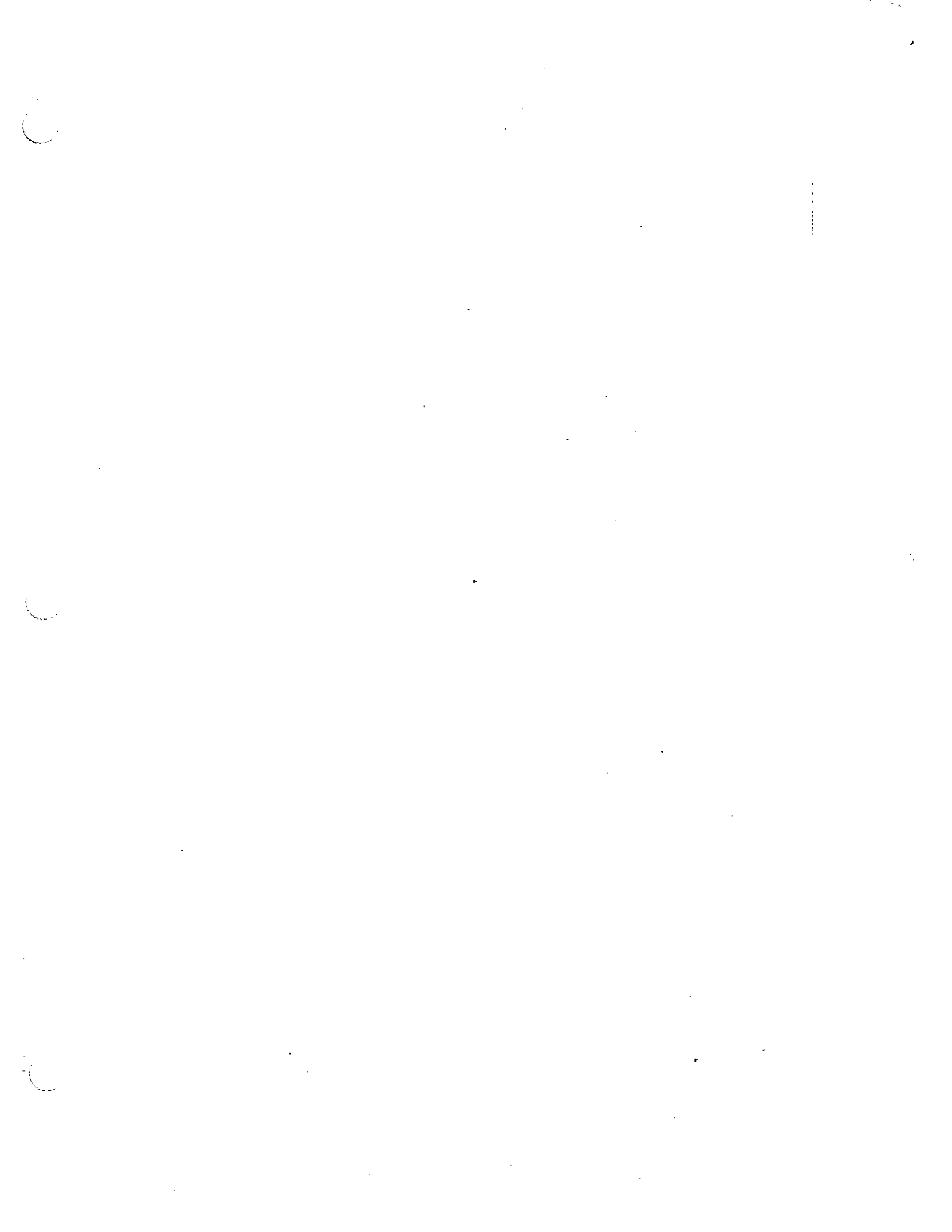


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# Intitled Wonderland Projec



To Whom it May Concern;

In the late spring of 1998, a long time acquaintance and peer by the name of Joe Wells asked me to join him in Sussex, England to review an 'amazing discovery,' he had made. Having known this peer for several years I half-expected the "discovery" to be a more expeditious way of consuming ale, but the glimmer of his voice beckoned me forthright. Upon my arrival, and after a ghastly British meal, my friend presented me with an odd, antediluvian and precariously unbound manuscript in Victorian lettering. On its cover was the epithet "Alice the Queen" and a picture of a standard playing card. Intrigued and wanting to avoid dessert I took the manuscript to my chamber and began to read. I quickly suspected that in my now trembling hands, I was holding Lewis Carroll's third installment of the "Alice in Wonderland" stories, a post-modern return to his original land including a new, more urbanized heroine. My conjecture was galvanized when Mr. Carroll's cognomen appeared on the final page of this beautiful new story.

The following morning, which was nearly ruined by a batch of undercooked eggs, I queried my companion as to how a bibber such as he found this landmark piece of literature. His answer was a simple, "Under the floor of a boathouse." It seems Lewis Carroll had left it as an unpublished primogeniture as he neared his death. British legend had always told of the "Third Alice" but only a certain type of fool actually believed in such nonsense. It seemed my associate was precisely that fool and, following a few abstruse leads from small-market book merchants, had unearthed the legend itself. When I asked him what plans he had for the text, (publishing, adapting, etc.) he smiled with an almost full set of teeth and said,

"Since, out of the dozens of people I called, you are the only one who believed enough to come and see my amazing discovery, I'm giving it to you and your best discretion"

Needless to say I happily finished my eggs.

After two years I offer you the sole adaptation of Lewis Carroll's most unique and heretofore unheard of work, "Alice the Queen."

Henceforth only read by my friend.

Supposedly,

Zach Helm

FADE IN:

(Note-- All scenes in the real world are written with the intention of being filmed on Digital Video. Thank you.)

EXT. THE CITY -- NIGHT

A BLARING HORN as a piercing light fills the screen.

A PIANO PLAYS.

Red brake lights reflecting off the wet pavement.

A changing traffic light.

The muffled MURMUR of engines and pedestrians.

The piercing light returns.

Tires skid with a decisive SQUEAL.

A driver YELLS an indecipherable profanity.

Four cars. In an intersection. None can get through. A line of hostile traffic behind them.

The traffic lights change again.

More HORNS BLARE.

Everything is a blur of sound and lights that quickly fills the screen. When everything returns to normal, we see a small, furry ear.

The furry ear twitches.

A horn WAILS.

The small head of a white rabbit jerks in terror; its black eyes blink, its tiny nose quivers.

The piano turns into "Rabbit In Your Headlights" by UNKLE.

The white rabbit hops fearfully. As we pull back we see its in the middle of a very busy intersection, causing traffic on all four sides to stop short. The intersection is surrounded by night time urbanity; from the glistening of street lamps to the pleading of a homeless man. And directly in the middle of it all is a scared, unsure bunny disrupting the city's natural progression.

From inside the intersection, looking up at a building on the corner, we can see the face of a fifteen-year-old girl.

ALICE WEARY stares out her fifth story bedroom window listening to the song over her headphones. Streaks of dyed red hair run down either side of her pristine face.

(CONTINUED)

From Alice's window we see the rabbit as it finally finds a path through the lights and noise. It sheepishly moves between a few cars and then down the long row of cars on that side of the street, hopping cautiously.

As it grows more comfortable with its surroundings, it begins to bound quickly. It jumps to the sidewalk and begins to scurry away from Alice's window. And then, as quick as it appeared, it's gone.

Alice steps back into her dark room.

Blackout. Credits role to the continuing, "Rabbit In Your Headlights"

INT. HIGH SCHOOL HALLWAY -- MORNING

As soon as Alice opens the door to her high school, she bumps into the back of a TEENAGE BOY. She looks up and oddly enough finds herself at the end of a line of students. Disturbed and confused she takes her over-sized headphones off (Mos Def's "Got" buzzes from them) and looks to the front of the line.

Two SECURITY GUARDS escort students through a newly-installed metal detector. All of the students pass through unscathed but the guards look eager to search a student's bag.

As Alice grudgingly inches towards the detector she can hear some of the guards bossing people around.

SECURITY GUARD

Please keep the lines single file.  
New school ordinance; all students  
must pass through a metal detector  
before entering the main hall. Please  
keep the lines single file.

When she goes through suddenly a deafening ALARM BLARES and a red light flashes.

Alice is quickly pressed against a locker by one of the guards as most of the other kids watch and laugh.

SECURITY GUARD (CONT'D)

Open your bag.

ALICE

I don't--

KID

Hey-- Alice's gone Columbine--

SECURITY GUARD

Do you have any weapons?

(CONTINUED)

ALICE  
No-- it's, it's...

KID  
(laughing)  
Cuff her!

SECURITY GUARD  
Open up your bag.

ALICE  
But I don't--

SECURITY GUARD  
*Open up your bag.*

Alice watches as the guard rifles through all of her things, pulling out her books, some cd's and finally three tampons.

OTHER KID  
Uh-oh. She's a bleeder!

Alice's face grows red.

SECURITY GUARD  
Empty your pockets.

ALICE  
I don't have anything in my pockets,  
it's--

SECURITY GUARD  
I'm not *asking* you--

ALICE  
I don't *have* anything--

SECURITY GUARD  
*What's in your pockets?*

ALICE  
It's not my pockets, *it's my  
retainer.*

Alice shows her teeth, which includes her sparkling retainer.

The other kids are almost in hysterics over this one. The security guard looks at her, abashed.

Alice pops the slimy contraption from her mouth.

ALICE (CONT'D)  
(rhetorically)  
Wanna confiscate it?

The guard doesn'tt know what to say. Alice quickly gathers her things and with as much pride as she can muster.

(CONTINUED)

ALICE (CONT'D)

Thanks. You've really made me feel safe.

She skulks down the hall past her still snickering peers.

CUT TO:

INT. CLASSROOM -- DAY

A MALE TEACHER stands in front of the class with the name LEWIS CARROLL written behind him on the board. He ineffectually speaks to them in drawn-out and sleepy cadence to which noone pays any notice...

TEACHER

...which brings us to our subject for the next few weeks; social satire. A cadre of writers including Mary Shelley, Jonathon Swift and this man... Lewis Carroll. Who knows who Lewis Carroll is?

Nothing.

TEACHER (CONT'D)

Oh come on...

Alice turns her attention to his desk.

Alice's POV; there sits the white rabbit again, this time looking straight at her.

She looks at him, curiously.

TEACHER (CONT'D)

Ms. Weary--

She suddenly jolts to attention realizing she's not paying attention.

ALICE

Sorry... I...

TEACHER

Ms. Weary. What are your thoughts on Lewis Carroll?

Alice looks back at his desk. The rabbit is gone.

ALICE

I don't have any, sir.

TEACHER

No thoughts at all?

(CONTINUED)

ALICE

Not on Lewis Carroll, no.

TEACHER

Well please, Ms. Weary, you seem so engrossed by things *other* than my class... please enlighten us to whatever thoughts you *do* have.

Alice looks at him, then accepts his challenge.

ALICE

I was thinking about this Chinese man named Cho Li I heard about on the news last night. Not only is he in prison, but he has to report his thoughts to the Chinese government *every hour*.

(pause)

I was thinking it would be easier to just make him take your class.

The class laughs.

TEACHER

Well, Ms. Weary, if this was a class in being discourteous you'd have an "A".

ALICE

It's a class in English Lit and I already have an A, sir.

TEACHER

I... Just... I would appreciate it if you wouldn't day-dream when I'm trying to lecture.

She nods.

ALICE

(to herself)

I *wish* I could daydream.

TEACHER

(to the rest of the class)

Now... I am returning your essays on our city today and I must say I was quite disappointed.

Alice looks around for the white rabbit as the teacher hands the class' papers back.

(CONTINUED)

TEACHER (CONT'D)

The average was just lower than seventy. *Seventy*, People. That's a D plus...

(he continues prattling)

Alice can't find the rabbit. Anywhere.

Her paper is dropped on her desk. She looks at it. There is no grade, just the note; "see me after class."

Her jaw almost drops. She looks at her CLASSMATES' papers, which all have grades. She returns to hers and searches it for a grade, somewhere, finding nothing.

The BELL RINGS and the entire class except Alice rises.

TEACHER (CONT'D)

Monday. I want *somebody* to tell me who Lewis Carrol is.

The class quickly exits, paying little attention to what he has to say.

When they're gone Alice still sits in her chair.

ALICE

You mean to tell me that out of all these knuckleheads *my* essay was the worst?

TEACHER

Actually, your essay was extremely well written and very thought-provoking.

ALICE

Then why am I sitting here?

TEACHER

You're-- Well, Alice, you're...

ALICE

(derisively)

Nominated for homecoming queen?

She smiles. He tries to smile back.

TEACHER

Okay, Alice... come on...

CUT TO:

INT. GUIDANCE OFFICES -- MOMENTS LATER

He opens the door to a cramped, cluttered guidance office and Alice walks in, timorously.

(CONTINUED)

As soon as she looks up, she stops.

ALICE

*What is this?*

Waiting for her is not only her mole of a SCHOOL PSYCHIATRIST and both of her PARENTS, all with nervous smiles on their faces.

MOTHER

*Hi, Sweetie.*

SCHOOL PSYCHIATRIST

*Ms. Weary... Hello. Hello. Please, please... have a seat...*

Alice looks at all of them through piercing eyes.

MOTHER

*Yes, dear, have a seat--*

ALICE

*Why? What's, what's--*

FATHER

*Have a seat, Alice.*

Alice sits, grudgingly. Her mother places her hand on Alice's leg. Her teacher sits down next to her.

SCHOOL PSYCHIATRIST

*Uh, Alice... we've, we've all, yes, we've all become, well, [how should I say--] increasingly aware of an alarming trend...*

TEACHER

*We're just a little concerned, Alice--*

SCHOOL PSYCHIATRIST

*Right. You see, we all reviewed this last essay, as well as some of the previous work you've done this year--*

ALICE

*What?*

TEACHER

*And we're concerned.*

SCHOOL PSYCHIATRIST

*Yes. Concerned.*

MOTHER

*Yes dear.*

(CONTINUED)

ALICE

Why? Are my margins off?

No one laughs.

SCHOOL PSYCHIATRIST

Uh. No. Uh. You see, Alice, your papers, although quite, quite good--

TEACHER

Very good--

MOTHER

Excellent, Dear--

SCHOOL PSYCHIATRIST

The, well the, [how should I say--]

TEACHER

Attitude--

MOTHER

Temperament--

SCHOOL PSYCHIATRIST

*Disposition* of the papers are terribly... bleak--

TEACHER

Somber--

MOTHER

Depressing, Dear.

FATHER

[For cryin' out-loud.]

ALICE

You're saying my papers are good--

SCHOOL PSYCHIATRIST

But depressing--

TEACHER

Yes--

MOTHER

Right.

SCHOOL PSYCHIATRIST

A girl of your age shouldn't have such an outlook on the world; in this last essay alone...

(CONTINUED)

TEACHER

(reading)

"My street is a boulevard of grime.  
It's cement is the vessel of disease.  
It is a vein through the body of a  
plagued city. And it is my only  
way... anywhere."

ALICE

What's wrong with that?

SCHOOL PSYCHIATRIST

Well, I mean, what a stunningly  
terrible way to describe a street,  
Alice.

ALICE

Have you seen my street?

FATHER

*There's nothing wrong with our  
street.*

Alice quickly shuts up. There is a moment of tense silence.

ALICE

I'm just trying to write what I see.

SCHOOL PSYCHIATRIST

Sure.

TEACHER

Sure.

MOTHER

Sure, Dear.

ALICE

That was the assignment. To write  
about our city. That's what I did.

SCHOOL PSYCHIATRIST

But, Alice, you don't seem to have  
any hope.

Alice pauses, irritated.

ALICE

Why am I here?

TEACHER

Well...

(pause)

We want you to re-write your paper.

ALICE

Hell no.

(CONTINUED)

FATHER

Hey.

ALICE

That's a perfectly good paper.

MOTHER

It's a perfectly depressing paper.

ALICE

I wrote what I was told to write.  
It's not *my* fault this city's  
disgusting.

TEACHER

But you fail to offer any way to  
improve it.

ALICE

Oh, like you do.

FATHER

Hey. Hey.

Tense silence again.

SCHOOL PSYCHIATRIST

Considering your apparent tendencies  
towards depression and despondency  
we... we... we've decided to offer  
you a deal.

TEACHER

A deal.

MOTHER

An arrangement.

SCHOOL PSYCHIATRIST

Yes.

TEACHER

Re-write the paper, describing how  
you would improve the "plagued city"  
in which you live...

SCHOOL PSYCHIATRIST

Or... spend some time with me every  
week... discussing your obvious  
problems.

They stare at her.

ALICE

(pause)  
May I speak freely?

(CONTINUED)

## SCHOOL PSYCHIATRIST

Sure.

She looks at all of them.

ALICE

Your deal sucks.

CUT TO:

INT. TAXI -- EVENING

Squarepusher's "My Sound" plays as Alice, squished next to her parents, stares out the window of the speeding taxicab.

EXT. THE CITY -- CONTINUOUS

ALICE'S POV:

Evening has just fallen and the city has begun to fill itself with artificial light.

Two MEN argue on the sidewalk, one knocking the other's coffee to the ground.

A DIRTY-LOOKING WOMAN sits at the bus stop, surrounded by grocery bags filled with sundry items.

Turn signals blink in vain.

A TRAFFIC COP writes someone a citation.

A BIKE MESSENGER nearly collides with a--

We're jolted with a piercing SCREECH from our POV.

INT. TAXI -- CONTINUOUS

The music stops as Alice and her parents are jerked forward suddenly.

TAXI DRIVER

So sorry--

FATHER

What the--

TAXI DRIVER

So sorry-- A...

FATHER

Are you tryin' to--

TAXI DRIVER

A animal. A animal. So sorry.

(CONTINUED)

FATHER

Christ.

Alice looks out her window to see why they stopped.

EXT. THE CITY -- CONTINUOUS

From in front of the cab hops the white rabbit from before. It hops a few feet, just next to Alice's window... then stops.

It stands on its hind legs and looks at Alice. "My Sound" comes swelling back.

Alice, her thunderstruck face pressed to the glass, stares out at the rabbit.

What is so mystifying is that the rabbit is staring back; it looks at her with wide, pleading eyes. Then, startlingly, it extends its furry paws towards her, as if asking her to step out of the cab.

Her face elongates just before the cab pulls away.

ALICE'S POV: The rabbit continues to watch as the cab drifts down the street... soon the rabbit is lost in the tumult of the city. The music comes to an end.

CUT TO:

INT. ALICE'S HOUSE -- LATER

Alice clears the table, her mother washing dishes, her father glued to the internet.

MOTHER

(to Alice)

Do you remember your father's friend, Mr. Payne, Dear?

ALICE

No.

MOTHER

Yes you do. He was here for--

FATHER

He was here for New Years.

MOTHER

New Years. Yes.

ALICE

Wait. The guy who smells like turkey?

FATHER

He doesn't-- alright, yeah, the guy who smells like turkey.

(CONTINUED)

MOTHER

(hinting)

You know, Alice, he's a psychiatrist.

ALICE

Oh. Good for him. His mom must be real proud.

MOTHER

Maybe... maybe you could talk to him.

ALICE

What?

MOTHER

I'm just-- I'm just saying... I don't know, do you, do you have anyone to talk to, like, at school?

ALICE

[I can't believe this.]

MOTHER

Do you have a friend at school you talk to?

ALICE

Sure. I talk to Frank.

MOTHER

Oh.

FATHER

Frank? Frank who?

ALICE

Frank Horchieser.

FATHER

Frank Horchieser's *the janitor*.

ALICE

So?

MOTHER

Alice... he's not your age--

ALICE

Neither is Mr. Payne. And Frank doesn't smell like turkey.

MOTHER

But... but...

(MORE)

(CONTINUED)

MOTHER (CONT'D)

(pause)

I just think it might help if you could go somewhere where they know you and you could talk about your problems freely.

ALICE

I could start hanging out in bars.

MOTHER

Alice...

(pause)

Why don't, you just don't talk like a normal, little girl.

ALICE

So that's what you want; "a normal little girl..."

MOTHER

That isn't what I said--

ALICE

How can I be a normal little girl when I live here. In this city.

MOTHER

What do you mean, "--in this city?"

FATHER

That's nonsense--

ALICE

Don't you understand; *I hate it here.* I dream in steel. I dream in blinking neon lights. I dream in car horns. I dream in billboards. I dream in traffic. When I sleep, it *blares*. Beeps go off in my sleep telling me I have a fantasy on the other line. That's all I know to dream about. So, excuse me, please, but how am I supposed to *talk* like a normal little girl when I can't even dream like a normal little girl.

She grabs her back pack and heads for the door.

MOTHER

Alice. Where are you going?

ALICE

I'm going to buy some drugs, get pregnant, commit a few crimes, wear clothes unbecoming of a girl my age

(MORE)

(CONTINUED)

ALICE (CONT'D)  
and join a local gang. Worry, Mom.  
Worry your heart out.

She leaves, slamming the door behind her.

INT. HALLWAY -- CONTINUOUS

Alice storms to the elevators and punches the buttons repeatedly. She is visibly upset as she puts on her headphones and hits play; Bad Religion's "Get Off" plays.

A few seconds pass, the elevator doesn't come. Alice pounds the buttons with her fingers.

Nothing.

She pounds the button once more.

A BING.

The doors open and without looking Alice steps forward...

She falls, disappearing into the elevator shaft.

CUT TO:

INT. ELEVATOR SHAFT -- CONTINUOUS

Alice, overtaken with fear, falls helplessly through the dark abyss. Her flailing body passes by elevator hydraulics and fuse boxes. She tries to prepare for her collision with the ground... but strangely, it doesn't come.

Realizing she hasn't hit the floor, Alice opens her cringing eyes.

Confused, but somehow assured, Alice looks up.

ALICE'S POV: The shaft seems to continue on infinitely above her.

She looks down.

ALICE'S POV: The shaft seems to continue on infinitely below her.

ALICE

Oh God...

Alice cautiously brings her hands closer to her body so they won't hit the sides.

ALICE (CONT'D)

Oh God... Oh God...

(CONTINUED)

Her headphones slip off her head but she's able to grab them and restore them to her backpack, where she turns them off. Actually she quickly finds out she's able to do quite a bit while falling through nothingness; she can spin, roll, even dive.

But her aerial maneuvers come to a short end when she notices that the sides of the shaft are rapidly filling with cupboards, shelves, maps and pictures on wooden pegs.

ALICE (CONT'D)

What is this? Who puts cupboards in an elevator shaft?

Soon the entire chasm is lined with the wall hangings and the like. But still, Alice's fall doesn't end.

ALICE (CONT'D)

(calling)

Hello? Hello? Anyone? Can anyone hear me?

(pause)

Great. I'm a gravity experiment.

Alice continues to drop, and the wall hangings become covered with ivy vines. The vines grow thicker and more lush with every second Alice drops. She can feel the space around growing more dense and tries to suck in her appendages as tight as she can.

Her feet begin to break through tangles of the ivy as the shaft grows even smaller. As the ivy grows thicker, Alice slows down slightly.

And then, without warning, the shaft curves and Alice finds herself coasting along the ivy as if on a schoolyard slide. The ivy quickly flattens into a corridor filled with numerous, beautiful flowers which Alice glides past.

The corridor leads into a hall with marble floors and Alice is sent streaking out from the ivy corridor into this enormous, round room.

INT. HALL OF DOORS -- CONTINUOUS

Alice lays on her back momentarily, still in shock.

ALICE

(pause)

Wow.

Alice sits up, finding herself in a circular room, elegant in nature with seven or so doors of varying size all around and a glass table with three legs. The walls are covered in crimson, velvet curtains with purple tassels and the ceiling is a frosted-glass dome about twenty feet high.

(CONTINUED)

In one of the smaller doors (fifteen inches high to be exact) is a key that was once gold.

Alice goes to the door and timidly opens it, revealing a small opening. Alice, drops to her tummy, flicks a small piece of mushroom out of the way and peers through.

ALICE'S POV: A beautiful garden complete with bright flowerbeds and cool fountains. The sky is rippled with streaks of orange sunset that hide behind the large stone structure a hundred feet in the distance.

Alice stands up and looks around.

ALICE (CONT'D)

This is getting curiouser and curiouser.

There's a broken bottle near the table and the door to the right of the one leading to the garden is slightly ajar.

Alice walks to it, opens it and looks out.

EXT. FOREST -- CONTINUOUS

The door leads straight to a large woods with enormous trees that stretch to the sky, rays of setting sunlight breaking through their branches.

A path, nearly lost in the forest bramble leads directly into the woods. There is a makeshift sign, a few feet away that reads in sloppy writing, "This has made all the difference."

Alice is momentarily mystified by the expansion of the beautiful forest. She closes the door behind her, leaving it slightly ajar, and begins to walk down the path.

The path is winding and obscured from lack of travel but Alice is able to follow it into the thick of the forest. Birds can be heard CHIRPING and somewhere a river RUMBLES.

Alice soon finds herself at the edge of a clearing. In its center is a long, oak table. The table is visibly decrepit and completely out of place but holds an entire tea set and place settings for at least half a dozen people.

Behind it, hanging from the branches, is a gigantic sign that reads, "Coming Soon; Metroland Mall and Outlet Center"

ALICE

Metroland?

Alice approaches the table, captivated.

The tea set is old and stained, most of its pieces chipped. No one has been here for quite some time it seems.

(CONTINUED)

There are no chairs to be found and when Alice tips the teapot nothing comes out.

Meanwhile the river seems to be RUMBLING a little louder.

Alice walks to the opposite end of the clearing, just underneath the sign and looks into the distance.

ALICE'S POV: Another thirty yards and the forest ends and is replaced by a large city whose skyline of skyscrapers rivals any city we or Alice has known.

ALICE (CONT'D)

Metroland.

The river's RUMBLING has now grown intensely loud. Alice turns to look around. The RUMBLING is matched by the SNAPPING of wood and an occasional SCREECH.

Alice runs to the center of the clearing and spins around fearfully.

The RUMBLING becomes obviously other than that of a river, and the SNAPPING wood is no less than trees being plowed through.

Alice begins to duck behind the end of the table, preparing for whatever approaches.

Busting through the woods comes a gigantic tractor-like machine with claws on either side that snap any and all trees that come in the machine's way. It's oversized wheels climb over the coppice and come to a SQUEALING stop upon entering the clearing. The huge, yellow machine idles, its motor grumbling. The sound of MEN TALKING can be heard approaching.

Alice ducks under the table completely.

She suddenly finds herself face to face with a small man with a rubbery face and an capacious purple hat (THE MAD HATTER). He holds two chairs under the table with him. Alice nearly screams in fright.

MAD HATTER

Hello.

ALICE

Uh... Hi.

MAD HATTER

(offering a chair)

Have a seat.

ALICE

Why are you hiding under your table?

(CONTINUED)

MAD HATTER

It's *my* table. Why are *you* hiding under it?

ALICE

I... Well...

MAD HATTER

Are they coming?

ALICE

Who?

MAD HATTER

You know.

ALICE

I don't.

MAD HATTER

The Workers of Kubikles.

ALICE

I... I don't--

MAD HATTER

I must return the hare's chair.

ALICE

You have to return the hare's chair?

MAD HATTER

Yes-- Wait-- Didn't I just say that?

ALICE

But you have two chairs.

MAD HATTER

A pair of chairs. One's the hare's.

ALICE

The other chair?

MAD HATTER

A chair to spare.

ALICE

Where's the hare?

MAD HATTER

He's over there.

The Mad Hatter indicates towards the machine.

ALICE

There's a machine in the way. With claws.

(CONTINUED)

MAD HATTER

Oh no. Oh dear. No time to take  
the tea I fear. Not with the Workers  
of Kubikles near.

The Mad Hatter bites his lip. Alice peeks over the table.

A group of similar men in similar suits wearing similar hard  
hats do similar things with similar notepads around the  
machine (THE WORKERS OF KUBIKLES).

WORKER 1

There's a tea set!

WORKER 2

Crush it!

WORKER 1

Crush it?

WORKER 3

Crush the tea set!

ALL WORKERS

Crush the tea set!

Alice ducks down. The Mad Hatter hasn't moved.

ALICE

I think we need to move.

MAD HATTER

No. We can't let them see us.

ALICE

I'd rather they see us than crush  
us.

The Mad Hatter fidgets nervously. The machine begins RUMBLING  
towards them.

MAD HATTER

I'm afraid I'll lose my hat.

ALICE

Better your hat than your head, right?

MAD HATTER

(suddenly stern)

Well you've obviously never worn  
this hat.

ALICE

Then give me a chair, hold your hat  
with your free hand.

(CONTINUED)

The machine closes in on them, it's claws opening and closing with OMINOUS SQUEAKS.

MAD HATTER

Can I trust you?

ALICE

What?

MAD HATTER

Can I trust you?

ALICE

Uh... yes, sure. Yes.

MAD HATTER

Do you like butter?

ALICE

Yeah. I guess.

MAD HATTER

If I was a number, and you were thinking of one, would you think of me?

ALICE

I might.

MAD HATTER

Good enough.

The machine lifts its claws, its tires beginning to crush the opposite end of the table. The ROAR of its motor drowns out all other noise.

ALICE

NOW!

The Mad Hatter hands her a chair and the two take off running just mili-seconds from being pulverized.

Despite pointing to where the hare was, the Mad Hatter dashes around in curvilinear nonsense, hollering like an old woman.

ALICE (CONT'D)

What are you doing?

MAD HATTER

I'm distracting them so they won't see me!

He continues to holler.

Of course, the Workers of Kubikles see both Alice and the Mad Hatter and begin to give chase. Luckily Alice is able to snatch the Mad Hatter by the chair.

(CONTINUED)

ALICE

Come on!

Pulling him along, Alice speeds off into the woods.

EXT. WOODS -- CONTINUOUS

Alice and the Mad Hatter dash as quickly as they can for several seconds, hopping over scrub and ducking under branches, both carrying their respective chair as carefully as possible.

The pair get nearly fifty yards into the woods before Alice turns back to look, seeing that the Workers of Kubikles have stopped chasing them.

She lets go of the Mad Hatter's hand and he, again, begins running curvilinearly and hollering.

ALICE

Shhh... we're fine, we're fine.

MAD HATTER

You may be fine, I'm running around yelling like a baby.

He continues.

ALICE

They've stopped chasing us.

He stops abruptly.

MAD HATTER

Oh. Good. Excellent.

He puts his chair down and sits. Alice does the same. They sit for a moment, in the calm of the beautiful woods catching their breath.

MAD HATTER (CONT'D)

Seems they destroyed my tea set.

ALICE

I'm sorry.

MAD HATTER

Not very civil. Not very civil indeed.

ALICE

No. You're quite lucky though. It was only tea.

MAD HATTER

Only tea? Only tea?

(MORE)

(CONTINUED)

## MAD HATTER (CONT'D)

My dear child, "tea" is paramount!  
 Why, without "t" where would we be?  
 We'd have pain, but no paint. We'd  
 have prey, but nothing pretty. Sure,  
 we'd be able, but we couldn't sit at  
 a table. Why, without tea we wouldn't  
 say "thank you," we'd have to say  
 "hank you." Have you ever met Hank?

## ALICE

No--

## MAD HATTER

*Miserable fellow.* No one wants to  
 be hanked. So don't even speak of  
 "only tea." That's like saying that  
 you are only you.

## ALICE

I *am* only me.

## MAD HATTER

(sincerely)

No. No my dear. You are very much  
 more than "only you." And we are  
 very much more than only us.

## ALICE

Two minutes and already you're the  
 strangest person I've ever met.

## MAD HATTER

But we haven't met yet.

He extends his hand.

## MAD HATTER (CONT'D)

A pleasure. I'm the local Hatter.

She shakes his hand.

## ALICE

Nice to meet you. I'm Alice.

The Mad Hatter stunned, steps back to sit but misses the  
 chair and hits the ground.

## MAD HATTER

A...Al... Ali...

## ALICE

Are you alright?

## MAD HATTER

Did you say "Alice?"

(CONTINUED)

ALICE

Yes.

MAD HATTER

Yes. Alice. Yes. *Oh my, oh my.*  
You... you must be here... you're a  
little girl, aren't you?

ALICE

Well I'm not a little boy?

MAD HATTER

How... how did... how did you get  
here?

ALICE

I fell down my elevator shaft.

MAD HATTER

*Oh my indeed.* Do you know where you  
are?

ALICE

No. I'm pretty sure I'm *not* in my  
basement.

MAD HATTER

No, child, you most certainly are  
not. We must get you to the refuge.  
*Oh my. Oh my.* We must get you to  
the refuge at once.

The Mad Hatter picks up his chair and dashes deeper into the woods. Alice watches, confused, until the Mad Hatter returns grabs her and dashes off towards the setting sun, hollering once again.

EXT. WONDERLAND REFUGE -- NIGHT

Alice and the Mad Hatter have slowed their pace as the woods have become dark and unmanageable. Still carrying her chair, Alice stares up at the sky as she walks.

The sky is filled with millions of twinkling stars.

MAD HATTER

Night has fallen. Quite terrible.

ALICE

Why is that terrible?

MAD HATTER

It means we're closer to the real world. My watch must be working properly. Drats. Who knows what time it'll be by tomorrow morning.

(CONTINUED)

ALICE  
It... well, it'll be morning time.

MAD HATTER  
Probably. How dreadful.

ALICE  
Dreadful? It's natural.

MAD HATTER  
Perhaps for you. For you time is second nature.

ALICE  
Of course it is. Do you expect to stay timeless?

MAD HATTER  
Only literally.

Alice looks around at the now almost black forest.

ALICE  
I thought you were taking me to the refuge.

MAD HATTER  
(stopping)  
Not anymore.

ALICE  
Why not?

MAD HATTER  
Because we're already here.

The Mad Hatter WHISTLES in a loud and unique tone. He looks up at the sky. Alice does the same, albeit quizzically. A few of the stars begin to twinkle with more glint and one actually begins to descend from the sky.

Alice can only watch in disbelief as the star seems to sink through the air and finally come to a halt a few feet in front of her.

With a CREAK the star flares into the flame of a copper lantern, held by the MARCH HARE.

HARE  
Where's my chair?

MAD HATTER  
I have it. But we've lost the tea--

HARE  
And the time.

(CONTINUED)

MAD HATTER

But I found a girl.

HARE

Girls aren't nearly as important as tea or time.

MAD HATTER

She's from the real world.

HARE

(pause. in awe)

The real world?

MAD HATTER

And her name is Alice.

With a cacophony of CREAKS dozens of the skyward stars reveal themselves as lanterns, all held by citizens of Wonderland (including THE MOCK TURTLE, THE GRYPHON, THE COOKS, THE DODO, THE EAGLET and even BILL) who peer down from an entire village of huts built into the trees;

Makeshift bridges, thatched roofs and rope ladders stretch across several trees and hide within the chaotic network of branches. Everyone stares down in shock at Alice.

Alice, in shock herself, tries to force a smile.

ALICE

Uh. Hello.

GRYPHON

"Alice," is you said, yes?

MAD HATTER

That's right--

HARE

Oh my--

MAD HATTER

Yes--

GRYPHON

And real world she's from you said.

MAD HATTER

Yes.

COOK

(to Alice)

Are you here to fight the Jabberwocky!?

ALICE

I... I don't...

(CONTINUED)

DODO  
Is it, "official" your business here?

ALICE  
I don't have any--

BILL  
(in a tiny voice)  
Are you... Alice, Are you here to,  
to, to... are you here to save  
Wonderland?

There is a tense silence.

MAD HATTER  
Of course she's here to save  
Wonderland.

There is sudden and impassioned murmuring from the several characters above.

ALICE  
(to the Mad Hatter)  
What do you mean, I'm here to--

DODO  
*I knew it was official!*

He and all the other birds SQUAWK triumphantly.

ALICE  
I don't know what you're talking--

All the citizens begin to cheer; starting with the Hatter calling "Hip Hip" and everyone else yelling some random word like "egg" or "shoestring" or "trombonist"

Alice stands confused as we...

CUT TO:

INT. TREE -- MOMENTS LATER

Alice sits across from the citizens of Wonderland in a room carved out inside one of the trees and illuminated by several hanging lanterns. On each side wall is a map of Wonderland; one constructed several years prior by the Wonderland Department of Cartography, the other is a newer version with a vellum overlay illustrating proposed renovations to the land entitled, "Metroland."

In the center of the group of citizens is the Eaglet who looks from under his heavy brow and speaks in a very vested and formal tone.

(CONTINUED)

## EAGLET

Wonderland was once the land of reverie; a land created by lazy Sunday afternoons, finger-paints and unsolved riddles... a land predicated on visits from children and the few adults still daydreaming. Due to unforeseen events, the number of visitors to Wonderland has recently dwindled-- few of us can even remember the last time we saw a child. According to word from the White Rabbit, children of the real world now have sets of tell-visions, small disk walking men and games in which one must only wiggle their thumb in order to win-- We've tried it;

Everyone in the room mimes a controller and wiggles their thumb in a nonsensical fashion.

## EAGLET (CONT'D)

We don't understand how it's fun in the least. Nevertheless, the more children have become occupied with the real world the more obsolete and powerless Wonderland has become. The Queen, our otherwise stalwart sovereign, has lost hope in the future of our land, allowing the Jabberwocky to return with an army known as The Workers of Kubikles with plans to renovate Wonderland into an actual city.

## ALICE

Metroland.

## EAGLET

We've been driven to the outskirts of what was once our home and soon we'll have nowhere else to run. Those whom the Jabberwocky's army has captured have now been turned into slave-like zombies-- called middle-management. Our time as free creatures is steadily running out. We needed you Alice. And we are incredibly thankful that you're here.

## ALICE

I'm sorry but; What are you talking about?

## EAGLET

The White Rabbit surely explained to you your quest.

(CONTINUED)

ALICE

No.

EAGLET

But that's why you're here.

ALICE

I'm here because I fell down my  
elevator shaft. That's not a quest.  
That's poor building management.

The citizens MUTTER in concerned tones.

EAGLET

You obviously don't understand.

ALICE

Obviously.

EAGLET

You must take appointment with the  
Queen. You must show her we're still  
visited. That children still dream.

ALICE

I must?

EAGLET

Of course. You're our final hope.  
You are both the messenger and the  
message.

(pause)

You... are Alice.

ALICE

Right.

EAGLET

I must prepare you; the path to the  
Palace of Cards proves perilous.

COOK

Quite!

GRYPHON

Difficult, yes, it is to be.

ALICE

Why? What do you mean?

EAGLET

Due to new construction the  
traditional routes to the Palace are  
no longer accessible. That means  
you must travel through...

(dramatically)

THE CITY.

(CONTINUED)

ALICE  
The city?

EAGLET  
Yes...  
(again)  
THE CITY.

ALICE  
And?

EAGLET  
Alice, THE CITY is terrifying and dangerous and it smells weird.

BILL  
All the lights blink--

HARE  
All the wagons move too fast--

DODO  
All the people move even faster--

EAGLET  
All of us are far too afraid to enter it, let alone traverse its perils.

ALICE  
Let me get this straight... you want go through "THE CITY", find the Palace of Cards, meet the Queen and tell her I'm from the real world?

EAGLET  
Yes.

ALICE  
(pause)  
I've had more of a quest getting a library card.

The Eaglet looks around at the group.

EAGLET  
Spoken like a true child of the real world.

(to Alice)  
You'll leave tomorrow morning. We'll take you to the edge of the forest then stand shivering in fear while you walk alone into the nightmare of progress-- But for now, you should try to sleep. As should all of us.

(announcing)  
I call this meeting adjourned and Kelly.

(CONTINUED)

Everyone disbands and side conversations quickly begin...

BILL

Oh, I hate to sleep... I dream of the real world... and I do nothing but wait in line at the bank.

COOK

I always get calls from my student loan officer!

BILL

Oh, how awful...

The Mad Hatter comes up to Alice with a blanket. She still sits, deep in thought.

MAD HATTER

You can sleep here 'til the sun rises, my dear.

ALICE

Thanks. You know this is really a strange world you all live in.

MAD HATTER

Trust me, we find it no more strange than yours.

(pause)

Try to get some rest. Morning will be here before you know it.

CUT TO:

EXT. EDGE OF THE FOREST -- MORNING

Alice is standing with her backpack and headphones at the edge of the thick woods, several of citizens of Wonderland behind her hiding behind trees (their nervous eyes peering out).

At her feet the dirt of the forest abruptly becomes a paved street leading into the city which stands before her. The sun has just begun to peek over the skyscrapers. Alice steps into the street and the audio is suddenly overcome with the DIN OF AN AVERAGE METROPOLIS. Alice, a little unnerved steps back onto the dirt, the DIN disappears. She looks back.

All of her followers are gone. She is all alone.

She sighs and steps back into the city and the NOISE. She puts on her headphones which plays Groove Armada's "Pre 63".

FADE OUT:

(CONTINUED)

## BLANK SCREEN

The song continues while the following appears on the screen;

"...pity this busy monster manunkind not/ progress is a comfortable disease...e.e. cummings."

FADE IN:

EXT. METROLAND -- DAY

Metroland appears to be made of the same properties as any other major city, but there is a uniformity to it that suggests a very inorganic approach; every car is a black sedan, every building has a revolving door and there is no dirt to be found. What's worse is that as Alice crosses the street and walks down the next block, she encounters a swarm of PEOPLE, all of whom are dressed in combinations of the same five outfits.

As she continues to walk, it begins to feel like everything is on a video loop, except for Alice.

Alice stops at a corner and we notice that everyone else is facing the opposite corner. Simultaneously Alice and the mob start walking 90 degrees away from each other. When Alice reaches the other side of the street she stops, only to find herself all alone.

She looks around. The loop of people and traffic only happens every other block and on every other block the loop is exactly the same. She looks at the buildings. Sure enough, they too are on this strange even/odd pattern.

Alice's face reflects her sudden realization that this will not be as easy as she assumed.

ALICE

This place is a giant insurance commercial.

CUT TO:

EXT. NO-WAY STREET -- MOMENTS LATER

Alice approaches a street on which a UNIFORMED POLICE OFFICER (straight from the keystone cops, complete with handlebar moustache) seems to be guiding traffic with a series of complicated gestures and whistles. Unfortunate for him then that there's no traffic.

ALICE

Excuse me...

He pays no attention.

(CONTINUED)

ALICE (CONT'D)

*Excuse me...*

Still nothing.

ALICE (CONT'D)

*Hey!*

His whistle drops from his mouth. He gestures for the non-existent traffic to stop.

POLICE OFFICER

Excuse me young lady but I'm trying to work.

ALICE

Listen, you're a cop right?

POLICE OFFICER

I'm a traffic officer.

ALICE

Oh. Well, I need to get to the Palace of Cards. I was wondering if you could help me.

POLICE OFFICER

Are you traffic?

ALICE

No.

POLICE OFFICER

Then I can't help you.

ALICE

Why not?

He points to all of the imaginary cars.

POLICE OFFICER

I'm a traffic officer. I only help traffic.

ALICE

There is no traffic.

POLICE OFFICER

All the more difficult.

ALICE

Fine. Thanks for nothing.

She starts down the street.

POLICE OFFICER

Wait! You can't go that way!

(CONTINUED)

ALICE

What?

POLICE OFFICER

You can't go that way.

ALICE

Alright, fine.

She heads the other way.

POLICE OFFICER

And you can't go *that* way.

ALICE

Then how am I supposed to walk on this street.

POLICE OFFICER

You're not.

ALICE

What?

He points to a sign with two white arrows that reads, "No Way"

POLICE OFFICER

This is a "No Way Street."

ALICE

A "No Way Street?"

POLICE OFFICER

That's what the sign says.

ALICE

I don't understand.

POLICE OFFICER

Well you cannot go either way, but feel free to go neither way.

ALICE

How useful.

POLICE OFFICER

I suggest taking Another Way.

ALICE

Which way?

POLICE OFFICER

No. Another Way.

(CONTINUED)

ALICE

(still confused)

Alright, well how do I get *there*.

POLICE OFFICER

Two blocks the way you came and make a right. If you get lost just remember three lefts make a right, but two wrongs don't.

ALICE

Yeah. Right. Thanks. I think.

He tips his hat and resumes directing the imaginary traffic.

She turns and walks back the way she came.

As she leaves the traffic officer drops his vain gesturing and leans into his shoulder radio.

POLICE OFFICER

She's here. I've sent her to Another Way. I repeat, Alice is here.

EXT. ANOTHER WAY -- DAY

Sure enough, two blocks the way she came and to the right is a street called, Another Way. And its moniker isn't the only thing about it that's different; the street is the Metroland equivalent of Times Square.

Enormous neon signs flash in rhythmic pulses, cars and taxicabs whiz by with horns blaring, street performers and homeless people block the sidewalks and despite every block around it being completely empty, Another Way is packed with people.

Alice takes out her map but it now makes even less sense. She looks both ways and decides to go left.

Alice merges with the foot traffic only to find herself swept away down the sidewalk in a sea of people. They move forward with no notice of her and literally push her as they walk.

ALICE

Woah. Hey.

But no one looks up, they just keep walking.

ALICE (CONT'D)

Ouch. Watch where you're going!

She finally sees that they aren't paying any attention to her.

POV; from across the street, we see Alice struggling to get out of the mob to no avail.

(CONTINUED)

The point-of-view belongs to the Worker's of Kubikles who have arrived on the corner, all in their suits, all with their briefcases and pencils.

WORKER 1

It's her!

WORKER 2

It's her?

WORKER 3

It's her. It's Alice.

They all mutter behind them.

WORKER 1

It's Alice. We have to remove her.

WORKER 3

Remove her. Yes.

WORKER 1

Yes.

He pulls a cell phone from his jacket pocket. He holds it above his head and, pressing a single button, makes it ring a LONG, DISTINCTIVE RING.

Suddenly every single person on the street stops, reaches into their pockets, pulls a cell phone and simultaneously says "Hello."

Alice finds herself standing amongst a mob of statues concurrently saying "Hello" over and over again.

She steps to the edge of the sidewalk and looks around.

Every single person is frozen, a phone to their ear. Except of course for the Workers of Kubikles who walk menacingly toward her, stopping traffic in their wake. Worker 1 removes a gun-like object with a metal claw at the end of it.

ALICE

Uh-oh.

Alice looks around.

POV; Another Way offers no immediate escape, and the JumboTron reads "Quoth the Raven, 'Nevermore.'"

The Workers of Kubikles draw closer.

Alice quickly ducks back into the crowd and skulks back to the buildings so a wall of people stan between her and the Workers of Kubikles. She begins to quickly run in the opposite direction of the mob.

(CONTINUED)

One of the Workers stops short, holding his colleagues back and points at the little legs scampering up the street.

Alice stumbles but quickly recovers.

The Workers angle up the street to cut her off.

Alice peeks through a few bodies and sees that she hasn't lost them. Alice looks all around for an escape finding only a sign for a "Pen Cap Shop" above her head.

The Workers of Kubikles, zero in on her legs and meet the sidewalk right where she's stopped, a WOMAN ON THE PHONE in their way.

Worker 1 shoots the claw onto the woman's head, causing sparks to shoot out and the sound of SHORT CIRCUITRY. The claw retracts and the lifeless woman falls to the ground.

Worker 1 looks, only to find Alice is gone.

A quick look around by all the Workers proves that Alice has vanished into thin air...

CUT TO:

INT. PEN CAP SHOP -- CONTINUOUS

...or the pen cap shop; an entire store dedicated to the sale of caps for pens. Alice peers out from behind a shelf of pen caps to see the infuriated Workers of Kubikles outside.

Her cover is immediately blown by the OWNER, who is obviously from the same mold as all the other citizens of Metroland except older and in a chintzy suit.

OWNER

(as if by rote)

Welcome to the pen cap shop, a shop dedicated to the tops found on top of pens. Whatever the pen, we have its cap.

ALICE

I'm just looking, thanks.

She hides behind the shelf.

OWNER

What's that you say? You've lost the lid on your favorite pen. Don't fret. Just bring the pen here and we'll find a suitable cap, *maybe even a better one.*

ALICE

Listen, can you just leave me alone?

## EXT. ANOTHER WAY -- CONTINUOUS

Through the window we can see the owner standing and speaking but Alice is well hidden.

Worker 1 sees this as well.

WORKER 1  
(to Worker 2)  
That man.

WORKER 2  
Yes.

WORKER 1  
In there.

WORKER 2  
Yes.

WORKER 1  
Is he talking to that shelf of pen caps?

## INT. PEN CAP SHOP -- CONTINUOUS

Scene continues as Alice eyes the door at the back of the store.

OWNER  
We offer a wide variety of colors, shapes and brands. A pen cap for every pen. That's our motto.

ALICE  
That door...

OWNER  
Just one of the many specialty stores you'll find here on Another Way.

ALICE  
Where does that door go?

OWNER  
Th... Th... Thanks to the new developments of Metroland and the Jabber--

ALICE  
*Where does that door go?*

He stares at her blankly.

ALICE (CONT'D)  
Please.

(CONTINUED)

OWNER

I-- I don't... Would you like to--

ALICE

No. Please. Tell me where that door goes.

OWNER

I don't... Welcome to-- Welcome to the pen cap...

ALICE

*Where does that door go?*

A wash of sadness comes over his face as he struggles to maintain his composure.

OWNER

(pause)

I don't know. I don't know anything except that I sell pen caps.

Alice's face drops.

ALICE

Are you telling me you've never left this store!?

He just stares at her. He hasn't.

ALICE (CONT'D)

Oh my God.

OWNER

I'm... I'm pr-- proud to be a... citizen of Metroland.

We hear the RING of the front door opening. He mouths the words, "please help me..."

ALICE

I will.

(pause)

I'll come back for you. Just give me the key to that door.

At the front of the store stand the Workers of Kubikles looking around for Alice.

From the front of the store we see the Owner staring at something behind the pen caps.

WORKER 1

Sir... step away from the pen caps.

The Owner turns to him.

(CONTINUED)

OWNER

(as if by rote)

Welcome to the pen cap shop, a shop dedicated to the tops found on top of pens. Whatever the pen, we have its cap.

The Worker 1 comes up to the shelf and looks.

Alice has again disappeared.

WORKER 1

Where is she?

OWNER OWNER

What's that you say? You've lost the lid on your favorite pen. Don't fret. Just bring the pen here and we'll find a suitable cap, *maybe even a better one.*

WORKER 1

*Where is she!?*

EXT. ALLEY/GROVE -- CONTINUOUS

Alice holds the door to the pen cap shop closed for a moment then looks around.

She seems to be in a long back-alley; a grimy corridor of cement and brick filled with rubbish and dumpsters that extends almost infinitely in both directions. But every few feet is a cherry tree, in full bloom, which line the back-alley in both directions making it appear much like a wooded grove.

Alice looks both ways-- the sound of the Workers YELLING can be heard from inside the door.

Out of thin air, atop a mirror that someone has disposed of, the CHESHIRE CAT appears, scaring ALICE.

ALICE

*Oh my God!*

CHESHIRE CAT

Lost?

ALICE

Where did you come from?

CHESHIRE CAT

I came from nowhere. Where did you come from?

(CONTINUED)

ALICE

Uh... I don't know. I just know I have to go somewhere else.

CHESHIRE CAT

Well you could go anywhere. Anywhere is somewhere else from here.

ALICE

That's true. Actually, I have to get to the Palace.

CHESHIRE CAT

The Palace?

ALICE

Yes. I need to see the Queen.

CHESHIRE CAT

Why does a girl your age need to see the queen?

ALICE

(pause)  
I'm Alice.

The Cheshire Cat smiles a large, toothy grin.

CHESHIRE CAT

Indeed. You must get to the Palace.

ALICE

Do you know where it is?

CHESHIRE CAT

It's somewhere else.

ALICE

I kno-- Can't anybody give a straight answer here?

There is a bang at the door of the Pen Cap Shop and the Cheshire Cat vanishes except for a pair of eyes and its grin.

ALICE (CONT'D)

Can you help me? Please.

CHESHIRE CAT

Find yourself.

ALICE

Find myself?

CHESHIRE CAT

Find yourself.

(CONTINUED)

ALICE

Find myself? I'm in an alley. I'm right here.

CHESHIRE CAT

Good. Now find yourself not right here. Perhaps, find yourself someplace else.

The Cheshire Cat, (or at least its eyes and teeth) bounds off the mirror then into the mirror in one swift movement.

ALICE

Wait!

Alice jumps forward trying to stop the Cheshire Cat only to find herself face to face with herself in the mirror.

She looks into the glass; instead of seeing an alley with trees, she sees a grove with dumpsters.

ALICE (CONT'D)

Find myself someplace else.

The Workers of Kubikles are just about to open the door as Alice steps into and through the mirror.

EXT. GROVE/ALLEY -- CONTINUOUS

Alice now stands in front of a mirror in a grove of trees that extends into the horizon. But every few feet is a dumpster, full of refuse, which line the back-alley in both directions; a reverse of the former world.

Alice can hear the Workers of Kubikles in the alley.

She looks into the mirror, hiding herself around its edge.

ALICE'S POV; Through the mirror we see the Workers sift through dumpsters in vain, trying to find her.

WORKER 1

*WHERE IS SHE!*

Alice starts running as far away from here as she possibly can.

DISSOLVE  
TO:

EXT. FOREST -- LATER

Alice's legs are beginning to tire as her running slows. She continues to look behind her to make sure she isn't being followed.

(CONTINUED)

Not looking where she's heading, she suddenly trips and falls into an open hole...

EXT. GRAVEYARD -- CONTINUOUS

Or rather, an open grave. Alice, now six feet under picks herself up and brushes herself off.

The GRAVE DIGGER, a gnarled old man in a black suit and a black derby stands over her, leaning on his shovel and eating a bright green apple.

GRAVE DIGGER

Out! Out! 'Snot yer grave!

ALICE

I'm... I'm terribly sorry--

GRAVE DIGGER

Out! 'Fore I bury ya 'live.

Alice climbs out of the grave with no help from its digger.

GRAVE DIGGER (CONT'D)

What, ya think ya can jest drop right in? Look at ya'. Yer not even dead yet!

ALICE

I tripped. I'm sorry.

GRAVE DIGGER

Whatcha runnin' like a fool fer anyhow?

ALICE

They were chasing me.

The grave digger looks down the long grove... there is no one there.

GRAVE DIGGER

*Who?*

ALICE

The Workers of Kubikles.

GRAVE DIGGER

Ahh... you're not the first they've chased to the grave, I'll tell ya'!

He laughs hysterically.

ALICE

Listen, can you tell me where I am?

(CONTINUED)

GRAVE DIGGER

Sure. Yer in grave danger!

He starts laughing again, almost falling over.

ALICE

I don't have time for jokes.

GRAVE DIGGER

(suddenly menacing)

*Then perhaps you've got time for this;*

He tosses her his apple and begins to recite.

GRAVE DIGGER (CONT'D)

'Twas brillig and the idle child  
did jerk and fidget in his chair.  
All mimsy were his smarts 'n guile,  
his brain did zip but mulch his hair.  
"Beware the Jabberwock, my son;  
The jaws that beep & claws that whir!  
Beware its video eyes and shun  
the dreamlessness that can occur!"  
The child a joystick he did take.  
Long time the video game he fought,  
he stared himself into a daze  
until completely void of thought.

The grave digger gets closer to her, his eyes more intent.

GRAVE DIGGER (CONT'D)

And, as in uffish thought he sat,  
the Jabberwock with eyes of flame,  
came through the wires of the set &  
yanked the boy rite through his game.  
One two--One two-- through and through  
the vorpal gears went snicker-snack!  
The boy was dead and with his head,  
the Jabberwock came beeping back.

The grave digger gestures with his his shovel at the apple she's holding.

She looks down, only to find herself holding the shrunken head of some bloated, freckled child.

She SCREAMS and drops it. She looks up at the grave digger who now has an extra set of arms and antennae coming out of his hat which makes him look like a giant cockroach. He laughs once more, shaking his shovel at her.

Alice begins to quickly walk away.

GRAVE DIGGER (CONT'D)

You should return the way you came!  
Else you'll play the Jabber's game!

(CONTINUED)

Alice doesn't listen. She just starts running into the wood.

EXT. RACE/LIBRARY -- DAY

As Alice continues to run, she finds two carpets on either side of her, one red one blue. The trees on either side are now becoming replaced by large bookshelves crammed with oversized books. Alice follows the two carpets to their end and looks up.

Ten yards past is a podium with two trees on either side. Each tree has a large sign on it. The one on the left has a picture of TWEEDLEDEE on it with his name at the top. The one on the right has TWEEDLEDUM on it with his name at the top. Between the two trees hangs a banner that reads, "The Race For Office: We Promise We're Not The Same Person."

Alice just looks at the sign, confused, until two sets of SPEEDING FEET can be heard heading her way.

She turns to see Tweedledee and Tweedledum, both in suits, running at full speed towards her.

TWEEDLEDEE

Mark the winner!

TWEEDLEDUM

Mark the winner!

Alice cowers as not to get trampled as these two very fat men come barreling towards her.

TWEEDLEDUM (CONT'D)

Am I winning!

TWEEDLEDEE

Mark it! Mark it!

They simultaneously bolt past her and off their carpets, nearly plowing into their signs.

Alice looks over her hands at them.

They're both sweating profusely and panting, both bent over themselves in exhaustion.

TWEEDLEDEE (CONT'D)

Who won? Did I win?

TWEEDLEDUM

No I won? Didn't I?

TWEEDLEDEE

Let her talk! I won didn't I?

(CONTINUED)

TWEEDLEDUM  
 (to Tweedledee)  
 You know I won!

TWEEDLEDEE  
 Only if you cheated.

TWEEDLEDUM  
 I have never cheated--

TWEEDLEDEE  
 Ha!

TWEEDLEDUM  
 You cheated!

TWEEDLEDEE  
 I cheated? Why I'll beat your head  
 like an egg!

TWEEDLEDUM  
 I'd like to see you--

TWEEDLEDEE  
 Wait!

They look at Alice.

TWEEDLEDEE (CONT'D)  
 Who won?

ALICE  
 (pause)  
 I don't know.

They both throw up their arms in disgust.

TWEEDLEDEE  
 Spoons!

TWEEDLEDUM  
 Boloney!

TWEEDLEDEE  
 Now we have to race all over again.

TWEEDLEDUM  
 Can we at least wait until after  
 lunch?

ALICE  
 Why are you racing?

TWEEDLEDUM  
 Can't you see?

(CONTINUED)

TWEEDLEDEE

Isn't it obvious?

TWEEDLEDUM

We're running for office!

TWEEDLEDEE

It's a political race!

ALICE

Oh. But you seem to be exactly the same.

They look at each other nervously.

TWEEDLEDEE

No.

TWEEDLEDUM

Oh no. We're totally different. He's Tweedledee.

TWEEDLEDEE

And he's Tweedledum.

There is a moment of silence.

ALICE

That's it?

TWEEDLEDEE

Basically.

TWEEDLEDUM

And he runs on a red carpet and I run on a blue one. And we have different signs.

TWEEDLEDEE

(pointing to the podium)  
But we share the same platform.

They both laugh.

ALICE

So it really doesn't matter which one of you wins.

TWEEDLEDUM

No. Not really.

TWEEDLEDEE

Sometimes we rest and just make our suits run.

TWEEDLEDUM

But it always turns out to be a tie!

(CONTINUED)

They both laugh again.

ALICE

Aren't their more productive things  
to do with your time.

They stop laughing sharply, despondent looks striking their  
faces.

TWEEDLEDEE

It's all the Jabberwocky will let us  
do.

TWEEDLEDUM

Either this run a left shoe/right  
shoe shop.

ALICE

[How did I know...]  
(directly)

I need to get out of these woods. I  
need to get back into the city.

They look at each other.

TWEEDLEDEE

(indicating behind'  
him)

It's right behind this tree.

TWEEDLEDUM

And behind this one.

TWEEDLEDEE

You have to choose.

ALICE

Do they lead to the same place?

TWEEDLEDEE

Yes, but that's not the point.

TWEEDLEDUM

Perhaps we should debate the benefits  
of our respective trees for the young  
girl.

ALICE

Ugh.

She storms past Tweedledee and past his tree.

CUT TO:

EXT. DOWNTOWN -- DAY

An exhausted and aggravated Alice comes staggering out of the wood; except it's no longer the wood, it's a hedge and she's shrunken to around six inches tall.

The hedge stands in front of a courtyard for a large skyscraper which blends in to the rest of the enormous skyline.

We watch as the shrunken Alice looks around at her surroundings, realizing that she's tiny.

ALICE

What's happened? Am I... Oh no.  
I've been shrunk!

She looks all around, obviously overwhelmed.

ALICE (CONT'D)

Okay. This totally sucks.

She tries to jump up to see over the hedge.

ALICE (CONT'D)

Aaaggggh!

(totally frustrated)

I'm tired, I'm lost, I want to go home and now I'm short! It's one thing when everything changes around you, it's totally different when everything changes you...

She collapses and starts to cry, covering her head.

We hear a MUMBLE of equations and voice mail messages

CUT TO:

FULL SHOT DOWNTOWN (OVERHEAD) -- CONTINUOUS

From high above we can see this huddled girl sobbing in front of a hedge. The MUMBLING fades out and the solitary sound of CRYING fills our ears.

With an enormous CREAK OF STEEL we take an arcing zoom downward until we are only a few feet above her.

BACK TO SCENE

A huge glass face, belonging to the SKYSCRAPER behind Alice peers at her from above. Alice is back to normal size but doesn't notice, not to mention the enormous asymmetrical face that hovers above.

(CONTINUED)

SKYSCRAPER

(in a soft, warm voice)

Why are you crying?

Alice stops quickly. She slowly looks up.

ALICE'S POV; A gigantic face of steel and glass looks down at her. Two blinds drop and raise behind two open windows, like big eyes blinking.

SKYSCRAPER (CONT'D)

Why are you crying?

ALICE

I... I... Please don't hurt me.

SKYSCRAPER

Okay. Please don't cry.

ALICE

I... I'm...

SKYSCRAPER

Are you hurt?

ALICE

No...

SKYSCRAPER

Did you lose something?

ALICE

No.

SKYSCRAPER

Did you drop something heavy on your foot?

ALICE

No.

SKYSCRAPER

Then don't cry. Whatever it is, it'll be alright...

The Skyscraper stands back up with a tremendous CREAK and resumes its original position as a building. Alice stands up as well and looks at herself at normal size. [Whenever the skyscraper isn't speaking the mumbling continues.]

ALICE

Hey, I'm big again!

The skyscraper stands at ease in order to look at her; out of the seemingly uniform structure appears a total body complete with legs and arms, all with windows.

(CONTINUED)

SKYSCRAPER

You are?

ALICE

It looks like it.

SKYSCRAPER

Are you sure? You still look pretty small to me.

ALICE

Well you're huge... you're a...  
(looking at it)  
You're amazingly huge...

SKYSCRAPER

Really?

ALICE

(in awe)  
Uh-huh.

SKYSCRAPER

Thank you.

The mumbling resumes.

ALICE

Why are you mumbling?

SKYSCRAPER

I'm working.

ALICE

Working?

SKYSCRAPER

Sure. I'm a business. I have to stay busy.

ALICE

What business are you?

It puts its legs together and points to the sign above the revolving doors (feet). The sign reads, "JW & Associates City Planning"

SKYSCRAPER

What's *your* name?

ALICE

I'm Alice.

Suddenly its whole body bends over for it to get a better look at her.

(CONTINUED)

SKYSCRAPER

Alice? You're Alice!?

ALICE

Yeah... how does everybody know me here?

SKYSCRAPER

Why? I've watched you for years--

ALICE

You have?

SKYSCRAPER

I can't believe I didn't recognize you-- I suppose I expected you to be taller.

ALICE

Sorry to disappoint you.

SKYSCRAPER

Not in the least! If anything, I should apologize; I must look terrible, I haven't had my windows washed in weeks.

ALICE

You look fine.

SKYSCRAPER

The Queen didn't tell me you were coming.

ALICE

The Queen doesn't know I'm here.

SKYSCRAPER

What?

ALICE

I've been searching for the Palace all day... but I'm afraid I'm lost.

SKYSCRAPER

Well don't fret, Dear. You're lost in the right place.

It's enormous glass hand comes down, inviting her to step into it.

She looks at it, and then up at the Skyscraper.

ALICE

Don't you have an elevator?

(CONTINUED)

## SKYSCRAPER

Yes, but it tickles. Come on.

She steps onto the hand and is immediately swooped up into the sky.

Alice soars skyward past floor upon floor of offices. Most are empty, one has a JANITOR who waves cordially.

At about mid-chest the hand stops and comes to the ledge so Alice can step off. She does so, albeit warily.

The Skyscraper takes a finger and slides one of its windows open.

## SKYSCRAPER (CONT'D)

Go ahead. You're okay.

Alice carefully walks to the window and crawls in the window.

INT. OFFICE -- CONTINUOUS

Alice finds herself in a large office with stacks of televisions, computers and vcr's all connected by an intricate web of wiring.

The televisions all show different parts of Wonderland/Metroland-- one even shows the block that Alice first encountered, sure enough the loop is skipping. One shows the further development of the Tea Grove, everywhere Alice has been.

## ALICE

What is this place?

## SKYSCRAPER

The information center for the development of Metroland.

## ALICE

--Wait. You work for the Jabberwocky?

## SKYSCRAPER

Unfortunately. Building's don't get to choose tenants.

## ALICE

Can I find all of Wonderland on here.

The Skyscraper curls its head down so it can peer inside itself.

## SKYSCRAPER

Not just Wonderland.

Alice sees one television that shows her apartment building back home.

(CONTINUED)

It's exactly the same except traffic and all the pedestrians are frozen in time.

ALICE

That's... that's where I live.

SKYSCRAPER

It sure is.

ALICE

There's no... it's stopped.

SKYSCRAPER

Actually, it's just moving very slowly. It used to be children could visit Wonderland without losing any time. Things have changed since the Jabberwocky's planned to enter the real world.

ALICE

What? What do you mean, "enter the real world?"

SKYSCRAPER

See that big button that says "play?"

ALICE

Yes.

SKYSCRAPER

Press it.

Alice does and we...

CUT TO:

INDUSTRIAL FOOTAGE

The screen is filled with a grainy industrial film, written here;

EXT. ANOTHER WAY -- DAY

A camera passes over Another Way, bustling as it always does as a NARRATOR speaks in a stoic and suspicious tone.

NARRATOR

Welcome to Metroland. The newest city of the real world. What was once just a trifling dreamscape is now an active, productive and exciting member of your reality.

CUT TO:

EXT. DOWNTOWN -- CONTINUOUS

A still shot of the sun glaring off the downtown skyline.

NARRATOR

We have a thriving business section,  
centered around our main export;  
home entertainment products.

CUT TO:

INT. LOLLIPOP STICK SHOP -- CONTINUOUS

A ROLLY-POLLY WOMAN stares at the camera and waves with an expression similar to that of the Pen Cap Shop Owner. Behind her is a sign that reads, "Lollipop Stick Shop"

NARRATOR

As well as hundreds of small,  
privately owned specialty shops.

CUT TO:

SKETCH OF MALL.

A drawing of a huge eyesore of a building fills the screen. The few cars and people in the sketch look like ants against the enormity of the building.

NARRATOR

And coming soon, the Metroland Mall  
and Outlet Center...

CUT TO:

EXT. FOREST -- DAY

A still shot of the Workers of Kubikles, in hard hats, standing in front of the Mad Hatter's Tea Set, with the "Coming Soon" sign hanging behind them.

NARRATOR

With construction nearing completion,  
the Metroland Mall will signify the  
final stages of our city's re-  
development and we, Metroland, will  
finally be able to enter the real  
world.

The camera zooms in on the picture. In the background, amongst the trees, are several sets of eyes-- like those of the citizens of Wonderland in the beginning, all staring out in fear.

(CONTINUED)

ALICE (O.S.)  
 Enough. *Enough.*

CUT TO:

INT. OFFICE -- CONTINUOUS

Alice hits the button again and we are jerked back to the office where Alice still stands, visibly upset.

ALICE  
 If Wonderland enters the real world,  
 where will all the, all the  
 children... and daydreamers... where  
 will they go?

SKYSCRAPER  
 Without Wonderland, there is nowhere.  
 But without children and daydreamers,  
 there is no Wonderland.

ALICE  
 But I'm here.

SKYSCRAPER  
 Which is why you're so important.

ALICE  
 How soon before Wonderland enters  
 the real world?

SKYSCRAPER  
 As soon as the Mall is finished and  
 the woods are cleared.

ALICE  
 The woods are cleared?

The Skyscraper points at one of the screens. It shows the tree refuge ablaze in flames.

ALICE (CONT'D)  
 Oh God.

Her eyes reflect the destruction and in a single moment of realization, her resolve is quickly buttressed.

ALICE (CONT'D)  
 (pause)  
 Can you get me to the Queen?

SKYSCRAPER  
 Well... I'm not... I'm not really  
 supposed to... I could tell you where  
 to go.

(CONTINUED)

ALICE

I don't have time, and I keep getting lost.

SKYSCRAPER

Yes, but, but, I'm... I'll... I shouldn't--

ALICE

Wonderland needs my help. And considering you're the only one in this city who cares... I need yours.

It thinks.

SKYSCRAPER

You know, this might be the first time the building doesn't show up for work?

It straightens out and lays its hand out for Alice.

EXT. DOWNTOWN -- CONTINUOUS

Alice climbs out onto the hand once again.

SKYSCRAPER

Hang on.

With a an enormous CREAK the Skyscraper lifts its leg and steps into the street with an enormous SLAM!

SKYSCRAPER (CONT'D)

That's the problem with being this big. It's hard to tiptoe.

The Skyscraper takes another step, turns and begins to walk down the middle of the street only to stop suddenly.

Alice looks over the curled fingers... her face drops.

Standing in the street in front of them is the Jabberwocky surrounded by the Workers of Kubikles.

Its sharp metal teeth separate revealing a mouth full of wires and cords. Its fifteen foot tall frame tenses, its cellophane wings expand and the gears, levers and spare mechanical parts that make up its body start rotating at higher speeds. Across its chest is a large LCD screen that runs a series of disturbing images (car crashes, news reports, Mario Bros. etc.)

SKYSCRAPER (CONT'D)

Oh... Oh no...

ALICE

The Jabberwocky.

(CONTINUED)

As the Jabberwocky flashes its fangs and curls its claws, a SCREECHING INTERNET CONNECTION SIGNAL is released.

It suddenly leaps through the air at them, its claw cocked for attack.

The Skyscraper quickly closes its fingers over Alice, protecting her from the charge, but is unable to move out of the way...

The Jabberwocky flaps its wings, and with a CHORUS OF BEEPS AND WHIRS releases a flurry of slashes and jabs at the Skyscraper who can do no more but flinch and cower.

Glass and steel collide as the Skyscraper is struck several times.

The Skyscraper screams, and stumbles backwards.

The Jabberwocky lands and with a crackling, digital voice it speaks.

JABBERWOCKY

Give me the girl...

The Skyscraper falls to one knee; furniture and office supplies dropping out of its wounds.

It opens its hand, and Alice peeks out

JABBERWOCKY (CONT'D)

Give me Alice...

The Skyscraper hangs its head. Then looks back up.

SKYSCRAPER

No.

The Skyscraper gently sets Alice back down on the ground and nudges her towards the side.

ALICE

(to the Skyscraper)

No. Don't do this. Please.

SKYSCRAPER

It's alright. It's only glass.

The Workers of Kubikles make a move towards Alice, but the Skyscraper stops them short.

SKYSCRAPER (CONT'D)

One more step and you're squished.

But the Jabberwocky, (not one for mincing words) attacks again. The Skyscraper is able to protect itself a little better but the Jabberwocky still gets several shots in.

(CONTINUED)

The Skyscraper swings its enormous arm and is able to knock the Jabberwocky back several yards.

But the Jabber immediately retaliates, extending its arms and sending hundreds of volts of electricity into the body of the Skyscraper.

The Skyscraper jiggles from the shock and is sent careening backwards.

It CRASHES into the street, cracking the pavement. It lays lifeless.

ALICE

NO!!

Alice runs to it, but is cut short by the Workers of Kubikles who surround her on every side.

Alice looks around, there's no way out.

The Jabberwocky comes gliding over the group and lands in the center of the circle, facing Alice.

It retracts its enormous wings and begins to walk towards her, flaring its rubber tire lips.

ALICE (CONT'D)

Please... please don't...

The screen on its chest shows a fly trapped inside a Venus Fly Trap, ineffectually trying to escape.

JABBERWOCKY

You are not welcome...

ALICE

I... I didn't mean to...

JABBERWOCKY

You will be removed...

It cocks its claw once more.

Alice flinches but suddenly two glass fingers grab her by the shirt and yank her into the air.

The Skyscraper jumps back on to its feet and quickly puts Alice into one of the windows that makes up its eyes.

The Jabberwocky snarls but before it can attack the Skyscraper jumps into the sky.

The Workers of Kubikles look up in disbelief, their heads arcing as they follow the Skyscrapers path.

(CONTINUED)

Three blocks away the Skyscraper suddenly lands and immediately starts running, its stride so large it couldn't possibly be caught.

The Workers stand around, dumbfounded.

The Jabberwocky SCREAMS and flaps its wings in fury.

JABBERWOCKY (CONT'D)

When we take the Palace, the girl is mine...

INT. SKYSCRAPER'S EYE -- MOMENTS LATER

Alice looks out from the Skyscraper's eyes as the city goes flying by, blocks pass in mere seconds and the ground is hundreds of feet below.

Surprisingly enough, the Skyscraper is very careful not to crush anything.

ALICE

Are they chasing us?

SKYSCRAPER

You tell me.

The Skyscraper turns its head, nearly sending Alice to the floor.

She looks, no one is behind them.

ALICE

Looks like were okay.

The Skyscraper turns back around and has to stop suddenly as it almost steps into a busy intersection.

Alice almost goes flying out the window.

ALICE (CONT'D)

Woah...

The Skyscraper once again puts its hand out and Alice climbs on.

EXT. SKY -- CONTINUOUS

Alice looks back at her new friend.

ALICE

Wow. I didn't know buildings were so fast.

SKYSCRAPER

Believe me, neither did I.

(CONTINUED)

ALICE

Thank you.

SKYSCRAPER

(heart-felt)

Of course.

(pause)

Although I think we might have a bit of a problem.

ALICE

What is it?

SKYSCRAPER

(looking towards its feet)

I think I'm causing a traffic jam. We need to get to the Palace, where we'll be safe.

ALICE

How far is it from here?

The Skyscraper points in the distance.

Through the myst Alice can see a large, golden structure a few miles away, on the other side of a strip of forest.

ALICE (CONT'D)

Wow...

(pause)

Can I ride inside your eye again.

SKYSCRAPER

Sure. Just don't play with anything in there. I might sneeze you out.

We return to the Palace, glowing in the distance like a beacon.

DISSOLVE

TO:

EXT. EDGE OF METROLAND -- LATER

The buildings of Metroland come to an abrupt stop and are immediately replaced with the large trees of the forest.

A dirt path lined with borders (similar to those found on the back of a playing card) weaves through the forest.

The path outlines the shore of a crisp sea which laps against the land in peaceful waves.

We can hear the faint sound of RANDOM HOLLERING.

(CONTINUED)

It is quickly drowned out by the SNAPPING OF TWIGS and CRUNCHING OF LEAVES.

Sliding between trees is the Skyscraper, walking amongst the trees as if they were its peers at a gathering.

It comes to a stop as it reaches the path.

SKYSCRAPER

This leads straight to the Palace.  
We're close.

ALICE

Wow. It's so beautiful here.

SKYSCRAPER

Once upon a time, everywhere in  
Wonderland looked like this.

ALICE

Maybe it will again.

SKYSCRAPER

Maybe.

They pause, the HOLLERING comes closer.

ALICE

Do you hear that?

SKYSCRAPER

What is it?

From out of the trees comes running the Mad Hatter hanging on to his hat.

ALICE

It's the Hatter!  
(calling out the window)  
Hatter! Hatter!

The Mad Hatter comes sprinting around a tree and straight into the leg of the Skyscraper.

MAD HATTER

Aaaaah!

SKYSCRAPER

Ouch.

MAD HATTER

Aaah! You... You're-- Aaaaah!

ALICE

Hatter! Hatter! It's alright.

(CONTINUED)

The Mad Hatter stops abruptly and looks everywhere but up for her.

MAD HATTER

Alice?

ALICE

Yes!

MAD HATTER

Are you invisible or did you just walk through a looking glass?

He looks under his shoes for her.

ALICE

I'm in the Skyscraper.

The Mad Hatter looks up as the Skyscraper brings down its hand, with Alice on it. She steps off, much to the shock of the Hatter.

MAD HATTER

Alice... I don't want to alarm you but the building you're in just talked to me.

ALICE

I know.

MAD HATTER

I think it's-- *you know?*

ALICE

Sure. Don't worry. He's a friend. He's taking me to the Palace.

The Skyscraper drops down so it can look the Mad Hatter in the eye.

MAD HATTER

It is? But it's...  
(to the Skyscraper)  
Is that so?

SKYSCRAPER

Yes.

The Mad Hatter tips his hat forward and begins to pace in an official manner.

MAD HATTER

(to the Skyscraper)  
Is your allegiance with the Queen or the Jabberwock?

(CONTINUED)

SKYSCRAPER

My allegiance is with Alice.

MAD HATTER

Do you like your tea with cream or a goat has fingers?

SKYSCRAPER

Tea with cream, I suppose.

MAD HATTER

At what time does the number 8 train leave for Lemon Square?

SKYSCRAPER

There is no train to Lemon Square. Lemon Square is a dessert.

MAD HATTER

And quite tasty I might add!  
(to Alice)  
Alright, he checks out.

ALICE

(facetiously)  
Thanks.

MAD HATTER

I'm so glad I found you-- The refuge has been destroyed.

ALICE

I know.

MAD HATTER

The Workers of-- You know?

ALICE

Yes. Is everyone alright?

MAD HATTER

Yes. Unfortunately, time has not only begun to move but now it's running out. The March Hare overheard the Workers of Kubikles talking; they're planning an attack on the Palace. The Jabberwocky plans on removing the Queen for good.

ALICE

I think he plans on removing me for good too.

MAD HATTER

He knows you're here?

(CONTINUED)

ALICE

We had... an encounter.

MAD HATTER

Are you alright?

ALICE

I'm fine but...

She looks up at the Skyscraper who shows its wounds.

MAD HATTER

Oh my. Oh my. This is grim. We must get you to the Palace directly.

(to the Skyscraper)

You should dress those wounds with leaves and branches... it's good for them. It might keep you from standing out so much as well.

SKYSCRAPER

That's a good idea.

MAD HATTER

It is? Oh dear. Something must be terribly wrong. Perhaps my hat's on too tight.

He checks his enormous hat.

EXT. CHESS MEADOW -- LATER

Over a lush green hill comes the top of the Skyscraper, accompanied by the THUD of its tremendous steps.

It reaches the apex of the hill and stops, it's big metal mouth agape.

He sets the Hatter and Alice down on the ground, their reaction much the same.

MAD HATTER

My oh my. I dare say I haven't seen this wonder in years.

ALICE

In years? I've never seen anything like this my entire life.

What they speak of is the Palace of Cards. An enormous castle made of golden stones with the same playing card trimming as their path. The Palace of Cards is gorgeous, to say the least; a proud flag (in four sections, one per suit) rippling in the wind above its highest tower.

(CONTINUED)

In the foreground is a large meadow, its grass cut in a checkerboard, with large topiary hedges on certain squares indicating a former chess game.

As our three travelers make their way over the hill and through the chess game it becomes apparent that the pieces are all representations of citizens of Wonderland; the March Hare, Tweedledee and Tweedledum, even one of the Mad Hatter, which the Mad Hatter looks at proudly.

Alice stands face to face with the representation of the Queen; a large, nasty looking woman who, in this pose, is barking orders across the chessboard.

ALICE (CONT'D)

I can't say I'm too anxious to meet this woman.

At the end of Chess Meadow is a pathway of 52 gold slabs all sculpted into the shape of various playing cards, lined with large poplar trees. Alice and the Hatter begin the final stretch to the Palace, soon joined by the Skyscraper.

EXT. DOOR TO THE PALACE -- MOMENTS LATER

Two NINES (the nine of spades and nine of clubs, specifically) wait on either side of the oversized wooden door into the Palace. As Alice and the Hatter reach the door, the Nines drop their spears in a criss-cross over the front of the door.

NINE 1

State your hobby!

ALICE

(perplexed)

Uh... don't you mean, "State your business?"

NINE 2

This is the Palace of Cards, little girl, we have no care for business.

NINE 1

State your hobby!

ALICE

Oh, well...

MAD HATTER

I like to make little people out of twigs and rubber bands and then make them go out on blind dates with each other.

NINE 2

Hmmnn...

(CONTINUED)

## SKYSCRAPER

Sometimes I stop my revolving doors  
so everyone smacks into the person  
in front of them.

NINE 1

Ah-ha.

All eyes are on Alice.

ALICE

I... I don't...

(pause)

I don't think I have a hobby.

All four gasp.

NINE 1

Well...

NINE 2

Well, well.

NINE 1

You can't enter the Palace of Cards  
until you have a hobby to state.

NINE 2'

(to the Skyscraper)

And you can't enter the Palace of  
Cards as we have strict rules against  
buildings in our buildings.

NINE 1

(to the Mad Hatter)

And you can't enter the Palace of  
Cards because... well... you're just  
too weird.

NINE 2

So all of you have to go away!

ALICE

But you have to let me in.

NINE 1

Not without a hobby.

ALICE

But I have to see the Queen.

NINE 1

Of course you do.

NINE 2

Unfortunately, the Queen does not  
have to see you.

(CONTINUED)

ALICE

I'm Alice--

The Nines look at each other, then burst into laughter.

NINE 2

You're Alice!!

NINE 1

She's... she's... oh that's rich.

Alice grows irritated.

ALICE

I have very serious matters to discuss with the Queen.

They just keep bellowing.

NINE 1

She has... ooooh... "serious matters".

NINE 2

Oh you silly girl. Don't you understand?

ALICE

No.

They suddenly stop laughing.

NINE 2

The Queen has enough serious matters of her own.

NINE 1

She has requested no more be brought to her.

NINE 2

So however serious your matters, what matters is that you're not serious.

NINE 1

*State your hobby, girlie, or be gone with you!*

Alice, really annoyed, grabs them both by their collars.

ALICE

First of all, you one digit dimwits, my name is *Alice*, not "girlie," or "little girl"... Secondly, I'm on a quest from the *real world* to see the Queen and save your giggling butts

(MORE)

(CONTINUED)

ALICE (CONT'D)  
 from being dealt a dreadful hand...  
 Thirdly, although I have no hobby to  
 speak of, I love card tricks...

The Nines' faces wash with fear.

ALICE (CONT'D)  
 And I'll have no problem making either  
 one of you disappear. Now *announce*  
*me to the Queen* or find me a face  
 card that can.

She let's the quivering Nines go. They nervously adjust  
 themselves.

NINE 1  
 We'll... we'll...

NINE 2  
 We'll be right back.

They open a smaller door inside the larger door and dash  
 into the Palace.

Alice looks back at the Mad Hatter and the Skyscraper who  
 stare at her in shock.

SKYSCRAPER  
 Wow, Alice...

MAD HATTER  
 I'll say; you nearly scared their  
 numbers off.

ALICE  
 After years of dealing with cab  
 drivers... that was nothing.

The Skyscraper and Mad Hatter look at each other and nod in  
 faux agreement.

There is the sound of several locks unlatching... and then  
 several more.

The two Nines peek their heads out, still shaken up.

NINE 1  
 The Queen will see you shortly...

NINE 2  
 Please don't hurt us.

ALICE  
 I promise.

(CONTINUED)

## NINE 1

Unfortunately, your friends will have to wait outside.

Alice looks back at her compatriots who immediately begin to straighten her shirt and wipe the smudge from her face like two mothers.

ALICE

What do I say?

MAD HATTER

Tell her who you are.

SKYSCRAPER

Tell her what you've seen.

MAD HATTER

Tell her why you're here. Avoid using phrases like "dimwit".

SKYSCRAPER

You can do it Alice. I know you can.

ALICE

I don't know...

SKYSCRAPER

I've watched you for years, Alice. Trust me, you can do anything.

It chucks her chin turns her around and nudges her towards the door.

Right before she enters, she turns back around.

ALICE

Will you two be alright?

MAD HATTER

Of course. I'll pass the time with a little song.

A horrified look strikes the Skyscrapers face.

Alice enters the Palace the door SLAMMING behind her.

INT. PALACE OF CARDS (FOYER) -- CONTINUOUS

Despite the glorious exterior, the inside of the Palace is decrepit, dark and dreary. The red velvet carpet is old and dusty. The stained glass windows are broken and only a few of the lanterns in the foyer are working.

Alice, escorted by the Nines, walks up the hallway straight ahead.

## INT. MAIN HALL -- CONTINUOUS

They enter the Main Hall which looks very much the same; it's as if the very spirit of the building has been ripped out of it.

ALICE

This... this place is...

They lead Alice up the cobwebbed staircase. As Alice grabs onto the banister a chunk comes off in her hand. It's obviously been eaten away by termites.

ALICE (CONT'D)

No offense, but you'd think the Queens Palace would be a bit better maintained.

NINE 1

It's maintained as best as it can be, all things considered.

ALICE

Isn't there some sort of Royal Super, or something.

NINE 2

It's only us.

ALICE

Only you?

NINE 1

Yes, us two and the Queen.

ALICE

Just the three of you? But, but... where has everyone gone?

NINE 1

You can't tell anyone, please.

NINE 2

If the Jabberwocky knew how weak the Palace was, he'd destroy us.

ALICE

I'm so sorry. I... What's happened here. In Wonderland. It's... it's just crazy.

NINE 2

Quite. And we're playing without a full deck.

All three continue up the stairs, somberly.

INT. SUN ROOM -- MOMENTS LATER

The two Nines lead her into a large sun room, filled with dead rose bushes and weeds. The sun shines through the frosted glass walls, illuminating the room.

NINE 1

You may wait here for the Queen.

NINE 2

She'll join you presently.

NINE 1

Feel free to weed if you like.

They leave her.

Alice, a little nervous, meanders about the room. She looks at the numerous dead plants some of which fall apart in her hand as she touches them.

It is obvious that once, all of these flowers were in full bloom and radiantly alive. Time and lack of care have rendered them dry and spiritless.

Alice looks at one particular rose bush, whose desiccated bloom still hangs delicately from the branch. Alice looks a bit too close and pricks her finger on its thorn.

ALICE

Ouch.

Suddenly a voice comes from the corner of the room.

VOICE (O.S.)

Careful. The flower is dead, but the thorn is still hungry.

Alice nearly jumps out of her skin. She looks to the corner.

In a large wicker chair in a small rest area of the room sits a woman in her middle ages, with long light blonde hair, an old blue dress with a white apron, stockings, black patent-leather shoes and a small tiara.

ALICE

I... I didn't see you.

The woman rises from her chair and approaches Alice. She seems very tired, and very weak.

QUEEN

It's a pleasure to meet you.

She curtseys

Alice kind of curtseys back.

(CONTINUED)

QUEEN (CONT'D)

I'm Alice. The Queen.

With those words, it becomes perfectly clear that she is, in fact, the young girl from Lewis Carrol's original stories.

ALICE

You're, why you're... but...

QUEEN

Speak up dear.

ALICE

I thought. I was expecting someone else, I suppose.

QUEEN

The Queen of Hearts, yes. She passed away quite some time ago I'm afraid.

ALICE

But you're... you're Alice.

QUEEN

As are you.

ALICE

Yeah. No wonder everyone kept freaking out when I told them my name.

They stare at each other for a few moments, then the Queen embraces her.

QUEEN

Thank heavens for you, my child.  
Thank heavens. I thought we would never be visited again.

(pause. teary)

What a shame you're too late.

ALICE

Too late?

QUEEN

The Jabberwocky is too strong and we... we are but a brittle few.

ALICE

No. No we--

QUEEN

The Jabberwocky and his Workers will storm the Palace upon the break of the next dawn. We have no way of defending ourselves.

(CONTINUED)

ALICE

That's not true. The citizens of Wonderland are waiting for you to lead them.

QUEEN

I can't... Not anymore. I am old. And tired.

ALICE

And their Queen.

QUEEN

I am no more the Queen than you, my dear.

(pause)

I was once of the real world. A long time ago; before the real world turned itself into a machine. When the mettle of men was fixed in wit and wisdom, not avarice and ambition. Before traffic... and industry... and clothing made in laboratories. When people seldom drove, let alone drove-thru.

(pause)

When the century turned, and I saw children sent to factories, and children sent to war, and children sent to death... I took asylum here. But to my dismay, the children never returned; not from war, not from the factories, not from the conveniences of modern life... and when the century was said and done, despite what age might indicate, there wasn't a single child left.

(pause)

Without children, Wonderland is no more than an empty forest of silly characters. Wonderland is nothing. So I have nothing to rule. So I am not much of a Queen.

(pause)

And if I am not the Queen, I am, once again, only me.

Alice takes a breath and looks at the Queen with a stern eye.

ALICE

You are very much more than "only you."

(pause)

You are what you imagine yourself to be.

(MORE)

(CONTINUED)

ALICE (CONT'D)

And what you see is what you choose to see. And where you are is where decide to find yourself. And the only difference between Wonderland and everywhere else, is just a little bit of hope.

They stare at each other.

ALICE (CONT'D)

I'm taking the Hatter, the Skyscraper and anyone else that wants to join us, and at the break of the next dawn, I'm going to show the Jabberwocky exactly whose land he's in. You can hide in this Palace and admit defeat and deny that you're the ruler of Wonderland all you want... but you will always be Alice.

Alice exits, leaving the Queen to stand mystified by what she's heard.

EXT. GARDEN -- MOMENTS LATER

Alice sits on a cracked marble bench in the Palace Garden. Much like the rest of the Palace, it is poorly maintained. The hedges have lost their shape and the grass is brown if not bald.

It is surrounded on all sides by a fifteen-foot hedge keeping it quite private... unless you're a Skyscraper. It walks up at the hedge and peers in at Alice. On the other side of the hedge we can here the sound of discordant SINGING.

SKYSCRAPER

Alice?

She looks up gloomily.

ALICE

Hi.

SKYSCRAPER

Did you speak with the Queen?

ALICE

Yeah... I... It didn't work out so well.

(pause)

I failed.

SKYSCRAPER

Oh. Did you call her a dimwit?

(CONTINUED)

ALICE  
I didn't have to.

SKYSCRAPER  
Oh. Geez.

ALICE  
How are you two holding up?

The Skyscraper looks down to where the singing is emanating.

SKYSCRAPER  
(a pained look)  
Mmnn... well.

ALICE  
Alright. Maybe we should go.

SKYSCRAPER  
What will we tell everyone?

ALICE  
I guess I'll just have to lie, and  
say the Queen gives her full support.

She is quickly interrupted.

QUEEN (O.S.)  
Don't lie, dear. It's unbecoming of  
a girl your age.

They turn and look.

There stands the Queen, with both Nines. Her tiara is gone  
and she looks even more like the young girl from the old  
story.

QUEEN (CONT'D)  
The Queen shall give her full support  
*in person.*

She looks straight at Alice.

QUEEN (CONT'D)  
Hope is a powerful thing. Often, it  
is the most powerful thing.

Alice smiles.

SKYSCRAPER  
Oh. Oh. Your... Your Highness. A  
pleasure.

The Skyscraper kneels with a huge BOOM that shakes the ground.

QUEEN  
Oh my...

(CONTINUED)

## SKYSCRAPER

I've never made the acquaintance of royalty before.

## QUEEN

Well I can certainly say I've never made the acquaintance of architecture before.

The SINGING stops.

## MAD HATTER (O.S.)

(from behind the hedge)  
*Is it the Queen!?*

## SKYSCRAPER

Yes.

## MAD HATTER

I wanna see her! I wanna see her!

The Skyscraper shakes his head, picks the Hatter up and puts him over the hedge so he's face to face with the Queen.

They smile at each other.

## ALICE

Hello, old friend.

## MAD HATTER

Hello.

They give each other a hug.

## QUEEN

There's something I've been meaning to ask you.

## MAD HATTER

Yes?

## QUEEN

Why is a raven like a writing desk?

The Mad Hatter laughs.

## MAD HATTER

Because one squawks and one squeaks, but like a good riddle, they both go unanswered.

They both laugh. Alice just looks at the Skyscraper and both shrug.

## QUEEN

The sun is beginning to set.

(MORE)

(CONTINUED)

## QUEEN (CONT'D)

We'll have plenty of time to catch up once we save Wonderland. Let us to the Hall of Doors.

The Queen leads them all towards one of the hedges and just as she's about to walk straight into it a door opens up leading into a maze.

## EXT. HEDGE MAZE -- CONTINUOUS

The Queen, Alice, the Hatter and both Nines stand at an impasse; the maze extends in both directions and the Queen looks both ways unassured.

## QUEEN

If I... remember correctly... it's three lefts make a right but two wrongs... no that's something else.

The Skyscraper clears his throat and they look up. Obviously, he's so tall he can see the proper path plainly.

## SKYSCRAPER

Uh... all due respect, Your Majesty but... go right.

## QUEEN

Ah yes.

They do.

FADE OUT:

## BLANK SCREEN

The following appears on the screen;

"Listen-- there's a hell of a good universe next door, let's go..." e.e. cummings.

## EXT. HEDGE MAZE -- MOMENTS LATER

The Queen leads her group to the end of the maze where a sheet of paper is crudely taped to a stone wall.

## QUEEN

Here we are.

She rips the paper from the wall revealing a tiny door.

Alice looks at the sheet of paper; on the side that was facing the door is a picture of a beautiful garden, the same one she saw when she peered through this very door.

The Queen opens the door and all of them peer inside... it is much too small for them to fit through.

(CONTINUED)

QUEEN (CONT'D)

Well... this poses a bit of a  
conundrum doesn't it.

They all think.

ALICE

I've got it.

(to the Skyscraper)

Do you have any broken glass in you?

SKYSCRAPER

Let me see.

He gently feels around in one of his wounds for a few seconds,  
then pulls out a piece of glass which he presents to Alice.

Alice looks into it, and sees her reflection.

ALICE

It's not quite a looking glass, but  
it should work.

She rests it against the hedge opposite the open doorway.

ALICE (CONT'D)

Will each take turns walking through.  
Just make sure you find yourself in  
the Hall of Doors first or else we'll  
have some *major* problems.

The first to go are the Nines whom we watch find their  
reflections standing in front of the doorway. They walk  
into the glass and surprisingly stay the same height, until  
they no longer exist but in the reflection. They then pass  
through the door.

Next is the Hatter, then the Queen, then Alice, who stops  
short.

ALICE (CONT'D)

Wait...

She looks up at the Skyscraper who couldn't possibly walk  
through the glass.

ALICE (CONT'D)

You won't... Oh no... how will you?

SKYSCRAPER

It's alright.

ALICE

But I can't leave you here.

SKYSCRAPER

You have to.

(CONTINUED)

ALICE

What if--

SKYSCRAPER

I'll be fine. You'll see me at the break of the next dawn. I promise.

ALICE

(pause)

Thank you. Thank you so much.

It reaches down and strokes her face.

SKYSCRAPER

It was as much for me as for you, my dear.

ALICE

Why... If, I mean... you're a business, you work for the Jabberwocky, why are you helping us?

The Skyscraper pauses, a tear forming in it's windows.

SKYSCRAPER

I used to be a tree.

It lifts one of its metal feet and shows Alice its bottom. Sure enough, there are roots coming out of it.

Both are about to cry.

SKYSCRAPER (CONT'D)

Go on. Before I spring a leak.

She squeezes one of his fingers and steps into the piece of glass.

INT. HALL OF DOORS -- CONTINUOUS

One of the Nines has already returned to normal size as all four help Alice through.

The Hall of Doors is exactly the how Alice left it. The other Nine pops up back to other size (they all do eventually, in order of who shrunk first, throughout the scene).

ALICE

Hatter, where have the citizens fled to?

MAD HATTER

There's a new camp just West of the Pool of Tears.

ALICE

How far of a walk is that?

(CONTINUED)

QUEEN

Walk? Oh no dear.

The Queen opens one of the doors on the far end of the Hall revealing a channel of rushing water.

ALICE

Woah. What is that?

QUEEN

Ever hear of the expression, "cry me a river?"

ALICE

Sure.

QUEEN

Well, that's quite exactly what we've done.

ALICE

These are all the tears of Wonderland?

QUEEN

A very nice place to be sad, actually. Although we don't recommend wallowing in it for too long. Come on, we haven't much time.

The Queen gathers all of them at the door.

EXT. RIVER OF TEARS -- CONTINUOUS

Alice looks at the water under her feet which speeds along at a frighteningly rapid pace.

QUEEN

Are we ready?

ALICE

(to the Queen)

Are you sure about this?

QUEEN

Not exactly.

MAD HATTER

(obviously scared)

Do we have enough time for me to build a schooner and hire a crew?

QUEEN

No.

MAD HATTER

Drats.

(CONTINUED)

QUEEN

You may count us off though, if you wish.

MAD HATTER

Sure. Okay. On the count of 36.  
One... two... three... four... five...

QUEEN

*Hatter.*

MAD HATTER

On the count of 107 *by primes?*

QUEEN

(sternly)

No. One. Two.

She pushes the Hatter into the water and jumps in after him. He immediately begins to SCREAM unmercifully. Both Alice and the Nines jump in after them. They are all immediately swept away by the current.

A few yards and the river suddenly curves to the left, jerking all five with it. Then to the right. Then to the left. Then spinning around. This is way cooler than any water ride Alice's been on before.

They head straight towards a fallen tree, one at a time.

The Hatter first who ducks quick enough to save his head, but not his hat.

The Queen ducks safely.

Alice not only ducks but is able to grab the hatter's hat.

Then both Nines.

MAD HATTER

Oh God! Oh Heaven's No!

QUEEN

Hatter, are you hurt?

MAD HATTER

No. There's a salmon up my pants!

All four laugh as the Hatter wriggles around like, well, a mad-man.

Finally the water calms down and the Hatter is able to get his fishy friend out of his trousers. All five find themselves drifting slowly down the river. Alice is able to return the Hatter is hat.

(CONTINUED)

MAD HATTER (CONT'D)

I'm covered in scales.

ALICE

Well, It might help your singing.

He puts his hat on, nonplussed.

ALICE (CONT'D)

(to the Queen)

This isn't nearly as bad as I thought.

The Queen smiles.

QUEEN

What did you expect?

ALICE

I don't know. I giant waterfall or someth--

There is a sudden SCREAM as one of the Nine's drops off an invisible edge. Then the other Nine.

MAD HATTER

What happened to the-- AAAAAAH!

Then the Hatter.

ALICE

Ohhhhhh boy...

QUEEN

Take my hand, dear.

Alice does just as the two reach the edge.

EXT. POOL OF TEARS -- CONTINUOUS

From below we see the Queen and Alice, hand in hand, drop off the top of a huge waterfall into a pool of shiny blue water.

They both YELL as they plunge into the depths of the pool.

Under the water, they look at each other with matching grins.

With a splash they surface simultaneously.

Alice can see the citizens of Wonderland helping the Nines and the Hatter onto the shore (as best they can; most are in slings and bandages)... until Bill spots her.

BILL

Alice! It's Alice!

(CONTINUED)

DODO

And the Queen!

Everyone nearly tramples over the Hatter to get to Alice and The Queen who step onto the shore to a dozen handshakes and hugs.

The Eaglet makes sure to give Alice a special handshake.

EAGLET

I knew you could do it.

They cover them with blankets and escort them into their meager camp.

EAGLET (CONT'D)

To Alice! To the Queen!

The Mad Hatter cries out "hip hip" and everyone else again yells a random word, "xylophone, telegram, George," etc.

EXT. CAMPFIRE -- EVENING

All of the citizens sit huddled around a CRACKLING campfire with their heads in their hands as The Eaglet, Queen and Alice sit, reviewing the maps.

EAGLET

We can assume the Jabberwocky will lead his workers to the Palace by way of this main thoroughfare. Unfortunately, we don't know which one it is.

ALICE

It's Another Way.

COOK

Eh? Another what?

ALICE

Another Way. I was there just today.

QUEEN

What are our chances of stopping them there?

ALICE

It's tough... There's heavy traffic and the Workers of Kubikles seem to have a lot of power there. It's lined with maybe a hundred small stores being run by people all under the power of the Jabberwocky.

(CONTINUED)

EAGLET

That's another hundred people on top  
of the Worker's of Kubikles we'll  
have to deal with.

BILL

Is anybody else scared to deal with  
the Workers of Kubikles.

GRYPHON

Have to, we do, Bill.

MAD HATTER

Do we?

BILL

But, but what if... what if they...  
there's few of us as it is.

DODO

Here Here!

MAD HATTER

Seems a waste to move from endangered  
to extinct.

COOK

I'd rather fight than keep runnin'!

MAD HATTER

Not me. I'm in favor of running.

QUEEN

Are you not fully prepared to fight.

MAD HATTER

Your Majesty, after taking refuge  
with these folks for as long as I  
have, I can say with perfect frankness  
that we are *completely unprepared to  
fight.*

Alice looks down at the Eaglet's plans which, amongst other  
things, has "the Workers of Kubikles" written as the "Workers  
of Cubicles".

ALICE

Workers of Cubicles.

QUEEN

What dear?

ALICE

They're the workers of *cubicles.*  
Not Kubikles.

(CONTINUED)

BILL

But, but, but how are we going to fight them.

HARE

Quite an excellent point. We have no weapons or shields or anything.

MAD HATTER

Let's build a catapult.

Everyone yells "yeah!" (No one notices that Alice is talking to herself and writing madly on the maps).

QUEEN

What will we catapult?

MAD HATTER

Oh. Well. You don't think they'll just be scared by the catapult?

COOK

Do we get uniforms?

BILL

Blue uniforms.

QUEEN

No uniforms.

MAD HATTER

I'd actually like a green uniform if possible. With orange stripes.

QUEEN

No uniforms.

DODO

And badges! Lots of badges!

MAD HATTER

Oooh... let's ride horses!

EAGLET

How on earth am I supposed to ride a horse?

MAD HATTER

Oh. Okay. Let's ride the Eaglet!

ALICE

Cubicles. Loops. No-Way Streets. It's as if the entire city is built on form.

ALICE

"Beware the Jabberwock my son, the jaws that beep & claws that whir beware its video eyes and shun the dreamlessness that can occur!"

(CONTINUED)

ALICE  
That's it!

QUEEN  
Enough with uniforms  
and badges and riding  
each other! We have  
no time for nonsense!

ALICE  
That's it! Nonsense!

They all stop and look at her quizzically.

ALICE (CONT'D)  
We'll fight a war of nonsense.

EAGLET  
Sounds curiously like every other  
war to me.

ALICE  
It's the one thing the Jabberwocky  
can't fight. A war without form.  
Without weapons. Without strategy.  
The less control they have over us...  
then, well, the less control they  
have over us.

They look at her dumbfounded.

MAD HATTER  
That's the silliest idea I've ever  
heard of.

QUEEN  
Yes. It's perfect.

They all smile at Alice who smiles back.

DODO  
Do we still get uniforms?

CUT TO:

EXT. CITIZEN'S CAMP -- NIGHT

The Mad Hatter practices his singing which seems to get worse  
and worse with every note.

A group of three or four citizens play charades. Except,  
instead of following "the rules", the person in the middle  
(the Gryphon) does nothing and everyone yells out phrases,  
names and things until someone yells out "Abacus!"

(CONTINUED)

## GRYPHON

Like that one, I do. Yes. An abacus  
I am.

He exits the center and Bill steps in. He just stands there until they all start yelling, "You're Bill," at him!

The Queen comes out of her tent and looks at everyone preparing.

She passes by the March Hare doing a puppet show between both of his ears and smiles.

She continues to walk to the shore of the Pool of Tears where Alice is sitting.

EXT. SHORE -- CONTINUOUS

Alice sits with her arms around her knees staring up at the starry sky. The Queen comes up from behind her.

## QUEEN

Wonderland has one of the prettiest  
night skies I've ever seen.

## ALICE

Yeah...

The Queen takes a seat next to her.

## QUEEN

It seems everyone has taken quite  
nicely to your idea.

## ALICE

Good. I hope it works.

## QUEEN

Not works. Plays.

She smiles at Alice.

## QUEEN (CONT'D)

(pause)

You're ready to go home, aren't you?

## ALICE

(pause)

Yeah... Don't get me wrong... it's  
been quite an adventure here. But I  
don't belong here. I belong back in  
the real world.

(pause)

Do you ever think about going back?

(CONTINUED)

QUEEN

I've been gone for so long now, I hardly know how I'd manage. I can't even imagine what the real world must be like these days.

ALICE

It's a lot like Metroland actually. We have cubicle workers, and skyscrapers and busy streets... but once in awhile, like on the subway, when the trains stopped, and no one's moving, and everyone's late, sometimes someone will say something, or look at you, and you know... "well, at least we're all in this together." Times like that... the real world doesn't seem so bad.

QUEEN

(pause)

You know... you will always be welcome in Wonderland as long as I am Queen.

ALICE

Thanks.

QUEEN

And there's no rule saying you can't take a little piece of Wonderland back to the real world.

(pause)

Hope makes for quite a wonderful souvenir.

The Queen takes Alice by the face and kisses her gently on the forehead.

The citizens of Wonderland continue their nonsense in the background amidst the glow of an orange fire which will...

DISSOLVE  
TO:

EXT. METROLAND -- MORNING

The sun has just peeked over the horizon, its rays bouncing off the glass of Metroland's buildings.

EXT. ANOTHER WAY -- CONTINUOUS

The shopkeepers all come out of their stores and lift the metal garage doors from their windows in unison, as the giant signs begin to flicker on. The Jumbotron reads, "Prepare Yourselves. The Break of The Next Dawn Is Here."

(CONTINUED)

There are few cars, and few pedestrians. Obviously Another Way has yet to hit the full swing of its day.

From the direction of downtown, down the middle of the street, come the Workers of Kubikles... although there are more now than there ever seemed to be before.

They walk forward without distraction, like an army of suits.

The shopkeepers stop what they're doing and begin to watch the Workers.

SHOPKEEPER 1

(sotto)

What's going on?

SHOPKEEPER 2

They're taking over the Palace this morning.

Out from the opposite street corners step the two Nines who STOMP their spears on the pavement.

The Workers of Kubikles stop abruptly.

Both Nines call out simultaneously.

BOTH NINES

Oyez! Oyez! Attention All! By the power vested by the Wonderland Royal Court and Cross-Stitch Society, all rise for Her Majesty... ALICE THE QUEEN!

GASPS come from the shopkeepers, and a few of the Workers of Kubikles as the Queen comes around one of the corners. She walks with a royal gait down Another Way towards the Workers of Kubikles.

A few of the Shopkeepers drop to their knees to honor her.

SHOPKEEPER 2

It's the Queen...

SHOPKEEPER 3

It's been so long... It's....

More drop to their knees, much to the dismay of the Workers of Kubikles.

WORKER 1

(to one parallel to him)

Get up. Get up.

The Queen walks straight up to the Workers of Kubikles and speaks to the first one.

(CONTINUED)

QUEEN

It has come to my attention that plans have been made by the Jabberwocky to seize the Palace. My Palace.

WORKER 1

By dictum of the Jabberwocky--

QUEEN

The Jabberwocky *does not rule Wonderland!* I rule Wonderland.

WORKER 1

(spitefully)

We have been given strict instructions to remove anyone who stands in the way of the Palace. I believe that includes the Queen.

QUEEN

Your instructions end here.

WORKER 1

No. The reign of Alice the Queen ends here. And tragically I might add.

(calling back)

Remove her!

As they move towards her the rest of the citizens of Wonderland show themselves lead by Alice. Once again the Workers of Kubikles pause.

We see the Owner of the Pen Cap Shop, watching.

OWNER

She came back...

Alice leads the dozen or so citizens, all equipped with objects that could be weapons, directly behind the Queen.

ALICE

(to the citizens)

On my signal.

QUEEN

I suggest you reconsider your position.

Looking at the sparse and motley citizens of Wonderland, the Workers of Kubikles almost break into laughter.

WORKER 1

Although the pretend pageantry is amusing, we have a job to do. Your fun is over.

(CONTINUED)

QUEEN

On the contrary. Our fun is just beginning.

WORKER 1

Remove them all!

The Workers of Kubikles stride towards the citizens of Wonderland who seem to grow more nervous with every step. The Workers draw the claw-guns from before out of their pockets as they near the huddled citizens.

Just as the Workers are about to take aim...

ALICE

Now!

All the citizens of Wonderland start running around chaotically and HOLLERING, much like the Mad Hatter did at his tea room.

The Workers become immediately confused and look around frantically.

WORKER 3

Who do we remove!

WORKER 1

Any of them!

The March Hare grabs one of the Workers and starts to waltz with him as the Mad Hatter puts his hat over one the Worker's heads, covering his eyes.

The strong position of the Workers begins to weaken as some are individually drawn out from the group.

WORKER 2

We don't... We don't have a plan for this!

The Eaglet begins quizzing one on world capitols, confusing him so much he doesn't know what to do.

Meanwhile Alice and the Queen have dashed to the sidewalks and begin to grab people and shopkeepers, luring them into the street.

Alice takes the Owner of Pen Cap Shop's hand.

OWNER

You came back!

ALICE

Of course I did.

(CONTINUED)

OWNER

I... I'm not allowed anywhere but my store.

ALICE

You're allowed anywhere you want to go. This is Wonderland. And you're free.

The Owner steps into the street and is immediately swept into a conga line, except instead of conga, they keep saying, "Peanut, or bed-sheet or finger etc."

Worker 1, still following orders, walks through the maelstrom looking for the Queen. He pulls his cell phone from his pocket and presses a button causing another DISTINCT RING.

Nothing happens, to his frustration.

He turns, and sees the Queen.

He aims, and shoots his claw, only to have the Cook, banging a pot, step in front of it. The claw latches onto the pot, scaring the Cook.

COOK

Aaah!!

She starts smacking it with a spoon, causing it to short circuit.

Furious, Worker 1 takes his phone and quickly dials seven digits.

We hear a BELLOWING FAX SIGNAL.

The Workers of Kubikles stop in their tracks, the Citizens of Wonderland and Shopkeepers continue...

Until the Jabberwocky comes CRASHING down from above. Everyone freezes in fear momentarily.

More furious than ever, he sends to jolts of electricity into the signs that line ANOTHER WAY send electrical sparks all over the street.

Immediately everyone begins to run and scream like a Godzilla movie. Most everyone dashes down the street they came from, a few people hide under cars etc.

Alice begins to chase after them.

ALICE

Wait! No! No!

The Jabberwocky continues to unleash his rage, striking some of the defiant Workers of Kubikles.

(CONTINUED)

The Queen tries to keep people on Another Way but is pulled herself by the fleeing mob.

EXT. ADJACENT STREET -- CONTINUOUS

Alice runs ahead of the group which are trying to pile down this adjacent street as quickly as they can.

ALICE  
Wait! Please!

She jumps up onto a car.

ALICE (CONT'D)  
If you run, we lose!

DODO  
We've lost! We've lost! We've  
officially lost!

ALICE  
We can still stop them!

COOK  
No! Not the Jabberwocky!

ALICE  
*I'll fight the Jabberwocky!*

They stop, in shock. The Queen enters the adjacent street just as this manic crowd begins to hush.

EAGLET  
You can't fight the Jabberwocky alone!

SKYSCRAPER (O.S.)  
She won't have to.

They look up to see the Skyscraper looking down on them, all of their faces frozen in shock.

SKYSCRAPER (CONT'D)  
I'd learn all your names but we don't  
have time.

Alice smiles up at it.

SKYSCRAPER (CONT'D)  
(to Alice)  
Go ahead.

Alice turns to the fellow citizens who now stare at her with baited breath. She, in turn, addresses them all like a true leader.

(CONTINUED)

## ALICE

Once more into the streets dear  
 friends, once more! Or close the  
 walls up with their mindless heads.  
 In peace there's nothing so becomes  
 a man as modest stillness and  
 humility. But when the blast of  
 play blows in our ears, then imitate  
 the action of a fool; run with no  
 reason, conjure up the blood, disguise  
 fair nature with belly bellowed  
 laughs; then lend the eye a  
 mischievous aspect, let it pry through  
 the portage of the head like a spying  
 child.

They all begin to do as she says.

## ALICE (CONT'D)

Now make a face and set the nostril  
 wide, utter a strange noise and bend  
 upon every Spirit to his full height.

They're all slowly making faces and walking around.

## ALICE (CONT'D)

(to the shopkeepers)

On, on you noblest weirdos, whose  
 blood is calm from living under rules!  
 Be copy now to those of stranger  
 blood, and teach them how to play.

(to the citizens of  
 Wonderland)

And you, good citizens, whose limbs  
 were made in Wonderland, show us  
 here the nature of your bloodline,  
 let us swear that you are worth your  
 breeding, which I doubt not; for  
 there is none of you so scared and  
 hurt that hath not hopeful lustre in  
 your eyes.

They cry out passionately.

## ALICE (CONT'D)

(to all)

I see you stand like boys before  
 recess, straining at the start. The  
 game's afoot! Follow your spirit;  
 and upon this charge cry "God for  
 Alice, Wonder and King George!"

Alarum, and chambers go off. The army of citizens and  
 shopkeepers runs out of the side street and pours into the  
 street screaming and playing. Only the Queen remains.

(CONTINUED)

QUEEN  
Who's King George?

ALICE  
No clue. Come on.

EXT. ANOTHER WAY -- CONTINUOUS

The few Workers of Kubikles left stare in shock as a flood of people come after them.

The Jabberwocky snarls a vicious, electrical snarl at them and cocks his claw, but is interrupted by a large metal finger tapping him on the shoulder.

He turns to the the Skyscraper.

SKYSCRAPER  
Going up?

The Skyscraper smacks the Jabberwocky with an uppercut sending him upteen feet in the air.

The Jabberwocky comes crashing down on a car, but gets up almost immediately.

The Workers of Kubikles fight in vain against the overpowering citizens of Wonderland. Even Worker 1 is no match for the multi-fingered tickling he's receiving.

The Jabberwocky climbs to its feet, shakes itself off and comes after the Skyscraper.

Alice is quick on its heels though.

ALICE  
Hey!

The Jabberwocky turns and, seeing Alice, licks its lips.

In its digital voice it speaks to her.

JABBERWOCKY  
You... you're just a little girl...  
soon you'll be even less...

The screen on the Jabber's chest portrays an LCD sad face.

ALICE  
You're just a giant giga-pet that  
nobody fed aren't you?

It swings at her but she ducks. It bites but she steps back.

ALICE (CONT'D)  
C'mon. You're just gonna wear your  
battery out.

(CONTINUED)

It cocks its claw to strike her but its arm grabbed by the Skyscraper.

Alice runs at the Jabberwocky and just as it starts to flutter its wings, slides under it. She grabs a handful of wires from its back and yanks them out.

She zapped with electricity but the Jabberwocky's right foot stops working.

The Jabberwocky slashes at the Skyscraper's arm and it drops him.

He turns and begins to limp after Alice who is still trying to nurse her burned hand.

The Skyscraper wiggles its own hand, looking at it intently.

Alice scurries backwards away from the Jabberwocky which blinks and his green eyes begin to gaze at her.

She can't help but stare back.

Across their green cornea's the words, "give up... it's hopeless... it's over... give up" begin to scroll.

Alice continues to stare.

The Jabberwocky blinks and Morning News Broadcasts appear on both, as if they were televisions, both broadcasts airing stories of destruction and turmoil.

Alice stops scurrying.

The Jabberwocky keeps moving forward.

And then the spine-tingling sound of METAL BENDING can be heard from behind him.

It is so LOUD and overpowering, everyone and everything stops and looks.

The Jabberwocky turns.

The Skyscraper's fingers are bulging and swelling from inside as the Skyscraper strains its face.

The Jabberwocky turns completely around and SCREECHES.

CRASH!! The glass and steel of the Skyscraper's fingers goes flying as tree branches come shooting through.

Everyone ducks, but look back up immediately.

The Skyscraper flexes its arm shedding more windows from its wooden limbs.

(CONTINUED)

It grabs its top and through some effort rips it free, revealing the top of its mighty trunk.

For the first time, fear seems to strike the Jabberwocky.

SKYSCRAPER

Sorry. Offices closed.

It steps forward and even more glass and metal falls from it.

The Jabberwocky unleashes volt upon volt of electricity. It does nothing. The Jabberwocky stops, exhausted.

SKYSCRAPER (CONT'D)

(laughing)

Go to your room, Electricity Boy,  
you're grounded!

The citizens of Wonderland cheer and laugh!

But it doesn't stop the Jabber, who comes after the Skyscraper with his claws and fangs.

The Skyscraper can only defend himself by popping branches out at the Jabberwocky like punches.

Alice, finally coming to after staring into the Jabber's eyes looks at the fight.

The Jabberwocky slices one of the Skyscraper's branches off.

ALICE

No!

Alice jumps to her feet and darts to her friend's rescue.

The Skyscraper swats at the Jabberwocky which flaps its wings and leaves the ground.

But Alice leaps up and grabs the Jabber by the back as it flutters into the sky.

Obviously weak, the Jabberwock tries to knock Alice off, but can't.

Alice holds onto it by a thick cord that connects its back to its head, like a spine as the Jabberwocky writhes and flaps higher and higher in the air.

Everyone watching flinches in fear with every twist the Jabberwocky makes.

Alice continues to hang on as the Jabberwocky flies high above the buildings.

(CONTINUED)

The Skyscraper tries to reach but realizes that every move he makes endangers Alice even more.

The Jabberwocky tries to drop Alice off by lifting its chest to the sky, but stalls mid-air, causing Alice to just hang there. One hand slips off. She dangles. The Jabberwocky flaps its wings fervently as to not fall out of the sky.

JABBERWOCKY

Alice... Alice...

ALICE

I'm right here.

JABBERWOCKY

Alice... I've lost control...

Its wings stop. The last charges of electricity coarse through its body.

The section of wire Alice holds onto snaps and both fall out of the sky.

Alice drops less than ten feet before being caught by a branch, but the Jabberwocky falls hundreds of feet, and hits the ground dead.

Immediately, branches come bursting out of every building on Another Way.

The citizens of Wonderland embrace and cheer as Metroland explodes and crumbles around them.

Worker 1 falls to his knees weeping.

Alice is put down on the ground by the Skyscraper and rushed by the Queen and Mad Hatter who embrace her, knocking her to the ground.

QUEEN

My dear girl...

MAD HATTER

You did it! Indeed! Indeed!

Alice smiles, although obviously worn out.

She looks up at the sky.

The Skyscraper leans over her and smiles.

SKYSCRAPER

Thank you.

MAD HATTER

Thank you, Alice.

(CONTINUED)

QUEEN  
Thank you. Truly.

The sun bleeds into their faces and the festive celebration that's erupting becomes almost surreal as everything goes white and all the noise crescendo's into a tremendous...

DING.

CUT TO:

INT. HALLWAY -- EVENING

Alice opens her eyes to find herself in her hallway, staring at her elevator.

It's doors open.

Alice realizes she's back in the real world and takes a deep sigh. She checks to make sure the elevator is actually there.

It is and she steps inside.

INT. ELEVATOR -- CONTINUOUS

Alice hits the button for the lobby, the doors close and the elevator begins to descend.

Alice feels a tug at her pants.

She looks down.

There's the white rabbit from the beginning on its hind legs, looking up at her and smiling. It extends a paw.

Alice smiles and shakes it.

ALICE  
Thank you.

It hands her a few folded pages of white paper.

Alice takes them and opens them.

It's an essay. Titled, "Hope For the Real World."

And it's by Alice Weary.

Alice almost cries, she looks down past the pages...

But the white rabbit is gone again.

The elevator stops with another DING.

EXT. CITY -- MOMENTS LATER

Alice exits her building onto the bustling sidewalk complete with its distinctive DIN. Horns beep, people yell. All the light flash. All the people hurry.

Alice puts her headphones on but stops.

In the middle of the sidewalk is a tree, a young one, still being held upright by tape and a wooden stick. But it's there. And it's growing.

Alice touches one of its branches and puts her headphones around her neck instead.

Smiling, she walks down her street, in her city.

FADE OUT:

BLANK SCREEN

The following appears on the screen;

"...you are very much more than only you, and we are very much more than only us."-- The Mad Hatter