GLOSSARY OF TERMS

1. Bandersnatch - a creature under the control of the Red Queen
2. Brillig - 4 o'clock in the afternoon the time you begin broiling things for dinner
3. Crims - the central land of Underland
4. Downal wyth Bluddy Behg Hid - "Down with the Red Queen" the slogan of the Resistance
5. ezel - high, go up
6. fairfarren - farewell, "May you travel far under fair skies"
7. Frabjous day - the day Alice slays the Jabberwocky and frees Underland from the oppression of the Red Queen
8. frumious - filthy with a very bad smell
9. Futterwacken - a dance of unbridled joy
10. gallymoggers - crazy
11. Gribling - the day Alice will return to Underland
12. guddler's scut - thief's ass
13. Gummer Slough - a dangerous swamp of thick viscous mud
14. Horunvendush Day - the day the Red Queen took control of Underland
15. Jabberwocky - a deadly creature, the Red Queen's ultimate weapon
16. Jubjub Bird - a flying creature under the control of the Red Queen
17. klotchyn - heads up, pay attention
18. naught for usual - it's no use trying
19. noge - go low down
20. nunz - don't go - not now.
21. Oraculum - a Calendar of all the days of Underland, each day having its own title and illustration.
22. orgal - to the left

23. Outlands- an untamed land to the west of Witzend

24. Outlandish - an old language spoken only in the Outlands adopted by the Underland underground resistance as a secret code in the revolution against the Red Queen.

25. Pishsalver - potion that makes one shrink

26. Queast - a land to the east, but not in the least

27. Quillian - the following day after Alice returns

28. saganistute - a wise person of poetry and vision

29. Salazen Grum - a port city where the Red Queen lives

30. shukm - excrement

31. sloth - slowly

32. stang - right

33. slurvish - selfish, self-centered

34. Snud - southern Underland

35. Tulgey Wood- a thick wood where Alice meets the Jabberwocky

36. Underland - the real name for the place Alice calls Wonderland

37. Upelkuchen - cake that makes one grow

38. slurking urpal slackush scrum - dirty words of the most foul meaning.

39. Witzend- a western land where the Mad Hatter and March Hare were born.

40. yadder - far away - way yadder beyong the Crossling in Snud.

41. zounder - behind you!
Sizes of Alice under the Influence of Pishsalver and Üpelkuchen

Tiny Alice - three inches high
Small Alice - two feet high
Big Alice - seven feet high
CAST OF CHARACTERS

LONDON

ALICE KINGSLEY briefly known as UUM from UMBRAGE
HELEN KINGSLEY ALICE'S MOTHER
MARGARET MANCHESTER ALICE'S SISTER
FAITH AND FIONA CHATAWAY CHATTY SISTERS
AUNT IMOGENE A SPINSTER
HAMISH ASCOT A YOUNG LORD
LADY ASCOT HAMISH'S MOTHER
LORD ASCOT HAMISH'S FATHER

UNDERLAND

NIVENS McTWISP THE WHITE RABBIT
UILLEAM THE DODO
MALLYMKUN THE DORMOUSE
OMAQUE UMPQUA THE PLATYPUS
TWEEDLDEE TWIN BOYS
TWEEDLEDUM
TARRANT HIGHTOPP THE MAD HATTER
THACKERY EARWICKET THE MARCH HARE
ABSOLEM THE CATERPILLAR
BAYARD HAMAR THE BLOODHOUND
BIELLE HAMAR HIS WIFE
MIRANA OF MARMOREAL  THE WHITE QUEEN
IRACEBETH OF CRIMS  THE RED QUEEN
ILOSOVIC STAYN  THE KNAVE OF HEARTS
THE RED QUEEN'S COURTiers
THE RED KNIGHTS
THE RED QUEEN'S CREATURES
THE JABBERWOCKY
THE JUBJUB BIRD
THE BANDERSNATCH
AND OTHER DENIZENS

Plus, various FOOTFROGS, FISH BUTLERS, HEDGEHOGS, FLAMINGOS,
MONKEYS, GUINEA PIGS, DUCKS and other Castle staff.
ALICE

screenplay by Linda Woolverton

inspired by
ALICE'S ADVENTURES IN WONDERLAND
and
THROUGH THE LOOKING GLASS
by Lewis Carroll

First Draft
Feb. 23, 2007
FADE IN:

Falling fast into an endless abyss with fleeting surreal images: a lush but off-kilter landscape, strange misshapen people, a blue caterpillar floating in smokey mist, the wry smile of a man in a top hat, a weeping turtle, an egg man on a fence, a griffon and the silhouette of a huge-headed woman screaming.

REDA QUEEN (O.S.)
Off with her head! Off with her head! OFF WITH HER HEAD!

ALICE'S MOTHER (O.S.)
Alice?

ON ALICE KINGSLEY

Alice comes out of her daydream with a start. She is bright, young and lovely with a wild mane of blonde hair.

INT. A CARRIAGE - 1865

Alice sits in the back of a carriage. Her mother reaches out a hand to her.

ALICE'S MOTHER
Are you all right?

ALICE
Mother...

She wants to tell her about the dream that's been plaguing her since she was young. She wants to confide in her the way she confided in her father. But it wouldn't be the same.

ALICE'S MOTHER
I know this is difficult. But try to find a way to smile just for this afternoon.

EXT. THE ASCOT ESTATE - A GARDEN PARTY

The grounds of the Ascot mansion are vast with topiaries, statues, fountains and rose gardens. A summer party is in full swing. Everyone has turned out in their summer finery: crinolines and bonnets, parasols and boaters. Guests play croquet on a long stretch of green lawn. Skiffs drift lazily on a meandering river.

Alice and her mother stand on the steps. Her mother gently straightens her unruly hair. Alice musters up a weak smile as LORD and LADY ASCOT approach.
LADY ASCOT (O.S.)
There you are, at last!

Lord Ascot is stately, aristocratic and kind man. His wife, however, is all airs and superiority.

ALICE'S MOTHER
Lord and Lady Ascot.

LADY ASCOT
Helen. Alice, dear. You're looking as lovely as ever. Hamish has been waiting to dance with you.

Her mother nudges her. With a sigh, Alice goes to join the other young people of marriageable age.

LORD ASCOT
She's not doing well, is she?

ALICE'S MOTHER
Alice and her father were very close.

LADY ASCOT
Poor dear. I hope it's not too long before she's herself again.

ALICE'S MOTHER
I'm sure this afternoon will lift her spirits immeasurably.

Lady Ascot pats her hand.

LADY ASCOT
I'm certain of it.

LORD ASCOT
Madame, in this world, there are very few people with vision. Your husband had vision.

LORD ASCOT (CONT.)
Charles Kingsley could see opportunity in the most strange and exotic places.

ALICE'S MOTHER
That he could.

LORD ASCOT
It's a shame you have to sell his company.

ALICE'S MOTHER
I wish I didn't. But it's a consolation knowing it will be in your capable hands.

EXT. THE GARDEN - A QUADRILLE

Alice dances with the Ascot's son, HAMISH. He's more like his mother than his father, refined and immaculately dressed with an aristocratic arrogance. Dancing has made Alice's smile more genuine. She looks up at a flock of geese flying overhead.

ALICE
Hamish, have you ever wondered what it would be like to fly?

HAMISH
I don't waste my time wondering about impossible things.

ALICE
My father says...
(catching herself)
...used to say...believing in the impossible is the only way to make it possible.

HAMISH
Did he?

ALICE
He said he sometimes believed in six impossible things before breakfast.

She laughs at the memory. Hamish looks pained. The dance ends.

HAMISH
Alice, I need to speak with you in private. Meet me at dusk under the gazebo.

ALICE
Dusk?

HAMISH
Exactly.

He moves off. Alice wonders aloud.

ALICE
When is dusk...exactly?

She is set upon by a pair of giggly females, THE CHATAWAYS.
FAITH
Alice!

FIONA
We have a secret to tell you.

ALICE
If you're telling me, then it's not much of a secret.

FIONA
(to Faith)
Perhaps we shouldn't.

FAITH
Of course we should.

FIONA
If we tell her, she won't be surprised.

ALICE
Tell me what?

FAITH
Will you be surprised?

ALICE
Not if you tell me.

FIONA
Then we shouldn't.

ALICE
But now you've brought it up, you have to.

FAITH
No, we don't.

ALICE
I wonder if your mother knows that you two swim naked in the Havershim's pond?

FAITH
You wouldn't.

ALICE
Oh, but I would.

FIONA
Well, you didn't hear it from us. But Lady Ascot told Mrs.
Duckwall who told Lady Whittlewood...

FAITH
That's not how it went. Lady Ascot told Lady Whittlewood who told Mrs. Duckwall...

ALICE
I'm going to find your mother!

Alice turns to walk away. Fiona grabs her.

FIONA
Alice. Hamish Ascot...

FAITH
...is going to ask for your hand.

They squeal and giggle. Alice is stunned.

ALICE
I need my sister.

Alice rushes off to find her recently married older sister, MARGARET MANCHESTER.

ALICE
Margaret!

One look and Margaret can see that Alice knows.

MARGARET
Who told you?

ALICE
The Chattaways.

MARGARET
They'll have to be strangled. Now the surprise is ruined. And everyone went to so much effort to keep the secret.

Alice looks at the other guests.

ALICE
Does everyone know?

MARGARET
Of course. It's why they've all come. This is your engagement party.

ALICE
Today? But how does he know
I'll accept?

Margaret laughs as if she's joking.

MARGARET
Hamish will ask you under the
gazebo at dusk. When you say
"yes", musicians will play...

ALICE
But I don't know if I want to
marry him.

MARGARET
Are you mad? Look around you.

ALICE
I wouldn't be marrying his
house. I'd be marrying Hamish.

She looks at Hamish who's blowing his nose. He studies the
contents of his kerchief before he folds it and puts it in his
pocket.

MARGARET
Do you have someone else in mind?

ALICE
Not at the moment.

MARGARET
Well, you won't do better than
a Lord. And you can't wait much
longer.

(as if she's Mathusela)
You're almost twenty, Alice.
That pretty face won't last
forever. You don't want to end
up like Aunt Imogene.

They look at their middle-aged aunt, IMGENE, with over-rouged
cheeks and a yellowing white dress that's too young for her.

MARGARET
Such a embarrassment. And now that
Father is gone, you can't depend
on Mother to support you. You don't
want to be a burden, do you?

She's succeeded in making Alice feel not only insecure but
guilty as well.

ALICE
Of course not.

MARGARET
So you will marry Hamish. You will be as happy as I am with Lowell and your life will be perfect. It's already decided.

Lady Ascot appears. She entwines her arm around Alice's.

LADY ASCOT
Walk with me through the rose garden and we'll get to know one another.

Alice looks back at her sister who nods with encouragement.

EXT. THE ROSE GARDENS - CONT.

LADY ASCOT
You're such a lovely girl, Alice. You're certain to have gorgeous children. Do you know what I've always dreaded?

ALICE
What's that?

LADY ASCOT
Ugly grandchildren. But with you that's not a possibility. Hamish tells me you're quite imaginative.

ALICE
My father encouraged me to...

Lady Ascot sees something off.

LADY ASCOT
Incompetence! The gardeners planted white roses when I specifically asked for red.

ALICE
I like white roses.

LADY ASCOT
You couldn't possibly. They're too bland.

She hurries her onto a winding path up a hill.
LADY ASCOT (CONT.)
As lady of the household it often falls to me to make difficult decisions, even to be ruthless.

LADY ASCOT (CONT.)
Do you think you could be ruthless if you had to be?

ALICE
I doubt it very much. I can't even kill a gnat.

LADY ASCOT
Now look what they've done! They've left the topiary unclipped? The gardeners will all have to be let go.

Just then, Alice hears a jingling sound. She catches a glimpse of SOMETHING LARGE AND WHITE dart past.

ALICE
Did you see that?

LADY ASCOT
See what?

ALICE
Something ran past. A rabbit, I think.

LADY ASCOT
Yes. We're plagued with them. I set the dogs on them whenever I can.

She leads Alice relentlessly up the hill towards the gazebo.

LADY ASCOT (cont.)
Shall we discuss dining? If my son eats the wrong things he is certain to get a blockage.

Alice hears a string quartet warming up. She sees musicians positioned discretely in the shadows, for dramatic effect no doubt. She glances up at the sun. It's just above the hill.

LADY ASCOT (cont.)
Alice? Are you listening?

ALICE
A blockage.
She hears that *jingling* again and catches a fleeting glimpse of a LARGE WHITE RABBIT in a waistcoat, standing on its hind legs. It stares directly at Alice for a moment, as if trying to catch her eye, before darting behind a tree.

**ALICE**
There! Did you see it?

**LADY ASCOT**
See what?

**ALICE**
The rabbit.

**LADY ASCOT**
And they've let the wisteria wilt as well!

**ALICE**
Excuse me.

Alice hurries into the wooded area off the path.

**EXT. THE WOODED AREA - DAY - CONT.**

She sees the Rabbit darting between the trees as Aunt Imogene approaches.

**IMOGENE**
Alice? What's this I hear that you don't want to marry Hamish?

**ALICE**
I didn't say that. I'm not certain...

**IMOGENE**
Marry him, Alice. If you don't, you'll lay awake at night in your cold, cold bed, growing older and older waiting for the perfect man who never comes.

Alice takes this in with a look of dread. She pulls the bushes back to see if the rabbit's hiding there.

**IMOGENE (cont.)**
What are you looking for?

**ALICE**
Can you keep a secret?

**IMOGENE**
To my grave.
ALICE
(secretive)
I saw a white rabbit run through here...wearing a waistcoat.

IMOGENE
(secretive)
How very strange. What kind of waistcoat?

ALICE
Brocade, I think. What does it matter? It was a rabbit wearing a waistcoat!

IMOGENE
I'm sorry, you'll have to go someplace else to look for your rabbit. I'm waiting here for my fiance.

ALICE
You're engaged? I didn't know.

IMOGENE
No one does. I've been secretly engaged for years.

ALICE
Who is he?

IMOGENE
A prince.

ALICE
Where did you meet a prince?

IMOGENE
Alas, he cannot marry me unless he renounces his throne.

ALICE
(worried now)
I...see.

IMOGENE
Run along now. And marry Hamish, Alice. You don't want to end up a spinster like some of those poor women we know.

It's a cautionary tale. Alice continues to look for the elusive rabbit. She hears rustling ahead and peeks around a
tree...surprising a man and a woman kissing. The woman gasps and runs off. The man turns. It's Margaret's husband, Lowell.

    ALICE

Lowell?

    LOWELL

Alice. We were...Katrina is an old friend.

    ALICE

(upset)
I can see you're very close.

He's caught and he knows it. So he goes on the offensive.

    LOWELL

You won't tell your sister about this, will you?

    ALICE

I don't know. I need time to think.

    LOWELL

Think of Margaret. This would be devastating to her.

    ALICE

I know!

    LOWELL

Marriage is based on trust. She would never trust me again. You don't want to ruin your sister's marriage, do you?

    ALICE

But I'm not the one...

    LOWELL

She must never know about this.

Hamish approaches.

    HAMISH

There you are, Alice! Lowell.

    LOWELL

Hamish.

    HAMISH

Come under the gazebo.
As Hamish pulls Alice away, Lowell places his finger on his lips. Hamish pulls her insistently to the gazebo. The shadows of the pillars fall on her like prison bars. She glances at the musicians. They're at the ready...bows poised. Hamish drops to his knee. Alice glances over at an artist who's drawing the moment for posterity.

HAMISH
Alice Kingsley...

She notices something on his shoulder.

ALICE
Hamish.

HAMISH
What is it?

ALICE
You have a caterpiller on your shoulder.

HAMISH
Well, get it off me!

He frantically brushes at his shoulder.

ALICE
Don't hurt it! Hold still.

Alice lets the caterpiller crawls onto her finger, then places it gently onto a tree branch.

HAMISH
You'll want to wash that finger.

(Starting again)

ALICE
Alice Kingsley...will you be my wife?

The question hangs in the air. The musicians' bows are poised. The party has fallen silent. It seems the whole world is listening. Unsure of herself, unsure of her future, unsure of anything in that moment, Alice stammers.

ALICE
I...I...would have to say...everyone thinks I should...and there's no reason not to...so I suppose my answer would have to be...I would have to say...

She trails off as she sees the WHITE RABBIT leaning against a pillar, glaring at her with undisguised impatience.
ALICE (cont.)

I need a moment.

She turns and runs, whether she's running after the Rabbit or away from Hamish is a question that she'll often ask herself in the future.

EXT. THE MEADOW - DAY - CONT.

She spots the White Rabbit bounding across a meadow.

ALICE
Wait!

She runs into the meadow. But she's lost him again. She peeks over the hedgerow. No rabbit. Stumped, she looks around.

CLOSE ON ALICE'S ANKLE

A white paw reaches up from out of the ground and grasps her by the ankle. With a quick jerk, it pulls her down into the rabbit hole. She screams...

DOWN THE RABBIT HOLE

...and keeps screaming as she tumbles head over heels down the rabbit hole. She frantically grabs at the walls which are hung with exotic objects: paintings, ancient maps, cracked mirrors, demonic masks, etc. She pulls out books, jam jars, a crystal ball, a badger claw, a monkey's hand and a human skull in her frantic effort to stop herself. And down she falls.

She looks up and sees the round bright circle of the rabbit hole and the blue sky above which grows smaller the further she plunges.

Gradually, it grows darker as the day passes into night. And still she falls. Now she can see stars twinkling in the dark round circle of the hole as she plunges deeper and deeper beneath the earth's surface. Finally, after what seems like hours, Alice dozes off. And still she plunges until...

INT. THE ROUND HALL

WHAM! She hits the bottom, hitting her head onto a wooden floor and knocking her wind out. Alice gasps. After a moment, she's able to breathe again. She rubs the bump on her forehead.

ALICE

That falling dream again.
She looks around. She's in a round hall lit by lanterns on the walls and many doors.

ALICE (cont.)
Only I've never hit bottom before.

She tries a door. It's locked. She tries another one and another. She knocks.

ALICE (cont.)
Hello? Hello! Anyone there?

No answer. She moves around the hall from door to door, knocking and calling. Every door locked.

ALICE (cont.)
No way out.

She turns around to see a three-legged glass table with a little golden key sitting on top. She picks up the key and tries it in a door. But the key is too small for the lock.

ALICE (cont.)
Too small. But if there's a key there must be a lock it fits.

She sees a curtain and pulls it aside to reveal a little door about two feet high.

ALICE (cont.)
Ah.

She tries the key in the door. It fits. She opens the little door and bends down to look through to the other side.

THROUGH THE SMALL DOOR

She sees a garden with a fountain. She tries to fit through the door, but her shoulders get stuck. She pulls back. Stumped, she goes back to the table and replaces the key. But now there's a bottle on the table.

ALICE (cont.)
Was this here before?

She looks at a label. "DRINK ME".

ALICE (cont.)
Drink me. What if it's poison?

She sniffs the contents, recoils, puts the bottle down, stares at it.
ALICE (cont.)
But how can it hurt me if I'm dreaming?

She picks up the bottle and takes a drink, gags from the taste. In a moment, she notices that the table is getting larger.

ALICE (cont.)
Curious. Is the table getting larger or am I getting smaller?

She's getting smaller. Alice SHRINKS to two feet high.

HER POV

The doors loom above her. She takes a step, trips on her now-oversized clothes. Dragging them behind, she tries to open the door. But it's still locked. She groans as she realizes.

ALICE (cont.)
I did not leave the key on the table!

She runs back to the glass table and looks up. She can see the golden key through the glass.

ALICE (cont.)
Alice! You are not using your head!

CUT TO:

ON ALICE - THROUGH A KEYHOLE

We hear VOICES as they watch Alice through a keyhole.

THE DODO (O.S.)
No, she most certainly is not.

THE DORMOUSE (O.S.)
You'd think she would remember all this from the first time.

THE PLATYPUS (O.S.)
Eggsactually.

THE DORMOUSE (O.S.)
You've brought us the wrong Alice.

WHITE RABBIT
She's the right one. I'm certain of it.

DODO (O.S.)
Watch to see what she does.
INT. THE ROUND HALL - CONT.

Alice attempts to climb the glass table leg. But she gets tangled in her too-big clothes and keeps sliding off. She sits frustrated and now she notices a little box under the table. She opens it. Inside, there’s a cake with the words "EAT ME" written out in ornate icing letters.

ALICE
If the drink made me shrink, then the cake should make me grow. But then, dreams are never that logical.

She takes a tiny taste of the cake. Not bad. She takes another bite. There's a beat and WHOOSH! Alice shoots up toward the ceiling. He clothes fit her again, but she keeps growing. Buttons pop, seams are strained and her skirt gets shorter. The ceiling gets closer...too close! She squeezes her eyes shut and stops growing just as her head grazes the ceiling. She bends down and takes the golden key. Crouching low, she makes her way to the little door and fits the key in the lock.

ON ALICE - THEIR POV

THE DORMOUSE (O.S.)
She's the wrong Alice.

PLATYPUS (O.S.)
Eggsactually.

WHITE RABBIT (O.S.)
You haven't given her a chance.

DODO (O.S.)
If she manages to get through the door, then we'll know she's the right one.

INT. THE ROUND HALL

Alice laughs.

ALICE
Where's my head?

She goes back to the table and picks up the little bottle.

ALICE (cont.)
Hope there's enough left.

She takes another drink, shivers from the bad taste and waits. In a second, she starts to shrink.
ALICE (cont.)
Down again.

Alice shrinks to two feet high, drags her clothes behind again, runs to the door, puts the key in the lock, opens it and steps into...

EXT. A GARDEN IN UNDERLAND - DAY

...a fantastical world. Underland is bizarre, illogical, often dangerous, absurd, and strangely beautiful. The garden is brown and tangled, its statues broken and overgrown, the mossy fountain is silent. Alice hears a bellow/sneezing sound as a GREEN PIG dashes past. The TALL FLOWERS have gaunt, haunted HUMAN FACES. A LIZARD/BADGER with a corkscrew nose pokes it into a log in a search for food. SHABBY, THIN BIRDS walk on stalk legs past a bench where a fat DUCHESS sits rocking a PIG like a baby. DRAGONFLIES, HORSEFLIES and ENORMOUS GNATS do fierce battle in the sky above. Alice is transfixed, not by fear, but fascination.

ALICE
Curiouser and curioser.

WHITE RABBIT
I told you she's the right Alice.

She turns to see A DODO BIRD with eye glasses and a walking stick, a female DORMOUSE in breeches; a DUCKBILL PLATYPUS, the WHITE RABBIT and two round BOYS with their arms thrown over each others shoulders. They all study her critically.

THE DORMOUSE
I'm not convinced.

The White Rabbit throws up his hands.

WHITE RABBIT
Well, that's gratitude for you! You cannot know how difficult it was to find her. Trailing one Alice after the next for weeks on end...not to mention almost being eaten by large drooling creatures waving meat cleavers at me. And you would not believe how uncivilized the animals

WHITE RABBIT (CONT.)
are up there. They wander around entirely unclothed, growling and barking and yipping. And they do their...ahem... shukm in public. Can you imagine? I had to avert my eyes! I'm still very
upset by the entire experience.

THE DODO
Let's have a look at her.

The Dodo removes his glasses to study Alice.

THE DODO
She could be the right Alice.

The TWEEDLES have Dee and Dum embroidered on their collars.

TWEEDLEDEE
And if she was, she might be.

TWEEDLEDUM
But if she isn't, she ain't.

TWEEDLEDEE
But if she were so, she would be.

TWEEDLEDUM
But she isn't. Nohow.

ALICE
But you don't even know me.

Dum shakes her hand, speaking very fast.

TWEEDLEDEE
How d'ye do? I'm Tweedleehe's Tweedledum.

TWEEDLEDUM
Contrariwise. I'mTweedledum he'sTweedledee.

TWEEDLEDUM
And who are you?

ALICE
Alice.

He points an accusing finger at her.

TWEEDLEDUM
Wrong!

Dee shakes her hand.

TWEEDLEDEE
How d'ye do? Wrong Alice.

ALICE
How can I be the "wrong Alice" when this is my dream?

DODO
We should consult the Oraculum.

THE PLATYPUS
Eggsactually.

TWEEDLEDEE
I'll fetch it.

Tweedledee runs off.

TWEEDLEDEE
No. I will.

Tweedledum grabs him and pulls him back.

TWEEDLEDEE
No, I will!

Dum grabs Dee and drags him back. Then Dee drags Dum, then Dum drags Dee. This goes on, neither of them getting anywhere.

DORMOUSE
Omaque, fetch the Oraculum.
There's a good duck.

The Platypus goes off while the Tweedles still tussle.

TWEEDLEDEE
Leave off!

TWEEDLEDEE
Let go!

TWEEDLEDEE
Not now! Nohow!

ALICE
(to the Rabbit)
Are they always this way?

WHITE RABBIT
Family trait.

The Platypus returns carrying an ancient PARCHMENT, yellowed with age and rolled into a SCROLL. He places it with great reverence on a broken pedestal. Alice reads the title.

ALICE
"The Oraculum: Being a Calendrical Compendium of Underland"
The Dodo unrolls the scroll. It's a timeline depicting the major events of each day. Every day has a title and an illustration.

ALICE
It's a calendar.

THE DODO
Compendium. It tells of each and every day since the Beginning. You see, here is Griblig Day...in the Time of the Bloody Queen.

Dee points to the illustration.

TWEEDLEDEE
That being today: Griblig.

TWEEDLEDUM
I thought today was being Quillian.

THE DORMOUSE
It's Griblig. Tomorrow's Quillian.

PLATYPUS
Eggsactually.

Alice looks at the illustration. It shows all of the animals peering at the Oraculum, at that exact moment.

ALICE
Curious.

THE DORMOUSE
In Underland, we have a name for every day.

ALICE
So do we. Sunday, Monday, Tuesday...

WHITE RABBIT
But ours never repeat.

ALICE
The names never repeat?

DODO
Why would they when no day is ever the same?

ALICE
But don't you get confused?
ALL BUT TWEEDLEDUM
Just Tweedledum.

TWEEDLEDUM
Not so!

The White Rabbit glances skyward nervously.

WHITE RABBIT
I really must be off now. There are things I'm late for doing.

ALICE
Wait, I need you to show me the way out!

He runs off with another nervous glance over his shoulder. Alice laughs, catching herself.

ALICE (cont.)
No, I don't. This is a dream. All I have to do is wake up.

TWEEDLEDEE
(to the Dodo)
Tell the part about the Jabberwocky.

TWEEDLEDUM
That being on the Frabjous Day.

The Dodo turns the scroll further. The Oraculum SPEAKS in a voice that resonates with wisdom and age. The Voice of Destiny.

THE ORACULUM
'Twas brillig, and the slithy toves
Did gyre and gimble in the wabe...
All mimsy were the borogoves,
And the mome raths outgrabe.

ALICE
What language is that?

THE DODO
Outlandish. It's an old tongue they speak in the Outlands.

The Tweedles yawn from boredom.

TWEEDLEDEE
Hurry on to the bloody bit.

The Dodo skips ahead in the scroll.
ORACULUM
Beware the Jabberwock, my son!
The jaws that bite, the claws that catch!
Beware the Jabjub Bird and shun the frumious Bandersnatch!

The Tweedles yawn again.

TWEEDLEDEE
Something's going to have to get slayed veeery soon.

DODO
Let Alice see herself.

He pulls her closer so she can see.

CLOSE ON THE ORACULUM

The picture is three dimensional and moves to illustrate the story. The girl in the story is dressed in full Arthurian battle regalia with chain mail, a helmet and long blonde hair that trails down her back. She has her back to the readers.

THE ORACULUM
She took her vorpal sword in hand...

TWEEDLEDUM
The Vorpal sword being the only thing can kill the Jabberwocky.

TWEEDLEDEE
No other swords. Nohow.

TWEEDLEDEE
If it ain't Vorpal, he ain't dead.

THE ORACULUM
Long time the manxome foe she sought
So rested she by the Tumtum tree

TWEEDLEDUM
No resting! No Tumtum tree!

TWEEDLEDEE
Get on to the fighting.

THE ORACULUM
The Jabberwock, with eyes of flame,
Came whiffling through the tulgey wood,
And burbled as it came!
CLOSE ON THE ORACULUM

The Jabberwocky is as large as a dinosaur with Pterydactyl wings, reptilian scales, long sharp claws, a pronged tail, cold deadly eyes and a vest.

THE DODO
Note the Jabberwocky is wearing a vest. The vest indicates good taste which means a high intelligence which makes him much harder to kill.

ORACULUM
One two! One two! And through and through...
The vorpal blade went snicker-snack!

THE DODO
That's you there.

CLOSE ON ORACULUM

The girl fights the Jabberwocky with grace and skill. She swings the sword, revealing her face to the readers. The girl is unmistakably Alice. She wears a fierce expression. There's bloodlust in her eye.

THE GARDEN

Alice backs away...frightened by what she saw in herself.

ALICE
You have the wrong Alice.

TWEEDLEDEE
I said so.

TWEEDLEDEE
No. I said so.

TWEEDLEDUM
Contrariwise, you said she might be.

TWEEDLEDEE
No. You said she would be if she was.

TWEEDLEDUM
No. I said she isn't. Nohow.

ALICE
Well, it's been nice meeting all of you. But it's time for me to wake up. Good-bye.
She closes her eyes and pinches herself hard. She opens them again. The animals are still there.

    ALICE (cont.)
    Still dreaming.

She pinches herself again. The animals just look at her.

    ALICE (cont.)
    That's odd. I can't wake up no matter how hard I pinch myself.

The Dormouse pulls a long sharp hat pin/sword from her scabbord.

    THE DORMOUSE
    I could stick you if it would help.

    ALICE
    It might actually. Thank you.

    THE DORMOUSE
    My pleasure.

Mab stabs her in the ankle with relish.

    ALICE
    Ow! Stick not stab!
    (looking around)
    And I'm still dreaming.

Without warning, a huge BEARLIKE CREATURE smashes through the garden walls.

    TWEEDLEDEE
    Bandersnatch!

They scatter. The BANDERSNATCH is an enormous creature with the body of a bear and the head of a rabid bulldog. Drool oozes from his squashed muzzle. His fur is caked with blood and filth. His teeth are sharklike and broken, stained with blood. A foul stench emanates from him.

As the animals flee from the Bandersnatch, they're intercepted by RED KNIGHTS wearing the RED QUEEN'S CREST: a heart in flames. The Knights are led by the ILOSOVIC STAYN, the grim KNAVE OF HEARTS. Stayn has a flaming red birth mark which covers half of his face, his neck and his enormous hands. He rides a huge RED PANTHER with yellow eyes and fur the color of blood. The Knights ensnare the fleeing animals and toss them into caged wagons.
The Platypus picks up the Oraculum, struggling to carry the ungainly rolls with his underdeveloped wings. As he waddles away, he's snatched up by a Knight. The Oraculum falls to the ground as he is thrown into a wagon. Ilosovic Stayn sees the parchment roll on the ground. He picks it up curiously, looks through, and sees something that alarms him. He tucks it into his saddlebag, leaps astride his panther and rides off.

EXT. THE GARDEN PATH - CONT.

Running down the path, Alice trips over her skirt. She ties it up and keeps running. She looks back to see the Bandersnatch thundering after her. Suddenly, she stops.

ALICE
Wait. This is a dream.

She turns around to face the Bandersnatch. It comes closer. She doesn't move. The Dormouse watches from nearby.

THE DORMOUSE
What is she doing?
(to Alice)
Run!

ALICE
This is a dream. It can't hurt me.

The Bandersnatch towers over her. It leans its smashed muzzle down. She recoils from its hot fetid breath. Trembling, heart pounding, she holds her ground.

ALICE (cont.)
Can't hurt me...can't hurt me.

The Dormouse leaps onto the Bandersnatch and pulls herself up, hand-over-hand to its shoulder. The Bandersnatch opens its mouth to eat Alice. Thick viscous drool drips down on her.

THE DORMOUSE
AHHH!

The Dormouse drives her hatpin into its eye. It bellows. The Dormouse attempt to pull the hatpin out, but the whole eye pops out. Bandersnatch howls and whips around raking Alice's arm with its long claws. She gasps. The pain shocks her into action. She runs.

EXT. THE CROSSLING - DAY

Alice runs down the path, but it diverges in opposite directions. A road sign points south to "SNUD" and east to "QUEAST". Tweedledum leaps out from the bushes.
TWEEDLEDUM
This way!

He grabs her arm and pulls her down one path. She cries out from the wound on her arm.

ALICE
My arm!

But she's pulled back the other way.

TWEEDLEDEE
No, this way!

They pull her back and forth between them.

TWEEDLEDUM
She should go yadder to Queast.

TWEEDLEDEE
Contrariwise, she'll be safer in Snud.

TWEEDLEDUM
Queast!

TWEEDLEDUM
Snud!

From the sky, there's an ear-slitting SCREECH and the enormous JUBJUB BIRD lands in front of them. The JUBJUB is part monkey-eating eagle and part ostrich. The Tweedles wave their chubby arms to distract it from Alice.

TWEEDLEDEE
Over here!

TWEEDLEDUM
Contrariwise, over here!

The JubJub snatches them both up and takes flight.

EXT. FLYING WITH THE JUBJUB BIRD

WE STAY with the Jubjub bird as it flies over the barren red earth of Crims with its wriggling prey in its claws. It approaches Salazen Grum and the castle of the Red Queen on the shore of the Crimsen sea. Her flag with the Heart in Flames flies atop the spires. The Jubjub swoops down.

CUT TO:

INT. THE RED QUEEN'S CASTLE- DAY

A long hall is lined with FROG FOOTMEN. The RED QUEEN'S voice emerges from behind closed doors.
RED QUEEN (O.S.)
I had three hundred and thirty
three exactly. I count only three
hundred and thirty.

The Footfrogs look at each other nervously. The doors bang
open to reveal IRACEBETH the RED QUEEN. She has a huge
oversized head, extremely large features, and bright red hair.
She strides accusingly down the long row of nervous Footfrogs
followed by a Fish Butler.

RED QUEEN
Someone helped themselves to
three of my squimberry tarts. If
the guilty one does not confess...
he will rue the day!

She leans into the face of a frog.

RED QUEEN (cont.)
Did you steal them?

The frightened Frog shakes its head.

FOOTFROG #1
No, your Majesty.

RED QUEEN
Did you?

FOOTFROG #2
No, your Majesty.

She walks down the row, studying the faces of each frog. At
the end, she whirls around to leer into the face of one
trembling frog.

RED QUEEN
Did you steal my tarts?

FOOTFROG #3
(terrified)
No, Your Majesty.

She reaches out and wipes a telltale bit of jam from the side
of its mouth. She holds her finger up and sniffs the juice.

RED QUEEN
Squimberry.

FOOTFROG#3
(confessing)
I'm so hungry and they smelled
so good.

The Queen's face turns beet red with fury.

RED QUEEN
He stole my tarts! **OFF WITH HIS HEAD!**

Red Knights converge on the guilty Frog.

FOOTFROG #3
No! Please...I have little ones to look after! I'm begging you!

The Knights drag him out. The Queen turns to the Fish Butler.

RED QUEEN
Go to his house and collect the little ones. I love tadpoles on toast points...almost as much as I love caviar.

The Fish butler suppresses his revulsion and anger.

RED QUEEN (cont.)
Anyone else want to steal my tarts?

The Frogs are silent, eyes straight forward.

KNAVE OF HEARTS
Majesty?

The Queen's face lights up to see him.

RED QUEEN
Ilosovic Stayn...you knave. Where have you been lurking?

He drops to his knee.

KNAVE OF HEARTS
In the south, Majesty, rooting out White Loyalists in Snud and Witzend. On our return, we were rounding up random creatures for your castle staff when I found this.

He hands her the Oraculum. She barely looks at it.

RED QUEEN
An old parchment roll. How nice.

KNAVE OF HEARTS
Majesty. It's the Oraculum.

RED QUEEN
The Oraculum? I thought it would be more ornate. It looks so ordinary for an oracle.

He lays it on a table and rolls it out.

KNAVE OF HEARTS
Look here. On the Frabjous Day.

He shows her the illustration of Alice (with her back to the reader) fighting with the Jabberwocky.

RED QUEEN
I'd know that tangled mess of hair anywhere. Is it Alice? Back again?

KNAVE OF HEARTS
I believe it is.

RED QUEEN
I never liked that tedious little girl. There's precocious and then there's "Ask me one more irksome question and I'll pluck out your tongue." What is she doing with the Jabberwocky?

KNAVE OF HEARTS
I believe she's slaying it.

They look down at the illustration as the Oraculum speaks.

ORACULUM
One two! One two! And through and through...
The vorpal blade went snicker-snack!
Alice left it dead, and with its head
She went galumphing back.

RED QUEEN
She killed my pet!

She throws the Oraculum onto the floor and kicks it in a rage.

KNAVE OF HEARTS
No. It hasn't happened yet. It will occur on the Frabjous Day.

RED QUEEN
I knew the little pratter wasn't as innocent as she appeared. I
should have taken off her head when I had the chance. Find her, Stayn. Find her!

KNAVE OF HEARTS
Calm yourself, Majesty. We'll find Alice. I will personally bring her head and lay it at your feet.

RED QUEEN
No. Bring the whole girl. I want to do it myself.

He kisses her hand. She sighs. Stayn goes out, glancing at the Footfrogs who keep their eyes trained safely ahead.

EXT. THE TULGEY WOOD - DAY - CONT.

Alice is still running. She stumbles and falls, looking back fearfully.

CHESHIRE CAT (O.S.)
There's nothing after you, if that's what you're worried about.

The voice is coming from the disembodied head of a GRINNING CAT which hovers above a tree limb. Alice stares, unsure of her eyes.

ALICE
I must be going mad.

CHESHIRE CAT
Then you should feel right at home. We're all mad here.

She winces suddenly from pain. There are deep gashes in her arm.

ALICE
I thought I was dreaming, but this couldn't happen in a dream.

CHESHIRE CAT
It looks like you ran afoul of something with wicked claws.

ALICE
The benner or banner...

CHESHIRE CAT
Bandersnatch? You're lucky to be alive. I'd better have a look at that.
The Cat's head disappears, then he reappears next to her as a whole cat. CHESURRE is a dapper TABBY, in ascot, waistcoat, and spats. Always calm and casual, there's a catlike sensuality about him. The grin is seductive. He inspects the wound.

CHESIRE CAT (cont.)
The slightest scratch made by the frumious Bandersnatch will fester and putrify unless it's purified
CHESIRE CAT (cont.)
by someone with evaporating skills, like myself.

He lifts her arm and tries to lick the wound. She pulls back.

ALICE
What are you doing?

CHESIRE CAT
It needs cleaning out.

ALICE
I'd rather you didn't.

CHESIRE CAT
At least, let me bind it for you.

She allows him to use his handkerchief to bind the wound.

ALICE
I've never seen a cat smile before.

CHESIRE CAT
I sleep all day and carouse all night. Why would I not be smiling? (a beat)
What do you call yourself?

ALICE
Alice.

CHESIRE CAT
The Alice?

ALICE
There's been some debate about that.

His attitude shifts. He ties the binding tight then steps back.

CHESHERE CAT
You'd best be on your way. I make it a rule never to get involved in politics.

ALICE
Can you at least show me the way out of this place?

CHESHIRE CAT
If you are The Alice the only way out is to slay the Jabberwocky. That's all I'm going to say about it. But you should talk to the Hare and Hatter. They're the ones to help you. Be off now.

ALICE
Where to? I don't know the way.

CHESIRE CAT
Fine. I'll take you there. But that's the end of it.

He disappears suddenly. She looks around. He reappears in the woods ahead.

CHESIRE CAT (cont.)
Come on then.

She hurries to catch up with him.

EXT. THE GARDEN - DAY - LATER

Staun sits astride his Red Panther as the Knights hold a growling BLOODHOUND bound by a spiked collar and heavy ropes.

KNAVE OF HEARTS
Find the scent of human girl.

The Bloodhound has an exotic accent.

BLOODHOUND
Find it yourself, ye urpal slackum scrum.

The Knights jerk the ropes, driving the spikes into his neck. He growls and snaps.

KNAVE OF HEARTS
Help us find the girl and you will earn your freedom.

The Bloodhound considers the offer.
BLOODHOUND
For my wife and pups as well?

KNAVE OF HEARTS
Everyone goes home.

The Bloodhound sniffs the ground, picking up Alice's trail. He BAYS and runs off. Stayn strokes his panther's neck.

THE PANTHER
Dogs will believe anything.

EXT. THE CROSSLING - DAY

The Bloodhound sniffs the ground. It howls again following Alice's path into the woods.

EXT. THE TULGEY WOODS - DAY - CONT.

As Alice and the Cat proceed, he disappears then reappears ahead.

CHESIRE CAT
This way.

He disappears again, reappearing ahead.

CHESIRE CAT (cont.)
Over here.

ALICE
Will you stop doing that?

CHESIRE CAT
The Queen's Knights are everywhere.
I'd like to keep my head if you don't mind. Here we are.

EXT. HOUSE OF THE MARCH HARE - DAY

The house is living thing...part hare part house. The chimneys are ears, the roof is thatched with fur. The picket fence is rabbit feet...doorknob a bunny tail. Windows are pink rabbit eyes which look round and blink.

A tea party is in progress in the yard. The MARCH HARE suffers a mental disorder. He's slovenly. His nice clothes have gone to seed and he twitches. The MAD HATTER wears a colorful, odd admixture of clothing from across time, including the iconic tattered top hat. He has an intense energy driven by his passion for the "cause" which lends him a very sexy quality. He's the first human Alice has encountered.
They're all laughing at the Dormouse who's standing at one end of a long table doing an imitation of Alice's encounter with the Bandersnatch.

THE DORMOUSE
"He can't hurt me...he can't hurt me!" He was about to do her in. So I had to go up there and pop out its eye. I keep it with me for good luck.

She holds up the Bandersnatch's eye. They react to the sight and smell.

MAD HATTER
Put it away, Mallymkun. It's frumious.

The Hare/house's window/eyes shift. One ear taps the March Hare on his head. They turn to see Alice and the Chesire Cat.

THE DORMOUSE
Well, look what the cat dragged in.

MAD HATTER
The very Alice in question.

MARCH HARE
Join us for tea? Are you free for tea? Tea, anyone?

CHESIRE CAT
I'm not staying.

He disappears.

ALICE
He's always doing that.

THE DORMOUSE
Don't we know it.

MAD HATTER
Chessur lives to please himself.

MARCH HARE
(sings)
Only himself, always himself. Just him, his own self.

The Cat's reappears, sitting in a chair.

CHESIRE CAT
Fine, a cup of tea then.
The Hatter offers Alice a chair.

MAD HATTER
Have a chair.

THE DORMOUSE
There's no room.

ALICE
There's plenty of room.

Alice sits down in an empty chair. The Hare screams suddenly.

MARCH HARE
Not there! Can't you see the dishes are dirty? And there's no time to wash them! We're already late for tea! Move down! Move down!

They all get up and move down one place. The Hatter holds the chair for Alice again. He studies her.

MAD HATTER
You don't look anything like yourself.

And yet, there's something very familiar about him.

ALICE
Have we met?

He smiles enigmatically.

CHESIRE CAT
Now I've brought Alice to you, you can't say I've done nothing for the cause.

MAD HATTER
(sarcastically)
Yes, thank you for the heroic effort. We'll take the rest of revolution from here.

CHESIRE CAT
You'll pardon me if I don't give a guddler's scut who wears the crown. The Red Queen has never bothered me.

The Hatter angrily slams his fist onto the table.

MAD HATTER
No matter that she's enslaved
half the population!

CHESIRE CAT
I don't know any of them personally.

MAD HATTER
No matter that she stole the crown from her sister!

CHESIRE CAT
The White Queen should have put up a better fight.

MAD HATTER
No matter the Red Queen rules with fear, terror and torture!

CHESIRE CAT
I fail to see what any of that has to do with me.

MARCH HARE
He failed! He must be punished! Shall we butter his ears?

The Hare picks up a butter knife. The Hatter puts a hand on his arm, speaking Outlandish.

MAD HATTER
Naughtfer usel, Thackery. Chessur being slurvish...

CHESIRE CAT
(insulted)
Slurvish!

MAD HATTER
You are, Chessur. You always have been. You'll never change.

CHESIRE CAT
And you're always so angry, Tarrant. I remember when you used to enjoy life. You used to do the best Futterwacken in all of Witzend.

The Hatter's smile is brief and bittersweet.

MAD HATTER
On the Frabjous day, when the White Queen wears the crown again. On that day I'll Futterwacken.
The Hatter and the Cat look at each other like bitter, estranged brothers.

CHESIRE CAT
Look after that arm, Alice.

He disappears. Alice turns to the others.

ALICE
I want you to know, right off. I'm not slaying anything.

THE DORMOUSE
As if you could.

ALICE
There must be another way for me to get back to where I came from.

MAD HATTER
No other way. It's slay the Jabberwocky with the Vorpal sword at Brillig on the Frabjous Day.

ALICE
I'm not that Alice!

The Hare puts his hands on his ears and shouts.

MARCH HARE
Stop all the shouting! I cannot abide the shouting!

He throws a teacup at her. She ducks to avoid it.

MAD HATTER
But you're the only Alice we've got. Without you, the Resistance will fail.

The Hare/House taps March Hare on the shoulder again.

MARCH HARE
Red Knights!

Hatter takes a small bottle from his pocket.

MAD HATTER
Drink this.

ALICE
No!

They throw her down onto the table and force the liquid down her throat. She gags and coughs then shrinks to three inches high. They stuff her forcefully into a teapot and cram her now extremely over-large clothes in behind her. They cram and cram.

ALICE
(muffled)
Stop!

They stop. Alice's head emerges from the pot.

ALICE
You're suffocating me with my dress.

The March Hare picks up a sharp knife, wild-eyed.

MARCH HARE
We'll hack it off!

He hacks most of her dress off and they stuff her back in. The Hatter closes the lid.

MAD HATTER
Watch your head.

INT. THE TEAPOT - DAY

It's dim inside, except for a stream of light from the spout. She bangs on the lid.

ALICE
Let me out!

EXT. THE TEA PARTY - DAY - CONT.

MAD HATTER
(to the Dormouse)
Gallymoggers.

The Hatter does a headstand in his chair. The Dormouse climbs into a soup tureen. The Hare lays on the table. The Bloodhound runs in, nose to the ground, followed by Stayn and the Knights.

MAD HATTER
Greetings, gentlemen.

KNAVE OF HEARTS
Well, if it's not my favorite trio of lunatics.
The Hare dips his pocket watch into his teacup and looks at it.

**MARCH HARE**
You're late for tea, as usual.

**MAD HATTER**
How fares the Red Queen? Or is it White? Who is sitting on the throne these days?

**KNAVE OF HEARTS**
We're looking for the girl called Alice.

The Bloodhound sniffs the ground around the table. The Dormouse pretends to sleep but keeps one eye on him.

**MARCH HARE**
Speaking of the Queen, here's a song I sang at her concert:
Twinkle Twinkle Little Bat!
How I wonder where your at!

Alice looks out the spout as Stayn grab him around the throat, choking off the song.

**KNAVE OF HEARTS**
The Alice! Have you seen her?

**MAD HATTER**
Before we answer that, you'll have to answer a riddle.

**MARCH HARE**
Why is a raven like a writing desk?

**MAD HATTER**
That's a good one. Answer that if you can.

Red Knight Number Two cracks him with the end of his weapon, knocking him off the chair.

**KNAVE OF HEARTS**
Have you seen her?

The Hatter climbs back up.

**MAD HATTER**
Have you guessed the riddle?
Number Two cracks him again. To keep his anger in check, the Hatter laughs crazily. The March Hare joins him.

RED KNIGHT #2
(to Dormouse)
You there. Wake up!

He pours a cup of hot tea onto her head. She gasps and sputters.

THE DORMOUSE
Thank you. That's just what I needed.

She yawns and falls back to sleep. Stayn is getting frustrated.

KNAVE OF HEARTS
If you are hiding an enemy of the Queen, you'll lose your heads.

MARCH HARE
Already lost them. Sing together now!

HARE/HATTER/DORMOUSE
Up Above the World you fly,
Like a teatray in the sky

The Knight hits the Hatter again. Stayn chokes the Hare. Knight Number Three forces Dormouse's head into a full cup of tea then brings her up, gasping and dripping.

KNAVE OF HEARTS
Where is the girl Alice?

They keep singing despite being hit, choked and dunked.

HARE/HATTER/DORMOUSE
Twinkle, Twinkle, Twinkle...

The Bloodhound rears up and and plants its paws on the table, sniffing the teacups...getting closer to Alice's teapot.

INT. THE TEAPOT - ALICE'S POV

Alice can see his big nose sniffing at the spout.

EXT. THE TEA PARTY

The Hatter watches the Bloodhound nervously. He whispers.

MAD HATTER
Downal wyth Bluddy Behg Hid.
The Bloodhound stops, surprised to hear Outlandish. The Hatter shoots a sharp glance at the teapot. The Bloodhound understands. He drops to the ground, pretends to catch a new trail. He BAYS.

KNAVE OF HEARTS
Follow him.

The Knights release the Hare and Dormouse to follow the Bloodhound. Stayn lingers, still suspicious.

KNAVE OF HEARTS (cont.)
You're all mad.

He strides off into the woods. The Hatter lifts the teapot lid.

MAD HATTER
You're safe now. The Bloodhound will lead them away.

He helps Alice out of the teapot. She can see he's bleeding. The Dormouse spits water, half-drowned. The March Hare coughs and rubs his neck. Alice feels oddly responsible.

ALICE
I wish I could help you. But I'm not who you think I am.

The Hatter lifts Tiny Alice in his palm.

MAD HATTER
You'll speak to Absolem. He'll know who you are.

ALICE
But can he tell me how to get home?

MARCH HARE
He's wise. He's absolute. He's Absolem.

Hatter puts her down on the table.

ALICE
Do you have any of that cake that made me grow before?

THE DORMOUSE
Do you mean .. upelkuchen?
Do we have any, Thackery?

The March Hare looks under the table, shakes his head.
THE DORMOUSE
Sorry, no upelkuchen.

The Hatter sweeps his top hat off and puts it on the table.

MAD HATTER
Your carriage, mademoiselle.

ALICE
You mean, the Hat?

MAD HATTER
Anyone can travel by horse or rail. But only the best people travel by Hat.

Alice climbs up onto his top hat and sits on the crown. He puts it on.

MAD HATTER
By the way, Thackery, how is a raven like a writing desk?

MARCH HARE
If you don't know, I'm not telling. Ta-ta, Alice.

They start off. The Dormouse follows.

THE DORMOUSE
I can't wait to see what Absolem does when he finds out she's pretending to be the Alice.

MAD HATTER
Sorry, Mallymkun. Just us this time. You know how Absolem can get.

The Dormouse frowns, jealousy in her eyes.

MARCH HARE
Wait, you haven't had your tea!

MAD HATTER
(to Alice)
Watch your head.

A teapot hurtles toward them. She ducks.

EXT. THE TULGY WOODS - DAY

Traveling by hat is actually a very pleasant way to see the sights.
ALICE
Your name is Tarrant?

MAD HATTER
Hightopp. I was a hatter by trade in the White Queen's Court until the Horunvendush Day.

ALICE
What happened on that day?

MAD HATTER
White fell to Red. It was here in the Tulgey Wood...

He looks off as he tells the tale. In the dark woods ahead, WE see the story unfold.

EXT. THE TULGY WOOD - THE HORUNVENDUSH DAY

The White Knight holds the shining Vorpal Sword, waiting to fight the Jabberwocky. He shoots a confident smile to the White Queen who sits astride her white horse with other members of the Court, including the Hatter, the March Hare and the Chesire Cat.

MAD HATTER (V.O.)
The mood was festive. The Queen was confident in her champion.

And then the woods turn dark as enormous leathery wings block the sun. Faces fill with awe as they look up at the fearsome creature. The Knight is stunned by its fierceness and magnitude. The Jabberwocky fixes him with its fiery eyes. The Knight's hands shake as he lifts the Sword.

MAD HATTER (V.O.)
But fear overcame him. He dropped the Vorpal Sword.

The Knight drops the sword and runs. The Jabberwocky laughs at the easy victory. He flicks his long pronged tail catching the Knight on its horns. People scream as the Knight falls dead. Then the Jabberwock turns on the crowd, shooting fire from his eyes. The Queen's horse rears, but the Hatter grabs the reins. He swings up behind her and they gallop away.

MAD HATTER (V.O.)
I helped the Queen to safety and so I missed the worst of it.

Ilosovic Stayn rides his panther to the fallen Sword and picks it up.
MAD HATTER (V.O.)
The Red Knights captured the Sword so there was nothing to stop the Jabberwocky.

People try to escape. But the Jabberwock does his work, rending, tearing, burning. The Chesire Cat vanishes. The Hare stands in the melee, shocked and horrified.

MAD HATTER (V.O.)
The massacre was so terrible, Thackery went mad from the sight of it.

EXT. THE WOODS- ALICE AND THE HATTER

MAD HATTER
(impassioned)
On that day, I swore I would not stop until the Red Queen falls.

Alice is quiet, deeply moved by the story.

ALICE
And the White Queen?

MAD HATTER
She's in exile in Marmoreal waiting for a champion to kill the Jabberwocky and return her crown. In the meanwhile, Thackery, Mallymkun and others like us work secretly for her cause.

EXT. IPLAM - A BARREN FIELD - LATER

They pass out of the woods and come upon an open plain of charred barren earth.

MAD HATTER
This used to be fertile fields but nothing has grown in Iplam since the Jabberwocky desecrated the land.

EXT. AN ABANDONED VILLAGE - LATER

They move through the empty streets of a deserted village.

ALICE
Where has everyone gone?
MAD HATTER
Many have been taken as slaves for the Queen's court. Others has fled to the Outlands. Only a few strays remain.

A female CAT appears in a doorway wearing a slinky dress reminiscent of a French chanteuse. She leans against the door.

THE CAT CHANTEUSE
Hello, Hatter.

MAD HATTER
Caoul. It's been a long time.
(to Alice)
She'll know where we can find Absolem. Wait here.

He takes off the Hat and puts it on a small café table. He goes to speak to the cat. Alice hears LOUD PURRING and sees a very thin, very hungry feral CAT looking up at her from below.

ALICE
Hello, kitty.

FERAL CAT #1
Hello, mouse.

ALICE
I'm, actually, not a mouse.

The cat is joined by another equally hungry cat. Alice glances over at the Hatter who's conversing quietly in Outlandish with his friend.

FERAL CAT #1
I saw it first.

The second cat leaps onto the table.

ALICE
As you can see, I'm not a mouse at all.

FERAL CAT #2 slinks toward her. Alice takes a step back as FERAL CAT #1 leaps onto the table.

FERAL CAT #1
It's mine.
Alice moves back to the edge of the table as a THIRD cat lands on the table. Alice looks at the Hatter who has his back to her.

WHAM! She's hit by a FURRY PAW which knocks her sideways where she's hit by another FURRY PAW, knocking her the other way. The CATS toy with her, amusing themselves as they bat her between them. Alice stumbles to the edge of the table and falls, landing on the chair. She tries to get the Hatter's attention.

ALICE

Hatter!

A cat lands on the chair. Alice jumps to the floor. She lands hard with the cat right behind, followed by the other two. She turns to face them as they stalk her.

FERAL CAT #3
Run, mouse.

FERAL CAT #2
We like it when they run.

Alice runs. She dives behind table and chair legs. The cats enjoy the chase, catching her and batting her between them. She finally breaks free and runs toward the Hatter.

ALICE

Hatter!

But a paw lands on her dragging dress tail, stopping her. She struggles to pull free as another cat stalks her from the front. And another from the side. She yells.

ALICE

TARRANT HIGHTOPP!

She can't get away. The cats move in for the kill, all playfulness gone.

MAD HATTER

SSSSSSST!

The Hatter's foot kicks a cat away. He stomps at the others. They hiss and back off. He picks Tiny Alice up. She's fuming.

ALICE

There are starving cats here! I'm the size of a mouse! What did you think would happen?

MAD HATTER

I didn't remember the feral ones.
Forgive me.
He puts her in the pocket of his coat and picks up his hat.

THE CAT CHANTEUSE
By the way, have you seen Chessur?

MAD HATTER
Only briefly. You know how he comes and goes.

THE CAT CHANTEUSE
If you see him, tell him he's slurking urpal slackush scrum.

ALICE
What does that mean?

MAD HATTER
(embarrassed)
It means...be glad you don't speak Outlandish right now.

EXT. IPLAM - BEYOND THE DESERTED TOWN
Alice sits in the Hatter's coat pocket as he walks across the blackened plain dotted with shriveled stumps and trees.

MAD HATTER
We've half a day's walk to reach Absolem.

The sky turns suddenly dark, tinged with red. He ducks under a large tree with wide gnarled branches.

ALICE
Why are we stopping?

MAD HATTER
Red storm coming.

The sky opens and red hail stones pelt the earth.

MAD HATTER
It won't last long.

He sits down with his back to the tree. He takes Tiny Alice out of his pocket and puts her on his knee. Seeing his face looming above her, she realizes where she's seen him before.

ALICE
I know why you look familiar to me. You're in my dream. I've had the same dream all my life. There's a
an egg man on a wall, you in your hat, a blue caterpillar...

MAD HATTER
(knowingly)
Blue caterpillar. Did you ever think this dream is trying to tell you something?

ALICE
I don't know what it would be.

MAD HATTER
Perhaps something you already know.

ALICE
Possibly. My father used to say... dreams are the way we whisper into our own ears.

MAD HATTER
An excellent way of putting it. Your father is saganistute.

ALICE
Was saganistute. And that had better be a compliment!

MAD HATTER
It means a wise man of poetry and vision.

She smiles. They sit in silence for a moment. The hail stops. The Hat holds his hand out for her.

MAD HATTER (cont.)
Shall we on to Absolem?

EXT. IPLAM - DAY - CONT.

They cross the barren plain until they reach a wide field of mushrooms. The Hatter puts the hat on the ground.

MAD HATTER
You're your own from here.

ALICE
You're not coming?

MAD HATTER
Absolem can be temperamental. I'll wait here.
EXT. THE FIELD OF MUSHROOMS - DAY

Alice walks through a misty field of thick mushrooms the size of trees.

THE CATERPILLAR (O.S.)
Who are you?

She squints through the thick mist.

ALICE
Absolem?

THE CATERPILLAR (O.S.)
Who ARE you?

She still can't see the speaker.

ALICE
I'm not who you think I am.

THE CATERPILLAR (O.S.)
Who do I think you are?

She can see a form ahead where the mist rises in a steady plume from top of a mushroom. The mist is coming from a hookah. There's a CATERPILLER smoking it. He's blue. Alice stops dead, her mind reeling.

ALICE
Absolem?

THE CATERPILLAR
I don't think you're Absolem, I think I'm Absolem. I think you're Alice.

ALICE
You cannot be real.

THE CATERPILLAR
Of course, I'm real.

He blows smoke rings in her face. She coughs.

ALICE
Have we met before?

THE CATERPILLAR
You don't recall? You were young then, although larger than you are now. You called it "Wonderland".
He chuckles and his whole body jiggles like green jelly.

THE CATERPILLAR (cont.)
Stupid girl.

The name sparks a distant memory.

ALICE
Wonderland.

Her daydream comes flooding back...falling, the lush but off-kilter landscape, strange misshapen people, a blue caterpillar surrounded by smokey mist, the wry smile of a man in a top hat, a disembodied cat's grin, a weeping turtle, an egg man on a fence, a griffon and the silhouette of a huge-headed woman screaming.

RED QUEEN (O.S.)
OFF WITH HER HEAD!

Alice wakes this time with a revelation.

ALICE
It wasn't a dream at all.

THE CATERPILLAR
Of course not. Stupid girl.

He blows more smoke rings in her face. She waves them away impatiently.

ALICE
I'm not stupid! And stop blowing smoke in my face!

THE CATERPILLAR
You're just as impertinent as ever.

ALICE
The Hatter said you could tell me how to get home.

THE CATERPILLAR
Quite simple. Do what you came here to do.

ALICE
Just because I've been here before does not mean I can suddenly start slaying things. I couldn't kill a
Jabberwocky if my life depended on it.

THE CATERPILLAR
It will. So I suggest you have the Vorpal Sword on hand when the Frabjous Day arrives.

He blows more smoke and obliterates himself from view. She looks around, marveling.

ALICE
Wonderland.

She hears CLASHING SWORDS through the mist. She runs through the mushroom forest. But she can't find her way out. She turns in circles, lost, until she sees something through the mist ahead, a grin, a disembodied cat's grin. She runs toward it.

EXT. THE EDGE OF THE MUSHROOM FOREST - CONT.

Alice eme to see the Hatter singlehandedly fighting three Red Knights. Stayn watches as they overpower him and tie his hands.

KNAVE OF HEARTS
Take him to Salazen Grum.

Alice watches helplessly as the Knights gallop off, forcing the Hatter to run beside them. When he stumbles, they drag him by his hands. Alice sees his top hat lying on the dirt, but she's too small to pick it up. She hears a footfall behind her. It's the Bloodhound. She turns on him angrily.

ALICE
This is your doing? He trusted you!

THE BLOODHOUND
They have my wife and pups.

This information barely lessens her anger.

ALICE
Sit!

He cocks his head and looks down at her curiously.

THE BLOODHOUND
What did you say?

ALICE
Sit!

He sits, amused if nothing else. Then something occurs to him.
THE BLOODHOUND
Would your name be "Alice" by any chance?

ALICE
Down!

He lies down, willingly now.

THE BLOODHOUND
I thought you would be taller.

She climbs up his long ear and sits on his shoulders.

ALICE
What's your name?

THE BLOODHOUND
Bayard.

ALICE
You're taking me to Salazen Grum, Bayard. And don't forget the Hat.

The Bloodhound picks up the top hat in his teeth and runs. His long ears and hanging jowls blow back in the wind. Alice holds onto the spike collar to keep her seat.

EXT. GUMMER SLOUGH - DAY

They make their way toward Gummer Slough where the Bloodhound sinks to his chest in viscous red mud. He holds his head high with the Hat in his mouth as he forges through. Reaching the other side, he pulls himself up onto dry land. He drops the Hat, panting heavily. Mud drips for his drooping shoulders.

ALICE
You should rest for a bit.

She slides off. He lays down, reciting quietly.

THE BLOODHOUND
Beware the Jabberwock, my son
The jaws that bite, the claws that catch...

ALICE
You know the Oraculum?

BLOODHOUND
I was raised in the Outlands. We all know the Oraculum. We've
been waiting for your return. But this is not foretold. You should go to the White Queen and prepare to meet the Jabberwocky.

Alice finally lets loose with her pent-up frustration which has been building before and after "the fall."

    ALICE
    I have had enough of being told what I must do and who I must be! I'm going in Salazen Grum and I'm going to rescue the Hatter. Are you taking me or do I have to walk?

So fierce is her determination, he gives up the protest. She climbs on his back. He picks up the Hat and they press on.

EXT. CRIMS - DAY

Alice and the Bloodhound race across the red desert of Crims toward Salazen Grum and the dark castle that sits on the tempestuous shore.

EXT. SALAZEN GRUM - CASTLE OF THE RED QUEEN

The walls are high and foreboding. A surrounding moat keeps intruders at bay. Guards are strategically placed.

EXT. THE CASTLE WALLS - DAY - CONT.

Alice and the Bloodhound approach the thick red waters of the moat. They see large lumpish objects which appear to be the heads of the recently executed, both animal and human. The Bloodhound growls angrily.

    THE BLOODHOUND
    Downal wyth Bluddy Behg Hid.

They looks around for a way across.

    THE BLOODHOUND (cont.)
    You'll have to swim it.

Alice gathers her courage for the task.

    ALICE
    Wait for me as long as you can.
    If I'm not back with the Hatter in two days...

She trails off, no need to state the obvious.
THE BLOODHOUND
I'll be close by.

Alice turns to face the horrors of the moat. She lowers herself in, gasping at the cold.

THE BLOODHOUND (cont.)
We await the Frabjous Day.

INT. THE GRIM MOAT - DAY - CONT.

Tiny Alice swims across the bloody moat, avoiding the rotting heads which are as large as boulders to her. When she reaches the other side, she pulls herself out and vomits onto the ground. She wipes a hand across her mouth and looks up at the wall she has to scale, fortunately covered with tangled vines. Remembering the Hat, she calls across to the Bloodhound.

ALICE
The Hat!

He picks up the Hat in his teeth, turns in a circle like a discus thrower and releases it. The Hat sails across the moat and lands nearby. Alice grabs a vine and pulls herself up. She reaches down for the Hat with her other hand. Then she begins the slow climb upward pulling the Hat behind her. She hears the Bloodhound BAY his farewell, but she doesn't look back.

THE WALL

She finally reaches the top, pulling the Hat up. She pushes it over the other side. Wincing at the pain from the Bandersnatch wound on her arm, she loses her grip and fall/slides the rest of the way...

EXT. THE QUEEN'S GARDEN - DAY - CONT.

...making a hard landing mere inches away from the hat. Standing up, she winces again, rubs her arm.

ALICE
Couldn't have fallen on the hat.

She hears a loud WHACK, a small cry of pain, then cheers and laughter. She looks through the bushes.

EXT. THE GREAT LAWN - DAY - CONT.

She sees a well-manicured lawn where the Queen and her Courtiers play croquet. The Red Queen with her huge head is surrounded by several powdered and painted COURTiers with equally out-sized body parts: a woman with an EXTRA-LARGE NOSE, another with LONG HANGING EARS, a man with a HUGE,
PROTRUDING BELLY. The Duchess is also there with her pig baby. Whereas the moat was horrific, this sight is bizarre, even grotesque.

The Queen swings her pink mallet. There's the small cry again. Alice looks around, unsure of the source. The Queen's ball rolls a few feet in Alice's direction. It lays, furry and gasping, in the grass. Alice realizes that the ball is a small animal, a HEDGEHOG tied by its four legs into an awkward ball. Its fur is matted and filthy, its face buried in the grass. THWACK! The hedgehog cries out as its hit by the mallet again which Alice sees is a miserable FLAMINGO tied by its feet. The hedgehog rolls directly toward Alice's hiding place and stops. The two make direct eye contact. But there is no hope in its eyes, only pain and the expectation of more to come. Alice steps out and attempts to untie it. It cries again, trembling with terror.

**ALICE**
Shhh. I want to help you.

She works at the encrusted knot.

**RED QUEEN (O.S.)**
Where's it gone to? Who stole my ball? Page! Where's he gone to? PAGE! My ball!

Alice manages to work the knot free. The hedgehog staggers to its feet, staring mutely at her before it stumbles into the foliage. She turns to see two large white furry feet. Her gaze travels up...

...to the White Rabbit, dressed in court page attire. He blinks at her.

**WHITE RABBIT**
Oh dear.

**RED QUEEN**
Have you found it?

His eyes dart nervously in her direction.

**WHITE RABBIT**
Looking, Majesty!

**RED QUEEN**
I'm not a patient monarch!

**WHITE RABBIT**
It must have rolled into the bushes!
He pretends to look in the bushes, beckoning Alice.

IN THE BUSHES

He looks down at Tiny Alice.

WHITE RABBIT
Why are you the size of a gerbil?

ALICE
Why are you working for the Red Queen?

WHITE RABBIT
I most certainly am not.

ALICE
(accusing)
Then why did you leave in such a convenient hurry just before the Bandersnatch arrived. You knew what was coming.

WHITE RABBIT
I never did.

ALICE
You did!

WHITE RABBIT
My! Haven't we become the suspicious one?

ALICE
And there's something else.

She beckons him closer. He bends down to her level. She hits him. Even at her size, it's a solid punch which knocks him down.

ALICE (cont.)
That's for dragging me down here against my will!

WHITE RABBIT
(sulky)
I'm beginning to think you're not the right Alice, after all. Now there's going to be a bruise. Is there?

He shows her his chin. She looks, indulging him.
ALICE
No.

RED QUEEN
PAGE!

WHITE RABBIT
Still looking, Majesty!
(to Alice)
What are we going to do with you? Wait, I might have some upelkuchen left.

He digs in his garments and comes up with some of the cake she ate to grow larger.

WHITE RABBIT (cont.)
Take a nibble.

She shakes her head, suspicious still.

ALICE
Not likely.

WHITE RABBIT
You must trust me. I'm loyal to the White Queen.

ALICE
(still skeptical)
So you say.

WHITE RABBIT
The Red Queen set the Jubjub Bird on my nieces and nephews... for sport.
(angrily)
Downal wyth Bluddy Behg Hid.

Hearing the now-familiar Outlandish, Alice takes the upelkuchen. She has a nibble.

WHITE RABBIT (cont.)
When you meet the Queen...don't mention anything about her head.

ALICE
I didn't come to meet the Queen. I came to rescue the Hatter. Mmm. I hadn't realized how hungry I am.
WHITE RABBIT
Not all of it!

Too late. She's downed all the cake. WHOOSH! Alice suddenly shoots upward, growing at a tremendous pace. Buttons fly off her torn garments, seams strain and give way.

WHITE RABBIT (cont.)
Oh no, stop, don't do that!

She grows and keeps growing out of the shreds of her remaining clothes until she bursts through the bushes...stark raving nude.

EXT. THE GREAT LAWN - DAY - CONT.

Alice finds herself looking at the Red Queen and her courtiers. Fortunately, the tall bushes hide all but her head and shoulders. Everyone stares at her in stunned silence.

RED QUEEN
And WHAT is this?

The White Rabbit emerges, improvising like mad.

WHITE RABBIT
It's a "who", Majesty. This is...uh um...

RED QUEEN
Um?

WHITE RABBIT
From Umbradge.

RED QUEEN
Uum from Umbradge.

ALICE
Yes, your Majesty.

RED QUEEN
What happened to your garments?

ALICE
I outgrew them. I've been growing very fast lately. Now I tower over everyone in Umbradge. And so I came here, hoping you will grant me a place in your court.

RED QUEEN
My dear girl. Anyone with a head that large is welcome here!
The courtiers with their equally out-size body parts laugh.

RED QUEEN (cont.)
SOMEONE FIND HER SOME CLOTHES!
USE THE DRAPERIES IF YOU MUST
BUT CLOTHE THIS ENORMOUS GIRL!

She smiles up at Alice.

RED QUEEN (cont.)
You'll be my new favorite.

The Courtiers exchange nervous, competitive glances, especially the LADY with the very long ears.

CUT TO:

INT. THE QUEEN'S CASTLE - THE GREAT HALL

Big Alice, clothed in a hastily constructed garments, walks next to the Queen as she proceeds down the great hall which is filled with more Courtiers. Like the others, each Courtier has an outsized body part: chins (double, triple, quadruple), derrieres, lips, feet, breasts, etc. Their appendages seem oddly disproportional and they all wear strained, forced smiles as if this thin veneer of elegance covers some greater pain.

Along with the Footfrogs, DUCKS serve as waiters, their beaks bound tightly and used as serving platters for drinks and tidbits. Alice is shocked to see the DUCK-BILLED PLATYPUS among them. At the sight of her, his eyes indicate his recognition, but his beak is tied shut. MONKEYS hold up tables and chairs with their arms and heads. GUINEA PIGS serve as doorstops, some piled one on top of the other. Exhausted BIRDS hover, flapping their wings to stay aloft with lamps hung from their beaks. There are humans too, thin, bedraggled SCULLERY MAIDS and FLOOR SWEEPERS. There is a pervasive sense of the bizarre and grotesque in the Red Queens' court and everyone seems to be suffering, animal and human.

RED QUEEN
We'll take tea in the parlor.

She goes into the parlor followed by Alice and the Rabbit. Alice has to duck to fit through. The whole court attempts to follow, led by LADY LONG-EARS. The Queen turns on them.

RED QUEEN (cont.)
Just me and my new favorite.

She kicks the guinea pig doorstop away and the door closes in their faces. LADY LONG-EARS is very upset by the rejection.

INT. THE PARLOR - DAY - CONT.
The Queen plops down on a settee held up by SPIDER MONKEYS who strain and tremble under the weight. She kicks off her shoes and holds her legs up in the air.

RED QUEEN
I need a pig here!

A small pig hurries over and lays down belly up. She puts her feet on his belly and sighs.

RED QUEEN (cont.)
I love a warm pig belly for my aching feet. Would you like one, Uum?

Alice perches on a small stool to avoid sitting on an animal. Her knees are bent up almost to her chin.

ALICE
No, thank you.

RED QUEEN
Where are my Fatboys? You must meet them! Fatboys!

Alice is shocked as the Tweedles are led into the parlor by a Footfrog. Their faces have been painted and powdered with hearts on their cheeks and red heart lips. They're bound together by a gold belt around their waists, like twin pets.

RED QUEEN (cont.)
There they are! Aren't they adorable? And they have the oddest way of speaking. Speak boys. Amuse us.

They keep their eyes lowered, downtrodden and silent. The Queen kicks Tweedledum.

RED QUEEN (cont.)
Speak!

Dum lifts his eyes and sees Alice. He nudges Dee.

TWEEDELEDUM
Is that being...?

White Rabbit frowns and gives a tiny shake of his head, not to let on.

TWEEDELEDEE
No, it isn't. Not a bit.

But Dum didn't notice the Rabbit's admonition.
TWEEDLEDUM
Contrariwise, I believe it is so...

TWEEDLEDEE
No! It ain't so. Nohow!

He stomps on Dum's foot to make his shut up. Dum pinches him. Dee pinches him back and so on. The Queen laughs raucously.

RED QUEEN
I love my Fatboys.

One of spider monkeys can't hold the settee anymore. He drops his end. The Queen crashes to the floor.

RED QUEEN
Off with their heads!

The Monkeys screech and run around. The Footfrogs attempt to catch them. It's chaos. Alice laughs nonchalantly.

ALICE
You don't mean that.

Everything stops. The monkeys stop screeching. The Footfrogs stop chasing them. No one dares move. The Queen turns slowly to fix Alice with a dark glare.

RED QUEEN
Did you say something?

ALICE
You can't have the poor things executed because they couldn't bear your weight. It's just...silly.

RED QUEEN
I'm going to forgive you this time because you're a big clumsy girl from Umbradge and you don't know any better. But do not EVER contradict your Queen!
(to the Rabbit)
Off with...

She trails off with a sideways glance at Alice.

RED QUEEN (cont.)
These useless monkeys. Send me something stronger. Send me chimpanzees.
The door opens and all the monkeys run out with grateful looks at Alice. Ilosovic Stayn enters. The Queen lights up to see him.

RED QUEEN (cont.)
Stayn! How lovely to see you.

KNAVE OF HEARTS
Majesty.

RED QUEEN
This is my possible new favorite.

He barely nods to Alice.

KNAVE OF HEARTS
I need to speak with you regarding the prisoner.

RED QUEEN
Leave us!

Alice unfolds herself off the stool. As she stands up, Stayn's eyes follow her with sudden interest.

KNAVE OF HEARTS
Who did you say this is?

RED QUEEN
Uum.

ALICE
From Umbradge.

Stayn takes Alice's hand.

KNAVE OF HEARTS
Ilosovic Stayn, at your service.

ALICE
Pleasure.

KNAVE OF HEARTS
The pleasure is all mine.

He holds her hand a little too long. Alice gets the willies. She pulls her hand away and wipes it surreptitiously on her dress.

RED QUEEN
Go away now.

Stayn watches Alice lasciviously as she goes out.
EXT. THE HALL - CONT.

The Tweedles are delighted to see Alice again.

TWEEDLEDEE
Alice! Howdoyedo again.

They shakes her hands vigorously.

TWEEDLEDEE
How is it you're being so great big?

TWEEDLEDEE
She ain't great big. This is how she normal is.

TWEEDLEDUM
I'm certain she is smaller when we met.

TWEEDLEDEE
She had drank the pishsalver, to get through the door, recall it?

ALICE
Shhh.

She listens at the door.

KNAVE OF HEARTS (O.S.)
I have tried every form of persuasion.

INT. THE PARLOR - CONT.

RED QUEEN
Are you certain he knows where she is?

KNAVE OF HEARTS
He knows. He taunts me with his eyes, even as I subject him to unbearable pain.

He squeezes his large hands in frustration as if choking the life out of the Hatter. The Queen sinks into self-pity.

RED QUEEN
I know the commoners don't love me the way they loved my sister.
KNAVE OF HEARTS
They do.

RED QUEEN
Don't lie!
KNAVE OF HEARTS
They do not. But isn't it far better to be feared than loved?

RED QUEEN
No doubt. But without the Jabberwocky to keep the rabble in line, they would surely rise against me. You must not allow Alice to kill my best weapon.

KNAVE OF HEARTS
I have pushed the Hatter to the brink and still I cannot break him.

RED QUEEN
Then take off his head. We'll see if he talks then.

He looks at her strangely. She laughs at her joke, sees his look.

RED QUEEN (cont.)
You thought I was serious.

KNAVE OF HEARTS (caught)
I didn't, not at all. If nothing else, his execution will serve as an example to the White Loyalists.

INT. THE HALLWAY - CONT.

ALICE
They're going to kill the Hatter.

TWEEDLEDEE
No, they ain't!

TWEEDLEDUM
Nohow.

TWEEDLEDUM
We'll fight 'em!

Alice turns to the Rabbit urgently.

ALICE
Take me to him.

WHITE RABBIT
It's not that simple to stroll
into the dungeon with a seven foot girl...

ALICE
(suddenly sweet)
You never told me your name.

He draws himself upright, sniffling his pink nose officiously.

WHITE RABBIT
Sir Nivens McTwisp, Esquire, Junior, the fifty-seventh.

ALICE
Sir McTwisp...you are the most well-spoken, best-dressed rabbit I've ever encountered.

WHITE RABBIT
Well, naturally.

ALICE
I am confident you'll find a way. We'll go to the Hatter as soon as I return.

She hurries off.

INT. THE PARLOR- THE QUEEN

The Queen has gone to the window, lost in the stormy sea of sibling rivalry.

RED QUEEN
My little lily white limp dish rag of a sister...why do they still follow her?

Stayn comes up behind her, but he doesn't touch her.

KNAVE OF HEARTS
I cannot fathom it. You are clearly superior as a Queen and a woman.

RED QUEEN
I know. But she has a nasty little talent that I lack.

KNAVE OF HEARTS
Which is...?
She can make anyone fall in love with her. Even my dear husband fell under her spell.

Her dark, bitter gaze travels down to the grim moat below.

RED QUEEN (cont.)
I had to do it. He would have left me.

KNAVE OF HEARTS
I know. The humiliation.

RED QUEEN
I have never understood what they all see in her, being as ugly as she is. I think it is because she's always agreeable. That's not so difficult. Anyone can do it. I can be agreeable.

He almost laughs.

KNAVE OF HEARTS
Of course you can, Majesty.

RED QUEEN
Let them love her! Why do I need their loyalty when I have you?

She reaches back, clutching for his hand. He lets her grope for a moment before he allows her to find it. She leans her large head back...her eyes dewy and cowlike.

RED QUEEN (cont.)
I do have you, don't I, Stayn?

He smiles but does not answer.

EXT. THE GREAT LAWN - NEAR THE BUSHES

Big Alice searches in the bushes for the Hat. She passes the hedgehog she freed. He's cleaning the caked dirt off his fur.

ALICE
Ah!

The hedgehog pauses in his ministrations to watch as Alice picks the Hat up...normal size to her now. She wipes the mud off and straightens it out with loving care.

INT. THE DUNGEON - DAY

Prisoners moan in the shadows. Others sob. Some howl piteously. Water drips from somewhere. The Dungeon Keeper, a
PROBOSCIS MONKEY, is slovenly and passed out from too much wine. The White Rabbit approaches, clears his throat officiously.

WHITE RABBIT
The Queen has requested a complete inventory of all the prisoners.

DUNGEON KEEPER
A what?

WHITE RABBIT
List. Names, how long they've been imprisoned, what they've been charged with.

DUNGEON KEEPER
There's no telling. Some of 'em have been here since before I can remember. I think there's a few dead ones back there.

WHITE RABBIT
Then we'll need the names of the deceased as well. She'll also need day of execution, type of execution, be it hanging, beheading, poisoning, slow starvation or foot rot and if there was any torture...what type?

As they talk, big Alice in cloak and hood crouches low and passes by in the shadows.

WHITE RABBIT (cont.)
You had best get started. The Queen requires the inventory by tonight.

DUNGEON KEEPER
What does she expect of me? I can't do it all myself.

WHITE RABBIT
And so, I've brought my aides de campe to assist you.

The Tweedles step forward with paper and writing utensils.

TWEEDLEDUM
We'll be writing the names.
Last names first.

TWEEDLEDEE
No. First names last.
TWEEDLEDUM
This is what I said. First names last.

TWEEDLEDEE
Contrariwise, you said last names first.

TWEEDLEDUM
It's being the same.

TWEEDLEDEE
It's not being the same.

The Dungeon Keeper looks utterly bewildered.

WHITE RABBIT
I'll leave you to your work.

INT. THE DUNGEON - DAY - CONT.

Alice moves through the dark tunnels lined with prison cells. Inside, prisoners, both human and animal, huddle together in the cold or pace, driven half-mad by the darkness and solitude. Alice is overwhelmed by the cruelty and deprivation. An imprisoned courtier reaches out for her as she passes.

IMPRISONED COURTIER
Help me, sister. I've done nothing wrong. All I did was mention the size of her head.

ALICE
I'm sorry. I'll do what I can.

She moves on, passing a Bloodhound pacing her cell. Alice stops.

ALICE (cont.)
Do you know if there is a Hatter imprisoned here?

FEMALE BLOODHOUND
Just up there. He's a strong one. They've put him through hell.

Alice notices her pups shivering in the corner.

ALICE
I believe I met your husband.

The bloodhound's ears perk up. Life fills her face.

FEMALE BLOODHOUND
Bayard? Where is he?

ALICE
(gently)
Very near. He's very near.

The Bloodhound sighs, comforted by the thought.

FEMALE BLOODHOUND
Thank you for telling me.

Alice moves on past more cells with more pitiable creatures, then comes upon the Hatter.

THE HATTER'S CELL - CONT.

He's slumped on the floor. His clothes torn and bloodied.

ALICE
Tarrant?

He looks up. His face is bruised and marked with lacerations. Confusion, then recognition cross his face followed by surprise at her new size.

MAD HATTER
You've grown.

ALICE
Blame it on an overindulgence of upelkuchen.

He smiles, but the effort is painful.

ALICE (cont.)
I've brought you something.

She passes the Hat to him through the bars. He puts it on.

ALICE (cont.)
There you are. You look yourself again.

MAD HATTER
Should I wear it to my execution, do you think?

ALICE
We're going to get you out before that!

MAD HATTER
You must not worry about me. The Vorpal sword is here in the
castle. Retrieve it and...

ALICE
I came here to help you.

MAD HATTER
You will be helping me and everyone in Underland.

ALICE
Tarrant, they're going to execute you! Don't you want to live?

MAD HATTER
Not in a world of her making!

ALICE
But this world would not be the same without you in it.

His eyes soften. He reaches through the bars and gently touches her cheek.

MAD HATTER
You could almost make me forget what I have sworn to do.

The White Rabbit arrives, breaking their private moment. The Hatter nods to him, all business once again.

MAD HATTER (cont.)
Retrieve the Sword, Alice. Return it to the White Queen in Marmoreal. It's the only chance we have.

ALICE
Where do they keep it?

MAD HATTER
Nivens will take you.

ALICE
When I come back, we'll all go to Marmoreal together.

He adjusts his hat to a daring angle.

MAD HATTER
Thank you for my hat.

With a last look at him, she allows the Rabbit to lead her off.

INT. THE RED QUEEN'S CASTLE - LATER
Big Alice follows the Rabbit. The courtiers nod to her with reluctant respect. Courtier Long-Ears smiles stiffly as she passes.

EXT. THE RED QUEEN'S CASTLE - NIGHT

The White Rabbit leads her out of the back of the castle toward an extremely large barnlike structure in the distance.

EXT. THE STABLES - NIGHT

They reach the out-building. The Rabbit attempts to lift the heavy bar across the door. She has to help him. As the door swings open, they both react to the horrific stench which emanates from inside...a smell that Alice recognizes.

ALICE
The Bandersnatch!

WHITE RABBIT
Shh! Come in.

INT. THE BANDERSNATCH STABLE - DAY - CONT.

It's dim inside. A thin shaft of light shines down on the Bandersnatch. He's lays alone in his stall, the bones of a recent meal scattered in the mud. The creature is filthy. It lays its huge ugly head on its paws and moans. The socket with the missing eye oozes puss and blood. Maybe it's because Alice is bigger now, but the Bandersnatch seem less intimidating. The sight of the lonely, miserable creature is almost heart-wrenching.

ALICE
Where's the Sword?

The Rabbit motions to the stall.

ALICE (cont.)
In there with him?

Alice turns and goes back outside.

EXT. THE BANDERSNATCH STABLE - CONT.

The Rabbit runs out after her.

ALICE
I can't do it. It's not possible!

WHITE RABBIT
You haven't even made an attempt.
ALICE
That creature tried to kill me!
Look what he did to my arm!

She shows him the wound on her arm. It's larger, very swollen, red streaks emanate from the still open wound. He gasps.

WHITE RABBIT
The Bandersnatch did that?

He gets very nervous and twitchy.

WHITE RABBIT (cont.)
Dear oh dear! Why haven't you mentioned this?

Even Alice is surprised at how bad it looks.

ALICE
It wasn't this bad before.

He starts breathing fast, flapping his paws.

WHITE RABBIT
Dear oh dear...

ALICE
What's wrong with you?

WHITE RABBIT
I'm a bit... squeamish.

His eyes roll back and he faints. She sighs and crouches down to fan him.

INT. THE CASTLE KITCHEN - LATER

It's chaos in the kitchen with squirrel cooks, cat scullery maids, pig pastry chefs, et al. Alice finds a pot of boiling water. She dips a cloth into it and slips out again.

INT. A CHAMBER - DAY - CONT.

She ducks into a small chamber to clean the wound on her arm. The door opens as the Fish Butler and the Dormouse enter. She's dressed as a house maid.

FISH BUTLER
You can start by dusting this room. Leave not a speck.

The Dormouse curtsies awkwardly.
THE DORMOUSE
Not a speck, sir.

The Fish goes out.

ALICE
Mallymkun?

THE DORMOUSE
You again!

ALICE
I'm glad you've come. You can help me free the Hatter.

THE DORMOUSE
I come to free the Hatter on my own. I don't need help.

Looking at her, Alice has a sudden thought.

ALICE
Do you still have the Bandersnatch eye?

The Dormouse hikes up her maid's skirt to reveal her breeches beneath, the Bandersnatch eye still at her waist.

THE DORMOUSE
It's my good luck charm. I wouldn't be without it.

ALICE
I'll be needing that.

The Dormouse's hand goes to it possessively. Stayn looks in.

KNAVE OF HEARTS
There you are, Uum. The Queen's looking for you.
(to the Dormouse)
Get out.

The Dormouse doesn't move. He pushes her out forceably. In his eagerness to be alone with Alice, he doesn't notice the door is left ajar. He turns to her with a sly lascivious smile.

KNAVE OF HEARTS (cont.)
You are very beautiful.

ALICE
I should be going...
She tries to move past him, but he grabs her arm. She cries out from the pain of the wound. He pushes her against the wall, planting both hands on either side of her.

**KNAVE OF HEARTS**
If you are nice to me, I can make life very easy for you here.

Courtiers pass by the open door including Lady Long Ears. Seeing them, she hangs back, her long ears attuned to every whisper.

**ALICE**
I can make my own way in the Queen's court, thank you.

**KNAVE OF HEARTS**
You are so very...wonderfully large.

He leans in for a kiss. Seeing this, Lady Long Ears hurries off.

**ALICE**
No!

She pushes past him and runs out.

**INT. THE HALLWAY - CONT.**
Lady Long Ears is whispering to the outraged Queen.

**RED QUEEN**
After all I've done for her!

They glance up as Alice comes out, followed by Stayn. A damning sight. Stayn puts the blame on Alice.

**KNAVE OF HEARTS**
She's not shy, this Uum. I told her my heart belonged to another, but she wouldn't listen.

The Queen goes bright red with rage.

**RED QUEEN**
Off with her head!

The guards grab Big Alice. It takes four of them to subdue her.

**RED QUEEN (cont.)**
Wait. Send her first to Uglification and then to
Derision and after that... off with her head.

They drag Alice off. The Dormouse watches from the corner.

INT. THE UGLIFICATION ROOM - LATER

A Man and Woman in surgical white study Alice who's been tied to a chair. The Man has a PROTRUDING BELLY and the WOMAN has a very PRONOUNCED NOSE. Several unidentifiable but very sharp silver instruments sit on tray nearby. Alice is very frightened.

BIG BELLY MAN
What should we do to her?

BIG NOSE WOMAN
The first thing is shave off her pretty yellow locks. But what after that?

BIG BELLY MAN
Should we cut off her nose?

BIG NOSE WOMAN
To spite her face?

BIG BELLY MAN
Or poke out those big blue eyes?

BIG BELLY MAN
Or slice off those luscious lips.

As the Woman leans in, her NOSE falls off and lands in Alice's lap.

ALICE
You dropped something.

The woman feels for her nose which is still there but normal sized. She gasps, grabs the fake and hurries away with it. Alice's eyes narrow suspiciously. As the man turns she can see straps above his pants which hold the protruding belly in place. She smiles to herself as the woman comes back with her long nose reattached.

ALICE (cont.)
You can do anything to me, just not the shrinking. I cannot bear to be shrunk.

The woman smiles evilly. She whispers to BIG BELLY who reaches for a vial of liquid.
ALICE (cont.)

Is that *pishsalver*? No please anything but that!

Alice struggles against her bonds dramatically. They grab her head and force her mouth open.

BIG BELLY MAN

DRINK!

They pour the whole vial down her throat. Alice coughs and gags. And in a moment, she SHRINKS...down to two feet again.

ALICE

(tragically)

Why? Why did you do it?

BIG NOSE WOMAN

Take her to Derision.

The Guards take SMALL ALICE off to another room. After she's gone, the woman adjusts her fake nose.

BIG NOSE WOMAN

Do you think she noticed?

CUT TO:

INT. THE COURT OF DERISION - LATER

Small Alice stands in the center of a court room. The Queen and all the Courtiers sit in tiers above her. They all point and laugh as they ridicule her.

LADY LONG EARS

Look at her...the little ugliness.

BIG BELLY MAN

She's a gnome.

LADY THREE CHINS

A runt.

MAN WITH HUGE FEET

A nothing!

BIG-LIPPED WOMAN

Meager and meaningless!

LONG NECK MAN

Less than dirt!

LADY LARGE ASS

A little knotgrass of insignificance.
ALICE
(to the Queen)
I have something to say!

RED QUEEN
Speak then before we silence you forever.

ALICE
Majesty, your courtiers are playing you for a fool. They only pretend to be as they are. Tug on your Lady's ear. Give it a tug.

Lady Long Ear smiles nervously. The Queen reaches over and playfully tugs on her ear. It comes off in her hand. Long Ears screams. Shocked, the Queen holds the long dangling ear up.

RED QUEEN
What is this?

LADY LONG EARS
I'm not the only one, Majesty. Her chins are not real.

She grabs Lady Triple Chins chins and pulls. They come off like Halloween wax chins revealing the woman's real chin beneath.

BULBOUS NOSE MAN
Counterfeit chins. You should be ashamed of yourself.

LADY THREE CHINS
Me? What about that nose you're so proud of?

THREE CHINS grabs his BULBOUS nose off and tosses it into the crowd. The room goes wild. The Queen glares as her courtiers pull off each other's fake body parts.

RED QUEEN
Liars! Cheats! Falsifiers!

In the chaos, Alice slips out passing the White Rabbit.

ALICE
Nivens, have you seen Mallymkun?

He stares at the room of courtiers gone mad.

WHITE RABBIT
In the dungeon with the Hatter.

INT. THE DUNGEON - A FEW MOMENTS LATER

Alice races through the dungeon, slipping past the weary Keeper who's still working on the list with the Tweedles.

TWEEDLEDUM
That's Prisoner Number Two done. Prisoner Number Four.

TWEEDLEDEE
You missed Number Three.

TWEEDLEDUM
We did him before.

TWEEDLEDEE
Ain't so.

TWEEDLEDEE
Is so.

The Keeper groans. Alice runs to the Hatter's cell.

INT. DUNGEON - HATTER'S CELL

Mallymkun stands on a pile of boxes, picking the lock on his cell. The Hatter sees Alice approaching. There's a click. He steps out eagerly.

MAD HATTER
Do you have the Sword?

ALICE
You didn't tell me it's guarded by the Bandersnatch!

Without a second thought, he steps back into his cell and closes the door. Click. The Dormouse throws up her hands.

ALICE (cont.)
(to the Dormouse)
I need the eye.

THE DORMOUSE
No! It's my good luck charm.

ALICE
We don't have much time.

Alice tries to take it. The Dormouse swats her hand away.
It's mine!

ALICE
I need that eye!

THE DORMOUSE
Then come and get it.

She draws her hatpin sword.

THE DORMOUSE (cont.)
Wait, you take this.

She gives Alice the hatpin.

THE DORMOUSE (cont.)
I'll take...

She takes a steel torture poker from the wall.

THE DORMOUSE (cont.)
This.

She assumes the stance. Alice is smaller than her with a much smaller weapon.

ALICE
Well, it's hardly fair.

THE DORMOUSE
Do you want the eye or don't you?

Alice clumsily goes at her with the hatpin/sword. Mally's quite adept at swordplay. The Hatter coaches Alice in Outlandish.

MAD HATTER
Alice..orgal!

ALICE
What?

MAD HATTER
Orgal!

ALICE
I don't know what that means!

She gets knocked sideways by Mally's weapon.

MAD HATTER
Watch your left.

Mally comes at her again.
MAD HATTER (cont.)

Noge! Noge!

He indicates ducking. Alice ducks. Mally's weapon barely misses her head. The Hatter continues to coach her and she gradually picks up the words and the associated actions. Now the Dormouse fights in earnest, thrusting and parrying with relish.

MAD HATTER (cont.)

(left...right)
Orgal...again! Now stang.
(slowly, not now)
Slothish...nunz.
(behind you)
Zounder!

Alice cuts the thin rope at Mally's waist which holds the leather bag with the eye. The bag drops. Alice catches it...and runs. It's now the size of a basketball to her. The Dormouse doesn't give chase. The Hatter nods.

MAD HATTER (cont.)

Well done.

EXT. THE BANDERSNATCH STABLE

Suffering from the use of her wounded arm, Alice opens the stable door. She groans from the pain.

INT. BANDERSNATCH STABLE - CONT.

Now that she's small again, the Bandersnatch is more intimidating. He's laying down, staring at nothing with his one good eye. As she approaches, he growls.

ALICE
I have your eye.

She holds it up for him to see. It's bloody, dripping, phlegmy and greenish. Seeing his lost eye, the Bandernatch goes quiet. She can't tell how much he understands. Holding the eye up, she slowly lifts the bar to open the stall door.

ALICE (cont.)
I'm coming in now.

THE BANDERSNATCH STALL

She carefully steps into the stall. He growls but doesn't make a move toward her. She steps forward, heart pounding, and places the eye on the ground within easy reach. She steps back and wipes away the trickle of sweat dripping down her brow.
The Bandersnatch sniffs his eyes, whines, and pulls it closer with his paws. While he’s distracted, Alice slowly makes her way around him to the back of the stall.

At the back, a tarp covers what looks to be a chest. Keeping her eye on the Bandersnatch, Alice removes the tarp to reveal an ornate metal chest chained to the wall with a large lock. Disheartened and feverish, Alice slumps to the ground.

She pulls back her sleeve to look at the wound. It’s infected. Red streaks radiate outward from the swollen wound. She touches it, stifles a cry of pain. She glances at the Bandersnatch, still busy with his eye. She sees a large rock in the mud. She lifts it, trembling from weight and and bashes the lock with it. It doesn't budge. Hyperventilating and starting to shiver uncontrollably, she attempts to lift the rock again. She blinks and shakes her head as her vision clouds and then, the world goes black.

CUT TO:

ON ALICE - A FEW MINUTES LATER

She opens her eyes to see the Bandersnatch looming over her. He's somehow managed to shove the eye back into its socket. It stares upwards uselessly, but he seems to feel better for having it back in place. She eases backwards, but the wall behind prevents her escape. The Bandersnatch sniffs at her. She pulls back and notices a large key on a chain hung around its neck. The key to the lock. She slowly reaches for it. As she does, the Bandersnatch sniffs her arm and the wound he inflicted. She winces, but she will not be deterred from the key. She grasps it and tugs the key off his neck.

The Bandersnatch continues to sniff the wound and then gently licks it. The touch of his tongue is cool and soothing. She breathes a sigh and allows him to lick the wound clean. When he's finished, she looks at it. Perhaps it has something to do with the wound being purified by the very creature that inflicted it, but miraculously, the infection is gone. The red streaks have receded and the swelling is down. She moves it around. No pain. He looks at her, one eye askew.

ALICE

I suppose you think this makes us even now.

Alice fits the key into the lock on the chest. She turns it and the lock drops away. She lifts the top of the chest.

THE CHEST

The Vorpal Sword is beautiful, sharp and silver, with an ornate handle. It's large for Small Alice. She lifts it and holds it up to the light. There appears to be runes engraved on the blade. She carries it out of the stall to the stable.
door. She glances back at the Bandersnatch briefly before she goes out.

INT. THE DUNGEON

Alice approaches the Tweedles and the sleeping Dungeon Keeper. Alice motions to them. They notice how small she is.

TWEEDLEDEE
Somebody's been into the pishsalver again.

ALICE
I have the Sword. Help me get the Hatter out.

She runs on. Tweedledee starts to follow.

TWEEDLEDUM
Where are you off to?

TWEEDLEDEE
To free the Hatter.

TWEEDLEDUM
But we ain't being finished with the list.

Tweedlee drags him away.

INT. THE HATTER'S CELL - DAY

Stayn watches with growing frustration as the guards give the Hatter one last going over, punching and kicking him. Mallymkun watches from the shadows.

KNAVE OF HEARTS
Tell me where she is and this will stop. Where is Alice?

Alice comes round the corner followed by the Tweedles.

ALICE
I have the Sword!

They stop as they take in the scene. Everyone looks at each other. Then, Mally tosses the Hatter a weapon.

THE DORMOUSE
Klotchyn!

He catches it and they fight. Alice tries to use the Sword which is much too big for her small size.

MAD HATTER
Not yet! Take it and run.

ALICE
I'm not leaving...

THE DORMOUSE
Alice! Run!

Stayn heard that. He looks at her with sudden revelation.

KNAVE OF HEARTS
Alice?

HATTER/DORMOUSE
RUN!

She runs. Stayn and two of his Knights follow.

INT. THE DUNGEON - CONT.

She runs through the tunnels with Stayn and the Knights behind. But she's small. They catch up quickly. She dives through their legs and keeps running.

EXT. THE DUNGEON - DAY

She bursts out the dungeon and runs toward the stables with Stayn and the Knights not far behind. They catch up easily, surrounding her.

KNAVE OF HEARTS
Alice. Of course. Why didn't I see it? Well, it has been a long time. And you were just a little tyke. Give me the Vorpal Sword.

ALICE
Stay back!

He distracts her as the Knights come up behind.

KNAVE OF HEARTS
The Queen will be so pleased. She'll take great pleasure in taking off your head. I believe she wants to do the deed herself.

The Knights grab her. She struggles uselessly. Stayn grips the Sword, but she won't let go. As he pulls, he hears a deep rumbling GROWL. The Bandersnatch snatches up a Red Knight in his mouth, crunches down, then flings the body away. He lowers his head and runs at Stayn, snapping viciously. Stayn releases the Sword to leap out of the way. The Bandersnatch lowers his
head for Alice. She pulls herself onto his back as Stayn and the Knights watch with astonishment. She holds the sword high.

ALICE
Downal wyth Bluddy Behg Hid!

INT. THE CASTLE - THE LIBRARY

The White Rabbit reads the Oraculum. Looking out the window, he sees Alice on the Bandersnatch, wielding the Vorpal Sword.

WHITE RABBIT
I'm always right. Why do people question me?

He rolls up the Oraculum.

EXT. THE COURTYARD

Alice and the Bandersnatch approach the open drawbridge.

RED GUARDS
Close the drawbridge! Seeing the Bandersnatch, the drawbridge MEN abandon their post. The Bandersnatch pounds across.

EXT. THE RED QUEEN'S CASTLE - DAY

Waiting on a hill nearby, the Bloodhound sees the Bandersnatch racing away from the castle with, remarkably, Alice on its back. He dashes out to meet them. Running alongside, he hails Alice.

BLOODHOUND
Ho, Alice!

ALICE
Bayard! To Marmoreal!

He races ahead leading the way as the Bandersnatch follows.

EXT. MARMOREAL - CASTLE OF THE WHITE QUEEN

Beautiful, shining, it's made entirely of white marble. A White Guard looks out across the open plain at the strange sight of the Bandersnatch approaching at a dead run.

WHITE GUARD #1
Bandersnatch on approach!

WHITE GUARD #2
There's someone riding it.
The Dodo is standing nearby. He lifts a spyglass and sees Alice.

THE DODO
Alert the Queen.

INT. WHITE QUEEN'S CASTLE - THE COURTYARD

The castle doors swing open. The people step back fearfully as the Bandersnatch lopes into the courtyard. Bayard follows. Alice dismounts. She sees the Dodo with the White Queen.

ALICE
Dodo?

THE DODO
Welcome to Marmoreal. Your Highness...this is Alice.

The White Queen is not ugly at all. She's very beautiful, in fact.

THE WHITE QUEEN
No need for introductions, Uilleam. Alice and I are old friends.

ALICE
It's good to see you again, your Highness. I have something that belongs to you.

Alice hands her the Vorpal sword.

WHITE QUEEN
You have our deepest gratitude.

INT. THE ARMORY - DAY - LATER

The White Queen places it in the hand of a suit of silver armor.

WHITE QUEEN
The Vorpal Sword is home again. The Armor is complete. Now I await my new champion.

(to Alice)
You were younger when last we met and yet, you seemed larger somehow.

ALICE
I cannot tell you how much pishsalver I've had to swallow
lately.

WHITE QUEEN
Ah. Would you care to join me in the kitchen?

INT. THE WHITE QUEEN'S KITCHEN

MARCH HARE (O.S.)
Too much pepper!

As they enter, a pepper mill flies across the room and hits the wall.

WHITE QUEEN
Since I've been in exile, we haven't had the luxury of a kitchen staff. Thackery has been kind enough to help out with the cooking.

MARCH HARE
Alice! Come for tea, luv?

WHITE QUEEN
She's not here for tea. She's in need of upelkuchen. I'm going to bake some up for her.

MARCH HARE
No good! There's already too many people crowding up my kitchen.

It's empty, but for the three of them.

WHITE QUEEN
We'll stay out of your way.

The Hare lifts a pot lid and listens as if the soup is talking to him.

MARCH HARE
No, I won't listen. I've had enough of your salty love-talk. You had your chance with me. You broke my heart and now I'm done with you!
He picks up the pot and throws the soup at the wall.

THE OVENS

The White Queen prepares the batter for a cake. She opens a cupboard filled with jars of herbs, spices, dried insects, shriveled fingers, eyeballs, and other odious things. Intermixed with these are bags of flour, salt and sugar.

WHITE QUEEN
Let me think. Two cups flour, one cup sugar, a pinch of fungas, worm fat, tongue of blowfish. I've been baking upelkuchen since I was a child. My mother taught us how to concoct all the medicinal cures and transformational dishes. (more ingredients)
A pinch of thyme, three coins from a dead man's pocket and two tablespoons of Wishful Thinking.

She spits into the batter, then pours it into the cake pans.

WHITE QUEEN (cont.)
My sister preferred to study Dominion Over Living Things. Tell me, how does she seem to you?

ALICE
She's completely mad.

WHITE QUEEN
She wasn't always that way. And her head?

ALICE
Bulbous, bloated, like a blimp.

The Queen puts the cake into the oven.

WHITE QUEEN
I think she may have some kind of growth in there...something pressing on her brain.

ALICE
You can't imagine the things that go on in that place.

WHITE QUEEN
When a champion steps forth to slay the Jabberwocky, the people will rise against her.
ALICE
The Oraculum says that I will slay the Jabberwocky.

WHITE QUEEN
That is not going to happen because it has been foretold. If the events occur, it will be because you cause them to.

ALICE
But if I don't slay the Jabberwocky, how will I get home?

The Queen opens the door to check on the cake.

WHITE QUEEN
All done.

She takes the cake out.

ALICE
It takes a lot longer to bake a cake where I come from.

WHITE QUEEN
Then you're putting too much thyme in it.

WHITE QUEEN (cont.)
I hope it tastes all right.

She gives her a big piece. Alice eats it with relish. She holds out the empty dish.

ALICE
More please.

The Queen takes the plate away firmly.

WHITE QUEEN
It's not cake, it's upelkuchen.

WHOOSH! Alice grows to her original size.

WHITE QUEEN (cont.)
Feel better?

ALICE
Much. Thank you.

WHITE QUEEN
Come. You'll tell me of your
world while we await the arrival
of my new champion.

CUT TO:

INT. THE RED QUEEN'S CASTLE - DAY

Stayn has just finished telling the Queen about Alice.

RED QUEEN
You let her escape?

KNAVE OF HEARTS
On the Bandersnatch.

RED QUEEN
She took my Bandersnatch? What kind of power does this girl possess?

KNAVE OF HEARTS
And the Vorpal Sword.

She's so angry she slaps him.

RED QUEEN
How could you let this happen?

KNAVE OF HEARTS
(stinging from the slap)
I may have underestimated her. But we have her conspirators. The Hatter and a Dormouse.

RED QUEEN
(dark)
Let their heads roll.

INT. THE HATTER'S CELL - NIGHT

The Hatter awaits his execution at dawn. He glances at the Dormouse asleep in the cell across from his. The Cheshire Cat suddenly materializes on the other side of the bars.

CHESIRE CAT
I've always admired that hat.

MAD HATTER
Hello, Chessur.

CHESIRE CAT
Would you consider bequeathing it to me, since you won't be needing it anymore?

MAD HATTER
Wither my head goes, that way goes my hat.

CHESSIRE CAT
Tell me, Tarrant, is worth it?

MAD HATTER
Alice holds the Vorpal Sword. If she has the courage to use it, then yes.

CHESSIRE CAT (musing)
One life lost for a world set free.

He disappears and reappears in the cell with the Hatter.

CHESSIRE CAT (cont.)
I'm serious about the Hat.

MAD HATTER
You want my hat.

CHESSIRE CAT
It's an excellent hat. I'll wear to all the finest occasions.

The Hatter considers his request.

INT. THE WHITE QUEEN'S PARlor - LATER

The White Queen and Alice sit in the parlor. Alice looks out the window, anxious and fretting.
WHITE QUEEN
You keep looking out the window. What's troubling you?

ALICE
I'm worried about the Hatter.

WHITE QUEEN
Tarrant Hightopp?

ALICE
I don't know what's become of him. Your sister ordered his execution.

The Queen can see the spark of love there.

WHITE QUEEN
Tarrant is very resourceful. You must trust him. If there is a way out, he will find it.

Alice nods and takes a deep breath. The Queen sneaks a look out the window.

ALICE
Now you're the one looking out the window.

WHITE QUEEN
You caught me.

ALICE
Your champion will come.

WHITE QUEEN
Yes. I am certain of it.

EXT. THE RED QUEEN'S COURTYARD - THE FRABJOUS DAY - DAWN

The Courtiers look like they've been through a brawl. Disheveled, clothes torn, out-sized body parts ripped off, they're bruised, battered and ready for someone's blood.

The Hatter (wearing his Hat) and the Dormouse are forced to walk though the angry mob to reach the executioner who sharpens his sword. They keep their heads down as the people jeer and throw rotten vegetables at them. The Tweedles and the White Rabbit are present as well, blending in with the crowd. The Queen and Stayn watch from the castle balcony.

KNAVE OF HEARTS
Brilliant, whoever conceived of the dawn execution. It's the
perfect way to start the day.

RED QUEEN
I love that we have so much
in common.

He shoots a dark glance her way, the memory of the slap still
stinging.

THE BEHEADING PLATFORM

Guards prod the Hatter and Dormouse up the steps.

EXECUTIONER
Who will be the first to die
on this fine morning?

The Hatter steps forward, pushing the Dormouse behind him.

THE DORMOUSE
Courage. I'll be right behind you.

The Executioner attempts to take off his hat, but he mumbles.

THE HATTER
I want to keep it on.

EXECUTIONER
Suit yourself. As long as I
can get at your neck.

The Hatter places his neck on the beheading stone.

The Tweedles and the White Rabbit look on with pained
expressions.

The Executioner raises his sword. The crowd goes quiet.

The White Rabbit looks away.

WHITE RABBIT
I can't bear to watch.

The Executioner's sword comes down toward the neck of the
accused. But just as it's about to make contact, the accused's
body disappears. The crowd gasps. Sword hits the stone,
jarring the executioner who stares at the hovering head.
Everyone stares in disbelief.

TWEEDLEDEE
It's gone.

The Rabbit still hasn't looked.
WHITE RABBIT
He was such a fine fellow.

TWEEDLEDUM
Look!

The Rabbit looks to see the floating head with no body attached.

EXECUTIONER
I can't behead nobody if there's no body!

The Chesire Cat's disembodied head floats upright and hovers above the atonished crowd. He grins.

THE DORMOUSE
Chessur, you dog!

He winks at her. The Hatter (sans Hat) leaps up on to a balustrade and shouts to the crowd.

MAD HATTER
To the abused and enslaved of the Red Queen's court, stand and fight with us! Downal wyth Bluddy Behg Hid!

The Platypus holds a tray of tarts on his bound beak. He tosses them away and pulls the rope off.

THE PLATYPUS
EGGSACUTALLY!

Other billed animals do the same. Footfrogs and the Fish Butlers, Cat Maids and Human Floor Sweepers take up the slogan.

VARIOUS SERVANT/SLAVES
Downal wyth Bluddy Behg Hid!

ON THE QUEEN AND STAYN

RED QUEEN
What are they saying about me?

KNAVE OF HEARTS
I think it's to do with the size of your head.

The Queen's face goes crimson with rage.

RED QUEEN
Loose the Jubjub Bird!
INT. THE COURTYARD

The Rabbit approaches the Chesire Cat, the Hatter and the Dormouse with the Tweedles.

WHITE RABBIT
Well done, Chessur. Well done!

MAD HATTER
Congratulations. You've just committed your first noble act.

CHESIRE CAT
It was just this one time.
And I got to wear the Hat.

The Hatter holds out his hand. Chessur reluctantly gives up the Hat. There's a bloodcurdling SCREECH overhead as the JubJub Bird swoops down on the onlookers below. He strafes the screaming crowd indiscriminately. Snatching fleeing onlookers in his beak, he flies up, then opens his mouth to let them fall to the ground. He rakes others with his razor sharp claws. He stabs and bites and tears.

The Queen watches the blood-letting with a vengeful smile. Stayn stands at her side.

RED QUEEN
You're right, Stayn. It is far better to be feared than loved. Prepare the Jabberwocky for battle. We're going to visit my little sister.

ON THE HATTER ET AL.

The Hatter, the Dormouse, the White Rabbit, the Tweedles and the Platypus gather to escape.

MAD HATTER
Wait for me at the drawbridge.
There's something I want to do.

DISSOLVE TO:

INT. THE WHITE QUEEN'S CASTLE - LATE AFTERNOON

She stands on the parapet searching the horizon. Alice, the Dodo and the Bloodhound stand nearby. All is silence.

WHITE QUEEN
I would have thought I'd have a champion by now.
BLOODHOUND

Look there!

The Dodo lifts his spyglass.

THE HORIZON - HIS POV

The group of escapees approach.

DODO

It's the Hatter!

Alice grabs the spyglass and looks.

ON THE GROUP - HER POV

The Hatter, the Dormouse, the White Rabbit and the Platypus approach, plus...

THE PARAPET

Alice hands the spyglass to the Bloodhound.

ALICE

Bayard, have a look.

The Bloodhound looks through and sees...

ON THE GROUP - HIS POV

...his wife and pups running with the others.

BLOODHOUND

(overwhelmed)

Bielle.

CUT TO:

EXT. WHITE QUEEN'S CASTLE - LATER

The group enters the castle. Alice and Bayard can't hold themselves back. They run.

ALICE

Tarrant!

Alice throws herself into Tarrant's arms. She clings to him with profound relief and happiness. The Dormouse looks on with jealous eyes. Bayand, his wife and their pups leap, jump, whine and nuzzle each another with pure joy. The Bloodhound stops to look at the Hatter.

BLOODHOUND

Forgive me.

MAD HATTER
Nothing to forgive.

A disembodied cat's head appears.

ALICE
Is that Chessur?

He materializes and kisses her hand.

CHESIRE CAT
Lovely to see you again.
How's the arm?

ALICE
All healed.

But the White Queen has no one to greet.

WHITE QUEEN
I don't believe anyone is coming.

ALICE
I am sorry. But why don't you
kill the Jabberwocky yourself?
You must have the power.

WHITE QUEEN
In the healing arts. It is against
my vows to bring harm to any
living thing.

The Hatter steps forward.

MAD HATTER
I will slay the Jabberwocky.

CHESIRE CAT
You would hardly last a minute.
You have very poor evaporating
skills. I should be the one.

TWEEDLEDUM
No. I should.

Dee pushes Dum behind him.

TWEEDLEDEE
No, I!

Dum pushes Dee behind him.

TWEEDLEDUM
Contrariwise!
TWEEDLEDEE
Not now! Nohow!

TWEEDLEDUM
Leave off!

TWEEDLEDEE
Let go!

Alice is warmed by her friends' willingness to take her place. The White Rabbit holds up the Oraculum and the illustration of Alice slaying the Jabberwocky. Everyone goes quiet. Finally, the Tweedles speak.

TWEEDLEDUM
No other slayer, nohow.

TWEEDLEDEE
If it ain't Alice, he ain't dead.

All eyes turn to Alice. The feeling is not unlike that uncomfortable moment under the gazebo. Overwhelmed, she runs...

EXT. A TOPIARY GARDEN - LATER

...and runs until she falls onto a garden bench and weeps.

THE CATERPILLAR
Stupid girl. Nothing was ever accomplished with tears.

ALICE
Absolem?

THE CATERPILLAR
On the leaf.

She sees him on a leaf hanging upside down, spinning a chrysalis. He's small to her now that she's her own size.

ALICE
Why are you upside down?

THE CATERPILLAR
I've come to the end of this life.

ALICE
You're going to die?

THE CATERPILLAR
Transform. The Frabjous Day is upon us. And brillig is approaching.
ALICE
What does "brillig" mean?

THE CATERPILLAR
Evening, when it's time to begin broiling things for dinner.

The chrysalis begins to cover his body.

ALICE
Please don't leave. I don't know how to get home.

THE CATERPILLAR
What does it matter if you don't know who you are?

ALICE
But I do know who I am! I'm Alice Kingsley, daughter of Charles Kingsley, the visionary and entrepreneur.

THE CATERPILLAR
Exactly. Remember, the Vorpal Sword knows what it wants. All you have to do is take it there. Farewell, Alice. Perhaps I will see you in another life.

He disappears inside the green chrysalis.

INT. THE ARMORY - LATER

Alice stands, silently gazing on the White Knight's armor. The White Queen joins her.

WHITE QUEEN
If you take up the sword against the Jabberwocky, you must do so not because it has been foretold, or because it is the only way to get home. You must do so because you believe it is just. And understand, there is no certainty to the outcome.

The Queen leaves her to make her decision alone.

EXT. THE BORDER OF MARMOREAL
The Red Queen rides a black steed, Ilosovic Stayn his red panther. Behind them, the Red Knights and other MONSTROUS DENIZENS under the Queen's control march steadily toward Marmoreal. The Jubjub flies overhead...

CUT TO:

EXT. THE WHITE QUEEN'S CASTLE - CONT.

Everyone has gathered just outside the castle walls: the White Queen, the Mad Hatter, the Dormouse, the White Rabbit, Chesire Cat, the March Hare and all the Queen's followers. They wait with nervous anticipatipn for Alice to make her decision.

WHITE RABBIT
She's coming.

The Bandersnatch lopes out. A White Knight sits astride him, her armour shining in the sun. Alice's long blonde hair hangs down the back. She holds the Vorpal sword high. A rousing cheer rises up.

WHITE LOYALISTS
Alice! Alice! Alice!

But the cheer fades as they see in the far distance...

...a dust cloud rising up from the army of the Red Queen on a high hill. Alice is undaunted.

ALICE
To the Tulgey Wood!

The Bandersnatch takes off at a loping run as the others charge after her into the woods.

EXT. THE TULGEY WOOD - A CLEARING - BRILLIG

The White Queen and her allies meet the Red Queen and her army at a clearing in the wood. Silence descends as the two opposing forces face off.

RED QUEEN
Greetings, Mirana.

WHITE QUEEN
Iracebeth.

The White Rabbit blows his trumpet.

WHITE RABBIT
On this the Frabjous Day, the Queens, Red and White, shall send forth their champions to do battle on their behalf.
WHITE QUEEN
To the Victor, goes the Crown.

RED QUEEN
But it looks so much better on my head than yours.

WHITE RABBIT
No one shall intervene until one of the combatants signals defeat.

RED QUEEN
Or dies a gruesome death.

WHITE RABBIT
Call forth your champion.

RED QUEEN
JABBERWOCKY!

Behind her, a dark form rises. The Jabberwocky's vast wingspan darkens the clearing. It swings its reptilian head, whips its pronged tail, extends one deadly claw and adjusts its vest.

CLOSE ON ALICE
Taking in the daunting size of the creature, Alice can barely contain her fear. The Hatter takes her hand.

MAD HATTER
Listen for my voice.

ALICE
But this is impossible.

MAD HATTER
Only if you believe it is.

His words spark a memory of her father.

ALICE
"Sometimes I believe as many as six impossible things before breakfast".

MAD HATTER
An excellent practice, but just at the moment, you should focus on the Jabberwocky.

She smiles.

RED QUEEN
Where's your champion, little sister?

Alice steps into the clearing, alone.

ALICE

Here.

ON ALICE AND THE JABBERWOCKY

She looks up at the huge terrifying creature. The Jabberwocky roars. Alice whispers to herself, her voice trembling.

ALICE

Six impossible things. Count them, Alice. One! There's a potion that can make you shrink. Two! And a cake that can make you grow.

She draws the Vorpal Sword. The Jabberwocky lowers its huge head and hisses.

JABBERWOCKY

So my old foe, we meet on the battlefield once again.

Alice is shocked. She hadn't thought that it could talk.

ALICE

We have never met.

JABBERWOCKY

Not you, insignificant bearer. My ancient enemy, the Vorpal one.

He strikes out suddenly with his long spiked tongue. Alice lifts the Sword to defend herself and the Sword slices off the Jabberwocky's tongue. It falls to the ground wriggling in the dirt. The Jabberwocky thrashes his head, but he can only make a burbling sound.

ALICE

That's enough chatter.

The Jabberwocky whips its pronged tail, knocking her to the ground. She lays there for a moment, catching her breath and continuing her six impossible things.

ALICE (cont.)

Three. Animals can talk.

The Jabberwock drives its spike tail down to stab her, she barely manages to roll out of its way in time.
ALICE (cont.)
(faltering)
Four. Four, Alice!

She pulls herself to her feet.

ALICE (cont.)
Cats can disappear.

The Hatter shouts.

MAD HATTER
(behind you)
Zoundert!

She ducks in time to avoid the creature's snapping jaws.

ALICE
Five. There is a place called Wonderland.

It swipes at her with his long curved claws.

MAD HATTER
(to the right)
Stang!

She leans right to avoid the claws.

ALICE
Six.

She stands still for a moment, then slowly lifts her head to face her nemesis. All fear is gone. There is nothing but relentless intent and bloodlust in her eye.

ALICE (cont.)
And I can slay the Jabberwocky!

She swings the Sword and attacks with fury. The Jabberwocky is surprised by her fierceness. They do battle. The Hatter gives her the occasional warning in Outlandish.

MAD HATTER
Ezel! Sloth now.

ALICE
What?

She turns, distracted. CLAWS scrape down the back of her armour.

MAD HATTER
I said...sloth.
Alice backs up toward him, fending off the Jabberwocky.

    ALICE
    I can manage. Thank you.

The Red Queen sees them talking.

    RED QUEEN
    The Hatter's interfering!
    Off with his head!

Stayn runs toward him, sword drawn. The Hatter is only too eager to fight Stayn and the well-ordered duel erupts into a full-scale battle with Alice and the Jabberwocky in the eye of the storm. During the battle...

...Bayard fights with Stayn's red panther...

...Mallymkun takes on a three-headed LEOPARD...

...Chessur disappears and reappears to confuse the Red Queen's Knights...

...the Bandersnatch and the JubJub Bird fight viciously...

...the Tweedles battle Red Knights back to back with perfect precision and timing and not a single argument...

...even the Platypus and the Dodo do well against a SABERTOOTHED BADGER.

...the March Hare laughs and sings as he throws projectiles at the Red Knights until he gets slammed hard. Then he screams and goes crazy, fighting like a wild man.

ON ALICE AND THE JABBERWOCKY

Alice leaps up onto the Jabberwocky, pulling herself up his scales as he twists and snaps trying to shake her off. The Vorpal Sword practically pulls itself out of her hand in its relentless pursuit of the creature's head. Alice makes her way to the Jabberwocky's vest where she clings and tries to slash its neck with the sword.

The vest buttons strain with Alice's weight. They snap...one...two...three...only one left holding the vest on by a thread. She clings desperately as the Jabberwocky's thrashes its head. Alice slashes with the Sword. And just as the last button gives way, Alice propels herself into the air.

    ALICE
    OFF WITH YOUR HEAD!
With one powerful thrust, she cuts off the Jabberwocky's head. Both Alice and the head fall at once, the Jabberwocky's jaws still snapping at her in its death throes.

Alice hits the ground hard. The Jabberwocky's head rolls a few feet away. Silence descends in the clearing. Alice lays on the ground, breathing heavily. Finally, she stands up and picks up the Jabberwocky's head. She carries it to the Red Queen and drops it at her feet. The Queen stares it, then up to Alice with a furious glare.

RED QUEEN

Kill her!

The nearest Red Knight throws down his weapon.

RED KNIGHT

We follow you no more...bloody big head.

RED QUEEN

How dare you! Off with his head!

But no one is listening. The others throw their weapons down. Suddenly, the crown lifts off the Red Queen's head. She snatches for it as it floats over to the White Queen where it gently lowers to her head. The Chesire Cat materializes next to her.

WHITE QUEEN

Iracebeth of Crims, your crimes against Underland are worthy of death. But that is against my vows. Therefore, you are banished to the Outlands. No one is to show you any kindness or ever speak a word to you. You will will have no one to speak to... not a friend in the world.

Stayn bows unctiously to the White Queen.

KNAVE OF HEARTS

Majesty, I hope you bear me no ill will.

WHITE QUEEN

Except this one. Ilosovic Stayn you will join Iracebeth in banishment in the Outlands from this day until the end of Underland.

She motions to her White Guards who grab Stayn and chain him to Iracebeth.
RED QUEEN
At least, we have each other.

In a last panic, Stayn pulls a knife and tries to stab her. She screams. The Hatter knocks the knife away. Stayn drops to his knees and begs.

KNAVE OF HEARTS
(to the White Queen)
Kill me...please.

WHITE QUEEN
But I do not owe you a kindness. Take them!

The White Guards drag them off.

RED QUEEN
You tried to kill me! YOU TRIED TO KILL ME!

ON ALICE AND THE HATTER

MAD HATTER
Oh Frabjous Day! Callou! Callay!

He bursts into an enthusiastic dance of unbridled joy.

ALICE
What's he doing?

CHESHIRE CAT
Futterwacken.

At the end of his dance, the Hatter grabs Alice and kisses her passionately.

Chessur puts a comforting arm around the disappointed Mallymkun.

The White Queen leans down to the still bleeding neck to catch a drop of its blood into a vial.

WHITE QUEEN
And blood of the Jabberwocky.

She approaches Alice.

WHITE QUEEN
Alice. You have our everlasting gratitude. And for your efforts on our behalf.
The Queen hands the vial to her. Alice takes it.

ALICE
Is this the way home?

WHITE QUEEN
Drink.

Alice lifts the vial to her lips.

MAD HATTER
Don't.

ALICE
What?

MAD HATTER
Stay with us.

She gasps at the idea...the crazy mad idea. She looks at him and her gaze travels to the strange and wonderful beings she's met in this strange and wonderful place. But then, thoughts of her mother and sister and unfinished business intrude on her fantasy.

ALICE
I wish I could. But there are questions I have to answer.

She glances at the White Rabbit.

ALICE (cont.)
And things I'm late for doing.

She drinks the potion, shuddering at the taste.

MAD HATTER
You won't remember me.

ALICE
I will!

He abruptly kisses her one last time. He whispers.

MAD HATTER
Fairfarren, Alice.

ALICE
Fairfarren, Tarrant.

She lifts a hand to the others, struggling with her emotions.

ALICE
Fairfarren all.
Their faces and the world itself starts to shimmer and then dissolve into...

CUT TO:

INT. THE RABBIT HOLE

Grass. Alice finds herself face down in the field, clinging to the edge of the Rabbit hole, legs dangling precariously.

EXT. THE MEADOW - DAY

Alice pulls herself up and looks around, blinking in the bright sun. She shakes her head...all memory of Underland gone once again. She looks down at her clothes, confused by their ragged, torn, filthy condition. She looks down at the rabbit hole.

ALICE
...must have fallen in...

EXT. THE ASCOT ESTATE - THE GARDEN PARTY

The party is still going on although a bit subdued. Hamish speaks to the confused guests.

HAMISH
She ran off and left me standing there without an answer.

FIONA
A case of nerves, no doubt.

People fall silent as Alice wanders back onto the lawn, looking like she's been through a war.

HAMISH
Alice?

LORD ASCOT
Good Lord. Are you all right?

ALICE'S MOTHER
What happened to you?

ALICE
I think I fell down a hole and hit my head.

LADY ASCOT
You look a frightful mess.

Alice turns to Hamish. Her adventure, although unremembered, has given Alice unwavering confidence and self-awareness.
ALICE
I'm sorry Hamish, I can't marry you. You're not the right man for me.
(to her sister)
You shouldn't act so smug, Margaret. Your life may not be as perfect as you think it is.

She whispers the truth about her husband in Margaret's ear. Margaret gasps and glares at the suddenly sheepish Lowell.

ALICE
(gently to Aunt Imogene)
There is no prince, Aunt Imogene. You need to talk to someone about these delusions.
(to Lady Ascot)
I happen to love white roses, Lady Ascot, as well as rabbits.

She turns to her mother.

ALICE (cont.)
Don't worry, Mother. I won't be a burden. I'll find something useful to do with my life.
(to the Chatterly's mother)
Your daughters swim naked in the Havershim's pond.
(to the sisters)
Sorry, girls.

She looks around.

ALICE (cont.)
Is that everyone?

Lord Ascot lifts a finger.

LORD ASCOT
You've left me out.

ALICE
No, I haven't. You and I have business to discuss, sir.

They're all surprised to hear the word coming out of a young woman's mouth.

LADY ASCOT
Impertience!
LORD ASCOT
I'd like to hear what she has to say.

ALICE
May we speak in the study?

INT. ASCOT MANSION – THE STUDY
A map of the world is been laid out on the table. Alice studies it carefully.

ALICE
My father told me he planned to expand his trade route to include Bombay.

LORD ASCOT
Bombay.

ALICE
But I don't think he was looking far enough.

LORD ASCOT
You don't?

ALICE
No. Why stop in India? Why not expand the company's trade route all the way to China? It's vast, the culture is rich and we have a foothold in Hong Kong. Imagine the possibilities.

Lord Ascot sees the spark of genius in her eye, the same spark he saw in Charles Kingsley's.

LORD ASCOT
I'm very sorry you're not going to marry my son, Alice. But I may have a way to keep you in the family.

She's intrigued.

ALICE
Go on.

CUT TO:

EXT. A SAILING SHIP – SEVERAL MONTHS LATER
A crowd has gathered to see the China Trading Company's maiden ship off to distant lands. Alice stands on the deck, waving
to her mother, sister and Lord Ascot. As the ship pulls away from the dock, a beautiful Monarch butterfly with blue tinged wings lands on Alice's shoulder. She smiles.

ALICE
Hello, Absolem.

The butterfly takes wing. As Alice watches it soar skyward we:

FADE OUT.

THE END.