



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. Gribbling - 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 usal* - it's no use trying
19. *noge* - go low down
20. *nunz* - don't go - not now.
21. Oraculum- a Calender 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* beyond the Crossling in Snud.
41. *zounder* - behind you!

Sizes of Alice under the Influence of Pishsalver and  
Upelkuchen

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
OMIQUE 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.

OUTLAND

WITZEND

IPLAM

UNDERLAND

FORTRESS OF THE

RED QUEEN

CRIMS

ROOM OF BOOKS

SNUD

WEST = EAST

QUEAST

Grimsoll Seed

GRAND STATION

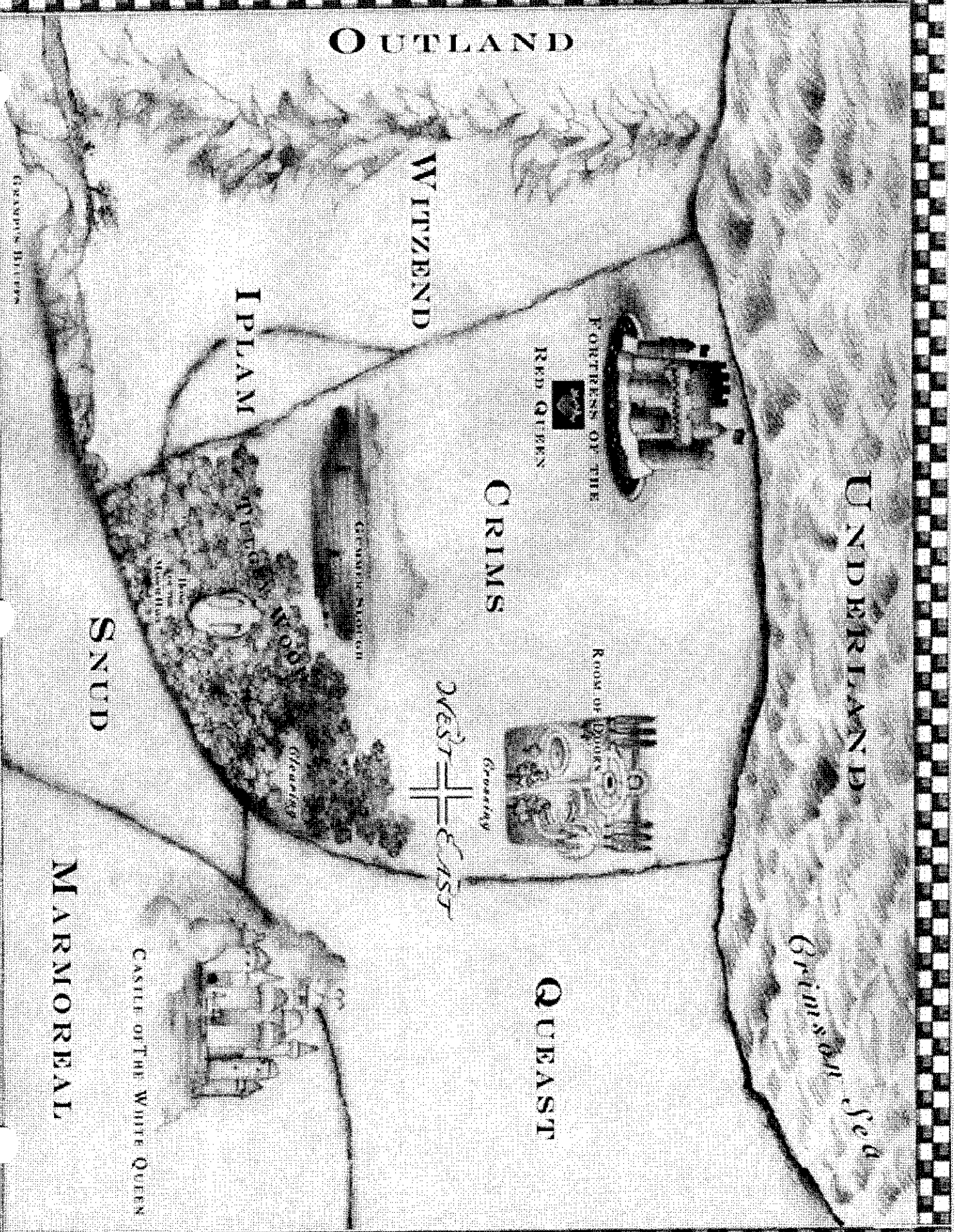
Gleaming

Growing

CASTLE OF THE WHITE QUEEN

MARMOREAL

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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 griphon and the silhouette of a huge-headed woman screaming.*

RED 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, IMOGENE, with over-rouged  
cheeks and a yellowing white dress that's too young for her.

MARGARET  
Such an 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 discreetly 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 caterpillar 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 caterpillar crawl onto her finger, then places it gently onto a tree branch.

HAMISH  
You'll want to wash that finger.  
(starting again)  
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. Her 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 curiouser.

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 DUCKBILLED 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.

TWEEDLEDUM  
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!

TWEEDLEDUM  
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 gypre 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 Jubjub 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 scabbard.

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!

TWEEDLEDEE

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. CHESSUR 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.

CHESHIRE 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.

CHESHIRE 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.

CHESHIRE CAT (cont.)

Come on then.

She hurries to catch up with him.

EXT. THE GARDEN - DAY - LATER

Stayn 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 HATER  
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  
MAD HATTER (CONT.)  
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 forcibly 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 Vorpall 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 Vorpall 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.

DISSOLVE TO:

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  
 MAD HATTER (CONT.)  
 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. Ony 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

Cauol. 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

SSSSSSTT!

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 Vorpall 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 comes 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 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, improvizing 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 Courtiers 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.

TWEEDLEDUM  
Is that being...?

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

TWEEDLEDEE  
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, sniffing 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  
KNAVE OF HEARTS (CONT.)  
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...?

RED QUEEN

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 Vorpall 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 forcefully. 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.

THE DORMOUSE

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.

CUT TO:

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 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 Vorpall 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 Vorpall 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, weilding the Vorpel 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 neaby. He lifts a spyglass and sees Alice.

THE DODO  
Alert the Queen.

CUT TO:

INT. WHITE QUEEN'S CASTLE - THE COURTYARD

The castle doors swing open. The people step back fearfully as the Bandersnatch lopez 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 Vorpall 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 Vorpall 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 fungus,  
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 ingrediants)

A pinch of thyme, three coins from  
a dead man's pocket and two table-  
spoons 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 Vorpall 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.

CHESHIRE CAT  
I've always admired that hat.

MAD HATTER  
Hello, Chessur.

CHESHIRE 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.

CHESIRE CAT  
Tell me, Tarrant, is worth it?

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

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

He disappears and reappears in the cell with the Hatter.

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

MAD HATTER  
You want my hat.

CHESIRE CAT  
It's an excellant 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 horizen. 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. Bayard, 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 Vorpall 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 under-  
stand, there is no certainty to  
the outcome.

The Queen leaves her to make her decision alone.

CUT TO:

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 Vorpel 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  
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 Vorpall 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 Vorpall 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)  
*Zounder!*

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 SABER-TOOTHED 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 Jabberwock'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 Jabberwock'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

Tracebeth 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 Tracebeth 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 Tracebeth.



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  
ALICE (CONT.)  
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.