and catches Phoebe gazing at him. He's flattered, but isn't sure what to make of her. She blushes and looks down, embarrassed.

Grant takes out his phone and snaps a photo of the plant.

GRANT

Reindeer Lichen, you say?

She nods. She examines his phone.

PHOEBE
Is that... a camera?

GRANT
Uh, yeah. Not a good one, though.
It's an older phone.

Phoebe doesn't understand. He shows her the photo. She studies it, amazed.

PHOEBE
Far out!

Amused, Grant playfully aims the camera at Phoebe, who seems alarmed. He snaps a photo, then glances at the image which shows nothing except for the forest.

GRANT
What, you ducked?! Camera shy,
huh?

Phoebe just grins politely.

Grant stands and wanders around, checking out the many natural wonders.

Phoebe happily follows him. She examines her own footsteps, as if learning to become comfortable in her own skin.

EXT. CAMPSITE - DAY

Reg and Michelle toss frisbee at the edge of the woods, enjoying goofing off and being silly.

Not far away, Lily sits under a tree, drawing in her sketch pad. She uses a pencil to sketch the sinkhole and its surrounding environment.

She studies the drawing, fascinated, if not obsessed.

FEMALE VOICE (O.S.)
Lily...

Startled, Lily glances up as Michelle and Reg approach.

MICHELLE
Lily, come join us!

LILY
Oh, no thanks. I'm no good at
frisbee. Or any games, for that
matter. Too clumsy.

Reg and Michelle come over to see what she's working on. They're impressed.

REG
Oooh, nice! Yeah, she's too talented for us commoners.

MICHELLE
I think you've found your creative place!

LILY
I'm just dabbling.

She glances around.

LILY
But there is a lot of inspiration out here.

She looks off into the woods.

LILY
You think Grant's okay? He's been gone for a while.

REG
Oh, yeah. He's no Davy Crockett, but he knows his way around. He just needs to chill.

Lily nods. Reg and Michelle wander off.

Lily returns her attention to the sketch pad. She stares at her drawing of the sinkhole.

She gazes into the sinkhole's darkness. Losing herself in it. Appearing almost woozy. She closes her eyes, lost in her daydream.

EXT. FOREST - DAY

Grant approaches a tree with rough bark. A cheerful Phoebe follows him.

Grant runs his hand over the bark.

GRANT
Huh. Weird.

PHOEBE
That's Shagbark Hickory. The nuts are edible and delicious.
(MORE)

PHOEBE (CONT'D)

And the big strips of peeling bark... lots of animals use it for shelter. Butterflies, lizards... even bats!

GRANT

Wow, you really are into nature. How do you know all this?

PHOEBE

I used to spend a lot of time exploring in the woods.

GRANT

You should be a teacher.

PHOEBE

(sadly)

That's what I wanted to be. Well, kind of. I wanted to be a park ranger.

GRANT

Hey, you're still young!

She drops her head, uncertain.

Grant roams a bit more. Phoebe follows to his left, just a few feet away.

GRANT

Say Phoebe, do you--

When he glances back at Phoebe, she's no longer there.

Having detected no movement, he turns and notices that Phoebe is now behind him on his right -- about a hundred feet away. She looks all around cheerfully, unaware of his gaze.

Puzzled, Grant observes her.

Phoebe gazes up at the forest, holding her arms out joyfully. She spins in circles like a playful little girl, laughing innocently.

Grant chuckles to himself, curiously attracted to her. He turns and continues on.

Phoebe spins and plays happily. For a split second her face BLURS oddly but then reappears intact.

PHOEBE

Isn't it a beautiful day?

Grant nods in agreement.

GRANT

Yeah.

He turns to Phoebe, waiting for her to catch up with him.

GRANT

And it's getting better all the
time.

She blushes as he studies her. She eyes him bashfully,
awkwardly, excited by his attention.

PHOEBE

I like walking with you, Grant.

Grant, pleased, takes a couple of steps toward her.

GRANT

I kinda like walking with you too,
Phoebe.

Grant gazes at her, infatuated.

Phoebe eyes him back, suddenly an eager, almost hungry
expression. She bites her lip.

Grant steps forward and reaches out for her.

Startled, Phoebe recoils. Her smile disappears. Her
demeanor changes.

She now recalls a time in this same forest when:

EXT. WOODS - NIGHT (FLASHBACK)

An older gentleman -- his face unseen -- reaches for Phoebe.
And grabs her.

PHOEBE

No!

But the man ignores her.

Then all goes black. Darkness.

BACK TO SCENE

Phoebe steps away from a perplexed Grant.

GRANT
I'm sorry, I thought you were... I
thought we...

He drops his head, ashamed.

GRANT
I'm sorry. I've never done that
before. I...

He turns away. Angry at himself, he wanders onward.

Phoebe considers and decides to follow him. But now she
keeps her distance, appearing conflicted.

Something up ahead catches Grant's eye. He strides over to
investigate.

GRANT
The sinkhole. We saw it on our way
in.

He approaches the sinkhole and peers down inside.

GRANT
Pretty desolate, huh?

When Phoebe sees the sinkhole, she pauses, frowning. Her
pupils DILATE instantly. Birds SQUAWK violently overhead.

Phoebe steps backward.

Grant notices her odd reaction.

GRANT
You okay?

PHOEBE
I don't like it.

GRANT
You don't like... sinkholes?

PHOEBE
I don't like that one.

Grant regards the sinkhole.

GRANT
Why is that?

PHOEBE
That's... where I died.

Grant examines her.

GRANT
What do you mean?

PHOEBE
I was still alive -- for a while.

A bit creeped out, Grant gazes down into the sinkhole where he hears the ECHO of her words: "...for a while."

When he looks back to Phoebe, she isn't there.

No sign of her. Vanished.

Grant scans the area.

GRANT
Phoebe?

No reply.

The forest becomes eerily silent.

Grant glances up at the trees, noticing the sudden stillness.

GRANT
Phoe--

A hand BURSTS out from the sinkhole and grabs Grant's foot.

He sees deteriorating fingers gripping his ankle.

GRANT
Hey! What--

Another hand emerges from the darkness, grabbing his other ankle. Stunned, he struggles to get loose.

He falls to the ground, trying desperately to break free.

He reaches for the grotesque hands and attempts to loosen their grip, but to no avail.

Panicked, Grant eyes the surrounding forest.

GRANT
Phoebe, help! There's something--

He looks down toward the sinkhole as the hands grip tighter, pulling harder.

A head emerges from the sinkhole. Grant notices that it has long, red, matted hair -- and the ghostly, deteriorating face of Phoebe.

She drags him down as Grant fights helplessly with all his might.

GRANT
Nooooooooooooo...

And with one final, powerful tug, Grant is pulled into the darkness.

Then... a sudden calm.

Rays of sunlight peek through the canopy.

A bird SINGS cheerfully.

And all returns to normal.

EXT. CAMPSITE - DAY

Lily dozes against the tree, still dreaming, appearing tense.

Suddenly the distant ECHO of a girlish voice: "Lily..."

Lily bolts awake. She glances around, flustered.

Reg and Michelle are gone.

She rubs her face, attempting to snap out of it. She notices the sketch pad still in her lap.

She stares at her drawing of the sinkhole, which looks deeper and darker and more ominous than before.

She senses something down inside the sinkhole. Then she SEES two grotesque hands reaching up. Grabbing hold of the ledge. Pulling itself up.

Freaked out, Lily tosses the sketch pad onto the ground and backs away.

EXT. CAMPSITE - DUSK

Reg and Michelle prepare dinner.

They regard Lily, who paces nervously.

FOOTSTEPS in the woods. It's Grant. He walks calmly toward camp, appearing normal. A concerned Lily rushes to him.

LILY

Grant!

Reg and Michelle notice him, relieved.

REG

Dude, I was just about to come
looking for you!

No reaction from Grant, who keeps walking.

LILY

Are you okay?

GRANT

(without looking at her)
I'm fine.

He steps past Lily, ignoring her.

Pausing at the tent, Grant removes his pack. He detects something in the pockets of his pants. He digs into his pockets and removes several acorns. Showing no reaction, he drops the acorns onto the ground.

Lily looks on as Grant disappears into the tent.

Lily approaches the tent and notices the acorns. She detects Grant's VOICE from inside the tent. Mumbling, incoherent talk. Then a strange, inhuman GURGLING sound.

Lily listens, disturbed.

LILY

Grant? Are you okay?

Sudden silence from inside the tent. Then:

GRANT

Go away.

Lily isn't sure what to make of it.

EXT. WOODS - NIGHT

The faint sound of CRYING.

The sound is coming from down in the sinkhole.

The sobbing ECHOES in the darkness.

Odd sounds emerge from the nearby forest. Warped, backward ANIMAL CALLS. Nature weeps.

EXT. CAMPSITE - NIGHT

A picture-perfect campfire.

Reg and Michelle prepare dinner. Lily gives them a hand.

Grant finally emerges from his tent.

Now moving rather stiffly, Grant lumbers over and takes a seat near the fire. He stares into the flames with a blank expression.

MICHELLE
Okay, dinner is served!

Michelle passes out the plates, and Reg fills their plates with meat and veggies.

REG
I call this: Hobo Dinner, the sequel.

As Reg and Michelle depart momentarily to get more food, Lily studies Grant.

LILY
How are you doing?

GRANT
(methodically)
I'm better now.

He tilts his head oddly toward Lily and looks into her eyes.

GRANT
How are you?

Lily detects something different about him.

LILY
I'm... good.

GRANT
That's good to hear. Everything will be alright. Trust me.

He grins oddly at her and then stares back into the fire.

Lily is unnerved as Michelle and Reg return and dish out more food.

EXT. CAMPSITE - LATER

Reg and Michelle eat heartily.

Lily picks at her food but tries to be complimentary.

LILY
This is tasty!

REG
Mostly the same as last night. I
just spiced it up a bit with...

Reg notices Grant, who stares down at his untouched food.

REG
...with some worms and spider eggs.

No reaction from Grant.

REG
Dude, you're not hungry?

GRANT
No.

MICHELLE
So what all did you see out there?
Anything interesting?

Grant finally perks up, showing a bit of emotion. He sets his plate aside.

GRANT
Oh yeah. I saw plenty.

He recalls fondly.

GRANT
I found a plant called reindeer
lichen. It's edible. Doesn't have
much taste, though.

Lily regards him.

GRANT
And another called Witches' Butter.
You find it on rocks. It's sort of
black and crispy when it's dry, but
after rain it plumps up and becomes
gelatinous.

Michelle and Reg are impressed.

MICHELLE

Nice!

GRANT

And the trees... so many interesting trees. I found Shagbark Hickory. It has big strips of peeling bark. Animals use it for shelter. Butterflies, lizards... even bats.

Lily studies him, amazed.

REG

Wow, brother nature! You've been holding out on us!

As Reg and Michelle step away momentarily...

LILY

How do you know all of that?

Grant stares into the fire.

GRANT

I know lots of things.

He tilts his head toward her.

GRANT

You will, too.

Lily doesn't understand.

A SHUFFLING sound in the woods.

They all look over, curious, except for Grant.

REG

Probably a deer. I saw one earlier.

As Reg returns, he glances toward the woods while reaching for his food, not noticing a large insect in his plate. He barely avoids grabbing the insect, taking a piece of meat instead.

Meanwhile, Lily grows anxious, rocking back and forth.

LILY

What time are we heading out tomorrow?

MICHELLE
Bright and early. It's a long hike
back.

Lily nods as Reg and Michelle scarf down more food.

EXT. WOODS - NIGHT

Someone -- or something -- steps out from behind a tree and
watches Lily and the others around the campfire.

EXT. CAMPSITE - LATER

The campfire blazes.

Four sticks hold marshmallows over the flames.

Reg takes his marshmallow and devours the sticky goodness,
wiping his hands on his shirt.

REG
Yeah, who needs chocolate anyway...

Lily and Michelle work on theirs as well.

Grant leaves his marshmallow in the fire for too long. It
sizzles and turns black.

LILY
Grant, your marshmallow...

No reaction from Grant, who removes it from the fire and
stares at it, watching it burn.

Reg snickers at him.

REG
He always was a pyromaniac.
Started a fire in chemistry class
once.
(recalling)
It did get us out of school for the
day, though.

Reg prepares himself another marshmallow.

Lily eyes the fire curiously. She senses something. The
flames WAVER.

Lily stares intently across the fire at the empty rock stool.
Her mouth drops open.

LILY
 (softly)
 Mom?

Reg and Michelle regard her.

MICHELLE
 Lily? You okay?

Lily glances at them and then back at the stool. She attempts to gather herself.

LILY
 I'm, uh... I'm sorry. The fire...
 I was just thinking about mom.

Michelle nods, offering a supportive grin.

The empty rock stool WOBBLES slightly, but no one notices.

Reg and Michelle prepare more marshmallows.

Lily glances around the forest.

Suddenly everything gets quiet. Nature becomes silent.

The fire's flames dim considerably. Grant grins knowingly.

FOOTSTEPS in woods.

They all look toward the sound, startled -- except for Grant, who stares at the flickering fire.

REG
 Okay, now that don't sound like no
 damn deer!

Reg jumps up and grabs a big stick.

Something SHUFFLES about in the darkness.

REG
 Who's there?

Reg grips his stick and steps fiercely toward the woods.

GIRL'S VOICE (O.S.)
 Hello?

Reg pauses, baffled.

Lily peers into the forest. She sees a FIGURE moving in the darkness. At first it appears grotesque to her: a deteriorating face; heavy, SNARLING breathing; reddish eyes.

Lily tenses up, swallowing hard.

But the figure who steps out of woods is instead a beautiful girl. It's Phoebe.

Lily regards her anxiously.

Phoebe, dressed in her same tattered clothes, appears shy, apologetic.

PHOEBE

Hi. I saw your campfire.

Reg and Michelle gawk at her.

REG

What are you doing out here?

PHOEBE

I live nearby.

Phoebe remains tentative and a bit frightened. She glances down at her body, appearing uncertain of her physical state.

Reg finally lowers his stick.

PHOEBE

My name is Phoebe.

Reg and Michelle glance at each other.

MICHELLE

Do you always roam in the woods at night?

Phoebe grins, embarrassed.

PHOEBE

I like to explore. Night's the best time to find frogs and insects and other critters. I like to study them. They're my friends!

Lily studies her, fascinated.

PHOEBE

I guess I'm sort of a nature freak. I hope to be a park ranger someday!

Grant, having never looked up at Phoebe, moves his neck stiffly, as if experiencing some discomfort.

Michelle and Reg aren't sure how to react to Phoebe, who appears uncomfortable.

PHOEBE
Sorry, I didn't mean to bother you.
I'll go.

She turns to leave.

Lily panics, standing.

 LILY
No! Stay.

Lily seems surprised by her own reaction. So do Reg and Michelle.

Phoebe turns back, perking up.

An awkward silence. Michelle shrugs.

 MICHELLE
Well, um, since you're already
here. Care to join us?

Phoebe remains timid but hopeful.

 PHOEBE
Are you sure?

Reg shrugs.

 REG
We have an extra stool with your
name on it.

Michelle eyes Lily.

 MICHELLE
See? It came in handy after all.

Phoebe tentatively steps into the firelight. Her eyes shine like diamonds.

Lily and Phoebe make eye contact. Phoebe grins bashfully.

Lily is mesmerized by her.

The fire WAVERS excitedly as Phoebe nears.

Lily notices Phoebe's bare feet. So do Reg and Michelle.

No reaction from Grant, who has a fly BUZZING around his face.

Phoebe grins at everyone -- especially Lily.

Lily looks as if her breath has been taken away.

Phoebe approaches the rock stool that's unoccupied. She examines it.

PHOEBE

I think that's... maybe not for me.

She knowingly looks to Lily, who swallows hard.

Phoebe instead takes a seat on the ground.

REG

I'm Reggie. This is my fiancée,
Michelle.

PHOEBE

Hi Reggie. Michelle.

REG

That's Grant over there.

Phoebe and Grant eye one another stoically, a knowing but odd exchange.

REG

And this is Lily.

Phoebe nods at Lily, offering a shy but warm smile.

PHOEBE

Hi, Lily.

When Phoebe says her name, Lily recalls the wind WHISPERING her name in a similar manner: "Lily..."

Lily nods at her, unable to get any words out.

Phoebe gets comfortable on the ground and gazes all around.

PHOEBE

This is such a nice spot!

She notices their tents nearby.

PHOEBE

Wow, dig those fancy tents!

REG

Mine's an old one, actually. Been
thinking of upgrading. But still
gets the job done.

Phoebe surveys their campsite, impressed.

MICHELLE
We have plenty of food. Would you
like something?

PHOEBE
Oh, no, I can't eat.

Wishing to explain further, she rubs her stomach.

PHOEBE
I'm full.

Phoebe catches Lily staring at her.

PHOEBE
Lily, I love your necklace!

Lily looks down at it, surprised.

LILY
Oh. Thank you.

MICHELLE
She made it herself.

PHOEBE
Really? It's... beautiful.

Phoebe and Lily exchange an extra long glance. Lily finally
looks away, overwhelmed.

Grant continues to stare into the fire. A couple of flies
BUZZ around his face, but he shows no reaction.

Phoebe suddenly breaks into song, catching everyone off
guard.

PHOEBE
(singing)
My Bonnie lies over the ocean... My
Bonnie lies over the sea... My
Bonnie lies over the ocean... Oh
bring back my Bonnie to me.

She stops singing, embarrassed.

PHOEBE
Sorry, I'm silly sometimes.

They seem fascinated by Phoebe -- especially Lily.

REG

A campfire song. Now that's what
we were missing! That, and
chocolate.

PHOEBE

My father taught me that one when I
was little.

LILY

That was lovely. Sing some more!

Phoebe happily obliges.

PHOEBE

(singing)

Bring back, bring back, bring back
my Bonnie to me, to me... Bring
back, bring back, bring back my
Bonnie to me.

While Phoebe sings, Lily examines her more closely. In the
firelight, she can barely make out Phoebe's dirty
fingernails. And her raggedy clothes. And dirty feet.

Lily sees an insect crawling on Phoebe. But Phoebe doesn't
notice it. Or else doesn't mind.

PHOEBE

(singing)

Last night as I lay on my pillow...
Last night as I lay on my bed...
Last night as I lay on my pillow...
I dreamt that my Bonnie was dead.

Phoebe stops singing.

Everything is deathly quiet. Lily is startled by the
abruptness.

Phoebe now appears rather melancholy.

Michelle and Reg clap and cheer to break the awkwardness.
Lily joins them.

Phoebe grins bashfully.

PHOEBE

Haha. Thank you.

Phoebe has a random thought.

PHOEBE

Do any of you have a yo-yo?

They all look at one another.

MICHELLE

Uh, no.

PHOEBE

That's okay. It's been so long since I've played with one. My favorite one I had... it was purple. That's my favorite color.

LILY

(blurting out)

Mine too!

Phoebe nods. Lily drops her head, feeling self-conscious.

Phoebe glances over and notices some scratch paper used for fire starting and cooking.

PHOEBE

Oooh, look... paper!

She excitedly reaches for it but then abruptly pauses, concerned.

She eyes the paper and studies her hand. Then she slowly reaches out with her index finger and carefully touches the paper. She caresses it. It feels good to her. Normal.

Pleased, Phoebe takes the paper and folds it in various directions.

Lily observes her, curious.

Phoebe determinedly folds it into several layers until she has created a paper airplane. She stands.

PHOEBE

One, two, three... takeoff!

Phoebe tosses the paper airplane into the air.

It soars through the air, gliding with ease.

Lily gawks at it as it sails over her head and drifts into the woods, disappearing into the darkness.

Phoebe laughs excitedly.

PHOEBE

Woohoo, clear outta sight!

Lily anxiously giggles along with her, as if wanting to join in on Phoebe's fun but not sure how.

Reg and Michelle glance at each other, oddly amused. Phoebe notices their expressions.

Suddenly feeling embarrassed, Phoebe sits back down.

Sensing that Phoebe is ill at ease, Lily speaks up.

LILY
So Phoebe, how often do you hike
around out here?

Phoebe considers, not sure how to answer.

PHOEBE
Whenever I can.

Lily nods, envious.

LILY
I like it here.

Phoebe perks up.

LILY
It's so wild and untamed. The
woods... they're so alive.

PHOEBE
Alive. Yeah.

LILY
I feel so many new sensations out
here. So many... connections.

Phoebe nods, intrigued.

PHOEBE
I feel them, too. Not everyone
does. You're lucky, Lily. We're
lucky!

They seem pleased by their common bond.

As Lily becomes more lively, Reg and Michelle detect the change in her demeanor.

LILY
Oh, have you seen that big
sinkhole?

Phoebe suddenly appears downbeat.

PHOEBE

Yeah.

An uncomfortable silence.

Phoebe wishes to change the subject.

PHOEBE

So what all do you do, Lily? When
you're not out here traipsing
around in the woods?

Lily appears thrilled by Phoebe's interest.

LILY

I love creating things. Like
this...

She motions to her necklace.

LILY

But I haven't yet figured out how
to make it pay the bills. So I'm a
part-time waitress, too.

PHOEBE

Cool beans! I was a waitress for a
while. Burger Barn.

Lily isn't familiar with that one, but she nods.

LILY

I'm hoping to go back to school and
finish my art degree. I left
school when my mom got sick.

Phoebe appears sympathetic toward her.

LILY

My mom passed last year. I've been
trying to get back to creating
again, but it's been tough.

PHOEBE

You and your mom were close. Like
best friends.

Lily nods.

PHOEBE

Your mom... she's always near,
Lily. She appreciates all you did
for her. She loves you. She's
happy.

(MORE)

PHOEBE (CONT'D)

And she wants you to be happy, too.
She's glad you're here.

Lily listens intently.

Phoebe looks over to the empty rock stool. So does Lily.

Lily gazes across the flames and sees the faint image of a WOMAN sitting on the stool: her mother. They make eye contact.

Her mother nods pleasantly, smiling warmly at Lily.

Lily is astounded. Reg and Michelle, unable to detect anything, glance at each other.

Then, just like that, the image of her mother fades away. The stool is empty again.

Lily swallows hard. Closes her eyes. A peaceful expression spreads over her face. A tear runs down her cheek.

Phoebe observes Lily, pleased.

Reg and Michelle regard Lily, seeing that she's deeply moved.

Finally Lily opens her eyes. She wipes away her tears and attempts to gather herself. She eyes Phoebe, amazed and perhaps a bit fearful.

Phoebe, now feeling more confidence, turns her attention to Reg and Michelle.

PHOEBE

You two... you're in love!

Reg grins cheerfully.

REG

I'm a lucky man!

PHOEBE

Yes. You are. I wish I had
someone to be that happy with.

Phoebe sighs longingly, gazing up at the trees.

MICHELLE

You will. Someday. You're young.
Smart. Pretty.

PHOEBE
 (discouraged)
 I dunno. Sometimes it's hard
 enough just finding a friend.

Lily considers her words.

Meanwhile, Grant continues to stare at the fire. Several flies now BUZZ around his face. Also, a brownish, syrup-like substance drains slightly from his ear. But the others are seated too far away to notice in the darkness.

Phoebe lays back on the ground and gazes up at the stars. She sighs.

PHOEBE
 For now -- for this moment -- I'm
 just gonna be happy and pretend
 that you all are my friends. And
 that we're gonna be out here
 together forever!

Lily perks up.

LILY
 That sounds wonderful!

MICHELLE
 Hey, no need to pretend. We're all
 friends here!

This pleases Phoebe.

Grant wipes the syrupy substance away from his ear. He swats feebly at the flies.

Grant glances down and notices that one his forearms has turned brownish and rough -- similar to tree bark. But in the darkness he's able to hide it from the others.

Reg stands.

REG
 Nature calls. Save my seat!

He departs. Michelle stands and joins him.

MICHELLE
 Power of persuasion!

Grant realizes that the syrupy substance is now dripping from his pant leg. He also notices a couple of green leaves sticking out from his other pant leg. He turns partially away from the others so that they're unable to see him.

Lily, getting warm beside the fire, removes her outer long-sleeve shirt and sets it beside her. As she does, she notices Phoebe staring at her. Phoebe grins warmly. Lily swallows hard, looking away, fearful but excited.

Meanwhile, Reg and Michelle meet beside their tent. They regard Phoebe.

MICHELLE

So what do you think her deal is?

REG

Well, she did liven up the party.

MICHELLE

And barefoot? Out here? And those raggedy old clothes...

REG

She's just a backwoods hippie girl.
She's a little eccentric, yeah.
Backwoods folks are... different.

MICHELLE

You watch too many movies.

Reg shrugs. Michelle sighs, uncertain.

REG

So what do you want me to do?

Back at the campfire, Lily now notices two insects crawling on Phoebe. Phoebe regards them happily. It all seems perfectly natural to her.

Lily and Phoebe glance at each other again. Phoebe smiles, blushing slightly. Lily can't help but smile back.

Finally:

PHOEBE

You have a nice smile, Lily.

Lily is caught off guard, speechless.

PHOEBE

I noticed that the first time I saw
you.

Lily considers this. She FLASHES BACK to the sinkhole -- when she gazed down into its darkness and smiled.

Phoebe gives Lily a knowing look.

Lily suddenly appears overcome. She lifts her hand and touches her neck. Her face. Her lips.

She regards Phoebe's penetrating eyes. Her lips. Her body.

Phoebe returns her gaze with an eager, almost hungry expression, biting her lip excitedly.

Lily takes a deep breath, aroused, trembling. She clenches her fist, appearing flushed.

As Reg and Michelle return, a flustered Lily attempts to gather herself, lowering her head.

REG

So Phoebe, where did you say you lived?

Phoebe looks toward the woods behind them.

PHOEBE

Just through the woods. Not far.

MICHELLE

Where are your shoes?

PHOEBE

I like to go barefoot. I prefer to feel the earth on my feet!

Phoebe realizes they are getting suspicious.

Lily appears annoyed by Reg and Michelle.

LILY

Can't a person go barefoot if they want?

REG

Sure, we're just curious. You're an interesting person, Phoebe. It's just--

An insect crawls on Michelle's arm. Alarmed, she swats it away.

MICHELLE

Ewww! Where are all of these bugs coming from all of a sudden?

She squashes the bug with her shoe.

Phoebe is taken aback.

PHOEBE
You killed it.

MICHELLE
I can handle bears, snakes...
whatever. But bugs freak me out.

PHOEBE
You shouldn't have done that.

Phoebe frowns sadly.

REG
Yeah, babe. That wasn't very
neighborly.

Reg nudges her, chuckling.

Phoebe doesn't understand their amusement. Neither does
Lily.

Phoebe's demeanor changes, suddenly becoming more serious.

PHOEBE
Bugs aren't scary.

She eyes Reg and Michelle with a subtle intensity.

PHOEBE
You wanna see scary?

Reg and Michelle regard her, puzzled.

Grant coughs. Then chokes, standing, grasping his throat,
gagging.

As he turns toward the firelight, they see that his face has
turned greenish.

Then Grant RETCHES and CRIES OUT as he VOMITS up hundreds of
acorns.

Reg, Michelle and Lily jump away, horrified.

As Grant spews acorns, they see that his arms have become
bark-like. Leaves hang from his pant legs. Roots push out
through his shoes. Sap drips from his orifices.

Michelle SCREAMS in horror.

A terrified Reg grabs his stick.

REG
What the--

Lily steps backward, her mouth agape.

Phoebe doesn't move, sitting calmly with her head down.

PHOEBE

It's okay. He's better off now.
It's what he wanted.

Finally Phoebe lifts her head.

PHOEBE

And what I want now...

She holds her arms out beside her and elevates into the air as she transforms into the grotesque, deteriorating Phoebe. She glares at Michelle and Reg.

PHOEBE

(a warped, gnarly voice)
...is for you to leave!

The fire RAGES, the wind BLOWS, animals HOWL.

Snakes and rats and lizards gather beneath Phoebe. A greenish slime drips from her limbs, forming a pool below.

They all hear a piercing WAIL and notice a nearby tree which has Grant's face, which is stretched and mangled and hideous.

GRANT (TREE)

(crying out)
Help me... please! The pain...

Michelle SHRIEKS. A stunned Reg pulls her away.

Lily eyes Phoebe, terrified but frozen. As Reg and Michelle start off, Michelle glances back at Lily.

MICHELLE

Lily, c'mon!

Lily appears uncertain as Reg grabs her and pulls her away. As they escape, Lily glances back at the tree.

LILY

Grant?

Then Lily eyes Phoebe, who hovers above the fire, head tilted back, emitting a bloodcurdling SCREECH into the night sky.

EXT. WOODS - NIGHT

A panicked Reg and a tearful Michelle flee deep into the forest.

REG
I can't see anything!

MICHELLE
Just go!

Lily struggles to keep up.

They move through thick brush.

Lily hears a WHISPER echoing through the woods: "Lily..."
She pauses and looks back.

MICHELLE
Lily, what are you doing?!

Lily appears dazed. They grab her and run.

EXT. CAMPSITE - NIGHT

Back at the campfire, Phoebe sits on the ground, head down.

All is calm now.

When she lifts her head and gazes into the fire, she is once again the beautiful young Phoebe.

A tear runs down her cheek, her face full of sadness.

PHOEBE
What have I done?

She looks all around.

PHOEBE
Lily? I didn't mean you.

She walks over to the stool where Lily was sitting. She finds Lily's long-sleeve shirt. She takes it. Caresses it. Takes in its aroma.

Phoebe's body starts to BLUR oddly, as if her physical being is breaking up and disappearing.

A sense of longing on her face, Phoebe stares out into the forest.

EXT. WOODS - NIGHT

Reg and Michelle struggle through the darkness.

Lily trails behind.

REG

Ouch! I can't see shit!

MICHELLE

This can't be happening, this can't be happening. Reggie, what in God's name happened back there?!

REG

I dunno. I... dunno.

MICHELLE

I wanna go home, Reg. Please, I just wanna go home!

REG

Me too, Michelle. Me too.

MICHELLE

That girl... what was she?! And Grant. Did you see Grant? He's... a fucking tree!

REG

No, that's not possible. People can't turn into trees.

A distraught Lily finally catches up with them, trying to catch her breath.

REG

What now?

MICHELLE

Let's just get as far away from this place as possible.

They survey their surroundings.

REG

Which way?

MICHELLE

The opposite way.

LILY

But... Grant.

Michelle takes charge and picks a direction, and they flee deeper into the forest.

Lily, torn, follows them.

EXT. WOODS - NIGHT

All is calm.

Two bare feet appear. Stepping slowly. Quietly.

It's Phoebe. Her physical appearance continues to intermittently BLUR and fade.

She searches the forest.

PHOEBE

I would never harm you, Lily. You
know that, don't you?

She lowers her head into her hands, despairing.

PHOEBE

What have I become?

She wanders aimlessly, sadly, looking all around.

PHOEBE

Lily?

EXT. WOODS - NIGHT

Michelle, Reg and Lily run desperately through the thick forest.

Lily falls, SCREAMING out. Reg glances back.

REG

Lily?

They go back to check on her.

Lily struggles to get up.

LILY

My ankle...

MICHELLE

Can you stand?

They help her up.

LILY
It's... I dunno.

She grimaces, limping badly.

Reg glances all around.

REG
We can't see where we're going.
And she's injured. Let's hide
somewhere until morning. Then we
can make our way out of here.

LILY
You two go ahead. I'll be okay.
Besides, it doesn't matter.

REG
What do you mean it doesn't
matter?! We're not leaving you.

Michelle has a thought.

MICHELLE
Our car keys. They're back at the
campsite.

REG
Well, I'm sure as hell not going
back there.

Reg looks up ahead, surveying their surroundings.

REG
We'll figure it out later.

Reg helps Lily, who limps along, struggling.

Lily glances back and sees what appears to her as a ghostly
arm reaching out from behind a tree. She can't make it out
clearly, but she reaches back for it nonetheless.

LILY
(whispering)
Phoebe?

Reg and Michelle notice Lily's confusion. They pull her away
as they continue through the woods.

EXT. WOODS - NIGHT

A moonlit area. Rugged terrain. Rocky boulders.

Reg, Michelle and Lily are crouched in a ditch.
They peer out into the woods, listening, tense.
Michelle sniffles, sobbing quietly.

MICHELLE
What did we see tonight, Reg? I've
seen a lot of things, but...
please, help me to understand.

REG
It'll be alright, my love.

He hugs her, attempting to comfort her.

REG
There's an explanation. There has
to be.

But he can't come up with one at the moment.

REG
I won't be able to sleep tonight.
You two try to get some shuteye.

MICHELLE
Yeah, right. Like I'll ever be
able to sleep again.

REG
Let's just stay quiet until
morning. Then we'll get outta
here. We'll go home. I promise.

Reg holds Michelle tightly.

Lily regards them and then turns her attention back to the
forest, watching and listening attentively.

EXT. WOODS - NIGHT (LATER)

All is quiet.

In the ditch, Reg, Michelle and Lily have all drifted off to
sleep.

Lily twitches as she dreams. She suddenly jolts upward,
awakened by her dream. She glances around.

She sees something in the forest. Someone. It's Phoebe.
The young, wild, beautiful Phoebe.

Phoebe stands in the moonlight, gazing warmly at Lily.

Reg and Michelle remain asleep.

Lily gawks at Phoebe, mesmerized.

PHOEBE

Lily...

Phoebe holds out her hand, her eyes glowing softly.

Lily stands and approaches her, limping.

As Lily gets nearer, she realizes that Phoebe is nude, her body obscured only by the leaves and shrubs between them.

Lily eyes her, eager, excited.

She reaches out to Phoebe, who suddenly becomes the grotesque Phoebe, glaring ferociously, SCREECHING.

CUT TO:

EXT. WOODS - DAWN

Lily jolts awake from her dream, horrified. She's still lying in the ditch from the night before.

She glances around but doesn't see Phoebe.

She turns to Reg and Michelle. They are gone.

Lily panics, looking everywhere.

LILY

Reg? Michelle?

No sign of them. She stands gingerly, scanning the area.

LILY

Reg? Michelle? Where are you?!

She swallows hard, trying to figure out which way to go.

She chooses a direction and hobbles off into the woods.

EXT. CAMPSITE - DAY

All appears the same as the night before.

A bit of smoke drifts from the campfire.

FOOTSTEPS. It's Lily, limping out of the woods.

Exhausted, she surveys the camp.

LILY
Reg? Michelle?

No sign of anyone.

Recalling something, she eyes the tree that consumed Grant.

She approaches the tree with caution. She gazes up at it.
It now appears normal. She studies the bark.

LILY
Grant?

She reaches out but can't bring herself to touch it.

An acorn falls from the tree. She picks it up, examines it.

She removes the acorn's cap. When she does, blood SPILLS
from the acorn. Alarmed, she drops it and backs away.

Then she notices the writing in the dirt: "Lily + Grant".
But Grant's crossed-out name is now covered by Grant's
clothes, which are drenched in sap and blood and acorns.

Lily panics.

LILY
No!

Freaked out, she turns and rushes for her tent. Kneeling,
she crawls inside and gathers her belongings.

She finds some water and gulps it down. She searches her
pockets.

LILY
My pills!

Unable to find them, she attempts to calm herself.

She stands and approaches Reg and Michelle's tent. She looks
inside. Their stuff is still there.

She takes Reg's backpack and digs through it. She finds the
car keys. Shoves them into her pocket.

She stands, surveys the campsite once more, then limps away.

As she reaches the woods, she spots something in the bushes.
It's the paper airplane. She picks it up, studies it.

She recalls Phoebe's joy.

 PHOEBE (V.O.)
One, two, three... takeoff!

And she recalls Phoebe's LAUGHTER.

Contemplating, Lily glances down at the vine bracelet still on her wrist.

EXT. WOODS - DAY

Lily trudges through the forest, struggling.

She pauses, turning in every direction, lost, desperate.

 LILY
Oh no. Which way?!

She starts one way, then pauses again, uncertain.

Then she spots a large yellow BUTTERFLY -- similar to the one she saw at the sinkhole. It flutters all about, gradually approaching Lily.

The butterfly hovers near Lily, almost as if summoning her. Lily observes it, sensing something.

Finally the butterfly moves on. Lily follows it, struggling to keep up.

 LILY
Wait! Please...

The butterfly lands on a boulder, pausing, waiting for Lily. It flaps its wings gently.

When Lily catches up, the butterfly takes flight again.

Lily watches in awe, following determinedly.

EXT. WOODS - DAY

Lily struggles through the woods, still trailing the butterfly.

The butterfly leads her to a design on the ground: a smiley face made of rocks. Lily gawks at it.

Then: the distant GIGGLING of a little girl.

Puzzled, Lily eagerly follows the sound.

As she reaches an opening, the giggling becomes nearer. She hides behind a tree and peeks out.

She sees a LITTLE GIRL -- perhaps age 10 or so -- with red hair and a ponytail. The girl runs and skips and twirls about.

Butterflies flutter near the little girl. A frog hops along. A turtle basks in the sun. Nature gravitates toward her.

The little girl plays without a care in the world. She bends down and smells of a wildflower.

Lily observes her, astounded.

Suddenly the little girl pauses, sensing something behind her. She closes her eyes, hopeful.

LITTLE GIRL

Lily?

She turns toward Lily, who ducks behind the tree.

As Lily listens attentively...

PHOEBE (O.S.)

It's okay, Lily. I've been waiting for you.

Still hidden, Lily steps out from behind the tree and is stunned to see Phoebe staring back at her.

No longer a pony-tailed little girl, Phoebe is now that shy, sweet, innocent young woman that Lily first saw.

Phoebe is thrilled.

PHOEBE

I was hoping you would come. I just knew you would!

Lily gawks at her, as if wondering if she's real.

Phoebe approaches tentatively. Lily remains frozen.

PHOEBE

Would you like to go for a hike with me?

Lily is surprised, speechless.

PHOEBE

There's so much I wanna show you, Lily.

(MORE)

PHOEBE (CONT'D)

We'll have so much fun together!
We'll talk and explore nature and
play games and... I just know we
could be such great friends. Just
you and me.

(glancing all around)

We have everything we need out
here!

Lily is enamored by the thought yet still frightened.

When Phoebe steps closer, an uncertain Lily takes a step
backward, but she struggles with her ankle, grimacing.

PHOEBE

You're injured!

Phoebe examines her, concerned.

LILY

Last night. Everything that
happened. How did you...

Phoebe realizes she must explain. But she's not sure how.

PHOEBE

I didn't know I could become like
that. I'm scared, Lily. I don't
wanna become like that again.
Maybe I won't?

Lily remains frightened yet strangely sympathetic.

After a moment, Lily looks away from Phoebe and studies their
surroundings.

LILY

This place. These woods. The
sinkhole. I dreamt about it.
Before we came here. I wouldn't
have come with them, but something
was... calling.

Phoebe nods knowingly.

PHOEBE

I knew you were coming. The wind,
the animals, the trees... they told
me.

Lily regards Phoebe, overwhelmed.

MICHELLE (O.S.)
 (distant, muffled, echo)
 Lily! Help us!

Alarmed, Lily turns and looks into the distance.

LILY
 Michelle?!

No reaction from Phoebe.

REG (O.S.)
 (distant, muffled, echo)
 Lily! Is that you?

Lily rushes over to an open area, attempting to follow their voices.

Phoebe sadly watches her go.

Lily searches all around. Then she comes upon the sinkhole.

LILY
 Michelle? Reg?

REG (O.S.)
 Lily! Down here!

Lily approaches the sinkhole and peers down inside. She can't see anything.

Down inside the sinkhole, Reg and Michelle squint up in her direction.

MICHELLE
 Lily! Thank God!

LILY (O.S.)
 Are you okay?

MICHELLE
 Yeah, but we can't climb out.
 Maybe you can find a vine or
 something and lower it down.

Back up at the opening, Lily looks all around.

LILY
 I'm not seeing anything.

REG (O.S.)
 There's a rope. In my tent.

Lily considers. She turns back to Phoebe. But Phoebe is gone.

MICHELLE (O.S.)
I don't know how we got down here,
but... please, get us out!

Lily peers down into the darkness.

LILY
I'll get the rope.

MICHELLE (O.S.)
Go. Hurry!

Lily looks for Phoebe, but no sign of her. She limps away, disappearing into the woods.

EXT. CAMPSITE - DAY

Lily returns to the campsite. Glances around.

She enters the tent and finds the rope. She also finds a knife.

She takes the knife, too.

EXT. WOODS - DAY

All is quiet around the sinkhole.

MICHELLE (O.S.)
(muffled, echo)
Lily? Are you there?

No reply. Only a browsing deer which lifts its head toward the sound, then resumes feeding.

EXT. WOODS - LATER

Lily hobbles through the forest with the rope.

When she reaches an opening, she hides behind a tree and peeks out.

Finally she emerges from the forest and heads for the sinkhole.

As she gets closer, she spots Phoebe, who's humming softly as she kneels on the ground.

Phoebe examines an anthill.

The ants work busily. Phoebe watches, in awe of them.

PHOEBE

Look at how busy you are! I wish I
could get down there and help you!

Lily watches Phoebe, fascinated.

Without looking up from the anthill...

PHOEBE

Lily. Come join me. I want to
show you something.

Lily eyes the sinkhole anxiously, wanting to reach Reg and Michelle. But she limps over toward Phoebe.

Phoebe lifts her head and regards Lily, grinning warmly.

PHOEBE

Come closer.

Lily, hiding the knife behind her, kneels on the ground and sets the rope beside her, keeping her distance from Phoebe.

Phoebe motions toward the ants.

PHOEBE

Aren't they amazing? Just look at
'em go!

Lily notices them.

PHOEBE

They're surprisingly strong. The
workers can carry fifty times their
own body weight!

Phoebe observes them closely, as does Lily.

PHOEBE

The worker ants are all female.
They're the ones responsible for
the smooth operation of the colony.
For ants, it's all about the
survival of the colony. Individual
desires don't matter.

Phoebe notices Lily's interest in the ants. This pleases her.

LILY
I've never really noticed them
before. I thought ants were just,
I dunno, pests that ruined picnics.

Phoebe giggles.

They both watch with interest, Lily seeming to forget her
task at hand.

LILY
I guess everything has a purpose.
A place.

PHOEBE
Yeah. Everything. And every one.

Phoebe regards Lily fondly.

LILY
So mosquitoes...

Phoebe appears puzzled.

LILY
What is their purpose?

PHOEBE
Well, they serve as food for many
animals. They help filter organic
matter for plant life to survive.
They pollinate flowers.

Lily nods, intrigued.

PHOEBE
Not that I'd want one for a pet or
anything.

They both chuckle.

They admire the ants in silence.

Lily appears lost in the moment.

Suddenly from out of the blue...

PHOEBE
I like you, Lily.

Lily doesn't seem surprised. But isn't sure how to respond.
She doesn't look up.

Phoebe notices Lily's hand not far from hers. Working up some courage, she moves over, lifts her hand and gently places it onto Lily's.

Lily freezes.

Phoebe swallows hard, awaiting Lily's reaction.

Lily gawks at Phoebe's hand, unsure of how to react. But she doesn't pull away. She remembers her other hand which grips the knife.

PHOEBE

Can you... feel my touch?

Lily again notices their hands together. She gazes up at Phoebe, looking deeply into her eyes.

LILY

I, uh...

Lost in Phoebe's gaze, Lily leans forward slightly as if wanting to kiss her. Phoebe appears excited but nervous.

MICHELLE (O.S.)

(muffled, echo)

Lily! Where are you?!

Lily glances back. She removes her hand from Phoebe's, grabs the rope and stands, still grasping the knife in her other hand.

Phoebe spots the knife. Lily notices.

LILY

I... I wouldn't.

PHOEBE

I know.

(shrugging)

I don't think it would work anyway.

As Lily contemplates this, more SHOUTS from Reg and Michelle. Phoebe looks toward the sinkhole.

PHOEBE

I'm sorry. About them. I just...
I thought if they weren't around
anymore, it would be just you and
me.

She lowers her head, ashamed.

Lily regards her, seeming conflicted. Then she turns and limps away toward the sinkhole.

Phoebe sadly watches her go. She caresses her lips, a sense of longing.

As Lily nears the sinkhole, she pauses, looks back to Phoebe, wondering if she should proceed.

LILY
They... are my friends.

Phoebe nods at her as if to say it's okay.

PHOEBE
It's good to have friends.

Satisfied, Lily turns and peers down inside the opening.

LILY
Okay, I got the rope.

REG (O.S.)
Lower it down.

Lily lowers the rope into the sinkhole.

REG (O.S.)
Okay, we got it. Now tie it off.

Lily ties the rope to a tree and secures it.

Down in the sinkhole, Reg helps Michelle climb up the rope.

Michelle pulls herself up and out of the sinkhole. She quickly adjusts the rope and peers down inside.

MICHELLE
Okay, I'm good. Come on!

Reg climbs up. And out.

Relieved, Michelle and Reg embrace. Staggering a bit, they squint in the daylight as they anxiously survey the area.

MICHELLE
What now?

Lily remembers something. She reaches into her pocket.

LILY
Your car keys.

Lily holds them out, Reg grabs them.

REG
Let's get outta here.

MICHELLE
What about our stuff?

REG
Leave it!

Reg and Michelle start to rush off, but they freeze when they see Phoebe sitting cross-legged in their path.

Phoebe calmly regards them with a solemn expression.

PHOEBE
Before you leave... may I tell you
a story?

Reg and Michelle glance at each other, alarmed.

PHOEBE
Please?

Lily appears curious, but Reg and Michelle aren't in the mood.

MICHELLE
You... whatever you are. Just stay
away from us. Reg, let's go!

Several RAVENS on a dead log SQUAWK harshly at Reg and Michelle. A few unseen animals in the woods CHATTER and HISS. Even the surrounding trees make odd CREAKING sounds.

A breeze washes over them all.

An unnerved Reg glances all around. Then he notices Phoebe's expression.

Phoebe eyes Reg and Michelle with a subtle intensity, much like she did after Michelle squashed the bug.

Reg swallows hard.

PHOEBE
It won't take long. I promise.
Then you can go. Please... sit.

Lily obliges, sitting on the ground across from Phoebe.

Fearful, Reg sits too. As does Michelle.

Pleased, Phoebe nods and takes a deep breath. She leans forward anxiously. Closes her eyes. Concentrates hard.

Nature suddenly becomes deathly quiet. All sounds cease.

The sky darkens.

Insects gather around them.

Michelle and Reg glance all around, terrified.

Lily, however, appears strangely bewitched by it all.

Then... Phoebe opens her eyes.

PHOEBE

The year was 1977. There was this girl. She was young and wild and free. Like many others, she had big dreams. She wasn't perfect, but she tried to do her best. She loved people and enjoyed helping people. Her teachers said she was a healer. And she also loved nature. She had a unique relationship with the natural world. Animals, plants... they were drawn to her. And her to them.

Lily listens attentively. Reg and Michelle glance anxiously at each other.

PHOEBE

Nature... it brought her peace. So she decided that her goal in life was to help connect people with nature -- so they could feel that same peace that she felt. But one day, because of her naivete, she made a bad choice. One that would seal her fate. Her college professor -- someone she trusted -- invited her on a hiking trip. It was for environmental course work. It was important for her studies. And for her career. She needed this. So, one spring morning, they embarked. But while out there in the forest, things didn't go as planned. At least not for the girl...

EX. WOODS - NIGHT (FLASHBACK)

A campfire. Two people sit beside the fire. A man and a girl, their faces unseen. The man moves closer to the girl.

BACK TO SCENE

Phoebe continues her story.

PHOEBE

On the first night at their campsite -- at a spot similar to this -- the man came on to her. But she refused his advances. So he attacked her.

Lily listens, becoming anxious.

PHOEBE

She fought back. But she was a young girl. Not very strong. He overwhelmed her. She fought with all her might. Finally she was able to reach out and grab a rock. And she bashed his head in with it!

Michelle and Reg grimace.

PHOEBE

There was blood. It splattered onto her face. Onto her clothes. And then she ran.

EXT. WOODS - NIGHT (FLASHBACK)

A girl runs desperately through the thick forest.

PHOEBE (V.O.)

She heard footsteps. The man wasn't dead. He chased after her.

BACK TO SCENE

Lily tenses up as she listens.

PHOEBE

She could hear him advancing. But she couldn't see. She ran through shrubs and briars and into trees and boulders. She fell more than once. The footsteps got closer.

(MORE)

PHOEBE (CONT'D)

And closer. Panicked, she screamed out for help. But there was no one around for miles. Only nature. Nature screamed out, too.

Lily becomes distraught.

PHOEBE

It was so dark. The girl couldn't see where she was going. She ran and ran. But suddenly one of her feet didn't touch the ground. There was no more earth. She fell. And disappeared. Into a deep, dark, damp place. A sinkhole.

Michelle gulps.

PHOEBE

She didn't remember crashing to the bottom. She blacked out. And the man? What happened to the man? He didn't hear her running anymore. Was she hiding? It's likely he found the sinkhole. And gazed down into its darkness. Did he call out her name? Did he try to help? Surely he thought she was dead. He likely panicked. Returned to his campsite. Packed up. And left. Never to return again.

Lily listens, nearly in tears.

PHOEBE

As for the girl, she wasn't dead. At least not yet. She awoke bruised and battered and broken. Morning came. She peered up at the light. It seemed so far away. The walls of the sinkhole... they were flat. Wet. Slippery. Nothing to grab hold of. Nothing to climb.

EXT. WOODS - DAY (FLASHBACK)

From the bottom of the sinkhole, the unseen girl peers up toward the daylight, trying to find a way out. Reaching, clawing.

BACK TO SCENE

Phoebe continues her story.

PHOEBE

All she could do was scream out for help. And she did. Until she couldn't scream anymore.

(becoming emotional)

Then a butterfly appeared. A yellow one. It somehow reached the bottom of the sinkhole. It landed on the girl's arm. It seemed to want to help her.

Lily is astounded.

PHOEBE

Then other insects appeared. So many. They stayed with her. Comforted her. Brought her peace.

(considering)

Had Mother Nature sent them to help? That's what the girl wanted to believe. And that made her happy. And she was happy. And then she stopped breathing.

Lily listens, breathless.

PHOEBE

She was never found. She never received a proper burial. Her remains lie in that dark, damp sinkhole still today. Her soul is restless. She is lost. Frightened. Lonely. Waiting.

Phoebe sadly drops her head.

PHOEBE

All she wants is to not be alone anymore.

After a moment, she lifts her head and fixes her stare upon Lily.

PHOEBE

All I want... is a friend.

Lily gulps, overwhelmed.

Michelle is freaked out.

Reg doesn't know what to make of it.

Lily attempts to understand.

LILY
So... you're a ghost?

Phoebe considers the possibility.

PHOEBE
Maybe. I dunno. How would I know?

Phoebe seems just as bewildered as Lily.

PHOEBE
But there's one thing I am sure of.

Again she fixes her gaze upon Lily.

PHOEBE
It was you, Lily. It was you I had
been waiting for all that time. It
was you who brought me out of the
darkness. You... made my spirit
soar!

Nature comes alive again. Birds SING. The dark clouds lift.
The sun breaks through.

Reg and Michelle glance all around, amazed.

Phoebe regards Lily anxiously, hoping for a positive
response.

But Lily can only lower her head, overwhelmed by it all.

It's not quite the reaction that Phoebe had hoped for, but
it's understandable. She nods, resigned.

Michelle, growing antsy, stands tentatively, eyeing Phoebe as
she does so.

No reaction from Phoebe.

Reg follows suit, standing as well.

They regard Phoebe, who sadly lowers her head.

Reg grimaces as he grabs his arm, which has blood on it.
Michelle notices his wound.

MICHELLE
What happened? Are you okay?!

A concerned Lily jumps up to help.

REG
I think I scraped a rock while
climbing out.

Lily goes over and helps Michelle tend to his wound. They wrap a cloth around it and secure it.

When they finish, Lily looks back to Phoebe, but she is no longer there. Only a few insects remain where Phoebe sat.

Lily regards the insects, perplexed.

Michelle and Reg notice that Phoebe is gone. They look all around for her.

REG
C'mon, let's get out of here while
we can!

Michelle agrees, and they take off.

Lily just stands there, searching for Phoebe. Michelle looks back.

MICHELLE
Lily, what is with you?! Let's go!

Lily panics, seeing no sign of Phoebe.

REG
Lily, now!

Unsure of what to do, Lily turns and joins them.

Reg, Michelle and finally Lily disappear into the forest.

From a distance, a figure in the shadows watches them go, sobbing.

EXT. WOODS - LATER

Reg and Michelle advance rapidly along the trail, staring ahead, wide-eyed, breathing heavily.

Michelle glances back at Lily, who struggles to keep up.

Lily walks awkwardly, meandering, gazing up at the canopy, appearing dazed. Detecting something unseen, she grins, giggling.

Lily looks up ahead and notices Michelle and Reg waiting for her.

For a moment, Lily appears puzzled by Reg and Michelle -- almost as if she doesn't know who they are or what they're doing here. As if they're part of another world. Their talk sounds MUFFLED to her.

But she finally gathers herself and catches up to them.

Nature sadly watches her go. A RUMBLE of thunder overhead.

EXT. TRAILHEAD - DAY

Reg and Michelle exit the forest, exhausted.

Finally Lily appears, limping behind them.

Reg and Michelle spot their lone vehicle beside a dirt road.

MICHELLE

Yes! Dear God, thank you!

Reg and Michelle scramble to their vehicle.

MICHELLE

What are we supposed to tell people?!

REG

Nothing. We were never here.

Michelle doesn't like the sound of this.

MICHELLE

But... what if...

Unable to think straight, she shakes her head. Reg jumps in the car, he just wants to get going.

Still several feet away from the car, Lily stands staring into the forest. She appears heartbroken. It begins to RAIN.

Michelle gets in the car. But Lily just stands there.

Finally Michelle rolls down the window.

MICHELLE

Lily?

THUNDER. LIGHTNING. The forest appears achingly beautiful to Lily. Vibrant. Alive. Even as the storm intensifies.

Lily reluctantly turns, heads for the car and opens the door. She considers looking back again but doesn't. Swallowing hard, she gets inside and shuts the door.

INT. CAR - DAY

Lily regards the inside of the car, which feels strange and cold and foreign to her.

Reg STARTS the car, and they pull out onto the dirt road.

No one speaks.

Lily stares ahead blankly, feeling hopelessly lost again.

On the outer window beside Lily: the faint imprint of a hand. But Lily doesn't notice, and the rain washes it away.

INT. APARTMENT/BATHROOM - DAY

The warm water of the shower pours over Lily. She wants it to soothe her, to heal her, but it doesn't register.

She turns off the water.

INT. APARTMENT/BEDROOM - MOMENTS LATER

With a bath towel wrapped around her, Lily glances around the room. The silence is almost overpowering.

She wanders over to the dresser drawer. There she examines a photo of her mother. And a photo of Grant.

She's unable to hold back the tears.

She spots something else on the dresser: the vine bracelet. She picks it up. Places it on her wrist. Studies it.

She lifts her head and stares at her image in the mirror. She caresses her neck. Her lips.

For a brief moment she thinks she sees Phoebe standing behind her, smiling happily. But it's only wishful thinking.

And then Lily turns around and faces the dark, dreary room all alone.

She doesn't notice that on her outer window, several insects have gathered.

EXT. WOODS - DAY

A peaceful autumn afternoon.

The sun peeps through the thick canopy, struggling to reach the forest floor.

A lizard lounges on a log.

Ropes, climbing equipment, a knife, and other tools lie scattered on the ground.

A backpack rests on a rock.

A DIGGING sound.

A hiking boot pushes a shovel into the earth.

It's Lily.

She digs intently, sweating profusely, determined.

She pauses. Looks around. Studies the forest.

She closes her eyes, deep in thought.

Then she opens her eyes and stares down at the human skeletal remains on the ground beside her.

A somber expression. She takes a deep breath. Then continues digging.

Not far from Lily lies the sinkhole. All is calm there.

Nature observes Lily silently, if not sadly.

Lily finally finishes digging. She pauses. Drops the shovel.

Exhausted, she sits beside a tree. And rests.

She relishes the peace and quiet, letting nature wash over her.

An owl CALLS OUT in the distance. She listens, soothed.

Leaning back against the tree, she glances over at the tools on the ground beside her. The shovel. Rope. Knife.

Contemplating, she leans her head back, takes a deep breath and closes her eyes.

EXT. WOODS - LATER

Colorful fall foliage decorates the canopy as the sun sinks behind the hills.

The CRUNCHING of leaves. It's a browsing deer.

The deer lifts its head in the direction of Lily. It observes her, unconcerned, then resumes browsing.

Lily's eyes remain closed. Her head slightly tilted now, she appears to have drifted off.

FEMALE VOICE (O.S.)
It's a nice spot.

Lily opens her eyes and glances over her shoulder.

It's Phoebe.

Lily springs up excitedly.

LILY
Phoebe!

Lily hurries over to meet her.

Phoebe shyly forces a grin, appearing tentative.

PHOEBE
Hi, Lily.

LILY
I've been looking for you!

Phoebe nods knowingly. She looks down at the hole that Lily has dug in the earth. She studies it, fascinated. She then regards the skeletal remains. She swallows hard, becoming emotional.

Finally Phoebe gazes up at Lily.

PHOEBE
You're such a good friend, Lily.

Lily appears deeply moved. Her eyes well up.

Something urges Lily to step forward toward Phoebe. And so she does.

Lily studies Phoebe tenderly. They lock eyes.

Lily reaches down and takes Phoebe's hand. She notices that Phoebe is wearing a bracelet of vines -- just like the one that she wears on her own wrist.

Phoebe, caught off guard, examines their interlocked hands.

LILY

Yes. I can feel you. Now I can.

Lily likes the way it feels.

So does Phoebe.

Phoebe tilts her head and rests it on Lily's shoulder.

Lily closes her eyes.

A long, quiet moment. A moment neither of them want to end.

Phoebe gazes up at the canopy.

Lily gently caresses Phoebe's hair.

Phoebe smiles. She's at peace... finally.

LILY

Now I know what I've always been searching for.

Phoebe is curious.

PHOEBE

What?

Lily considers.

LILY

This.

Phoebe grins, pleased.

Lily leans forward, eyes Phoebe's lips and kisses her.

Phoebe, thrilled, responds with a tender kiss of her own.

Phoebe sighs happily. Closes her eyes. She's in heaven.

Lily takes a deep breath. She's finally found her place.

Nearby, tools remain scattered on the ground: shovel, rope, and a knife which is now covered in fresh blood.

And all around Lily and Phoebe, nature sings.

A large, beautiful yellow butterfly flutters about them.

FADE OUT.

THE END