

Alice  
by  
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Based on  
Alice's Adventures In Wonderland  
Through The Looking Glass  
by Lewis Carroll

9/9/08 (White Shooting Script)  
10/28/08 (Blue Revised Pages)

FADE IN:

1 EXT. LONDON - 1855 - NIGHT 1

Warm light shines from the study of the gracious Kingsley home. A man, silhouetted in the window, speaks with ardor.

2 INT. THE STUDY - NIGHT - CONT. 2

CHARLES KINGSLEY has just described his new venture to his friends, including LORD ASCOT.

LORD ASCOT

Charles, you have finally lost your senses.

A COLLEAGUE

This venture is impossible.

CHARLES KINGSLEY

For some. Gentlemen, the only way to achieve the impossible is to believe it is possible.

A COLLEAGUE

That kind of thinking could ruin you.

CHARLES KINGSLEY

I'm willing to take that chance. Imagine trading posts in Rangoon, Bangkok, Jakarta...

He stops. His nine year-old daughter ALICE stands at the door in her nightgown, clearly frightened. He goes to her.

CHARLES KINGSLEY (CONT'D)

The nightmare again?

She nods. He takes her hand and turns to his guests.

CHARLES KINGSLEY (CONT'D)

I won't be long.

3 INT. YOUNG ALICE'S BEDROOM - LATER 3

He sits on her bed, listening with utmost seriousness.

ALICE

I'm falling down a dark hole, then I see strange creatures...

CHARLES KINGSLEY

What kind of creatures?

(CONTINUED)

ALICE

Well, there's a dodo bird, a rabbit in a waistcoat, a smiling cat...

CHARLES KINGSLEY

I didn't know cats could smile.

ALICE

Neither did I. Oh, and there's a blue caterpillar.

CHARLES KINGSLEY

Blue caterpillar. Hmm.

ALICE

Do you think I've gone round the bend?

He feels her forehead as if for a fever.

CHARLES KINGSLEY

I'm afraid so. You're mad. Bonkers. Off your head. But I'll tell you a secret...all the best people are.

She smiles and leans against him.

CHARLES KINGSLEY (CONT'D)

It's only a dream, Alice. Nothing can harm you there. But if you get too frightened, you can always wake up. Like this.

He pinches her. She screams and pinches him back.

CUT TO:

4 EXT. THE OUTSKIRTS OF LONDON - TEN YEARS LATER 4

A horse-drawn carriage careens down the road at a full gallop.

5 INT. THE CARRIAGE - DAY - CONT. 5

ALICE KINGSLEY is on the verge of womanhood, beautiful, but slightly off-kilter. She sees the world with different eyes than other people her age. Presently, she's tired and grumpy as her mother fusses with her wild mane of blonde hair.

ALICE

Must we go? I doubt they'll notice if we never arrive.

(CONTINUED)

HELEN KINGSLEY

They will notice.

She re-ties her waist sash, feeling for her corset.

HELEN KINGSLEY (CONT'D)

Where's your corset?

She pulls back her dress to see bare legs.

HELEN KINGSLEY (CONT'D)

And no stockings!

ALICE

I'm against them.

HELEN KINGSLEY

But you're not properly dressed.

ALICE

Who's to say what is proper? What if it was agreed that "proper" was wearing a codfish on your head? Would you wear it?

HELEN KINGSLEY

Alice.

ALICE

To me a corset is like a codfish.

HELEN KINGSLEY

Please. Not today.

Frustrated, Alice looks out the window and mutters.

ALICE

Father would have laughed.

She sees the hurt on her mother's face and instantly regrets her words.

ALICE (CONT'D)

I'm sorry. I'm tired. I didn't sleep well last night.

Her mother pats her hand in a forgiving gesture.

HELEN KINGSLEY

Did you have bad dreams again?

5 CONTINUED: (2)

5

ALICE

Only one. It's always the same ever since I can remember. Do you think that's normal? Don't most people have different dreams?

Alice's mother removes her own jewelry and puts it on her.

HELEN KINGSLEY

I don't know. There! You're beautiful. Now, can you manage a smile?

6 EXT. THE ASCOT ESTATE - THE GARDENS - DAY

6

The garden party is in full swing. Everyone has turned out in their summer finery. Guests play croquet on the great lawn. Skiffs drift lazily on a meandering river.

Alice approaches LORD and LADY ASCOT with a fixed unnatural smile. Lord Ascot is a stately, aristocratic man. Lady Ascot is red-faced with annoyance.

LADY ASCOT

At last! We thought you'd never arrive. Alice, Hamish is waiting to dance with you. Go!

She pushes Alice off and turns on Helen.

LADY ASCOT (CONT'D)

You do realize it's well past four! Now everything will have to be rushed through!

HELEN KINGSLEY

I am sorry. We...

LADY ASCOT

Never mind!

She rushes off.

LORD ASCOT

Forgive my wife. She's been planning this affair for the last twenty years.

HELEN KINGSLEY

If only Charles were here...

(CONTINUED)

LORD ASCOT

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

HELEN KINGSLEY

Thank you.

LORD ASCOT

I hope you don't think I have taken advantage of your misfortune.

HELEN KINGSLEY

Of course not. I'm pleased that you've purchased the company.

LORD ASCOT

I was a fool for not investing in his mad venture when I had the chance.

She smiles.

HELEN KINGSLEY

Charles thought so too.

7 EXT. THE GARDEN - A QUADRILLE

7

Alice does a line dance with HAMISH who takes after his mother, refined and immaculate with aristocratic arrogance.

ALICE

Hamish, do you ever tire of the Quadrille?

HAMISH

On the contrary. I find it invigorating.

He struts like a peacock. Alice laughs.

HAMISH (CONT'D)

Do I amuse you?

ALICE

No. I had a sudden vision of all the ladies in top hats and the men wearing bonnets.

He doesn't even crack a smile.

HAMISH

It would be best to keep your visions  
to yourself. When in doubt, remain  
silent.

Alice's smile fades. Without her father, she feels there's  
no one like her in the whole world. They dance on. Alice  
sees a flock of geese overhead. Distracted, she bumps into  
the dancers in front of them.

HAMISH (CONT'D)

Pardon us! Miss Kingsley is  
distracted today.

(to Alice)

Where is your head?

ALICE

I was wondering what it would be like  
to fly.

HAMISH

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

ALICE

Why wouldn't I? My father said he  
sometimes believed in six impossible  
things before breakfast.

She laughs at the memory. Hamish looks pained. He sees his  
mother nearby. She waves him on impatiently.

HAMISH

Meet me under the gazebo in precisely  
ten minutes.

He goes off. Suddenly two giggling girls appear in front of  
Alice. It's the Chattaways.

FAITH

We have a secret to tell you.

ALICE

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

FIONA

Perhaps we shouldn't.

FAITH

We decided we should!

FIONA

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

FAITH

Will you be surprised?

ALICE

Not if you tell me. But now you've brought it up, you have to.

FAITH

No we don't.

FIONA

In fact, we won't.

ALICE

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

FAITH

You wouldn't!

ALICE

Oh, but I would. There's your mother now.

Alice starts to walk toward her. Fiona blurts out.

FIONA

Hamish is going to ask for your hand!

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

MARGARET

You've ruined the surprise!

(to Alice)

I could strangle them! Everyone went to so much effort to keep the secret.

ALICE

Does everyone know?

MARGARET

It's why they've all come. This is your engagement party. Hamish will ask you under the gazebo. When you say "yes"...



ALICE

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

MARGARET

Who then? You won't do better than a Lord.

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

MARGARET

You'll soon be twenty, Alice. That pretty face won't last forever. You don't want to end up like Aunt Imogene.

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

MARGARET

And you don't want to be a burden on mother, do you?

ALICE

No.

MARGARET

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

Lady Ascot's face suddenly looms in hers.

LADY ASCOT

Alice dear, shall we take a leisurely stroll through the garden? Just you and me?

She jerks her away quickly.

Lady Ascot steers her through the gardens at a fast clip.

LADY ASCOT

Do you know what I've always dreaded?

ALICE

The decline of the aristocracy?

LADY ASCOT

Ugly grandchildren. But you're so lovely. You're bound to produce little...

(she gasps)

Imbeciles! The gardeners planted white roses when I specifically asked for red!

ALICE

You could always paint the roses red.

Lady Ascot looks at her strangely.

LADY ASCOT

What an odd thing to say. Come along.

She hurries her along the path. Alice hears a *jingling* sound.

LADY ASCOT

You should know that my son has extremely delicate digestion...

Alice sees SOMETHING LARGE AND WHITE dart past.

ALICE

Did you see that?

LADY ASCOT

See what?

ALICE

It was a rabbit, I think.

LADY ASCOT

Nasty things. I do enjoy setting the dogs on them. Don't dawdle.

She rushes Alice toward the gazebo. Alice looks for the rabbit.

LADY ASCOT (CONT'D)

If you serve Hamish the wrong foods, he could get a blockage.

And there it is, a LARGE WHITE RABBIT in a waistcoat, standing on its hind legs and staring directly at Alice. She blinks. The White Rabbit darts behind a tree.

ALICE

Did you see it that time?

LADY ASCOT

See what?

ALICE

The rabbit!

LADY ASCOT

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

ALICE

Hamish has a blockage. I couldn't be more interested, but you'll have to excuse me.

Alice dives into the wooded area off the path and stands for a moment, mind reeling. A hand lands on her shoulder. She jumps.

ALICE

Aunt Imogene! I think I'm going mad. I keep seeing a rabbit in a waistcoat.

IMOGENE

How very strange. What kind of waistcoat?

ALICE

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

IMOGENE

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

ALICE

You have a fiance?

The White Rabbit darts by.

ALICE (CONT'D)

There! Did you see it?

IMOGENE

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

ALICE

Very.

8 CONTINUED: (3)

8

She backs away and runs into her sister's husband, LOWELL, kissing a strange woman. The woman runs off.

ALICE

Lowell?

LOWELL

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

ALICE

I can see you're very close.

Lowell is bright red and highly flustered.

LOWELL

You won't mention this to your sister, will you?

ALICE

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

LOWELL

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

ALICE

Me? I'm not the one...

Suddenly Hamish is there, annoyed.

HAMISH

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

9 EXT. THE GARDEN - GAZEBO - DAY

9

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

HAMISH (CONT'D)

Alice Kingsley...

ALICE

Hamish.

(CONTINUED)

HAMISH

What is it?

ALICE

You have a caterpillar on your shoulder.

He frantically brushes at his shoulder.

ALICE (CONT'D)

Don't hurt it.

Alice lets the CATERPILLAR crawl onto her finger, then places it gently onto a tree branch.

HAMISH

You'll want to wash that finger.

He sees his mother motioning to him from below. Everyone is watching. He blurts out.

HAMISH (CONT'D)

Alice Kingsley, will you be my wife?

The question hangs in the air. Unsure of herself, unsure of her future, unsure of her own sanity in that moment, Alice stammers.

ALICE

I...I.....well, everyone expects me to...and you're a Lord...and my face won't last...and I don't want to end up like...but this is happening so quickly...I think...I...I...

She sees the WHITE RABBIT leaning against a pillar, glaring at her with undisguised impatience.

ALICE (CONT'D)

...need a moment.

She turns and runs.

10 EXT. THE MEADOW - DAY - CONT.

10

She follows the White Rabbit across a meadow.

ALICE

Wait!

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

(CONTINUED)

10 CONTINUED: 10

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

11 DOWN THE RABBIT HOLE 11

...and keeps screaming as she tumbles head over heels down the hole. She frantically grabs at the walls which are hung with paintings, ancient maps, cracked mirrors, demonic masks, etc. She pulls out books, jam jars, a crystal ball, a badger claw, a monkey's hand and a human skull in her frantic effort to stop herself. And down she falls. It begins to grow dark as the day passes into night. And still she falls. Finally, after what seems like hours...

12 INT. THE ROUND HALL - DAY 12

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

ALICE

Ah!

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

ALICE (CONT'D)

Hello? Hello! Anyone there?

No answer. She moves around the hall. Every door locked. She sees a three-legged glass table with a small key sitting on top. She picks up the key and tries it in a door. It's too small for the lock.

She tries it in a few doors, too small. She comes upon a curtain and pulls it aside to reveal a little door about two feet high.

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

THROUGH THE SMALL DOOR

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

ALICE (CONT'D)

Is someone here?

(CONTINUED)

12 CONTINUED:

12

She looks at a label. "DRINK ME". She sniffs the contents, recoils, then shrugs.

ALICE (CONT'D)

It's only a dream.

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

ALICE (CONT'D)

That's curious.

Alice SHRINKS to two feet high.

HER POV

The doors loom above her. She takes a step and trips on her now-oversized clothes. Dragging them behind, she tries to open the door. But it's still locked. She groans as she realizes what she's done. She goes back to the glass table where she can see the gold key sitting on top.

CUT TO:

13 ON ALICE - THROUGH A KEYHOLE

13

We hear VOICES as they watch Alice through a keyhole.

DODO (O.S.)

You'd think she would remember this from the first time.

THE DORMOUSE (O.S.)

You've brought the wrong Alice.

WHITE RABBIT (O.S.)

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

14 INT. THE ROUND HALL - CONT.

14

Alice attempts to climb the table leg, but gets tangled in her too-big clothes and slides off. She notices a little box under the table. She looks around for the unseen person.

ALICE

If this is some sort of prank, I am not amused!

She opens the box. It's a cake with "EAT ME" written out in ornate icing. She considers, looks up at the key high above on the table.

(CONTINUED)

14 CONTINUED: 14

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

15 ON ALICE - THEIR POV 15

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

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

16 INT. THE ROUND HALL 16

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

17 EXT. A GARDEN IN UNDERLAND - DAY 17

She enters a fantastical world. Underland is bizarre, illogical, often dangerous, absurd, and strangely beautiful. The garden is brown and tangled, its statues broken and overgrown. The mossy fountain is silent. Alice hears a bellow/sneezing sound as a GREEN PIG dashes past. The TALL FLOWERS have gaunt, haunted HUMAN FACES. SHABBY, THIN BIRDS walk on stalk legs. DRAGONFLIES, HORSEFLIES and ENORMOUS GNATS do fierce battle in the sky above.

ALICE  
Curiouser and curiouser.

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

She turns to see a DODO BIRD with eye glasses and a walking stick, the WHITE RABBIT, a young female DORMOUSE in breeches and two round BOYS with their arms thrown over each others shoulders, Dee and Dum are stitched on their collars.

THE DORMOUSE  
I am not convinced.

The White Rabbit throws up his hands.

(CONTINUED)



## WHITE RABBIT

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

The FLOWERS WITH HUMAN FACES study Alice.

## TALKING FLOWER

She doesn't look anything like herself.

## THE DORMOUSE

That's because she's the wrong Alice.

## TWEEDLEDEE

And if she was, she might be.

## TWEEDLEDUM

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

## TWEEDLEDEE

But if she were so, she would be.

## TWEEDLEDUM

But she isn't. Nohow.

## ALICE

How can I be the "wrong Alice" when it's my dream? And who are you, if I may ask.

Dee shakes her hand, speaking very fast.

## TWEEDLEDEE

I'm Tweedleehe's Tweedledum.

## TWEEDLEDUM

Contrariwise. I'mTweedledum he'sTweedledee.

## DODO

We should consult Absolem.

## TALKING FLOWER

Exactly. Absolem will know who she is.

Tweedledee puts out his arm to her.

TWEEDLEDEE

I'll escort you.

Dum pulls her away from Dee.

TWEEDLEDUM

It's not being your turn.

They tug her between them.

TWEEDLEDEE

Leave off!

TWEEDLEDUM

Let go!

ALICE

Are they always this way?

WHITE RABBIT

Family trait.

(to Tweedles)

You can both escort her.

Dee takes one arm. Dum takes the other and ALICE, THE TWEEDLES, THE DODO, WHITE RABBIT and DORMOUSE start off. The HUMAN-FACED FLOWERS gossip about Alice as they pass.

TALKING FLOWERS

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

ALICE

Who is this Absolem?

WHITE RABBIT

He's wise. He's absolute.

THE TWEEDLES

He's Absolem.

They enter a forest of tall mushrooms surrounded by mist.

THE CATERPILLAR (O.S.)

Who are you?

Alice can see a form ahead where the mist rises in a steady plume. It's coming from a hookah.

There's a BLUE CATERPILLAR smoking it. The White Rabbit pushes Alice toward him.

ALICE

Absolem?

THE CATERPILLAR

You're not Absolem. I'm Absolem. The question is...who are YOU?

He blows smoke rings in her face. She coughs.

ALICE

Alice.

THE CATERPILLAR

We shall see.

ALICE

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

THE CATERPILLAR

Yes, you ought. Stupid girl. Unroll the Oraculum.

The White Rabbit unrolls an ancient PARCHMENT lying on a toadstool.

WHITE RABBIT

"The Oraculum: Being a Calendrical Compendium of Underland."

Alice looks. It's a timeline depicting the major events of each day. Every day has a title and an illustration.

ALICE

It's a calendar.

THE CATERPILLAR

Compendium. It tells of each and every day since the Beginning.

WHITE RABBIT

Today is Griblig day in the time of the Red Queen.

He points to the illustration.

*It shows all of them, including Alice, peering at the Oraculum, at that exact moment.*

20 EXT. THE MUSHROOM FOREST - CONT. 20

THE CATERPILLAR

Show her the Frabjous day.

White Rabbit turns the scroll further into the future.

TWEEDLEDEE

Frabjous being the day you slay the  
Jabberwocky.

ALICE

Sorry? Slay the...what?

21 CLOSE ON THE ORACULUM - HER POV 21

*The illustration is animated. The Jabberwocky is tall as a dinosaur with reptilian wings, scales, long sharp claws, a pronged tail and a vest. It hisses! A Knight with long blonde hair in chain mail fights him with a shining sword.*

TWEEDLEDUM (O.S.)

That being you there with the Vorpall sword.

TWEEDLEDEE (O.S.)

No other swords can kill the  
Jabberwocky. Nohow.

TWEEDLEDUM (O.S.)

If it ain't Vorpall, he ain't dead.

*As she swings the sword, she reveals her face to the readers. The girl is unmistakably Alice, with bloodlust in her eye.*

22 EXT. THE MUSHROOM FOREST - CONT. 22

Alice backs away.

ALICE

That's not me.

THE DORMOUSE

I know!

WHITE RABBIT

Resolve this for us, Absolem. Is she  
the right Alice?

The CATERPILLAR looks Alice in the eye.

THE CATERPILLAR

Not Hardly.

He blows smoke, obliterating himself from view.

THE DORMOUSE

I told you!

WHITE RABBIT

Oh dear!

TWEEDLEDUM

I said so.

TWEEDLEDEE

No, I said so.

TWEEDLEDUM

Contrariwise, you said she might be.

TWEEDLEDEE

No. You said she would be if she was.

THE FLOWERS

Little imposter! Pretending to be Alice! She should be ashamed!

WHITE RABBIT

I was so certain of you.

They all glare at her as if it is somehow her fault.

ALICE

I'm sorry. I don't mean to be the wrong Alice. Wait, this is my dream. I'm going to wake up now and you'll all disappear.

She closes her eyes and pinches herself. She opens them again. The animals are still there.

ALICE (CONT'D)

That's curious.

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

ALICE (CONT'D)

Pinching usually does the trick.

The Dormouse pulls a long sharp hat pin from her scabbard.

THE DORMOUSE

I could stick you if that would help.

ALICE

It might actually. Thank you.

THE DORMOUSE

My pleasure.

She stabs her in the ankle with relish. Alice yelps. But instead of a small sound, a THUNDEROUS ROAR is heard and the BANDERSNATCH smashes through a high wall.

TWEEDLEDEE

Bandersnatch!

It has a huge furry body with the head of a rabid bulldog. Drool oozes from his squashed muzzle. His fur is caked with blood and filth. His teeth are shark like and broken, stained with blood. A foul stench emanates from him.

Everyone scatters. But they're intercepted by RED KNIGHTS wearing the RED QUEEN'S CREST: a heart in flames. The Knights capture the fleeing animals. A PIG and a FLAMINGO are caught and thrown into a caged wagon. The Dodo gets away. A Knight grabs the White Rabbit by his leg, lifting him up...

WHITE RABBIT

Unhand me! I do not enjoy being...

He's tossed into the caged wagon with the others.

Alice runs. The Bandersnatch thunders after her. She stops.

ALICE

Wait. It's only a dream. Nothing can hurt me.

She turns around to face it. The Dormouse watches from behind a tree.

THE DORMOUSE

What is she doing?

The Bandersnatch opens its drooling muzzle to eat Alice.

ALICE (CONT'D)

Can't hurt me...can't hurt me.

23 CONTINUED:

23

## THE DORMOUSE

Run, you great lug!

The Dormouse groans. She leaps onto the Bandersnatch, pulls herself up, hand-over-hand to its shoulder and drives her hatpin into its eye. It bellows! She tries to pull the hatpin out, but the whole eye pops out. Bandersnatch howls and whips around raking Alice's arm with its long claws. She runs.

24 EXT. THE MUSHROOM FOREST - ON THE ORACULUM

24

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

25 EXT. THE CROSSLING - DAY

25

Alice runs down the path, but it diverges in two directions. A road sign points south to "SNUD" and east to "QUEAST".

## TWEEDLEDUM

This way! East to Queast!

## TWEEDLEDEE

No, south to Snud!

He pulls her one way. Tweedledee pulls her the other. There's an ear-slitting SCREECH. The enormous JUBJUB BIRD lands in front of them. It's part monkey-eating eagle and part ostrich. It makes a "JUB'JUB" sound as it snatches the Tweedles in its claws and takes flight.

26 EXT. FLYING WITH THE JUBJUB BIRD

26

The JubJub flies over the barren red earth of Crims with the Tweedles in its claws toward Salazen Grum and the castle of the Red Queen on the shore of the Crimsen sea. Her flag with the Heart in Flames flies atop the spires.

27 INT. THE RED QUEEN'S GREAT HALL/THRONE ROOM - DAY

27

A long hall is lined with FROG FOOTMEN with A FISH BUTLER. The RED QUEEN'S angry scream comes from behind closed doors. The doors bang open to reveal IRACEBETH the RED QUEEN. She has a huge oversized head, extremely large features, and bright red hair.

(CONTINUED)

RED QUEEN

Someone stole three of my tarts!

She leans into the face of a frog.

RED QUEEN (CONT'D)

Did you steal them?

FOOTFROG #1

No, your Majesty.

She walks the row, studying the face of each frog. At the end, she whirls to leer into the face of one terrified frog.

RED QUEEN

Did you steal my tarts?

FOOTFROG #3

No, Your Majesty.

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

RED QUEEN

Squimberry juice.

FOOTFROG #3

I was so hungry!

RED QUEEN

OFF WITH HIS HEAD!

Red Knights converge on the guilty Frog.

FOOTFROG #3

No! Please! I have little ones to look after!

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

RED QUEEN

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

The Fish butler suppresses his revulsion and anger.

KNAVE OF HEARTS

Majesty?

The Queen's face lights up to see him. She turns flirty.



RED QUEEN

Ilosovic Stayne...you knave, where  
have you been lurking?

She holds out her hand. He kisses it, barely. She sighs.

KNAVE OF HEARTS

Majesty, I found the Oraculum.

He lays it on a table and rolls it out.

RED QUEEN

That? It looks so ordinary for an  
oracle.

KNAVE OF HEARTS

Look here. On the Frabjous Day.

He points to the illustration of Alice in the scroll.

RED QUEEN

I'd know that tangled mess of hair  
anywhere. Is it Alice?

KNAVE OF HEARTS

I believe it is.

RED QUEEN

What is she doing with my darling  
Jabberwocky?

KNAVE OF HEARTS

She appears to be slaying it.

RED QUEEN

She killed my Jabberbabywocky!

KNAVE OF HEARTS

Not yet. But it will happen if we  
don't stop her.

RED QUEEN

Find Alice, Stayne. Find her!

KNAVE OF HEARTS

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

RED QUEEN

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

27 CONTINUED: (3)

27

He nods.

28 EXT. NEAR THE STABLES - LATER

28

Stayne sits on his horse as the Knights hold a growling BLOODHOUND, BAYARD, bound by a spiked collar and heavy ropes.

KNAVE OF HEARTS

Find the scent of human girl and earn your freedom.

BLOODHOUND

For my wife and pups as well?

KNAVE OF HEARTS

Everyone goes home.

He puts his nose to the ground and leads the Knights off. Stayne strokes his horse's neck.

STAYNE'S HORSE

Dogs will believe anything.

29 EXT. THE TULGEY WOOD - DAY - CONT.

29

Still running, Alice stops to look at the gashes on her arm.

CESHIRE CAT (O.S.)

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

She sees the disembodied head of a CAT hovering midair.

ALICE

And I'm still dreaming!

CESHIRE CAT

What did that to you?

ALICE

Banner or Bander...

CESHIRE CAT

The Bandersnatch? I'd better have a look.

The Cat disappears then reappears as a whole cat. CHESSUR is all calm, casual sensuality with a seductive grin. He inspects the wound, then tries to lick it.

ALICE

What are you doing?

(CONTINUED)

CHESHIRE CAT

It needs to be purified by someone with evaporating skills or it will fester and putrefy.

ALICE

I'll be fine as soon as I wake up.

CHESHIRE CAT

At least let me bind it for you.

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

CHESHIRE CAT

What do you call yourself?

ALICE

Alice.

CHESHIRE CAT

The Alice?

ALICE

I'm not going into that again!

CHESHIRE CAT

I never get involved in politics. You'd best be on your way.

ALICE

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

CHESHIRE CAT

Fine. I'll take you to the Hare and the Hatter. But that's the end of it.

He disappears suddenly. She looks around. He reappears ahead.

CHESHIRE CAT (CONT'D)

Coming?

There's nothing else for her to do but follow.

The house is part hare/part house. The chimneys are ears. The roof is thatched with fur. The picket fence is rabbit feet, doorknob a bunny tail. The windows are pink rabbit eyes that look round and blink.

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

MARCH HARE

What? Where? Who's there?

The Cheshire Cat strolls in with Alice. At sight of her, the Hatter bolts upright. He brightens, his clothes even perk up. Transfixed, he moves towards her, shortest route being across the top of the table. He comes close, studying her intently.

MAD HATTER

Your hair wants cutting... It's you. \*

THE DORMOUSE

No, it's not. McTwisp brought us the wrong Alice.

MAD HATTER

It's absolutely Alice. You're absolutely Alice! I'd know you anywhere. I'd know him anywhere. \*

He takes her hand and pulls her back over the top of the table. She tries not to step on any teacups. He plunks her down in the chair next to his.

MAD HATTER

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

ALICE

Time can be funny in dreams.

MAD HATTER

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

(MORE)

30 CONTINUED: (2)

30

MAD HATTER (cont'd)

Have you any idea why a raven is like  
a writing desk?

\*  
\*

Hare, Hatter and Dormouse clasp their hands high.

HATTER/HARE/DORMOUSE

*Downal wyth Bluddy Behg Hid!*

ALICE

Sorry?

CHESHIRE CAT

"Down with the Bloody Big Head".  
Bloody Big Head being the Red Queen.

THE DORMOUSE

It's a secret language used by us...  
the Underland Underground Resistance!

MAD HATTER

Come, come. We simply must commence  
with the slaying and such... \*

(to Time)

Therefore, it's high time for Time to  
forgive and forget. Or forget and  
forgive, whichever comes first. Or, is  
in any case, most convenient. I'm  
waiting. \*

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

MARCH HARE

It's ticking again!

The Cat puts his tea cup down with disgust.

CHESHIRE CAT

All this talk of blood and slaying has  
put me off my tea.

MAD HATTER

The entire world is falling to ruin  
and poor Chessur's off his tea. \*

CHESHIRE CAT

What happened that day was not my  
fault!

Suddenly enraged, the Hatter slams both hands on the table.  
Cups and teapots go flying.

MAD HATTER

You ran out on them to save your own  
skin!

(cursing in  
Outlandish)

*You guddler's scuttish pilgar  
lickering...*

30 CONTINUED: (4)

30

The Cheshire Cat puts his paws over Alice's ears. The Hatter keeps cursing faster and faster. He can't stop himself.

(CONTINUED)

MAD HATTER

...Shukem juggling sluking ur-pals.  
Bar lom muck egg brimni.

\*  
\*

THE DORMOUSE

Hatter!

The Hatter jerks. He pulls himself back to the moment.

MAD HATTER

(Fez ??) Thank you. I'm fine.

\*

CHESIRE CAT

What's wrong with you, Tarrant? You  
used to be the life of the party. You  
used to do the best *Futterwacken* in  
all of Witzend.

ALICE

Futter...?

THE DORMOUSE

It's a dance.

MAD HATTER

On the Frabjous day, when the White  
Queen once again wears the crown,  
again. On that day, I'll  
*Futterwacken*... Vigorously.

\*  
\*

They glare at each other like estranged brothers.

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

MARCH HARE

What? The Knave! Hide her!

Cheshire Cat disappears. Hatter picks up a small bottle.

MAD HATTER

Drink this.

ALICE

Oh no...

They force the liquid down her. She shrinks to six inches  
high. They shove her into the teapot and cram her now over-  
large clothes in behind her. The Hatter closes the lid.

MAD HATTER

Mind your head.

\*



31 INT. THE TEAPOT - DAY 31

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

32 EXT. THE TEA PARTY - DAY - CONT. 32

The Hatter does a headstand in his chair. The Dormouse climbs into a soup tureen. The Hare lays on the table. Following his nose, Bloodhound leads Stayne and two RED KNIGHTS in.

KNAVE OF HEARTS

Well, if it's not my favorite trio of lunatics.

MARCH HARE

You're all late for tea!

The March Hare throws a teapot at them.

KNAVE OF HEARTS

We're looking for the girl called Alice.

The Bloodhound sniffs around the table.

MAD HATTER

Speaking of the Queen...here's a song we sang at her soiree. \*

HARE/HATTER/DORMOUSE

Twinkle Twinkle Little Bat!  
How I wonder where you're at!

Stayne grabs the Hatter around the neck. Knight #1 cracks Hare with his weapon. Knight #2 pours hot tea on the Dormouse's head.

KNAVE OF HEARTS

If you're hiding her, you'll lose your heads.

MAD HATTER

Already lost them. All sing together. \*

HARE/HATTER/DORMOUSE

Up Above the World you fly,  
Like a tea tray in the sky.

They all laugh crazily.

33 INT. THE TEAPOT - ALICE'S POV 33

Alice peeks out the spout. Hare, Hatter and Dormouse sing on despite being hit, choked and dunked.

HARE/HATTER/DORMOUSE  
Twinkle Twinkle Twinkle Twinkle!

The Bloodhound puts its paws on the table, sniffing Alice's teapot. The Hatter takes a chance. He whispers to him.

MAD HATTER  
*Downal with Bloody Behg Hid.*

\*

The Bloodhound stops dead. Hatter shoots a look at the teapot. The Bloodhound drops to the ground and sniffs, pretending to catch a new trail.

KNAVE OF HEARTS  
Follow the Bloodhound.

The Knights go off. Stayne lingers suspiciously.

KNAVE OF HEARTS  
You're all mad.

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

THE DORMOUSE  
Hatter!

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

MAD HATTER  
I'm fine. Really, I'm fine.

\*

34 EXT. THE TEA PARTY - DAY - CONTINUOUS 34

He lifts the teapot lid, but closes it again.

MAD HATTER  
Sorry... one moment...

He takes a pair of milliner's scissors from his pocket and quickly whips up a miniature ensemble for Alice out of the tea cozy, a doily and a swatch of her old dress.

He lifts the lid again and hands it to her.

MAD HATTER

Try this on for size.

He closes the lid again to give her privacy. In a moment, there's a tiny knock on the lid. He opens it and helps her out in her remade clothes.

MAD HATTER

Hum... Sorry, it's the best I could do  
I'm afraid. Not half bad.

\*  
\*

THE DORMOUSE

Good thing the Bloodhound is one of  
us or you'd be...

She draws her finger across her throat ominously.

MARCH HARE

Best take her to Marmoreal. She'll be  
safe with the White Queen.

\*  
\*

ALICE

Can she help me wake up?

MAD HATTER

If she doesn't put you to sleep.

\*

He sweeps his hat off and puts it on the table.

MAD HATTER

Your carriage, m' lady.

ALICE

The hat?

MAD HATTER

Anyone can go by horse or rail. But  
the absolute best way to travel is by  
Hat. Oohh... I've just made a rhyme.

\*  
\*

Alice sits on it, nervous and unsure, of the Hat and the Hatter. The Dormouse sits on it too, shoving Alice over.

MAD HATTER

Sorry, Mally... Just Alice.

\*

She climbs off, annoyed. The Hatter puts his hat on.

34 CONTINUED: (2)

34

MAD HATTER

*Fairfarren all!*

They start off. Dormouse watches them go jealously.

MARCH HARE

But you haven't had your tea!

MAD HATTER

Mind your head. \*

A teapot hurtles toward them. Alice ducks.

35 EXT. THE TULGEY WOODS - TRAVELING BY HAT

35

Alice hangs on tight as the Hatter walks at a jaunty pace.

MAD HATTER

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

She hops down to his shoulder.

ALICE

Sorry? What was that?

MAD HATTER

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

ALICE

I'm not slaying anything. I don't  
slay. So put it out of your mind.

MAD HATTER

Mmm...mind. \*

He drops her to the ground and walks on. She follows.

ALICE

Wait. You can't leave me here!

(CONTINUED)

MAD HATTER

You don't slay... Do you have any idea  
what the Red Queen has done?

(MORE)

\*  
\*

35 CONTINUED: (2)

35

MAD HATTER (cont'd)  
 (mimicking her)  
 You "don't slay"

\*

ALICE  
 I couldn't if I wanted to.

MAD HATTER  
 (accusing)  
 You're not the same as you were  
 before. You were much more...much more  
 muchier...you've lost your muchness.

\*

\*

ALICE  
 My muchness?

He pokes her in the stomach with his finger.

MAD HATTER  
 In there. Something's missing.

He walks away again. She frowns, then runs after him.

ALICE  
 Tell me what Red Queen has done.

MAD HATTER  
 It's not a pretty story.

ALICE  
 Tell me anyway.

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

36 EXT. THE TULGEY WOOD - ON THE BLACKENED PLACE

36

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

MAD HATTER  
 I was Hatter to the Queen at the time.  
 The Hightopp clan have always been  
 employed at court.

His narration fades and WE SEE the story unfold.

37 EXT. THE TULGEY WOOD - THE HORUNVENDUSH DAY

37

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

(CONTINUED)

37 CONTINUED:

37

*The White Queen sits on her white horse with other members of her court, including the White Rabbit, March Hare, Cheshire Cat. The White Knight holds the shining Vorpall Sword.*

*The woods turn dark as enormous leathery wings block the sun. Faces fill with awe as they watch the fearsome creature. The Knight, stunned by its magnitude, drops the sword and flees.*

*Panic ensues. People run as the Jabberwocky shoots fire at them. The Queen's horse rears. The Hatter grabs the reins and leads her to safety. He looks back. White Rabbit helps others escape. The March Hare looks up, shocked into paralysis. The Cheshire Cat hovers near to the Hightopp clan who stand together to protect the children. But as the Jabberwocky descends upon them, the Cat disappears.*

*The Knave picks up the fallen Sword. He lifts it victoriously and the Jabberwocky retreats.*

*A moment later, the Hatter returns to the scene, face filled with shock and horror at the place where his clan took their stand. The earth still smolders. Only one burned and trampled Hat remains. He tosses his own hat away, picks up the burned one, brushes the soot off and places it firmly on his head.*

38 EXT. THE WOODS - ALICE AND THE HATTER

38

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

ALICE

Hatter? Hatter!

He jerks and pulls himself back from the abyss.

MAD HATTER

I'm fine. Just fine Really.

ALICE

Are you?

MAD HATTER

Did you hear that? I'm certain I heard something.

ALICE

(nervously)

Voices?

He looks back at the dark woods.

(CONTINUED)

38 CONTINUED:

38

MAD HATTER

Red Knights!

They hear the BAY of the bloodhound. He puts Alice into his breast pocket and runs.

39 EXT. THE TULGEY WOOD - DUSK

39

The Hatter dodges trees and leaps over stumps. He sees the edge of the woods ahead. But there's a flash of RED through the trees. He turns. A Red Knight steps out. He turns the other way, another Red Knight. They're surrounded. Eyeing them warily, he whispers to Alice.

MAD HATTER

Go south to Grampas Bluffs. The White Queen's castle is just beyond.

The Hatter sweeps his hat off as if in a conciliatory gesture to the approaching Knights. He whispers to Alice.

MAD HATTER (CONT'D)

Jump on the hat. Now.

\*

She takes a leap onto the Hat. The Hatter flings his arms wide, sending the Hat and Alice sailing over the treetops.

MAD HATTER (CONT'D)

DOWN WITH THE BLOODY RED QUEEN!

She clings to the brim of the Hat as it sails out of the woods.

40 EXT. THE EDGE OF TULGEY WOOD - SUNSET

40

The Hat lands in the soft grass. Alice looks back at the forest, and then south toward gently rolling hills. It's getting dark and there are strange night sounds out there. She slips under the relative safety of the hat for the night.

41 INT. UNDER THE HAT - THE NEXT MORNING

41

Alice wakens to the SOUND OF SOMETHING LARGE SNIFFING outside the hat. She sits up. Suddenly, the Hat is flipped over, exposing her. She closes eyes for the end. A BIG WET NOSE sniffs her. She opens her eyes. It's the Bloodhound, BAYARD.

ALICE

You turncoat! You were supposed to lead them away! The Hatter trusted you!

(CONTINUED)



THE BLOODHOUND

They have my wife and pups.

That information does little to lessen her anger.

ALICE

What's your name?

THE BLOODHOUND

Bayard.

ALICE

Sit!

He cocks his head and looks down at her curiously.

ALICE (CONT'D)

Sit!

He sits, amused if nothing else. Something occurs to him.

THE BLOODHOUND

Would your name be "Alice" by any chance?

ALICE

Yes, but I'm not that one.

THE BLOODHOUND

The Hatter would not have given himself up for just any Alice.

ALICE

Where did they take him?

THE BLOODHOUND

To the Red Queen's castle at Salazun Grum.

She looks at his worn hat, remembering the pain in his eyes.

ALICE

We're going to rescue him.

THE BLOODHOUND

That is not foretold.

ALICE

I don't care. He wouldn't be there if it weren't for me.

## THE BLOODHOUND

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

## ALICE

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

## THE BLOODHOUND

If you diverge from the path...

## ALICE

I make the path!

She's so commanding, he lies down at her feet. She climbs up  
his long ear and sits on his shoulders.

## ALICE (CONT'D)

Take me to Salazen Grum. And don't  
forget the Hat.

The Bloodhound picks up the Hat in his teeth and runs. Alice  
hangs onto his spike collar to keep her seat.

42 EXT. GUMMER SLOUGH - DAY 42

Bayard wades through viscous red mud with Alice on his back.  
He holds his head high to keep the Hat out of the mud.

43 EXT. CRIMS - DAY 43

Bayard races across the red desert to Salazen Grum and the  
dark castle that sits on the tempestuous shore.

44 EXT. SALAZEN GRUM - CASTLE OF THE RED QUEEN 44

The walls are high and foreboding with a surrounding moat.

45 EXT. THE CASTLE WALLS - DAY 45

They approach the moat and they see large lumpish objects  
which appear to be the heads of the executed. They look  
around for a way across.

45 CONTINUED:

45

## THE BLOODHOUND (CONT'D)

There's only one way across.

Alice looks at the grim moat. She takes a deep breath for courage.

ALICE

Lost my muchness have I?

46 EXT. THE GRIM MOAT - DAY - CONT.

46

She jumps onto one of the floating heads, then crosses the moat by jumping from head to head. Reaching the other side, she vomits onto the ground.

She looks up at the impossibly high wall, then sees a small cracked opening near the ground...just wide enough for a six inch girl. She squeezes through it. In a moment, her head reappears. She calls across to Bayard.

ALICE

Bayard! The Hat!

He picks the Hat up in his teeth, turns in circles like a discus thrower and releases it. The Hat sails high across the moat and over the wall. Bayard BAYS his farewell.

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

47

Alice finds herself in the bushes at the edge of a garden. She hears a loud WHACK, a small cry of pain, then cheers and laughter. She looks through the bushes.

48 EXT. THE GREAT LAWN - DAY - CONT.

48

The Queen and her Courtiers play croquet. The Red Queen with her huge head is surrounded by three powdered and painted COURTIERS with equally out-sized body parts: a woman with an EXTRA-LARGE NOSE, another with LONG HANGING EARS, a man with a HUGE PROTRUDING BELLY.

The Queen swings her mallet. There's that small cry again. Alice looks around for the source. The ball rolls toward her and lays, furry and gasping, in the grass. It's a HEDGEHOG tied by its four legs into an awkward ball. Its fur is matted and filthy, its face buried in the grass. THWACK! It cries out as it's hit again. The mallet is a miserable FLAMINGO tied by its feet. The hedgehog rolls to a stop near Alice. She attempts to untie it. It cries out fearfully.

ALICE

Shhh. I want to help you.

(CONTINUED)

48 CONTINUED:

48

RED QUEEN (O.S.)

Where's my ball? Page!

Alice frees the hedgehog. It stares at her mutely before stumbling into the foliage. Alice sees two large white furry feet. Her gaze travels up to the White Rabbit, dressed as a court page.

49 EXT. THE BUSHES

49

He looks down at tiny Alice.

WHITE RABBIT

Well! If it isn't the wrong Alice.  
What brings you here?

ALICE

I've come for two reasons.

She beckons him closer. He bends down. She punches him.

ALICE (CONT'D)

That's for dragging me down here  
against my will!

WHITE RABBIT

You didn't have to hit me! Now  
there's going to be a bruise. Is  
there?

He shows her his chin. She looks, indulging him.

ALICE

No.

WHITE RABBIT

What's the other reason?

ALICE

I'm going to rescue the Hatter.

WHITE RABBIT

You're not rescuing anyone being the  
size of a gerbil.

ALICE

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

WHITE RABBIT

Upelkuchen? Actually, I might have  
some left.

(CONTINUED)

49 CONTINUED:

49

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

WHITE RABBIT (CONT'D)

Not all of it!

Too late. Alice shoots upward. Buttons fly off her torn garments, seams strain and give way.

WHITE RABBIT (CONT'D)

Oh no, stop! Don't do that!

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

50 EXT. THE GREAT LAWN - DAY - CONT.

50

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

RED QUEEN

And WHAT is this?

The White Rabbit comes out, improvising like mad.

WHITE RABBIT

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

RED QUEEN

Um?

ALICE

From Umbradge.

RED QUEEN

What happened to your garments?

ALICE

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

RED QUEEN

My dear girl. Anyone with a head that large is welcome in my court.

The courtiers with their equally out-size body parts laugh.

(CONTINUED)

50 CONTINUED:

50

RED QUEEN (CONT'D)  
 SOMEONE FIND HER SOME CLOTHES! USE  
 THE DRAPERIES IF YOU MUST BUT CLOTHE  
 THIS ENORMOUS GIRL!  
 (to Alice)  
 You'll be my new favorite.

The Courtiers exchange competitive glances, especially LADY LONG EARS.

51 INT. THE RED QUEEN'S CASTLE - GREAT HALL/THRONE ROOM - DAY 51

Large Alice, clad in hastily constructed garments, proceeds with the Queen down the great hall toward the throne room. Along with the Footfrogs, MONKEYS hold up tables and chairs with their arms and heads. Exhausted BIRDS flap their wings to stay aloft with lamps hung from their beaks.

The Queen plops down on her ORNATE THRONE. SPIDER MONKEYS serve as legs of the throne. They strain under the weight. The Queen kicks off her shoes.

RED QUEEN  
 I need a pig here!

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

RED QUEEN (CONT'D)  
 I love a warm pig belly for my aching  
 feet.  
 (to Alice)  
 Sit! Sit!

Alice sits, trying to keep her weight off the chair held up by monkeys. The Queen waves her hand at the three Courtiers.

RED QUEEN  
 Go away.

The Courtiers go out with dark jealous looks at Alice.

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

The Tweedles come in. They're bound together by a gold belt around their waists. Their faces have been painted and powdered with hearts on their cheeks and red heart lips. Their eyes are lowered, downtrodden.

(CONTINUED)

RED QUEEN (CONT'D)

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

She kicks Tweedledum.

RED QUEEN (CONT'D)

Speak!

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

TWEEDLEDUM

Is that being...?

Alice lifts a finger to her lips.

TWEEDLEDEE

No, it isn't. Not a bit.

But Tweedledum didn't see Alice's gesture.

TWEEDLEDUM

Contrariwise, I believe it is so...

TWEEDLEDEE

No! It ain't so. Nohow!

He stomps on Dum's foot to silence him. Dum pinches him.  
Dee pinches him back. The Queen laughs raucously.

RED QUEEN

I love my Fatboys. Now get out.

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

RED QUEEN (CONT'D)

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

KNAVE OF HEARTS

He's stubborn.

RED QUEEN

You're too soft. Bring him!

The Knights go off. Stayne notices Alice.

KNAVE OF HEARTS

And who is this lovely creature?

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

RED QUEEN

Um, my new favorite.

KNAVE OF HEARTS

Does she have a name?

RED QUEEN

Um.

KNAVE OF HEARTS

Yes? Her name?

RED QUEEN

It's Um!

KNAVE OF HEARTS

I believe your name has slipped the Queen's mind.

She smacks him.

RED QUEEN

Her name is UM, you dolt!

The Knave reacts with smoldering anger.

ALICE

From Umbradge.

KNAVE OF HEARTS

Ilosovic Stayne, at your service.

He kisses her hand. She pulls it away quickly. The guards drag the Hatter in, chained by hands and feet. The Queen lifts his head by his hair. Alice stifles a gasp. He's been roughed up. His eyes have an empty far-away stare.

RED QUEEN

We know Alice has returned to Underland. Do you know where she is?

He doesn't respond. She claps her hands in front of his face. Hatter jerks back to the moment, but doesn't see Alice.

MAD HATTER

I've been considering things that  
begin with the letter "m": moron,  
mutiny, murder, malice...

\*

\*



RED QUEEN

Were looking for an "A" word now.  
Where is Alice?

He thinks hard, has an inspiration, changes his mind, re-  
considers, mulls, then shrugs.

MAD HATTER

Who? That wee little boy? I wouldn't  
know. \*

RED QUEEN

What if I take off your head, will you  
know then? \*

She laughs. The Hatter laughs louder and keeps laughing.

RED QUEEN

Stop that.

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

MAD HATTER

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

RED QUEEN

Hat it? \*

MAD HATTER

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

RED QUEEN

It's tiny, a pimple of a head. \*

MAD HATTER

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

RED QUEEN

What could you do? \*

He lifts his bound hands helplessly.

RED QUEEN (CONT'D)

Unbind him, Stayne! How can he work  
if his hands are bound?

51 CONTINUED: (5)

51

The Knave unbinds his hands. Hatter circles the Queen.

MAD HATTER

Shall it be a bonnet or a boater, or  
something for the boudoir? \*

(growing manic)

A cloche, dunce hat, death cap, coif,  
snood, barboosh or pugree, , yarmulke, \*  
cockle-hat, pork-pie, tam o'shanter, \*  
billy-cock, bicorn, tricorn, bandeau, \*  
bongrace, fan-tail, night cap, \*  
garibaldi, fez... \*

Alice pretends to sneeze.

ALICE

Hatter!

He jerks back to the moment.

MAD HATTER

I'm fine. I'm fine. \*

RED QUEEN

(to Alice and Stayne)

Leave us.

The Knave is suspicious of the Hatter. But his interest in Alice draws him away.

52 INT. THE HALL - CONT.

52

He's right behind Alice, breathing down her neck. She tries to move past him, but he grabs her arm with the wound. She cries out as he pushes her against the wall.

KNAVE OF HEARTS (CONT'D)

I like you, Um. I like them large.

He leans in for a kiss just as Lady Long Ears passes. She smiles and goes off.

ALICE

Get away from me!

She kicks him and runs. He glares after her.

53 EXT. MARMOREAL - GRAMPAS BLUFFS - DAY

53

Bayard crosses the bluffs and approaches the White Queen's castle.

54 INT. THE WHITE QUEEN'S COURTYARD - DAY

54

MIRANA, THE WHITE QUEEN waits for Bayard as he staggers  
inside.

(CONTINUED)

WHITE QUEEN

What news, Bayard?

BAYARD

Alice has returned to Underland.

A smile lights up the Queen's soft lovely face.

WHITE QUEEN

Where is she now?

BAYARD

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

WHITE QUEEN

But that is exactly where she will find the Vorpall Sword. We have our champion! Rest now. You've done well.

Exhausted, he falls to the ground.

55 EXT. THE RED QUEEN'S CASTLE - THE GARDEN

55

Alice searches in the bushes, passing the HEDGEHOG who's cleaning the caked dirt off his fur.

ALICE

Ah.

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

56 INT. RED QUEEN'S BED CHAMBER - EVENING

56

The Queen stands at the window.

RED QUEEN

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

(bitter)

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

Stayne comes up behind, but does not touch her.

KNAVE OF HEARTS

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

(CONTINUED)

RED QUEEN

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

She glances at the captive ANIMALS/FURNITURE.

KNAVE OF HEARTS

Even the King.

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

RED QUEEN

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

KNAVE OF HEARTS

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

RED QUEEN

I'm not certain anymore. Oh, let her  
have the rabble! I don't need them. I  
have you.

She leans her large head back, her eyes big and dewy.

RED QUEEN (CONT'D)

I do have you, don't I, Stayne?

He manages a smile, but gives her no reply.

57 INT. THE RED QUEEN'S DRESSING ROOM - NIGHT

57

The Hatter hums as he works with ribbons, bows, veils and  
feathers. Alice enters a room full of huge, colorful hats.

ALICE

They're wonderful! You must let me try  
one on.

He puts a hat on her. She poses like a grand lady. She puts  
one on him. He poses like a grand lady too. They laugh.

MAD HATTER

It's good to be working at my trade  
again.

ALICE

It's just a pity you had to make them  
for her.

(CONTINUED)

Realizing what he's done, he's suddenly filled with remorse and self-recrimination. His clothes "slump" as well.

MAD HATTER

What's the hatter with me? The  
hatter... Mmmmm. Mmmmm, ma, ma.

\*  
\*

Fury seizes him. He takes scissors and murderously attacks a hat, cutting it to shreds, then another and another.

ALICE

Stop! Stop!

She takes his face in her hands, forcing him to look at her.

ALICE (CONT'D)

Hatter!

Looking into his eyes, she can see the fear in them.

MAD HATTER

Have you any idea why a raven is like  
a writing desk? I'm frightened. I  
don't like it in here, terribly  
crowded. Have I gone mad?

\*  
\*  
\*  
\*

She feels his forehead, like her father did years ago.

ALICE

I'm afraid so. You're entirely  
bonkers. But I'll tell you a  
secret...all the best people are.

He straightens his shoulders with pride. His clothes puff up.

ALICE

Oh, look! Here's another one.

She picks up his hat from behind a box. It's his very own Hightopp Hatter's hat. His eyes fill with emotion to see it. She puts it on his head.

ALICE (CONT'D)

That's better. You look yourself  
again.

He's too overwhelmed to speak. He takes it off and holds it to his heart with gratitude.

RED QUEEN (O.S.)

Hat Man! Where are my hats? I am not  
a patient monarch!

57 CONTINUED: (2)

57

Her grating voice reminds him of his purpose.

(CONTINUED)



MAD HATTER

I'm told she keeps the Vorpoal Sword  
hidden in the castle. Find it, Alice.  
Take it to the White Queen. Help us  
make the world right again.

She glances at the long thick chain from his ankle to the  
wall and considers another use for the sword.

ALICE

We'll go to the White Queen together.

He takes her hand. There's a moment between them that might  
have been something more if it weren't for her large size.

MAD HATTER

Why is it you're always too small or  
too tall? \*

58 INT. RED QUEEN'S CASTLE - UPSTAIRS HALL - NIGHT

58

Alice approaches the Tweedles who are stationed on either  
side of the Queen's courtroom door.

ALICE

Tweedles!

TWEEDLEDEE

Alice!

They shake her hands vigorously.

TWEEDLEDUM

Howdoyedo again.

ALICE

Where's...?

TWEEDLEDEE

How is it you're being so great big?

TWEEDLEDUM

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

ALICE

Where's the...?

TWEEDLEDUM

I'm certain she is smaller when we  
met.

(CONTINUED)

TWEEDLEDEE

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

She puts her hands over their mouths.

ALICE

Where's the Rabbit?

TWEEDLES

OVER THERES!

They point in opposite directions.

59 INT. RED QUEEN'S CASTLE - A HALL - NIGHT

59

Alice follows the Tweedles. She sees the Dormouse, dressed as a chamber maid. She's whispering with the White Rabbit.

ALICE

What are you doing here?

THE DORMOUSE

I'm rescuing the Hatter.

ALICE

I'm rescuing the Hatter. But you can help. He told me that the Vorpall Sword is hidden in the castle. That means someone must have seen it... a footfrog, a chamber mouse, a pigstool, someone! Ask them all! Go!

The Tweedles go off. The Dormouse and White Rabbit remain.

THE DORMOUSE

I don't take orders from big clumsy, galumphing...

Alice looms over her. She points imperiously.

ALICE

Shoo!

Humiliated but outsized, the Dormouse stalks off. The White Rabbit is still there.

ALICE

What is it, McTwisp?

WHITE RABBIT

I know where the Sword is.

59 CONTINUED:

59

ALICE

Why didn't you say so?

WHITE RABBIT

You'll hit me again.

ALICE

I won't hit you!

60 EXT. THE STABLES - NIGHT

60

They stand in front of the stables.

WHITE RABBIT

The Sword's hidden inside.

Alice opens the door. They both react to the stench.

ALICE

I know that smell.

She looks inside the stable.

ON THE BANDERSNATCH - HER POV - NIGHT

The Bandersnatch lays in his stall with his huge ugly head on its paws. He moans. The socket with the missing eye oozes blood.

Alice gasps and closes the door.

The White Rabbit ducks to avoid another hit.

ALICE

I'm not going in there! Look what that thing did to my arm.

She shows him the wound. It's larger, very swollen. He gasps.

WHITE RABBIT

Dear oh dear! Why haven't you mentioned this?

ALICE

It wasn't this bad before.

He twitches, breathing fast, flapping his paws and faints. Alice looks back at the door, considering.

61 INT. QUEEN'S CASTLE - UPSTAIRS HALL - NIGHT

61

Alice sees Mallymkun studying a decorative sword on the wall.

(CONTINUED)

ALICE

Mallymkun! Do you still have the  
Bandersnatch eye?

THE DORMOUSE

Right here.

She hikes up her maid's skirt to reveal her breeches beneath.  
The Bandersnatch eye is still at her waist.

ALICE

I need it.

Alice tries to take it. The Dormouse swats her hand away.

THE DORMOUSE

Get your own!

ALICE

I need that eye, Mally.

Mallymkun draws her hatpin sword, brandishing it dangerously.

THE DORMOUSE

Come and get it.

She's much much smaller than Alice with a tiny weapon. Alice  
laughs. Mallymkun realizes the absurdity.

THE DORMOUSE (CONT'D)

Right.

She tosses Alice the hatpin and takes the decorative sword  
from the wall. She runs at Alice with the huge sword.

THE DORMOUSE

AHHHHH!

Alice sidesteps her attack, then tentatively stabs at her  
with the hatpin. The Tweedles arrive and coach Alice.

TWEEDLEDUM

Thrusting now!

TWEEDLEDEE

No, stabbing!

TWEEDLEDUM

Thrusting like this!

- 61 CONTINUED: (2) 61
- He pokes him. Dee pokes him back. They go at it as the Dormouse and Alice fight. Alice steps...back...and back. They pass the Queen's dressing room.
- 62 INT. THE DRESSING ROOM - NIGHT 62
- The Hatter tries hats on the Queen with aloof disdain. She looks in her MIRRORS which are distorted to make her head appear normal-sized. She preens. Hatter looks up to see Alice losing in swordplay to the Dormouse. In a moment, the battling Tweedles pass by as well.
- 63 INT. THE HALL - NIGHT 63
- Mallymkun stands on a bureau with Alice up against the wall. Alice ducks as the sword swishes over her head. Alice sees her moment and slices the thin rope at Mally's waist which holds the eye. It drops into her hand.
- ALICE
- Ha!
- She runs with it. Mallymkun doesn't give chase.
- 64 INT. THE DRESSING ROOM - NIGHT 64
- Mallymkun shakes her head at the Hatter as if to say Alice is a hopeless case.
- 65 INT. BANDERSNATCH STABLE - NIGHT 65
- Alice approaches the Bandersnatch. He growls.
- ALICE
- I have your eye.
- She holds it up. Seeing his lost eye, the Bandersnatch whines. Alice slowly lifts the bar to open the stall door and eases inside.
- 66 INT. THE BANDERSNATCH STALL - NIGHT 66
- She holds the eye up. He growls. She puts it on the ground near him. He sniffs it, whines, and pulls it closer with his paws.
- While he's distracted, Alice goes to the back of the stall. She sees a chest covered by a tarp. She removes the tarp to reveal an ornate metal chest secured with a large lock. Disheartened and feverish, Alice slumps to the ground.

66 CONTINUED: 66

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

67 INT. THE HALL - MORNING 67

BIG NOSE WOMAN and BIG BELLY MAN walk silently to the Queen's dressing room. They fidget as if they're very uncomfortable.

68 INT. QUEEN'S DRESSING ROOM - CONTINUOUS 68

Once inside, they smile, gasp and flatter.

BIG BELLY MAN  
You are stunning in that hat!

The Hatter takes it off and dumps a large brimmed hat on her that covers half her face.

BIG NOSE WOMAN  
Your Majesty has never looked better.

Her NOSE falls off and lands on the Queen's shoulder. The Hatter picks it up curiously.

MAD HATTER  
It smells like you've dropped  
something. \*

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

RED QUEEN  
Never mind him. He's mad.

Lady Long-Ears rushes in and whispers into the Queen's ear.

RED QUEEN (CONT'D)  
STAYNE!

69 INT. BANDERSNATCH STABLES - DAY 69

Alice wakes up. The Bandersnatch looms over her. He's managed to shove the eye back into its socket. It stares upwards uselessly.

(CONTINUED)

69 CONTINUED:

69

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

The Bandersnatch gently licks the wound. His tongue is soothing. She sighs and allows him to lick the wound clean. She looks at it. Miraculously, the infection is gone and the swelling is down. She moves it around. No pain. The Bandersnatch looks at her, one eye askew.

ALICE

I suppose you think this makes us even now.

Alice fits the key into the lock on the chest and opens it. She lifts the Vorpall Sword. It's made of shining silver with an ornate handle. She holds it up to the light. There are runes engraved on the blade. She carries it out of the stall, glancing back at the Bandersnatch before going out.

70 INT. RED QUEEN'S GREAT HALL - DAY

70

The Knave is on his knees before the Queen, talking fast.

KNAVE OF HEARTS

Um forced herself on me. I told her my heart belongs to you. But she's obsessed with me.

The Queen goes bright red with rage.

RED QUEEN

Off with her head!

71 INT. RED QUEEN'S DRESSING ROOM - DAY

71

The Dormouse tries to pick the lock to the chain around Hatter's ankle with her hatpin.

ALICE (O.S.)

Stand back, Mallymkun.

The Dormouse and the Hatter look up to see Alice victoriously holding the Vorpall Sword high over her head.

ALICE

How's this for "muchness"?

She brings the sword toward the chain.

(CONTINUED)

MAD HATTER

Stop! It mustn't be used for anything  
but...

Stayne strides in with his Knights. He points to Alice.

KNAVE OF HEARTS

Arrest that girl for unlawful  
seduction.

THE DORMOUSE

Hatter!

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

MAD HATTER

No! Take it to the White Queen!

ALICE

I'm not leaving without you!

THE DORMOUSE

Alice! Go!

Stayne stops dead. He looks at her with sudden revelation.

KNAVE OF HEARTS

Alice?

HATTER/DORMOUSE

RUN!

She runs.

KNAVE OF HEARTS

SEIZE HER!

She bursts out the back. Stayne and the Knights just behind.

She runs, dodging Knights. But they manage to surround her. She swings the sword to keep them back.

KNAVE OF HEARTS

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



72 CONTINUED:

72

ALICE

Stay back!

He distracts her as two Knights come up behind.

KNAVE OF HEARTS

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

As the Knights grab her there's a deep THUNDEROUS GROWL. The Bandersnatch runs at them, biting and snapping. They release Alice and back away. The Bandersnatch lowers his head for her to climb onto his back. Stayne and the Knights astonished.

ALICE

*Downal wyth Bluddy Behg Hid!*

73 EXT. THE DRAWBRIDGE - DAY

73

Alice and the Bandersnatch approach the open drawbridge. The Knights abandon their post. They pound across.

74 EXT. CRIMS - DAY

74

Bayard waits on nearby hill. He sees the Bandersnatch with Alice on its back. He runs out to meet them.

BLOODHOUND

Ho, Alice!

ALICE

Bayard! To Marmoreal!

75 EXT. WHITE QUEEN'S CASTLE - DAY

75

Bayard leads Alice and the Bandersnatch toward the White Queen's Castle. The drawbridge lowers for them.

76 INT. WHITE QUEEN'S THRONE ROOM - DAY

76

The White Queen's castle is light and airy in contrast to the oppression of her sister's. She sits on her throne. The WHITE KNIGHT'S suit of armor stands in a prominent position. Alice enters carrying the Vorpall Sword.

WHITE QUEEN

Welcome to Marmoreal.

(CONTINUED)

Alice bows and offers her the Vorpall sword. The White Queen nods her thanks. She places the sword in the hand of the standing suit of silver armor.

WHITE QUEEN

The Vorpall sword is home again. The armor is complete. Now all we need is a champion.

She looks at Alice significantly. Alice drops her eyes.

WHITE QUEEN

You're a little taller than I thought you'd be.

ALICE

Blame it on too much Upelkuchen.

WHITE QUEEN

Come with me.

77 INT. THE WHITE QUEEN'S KITCHEN - DAY - LATER

77

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

ALICE

Is the March Hare around?

MARCH HARE

You're late for soup!

He picks up a whole pot of soup and throws it. It hits the wall. Alice takes a finger to the wall for a taste.

ALICE

Could use salt.

A salt shaker comes flying at her. She catches it and "salts" the wall. She tastes it again and kisses her fingers in a gesture of perfection.

The White Queen prepares Pishalver in a pot on the stove, taking ingredients from a cupboard filled with an admixture of herbs, spices, flour, sugar, insects, shriveled fingers, eyeballs, and other odious things.

WHITE QUEEN

Pishalver. Let me think. Two cups grape juice,, a pinch of wormfat...

(MORE)

WHITE QUEEN (cont'd)

My mother taught me how to concoct all the medicinal cures and transformational potions, a teaspoon vanilla...urine of the horsefly, buttered fingers...  
...My sister preferred to study Dominion Over Living Things. Tell me, how does she seem to you?

ALICE

Perfectly horrid.

WHITE QUEEN

She wasn't always that way. Well, maybe she was. And her head?

ALICE

Bulbous, bloated, like a blimp.

WHITE QUEEN

I think she may have some kind of growth in there...something pressing on her brain.  
...three coins from a dead man's pocket, two tablespoons of Wishful Thinking...

ALICE

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

WHITE QUEEN

Oh yes, I can. But when a champion steps forth to slay the Jabberwocky, the people will rise against her.  
(she spits into it)  
That should do it.

She dips a tiny spoon into the pot and offers it to Alice.

WHITE QUEEN (CONT'D)

Blow.

Alice blows, takes a sip and shrinks to her normal size.

WHITE QUEEN (CONT'D)

Feel better?

ALICE

Much. Thank you.

77 CONTINUED: (2)

77

WHITE QUEEN

There's someone here who would like to speak with you.

78 INT. THE RED QUEEN'S GREAT HALL/THRONE ROOM - DAY

78

KNAVE OF HEARTS

Majesty, Alice has escaped.

The Queen is so angry she slaps him.

KNAVE OF HEARTS

On the Bandersnatch.

She slaps him again.

KNAVE OF HEARTS

With the Vorpall Sword.

She slaps him yet again. He grits his teeth.

RED QUEEN

How could you let this happen?

KNAVE OF HEARTS

I may have underestimated her. But we have her conspirators. The Hatter and a Dormouse.

RED QUEEN

Off with their heads!

79 INT. THE RED QUEEN'S DUNGEON - NIGHT

79

A FEMALE BLOODHOUND, BIELLE, paces her cell as her pups shiver in the corner.

80 INT. THE RED QUEEN'S DUNGEON/HATTER'S CELL - NIGHT

80

Hatter's slumped on the floor, staring off into space, Mallymkun's in a large bird cage hung from the ceiling. Stayne arrives with his Red Knights.

KNAVE OF HEARTS

Hatter!

No response. A Knight prods him with his truncheon.

A KNIGHT

He's 'round the bend.

(CONTINUED)

KNAVE OF HEARTS

Pity. It's a bore to behead a madman.  
No weeping, no begging...

FEMALE BLOODHOUND

Why are you keeping us here? We've  
done nothing wrong!

KNAVE OF HEARTS

Blame your husband. He left you here  
to rot.

FEMALE BLOODHOUND

You lie!

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

KNAVE OF HEARTS

Your head comes off at dawn! And that  
one too!

He points to the Dormouse. The Hatter turns conciliatory.

MAD HATTER

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

\*  
\*  
\*

But Mallymkun's not about to be saved.

THE DORMOUSE

Down with Bloody Big Head!

She throws her hatpin sword at the Knave. It sticks into his shoulder. He gasps and pulls it out, then forces a smile.

KNAVE OF HEARTS

Have a pleasant night.

81 EXT. THE WHITE QUEEN'S TOPIARY GARDEN - NIGHT

81

Alice sees a tell-tale plume of smoke coming from a topiary mushroom.

ALICE

Absolem?

(CONTINUED)

THE CATERPILLAR

Who are you?

ALICE

I thought we'd settled this. I'm Alice...but not that one.

THE CATERPILLAR

How do you know?

He blows smoke in her face. She coughs and waves it away.

ALICE

You said so yourself.

THE CATERPILLAR

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

ALICE

Even so, I couldn't slay the Jabberwocky if my life depended on it.

THE CATERPILLAR

It will. So I suggest you keep the Vorpall Sword on hand when the Frabjous Day arrives.

She abruptly pokes him with her finger.

THE CATERPILLAR

No touching! There's no touching!

ALICE

You seem so real. Sometimes, I forget that this is all a dream.

He blows smoke at her again.

ALICE

Stop doing that!

He chuckles and his whole body jiggles like green jelly. He keeps chuckling as he obliterates himself from view.

The Hatter cleans his hat and tries to get his "sad" clothes to perk up. The Cheshire Cat appears outside the bars.

CHESHIRE CAT

I've always admired that hat.

MAD HATTER

Hello, Chess.

CHESHIRE CAT

Since you won't be needing it any more, would you consider bequeathing it to me?

MAD HATTER

It's a formal execution. I want to look my best.

CHESHIRE CAT

It's a pity about all this. I was looking forward to seeing you Futterwacken.

MAD HATTER

I was rather good at it.

The Cat re-materializes in the cell with the Hatter.

CHESHIRE CAT (CONT'D)

I really do love that hat. I would wear it to all the finest occasions.

83 EXT. THE RED QUEEN'S COURTYARD - DAWN

83

The Hatter and the Dormouse walk toward the executioner with their heads down. The Tweedles and the White Rabbit blend in with the crowd. The Queen and Stayne watch from a balcony.

84 THE BEHEADING PLATFORM

84

The Hatter and Dormouse stand on the platform. The Hatter steps forward, pushing Dormouse behind him. The Executioner attempts to take off his hat. He mumbles.

THE HATTER

I want to keep it on.

EXECUTIONER

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

The Hatter places his neck on the beheading stone.

THE DORMOUSE

I'll be right behind you.

(CONTINUED)

The White Rabbit covers his eyes.

WHITE RABBIT

I can't watch.

The Executioner raises his sword. All is quiet. The sword comes down. But the accused's body disappears. The Queen and Stayne gasp. The sword hits the stone, jarring the executioner. The Tweedles stare in disbelief.

TWEEDLEDEE

It's gone.

The Rabbit still hasn't looked.

WHITE RABBIT

He was such a fine fellow.

TWEEDLEDUM

Look!

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

EXECUTIONER

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

The Cheshire Cat's disembodied head wearing the Hat floats upright and hovers in the air. He grins.

THE DORMOUSE

Chess, you dog!

He winks at her. They hear the HATTER'S TELL-TALE LAUGH. He's standing on a balustrade.

MAD HATTER

Majesty, your courtiers are playing you for a fool!

He tugs on Lady Long Ear's ear. It comes off in his hand. Long Ears screams. The Hatter holds the long dangling ear up.

RED QUEEN

What is that?

LADY LONG EARS

I'm not the only one, Majesty. Look!



84 CONTINUED: (2)

84

She grabs Big Nose Woman's nose and pulls. It comes off revealing her real nose beneath.

BIG BELLY MAN

A counterfeit nose! You should be ashamed!

BIG NOSE WOMAN

Me? What about that big belly you're so proud of?

She pulls up his shirt to reveal his fake belly.

RED QUEEN

Liars! Cheats! Falsifiers! Off with their heads!

MAD HATTER

To the abused and enslaved of the Red Queen's court, stand up and fight!  
*Downal wyth Bluddy Behg Hid!*

A FROG holding a tray of tarts tosses them into the air. Other animals throw off their bonds and take up the slogan.

VARIOUS ANIMALS

*Downal wyth Bluddy Behg Hid!*

RED QUEEN

Loose the JUBJUB BIRD!

There's a bloodcurdling SCREECH as the JubJub Bird swoops down. He strafes the panicked onlookers indiscriminately. The Queen watches with a vengeful smile.

RED QUEEN

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

85 ON THE HATTER ET AL.

85

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

86 INT. THE WHITE QUEEN'S CASTLE - PARAPET - EVENING

86

The White Queen, Alice and Bayard stand on the castle walls.

WHITE QUEEN

I had hoped to have a champion by now.

(CONTINUED)

ALICE

Why don't you slay the Jabberwocky  
yourself? You must have the power.

WHITE QUEEN

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

She glances down to see an UGLY bug near her shoe. She  
shudders and secretly squashes it. Then, she lifts the spy  
glass and sees something in the distance.

WHITE QUEEN

We have company.

She gives the spyglass to Alice.

87 HER POV - ON THE BLUFFS 87

The Hatter, the Dormouse, the White Rabbit, and Tweedles  
appear over the rise.

88 THE WHITE QUEEN'S PARAPET 88

Alice hands the spyglass to Bayard.

ALICE

Bayard. Have a look.

He looks through.

89 ON THE GROUP - HIS POV 89

His wife and pups run with the others. He's overwhelmed.

THE BLOODHOUND

Bielle.

90 EXT. WHITE QUEEN'S CASTLE - COURTYARD - LATER 90

The group enters the castle. Bayard, Bielle and their pups  
leap, whine and nuzzle each other joyfully. Alice runs to  
greet the Hatter. His clothes are "bright" and happy.

ALICE

I'm so happy to see you! I thought  
they were going to...

MAD HATTER

(manic/enthusiastic)

So did I. But they didn't.

(MORE)

90 CONTINUED:

90

MAD HATTER (cont'd)

Here I am...still in one piece...and  
I'm rather glad about that now that  
I'm seeing you again...I would have  
regretted not seeing you  
again...especially now that you're the  
proper size...it's a good size...just  
right, in fact...a right proper Alice  
size...

ALICE

Hatter.

He jerks and comes back to himself.

MAD HATTER

I'm fine.

ALICE

Where's your hat?

The Hat materializes in the air worn by the Cheshire Cat.

ALICE (CONT'D)

Chessur?

CHESHIRE CAT

How's the arm, luv?

ALICE

All healed.

The Hatter holds out his hand for the Hat. Chess returns it  
reluctantly.

CHESHIRE CAT

Good-bye, sweet Hat.

91 EXT. THE PARAPETS - THAT NIGHT

91

The Hatter sits with Alice on top of a high tower.

MAD HATTER

Why is a raven like a writing desk?

ALICE

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

MAD HATTER

You do know what tomorrow is.

(CONTINUED)

ALICE

The Frabjous day. How could I forget?  
Oh, I wish I'd wake up!

MAD HATTER

You still think this is a dream?

ALICE

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

MAD HATTER

Which would mean that I'm not real.

ALICE

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

MAD HATTER

But you'd have to be half-mad to dream  
me up.

ALICE

I must be then.

They lean against each other, secure in the comfort of their  
own mutual madness.

ALICE

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

MAD HATTER

I haven't the slightest idea.

ALICE

(amused)

I'll miss you when I wake up.

92 INT. THE WHITE QUEEN'S COURTYARD - DAWN - THE FRABJOUS DAY 92

The White Rabbit blows his trumpet.

WHITE RABBIT

Who will step forth to be champion for  
the White Queen?

The Hatter steps forward valiantly.

MAD HATTER

That would be I!

(CONTINUED)

CHESHIRE CAT

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

TWEEDLEDUM

No, me!

Dee pushes Dum behind him.

TWEEDLEDEE

No, me!

The White Rabbit holds up the Oraculum and the illustration of Alice slaying the Jabberwocky. Everyone falls quiet.

TWEEDLEDUM

No other slayer, nohow.

TWEEDLEDEE

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

All eyes turn to Alice. The feeling is not unlike the pressure of that moment under the gazebo.

WHITE QUEEN

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

Overwhelmed, she runs.

Alice falls onto a garden bench and weeps.

THE CATERPILLAR

Nothing was ever accomplished with tears.

ALICE

Absolem?

THE CATERPILLAR

On the leaf.

He's hanging upside down on a leaf, spinning a chrysalis.

ALICE

Why are you upside down?

THE CATERPILLAR

I've come to the end of this life.

ALICE

You're going to die?

THE CATERPILLAR

Transform.

The chrysalis begins to cover his body.

ALICE

Don't go. I need your help. I don't know what to do!

THE CATERPILLAR

I can't help you if you don't even know who you are, stupid girl.

ALICE

I'm not stupid! My name is Alice. I live in London. I have a mother named Helen and a sister named Margaret. My father was Charles Kingsley. He had a vision that stretched half-way around the world and nothing ever stopped him. He would have liked it here.

(with revelation)

I'm his daughter. I'm Alice Kingsley.

THE CATERPILLAR

Alice At Last! You were just as dim-witted the first time you were here. You called it Wonderland as I recall...

The name stirs a distant memory.

ALICE

Wonderland.

*Her dream comes flooding back. She's Young Alice in Wonderland; Young Alice in the Room of Doors; Young Alice with the Cheshire Cat; Young Alice at the Mad Tea party; Young Alice with the Red Queen and Playing Cards painting the roses red, Young Alice with the Caterpillar.*

95 EXT. THE TOPIARY GARDEN - CONTINUOUS 95

ALICE (CONT'D)

It wasn't a dream at all. It was a memory! This place is real! And so are you. And so is the Hatter.

Her heart leaps at that last thought.

THE CATERPILLAR

And the Jabberwocky. Remember, the Vorpall Sword knows what it wants. All you have to do is hold on to it. *Fairfarren*, Alice. Perhaps, I will see you in another life.

He disappears inside the green chrysalis.

96 EXT. CRIMS - DAY 96

The Red Queen rides a black steed, Ilosovic Stayne at her side. Behind them, the Red Queen's Army marches steadily across the red desert. The JubJub flies ahead. A monstrous winged shadow soars above.

97 EXT. THE WHITE QUEEN'S CASTLE - CONT. 97

Everyone has gathered just outside the castle walls. They wait nervously for Alice to make her decision.

The Bandersnatch lopes out, a White Knight astride him, her blonde hair hangs down the back of the shining armour. She holds the Vorpall sword high. A rousing cheer rises up. But the cheer fades as they feel a shadow pass overhead.

MARCH HARE

It's coming! Look up!

But Alice is undaunted.

ALICE

To the Tulgey Wood!

98 EXT. THE TULGEY WOOD - A CLEARING - DAY 98

The White Queen and her allies meet the Red Queen and her army at the same clearing in the wood.

WHITE QUEEN

Hello, Iracebeth.

(CONTINUED)

RED QUEEN

Mirana.

The White Rabbit blows his trumpet.

WHITE RABBIT

On this the Frabjous Day, the Queens,  
Red and White shall send forth their  
champions to do battle on their  
behalf.

WHITE QUEEN

Oh 'Racie...

The Red Queen's eyes soften to hear her childhood nick-name.

WHITE QUEEN

We don't have to fight.

The Red Queen's eyes narrow suspiciously.

RED QUEEN

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

WHITE QUEEN

Just give me my Crown.

RED QUEEN

It's my crown! I'm the eldest!  
JABBERWOCKY!

Behind her, a dark form rises. The March Hare twitches uncontrollably.

MARCH HARE

Look up! It's here! Look up!

Jabberwocky's vast wingspan darkens the clearing. It swings its reptilian head, whips its pronged tail, extends one deadly claw and adjusts its vest.

Alice can barely contain her fear.

ALICE

But this is impossible.

MAD HATTER

Only if you believe it is.

His words spark a memory of her father.



ALICE

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

MAD HATTER

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

The right answer. She smiles.

RED QUEEN

Where's your champion, little sister?

Alice steps boldly into the clearing.

ALICE

Here.

99 ON ALICE AND THE JABBERWOCKY

99

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

ALICE

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

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

JABBERWOCKY

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

Alice is shocked. She hadn't thought that it could talk.

ALICE

We have never met.

JABBERWOCKY

Not you, insignificant bearer. My ancient enemy, the Vorpall one.

He strikes out suddenly with his spiked tongue. Alice lifts the Sword to defend herself and the Sword slices off the Jabberwocky's tongue. It falls to the ground wriggling in the dirt. The Jabberwocky can only make a burbling sound.

(CONTINUED)

ALICE

That's enough chatter.

The Jabberwocky whips its pronged tail and knocks her to the ground. She lays for a moment, catching her breath and continuing her six impossible things.

ALICE (CONT'D)

Three. Animals can talk.

The Jabberwocky drives its spike tail down to stab her. She barely rolls out of its way in time.

ALICE (CONT'D)

(faltering)

Four. Four, Alice!

She pulls herself to her feet.

ALICE (CONT'D)

Cats can disappear.

MAD HATTER

Watch your head!

She ducks in time to avoid the creature's snapping jaws.

ALICE

Five. There is a place called  
Wonderland.

It swipes at her with long curved claws. She deflects them.

ALICE (CONT'D)

Six.

She stands still for a moment, then slowly lifts her head. All fear is gone. There is nothing but fierce intention and bloodlust in her eye.

ALICE (CONT'D)

And I can slay the Jabberwocky!

She swings the Sword and attacks with fury. The Jabberwocky is surprised by her fierceness. They do battle.

MAD HATTER

Behind you!

She turns, distracted. CLAWS scrape down the back of her armor. Alice backs up toward the Hatter, fending off the Jabberwocky.

99 CONTINUED: (2)

99

ALICE (CONT'D)

I can manage. Thank you.

The Red Queen sees them talking.

RED QUEEN

The Hatter's interfering! Off with  
his head!

100 EXT. THE TUGLEY WOOD - A CLEARING - DAY - CONTINUOUS 100

Stayne runs toward him, sword drawn. The Hatter fights back and the well-ordered duel erupts into a full-scale battle with Alice and the Jabberwocky in the eye of the storm. During the battle...

...Bayard and Mallymkun take on the JubJub bird...

...Chess disappears and reappears to confuse the Red Knights...

...the Bandersnatch does battle with four Red Knights...

...the Tweedles fight back-to-back with perfect precision and timing and not a single argument...

...March Hare stares upward, paralyzed with fear until he gets slammed by a Red Knight. Then he goes crazy, throwing things like a wild man.

101 ON ALICE AND THE JABBERWOCKY 101

Alice leaps onto the Jabberwocky, pulling herself up his scales. He twists and snaps trying to shake her off. The Vorpal Sword practically pulls itself out of her hand in its relentless pursuit of the creature's head. Alice makes her way to the Jabberwocky's vest where she clings trying to slash its neck with the sword.

The vest buttons strain with Alice's weight. They snap...one...two...three...only one left holding the vest on by a thread. Alice can barely hold onto the slashing Sword. Just as the last button gives way, she propels herself into the air.

ALICE

OFF WITH YOUR HEAD!

With one powerful thrust, she cuts off the Jabberwocky's head. Both Alice and the head fall at once, the Jabberwocky's jaws still snapping at her in its death throes.

(CONTINUED)

101 CONTINUED:

101

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

RED QUEEN

Kill her!

102 EXT. THE TULGEY WOOD - DAY - CONTINUOUS

102

The nearest Red Knight throws down his weapon.

RED KNIGHT

We follow you no more...bloody big head.

RED QUEEN

How dare you! Off with his head!

The other Red Knights toss their weapons down. The crown lifts off the Red Queen's head. She snatches for it as it floats over to the White Queen where it gently lowers to her head. The Cheshire Cat materializes next to her.

WHITE QUEEN

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

Stayne bows unctuously to the White Queen.

KNAVE OF HEARTS

Majesty I hope you bear me no ill will.

WHITE QUEEN

Except this one. Ilosovic Stayne you will join Iracebeth in banishment from this day until the end of Underland.

The White Knights grab Stayne and chain him to Iracebeth.

RED QUEEN

At least, we have each other.

(CONTINUED)

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

KNAVE OF HEARTS

Kill me...please.

WHITE QUEEN

But I do not owe you a kindness.

Red and White Knights drag them away.

RED QUEEN

You tried to kill me! YOU TRIED TO  
KILL ME!

The Hatter bursts into an enthusiastic dance.

MAD HATTER

Oh Frabjous Day! Callou! Callay!

ALICE

What is he doing?

CHESHIRE CAT

Futterwacken.

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

WHITE QUEEN

And blood of the Jabberwocky. You have  
our everlasting gratitude. And for  
your efforts on our behalf...

The Queen hands the vial to her.

ALICE

Will this take me home?

WHITE QUEEN

If that is what you choose.

Alice lifts the vial. The Hatter puts his hand on hers.

MAD HATTER

You could stay.

ALICE

What an idea... a crazy, mad wonderful idea.

She looks at the strange and wonderful beings she's met in this strange and wonderful place. But then, thoughts of her mother and sister and unfinished business intrude.

ALICE (CONT'D)

But I cannot. There are questions I have to answer. And things I still must do.

She drinks the potion.

ALICE (CONT'D)

I'll be back again before you know it.

MAD HATTER

You won't remember me.

ALICE

Of course I will! How could I forget?

His face starts to shimmer as he whispers in her ear.

MAD HATTER

*Fairfarren, Alice.*

Underland shimmers and then dissolves into...

103 INT. THE RABBIT HOLE - DAY

103

Grass. Alice finds herself face down in the field, clinging to the edge of the Rabbit hole, legs dangling precariously.

104 EXT. THE MEADOW - DAY

104

Alice pulls herself up and looks around, blinking in the bright sun. She shakes her head. All memory of Underland gone once again. She looks down at her clothes, confused by their ragged, torn, filthy condition. She looks at the rabbit hole.

ALICE

...must have fallen in.

105 EXT. THE ASCOT ESTATE - THE GARDEN PARTY

105

The party is still going on although a bit subdued. Hamish speaks to the confused guests.

HAMISH

She left me standing there without an answer.

FIONA

A case of nerves, no doubt.

People fall silent as Alice wanders back onto the lawn, looking like she's been through a war.

HAMISH

Alice?

LORD ASCOT

Good Lord. Are you all right?

Her mother goes to her.

HELEN KINGSLEY

What happened to you?

ALICE

I fell down a hole and hit my head.

LADY ASCOT

You look a frightful mess.

Alice turns to Hamish. Her adventure, although unremembered, has given Alice unwavering confidence and self-awareness.

ALICE

I'm sorry Hamish, I can't marry you. You're not the right man for me. And there's that trouble with your digestion.

(to her sister)

I love you, Margaret. But this is my life. I'll decide what to do with it.

(to Lowell)

You're lucky to have my sister for your wife, Lowell. I know you'll be good to her. I'll be watching, very closely.

He blanches at the veiled threat. She turns to Imogene.

ALICE (CONT'D)

There is no prince, Aunt Imogene. You need to talk to someone about these delusions.

She addresses Lady Ascot.

ALICE (CONT'D)

I happen to love rabbits, especially white ones.

She turns to her mother and kisses her on the cheek.

ALICE (CONT'D)

Don't worry, Mother. I'll find something useful to do with my life.

(to the Chattaways)

You two remind me of some funny boys I met in a dream.

She looks around. Anyone else? Lord Ascot lifts a finger.

LORD ASCOT

You've left me out.

ALICE

No I haven't, sir. You and I have business to discuss.

LADY ASCOT

The impertinence!

LORD ASCOT

I'd like to hear what she has to say. Shall we speak in the study?

He starts to lead her off, but she turns back.

ALICE

Oh, and one more thing.

She lifts her skirt, revealing her bare legs and does a brisk Futterwacken to the shock of some and delight of others.

Alice studies a map of the world on the table.

ALICE

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

LORD ASCOT

Not far enough?



ALICE

Why not go all the way to China? It's vast, the culture is rich and we have a foothold in Hong Kong. To be the first to trade with China. Can you imagine it?

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

LORD ASCOT

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

On her surprise and delight we:

107 EXT. A SAILING SHIP - SIX MONTHS LATER

107

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

ALICE

Hello, Absolem.

The butterfly takes wing, as Alice watches it soar skyward...

FADE OUT: