

ALICE

screenplay by

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*based on the game created by American McGee
and of course, the characters of Lewis Carroll*

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FADE IN:

EXT. WONDERLAND - DAY

→ ALICE, a cute seven-year-old girl with tight braids runs giggling through a dense field of GIANT FLOWERS and MUSHROOMS which tower above her.

Ducking behind the trunk of a mushroom, she suppresses her laughter as a FURRY WHITE FIGURE races past, missing her completely.

GIGGLING at this deception, she ducks back the way she came.

ALICE'S MOTHER (O.S.)
(faintly)
Alice!

Sighing, frustrated, she stomps out of the field and we see the countryside laid out before us: blue sky and lush green hills dotted with ponds and streams. It's beautiful.

ALICE'S MOTHER (O.S.) (cont'd)
Alice! Where are you?

Alice walks to a large rabbit hole dug into the grass and turns back to the field, waving.

ALICE
Bye!

Then she crawls head-first into the hole.

INT. ALICE'S BEDROOM - CONTINUOUS

Alice crawls out from underneath her bed and into a room that is a shrine to Wonderland: pictures, dolls, books, and toys are everywhere.

Drawings of Wonderland cover the walls. They're done in a child's hand, but are rich with talent: the fat CATERPILLAR on his mushroom, the worried WHITE RABBIT with his pocket-watch, the fuzzy, grinning CHESHIRE CAT, the bombastic QUEEN OF HEARTS, and of course, the loveable and wacky MAD HATTER.

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

INT. LIVING ROOM - DAY

Alice's FATHER paces around this elegant room. Her MOTHER sits distraught as they talk in hushed tones.

ALICE'S FATHER

This isn't just a phase. We can't pretend anymore.

ALICE'S MOTHER

We should see another doctor.

ALICE'S FATHER

(frustrated)

We've seen all the doctors.

REVEAL ALICE in the hallway just outside the door, listening.

ALICE'S FATHER (cont'd)

She barely talks to us. She hides for hours. She no longer has any idea what's real and what's imaginary.

Her mother's overwhelmed, on the verge of tears.

ALICE'S MOTHER

I don't know what to do.

He squeezes her hands, then walks purposefully out.

Worried, Alice runs after him.

INT. ALICE'S BEDROOM - DAY

She bursts into her room to find her father, gathering up everything to do with Wonderland and stuffing it into a large WOODEN ARMOIRE.

ALICE

No!

He doesn't slow down for a second.

ALICE'S FATHER

I'm sorry, Alice.

ALICE

You can't do this!

Her eyes burn with fury as she watches an Alice doll, a well-worn stuffed white rabbit, drawings, toys, mushrooms, and books all get thrown into the armoire.

ALICE'S FATHER

It's time to put Wonderland away. It is not a real place. You are not Alice from Wonderland.

ALICE

YES I AM!

Her mother steps in, kneeling down to comfort her.

ALICE'S MOTHER
No. You're just Alice Stewart.

ALICE
NO!

Her father closes the armoire, locks it with a RESOUNDING CLICK, and pockets the key.

Alice stares at them coldly.

ALICE (cont'd)
You're going to be sorry.

INT. LIVING ROOM - LATE NIGHT - CLOSE ON

A photograph of Alice's happy family on the mantle, lit by a warm glow. Her parents each hold one of the girls: Alice's younger sister smiles a gap-tooth grin and Alice clutches a rabbit doll.

REVEAL: the air is thick with smoke. A fire rages in the room, flames ROARING up the walls.

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

CRACK! The glass over the photo SHATTERS from the heat.

In the middle of the room, Alice sits on the floor facing a burning door where SCREAMS OF AGONY echo out.

ALICE'S MOTHER (O.S.) (cont'd)
Please, God, Alice, unlock the door!

But Alice just sits, unmoving, staring at the door.

Beside her is an empty gasoline can and a scattered box of matches.

ALICE
*Wonderland is real. Wonderland is
real. Wonderland is real...*

The horrible screaming CRESCENDOS as we TRACK IN on Alice and...

INT. INSTITUTION - DAY ROOM - DAY

ALICE, 24, starts awake, flinching at the memory. The clock on the table beside her reads **12:21**.

She's in a comfortable chair in this bright room with floor to ceiling windows looking out over a garden.

Several patients are scattered around, reading or playing board games as uniformed staff keep a loose eye on them.

KINDLY NURSE (O.S.)

Bad dream, Alice?

Alice looks over and smiles to cover her distress.

ALICE

I'm fine.

The nurse hands Alice a glass of water and several pills. She drinks them down.

INT. INSTITUTION - ALICE'S ROOM - DAY

If it wasn't for the observation window in the door, this could be mistaken for any college dorm with its books, posters and travel photos torn from magazines.

One wall is entirely covered with amazing, incredibly realistic drawings and sketches of Wonderland.

Alice sits, flipping through a fashion magazine, folding down corners when there's a KNOCK on the door.

ALICE

Come in.

A DOCTOR leans in.

DOCTOR

Alice, you have a visitor.

She's surprised.

ALICE

Is everything all right?

Something ever so slightly pained flashes across his face.

DOCTOR

Absolutely.

He ushers in DR. JONATHAN HATFIELD, a tall thin man in his 50s who greets Alice with a friendly smile.

HATFIELD

Alice? I'm Dr. Hatfield. I've been asked to consult on your case.

ALICE

Why?

Ignoring the question, Hatfield studies her drawings.

HATFIELD

These are yours?

She nods, watching warily. He takes a seat across from her. The doctor hovers by the door.

HATFIELD (cont'd)

You're very talented.

(beat)

How long have you been here?

ALICE

Seven years. Before that, another place.

HATFIELD

Can you tell me how you came to be hospitalized?

She looks at him evenly, holding his gaze.

ALICE

They say that when I was a little girl, I burned my family to death.

HATFIELD

Do you know why you did that?

ALICE

I *didn't* do it.

Hatfield considers, then...

HATFIELD

Tell me about Wonderland.

ALICE

Wonderland isn't real. It's an imaginary place.

He glances at the doctor.

HATFIELD

Would you excuse us a moment?

The doctor looks at Alice.

DOCTOR

I'll be right outside.

Hatfield waits until the door shuts.

HATFIELD
A well-seasoned answer. Is it the
truth?

She smiles.

ALICE
Of course.

Now it's Hatfield's turn to smile.

HATFIELD
I'm not like other doctors.
(beat)
In fact, I find I believe different
things than most of my colleagues.
Often radically different.

ALICE
Do you believe in Wonderland?

Hatfield lowers his voice.

HATFIELD
What I'm saying is, you can be honest
with me. What do you have to lose?

Alice considers for a long beat.

ALICE
Wonderland... is almost
indescribable. It's an amazing
place filled with light and fun.

Hatfield sits back, thinking.

HATFIELD
Thank you.
(beat)
So tell me. How do you see your
life going?

ALICE
What do you mean?

HATFIELD
What do you want for yourself? In
your life. Do you have dreams?

Suddenly on unfamiliar territory, she's awkward, but carries
a defiant edge.

ALICE
Someday I'm going to get out of here.
I'm going to have my own life and
travel and see the world.

Nodding, Hatfield seems almost sad.

HATFIELD

I thought that might be the case.

He abruptly stands and opens the door where her doctor and the kindly nurse stand talking in hushed tones.

He closes the door on Alice without a backwards glance.

HATFIELD (cont'd)

I'm taking her case. We'll transfer her immediately.

The nurse pales. The doctor starts to protest.

DOCTOR

Alice does very well here. Everyone loves her...

HATFIELD

Alice's treatment here is a joke. In seven years she's made no progress whatsoever. This place is a storage facility and she deserves better.

Hatfield hands him a stack of papers and walks away.

EXT. HOSPITAL - DAY - ESTABLISHING

This aging gothic building looms against the cold gray city sky.

INT. HOSPITAL - SECURE HOLDING - DAY

A BUZZER SOUNDS, a steel door swings wide and two large orderlies, DODGESON and WHITE, escort Alice into this bare, prison-like, room where NURSE ROSE, a plump, gargoyle of a woman in starched whites stands waiting.

Hands cuffed to her belt, Alice squints under the lights.

NURSE ROSE

Thank you, gentlemen.

The orderlies walk out.

NURSE ROSE (cont'd)

My name is Nurse Rose.

As she speaks, Nurse Rose coldly examines Alice, picking through her hair with a swab to check for lice, looking inside her mouth, checking the insides of her arms.

NURSE ROSE (cont'd)
You are now in my ward. I've been
informed that you can follow
directions. If you do, we will get
along fine. If not, there will be
friction. Do you understand?

Alice nods nervously.

Nurse Rose deftly removes her shackles and belt.

NURSE ROSE (cont'd)
Remove your clothes. Dress in these.

ALICE
Please...

NURSE ROSE
(interrupting)
I will not repeat myself.

ALICE
I don't understand what I'm doing
here.

Nurse Rose looks at her, waiting for Alice to comply.

NURSE ROSE
Orderly!

Dodgeson and White step back into the room.

NURSE ROSE (cont'd)
Strip her. Get her changed.

ALICE
Wait. No...

The orderlies move with ferocious speed: Alice hits the
ground, someone's knee on the back of her neck pinning her
down, leaving her gasping in pain.

Stretching out Alice's arm, Nurse Rose wraps an ID bracelet
tightly around her wrist and rivets it in place.

Stepping back, she stares at Alice coldly, watching her
pain and humiliation as the orderlies strip her naked.

INT. SECURITY STATION - DAY

Alice, now wearing shapeless blue institutional clothing,
is walked in by the orderlies.

A rack of batons sits beside the desk where two orderlies
watch video displays of a ward and halls.

Past the desk is a heavy steel door and observation window.

Dodgeson hands over a clipboard of papers, which the desk orderly scans, then glances at his video displays.

DESK ORDERLY

Clear.

His partner punches a button, a BUZZER SOUNDS, locks CLUNK open, and the door swings wide. Dodgeson pushes Alice in.

INT. MAIN WARD - CONTINUOUS

The door CLANKS behind her and Alice finds herself on a large open ward. Grate-covered windows shine dim light down on a collection of seriously disturbed humanity.

Some wander aimlessly, but most just stand or sit, staring off into space, mumbling incoherently or drooling in the paralysis of heavy drugs.

Alice stands frozen, afraid to move as several of the frightening inmates stare at her.

Edging along the wall, trying to stay inconspicuous, she trips over a huddled man rocking back and forth.

Hitting the ground, she's face to face with MONTY: *huge and twitchy, his shaved head is wrapped by surgical scars, some old, some fresh and raw with stitches.*

Alice scuttles back but Monty grabs her, pulling her close, studying her face through the uncontrolled ticking on the left side of his face and body.

Alice recoils in fear.

MONTY

Mary? What time is it?

(beat)

Is it time, Mary?

ALICE

(terrified)

I don't know. I'm not Mary. I'm Alice.

He looks at her, confused. Then a change sweeps over him. Suddenly this frightening figure seems terribly lost and disoriented.

MONTY

Help me. I don't know why I'm here.

ALICE

Me neither.

MONTY

My head hurts so bad.

Letting her go he starts hitting his head with both hands, again and again, pounding the stitches.

ALICE

Stop. You're hurting yourself!

She grabs his hands, already flecked with blood. He looks at her with burning intensity.

MONTY

This is a bad place. They hurt you here! They open your head! THEY STEAL YOUR THOUGHTS!

Monty suddenly seizes Alice by the neck, shaking her. She pries desperately at his giant hands but...

JAMES (O.S.)

Monty!

~~JAMES, a 50s African American orderly stands nearby, beside a drug cart lined with paper cups of meds.~~

JAMES (cont'd)

Let her go.

Monty releases Alice, who spills to the floor, gasping.

JAMES (cont'd)

Now just relax.

He holds out a cup of meds. Monty opens his mouth like a baby bird. James pours in the pills.

JAMES (cont'd)

That's right, big man. James is here, makin' it better.

Gently rocking himself, Monty starts singing quietly.

MONTY

*Tick... tock, tick... tock,
Goes the grandfather clock.*

JAMES

Who are you?

ALICE

Alice.

He holds out a hand and she tentatively takes it, thinking he's going to help her up, but he simply turns it over, checking her wrist band.

JAMES

I got nothing for you.

Monty continues singing in the background.

MONTY

*But the coo-coo clock goes
Ticktock! Ticktock!
COO-COO! COO-COOOOO!*

ALICE

But I need my medicine. I get it every day.

James ignores her, turning back to his cart as the other patients shuffle over like cows to the barn.

As they press close around her, Alice realizes for the first time how damaged everyone here really is: horrible drooling faces, shaved heads, and staring vacant eyes.

Fighting to get clear of the throng, she starts to panic.

Breaking free, she runs back to the door of the ward, pounding on it, begging.

ALICE (cont'd)

Let me out! Please! I don't belong here!

As she falls into sobs, her head pressed against her arm, THE CAMERA SLIDES 90° TO HORIZONTAL, and we realize we have seamlessly transitioned into...

INT. ALICE'S CELL - NIGHT

... where she lies sobbing on the single-section plastic-molded cot in this bare, prison-style 8x12 room.

RISING UP higher and higher, we look down at Alice as she sobs, alone, isolated, and in hell.

VOICE (O.S.)

Lights out!

CLUNK! The lights drop, plunging the world into DARKNESS.

INT. ALICE'S CELL - LATER

SUDDENLY HARSH BUZZERS ERUPT as bright lights flicker on.

Alice jolts, disoriented and scared, as hands grab her.

ALICE

What's happening? What time is it?

Ignoring her protests, Dodgeson and White pull her up.

INT. RESIDENCE HALL - CONTINUOUS

A bright institutional hall of doors set with small wired-glass observation windows, stretches into the distance.

Holding Alice between them, they start down the hall, but she struggles, freaking out.

ALICE

Where are you taking me?

DODGESON

Settle down!

ALICE

Stop! You're hurting me!

The orderlies stop. Alice straightens up, catching her breath; it's the first moment anyone has listened to her.

WHAM! Dodgeson gut-punches her, folding Alice in half.

Doubled over, unable to breathe, she's dragged along, her bare feet sliding between the orderlies' heavy black boots.

INT. MEDICAL HALL - LATER

Pushing through a set of double doors, Alice is dragged onto this dimly-lit hospital hall.

Passing crash carts, IV stands and gurneys, they stop at a door where White rifles through his ring of keys.

Parked beside them is a gurney holding a draped body, the white sheet over its face *soaked through with blood*.

Alice stares in horror as White unlocks the door.

In the middle of this exam room is a heavy oak chair, bolted to the floor and fitted with restraints.

ALICE

No. No!

INT. EXAM ROOM - CONTINUOUS

Forcing her into the chair, the orderlies calmly and professionally secure her waist, wrists, ankles and finally head, cinching it back with a strap above her eyes.

Finished, they turn and leave.

Alice sits alone, unable to move, eyes darting around.

DRIP. A drop of water falls from the faucet of the wash sink. Another beads and swells and... DRIP.

Glancing up at the light, she sees a fly caught between the bulb and plastic. Staring, she watches its desperate bursts of BUZZING accelerate until it finally burns, CRACKLING and smoking horribly.

The door suddenly opens. Nurse Rose enters carrying a tray.

Rolling a stool beside Alice, she goes to work, tying off her arm and finding a vein.

ALICE

What are you doing?

She takes a needle from the tray and slides it into Alice, who flinches, but can't move.

NURSE ROSE

Routine tests.

Rose slides a vacuum vial onto the line.

Blood spatters into the vial, then fills it up in a steady stream. Nurse Rose deftly replaces it with another.

ALICE

What time is it? It feels like the middle of the night.

Nurse Rose silently fills a new vial. And then another. Finally she pulls the line and tapes the wound.

NURSE ROSE

Open.

Alice does. Rose swabs her mouth and bottles the sample.

ALICE

What's going to happen to me here?

Nurse Rose smiles pleasantly.

NURSE ROSE

Well I suppose that's entirely up
to you.

Nurse Rose takes her tray and disappears through the door.

INT. MEDICAL HALL - CONTINUOUS

The orderlies escort Alice back down the hall.

ALICE

Does my aunt know I'm here?

They just pull her along.

Down the hall a door opens and DR. MATTHEW DOYLE, late 20s,
walks towards them. Wearing the standard white coat and ID
badge, he carries a stack of charts, reading as he walks.

Alice suddenly elbows free and bolts.

Racing up the hall she throws herself at Doctor Doyle,
catching him completely off-guard, sending charts flying.

ALICE

Help me. Please help me!

Instantly, the orderlies are on Alice, prying her off.

ALICE (cont'd)

My name is Alice! My aunt...

White pins her and drags her back.

DODGESON

Sorry, Doc.

DOYLE

Take it easy. No harm done.

Doyle watches concerned, as they drag Alice away.

EXT. ALICE'S CELL - NIGHT

The orderlies shove her inside and slam the door.

INT. OFFICE - NIGHT - LATER

Doyle burns the midnight oil in this tiny office, reading a
stack of patient histories. The building is dead quiet.

Stretching, he grabs his empty coffee cup and shuffles out.

INT. EMPTY HALL AND NURSES' STATION - CONTINUOUS

It's eerily silent as Doyle wanders up the empty hall to a deserted nurses' station.

He's pouring himself a new cup of coffee when...

KLUNK.

Doyle looks up sharply at the noise.

Leaning out, he looks down the creepy, dark corridor.

DOYLE

Hello?

KLUNK.

Setting down the coffee, Doyle goes to check it out.

INT. DARK HALL - NIGHT

Dodgeson walks his rounds, whistling to himself as he tries the doors along the hall to make sure they're locked.

INT. SECURITY GATE - NIGHT

Reaching a security gate, he unlocks it and heads inside.

INT. RESIDENCE HALL - NIGHT

Dodgeson walks down the long, door-lined hall.

Something catches his eye.

Lying in the middle of the hallway is a security ID badge.

Dodgeson picks it up. It's Doyle's ID. He realizes with horror *that it's smeared with blood.*

Dodgeson looks around. A slick of blood is pooling out from beneath the nearest door. Alice's door.

He steps to the window: the room appears empty.

Dropping to his knees, Dodgeson flips open the meal slot and sees a sheet-covered body lying against the door.

DODGESON

Doctor Doyle!

Grabbing keys in one hand and his baton in the other, he fumbles to unlock the door.

Inside, it's bad: the white sheet is spattered with red blood, the body wedged against the door and in the corner.

Dodgeson drops his baton, tearing at the sheet...

...but finds only pillows...

...as Alice rises behind him, a homemade bandage on one bloody wrist where she cut herself, and in her other hand, the baton.

INT. SECURITY GATE - NIGHT

Alice hurries down the hall with Dodgeson's keys.

Unlocking the gate, she slips through, hurrying up the dark hall, her bare feet slapping quietly on the tile.

At an intersection, Alice suddenly stops.

...but three or four FOOTSTEPS continue behind her.

She glances back, into the darkness, straining to see.

But there's nothing there.

Creeped out, she runs up the hall.

INT. PATHOLOGY LAB - NIGHT

Slipping in, Alice hits the lights which stutter and BUZZ. There's a coat rack, desk, and two steel autopsy tables, one holding a corpse covered in semitranslucent plastic.

Alice takes a doctor's coat and slips back out.

INT. NURSES' STATION - NIGHT

A lone figure sits in the nurses' station with her back to the hall, still as death, as Alice slips past.

INT. ELEVATOR - NIGHT

Reaching the elevators, she hits the button. Stepping inside, she presses "1" and the doors roll closed.

But suddenly a hand jabs in, scaring the hell out of her.

The doors buck and roll back open revealing a JANITOR.

Alice freezes, not sure what to do, but he simply wheels in a mop bucket and presses one floor down.

She stands at the back of the elevator staring at his neck.

DING. The doors roll open.

He steps off without looking back, but in the foyer, talking with two other orderlies, is ~~White~~.

Glancing up, he's stunned to see Alice as the doors roll closed.

Alice furiously jabs the first floor button, but the elevator stops again just one floor down.

Suddenly ALARMS RING OUT.

INT. 4TH FLOOR - FOYER - CONTINUOUS

A cleaning crew is surprised as Alice bursts past them, running up the hall as White and the other two orderlies spill out of the stairwell behind her.

INT. OFFICE - CONTINUOUS

Doyle, back at his desk, looks up from his file at the RINGING ALARMS. SHOUTS rise in the distance.

INT. 4TH FLOOR - INTERSECTION - CONTINUOUS

Bursting through a set of double doors, Alice finds herself at an intersection, unsure which way to go.

LITTLE GIRL'S VOICE (O.S.)
(sing-song)
Aaahh-lice...

Startled, she looks around, trying to decide where the voice is coming from, then bolts up a hall with the SOUNDS OF PURSUIT rising behind her.

Alice runs past a pitch-black hall where...

LITTLE GIRL'S VOICE (O.S.)
Aaaah-lice...

She stops, staring down the dark hall.

There's something lying on the floor: a well-worn stuffed white rabbit with one eye missing.

Alice stares, disbelieving. *It's her childhood toy.*

ALICE
Rabbit?

A LITTLE GIRL'S GIGGLE echoes out from the darkness.

Alice looks up sharply, staring down the hall and...

WHAM! She's tackled by the orderlies.

INT. INTERVIEW ROOM - NIGHT

Alice sits at an empty table in this small bare room, restrained to her chair.

Dr. Doyle walks in and looks her over.

Releasing her wrist restraints, he takes a seat across from her. He taps the ID badge, reattached to his pocket.

DOYLE

As you know, I'm Doctor Doyle. I'm the resident on call.

(beat)

Do you know where you are?

She glares at him in silence.

DOYLE (cont'd)

Do you know...

ALICE

A hospital.

DOYLE

Have you been having suicidal thoughts?

ALICE

No.

DOYLE

Have you been hearing voices?

ALICE

No.

DOYLE

How old are you?

ALICE

I'll be twenty-five next month.

He covers up his ID.

DOYLE

Do you remember my name?

ALICE
Doctor Doyle, resident on call.

Doyle sits back, done with the formalities.

DOYLE
So. Why did you assault staff and try to escape tonight?

ALICE
(angry)
I don't belong here! No one will tell me what's going on!

DOYLE
Dr. Hatfield has you for tests and evaluation.

ALICE
What's that mean?

DOYLE
It means he's going to try to find a way to help you.

ALICE
Have you seen Doctor Hatfield's other patients?

Doyle smiles at this.

DOYLE
You don't need to worry. Hatfield's a highly accomplished neurologist and surgeon. As I understand it, he always chooses the most difficult and unusual cases. Like yours.

ALICE
What do you know about my case?

Reaching into his bag, Doyle lifts out a thick file and drops it on the table.

DOYLE
I spent the last two hours reading your file. I'm intrigued to say the least. You're very high functioning, but you suffer from schizophrenia. You experience delusions.

ALICE
That's a lie.

DOYLE

It also says that when you were
seven years old, you set a fire and
burned your entire family to death.
Is that true?

Alice looks away, rubbing her hand, clearly disturbed.

ALICE

My family died in a fire. I can't
remember how it happened.

DOYLE

So you don't actually remember
killing them?

ALICE

No.

Reaching across the table, Doyle turns over the hand Alice
is rubbing: it carries a old burn scar.

DOYLE

But you think you did.

She snatches her hand back.

ALICE

I don't know!

(softer)

I know I did it, but... I can't
understand how or why I could have.

She looks at him, raw and honest and angry.

ALICE (cont'd)

You have no idea what it's like
being locked up, wondering every
day if you deserve it.

(beat)

I just want to know the truth.

He nods sympathetically.

DOYLE

Let's talk about Wonderland.

ALICE

No.

DOYLE

When is the last time you actually
went there?

ALICE

I'm not crazy.

DOYLE

No one used that word. I just want to help.

ALICE

I'm not talking about Wonderland!
I just want to be left alone.

Doyle takes a second, considering his approach.

DOYLE

You don't realize it, but you're at a fork in the road. Your entire life you've been institutionalized and drugged with no real therapy, because everyone's already decided what's wrong with you. You're tormented by what you did and obsess about it, but nothing is going to change, and years from now, this is how you are going to die.

She won't look at him, but hearing the hard truth, tears begin to run.

DOYLE (cont'd)

But I think you can help yourself. Work through your past and find some peace. Maybe get out someday. Isn't that what you want?

She doesn't answer, but we know it is.

DOYLE (cont'd)

If you want my help, this is how you're going to get it.

(beat)

Tell me about Wonderland.

Wiping away her tears, Alice quietly begins.

ALICE

I haven't been to Wonderland for a long time. Not since I was little.

DOYLE

If it's been so long, how can you be sure it's real? Maybe it's just something you imagined?

ALICE

I know it's there. *I can feel it.*

DOYLE

You believe you're Alice?

ALICE

I am Alice.

DOYLE

Alice from "Alice in Wonderland?"

ALICE

I never met any other Alices there.

DOYLE

Why did you stop going?

ALICE

There was a rabbit hole under my bed. After the fire I had no way to get back.

DOYLE

You still want to go?

ALICE

I can't. I've never found another way.

DOYLE

Has it occurred to you that the fire and Wonderland might be linked? That Wonderland now represents repressed memories of what happened in the fire. Memories which at the time were too painful to face.

ALICE

You only say that because you don't believe Wonderland is real. You think I want to stay here?

DOYLE

I think you don't go because you aren't ready to face the past yet.

Doyle gets up.

ALICE

Wait. Where are you going?

DOYLE

I have to finish my reports before the morning shift.

She starts to panic.

ALICE

You're the only sane person I've met since they brought me here.

She grabs his hand.

ALICE (cont'd)
I... need someone to help me.

Doyle looks at her, scared and beautiful. He squeezes her hand.

DOYLE
Don't worry. I'll check in on you soon. I promise.

INT. CAFETERIA - DAY

In the morning light, Doyle sits with coffee, hunched over Alice's file, lost in her photo.

HATFIELD (O.S.)
Doctor Doyle, right?

Doyle looks up to find Hatfield standing over him. He quickly closes the file.

DOYLE
Yes, sir.

HATFIELD
I heard there was some excitement with Alice Stewart last night.

DOYLE
Somehow she stole my security badge. It won't happen again.

Hatfield shrugs this off, unconcerned as he takes a seat.

HATFIELD
You evaluated her after the incident?

DOYLE
She's not at all disassociative. Just upset and scared. I read her file. It left me wondering if her previous diagnosis was accurate.

Hatfield raises an eyebrow.

HATFIELD
You don't think she's schizophrenic?

DOYLE
Everything suggests she is, but in talking with her, it seems a lot of her issues could also be psychological.

HATFIELD

I doubt it. Delusions as complex as hers invariably carry some structural component. But we'll know soon.

DOYLE

How's that?

HATFIELD

I stopped her meds.

DOYLE

(surprised)

All at once?

HATFIELD

Uncomfortable for the subject, but I'm concerned the anti-psychotics are masking her symptoms. I want to get a full picture of where her head is at, so to speak.

(beat)

We'll know soon enough. It's been nearly 48 hours now.

INT. MAIN WARD - DAY

Alice sits on the floor with a pad and crayon, sketching another patient who stands frozen and drooling. Beside her, Monty watches fascinated.

Alice stops working, her hands suddenly trembling. She tucks them under her arms, shivering.

MONTY

You cold, Mary?

ALICE

Alice.

(beat)

I feel sick.

MONTY

Take my coat.

Without waiting for a reply he strips off his sweatshirt and puts it around her.

ALICE

Thanks.

MONTY

I hope Mary visits soon.

ALICE
We can have visitors?

MONTY
She's always late!

Flipping the page, Alice begins sketching James and his cart. Monty starts absentmindedly playing with her hair.

ALICE
How come?

MONTY
Because I cut her into pieces.
There were eleven. Mary had nice
hair. I miss her a lot.

Alice stares at him, shocked and frightened, but Monty just drifts off, lost in song...

MONTY (cont'd)
*The pocket watch ticks,
The pocket watch tocks,
The bluebird sings,
The mocking bird mocks,
Let's have tea,
With jam and bread,
We'll play 'til we're tired,
And then we'll be dead.*

She edges away, leaving him rocking back and forth, singing quietly to himself.

At the end of his rounds, James is heading out, but Alice interposes herself between his cart and the ward door.

ALICE
I'm sick.

He checks her eyes and feels her clammy brow.

JAMES
You're having withdrawal.

He hands her a deck of cards from the cart.

JAMES (cont'd)
It's going to be a hard ride. Try
to keep your mind off it.

James pushes past, but Alice grabs his arm, latching on.

ALICE
You have to help me.

JAMES

There's nothing I can do.

He yanks free, tearing his shirt, *revealing an arm covered in heavy track marks and bruising.* James quickly covers it up, glancing nervously at the observation window. He glares at Alice.

JAMES (cont'd)

You didn't see anything.

She nods and he hurries away.

INT. MAIN WARD - DAY - LATER

Alice sits alone on the floor, playing solitaire.

She turns over a new card: it's the Queen of Hearts. She stares at it and...

SUDDEN FLASHBACK: ROARING FLAMES.

Alice GASPS, dropping the card.

And then she sees it, on the far side of the ward...

...a creepy LITTLE GIRL with long, tangled hair and a tattered blue dress, her face lost in shadow.

She's a cross between the girl from THE RING and Newt from ALIENS, and is scary as hell because *there's no way she could possibly be here.*

Alice stares, disbelieving, getting to her feet.

Suddenly the little girl turns and hurries away.

Alice pushes past patients, trying to keep her in sight.

Breaking through the throng, Alice sees *an open door in the back of the ward.*

INT. OLD WARD HALL - CONTINUOUS

Entering this darkened hallway, she glimpses the girl ducking around a corner at the far end.

ALICE

Wait!

Running after her, Alice rounds the corner...

...but there's nothing but an empty hallway. Long-abandoned steel-barred cells line one wall of this old housing wing.

At the end of the hall, a BUZZING light flickers eerily in the last cell.

Alice starts forward, passing the dark rooms one by one.

Reaching the flickering cell, she nervously inches forward, peering in.

The girl sits on the floor with her back to us, playing jacks.

ALICE

Hello?

The ball bounces, jacks are scooped, the ball is caught.

ALICE (cont'd)

Who are you?

The little girl answers without turning around.

LITTLE GIRL

You know who.

BOOM! A door SLAMS. Alice starts.

Dodgeson and White are heading up the hall.

DODGESON

Hullo, Alice.

Looking back, *the little girl is gone.*

WHITE

How'd you get here all by your little lonesome? This area is supposed to be locked up.

Alice backs away, but there's nowhere to go. They grab her, wrestling her down and securing her arms behind her.

Helpless, she stares up at them in panic as both men pull out rubber hoses.

DODGESON

Payback time.

ALICE

I'll tell the doctors! I'll tell!

The orderlies glance at each other and grin.

DODGESON

You really have no idea what's going to happen, do you?

She looks between them in fear.

ALICE
I'm just here for tests.

WHITE
No one is just here for tests.
There's always surgery.

DODGESON
Hatfield's quite the cutting-edge
researcher. He's going to crack
your head like a melon.

WHITE
When he's done with you, you won't
know your own name, much less ours.

Horrified, Alice struggles.

Smiling wide, White roughly runs a hand over her chest.

WHITE (cont'd)
So go ahead, tell.

Alice stares off, giving him nothing. He continues, sliding
it up, caressing her face...

She bites him hard.

WHITE (cont'd)
AAAAAGH!

He pulls his bloody hand free and swings for her face, but
Dodgeson catches his arm.

DODGESON
No marks.

Dodgeson stuffs a rag into Alice's mouth and as WE PULL
SLOWLY BACK they both start swinging rubber hoses as hard
as they can, again and again and...

INT. ALICE'S CELL - NIGHT

Alice comes to in darkness, disoriented, gasping in terror.

As the panic ebbs, she sits up, wincing from the pain of
motion, trying to catch her breath.

But then we hear something else BREATHING too.

Alice looks around, but can't see anything in the darkness.

ALICE
Who's there?

Something LASHES OUT, scratching bloody streaks into Alice's arm. She GASPS and scuttles back.

A frightening, raspy voice rises from the darkness...

VOICE (O.S.)

Do you want to die?

She's frozen in fear.

VOICE (O.S.) (cont'd)

Do you?

ALICE

No...

A shape moves *inhumanly* in the darkness.

VOICE (O.S.)

Doctors won't help you. They think you're a killer.

Alice can't believe she's hearing this.

ALICE

Did I really kill them?

GRINNING TEETH glint in the shadows.

VOICE (O.S.)

The answers are in Wonderland.

ALICE

How can I get there?

But there's no response.

ALICE (cont'd)

Answer me!

(beat)

Please!

Nothing.

INT. RESIDENCE HALL - DAY

Doyle knocks on Alice's door, unlocks it, and enters.

INT. ALICE'S CELL - CONTINUOUS

DOYLE

Alice?

He hits the lights and they flicker on, revealing her shivering in the grip of withdrawal, beaten down, with long bloody scratches tracking down her left arm.

DOYLE (cont'd)
My God. What have you done?

ALICE
You have to get me out of here.

DOYLE
I can't do that...

ALICE
Hatfield's going to operate on me.
He's going to do experiments.

Doyle sighs.

DOYLE
That's just not true. There's
nothing in your case that would
require surgery.
(beat)
Now that your medication has been
stopped, you may be experiencing
new delusions.

ALICE
This is not a delusion! The
orderlies took me and beat me and
told me what's going to happen.

DOYLE
They did this?

Alice hesitates, looking at her arm.

ALICE
No.

He takes her right hand, looking under her fingernails for blood. She snatches her hand back.

ALICE (cont'd)
It wasn't me.

DOYLE
Who scratched you then?

She hesitates, knowing she can't say.

ALICE
I hate that you think I'm crazy!

DOYLE

Alice...

ALICE

Why are you even here?

DOYLE

I just came to see how you're doing.

A beat..

ALICE

Hatfield doesn't know you're here?

DOYLE

No. I'm off the clock.

ALICE

And you have nowhere better to be?

He cracks a smile.

DOYLE

Now you're getting personal.

ALICE

(softening)

I know you want to help, but if you
think I'm crazy, there's nothing
you can do for me.

DOYLE

You have no idea what I can do.

(beat)

I spend 16 hours a day with patients
so far gone they're barely human
and are never going to be. But
every once in a while I find someone
I think I can actually help, and I
remember why I got into this.

She grins.

ALICE

So you think you can save me?

DOYLE

I think I can help.

(beat)

I brought some photos I want you to
look at to see if they'll stir up
any memories. Can we do that?

Weighing it, Alice nods.

He pulls out some black and white 8x10s.

Alice flips through them. It's some sort of wreckage.
Water. Blackened walls. *Burned corpses.*

FLASHBACK: ROARING FLAMES engulf a door.

ALICE'S MOTHER (O.S.)
Oh God! Alice! Please!

RETURN TO SCENE

Alice drops the photographs.

ALICE
You sick bastard.

She lunges at Doyle, pounding on him, forcing him back.

ALICE (cont'd)
That was my family? My family!

Pushing away, she stumbles back to her bed.

DOYLE
Alice...

ALICE
Go to hell! Go save somebody else!

EXT. MANHATTAN - UPPER EAST SIDE - NIGHT - ESTABLISHING

Doyle exits a cab on this beautiful, tree-lined street.

Walking up the steps of an elegant brownstone, he straightens his jacket and rings the bell.

INT. SITTING ROOM - NIGHT

Doyle sits across from ELEANOR WINDOM, 50s, tall, thin, and warm. Cookies and coffee are laid out.

-ELEANOR
As a child ~~my~~ niece was remarkable.
Full of love ~~and~~ wonderfully smart
and precocious.

DOYLE
When did she start talking about
Wonderland?

ELEANOR
I gave her the books for her seventh
birthday. She would imagine herself
as Alice and play at it constantly.
(more)

ELEANOR (cont'd)
At first it was cute... but then
Wonderland was all she talked about.
She'd fly into a rage at any
suggestion it wasn't real. But
even then, no one ever imagined...

She breaks off, collecting herself.

ELEANOR (cont'd)
After the fire, I became her legal
guardian.

DOYLE
That must have been difficult.

Eleanor's on the verge of tears.

ELEANOR
Do you really believe she could
improve?

DOYLE
I do. It's why I wanted to get some
background. So much of Alice's
treatment has been with drugs, but I
think there's some real psychological
possibilities. I'm excited to be
working with her.

ELEANOR
I'm very grateful. Frankly, until
Dr. Hatfield offered to take her
case, there hadn't been any hope at
all.

EXT. HOSPITAL - DAY - ESTABLISHING

INT. CAT SCAN ROOM - DAY

Lit by a red glow, Nurse Rose stares down through a small
observation window into a darkened room where Alice lies
strapped to a table.

Unable to move, Alice slides slowly into the CAT scan
machine, eclipsing Nurse Rose from view.

Alice's eyes dart fearfully as the machine's massive cylinder
springs to life, rotating around her, CHUNG, CHUNG, CHUNG...

INT. OPERATING ROOM HALL - DAY

Hatfield walks out of the OR, stripping off latex gloves.
The front of his scrubs are drenched in blood.

Doyle jumps up from where he was waiting.

DOYLE

You wanted to see...

HATFIELD

What the hell were you thinking,
visiting Eleanor Windom?

Doyle's a deer in the headlights.

DOYLE

I just... I thought I could get
some back...

HATFIELD

Have you seen Alice Stuart's CAT
scan?

DOYLE

No.

HATFIELD

Or her bloodwork?

DOYLE

No.

HATFIELD

Have you read my evaluation?

DOYLE

No.

HATFIELD

And yet you go to her aunt and start
talking about Alice's prognosis?
Telling her she might get better?
Your job is to make my job easier,
not run around spinning theories.

Two NURSES walking out behind Hatfield steal glances as
this reaming continues.

DOYLE

I'm sorry. I...

HATFIELD

Meant well? Yes, I'm sure. Just
like I'm sure she's a nice girl.

(more)

HATFIELD (cont'd)
Just like I'm sure she's a pretty girl.

DOYLE
What are you implying?

HATFIELD
That your professional judgment is lacking and that your personal judgment is poor at best. I think it would be better for everyone if you were not involved with Alice from here on out.

Stunned, Doyle doesn't know where to look.

HATFIELD (cont'd)
Do we understand each other?

DOYLE
Yes sir.

HATFIELD
You have to remember, they're not really people, Doyle. Not by the time they get here. We do our best, but we don't get attached.

INT. HATFIELD'S OFFICE - DAY

The deep-red walls are adorned with numerous plaques and certificates. Hatfield's behind his desk.

HATFIELD
Doctor Doyle is just a resident.

Eleanor sits opposite him.

HATFIELD (cont'd)
He's young and optimistic, which I appreciate, but what he wants to believe simply isn't true. This is not a therapy situation. Without medication, Alice is regressing. Her delusions are getting steadily worse.

Eleanor listens, worried.

ELEANOR
Where does that leave us?

Hatfield proceeds gravely...

HATFIELD

I believe there *is* a cutting edge surgical procedure that could help.

ELEANOR

What do you mean... cutting edge?

He smiles comfortingly.

HATFIELD

It just means it's relatively new.

ELEANOR

I see.

HATFIELD

Of course, as with any surgery, particularly brain surgery, there are real risks... but then, you don't want Alice to continue suffering needlessly, do you?

Eleanor looks uneasy.

ELEANOR

No. Of course not.

Hatfield pulls out a clipboard.

HATFIELD

I'll perform the procedure personally. I have the consent form right here.

Eleanor takes it, hesitating.

ELEANOR

I'm solely responsible for this girl. There's no one else. You're sure this is the best way to proceed?

He looks her in the eye with a confident smile.

HATFIELD

Without question.

We REVEAL Nurse Rose watching from the shadow of the doorway as Eleanor considers... and then signs the form. 

HATFIELD (cont'd)

You're doing a good thing, Ms. Windom. And the generosity of the grant you've made to my research at this hospital has the potential to help patients for years to come.

Eleanor gets up.

ELEANOR

I truly hope so.

Nurse Rose steps into the room as though just arriving.

Eleanor stops, looking at her oddly.

ELEANOR

Have we met?

NURSE ROSE

No. I don't believe so.

Eleanor looks at her for a moment, but unable to place her, smiles politely and leaves. Rose watches her go.

INT. ALICE'S BEDROOM - THE PAST - DAY

The light is dreamy and color faded as Alice's MOTHER sits at the foot of her bed, bending forward, looking straight at the camera.

ALICE'S MOTHER

It was just a bad dream honey, that's all. I'm here.

She smiles, and...

LITTLE GIRL'S VOICE (O.S.)

Ahhhhhh-lissssss.

INT. ALICE'S CELL - NIGHT

Alice's eyes pop open.

She looks around the darkened cell, unsure if what she heard was real or not.

The door to her cell stands wide open.

Alice sits frozen, rooted in fear, not sure what to do. And then she hears it: a SMALL GRATING NOISE.

Someone or something is underneath her bed.

Alice scuttles back, standing on the bed, pressed into the corner of the wall.

Leaping off, she looks under the bed, adrenaline pounding...

...but there's nothing there.

Behind her, a figure darts past the open doorway.

Alice turns, but too late, missing it.

She creeps to the door and peers out.

INT. RESIDENCE HALL - CONTINUOUS

The hall is dark and silent, but at the far end stands the creepy little girl staring back at her.

She turns and disappears around the corner.

Scared but determined, Alice follows. She pads down the hall, her bare feet SLAPPING against the cold tile.

Rounding the corner, the little girl is gone, but a red line runs along the wall and into darkness.

Alice touches the line, scraping off fresh crayon wax.

Taking a deep breath, she follows the line down this hallway. It terminates at a heavy iron door.

Alice pulls it open.

INT. TALL CORRIDOR - CONTINUOUS

A tall corridor stretches out before her. It's creepy and unreal, with old hanging lights that flicker and buzz, and walls stretching up out of sight, into darkness.

At the far end stands the little girl, drawing on the wall, her rat's nest of long hair obscuring her face.

As Alice cautiously advances, she sees the walls are covered with red crayon drawings: frightening, fucked-up, hollow-eyed sketches of the Mad Hatter, the White Rabbit, Caterpillar, and the Cheshire Cat.

Scared, Alice approaches the girl, who's finishing up an eerie drawing of the Queen of Hearts.

ALICE

Who are you?

The creepy little creature doesn't look up, her crayon scratching on the wall like bone on concrete.

LITTLE GIRL

Alice. From Wonderland.

She speaks with a light British accent.

Alice is reeling.

ALICE

Dr. Doyle says that Wonderland isn't
real.

LITTLE GIRL

Curiouser and curiouser.

Inhumanly quickly, she moves to a fresh patch of wall and
begins a new drawing.

ALICE

Are there really answers for me
there? In Wonderland?

LITTLE GIRL

Some say you have to come to
Wonderland to save yourself. Some
say that if you come, you'll die.
But die here or die there, don't
say I didn't warn you.

Alice suddenly realizes what the girl is drawing: it's her,
hollow-eyed and dead, head cut roughly from her body.

She seizes the girl spinning her so she can finally see her
face, but instead, the little girl flies into a rage,
striking Alice, catching her off-guard.

LITTLE GIRL

Come to Wonderland! COME TO
WONDERLAND!

Alice raises her hands to ward off the blows...

LITTLE GIRL (cont'd)

COME TO...

...and suddenly the girl is gone. Alice stands alone in
the corridor, shocked by the sudden violence and silence.

Looking around, she notices a CRACK in the wall that she
could swear wasn't there before. It runs *through* the drawing
between her corpse and severed head.

Alice moves closer, and suddenly a JAUNDICED YELLOW EYE
appears in the crack... as though the wall were only paper
thin and the space behind it open.

Alice jumps back, freaked.

The eye disappears and a thick, stubby finger reaches
through, tearing away at the plaster.

VOICE (O.S.)

Alissssss!

Alice backs away, then turns and runs, following the line of crayon, racing back the way she came.

But something is wrong. The farther she goes, the narrower the hallway gets.

Turning back, Alice retraces her steps...

...but impossibly the hall continues to narrow this way as well.

Panicking, she turns again, but with every step, the space tightens until she's nearly pinned.

Her breath ECHOING loudly, Alice tries to stay calm. But then she hears the SCRATCHING of NAILS ON STONE. *It's coming from beneath her.*

Suddenly an arm bursts up through the tile between her legs.

SCREAMING, Alice wriggles off the floor with her feet on one wall and back against the other.

Desperately scooting higher, she climbs up into the darkness until she sees an opening above.

Reaching higher, she pulls her way up...

...but is grabbed from below and yanked back.

Kicking wildly, unable to see what has her, Alice fights free, pulling herself up and through the opening, whereupon her world does an impossible 90° shift from vertical to horizontal and she spills onto the floor of...

INT. ALICE'S CELL - CONTINUOUS

The door is shut. The wall behind her is solid. Alice sobs in relief.

Suddenly the lock turns.

Doyle enters, looking down at Alice, confused.

DOYLE

What are you doing on the floor?

When an answer is not immediately forthcoming, he helps her up.

DOYLE (cont'd)

Are you okay?

ALICE
Something's after me! Something
from Wonderland.

Doyle considers this. He takes a seat.

DOYLE
I think you're having a delusion.

Trying to keep it together, Alice looks down at *the red
crayon wax beneath her fingernail.*

ALICE
This wasn't a delusion.

DOYLE
I thought Wonderland was a nice
place. What would come after you?

ALICE
I... I don't know.

INT. NURSES' STATION - CONTINUOUS

Hatfield hands Nurse Rose a chart, turns and walks away.
She checks the notes and smiles with satisfaction.

INT. ALICE'S CELL - CONTINUOUS

Alice slumps in a chair.

DOYLE
It's pretty common, when people
feel isolated and alone, for them
to start to have the sense that
reality is just an illusion.

ALICE
Is that how you feel?

DOYLE
Everyone does sometimes.
(beat)
I know confronting the past is
difficult, but you can do it. You
have to forgive yourself for what
happened. It was a long time ago.

INT. EMPTY HALL - CONTINUOUS

Nurse Rose strides down the corridor flanked by Dodgeson
and White.

INT. ALICE'S CELL - CONTINUOUS

ALICE

I want to remember. I do. But you
have to stop Hatfield.

Doyle sighs.

DOYLE

I need you to listen, Alice. I've
been removed from your case.

She's stunned.

ALICE

Don't you see! It's part of
Hatfield's plan!

DOYLE

No. This is my fault. I did some
things I shouldn't have. It was
the right call.

ALICE

He's going to operate on me!

DOYLE

Alice, I'm not going to participate
in this fantasy.

Alice gets up frustrated, struggling, thinking...

ALICE

You were right. Somehow I have to
find a way back to Wonderland.

DOYLE

Alice...

ALICE

Please know, I really like you.
And I'm truly sorry about this.

She turns away. Doyle's confused.

DOYLE

Sorry about what?

Alice whips back around with her chair and... CRACK, clobbers
Doyle, sending him to the floor unconscious.

INT. RESIDENCE HALL - MOMENTS LATER

Wearing Doyle's coat and ID, Alice slips from the room.

As she pulls the door closed, Nurse Rose, Dodgeson, and White step into this hallway from a door fifty feet down.

Alice quickly turns her back to them, walking away, trying to look natural, praying they don't realize it's her.

NURSE ROSE

...need to bring her up to pre-op.
Hatfield's slotted her for surgery
in the morning.

Dodgeson laughs unpleasantly.

DODGESON

I knew it.

Alice, frightened, just keeps walking as...

Rose pushes open Alice's door to see Doyle on the floor.

Reaching the corner, Alice glances back...

...and sees Rose staring straight at her.

Alice bolts. SHOUTS and FOOTSTEPS rise behind her.

Up ahead, a NEW ORDERLY leads Monty out of his cell as James pushes his cart up the hall.

Monty's instantly agitated at the sight of Alice.

MONTY

You're late!

NURSE ROSE (O.S.)

Stop her!

The new orderly tries to grab Alice. She slams into him and they both go sprawling.

Nurse Rose, White and Dodgeson are on them before Alice can regain her feet.

But suddenly the new orderly is yanked up by Monty who punches him out cold.

MONTY

Don't you touch her!

White CRACKS Monty across the back of the head with his baton as Dodgeson pounces on Alice.

NURSE ROSE

Hold her down! James!

Grabbing a syringe, James closes as Alice struggles.

JAMES
Relax. It's all...

ALICE
They're going to kill me!

She fights furiously, but Nurse Rose pins an arm. James sticks her with the needle and slides the plunger home.

TIME SLOWS.

SOUND FADES.

There's just the POUNDING of her heart, the TICKING of a clock.

DODGESON and ROSE move in SLOW-MOTION, their angry faces screaming SILENTLY.

JAMES smiles down, nodding.

MONTY, spattered with blood, fights to get to Alice, taking blow after blow from White, falling to his knees.

ALICE screams his name, but Dodgeson pushes her back down, her head slamming against the floor, cutting off her cry.

Dropping limp against her attackers, pupils dilating, she finds herself staring *past* Monty to his shadow...

...which is not *his* shadow at all: *it's the silhouette of a RABBIT.*

Dodgeson and Nurse Rose pull Alice to her feet. At the far far end of the hallway the rabbit disappears around the corner.

Something in Alice galvanizes.

In a sudden burst of motion, she catches Dodgeson and Nurse Rose by surprise, twisting free and running.

Reeling from the drugs, Alice chases after the rabbit as Dodgeson stumbles after her.

INT. BROKEN CORRIDOR - CONTINUOUS

Turning after the half-seen figure, she finds herself running down a dark corridor where the walls and floor slowly become more and more cracked and broken until - impossibly - patches of daylight are shining through.

The rabbit ducks left into a door. Alice chases after, charging impossibly into...

INT. ALICE'S CELL - CONTINUOUS

There's no sign of the rabbit. Alice drops to the ground, looking beneath the bed. And there it is...

A jagged hole dug into the floor, tiles and dirt scattered around.

As the SOUND of her pursuers' FOOTSTEPS POUND close, Alice crawls forward, wriggling into the hole. Dodgeson's feet run into the room behind her...

...but Alice is suddenly falling, hurtling down, crashing through darkness and spilling out into...

EXT. WONDERLAND - DAY - CONTINUOUS

SPLASH! She hits the ground, slamming into a shallow, stagnant pool of mud.

Sitting up, groaning, she finds herself beside the decaying carcass of some long dead animal.

Revolted, she staggers away, looking around, stunned.

It's the same location where she played as a little girl, but now the sky is dark with smoke, the hills burnt and blackened. The field of flowers stands dead and brown, dry stalks rustling in a death-rattle breeze.

Something terrible has happened here.

Forget everything that Disney has ever done. Forget the charming drawings from the original books. The world Alice knew as a child is gone, and this is what's left.

Suddenly something MOVES amidst the dead flowers and Alice glimpses a flash of white fur heading away from her.

ALICE

Wait! Come back!

Alice charges after, pushing through withered stalks and past rotting mushrooms.

But the rabbit - if that's what it was - is gone. Alice stops, turning, disoriented in the tall flowers.

A deep dangerous GROWL rises from nearby. Alice takes a step back, looking around in fear. Turning, she runs.

Something CRASHES after her. Bursting from the field, she trips and goes sprawling.

A WICKED CHUCKLE rises from nowhere. Then she looks up and sees it: a toothy grin...

...and the CHESHIRE CAT materializing around it. He's monstrous: no fur at all, tattooed skin stretched tight over his bones, long claws and razor sharp teeth.

CHESHIRE CAT

Well well well. Look who finally came to Wonderland. Is it everything you hoped?

(bitter)

Or do things seem different somehow?

Alice shuts her eyes...

ALICE

This isn't Wonderland. It's not real.

The Cat extends a single claw and stabs her shoulder.

ALICE (cont'd)

AAAAAH!

She leaps back, horrified, shoulder bleeding.

CHESHIRE CAT

Oh it's real.

ALICE

W... what's happened here?

The Cat looks at her, disgusted.

CHESHIRE CAT

It's because of you.

ALICE

Me?

He leaps forward, getting in her face.

CHESHIRE CAT

You abandoned Wonderland! Left it neglected and forgotten. Rotting away.

Alice cringes away from him.

ALICE

I tried to get back but I couldn't.

CHESHIRE CAT.

Or *maybe* when you finally wanted to come back badly enough, you did.

ALICE

What do you want from me?

CHESHIRE CAT

It's not what *I* want. It's what
you want. The reason you came.

ALICE

What do you mean?

CHESHIRE CAT

(annoyed)

Maybe you should just go back and
let Hatfield scramble your brains.

(taunting)

Of course then you'll never know
what happened to your family.

This is the last thing Alice expected.

ALICE

What's my family have to do with
Wonderland?

CHESHIRE CAT

Only mad people kill their families.
Only mad people come to Wonderland.

ALICE

I'm *not* mad!

CHESHIRE CAT

You must be or you wouldn't have
come. We're all mad here.

The Cat smiles, fading away.

ALICE

Wait!

He disappears, but something catches her eye where he was:
a tiny figure lying face-down in the mud.

*It's the old Alice doll from her childhood which we last
saw as her father locked it away.* X

Alice picks it up, revealing half the face has been
grotesquely burned away.

FLASHBACK: ROARING flames and tortured SCREAMING.

Alice starts, the vision gone.

ALICE

How could this be here?

CHESHIRE CAT (O.S.)
Finally a question that matters.

She whirls to find him behind her.

ALICE
This was mine. When I was little.

CHESHIRE CAT
Mmmmmmm.

ALICE
What's it doing here?

CHESHIRE CAT
There's all sorts of things in
Wonderland. Mysteries. Secrets.
Keys to the past...

Now he's got her attention.

ALICE
What do you know about my past?

CHESHIRE CAT
Me? Nothing.

ALICE
But *someone* does? Someone knows
what happened in the fire.

CHESHIRE CAT
The truth is here. It is *your*
Wonderland after all.

ALICE
How do I find it?

CHESHIRE CAT
Who knows everything in Wonderland?

Alice considers...

ALICE
The Queen...

The Cat smiles wide and begins to fade away.

CHESHIRE CAT
See. You know so much more than
you think.

His grin is the last thing to disappear.

Alone, Alice looks around. She sees a path leading off
towards the forest.

There's nowhere to go but forward... and to the Queen.

EXT. FOREST - PATH - DAY

Making her way through a break in the trees, Alice finds herself at the collapsing entrance to a walled garden centered around a crumbling, headless statue.

Once beautiful, it's now overgrown with weeds, and adjoins a small cottage covered with twisted vines.

ALICE

Hello? Anyone here?

Her only answer is the eerie TOLLING of WIND CHIMES.

A bony hand drops onto her shoulder from behind.

ALICE

AAAAAAAH!

She whirls to find herself face to face with the MAD HATTER: tall and gaunt, sporting a top-hat and cane.

His elegant suit is moth-eaten and frayed. But it's his body that's suffered the worst of Wonderland's decay: his skin's pulled tight over the bones of his skull, and several teeth are visible through the desiccated flesh of his cheek.

MAD HATTER

Sorry to have startled you, my dear.

~~X~~ *The Hatter bears a striking resemblance to Dr. Hatfield.*

ALICE

Hatter?

She warily backs up.

ALICE (cont'd)

What *happened* to you?

MAD HATTER

I'm afraid none of us are what we once were, Alice.

He looks at her, smiling... and then with concern.

MAD HATTER (cont'd)

Hmmmm. Oh my.

Stepping behind Alice, he suddenly grabs her head, poking and prodding it...

MAD HATTER (cont'd)
Yesssss. Just as I thought.

She twists away, alarmed.

ALICE
What are you doing!

MAD HATTER
Missing some memories I see...
(pointed)
Quite a few in fact.

ALICE
How did you know that?

He smiles wide.

MAD HATTER
Heads are my business. And if I
may say, you have a wonderful
cranium, Alice.

ALICE
I've got to go. I have to find the
Queen.

MAD HATTER
Of course. She's the one who has
what you're looking for.

ALICE
Can you tell me how to get to her?

MAD HATTER
Why, I'll take you personally.

The Hatter abruptly turns toward the vine-covered building.

ALICE
Where are you going?

He whips around in a flash of coat-tails, smiling wide,
face close to hers as he fans his fingers before her eyes.

MAD HATTER
TEA, my dear Alice! Before our
journey, we'll talk over tea, and
it will be just like old times!

Abruptly turning away, he takes a large iron key from his
pocket and unlocks the front door.

MAD HATTER (cont'd)
Be a dear and grab that hatbox for
me.

He nods toward a parcel by the door, wrapped in brown paper and tied with string.

Alice lingers, torn, but finally steps forward, picks it up, and follows him inside.

INT. ENTRYWAY - CONTINUOUS

There's a door directly ahead and another on the right.

ALICE
This seems heavy for a hat.

MAD HATTER
Mmmmmmm.

He takes the box from Alice, ushering her through the door on the right.

INT. FORMAL DINING ROOM - CONTINUOUS

This room bears an eerie resemblance to the hospital's main ward, however it's furnished with a huge chandelier hanging above a table long enough to accommodate dozens and piled high with dirty dishes.

The Hatter sets the box on a sideboard and pulls out a chair for Alice.

MAD HATTER
Sit, my dear. Sit.

Wary, she sits, keeping an eye on him.

ALICE
Do you know how it is that the Queen
has my memories?

He stares at her, eyes twinkling.

MAD HATTER
Hold that thought. I'm going to
pop off and get our tea.

He disappears through a yellow door.

As soon as he's gone, Alice is up, looking around the room.

She picks up the hatbox and shakes it, eliciting a DULL THUMP. Turning it over reveals a large dark stain across the bottom. *Her fingers come away red with blood.*

ALICE
Oh God.

She drops the box, furiously wipes her hands on the tablecloth, and runs for the exit.

INT. ENTRYWAY - CONTINUOUS

Alice pulls open the front door and runs out into...

INT. ENTRYWAY - CONTINUOUS

She stands in the entryway, confused. On her left is the door to the tea room, and the door she just went through is in front of her.

ALICE

What the...

Leaving the door behind her open, Alice opens the front door again: *there she is, in the entryway in front of her.*

She looks back and then forward, but no matter how fast she turns, she can only see the back of her head.

MAD HATTER (O.S.)

Tea time!

Alice ducks back...

INT. FORMAL DINING ROOM - CONTINUOUS

...running to take her seat just as the Hatter bursts in with a tray of tea and scones which he sets before her.

Alice smiles as though nothing's wrong.

The Hatter sets a chipped blue teacup in front of her and takes a cracked red one for himself.

But something is off.

Alice stares at the teacups and we MATCH CUT TO:

INSERT - INT. LIVING ROOM - THE PAST - DAY

Seven-year-old Alice sits on the floor in front of her mother's china cabinet, playing with her teacup collection.

She daintily pours imaginary tea into the SAME TWO TEACUPS and sets the blue one in front of an imaginary friend.

YOUNG ALICE

They said I'm not supposed go to Wonderland anymore.

She pauses to listen to the imaginary response.

YOUNG ALICE (cont'd)
No. I don't think it's fair either.

Another pause as she listens. Young Alice smiles creepily.

YOUNG ALICE (cont'd)
That's a very good idea. Yes they'll
see. They'll be sorry.

RETURN TO SCENE

Alice starts, as the Hatter, who's pouring the tea, stares at her.

MAD HATTER
Are you all right?

ALICE
I... I just remembered something.
(beat)
How did you get these teacups?

He smiles mischievously.

MAD HATTER
Tut, tut. So many questions. Let's
drink our tea before it gets cold.
Then I'll tell you anything you like.
(raising his cup)
To Wonderland!

ALICE
Fine. To Wonderland then.

She raises her teacup as well.

The Hatter leans forward, eyes sparkling with excitement.

Alice eyes her cup. A SINGLE DROP slides down the side and falls onto the tablecloth where it SIZZLES toxically.

Frightened, she sets the cup back down.

MAD HATTER
What's wrong?

ALICE
Does your tea have sugar?

MAD HATTER
No.

Alice switches their cups.

ALICE
I can't stand sugar.

The Hatter switches them back.

MAD HATTER
Yours doesn't have sugar either.

ALICE
Well then, I'll just take *mine* back.

Alice switches them again.

The Hatter looks at the cups, flummoxed, then swaps them again.

MAD HATTER
So you shall!

Alice looks over his shoulder in fear...

ALICE
Jabberwocky!

The Hatter ducks in panic. Alice dumps her tea into a dirty glass, pours his tea into her cup, and dumps the glass into his cup.

Recovering his cool, the Hatter glares back at her.

ALICE (cont'd)
My mistake. Let's just drink our tea, shall we?

MAD HATTER
By all means!

Together they both drink. Alice puts down her empty cup.

ALICE
So tell me where you got the cups.

The Hatter stands, all traces of good humor gone.

MAD HATTER
Wretched little Alice, I got them from...

But suddenly he clutches his chest, GASPING in pain.

MAD HATTER (cont'd)
You...

Leaping forward, he grabs Alice, his horrible face pressing close as she struggles to escape.

MAD HATTER (cont'd)

I want your head!

But then he falls, pulling her to the floor with him as he collapses into seizures.

Alice breaks free of his writhing body and scuttles back.

The Hatter's flailing stills, his breathing fades, and his eyes go glassy in death.

Alice backs away, still terrified, looking around for escape. Two doors lead out, besides the one she entered through.

She tries the yellow door: locked. Then the other: locked as well.

But she knows where the key is.

Alice approaches the Hatter's corpse which lies arms and legs akimbo, lips drawn back in an unnatural grimace.

Disgusted, she kneels beside the body. Reaching deep into his front pocket, she pulls out a tuft of matted hair, a vial of quicksilver, and finally... the iron key.

The Hatter's arm shoots up and grabs her by the throat.

SCREAMING, Alice lurches back as the Hatter, GASPING, crawls to his feet.

MAD HATTER (cont'd)

Don't worry your pretty little head
about me.

Reaching into his breast pocket, he removes a wicked-looking steel blade.

MAD HATTER (cont'd)

We'll save it for more important
things.

Alice races to the yellow door, slams in the key and yanks it open...

...REVEALING a hulking figure in a striped shirt and hobnail boots.

TWEEDLE-DEE

Hullo Alice.

She jumps back as...

BANG! The entryway door slams behind her. Alice whirls to discover the almost identical figure of TWEEDLE-DUM.

The twins are hideously ugly, with oversized features, teeth filed to sharp points, and jaundiced yellow eyes set too close together. Nonetheless, they bear a striking resemblance to the orderlies, DODGESON and WHITE.

TWEEDLE-DEE (cont'd)
Missed us, did you? Couldn't stay
away?

Alice backs away, but Dee swings a fast backhand, connecting hard, knocking her to the ground.

Tweedle-Dum joins his brother, looking down at her.

TWEEDLE-DUM
She doesn't look like Alice.

TWEEDLE-DEE
She grew up.

TWEEDLE-DUM
Gotten ripe... soft white flesh.
Firm thighs...

MAD HATTER
Focus, gentlemen.

Wheezing and coughing, the Hatter staggers over, but as the twins glance up at their boss, Alice crawls past them through the doorway and runs.

INT. CORRIDOR - CONTINUOUS

As she charges down this long, hospital-like corridor, the twins stride after her with the Hatter lurching between them: an iconic nightmarish trio.

The corridor ends at an elevator and Alice hits the call button, leaping inside as the doors roll open.

She frantically stabs at the top floor buttons. The Hatter leaps for her...

...but the doors CLUNK shut just in time.

The elevator GRINDS SLOWLY UP and... DING! The doors roll open on the...

INT. FIFTH FLOOR LANDING - CONTINUOUS

Stepping out, Alice finds a dimly lit hall off to one side and a window with sweeping views out over the forest.

The elevator doors roll shut behind her.

Alice leaps for them, jabbing the button which lights up, but the car is gone.

She hurries up the hall coming to a door engraved with a tea cup.

It's locked, but she tries the Hatter's key. The door yields and suddenly she finds herself looking back into...

THE FORMAL DINING ROOM

...from the door she hadn't been through. It's different floors, yet somehow it's all impossibly connected.

ALICE

Oh no...

She steps back, slamming the door...

...REVEALING the Hatter standing behind it.

He lashes out, catching her from behind with a chloroformed rag over her nose and mouth. Alice struggles, screaming into the rag, but her fighting stills and we slide into...

BLACK.

A SHUFFLING, DRAGGING sound rises.

INT. INSTITUTIONAL CORRIDOR - DAY

Alice slowly blinks awake, dazed as the world slides past.

She looks up and WE REVEAL the Mad Hatter dragging her down the hall by one foot. He smiles back at her.

MAD HATTER

Morning, sunshine.

Horried, she begins to struggle, clawing desperately at the slick tile floor.

MAD HATTER (cont'd)

I'm going to show you something no one's ever seen before!

ALICE

No! NOOOOO!

He drags Alice through a door and into...

INT. HALL OF HEADS - CONTINUOUS

The walls are the same deep-red as Hatfield's office, but are adorned with dozens of mounted heads: *human heads*, many of them wearing hats.

Some are lifelike, their terrified expressions perfectly preserved. Others have their eyes and mouths horribly sewn shut. And some are nothing but hollow-eyed skulls with bits of dried skin and hair.

Alice stares aghast in utter horror.

MAD HATTER

These are my greatest achievements.

In the middle of one wall is an empty spot with a plaque reading "ALICE." The only thing missing is her head.

ALICE

Oh God...

MAD HATTER

I *knew* you'd understand.

He drags her screaming into the next room.

INT. WORKSHOP - CONTINUOUS

This space bears an eerie resemblance to the hospital's exam room with a heavy oak chair fitted with restraints, set beneath hot white surgical lights.

Horrifying trays of bizarre surgical instruments are laid out carefully beside the chair, and plastic is spread out beneath it for easy clean-up.

Alice goes wild at the sight. Thrashing and bucking, she manages to kick free.

Scrambling away, she gets the chair between them, dodging around it so he can't get to her.

ALICE

Why are you doing this?

The Hatter giggles insanely, grabbing a nasty looking pair of surgical scissors from a tray.

MAD HATTER

Secrets, my dear. Secrets. All locked up in that head of yours. It can never be allowed to leave Wonderland. Snip, snip!

He dodges right and cuts left, but Alice is just as fast, managing to keep the chair between them.

ALICE

Whatever it is, I won't tell. I promise.

MAD HATTER

Every hat needs a head. Every head needs a hat. You have such a pretty little head, Alice. It will be my masterpiece.

ALICE

Please...

MAD HATTER

It's not my fault you know. It's the mercury they say.

(leans in close)

I'm absolutely stark-raving mad!

Continuing to circle until the positioning is perfect, Alice suddenly bolts for the room's back door, yanking it open and making it into the hall...

...but the Hatter catches her hair, dragging her back.

Throwing her into the chair, he wrestles her into restraints.

As Alice fights for her life, kicking and screaming, the CAMERA TRACKS BACKWARDS, through the open door, and into the institutional corridor...

ALICE (O.S.)

AAAAAGH! AAAAAAGH!

...where Doctor Doyle walks briskly along, the screams still echoing in the background. We've seamlessly transitioned to...

INT. HOSPITAL - INSTITUTIONAL CORRIDOR - NIGHT - CONTINUOUS

Nurse Rose walks the other way, writing on a clipboard.

DOYLE

Excuse me.

She stops.

NURSE ROSE

Doctor Doyle.

DOYLE

Where is Alice Stewart?

Nurse Rose hesitates...

MONTY (O.S.)
She's gone! GONE!

Doyle and Nurse Rose look up as Dodgeson and White escort a straightjacketed Monty down the hall past them.

He's swollen and bloody from his beating, but he looks back gleefully as they drag him along.

MONTY (cont'd)
Alice has gone to Wonderland!

Ignoring him, Rose turns back to Doyle.

NURSE ROSE
I don't know her present status.
You should check with admissions.

DOYLE
They say she's up here.

Nurse Rose, annoyed, smiles curtly.

NURSE ROSE
Sorry Doctor, I don't know.

She brushes past him, continuing on.

MONTY
*Alice has gone. Flown away.
Maybe I'll go to Wonderland someday.*

Doyle stands alone, watching Monty disappear down the hall.

He walks on, passing a door which WE PUSH THROUGH to find ourselves...

INT. WORKSHOP - DAY - CONTINUOUS

...where the Hatter stands before Alice, immobilized in the chair, one restraint around her chest and arms and another around her forehead just above her eyes.

Picking over a tray of surgical implements he comes up with a hook-blade skinning knife and smiles at Alice.

She writhes against her bonds.

MAD HATTER
Yes, do struggle.

Shaking her head, tears streaming, she speaks, her whispered words getting lost in the sobs.

The Hatter leans in, his horrible face pressing close.

MAD HATTER (cont'd)
What was that?

Alice speaks again.

MAD HATTER (cont'd)
Tell me again, my dear.

Setting his knife safely out of reach, he cocks an ear still closer.

Suddenly Alice bites it.

MAD HATTER (cont'd)
AAAAAAAGH!

Arms flailing, he slams one of the surgical trays, sending instruments flying everywhere.

Still biting his ear, she grabs a knife from her lap cutting her restraints as the Hatter finally pulls free.

Ear bloodied, he reels back, but...

WHAM, she kicks him, knocking him back into the chair.

ALICE
You sick sonofabitch!

The Hatter tries to regain his feet but...

CRUNCH! Alice cinches a restraint around his neck.

He reaches for the leather strap, choking, but...

THWACK! Alice nails his other hand to the arm of the chair with the knife.

MAD HATTER
AAAAAAAAAAAAAH!

As he writhes in pain, she secures his free arm.

ALICE
How do I get to the Queen?

MAD HATTER
(gasping)
You'll never get into the castle.
She won't see you.

ALICE
She'll see me.

Alice twists the blade.

MAD HATTER

AAAHHHH!

ALICE

HOW DO I GET THERE!

MAD HATTER

I don't know... I...

Alice twists the blade again. The Hatter screams.

MAD HATTER (cont'd)

THE MAP ROOM!

(whimpering)

On the roof... you can go anyplace
in Wonderland from there.

Letting go of the knife, she steps away.

The Hatter glances around, looking to see where she went.

MAD HATTER (cont'd)

Alice?

WHACK: she roundhouses him with a surgical tray, knocking him out.

EXT. MAP ROOM - DAY

The elevator doors roll open revealing a flat rooftop offering panoramic views over the forest canopy.

Alice steps out onto a bridge-like platform on a track, allowing it to move back and forth above the roof, which is entirely covered by a model of Wonderland: forests and rivers, fields of flowers, mushroom forests, and in the center, the Queen's castle.

Peering down, Alice can see that the level of detail is amazing: even the river seems to move.

Because it is moving.

Staring, she finds the Hatter's house and there, atop the building is the rooftop with the model, and herself looking down at it. Alice gasps: *the model is a miniature reality.*

As she watches, a figure materializes next to "mini Alice." She looks over to see the Cat beside her.

CHESHIRE CAT

Mind bending, isn't it?

ALICE

It can't be...

CHESHIRE CAT

What? Real?

He offers her a grin. She looks back down at the model.

ALICE

I don't suppose you'll tell me the
best way to get down to the castle.

CHESHIRE CAT

Certainly the *best* way is disappear
here...

He fades away... and materializes on Alice's other side.

CHESHIRE CAT (cont'd)

...and reappear there.

ALICE

Thanks.

Leaning over to look at the castle, Alice notices a rack of
small bottles on the railing, each labeled, "DRINK ME."

She picks one up, uncorks it, and sniffs.

CHESHIRE CAT

I once knew a little girl who drank
one of those and almost drowned in
her own tears.

Alice recorks the bottle.

DING! The elevator doors roll open and Tweedle-Dee and
Tweedle-Dum step out.

They move in on Alice, edging along the sides of the roof
and jumping onto each end of the bridge.

Trapped between them with no escape, Alice looks to the
Cat, but he's already fading away.

TWEEDLE-DEE

Don't damage her head. The boss
won't like it.

TWEEDLE-DUM

What about the rest of her?

TWEEDLE-DEE

It's all ours.

As they close in from either side, Alice uncorks the bottle, desperately guzzling...

Suddenly, the twins begin to grow. In just a few seconds they tower above Alice, looking down at her...

Or, more likely, Alice is growing very small.

Falling between the floorboards of the platform, she makes a wild grab for the edge.

Clinging to a splinter of wood, she finds herself dangling a thousand feet above the ground.

Alice tries desperately to hold on, but suddenly the splinter peels off and she plummets away from us, screaming through the open air...

ALICE
AAAAAAAAAAAAAAGH...

...and disappearing into the mists of some distant corner of Wonderland.

EXT. MUSHROOM FOREST - DAY

Alice crashes into forest canopy, bouncing down and slamming into the soft, spongy earth.

Groaning, she sits up. She can't see more than twenty feet through the swirling mists, but finds herself surrounded by thick, slimy trunks of this mushroom forest.

Suddenly a figure darts by, just at the edge of her vision.

Alice freezes, peering into the mists, listening intently.

A horrible wet SNUFFLING moves CLOSE.

Fearful, she picks up a rock.

Suddenly something leaps for her from behind.

Alice swings, slamming the rock into its head.

It drops with a SHRIEK, a gruesome quivering figure at her feet. She stares down, rock ready.

It's the WHITE RABBIT... or what's left of him. Missing one eye and half an ear, tracks of stitches run through his matted fur as though he's been ripped apart and crudely reassembled.

ALICE
(horrified)
Rabbit?

Cowering against another blow, there's something about him that reminds us of Monty from the hospital.

ALICE (cont'd)
What happened to you?

The Rabbit huddles, muttering insanely.

WHITE RABBIT
It was *him*! Him! Don't let him get you.

ALICE
Who?

The Rabbit glances fearfully at the sky as though there were something there.

WHITE RABBIT
He *sees* everything! He cuts open my head. The Hatter, he does things inside!

Alice glances skyward, but there's nothing but white mist.

WHITE RABBIT (cont'd)
Now I'm late! LATE!

Suddenly he lashes out, grabbing Alice's neck.

Gasping and choking, she struggles to break free.

WHITE RABBIT (cont'd)
You're late. LATE! Late for Wonderland!

WHAM, she slams the rock into the side of his head.

Letting go, he looks at Alice like he's seeing her for the first time.

WHITE RABBIT (cont'd)
Alice?
(beat)
What time is it?

Glancing down, she sees he's holding a gold pocket watch. The face is cracked and broken, *the hands frozen at 12:21.*

Alice stares at it.



ALICE
Where did you get that?

Ignoring her, the Rabbit shakes the watch in frustration.

WHITE RABBIT
It's broken. We're broken.
Wonderland is broken!

Reaching out a trembling hand, she touches the surface of the watch's cracked face and we MATCH CUT TO...

INSERT - INT. BEDROOM - THE PAST - NIGHT - CLOSE ON

THE SAME WATCH, TICKING, shiny and unbroken, the hands reading 11:47.

PULLING BACK REVEALS it rests on a night table beside the bed where Alice's parents sleep, their peaceful faces innocent in repose....

A SHADOW falls across them.

TILT UP to REVEAL young Alice, glaring down at them malevolently.

RETURN TO SCENE

Alice jerks her hand back from the watch, gasping.

ALICE
Where'd you get that watch?

WHITE RABBIT
Found it! Found it. Found your
father's watch!
(singing)
*Bumped his head, and went to bed,
and he NEVER got up in the morning.*

She grabs him by the fur and shakes.

ALICE
I have to get to the Queen! I have
no idea where I am, and I need your
help!

The Rabbit's eyes dart around wildly.

WHITE RABBIT
No one sees the Queen. Impossible.
All the doors are locked. No no.
Impossible.

ALICE
There must be a way.

WHITE RABBIT
(muttering)
The Caterpillar...
(interrupting)
No. Not him...
(interrupting)
Can open any door in Wonderland...
(interrupting)
Can't trust him! Not safe!
(interrupting)
Any door! Open any door!

Watching this, fascinated, she breaks in.

ALICE
Where is the Caterpillar?

WHITE RABBIT
Dangerous. Sneaky. Not your friend!

ALICE
If he can get me in to the Queen, I
need you to take me to him.

The Rabbit looks at her for a moment, then suddenly takes off into the mists.

Caught off guard, Alice charges after him, following as much by sound as by sight in the dense fog.

Finally catching up, she finds the Rabbit standing beside a set of stairs disappearing into the ground.

WHITE RABBIT
Not your friend!

And then he's gone, bolting away into the mists.

She eyes the stairs disappearing into darkness.

INT. SUBWAY STATION - DAY

Alice descends, finding herself in an abandoned subway station. Vaulted ceilings rise high above her. The huge space is eerily silent.

Walking along the edge of the platform, her FOOTSTEPS ECHOING, she finds a spray-painted CATERPILLAR STENCIL on the floor.

Kneeling close, she blows away the dust...

WHOOOOSH HHHHHH! A train suddenly ROARS into the station.

Alice jumps back, startled.

The train HISSES to a stop. Its doors slide open.

She hesitates, nervously peering in: the car is empty.

DING. Just as the doors roll shut, Alice steps aboard.

The train lurches forward and the world outside goes black.

Making her way through the car, the jolting train keeps her off balance, the lights eerily flickering off and on.

Suddenly she realizes she's not alone: at the end of the car sits a slumped figure, hat pulled low.

Alice approaches, nervous.

ALICE

Hello?

(beat)

Excuse me?

The guy doesn't move, but she sees that behind him is a subway map.

She leans closer for a better look.

In a flicker of lights, the train suddenly lurches, spilling Alice into him, knocking open his coat to reveal SCUTTling insects feasting on a long-dead corpse.

Alice falls back in revulsion as the train slows to a stop and the doors slide open.

INT. NEW STATION - CONTINUOUS

It's as deserted as the last station, but across from her, on the wall, *is another caterpillar stencil.*

DING! Alice jumps off the train as the doors roll closed...

...REVEALING THE CORPSE directly behind her, still on the train, pressed up against the glass of the door.

Alice leaps back, and the train rolls away, taking the horrible thing with it.

Scared, backing across the open space, she looks around, but the station really is dead-empty.

Reaching the caterpillar stencil, Alice touches it. Then blows on it. Nothing.

ALICE

Hello!

Her cry echoes away to silence... almost. Listening intently, just at the edge of hearing, there are the faintest STRAINS OF MUSIC.

Directly below the stencil, MUSHROOMS grow out of a crack between the wall and the floor.

This gives Alice pause.

She bends and picks one, sniffing it tentatively.

She glances back at the caterpillar stencil, *then pops it in her mouth.*

WOOOOOOOOOSSSSSSSHHHH: SUDDENLY THE LIGHTING OF THE ENTIRE STATION CHANGES, AS THOUGH A VEIL HAS BEEN LIFTED AWAY, REVEALING AN ENTIRE WORLD IN THE SAME SPACE, WHICH HAS ALWAYS BEEN HERE, BUT WAS SIMPLY INVISIBLE UNTIL NOW.

INT. NEW STATION - REVEALED - CONTINUOUS

Soothing MUSIC gently pulses throughout this dark, smokey space. As Alice stares in awe, she realizes people are all around her, sitting alone and in small groups, just like on the hospital ward.

She approaches the nearest person.

ALICE

Excuse me. I need to find...

Looking up, the person reveals a head wrapped in grotesque surgical scars and a slack-jawed, lobotomized stare.

She backs away, but suddenly the whole room is looking at her revealing everyone here has terrible scars.

Alice hits the wall at the back of the room, beside a door where a dim light is visible.

INT. DARK ROOM - CONTINUOUS

Edging inside, she finds a dark room with a low table, two barely visible sofas, and walls lined with shelves stacked with jars, bottles, and vials.

Alice sits to catch her breath...

...and the couch comes alive, unfolding around her.

ALICE

AAAAH!

She jumps up as two slit-like eyes, sharp mandibles, and dozens of pairs of legs appear. It's the CATERPILLAR, and though we never see all of him in the dim light, he's monstrously inhuman, semitranslucent and grub-like.

Catching Alice, he pulls her close. She cringes away.

CATERPILLAR

(hissing)

Who are you?

ALICE

Alice! It's Alice.

CATERPILLAR

Alisssssssssss?

(beat)

I knew an Alissss onccccc.

ALICE

It is me. I'm back.

Glazed eyes study her carefully.

CATERPILLAR

Perhapssssssss.

(beat)

Perhapssss not.

ALICE

I need your help. I have to see the Queen. Is it true you can open any door?

Simultaneously releasing her onto the sofa and lifting a hookah, he sits back and draws a breath of smoke.

CATERPILLAR

Not every door should be opened.

ALICE

I have to...

CATERPILLAR

Shhhhh. Everyone here has troubles. We're all waiting for a better day. Until it comes, I give them what they need. Sssssmoke?

He offers her the hookah. She shakes her head, frustrated.

ALICE

I need answers.

The Caterpillar leans close.

CATERPILLAR

What if the answers aren't what you want to hear? Could you face it, knowing you're just another crazy person locked up for doing terrible things?

Alice looks like she's just been slapped.

ALICE

Is that true?

Hitting the hookah, he exhales a huge breath of smoke directly at her.

Alice coughs, squinting, waving it away, but as it clears, she finds she's no longer at the Caterpillar's but she's...

INSERT - INT. ALICE'S HOUSE - THE PAST - NIGHT

The hall is filled with smoke as she stumbles forward, trying to see.

Passing a mirror, Alice turns, catching her reflection: she's seven years old *and spattered in blood*.

Both Alice and her reflection raise their hands to their faces in disbelief...

ALICE

Oh God...

Her reflection suddenly darts away, leaving Alice standing alone in the clearing smoke as...

RETURN TO SCENE

...she finds herself back with the Caterpillar.

ALICE (cont'd)

What was that? What does it mean?

CATERPILLAR

(shrugs)

Only the Queen knows the truth in Wonderland. Everyone else is in the dark.

ALICE

Can you get me to her?

Smiling, he blows smoke at her again.

CATERPILLAR

Maybe it's better to just relaxsss.
Maybe you don't want to bother.

Alice steps back, sitting heavily as she bumps into the couch behind her.

ALICE

Maybe I don't want to bother.

CATERPILLAR

That's right. You can stay here.

It seems like such a good idea.

ALICE

Right here.

Alice smiles, nodding off as the sound of A TRAIN PULLING UP echoes in from the station.

She glances out sleepily and sees Tweedle-Dum and Tweedle-Dee step off a train and start across the platform straight towards her.

Suddenly adrenaline is coursing through her veins.

Jumping up, she slams the door and bolts it, then smashes the hookah and turns on the Caterpillar, pressing a long shard of broken glass into his fat neck.

ALICE

How did they find me?

CATERPILLAR

I had no choice! The Hatter...

ALICE

Shut up!

(beat)

You're going to get me in to see the Queen!

CATERPILLAR

I can't!

ALICE

You can open any door in Wonderland.

He looks at her, confused. Then smiles.

CATERPILLAR

I can open any door. But it's up to you to walk through it.

There's POUNDING on the door.

She jabs him with the glass.

ALICE
No more riddles.

CATERPILLAR
I'll make you a key!

Turning up a light, the Caterpillar reveals this room is actually a pharmacy, the shelves filled with drugs.

Suddenly his many arms are in motion, reaching to grab different jars and ingredients, mixing, measuring, compounding and cooking.

Alice steps back, watching him work but...

BOOM! A heavy kick on the door. The Caterpillar looks over nervously.

ALICE
Keep working.

She braces the door with her foot as the Caterpillar pours a thick syrup into a mold.

BOOM! Another blow against the door.

CATERPILLAR
Picture in your mind what you want
most. Concentrate. And blow.

Like a birthday wish, Alice closes her eyes, blowing on the mold.

BOOM! The door bucks but holds.

The Caterpillar cracks open the mold revealing a gold key.

CATERPILLAR (cont'd)
This is *your* key. *The* key to
everything.

BOOM! The door starts cracking. Pulling her away, he leads her to a door at the back, stringing up the key and putting it around her neck.

CATERPILLAR (cont'd)
If you make it to the castle, you're
in the Queen's hands.

ALICE
Thank you.

Alice ducks out as the far door bursts open and the twins charge through the dispensary, pushing past the Caterpillar and barreling after her.

As they clear the room, there's a perfunctory KNOCK and Doyle walks in.

James looks up from where the Caterpillar was sitting and though it's the same space and ~~there has been no cut~~ we're...

INT. HOSPITAL - DISPENSARY - NIGHT - CONTINUOUS

DOYLE

I'm looking for Alice.

James stares at him with glazed eyes.

DOYLE (cont'd)

Alice. Do you know where she is?

JAMES

No, sir.

DOYLE

Where do you think she is?

JAMES

I don't ask questions.

DOYLE

But you hear things, don't you?

James hesitates. Doyle pulls out a penlight, shining it into James's eyes, examining his dilated pupils.

DOYLE (cont'd)

I hear things too.

James pushes away the light.

JAMES

She's missing, that's for sure.
Some people say she escaped. Some
say she's in Wonderland.

Doyle turns and walks out, leaving James calling after him...

JAMES (cont'd)

This is a good job, Dr. Doyle.

...then glazes over...

JAMES (cont'd)

Good job.

INT. NEW STATION - DAY - CONTINUOUS

Alice charges through the station, running all out.

The twins chase after her, cutting her off from the exit, forcing her to the far end.

The train still stands at the platform, blocking the tunnel, but Alice squeezes into the narrow gap between the wall and the front of the train.

The twins charge after, hitting the gap just behind her, but it's too small. They can't fit through.

INT. SUBWAY TUNNEL - CONTINUOUS

Alice runs up the tracks. Charging through a pool of light spilling down from above, she stops and backtracks.

Looking up reveals a long access shaft to the surface studded with iron rungs.

EXT. WONDERLAND - CHESS BOARD - DAY

Pushing open a grate, Alice climbs out onto the blackened ground.

But just to her left the ground is a chalky white.

Looking around, Alice realizes that she's standing in the middle of a giant chess board, the squares fifty feet on a side.

The ground is littered with weapons, armor, *and the skeletal remains of men and horses*. A terrible battle has been fought here.

The Queen's castle stands on a hilltop above the field, its shattered spires rising against the dark sky like broken bones.

Alice stares, but her reverie is broken by a SHARP CLANG echoing up from the subway.

Wrenching a sword from the skeletal grasp of a long-dead knight, Alice hurries toward the castle.

As she makes her way forward, THE CAMERA RISES, HIGHER AND HIGHER, and soon we have a bird's-eye view of the chessboard battlefield, and then all of Wonderland, until we REVEAL...

EXT. MAP ROOM - CONTINUOUS

...the Hatter, his hand bandaged and bloody, staring down malevolently at Alice making her way towards the Queen.

EXT. CASTLE GATE - DAY

Picking her way through the broken terrain of shattered boulders, Alice approaches a tall, solid, iron gate in the enormous wall surrounding the castle.

She pounds on the gate with the heavy hilt of the sword:
BOOM! BOOM! BOOM!

Nothing.

Alice steps back, looking up for any sign of life.

ALICE
Hello? Anyone there?

Then she sees it... a keyhole.

Pulling out the Caterpillar's key, Alice slips it in.

But the key doesn't fit.

She tries it again, but it's clearly wrong.

She can't believe it.

Suddenly an eerie, warbling voice echoes out from the broken landscape.

DISTANT VOICE (O.S.)
AHHH-LEEEES!

Fearful, she spins, looking off into the maze of rocks.

There's nothing to be seen.

DISTANT VOICE (O.S.) (cont'd)
AAAAAH-LEEEES!

Leading with the rusty sword, Alice nervously makes her way back into the rocks, moving stealthily toward the sound.

Just ahead, two hulking figures crouch, facing away from her: TWEEDLE-DEE and TWEEDLE-DUM.

TWEEDLE-DUM
AH-LEEEES! WHERE AAAARE YOOOOOU?

His voice is strangely distorted.

Finally with the advantage, she creeps toward the twins, raising her sword and...

CLUNK! She runs into some INVISIBLE WALL and bounces off, stunned.

The twins turn around, bursting into DISTORTED LAUGHTER, slapping the glass wall and waving good-bye.

Alice looks around, feeling left and right, *realizing she's walked into a giant glass jar.*

Suddenly her world turns on end and she's thrown against the glass. The twins disappear and her surroundings blur...

EXT. MAP ROOM - CONTINUOUS

The Mad Hatter stands at the railing, raising the tiny glass jar tied on the end of a long string. He peers inside at Alice, *who's trapped like a bug.*

MAD HATTER

Yes!

Inside, Alice desperately pounds the heavy hilt of her sword against the glass: TINK, TINK, TINK...

Suddenly a CRACK appears.

MAD HATTER (cont'd)

No...

INT. BOTTLE - CONTINUOUS

Alice raises the sword again, swinging at the cracked glass wall and... CRUNCH!

EXT. MAP ROOM - CONTINUOUS

The Hatter desperately grasps at the shards of glass...

MAD HATTER

No!

...but they fall back toward the Queen's castle.

EXT. CASTLE - CONTINUOUS

Hurtling from the sky, Alice falls *inside the castle wall*, splashing into the moat, giant shards of glass slamming into the water all around her.

Crawling from the water, she glances fearfully at the sky and runs to the castle door, throwing herself against it.

The door gives, swinging wide with a horrible CREEEEEEEEK... and a cold breeze washes over Alice, sending her into shivers as she stares into the dark interior.

INT. CASTLE - CONTINUOUS

It's black as a cave and there's no way to tell just how big this space might be. There's nothing to be seen, save for a lone patch of light in the distance.

Afraid of what's before her, but even more scared of what's behind, Alice steps inside.

Walking forward, the patch of light grows larger and furniture and walls become visible.

INT. QUEEN'S DRESSING ROOM - DAY

Alice steps from the darkness into this luxurious bedroom suite and stops, looking around.

THE QUEEN (O.S.)
Come closer, Alice.

Across the room a FIGURE stands silhouetted behind a screen, dressing before a mirror.

Alice approaches cautiously. On a table beside the screen are a GLASS EYE, FALSE TEETH, and a filigreed metal MASK.

ALICE
Your majesty?

A hand reaches out, taking the glass eye... then the teeth.

THE QUEEN (O.S.)
It must have been very difficult
for you to get here.

Alice moves closer, staring, riveted.

ALICE
It was.

THE QUEEN (O.S.)
I don't like to see anyone anymore.
I find it... difficult.

Through gaps in the screen, we catch *horrible glimpses of the Queen's rotted face* in the mirror. She's suffering from the same decay as the rest of Wonderland.

THE QUEEN (O.S.) (cont'd)
It pains me. The losses. The decay.

Alice struggles to keep her fear in check.

ALICE
Is it true that you know about what
really happened in my past?

The Queen reaches out and picks up the mask.

THE QUEEN (O.S.)
I always knew this day would come.
That you would stand before me and
want to know.
(beat)
Yes. It's true. I have your
memories safely tucked away, just
as you gave them to me.

Abruptly, she steps from behind the screen. She's a short, heavy-set figure, wielding a scepter. The top half of her face is covered by the mask, but around the edges, the rot and decay is still visible.

THE QUEEN (cont'd)
Would you like them back?

Alice hesitates.

THE QUEEN (cont'd)
Would you like to finally know the
truth about your family?

She looks Alice over critically.

ALICE
Yes.

The Queen takes Alice's hand, leading her to a small table on which rests a single playing card.

Alice stares at the face-down card, nervous.

THE QUEEN
Go ahead. Pick it up.

She takes the card.

THE QUEEN (cont'd)
Look at it.

Alice hesitates, glancing at her in fear.

THE QUEEN (cont'd)
(coldly)
I said, LOOK AT IT!

Alice turns over the card and...

Suddenly her mother stands before her along with her little sister. We're...

INSERT - INT. BURNING CORRIDOR - THE PAST - NIGHT

Alice's mother looks at Alice in fear, the color draining from her face.

ALICE'S MOTHER
(horrificed)
What have you done?

Before her stands young Alice, spattered in blood, staring up at her eerily.

She protectively pulls Alice's little sister behind her.

ALICE'S MOTHER (cont'd)
FOR GOD'S SAKE, WHAT HAVE YOU DONE?

RETURN TO SCENE

The card falls from Alice's hand, dropping to the floor.

ALICE
No...

THE QUEEN
They said we weren't real and you
murdered them in cold blood. Burned
them alive.

She advances on Alice.

THE QUEEN (cont'd)
You brought ruin to Wonderland.
You did this to me! *You did this
to all of us.*

Alice stares in shock, her world crumbling.

ALICE
No...

The Queen swings her scepter, connecting hard, sending Alice sprawling.

THE QUEEN
You're a killer.

WHACK! She delivers a brutal kick to Alice's ribs.

THE QUEEN (cont'd)
You're sick!

WHACK! She kicks Alice again.

THE QUEEN (cont'd)
And you should never see the light
of day!

The Queen grabs Alice, pulling her up, face to face.

THE QUEEN (cont'd)
Say it. Say, "I am a killer!"

Alice meets her gaze, her dirt covered face streaked by tears.

ALICE
I'm a killer.

THE QUEEN
That's right.

The Queen drops her like a bag of garbage and Alice completely breaks down, collapsing into sobs.

THE QUEEN (cont'd)
You will be beheaded at first light!

She claps her hands.

THE QUEEN (cont'd)
Hatter!

The Mad Hatter suddenly appears from the darkness, bows low and kneels before the Queen.

THE QUEEN (cont'd)
You shall be the executioner.

MAD HATTER
Thank you, your majesty!

Crawling to her knees, Alice looks up at the Hatter in horror. He flashes her a wink.

THE QUEEN
And Wonderland will be rid of Alice
once and for all!

ALICE
NO!

The Queen delivers a final kick, flipping Alice onto her back, unconscious.

THE QUEEN

Take her away.

As the Hatter closes in, WE TRACK INTO ALICE'S DILATED PUPIL...

INT. HOSPITAL - OPERATING ROOM - CONTINUOUS

...and PULL BACK out *REVEALING* Alice on a steel operating table in her hospital gown, unconscious.

A team of half-seen figures prep for surgery, laying out scalpels and swabs, testing bone saws and drills.

Watching over the team is Nurse Rose. She pulls on a surgical mask, *suddenly looking strikingly like the Queen.*

CLOSE ON ALICE as a SAW SCREAMS TO LIFE. She jolts awake, REVEALING we're no longer in the operating room but are...

INT. DUNGEON - CELL - NIGHT

Alice painfully sits up, finding herself on the floor of this dark cell lit by a single bare bulb.

There's a toilet and sink like her cell in the hospital, but the other walls of this space are lost in darkness.

A dirty, child-sized mattress lies on the ground beside her, and the wall is covered with a little girl's crayon drawings of Wonderland.

Suddenly there's a NOISE off to one side.

ALICE

Who's there?

She gets up, afraid. *A figure moves at the edge of the darkness.* Alice springs forward.

Fighting her way back into the light, *she drags out the little Wonderland girl from the hospital, who fights like a wild animal.*

ALICE (cont'd)

Stop! I'm not going to hurt you.

The little girl settles, breathing heavily, looking down, hiding, as always, behind her hair.

ALICE (cont'd)

That's better.

Kneeling to her level, *Alice braces herself for the horror of Wonderland's decay* as she gently pushes back the little girl's hair to see her face for the first time.

Gasping in shock, she falls back stunned, and WE SEE...

...it's her. The little girl from Wonderland is the childhood Alice. She's hollow-eyed and thin, with wild unkempt hair, but she's the same young Alice we've seen in all the flashbacks to the past.

ALICE

You're me.

Alice is reeling.

ALICE (cont'd)

How...

LITTLE GIRL

I live here.

ALICE

The Queen keeps you prisoner?

LITTLE GIRL

For years and years. Much longer than I've been alive. Ever since...

ALICE

The fire.

The little girl nods. Alice sits back, exhausted and broken.

LITTLE GIRL

Are you okay?

ALICE

I killed my family.

The girl looks at her with genuine curiosity.

LITTLE GIRL

Do you feel like a killer?

Alice's hatred boils up.

ALICE

I want to kill them all! The Queen, the Hatter, the twins.

The little girl leans close, whispering eerily...

LITTLE GIRL
You should! They've been awfully
wicked to you.

But Alice's anger fades.

ALICE
I'm not sure this is even real.

LITTLE GIRL
Don't be silly. You're our only
chance. You have to save us. And
Wonderland. And stop the Queen!

ALICE
She's going to cut off my head.

LITTLE GIRL
You can't just give up.

ALICE
It's what I deserve.

They sit in silence, Alice retreating into herself, folding
her arms across her chest...

...where she discovers the Caterpillar's gold key.

LITTLE GIRL
The Queen has a key like that.

Alice stares at her...

ALICE
What?

The girl nods.

ALICE (cont'd)
What does it go to?

The little girl hesitates...

LITTLE GIRL
I can show you.

Producing a teaspoon, the little girl sticks it in a crack
in the wall and pries out the edge of a heavy stone block,
working it back and forth until it slides free.

Wriggling into the black hole, her voice echoes back...

LITTLE GIRL (cont'd)
Come on!

Alice nervously peers into the hole, then squeezes in after.

INT. HALL - CONTINUOUS

Alice climbs to her feet. The little girl takes her hand, leading her down this dungeon hall.

Rounding a corner, they stop beneath a flickering light.

A rusted iron door stands before them.

LITTLE GIRL

(fearful)

It's here.

Grabbing the door, Alice pulls it open with a terrible SQUEAL of metal as flakes of rust fall from the hinges.

INT. EMPTY CELL - CONTINUOUS

A lone object stands in this room, lit only by the flickering light from outside. *It's the armoire from Alice's childhood in which her father locked away all her Wonderland toys the night he died.*

ALICE

My God...

The little girl steps back, frightened, but Alice approaches this perfectly preserved object from her past.

Staring in awe, she draws forth the key the Caterpillar gave her. *The key to everything.*

It turns in the lock with an easy CLICK.

Alice swings open the doors, revealing a bare closet...

...and a set of stairs going down, disappearing into darkness.

A stale breeze blows out and Alice steps back in fear.

ALICE

What is this?

The little girl stares in terror, unable to pull her eyes from the black hole before her.

LITTLE GIRL

There's something down there...

(beat)

Something terrible.

ALICE

What?

But the little girl just shakes her head in fear.

Staring into the darkness, Alice makes a decision. She grabs the girl's hand.

ALICE (cont'd)
Come on.

LITTLE GIRL
No!

ALICE
I won't leave you behind.

Freaking out, the girl digs in.

LITTLE GIRL
No, please!

She fights and kicks, but Alice drags her down the stairs.

INT. ROUGH TUNNEL - NIGHT - CONTINUOUS

Pulling the girl behind her, Alice makes her way through this rough tunnel.

Strange DISTORTED ECHOES are audible in the distance. Alice pauses, sniffing the air.

ALICE
Smoke.

LITTLE GIRL
We have to go back!

ALICE
No.

The passage begins to widen, changing from stone to a finished, painted hallway, heavy with smoke.

Wrenching away, the little girl breaks free and runs.

ALICE (cont'd)
Come back!

Alice chases after her through the smoke and into a room.

INT. LIBRARY - NIGHT - CONTINUOUS

A vaulted ceiling arches over this beautiful room. Lamp-lit tables line the perimeter and a warren of bookshelves stretches out across the sunken center of this big space.

Stunned, Alice turns... but behind her is now solid wall.

WOMAN'S VOICE (O.S.)
(calling out, worried)
Alice?

Across the room Alice sees the little girl duck beneath a cloth-draped table.

As she hurries over, her pajama-clad MOTHER and FATHER run in, stopping short at the sight of the smoke.

Alice pales, stunned at the sight of her parents.

ALICE'S MOTHER
My God, it's on fire!

ALICE'S FATHER
Where's the baby-nurse?

ALICE'S MOTHER
She's off tonight.

ALICE'S FATHER
Get Lori!

Her mother dashes out.

ALICE
(whisper)
Mom?

Alice stands, tears in her eyes, reeling at the sight of her parents.

This is the past. We're in Alice's childhood home.

ALICE (cont'd)
Dad?

But he can't hear her as he casts about for young Alice.

ALICE'S FATHER
Alice?

Ducking under the cloth-draped table, Alice finds her young self. But it's no longer the wild-haired, hollow-eyed version she dragged out of Wonderland: this is neat and tidy YOUNG ALICE who we've seen in all the flashbacks.

ALICE'S FATHER (O.S.) (cont'd)
Alice, come out honey. I'm not
mad. We have to get out.

His legs stride right past the table, but young Alice doesn't move.

Alice starts to reach for her, but suddenly...

ALICE'S FATHER (O.S.) (cont'd)
WHAT ARE YOU DOING?

There's a CRASH and the sound of BREAKING GLASS.

ALICE'S FATHER (O.S.) (cont'd)
ARE YOU INSANE?

Suddenly WHACK, WHACK, WHACK: horrible dull impacts on flesh.

WHAM: a body hits the ground right in front of young Alice, her father's face inches from hers, a rivulet of blood running down his forehead.

Spilling from his hand is the broken pocket watch, its fractured face forever frozen at 12:21.

ALICE'S FATHER (cont'd)
Alice...

Young Alice GASPS, reaching out to her father as...

THWACK! A fireplace poker strikes him again, the death blow spattering her with blood.

Suddenly the cloth is yanked from the table by the unseen assailant and young Alice bolts. She runs all out, not looking back, plunging into a...

INT. SMOKE-FILLED CORRIDOR - CONTINUOUS

...and races down this hallway.

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

Following the cry, she ducks around a corner and finds her mother and little sister pushing through the smoke.

ALICE'S MOTHER (cont'd)
Oh thank God...

Seeing her daughter spattered in blood, she stops cold, the color draining from her face as she pulls Alice's little sister protectively back.

ALICE'S MOTHER (cont'd)
What have you done?

Alice freezes like a deer in the headlights as hysteria spills into her mom's voice.

ALICE'S MOTHER (cont'd)
FOR GOD'S SAKE, WHAT HAVE YOU DONE?

Alice backs away in fear, turning to see...

...a terrible figure behind her. *Scarlet-clad and carrying a bloody poker, THE QUEEN strides toward them.*

Alice's mother pulls her close, and we realize she wasn't talking to Alice at all.

ALICE'S MOTHER (cont'd)
Why? Why?

THE QUEEN
Because I can.

Raising the poker, the Queen comes straight at them, backing them out of the hallway and into the...

INT. LIVING ROOM - CONTINUOUS

Here the fire rages, flames climbing the walls. It's immediately recognizable as the room where the movie began.

Clutching her girls, Alice's mother turns and runs, ducking into a corridor...

INT. BURNING CORRIDOR - CONTINUOUS

...but the ceiling collapses just ahead, filling the hall with flame.

Turning back toward the living room, they find the Queen standing in the doorway, blocking their way.

ALICE'S MOTHER
Please, no!

They run forward and the Queen swings closed the door.

But with a final push, Alice's mother shoves Alice through as the door slams shut.

INT. LIVING ROOM - CONTINUOUS

Locking the door, the Queen turns to young Alice sprawled on the floor, and WHAP, clobbers her across the head with the poker, dropping her cold.

Retrieving a can of gas, the Queen douses the door. Throwing a match, she sets it ablaze and stalks from the room.

Stirring, Alice sits up, dazed.

ALICE'S MOTHER (O.S.)
Alice? Alice! Can you hear me?

YOUNG ALICE
Mom!

ALICE'S MOTHER (O.S.)
Open the door, honey!

Alice approaches the door, but the flames are too hot.

YOUNG ALICE
I can't!

ALICE'S MOTHER (O.S.)
You have to open the door Alice!
Oh God!

Crying, she grabs the door handle, but it's searing hot,
burning her hand.

YOUNG ALICE
Ahhhhhh!

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

Blinded by the heat, she staggers back, falling beside the
gas can and matches.

It's exactly where we found her in the opening.

ALICE'S MOTHER (O.S.) (cont'd)
Please, God, Alice, unlock the door!

AND WE REVEAL OUR **ADULT ALICE**...

*...standing off to one side, tears running down her cheeks,
watching her YOUNG SELF in front of the burning door.*

*She rubs the old burn scar on her own hand, finally
remembering.*

SOUND FADES as we TRACK IN on Alice.

Backed by flames, HER PULSE rises in her ears until its
POUNDING fills her whole world.

Tearing her gaze from her seven-year-old self, she looks to
the doorway where the Queen disappeared.

Furious, she charges after her.

INT. BURNING HALL - CONTINUOUS

Struggling through the fire, Alice reaches the back stairs, but they're blocked: the smoke and flame are just too thick.

Coughing, stumbling back, she crouches by a window for air. Two stories below, she sees the Queen outside, stalking away from the house without a backwards glance.

Gasping a deep breath, Alice fights her way back up the burning hall, but it's too much; she's not going to make it.

Desperately shouldering open a door, she stumbles through.

INT. GUEST ROOM - CONTINUOUS

There's no exit.

Alice shoves a pillow against the crack of the door, but casting about, there's nothing else. Just a bed, table, dressing mirror, lamp, and bureau.

Alice tries to calm down, closing her eyes, concentrating.

ALICE

This is the past. This is not real.
I need to wake up.

Opening her eyes, she's still in the room. But now the dressing mirror reflects something very different than Alice, who stands before it.

It's Alice as well, but she lies with her eyes closed on a cold steel table.

It's not a reflection at all.

Stunned, Alice approaches the mirror, staring, as WE PUSH PAST HER INTO...

INT. HOSPITAL - OPERATING ROOM - DAY - CONTINUOUS

Alice lies unconscious on the table as Nurse Rose hangs another IV. Hatfield and an ANESTHESIOLOGIST prep. A SURGICAL ASSISTANT readies electric clippers.

Suddenly Doyle walks in, staring at Alice unconscious on the table.

HATFIELD

We're sterile here.

DOYLE

What do you think you're doing?

Hatfield looks at him icily.

HATFIELD
You've been removed from this case.
Get out.

Doyle looks him in the eye. He's not going anywhere.

DOYLE
No.

HATFIELD
Excuse me?

DOYLE
I won't allow this.

HATFIELD
Now you listen to me...

DOYLE
I'm taking her out of here.

Furious, Hatfield rounds the table towards him.

Doyle grabs a scalpel from a tray.

Incredulous, Hatfield steps back.

HATFIELD
Call security.

Shoving the anesthesiologist out of the way, Doyle pulls Alice's IVs.

But behind him, Nurse Rose closes, syringe in hand.

INT. GUEST ROOM - NIGHT - CONTINUOUS

Watching the action unfolding around Doyle, Alice reaches out to touch the mirror, *but her hand passes right through it.*

Bracing herself, she grabs the edges of the frame.

In the mirror, Rose stabs Doyle in the shoulder with the syringe...

DOYLE
AAAAH!

...as Alice leaps forward through the mirror and...

INT. HOSPITAL - OPERATING ROOM - DAY - CONTINUOUS

...sits bolt upright on the operating table, startling everyone in the room.

ANESTHESIOLOGIST

What the hell?

Alice catches Rose's hand before she can push the plunger of the syringe.

Doyle stumbles back, the needle pulling free, but Hatfield rounds the table, grappling Alice from behind, pinning her arms at her sides.

Rose stabs the syringe into Alice's thigh...

...but Alice kicks off, slamming backwards into the wall with Hatfield taking the brunt of the impact and the full syringe still stuck in her leg.

Hatfield hits the floor as Rose scrambles after Alice.

But Alice yanks the needle free *and jabs it into Rose's neck*. Rose freezes.

NURSE ROSE

Wait...

Alice gives her the juice, sliding the plunger home.

Nurse Rose's eyes roll back into her head and she slumps to the ground.

Back on his feet, Hatfield charges forward, but Doyle steps between him and Alice, scalpel ready.

Together they back past the shocked anesthesiologist and the cowering surgical assistant, and out of the OR.

Grabbing restraints from a gurney, Alice wraps the handles of the double doors as...

BANG! Hatfield slams into the windowed doors, knocking Alice back, but the restraints hold, trapping him inside.

Standing a foot away from Alice and Doyle, he looks at them calmly through the wired glass...

HATFIELD

Think Doyle. This is your career.

DOYLE

She was right about you.

HATFIELD

You have no idea what you're talking about.

DOYLE

I have your surgical notes and her CAT scan. What you were going to do is butchery.

HATFIELD

I'm a pioneer. My work has helped thousands.

DOYLE

You were going to kill her.

(beat)

I already called the AMA.

An icy silence fills the void between them.

HATFIELD

You shouldn't have done that.

Hatfield lifts a phone from beside the door.

Together Alice and Doyle back away and take off, running up the hall.

INT. MEDICAL HALL - DAY

Alice and Doyle burst out of a stairwell, looking around.

DOYLE

(at a loss)

I can't believe this is happening.

(beat)

You saved me.

ALICE

We saved each other.

Suddenly ALARMS sound. FOOTSTEPS RISE down the hall.

Alice tries the door they just came through: locked.

DOYLE

They're locking it down.

ALICE

This way.

She takes off and Doyle chases her up the hall.

INT. SECURITY STATION - DAY

Alice peeks around the corner to the main ward's security station where the desk orderly sits on guard.

DOYLE

Why are we...

She rounds the corner.

The orderly looks up, shocked to see her on the wrong side of the glass.

He reaches for his baton, but Alice grabs a coffee pot and... SMASH! He hits the floor.

Through the observation window, several inmates go berserk, cheering the sudden violence.

Glancing up at the security station's bank of video monitors, she sees orderlies and staff hurrying everywhere, and Hatfield striding down a hall.

Alice punches the button, a BUZZER SOUNDS, and the ward door swings wide.

DOYLE (cont'd)

What are you doing!

He jumps back as patients break from the ward, LAUGHING and SHRIEKING.

DOYLE (cont'd)

This is only going to make it worse for us.

ALICE

Do you think Hatfield's going to let either of us out of here alive? We have to escape. It's the only thing that matters.

Before Doyle can respond, Monty bursts out of the ward, bee-lining for Alice.

MONTY

Mary? Is it time?

ALICE

(more to Doyle)

It's time, Monty.

He dances from foot to foot, unable to contain himself.

MONTY

It's TIME!

INT. RECEPTION AREA - DAY

Hatfield faces a half-dozen orderlies with riot shields and helmets.

HATFIELD

The floor is locked down, but we still have staff in there. Take your time and do it right. We want no unnecessary injuries.

The orderlies prep their gear and Hatfield moves to one side where Dodgeson and White stand ready.

HATFIELD (cont'd)

You get her and you get Doctor Doyle. I don't care what it takes. You understand what I'm saying?

The two orderlies grin.

DODGESON

Yes sir.

INT. CHAOTIC CORRIDOR - DAY

As ALARMS BLARE in the background, Alice, Doyle and Monty turn into this chaotic corridor where a doctor and nurse wrestle down one patient as others run by SHRIEKING.

BOOM! The double doors at the far end of the hall fly open and Hatfield's phalanx of orderlies moves in.

DOYLE

Look out!

They quickly double back, but Dodgeson and White see Alice and Doyle and start shoving through the chaos after them.

Alice runs, leading the way down a new hall, cuts through a lab and takes a right, arriving at the dispensary door: locked. She pounds on it frantically.

DOYLE

Open up, it's Doctor Doyle!

Nothing. Alice turns to Monty.

ALICE

Break it down.

He raises a huge foot and...

INT. DISPENSARY - CONTINUOUS

BOOM! The door smashes in and they duck inside.

Alice pushes the door shut, just as the orderlies round the corner at the end of the hall.

James sits off to one side, watching them with glassy-eyed detachment. He smiles vacantly.

JAMES

Alissss...

ALICE

You have to help us get out.

JAMES

We're locked down. Might as well just relax.

(holding out a bottle)
Demoral?

She catches his arm.

ALICE

I know you can help us. You can open any door in Wonderland.

Doyle looks at her, confused, but James weighs it, trying to decide.

JAMES

Hatfield... He's the only reason I have this job.

ALICE

He never has to know.

She looks him in the eye.

ALICE (cont'd)

If we don't get out of here, we're going to die.

The moment stretches out between them.

INT. BACK CORRIDOR - DAY

With the sounds of a RIOT ringing in the background, James leads Alice, Monty and Doyle out the back of the dispensary.

Unlocking a mechanical room beside a bank of elevators, he ushers them inside.

INT. MECHANICAL ROOM - CONTINUOUS

Lifting a steel panel set into the floor, James reveals a ladder descending into darkness.

JAMES
This'll get you out.

MONTY
Alice?

She looks at him in surprise.

ALICE
You remembered my name.

He shifts, nervous, hesitating.

MONTY
Can't go, Alice. Mary says I have
to stay. Not safe. I might... be
bad.

She smiles, a little sad.

ALICE
You sure?

He nods. She fixes James with a serious look.

ALICE (cont'd)
You don't let anyone hurt him.
Promise me.

JAMES
I'll keep big man safe.

He hands her a flashlight. Alice gives Monty a quick hug and she and Doyle start down.

INT. ELEVATOR SHAFT - DAY

Reaching bottom, Alice CLICKS on the light revealing the building's foundations and a creepy arching tunnel.

INT. TUNNEL - CONTINUOUS

Doyle and Alice stick close, nervously listening to the ECHOING SOUNDS of the dark space.

Like magic, a set of tracks appears before them.

INT. SUBWAY STATION - DAY

They climb up onto an empty subway platform just like the station where she discovered the Caterpillar.

Making their way to the stairs, they ascend into burning sunlight...

EXT. MANHATTAN - CONTINUOUS

...emerging onto a street corner surrounded by skyscrapers.

DOYLE

Yes!

Bathed in sunlight, Alice closes her eyes, tasting freedom.

Behind her, SIRENS RISE and two police cruisers pull up in front of the hospital just down the street.

Grabbing Doyle, she turns her back on the cops and starts quickly walking away.

DOYLE

Wait. We need to go to the police.

ALICE

I'm an escaped mental patient.

DOYLE

We'll explain...

ALICE

What? It'll be your word against his with me in his custody.

Doyle realizes she's right.

DOYLE

Why is this happening? Why you?

ALICE

He's the Hatter. You were right about my memories being in Wonderland. I was there! *I remember it all.* It was the Queen who started the fire and killed my family.

Doyle stops walking and turns to face her, visibly upset.

DOYLE

You were in Wonderland?

ALICE

Yes.

DOYLE
With the Queen?

Pulling aside her collar, she shows him where the Cat wounded her shoulder.

ALICE
See, I got hurt. It was the Cheshire Cat.

DOYLE
Alice. You've been right about a lot, but I think that deep down, you know Wonderland's not real.

ALICE
I think deep down, you're afraid it is! I'm not your patient anymore. It doesn't matter if you believe me or not!

DOYLE
I do believe you... in a way. But who's the Queen? Who else could have been there that night?

And then it hits her...

ALICE
My sister had a nurse.

Doyle's stunned.

DOYLE
What? Who was she?

ALICE
I don't know...

She freezes as a police car in the street beside her slows to a crawl, looking them over.

DOYLE
It's fine. You're my patient. We're just taking a walk.

Doyle puts an arm around her and starts walking.

COP (O.S.)
Please approach the car.

They stop, hesitating.

DOYLE
Officer...

Suddenly Alice bolts.

The cops spring from their vehicle.

Cut off, Doyle runs the other way.

EXT. ALLEY - CONTINUOUS

Alice tears into a narrow alley, running all out, dodging piles of trash and debris.

Passing a dumpster, she ducks back and squeezes underneath, pulling trash up behind her.

Pulse pounding in her ears, she lies waiting as the cops pound past.

EXT. SKETCHY STREET - DAY - LATER

Alice hurries up this sketchy, empty street, alone and scared, trying to get her bearings in the big city.

Up ahead, a figure wearing a top-hat rounds the corner.

But it's just a bum. He stumbles on by without giving her a second glance.

Calming down she steps into the street...

SCREEEEEECH! A car skids to a halt, just missing her.

As the driver screams at her, Alice stumbles to the far sidewalk and takes off running.

INT. INSTITUTION - DAY

The KINDLY NURSE escorts Doyle through the pleasant institution from the opening, and over to Alice's old DOCTOR.

DOYLE

Thank you for seeing me...

EXT. UPPER EAST SIDE - NIGHT

Alice walks along, scrutinizing houses.

Stopping, she stares down at the sidewalk. Pressed into the concrete is a little girl's handprint and name: "ALICE."

Looking up, she's standing before Eleanor's brownstone.

Hurrying up the stairs she pounds on the door.

Eleanor opens up, staring at her niece in confusion.

ELEANOR
Alice? My God...

ALICE
I need your help.

Alice pushes past her.

INT. FOYER - CONTINUOUS

Inside, the place is beautiful, with a grand staircase and sumptuous decor. Eleanor stands back, fearful but concerned.

ELEANOR
How did you get here? Are you hurt?

In her family's home, Alice is suddenly overwhelmed with memory.

ALICE
I remember this. I used to play here...

INT. LIVING ROOM - NIGHT

This is the same space where the film opened, but it's been beautifully restored since the fire.

Alice wanders in with Eleanor following behind her. She stares in wonder at the objects from her past: furniture, knick-knacks, pictures of her parents.

One table is covered in photos of her, from her early years all the way up through now. There's also every letter and card she ever wrote to Eleanor.

Alice looks at her aunt in surprise. The old woman shrugs.

ELEANOR
You're the only family I have, dear.
(nervous)
You do feel... all right, don't you?

Alice offers her a comforting smile.

ALICE
I'm fine, now.
(beat)
I need to know about my sister's nurse.

Eleanor's confused.

ELEANOR
That's almost twenty years ago.

ALICE
Please. It's important. I have to
know where she is now.

ELEANOR
She died. Years ago. I think it
was a car accident.

ALICE
No. That can't be. Somehow she's
in league with Doctor Hatfield!

Eleanor doesn't know what to say.

Then something catches Alice's eye: *on one side of the room
stands the armoire from her past and from Wonderland.*

Stunned, Alice walks to it, running her hands across the
beautiful inlaid wood.

ELEANOR
Alice?

ALICE
I can't believe this survived.

Touching the knobs, she finds it unlocked.

Tentatively, Alice swings open the doors revealing...

...it's empty. Nothing but dust and old wood, with mirrored
panels on the inside of the doors...

...reflecting the Queen right behind her.

Freaking, Alice whips around, face to face with her aunt.

ELEANOR
Are you okay?

But Alice is reeling.

ELEANOR (cont'd)
What is it?

Her aunt is the Queen.

ALICE
It was you.
(beat)
You killed them.

Eleanor stares at her in shock.

ELEANOR
Alice, that's ridiculous.

ALICE
You burned my family.

ELEANOR
I loved your mother. I raised her.
When our parents died, I gave up
everything so she could have
opportunities. How could...

Alice grabs a poker from the fireplace.

ALICE
I remember what you did. And I'm
going to hear you say it.

Eleanor backs away.

ELEANOR
You're confused. Whatever it is
you think...

Alice snaps, leaping towards her, screaming...

ALICE
TELL ME WHY!

Eleanor cringes away, breaking.

ELEANOR
Once she married money, she didn't
need me. She had everything and
would only throw me scraps like a
dog!

Suddenly the doors crash open behind Alice and Doyle spills
to the floor as Dr. Hatfield walks in, flanked by White and
Dodgeson.

Eleanor scurries clear of Alice who whips around to face
the orderlies in stand-off.

HATFIELD
Guess who we found outside.

Eleanor looks at Hatfield in panic.

ELEANOR
What are we going to do?

Surveying the scene, Hatfield smiles.

HATFIELD

Dr. Doyle died a hero, trying to
stop your Alice from hurting anyone.

Alice and Doyle lock eyes: they're screwed.

Looking at Alice, Eleanor smiles bitterly.

ELEANOR

My only regret is that you didn't
burn with the rest of them.

HATFIELD

Eleanor, you might want to step out
now.

(beat)

Gentlemen.

Taking out batons, the orderlies close in, but Alice hurls
the poker at them as she and Doyle bolt out the back of the
room.

Sprinting down a short corridor with Dodgeson and White at
their heels, they duck into...

INT. GUEST ROOM - CONTINUOUS

Looking around, there's no way out.

DOYLE

Dammit!

BANG! The orderlies hit the door behind them and Doyle
throws himself against it.

Alice is still reeling.

ALICE

My aunt's the Queen, Doyle.

BANG! The door bucks again.

DOYLE

I know. When you turn twenty-five
next week, she loses control of
your trust. She paid Hatfield to
kill you. All her money, Alice...
it's yours.

BANG! The doorframe cracks. Doyle braces himself, holding
it closed.

Alice casts wildly around the room looking for something to
help them, but comes up empty.

ALICE
I'm not going back.

BANG!

DOYLE
Alice I really...
(beat)
I wish things had been different.

She smiles up at him.

ALICE
Me too.

BANG! The doorframe splinters. Doyle pushes Alice clear and takes a position beside it.

DOYLE
Run if you can.

CRASH! The door gives way and the orderlies burst in.

Doyle grabs Dodgeson's baton as it comes through, swinging him into a wall and wresting it from his grasp.

Shrugging off a glancing blow from White he swings back, catching him in the gut, doubling him over.

But Hatfield hits Doyle from behind, knocking him to the floor.

Dodgeson regains his feet, delivering Doyle a brutal kick. Then he turns on Alice, drawing a knife.

DOYLE
RUN!

Alice bolts for the door.

Dodgeson lashes out, cutting her side and drawing blood, but can't stop her escape.

Alice races down the hall.

HATFIELD (O.S.)
Get her!

She rounds a corner and takes the first open door.

INT. SITTING ROOM - CONTINUOUS

FOOTSTEPS pound up the hall outside.

Alice backs away from the door, into the dark room, utterly alone, terrified. She's going to die.

ALICE
(whisper)
*Wonderland is real. Wonderland is
real...*

The FOOTSTEPS approach... and PASS. Alice can't believe it.

...a hand grabs her shoulder from behind.

Stifling a scream, she whips around, desperately fumbling for a switch, suddenly bathing the room in light.

But it's empty...

*...except for a line of red crayon on the wall, leading out
another door.*

Alice is stunned.

INT. LONG HALL - CONTINUOUS

Following the red line, she quietly makes her way down this long hall, around a turn, and into the library.

INT. LIBRARY - CONTINUOUS

This vaulted room still has lamp-lit tables around the perimeter and a warren of bookshelves stretching across its center.

We've seen it before, during the flashback to the fire, but now it's decorated with an impressive collection of antiquities.

Alice follows the crayon past tapestries, armor, and pottery, to where it suddenly stops...

...at an oversized, heavy-bladed knife, mounted on the wall.

Alice grabs it. It fits her grip like they were made for each other.

Across the room, Hatfield, Dodgeson and White walk in. Alice ducks behind a reading table.

As they walk past a large mirror, *each of them is reflected not as themselves, but as their Wonderland counterpart: The Mad Hatter, Tweedle-Dee and Tweedle-Dum.*

Hatfield and the orderlies separate, moving in opposite directions around the perimeter of the room, closing in on her hiding spot from each side.

But Alice is gone.

Hatfield fingers a smear of fresh blood and nods towards the shelves.

INT. STACKS - CONTINUOUS

Alice pads silently forward, holding the knife ready as she creeps through the tall shelves rising around her like the walls of a maze.

WHITE (O.S.)

Ahhhhh-lissss.

She stops, scared, trying to hear where he is.

DODGESON (O.S.)

Ahhhhh-lissss. Where aaare yooooou?

He's on her other side.

She pulls a book from the shelf, peering into the next aisle...

...and ducks down as Hatfield walks past.

She freezes, back to the books as he peers through the hole, then disappears from view.

Alice hurries on, suddenly emerging into an open space in the stacks where a lone book sits on a table.

She approaches cautiously: the book is an old worn copy of "ALICE'S ADVENTURES IN WONDERLAND."

Unsure what to make of this, she flips it open.

On the page before her is an illustration of Alice - done in the style of the original book - peering down at a book on a table, while just behind her, Tweedle-Dee sneaks up to bash in her head with a club.

Alice jumps to the side as Dodgeson's blow brushes past, smashing into the table. He swings again, but Alice is already running into the stacks.

Dodgeson charges after her, not quite as nimble, crashing into the shelves, allowing Alice to gain some distance. But he pounds after her, turning right, left, right, and...

...suddenly draws up short: dead end.

Turning back, Dodgeson retraces his steps, *but arrives at the same dead end.*

Now it's creepy. He calls out, nervous...

DODGESON

WHITE?

...but there's no response.

He yanks several books from the shelf, trying to see out and get his bearings.

Bright daylight shines through.

Confused, Dodgeson squints, peering out.

DODGESON

What the hell...

CUT TO:

WHITE

making his way through the stacks. Suddenly there's a SCREAM and a TERRIBLE CRASH.

Hurrying forward, he ducks left then right and suddenly draws up short. The color drains from his face.

Dodgeson lies dead on the floor, crushed beneath the heavy bookshelf.

WHITE

Jesus.

Enraged, he charges back, escaping the stacks just in time to see Alice ducking out of the room.

INT. SPIRAL STAIRCASE - CONTINUOUS

Bursting from the library, baton ready, White finds Alice running up a long spiral staircase and disappearing through a small door at the top.

Pounding after her up the narrow stairs, he makes it to the top, breathing hard... *and something catches his eye.*

Bending down, he picks up a small mushroom crushed at the edge of the door. Holding it up, White looks at it closely.

Suddenly the door flies open and...

INSERT

Hatfield looks up sharply as White's SCREAMS echo through the house.

RETURN TO SCENE

White spills backwards, tumbling down the staircase head over heels, rolling and falling and CRUNCH!

Alice cautiously descends the stairs, stepping warily over White's splayed and broken body at the bottom.

INT. SECOND FLOOR LANDING - CONTINUOUS

Stepping out onto the landing, Alice whips around in fear as Hatfield turns a corner behind her.

But it's not Hatfield.

Making his way towards her, in top-hat and coat-tails, is the Mad Hatter.

Closing in, he reaches inside his coat pocket drawing forth a scalpel.

MAD HATTER

I want you to know, Alice, none of this is personal.

Standing her ground, Alice takes her hands from behind her back, revealing the long knife that dwarfs the Hatter's weapon. He stops, hesitating.

ALICE

It's personal to me.

MAD HATTER

I need to fund my research. People just don't understand how important it is! Sometimes, for the greater good, one has to break a few eggs.

Suddenly he lunges for her, but Alice lashes out and cuts a deep gash down his arm.

Gasping, he steps back.

ALICE

What? No stomach for surgery when the patient can cut back?

Furious he lunges for her again, but she manages to reward him with another deep cut.

Suddenly scared, the Hatter backs down the stairs with Alice following close.

MAD HATTER

Now Alice...

INT. FOYER - CONTINUOUS

Reaching the bottom, he turns, bolting for the front door.

Fumbling with the lock, he yanks it open and steps out into...

INT. FOYER - CONTINUOUS

The Hatter stands at a door in the back of the foyer, utterly confused by this impossibility.

Alice watches stunned... then smiles.

Ducking back through the door, he exits into...

INT. FOYER - CONTINUOUS

...the front of the room.

MAD HATTER

No...

Desperate, he runs for a door on the far side of the foyer.

At the bottom of the stairs, the door beside Alice opens and the Hatter steps through, suddenly right beside her.

He swings his blade...

...but then stops cold, looking at her curiously.

A thin trickle of blood runs from the corner of his mouth.

Alice pulls her knife free... and the Hatter collapses to the floor.

A GASP echoes out behind Alice. She turns.

Eleanor stands at the top of the stairs, looking down.

Alice glances down at the knife in her hands, then back at her aunt, growing cold and hard.

ALICE

There's no one left but you.

Eleanor turns and runs.

Alice chases after her and they wind their way up the stairs: second floor, third floor...

INT. THIRD FLOOR LANDING - CONTINUOUS

Alice closes some distance, but Eleanor makes it to the top first and bolts into her bedroom, slamming the door.

INT. ELEANOR'S BEDROOM - CONTINUOUS

Alice bursts through the door after her and...

...suddenly is face to face with *THE QUEEN*, in the flesh, real as day, her horrible *UNMASKED*, decayed face screaming in rage as she swings a fireplace poker.

Alice ducks and the poker plows deep into the wall.

Gasping in shock, Alice scuttles back, reeling as she sees *this is the Queen's bedroom from Wonderland: the mirror, the dressing screen, it's all the same.*

WHAM! The Queen connects with a fist, inhumanly hard, sending Alice sliding back across the floor. Then she yanks the poker from the wall in a shower of plaster.

Alice crawls to her feet, scared, holding the knife out before her: she can't believe this is happening.

The Queen laughs, spittle flying past broken teeth.

THE QUEEN

Miss me?

With impossible strength, she picks up a chest of drawers and hurls it at Alice who ducks and the piece explodes to bits against the wall.

The Queen comes straight at her, striding across the room.

Alice swings...

...but the Queen is faster, slamming her arm with the poker, sending the knife flying, then catching her in the side of the head, sending Alice careening to the ground.

Suddenly there's a boot on Alice's neck, cutting off her air as the Queen looms above her.

Reaching back, she picks up a can of gas.

ALICE

You can't do this.

THE QUEEN

Watch me.

Gasoline splashes down and Alice sputters and chokes, struggling to get away.

Then she sees the Queen's full length mirror where...

...she's reflected as young Alice, pinned beneath Eleanor's boot. The girl she once was. The girl trapped in Wonderland ever since the fire.

They each reach out to the other for help... but are just too far away.

But Alice comes up with a sharp spike of shattered wood from the dresser and...

...THWACK! Stabs it into the Queen's leg.

The Queen hits the ground beside Alice, splashing into the gasoline... but with a BELLOW OF RAGE, she drags Alice to her feet and hurls her across the room sending her...

...SMASHING through the balcony's glass doors...

...and breaking through the railing.

EXT. BALCONY - NIGHT - CONTINUOUS

Alice dangles fifty feet above the ground.

Desperate, she struggles to pull herself up, but just doesn't have enough left.

The Queen appears above her.

Reaching down with one hand, she grabs Alice by the neck and lifts her to eye level. With her free hand, she draws forth a gold lighter.

THE QUEEN

Tell your mother I said hello.

But Alice looks past the Queen and we REVEAL her young self standing beside them, holding out Alice's knife.

Alice grabs the knife as...

...the Queen sparks the lighter to life, but...

...Alice swings, slashing the Queen's arm and...

...the lighter flies free.

WHOOSH, the Queen is suddenly engulfed in flames.

THE QUEEN
AAAAGH! AAAAAAAAAAAAAAGH!

Alice scrambles away as the Queen flails wildly, falling back over the railing, her ECHOING SCREAM abruptly cut off by a horrible THUD.

Alice looks over the edge and sees, not the Queen, *but the broken body of her Aunt Eleanor sprawled below.*

Glancing around, she finds herself alone: there's no sign of her young self.

INT. ELEANOR'S BEDROOM - CONTINUOUS

Alice makes her way inside and over to the mirror.

Facing her in the glass is young Alice.

Opening her hand, the girl reveals the gold key.

YOUNG ALICE
You forgot your key.

Alice reaches out and she drops it into her palm.

The girl smiles wide.

YOUNG ALICE (cont'd)
Bye now!

ALICE
Goodbye.

Alice puts the key around her neck... and looking back up, the girl is gone. The mirror only reflects what's actually before it: Alice, frayed around the edges, beaten up, but whole.

INT. GUEST ROOM - DAY - LATER

Doyle blinks awake, looking up at Alice.

DOYLE
You're alive.

She smiles down at him.

ALICE
So are you.

She reaches out to help him up.

INT. FOYER - DAY

SIRENS SOUND in the distance.

Walking to the front door, they pass Hatfield's body.

DOYLE

I don't understand... How did you...

ALICE

Wonderland helped me.

Doyle nods, taking this in, troubled.

ALICE (cont'd)

You still think I'm crazy?

DOYLE

The truth is, I'm no longer sure of anything.

(beat)

Is um... Wonderland still around?

Alice fingers the key around her neck.

ALICE

Who knows?

DOYLE

When we get outside, you have to let me do the talking, okay?

Reaching the entryway, they pass a mirror...

...where for a brief moment she sees Doyle reflected as the Cheshire Cat.

She looks back at him, smiling.

ALICE

Sure.

She takes his hand and together they walk out into the morning light.

FADE OUT.