

The First Evening



Alice in Wonderland



The Adventures begin . . .

Columbia Pictures Television
presents
Irwin Allen's production of

Lewis Carroll's
ALICE IN WONDERLAND
(Part One)

Teleplay
written by
Paul Zindel

Songs
by
Steve Allen

FEBRUARY, 1985

ALICE IN WONDERLANDACT ONE

FADE IN:

1 LOVELY COUNTRYSIDE AND ENGLISH HOME IN B.G. - 1
ESTABLISHING SHOT

2 EXT. RIVERBANK - ALICE AND HER SISTER - DAY 2

A very restless and bored ALICE (7 1/2) sits next to her older sister (13) on the lush, deep green grass of an English countryside. Sleeping nearby is DINAH, Alice's cat.

3 CLOSER - FAVORING ALICE 3

We see she's a beautiful child with an awkward, impatient manner, vulnerable by striking starts and a gutsy voice which suggests she's never had an unspoken thought. Her voice is alternately rich, musical, and contrary with amusing bursts of whines and complaints quite typical of a seven-and-a-half-year-old who would really like the world to revolve entirely around her.

4 ANOTHER ANGLE - ALICE AND SISTER 4

Alice fidgets around her Sister, and we see her basic stance is to be loving and annoyed quite at the same time, all designed to hold together the furiously charming contradictions of her nature. Alice's Sister is a stunning girl who's been acting at being mature for several years already and would really prefer to live in the book she's reading.

5 ANOTHER ANGLE - ALICE 5

peeping over her Sister's shoulder at the book.

ALICE

(interrupting)

You know, I really wish you'd tell me just what good is a book without any pictures. It looks so dull. I mean, it really does!

6 CLOSE - FAVORING ALICE 6

continuing to peep over her Sister's shoulder.

SISTER

(annoyed)

You'll understand soon enough --
when you grow up!

7 LOW ANGLE - ALICE

7

as she grunts, rolls on the grass and starts picking daisies, thinking she'll try weaving them into a chain to halt the beastly boredom.

ALICE

Look, I'm already seven and a half and I think that's quite grown up. And I really do wish you'd stop talking to me as though I was a child!

8 ANOTHER ANGLE - ALICE'S SISTER

8

SISTER

But you are still a child, Alice. You really can't think you're a grown-up.

9 CLOSE - ALICE

9

throwing her daisies down, deciding to spin herself about to take her mind off the frustration and this nonsense about growing up.

ALICE

(quite ticked off)

Yes, I do! Almost! I mean, just how am I supposed to know when I'm grown up or not. Would you mind telling me that!

SISTER

There're a lot of ways to know that.

10 ANGLE - ALICE AND SISTER

10

Alice groans, still spins.

ALICE

Well, then tell me! At least a hint!

SISTER

Well, one thing is you've really got to be much taller to be grown up. And you won't cry as much! You are a bit of a crybaby.

Alice throws herself on the grass, on the verge of tears over such a preposterous accusation.

ALICE

I am not! I don't cry much at all. Hardly ever!

11 ANGLE - FAVORING ALICE'S SISTER 11

Her Sister looks up from her book.

SISTER

(sympathetically)

Well, when you're grown up, you'll cry much less than you do now -- And one of the best ways to know if you've grown up is when Mother asks you to join the rest of the grown-ups for tea.

12 LOW ANGLE FAVORING ALICE AND DINAH, THE CAT 12

Alice sprawls on the ground next to the cat who is sleeping peacefully in the warm sunshine. Fondly fondling the feline, Alice says unhappily:

ALICE

Dinah, dear, you think I'm grown up, don't you?

Dinah opens her eyes, MEOWS, then closes her eyes once again.

13 ANGLE - PAST ALICE TO HER SISTER 13

as Alice addresses her petulantly:

ALICE

I'll be dead before Mother ever invites me to sit at tea. I'd have to be practically as old as an Egyptian mummy -- or at least almost twenty.

Alice turns and looks toward the distance.

14 ALICE'S POV 14

of her family's home.

SISTER (V.O.)

It's not as impossible as all that. You'll grow up soon enough.

- 15 CLOSE - ALICE 15
her eyes flashing with impatience.
- ALICE
I want to grow up today!
- 16 ANGLE - ALICE AND SISTER 16
Her Sister tries very hard to concentrate once more on reading her book.
- SISTER
I'm sorry, it just doesn't work that way.
- ALICE
(insisting)
At least tell me how to start! I just want to start!
- 17 CLOSE - SISTER 17
refusing to look up.
- SISTER
(commanding)
You may start by letting me read my book without interrupting. Grown-ups don't interrupt. They don't buzz around like flies.
- 18 ANGLE - FAVORING ALICE 18
who is red-faced with frustration now, decides spinning again is the only sensible relief.
- ALICE
Look, I'm sorry I asked you anything. I really am. And I think you're very insulting. I am not an insect.
- 19 ALICE'S POV - LOW ANGLE 19
the tree tops above as she spins. It's quite dizzying.
- 20 ANOTHER ANGLE - ALICE 20
finally dropping to the ground. Alice props her head up on her hands -- notices something intriguing.

21 HER POV 21

a very large WHITE RABBIT with pink eyes splendidly dressed in a waist-coat dashing by. Alice rubs her eyes, thinks she's seeing things.

22 FULL SHOT - FAVORING ALICE AND SISTER 22

ALICE
(to Sister)
Excuse me... dear sister --
there's something I think you
should see...

Her Sister stays mesmerized by her book, waves a hand to signal "leave me alone," and continues reading.

23 ALICE'S POV 23

The Rabbit pauses, still quite in view. (The White Rabbit is larger than Alice as are most of the fantastic creatures and characters in the adventures to come.)

24 ANGLE - FAVORING ALICE, INCLUDING THE RABBIT AND SISTER 24

Alice is quite in awe of this creature who behaves with the prissiness and perfectionism of a Cambridge professor.

25 ALICE'S POV 25

The Rabbit checking its pockets, looking for something.

ALICE (V.O.)
(urgently to her
Sister)
Please... there's something very
strange... you'd really be
interested...

The Rabbit takes a watch out of his waistcoat pocket. He looks at the time and begins to tremble.

RABBIT
(quite frightened)
Oh, dear! Oh, dear! I shall be
too late!

26 CLOSE - THE RABBIT 26

as it begins to hurry on.

27 ANGLE - FAVORING ALICE

27

as she starts to her feet. She gives up trying to tell her Sister what's going on and begins to rush after the Rabbit.

ALICE

(calling)

Oh, Mr. Rabbit! Mr. Rabbit...

CAMERA MOVES WITH Alice as she runs.

INTERCUT:

28 SHOTS OF HER RUNNING POV

28

of the Rabbit as she chases him. She gains on him, the boredom quite gone from her face -- but then the Rabbit disappears down a large rabbit hole under a hedge. With burning curiosity, Alice bolts in after it. MUSIC signals the possibility of danger ahead.

29 INT. RABBIT HOLE - DAY

29

CAMERA CONTINUES MOVING WITH Alice as the hole goes straight on like a tunnel.

30 CLOSE

30

Alice running, looking behind her to see the entrance with its circle of exterior daylight shrinking as she goes deeper into the tunnel. SOUNDS OF AN AMPLIFIED HEARTBEAT are heard, throbbing a deep warning.

31 REVERSE SHOT

31

the tunnel dipping suddenly. Alice tries to halt her momentum -- but it's too late. She begins to fall.

ALICE

(screaming)

Ehhhhh!

32 LOW ANGLE

32

Alice falling in SLOW MOTION, uncontrollably downward into this deep, seemingly bottomless well.

33 ANGLE

33

Alice reaching out desperately -- as though in a DREAM BALLET -- trying to grab anything to stop her fall.

SOUNDS OF THUNDER, flashes of lightning resonate through the well.

- 34 ANGLE 34
 Alice, gasping, looking around desperately.
- 35 CLOSE 35
 Alice, thrusting her hand upward, trying to touch a wall, the SLOW MOTION capturing her every fear.
- 36 HER POV - UPWARD 36
 the light in the well fading, as she falls further and further from the entrance and the world she's leaving.
- 37 FULL SHOT - ALICE TUMBLING 37
 Her hair fans slowly out in the wind... she struggles like a sky diver in a ROARING WIND tunnel. The air pressure slows her further and her spunky, beautiful eyes dart this way and that as a BLAST OF ELECTRONIC MUSIC signals the unearthly passage of her small body into a new dimension.
- 38 FULL SHOT - ALICE FALLING 38
 She reaches out desperately, manages to cling precariously to a huge, gnarled root. She looks down:
- 39 ALICE'S POV 39
 Far below she sees the White Rabbit at the bottom of the shaft staring up at her. Then he quietly turns and hurries away.
- 40 ANGLE SHOT - ALICE 40
 losing her grip and, with a SCREAM of fright, falling, spinning, the descent now completely out of control.
- 41 LOW ANGLE SHOT 41
 Alice falling, whirling, the THUNDER AND MANIACAL SOUNDS near ear-splitting, the electronic sound and wind assaults more than ever.

42 HER POV 42

the spiral of the fall narrowing further and further,
until:

43 MED. SHOT 43

Alice thumping to a halt on a heap of sticks and dry
leaves at the bottom of the well, ending the dazzling
fall!

44 CLOSER ANGLE 44

Alice, amazed she's not been injured, grateful to be
stationary. She looks about quickly.

45 HER POV 45

another passage with the White Rabbit still in sight,
hurrying away.

RABBIT

(aloud to itself)

Oh, my ears and whiskers, how late
it's getting!

46 ANGLE ON ALICE 46

leaping up, brushing herself off and moving on a run
after the Rabbit. She gains on it, and is just about
to catch up, when the Rabbit zips around a corner.

47 ANOTHER ANGLE 47

Alice speeding around the same corner, but stopping
short, surprised to see the Rabbit has vanished. She's
astonished further at something else she sees.

48 HER POV 48

a large, impressive door.

49 CLOSE 49

Alice, frightened and concerned, approaches the door.
Tentatively, she reaches out, grasps the handle and
pulls. To her delight, the door starts to open.

ALICE

(happily)

Maybe this is the way home.

The door swings open to reveal another -- smaller door -- behind it. Surprised, Alice pulls it open only to discover another -- smaller -- door.

ALICE

(taken aback)

This is strange. I wonder how many there are?

Alice, intrigued, quickly pulls open the fourth, fifth, sixth and seventh door, each succeeding door getting smaller. The final doorway has barely enough head room for her to squeeze through it.

50 INT. CIRCULAR ROOM - FULL SHOT - ALICE - DAY 50

enters, looks around to discover the room is circular and lined with doors. On one side of the room stands a three-legged table with nothing on it except a key.

51 ANGLE - ALICE 51

as she tries to open the various doors but finds to her frustration and increasing fear that all of them are tightly locked.

ALICE

(near tears)

How am I ever going to get back home?

52 ANGLE - ALICE 52

as she finally reaches a door that opens. However, she is chagrined to find only a stone wall facing her on the other side. Her eyes lower and she sees a surprising sight.

53 ALICE'S POV 53

a small door about 15 inches high set into the stone wall.

54 ANGLE - ALICE 54

as she shakes her head in disbelief.

ALICE

I can't imagine who can fit through there... unless it's for a mouse.

She turns away despairingly, then crosses to the table.

55 CLOSE SHOT - ALICE'S HAND 55

holding a very small, ornate gold key.

56 ANGLE - ALICE 56

She examines the key, looks around the room then smiles.

ALICE

This must fit that little door.

She runs to the little door, fits the key into the lock and, to her delight, the door swings open.

57 LOW ANGLE 57

Alice kneeling down, seeing the door leads into a small passage, not much larger than a rat hole -- but she puts her eye level with the passage and sees:

58 HER POV THROUGH THE SMALL DOORWAY 58

the loveliest garden she's ever seen, lush rows of roses and bursts of yellow poppies, great bursts of lilacs cascade down to gorgeous tulips and hollyhocks, and sparkling waters run from a great stone lion fountain (harkening back to an earlier POV SHOT of when Alice was on the riverbank with her Sister).

ALICE (V.O.)

(hopeful)

How beautiful! This must surely be the way home!

(then wistfully
to no one in
particular)

And I must get home, you know.

59 ANGLE 59

Alice trying to fit through the small door; straining, wiggling, but it's really quite impossible.

ALICE

(wailing aloud
to herself)

How I wish I could shut up like a telescope! I think I could, if I only knew how to begin, but nobody ever tells you how to do anything.
Anything.

60 ANOTHER ANGLE

60

Alice picking herself up, slamming the little door shut, and going back to the little glass table. She plunks the key down and is startled to see a little bottle there.

ALICE

That bottle was not there before!
That much I know.

Still quite ticked off by the frustrating puzzles this place presents, she grabs the bottle.

61 HER POV

61

A paper label on the bottle with the words "DRINK ME" beautifully printed on it in large letters.

62 ANGLE

62

Alice CLOMPS the bottle back down on the table.

ALICE

(aloud to herself)

It's all very well to say "Drink Me," but I'm not so stupid as to do anything like that in a hurry. No, I'll look first and see whether it's marked "poison" or not.

She grabs the bottle back up, looks for the word "poison." Failing in that, she begins to drink.

ALICE

(continuing)

It tastes nice, like a mixture of cherry tart, custard, pineapple, roast turkey, toffy, and hot buttered toast. Ummmmmm!

63 ANGLE

63

Alice puts the bottle back on the table top (next to the key), and her face begins to register increasing discomfort like a child who's eaten too much candy.

ALICE

(aloud, to herself)

Oh, oh, I feel so strange. Oh, my, oh, my! Ehhhh!

64 ANGLE (SPECIAL EFFECT) 64

Alice beginning to shrink, smaller and smaller until ZAP! she's only 10 inches high.

65 HER POV 65

The hallway appears huge.

ALICE (V.O.)

(shocked)

Oh, I'm so small! So very small!
But now at least I'm the right
size for going through the little
door!

66 ANOTHER ANGLE - ALICE 66

She starts toward the door, but then halts in furious frustration.

ALICE

(continuing; aloud
to herself)

How stupid! How really stupid!
I've forgotten the key way up on
top of that table! I could kick
myself. In fact, I think I will.

She kicks herself in the shins, runs back to the glass table, and looks absolutely ridiculous trying to get her 10-inch body to climb one of the relatively giant table legs. She finally just screams and plops herself down on the floor to cry. But even as she cries, her bravery gets the best of her.

ALICE

(continuing; aloud
to herself)

Come on, now, Alice, there's no
use in crying like this! Stop it
this minute! Stop! Stop! Stop!

67 ALICE'S POV 67

She sees a little glass box on the floor next to her.

ALICE (V.O.)

Now -- what's this?

68 CLOSE - ALICE WITH THE BOX 68

She opens the box, finds a very small cake with writing on it.

ALICE

"Eat me!" What a weird place this is! First "Drink me," and now "Eat me." Certainly that's a strange thing to write on a cake. But -- what beautiful currants. I will eat it. Maybe I'll grow bigger!

She takes out the cake, starts nibbling.

ALICE

(continuing)

And, if it makes me grow bigger, then I can reach the key, and if it makes me grow a little smaller, then I can creep under the door, so either way I'll get into the garden and get started home.

69 CLOSER ANGLE - ALICE AND CAKE

69

as she bites and chews.

ALICE

Bigger or smaller? Which way? I think I'm staying the same size. But I suppose that's what usually happens whenever you eat cake!

(she gobbles up
the whole thing)

Now something is happening.
Curiouser and curiouser!
Ehhhhhhh!!!

70 UP ANGLE (SPECIAL EFFECT)

70

Alice cries out in surprise as her body (especially her neck) grows longer and longer.

ALICE

(startled)

Now I am opening up like a telescope. Ehhhh! Goodbye, feet!

71 ALICE'S POV - DOWN ANGLE

71

Her feet below, as she grows taller and taller.

ALICE (V.O.)

(calling down to
her feet)

My poor little feet! Who will put on your shoes for you now. You'll have to manage the best way you can --

72 LOW ANGLE

72

Alice towering high above her feet.

ALICE

But I must be kind to them or perhaps they won't walk the way I want them to go! Oh, feet!

(she waves to
her feet)

Hello, down there. Feet, I'll send you a new pair of boots every Christmas!

73 ALICE'S POV - HER FEET BELOW

73

ALICE (V.O.)

(aloud to herself)

How funny it'll seem, sending presents to my own feet! And how odd the mailing address will look! To: "ALICE'S RIGHT FOOT, ESQ., HEARTHURUG, NEAR THE FIREPLACE! With Love From Alice!"

(she gasps)

Oh, dear, what nonsense I'm talking! I'm certain I'll never REALLY grow up this way!

74 ANGLE - ALICE

74

Alice's head hitting the ceiling as she reaches NINE FEET TALL!

CAMERA TRACKS with her as she grabs the key off the table again, throws herself down in front of the garden door, opens it and bursts into tears at the complete impossibility of getting into the garden now.

75 LOW ANGLE

75

Alice sitting up, at her complete wit's end, tears streaming from her eyes.

76 EXTREME CLOSEUP

76

Alice crying.

ALICE

(wailing)

I want to go home! I want to go home!

77 LOW ANGLE - EXTREME CLOSEUP (SPECIAL EFFECT) 77

The tears flow from Alice's eyes faster and faster. The flow of tears becomes a GUSHING, then a GURGLING waterfall.

INTERCUT:

78 HIGH AND LOW ANGLE SHOTS 78

water cascading from Alice's eyes. A waterfall tumbling downward with gallons of "tears" falling to become a deep pool reaching halfway down the hall.

79 CLOSE 79

Alice, sopping wet.

ALICE

(so trying to
be brave)

Alice! You ought to be ashamed of yourself -- a great big girl like you crying this way. Stop this moment! Stop it!

(breaks down,
starts to cry)

I want to go home!

80 ANGLE 80

Alice turning at the PATTERN OF FEET. She hastily dries her eyes.

81 HER POV - THE WHITE RABBIT 81

coming toward her with a pair of white kid gloves in one hand and a large fan in the other.

RABBIT

(muttering)

Oh, the Duchess, the Duchess!
Won't she be savage if I've kept
her waiting!

82 HIGH ANGLE 82

favoring Alice as she addresses the Rabbit at the edge of the pool.

ALICE
 (calling downward
 desperate for help)
 If you please, sir -- Oh, Sir
 Rabbit!

83 FULL SHOT

83

Alice having startled the Rabbit violently. He drops his gloves and fan.

RABBIT
 Ehhhhhh!

84 ALICE'S POV

84

The Rabbit scurrying away into the darkness at the far end of the hall, takes a key from his pocket, unlocks one of the doors, scurries through and slams it behind him.

CUT BACK TO:

85 ALICE

85

taking up the little fan and gloves, finally getting a good, spunky grip on herself. She finds the hall very hot, begins to fan herself gently.

ALICE
 (aloud, to herself)
 Oh, dear, dear! Just what's
 happening to me? I mean, who in
the world am I? Ah, that's the
 great puzzle!

86 ANOTHER ANGLE

86

Alice still fanning.

ALICE
 Who am I? Well, I'm sure I'm not
 my friend Ada -- for her hair goes
 in such long ringlets, and mine
 doesn't go in ringlets at all.

87 CAMERA DOLLIES IN CLOSER - ALICE

87

as she gestures like a schizophrenic quizzing herself.

ALICE

And I can't be Mabel -- that silly girl in my history class -- for I know all sorts of things and she knows such a very little! Let's see, I used to know four times five is twelve -- and the capital of London is Paris!

88 LOW ANGLE

88

Alice fanning faster, starting to shrink slowly -- which we see, but she doesn't in her growing panic.

ALICE

That's not right at all! How strange it is! Who am I? Who am I?

89 MED. SHOT

89

Alice has now shrunk small enough (without noticing it) to have inadvertently put on one of the little gloves. She glances down and is quite amazed.

ALICE

(aloud to herself)

How can I fit into such a little glove? I must be growing small again.

90 HER POV (SPECIAL EFFECT)

90

her body below, growing still smaller. She becomes frantic again when she realizes she has no control over her shrinking.

ALICE

Ehhhh!

91 INTERCUT

91

SHOTS of Alice fanning, her shrinking, and her alarmed awareness that if she fans, she shrinks.

ALICE

(crying out)

It's the FAN that's making me shrink!

92 ANGLE

92

Alice throwing the fan down. She stops shrinking, takes a few deep breaths of relief.

ALICE

(panting)

Oh, that was a narrow escape! But now I can get through the little door and into the garden! I must get home, I really must!

93 ANGLE

93

Alice running, desperate to escape the hall.

ALICE

(crying out)

Now I've done it! I've left the key up on the glass table again! I'm so stupid! Things are worse than ever! I've never been as small as this! Never!

94 ANOTHER ANGLE

94

Alice losing her footing as she runs along the edge of the pool in the hall. She waivers for a moment, then SPLASHES into the water, which quickly washes her out of the hall and carries her to a forest glade.

95 EXT. FOREST GLADE - MED. SHOT - DAY

95

Alice bobbing about, trying to stay afloat.

ALICE

(aloud to herself)

Eek! Now I've fallen into the sea!

96 CLOSE - TRACKING

96

Alice as she swims.

ALICE

But this isn't the sea! These are my tears from when I was nine feet tall! I really wish I hadn't cried so much!

97 ANOTHER ANGLE - TRACKING ALICE SWIMMING

97

ALICE

I shall be punished for it now, by
being drowned in my own tears!
Won't that be a queer thing.
However, everything is queer
today!

98 ANGLE

98

Alice swimming as a TREMENDOUS SPLASH EXPLODES from the
water on one side of her, like a hit from a cannonball.

ALICE

(startled)

What is that? It must be a walrus
or a hippopotamus!

99 FULL SHOT

99

A MOUSE (nearly the same size as she) flailing in the
water.

ALICE

(relieved)

It's only a mouse.

She swims toward the Mouse.

100 HER POV

100

The Mouse, a rather cute but bedazzled-looking
creature.

ALICE (V.O.)

(calling over the
din of splashing)

Oh, Mouse, do you know the way out
of here? I'm very tired of
swimming about.

101 FULL SHOT

101

The Mouse completely ignores her, starts swimming away,
as CAMERA TRACKS, FAVORING Alice.

ALICE

(continuing;
calling after it)

Mouse, don't you understand
English? Are you French? Are you
a French mouse, my dear? Ou est
ma chatte? That means: "Where is
my cat!", you know.

102 CLOSE

102

The Mouse squealing, swimming off like a bat out of hell; just when there's ANOTHER big SPLASH nearby.

103 ANGLE

103

still FAVORING ALICE, though in b.g. beyond the Mouse it's clear another large creature (a DUCK) has fallen into the water and is swimming about.

ALICE (V.O.)

(desperately apolo-
getic to the Mouse)

I beg your pardon! I quite forgot
you don't like cats!

MOUSE

(the "ultimate
victim")

Would you like cats if you were
me?

CAMERA CONTINUES TRACKING as the Mouse slows, Alice kicks faster to catch up, swimming by a large DODO BIRD which also falls into the water.

ALICE

(still to Mouse)

Perhaps not, but don't be angry
about it. And yet I wish I could
show you my cat Dinah.

There's another splash as the LORY -- another big bird -- falls in, beginning to make the pool rather crowded.

104 ALICE'S POV - THE SPLASHING MENAGERIE

104

ALICE (V.O.)

(continuing;
to Mouse)

She's such a dear, quiet thing...

(gushing, doing her
very best to charm,
plead for friendship)

... and she sits purring so nicely
by the fire, licking her paws and
washing her face -- and she's such
a great one for catching mice --

105 TWO SHOT - MOUSE AND ALICE SWIMMING

105

MOUSE

(squealing, terrified)

Eeeeeeeekkkkk!

ALICE
 (sincerely)
 I beg your pardon! We won't talk
 about her anymore, if you'd rather
 not.

CAMERA TRACKS WITH Alice and the Mouse as they continue
 to swim.

MOUSE
 (with impassioned
 reprimanding)
We indeed! As if I would talk on
 such a subject. Our family always
hated cats; nasty, low, vulgar
 things. Don't let me hear the
 name again.

106 ALICE'S POV - THE MOUSE SWIMMING

106

ALICE (V.O.)
 (babbling to convince
 the Mouse of her
 sweetness)
 I won't I promise. Are you fond
 of dogs? There's a nice little
 dog near our house! A bright-eyed
 terrier with oh, such long, curly,
 brown hair, and the farmer who
 owns him says he kills all the
 rats and --

107 TWO SHOT - ALICE AND MOUSE

107

MOUSE
Eek! Eek! Eek!

ALICE
 (giving up)
 Oh, dear. I'm afraid I've
 offended you again!

She swims still faster after the panicking Mouse.

ALICE
 (continuing)
 Mouse! Oh, Mouse! Please come
 back again, and we won't talk
 about cats, or dogs either, if you
 don't like them! Please!

Both Alice and the Mouse, now exhausted by the effort
 of swimming, tread water gasping for breath --

108 CLOSE - MOUSE

108

forgiving.

MOUSE

(exhausted)

All right, but let us get to the shore, and I'll tell you why it is I hate cats and dogs!

109 TWO SHOT

109

Alice and Mouse swimming to get out of the crowded pool.

ALICE

(cheering up)

That's a very good idea.
Excellent, Sir Mouse...

110 FULL SHOT

110

Alice, the Mouse, and several of the large, soaking wet, bizarre birds and creatures drag themselves up the side of a strange riverbank.

111 EXT. WONDERLAND RIVERBANK - ALICE AND THE CREATURES

111

Alice, soaking wet, sits at the edge of the group of creatures, with the Mouse center, quite pleased to have all eyes on him.

MOUSE

(addressing Alice
and the group)

Now, let me tell you why I hate cats and dogs.

112 FULL SHOT - THE GROUP FEATURING THE MOUSE

112

As he sings.

MOUSE

(singing)

"I hate dogs, and I hate cats,
I'm also not too fond of bats.
I'm a helpless little fellow.
Consequently -- rather yellow.

(MORE)

MOUSE (CONT'D)

(singing)

Now you may think that dogs are
sweet,
Since they love to snuggle at your
feet.
But to me they're oh, so large
That I tremble when they charge.

Now certain words like big and
small
Mean what? Would you please tell
me!
To me all cats are 10 feet tall
So I worry when they smell me.

I run from owls; I hide from
hawks;
I scurry from whatever squawks.
I'm a coward from my whiskers to
my spats,
But I tell you straight
That I really hate
dogs and cats!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

113 EXT. RIVERBANK - ALICE AND CREATURES - ANGLE
FAVORING ALICE

113

trying to shake herself dry while eyeing the weird group: She speaks to the Mouse.

ALICE

I can understand your fears, Sir Mouse. I'm sure everyone's afraid of something but now, I think we'd better get dry before we all catch our death of cold.

MOUSE

Oh, I had a terrible cold yesterday.

ALICE

Really?

MOUSE

Yes. And the day before that I had a terrible hot.

ALICE

A hot?

MOUSE

Yes. Where is it written that if we have colds, we can't have hots?

ALICE

I'm sure I don't know.

MOUSE

But never mind that. We must get dried off. And I know how to do it.

ALICE

How?

114 ANGLE - THE GROUP, FEATURING THE MOUSE

114

as he wiggles himself into a comfortable position.

MOUSE

Ahem. If you'd all just be quiet, I'll tell you the driest story I know.

Several of the creatures moan and groan, shaking themselves left and right rather than be subjected to any more of the Mouse's directions.

115 CLOSE - THE LORY

115

stretching its wings threateningly, beginning to bray with impatience.

LORY

Come on, shut up, everybody. I'm beginning to get a chill. Let him tell his story.

(deafeningly)

Squaaaaak!!!

116 FULL SHOT

116

Alice and the others quite impressed with the Lory's definitive eructation to settle the pecking order. All sit down at once with the Mouse in the middle.

MOUSE

(with an important air)

Well, you see, everyone, William the Conqueror whose cause was favored by the Pope... was soon submitted to by the English, who wanted leaders, and had been of late much accustomed to usurpation and conquest. Edwin and Morcar... the Earls of Mercia and Northumbria...

117 ANGLE - ALICE AND THE CREATURES

117

realizing the technique the Mouse intends to dry them with, start to cry out in protest. Now it's all quite like a fox has hit a chicken coop, as the Lory runs about trying to sock the Mouse with its wings.

LORY

Ugh! Ugh! Ugh!

118 ANOTHER ANGLE - THE DUCK

118

charging the Mouse.

DUCK

(outraged)

How's this going to make us dry?

119 CLOSE - ALICE

119

shaking her head, very put out by the Mouse's terrible logic.

ALICE
 (scolding the Mouse)
 This is nothing but a dry story!
 I'm as wet as ever!

120 ANGLE - THE DODO 120

rushing up to Alice, looking like an irate Congressman.

DODO
 (shouting)
 You're right! I move that this
 meeting adjourn for the immediate
 adoption of more energetic
 remedies!!!

121 ANOTHER ANGLE - THE EAGLET 121

ticked off, fluttering to shut up the Dodo.

EAGLET
 Speak English, you Dodo. I don't
 know the meaning of half those
 long words. And what's more, I
 don't believe you do, either.

122 CLOSE - ALICE 122

needing to put her hands up to her ears to help quiet
 the outrageous speaking, squawking, and tittering.

DODO
 Well, I was going to say that the
 best thing to get us dry would be
 a Caucus Race!

The creatures all stop ranting and applaud the sugges-
 tion.

ALICE
 A Caucus race?

DODO
 Yes, silly.

ALICE
 (fuming)
 And just what is a "Caucus Race"?

123 ALICE'S POV - THE DODO 123

as she preens, begins to strut and organize.

DODO
 (professorially)
 Well, the best way to explain is
 to do it, of course. Alright,
 everybody on their feet, help me
 mark out the race course.

CAMERA TRACKS the Dodo as she moves, pointing, urging,
 pushing all into a wider circle.

DODO
 (continuing; to
 Alice)
 Now, you... what's your name?

124 ANGLE TO INCLUDE ALICE 124

ALICE
 Alice...

DODO
 Alice, you stand right there!
 The rest of you get around.

125 CLOSE - ALICE 125

confused as birds and creatures are placed about, and
 she tries sincerely to comprehend the rules.

DODO (O.S.)
You there, you there and I'm
 goin' to start right from here.
 A Caucus Race is always the best
 way to dry off.

126 ANOTHER ANGLE - ALICE AND DODO 126

with excited creatures at various spots behaving like
 Olympic runners about to give their "personal best."

ALICE
 (bewildered)
 But how will I know when to start
 and what are the rules?

127 ALICE'S POV 127

The Lory starting to run wild, SCREECHING, flapping.

ALICE (V.O.)
 (startled)
 Hey, what are you running for?
 Wait a minute, just what's going
 on around here?

128 ANOTHER ANGLE

128

The Eaglet running off in another direction.

ALICE (V.O.)

(shocked)

Are you all crazy? Won't anybody
answer me?

129 FULL SHOT - ALICE

129

discombobulated as all the other creatures start running in other directions wherever they like and stopping whenever they like.

ALICE

Now wait a minute! Hey!

CAMERA PANS TO FOLLOW Alice as she dashes from left to right in quite a dither over the lack of logic to the race.

130 HIGH ANGLE

130

Alice staggering in the center of the crazy commotion.

131 CLOSE - THE DODO

131

looking nowhere special and hopping on one foot.

DODO

(screaming over
the din)

That's it, the race is over!

132 ANGLE FAVORING ALICE

132

halted and astounded.

ALICE

(really ticked off)

The race is over? We haven't even
started!

(touches her dress)

Anyway I'm dry.

133 INTERCUT QUICK SHOTS

133

of the Eaglet, Lory, Duck, Dodo and Mouse, bubbling with excitement as though a quite orthodox sixty-yard dash has just been completed.

THE OTHERS

Who won? Who won?

134 CLOSE - THE DODO

134

observing the results with judicial wisdom.

DODO

(definitively)

Everybody won and all must have prizes!

135 ANGLE FAVORING ALICE

135

as the creatures leap up and down emitting shrieks of celebration.

136 CLOSE - THE DUCK

136

profoundly concerned.

DUCK

But who's going to give the prizes?

137 ANGLE - THE DODO

137

waddling toward Alice.

DODO

(pointing to Alice)

Her, of course. Come on, prizes, prizes, hurry it up!

138 ANGLE FAVORING ALICE

138

backing off.

ALICE

(stunned)

Wait a minute, I had no idea I was supposed to give out the prizes.

(searching her pockets)

I don't have anything, I mean, all I've got is a handful of hard candies!

139 ANOTHER ANGLE

139

Alice being charged by the Lory.

LORY

(demanding)

Then that's it, that's the prize.
Give out the prizes, hurry it up,
hurry it up.

The Lory starts trying to grab the box out of Alice's hand. Alice slaps his grabbing, fat little wings, shoves the box at him.

ALICE

(surrendering)

All right, stop rushing me. Here.
Here. Here. It doesn't matter,
take my last one.

140 CLOSE - THE MOUSE

140

zipping over with a deeply concerned look on his face.

MOUSE

Oh, but she's got to have a prize
for herself!

141 ANGLE FAVORING THE DODO

141

as Alice tries desperately to field the demands.

DODO

(matter-of-factly)

Of course she does! What else do
you have in your pocket?

Alice quickly searches her pockets again. Pulls something out.

ALICE

(sorrowfully)

Only a thimble.

142 ANGLE - ALICE WITH DODO, OTHERS IN B.G.

142

The Dodo shaping up the occasion.

DODO

Then give it to me.

She grabs it out of Alice's hand, starts pushing everyone about again.

DODO

(continuing; dead serious)

Alright, everybody line up now.
This is a very solemn occasion.

Having whipped everyone into a circle around Alice, she, with pomp and circumstance, ceremoniously presents the thimble as though it were Excalibur on a velvet cushion.

DODO

(continuing;
sanctimoniously)

And now, oh dear Alice, we beg your acceptance of this priceless thimble.

They all cheer Alice, which makes her feel quite warm and happy, but then they shove their candy prizes into their mouths and instantly start coughing and groaning.

143 ALICE'S POV - THE CREATURES

143

EAGLET

(complaining)

I can't even taste this candy.

DODO

Oh, it's making me choke.

LORY

Really dreadful, horrible candies!

DUCK

What a revolting prize to win!

Their groans and complaints reach uproarious heights, until finally they run out of steam and just all plop back down again in a ring.

ALICE

(to creatures)

Now I know what it means "to act like animals."

(severely)

Someone should teach all of you proper manners.

Alice, with a toss of her head, moves away.

144 ANGLE FAVORING ALICE

144

as she walks into the woods away from the Creatures. Alice looks quite ready to weep again with homesickness, when the White Rabbit trots slowly back INTO VIEW. Alice's mood livens with hope at the sight of this familiar link to home.

145 ALICE'S POV - THE WHITE RABBIT

145

as he hobbles past Alice.

RABBIT

(muttering to himself)

The Duchess! The Duchess! Oh my dear paws! Oh my fur and whiskers! She'll get me executed as sure as ferrets are ferrets. And where in the world could I have dropped my fan and gloves?

146 CLOSE - ALICE

146

delighted to know the answer.

ALICE

I know, Mr. Rabbit. I had them, but I seem to have lost them.

147 TWO SHOT - ALICE AND WHITE RABBIT

147

RABBIT

(noticing Alice,
brusquely ordering
her)

Why, Mary Ann, what are you doing out here? Run home this moment and fetch me a pair of gloves and fan. Quick now, Mary Ann!

148 ANGLE FAVORING ALICE

148

rather frightened by his stern order. She leaps up and runs in the direction the White Rabbit points.

149 CAMERA DOLLIES WITH ALICE

149

as she runs further into the woods and along a path.

ALICE

(thinking aloud,
puffing)

Oh, my goodness, he mistook me for his housemaid. How surprised he'll be when he finds out who I am really. But I better find his fan and gloves and bring them back to him if I can.

- 150 ANGLE 150
 Alice running into a clearing, halting before a small, quaint house.
- 151 ALICE'S POV 151
 The house and front door with a bright brass nameplate.
- 152 EXTREME CLOSEUP 152
 The nameplate: "W. Rabbit."
- 153 ANOTHER ANGLE - ALICE 153
 rushing to the door, opening it without knocking, and dashing inside.
- 154 INT. WHITE RABBIT'S HOUSE - HIGH ANGLE SHOT - DAY 154
 Alice running into hallway, dashing up the stairs.

ALICE
 (thinking to herself, voice in ECHO effect)

It seems so silly to be running errands for a rabbit. I suppose Dinah will be giving me orders next, like: "Alice, come here directly and watch this mouse hole 'til I get back!"

- 155 INT. AN UPSTAIRS ROOM - DAY 155
 Alice runs in, checks out the tidy, tiny space with a table near the window. She's delighted at what she sees.

ALICE
 (aloud, to herself)
 Oh my, there are the gloves and the fan.

Alice rushes to the table, picks up a fan and pair of gloves from it, and turns to leave. However, she spies a little bottle near the vanity mirror. She picks it up and reads its label.

- 156 EXTREME CLOSEUP - BOTTLE LABEL 156
 which says, "DRINK ME."

157 ANGLE - ALICE 157

as she uncorks the bottle and lifts it to her lips.

ALICE

(excited)

I know something interesting is sure to happen whenever I eat or drink anything, so I'll just see what this bottle does.

158 ANOTHER ANGLE 158

Alice starts drinking from the bottle.

159 LOW ANGLE (SPECIAL EFFECT) 159

Alice growing so quickly her head presses against the ceiling and she has to stoop to save her neck from being broken. She puts the bottle down quickly.

ALICE

Now that's quite enough. I hope I won't grow any more. As it is, I'm sure I won't be able to get through the door. I wish I hadn't drunk so much.

160 ANOTHER ANGLE - ALICE 160

terrified, growing more and more until she has to kneel down, and finally lie down with one elbow against the door.

161 ANOTHER ANGLE - ALICE 161

growing still further, requiring her to put one arm out the window, and one foot up the chimney.

ALICE

(thinking aloud)

Now I can't do any more, whatever happens. What will become of me?

162 FULL SHOT 162

Alice quite filling the entire room.

ALICE
(to herself; ECHO
effect)

It was much nicer at home. And I
wasn't always growing larger and
smaller and being ordered about by
mice and rabbits.

CAMERA DOLLIES IN CLOSER AND CLOSER to capture Alice's
growing frustration and claustrophobia.

ALICE
(continuing)

There ought to be a book written
about me. When I grow up I'll
write one -- but I'm grown-up
now! At least, there's no room to
grow up any more in this house.

Alice starts as she hears a familiar voice calling,
commanding from outside.

RABBIT (V.O.)
Mary Ann! Mary Ann! Fetch me my
gloves this moment!!

163 EXT. WHITE RABBIT'S HOUSE - DAY 163

The White Rabbit beholds his house with Alice's huge
arm waving from one window. He tries to rush past, but
is knocked over by Alice's arm into a garden patch.

164 INTERCUT REACTION SHOTS 164

Alice squeezed into the tiny room, hearing the White
Rabbit's CRIES of distress and amazement. Alice is
rather wickedly amused by the assault of the smaller
creature.

RABBIT (V.O.)
Pat, Pat, where are you?

BACK TO:

165 THE WHITE RABBIT 165

trying to get out of the garden patch, looking all
about for "Pat."

PAT (V.O.)
Sure that I'm here digging for
apples, Yer Honor.

166 ANGLE - THE WHITE RABBIT 166

reaching out for help.

RABBIT

Digging for apples, indeed. Here,
come and help me out of this!

167 WHITE RABBIT'S POV - PAT (A GUINEA PIG) 167

scooting along the ground to the Rabbit's rescue. Pat
is an older Dublin guinea pig.

168 ANOTHER ANGLE - PAT AND THE WHITE RABBIT 168

Pat grabs the Rabbit's hand, yanks him out.

RABBIT

Now tell me, Pat, what's that in
the window?

Pointing to Alice's huge arm and hand.

PAT

Sure it's an arm, Yer Honor.

RABBIT

(still gasping
from his fall)

An arm, you goose! Whoever saw
one that size? Why, it fills the
whole window!

169 ANOTHER ANGLE 169

FAVORING Alice's arm, with the Rabbit and Pat standing
back, confounded.

PAT

Sure it does, Yer Honor -- but
it's an arm for all that!

CUT BACK TO:

170 INT. THE ROOM 170

Alice listening carefully, slyly trying to figure out
the next attack.

RABBIT (O.S.)

Well, it's got no business there
at any rate! Go and take it away!

CUT BACK TO:

171 THE WHITE RABBIT AND PAT

171

Both in quite a huff are walking about, shaking their heads at the sight of Alice's huge arm jutting from the window.

PAT

Sure I don't like it, Yer Honor,
at all, at all.

Pat blows a WHISTLE, picks up a ladder and starts lifting it against the house.

RABBIT

(yelling off to
left)

Bill? Bill, get over here and
help!

PAT

Where's the other ladder?

172 ANGLE FAVORING BILL, A BIG LIZARD

172

scurrying along toward the house, carrying another ladder.

BILL

I've got it! I've got it!

RABBIT

Here, put 'em up at this corner.

PAT

No, tie 'em together first. They
won't reach high enough unless you
do.

BILL

They'll do well enough.

173 LOW ANGLE - THE WHITE RABBIT, PAT AND BILL

173

scurrying around placing the ladders like a fumbling trio in a Laurel and Hardy sketch... Alice's arm trying to grab at them in b.g.

174 ANOTHER ANGLE

174

Bill the lizard starting to climb up onto the roof.

CUT BACK TO:

175 THE ROOM

175

Alice straining to listen to the VOICES and SOUNDS coming from the roof and ceiling above her.

RABBIT (O.S.)

Will the roof hold him?

PAT (O.S.)

Mind that loose slate, Bill -- oh, it's coming down! Heads up below!

CAMERA ZOOMS IN to Alice's calculating face as the SOUNDS OF FALLING SLATES and CRAWLINGS ACROSS THE ROOF signal her to the next offense.

CUT BACK TO:

176 EXT. HOUSE - THE WHITE RABBIT - DAY

176

frantically hopping about, yelling orders to Pat and Bill on the roof.

RABBIT

Bill's gotta go down the chimney!

177 DOWN ANGLE - PAST PAT AND BILL IN FOREGROUND ON CHIMNEY

177

to White Rabbit glaring from below on the ground.

CUT BACK TO:

178 THE ROOM - CLOSE - ALICE

178

beginning to form a plan.

ALICE

(to herself, out loud)

Oh, so Bill's gotta go down the chimney, does he? I think I can take care of that.

INTERCUT:

179 EXT. HOUSE - SHOTS OF BILL

179

climbing into the chimney, with:

180 INT. HOUSE - SHOTS OF ALICE 180

amused.

181 ANGLE 181

Alice suddenly suddenly takes a deep breath and blows up the fireplace.

ALICE
(determined)
That's for Bill.

CUT TO:

182 EXT. THE HOUSE - LOW ANGLE SHOT 182

Bill flying up out of the chimney like a lizard shot out of a cannon.

183 HIGH ANGLE 183

PANNING -- startled reactions of White Rabbit and Pat to the lizard's trajectory.

RABBIT
(like seeing a meteor)
There goes Bill!

184 INT. THE ROOM 184

Alice laughing at her success.

ALICE
I wonder what they're going to do next?

There's a sudden CRASH at the window and Alice looks to see little pebbles being hurled into the room. She maneuvers her head to glimpse through a small space at the window and some of the pebbles strike her face.

185 HER POV - PAT AND THE WHITE RABBIT 185

throwing pebbles from a wheelbarrow at her.

ALICE (V.O.)
(braying)
You'd better not do that again!

- 186 ANGLE - ALICE 186
surprised as she looks at the pebbles on the floor.
- 187 EXTREME CLOSEUP - THE PEBBLES 187
A SERIES OF DISSOLVES to have them become little cakes.
- 188 CLOSE - ALICE 188
picking up a few of the tiny cakes.
- ALICE
(thinking, ECHO
effect)
Such little cakes! If I eat one
it's sure to make some change in
my size, and since it can't
possibly make me larger...!
- 189 ANGLE - ALICE 189
chewing a cake, beginning to shrink immediately.
- 190 ANOTHER ANGLE (SPECIAL EFFECT) 190
Alice zipping down to a size small enough to get
through the door. Instantly, she dashes out.
- 191 INT. DOWNSTAIRS HALLWAY - LOW ANGLE 191
Alice rushing down the stairs.
- 192 EXT. HOUSE 192
Alice fleeing out the front door, CAMERA TRACKING with
her as she heads for the woods.
- 193 ANGLE 193
The White Rabbit, Pat, Bill and a few other creatures
yelling, starting to chase her.
- 194 REVERSE SHOT 194
Alice reaching the woods, as White Rabbit and his crew
become exhausted in far b.g., using their last energy
to throw more pebbles at her. A moment more and she's
safely into the woods.

195 CLOSE - ALICE

195

making her way through the woods, grateful to have left the White Rabbit's house behind.

196 ANOTHER ANGLE

196

A thicket slowing her progress, but she's more relaxed now -- though exhausted from her escape.

She stumbles into a clearing and sits to rest under a huge mushroom.

ALICE
(thinking, ECHO
effect)

Well, let's see now -- the first thing I've got to do is grow to my right size. And the second thing is to find my way to that lovely garden and back home again. I think that would be the best plan!

Suddenly, she hears SOUNDS nearby of someone coughing.

197 CLOSE - ALICE

197

puzzled, frightened -- as she leaps to her feet and stares toward the SOUNDS.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

198 EXT. WOODS - HIGH DOWN SHOT - DAY 198

Alice peeking out from under the mushroom. She sees something rather startling.

199 HER POV 199

of a large blue CATERPILLAR sitting on top of the mushroom with its arms folded, smoking a long hookah.

200 CLOSE - THE CATERPILLAR 200

noticing Alice.

CATERPILLAR

Who are you?

Alice pulls down the edge of the mushroom to let more of her face peek over.

ALICE

(touchingly)

I hardly know, sir. I knew who I was when I got up this morning but I've been changed so many times since then -- I'm afraid I'll never find my way home again!

The Caterpillar coughs, looks her over and takes another big puff from his pipe.

CATERPILLAR

(sternly)

Explain yourself?

ALICE

(with timidity)

I can't, sir -- because I'm not myself, you see!

CATERPILLAR

No -- I don't see!

ALICE

Well, being so many sizes in one day is very confusing to a little girl.

FAVORING the Caterpillar as he shoots her another contrary look.

CATERPILLAR

No, it isn't!

Alice pulls the edge of the mushroom down further, begins to flush with spunk again, now that the Caterpillar is being so rude.

ALICE

Well, perhaps you haven't found it so yet but when you have to turn into a chrysalis and then a butterfly -- you'll feel a little bit queer then, won't you?

CATERPILLAR

(ignoring her)

Not a bit.

ALICE

It would feel very queer to me.

CATERPILLAR

(contemptuously)

You? Who are you?

ALICE

(irritated)

Well, I think you ought to tell me who you are first.

CATERPILLAR

Why?

ALICE

(puzzled)

I don't know exactly.

(then, decisively
insulted)

Besides, I think you're very rude. Goodbye.

Alice turns away, starts to march off.

CATERPILLAR

Wait! I've got something very important to say to you.

Alice halts, turns back hopefully for some important advice.

203 HER POV - THE CATERPILLAR

203

ALICE (V.O.)

What?

CATERPILLAR

(impassively)

Keep your temper.

ALICE (V.O.)

That's all you have to say to me?

204 FULL SHOT - THE CATERPILLAR

204

as he slithers off the mushroom, still puffing on his hookah.

CATERPILLAR

No. I was also curious about your earlier remark. So you think you're changed, do you?

205 TWO SHOT - ALICE AND CATERPILLAR

205

ALICE

(proudly)

I definitely have. In fact, I think I've actually "grown up" quite a bit -- but I can't quite remember.

CATERPILLAR

Why not?

ALICE

There are a lot of things. Like when I tried to recite one of my favorite poems, it came out all wrong.

CATERPILLAR

(pauses, thinks... then:)

Well, try "You Are Old, Father William," and see how it comes out. Do you know that poem?

ALICE

Of course. Let me see, it starts ... er... er...

The Caterpillar watches her struggle with her memory, then moves his pipe out of the way and --

CATERPILLAR

Here, let me help you.

206 FULL SHOT - THE CATERPILLAR AND ALICE 206

inhaling a tremendous intake from his hookah, and lets out a great puff of smoke which envelops Alice like a glowing fog.

207 CLOSE - ALICE (SPECIAL EFFECT) 207

as she's transformed into a different costume. She wears overalls and knickers, a young man's cap and holds a pitchfork.

CAMERA MOVES BACK to reveal the Caterpillar transformed into the rotund "Father William" -- waistcoat, vest, shoes with buckles -- still puffing on his hookah.

208 CLOSER - ALICE 208

still trying to start the poem.

ALICE
(remembering)
"You are... old, Father William,"
the young man said...

Alice is amazed at her transformation in the puff of smoke, floods with confidence about her memory -- and even begins to sing in the character of the young man of the poem.

ALICE
(continuing; delight-
fully devilish)
"Yes, you are old..."
(singing)
"You are old, Father William" the
young man said,
"And your hair has become very
white;
And yet you incessantly stand on
your head --
Do you think, at your age, it is
right?"

MUSIC CREEPS IN and the
hearty, wicked poem becomes
not only sung but STAGED,
as with the other musical
episodes in ALICE as a
"vaudeville turn."

CATERPILLAR
(singing)
"In my youth," Father
William replied to
his son,
"I feared it might injure
the brain;
But, now that I'm perfectly
sure I have none,
Why, I do it again and
again."

ALICE

(singing)

"You are old," said the
youth, "as I mentioned
before,

And have grown most
uncommonly fat;

Yet you turned a back-
somersault in at the
door --

Pray what is the reason
for that?"

CATERPILLAR

(singing)

"In my youth," said the
sage, as he shook his
grey locks,

"I kept all my limbs very
supple

By the use of this ointment
-- one shilling the box --

Allow me to sell you a
couple?"

ALICE, in the character and
dress of the young man; and
the CATERPILLAR, in the char-
acter and dress of Father
William have happily segued
from the contrariness of their
meeting to the happy familiarity
of their SONG and DANCE.

The music is upbeat. Father
William takes out the box
of ointment and waves it
about.

ALICE

(singing)

"You are old," said the
youth, "and your jaws
are too weak

For anything tougher than
suet;

Yet you finished the goose,
with the bones and the
beak --

Pray, how did you manage to
do it?"

CATERPILLAR

(singing)

"In my youth," said his
father, "I took to the
law,
And argued each case with my
wife;
And the muscular strength,
which it gave to my jaw,
Has lasted the rest of my
life."

ALICE

(singing)

"You are old," said the youth,
"one would hardly suppose
That your eye was as steady as
ever;
Yet you balanced an eel on the
end of your nose --
What made you so awfully clever?"

CATERPILLAR

(singing)

"I have answered three questions,
and that is enough,"
Said his father. "Don't give
yourself airs!
Do you think I can listen all day
to such stuff?
Be off, or I'll kick you down
stairs!"

209 CLOSE TWO SHOT

209

Alice and the Caterpillar hugging each other in a final
duet, harmonizing with great clown smiles plastered
across their faces.

Suddenly, there is a lightning flash and the SPECIAL
EFFECT ENDS. Alice and the Caterpillar return to their
initial state and costumes. The fog fades.

210 ANGLE - FAVORING THE CATERPILLAR

210

drawing in normally on the hookah pipe.

CATERPILLAR

(rather won over
by Alice's spunk)

Excellent. The words were wrong
from beginning to end. But at
least you tried! Now what size do
you want to be, little girl?

ALICE
 (hopefully)
 Well, I should like to be a little larger, sir. Three inches is such a wretched height to be, you know.

CATERPILLAR
 (his nose out of joint)
 Oh, it's a very good height indeed, since it happens to be exactly my height.

ALICE
 I'm terribly sorry! I really didn't mean to insult you.

CATERPILLAR
 (accepting the apology)
 Well, if you're really in such a rush then you should know that eating from one side of the mushroom will make you grow taller, and eating from the other side will make you grow shorter.

There is a sudden flash like a wizard's explosion, and when the smoke clears this time Alice finds herself alone.

ALICE
 (startled)
 Mr. Caterpillar, where are you?

211 HER POV

211

as the CAMERA searches all about the mushroom, to no avail.

ALICE (V.O.)
 (continuing; completely frustrated)
 Why, he's disappeared. He's just absolutely disappeared!

212 CLOSE - ALICE

212

growing frightened and discouraged -- CAMERA MOVES with her as she rushes from one side of the mushroom to the other, breaking off pieces and putting a few pieces in her pocket.

ALICE
 (aloud to herself)
 Alright, I'll take a piece of
this. And a bigger piece of that.
 Now I'll just nibble a little of
this. EEEEEEEEEKKKKKKKKKKK!!

213 HIGH DOWN SHOT (SPECIAL EFFECT)

213

Alice shrinks so suddenly all that is left of her are her hands holding her head on top of her shoes.

CAMERA MOVES IN TO CLOSEUP of Alice's poor, terrified face as she gazes wide-eyed on her torso-less body to her shoe tips which are just under her chin. She is just hands, a head and feet.

ALICE
 (trying to be brave)
 Now I'll just never grow up --
 (through tears)
And I'll never see my home again!

CAMERA DOLLIES BACK leaving Alice in her most awkward and alarming jeopardy!

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

214 EXT. THE WOODS - NEAR THE MUSHROOM - CLOSE - DAY 214

Alice's head still mounted on her feet, as she struggles a hand loose from her torso-less body and succeeds in feeding herself a different piece of mushroom which she takes from her pocket.

215 LOW ANGLE (SPECIAL EFFECT) 215

as Alice shoots up not only to her own size but much taller, her head whizzing up through the tree branches and leaves causing birds to fly off in panic.

216 CLOSE - THE TALL ALICE'S FACE 216

as she feeds herself alternate bites from the different pieces of mushrooms and learns to adjust her height.

ALICE

(delighted, aloud
to herself)

There! Just a little bite from one, and a teensie nibble from the other -- now I'm my normal size again.

217 ALICE'S POV 217

A small house in a clearing enclosed by a fence. Above a gate at the end of the path leading to the house is a gleaming brass bell.

218 ANGLE - ALICE 218

filling with hope, dashes toward it.

ALICE

(brightening)

Surely someone here can tell me the way to go home!

219 EXT. THE SMALL HOUSE - DAY 219

Alice halts as she nears, due to the sudden appearance of a FOOTMAN with the face of a fish. He is carrying a huge envelope. He RINGS the bell at the gate. Another FOOTMAN (a frog) opens the door, comes out to receive the envelope.

FISH FOOTMAN
 (to Frog Footman)
 For the Duchess, an invitation
 from the Queen to play croquet.

220 ANGLE FAVORING ALICE 220

as the delivering Footman and the Frog Footman get their curly wigs entwined, nearly knocking them both off balance. Alice laughs at the sight, sees the Fish Footman scurry off and the Frog sit down exhausted on a bench outside the gate.

221 ANOTHER ANGLE 221

Alice approaches the gate, tolls the bell.

FROG FOOTMAN
 There's no use in ringing because
 I'm on the same side of the door
 as you are.

Extraordinary NOISES OF HOWLING, SNEEZING AND CRASHING DISHES are heard as curiosity and concern fill Alice's face.

ALICE
 Then how am I supposed to get in?

FROG FOOTMAN
 (unconcerned)
 Well, I don't know about you -- but
 as for me, I'm going to sit here
 until tomorrow or the next day,
 maybe.

222 CLOSER ANGLE - ALICE 222

reaching out her hand to try the door.

ALICE
 (to herself,
 ECHO effect)
 Well, I'm not.

She opens the gate, hurries down the path and enters the house.

223 ALICE'S POV - INT. DUCHESS' KITCHEN - FULL SHOT - DAY 223

a large smoke-filled kitchen with the DUCHESS sitting on a three-legged stool in the middle feeding a BABY.

She's about 50, gives the initial impression of being something of a hippopotamus with the face of a gangster. She is a side-splitting sight in a royal dress and a hat which looks like upholstered horns.

ALICE (V.O.)
 (starting to sneeze,
 trying to fan the smoke
 from her face)
 There's certainly too much pepper
 in that soup.

224 ANOTHER ANGLE - HIGHLIGHTING THE COOK 224

This CRONE, who's leaning over a fire at the hearth stirring a large cauldron full of soup, looks like an amalgamation of every mean, cantankerous, bossy servant ever employed in the world, with a staggering penchant for endlessly adding pepper -- no doubt the spice of her personality.

225 ANGLE FAVORING ALICE BUT INCLUDING THE DUCHESS AND THE COOK 225

Alice is keeping one eye on the wacky-looking Cook who starts to swing the cauldron off the fire -- and begins immediately to throw saucepans, plates, and dishes at the Duchess (and baby) for no apparent reason. The Duchess calmly deflects the artillery, but Alice is terrified for the baby and begins jumping up and down in great fear for the infant.

ALICE
 (terrified)
 Will you please be careful. You're
 going to hurt that precious baby.

226 ANOTHER ANGLE 226

Alice grabbing a broom and helping to protect the baby from the flying, crashing missiles.

DUCHESS
 (criticizing Alice)
 If everybody minded their own
 business, the world would go
 'round a good deal faster than it
 does!

227 INTERCUT SERIES OF SHOTS 227

The Cook tossing dishes and pans, the Duchess bored, carelessly cradling the infant, and Alice dashing about trying to halt the bombardment.

ALICE
 (sarcastically, responding to the Duchess)
 Which would not be an advantage, if you ask me. I mean, you see the earth takes 24 hours to turn around its axis.

228 CLOSE - DUCHESS

228

leaning forward, calling over the din to the Cook.

DUCHESS
 Speaking of axes -- chop off her head!

229 FULL SHOT - THE GROUP

229

Alice is startled by this pronouncement, checks to see that the Cook hasn't heard -- nor is going to act on the beheading suggestion -- and grows more concerned for the baby as the Duchess gives the child a violent shake.

ALICE
 You're acting very hateful to that baby!

DUCHESS
 Am I? Well, my dear...

She sings:

DUCHESS
 There's something to say for hatred,
 For rudeness and for spite.
 Oh no, my friend,
 We can't pretend
 That everything's sweetness and light.

COOK
 There's something to say for trouble
 For nastiness and gloom.
 Just try to be cheerful
 And you'll get an earfull
 Of your impending doom.

DUCHESS
 This world is not a paradise
 If, indeed, it ever was.

COOK
 It's a vale of tears
 And so, my dears,
 Throw out the chaff?
 Don't make me laugh!

DUCHESS

There's something to say for mis'ry
For suff'ring and for pain.
Down at the bank,
Now let's be frank,
They only care for gain.

BOTH

There's something to say for frowning,
Why must we always smile?
Forget all your dreams;
Resort to schemes
And, in just a little while,

DUCHESS

"The best laid plans of mice and
men"

COOK

Will all come crashing down again

BOTH

And we'll all despise each other again --
in the grand-est style!

230 ANGLE

230

The Duchess shoves the baby into Alice's arms.

DUCHESS

(bragging)

Here, you may hold it a bit if you
like -- but I have to get ready
and play croquet with the Queen.

Alice takes the sweet baby into her arms, shields it
from all flying pans, dishes and pots as the Duchess
rushes off to get ready.

ALICE

(aloud, to herself)

If I don't take this child away
with me, they're sure to kill it.

CAMERA TRACKS with Alice as she protects the infant,
rushes through the kitchen leaving the maniacal
crockery-hurling Cook in the dust -- and barges back
out the front door.

231 EXT. DUCHESS'S HOUSE - DAY

231

Alice dashes out, flees with the babe in her arms. She
stops outside the front door, adjusts the baby in her
arms to a proper comfortable position -- but the baby
begins to make strange sounds.

ALICE

(lightly scolding)

Don't grunt, that's not a proper way of expressing yourself, little baby.

232 ANGLE - ALICE

232

moved at holding such a delightful little bundle of humanity. She instinctively begins to gently rock it, moves the corners of its swaddlings to give it plenty of air. The cute face of the baby again begins to grunt.

ALICE

(thinking aloud)

Well, perhaps it's only sobbing.

(to the baby)

Are you crying, little baby -- are you?

233 ALICE'S POV - (SPECIAL EFFECT)

233

The baby in her arms turns into a real piglet. Alice is startled and screams.

ALICE

Now, look, little baby, if you're going to turn into a pig, I'll have nothing more to do with you.

234 ANGLE

234

The baby completely transformed into a noisily SNORTING PIG in Alice's arms. Further, the pig struggles like hell to get free and Alice has to set it down on the ground, where it quickly runs off into the woods.

235 CLOSE

235

Alice looking off wistfully in the direction the pig disappeared.

ALICE

(aloud to herself)

Oh, well -- if it had grown up it would have made a dreadfully ugly child. But maybe a rather handsome pig, I suppose.

Alice feels a bit confused, but turns to go on her way.

Suddenly, she's startled by the sight of the Cheshire Cat sitting on a bough just above her head. The Cat is a very large one and Alice notices it has very long claws and a great many teeth.

ALICE
 (continuing;
 respectfully)
 Excuse me, Cheshire Cat, would you tell me, please, which way I ought to go from here?

236 UP ANGLE - ALICE'S POV - THE CAT 236

dangerous behind its grin.

CHESHIRE CAT
 (toying, as with
 a mouse)
 That depends a good deal on where you want to get to.

237 FULL SHOT - ALICE AND THE CAT 237

ALICE
 Home! I need to get home. I know my mother has already begun to miss me, and my cat Dinah must be very hungry.

238 ANGLE - CHESHIRE CAT 238

As he grins evilly.

CAT
 Home, is it? Listen closely,
 little girls.
 (he sings)
 There's no way home from this strange
 land.
 Don't even try to understand.
 You're lost in time, without a trace.
 Resign yourself to your disgrace.

Somehow you've strayed and lost your
 way,
 And now there'll be no time to play.
 No time for joy, no time for friends,
 Not even time to make amends.

You are too naive
 If you do believe
 Life is innocent
 laughter and fun.

(MORE)

CAT (CONT'D)

There are things to fear
 So you see, my dear,
 Your adventures have only begun.
 The world's immense, but sad to say
 It makes no sense in any way.
 So what care I
 If you should cry?
 There's no way home.

239 ANOTHER ANGLE - ALICE AND CHESHIRE CAT

239

Alice, barely holding back her tears, says bravely:

ALICE

I think you're a mean old cat.
 There must be away home and I'll
 find it.

She starts determinedly along a path.

CHESHIRE CAT

Where are you going?

ALICE

(pointing)

That way. Maybe I'll meet some
 one kind enough to help me.

CHESHIRE CAT

(laughing)

Well, in that direction, there's a
 Hatter, and in that direction
 there's a March Hare. Visit
 either you like. They're both
mad.

ALICE

But I don't want to visit mad
 people.

CHESHIRE CAT

Oh, you can't help that. We're
all mad here. I'm mad. You're
 mad. We're all mad.

The Cat laughs, its SOUNDS REVERBERATING like the hi-
 larity in a nuthouse. Alice backs still further away
 as the threatening Cat begins to disappear -- leaving
 only its grin. (SPECIAL EFFECT)

240 ALICE'S POV - THE GRIN

240

still hovering disembodied above on the tree bough.

ALICE (V.O.)
 (aloud, to herself;
 quite amazed)
 Well, I've often seen a cat
 without a grin. But a grin
 without a cat is the most curious
 thing I've ever seen in my life.

241 EXT. A PATH IN THE WOODS - DAY 241

Alice runs from the Cheshire Cat, then halts at a sight
 ahead of her.

242 HER POV 242

A house with chimneys shaped like long ears and a roof
 made of fur. There is a table set out under a tree in
 front of the house, with the March Hare, and Hatter
 having tea at it. A Dormouse is sitting between them,
 fast asleep -- and the other two are using the mouse as
 a cushion, resting their elbows on it and talking over
 its head.

ALICE
 (thinking aloud as
 she hurries to the
 table)
 Goody! I'm just in time for a tea
 party!

243 EXT. THE TEA TABLE - IN FRONT OF THE MARCH HARE'S 243
 HOUSE - DAY

FULL SHOT - ALICE, MAD HATTER, MARCH HARE, DORMOUSE

Alice approaches the table which has several empty
 seats since the trio are all bunched up at one corner.

244 ANGLE - ALICE AND TRIO 244

as the March Hare and Mad Hatter see her coming. The
 March Hare looks quite hypertensive with large erect
 ears wearing a yellow jacket with bright striped
 pants. He's spry and curt -- and he speaks with the
 rapidity of a machine gun. The Hatter wears a very
 large hat and his slightly buck teeth give him the
 appearance of a neurotic politician.

ALICE
 (politely)
 May I introduce myself?

HATTER

No, you may not.

ALICE

But aren't introductions proper at a tea party?

HATTER

If you want an introduction, my child, go get an orchestra. They could give you a nice four-bar introduction -- or perhaps an eight bar introduction.

ALICE

I just wanted to give you my name.

HATTER

Why? Have you finished with it?
(to Hare)

Did you hear that, Mr. Hare? She wants to give us her name.

The March Hare snaps.

MARCH HARE

How ridiculous. We already have names. We certainly don't need hers.

Alice is somewhat taken aback at the antagonistic behavior of the Hatter and Hare. However, determined to maintain her composure, she asks politely:

ALICE

May I sit down?

245 ANGLE - PAST ALICE TO HARE AND HATTER

245

as they shout:

MARCH HARE & HATTER

No room! No room!

ALICE

(indignantly)
There's plenty of room!

246 ANGLE - ALICE

246

as she sits down defiantly, points:

ALICE

There are at least nine empty chairs.

247 MEDIUM SHOT - HATTER

247

HATTER

There are, indeed. We didn't say there aren't any chairs. We said there isn't any room.

MARCH HARE

And there isn't, you know. We're in the great outdoors. And there are certainly no rooms out here. There are a few in the house --

248 FULL SHOT - THE GROUP

248

The Hatter decides to show some hospitality, asks:

HATTER

Would you like some wine?

ALICE

I don't think I should drink wine. I'm too young.

MARCH HARE

(rudely)

Good. There isn't any anyway.

The March Hare swings his legs upon to the table and begins wriggling his toes.

ALICE

(angrily)

Then it wasn't very nice of you to offer it.

Hatter bangs his fist on the table angrily. The March Hare bangs both fists on the table and giggles.

MARCH HARE

(screaming)

It wasn't very nice of you to sit down without being invited.

249 ANGLE FAVORING THE HATTER

249

as he stares at Alice with sudden great curiosity.

ALICE

I didn't know it was your table. It's set for many more than three.

The Dormouse shifts his sleeping head to the Hatter's shoulder.

250 THE HATTER

250

pushes the sleeping mouse so his head falls onto the March Hare's shoulder.

HATTER
(suddenly yelling
at Alice)
Your hair wants cutting.

ALICE
(scolding)
You should learn not to make
personal remarks! It's very rude!

251 CLOSE - THE HATTER

251

opening his eyes wide at such a scolding.

252 MARCH HARE

252

pushes the Dormouse's head back onto Hatter's shoulder.

253 INTERCUT SHOTS OF MARCH HARE AND HATTER

253

using the sleeping body of the Dormouse as a sort of tennis ball in a sporting event.

HATTER
(to Alice)
Why is a raven like a writing
desk?

Alice thinks a moment. Then --

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

HATTER
(he laughs
hysterically)
I haven't the slightest idea.

ALICE
Then why did you ask the question?

HATTER
In the hopes that I might get a
sensible answer. If I already
knew the answer, why would I
bother to ask?

ALICE

Oh, you're hopeless.

(to March Hare)

Incidentally, how did you become a March Hare?

MARCH HARE

Well, I started out being a January Hare, then worked my way up.

ALICE

No, I don't mean that.

MARCH HARE

Then you should say what you mean.

ALICE

I do. At least I mean what I say, and that's the same thing.

HATTER

It's not the same thing at all. Why, you might just as well say that "I see what I eat" is the same thing as "I eat what I see."

ALICE

I give up. By the way, what is that large stuffed animal?

254 CLOSE SHOT - DORMOUSE

254

still asleep but talking, as if in stupor.

DORMOUSE

(waking up)

I'm not a stuffed animal. At least not since last night's dinner. I'm a Dormouse.

ALICE

What do you mean, Dormouse? You look just like a plain mouse to me.

DORMOUSE

And you look like just a plain girl to me. But if you think there's only one kind of mouse, you've got another "think" coming. Do you want to take it right now?

ALICE
Take what right now?

DORMOUSE
Your other "think." You do have
it coming, you know. Anyway, I'm
not a churchmouse, since I'm
certainly not poor. And I'm not a
fieldmouse. And I'm not a
Fledermaus.

ALICE
By the way, what time is it?

The Hatter takes out his watch, dips it up and down in
his tea cup as if it were a tea bag.

HATTER
It's exactly 7:27.

ALICE
That can't possibly be right. It
seems to me it was 7:27 about two
hours ago.

HATTER
Don't contradict me, young lady.
I happen to be a stickler for
accuracy.

ALICE
A stickler? You are?

HATTER
Yes. Anytime people around here
want accuracy, they send for me --
and I come in and I stickle.
That's what sticklers are supposed
to do, aren't they?

ALICE
But are you sure your watch is
running?

HATTER
Of course it isn't running. It's
just sitting here quietly in my
hand. And it could hardly run, in
any sense, because it has no
moving parts.

ALICE
No moving parts?

HATTER
Correct. But it's absolutely
right, twice a day.

DORMOUSE

Oh, enough of this folderol.

HATTER

Enough of this persiflage. Enough of this badinage.

DORMOUSE

Enough of this tomfoolery.

MARCH HARE

Enough of this banter. And enough of us saying "enough." Every tea party should have a little music. Young lady, would you like to sing with us?

ALICE

That might be very nice. What shall we sing?

HATTER

Do you know, "Twinkle, Twinkle, Little Star?"

ALICE

Yes, I do.

(she starts to sing)

Twinkle, twinkle, little star
How I wonder what you are --

HATTER

Oh, no. That won't do at all. I prefer this:

Twinkle, twinkle, little bat
How I wonder what you're at --

DORMOUSE

How about --

Twinkle, twinkle, little skunk,
How I wonder why you're drunk --

MARCH HARE

Twinkle, twinkle, little ants.
How I wonder -- where're your pants.

ALICE

(giggly)

I must admit, you three do make me laugh.

HATTER

Oh, that's a much better idea for
a song.

(he sings)

Laugh -- at every single thing we do
Just laugh -- and we shall all perform
for you.

Just smile -- and tensions will unwind
And you'll find
That your mind
Takes a kinder view

Laugh -- yes, even when your skies are
gray.

Just laugh -- and troubles seem to
float away.

You'll find it's very true, my dears
That your tears
And your fears
Will fly.

Oh, there are times when crying
Seems the thing to do.
But keep on trying --
'Til your dreams come true.
Your heart, I'm sure, knows what is
best for you
So laugh, little girl, just laugh.

ALICE

(delightedly)

That's a lovely song!

They all applaud.

MARCH HARE

Now, how about you telling us a
story?

ALICE

I'm afraid I don't know one.

MARCH HARE & HATTER

Then the Dormouse shall! Wake up
the Dormouse!

They both start pinching the Dormouse, then tickling
him mercilessly.

255 CLOSE - ALICE

255

aghast at the madness of the tea party, afraid she's
trapped in bedlam itself.

FADE OUT.

END OF ACT FOUR

ACT FIVE

FADE IN:

256 EXT. THE TEA PARTY - STILL QUITE IN PROGRESS - DAY 256

Alice is shocked at the barrage of pinching the March Hare and Hatter are doing to the barely waking Dormouse.

MARCH HARE

(really working it over,
jabbing the Dormouse)

Now wake up! You wake up and tell us a story!

HATTER

(slapping the Dormouse
on one cheek and then
the other)

Yes! A story! We need a story!

257 CLOSE - ALICE 257

truly horrified by the manhandling. Her outrage grows until she announces quite loudly and sternly:

ALICE

Stop it! Stop it! It doesn't matter if anyone tells a story or not!

MARCH HARE

(blasting Alice)

That's how little you know. At teatime you must always tell a story!

ALICE

(deciding a story
might calm them
down)

Now that he is awake, a story would be nice.

258 CLOSE - THE DORMOUSE 258

slowly opening his eyes.

HATTER (O.S.)

And be quick about it or you'll be asleep again before it's done.

DORMOUSE

(with suddenly, rapid
speed)

Once upon a time there were
three little sisters and their
names were Elsie, Lacie, and
Tillie and they lived at the
bottom of a well --

259 CLOSE - ALICE

259

very interested as usual in any matters concerning
eating and drinking, but having had to lean in to hear
the barrage of words.

ALICE

(curiously)

What did they live on?

DORMOUSE (O.S.)

(rapid replay)

They lived on treacle! Molasses,
to you.

ALICE

(gently)

They couldn't have done that.
They'd get sick.

260 ANOTHER ANGLE - THE DORMOUSE

260

beginning to delight at the pace of the repartee.

DORMOUSE

So they were; very sick.

The March Hare and Hatter look ever so pleased at the
banter, even applaud the Dormouse's last verbal maneu-
ver. They begin to form a cheering squad for the
Dormouse, bursting with cheers whenever the Dormouse
scores a touche.

Alice still tries to draw the story out of the
Dormouse.

ALICE

(envisioning)

But why did they live at the
bottom of a well?

DORMOUSE

It was a treacle-well.

261 CLOSE - THE MARCH HARE AND HATTER 261

deliriously pleased by this stroke of the Dormouse's rapier wit, scream approval and applaud.

262 ANGLE - ALICE 262

getting ticked off!

ALICE
(angrily)
There's no such thing!

DORMOUSE (O.S.)
(sulkily)
Sh! Sh! If you can't be civil,
you'd better finish the story for
yourself.

ALICE
(hungry for the end
of the story)
No, please go on!

263 INTERCUT - SERIES QUICK SHOTS 263

as Dormouse continues baiting Alice -- and Alice's curiosity keeps her at such an appallingly mad event.

SHOTS of her adversaries mocking her, and then cheering and applauding the Dormouse's rapid verbal victories.

DORMOUSE
And so these three little sisters
-- they were learning to draw, you
know --

ALICE
What did they draw?

DORMOUSE
Treacle.

The March Hare and Hatter scream with such hilarity at this retort, they fall out of their chairs. Finally, they reinstate themselves in the proceedings.

HATTER
(interrupting and
moving)
I want a clean cup! Let's all
move one place on.

- 264 FULL SHOT - THE GROUP 264
 having moved as he spoke, the Dormouse following him,
 and then the March Hare moving into the Dormouse's
 place.
- 265 CLOSER ANGLE - ALICE 265
 rather unwillingly taking the place of the March Hare.
- ALICE
 (uncomfortable at
 her soiled place
 setting)
 But I don't understand. Where did
 they draw the treacle from?
- 266 WIDEN SHOT 266
 to show the March Hare and Hatter beginning to run from
 one setting at the table to another, and pushing Alice,
 all the while laughing hysterically.
- HATTER
 You can draw water out of a water-
 well, so I should think you could
 draw treacle out of a treacle-well
 -- eh, stupid?
- 267 ANOTHER ANGLE - ALICE 267
 getting up in great disgust, and walking off as the
 others continue to laugh.
- 268 FULL SHOT FAVORING ALICE 268
 as she leaves the party -- the Hatter, March Hare and
 Dormouse in the background all shrieking like patients
 at a nuthouse gathered for a communal primal scream.
- 269 ANGLE FAVORING THE DORMOUSE 269
 going instantly asleep, as the other two continue their
 wild laughter.
- 270 ALICE'S POV 270
 A last look back to see the Hatter and March Hare still
 convulsed.

271 EXT. PATH WITH ALICE HEADING INTO THE WOODS - DAY 271

272 CLOSE - ALICE 272

depressed, walking alone and lost once more.

CAMERA TRACKS Alice as she moves deeper into the woods.

ALICE

(aloud to herself)

I'll never go there again! It was
the stupidest tea party I ever saw
in all my life!

(bravely)

I know when I get home my mother
will see how much I've grown up.
And she'll want me to have tea
with her, and I'll tell her very
fine stories.

(tears begin to flow
down her cheeks)

Very fine. Oh, yes, that will be
a real tea party!

273 EXT. ALICE ON A PATH IN THE WOODS 273

Alice walking by several large trees. She's intrigued
by something she sees.

274 HER POV - ONE TREE 274

with a door leading right into it.

275 ANGLE - ALICE 275

halting at the door.

ALICE

(aloud to herself)

That's very curious. But
everything's curious today. I
think I may as well go in at once.

As she opens the door.

276 EXT. GARDEN - DAY 276

FULL SHOT - ALICE

entering the garden through the door and strolling
delightedly among the bright flower beds and the cool
fountains. Alice is dazzled by the garden, with its
colossal sunflowers and great white roses cascading
from arbors.

277 ALICE'S POV - THREE GARDENERS 277

looking very much like rather large playing cards -- who are busily painting some of the white roses red! They are the TWO, FIVE and SEVEN OF SPADES!

278 ANGLE FAVORING ALICE - WITH THE GARDENERS 278

ALICE

Excuse me, sirs -- would you tell me, please, why you're painting those roses?

The Two and Seven pay attention to Alice, but the Five acts as a nervous "lookout" checking across the garden.

TWO OF SPADES

Why, the fact is, you see, Miss, this here ought to have been a red rose bush, and we put a white one in by mistake.

SEVEN OF SPADES

If the Queen was to find out, we'd all have our heads cut off, you know.

Suddenly, the Five of Spades begins yelling a warning to them.

FIVE OF SPADES

(calling out)

The Queen! The Queen! Here comes the Queen!

279 ANGLE - ALICE AMAZED 279

as the three Gardeners throw themselves flat upon the ground in obeisance. There is the SOUND OF MANY FOOTSTEPS, the earth beginning to nearly shake as though an earthquake had started. The SOUND OF THE FOOTFALLS GROWS and Alice spins around eager to catch a glimpse of the Queen.

INTERCUT:

280 SHOTS OF ALICE 280

reacting to the procession with SHOTS OF THE SPLENDIFEROUS PROCESSION ITSELF.

281 ALICE'S POV

281

Ten handsome, proud CARD SOLDIERS carrying clubs.

Ten COURTIERS, brilliantly ornamented all over with diamonds, and walking two-by-two.

Ten ROYAL CHILDREN jumping merrily along, hand-in-hand, in couples. They wear sparkling hearts!

Next come the guests, mostly KINGS AND QUEENS -- and among them Alice recognizes the White Rabbit mumbling in a hurried nervous manner, smiling at everything. The Kings and Queens are exotic, resplendent in dazzling diamonds, radiant spades and glowing clubs

They wear robes and skirts of sleek rich velvets and golds, with waist and shoulder bands of precious metals. They are poised, and move with intimidating royal decorum. The men sport little moustaches and oddly cut beards. The women, dripping in color and waving fans, parade about with spectacular headdresses often larger than their heads.

Then comes the KNAVE OF HEARTS, carrying the King's crown on a cushion, and last of all in this grand, procession are the KING AND QUEEN OF HEARTS!

282 ANGLE - ALICE WITH THE THREE PROSTRATE GARDENERS

282

doubtful whether she ought not to lie down on her face like them, but deciding "absolutely not."

283 ANOTHER ANGLE - THE PROCESSION

283

stopping in front of Alice, where all its members look at her.

Most powerful-looking is the Queen of Hearts who looks frighteningly grumpy, with a mouth as snapping as a hippopotamus. From the neck up she's pure fish-wife.

QUEEN OF HEARTS

(severely to the
Knave of Hearts)

Who is this?

THE KNAVE, shrugging in ignorance, only bows and smiles in reply.

QUEEN OF HEARTS

Has the cat got your tongue, or do
you specialize in ignorance?

(subtly, in an
instance, she turns
to ALICE, all smiles)

What is your name, child?

ALICE
 (very politely)
 My name is Alice, may it please
 your majesty.

284 ANGLE - ALICE

284

QUEEN OF HEARTS
 We'll see about that.
 (The Queen points to the
 three gardeners)
 And who are these creatures?

ALICE
 How should I know? It's no
 business of mine.

285 CLOSE - THE QUEEN

285

shocked, furious.

QUEEN OF HEARTS
 (Bellowing)
 Off with her head! You hear me?
 Off with her head.

ALICE
 (bravely)
 Nonsense!

QUEEN OF HEARTS
 What??! Just for that -- off with
 her head -- in small increments!

286 ANGLE - THE KING

286

stepping forward, smiling, trying to be helpful.

KING OF HEARTS
 Well, now, consider, my dear: she
is only a child.

QUEEN OF HEARTS
 Did you think I was under the
 impression she was an alligator,
 or a rutabaga? Of course she's a
 child. A remarkably rude one. If
 there is one thing I cannot stand
 it's insubordination and
 impertinence.

ALICE

That's two things, your majesty.

The Gardeners giggle and dig each other's ribs with their elbows, amused by Alice.

QUEEN OF HEARTS

What?! Laughing at such
effrontery?

(to THE KNAVE)

Off with their heads too!

287 ANGLE - QUEEN OF HEARTS

287

QUEEN OF HEARTS

When there are people who annoy you
Or seem determined to destroy you
There's just one thing that must be done --
Off with their heads!

When there are people who deceive you
Or have the nerve to not believe you
There's one response that's rather fun --
Off with their heads!

Firm -- you must be absolutely firm when
required.
Squirm -- that's what they'll do when
they perceive they've been fired.
Or worse!

Never mind negotiation;
You will find, to rule your nation,
All you'll need to keep your slaves under
their beds
Is just to flounce about
And shout -- Off with their heads!

The QUEEN turns, and marches a slight distance with the procession following dutifully.

288 FULL SHOT - FAVORING ALICE

288

Rushing to the aid of the gardeners, urging them to get up off the ground.

ALICE

Come, come, get up. If you stay
here you'll be beheaded.

ALICE leads them behind a flower pot shed, where they quickly hide themselves.

ALICE runs to catch up with the QUEEN.

QUEEN OF HEARTS

(to the King)

Didn't I tell you this morning
that heads would roll?

KING OF HEARTS

(rather meekly)

Yes, my dear, you did. But you
know -- it's a strange thing.
Heads don't seem to roll the way
they used to. Nowadays they just
tend to klump down to the ground
and -- er -- lie there.

QUEEN OF HEARTS

(she spies ALICE)

Ah, there's that impertinent
child.

(suddenly all charm to
Alice)

Can you play croquet?

289 CLOSE - ALICE

289

realizing the question was meant for her.

ALICE

Why, yes, your majesty. Although
I shouldn't be able to if I had no
head.

QUEEN OF HEARTS

If you think such considerations
are going to make me change my
mind, you're quite mistaken. Your
head is as good as gone. But
since you still have it, we might
as well put it to some sensible
use. Come along to the game.

290 FULL - ALICE

290

joining the grand procession as joyful as if she was
invited to have tea with grown-ups. The Queen of
Hearts moves a few paces ahead.

291 TRACK FAVORING ALICE

291

as the White Rabbit catches up and peers anxiously into
Alice's face.

WHITE RABBIT

(timidly)

It's -- it's a very fine day!

ALICE

The Queen seems to be enjoying it. She loves to chop off heads.

WHITE RABBIT

Her Majesty is very excitable. She even ordered the execution of her very good friend, the Duchess.

ALICE

What for?

WHITE RABBIT

Did you say "What a pity"?

ALICE

No, I didn't. I said, "What for?"

WHITE RABBIT

Oh, it was a dreadful offense. She boxed the Queen's ears.

Alice laughs heartily at the thought.

WHITE RABBIT

Oh, do be quiet. The Queen will hear you. What happened, you see, is that the Duchess arrived rather late and the Queen said to her --

The Queen suddenly halts the procession with a scream.

QUEEN OF HEARTS

(shouting)

Who is responsible for all that jibbering and jabbering back there?

WHITE RABBIT

Oh, dear -- meaning no disrespect, your majesty. Jibbering and Jabbering, you say? Well -- er -- in fact, I was jibbering, and the young lady was jabbering.

QUEEN OF HEARTS

(shouts)

All of you! Take your places for a game of croquet.

as the procession breaks up in a helter-skelter fashion, dashing to clear a croquet ground and make room for the players.

293 EXT. THE CROQUET PLAYING FIELD - DAY 293

Alice looks over the beautiful lawn, but begins to notice it's a rather curious croquet playing field.

294 ALICE'S POV - ON CLOSER INSPECTION 294

The field is all ridges and furrows, much like a wash-board shape.

295 FULL SHOT 295

with ALICE in foreground.

ALICE

I don't see any mallets. What are we going to use for mallets?

QUEEN OF HEARTS

These flamingoes, of course.

KING OF HEARTS

Oh, yes. Of course!

The King picks up a flamingo. He grabs it by its long legs and is prepared to use the bent neck to hit the croquet ball. The Knave hands Alice a similar mallet.

Beautiful colored tents, like cabanas, edge part of the playing field. The soldiers rush about setting up, checking, making sure all is ready for the game to begin.

ALICE

And what are we to use for croquet balls?

KING OF HEARTS

These hedge-hogs. Come here, little fellow.

Alice watches in amazement as the small, furry, hedgehog becomes a rounded ball of fur.

ALICE

What are we to use for wickets? We do have to hit the ball through something, don't we?

296 FULL SHOT - THE SOLDIERS 296

KING OF HEARTS

Wickets, assume your positions!

SOLDIERS

Yes, your majesty.

297 They bend over, with feet and hands on the ground. 297

298 ANGLE - KING AND QUEEN 298

QUEEN OF HEARTS

(to first soldier)

You move much too slowly, you oaf. Off with his head! And his as well.

KING OF HEARTS

It won't be easy with them in that position.

299 CLOSE - ALICE 299

trying to avoid further trouble with the Queen.

ALICE

(whispers to White Rabbit)

They're dreadfully fond of beheading people here, wouldn't you say? The great wonder is there's any one left with a head at all.

QUEEN OF HEARTS

(overhears Alice's whisper)

You -- impertinent child! Wipe that smile off your face.

ALICE

(she makes an embarrassed "wiping" gesture with her hand and her smile disappears)

QUEEN OF HEARTS

(sternly)

Is that smile quite gone?

KING OF HEARTS

Yes, my dear. At least it's gone from the young lady's face. But it seems to have reappeared elsewhere.

He points to the Cheshire Cat's grin.

300 ALICE'S POV - THE CHESHIRE CAT'S GRIN

300

beginning to appear out of thin air.

ALICE (V.O.)
 (recognizing the
 partial manifestation)
 It's the Cheshire Cat!

The whole head of the Cat now appears.

ALICE (V.O.)
 (to the Cat)
 Oh, hello, Cheshire Cat!

CHESHIRE CAT'S HEAD
 Hello. How do you like the Queen?

ALICE
 (whispers to Cat)
 Not at all. And I don't like the
 idea of losing my head. Would
 you?

CHESHIRE CAT
 (bigger grin)
 I could hardly afford that!

301 ANGLE FAVORING THE KING AND ALICE

301

as he overhears Alice talking and looks up at the Cat's
 Head with great curiosity.

KING OF HEARTS
 I say, what's that thing?

ALICE
 It's a friend of mine -- a
 Cheshire Cat. Allow me to
 introduce you.

KING OF HEARTS
 I'd rather not, if you don't mind.
 (to the Queen)
 My dear, may I introduce you to
 another of your subjects?

QUEEN OF HEARTS
 No, you may not. And off with his
 head, whoever -- or whatever -- he
 is. And off with his tail, too.
 There's more than one way to skin
 a cat, you know.

KING OF HEARTS

I'm afraid he has no tail. And you can't behead something that has no body.

QUEEN OF HEARTS

You can try! And exactly who is the owner of this monster?

ALICE

I think it belongs to the Duchess, your majesty. Perhaps you'd better ask her about it.

KING OF HEARTS

That's shouldn't be too difficult, my dear, you put her in prison!

QUEEN OF HEARTS

(ordering a soldier)

Fetch the Duchess here -- and be quick about it.

The Soldier no sooner runs off than the Cat's Head begins to fade, and in a moment -- the Cat is gone. The Queen is instantly bored and hurries back to her croquet game.

302 ALICE'S POV - THE DUCHESS

302

being pushed toward her. The Duchess shakes loose of the soldier, and she greets Alice like an old lost friend, tucking her arm affectionately into Alice's.

DUCHESS

Well, as I live and breathe, and hope to keep it up. If it isn't little Alice. How are you, my dear?

ALICE

As well as could be expected. And you?

Camera moves in with them as the Duchess leads Alice away from the game. Alice is silent.

DUCHESS

(close to Alice's ear)

You're thinking about something, my dear, and that makes you forget to talk. I can't tell you just now what the moral of that is, but I shall remember it in a bit.

ALICE
 (venturing)
 Perhaps it hasn't one.

DUCHESS
 Tut, tut, child! Everything's got
 a moral, if only you can find it.
 And the moral of that is -- "Oh,
 'tis love, 'tis love, that makes
 the world go 'round!"

303 CLOSE - ALICE DISBELIEVING

303

ALICE (V.O.)
 (ECHO chamber)
 How fond she is of finding morals
 in all things.

304 FULL SHOT - THE QUEEN OF HEARTS

304

suddenly leaping out in front of Alice and the Duchess.
 The Queen folds her arms blocking their way, frowning
 like a thunderstorm.

DUCHESS
 Well, well. If it isn't her
 majesty.

QUEEN OF HEARTS
 Well, it is. And that being the
 case, would you be good enough to
grovel -- instantly.

DUCHESS
 Grovel?

QUEEN OF HEARTS
 Yes. On the gravel.

DUCHESS
 (kneels somewhat awk-
 wardly and mutters to
 Alice)
 I don't believe I'm cut out for
 gravel-grovelling, do you, child?

QUEEN OF HEARTS
 Now I give you a choice. Either
you or your head must be off --
 and at once.

DUCHESS
 I accept your generous offer, your
 majesty. Ta-ta, Alice.
 (she hurries off)

QUEEN OF HEARTS
Bad riddance to good rubbish.

ALICE
(giggling)
With all due respect, your
majesty, I think you've got that
backwards.

QUEEN OF HEARTS
Oh, have I?
(she turns around
backwards)
Bad rubbish to good riddance.

ALICE
No -- it's good riddance to bad
rubbish.

QUEEN OF HEARTS
What mockery! And speaking of
mockery, have you met the Mock
Turtle?

ALICE
I don't think so, your majesty.
But then, I don't even know what a
Mock Turtle is.

QUEEN OF HEARTS
It's a thing Mock Turtle Soup is
made from. You must meet him.

305 HIGH ANGLE - THE QUEEN OF HEARTS

305

pointing the way.

QUEEN OF HEARTS
Just follow this path. You'll see
him.

Alice follows the Queen's directions.

306 EXT. A CLEARING IN THE WOODS - DAY

306

EXTREME CLOSE SHOT - A SLEEPING GRYPHON

We see only the astonishingly fierce eagle-like head
and beak. CAMERA BACK to reveal this bird has the body
of a lion.

307 ANGLE - ALICE

307

as she reacts in surprise. Then she approaches the sleeping figure as his eyes open.

ALICE

Are you a mock turtle?

308 ANGLE - ALICE AND GRYPHON

308

The Gryphon stares at her for a moment as if trying to decide whether to eat her or greet her. Shaking his head in evident annoyance, says:

GRYPHON

Mock turtle indeed! Don't you recognize a genuine gryphon when you see one?

ALICE

(embarrassed)

I'm so sorry, Mr. Gryphon. Her majesty told me I would meet the mock turtle here.

The Gryphon nods his head, rolls his eyes heavenward.

GRYPHON

Are you talking about that "off with his head" Queen? She's a flibbertigibbet.

ALICE

A flibbiti what?

GRYPHON

A silly ninny. The executions she orders never happen. It's all her fancy.

ALICE

Then why...?

The Gryphon interrupts, shrugs his shoulders.

GRYPHON

Ah, yes. The eternal "why" of a child. But enough of my "gryphosophy." Come on. I'll take you to the Mock turtle.

He moves off, waves Alice to follow him.

ALICE (V.O.)

Everybody says "come on." I never was so ordered around before in all my life, never!

309 FULL SHOT - ALICE AND GRYPHON 309

The Gryphon leads Alice along a path. The round a bend to see:

310 THEIR POV - THE MOCK TURTLE 310

sitting on a rock. He's a conventional-looking turtle, shell and all, but looks quite sad and lonely.

311 ANGLE - ALICE AND THE GRYPHON 311

getting nearer, and the Turtle can be seen to be sighing as if his heart would break.

GRYPHON
(to Alice)
Guess what his sorrow is.

312 CLOSE - ALICE 312

her eyes filling with empathetic tears at the sight of the sad, sad turtle.

ALICE
(remembering
her home)
Why, he must want to go home....

And we know from Alice's face and the sweet MUSIC UNDER, that Alice is thinking of her home.

FADE OUT.

END OF ACT FIVE

ACT SIX

FADE IN:

313 EXT. FOREST - FULL - ALICE, THE GRYPHON, AND THE MOCK TURTLE - DAY 313

sitting on the rocks intently watching the sobbing, moaning, sighing Mock Turtle in a fit of shell-wracking grief.

314 CLOSE - ALICE COMPLETELY FASCINATED 314

moved by such a display of sad, sad emotion.

ALICE

(to the Mock Turtle)

I know why I'm so sad, Mr. Mock Turtle -- I want to go home and I just seem to be getting further and further away. But why are you crying?

315 WIDEN TO THREE SHOT - ALICE, GRYPHON AND MOCK TURTLE 315

GRYPHON

It's all his morbid imagination
He hasn't got any real sorrow, you know.

MOCK TURTLE

(sobbing, sighing)

Oh, shut up. Gryphon!

ALICE

(with tremendous sympathy)

Yes, Mr. Gryphon, please! Now, what is the matter, Mr. Mock Turtle?

MOCK TURTLE

(wailing)

Oh, my dear, once I was a real turtle. We went to school in the sea. My teacher was an old Turtle -- we used to call him Tortoise --

316 ANGLE FAVORING ALICE 316

intrigued, trying to understand.

ALICE

Why did you call him Tortoise, if he was really a Turtle?

MOCK TURTLE

We called him Tortoise because he "taught us." Really, you are very dull!

The Gryphon looks at Alice sternly.

GRYPHON

(reprimanding her)

You ought to be ashamed of yourself for asking such a silly question.

Alice looks ready to sink into the ground with embarrassment, but the Mock Turtle garrulously goes on.

MOCK TURTLE

(through sobs and wails)

We had the best of educations -- Reeling and Writhing -- and then the different branches of Arithmetic -- Ambition, Distraction, Uglification and Derision!

The Gryphon begins to flap his wings with impatience.

GRYPHON

(snapping at the Turtle)

Oh, shut up. That's enough about lessons! Why don't you sing the little girl a song?

MOCK TURTLE

If I'm going to sing anything, I suppose a song is a good choice.

GRYPHON

Oh, I don't know. You could sing her a sea chantey.

MOCK TURTLE

That's a thought. 'Though come to think of it, I used to live in a sea chantey and I didn't care all that much for it. The roof leaked, as I recall.

ALICE

(exasperated)

Really, Mr. Turtle --

MOCK TURTLE

We don't have to be so formal.
You can call me by my first name.

ALICE

And what is that?

MOCK TURTLE

Mock. That's what my mother used
to call me. "Mock," she used to
say --

ALICE

Well, whoever you are -- and what-
ever you are -- absolutely nothing
you say makes any sense at all.

MOCK TURTLE

Well, that's just about the nicest
compliment I've ever been paid.
There's far too much sense in the
world in my humble opinion.

(singing)

Please tell me, young lady, just what
is so good
About never being misunderstood.

There's far too much accurate
communication
And if it continues, I fear for the
nation.

Nonsense! Nonsense!
That's what we're terribly short of.
Don't you love nonsense?

ALICE

I'm not really sure. Well, sort
of.

MOCK TURTLE

(singing)

We're getting lethargic
From aiming at logic
Let's put a stop to that.
If you don't love nonsense
I'll knock off your hat!

Nonsense, nonsense!
Simply can't do without it.
Burn incense to nonsense,
and sing us a song about it.

(MORE)

MOCK TURTLE (CONT'D)

(singing)

Let young master Billy
 Be hopelessly silly
 Until he
 Is blue in the face.
 We must never be grave
 'Til nonsense will save
 The bloomin' --
 Human --
 Race!

317 FULL SHOT - ALICE, THE GRYPHON, AND THE MOCK TURTLE 317

GRYPHON

(to Alice)

Come, let's hear some of your
 adventures.

318 CLOSE - ALICE 318

remembering her predicament which dampens her
 ebullience.

ALICE

(a bit timidly now)

I could tell you my adventures --
 beginning from this morning, but
 it's no use going back to
 yesterday -- because I was a
different person then.

Suddenly, there is a SHOUT heard in the distance.

CROWD (O.S.)

(shouting)

The trial's beginning! The
trial's beginning!

GRYPHON

(to Alice)

Come on!

319 ANGLE - THE GRYPHON 319

taking Alice by the hand and pulling her away from the
 Mock Turtle. CAMERA TRACKS with them as he makes her
 run.

ALICE

(panting)

What trial is it?

GRYPHON

(puffing, repeating)

Never you mind! Never you mind!
Come on! Come on!

- 320 EXT. THE LAWN IN THE GARDEN - DAY 320
Alice and the Gryphon rush INTO THE SCENE and halt at the edge of a crowd, which is in a state of commotion.
- 321 ALICE'S POV - THE KING AND QUEEN OF HEARTS 321
seated on a throne in the middle of the lawn, with the crowd assembled about them -- all sorts of little birds and beasts (we've seen in the earlier scenes), as well as the whole pack of cards.
- 322 CLOSER - THE KNAVE 322
standing before the King and Queen. He's in chains with a soldier on each side to guard him. Whereas we glimpsed him in an earlier scene as being a pleasant enough chap, in chains we see him to be a very nice-looking boy, innocence itself being mistreated -- and our heart goes out to him.
- 323 ANGLE - THE WHITE RABBIT 323
near the King. He has a scroll of parchment in his hand.
- 324 ANOTHER ANGLE - TABLE WITH A LARGE DISH OF TARTS UPON IT 324
in the very middle of the court.
- 325 CLOSE - ALICE 325
eyeing the tarts, making her hungry.

ALICE

I wish they'd get the trial done
and pass out the refreshments!

Deciding that's an impossible event, she begins to really check out the set-up of the court, which is still chattering, mumbling, settling down.

- 326 ALICE'S POV - THE JUDGE WHO IS REALLY THE KING 326
wearing his crown over a wig.
- 327 THE JURORS 327
Twelve "creatures" -- animals, birds in a jury box to
the right of the throne seats.
- 328 CLOSE - ALICE 328
intrigued by the whole set-up.
- 329 FULL SHOT - ALICE AND THE JURORS 329
She notices twelve jurors are all writing very busily
on slates.

ALICE
(whispering to the
Gryphon)
What are they doing? They can't have
anything to write down yet, before the
trial's begun.

GRYPHON
They're putting down their names
for fear they should forget them
before the end of the trial.

ALICE
(too loudly)
Stupid things!

- 330 ANGLE - THE WHITE RABBIT 330
and others in the court crowd turning their heads in
the direction of Alice's loud comment.

WHITE RABBIT
(officially)
Silence in the court!

- 331 CLOSE - THE KING/JUDGE 331
KING
Herald, read the accusation!

- 332 ANGLE FAVORING THE WHITE RABBIT, ALICE AND CROWD 332
looking on.

WHITE RABBIT

(a pronouncement)

"The Queen of Hearts, she made some tarts,
All on a summer day:
The Knave of Hearts, he stole those tarts
And took them quite away!"

333 CLOSE THE KING

333

KING

(preemptorily)

Consider your verdict!

WHITE RABBIT

Not yet, not yet! There's a great
deal to come before that!

KING

Then call the first witness.

WHITE RABBIT

(hastily interrupting)

First witness!

334 ANGLE - ALICE, THE JURORS AND ONLOOKERS

334

very curious to see who the first witness is: two
soldiers lead the Hatter through the crowd to the wit-
ness stand. He nervously clutches a teacup in one hand
and a piece of bread and butter in the other, and his
two tea-companions -- the March Hare and Dormouse --
trail into the court arm-in-arm.

HATTER

(flustered)

I beg your pardon, your Majesty,
but I hadn't quite finished my tea
when I was dragged in here.

335 ANOTHER ANGLE - THE KING AND HATTER

335

KING

(quite annoyed)

You ought to have finished! When
did you begin?

The Hatter stutters, looks toward his buddies: the
March Hare and the Dormouse.

HATTER

(then, to the King)

Fourteenth of March, I think it
was.

MARCH HARE

(blurting)

Fifteenth!

DORMOUSE

(correcting)

Sixteenth!

336 CLOSE - THE KING

336

quite irritated by the "Three Stooges" hectic counterpointing by the trio.

KING

Give your evidence and don't be rude, or I'll have you executed on the spot!

337 KING'S POV - THE MAD HATTER

337

near collapse, being supported on either arm by his friends.

HATTER

(trembling)

Your Honor -- I'm a poor man, and I hadn't begun my tea -- not more than a week or so ago -- and what with the bread-and-butter getting so thin -- and the twinkling of the tea...

338 MED. SHOT - THE KING

338

increasingly confused.

KING

(demanding)

The twinkling of what?

HATTER

It began with the tea.

KING

(sharply)

Of course "twinkling" begins with a "T"! Do you take me for a dunce? Go on!

339 ANGLE FAVORING THE KING, INCLUDING THE HATTER, MARCH HARE, AND DORMOUSE. 339

HATTER

(pleading)

I'm a poor man and most things
twinkled after that -- only the
March Hare said --

340 ANGLE - MAD HATTER AND MARCH HARE 340

As they sing in rapid-fire fashion.

HARE

I didn't.

HATTER

You did

HARE

I didn't.

HATTER

You did.

HARE

I didn't.

HATTER

You did.
Why deny it? Be a good sport.
And I'll explain it all to the court
I offered you tea and you drank a quart

HARE

I didn't, I didn't!

HATTER

You did.

KING

(excerpting what he
wishes)

He denies it -- leave out that
part!!

The Mad Hatter moves closer to the King, lowers himself
onto one knee.

HATTER

(begging for mercy)

I'm a poor man, your Majesty...

KING

(eyeing the genu-
flected Hatter)

You're a very poor speaker...

341 ANGLE - A GUINEA PIG 341

in the visitors' section cheers and applauds loudly, setting off a stir. Officers of the court rush in with a canvas bag; dump the guinea pig into it and then sit on it.

342 ANOTHER ANGLE FAVORING ALICE 342

with the Gryphon.

ALICE
(confiding to the
Gryphon)

You know, I've heard how at trials some people applaud and immediatly are stopped by the officers of the court.

GRYPHON

Oh, indeed.

ALICE

I never understood what it meant till now!

343 CLOSE - THE KING 343

furious with how unhelpful the Mad Hatter has been.

KING
(blasting the Hatter)
Look, if that's all you know about the case, you may stand down.

344 KING'S POV - THE MAD HATTER 344

desperately wanting to be cooperative.

HATTER
(obsequiously)
I can't go any lower. I'm on the floor, as it is.

KING
(suddenly sweet,
kindly)
Then you may simply go.

QUEEN
(with royal gracious-
ness, to the Hatter)
Of course...

(MORE)

QUEEN (CONT'D)

(then adding, with a
full, savoring smile
to the soldiers)

... just take his head off outside!

KING

(decisively)

Call the next witness!

There is the SOUND OF TREMENDOUS SNEEZING and Alice looks, already suspecting who's causing it. Indeed, the next witness is the Duchess' Cook, carrying a pepper box and inciting sneezing fits in all the people near her.

KING

(ordering the Cook)

Give your evidence.

345 CLOSE - THE COOK

345

the personification of slovenly contrariness.

COOK

(with the discretion
of a fishmonger)

Oh, no I won't!

The King looks awed by the defiant sneezing mass of a servant before him, looks anxiously to the White Rabbit for advice.

WHITE RABBIT

(quietly, but adamant)

Your Majesty must cross-examine
this witness.

346 ANGLE - FAVORING ALICE

346

still quite fascinated by the trial process.

KING

(to the Cook, with an
air of melancholy)

Well, if I must, I must. What are
tarts made of?

COOK

(vehemently)

Pepper! Lots of pepper!

347 ANGLE - THE DORMOUSE

347

disturbed by such inexpert testimony.

DORMOUSE

(interrupting)

They are not! They're made out of
treacle!

348 CLOSE - THE QUEEN

348

not amused, exploding.

QUEEN

(shrieking)

Behead that Dormouse! And pinch
off his whiskers!

349 ANGLE - A GROUP OF SOLDIERS

349

rushing to collar the Dormouse, and causing massive
confusion in the court as they throw him out.

350 ANOTHER ANGLE - FAVORING ALICE

350

speeding toward the rough soldiers, then quietly, so no
one else hears.

ALICE

(chastising them)

Please don't hurt him. Everyone
knows the Queen doesn't know what
she's talking about!

351 FULL SHOT - FAVORING THE KING

351

The court finally settles down and the King rubs his
forehead.

KING

(to the Queen)

Really, my dear, you must cross-
examine the next witness. It's
giving me quite a headache.

352 CLOSE - ALICE

352

standing next to the Gryphon. We notice she's
beginning to grow again, as CAMERA PULLS BACK.

ALICE
 (quite aloud)
 They haven't got any evidence yet.

353 ANOTHER ANGLE

353

Alice is indeed growing again, and beginning to crowd the Gryphon and a few other creatures around her.

GRYPHON
 (elbowing Alice)
 Excuse me, but you're beginning to crowd me.

ALICE
 (puzzled)
 I'm not doing anything.

GUINEA PIG
 (next to Alice)
 Oh, yes, you are, young lady.
 You're growing.

Alice checks her arms and legs, and grows still further so that now it's really quite clear even to her.

ALICE
 (growing frightened)
 But I didn't eat a piece of mushroom, or drink anything or...

354 FULL SHOT

354

showing Alice growing really quite huge compared to all the creatures around her. She starts to panic at this uncontrollable, uninstigated predicament.

ALICE
 (crying out fearfully, helplessly)
I can't help it! I'm growing!

GRYPHON
 Of course you are! You're growing up!

Even Alice realizes as she sticks out like a sore thumb that now she may be in her greatest jeopardy of all, as the White Rabbit shrieks out:

WHITE RABBIT
 The next witness is Alice!

355 CLOSE - ALICE

355

shocked, really quite horrified that all will see her
astounding size -- and she'll never get home nor be
invited to tea anywhere!

FADE OUT.

END OF ACT SIX

ACT SEVEN

FADE IN:

356 FULL SHOT - THE COURT FAVORING THE RABBIT 356

WHITE RABBIT

(calling)

Alice! Alice! You're the next witness.

357 CLOSE - ALICE 357

still bedazzled at being called as the next witness. Everyone, including the sad defendant (THE KNAVE) is staring at her. She's grown quite huge by now.

ALICE

Me? Me? Oh, here I am!

CAMERA MOVES with Alice as she stands, flustered and awkward with her ridiculously large dimensions among such smaller creatures. She's indeed a shy Gulliver among the Lilliputians as she tries to gracefully make her way to the witness stand. She accidentally tips over the jury-box, spilling out most of the jury and creating a tremendous confusion in the crowd.

ALICE

(continuing; to jurors)

I beg your pardon!

She tries to help them up, but they shake themselves loose, grumpily mumbling for her to keep her huge hands off of them. Finally, order is restored and Alice looks absurd on the little witness stand.

KING

(craning his neck to look up at Alice)

What do you know about this business?

ALICE

Nothing.

KING

(persisting)

Nothing, whatever?

ALICE

(enunciating clearly)

Nothing whatever.

KING
 (shouting to
 the jurors)
 That's very important!

ALICE
 (annoyed at the
 absurdity)
 How could it possibly be
 important?

358 ANGLE - THE WHITE RABBIT

358

stepping closer to advise the King.

WHITE RABBIT
 (confiding, in the
 King's ear)
Unimportant, His Majesty means, of
 course.

KING
 (with stentorian
 authority)
 Unimportant, of course, I meant!

359 ANOTHER ANGLE - THE COURT

359

chattering at the complete reversal.

KING
 (clobbering with
 his gavel)
 Silence!
 (then shouting, point-
 ing up at Alice)
Rule Forty-two! All persons more
 than a mile high are to leave the
 court!!

ALICE
 (insulted)
 I'm not a mile high.

KING
 You are!

ALICE
 (really giving it back)
 I most certainly am not!

QUEEN OF HEARTS
 (explosively support-
 ing the King)
 Nearly two miles high!

360 ANGLE FAVORING ALICE (SPECIAL EFFECT)

360

standing up to the Queen.

ALICE
 I don't mean to be rude, Your
 Highness, but you really don't
 know what you're talking about.
 (to the King)
 Besides, that's not a regular rule
 -- you invented it just now!

The King is red-faced at being publicly contradicted.

KING
 Young lady, that rule is the
oldest rule in the book!

ALICE
 (quick)
 Then it ought to be Number One.

The King turns pale, slaps shut a notebook in his hand,
 and addresses the jury in a hasty, trembling voice.

KING
 I want a verdict! I want a
 verdict!

361 ANGLE - THE WHITE RABBIT

361

receiving an envelope from a court officer and waving
 it in the King's face.

WHITE RABBIT
 (extreme urgency)
 But there's more evidence to come
 yet -- please, Your Majesty. This
 important envelope has just been
 found!

362 ANOTHER ANGLE - ALICE

362

seeing the suffering the trial is causing the kindly
 Knave of Hearts.

ALICE
 (to the King and Queen)
 Why don't you just let the poor
 prisoner go? You can see he's a
 nice man.

QUEEN
 (ignoring Alice)
 What's in the envelope?

WHITE RABBIT
 A set of verses!

KNAVE
 (pleading)
 Please, Your Majesty, I didn't
 write them.

Alice grabs the verses, checks them.

ALICE
 The Knave didn't sign them. In
 fact, nobody has signed them!

QUEEN
 (screaming)
 That proves his guilt! Off with
 his head! Off with his head!!!

ALICE
 It doesn't prove anything! And
 you really ought to stop yelling
off with everybody's head. It's a
 terrible habit you have.

Pandemonium breaks out in the court and the King bangs
 his gavel to bring it to order.

ALICE
 Just set the prisoner free and let
 him go home. His family probably
 misses him very much, and one of
 the worst feelings in the world is
 to be homesick, I ought to know.

KING
 (to jurors)
 Give the verdict! Give the
 verdict!

ALICE
 (getting quite angry)
 How can they give a verdict when
 there isn't a bit of meaning in
 this whole trial?

KING

(smiling,
Machiavellian)

If there's no meaning in it, that
saves us a world of trouble. Now
we needn't try to find any!

QUEEN

(braying)

Sentence first! Verdict
afterwards!

ALICE

(infuriated)

Are you crazy? You can't have the
sentence first!

QUEEN

Hold your tongue!

ALICE

(standing to her
full height)

I will not hold my tongue! Hold
yours!

363 FULL SHOT FAVORING THE QUEEN

363

leaping to her feet, rushing at Alice and signalling
the soldiers to surround her.

QUEEN

(screaming)

Off with her head! Off with her
head!

Chaos erupts in the court (including a great deal of
cheering to have Alice beheaded); the soldiers and
guards rush the now giant Alice, start grabbing what-
ever parts of her sock and legs their little hands can
reach. At best they look like pygmies attacking an
Amazon. Alice brushes them off.

ALICE

(out of patience)

I'm not afraid of you. You're
nothing but a pack of cards!

364 ALICE'S POV

364

The shocked reaction of the rest of the court, jurors,
visitors, etc. to her calling them "Nothing but a pack
of cards!"

They all gasp, devastated, then furious at such a preposterous insult. Now they all charge her, screaming irately -- and here the deck of cards look as spirited as French Revolutionists charging to get Marie Antoinette's head onto a chopping block.

365 UP ANGLE - GIANT ALICE 365

slightly amused at the bizarre sight of being attacked by so many little people. But then she looks down to see images of a more threatening nature.

366 FULL SHOT - FAVORING THE QUEEN 366

running up, beginning to kick at the giant Alice as the King and other members of the court rush at her with mallets, sticks and everything they can get their hands on.

ALICE
(crying out)
Ouch! Stop it! Stop it, you
wicked little things!

367 ANOTHER SHOT - ALICE 367

tries kicking back at the small army.

368 ANGLE - SEVERAL OF THE CARD PEOPLE AND ALICE 368

as they furiously attack Alice.

369 CLOSE - ALICE 369

screaming half of fright, half of anger as she realizes there are much too many of them.

370 ANOTHER ANGLE FAVORING ALICE 370

as she continues to swat at the flying cards and decides it would be better to make a run for it.

CAMERA TRACKS with the screaming Alice as the flying cards storm against her.

371 ANGLE - THE BLURRING IMAGES OF THE ATTACKING NIGHTMARE 371
(SPECIAL EFFECT)

begin to confound Alice as she struggles to get away.

A whirlwind of cards causes Alice to stumble, then picks herself up and continues running. INTERCUT:

372 SERIES OF SHOTS, EXTREME CLOSEUPS, GLIMPSES (SPECIAL EFFECT) 372

of the Queen of Hearts, the King, images of the soldiers, flinging themselves at Alice like Kamakazi missiles.

Alice grabs a branch, cracks it off and uses it to swat more desperately as she nears the end of the woods.

373 CLOSE - ALICE 373

in her terror; her hair whipping against her face in her flight; her eyes quite bulging with disbelief, body quivering, mouth open and screaming, but now it is a silent scream for she's quite out of breath.

374 ANOTHER ANGLE - ALICE (SPECIAL EFFECT) 374

beginning to win against the cards. The SHOT BLURS beginning a SERIES OF DISSOLVES. The appallingly wild set of cards are transformed into leaves.

CAMERA CONTINUES TO TRACK ALICE as she continues to flail out at the swarming attackers. A moment later she's out of the woods and into a field before she realizes that indeed the cards have changed to harmless leaves which now float silently to the ground.

DISSOLVE TO:

375 EXT. THE RIVERBANK AND FIELD NEAR ALICE'S HOME - FULL SHOT - DAY 375

We see Alice now fled from the woods and stopping near the beautiful stream where we first met her with her sister, reading a book. Alice has returned to her normal size.

376 LONG SHOT - DAY 376

ESTABLISHING familiar turf which signals that Alice is very nearly home --

Alice pauses in relief, checks behind her to make sure absolutely nothing is following her and then looks with anticipation off across the field.

- 377 CLOSE - ALICE 377
relieved and excited.
- 378 HER POV - ACROSS THE FIELD 378
to the lovely garden and her home -- the white latticed country house where her family had been having their after-lunch concert when her adventure began.
- 379 CLOSE - ALICE 379
ecstatic at the sight of the house.
CAMERA TRACKS with her as she begins to walk, then run toward it as the charming MUSIC from the opening scene underlies the fervor and joy on Alice's face at having finally arrived home.
- 380 EXT. THE PORCH OF ALICE'S HOUSE - DAY 380
- 381 POV SHOT FROM PORCH OF ALICE 381
running from the field through the garden and up onto the porch.
- 382 INT. THE HOUSE - DAY 382
Alice runs into the hallway, nearly weeping with happiness.
- ALICE
(calling joyfully)
Mother! Father! Mother, I'm
back!
- 383 INT. THE LIVING ROOM - DAY 383
Alice rushes in from the hallway, still calling for someone, her face completely flushed with happiness.
- ALICE
(calling again)
Mother! Father! Anybody!
- 384 ANGLE - ALICE 384
quite curious that no one seems to be home.

Suddenly she hears the SOUND OF HER CAT DINAH MEOWWWING and she searches for her but it seems the sound is coming from behind a huge mirror above the fireplace mantel. She moves a chair close to the mirror after moving away a chess board set on a table in front of the fireplace. She climbs up on the chair and peers through the mirror.

385 FULL SHOT - ALICE LOOKING INTO THE MIRROR

385

and strangely seeing Dinah on the other side of the mirror. The cat is on the floor with a litter of kittens and pays absolutely no attention to Alice's calling.

ALICE
(crying out
to the cat)
Dinah! I'm home! I'm home!

386 ANGLE FAVORING ALICE

386

as she turns to see her father coming into the room behind the mirror. He ties his tie in the mirror and turns to say a few words to Alice's mother who enters from a doorway in the mirror-room.

Alice, now quite puzzled, crying out quite loudly.

ALICE
Father! Mother! I'm here. Look!

387 ALICE'S POV - HER MOTHER AND FATHER

387

quite alive and completely oblivious to Alice's presence on the other side of the mirror. Now they start putting out the lights in the room and going out into another room beyond the mirror.

388 CLOSE - ALICE

388

confused, completely discombobulated, she begins to bang on the mirror, crying out again and again as her panic grows. After several moments of screaming and calling at the top of her lungs, slapping the glass with the flat of her hands, it's quite clear to her that she's trapped behind the mirror.

ALICE
(yelling)
I'm here! I'm here! On the other
side of the mirror! Mother!
Father! Help me! Help me, I'm
here!

After several frantic attempts to get through the mirror Alice is completely exhausted emotionally and physically and collapses into a chair next to a lamp.

389 ANOTHER ANGLE - ALICE

389

frustrated, stamping the floor, then helplessly throwing herself back into the recesses of the chair where she notices a book.

She takes up the book and quite strangely decides to read for a while, thinking it will take her mind off her present predicament.

ALICE (V.O.)

Maybe this book will tell me how
to get through the mirror.

CAMERA MOVES IN CLOSER as Alice slowly becomes interested in the book and opens its cover to the title page.

390 EXTREME CLOSEUP

390

The title of the book -- "JABBERWOCKY."

391 CLOSE - ALICE

391

holding the book up to read.

ALICE

(reading)
Jabberwocky...

CAMERA MOVES IN SLOWLY as she continues reading.

OMINOUS MUSIC begins to creep in, an electronic mix of danger and eeriness afoot.

CAMERA ANGLES as Alice reads, begins to squirm with discomfort sensing the creepiness of the words and seeing the room grow shadowy, spooky.

ALICE
(reading)

'Twas Brillig, and the slithy toves

did gyre and gimble in the wabe;

All mimsy were the borogoves,

and the mome raths outgrabe.

"Beware the Jabberwock, my son!

The jaws that bite, the claws
that catch!

Beware the Jubjub bird, and shun

the frumious Bandersnatch!

ALICE

(thinking aloud)

I can just tell this is supposed to be a scary poem. It's a good thing I'm grown up or I probably would be a little frightened...

392 CLOSE - ALICE
feeling chills,
being startled at a
moving shadow to
her left, then one
to her right --
and another
glimpsed motion
in the nearly
pitch-black mirror.

ALICE
(continuing to read)
HE TOOK HIS VORPAL SWORD IN HAND;

LONG TIME THE MANXOME FOE HE
SOUGHT --

SO RESTED HE BY THE TUMTUM TREE

AND STOOD AWHILE IN THOUGHT

AND, AS IN UFFISH THOUGHT HE STOOD

392

393 ANOTHER ANGLE
Alice continuing
to read.

THE JABBERWOCK, WITH EYES OF
FLAME

CAME WHIFFLING THROUGH THE TULGEY
WOOD

393

AND BURBLED AS IT CAME!

ALICE

(thinking aloud)

It's not a very pretty poem. And
it's impossible to understand.

Alice stops, suddenly aware of a change in the air.

CAMERA PANS (with Alice's reading O.S.) revealing the living room behind the mirror is becoming more and more like one in a haunted house.

SOUNDS OF A STORM MOUNTING intrude more and more.

ALICE

(thinking aloud)

Thunder doesn't frighten me and --
and -- I'm not the least bit
afraid...

394 ANGLE - ALICE

394

having difficulty remaining brave, a touch of true fear growing into her voice. She tries to be casual as she puts the book down on the mantel, tries to ignore the SOUNDS and incipient shaking of the room. There's LOUD BLAST and Alice spins around to see:

- 395 FULL - THE TWO LARGE DOORS OF THE LIVING ROOM 395
(SPECIAL EFFECT)
on her side of the mirror fly open, revealing a great
darkness behind.
- 396 ALICE'S POV - THE DARKNESS 396
with two glowing eyes forming as though something is
coming toward her from within a deep cave.
- 397 CLOSE - ALICE 397
screaming at what she sees.
- 398 ALICE'S POV - THE HORRID JABBERWOCKY 398
(SPECIAL EFFECT)
manifested in all its monstrous, dragonesque power --
ROARING, shooting fire -- advancing toward Alice as
Kong came to Fay Wray.
- 399 FULL - ALICE 399
trapped against the mantel and mirror as the creature
lifts its head and jaws high, its wings flapping and
claws stretching forward.
- 400 CLOSE - ALICE 400
thunderstuck with fear.

FADE OUT.

END OF PART ONE

The Second Evening



Alice in Wonderland



*The Adventures continue . . .
Through the Looking Glass*

Columbia Pictures Television

presents

Irwin Allen's production of

Lewis Carroll's

ALICE IN WONDERLAND

(Part Two)

"Through the Looking-Glass"

Teleplay

written by

Paul Zindel

Songs

by

Steve Allen

February 1985

"THROUGH THE LOOKING-GLASS"ACT ONE

FADE IN:

600 MONTAGE - FROM THE ENDING OF PART I (ALICE IN WONDERLAND) - ALICE 600

running from the attacking cards, escaping across a field to what she believes is the safety of her home. She dashes into the living room calling for her mother and father, becomes confused when she sees them on the other side of the mirror -- and they can't hear her calling.

ALICE

(yelling)

I'm here! I'm here! On the other side of the mirror! Mother! Father! Help me! Help me, I'm here!

CONTINUE MONTAGE (EXCERPTING, CONDENSING FROM EXCITING ENDING OF PART I) to HOOK viewers who have seen PART I -- as well as those who have not:

Alice, exhausted from trying to get through the mirror... Alice collapsing into a chair and finding the JABBERWOCKY BOOK... Alice starting to read the poem... and finally the manifestation of the JABBERWOCKY MONSTER.

HERE BEGINS THE NEW MATERIAL OF THE SECOND EVENING.

601 ANGLE - ALICE 601

screaming, backing away from the creature. Like a child wishing a nightmare to go away, she covers her eyes, knocking over a chess board set on a small table in front of the fireplace.

As the chess pieces tumble onto the hearth Alice backs herself up against the mantel, trapped -- but the terrifying SOUNDS OF THE JABBERWOCKY completely HALT.

602 CLOSER - ALICE 602

still covering her eyes, her little body tense, still expecting to be (at the very least) devoured. She holds for a few moments, then slowly uncovers her eyes. Relief floods her face at what she sees:

603 ALICE'S POV - THE "MIRROR" LIVING ROOM 603
empty and silent as it had been.

604 CLOSE - ALICE 604
amazed, thrilled to be safe.

ALICE

Oh!

SOUNDS of SMALL, HIGH-PITCHED, PANICKED VOICES -- come from the hearth below and Alice looks down with wonder.

605 ALICE'S POV - THE SMALL CHESS PIECES ALIVE 605
picking themselves up in the ashes and environs of the hearth. They are only a few inches tall but quite noisy and put-out at having been tumbled.

606 FULL SHOT - FAVORING THE SMALL LIVING CHESS PIECES 606
as Alice (huge by comparison) gets down on her hands and knees to watch them like a Lady Gulliver among the Lilliputians. At first she's very considerate and polite, not wanting to frighten any of them as she surveys the RED KING and QUEEN, who dust themselves off while the WHITE KING and QUEEN sit on the edge of the fireplace shovel.

ALICE

(gently to the tiny
King and Queen
chess pieces)

I'm terribly sorry. I really
didn't mean to knock you all over,
but...

Several other chess pieces walk about, two by two.

ALICE

(continuing; to
the chess pieces)

Hello? Hello?

(to herself)

-- I really don't think they can
hear me.

607 ANGLE - ALICE AND CHESS PIECES 607
moving her head closer, waving a hand nearer to their eyes.

ALICE

Hello...

(to herself)

... and they can't see me!

There is the SOUND OF SOMETHING SQUEAKING on the table near her. Alice turns to look.

608 HER POV - ONE OF THE WHITE PAWNS 608

as it rolls over and begins kicking, squealing like a baby on the table top.

609 CLOSE - THE WHITE QUEEN 609

alarmed, rushing from the shovel so fast she knocks the White King into the fireplace ashes.

WHITE QUEEN

(about the crying
White Pawn)

That's my baby! My precious Lily!
My imperial child!

610 FULL SHOT (SPECIAL EFFECT) - IN THE F.G. THE WHITE KING 610

picks himself up, rubbing a hurt nose, as his wife rushes to one of the table legs where high above squeals her baby Pawn -- while in the background Alice watches with great curiosity.

611 ANOTHER ANGLE - ALICE 611

truly wanting to help, hastily picks up the Queen and sets her on the table next to her noisy little daughter. The Queen is amazed at the event, and gasps as she hugs her baby.

612 UP ANGLE SHOT - THE TABLE EDGE 612

as the White Queen rushes to the edge.

WHITE QUEEN

(yelling down to
the White King)

Mind the volcano!

613 ANGLE - THE WHITE KING 613

still covered in ashes, looking up to his wife who peers over the high table edge.

WHITE KING

What volcano?

WHITE QUEEN

The one that practically blew me up! Be careful! There's really a very strong wind!

TRACK with the White King as he frantically tries to extricate himself from the ashes.

ALICE

(knowing he doesn't
hear her)

It's going to take you hours to get up on that table if I don't help you!

614 CLOSE - ALICE'S HAND

614

reaching down, gently picking up the White King, and lifting him up near her face as she blows the ashes off of him. The King's eyes and mouth open wide with astonishment and shock.

ALICE

(beginning to laugh
at the sight of the
King)

Please don't make such faces!
(but his face looks
even more hilariously
aghast)

You're making me laugh so hard I can hardly hold you! And don't keep your mouth so wide open! All the ashes'll get into it!

615 ANOTHER ANGLE - ALICE

615

placing the White King up on the tabletop next to his wife and child. They have a loving, hugging reunion -- the emotion of which does not go unnoticed by our homesick Alice.

WHITE QUEEN

(to her husband)

I warned you about the volcano!

WHITE KING

(trembling)

I've turned cold to the very end of my whiskers.

WHITE QUEEN
 (factually)
 You don't have any whiskers!

WHITE KING
 (near fainting)
 The horror of what just happened
 to me I'll never, never forget!

WHITE QUEEN
 You will if you don't make a
 memorandum of it!

616 FULL SHOT - THE TABLETOP

616

with the miniature White King and Queen and their baby
 in foreground, as the giant (by comparison) Alice looks
 on with great interest in the background. The King
 takes up an enormous pad and pencil and begins to ear-
 nestly write.

WHITE KING
 (to wife)
 You're right!

A slightly devilish thought flashes in Alice's mind.
 She reaches out, begins to force the King's pencil to
 write something he doesn't intend.

617 ALICE'S POV - THE WHITE KING AND QUEEN

617

WHITE KING
 (continuing; frustrated,
 to his wife)
 But my dear! I really must get a
 thinner pencil. I can't manage
 this one a bit -- it's writing
 anything it wants!

WHITE QUEEN
 What are you talking about?

WHITE KING
 (reading from his
 pad)
 Why, it's written -- "The White
 Knight is sliding down the
 poker..." I didn't write any such
 thing.

618 ANGLE - ALICE

618

leaning in closer.

ALICE
 Hello again! Hello?
 (V.O. -- to herself,
 worried)
 If they can't hear me or see me
 they certainly won't be able to
 tell me anything about that
 terrible monster!

619 FULL SHOT - ALICE

619

is in the foreground. Behind her we see a picture of an owl on the wall. The picture turns into a REAL OWL sitting on a real three branch. The Owl is mysterious and shadowy, a fascinating bird with piercing eyes whose voice resonates with authority and possible trickery.

OWL
 (speaking to Alice)
 I can tell you about your
 "monster."

Alice spins, shocked to see and hear the Owl speaking to her.

620 ALICE'S POV - THE OWL

620

ALICE (V.O.)
 You can? I'd be so grateful. And
you can see me and hear me?

OWL
 Of course.

621 FULL SHOT - ALICE AND THE OWL

621

CAMERA MOVES with Alice as she approaches the Owl. Magically, she is now in the forest along with the Owl.

ALICE
 What happened to that monster? --
 not that I want to meet him again!

The Owl stirs, rearranges its great wings. Its huge eyes burn down on Alice, and we fear it might even fly out to seize her.

OWL
 (slowly, profoundly,
 mysteriously)
Nothing happened to him. That
 monster was a thing you created in
 your own mind...

ALICE
 (quite annoyed at
 being blamed)
 My mind most certainly did not
 create anything like that! I was
 simply reading a silly book and...

The Owl stretches its wings, looks larger, more threat-
 ening -- giving Alice pause.

OWL
 (still with Delphic
 authority)
 Your own fears gave birth to it
 and as long as you have those
 fears, little girl...

ALICE
 (needing a friend)
 My name's Alice, sir.

OWL
 ... As long as you have such ...
fears... inside you, the monster
 may come for you... at any time.

ALICE
 (connecting, feeling
 the importance and
 danger in what the
 Owl is telling her)
 Well, I suppose there are some
 fears inside me -- but please, I
 really must know how to get back
 through the mirror.
 (her voice cracking,
 tears welling up
 in her eyes as she
 fights not to cry)
 I've been away from home so long
 -- and I miss my mother and
 father ...

The Owl watches Alice as she tries to keep a stiff
 upper lip, but a few tears do roll down her face. He's
 genuinely moved, relaxes his awesome, chilling voice
 and lets his own compassion show for a moment.

OWL
 (more avuncularly)
 Don't worry...

ALICE
 (drying her eyes)
 Why shouldn't I worry?

OWL

There's always another way back
and there's really no point in
going home until you're not so
afraid of not growing up...

Alice's feisty strength floods back into her after that
remark.

ALICE

Now wait a minute! I've already
done a great deal of growing up
and growing down.

The Owl glares, moves back to his darker, more alarming
posture.

OWL

(dead serious)

When you overcome the great fears
inside of you, then and only then
will you be able to stop the
frightening appearances of the
Jabberwocky and return to your
family.

ALICE

(quite frustrated)

But HOW?

OWL

Only you know the answer to that.

ALICE

I don't know! If I knew I would
tell myself! You don't care or
you'd tell me, you really would!

The Owl sees she's on the verge of tears again.

622 ANOTHER ANGLE - ALICE AND THE OWL

622

The Owl and Alice as the bird speaks gently to her.

OWL

Ah, but I do care. And you will
find that all the creatures in
Looking-Glass Land care.

ALICE

(furious disbelief)

Why should they?

OWL

Because when the fear inside you creates the Jabberwocky, it is dangerous to all of us here. It's really quite in our best interest to have you cure yourself of this terrible affliction. The only way is for you to stay here and listen to me for a few years.

ALICE

Years! I can't even stay here another moment. Goodbye! My poor mother must be in a terrible state...

She starts off.

OWL

(booming)

If you don't stay, you will never get home at all!

Alice freezes at the edict, recants, goes meekly back to the Owl.

ALICE

Well -- I suppose I could stay and listen to you... for a while.

OWL

(abruptly preparing to fly)

In that case, I must be leaving.

ALICE

(puzzled)

But you wanted me to stay!

OWL

Yes, but you're now in Looking-Glass Land, and here everything is backwards -- the reverse of everything you'd expect!

ALICE

(trying her charm)

But we were just beginning to talk, just beginning to...

OWL

(quite directly)

Yes, my dear -- however, here beginnings are endings!

Suddenly, to Alice's amazement, the Owl FADES AWAY, leaving Alice alone and a bit stunned, but she sees she's only a few feet from her home.

ALICE
 (to herself, but
remembering the
monster)

Well, now I suppose I'll just go
 back inside... try to get through
 the mirror again and...

She takes a few steps toward the house when SWOOOOOSH!
 -- she suddenly (rapid motion) zooms in the opposite
 direction. Three steps forward toward the house have
 landed her TEN steps further away! She tries again and
SWOOOOOSH! -- the same thing happens.

ALICE
 (continuing;
 rationalizing
 to herself)

Oh, well, I really wanted to see
 the garden first...

623 ANGLE - ALICE

623

taking a few steps toward the garden (away from the
 house) when SWOOOOOSH! -- she finds herself propelled
 rapidly toward the house.

624 ANGLE - ALICE

624

Furious and frustrated.

ALICE
 I've never seen anything like
 this! Never!

Alice gets herself together again, eyes the garden and
 tries tiptoeing and zigzagging toward it slowly.
 CAMERA TRACKS with her until she finds herself next to
 a flower bed with a rather giant TIGER-LILY in bloom.

ALICE
 (continuing;
 complaining to
 the Tiger Lily)

If only flowers could talk...

THE TIGER-LILY
 We can talk -- when there's
 anybody worth talking to!

Alice is astonished... can hardly speak for a moment.
 She takes a closer look at the Lily and sees a face at
 the center of its petals.

ALICE (V.O.)

Excuse me, can all the flowers
talk?

THE TIGER-LILY

(with a slightly
roaring voice)

As well as you can -- and a great
deal louder!

including several other flowers in the garden. One is
a giant ROSE.

THE ROSE

(to Alice)

It's just not good manners for us
to speak first, you know. But
since you did before we did, I can
tell you, when I first saw you I
thought, "Why this little girl has
a face with some sense in it,
though not very much!"

DAISY

Still, she's the right color and
that goes a long way.

THE TIGER-LILY

I don't care about the color, if
only her petals curled up a little
more, she'd be all right.

ALICE

Aren't you sometimes frightened at
being planted out here, with
nobody to take care of you?

THE ROSE

There's the tree close by!

ALICE

But what could it do, if any
danger came?

THE TIGER-LILY

It could bark! It says "Bough-
wough!" That's why its branches
are called boughs! Didn't you
know that?

ALICE

(to the Tiger-Lily)

If you don't speak to me more
politely I'll pick you!

The Tiger-Lily goes quickly silent.

THE ROSE

(to Alice)

Good for you! The only flower
worse than the Tiger-Lily are the
daisies. When one speaks, they
all speak, and it's enough to make
one pass out to hear the way they
go on!

ALICE

How is it you can all talk? I've
been in many gardens before, but
none of the flowers could talk.

THE TIGER-LILY

(more mannerly)

Put your hand down, and feel the
ground. Then you'll know why.

Alice stoops to feel the ground a moment.

ALICE

It's very hard, but I don't see
what that has to do with it.

THE TIGER-LILY

In most gardens they make the beds
too soft -- so that the flowers
are always asleep.

ALICE

I never thought of that before!

THE TIGER-LILY

(about Alice)

It's my opinion that you never
think at all. I never saw anybody
that looked more stupid!

THE ROSE

(to Tiger-Lily)

Hold your tongue! As if you ever
saw anybody! You keep your head
under the leaves, and snore away
there, till you know more what's
going on in the world, than if you
were a bud!

ALICE

Are there anymore people in the
garden besides me?

THE ROSE

A few.

(indicating a
direction)

Here comes one of the stranger
ones now!

Alice looks around eagerly, is surprised at what she
sees:

627 HER POV - THE RED QUEEN

627

as she hurries through another part of the garden.
Alice and we notice the Red Queen is now full adult
size, though the last time she was seen she was only a
few inches high as a chess piece in the ashes.

628 FULL - ALICE AND THE FLOWERS

628

watching the sight.

ALICE

(to the flowers)

The Red Queen's grown a good deal!

THE ROSE

It's the fresh air that does it.

THE TIGER-LILY

Yes, wonderfully fresh air, out
here.

ALICE

(hopefully)

Excuse me, but I really must talk
to her...

Alice starts off toward the Red Queen.

THE ROSE

That's fine with us, but you're
going the wrong way!

Alice ignores the advice, continues hurrying toward the
Queen when SWOOOOOSH! -- she finds herself flying
backwards right to the flowers again, almost knocking
them down.

THE TIGER-LILY

Look, you really should know by
now -- this is Looking-Glass Land
and everything must be done
backwards!

Alice thinks that over a moment, sees the Red Queen getting further and further away, and this time runs backwards away from the Queen. SWOOOOOSH! Sure enough, in an instant she finds herself right next to the Queen, slightly startling her.

629 TWO SHOT - ALICE AND THE RED QUEEN

629

halting in the garden as the Queen re-assembles her composure. Alice and we get a closer look at the Red Queen. We see she's got a very stern face, and in her voice is the concentrated essence of all governesses!

RED QUEEN

Where did you come from?

ALICE

(out of breath from
the SWOOOOOSH,
and in awe of such
Royalty)

I... I...

RED QUEEN

(moving right along)

Look up, speak nicely, and don't
twiddle your fingers all the time!

CAMERA DOLLIES with Queen as she starts up a hill away from the house, with Alice keeping close on one side.

ALICE

(finding her
voice; blurting)

I'm lost! I lost my way!

RED QUEEN

(shocked)

What do you mean your way? All
the ways around here belong to
me! And curtsey while you're
thinking what to say. It saves
time.

CAMERA continues to TRACK with Alice and the Queen, as Alice tries to keep up and curtsey at the same time.

ALICE

I... I only wanted to see what the
garden was like, your Majesty,
and... I thought I'd try to find
my way to the top of this hill...

630 TWO SHOT - ALICE AND QUEEN 630

as they reach the top of the hill and halt. Alice looks ahead, sees something:

ALICE

Oh!

RED QUEEN

What do you mean, "Oh!"?

631 ALICE'S POV - THE VAST HORIZON AND UNOBSTRUCTED VIEW OF LOOKING-GLASS LAND. 631

The country is flat, but bisected by rivers and rows of trees, all in such a way that there are rows and rows of huge squares for as far as the eye can see.

632 CLOSER TWO SHOT - ALICE AND THE QUEEN 632

with Alice still enraptured by the sensational sight.

ALICE

(mesmerized)

The land...

RED QUEEN

(impatiently)

What about the LAND?

ALICE

It's all marked out like a large chess-board!

RED QUEEN

Of course, it is!

ALICE

Is that what this is?

RED QUEEN

(mimicking Alice's astonishment)

Of course, "that's what this is."

633 INTERCUT SHOTS OF ALICE 633

beginning to believe, with POV SHOTS of the grand vista of the enchanting chessboard countryside.

ALICE
 (struck with the
 realization)
 This is all one big, huge game of
chess? One big game that's being
 played all over the world? I
 can't believe it!

Alice can stand still no longer, her excitement causing
 her to forget all her worries and she runs from spot to
 spot on the hilltop, amazed.

ALICE
 (continuing)
 There must be pieces moving down
 there! I wish I was one of them.

RED QUEEN
You're going to be.

634 CLOSE - RED QUEEN

634

a touch darkly and with prescient knowledge.

635 ANGLE TO INCLUDE THE EXCITED ALICE

635

naive, ecstatic.

ALICE
 (bubbling)
 How wonderful. I wouldn't even
 mind being a pawn! Though I'd
 rather be a Queen.

RED QUEEN
 (definitively)
 But you're going to be a pawn.
 One of the White Queen's little
 brats is too young to play, so
you'll take her place. You'll be a
 pawn which will start you in the
second square of the board,
 naturally...

636 CLOSE - ALICE

636

as her rapture wanes. MUSIC underscores her remember-
 ing her true plight, that she can't possibly play any
 game no matter how thrilling. At the very least there
 is a mother to find and a monster to avoid.

ALICE
 (sadly, touched with
 apprehension)
 But I can't play. I really must
 be going home.

637 ANGLE TO INCLUDE THE RED QUEEN

637

who moves closer in on Alice.

RED QUEEN

(like a very sincere
prison matron)

When you're a queen you may go
home.

ALICE

(protesting)

But you said I was going to only
be a pawn.

RED QUEEN

(gesturing grandly)

That is quite correct. But when
you reach the eighth square of the
chessboard - well, then you will
be a queen, and may go home. Hurry
now or you'll miss everything!

ALICE

(puzzled)

Hurry where?

The Red Queen reaches out, grabs Alice's hand, and
starts to run with her.

RED QUEEN

I'll show you!

INTERCUT SEVERAL TRACKING SHOTS of the Red Queen dash-
ing along the hilltop, dragging Alice with her.

RED QUEEN

Faster! Faster!

ALICE

(puffing)

I don't understand...

RED QUEEN

Don't try to talk! Faster!
Faster!

638 ANGLE - THE RED QUEEN AND ALICE

638

running wild, laughing, Alice in tow like a kite.

639 ANOTHER ANGLE - ALICE AND THE RED QUEEN

639

discombobulated, trying to keep from tripping as the
Queen nearly makes her fly!

ALICE
Are we nearly there?

RED QUEEN
No! Faster!

640 ANOTHER ANGLE - THE BACKGROUND WHIZZING BY, BLURRING 640

The Red Queen and the resisting Alice appear to be nearly jet-propelled, and Alice's complaints are closer to hilarious screams - when suddenly the Red Queen stops the flight.

641 CLOSE TWO SHOT - THE RED QUEEN WITH ALICE 641

really whacked out.

RED QUEEN
(demurely, and
unruffled)
You may rest a little now.

ZOOM BACK TO REVEAL THEY ARE STILL IN THE SAME SPOT ON THE HILL WHERE THEY STARTED.

Alice is amazed.

ALICE
But we haven't gotten anywhere!

RED QUEEN
(sternly)
If you wanted to get anywhere you would have had to run twice as fast as you did!

642 ANGLE FAVORING THE RED QUEEN 642

as she reaches into a pocket, pulls out a few wooden pegs and a mallet - and starts hammering one in the ground.

ALICE
(curious at such
weird behavior)
Now... what are you doing?

Alice follows her as the Queen takes measured strides, hammering the other pegs into the ground at various points.

RED QUEEN

(matter-of-factly)

Taking measurements. At the end of three yards I shall have some rules for you, at the end of four yards I shall say "GOODBYE", the end of five - I shall go!

ALICE

But can't you stay and talk a while. I...

RED QUEEN

(completing the pegs)

Well, that does it. Now I really must be leaving.

643 TRACK WITH THE QUEEN AND ALICE

643

as the Queen returns to the first peg and strides to the second one.

RED QUEEN

Three! If you make it to the eighth square, we shall all be Queens together, and it will be all feasting and fun!

ALICE

(beginning to panic
at the thought of
being left alone)

How will I get home? Please tell me!

RED QUEEN

(reaching another peg)

Four! Oh, another rule! Speak in French when you can't think of the English for a thing -- turn out your toes as you walk -- and remember who you are!

Alice moves with increasing desperation at the side of the Queen as she continues toward the last peg.

ALICE

(crying out,
pleading)

Will I ever see my family again?
Please tell me! Please!

RED QUEEN
(shouting as she
reaches the last
peg)

Now that you've reached here
you'll find when you walk forward,
you will go forward not backward.
Isn't that wonderful? Five!

Suddenly, a lightning FLASH and a CLAP OF THUNDER - and
WHAMMO! -- the Red Queen has disappeared.

ALICE
(alone and
apprehensive)
Oh, my - she can run very fast!

With the Queen gone, Alice stands atop the hill by
herself beholding the countryside CHESSBOARD below.
She struggles with her thoughts, then makes the deci-
sion to start down the hill.

ALICE
(continuing; with
determination)
I will find my way home. I just
know I will!

Most vulnerable and yet bravely, our heroine marches
forward and downward, little suspecting the great, most
challenging adventures which still await her!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

644 EXT. HILLSIDE OF LOOKING-GLASS LAND - FULL SHOT - DAY 644

The vast checkerboard countryside, with Alice nearing the bottom of the hill.

645 CLOSE - ALICE 645

looking quite beautiful, a look of intense dreamlike wonder in her eyes as she nears the edge of the plateau.

646 ANGLE - ALICE 646

halting beside a brook, catching her breath.

647 ALICE'S POV - THE BROOK 647

ALICE (V.O.)

(to herself,
with bubbling
anticipation)

I want to get into the Eighth
Square as quickly as possible!
But which way do I go? What do I
do?

648 CLOSE - ALICE 648

Suddenly a DEAFENING SOUND of steam HISSING and metal CLANGING invades (O.S.) - startling Alice. She looks quickly to her left.

649 ALICE'S POV - A STEAM LOCOMOTIVE 649

bearing down on her. She zips out of the way, lets the engine slow down, and manages to leap into one of the passenger compartments as it moves by.

650 INT. TRAIN COMPARTMENT - FULL - ALICE - DAY 650

grabbing a seat by the window, as the train starts up again. Though quite pleased to be swiftly on her way, she does notice the unusual type of passengers who face her on the long seat opposite her.

651 ALICE'S POV - THE OTHER PASSENGERS

651

which include a rather educated-looking, long-bearded GOAT wearing a smart coat and a fine pair of glasses, a reserved middle-age GENTLEMAN dressed entirely in white newspaper (including a folded-paper hat), and a rather large conservatively attired HORSE which is constantly fidgeting with its mane.

652 FULL ANGLE - ALICE AND THE ANTHROPOMORPHIZED PASSENGERS

652

Alice tries to relax, but a CONDUCTOR roughly slides open the compartment door, brusquely sticks his head in.

CONDUCTOR

(demanding)

Tickets, please!

All, except Alice, pull out huge tickets from under their coats and hand them in.

CONDUCTOR

(continuing; angrily
to Alice)

Show your ticket!

Alice frisks herself for a ticket, but can't find one, of course.

GOAT

Don't keep him waiting, child!
His time is worth a thousand
dollars a minute!

ALICE

(confessing)

I'm afraid I haven't got one.
There wasn't a ticket-office where
I came from.

CONDUCTOR

(quite angrily)

Don't make excuses! You should
have bought one from the engine-
driver.

The Conductor leaves in anger.

GENTLEMAN

He means the man who drives the
engine also sells tickets. You
should have known that.

ALICE

There's obviously no use in even speaking to you people -- er -- or whatever you are.

GENTLEMAN

Better say nothing at all!
Language is worth a thousand
dollars a word!

ALICE

I'll dream about a thousand
dollars tonight, I just know it!

GOAT

Where are you going, little girl?

ALICE

To Square Four.

GENTLEMAN

(joining in the
attack on Alice)

Well, at least, she's old enough
to know which way she's going,
even if she doesn't know her own
name!

653 CLOSE - ALICE

653

ALICE

(holding her own)

I know my name!

654 ALICE'S POV - THE COMPARTMENT AND MOVING TERRAIN IN B.G.

654

The RACKET OF THE TRAIN grows as it picks up speed, and
wind rushes into the compartment from the open window
with escalating force.

GOAT

She should have known her way to a
ticket-office, even if she doesn't
know the alphabet!

ALICE

I know the alphabet - I really do!

HORSE

(quite nastily)

She'll have to go back from here
as luggage!

ALICE

No I won't! I don't belong on this railway journey at all -- I was in the forest just now -- and I wish I could get back there!

GENTLEMAN

You might make a joke out of that - something about "you would if you could," you know.

ALICE

If you're so anxious to make a joke, why don't you make one yourself?

655 ANGLE - ALICE AND THE OTHERS

655

ALICE

(straight-out to the other passengers)

What a bunch of grouchy people you all are!

GOAT

(to the Gentleman)

We should send her by mail, she's got quite a stamp on her!

HORSE

(to the Goat)

No! She must be sent as a message by telegraph.

Suddenly the compartment begins to bounce violently, the O.S. CLANGING and SCREAM of the TRAIN WHISTLE alerts everyone to an emergency. The Horse rushes and sticks its head out the window of the now speeding train.

HORSE

(continuing; screaming)

Hold tight! I think the train is out of control.

ALICE

Who cares, as long as it'll take me into the Fourth Square!

The train compartment surges with a tremendous racket and bounce.

656 CLOSE - ALICE

656

Alice is as disheveled as if she's on a roller coaster.

ALICE
 (now quite worried
 about the speed)
 I really think I should pull an
emergency cord!

657 ANGLE TO INCLUDE OTHERS

657

GOAT
 (his long beard
 wiggling as he
 talks)
 There is no emergency cord!

Alice stands, grabbing onto hand straps for support as
 the train ride bounces wilder and wilder.

ALICE
 (to the Goat)
 There's got to be! All trains
 have one. You pull it and the
 train stops!

GOAT
 (very meanly)
 Well, there isn't any, you little
crybaby!

Alice glares furiously at the Goat and his beard.

ALICE
 (as the train
 heaves quite
 out of control)
 There's got to be one!

GOAT
 (braying over the
 din to Alice)
 Well, there isn't! There's
nothing to pull except your own
 weight!

ALICE
 (right into the
 Goat's face)
 That's what you think!

She reaches up, grabs the Goat's beard and gives it a
 yank. The Goat's eyes nearly pop out with surprise,
 and there is a SCREEEEECH OF TRAIN BRAKES as the train
 skids to a halt and the cacophony ends.

658 EXT. THE TRAIN COMPARTMENT - DAY

658

Alice leaps out the door, with the SOUND of a "BUZZING FLY" noise pursuing her. She runs a distance, as the train starts again and goes on its way in the b.g.

659 CLOSE - ALICE

659

quite knocked out from the hectic ride but relieved to be alive. The BUZZING SOUND grows LOUDER, draws her attention upward.

660 FULL SHOT - ALICE AND A GIANT GNAT

660

The Gnat is sitting on a boulder.

THE GNAT
(in a very high,
little squeaky
voice)

Hello, hello, hello!

ALICE
(suspiciously)
Hello. What do you want?

THE GNAT
You look like a nice person, a
very nice person -- and won't hurt
me even though I am an insect.

ALICE
(sizing up the
weird thing)
I can see that - but exactly what
kind of insect are you?

THE GNAT
What kind of insects do you like
where you come from?

ALICE
I don't usually like insects
where I come from -- but could
you please tell me if this is the
Fourth Square! You see, I'm on
my way to the Eighth Square where
I will be a Queen.

THE GNAT
And why do you want to be a Queen?

ALICE

(needing a friend)

... I guess then, I'll be grown-up
 enough to go home -- and my mother
 will be so happy to see me!
 She'll see how grown-up I am and
invite me to sit at tea;

(imploring)

Is this forest the Fourth Square?

661 ANOTHER ANGLE - ALICE AND THE GNAT

661

with the beginning of a dark forest nearby.

THE GNAT

(fear in its high
shrill voice)

Yes. But I wouldn't go through
there if I were you.

ALICE

Why not? It's the only way to the
 Eighth Square, isn't it?

THE GNAT

(chilled at just
 the thought)

Yes, but it's "The Forest of No
 Name." Anyone who goes in there
 loses his name. They completely
 forget what to call themselves.

ALICE

(accepting)

As long as there are no monsters,
 I'm sure I'll be quite fine. Now,
 if you'll excuse me, I really must
 go.

TRACK WITH ALICE as she starts toward the forest. The
 Gnat flies from the twig, buzzes above her head.

THE GNAT

Just don't say I didn't warn you!

Alice reaches the forest as the Gnat halts on a tree
 limb.

ALICE

(calling over her
 shoulder)

No, I really would never say that.
 Goodbye!

- 662 GNAT'S POV - ALICE 662
strolling, disappearing into the woods.
- 663 INT. THE FOREST OF NO NAME - DAY 663
Alice walks among clusters of tall pine trees.
- 664 ALICE'S POV 664
Laser-like streaks of sunlight streaming down upon the forest floor. It is cool, a magical mixture of shadows and light rays which look like a painting from a beautiful children's picture book.
- 665 FULL SHOT - ALICE 665
coming upon a small clearing and being surprised, then delighted, at something she sees.
- 666 ALICE'S POV 666
an exquisite FAWN standing in the clearing eating some leaves and berries from the forest floor.
- 667 CLOSE - ALICE 667
moved by the sight of the lovely creature.
- 668 ANGLE - ALICE AND THE FAWN 668
as the Fawn notices her.
- 669 CLOSEUP - THE FAWN'S LARGE GENTLE EYES 669
looking straight out.
- 670 CAMERA TRACKS WITH ALICE 670
as she moves with great care and awe toward the animal. There is a fear in Alice's eyes that she will make the wrong move and the Fawn will flee. In a very touching moment, Alice's need to hold something sweet and innocent is fulfilled as the Fawn allows her to put her arm around its neck and hug it.

ALICE

(softly)

I would tell you my name... but...

(MORE)

ALICE (CONT'D)
 (straining to
 remember)

I've really quite forgotten it...

The Fawn looks at her with its great, curious eyes.

671 ALICE'S POV - THE FAWN

671

ALICE (V.O.)

... but this is "The Forest of No
 Name" so I suppose I'm not really
 supposed to know my name here...
 but I wish I knew it so I could
 tell you!

The Fawn looks at her again, turns its head and begins
 to walk off a few feet - then looks again inviting her
 to follow.

672 FULL SHOT - ALICE AND THE FAWN

672

TRACK WITH ALICE as she puts her arm around the Fawn's
 neck and the Fawn leads her off.

673 ANGLE - ALICE AND FAWN

673

ALICE

(wistfully)

I'm so happy to find you. You're
 the only normal one I've met here.

(Alice sings)

Why do people act as if they're crazy?
 Why do they behave the way they do?
 Don't they understand
 That the things I've planned
 Are dreams that I hope
 Come true?

Why can't they be kind to one another
 And see the beauty of the Golden Rule?
 Will there come a spring
 When we'll know how to sing
 That there are better things
 To do?

Will there come a day
 We'll all know how to say
 I love you,
 I love you?

674 EXT. THE EDGE OF THE FOREST OF NO NAME - DAY 674

The Fawn leads Alice to the end of the trees, where she sees a brook with a brighter, less-wooded terrain beyond.

675 ALICE'S POV - THE FAWN 675

ALICE (V.O.)

This must be the end of "The No Name Forest" - I know my name now. It's Alice. And I'm ever so grateful to you. Thank you for leading me out!

676 FULL SHOT - ALICE AND THE FAWN 676

The Fawn looks at her with its great eyes, and Alice goes to give it a last hug, but it turns, dashes off back into the forest.

ALICE

(joyously calling
after it)

Yes! I'm Alice! Alice! I'm really quite sure I am! And thank you! Thank you again.

677 ANGLE - ALICE 677

starting again on her way.

678 HER POV OF THE COUNTRYSIDE AS SHE WALKS 678

ALICE (V.O.)

(to herself)

At least I know my name now, and that's some comfort - but this really does still look like only the Third Square...

She sees a post with two signs pointing the same way. One says "TO TWEEDLEDUM'S HOUSE" and the other "TO THE HOUSE OF TWEEDLEDEE."

ALICE (V.O.)

(continuing; to
herself)

I suppose those two live in the same house -- but if only I could get to the Eighth Square before it gets dark.

679 FULL SHOT - ALICE - IN THE WOODS - DAY

679

She starts to walk even faster, turns a sharp corner, nearly running into two fat little men standing in her path.

680 ALICE'S POV

680

getting a gander at TWEEDLEDUM and TWEEDLEDEE. The little fat men are standing under a tree, each with an arm around the other's neck. They are motionless, dressed like school boys with balloon-size stomachs.

CAMERA TRACKS WITH ALICE'S POV as she circles, checking them out as though they were statues. One has a collar with the embroidered letters "Dum" showing, and the other has "Dee." Suddenly Tweedledum speaks.

TWEEDLEDUM

(to Alice, quite
annoyed)

If you think we're wax-works, you ought to pay, you know. Wax-works weren't made to be looked at for nothing!

681 FULL SHOT - ALICE AND THE TWO FAT MEN

681

ALICE

(startled)

I didn't know you're alive!

TWEEDLEDEE

(just as ticked
off)

Contrariwise, if you think we're alive, you ought to speak.

ALICE

Oh, yes -- I'm very sorry!

TWEEDLEDUM

(rapid fire at
Alice)

I know what you're thinking about, but it isn't so, nohow.

TWEEDLEDEE

(just as rapidly)

Contrariwise, if it was so, it might be; and if it were so, it would be; but as it isn't, it ain't. That's logic.

her head spinning from such a sudden machine-gun barrage of words. She barely knows what to make of these two boyish fatties, no less how to regard their expressionless faces. They seem more like very corpulent ventriloquist's dummies.

ALICE

(trying to be calm)

Well, I was thinking which is the best way out of this wood.

TWEEDLEDUM

You've begun wrong! The first thing in a visit is to say "How d'ye do" and shake hands!

The two brothers suddenly give each other a hug, then each holds out a different hand to grab Alice -- and before Alice knows what's happened they've got her dancing around in a ring, singing: "How do you do."

as they dance with Alice and sing:

TWEEDLEDEE AND TWEEDLEDUM

How do you do? Shake hands!
Welcome to you. Shake hands!
It's really quite important to be proper
And don't you dare be dumb
Or you may come
A-cropper.

The weather is fine. Shake hands!
The pleasure is mine. Shake hands!
And though the meeting
May be fleeting
It's so lovely, don't you see,
If you'll -- shake hands --
Don't be a fool; shake hands
If you'll -- shake hands -- with me.

The fat men are soon exhausted, on the verge of collapse.

ALICE

(genuinely concerned
for their health)

I hope you're not too tired?

TWEEDLEDUM

(gasping)

Nohow. And thank you very much
for asking.

TWEEDLEDEE

(pooped)

So much obliged! You like poetry?

ALICE

Well, -- some poetry. But, would you tell me which road leads out of the wood?

TWEEDLEDEE

(to Alice)

But I know so much poetry, you really must stay long enough for me to entertain you.

(to his brother)

What marvelous poem shall I recite to her?

TWEEDLEDUM

(sucking in great breaths of air)

Why, "The Walrus and the Carpenter!" It's the longest.

ALICE

(convinced they're both quite mad)

If it's very long would you please tell me first which road! I mean, you're really both so exhausted...

TWEEDLEDUM & TWEEDLEDEE

(simultaneously)

Nonsense!

684 FULL - TWEEDLEDEE, TWEEDLEDUM AND ALICE

684

as they surprise her by not only catching their breath, but catching her, each with an arm around her, and start off at a good clip along a path.

CAMERA DOLLIES WITH THEM AS MUSIC CREEPS IN and their rapid steps become choreographed into the beginning of what will be a comical "vaudeville turn."

Alice is nearly carried through the air by Tweedledee and Tweedledum as they prance musically toward a destination. She protests... "Stop"... "No, I haven't time"...

TWEEDLEDUM & TWEEDLEDEE

(singing)

"The sun was shining on the sea,
Shining with all his might:
He did his very best to make
The billows smooth and bright--

"Where are we going?"
 ... "Hey" - as the
 singing twins SWOOSH
 Alice up with them to
 where they PLOP her and
 themselves onto their
 stomachs to the top of
 a hill overlooking a
 sandy beach below.

TWEEDLEDUM
 And this was odd, because it was
 The middle of the night.

TWEEDLEDEE
 AND TWEEDLEDUM
 The moon was shining sulkily,
 Because she thought the sun
 Had got no business to be there
 After the day was done --

TWEEDLEDEE
 "It's very rude of him," she said,
 "To come and spoil the fun!"

TWEEDLEDUM
 The sea was wet as wet could be
 The sands were dry as dry:
 You could not see a cloud, because
 No cloud was in the sky:
 No birds were flying overhead;
 There were no birds to fly.

685 CLOSE - ALICE
 thrilled at what she sees.

685

TWEEDLEDEE &
 TWEEDLEDUM (V.O.)

686 ALICE'S POV

The Walrus and the Carpenter
 Were walking close at hand:
 They wept like anything to see 686
 Such quantities of sand:

A lovely beach and a
 bright blue sky just as
 Tweedledee and Tweedledum
 are singing about it.

WALRUS
 If this were only cleared away,
 My friends, it would be grand.
 If seven maids with seven mops
 Swept it for half a year,
 Do you suppose, in that much time,
 That they could get it clear?

CARPENTER
 I doubt it really could be done.
 At least by me, my dear.

687 FULL SHOT - FOUR OYSTERS
 seen lying on the sand.

687

WALRUS & CARPENTER
 O, Oysters, come and walk with us!
 We truly do beseech.
 A pleasant walk, a pleasant talk,
 Along a briny beach:
 We cannot do with more than four,
 To give a hand to each.

rise and follow the Walrus
and the Carpenter, dancing
as they go.

WALRUS

The time has come, I'm quite
convinced,
To talk of many things:

CARPENTER

Of shoes -- and ships -- and sealing
wax --
Of cabbages -- and kings --

BOTH

And why the sea is boiling hot --
And whether pigs have wings!

OYSTER I

But wait a bit, if you don't mind,
Before we have our chat:
For some of us are out of breath,
And all of us are fat!

CARPENTER

We do not wish to hurry you.

OYSTER I

We thank you very much

WALRUS

A loaf of bread, and butter, too,
Is what we chiefly need:
And vinegar and salt besides
Are very good, indeed --
Now if you're ready, Oysters dear,
We can begin to feed.

OYSTERS

But not on us! If it's all the same,
And strictly entre nous,
For after such a kindness,
What a dismal thing to do!

CARPENTER

Shall we have some wine?

WALRUS

The night is fine.
Do you admire the view?
It was so kind of you to come!
And you are so very nice!

CARPENTER

Talk is cheap, by the briny deep;
Cut us another slice!
I wish you were not quite so deaf --
We've had to ask you twice!

WALRUS

It seemed a rather dreadful shame
To play them such a trick,
After we've brought them out so far,
And made them trot so quick!

CARPENTER

Say what you will but as for me
The butter's spread too thick!

WALRUS

I weep for you, my little friends.
I deeply sympathize.
I sob a sob and I weep some tears,
All those of the larger size.

CARPENTER

Oh, hold your pocket-handkerchief
Before your bloomin' eyes!
O, Oysters, if the truth be known,
You've had a pleasant run!
Shall we be trotting home again?

689 FULL - ALICE, TWEEDLEDEE
AND TWEEDLEDUM

As Alice breaks away from them. TRACK WITH ALICE as she races fearfully around a large rock and sees the Walrus and Carpenter have eaten all the Oysters. Only their lifeless shells remain scattered all around as the Walrus and Carpenter elegantly pick their teeth.

TWEEDLEDEE AND 689
TWEEDLEDUM

But the answer came there none --
And this was scarcely odd, because
They'd eaten every one.

ALICE

(aghast, to the
Walrus and
Carpenter)

You ate them all! What monsters!

690 ANGLE - THE CARPENTER

690

merely pats his stomach and the Walrus lets out a comical belch.

691 CLOSE - ALICE

691

shocked, turning on her heels - CAMERA BACK as she runs away back toward the woods with Tweedledee and Tweedledum running after her.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

692 EXT. A PATH IN THE WOODS - DAY - TRACK WITH ALICE 692

as she tries to get away from Tweedledee and Tweedledum. Alice is still quite disturbed from having seen the fate of the Oysters on the beach, and the fat jolly twins race desperately to keep up with her.

TWEEDLEDUM

(yelling to Alice)

You really must stay and watch us fight!

TWEEDLEDEE

We promise not to fight very long!
Oh, please watch us!

Alice, exasperated, halts to face the pursuing twins.

ALICE

(quite outraged)

I most certainly will not!

TWEEDLEDUM

(to Tweedledee)

What time is it now?

TWEEDLEDEE

It's only half-past four!

TWEEDLEDUM

(puffing, but
enthusiastic)

Then let's fight till six, and
then have dinner.

ALICE

You're both quite crazy, you know!
And I've really got to get on my
way before it gets dark!

693 ANGLE - TWEEDLEDEE AND TWEEDLEDUM 693

squaring off to fight with Alice looking on.

694 ALICE'S POV - THE TWINS 694

TWEEDLEDEE

(to Alice)

You'd better not come very close.
I generally hit everything I can
see -- when I get really excited.

TWEEDLEDUM

(bragging)

And I hit everything within reach,
whether I can see it or not!

ALICE (V.O.)

(quite dubiously)

Then you must hit trees pretty
often, I should think.

695 ANGLE FAVORING ALICE 695

as the hilarious twins start punching each other furiously. They look more like living balloons slugging it out, and Alice uses the moment to renew her flight.

DOLLY WITH Alice as she leaves the slugfest, and her last glimpse of them is not much more than a cloud of dust. Soon she has left them far behind.

696 LONG SHOT - ALICE 696

running through the woods.

697 FULL SHOT - ALICE 697

noticing a piece of fabric being blown past her. She reaches out and grabs it.

698 CLOSER - ALICE 698

examining her catch.

ALICE

Oh. It's somebody's shawl!

She looks about trying to see who the owner might be, and sees:

699 ALICE'S POV - THE WHITE QUEEN 699

running wildly through the woods with both arms stretched wide as if she were flying.

700 FULL SHOT - ALICE AND WHITE QUEEN 700

as Alice goes to meet the Queen.

ALICE

(very civilly to
the Queen)

I'm very glad I happened to be in
the way.

701 ALICE'S POV - THE QUEEN

701

as she looks at Alice in a helpless frightened sort of way. Here in CLOSE we see the WHITE QUEEN looks quite disheveled and blown, not unlike a bag lady or the Mad Woman of Chaillot -- as she grabs her shawl back from Alice.

WHITE QUEEN

(in a rapid, repeating
whisper like a crazy
lady)

Bread-and-butter, bread-and-
butter...

ALICE (V.O.)

(rather shocked)

Am I addressing the White Queen?

WHITE QUEEN

(trying to pull
herself together)

Well, yes, if you can call that
a-dressing. It isn't my notion of
the thing, at all.

ALICE (V.O.)

(apologetic and
tending to her)

If Your Majesty will only tell me
the right way to begin, I'll do it
as well as I can! May I help put
your shawl on straight for you?

WHITE QUEEN

(still flustered)

It's out of temper, I think. I've
pinned it here, and I've pinned it
there, but there's no pleasing it!

702 FULL SHOT - ALICE AND THE WHITE QUEEN

702

Alice pulls the Queen's clothes together a bit, smooths
the shawl into place.

ALICE

(encouragingly)

You look better now! But really
you should have a lady's maid!

WHITE QUEEN

(lighting up)

I'll take you with pleasure! Two
pence a week, and jam every other
day.

ALICE

(cooling at that idea)

I don't want you to hire me -- and
I don't care for jam.

WHITE QUEEN

(insulted)

It's very good jam.

ALICE

(apologetically)

Well, I don't want any today, at
any rate.

WHITE QUEEN

You couldn't have it if you did
want it. The rule is jam to-
morrow and jam yesterday -- but
never jam today.

ALICE

(objecting)

It must come sometimes to "jam
today."

WHITE QUEEN

No, it can't. It's jam every
other day. Today isn't any other
day, you know!

(she sings)

Jam tomorrow, jam yesterday
But never, ever jam today.
I said jam tomorrow, jam yesterday
But never, ever jam today.

You can wish as you want,
You can want as you wish;
Still you'd better hear me say.
Jam tomorrow, jam yesterday
But never, ever jam today.

703 ANOTHER ANGLE - FAVORING ALICE

703

as she tries to ponder this.

ALICE

(quite puzzled)

It's dreadfully confusing!

WHITE QUEEN

That's the effect of living backwards, it always makes one a little giddy at first -- but there's one great advantage -- the memory works both ways.

ALICE (V.O.)

I'm sure mine only works one way. I can't remember things before they happen.

WHITE QUEEN

(matter-of-factly)

It's a poor sort of memory that only works backwards.

as they stroll along the path.

ALICE

What sort of things do you remember best?

WHITE QUEEN

Things that happened the week after next.

(she suddenly
screams in
pain)

Oh! My finger's bleeding! Oh!

ALICE

How'd that happen? Have you stuck your finger?

WHITE QUEEN

I haven't stuck it yet, but I soon shall!

(screaming
again)

Ehhhhhhh!

ALICE

(fascinated)

When do you expect to do it?

WHITE QUEEN

When I fasten my shawl again, the brooch will come undone directly.

The Queen halts, begins to fuss with the brooch which holds her shawl on. Alice sees how clumsily she's doing it, reaches out to help.

ALICE

(warning)

Be careful! You're holding it all crooked!

The Queen grabs for her now open brooch, and the pin does stick her now!

WHITE QUEEN

(calmly)

See. That accounts for the bleeding. Now you understand the way things happen here.

(continuing the stroll)

How old are you?

706 DOLLY WITH ALICE AND QUEEN

706

as they move along chatting.

ALICE

I'm seven and a half, exactly.

WHITE QUEEN

(dead serious)

I'm just one hundred and one.

ALICE

I can't believe that!

The Queen moves her head down closer to Alice, slowing their stroll. Alice, and we, notice a change of mood in her.

707 ALICE'S POV - WHITE QUEEN

707

WHITE QUEEN

(a touch darkly)

Can't you?

The Queen halts to check her finger again. Here the Queen appears to be stooping over more, with an expression that's increasingly hag-like.

708 CLOSE - ALICE

708

sensing danger, pulling back slightly as she studies the Queen's face carefully.

709 CLOSE - THE QUEEN

709

glaring at her.

ALICE (V.O.)

I hope your finger is better
now?

The Queen smiles (not unlike the Witch when she offers Snow White the "poison apple"), and her expression betrays some mysterious ulterior motive.

WHITE QUEEN

Much better! Much be-etter!

INTERCUT CLOSE SHOTS of Alice's growing fear and puzzlement with CLOSE SHOTS of (SPECIAL EFFECT) the Queen's face and voice undergoing a transformation.

WHITE QUEEN

(continuing; repeating)

Much be-etter! Be-e-e-etter!
Be-e-e-ah-ah! Baaaaa! Baaaa!
Baaaaa!

Alice is startled as the Queen's head becomes that of a somewhat macabre sheep! Everything about the Queen is the same except for this weird, freaky-looking sheep's head. Frightened by the change, Alice runs off.

710 ANGLE - ALICE

710

running through the woods as it suddenly gets dark and darker. she glances up to the sky as she runs and the SOUNDS OF A STORM begin.

711 ALICE'S POV - THE DARKENING SKY

711

with an ominous dark form flying closer.

ALICE

(alarmed)

What a thick black cloud that
is! I believe it's got wings! I
hope it's not...

712 CLOSE - ALICE

712

fascinated, then frightened at what she sees as she continues to run deeper into the woods. (SPECIAL EFFECT) Alice runs through a clearing as above her the dark form becomes defined. It is a giant black bird with huge wings that block out the sunlight.

ALICE
 (crying out)
 It's only a giant crow! I thought
 the Jabberwocky was coming back
 again.

As the sky becomes nearly obliterated by the flying creature, the wind from its flapping wings causes typhoon-strength winds. Alice escapes into a forest, pins herself against one of the great tree trunks and holds on for dear life.

ALICE
 (continuing; over
 the din)
 It can't reach me here. It's too
 large to get through the trees. I
 wish it wouldn't flap its wings so
 -- it's like a hurricane!

713 ANGLE SHOT - ALICE 713

as the sky clears and the wind subsides, she hurries away from the dark, frightening area of the forest. Rounding a path, she finds herself close to a stone wall.

714 CLOSE SHOT - ALICE 714

With a sigh of relief, she leans against the wall to catch her breath.

715 ANGLE SHOT - ALICE AND A PAIR OF LEGS 715

She is suddenly aware of a pair of legs dangling above her head. With a gasp of surprise, she looks up.

716 ALICE'S POV - HUMPTY DUMPTY 716

seated atop the stone wall.

ALICE (V.O.)
 (astounded, as she
 looks up at the
 living egg)
 It's Humpty Dumpty! It can't be
 anybody else!

717 ALICE'S POV 717

as she moves back further from the wall, observing the face of the egg -- its eyes closed.

ALICE (V.O.)
 (continuing; aloud
 to herself)
 And he's exactly like a giant egg!

718 UPSHOT PAST ALICE FAVORING HUMPTY DUMPTY

718

His eyes suddenly bat open, and he glares at her.

HUMPTY DUMPTY
 (his feelings hurt)
 Young lady -- it's not very nice to
 tell someone he looks like an egg!

ALICE
 (effusively apologetic)
 I said you looked like an egg,
 sir. And some eggs are very
 beautiful, you know.

HUMPTY DUMPTY
 (grumpily)
 Some people have no more sense
 than a baby!

ALICE
 (still trying to
 be friendly)
 My name is Alice, sir.

HUMPTY DUMPTY
 That's a stupid name.

719 CLOSE - ALICE

719

ALICE
 (diplomatically)
 I may be stupid, sir, but don't
 you think you'd be safer down on
 the ground? That wall is very
 narrow!

720 HER POV - HUMPTY DUMPTY

720

HUMPTY DUMPTY
 Of course I don't think so! Why,
 if ever I did fall off, the King
 has promised...

ALICE (V.O.)
 (completing the
 nursery rhyme)
 ... to send all his horses and all
 his men to put Humpty Dumpty back
 together again!

HUMPTY DUMPTY

(scolding)

You've been snooping at doors --
or you couldn't have known that!

ALICE (V.O.)

(explaining)

Oh, no. It's in a book of very
famous nursery rhymes!

(she notices Humpty
Dumpty's belt)

What a beautiful belt you've got!

721 TWO SHOT - ALICE AND HUMPTY DUMPTY

721

HUMPTY DUMPTY

(quite the cranky
fuss-pot)

Really, when a person doesn't know
a cravat from a belt! It's a
cravat, child, and a beautiful
one, as you say. It's a present
from the White King and Queen!

ALICE

(impressed)

Really?

HUMPTY DUMPTY

Yes, really! They gave it to me
for an un-birthday present just
last week.

ALICE

(quite interested)

An un-birthday present? What's an
un-birthday present?

HUMPTY DUMPTY

(as if she's truly
retarded)

A present given when it isn't your
birthday, of course.

ALICE

(quite opinionated)

I like birthday presents best.

HUMPTY DUMPTY

(shocked)

You don't know what you're talking
about! How many days are there in
a year?

ALICE

Three hundred and sixty-five.

HUMPTY DUMPTY

And how many birthdays do you have?

ALICE

One.

HUMPTY DUMPTY

And if you take one from three hundred and sixty-five, that means you can get three hundred and sixty-four unbirthday presents. See, dum-dum?

ALICE

Certainly.

HUMPTY DUMPTY

And only one for birthday presents, you know. There's glory for you!

ALICE

I don't know what you mean by "glory."

HUMPTY DUMPTY

Of course you don't -- till I tell you. I meant "there's a nice knock-down argument for you!"

ALICE

But "glory" doesn't mean "a nice knock-down argument."

HUMPTY DUMPTY

When I use a word, it means just what I choose it to mean -- neither more nor less.

ALICE

The question is whether you can make words mean so many different things.

HUMPTY DUMPTY

The question is, which is to be master -- that's all. They've a temper, some words -- particularly verbs: they're the proudest -- adjectives you can do anything with, but not verbs -- however, I can manage the whole lot of them! Impenetrability! That's what I say!

ALICE

Would you tell me, please, what that means?

HUMPTY DUMPTY

Now you talk like a reasonable child. I meant by "impenetrability" that we've had enough of that subject, and it would be just as well if you'd mention what you mean to do next, as I suppose you don't mean to stop here all the rest of your life.

ALICE

That's a great deal to make one word mean.

HUMPTY DUMPTY

When I make a word do a lot of work like that, I always pay it extra.

722 ANOTHER ANGLE - FAVORING ALICE

722

as Humpty Dumpty stands up on the wall and starts prancing and humming merrily.

ALICE

(concerned)

Mr. Dumpty, if you're going to skip and dance, don't you really think it'd be a bit safer down here on the ground.

HUMPTY DUMPTY

(dancing even more precariously)

Actually no! If I thought that, I'd do that! My, you are a rather fearful little child, aren't you?

723 CLOSE - ALICE

723

reacting to the word fearful (remembering the sounds of the Jabberwocky.) MUSIC creeps in to underscore alice's terrifying memory.

ALICE

(trying to make Humpty
 Dumpty stop dancing
 atop the wall and
 listen to her)

Mr. Dumpty, you don't understand.
 I suppose I do have a lot of fears
 inside me, and Mr. Owl -- at least
 I think that was his name --

Suddenly, there are frightening SOUNDS of some sort of
 BEAST coming from something O.C. Alice looks quickly
 to the left.

724 ALICE'S POV

724

A cluster of trees near the wall with a darkness with-
 in.

INTERCUT SHOTS of Alice's growing fear with her POV
 SHOTS of the dark grove. The MUSIC and CREATURE SOUNDS
 signal that once again Alice's fears are materializing
 the monster.

INTERCUT SHOTS of Alice's panic, SNARLS and SNORTING OF
 A BEAST in the grove.

ALICE

(climactically)

Mr. Dumpty -- my fears are
 bringing back the Jabberwocky!

HUMPTY DUMPTY

(shocked, screaming
 himself)

The Jabberwocky!?!

He's so thrown and horrified at the thought that he
 loses his balance and falls off (O.S. behind the wall).
 Alice is aghast at the event, but the increasing SNARLS
 and SNORTS from the dark grove nearly paralyze her.

Suddenly, she whirls and flees.

725 ANOTHER ANGLE - ALICE

725

running behind a tree.

726 FULL SHOT - ALICE

726

dashing from behind the tree and making it into a
 clearing.

727 ANOTHER ANGLE - ALICE

727

coming upon the White King who is seated on the ground,
busily writing in his memorandum book.

WHITE KING

Hello, little girl. Did you
happen to meet my two messengers
as you came through the wood?

ALICE

No, your Majesty.

WHITE KING

Just look along the road, and tell
me if you can see either of them.

728 CLOSE - ALICE

728

straining to see down the road.

ALICE

I see nobody on the road.

729 TWO SHOT FAVORING THE WHITE KING

729

as he glares at Alice.

WHITE KING

(astounded)

I only wish I had such eyes. To
be able to see Nobody! Why, it's
as much as I can do to see real
people, by this light!

ALICE

(happily)

I see somebody now! But he's
coming very slowly.

730 HER POV - A MESSENGER

730

skipping toward them.

WHITE KING (V.O.)

His name is Haigha. He's an
Anglo-Saxon messenger.

ALICE

(remembering a ditty)

"I love my love with an H, because
he is Happy.

(MORE)

ALICE (CONT'D)

I hate him with an H because he is
Hideous. I fed him with -- with
-- with Ham-sandwiches and Hay.
His name is Haigha, and he lives -- "

WHITE KING

(joining in the
sing-song style
as though it's a
game)

"He lives on the Hill!"

(proudly)

"My other Messenger's called
Hatta. I must have two, you know
-- to come and go. One to come,
and one to go."

ALICE

I beg your pardon?

WHITE KING

It isn't respectable to beg.

731 ANGLE - THE MESSENGER

731

suddenly running INTO THE SHOT, excited -- gasping for
breath.

WHITE KING

(scolding the
messenger)

Oh, you frightened me! I feel
faint -- Give me a ham sandwich!

MESSENGER

(breathless)

There's nothing but hay left now.

WHITE KING

Hay, then.

(explaining to
Alice as the
Messenger runs
about grabbing
straws of hay from
the ground)

There's nothing like eating hay
when you're faint.

ALICE

I think throwing cold water over
you would be better.

WHITE KING

I didn't say there was nothing
better. I said there was nothing
like it.

732 ANGLE - THE MESSENGER

732

shoving hay into the King's hand.

WHITE KING

(to Messenger)

Who did you pass on the road?

MESSENGER

I'll whisper it.

(shouting)

They're at it again!

Alice and the White King are knocked for a loop by the sheer volume of the Messenger's shout.

WHITE KING

Do you call that a whisper?

ALICE

(quite curious)

Who are at it again?

WHITE KING

(matter-of-factly)

Why, the Lion and the Unicorn, of course. Let's run and see them!

Before Alice can even answer, the White King and Messenger grab her hands and flank her as they begin to dance her off down the road.

ALICE

(protesting)

Oh, no -- please! I really must be getting on my way.

TRACK with the trio as the White King and Messenger burst into song and dance.

WHITE KING AND MESSENGER

(singing)

"The Lion and the Unicorn were
fighting for the crown:
The Lion beat the Unicorn all
round the town."

Alice is swept quite off her feet.

ALICE

(protesting)

But, you don't understand! I've
really got to be going home...!

The White King and Messenger ignore her reluctance,
dance her onwards. Finally, Alice joins them, gives
in to the song and dance.

ALICE, WHITE KING
AND MESSENGER

(singing)

"Some gave them white bread, some
gave them brown:

Some gave them plum-cake and
drummed them out of town."

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

733 EXT. A PATH IN THE WOODS - DAY

733

TRACK with Alice, the King and Messenger as they continue (from END OF ACT THREE) to dance Alice along her way. Alice is quite out of breath, slows to nearly a halt -- but the other two are still singing and prancing.

KING AND MESSENGER

(singing)

Yes! The Lion and the Unicorn
were fighting...

(barbershop harmony)

... for the crown!

ALICE

(puffing)

Does the one that wins get the
crown?

WHITE KING

Dear me, no! What an idea!

The King and Messenger still flank Alice, now bewildered by the King's answer. They continue dancing her along against her will.

734 ANGLE FAVORING ALICE

734

who is red-faced with frustration now, adamantly shaking herself loose from her escorts.

ALICE

(breathless)

Would you -- be good enough -- to
stop a minute -- for me to get my
breath!

WHITE KING

(incredibly amused)

I'm good enough, only not strong
enough.

There are SOUNDS OF A TREMENDOUS BROUHAHA and Alice looks ahead startled at what she sees. CAMERA BACK to reveal the trio is at the edge of the forest where a crowd is gathered, in the middle of which are the LION and the UNICORN having a great fight and kicking up a tremendous cloud of dust.

735 CLOSE - ALICE

735

trying to make out who's winning, and very concerned they might be hurting each other.

ALICE

Oh, my!

There's the SOUND OF O.S. ENTHUSIASM from the crowd.

736 FULL SHOT FAVORING THE LION AND UNICORN

736

as they give each other a few more punches, then decide to sit down, panting.

WHITE KING

(calling out)

Ten minutes allowed for refreshments!

(confiding to Alice)

I don't think they'll fight any more today.

ALICE

I should hope not!

WHITE KING

(to Messenger)

Go and order the drums to begin!

737 ANGLE - THE MESSENGER

737

bounding away like a grasshopper, as Alice moves to take a closer look at the bizarre occasion.

TRACK WITH KING as he leads Alice forward with short energetic steps to meet the Unicorn and Lion.

The King halts with Alice directly in front of the panting Unicorn and Lion, begins jotting things down in his pad. The creatures both have fascinating colossal heads on relatively human bodies, and we notice the courtly detail of the Unicorn's jester-like costume complete with high-heeled buckle shoes. The Lion wears only his svelte fur on his body, and a pair of spectacles which give him a slightly intellectual air.

UNICORN

(proudly to the King)

I had the best of it this time!

Alice stands in awe of such a grand albino-white creature, as the King scolds the Unicorn.

WHITE KING

Well, you shouldn't have run him through with your horn.

UNICORN
 (standing up)
 It didn't hurt him.

738 ANGLE - THE UNICORN

738

as his eyes really drink in Alice for the first time. He can't quite believe what he sees. He looks at her with an attitude of considerable shock.

UNICORN
 (indicating Alice)
 What is this?

WHITE KING
 A child! We only found it today. It's as large as life and twice as natural.

UNICORN
 A child? I always thought children were fabulous monsters! Is it alive?

WHITE KING
 Oh, yes. It can even talk.

UNICORN
 (disbelieving,
 to Alice)
 Isn't that incredible! Talk, child!

ALICE
 (smiling)
 Do you know, I always thought Unicorns were fabulous monsters, too! I never saw one alive before!

UNICORN
 (rather liking Alice)
 Well, now that we have seen each other, if you'll believe in me, I'll believe in you. Is that a bargain?

ALICE
 (terribly flattered)
 Yes, if you like. That would be rather pleasant.

739 ANOTHER ANGLE - FAVORING THE LION AND INCLUDING ALICE 739
AND THE UNICORN

The Lion has recovered his breath and has been eyeing Alice with scholarly curiosity.

LION
(standing for closer
inspection of Alice)
Are you animal, vegetable or
mineral?

UNICORN
(to the Lion as
though it's retarded)
You dum-dum! I already told you
she's a fabulous monster!

LION
(suddenly command-
ing Alice)
Then hand round the plum-cake,
monster!

Alice looks about, sees the Lion is pointing her toward a large cake on a platter, with an alarmingly giant knife stuck into the cake.

740 ALICE'S POV - THE CAKE AND CREATURES

740

ALICE (V.O.)
(not about to argue
with a lion)
Yes, sir. Right away, sir.

UNICORN
(countermanding,
to Alice)
Don't do what he says, monster!

LION
(more insistently
to Alice)
Don't listen to him. Cut the
cake!

UNICORN
(yelling)
And I said "don't!"

LION
(bellowing)
Well, I say "do!"

UNICORN
What a fight we might have for the
crown, now!

741 ANGLE - THE LION AND UNICORN

741

as they start circling each other, fists high, threatening to do battle again.

LION

(roaring)

I should win easy.

UNICORN

(whinnying)

I'm not so sure of that.

LION

(baiting, imitating
a chicken)

Why, I'll beat you all around the town, you chicken!

742 ANGLE FAVORING THE KING

742

bursting into laughter as he steps in to separate the two creatures. Alice uses the moment to duck out of harm's way, and begins to cut the luscious plum-cake.

WHITE KING

(quite amused, mocking
the Lion)

All round the town? That's a good long way. Will you go by the old bridge, or the marketplace? You get the best view by the old bridge.

743 ANGLE FAVORING ALICE

743

struggling with the large knife to cut the cake. But every time she cuts, the slice rejoins itself to the rest of the cake making it whole again.

LION

(complaining
about Alice)

What a time the monster is having cutting up that cake!

ALICE

(truly frustrated)

I've cut several slices already, but they just go back together again!

UNICORN

(upset at Alice's
ignorance)

You don't know how to serve
Looking-Glass cakes. Hand it
round first, and cut it
afterwards.

Alice is so crowded by the urgency of the Lion and Unicorn she shoves the cake in front of their faces and is quite surprised to see the cake magically split into two pieces. The Lion and Unicorn grab pieces, leaving Alice holding an empty plate.

LION

(to a very hungry
Alice)

Now cut it up.

UNICORN

(wailing to the
King)

I say, this isn't fair! The
monster has given the Lion twice
as much as me!

LION

(in defense of
Alice)

She's kept none for herself,
anyhow.

(to Alice)

Do you like plum-cake, monster?

ALICE

Well, I...

744 CLOSE - ALICE

744

struggling for words -- when a tremendous POUNDING OF DRUMS begins in the distance. The air is full of the NOISE, building to such a deafening crescendo that Alice has to hold her ears.

745 CAMERA MOVES WITH ALICE

745

as she shouts for an explanation from the King and creatures, but all words are drowned out by the DRUMMING! The others appear undisturbed, even smile, laugh strangely, darkly at her. Alice starts to flee the din, springing across a brook in her terror to get away.

TRACK with Alice in her escape, the King and creatures being left behind in the b.g.

746 FULL SHOT - ALICE

746

fleeing into a forest. The DRUMMING follows her. When she reaches a clearing the engulfing SOUNDS overwhelm her -- and she has to sit down, tightly cover her ears and close her eyes. Finally the NOISE fades into a dead silence.

747 CLOSE - ALICE

747

lifting her head, removing her hands from her ears -- grateful though exhausted as she gazes around the silent landscape with no one to be seen.

ALICE

(aloud to herself)

If that noise doesn't "drum everybody out of town," nothing ever will!

Suddenly there is a SHOUTING from beyond the trees at the far side of the clearing. Alice looks up at something -- we don't know what yet; but she's so aghast we can feel the pounding of her heart.

VOICE (O.S.)

Ahoy! Ahoy!

748 ALICE'S POV - A RED KNIGHT

748

dressed in crimson armor and plumed iron mask, galloping down upon her, brandishing a great club.

749 FULL - THE RED KNIGHT AND ALICE

749

as she leaps up to defend herself from the charge. Just as the attacking Knight reaches her, his horse rears as he tumbles off right at Alice's feet.

750 ANGLE FAVORING ALICE

750

more frightened for him than for herself.

ALICE

Oh!

She watches him with some anxiety as he awkwardly mounts again.

RED KNIGHT

(back in saddle)

Check! You're my prisoner!

Now there are still more SHOUTS from the other side of the clearing.

ANOTHER VOICE (O.S.)

Ahoy! Ahoy!

Alice spins to see her newest enemy.

751 ALICE'S POV - THE WHITE KNIGHT

751

charging on a horse with much paraphernalia hanging on its saddle, emits the BATTLE CRY of a chessman.

WHITE KNIGHT

Ahoy! Check! Check!

752 ANOTHER ANGLE - THE WHITE KNIGHT

752

bearing down on Alice and the Red Knight. The White Knight draws up at Alice's side, tumbles off his horse just as the Red Knight had done. Embarrassed, he quickly remounts with a great clatter.

RED KNIGHT

(furiously to the
White Knight)

She's my prisoner, you know!

WHITE KNIGHT

(with Quixotic bravura)

Yes, but then I came and rescued
her!

RED KNIGHT

Well, then we must fight for her.

753 ANGLE - ALICE

753

quite awed, clearing out of the way as the Knights begin banging at each other in a fury. She manages to slip behind a tree, peeks out to watch the rather passionate Punch and Judy show.

ALICE

(lamenting to herself)

There are so many fights in
Looking-Glass Land!

Finally the battle peaks with both knights tumbling onto their heads. They get up and the Red Knight suddenly shakes hands with the White Knight -- mounts and gallops off.

WHITE KNIGHT

(joyously to Alice)

It was a glorious victory, wasn't
it?

ALICE

(unsure)

I don't know. I don't want to be anybody's prisoner. I just know I must become a Queen if I'm ever to get home again!

WHITE KNIGHT

And you will! When you've crossed the next brook, you will definitely be a Queen. I'll see you safe to the end of the wood, and then I must go back, you know. That's the end of my move.

ALICE

(thrilled)

Thank you very much. May I help you off with your helmet?

WHITE KNIGHT

Why, yes, thank you, you dear thing.

He lowers his head and Alice struggles with his head gear. The two of them, puffing, manage to pull off his head mask and we see for the first time he's a very old soldier indeed, with residual white shaggy hair which forms itself into two tufts above his ears. He has a long white mustache and a very gentle face with large kind eyes -- all of which give him an appearance of being a very fervent and benevolent Don Quixote. We also notice that part of the paraphernalia tied to his saddle is a beehive!

WHITE KNIGHT

(continuing)

Now I can breathe more easily.

He notices Alice is fascinated by a little box he's fastened across his shoulders, upside-down, with the lid hanging open.

754 ALICE'S POV - WHITE KNIGHT

754

WHITE KNIGHT

(continuing)

I see you're admiring my little box. It's my own invention -- to keep clothes and sandwiches in. You see I carry it upside-down, so that the rain can't get in.

ALICE (V.O.)

(gently chiding)

But the things inside can fall out. You know the lid's open?

WHITE KNIGHT

(surprised)

No -- I didn't know it! Then all
the things must have fallen out!
The box is no use without them!

(he hangs it quickly
on a tree)

Can you guess why I'm leaving this
on a tree?

ALICE (V.O.)

I haven't the faintest idea!

755 TWO SHOT - ALICE AND THE WHITE KNIGHT

755

WHITE KNIGHT

(bubbling optimism)

Because some bees may make a nest
in it. Then I should get the
honey!

ALICE

But you've got a beehive -- or
something like one -- fastened to
the saddle.

WHITE KNIGHT

Yes, and it's a very good beehive,
one of the best kind. But not a
single bee has come near it yet.

(he holds up still
another contraption)

And this other thing is a
mousetrap! I suppose the mice
keep the bees out-- or the bees
keep the mice out, I don't know
which!

ALICE

(sensibly)

It isn't likely there would be a
mouse on a horse's back.

756 ANOTHER ANGLE FAVORING ALICE BUT INCLUDING THE WHITE KNIGHT

756

noticing the horse is wearing a number of spiked an-
klets around its feet. The White Knight sees her stoop
down to check them out.

ALICE

(puzzled, touching
the anklets)

What are these for?

WHITE KNIGHT

(quite irrational
as he falls
off his horse
again)

Well, the anklets guard against
the bites of sharks. It's an
invention of my own.

(he remounts)

Come, I'll get you on your
way.

757 TRACK WITH THE WHITE KNIGHT AND ALICE

757

as they make their way into the forest and along a
path.

The White Knight keeps falling off and Alice works very
hard trying to keep him on.

WHITE KNIGHT

(sincerely)

I hope you've got your hair well
fastened on?

ALICE

(smiling)

Only in the usual way.

WHITE KNIGHT

(quite concerned)

That's not good enough. You see
the wind is so very strong here.
It's as strong as soup.

He tumbles off the horse still another time and Alice
helps pick him up, struggles to get him back on.

ALICE

I'm afraid you haven't had much
practice at riding.

WHITE KNIGHT

(oblivious)

What makes you say that?

ALICE

(kindly)

Because people don't fall off
quite so often, when they've had
practice.

WHITE KNIGHT

I've had plenty of practice. The
great art of riding is to keep --
Ahhhhhhhhhh!

He takes a really good tumble this time and ends up with only his legs protruding from a bush. Alice has to really work to extricate him this time, then she sits on a log and is close to weeping at the hopelessness of it all. The White Knight notices her state, is hurt that his incompetence is discouraging her.

758 ANGLE - WHITE KNIGHT AND ALICE

758

WHITE KNIGHT

Don't look so sad, little girl.
Maybe I can help you.

ALICE

(hopefully)
Will you, please? Please!

WHITE KNIGHT

Come along with me.

He awkwardly mounts his horse, then helps Alice onto the saddle. On command, the horse ambles off.

FADE OUT.

END OF ACT FOUR

ACT FIVE

FADE IN:

759 EXT. THE COUNTRYSIDE - DAY

759

FULL SHOT - THE WHITE KNIGHT and his fair damsel ALICE ride upon his horse as they emerge from the forest's edge. The knight halts his charger, and below is a sumptuous valley of lush beauty with a little sparkling brook.

WHITE KNIGHT

(pointing ahead)

There! You've only a few yards to go down the hill and over the brook, and then you'll be a Queen.

ALICE

(close to tears of happiness)

Then I just know I'll be home. I just know it.

WHITE KNIGHT

But you will stay to see me off first, won't you? I shan't be long, and if you'll simply wave your handkerchief it'll encourage me very much. All the finest damsels do that sort of thing.

ALICE

(grateful, and so wanting to do the proper "damsel" thing)

Of course! I'll wait. And thank you very much for saving me.

The White Knight helps her slide off the saddle until her little feet touch the ground.

760 ALICE'S POV - WHITE KNIGHT

760

WHITE KNIGHT

(sensing she's just being polite)

You didn't cry as much as I thought you would.

761 BACK TO WHITE KNIGHT AND ALICE

761

Alice reaches up, shakes hands goodbye to the charmingly sad old knight, who turns his horse and starts along one of the paths. Alice takes out a handkerchief and waves it at him as he gets further and further away.

762 ALICE'S POV

762

From time to time he turns, waves back to his fair heroine.

ALICE (V.O.)

(to herself)

It won't take long to see him off,
I expect.

763 CLOSE - ALICE

763

She grimaces with empathetic pain.

764 HER POV - THE WHITE KNIGHT

764

in the distance tumbling off into a bush, and quickly, with embarrassment, remounting with dignity. He gives Alice a final wave and disappears into a grove of trees.

TRACK WITH ALICE as she stops waving and starts her trek down the hillside.

ALICE

(to herself)

I hope I encouraged him a little.
This must be the Eighth Square at
last!

Alice is delighted and filled with expectation as she bounds onward, finally throwing herself down to rest on a lawn as soft as moss, with yellow and blue wild flowers growing here and there.

765 CLOSE - ALICE

765

as magically a CROWN appears on her head.

ALICE

(not realizing
at first)

I'm so glad to get here!

(now sensing a
slight weight
on her head)

What is this on my head?

(she reaches up
her hand and
feels the crown)

But how did this crown get on my
head without me knowing it?

Confounded but thrilled, she quickly puts the crown back on, quite afraid it will disappear.

ALICE

(ecstatic to herself)

Well, this is wonderful! I never expected to be a Queen so soon!

She's so impressed with herself she scolds herself in a rather severe royal tone.

ALICE

(continuing)

And I'll tell you what this means, Your Majesty.

766 ANGLE - ALICE

766

leaping up quite impressed to be in the presence of royalty, even if it is her own.

ALICE

(continuing; still scolding herself)

It'll never do for you to be rolling around on the grass anymore. Queens have to be dignified, you know!

She begins to strut about now, rather stiff at first, afraid the crown will tumble off -- and she checks about, thankful no one can see her rehearsing her new sovereignty.

ALICE

(continuing; testing herself)

And if I really am a Queen, I will be able to manage it quite well in time.

(more confidently)

I just know it!

767 CLOSE - ALICE

767

sitting on a large log, practicing royal sitting positions.

The CAMERA pulls back to include the sudden POP-IN appearance of the Red Queen and White Queen who are now sitting close to her, one on each side. Alice is surprised, but accepts it as just part of her new Queenly adventures to come.

ALICE
 (timidly to the Red
 Queen)
 Please, would you tell me...

RED QUEEN
 (snapping)
 Speak when you're spoken to!

ALICE
 (feisty as usual in
 the face of illogic)
 But if everybody obeyed that rule,
 nobody would ever say anything.

RED QUEEN
 Ridiculous! I overheard you say
 to yourself, "If I really am a
 Queen?" What right have you to
 call yourself anything of the
 sort. You can't be a Queen until
 you've passed the proper
examination. And the sooner we
 begin it, the better!

ALICE
 (protesting)
 I was talking to myself and I only
 said "if"!

RED QUEEN
 (to the White Queen,
 shuddering)
 She says she only said "if"!

768 ANOTHER ANGLE - ALICE, THE RED QUEEN AND WHITE QUEEN 768

as the White Queen moans, wringing her hands with
 disdain.

WHITE QUEEN
 (to the Red Queen,
 disturbed about Alice)
 Oh, she said a great deal more
 than that!

RED QUEEN
 (to Alice)
 So you did, you know. Always
 speak the truth! Think before you
 speak! And write it down
 afterwards!

ALICE
 (almost apologetic)
 I'm sure I didn't mean...

769 ALICE'S POV - RED QUEEN

769

RED QUEEN

(interrupting)

That's just what I'm complaining about! You should have meant it! What do you suppose is the use of a child without any meaning? Even a joke should have some meaning! And a child's more important than a joke, I hope. You can't deny that, even if you tried with both hands.

ALICE (V.O.)

(quite objecting)

I don't deny things with my hands.

RED QUEEN

(unrelenting)

Nobody said you did. I said you couldn't if you tried.

770 CLOSE - WHITE QUEEN

770

WHITE QUEEN

(trying to act the
"good cop" now in
the interrogation)

She's in that state of mind that she wants to deny something -- only she doesn't know what to deny!

771 THREE SHOT - ALICE AND BOTH QUEENS

771

RED QUEEN

(shouting at Alice)

A nasty, vicious temper!

772 ANGLE FAVORING ALICE

772

quite aghast, as the Red Queen rearranges her own clothes, wiggles on the log and takes a few deep breaths. Suddenly, the Red Queen smiles sweetly, pats dear Alice on her knee.

RED QUEEN

(quite demurely, properly,
to the White Queen)

Now, my dear White Queen, let me invite you to Alice's dinner party this afternoon.

WHITE QUEEN
 (to the Red Queen
 with equal saccharine
 decorum)
 And I invite you.

773 ANGLE - ALICE

773

quite shocked, and truly bowled over by the nerve of
 this old gal.

ALICE
 (with great control,
 mimicking the Queen's
 affectations)
 Now, if you'll pardon me -- I
 didn't know I was giving a party
 at all. But, if there's going to
 be one, I think I ought to invite
 the guests, don't you?

774 ANOTHER ANGLE - THE TRIO

774

each trying to be as proper as can be while the tension
 between them is potentially strong enough to cause a
fight.

RED QUEEN
 (sweetly, with deftly
 inflicted guilt)
 We gave you the opportunity of
 doing it, but you never invited
 anyone. It's obvious you never
 had any lessons in manners!

ALICE
 (smiling dearly,
 exaggeratedly)
 Manners are not taught in lessons.
 Lessons teach addition,
 subtraction and things of that
 sort.

775 ANGLE - THE TWO QUEENS

775

Burst into song:

WHITE QUEEN
 Can you do addition?
 What is one and one/
 and one and one/
 and one and one/
 and one and two?
 Can you do subtracton?
 8 from 9/and 2 from 8/
 and 6 from 3/and 1 from 7, too?

RED QUEEN

Can you do division?
 6 divided by a 3 and then a 2?
 Yes, you!
 Can you multiply, my dear?
 Then what are 3 times 6,
 and 2 times 10 --
 and then again --

WHITE QUEEN

Can you do addition?
 What is one and one
 and one and one
 and one and one
 and one and two?
 Can you do subtraction?
 8 from 9 and 2 from 8
 and 6 from 3 and 1 from 7, too?

RED QUEEN

Can you do division?
 6 divided by a 3 and then a 2?
 Yes, you!
 Can you multiply, my dear?
 Then what are 3 times 6,
 and 2 times 10, and then again --

RED AND WHITE QUEENS

Forget your slumbers,
 Recall your numbers --
 just add up the list.
 Just think of pluses and minuses
 It's sure to clear your sinuses.
 We simply must insist!

They end the song, look expectantly at Alice.

WHITE QUEEN

What is your answer, Alice?

ALICE

I don't know. I lost count.

RED QUEEN

Well, then try subtraction once
 again. Take a bone from a dog
 what remains?

ALICE

(truly trying to
 figure out the
 answer)

The bone wouldn't remain, of
 course, if I took it! And the dog
 wouldn't remain -- it would come
 to bite me! And I'm sure I
 shouldn't remain!

RED QUEEN
 (standing up and
 inordinately screaming
 at Alice)
 Then you think nothing would
 remain!

ALICE
 (rather frightened)
 Yes, I think that's the answer...

RED QUEEN
 (bellowing at her
 like a teacher who
 needs a good dose
 of lithium)
 Wrong, as usual. The dog's temper
 would remain!
 (shifting to still
another dreadful
 attack)
 Of course, you know your A B C's?

ALICE
 (lighting up,
 definitely knows
 this one)
 Sure I do!

776 ANOTHER ANGLE - THE TRIO

776

as the White Queen takes pity on Alice, reaches out to
 comfort her from the mad Red Queen!

777 INTERCUT ALICE'S POV OF THE QUEENS

777

WHITE QUEEN
 (now rather sweetly,
 accepting Alice)
 So do I. Oh, what glorious times
 we'll have together saying the
 alphabet over and over! And I'll
 tell you a secret. I can read
words of one letter! Isn't that
 grand?

RED QUEEN
 (going at Alice
 again)
 Can you answer useful questions?
 How is bread made?

ALICE (V.O.)
 (quite confident now)
 I know that! You take some
 flour...

WHITE QUEEN
 (trying to coax Alice)
 But where do you pick the flower?
 In a garden or from a hedge?

ALICE (V.O.)
 (a bit thrown)
 It isn't picked at all, it's
ground...

RED QUEEN
 (to the White Queen,
 merciful at last
 towards Alice)
 Fan her head! She's probably just
 feverish after so much thinking.

778 BACK TO THREE SHOT

778

The White Queen pulls out a fan, snaps it open and
 starts vehemently fanning Alice's face.

RED QUEEN
 (continuing; to Alice)
 Do you know Languages? What's the
 French for fiddle-de-dee?

ALICE
 (as though the Red
 Queen must truly
 be the one who's
 stupid)
 Fiddle-de-dee's not English.

RED QUEEN
 (quickly)
 Who ever said it was?

ALICE
 (just as fast on the
 up-take)
 If you'll tell me what language
 "fiddle-de-dee" is, I'll tell you
 the French for it!

RED QUEEN
 (like a machine gun)
 Queens never make bargains!

ALICE
 (exasperated)
 I wish Queens never asked
 questions.

WHITE QUEEN
 (anxiously)
 What is the cause of lightning?

ALICE
 (decidedly)
 The cause of lightning is the
 thunder!
 (hastily correcting
 herself)
 No. No! I meant the other way!

RED QUEEN
 (leaping in)
 It's too late to correct it! When
 you've once said a thing, that
 fixes it, and you must take the
 consequences.

WHITE QUEEN
 Which reminds me, we had such a
 thunderstorm last Tuesday -- I
 mean one of the last set of
 Tuesdays, you know.

ALICE
 (puzzled)
 In our country, there's only one
 day at a time.

RED QUEEN
 That's a poor way of doing
 things. Now here, we mostly have
 days and nights two or three at a
 time, and sometimes in the winter
 we take as many as five nights
 together -- for warmth, you know.

ALICE
 Are five nights warmer than one
 night?

WHITE QUEEN
 Five times as warm, of course.

ALICE
 But they should be five times as
cold, by the same rule --

RED QUEEN

Just so! Five times as warm, and
five times as cold -- just as I'm
five times as rich as you are, and
five times as clever!

ALICE

It's exactly like a question with
no answer!

RED QUEEN

Well, here's a question with an
answer. Is life just a game of
chess? I assure you, the answer
is yes.

ALICE

Do you mean that something is
moving us about?

RED QUEEN

That's for me to know
And you to find out.
(she sings)
Is the ocean level as a pool?
To think so you'd have to be a
fool.
There are millions of waves in an
ocean,
So something obviously keeps them
all in motion.

And do you stand motionless, my
girl?
No, you constantly are running in
a whirl.
But since you've come, uninvited,
for this visit
I should think that you'd
Be wond'ring what is it?

Should I reveal to you the secret,
my dear?

ALICE

Yes, your majesty, that's what I
want to hear.

RED QUEEN

(sings)
When the world seems full of
trouble and of strife,
What moves us through this crazy
game of life?

(MORE)

RED QUEEN (CONT'D)

(singing)

Emotions, Emotions.
 They're much stronger than magical
 potions
 They make us behave as we do
 You may like it or not, but it's
 true.

Emotions, emotions.
 When we smile or we frown, that is
 why.
 Some are good, some are bad,
 Some are sweet, some are sad.
 Can't escape them, however we try
 We've emotions, my dear, 'til we
 die.

779 ANGLE - THE WHITE QUEEN

779

suddenly giving a great sigh and laying her head on
 Alice's lap. She falls instantly asleep and begins to
SNORE.

780 RESUME - THREE SHOT

780

RED QUEEN

(quite pertly to
Alice)

She's tired, poor thing! Smooth
 her hair, lend her your nightcap,
 and sing her a soothing lullaby.

ALICE

(quite bewildered)

I haven't got a nightcap with me
 and I don't know any soothing
 lullabies. But if you'd only tell
 me how I might go home, I'd be
 certain to get you anything you
 need!

(feeling very,
very homesick)

I promise you I would. I truly
 would.

RED QUEEN

(quite put out, and
ignoring the request)

Then I must do it myself!

(singing)

"HUSH-A-BYE LADY, IN ALICE'S LAP!
 TILL THE FEAST'S READY, WE'VE TIME
 FOR A NAP.

(MORE)

RED QUEEN (CONT'D)
WHEN THE FEAST'S OVER, WE'LL GO TO
THE BALL --
RED QUEEN, AND WHITE QUEEN, AND
ALICE AND ALL!

Suddenly even the Red Queen keels over, landing her head on Alice's lap as well. CAMERA MOVES IN to CLOSE on Alice. She peers down helplessly at the two snoring Queens whose heads and weight pin her to the log.

The MUSIC under the scene SEGUES into the hauntingly beautiful strains of Alice's HOME THEME.

To herself -- homesick and suspecting there will be still more challenges ahead before she'll ever see her home again:

ALICE
Oh, Momma, Poppa -- will I ever
see you again...?

The Queens snore still louder as we:

FADE OUT.

END OF ACT FIVE

ACT SIX

FADE IN:

781 EXT. THE FOREST - DAY - CLOSE - ALICE 781

gently trying to extricate herself from the weight of the two sleeping Queens' heads which still have her pinned to the log. She finally manages to cleverly balance the White Queen's head against the Red Queen's head, slide out from underneath and run off excited to find her own kingdom and HOME.

782 EXT. A CLEARING - DAY - FULL SHOT - ALICE 782

running out of the forest, holding on to her crown to make certain it's still on her head -- and then halting, absolutely thrilled at what she sees.

783 HER POV - AN ARCHED DOORWAY 783

set in a rather impressive wall behind which Alice just knows is her own fabulous castle.

784 CLOSE - THE ARCHED DOORWAY 784

over which are engraved the two most beautiful words she's ever seen: "QUEEN ALICE." And on each side of the arch is a bellhandle -- one marked "VISITORS' BELL" and the other "SERVANTS' BELL."

785 ANGLE - ALICE 785

confused but excited.

ALICE

(to herself)

Oh, my -- which bell should I ring? I'm not a visitor to my own castle -- and I'm certainly not a servant. There ought to be a bell marked "QUEEN!"

786 ANOTHER ANGLE - ALICE 786

seeing the door open a little way, and a weird-looking creature, something like an ANTEATER, sticks his head out.

ANTEATER

(brusquely)

No admittance till the week after next!

Then it slams the door shut again with a bang!

787 ANGLE - ALICE

787

really annoyed, starting to knock and ring all the bells, but still no one answers. Suddenly, there's a sound from behind her and she looks to see:

788 HER POV - A VERY OLD FROG

788

who is sitting rather hidden under a tree. He gets up and hobbles slowly toward her, dressed in bright yellow and wearing enormous boots.

789 ANGLE - ALICE AND THE FROG

789

as the Frog approaches.

FROG
(deep, hoarse
whisper)
What is it, now?

ALICE
(with royal
aplomb)
Where's the servant whose business
it is to answer the door?

FROG
Which door?

ALICE
(stamping her feet
in frustration)
This door, of course!

The Frog, with its large dull eyes, looks at the door -- then goes to it and rubs it with his thumb as if trying to see if the paint will come off. Then he looks at Alice as though she's quite out of her mind.

FROG
To answer the door? What did it
ask?

ALICE
What are you talking about?

FROG
Well, it speaks English, doesn't
it? Or are you deaf? What did it
ask you?

ALICE
 (really put-out)
 Nothing! I've been knocking at
 it!

FROG
 (shocked)
 Oh, no wonder. You shouldn't do
 that. That only gets the door
 angry. You just leave it alone
 and it'll leave you alone!

Suddenly the door flies open on its own, revealing an elegant dining room. There is a banquet table set for a royal feast and the room is empty but for a TRIO OF VIOLIN PLAYERS who are offering melodic arrival MUSIC.

790 INT. BANQUET HALL - DAY - CLOSE - ALICE 790
 staring at the sight from the safety of the doorway.

791 HER POV - THE WHITE RABBIT 791
 dressed in a tuxedo and looking rather tense, runs to a position in front of the violinists and bursts into song.

792	INTERCUT - TRACKING ALICE as she moves into the great chamber, quite in awe and doing her best to muster up regal grace and carriage.	WHITE RABBIT 792 (singing) "TO THE LOOKING-GLASS WORLD IT WAS ALICE THAT SAID I'VE A SCEPTRE IN HAND, I'VE A CROWN ON MY HEAD. LET THE LOOKING-GLASS CREATURES, WHATEVER THEY BE, COME AND DINE WITH THE RED QUEEN, THE WHITE QUEEN AND ME!"
-----	---	--

Suddenly there is a symphony of VOICES and a great orchestral augmentation which nearly blows Alice off her feet.

VOICES
 (joining up, singing)
 "THEN FILL UP THE GLASSES AS
 QUICK AS YOU CAN,

 AND SPRINKLE THE TABLE WITH
 MUTTON AND BRAN:

VOICES (CONT'D)
 PUT CATS IN THE COFFEE, AND
 MICE IN THE TEA --

AND WELCOME QUEEN ALICE WITH
 THIRTY-TIMES-THREE!

There follows the SOUND of great CHEERING and APPLAUSE, but all Alice can still see is the hall empty except for the White Rabbit and three violinists. It's all really quite mysterious.

ALICE
 (puzzled, to
 herself)
 "Thirty times three" makes ninety.
 I wonder if anyone's counting?
 (she decides to sing,
 believing it will
 make the guests show
 themselves)
 "O LOOKING-GLASS CREATURES,
 DRAW NEAR!

'TIS AN HONOUR TO SEE ME, A
 FAVOUR TO HEAR:

'TIS A PRIVILEGE HIGH TO HAVE
 DINNER AND TEA

ALONG WITH THE RED QUEEN, THE
 WHITE QUEEN AND ME!

Suddenly the creatures of Looking-Glass Land are revealed, including the Red Queen, the White Queen, March Hare, Mad Hatter, Dormouse, Queen of Hearts, King of Hearts and Knave of Hearts. They burst into song, greeting Alice while they rush like lunatics for spots at the banquet table. Their scrambling truly outdoes the earlier Caucus Race.

CREATURES
 (singing as they
 race out)
 "THEN FILL UP THE GLASSES WITH
 TREACLE AND INK,
 OR ANYTHING ELSE THAT IS PLEASANT
 TO DRINK:
 MIX SAND WITH THE CIDER, AND
 WOOL WITH THE WINE --
 AND WELCOME QUEEN ALICE WITH
 NINETY-TIMES-NINE!"

ALICE
 (aghast, to herself)
 Ninety-times-nine! I could never
 feed that many.

793 TRACK WITH ALICE

793

as she tries to maintain her regality and walks the length of the table, noticing many of the animals she had met earlier.

Alice reaches the end of the table and sees five chairs. The Red Queen, White Queen, King of Hearts and Queen of Hearts occupy four of them. The fifth one is empty, awaiting the arrival of Alice. Suddenly, there is complete silence from the "Tom Jones buffet-devouring" demeanor of the guests -- as Alice sits down. Alice is uncomfortable at the silence of the guests.

RED QUEEN
 Welcome, Queen Alice!

KING OF HEARTS
 We'll drink to your health!

The Queen of Hearts raises her glass, shouts:

QUEEN OF HEARTS
 To Queen Alice's health!

The guests scream out the toast, and start drinking.

WHITE QUEEN
 You ought to return your
 appreciation in a neat speech.

RED QUEEN
 We're only teaching you the very
 basics of proper behavior.

QUEEN OF HEARTS
 Yes, dear. If you're ever invited
 to tea anywhere, you'd need to
 know these little pleasantries.

KING OF HEARTS
 (bumbling)
 Of course! It's very proper to
 know -- er -- er... proper
 behavior.

Alice forces herself to stand and toast the crowd.

ALICE
 (hesitantly)
 I-I-thank you all... but, please...
 (she pleads from
 her heart)
 Please, everyone! Show me how I
 can go home! I don't want to be
 here any more.
 (she bursts into
 furious tears)
 I want to go home!

Suddenly, there is a growing bellyaching discontent on the part of the guests about their hostess wanting to clear out, and even the Queens seem rather insulted after all the teaching and advice they've given Alice.

- 794 TRACK WITH ALICE 794
- As she runs toward the doorway. When she reaches the far end of the room, she stops, looks back, aware that the creatures are all silent.
- 795 HER POV 795
- The room still filled with quiet Creatures, all of whom are watching her.
- 796 CLOSE - ALICE 796
- looking to drink in the whole scene.
- 797 PAN SHOT - HER POV - THE TWO QUEENS 797
- smiling warmly, coming toward her from the background of Creatures. The Queens extend their hands to her invitingly, but there is a touch of something dark afoot.
- 798 ANGLE - ALICE AND THE QUEENS 798
- The Queens now take her hand and lead her toward the center of the room where Alice is delighted by what she sees.
- 799 ALICE'S POV - A BEAUTIFUL PRESENT 799
- all wrapped with a bow, waiting for her in the middle of the room.

TRACK WITH THE QUEENS leading Alice to the large white box.

THE QUEENS

(to Alice)

A present's come for you, my dear.

ALICE

(thrilled)

For me?

Alice rushes to the present, reads the large tag attached to it which says "FOR QUEEN ALICE," and begins to pull off the ribbon as the Creatures and Queens watch with some awe.

MUSIC, a STIRRING WIND, and some slightly strange SOUNDS coming from the box begin to signal this may not be a very nice present at all. Nevertheless Alice continues to unwrap it, until the sides fall away revealing a rather small JABBERWOCKY.

INTERCUT SHOTS of shock and great fear on the part of Alice, the two Queens and all the Creatures of Looking-Glass Land -- as the Jabberwocky begins to quickly grow, swell to its full, huge, terrifying dimensions.

The Creatures and Queens run screaming, fleeing in all directions as Alice shrieks, standing face to face with her nemesis. The BEAST ROARS and Alice simply knows closing her eyes or any such simple trick really isn't going to work this time at all!

FADE OUT.

END OF ACT SIX

ACT SEVEN

FADE IN:

800 INT. THE BANQUET ROOM OF LOOKING-GLASS LAND - DAY - 800
CLOSE ON ALICE

backing away, quite appalled at what she beholds as the last of the Looking-Glass Creatures frantically exit in the b.g.

801 UP ANGLE SHOT - ALICE'S POV OF THE JABBERWOCKY 801
SNORTING and ROARING as it approaches her.

802 RESUME ALICE 802
turning to flee with the other Creatures.

803 INT. HALLWAY - DOWN ANGLE SHOT - DAY 803

The Queens and Creatures running up a staircase, some duck into alcoves and recesses. Alice also decides to run upstairs, begins to push her way past scurrying, screaming, climbing Creatures. As Alice reaches the top of the stairs, the Jabberwocky gives a series of terrifying SNORTS and GROWLS to restate its power, and then decides to pursue her up the stairs.

804 ANGLE - ALICE 804
picking an alcove at random and running in.

805 INT. ROOM - ALCOVE 805

Alice races in, finds herself crowded with several panicking Creatures, including the White Rabbit, the White King, and the White Queen.

806 ANGLE - THE JABBERWOCKY 806

Closing in, causing Alice and the Creatures to rush out to continue their flight.

INTERCUT:

807 ALICE'S RUNNING POV SHOTS 807

of several Creatures, including the March Hare and the Mad Hatter.

As Alice continues in her flight, with the Jabberwocky not too far behind...

808 ANGLE - ALICE

808

Dashing into an alcove.

809 INT. ALCOVE - DAY

809

Alice entering and running smack into Tweedledee and Tweedledum. Before Alice can stop them they've grabbed her hands and are spinning her around in a circle as though oblivious to the pursuit of any monster.

TWEEDLEDEE AND TWEEDLEDUM

(singing)

Here we go round the Mulberry Bush
The Mulberry Bush,
The Mulberry Bush...
Here we go round...

Alice tries to shake herself loose, starts yelling at them.

ALICE

(a matter of life
and death)

You don't understand! There's a
monster after us! It's going to
bite our heads off!

Tweedledee and Tweedledum still hold her hands tightly, dancing her in a circle.

TWEEDLEDEE

Why, you know, that's one of the
most serious things that can
possibly happen to one in a battle
-- to get one's head bitten off!

ALICE

Let go of me! It's going to eat
us!

TWEEDLEDUM

Nonsense. We're very brave!
Aren't we, Tweedledee?

TWEEDLEDEE

Oh, yes -- I'm very brave
generally...

There are SNORTS and GROWLS OF THE JABBERWOCKY approaching.

TWEEDLEDEE

(continuing)

... only today I happen to have a headache.

TWEEDLEDUM

And I've got a toothache!

810 ANGLE - JABBERWOCKY 810

HISSING STEAM, spouting FIRE, causing Tweedledee and Tweedledum to quite halt their circle dance and run screaming out another door quickly followed by Alice.

811 INT. BANQUET HALL - DAY 811

Alice makes it back out into the hall with the monster gaining on her.

TRACK WITH ALICE as she flees, and one of the monster's paws actually gets close enough to touch her, but she breaks loose and runs into another alcove.

812 INT. ALCOVE - FULL SHOT - ALICE, KING OF HEARTS AND QUEEN OF HEARTS - DAY 812

Alice rushes into the alcove to see the Queen of Hearts standing bravely in front of the cowering King of Hearts. Alice halts momentarily as if to speak but the sounds of the monster's pursuit speeds her onward.

813 ANGLE - THE JABBERWOCKY, KING AND QUEEN OF HEARTS 813

as the monster charges into the room, stops, hisses at the brave Queen of Hearts and the trembling King of Hearts.

QUEEN OF HEARTS

(shouting)

Off with his head! Off with his head!

The King of Hearts continues to hide behind his wife.

KING OF HEARTS

(with mock bravery)

Have no fear, my dear. I shall protect you!

The King of Hearts peers out from behind his wife who suddenly steps aside, exposing the King to the baleful glare of the red-eyed monster.

The Jabberwocky glances around. Satisfied that his little prey is not in the room, the monster stamps and snorts in frustration, then rushes off. With the Jabberwocky safely out of the way, the cringing King rises to his full majestic height and says stoutly:

KING OF HEARTS

By Jove! I certainly scared him off, my dear.

They smile at each other beatifically.

814 THE JABBERWOCKY 814

right after her.

815 FULL SHOT - ALICE 815

running as far as she can go, coming to a halt. She turns around quite trapped.

816 HER POV 816

the gloating monster, halting, content that its prey is trapped. It lifts itself full up on its haunches.

817 CLOSE - ALICE 817

figuring the jig is up and rather expecting to be devoured, when there is the SOUND OF A FAMILIAR VOICE bellowing from O.S.

WHITE KNIGHT'S VOICE

Ahoy! Ahoy!

Alice spins to see if it could really be who she thinks it is:

818 ALICE'S POV - THE OLD WHITE KNIGHT 818

running in, wielding his saber.

819 FULL SHOT 819

Alice astounded and very concerned about the White Knight being so brave. Even the monster does a double-take at the old man.

WHITE KNIGHT
 (valiantly to Alice)
 I'll save you, fair maiden! Don't
 be afraid!

With true Quixote vanity and with preposterousness, the
 White Knight advances against the Jabberwocky.

ALICE
 (terrified for the
 old man)
 No! Go back! He'll kill you! He
 really will!

820 ALICE'S POV

820

THE WHITE KNIGHT as he commences battle with the
 Jabberwocky, giving it a couple of rather mild socks
 with his saber. With one sweep of a paw the
 Jabberwocky sends the old guy sprawling, but still the
 White Knight tries and tries and tries again bravely to
 save Alice.

821 ANGLE PAST ALICE TO JABBERWOCKY AND WHITE KNIGHT

821

as the White Knight battles courageously against the
 monster.

WHITE KNIGHT
 (to Alice)
 Go! Go! I'll hold him off!

As Alice hesitates, the White Knight shouts at her.

WHITE KNIGHT
 Go, I say! Save yourself!

Alice turns and flees from the combatants.

822 LONG SHOT - ALICE

822

She runs along the corridor, twisting and turning along
 passageways, passing the White Rabbit who bounds away
 in fright. She runs into an alcove.

823 INT. ALCOVE - ANGLE SHOT - PAST ALICE TO OWL PICTURE

823

Alice sees the painting of the Owl on the wall. As the
 flat painting turns into the LIVE OWL, Alice runs over:

ALICE
 (desperately to
 the Owl)
 Please help me, Mr. Owl! I don't
 know what to do! Don't let the
 monster hurt my friends!

THE OWL
 (firmly; remind her)
 You ask me, but it's you who must
be brave...

824 OWL'S POV - ALICE

824

ALICE
 (furious)
 I am brave!
 (she turns her head,
 listening or sounds
 of the Jabberwocky)
 But not that brave!

THE OWL
 (with mystery)
Then you will never really grow
up, will you, Alice? Not until
you conquer the fears inside you
will you ever be more than a
child.

To Alice's horror the Living Owl turns into a flat
painted picture and has nothing further to say to
 her. Alice flees.

825 INT. ALCOVE OF COMBATANTS - FULL SHOT - WHITE KNIGHT
 AND JABBERWOCKY - DAY

825

as they continue their furious fighting. Suddenly, the
 Jabberwocky lashes out, knocking the valiant White
 Knight head over heels. The monster ignores his fallen
 foe and charges out in search of his primary prey,
 little Alice.

826 INT. PASSAGEWAY - LONG SHOT - ALICE - DAY

826

She runs wildly along the corridor, occasionally
 looking back, fearful of the monster's pursuit. As she
 turns a corner into a new passageway, she stops still,
 amazed at what she sees.

827 INT. MIRROR LIVING ROOM - ALICE'S POV - DAY

827

The mirror living room.

828 FULL SHOT - ALICE 828

With a happy sob of relief, she runs to the mirror, climbs up over the fireplace to the ledge and sees herself reflected in the glass. Suddenly, a bright silvery mist covers the glass. Tentatively, she reaches out and discovers to her delight that her arm can penetrate the mirror. With a happy cry, she starts to climb through to her real living room.

829 INT. REAL LIVING ROOM - ANGLE PAST ALICE TO MIRROR - 829
DAY

as she climbs down from the ledge, radiant with happiness at being home at last. Her joy turns to terror as the Jabberwocky's claw reaches through the mirror to clutch her arm.

830 CLOSE SHOT - ALICE 830

screaming in fright.

831 CLOSE SHOT - JABBERWOCKY 831

as the monstrous head starts to come through the mirror.

832 CLOSE SHOT - ALICE 832

reacting in horror at the monster's approach.

833 ANGLE PAST ALICE TO JABBERWOCKY 833

As the slobbering beast moves closer.

834 FULL SHOT - ALICE 834

She looks around desperately, spots a poker beside the fireplace. While struggling valiantly in the clutches of the monster, she reaches out with her free hand, snatches up the weapon and jabs into the slimy neck of the beast.

835 ALICE'S POV 835

There is a flash of smoke and fire as the evil Jabberwocky EXPLODES.

836 MED. SHOT - ALICE 836

A beautiful, triumphant smile illuminates her lovely face, as she realizes she has exorcized her personal monster.

837 ANGLE PAST ALICE TO MIRROR 837

The SOUNDS of WHISTLES and CHEERS are heard coming from the other side of the mirror. Curiously, Alice climbs back up to the ledge and peers through the mirror.

838 INT. BANQUET ROOM - DAY 838

All the Creatures assembled are celebrating her victory over the Jabberwocky. The Mad Hatter sings a farewell song:

MAD HATTER

(singing)

Alice, can you hear us?
 Alice, can you hear us?
 Dear girl, here in Wonderland?
 We have known you
 Only for a dream or two,
 But, dear, we'll remember you.

Alice, don't forget us.
 Alice, if you'll let us
 We'll prove dreams can all come
 true.
 Some day, through a mirror
 You'll get a clearer view
 'Til then, Alice, we'll love you.

839 FULL SHOT AT THE MIRROR - ALICE 839

As the Creatures wave and cheer, shouting:

CREATURES

Goodbye, Alice! Goodbye!

Alice waves back, then turns, drops down to the floor of her real living room. She turns away from the mirror to see:

840 ALICE'S POV - HER MOTHER 840

coming through the doorway.

MOTHER

There you are, Alice! I've been calling you for some time. Where on earth have you been?

ALICE

Oh, so many places, Mother! I have so much to tell you. You really won't believe half of it, so I'll only tell you a few things, like...

MOTHER

(interrupting)

I'm sorry, dear, but I'm afraid it's tea time now. I'll have to hear about it later.

ALICE

(hopefully, with eyes nearly begging for something very important)

Is it? Is it really?

MOTHER

Is it really what?

ALICE

(with great suspense)

Tea time?

MOTHER

(getting a platter, napkins)

Yes, yes it is. We have some strawberry shortcake, and your father's bought gingerbread cookies -- and your Aunt Dorothy's insisted on opening one of her precious jars of raspberry preserves...

ALICE

(sensing her Mother has something very important to tell her)

It sounds very lovely, Mother...

MOTHER

(as though it's just an afterthought)

I want you to know I think you're finally quite grown-up enough to join us. Would you like that, Alice? To join the grown-ups at tea?

ALICE

(close to tears
of joy)

Yes, Mother. I should like that
very much. Thank you... thank
you!

Alice runs to her Mother, throws her arms around her --
then composes herself, afraid such a display of emotion
was not really quite proper or adult.

Instead, she joyfully takes her Mother's hand and as
they stroll out of the room Alice glances back over her
shoulder only once -- a single bittersweet moment - as
somehow she knows she's leaving her childhood behind.

TRACK WITH ALICE AND MOTHER, as they stroll toward the
parlor.

ALICE

(a loving confidence
whispered to her Mother)

I truly have grown up, Mother --
you'll see! You truly will...

841 CLOSE - ALICE

841

ecstatic, wide-eyed, and as hopeful as Life itself.

FREEZE FRAME.

FADE OUT.

THE END