FADE IN:
1 EXT. LONDON - 1855 - NIGHT 1
Warm light shines from the study of the gracious Kingsley home. A man, silhouetted in the window, speaks with ardor.
2 INT. THE STUDY - NIGHT - CONT. 2
CHARLES KINGSLEY has just described his new venture to his friends, including LORD ASCOT.

LORD ASCOT:
Charles, you have finally lost your senses.

A COLLEAGUE:
This venture is impossible.
CHARLES KINGSLEY
For some, Gentlemen, the only way to achieve the impossible is to believe it is possible.

A COLLEAGUE:
That kind of thinking could ruin you.
CHARLES KINGSLEY
I’m willing to take that chance.
Imagine trading posts in Rangoon, Bangkok, Jakarta...
He stops. His nine year-old daughter ALICE stands at the door in her nightgown, clearly frightened. He goes to her.
CHARLES KINGSLEY (CONT’D)
The nightmare again?
She nods. He takes her hand and turns to his guests.
CHARLES KINGSLEY (CONT’D)
I won’t be long.
3 INT. YOUNG ALICE’S BEDROOM - LATER 3
He sits on her bed, listening with utmost seriousness.

ALICE:
I’m falling down a dark hole, then I see strange creatures...
CHARLES KINGSLEY
What kind of creatures?
(CONTINUED)
3 CONTINUED:

ALICE :
Well, there’s a dodo bird, a rabbit in
a waistcoat, a smiling cat...
CHARLES KINGSLEY
I didn’t know cats could smile.

ALICE :
Neither did I. Oh, and there’s a blue
caterpillar.
CHARLES KINGSLEY
Blue caterpillar. Hmm.

ALICE :
Do you think I’ve gone round the bend?
He feels her forehead as if for a fever.
CHARLES KINGSLEY
I’m afraid so. You’re mad. Bonkers.
Off your head. But I’ll tell you a
secret...all the best people are.
She smiles and leans against him.
CHARLES KINGSLEY (CONT’D)
It’s only a dream, Alice. Nothing can
harm you there. But if you get too
frightened, you can always wake up.
Like this.
He pinches her. She screams and pinches him back.

CUT TO:
4 EXT. THE OUTSKIRTS OF LONDON - TEN YEARS LATER 4
A horse-drawn carriage careens down the road at a full
gallop.
5 INT. THE CARRIAGE - DAY - CONT. 5
ALICE KINGSLEY is on the verge of womanhood, beautiful, but
slightly off-kilter. She sees the world with different eyes
than other people her age. Presently, she’s tired and grumpy
as her mother fusses with her wild mane of blonde hair.

ALICE :
Must we go? I doubt they’ll notice if
we never arrive.
(CONTINUED)
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5 CONTINUED:

HELEN KINGSLEY:
They will notice.
She re-ties her waist sash, feeling for her corset.
HELEN KINGSLEY (CONT’D)
Where’s your corset?
She pulls back her dress to see bare legs.
HELEN KINGSLEY (CONT’D)
And no stockings!

ALICE:
I’m against them.

HELEN KINGSLEY:
But you’re not properly dressed.

ALICE:
Who’s to say what is proper? What if it was agreed that “proper” was wearing a codfish on your head? Would you wear it?

HELEN KINGSLEY:
Alice.

ALICE:
To me a corset is like a codfish.

HELEN KINGSLEY:
Please. Not today.
Frustrated, Alice looks out the window and mutters.

ALICE:
Father would have laughed.
She sees the hurt on her mother’s face and instantly regrets her words.
ALICE (CONT’D)
I’m sorry. I’m tired. I didn’t sleep well last night.
Her mother pats her hand in a forgiving gesture.

HELEN KINGSLEY:
Did you have bad dreams again?
(CONTINUED)
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5 CONTINUED:

ALICE:
Only one. It’s always the same ever since I can remember. Do you think that’s normal? Don’t most people have different dreams?
Alice’s mother removes her own jewelry and puts it on her.

HELEN KINGSLEY:
I don’t know. There! You’re beautiful. Now, can you manage a smile?

6 EXT. THE ASCOT ESTATE - THE GARDENS - DAY 6
The garden party is in full swing. Everyone has turned out in their summer finery. Guests play croquet on the great lawn. Skiffs drift lazily on a meandering river.
Alice approaches LORD and LADY ASCOT with a fixed unnatural smile. Lord Ascot is a stately, aristocratic man. Lady Ascot is red-faced with annoyance.

LADY ASCOT:
At last! We thought you’d never arrive. Alice, Hamish is waiting to dance with you. Go!
She pushes Alice off and turns on Helen.
LADY ASCOT (CONT’D)
You do realize it’s well past four! Now everything will have to be rushed through!

HELEN KINGSLEY :
I am sorry. We...

LADY ASCOT :
Never mind! She rushes off.

LORD ASCOT:
Forgive my wife. She’s been planning
this affair for the last twenty years.

HELEN KINGSLEY:
If only Charles were here...
(CONTINUED)
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6 CONTINUED:

LORD ASCOT:
My condolences, madame. I think of your husband often. He was truly a man of vision.

HELEN KINGSLEY:
Thank you.

LORD ASCOT:
I hope you don’t think I have taken advantage of your misfortune.

HELEN KINGSLEY:
Of course not. I’m pleased that you’ve purchased the company.

LORD ASCOT:
I was a fool for not investing in his mad venture when I had the chance.
She smiles.

HELEN KINGSLEY:
Charles thought so too.
7 EXT. THE GARDEN - A QUADRILLE 7
Alice does a line dance with HAMISH who takes after his mother, refined and immaculate with aristocratic arrogance.

ALICE:
Hamish, do you ever tire of the Quadrille?

HAMISH:
On the contrary. I find it invigorating.
He struts like a peacock. Alice laughs.
HAMISH (CONT’D)
Do I amuse you?

ALICE :
No. I had a sudden vision of all the ladies in top hats and the men wearing bonnets.
He doesn’t even crack a smile.
(CONTINUED)

HAMISH :
It would be best to keep your visions to yourself. When in doubt, remain silent.
Alice’s smile fades. Without her father, she feels there’s no one like her in the whole world. They dance on. Alice sees a flock of geese overhead. Distracted, she bumps into the dancers in front of them.

HAMISH (CONT’D)
Pardon us! Miss Kingsley is distracted today.
(to Alice)
Where is your head?

ALICE :
I was wondering what it would be like to fly.

HAMISH :
Why would you waste your time thinking about such an impossible thing?

ALICE :
Why wouldn’t I? My father said he sometimes believed in six impossible things before breakfast.
She laughs at the memory. Hamish looks pained. He sees his mother nearby. She waves him on impatiently.

HAMISH :
Meet me under the gazebo in precisely
ten minutes.
He goes off. Suddenly two giggling girls appear in front of Alice. It’s the Chattaways.

**FAITH :**
We have a secret to tell you.

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

**FIONA :**
Perhaps we shouldn’t.

**FAITH :**
We decided we should!
(CONTINUED)

7 CONTINUED:

**FIONA :**
If we tell her, she won’t be surprised.

**FAITH :**
Will you be surprised?

**ALICE :**
Not if you tell me. But now you’ve brought it up, you have to.

**FAITH :**
No we don’t.

**FIONA :**
In fact, we won’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. There’s your mother now.

Alice starts to walk toward her. Fiona blurts out.

**FIONA**
Hamish is going to ask for your hand!

Alice stops dead. Her sister, **MARGARET**, suddenly pulls her away.

**MARGARET**:
You’ve ruined the surprise!
(to Alice)
I could strangle them! Everyone went to so much effort to keep the secret.

**ALICE**:
Does everyone know?

**MARGARET**:
It’s why they’ve all come. This is your engagement party. Hamish will ask you under the gazebo. When you say “yes”...
(CONTINUED)

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7 CONTINUED:

**ALICE**:
But I don’t know if I want to marry him.

**MARGARET**:
Who then? You won’t do better than a Lord.

She looks at Hamish who blows his nose, studies the contents of his kerchief, then folds it and puts it in his pocket.

**MARGARET**:
You’ll soon be 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:
And you don’t want to be a burden on mother, do you?

ALICE:
No.

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’s face suddenly looms in hers.

LADY ASCOT:
Alice dear, shall we take a leisurely stroll through the garden? Just you and me?
She jerks her away quickly.
8 EXT. THE ROSE GARDENS 8
Lady Ascot steers her through the gardens at a fast clip.

LADY ASCOT:
Do you know what I’ve always dreaded?

ALICE:
The decline of the aristocracy?
(CONTINUED)
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8 CONTINUED:

LADY ASCOT:
Ugly grandchildren. But you’re so lovely. You’re bound to produce little...
(she gasps)
Imbeciles! The gardeners planted white roses when I specifically asked
ALICE:
You could always paint the roses red.
Lady Ascot looks at her strangely.

LADY ASCOT:
What an odd thing to say. Come along.
She hurries her along the path. Alice hears a jingling sound.

LADY ASCOT:
You should know that my son has extremely delicate digestion...
Alice sees SOMETHING LARGE AND WHITE dart past.

ALICE:
Did you see that?

LADY ASCOT:
See what?

ALICE:
It was a rabbit, I think.

LADY ASCOT:
Nasty things. I do enjoy setting the dogs on them. Don’t dawdle.
She rushes Alice toward the gazebo. Alice looks for the rabbit.
LADY ASCOT (CONT’D)
If you serve Hamish the wrong foods, he could get a blockage.
And there it is, a LARGE WHITE RABBIT in a waistcoat, standing on its hind legs and staring directly at Alice. She blinks. The White Rabbit darts behind a tree.

ALICE:
Did you see it that time?
(CONTINUED)
See what?

ALICE:
The rabbit!

LADY ASCOT:
Don't shout! Pay attention. Hamish said you were easily distracted. What was I saying?

ALICE:
Hamish has a blockage. I couldn’t be more interested, but you’ll have to excuse me. Alice dives into the wooded area off the path and stands for a moment, mind reeling. A hand lands on her shoulder. She

ALICE:
Aunt Imogene! I think I’m going mad.

IMOGENE:
How very strange. What kind of waistcoat?

ALICE:
Brocade, I think. What does it matter? It’s a rabbit in a waistcoat!

IMOGENE:
I can’t be bothered with your fancy rabbit now. I’m waiting for my fiance.

ALICE:
You have a fiance? The White Rabbit darts by.
ALICE (CONT’D)
There! Did you see it?

IMOGENE:
He’s a prince. But, alas he cannot
marry me unless he renounces his throne. Isn’t it tragic?

ALICE:
Very.

(CONTINUED)

8 CONTINUED:
She backs away and runs into her sister’s husband, LOWELL, kissing a strange woman. The woman runs off.

ALICE:
Lowell?

LOWELL:
Alice. We were...Hattie is an old friend.

ALICE:
I can see you’re very close.
Lowell is bright red and highly flustered.

LOWELL:
You won’t mention this to your sister, will you?

ALICE:
I don’t know. I’m confused. I need time to think.

LOWELL:
Think of Margaret. She would never trust me again. You don’t want to ruin her marriage, do you?

ALICE:
Me? I’m not the one...
Suddenly Hamish is there, annoyed.

HAMISH:
There you are! I told you meet me under the gazebo!

9 EXT. THE GARDEN – GAZEBO – DAY 9
He pulls her under the gazebo. The shadows of the pillars fall on her like prison bars. She glances at a string quartet discreetly positioned in the shadows... bows poised. Hamish drops to his knee. Alice notices an artist immortalizing the moment.

HAMISH (CONT’D)
Alice Kingsley...

ALICE :
Hamish.
(CONTINUED)

9 CONTINUED:

HAMISH :
What is it?

ALICE:
You have a caterpillar on your shoulder.
He frantically brushes at his shoulder.
ALICE (CONT’D)
Don’t hurt it.
Alice lets the CATERPILLAR crawl onto her finger, then places it gently onto a tree branch.

HAMISH :
You’ll want to wash that finger.
He sees his mother motioning to him from below. Everyone is watching. He blurts out.

HAMISH (CONT’D)
Alice Kingsley, will you be my wife?
The question hangs in the air. Unsure of herself, unsure of her future, unsure of her own sanity in that moment, Alice stammers.

ALICE:
I...I......well, everyone expects me to...and you’re a Lord...and my face won’t last...and I don’t want to end up like...but this is happening so quickly...I think...I...I...
She sees the WHITE RABBIT leaning against a pillar, glaring
at her with undisguised impatience.

ALICE (CONT’D)

...need a moment.

She turns and runs.

10 EXT. THE MEADOW - DAY - CONT. 10

She follows the White Rabbit across a meadow.

ALICE :

Wait!

She loses sight of him. She peeks over the hedgerow. No rabbit. Stumped, she looks around.

(CONTINUED)

10

11

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CONTINUED:

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

DOWN THE RABBIT HOLE 11

...and keeps screaming as she tumbles head over heels down the hole. She frantically grabs at the walls which are hung with 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. It begins to grow dark as the day passes into night. And still she falls. Finally, after what seems like hours...

INT. THE ROUND HALL - DAY 12

WHAM! She hits bottom, smacking her head on a wooden floor.

ALICE :

Ah!

Wind knocked out, she gasps for air, then she sits up, rubbing the bump on her forehead. She’s in a round hall with many doors. She gets up and tries a door. It’s locked. She tries another one and another. She knocks.

ALICE (CONT’D)

Hello? Hello! Anyone there?

No answer. She moves around the hall. Every door locked.

She sees a three-legged glass table with a small key sitting on top. She picks up the key and tries it in a door. It’s too small for the lock.
She tries it in a few doors, too small. She comes upon a
curtain and pulls it aside to reveal a little door about two
feet high.
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. She looks for the
person who put it there.
ALICE (CONT’D)
Is someone here?
(CONTINUED)
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12 CONTINUED:
She looks at a label. “DRINK ME”. She sniffs the contents,
recoils, then shrugs.
ALICE (CONT’D)
It’s only a dream.
She takes a drink, shudders, gags and coughs from the taste.
In a moment, she notices that the table is getting larger.
ALICE (CONT’D)
That’s curious.
Alice SHRINKS to two feet high.

HER POV:
The doors loom above her. She takes a step and 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 what she’s done. She goes back to the glass table
where she can see the gold key sitting on top.

CUT TO:
13 ON ALICE - THROUGH A KEYHOLE 13
We hear VOICES as they watch Alice through a keyhole.
DODO (O.S.)
You’d think she would remember this
from the first time.
THE DORMOUSE (O.S.)
You’ve brought the wrong Alice.
WHITE RABBIT (O.S.)
She’s the right one. I’m certain of
Alice attempts to climb the table leg, but gets tangled in her too-big clothes and slides off. She notices a little box under the table. She looks around for the unseen person.

**ALICE:**
If this is some sort of prank, I am not amused!
She opens the box. It’s a cake with “EAT ME” written out in ornate icing. She considers, looks up at the key high above on the table.
(continuing)

She takes a tiny taste of the cake. She takes another bite. WHOOSH! She shoots upward rapidly. Her clothes fit again, but she keeps growing. Buttons pop, seams are strained and her skirt gets shorter. The ceiling gets closer...her head grazes it! She stops. Relieved, she bends down and picks up the gold key. Crouching, she goes to the little door and fits the key in the lock.

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

**WHITE RABBIT (O.S.)**
Give her a chance.

She laughs at herself and goes back to the table. She picks up the little bottle and takes another swallow, shivers at the taste, then shrinks again to two feet high. Dragging her too-big clothes, she runs to the door, puts the key in the lock, opens it and steps through.

She enters 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. SHABBY, THIN BIRDS walk on stalk legs. DRAGONFLIES, HORSEFLIES and ENORMOUS GNATS do fierce battle in the sky above.
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, the WHITE RABBIT, a young female DORMOUSE in breeches and two round BOYS with their arms thrown over each others shoulders, Dee and Dum are stitched on their collars.

THE DORMOUSE:
I am not convinced.
The White Rabbit throws up his hands.
(CONTINUED)
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17 CONTINUED:

WHITE RABBIT:
How is that for gratitude? I've been up there for weeks trailing one Alice after the next! And I was almost eaten by other animals! Can you imagine? They go about entirely unclothed and they do their...shukm in public. I had to avert my eyes.
The FLOWERS WITH HUMAN FACES study Alice.

TALKING FLOWER:
She doesn't look anything like herself.

THE DORMOUSE:
That's because she's the wrong Alice.

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:
How can I be the "wrong Alice" when
it's my dream? And who are you, if I
may ask.
Dee shakes her hand, speaking very fast.

TWEEDLEDEE:
I'm Tweedleehe's Tweedledum.

TWEEDLEDUM:
Contrariwise. I'mTweedledum
he'sTweedledee.

DODO:
We should consult Absolem.

TALKING FLOWER:
Exactly. Absolem will know who she is.
Tweedledee puts out his arm to her.
(CONTINUED)
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17 CONTINUED:

TWEEDLEDEE:
I'll escort you.
Dum pulls her away from Dee.

TWEEDLEDUM:
It's not being your turn.
They tug her between them.

TWEEDLEDEE:
Leave off!

TWEEDLEDUM:
Let go!

ALICE:
Are they always this way?
WHITE RABBIT:
Family trait.
(to Tweedles)
You can both escort her.
Dee takes one arm. Dum takes the other and ALICE, THE
TWEEDLES, THE DODO, WHITE RABBIT and DORMOUSE start off. The
HUMAN-FACED FLOWERS gossip about Alice as they pass.

TALKING FLOWERS:
It can't be her. She looks nothing
like Alice. She is not even wearing
the right dress.

ALICE:
Who is this Absolem?

WHITE RABBIT:
He's wise. He's absolute.

THE TWEEDLES:
He's Absolem.

18 EXT. THE MUSHROOM FOREST - DAY 18
They enter a forest of tall mushrooms surrounded by mist.
THE CATERPILLAR (O.S.)
Who are you?
Alice can see a form ahead where the mist rises in a steady
plume. It’s coming from a hookah.
(CONTINUED)
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18 CONTINUED:
There’s a BLUE CATERPILLAR smoking it. The White Rabbit
pushes Alice toward him.

ALICE:
Absolem?

THE CATERPILLAR:
You’re not Absolem. I’m Absolem. The
question is... who are YOU?
He blows smoke rings in her face. She coughs.

ALICE:
Alice.
THE CATERPILLAR
We shall see.

ALICE:
What do you mean by that? I ought to know who I am!

THE CATERPILLAR:
Yes, you ought. Stupid girl. Unroll the Oraculum.
The White Rabbit unrolls an ancient PARCHMENT lying on a toadstool.

WHITE RABBIT:

“The Oraculum:
Compendium of Underland.”
Alice looks. 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 CATERPILLAR:
Compendium. It tells of each and every day since the Beginning.

WHITE RABBIT:
Today is Griblig day in the time of the Red Queen.
He points to the illustration.
19 CLOSE ON THE ORACULUM 19
It shows all of them, including Alice, peering at the Oraculum, at that exact moment.
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20 EXT. THE MUSHROOM FOREST – CONT. 20
THE CATERPILLAR
Show her the Frabjous day.
White Rabbit turns the scroll further into the future.

TWEEDLEDEE:
Frabjous being the day you slay the Jabberwocky.
ALICE:
Sorry? Slay the...what?

21 CLOSE ON THE ORACULUM - HER POV 21
The illustration is animated. The Jabberwocky is tall as a
dinosaur with reptilian wings, scales, long sharp claws, a
pronged tail and a vest. It hisses! A Knight with long
blonde hair in chain mail fights him with a shining sword.
TWEEDLEDUM (O.S.)
That being you there with the Vorpal
sword.
TWEEDLEDEE (O.S.)
No other swords can kill the
Jabberwocky. Nohow.
TWEEDLEDUM (O.S.)
If it ain’t Vorpal, he ain’t dead.
As she swings the sword, she reveals her face to the readers.
The girl is unmistakably Alice, with bloodlust in her eye.

22 EXT. THE MUSHROOM FOREST - CONT. 22
Alice backs away.

ALICE:
That’s not me.

THE DORMOUSE:
I know!

WHITE RABBIT:
Resolve this for us, Absolem. Is she
the right Alice?
The CATERPILLAR looks Alice in the eye.
(CONTINUED)
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22 CONTINUED:
THE CATERPILLAR
Not Hardly.
He blows smoke, obliterating himself from view.

THE DORMOUSE:
I told you!

WHITE RABBIT:
Oh dear!
TWEEDLEDUM:
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.

THE FLOWERS:
Little imposter! Pretending to be Alice! She should be ashamed!

WHITE RABBIT:
I was so certain of you.
They all glare at her as if it is somehow her fault.

ALICE:
I’m sorry. I don’t mean to be the wrong Alice. Wait, this is my dream. I’m going to wake up now and you’ll all disappear.
She closes her eyes and pinches herself. She opens them again. The animals are still there.
ALICE (CONT’D)
That’s curious.
She pinches herself again. The animals just look at her.
ALICE (CONT’D)
Pinching usually does the trick.
The Dormouse pulls a long sharp hat pin from her scabbard.
(CONTINUED)
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22 CONTINUED:

THE DORMOUSE:
I could stick you if that would help.

ALICE:
It might actually. Thank you.
THE DORMOUSE :
My pleasure.
She stabs her in the ankle with relish. Alice yelps. But instead of a small sound, a THUNDEROUS ROAR is heard and the BANDERSNATCH smashes through a high wall.

TWEEDLEDEE :
Bandersnatch!
It has a huge furry body with the head of a rabid bulldog. Drool oozes from his squashed muzzle. His fur is caked with blood and filth. His teeth are shark like and broken, stained with blood. A foul stench emanates from him.
Everyone scatters. But they’re intercepted by RED KNIGHTS wearing the RED QUEEN’S CREST: a heart in flames. The Knights capture the fleeing animals. A PIG and a FLAMINGO are caught and thrown into a caged wagon. The Dodo gets away. A Knight grabs the White Rabbit by his leg, lifting him up...

WHITE RABBIT :
Unhand me! I do not enjoy being...
He’s tossed into the caged wagon with the others.

ALICE:
Wait. It’s only a dream. Nothing can hurt me.
She turns around to face it. The Dormouse watches from behind a tree.

THE DORMOUSE :
What is she doing?
The Bandersnatch opens its drooling muzzle to eat Alice.

ALICE (CONT’D)
Can’t hurt me...can’t hurt me.

CONTINUED

23 CONTINUED:

THE DORMOUSE :
Run, you great lug!
The Dormouse groans. She leaps onto the Bandersnatch, pulls
herself up, hand-over-hand to its shoulder and drives her
hatpin into its eye. It bellows! She tries 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
runs.

24 EXT. THE MUSHROOM FOREST – ON THE ORACULUM 24
A large HAND with RED BIRTHMARK reaches down and picks up the
abandoned Oraculum. The grim KNAVE OF HEARTS, ILOSOVIC
STAYNE, has a flaming red birth mark which covers half his
face and hands. He looks through the scroll and sees
something that alarms him. He tucks it into his saddle bag
and rides away.

25 EXT. THE CROSSLING – DAY 25
Alice runs down the path, but it diverges in two directions.
A road sign points south to “SNUD” and east to “QUEAST”.

TWEEDLEDUM:
This way! East to Queast!

TWEEDLEDEE:
No, south to Snud!
He pulls her one way. Tweedledee pulls her the other. There’s
an ear-slitting SCREECH. The enormous JUBJUB BIRD lands in
front of them. It’s part monkey-eating eagle and part
ostrich. It makes a “JUB’JUB” sound as it snatches the
Tweedles in its claws and takes flight.

26 EXT. FLYING WITH THE JUBJUB BIRD 26
The JubJub flies over the barren red earth of Crims with the
Tweedles in its claws toward 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.

27 INT. THE RED QUEEN’S GREAT HALL/THRONE ROOM – DAY 27
A long hall is lined with FROG FOOTMEN with A FISH BUTLER.
The RED QUEEN’S angry scream comes from behind closed doors.
The doors bang open to reveal IRACEBETH the RED QUEEN. She
has a huge oversized head, extremely large features, and
bright red hair.

(CONTINUED)

27 CONTINUED:

RED QUEEN:
Someone stole three of my tarts!
She leans into the face of a frog.

RED QUEEN (CONT’D)
Did you steal them?
FOOTFROG #1
No, your Majesty.
She walks the row, studying the face of each frog. At the end, she whirs to leer into the face of one terrified frog.

RED QUEEN :
Did you steal my tarts?
FOOTFROG #3
No, Your Majesty.
She wipes a telltale bit of jam from the side of its mouth.
She holds her finger up and sniffs the juice.

RED QUEEN :
Squimberry juice.
FOOTFROG #3
I was so hungry!

RED QUEEN :
OFF WITH HIS HEAD!
Red Knights converge on the guilty Frog.
FOOTFROG #3
No! Please! I have little ones to look after!
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.
KNAVE OF HEARTS
Majesty?
The Queen’s face lights up to see him. She turns flirty.

(CONTINUED)
10/28/08 Blue Revised Pages 24.

27 CONTINUED:

RED QUEEN :
Ilosovic Stayne...you knave, where have you been lurking?
She holds out her hand. He kisses it, barely. She sighs.

KNAVE OF HEARTS
Majesty, I found the Oraculum.
He lays it on a table and rolls it out.

RED QUEEN:
That? It looks so ordinary for an oracle.

KNAVE OF HEARTS
Look here. On the Frabjous Day.
He points to the illustration of Alice in the scroll.

RED QUEEN:
I’d know that tangled mess of hair anywhere. Is it Alice?

KNAVE OF HEARTS
I believe it is.

RED QUEEN:
What is she doing with my darling Jabberwocky?

KNAVE OF HEARTS
She appears to be slaying it.

RED QUEEN:
She killed my Jabberbabywocky!

KNAVE OF HEARTS
Not yet. But it will happen if we don’t stop her.

RED QUEEN:
Find Alice, Stayne. Find her!

KNAVE OF HEARTS
I will bring her head and lay it at your feet.

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

(CONTINUED)
10/28/08 Blue Revised Pages 25.

27 CONTINUED:
He nods.
28 EXT. NEAR THE STABLES - LATER
Stayne sits on his horse as the Knights hold a growling
BLOODHOUND, BAYARD, bound by a spiked collar and heavy ropes.

**KNAVE OF HEARTS:**
Find the scent of human girl and earn your freedom.

**BLOODHOUND:**
For my wife and pups as well?
**KNAVE OF HEARTS**
Everyone goes home.
He puts his nose to the ground and leads the Knights off.
Stayne strokes his horse’s neck.
**STAYNE’S HORSE**
Dogs will believe anything.

29 EXT. THE TULGEY WOOD - DAY - CONT. 29
Still running, Alice stops to look at the gashes on her arm.
**CHESHIRE CAT (O.S.)**
It looks like you ran afoul of something with wicked claws.
She sees the disembodied head of a CAT hovering midair.

**ALICE:**
And I’m still dreaming!

**CHESHIRE CAT:**
What did that to you?

**ALICE:**
Banner or Bander...

**CHESHIRE CAT:**
The Bandersnatch? I’d better have a look.
The Cat disappears then reappears as a whole cat. CHESSUR is all calm, casual sensuality with a seductive grin. He inspects the wound, then tries to lick it.

**ALICE:**
What are you doing?
(CONTINUED)
10/28/08 Blue Revised Pages 26.
CHESHIRE CAT:
It needs to be purified by someone with evaporating skills or it will fester and putrefy.

ALICE:
I’ll be fine as soon as I wake up.

CHESHIRE CAT:
At least let me bind it for you.
She allows him to use his handkerchief to bind the wound.

CHESHIRE CAT:
What do you call yourself?

ALICE:
Alice.

CHESHIRE CAT:
The Alice?

ALICE:
I’m not going into that again!

CHESIRE CAT:
I never get involved in politics.
You’d best be on your way.

ALICE:
What way? All I want to do is wake up from this dream!

CHESIRE CAT:
Fine. I’ll take you to the Hare and the Hatter. But that’s the end of it.
He disappears suddenly. She looks around. He reappears ahead.
CHESIRE CAT (CONT’D)
Coming?
There’s nothing else for her to do but follow.

30 EXT. HOUSE OF THE MARCH HARE - DAY 30
The house is part hare/part house. The chimneys are ears. The
roof is thatched with fur. The picket fence is rabbit feet, doorknob a bunny tail. The windows are pink rabbit eyes that look round and blink.

(CONTINUED)
10/28/08 Blue Revised Pages 27.

30 CONTINUED:
The tea party has been going on for years. The tea set is an odd admixture of cracked pots and chipped cups. The tablecloth is stained and threadbare, the chairs lopsided. The MAD HATTER slumps in one of them, staring into space, pale and morose. Even his clothes reflect his gloomy mood. He always wears a ragged and scorched TOP HAT. Paranoid and anxious, the MARCH HARE constantly wrings his paws and long ears. The Dormouse has arrived ahead of Alice. She wears the Bandersnatch eye at her waist. The Hare/house taps the March Hare on his head.

MARCH HARE:
What? Where? Who’s there?
The Cheshire Cat strolls in with Alice. At sight of her, the Hatter bolts upright. He brightens, his clothes even perk up. Transfixed, he moves towards her, shortest route being across the top of the table. He comes close, studying her intently.

MAD HATTER:
Your hair wants cutting... It’s you. *

THE DORMOUSE:
No, it’s not. McTwisp brought us the wrong Alice.

MAD HATTER:
It’s absolutely Alice. You’re *
absolutely Alice! I’d know you anywhere. I’d know him anywhere. *
He takes her hand and pulls her back over the top of the table. She tries not to step on any teacups. He plunks her down in the chair next to his.

MAD HATTER:
Well, as you can see we’re still *
having tea. It’s all because I was *
obliged to kill Time waiting for your *
return. You’re terribly late, you know... naughty. Well anyway, time became quite offended and stopped altogether. Not a tick ever since.

ALICE:
Time can be funny in dreams.

MAD HATTER:
Yes yes, of course. But now you are back, you see, and we need to get on to the Frabjous day. I’m investigating things that begin with the letter M.

(MORE)
(CONTINUED)
10/28/08 Blue Revised Pages 27A.

30 CONTINUED:
MAD HATTER (cont'd)
Have you any idea why a raven is like a writing desk? Hare, Hatter and Dormouse clasp their hands high.

HATTER/HARE/DORMOUSE
Downal wyth Bluddy Behg Hid!
(CONTINUED)
10/28/08 Blue Revised Pages 28.

30 CONTINUED:

ALICE:
Sorry?

CHESHIRE CAT:
“Down with the Bloody Big Head”. Bloody Big Head being the Red Queen.

THE DORMOUSE:
It’s a secret language used by us... the Underland Underground Resistance!

MAD HATTER:
Come, come. We simply must commence with the slaying and such...
(to Time)
Therefore, it’s high time for Time to forgive and forget. Or forget and forgive, whichever comes first. Or, is in any case, most convenient. I’m waiting.

The March Hare taps his watch, listens to it, dips it into his tea cup, listens again.

**MARCH HARE:**
It’s ticking again!
The Cat puts his tea cup down with disgust.

**CHESIRE CAT:**
All this talk of blood and slaying has put me off my tea.

**MAD HATTER:**
The entire world is falling to ruin and poor Chessur’s off his tea.

**CHESIRE CAT:**
What happened that day was not my fault!
Suddenly enraged, the Hatter slams both hands on the table. Cups and teapots go flying.

**MAD HATTER:**
You ran out on them to save your own skin!
(cursing in Outlandish)
You guddler’s scuttish pilgar lickering...
(CONTINUED)
10/28/08 Blue Revised Pages 28A.

**30 CONTINUED:**
The Cheshire Cat puts his paws over Alice’s ears. The Hatter keeps cursing faster and faster. He can’t stop himself.
(CONTINUED)
10/28/08 Blue Revised Pages 29.
MAD HATTER:
...Shukem juggling sluking ur-pals. *
Bar lom muck egg brimni. *

THE DORMOUSE:
Hatter!
The Hatter jerks. He pulls himself back to the moment.

MAD HATTER:
(Fez ??) Thank you. I’m fine. *

CHESIRE CAT:
What’s wrong with you, Tarrant? You
used to be the life of the party. You
used to do the best Futterwacken in
all of Witzend.

ALICE:
Futter...?

THE DORMOUSE:
It’s a dance.

MAD HATTER:
On the Frabjous day, when the White
Queen once again wears the crown, *
again. On that day, I’ll
Futterwacken... Vigorously. *
They glare at each other like estranged brothers.
The Hare/House taps March Hare on the shoulder again.

MARCH HARE:
What? The Knave! Hide her!
Cheshire Cat disappears. Hatter picks up a small bottle.

MAD HATTER:
Drink this.

ALICE:
Oh no...
They force the liquid down her. She shrinks to six inches
high. They shove her into the teapot and cram her now overlarge
clothes in behind her. The Hatter closes the lid.
MAD HATTER :
Mind your head. *
10/28/08 Blue Revised Pages 30.
31 INT. THE TEAPOT - DAY 31
It’s dim inside, except for a stream of light from the spout.
32 EXT. THE TEA PARTY - DAY - CONT. 32
The Hatter does a headstand in his chair. The Dormouse
climbs into a soup tureen. The Hare lays on the table.
Following his nose, Bloodhound leads Stayne and two REDKNIGHTS in.
KNAVE OF HEARTS
Well, if it’s not my favorite trio of lunatics.

MARCH HARE :
You’re all late for tea!
The March Hare throws a teapot at them.
KNAVE OF HEARTS
We’re looking for the girl called Alice.
The Bloodhound sniffs around the table.

MAD HATTER :
Speaking of the Queen...here’s a song we sang at her soiree. *
HARE/HATTER/DORMOUSE Twinkle Twinkle Little Bat!
How I wonder where you’re at!
Stayne grabs the Hatter around the neck. Knight #1 cracks Hare with his
weapon. Knight #2 pours hot tea on the Dormouse’s head.
KNAVE OF HEARTS
If you’re hiding her, you’ll lose your heads.

MAD HATTER :
Already lost them. All sing together. *
HARE/HATTER/DORMOUSE Up Above the World you fly,
Like a tea tray in the sky.
They all laugh crazily.
10/28/08 Blue Revised Pages 31.
33 INT. THE TEAPOT - ALICE’S POV 33
Alice peeks out the spout. Hare, Hatter and Dormouse sing on despite being
hit, choked and dunked.
HARE/HATTER/DORMOUSE Twinkle Twinkle Twinkle Twinkle Twinkle!
The Bloodhound puts its paws on the table, sniffing Alice’s teapot. The
Hatter takes a chance. He whispers to him.

MAD HATTER :
Downal with Bloody Behg Hid. *
The Bloodhound stops dead. Hatter shoots a look at the teapot. The
Bloodhound drops to the ground and sniffs, pretending to catch a new trail.

KNAVE OF HEARTS
Follow the Bloodhound.
The Knights go off. Stayne lingers suspiciously.

KNAVE OF HEARTS
You’re all mad.

Hare/Hatter/Dormouse laugh hysterically. The Knave goes off. The Hare and Dormouse stop laughing, but the Hatter’s laughter goes on...and on.

Hatter!

THE DORMOUSE :
He jerks and drags himself back from the edge of hysteria.

MAD HATTER :
I’m fine. Really, I’m fine. *

34 EXT. THE TEA PARTY - DAY - CONTINUOUS 34
He lifts the teapot lid, but closes it again.

MAD HATTER :
Sorry... one moment...

He takes a pair of milliner’s scissors from his pocket and quickly whips up a miniature ensemble for Alice out of the tea cozy, a doily and a swatch of her old dress.
He lifts the lid again and hands it to her.

(CONTINUED)

10/28/08 Blue Revised Pages 32.

34 CONTINUED:

MAD HATTER :
Try this on for size.
He closes the lid again to give her privacy. In a moment, there’s a tiny knock on the lid. He opens it and helps her out in her remade clothes.

MAD HATTER :
Hum... Sorry, it’s the best I could do *
I’m afraid. Not half bad. *

THE DORMOUSE :
Good thing the Bloodhound is one of us or you’d be...
She draws her finger across her throat ominously.

MARCH HARE:
Best take her to Marmoreal. She’ll be *
safe with the White Queen.*

ALICE:
Can she help me wake up?

MAD HATTER:
If she doesn’t put you to sleep. *
He sweeps his hat off and puts it on the table.

MAD HATTER:
Your carriage, m’ lady.

ALICE:
The hat?

MAD HATTER:
 Anyone can go by horse or rail. But
the absolute best way to travel is by *
Hat. Oohh... I’ve just made a rhyme. *
Alice sits on it, nervous and unsure, of the Hat and the
Hatter. The Dormouse sits on it too, shoving Alice over.

MAD HATTER:
Sorry, Mally... Just Alice. *
She climbs off, annoyed. The Hatter puts his hat on.
(CONTINUED)
10/28/08 Blue Revised Pages 33.

34 CONTINUED:

MAD HATTER:
Fairfarren all!
They start off. Dormouse watches them go jealously.

MARCH HARE:
But you haven’t had your tea!

MAD HATTER:
Mind your head. *
A teapot hurtles toward them. Alice ducks.
Alice hangs on tight as the Hatter walks at a jaunty pace.

**MAD HATTER**: 
'Twas brillig, and the slithy toves
Did gyre and gimble in the wabe:
All mimsy were the borogoves,
And the mome raths outgrabe.
She hops down to his shoulder.

**ALICE**: 
Sorry? What was that?

**MAD HATTER**: 
Sorry? What was what?
The Jabberwock with eyes of flame.
The jaws that bite.
The claws that catch.
Beware of the Jabberwock, my son.
And the frumious Bandersnatch.
He took his vorpal sword in hand.
The vorpal blade went snicker-snack.
He left it dead, and with its head.
And he went galumping back.
It’s all about you, you know...
* 
* 
* 
* 
* 
* 
* 
* 
* 
* 

**ALICE**: 
I’m not slaying anything. I don’t slay. So put it out of your mind.
Mmm...mind.

**MAD HATTER**: 
*
He drops her to the ground and walks on. She follows.

**ALICE**: 

Wait. You can’t leave me here!

(CONTINUED)

10/28/08 Blue Revised Pages 33A.

35 CONTINUED:

MAD HATTER:
You don’t slay... Do you have any idea *
what the Red Queen has done? *
(MORE)
(CONTINUED)

35

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CONTINUED:

MAD HATTER (cont'd)
(mimicking her)
You “don’t slay”

34.
35
*

ALICE:
I couldn’t if I wanted to.

MAD HATTER:
(accusing)
You’re not the same as you were before. You were much more... much more muchier... you’ve lost your muchness.
*
*
My muchness?

ALICE:
He pokes her in the stomach with his finger.

MAD HATTER:
In there. Something’s missing.
He walks away again. She frowns, then runs after him.

ALICE:
Tell me what Red Queen has done.

MAD HATTER:
It’s not a pretty story.

**ALICE:**
Tell me anyway.

He picks her up, plunks her back on his shoulder and pushes through the foliage which becomes blackened and twisted.

36 EXT. THE TULGEY WOOD - ON THE BLACKENED PLACE 36

They come to a place where the ground is scorched and barren. His voice goes hoarse with emotion as he begins the tale.

**MAD HATTER:**
I was Hatter to the Queen at the time.
The Hightopp clan have always beenemployed at court.

His narration fades and WE SEE the story unfold.
37 EXT. THE TULGEY WOOD - THE HORUNVENDUSH DAY 37

The Hatter stands with his clan: the Hightopps. Every one, adults and children, wear top hats. The mood is festive.

(CONTINUED)
10/28/08 Blue Revised Pages 35.

37 CONTINUED:
The White Queen sits on her white horse with other members of her court, including the White Rabbit, March Hare, Cheshire Cat. The White Knight holds the shining Vorpal Sword.
The woods turn dark as enormous leathery wings block the sun. Faces fill with awe as they watch the fearsome creature. The Knight, stunned by its magnitude, drops the sword and flees. Panic ensues. People run as the Jabberwocky shoots fire at them. The Queen’s horse rears. The Hatter grabs the reins and leads her to safety. He looks back. White Rabbit helps others escape. The March Hare looks up, shocked into paralysis. The Cheshire Cat hovers near to the Hightopp clan who stand together to protect the children. But as the Jabberwocky descends upon them, the Cat disappears.
The Knave picks up the fallen Sword. He lifts it victoriously and the Jabberwocky retreats.
A moment later, the Hatter returns to the scene, face filled with shock and horror at the place where his clan took their stand. The earth still smolders. Only one burned and trampled Hat remains. He tosses his own hat away, picks up the burned one, brushes the soot off and places it firmly on his head.
38 EXT. THE WOODS - ALICE AND THE HATTER 38

Alice is deeply moved. She looks up at the scorched Hat he still wears, then to his tormented face. He twitches, driven
to the edge of madness by guilt, helpless rage and deep loss.

ALICE:
Hatter? Hatter!
He jerks and pulls himself back from the abyss.

MAD HATTER:
I’m fine. Just fine. Really.

ALICE:
Are you?

MAD HATTER:
Did you hear that? I’m certain I heard something.

ALICE:
(nervously)
Voices?
He looks back at the dark woods.
(CONTINUED)

38 CONTINUED:
10/28/08 Blue Revised Pages 36.
38
Red Knights!

MAD HATTER:
They hear the BAY of the bloodhound. He puts Alice into his breast pocket and runs.
39 EXT. THE TULGEY WOOD - DUSK 39
The Hatter dodges trees and leaps over stumps. He sees the edge of the woods ahead. But there’s a flash of RED through the trees. He turns. A Red Knight steps out. He turns the other way, another Red Knight. They’re surrounded. Eyeing them warily, he whispers to Alice.

MAD HATTER:
Go south to Grampas Bluffs. The White Queen’s castle is just beyond. The Hatter sweeps his hat off as if in a conciliatory gesture to the approaching Knights. He whispers to Alice.
MAD HATTER (CONT’D)
Jump on the hat. Now. *
She takes a leap onto the Hat. The Hatter flings his armswide, sending the Hat and Alice sailing over the treetops.
MAD HATTER (CONT’D)
DOWN WITH THE BLOODY RED QUEEN!
She clings to the brim of the Hat as it sails out of the woods.
40 EXT. THE EDGE OF TULGEY WOOD - SUNSET 40
The Hat lands in the soft grass. Alice looks back at the forest, and then south toward gently rolling hills. It’s getting dark and there are strange night sounds out there. She slips under the relative safety of the hat for the night.
41 INT. UNDER THE HAT - THE NEXT MORNING 41
Alice wakens to the SOUND OF SOMETHING LARGE SNIFFING outside the hat. She sits up. Suddenly, the Hat is flipped over, exposing her. She closes eyes for the end. A BIG WET NOSE sniffs her. She opens her eyes. It’s the Bloodhound, BAYARD.

ALICE :
You turncoat! You were supposed to lead them away! The Hatter trusted you!
(CONTINUED)
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41 CONTINUED:

THE BLOODHOUND :
They have my wife and pups.
That information does little to lessen her anger.

ALICE :
What’s your name?

THE BLOODHOUND :
Bayard.

ALICE :
Sit!
He cocks his head and looks down at her curiously.
ALICE (CONT’D)
Sit!
He sits, amused if nothing else. Something occurs to him.

THE BLOODHOUND:
Would your name be “Alice” by any chance?

ALICE :
Yes, but I’m not that one.
THE BLOODHOUND:
The Hatter would not have given himself up for just any Alice.

ALICE:
Where did they take him?

THE BLOODHOUND:
To the Red Queen’s castle at Salazun Grum.
She looks at his worn hat, remembering the pain in his eyes.

ALICE:
We’re going to rescue him.

THE BLOODHOUND:
That is not foretold.

ALICE:
I don’t care. He wouldn’t be there if it weren’t for me.
(CONTINUED)
10/28/08 Blue Revised Pages 38.

41 CONTINUED:

THE BLOODHOUND:
The Frabjous Day is almost upon us.
You must prepare to meet the Jabberwocky.

ALICE:
I have had quite enough! Since the moment I fell down that rabbit hole, I’ve been told what I must do and who I must be. I’ve been shrunk, stretched, scratched and stuffed into a teapot. I’ve been accused of being Alice and of not being Alice. But this is my dream! I’ll decide how it goes from here.

THE BLOODHOUND:
If you diverge from the path...

**ALICE:**
I make the path!
She’s so commanding, he lies down at her feet. She climbs up his long ear and sits on his shoulders.
**ALICE (CONT’D)**
Take me to Salazen Grum. And don’t forget the Hat.
The Bloodhound picks up the Hat in his teeth and runs. Alice hangs onto his spike collar to keep her seat.

42 EXT. GUMMER SLOUGH - DAY 42
Bayard wades through viscous red mud with Alice on his back. He holds his head high to keep the Hat out of the mud.

43 EXT. CRIMS - DAY 43
Bayard races across the red desert to Salazen Grum and the dark castle that sits on the tempestuous shore.

44 EXT. SALAZEN GRUM - CASTLE OF THE RED QUEEN 44
The walls are high and foreboding with a surrounding moat.

45 EXT. THE CASTLE WALLS - DAY 45
They approach the moat and they see large lumpish objects which appear to be the heads of the executed. They look around for a way across.

(CONTINUED)
10/28/08 Blue Revised Pages 39.

**45 CONTINUED:**
**THE BLOODHOUND (CONT’D)**
There’s only one way across.
Alice looks at the grim moat. She takes a deep breath for courage.

**ALICE:**
Lost my muchness have I?

46 EXT. THE GRIM MOAT - DAY - CONT. 46
She jumps onto one of the floating heads, then crosses the moat by jumping from head to head. Reaching the other side, she vomits onto the ground.
She looks up at the impossibly high wall, then sees a small cracked opening near the ground...just wide enough for a six inch girl. She squeezes through it. In a moment, her head reappears. She calls across to Bayard.

**ALICE:**
Bayard! The Hat!
He picks the Hat up in his teeth, turns in circles like a
discus thrower and releases it. The Hat sails high across
the moat and over the wall. Bayard BAYS his farewell.
47 EXT. THE QUEEN’S GARDEN - THE BUSHES - DAY - CONT. 47
Alice finds herself in the bushes at the edge of a garden.
She hears a loud WHACK, a small cry of pain, then cheers and
laughter. She looks through the bushes.
48 EXT. THE GREAT LAWN - DAY - CONT. 48
The Queen and her Courtiers play croquet. The Red Queen with
her huge head is surrounded by three 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 Queen swings her mallet. There’s that small cry again.
Alice looks around for the source. The ball rolls toward her
and lays, furry and gasping, in the grass. It’s a HEDGEHOG
tied by its four legs into an awkward ball. Its fur is
matted and filthy, its face buried in the grass. THWACK! It
cries out as it’s hit again. The mallet is a miserable
FLAMINGO tied by its feet. The hedgehog rolls to a stop near
Alice. She attempts to untie it. It cries out fearfully.

ALICE:
Shhh. I want to help you.
(CONTINUED)
10/28/08 Blue Revised Pages 40.

48 CONTINUED:
RED QUEEN (O.S.)
Where’s my ball? Page!
Alice frees the hedgehog. It stares at her mutely before
stumbling into the foliage. Alice sees two large white furry
feet. Her gaze travels up to the White Rabbit, dressed as a
court page.
49 EXT. THE BUSHES 49
He looks down at tiny Alice.

WHITE RABBIT:
Well! If it isn’t the wrong Alice.
What brings you here?

ALICE:
I’ve come for two reasons.
She beckons him closer. He bends down. She punches him.

ALICE (CONT’D)
That’s for dragging me down here against my will!

WHITE RABBIT :
You didn’t have to hit me! Now there’s going to be a bruise. Is there?
He shows her his chin. She looks, indulging him.

ALICE :
No.

WHITE RABBIT :
What’s the other reason?

ALICE :
I’m going to rescue the Hatter.

WHITE RABBIT :
You’re not rescuing anyone being the size of a gerbil.

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

WHITE RABBIT :
Upelkuchen? Actually, I might have some left.
(CONTINUED)
10/28/08 Blue Revised Pages 41.

49 CONTINUED:
He digs in his pocket and takes out a large piece of the cake. She takes it and shoves it into her mouth.

WHITE RABBIT (CONT’D)
Not all of it!
Too late. Alice shoots upward. Buttons fly off her torn garments, seams strain and give way.

WHITE RABBIT (CONT’D)
Oh no, stop! Don’t do that!
She grows right out of the shreds of her remaining clothes
until she bursts through the bushes...stark raving nude.

Alice looks down at the Red Queen and her courtiers. The tall bushes hide all but her head and shoulders. Everyone stares.

**RED QUEEN**:
And WHAT is this?
The White Rabbit comes out, improvising like mad.

**WHITE RABBIT**:
It’s a “who”, Majesty. This is...um

**RED QUEEN**:
Um?

**ALICE**:
From Umbradge.

**RED QUEEN**:
What happened to your garments?

**ALICE**:
I outgrew them. I tower over everyone in Umbradge. They laugh at me. So I’ve come to you, hoping you might understand what it’s like.

**RED QUEEN**:
My dear girl. Anyone with a head that large is welcome in my court. The courtiers with their equally out-size body parts laugh.

(CONTINUED)

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**50 CONTINUED**:
**RED QUEEN (CONT’D)**
SOMEONE FIND HER SOME CLOTHES! USE THE DRAPERIES IF YOU MUST BUT CLOTHE THIS ENORMOUS GIRL!
(to Alice)
You’ll be my new favorite.
The Courtiers exchange competitive glances, especially LADY LONG EARS.
Large Alice, clad in hastily constructed garments, proceeds with the Queen down the great hall toward the throne room. Along with the Footfrogs, MONKEYS hold up tables and chairs with their arms and heads. Exhausted BIRDS flap their wings to stay aloft with lamps hung from their beaks. The Queen plops down on her ORNATE THRONE. SPIDER MONKEYS serve as legs of the throne. They strain under the weight. The Queen kicks off her shoes.

**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’D)**
I love a warm pig belly for my aching feet. 
(to Alice) 
Sit! Sit! Alice sits, trying to keep her weight off the chair held up by monkeys. The Queen waves her hand at the three Courtiers.

**RED QUEEN:**
Go away. The Courtiers go out with dark jealous looks at Alice.

**RED QUEEN:**
Where are my Fatboys? You must meet them! Fatboys! The Tweedles come in. They’re bound together by a gold belt around their waists. Their faces have been painted and powdered with hearts on their cheeks and red heart lips. Their eyes are lowered, downtrodden. 
(CONTINUED)
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**51 CONTINUED:**
**RED QUEEN (CONT’D)**
There they are! Aren’t they adorable? And they have the oddest way of speaking. Speak boys. Amuse us. She kicks Tweedledum. 
**RED QUEEN (CONT’D)**
Speak!
Dum lifts his eyes and sees Alice. He nudges Dee.

**TWEEDLEDUM:**

Is that being...?

Alice lifts a finger to her lips.

**TWEEDLEDEE:**

No, it isn’t. Not a bit.

But Tweedledum didn’t see Alice’s gesture.

**TWEEDLEDUM:**

Contrariwise, I believe it is so...

**TWEEDLEDEE:**

No! It ain’t so. Nohow!

He stomps on Dum’s foot to silence him. Dum pinches him.

Dee pinches him back. The Queen laughs raucously.

**RED QUEEN:**

I love my Fatboys. Now get out.

They go out. Stayne enters. The Queen blinks her eyes seductively at him. Stayne represses a shudder.

**RED QUEEN (CONT’D):**

There you are, Stayne. Any luck with the prisoner?

**KNAVE OF HEARTS:**

He’s stubborn.

**RED QUEEN:**

You’re too soft. Bring him!

The Knights go off. Stayne notices Alice.

**KNAVE OF HEARTS:**

And who is this lovely creature?

(CONTINUED)

10/28/08 Blue Revised Pages 44.

51 CONTINUED:

He takes Alice’s hand, looking at her intensely.

**RED QUEEN:**

Um, my new favorite.

**KNAVE OF HEARTS:**

Does she have a name?

Um.
RED QUEEN :
Yes?
KNAVE OF HEARTS
Her name?
It’s Um!

RED QUEEN :
KNAVE OF HEARTS
I believe your name has slipped the Queen’s mind.
She smacks him.

RED QUEEN :
Her name is UM, you dolt!
The Knave reacts with smoldering anger.
From Umbradge.

ALICE :
KNAVE OF HEARTS
Ilosovic Stayne, at your service.
He kisses her hand. She pulls it away quickly. The guards drag the Hatter in, chained by hands and feet. The Queen lifts his head by his hair. Alice stifles a gasp. He’s been roughed up. His eyes have an empty far-away stare.

RED QUEEN :
We know Alice has returned to Underland. Do you know where she is?
He doesn’t respond. She claps her hands in front of his face.
Hatter jerks back to the moment, but doesn’t see Alice.

MAD HATTER :
I’ve been considering things that begin with the letter “m”: moron, mutiny, murder, malice...
*
*
(CONTINUED)
10/28/08 Blue Revised Pages 45.

51 CONTINUED:

RED QUEEN :
We’re looking for an “A” word now.
Where is Alice?
He thinks hard, has an inspiration, changes his mind, reconsideres, mulls, then shrugs.

**MAD HATTER:**
Who? That wee little boy? I wouldn’t know.

**RED QUEEN:**
What if I take off your head, will you know then?
She laughs. The Hatter laughs louder and keeps laughing.

**RED QUEEN:**
Stop that.
He laughs louder in her face. She slaps him. He keeps laughing, madly. The Queen makes a “loco” motion to the others. But when the Hatter sees Alice, the mad laughter stops. Surprised at her new size, he gives her a wry smile. He turns to the Queen, smarmy and unctuous.

**MAD HATTER:**
My, what a regrettably large head you have. I should very much like to hat it.

**RED QUEEN:**
Hat it?

**MAD HATTER:**
Yes, I used to hat the White Queen, you know, but there wasn’t very much for me to work with, poor dear. Her head is so small.

**RED QUEEN:**
It’s tiny, a pimple of a head.

**MAD HATTER:**
But this... What I could do with this, monument, this orb. Nay, this magnificently heroic globe!

**RED QUEEN:**
What could you do?
He lifts his bound hands helplessly.
(CONTINUED)
10/28/08 Blue Revised Pages 45A.

51 CONTINUED:
RED QUEEN (CONT’D)
Unbind him, Stayne! How can he work
if his hands are bound?
(CONTINUED)
10/28/08 Blue Revised Pages 46.

51 CONTINUED:
The Knave unbinds his hands. Hatter circles the Queen.

MAD HATTER:
Shall it be a bonnet or a boater, or
something for the boudoir?
(growing manic)
A cloche, dunce hat, death cap, coif,
snood, barboosh or pugree, yarmulke,
cockle-hat, pork-pie, tam o’shanter,
billy-cock, bicorn, tricorn, bandeau,
bongrace, fan-tail, night cap,
garibaldi, fez...
*
*
*
*
*
*
Alice pretends to sneeze.
Hatter!

ALICE:
He jerks back to the moment.

MAD HATTER:
I’m fine. I’m fine. *

RED QUEEN:
(to Alice and Stayne)
Leave us.
The Knave is suspicious of the Hatter.
Alice draws him away.
But his interest in
52 INT. THE HALL - CONT. 52
He’s right behind Alice, breathing down her neck. She tries to move past him, but he grabs her arm with the wound. She cries out as he pushes her against the wall.
KNAVE OF HEARTS (CONT’D)
I like you, Um. I like them large.
He leans in for a kiss just as Lady Long Ears passes. She smiles and goes off.

ALICE :
Get away from me!
She kicks him and runs. He glares after her.
53 EXT. MARMOREAL - GRAMPAS BLUFFS - DAY 53
Bayard crosses the bluffs and approaches the White Queen’s castle.
10/28/08 Blue Revised Pages 46A.
54 INT. THE WHITE QUEEN’S COURTYARD - DAY 54
MIRANA, THE WHITE QUEEN waits for Bayard as he staggers inside.
(CONTINUED)
10/28/08 Blue Revised Pages 47.

54 CONTINUED:

WHITE QUEEN :
What news, Bayard?

BAYARD :
Alice has returned to Underland.
A smile lights up the Queen’s soft lovely face.

WHITE QUEEN :
Where is she now?

BAYARD :
In Salazun Grum. Forgive me, I allowed her to divert from her destined path.

WHITE QUEEN :
But that is exactly where she will find the Vorpal Sword. We have our champion! Rest now. You’ve done well.
Exhausted, he falls to the ground.
55 EXT. THE RED QUEEN’S CASTLE - THE GARDEN 55
Alice searches in the bushes, passing the HEDGEHOG who’s cleaning the caked dirt off his fur.

Ah.

**ALICE**

The HEDGEHOG watches Alice pick up the Hat. She wipes themud off and straightens it out with loving care.

56 INT. RED QUEEN’S BED CHAMBER - EVENING 56

The Queen stands at the window.

**RED QUEEN**

You must find Alice, Stayne. Without the Jabberwocky, my sister’s followers will surely rise against me.

(bitter)

My ugly little sister...why do they adore her and not me?

Stayne comes up behind, but does not touch her.

**KNAVE OF HEARTS**

I cannot fathom it. You are far superior in all ways.

(CONTINUED)

10/28/08 Blue Revised Pages 48.

56 CONTINUED:

**RED QUEEN**

I know. But Mirana can make anyone fall in love with her: men, women, even the furniture.

She glances at the captive ANIMALS/FURNITURE.

**KNAVE OF HEARTS**

Even the King.

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

**RED QUEEN**

I had to do it. He would have left me.

**KNAVE OF HEARTS**

Majesty, isn’t it better to be feared than loved?

**RED QUEEN**

I’m not certain anymore. Oh, let her have the rabble! I don’t need them. I have you.
She leans her large head back, her eyes big and dewy.

RED QUEEN (CONT’D)
I do have you, don’t I, Stayne?
He manages a smile, but gives her no reply.

57 INT. THE RED QUEEN’S DRESSING ROOM - NIGHT 57
The Hatter hums as he works with ribbons, bows, veils and feathers. Alice enters a room full of huge, colorful hats.

ALICE :
They’re wonderful! You must let me try one on.
He puts a hat on her. She poses like a grand lady. She puts one on him. He poses like a grand lady too. They laugh.

MAD HATTER :
It’s good to be working at my trade again.

ALICE :
It’s just a pity you had to make them for her.

(CONTINUED)

57 CONTINUED:
10/28/08 Blue Revised Pages 49.
57
Realizing what he’s done, he’s suddenly filled with remorse and self-recrimination. His clothes “slump” as well.

MAD HATTER :
What’s the hatter with me? The hatter... Mmmmm. Mmmmm, ma, ma.
*
*
Fury seizes him. He takes scissors and murderously attacks a hat, cutting it to shreds, then another and another. Stop! Stop!

ALICE :
She takes his face in her hands, forcing him to look at her. Hatter!

ALICE (CONT’D)
Looking into his eyes, she can see the fear in them.
MAD HATTER:
Have you any idea why a raven is like a writing desk? I’m frightened. I don’t like it in here, terribly crowded. Have I gone mad?
*
*
*
*
She feels his forehead, like her father did years ago.

ALICE:
I’m afraid so. You’re entirely bonkers. But I’ll tell you a secret... all the best people are.
He straightens his shoulders with pride. His clothes puff up.

ALICE:
Oh, look! Here’s another one.
She picks up his hat from behind a box. It’s his very own Hightopp Hatter’s hat. His eyes fill with emotion to see it.
She puts it on his head.
That’s better.
again.
ALICE (CONT’D)
You look yourself
He’s too overwhelmed to speak. He takes it off and holds it to his heart with gratitude.
RED QUEEN (O.S.)
Hat Man! Where are my hats? I am not a patient monarch!
(CONTINUED)
10/28/08 Blue Revised Pages 49A.

57 CONTINUED:
Her grating voice reminds him of his purpose.
(CONTINUED)

57 CONTINUED:
10/28/08 Blue Revised Pages 50.
57

MAD HATTER:
I’m told she keeps the Vorpoal Sword hidden in the castle. Find it, Alice. Take it to the White Queen. Help us make the world right again.
She glances at the long thick chain from his ankle to the wall and considers another use for the sword.
ALICE :
We’ll go to the White Queen together.
He takes her hand. There’s a moment between them that might have been something more if it weren’t for her large size.

MAD HATTER :
Why is it you’re always too small or too tall?
*

58 INT. RED QUEEN’S CASTLE - UPSTAIRS HALL - NIGHT 58
Alice approaches the Tweedles who are stationed on either side of the Queen’s courtroom door.
Tweedles!

ALICE :
Alice!

TWEEDLEDEE :
They shake her hands vigorously.

TWEEDLEDUM :
Howdoyedo again.
Where’s...?

ALICE :

TWEEDLEDEE :
How is it you’re being so great big?

TWEEDLEDUM :
She ain’t great big. This is how she normal is.

ALICE :
Where’s the...?

TWEEDLEDUM :
I’m certain she is smaller when we met.
(CONTINUED)
10/28/08 Blue Revised Pages 51.

58 CONTINUED:
TWEEDLEDEE:
She had drank the pishsalver, to get through the door, recall it?
She puts her hands over their mouths.

ALICE:
Where’s the Rabbit?

TWEEDLES:
OVER THERES!
They point in opposite directions.
59 INT. RED QUEEN’S CASTLE - A HALL - NIGHT 59
Alice follows the Tweedles. She sees the Dormouse, dressed as a chamber maid. She’s whispering with the White Rabbit.

ALICE:
What are you doing here?

THE DORMOUSE:
I’m rescuing the Hatter.

ALICE:
I’m rescuing the Hatter. But you can help. He told me that the Vorpal Sword is hidden in the castle. That means someone must have seen it... a footfrog, a chamber mouse, a pigstool, someone! Ask them all! Go!
The Tweedles go off. The Dormouse and White Rabbit remain.

THE DORMOUSE:
I don’t take orders from big clumsy, galumphing...
Alice looms over her. She points imperiously.

ALICE:
Shoo!
Humiliated but outsized, the Dormouse stalks off. The White Rabbit is still there.

ALICE:
What is it, McTwisp?

WHITE RABBIT:
I know where the Sword is.

(CONTINUED)

10/28/08 Blue Revised Pages 52.

59 CONTINUED:

ALICE :
Why didn’t you say so?

WHITE RABBIT :
You’ll hit me again.

ALICE :
I won’t hit you!

60 EXT. THE STABLES - NIGHT 60
They stand in front of the stables.

WHITE RABBIT :
The Sword’s hidden inside.
Alice opens the door. They both react to the stench.

ALICE :
I know that smell.
She looks inside the stable.

ON THE BANDERSNATCH - HER POV - NIGHT
The Bandersnatch lays in his stall with his huge ugly head on its paws. He moans. The socket with the missing eye oozes blood.
Alice gasps and closes the door.
The White Rabbit ducks to avoid another hit.

ALICE :
I’m not going in there! Look what that thing did to my arm.
She shows him the wound. It’s larger, very swollen. He gasps.

WHITE RABBIT :
Dear oh dear! Why haven’t you mentioned this?

ALICE :
It wasn’t this bad before.
He twitches, breathing fast, flapping his paws and faints.
Alice looks back at the door, considering.
Alice sees Mallymkun studying a decorative sword on the wall.

CONTINUED:

ALICE:
Mallymkun! Do you still have the Bandersnatch eye?

THE DORMOUSE:
Right here.
She hikes up her maid’s skirt to reveal her breeches beneath.
The Bandersnatch eye is still at her waist.

ALICE:
I need it.
Alice tries to take it. The Dormouse swats her hand away.

THE DORMOUSE:
Get your own!

ALICE:
I need that eye, Mally.
Mallymkun draws her hatpin sword, brandishing it dangerously.

THE DORMOUSE:
Come and get it.
She’s much much smaller than Alice with a tiny weapon. Alice laughs. Mallymkun realizes the absurdity.
THE DORMOUSE (CONT’D)
Right.
She tosses Alice the hatpin and takes the decorative sword from the wall. She runs at Alice with the huge sword.

THE DORMOUSE:
AHHHHH!
Alice sidesteps her attack, then tentatively stabs at her with the hatpin. The Tweedles arrive and coach Alice.

TWEEDLEDUM:
Thrusting now!
TWEEDLEDEE:
No, stabbing!

TWEEDLEDEUM:
Thrusting like this!
(CONTINUED)

10/28/08 Blue Revised Pages 54.

61 CONTINUED:
He pokes him. Dee pokes him back. They go at it as the Dormouse and Alice fight. Alice steps...back...and back. They pass the Queen’s dressing room.

62 INT. THE DRESSING ROOM - NIGHT 62
The Hatter tries hats on the Queen with aloof disdain. She looks in her MIRRORS which are distorted to make her head appear normal-sized. She preens. Hatter looks up to see Alice losing in swordplay to the Dormouse. In a moment, the battling Tweedles pass by as well.

63 INT. THE HALL - NIGHT 63
Mallymkun stands on a bureau with Alice up against the wall. Alice ducks as the sword swishes over her head. Alice sees her moment and slices the thin rope at Mally’s waist which holds the eye. It drops into her hand.

ALICE:
Ha!
She runs with it. Mallymkun doesn’t give chase.

64 INT. THE DRESSING ROOM - NIGHT 64
Mallymkun shakes her head at the Hatter as if to say Alice is a hopeless case.

65 INT. BANDERSNATCH STABLE - NIGHT 65
Alice approaches the Bandersnatch. He growls.

ALICE:
I have your eye.
She holds it up. Seeing his lost eye, the Bandersnatch whines. Alice slowly lifts the bar to open the stall door and eases inside.

66 INT. THE BANDERSNATCH STALL - NIGHT 66
She holds the eye up. He growls. She puts it on the ground near him. He sniffs it, whines, and pulls it closer with his paws.
While he’s distracted, Alice goes to the back of the stall. She sees a chest covered by a tarp. She removes the tarp to
reveal an ornate metal chest secured with a large lock. Disheartened and feverish, Alice slumps to the ground.

(CONTINUED)

66 CONTINUED:
10/28/08 Blue Revised Pages 55.
66 She pulls her sleeve back to look at the swollen, infected wound on her arm. She touches it, stifles a cry of pain. She glances at the Bandersnatch, still busy with his eye. Sweating and shivering, she pulls at the lock. But her vision goes dim. She blinks, shaking her head. And the world goes black.

67 INT. THE HALL - MORNING 67
BIG NOSE WOMAN and BIG BELLY MAN walk silently to the Queen’s dressing room. They fidget as if they’re very uncomfortable.

68 INT. QUEEN’S DRESSING ROOM - CONTINUOUS 68
Once inside, they smile, gasp and flatter.

BIG BELLY MAN:
You are stunning in that hat!
The Hatter takes it off and dumps a large brimmed hat on her that covers half her face.

BIG NOSE WOMAN:
Your Majesty has never looked better.
Her NOSE falls off and lands on the Queen’s shoulder. The Hatter picks it up curiously.

MAD HATTER:
It smells like you’ve dropped something.
*
The woman feels for her nose which is still there but normal sized. She gasps, grabs the fake and turns away quickly. The Hatter’s eyes narrow suspiciously. He can see straps above BIG BELLY MAN’S pants which hold his protruding belly in place. The woman turns back with her long nose reattached. Hatter laughs out loud, not a mad laugh but with genuine amusement. They look at him.

RED QUEEN:
Never mind him. He’s mad.
Lady Long-Ears rushes in and whispers into the Queen’s ear. STAYNE!
RED QUEEN (CONT’D)
Alice wakes up. The Bandersnatch looms over her. He’s managed to shove the eye back into its socket. It stares upwards uselessly.

(CONTINUED)

CONTINUED:
But he seems to feel better for having it back in place. She notices a large key on a chain hung around his neck. The key to the lock. She reaches for it. The Bandersnatch sniffs her arm and the wound he inflicted. She winces but will not be deterred. She pulls the key off.

The Bandersnatch gently licks the wound. His tongue is soothing. She sighs and allows him to lick the wound clean.

She looks at it. Miraculously, the infection is gone and the swelling is down. She moves it around. No pain. The Bandersnatch 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 and opens it. She lifts the Vorpal Sword. It’s made of shining silver with an ornate handle. She holds it up to the light. There are runes engraved on the blade. She carries it out of the stall, glancing back at the Bandersnatch before going out.

INT. RED QUEEN’S GREAT HALL - DAY 70
The Knave is on his knees before the Queen, talking fast.

KNAVE OF HEARTS
Um forced herself on me. I told her my heart belongs to you. But she’s obsessed with me.

The Queen goes bright red with rage.

RED QUEEN:
Off with her head!

INT. RED QUEEN’S DRESSING ROOM - DAY 71
The Dormouse tries to pick the lock to the chain around Hatter’s ankle with her hatpin.

ALICE (O.S.)
Stand back, Mallymkun.
The Dormouse and the Hatter look up to see Alice victoriously holding the Vorpal Sword high over her head.

ALICE:
How’s this for “muchness”?
She brings the sword toward the chain.
(Continued)
10/28/08 Blue Revised Pages 57.

71 CONTINUED:

MAD HATTER:
Stop! It mustn’t be used for anything but...
Stayne strides in with his Knights. He points to Alice.

KNAVE OF HEARTS:
Arrest that girl for unlawful seduction.

THE DORMOUSE:
Hatter!
She tosses the Hatter the decorative sword from the hall. He fights with Stayne. Hatter is formidable even chained. Mally stabs the Knights with her hatpin. Alice swings the Sword.

MAD HATTER:
No! Take it to the White Queen!

ALICE:
I’m not leaving without you!

THE DORMOUSE:
Alice! Go!
Stayne stops dead. He looks at her with sudden revelation.

KNAVE OF HEARTS
Alice?

HATTER/DORMOUSE
RUN!
She runs.

KNAVE OF HEARTS
SEIZE HER!

72 EXT. THE RED QUEEN’S CASTLE – DAY 72
She bursts out the back. Stayne and the Knights just behind.
She runs, dodging Knights. But they manage to surround her. She swings the sword to keep them back.

**KNAVE OF HEARTS:**
Alice. Of course! Why didn’t I see it? Well, it has been a long time. And you were such a little tyke then. Give me the Sword.

(CONTINUED)

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**72 CONTINUED:**

**ALICE:**
Stay back!
He distracts her as two 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.
As the Knights grab her there’s a deep THUNDEROUS GROWL. The Bandersnatch runs at them, biting and snapping. They release Alice and back away. The Bandersnatch lowers his head for her to climb onto his back. Stayne and the Knights astonished.

**ALICE:**
Downal wyth Bluddy Behg Hid!

**73 EXT. THE DRAWBRIDGE - DAY 73**
Alice and the Bandersnatch approach the open drawbridge. The Knights abandon their post. They pound across.

**74 EXT. CRIMS - DAY 74**
Bayard waits on nearby hill. He sees the Bandersnatch with Alice on its back. He runs out to meet them.

**BLOODHOUND:**
Ho, Alice!

**ALICE:**
Bayard! To Marmoreal!

**75 EXT. WHITE QUEEN’S CASTLE - DAY 75**
Bayard leads Alice and the Bandersnatch toward the White Queen’s Castle. The drawbridge lowers for them.
INT. WHITE QUEEN’S THRONE ROOM - DAY 76
The White Queen’s castle is light and airy in contrast to the oppression of her sister’s. She sits on her throne. The WHITE KNIGHT’S suit of armor stands in a prominent position. Alice enters carrying the Vorpal Sword.

WHITE QUEEN :
Welcome to Marmoreal.
(CONTINUED)

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76 CONTINUED:
Alice bows and offers her the Vorpal sword. The White Queen nods her thanks. She places the Sword in the hand of the standing suit of silver armor.

WHITE QUEEN:
The Vorpal Sword is home again. The armor is complete. Now all we need is a champion.
She looks at Alice significantly. Alice drops her eyes.

WHITE QUEEN:
You’re a little taller than I thought you’d be.

ALICE :
Blame it on too much Upelkuchen.

WHITE QUEEN :
Come with me.

77 INT. THE WHITE QUEEN’S KITCHEN - DAY - LATER 77
As they enter, a pepper mill flies across the room and hits the wall behind them.

ALICE :
Is the March Hare around?

MARCH HARE :
You’re late for soup!
He picks up a whole pot of soup and throws it. It hits the wall. Alice takes a finger to the wall for a taste.

ALICE :

Page 65/90
Could use salt.
A salt shaker comes flying at her. She catches it and “salts” the wall. She tastes it again and kisses her fingers in a gesture of perfection.
The White Queen prepares Pishalver in a pot on the stove, taking ingredients from a cupboard filled with an admixture of herbs, spices, flour, sugar, insects, shriveled fingers, eyeballs, and other odious things.

WHITE QUEEN:
Pishalver. Let me think. Two cups grape juice,, a pinch of wormfat...
(MORE)
(CONTINUED)
10/28/08 Blue Revised Pages 60.

77 CONTINUED:
WHITE QUEEN (cont'd)
My mother taught me how to concoct all the medicinal cures and transformational potions, a teaspoon vanilla...urine of the horsefly, buttered fingers...
...My sister preferred to study Dominion Over Living Things. Tell me, how does she seem to you?

ALICE :
Perfectly horrid.

WHITE QUEEN :
She wasn’t always that way. Well, maybe she was. And her head?

ALICE :
Bulbous, bloated, like a blimp.

WHITE QUEEN :
I think she may have some kind of growth in there...something pressing on her brain.
...three coins from a dead man’s pocket, two tablespoons of Wishful Thinking...
ALICE:
You can’t imagine the things that go on in that place.

WHITE QUEEN:
Oh yes, I can. But when a champion steps forth to slay the Jabberwocky, the people will rise against her.
(she spits into it)
That should do it.
She dips a tiny spoon into the pot and offers it to Alice.
WHITE QUEEN (CONT’D)
Blow.
Alice blows, takes a sip and shrinks to her normal size.
WHITE QUEEN (CONT’D)
Feel better?

ALICE:
Much. Thank you.
(CONTINUED)
10/28/08 Blue Revised Pages 61.

77 CONTINUED:

WHITE QUEEN:
There’s someone here who would like to speak with you.
78 INT. THE RED QUEEN’S GREAT HALL/THRONE ROOM - DAY 78
KNAVE OF HEARTS
Majesty, Alice has escaped.
The Queen is so angry she slaps him.
KNAVE OF HEARTS
On the Bandersnatch.
She slaps him again.
KNAVE OF HEARTS
With the Vorpal Sword.
She slaps him yet again. He grits his teeth.

RED QUEEN:
How could you let this happen?
KNAVE OF HEARTS
I may have underestimated her. But we have her conspirators. The Hatter and
a Dormouse.

**RED QUEEN :**
Off with their heads!

79 INT. THE RED QUEEN’S DUNGEON – NIGHT 79
A FEMALE BLOODHOUND, BIELLE, paces her cell as her pupsshiver in the corner.

80 INT. THE RED QUEEN’S DUNGEON/HATTER’S CELL – NIGHT 80
Hatter’s slumped on the floor, staring off into space, Mallymkun’s in a large bird cage hung from the ceiling. Stayne arrives with his Red Knights.

Hatter!

**KNAVE OF HEARTS**
No response. A Knight prods him with his truncheon.

**A KNIGHT :**
He’s ‘round the bend.

(CONTINUED)

80 CONTINUED:

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80

**KNAVE OF HEARTS**
Pity. It’s a bore to behead a madman.
No weeping, no begging...

**FEMALE BLOODHOUND**
Why are you keeping us here? We’ve done nothing wrong!

**KNAVE OF HEARTS**
Blame your husband. He left you here to rot.
You lie!

**FEMALE BLOODHOUND**
She leaps at the bars snarling. He jumps back. The Hatterinstantly has his arm around Stayne’s neck, squeezing. Hismen try to break the Hatter’s grip. But the madness is in his eyes and he feels no pain. Finally, the Knights free Stayne.
He staggers back, gasping.

**KNAVE OF HEARTS**
Your head comes off at dawn! And that one too!
He points to the Dormouse. The Hatter turns conciliatory.

**MAD HATTER :**
Oh, come come. It’s such a small insignificant little head. Hardly seems worth the effort. Why don’t you let her go? I’ll give you an entertaining execution. I’ll beg. I’ll grovel. Weep, etcetera.

*  
*  
*  

But Mallymkun’s not about to be saved.

THE DORMOUSE:
Down with Bloody Big Head!
She throws her hatpin sword at the Knave. It sticks into his shoulder. He gasps and pulls it out, then forces a smile.

KNAVE OF HEARTS
Have a pleasant night.

81 EXT. THE WHITE QUEEN’S TOPIARY GARDEN - NIGHT 81
Alice sees a tell-tale plume of smoke coming from a topiary mushroom. Absolem?

ALICE:
(CONTINUED)
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81 CONTINUED:
THE CATERPILLAR
Who are you?

ALICE:
I thought we’d settled this. I’m Alice...but not that one.

THE CATERPILLAR
How do you know?
He blows smoke in her face. She coughs and waves it away.

ALICE:
You said so yourself.

THE CATERPILLAR
I said you were Not Hardly Alice. But you’re much more her now. In fact, you’re Almost Alice.

ALICE:
Even so, I couldn’t slay the Jabberwocky if my life depended on it.
THE CATERPILLAR
It will. So I suggest you keep the
Vorpal Sword on hand when the Frabjous
Day arrives.
She abruptly pokes him with her finger.
THE CATERPILLAR
No touching! There’s no touching!

ALICE :
You seem so real. Sometimes, I forget
that this is all a dream.
He blows smoke at her again.

ALICE :
Stop doing that!
He chuckles and his whole body jiggles like green jelly. He
keeps chuckling as he obliterates himself from view.
82 INT. THE RED QUEEN’S DUNGEON – NIGHT 82
The Hatter cleans his hat and tries to get his “sad” clothes
to perk up. The Cheshire Cat appears outside the bars.
(CONTINUED)
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82 CONTINUED:

CHESHIRE CAT :
I’ve always admired that hat.

MAD HATTER :
Hello, Chess.

CHESHIRE CAT:
Since you won’t be needing it any
more, would you consider bequeathing
it to me?

MAD HATTER:
It’s a formal execution. I want to
look my best.

CHESHIRE CAT:
It’s a pity about all this. I was
looking forward to seeing you
Futterwacken.
MAD HATTER:
I was rather good at it.
The Cat re-materializes in the cell with the Hatter.
CHESHIRE CAT (CONT’D)
I really do love that hat. I would wear it to all the finest occasions.
83 EXT. THE RED QUEEN’S COURTYARD – DAWN 83
The Hatter and the Dormouse walk toward the executioner with their heads down. The Tweedles and the White Rabbit blend in with the crowd. The Queen and Stayne watch from a balcony.
84 THE BEHEADING PLATFORM 84
The Hatter and Dormouse stand on the platform. The Hatter steps forward, pushing Dormouse behind him. The Executioner attempts to take off his hat. 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 DORMOUSE:
I’ll be right behind you.
(CONTINUED)
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84 CONTINUED:
The White Rabbit covers his eyes.

WHITE RABBIT:
I can’t watch.
The Executioner raises his sword. All is quiet. The sword comes down. But the accused’s body disappears. The Queen and Stayne gasp. The sword hits the stone, jarring the executioner. The Tweedles stare 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 up to see the floating head with no body attached.

**EXECUTIONER:**
I can’t behead nobody if there’s no body!
The Cheshire Cat’s disembodied head wearing the Hat floats upright and hovers in the air. He grins.

**THE DORMOUSE:**
Chess, you dog!
He winks at her. They hear the HATTER’S TELL-TALE LAUGH. He’s standing on a balustrade.

**MAD HATTER:**
Majesty, your courtiers are playing you for a fool!
He tugs on Lady Long Ear’s ear. It comes off in his hand. Long Ears screams. The Hatter holds the long dangling ear up.

**RED QUEEN:**
What is that?

**LADY LONG EARS:**
I’m not the only one, Majesty. Look!
(CONTINUED)

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84 CONTINUED:
She grabs Big Nose Woman’s nose and pulls. It comes off revealing her real nose beneath.

**BIG BELLY MAN:**
A counterfeit nose! You should be ashamed!

**BIG NOSE WOMAN:**
Me? What about that big belly you’re so proud of?
She pulls up his shirt to reveal his fake belly.

RED QUEEN:
Liars! Cheats! Falsifiers! Off with their heads!

MAD HATTER:
To the abused and enslaved of the Red Queen’s court, stand up and fight!
Downal wyth Bluddy Behg Hid!
A FROG holding a tray of tarts tosses them into the air.
Other animals throw off their bonds and take up the slogan.

VARIOUS ANIMALS:
Downal wyth Bluddy Behg Hid!

RED QUEEN:
Loose the JUBJUB BIRD!
There’s a bloodcurdling SCREECH as the JubJub Bird swoops down. He strafes the panicked onlookers indiscriminately.
The Queen watches with a vengeful smile.

RED QUEEN:
You’re right, Stayne. It is far better to be feared than loved.
Prepare the Jabberwocky for battle.
We’re going to visit my little sister.
85 ON THE HATTER ET AL. 85
The Hatter, the Dormouse, the White Rabbit, the March Hare, and Tweedles gather to escape.
86 INT. THE WHITE QUEEN’S CASTLE – PARAPET – EVENING 86
The White Queen, Alice and Bayard stand on the castle walls.

WHITE QUEEN:
I had hoped to have a champion by now.
(CONTINUED)
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86 CONTINUED:

ALICE:
Why don’t you slay 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.
She glances down to see an UGLY bug near her shoe. She shudders and secretly squashes it. Then, she lifts the spy glass and sees something in the distance.

WHITE QUEEN:
We have company.
She gives the spyglass to Alice.

ALICE:
Bayard. Have a look.
He looks through.

THE BLOODHOUND:
Bielle.

ALICE:
I’m so happy to see you! I thought they were going to...

MAD HATTER:
(manic/enthusiastic)
So did I. But they didn’t.
(MORE)
(CONTINUED)

90 CONTINUED:
MAD HATTER (cont’d)
Here I am...still in one piece...and
I’m rather glad about that now that
I’m seeing you again...I would have
regretted not seeing you
again...especially now that you’re the
proper size...it’s a good size...just
right, in fact...a right proper Alice
size...

ALICE :
Hatter.
He jerks and comes back to himself.

MAD HATTER :
I’m fine.

ALICE :
Where’s your hat?
The Hat materializes in the air worn by the Cheshire Cat.
ALICE (CONT’D)
Chessur?

CHESHIRE CAT :
How’s the arm, luv?

ALICE :
All healed.
The Hatter holds out his hand for the Hat. Chess returns it
reluctantly.

CHESHIRE CAT :
Good-bye, sweet Hat.

91 EXT. THE PARAPETS - THAT NIGHT 91
The Hatter sits with Alice on top of a high tower.

MAD HATTER :
Why is a raven like a writing desk?

ALICE:
A riddle! This will be fun. Let me
think about it.

MAD HATTER :
You do know what tomorrow is.
(CONTINUED)
ALICE:
The Frabjous day. How could I forget? Oh, I wish I’d wake up!

MAD HATTER:
You still think this is a dream?

ALICE:
Well, it can’t possibly be real. This has all come from my own mind.

MAD HATTER:
Which would mean that I’m not real.

ALICE:
No, I’m sorry to say. You’re just a figment of my imagination. I would dream up someone who’s half-mad.

MAD HATTER:
But you’d have to be half-mad to dream me up.

ALICE:
I must be then. They lean against each other, secure in the comfort of their own mutual madness.

ALICE:
I give up. Why is a raven like a writing desk?

MAD HATTER:
I haven’t the slightest idea.

ALICE:
(amused)
I’ll miss you when I wake up.

92 INT. THE WHITE QUEEN’S COURTYARD -DAWN -THE FRABJOUS DAY 92
The White Rabbit blows his trumpet.
WHITE RABBIT:
Who will step forth to be champion for
the White Queen?
The Hatter steps forward valiantly.

MAD HATTER:
That would be I!

(CONTINUED)

CHESHIRE CAT:
You have very poor evaporating skills.
I should be the one.

TWEEDLEDUM:
No, me!
Dee pushes Dum behind him.

TWEEDLEDEE:
No, me!
The White Rabbit holds up the Oraculum and the illustration
of Alice slaying the Jabberwocky. Everyone falls quiet.

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 the
pressure of that moment under the gazebo.

WHITE QUEEN:
Alice, you cannot live your life to
please others. The choice must be
yours because when you step out to
face that creature, you will step out
alone.
Overwhelmed, she runs.

93 EXT. THE TOPIARY GARDEN - LATER
Alice falls onto a garden bench and weeps.
THE CATERPILLAR:
Nothing was ever accomplished with tears.

ALICE:
Absolem?
THE CATERPILLAR
On the leaf.
He’s hanging upside down on a leaf, spinning a chrysalis.

ALICE:
Why are you upside down?
(CONTINUED)
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93 CONTINUED:
THE CATERPILLAR
I’ve come to the end of this life.

ALICE:
You’re going to die?
THE CATERPILLAR
Transform.
The chrysalis begins to cover his body.

ALICE:
Don’t go. I need your help. I don’t know what to do!

THE CATERPILLAR:
I can’t help you if you don’t even know who you are, stupid girl.

ALICE:
I’m not stupid! My name is Alice. I live in London. I have a mother named Helen and a sister named Margaret. My father was Charles Kingsley. He had a vision that stretched half-way around the world and nothing ever stopped him. He would have liked it here.
(with revelation)
I’m his daughter. I’m Alice Kingsley.
THE CATERPILLAR:
Alice At Last! You were just as dim
witted the first time you were here.
You called it Wonderland as I recall...
The name stirs a distant memory.

ALICE:
Wonderland.
94 INT./EXT. ALICE’S DREAM 94
Her dream comes flooding back. She’s Young Alice in
Wonderland; Young Alice in the Room of Doors; Young Alice
with the Cheshire Cat; Young Alice at the Mad Tea party;
Young Alice with the Red Queen and Playing Cards painting the
roses red, Young Alice with the Caterpillar.
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95 EXT. THE TOPIARY GARDEN - CONTINUOUS 95
ALICE (CONT’D)
It wasn’t a dream at all. It was a
memory! This place is real! And so are
you. And so is the Hatter.
Her heart leaps at that last thought.

THE CATERPILLAR:
And the Jabberwocky. Remember, the
Vorpal Sword knows what it wants. All
you have to do is hold on to it.
Fairfarren, Alice. Perhaps, I will
see you in another life.
He disappears inside the green chrysalis.
96 EXT. CRIMS - DAY 96
The Red Queen rides a black steed, Ilosovic Stayne at her
side. Behind them, the Red Queen’s Army marches steadily
across the red desert. The JubJub flies ahead. A monstrous
winged shadow soars above.
97 EXT. THE WHITE QUEEN’S CASTLE - CONT. 97
Everyone has gathered just outside the castle walls. They
wait nervously for Alice to make her decision.
The Bandersnatch lopes out, a White Knight astride him, her
blonde hair hangs down the back of the shining armour. She
holds the Vorpal sword high. A rousing cheer rises up. But
the cheer fades as they feel a shadow pass overhead.

MARCH HARE :
It’s coming! Look up!
But Alice is undaunted.

ALICE :
To the Tulgey Wood!

98 EXT. THE TULGEY WOOD - A CLEARING - DAY 98
The White Queen and her allies meet the Red Queen and her
army at the same clearing in the wood.

WHITE QUEEN :
Hello, Iracebeth.
(CONTINUED)
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98 CONTINUED:

RED QUEEN:
Mirana.
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 :
Oh ‘Racie...
The Red Queen’s eyes soften to hear her childhood nick-name.

WHITE QUEEN :
We don’t have to fight.
The Red Queen’s eyes narrow suspiciously.

RED QUEEN :
I know what you’re doing. You think
you can blink those pretty little eyes
and I’ll melt like Mums and Daddy did.

WHITE QUEEN :
Just give me my Crown.

RED QUEEN :
It’s my crown! I’m the eldest!
JABBERWOCKY!
Behind her, a dark form rises. The March Hare twitches uncontrollably.

MARCH HARE:
Look up! It’s here! Look up!
Jabberwocky’s vast wingspan darkens the clearing. It swings its reptilian head, whips its pronged tail, extends one deadly claw and adjusts it’s vest.
Alice can barely contain her fear.

ALICE:
But this is impossible.

MAD HATTER:
Only if you believe it is. His words spark a memory of her father.
(CONTINUED)
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98 CONTINUED:

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.
The right answer. She smiles.

RED QUEEN:
Where’s your champion, little sister?
Alice steps boldly into the clearing.

ALICE:
Here.
99 ON ALICE AND THE JABBERWOCKY
She looks up at the huge terrifying creature. The Jabberwocky roars. Alice whispers to herself, her voice trembling.

ALICE:
Six impossible things. Count them, Alice. One! There’s a potion that can make you shrink. Two! And a cake that can make you grow. She draws the Vorpal Sword. The Jabberwocky lowers its huge head and hisses.

JABBERWOCKY:
So my old foe, we meet on the battlefield once again. Alice is shocked. She hadn’t thought that it could talk.

ALICE:
We have never met.

JABBERWOCKY:
Not you, insignificant bearer. My ancient enemy, the Vorpal one. He strikes out suddenly with his 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 can only make a burbling sound.

(CONTINUED)
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99 CONTINUED:

ALICE:
That’s enough chatter. The Jabberwocky whips its pronged tail and knocks her to the ground. She lays for a moment, catching her breath and continuing her six impossible things.

ALICE (CONT’D)
Three. Animals can talk. The Jabberwocky drives its spike tail down to stab her. She barely rolls out of its way in time.

ALICE (CONT’D)
(faltering)
Four. Four, Alice! She pulls herself to her feet.

ALICE (CONT’D)
Cats can disappear.

MAD HATTER:
Watch your head!
She ducks in time to avoid the creature’s snapping jaws.

ALICE:
Five. There is a place called Wonderland.
It swipes at her with long curved claws. She deflects them.
ALICE (CONT’D)
Six.
She stands still for a moment, then slowly lifts her head.
All fear is gone. There is nothing but fierce intention and bloodlust in her eye.
ALICE (CONT’D)
And I can slay the Jabberwocky!
She swings the Sword and attacks with fury. The Jabberwocky is surprised by her fierceness. They do battle.

MAD HATTER:
Behind you!
She turns, distracted. CLAWS scrape down the back of her armor. Alice backs up toward the Hatter, fending off the Jabberwocky.
(CONTINUED)
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99 CONTINUED:
ALICE (CONT’D)
I can manage. Thank you.
The Red Queen sees them talking.

RED QUEEN:
The Hatter’s interfering! Off with his head!
100 EXT. THE TUGLEY WOOD - A CLEARING - DAY - CONTINUOUS 100 Stayne runs toward him, sword drawn. The Hatter fights back 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 and Mallymkun take on the JubJub bird...
...Chess disappears and reappears to confuse the Red Knights...
...the Bandersnatch does battle with four Red Knights...
...the Tweedles fight back-to-back with perfect precision and timing and not a single argument...
...March Hare stares upward, paralyzed with fear until he gets slammed by a Red Knight. Then he goes crazy, throwing things like a wild man.

101 ON ALICE AND THE JABBERWOCKY 101

Alice leaps onto the Jabberwocky, pulling herself up his scales. 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 trying 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. Alice can barely hold onto the slashing Sword. Just as the last button gives way, she 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.

(CONTINUED)

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101 CONTINUED:

Alice hits the ground hard. The Jabberwocky’s head rolls a few feet away. She lays on the ground, breathing heavily. Finally, she picks up the Jabberwocky’s head, carries it to the Red Queen and drops it at her feet. The Queen points to Alice imperiously.

RED QUEEN :

Kill her!

102 EXT. THE TULGEY WOOD - DAY - CONTINUOUS 102

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!

The other Red Knights toss their weapons down. 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 Cheshire Cat materializes next to her.

**WHITE QUEEN:**
Iracebeth of Crims, your crimes against Underland are worthy of death. But that is against my vows. Therefore, you are banished to the Outlands. No one is to show you any kindness or ever speak a word to you. You will have not a friend in the world.

Stayne bows unctuously to the White Queen.

**KNAVE OF HEARTS:**
Majesty I hope you bear me no ill will.

**WHITE QUEEN:**
Except this one. Ilosovic Stayne you will join Iracebeth in banishment from this day until the end of Underland. The White Knights grab Stayne and chain him to Iracebeth.

**RED QUEEN:**
At least, we have each other.

(CONTINUED)

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102 CONTINUED:
In a last panic, Stayne pulls a knife and tries to stab her. She screams. The Hatter knocks the knife away. Stayne drops to his knees before the White Queen.

**KNAVE OF HEARTS**
Kill me...please.

**WHITE QUEEN :**
But I do not owe you a kindness.

Red and White Knights drag them away.

**RED QUEEN :**
You tried to kill me! YOU TRIED TO KILL ME!

The Hatter bursts into an enthusiastic dance.
MAD HATTER:
Oh Frabjous Day! Callou! Callay!

ALICE:
What is he doing?

CHESHIRE CAT:
Futterwacken.
The Hatter pulls Alice into the dance. It’s a wild, wacky joyous dance and when it’s done...he kisses her, at last.
Chess puts a comforting arm around a disappointed Mallymkun.
The White Queen leans down to the still bleeding Jabberwocky’s neck to catch a drop of its blood into a vial.

WHITE QUEEN:
And blood of the Jabberwocky. You have our everlasting gratitude. And for your efforts on our behalf...
The Queen hands the vial to her.

ALICE:
Will this take me home?

WHITE QUEEN:
If that is what you choose.
Alice lifts the vial. The Hatter puts his hand on hers.

MAD HATTER:
You could stay.
(CONTINUED)

ALICE:
What an idea... a crazy, mad wonderful idea.
She looks at 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.
ALICE (CONT’D)
But I cannot. There are questions I have to answer. And things I still
must do.
She drinks the potion.

ALICE (CONT’D)
I’ll be back again before you know it.

MAD HATTER :
You won’t remember me.

ALICE :
Of course I will! How could I forget?
His face starts to shimmer as he whispers in her ear.

MAD HATTER :
Fairfarren, Alice.
Underland shimmers and then dissolves into...

103 INT. THE RABBIT HOLE - DAY 103
Grass. Alice finds herself face down in the field, clinging
to the edge of the Rabbit hole, legs dangling precariously.

104 EXT. THE MEADOW - DAY 104
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 at the rabbit hole.

ALICE :
...must have fallen in.

105 EXT. THE ASCOT ESTATE - THE GARDEN PARTY 105
The party is still going on although a bit subdued. Hamish
speaks to the confused guests.
(CONTINUED)
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105 CONTINUED:

HAMISH :
She 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?
Her mother goes to her.

**HELEN KINGSLEY:**
What happened to you?

**ALICE:**
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. And
there’s that trouble with your
digestion.
(to her sister)
I love you, Margaret. But this is my
life. I’ll decide what to do with it.
(to Lowell)
You’re lucky to have my sister for
your wife, Lowell. I know you’ll be
good to her. I’ll be watching, very
closely.
He blanches at the veiled threat. She turns to Imogene.
**ALICE (CONT’D)**
There is no prince, Aunt Imogene. You
need to talk to someone about these
delusions.
She addresses Lady Ascot.
**(CONTINUED)**
10/28/08 Blue Revised Pages 81.

**105 CONTINUED:**
**ALICE (CONT’D)**
I happen to love rabbits, especially
white ones.
She turns to her mother and kisses her on the cheek.
ALICE (CONT’D)
Don’t worry, Mother. I’ll find something useful to do with my life.
(to the Chattaways)
You two remind me of some funny boys I met in a dream.
She looks around. Anyone else? Lord Ascot lifts a finger.

LORD ASCOT :
You’ve left me out.

ALICE :
No I haven’t, sir. You and I have business to discuss.

LADY ASCOT :
The impertinence!

LORD ASCOT :
I’d like to hear what she has to say.
Shall we speak in the study?
He starts to lead her off, but she turns back.

ALICE :
Oh, and one more thing.
She lifts her skirt, revealing her bare legs and does a brisk Futterwacken to the shock of some and delight of others.

106 INT. ASCOT MANSION - THE STUDY - LATER 106
Alice studies a map of the world on the table.

ALICE :
My father told me he planned to expand his trade route to Sumatra and Borneo.
But I don’t think he was looking far enough.

LORD ASCOT :
Not far enough?
(CONTINUED)
Why not go all the way to China? It’s vast, the culture is rich and we have a foothold in Hong Kong. To be the first to trade with China. Can you imagine it?

She looks at him. Her eyes shine just like her father’s did.

**LORD ASCOT:**
If you were anyone else, I would say you’ve lost your senses. But I’ve seen that look before. Since you’re not going to be my daughter-in-law, perhaps you would consider an apprenticeship with the company?

On her surprise and delight we:

107 EXT. A SAILING SHIP - SIX MONTHS LATER 107

A crowd has gathered to see the China Trading Company’s ship off. Alice stands on the deck, waving to her mother, sister and Lord Ascot. As the ship pulls away, a beautiful Monarch butterfly with blue tinged wings lands on her shoulder. She smiles.

**ALICE :**
Hello, Absolem.
The butterfly takes wing, as Alice watches it soar skyward...

**FADE OUT:**