

DOROTHY AND ALICE

Written by

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Based on characters created by L. Frank Baum, Lewis Carroll, and J. M. Barrie

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EXT. WOODS - NIGHT

Icy rain drifts between tree limbs and streams of moonlight.

PANTING ECHOES through the forest. Soon, A SHADOWY FIGURE emerges from the trees.

Now in the moonlight, WE SEE that it's a slender young woman with dark hair, blue/green eyes and sharp features.

Freezing, she desperately falls to her knees and digs into the muddy ground.

She claws deeper into the sludge, desperate to find... something. Finally, her fingers uncover - A YELLOW BRICK beneath the mud. Then, another.

She can't believe her eyes. Soon, the heavy rain becomes A FLOOD that reveals - AN ENTIRE PATH OF YELLOW BRICKS.

She's nearly knocked over by the rushing water - when something in the distance catches her attention...

A SHINING GREEN CITY

Gathering her strength, she scurries along the yellow bricks to the gates of the city, before collapsing in the mud.

The wind howls. Unexpectedly, the gates creak open. The girl gets up and enters...

INT. THE EMERALD CITY - CONTINUOUS

Maneuvering down an ominous hallway, she passes tall statues flanked by lit torches. GREEN GUARDS move towards the girl - surrounding her with sharp spears. Then, A VOICE ECHOES down the hall.

VOICE
Dorothy Gale?

The grotesque guards take a step back. The young woman doesn't speak, but takes a step forward, attempting to gaze into the EMERALD LIGHT emanating from the JEWELLED THRONE at the end of the hall.

YOUNG WOMAN
Who's there?

An angelic, almost CHILDLIKE BEING steps from the brightness. This is OZMA, Protectress of Oz.

VOICE
Dorothy, it *is* you.

Ozma is correct, this is in fact, **DOROTHY GALE** - from Kansas. However, she's no longer the child she once was; she's now 18, and her eyes express a distant sadness.

OZMA

Finally, you've come back to us.

Ozma slips off her emerald cloak and drapes it over Dorothy's shivering shoulders.

OZMA (CONT'D)

You're freezing. Drink this.

She hands Dorothy a warm drink that seems to just materialize in her hand.

DOROTHY

(sips the hot beverage)

I've had this same dream over and over, trying to find the yellow brick road...digging forever. But this time I found it, I found you.

OZMA

I used every kind of magic I know to bring you back here.

Ozma moves to a large CRYSTAL SHARD behind her-- inside it, energy swirls and strange forces clash.

OZMA (CONT'D)

There are other worlds Dorothy, you're proof of that. But what we never realized is that there are other lands-- countries, just beyond our borders.

IMAGES FORM in the shard...

OZMA (CONT'D)

Places like Wonderland.

Plants and flowers (that move and communicate almost human-like) appear as a WHITE RABBIT hops along a winding trail, clutching a gold pocket watch.

OZMA (CONT'D)

And Neverland...

Next, Dorothy SEES a WILD ISLAND, where boys dressed in animal skins race through a dense jungle before jumping from a rocky cliff into a crystal blue sea.

As the boys plunge into the clear water...beautiful MERMAIDS are waiting for them.

OZMA (CONT'D)
 But like Oz, these places have
 their own dark forces to reckon
 with.

AN ARMY of hundreds of KNIGHTS (flanked by enormous DIRE WOLVES) are led by THE RED PRINCE (20's), a masked warrior dressed in crimson armor.

They march through an endless desert of BLACK SAND.

Across from the Red Prince, another army waits...a rag-tag collection of dirty sailors, people with painted faces, and boys with makeshift weapons.

Gazing at the oncoming army, the Red Prince holds up a BEATING HEART in his right hand, and squeezes it.

Across from him, the black sand OPENS UP under the feet of the opposing army and CONSUMES THEM. SCREAMS OF TERROR ring out as the Red Prince watches them die...his fingers dripping crimson from the crushed heart in his hand.

DOROTHY
 Dear God, who is that?

OZMA
 The Red Prince of Wonderland, the
 first born son of the one they call
 the Red Queen...or the Queen of
 Hearts.

A SWIRL OF LIGHT changes the images in the shard.

OZMA (CONT'D)
 The Red Prince searches for the
 Dream Stone, an object so powerful,
 it can open the door to any world
 in existence.

WE NOW SEE A GLISTENING SAPPHIRE STONE in the shard.

OZMA (CONT'D)
 The stone *must* be found before the
 night of the pale moon... if not,
 the Red Queen will summon a
 powerful dark army-- waiting to
 fight and die for her.

Ozma puts a hand on Dorothy's shoulder.

OZMA (CONT'D)
 Dorothy, if this comes to pass, no
 world will be safe from her reign
 of terror...not even your own.

DOROTHY
But what can I do, what can anyone
do?

OZMA
There is someone. A girl from your
world. We believe she knows where
the stone is hidden.

Instantly, something MASSIVE strikes the ceiling. The room
begins to crumble...as knights in RED ARMOR enter.

OZMA (CONT'D)
You have to go...

Quickly, Ozma drops a tiny EMERALD into Dorothy's hand.

OZMA (CONT'D)
...take this, go to the lake just
beyond the Emerald City, throw it
into the water. Quickly!

Red knights move in...Ozma's guards try to hold them back.

DOROTHY
Wait. The girl, how do I find her?

THE CEILING CRACKS - READY TO COLLAPSE.

OZMA
You don't have to find her. Alice
will find you.

The ceiling CAVES IT. Dodging falling rubble, Dorothy rushes
down the hallway she came from...fleeing the Emerald City.

SMASH CUT TO:

EXT. THE WOODS - NIGHT

Dorothy sprints down the watery yellow brick road. Around
her, WAR has taken Oz. Red knights do battle with Oz's army -
catapults firing on the Emerald City.

Gazing into the sky, Dorothy SEES WINGED PRIMATES speeding
into the battle...swooping down to fight off the RED
SOLDIERS.

As Dorothy trudges through the rain, HAIL pelts her from
above. Ozma's VOICE rings in her head...

OZMA (V.O.)
Dorothy, go to the lake.

Sprinting through the woodland, Dorothy stops to catch her
breath, only to find...A PACK OF DIRE WOLVES.

They creep from behind the shadowy trees in front of her. As Dorothy backs up, the dire wolves slink closer, showing teeth. Then, out of the corner of her eye, she SEES...

THE LAKE

She RUNS FOR IT, but the wolves follow...barking and biting. Dorothy SLIPS, but she gets up-- struggling toward the lake.

Then, just as she's at the edge of the water, she glances back and SEES...THE RED PRINCE - right behind the wolves.

THE RED PRINCE

I don't know what Ozma told you,
but it's not the truth. Come with
me, and I'll explain your part in
this journey.

As rain and hail crash, the Prince reaches out a hand.

Shivering, Dorothy shakes her head "no". In a flash, the wolves bound for her. Then, A LOUD ROAR ECHOES.

A POWERFUL LION leaps from behind them, biting and clawing at the entire wolf pack. Startled, the Red Prince takes cover as the dire wolves and the lion rip into each other's flesh.

DOROTHY

Lion!

LION

Dorothy, go!

Remembering something, she reaches into her pocket and removes the EMERALD given to her by Ozma.

Without even thinking, she pitches the stone into the lake. Instantly, the entire lake becomes...SOLID GREEN ICE.

As Dorothy runs out onto it, the Red Prince follows her.

From the shore, a plaintive roar echoes. The wolves have the lion pinned on the ground.

THE RED PRINCE

All you have to do is stop running--
and I'll call off my wolves and
save your lion!

Dorothy freezes as huge HAILSTONES fall...some shatter the green ice around her.

DOROTHY

Okay, just leave him alone!

Seeing that Dorothy has stopped running, the Red Prince calls out...

THE RED PRINCE

Halt!

The wolves BACK AWAY from the lion, but just as the Prince takes a steps toward her, a HUGE HAILSTONE HITS THE ICE.

As the lake CRACKS, Dorothy plunges under the water. The Red Prince goes to her, but she's TRAPPED BELOW THE ICE.

SMASH CUT TO:

INT. UNDER THE ICE - CONTINUOUS

Screaming, freezing water fills her lungs. Finally, she clutches a BLOCK OF ICE and pulls her head out of the water. As she struggles for air...she SEES the eyes of the Red Prince-- behind the mask.

THE RED PRINCE

Take my hand!

As he grabs her fingers, she slips back under - drifting to the bottom of the lake as...EVERYTHING GOES DARK.

SMASH CUT TO:

INT. GALE FARMHOUSE/KANSAS - NIGHT

A million miles from Oz, Dorothy is now in Kansas in 1901. In her bed, she GASPS for breath...sweat pouring down her face as she dreams. Across the room, A LIGHT flicks on.

Her Uncle Henry (68), rushes to her bedside.

UNCLE HENRY

Dorothy, it's me, it's Uncle Henry.

Dorothy thrashes in bed.

UNCLE HENRY (CONT'D)

Please, wake up.

Suddenly, her eyes FLASH OPEN. Slowly, she catches her breath and gazes up at her Uncle.

UNCLE HENRY (CONT'D)

It was the dream again, wasn't it?

Henry wipes the sweat from her brow. After a beat...

UNCLE HENRY (CONT'D)

It's still the middle of the night,
you should try to get back to
sleep.

Leaving, he turns off the light.

DOROTHY
Please, don't turn out the light.

As he flips the light back on, Dorothy's elderly dog, TOTO, climbs up onto the bed.

DISSOLVE TO:

INT. GALE FARMHOUSE/KITCHEN - MORNING

In the modest Gale Kitchen, Uncle Henry scrambles eggs. Toto is at his feet, wagging his tail. Henry puts the eggs onto two plates, but also drops a scoop into the dog's bowl.

Dorothy emerges from her room and sits at the kitchen table. She glances down at an opened letter on the counter - it's from BAKER UNIVERSITY.

UNCLE HENRY
Hope you don't mind, but I opened
that. Says you can still go for
free, if you want to that is.

He sits down and puts the eggs and toast on the table.

DOROTHY
I'm not going anywhere. I work
here, on the farm.

UNCLE HENRY
I'm *selling* the farm.

DOROTHY
Uncle Henry, you know you don't
mean that.

UNCLE HENRY
I *do* mean it. With Emily gone,
it's not the same. The dream died.

He looks over at Dorothy. She's a beautiful girl, but she looks too sad and tired for a young woman of her age.

UNCLE HENRY (CONT'D)
'Sides, you need to move on with
your life...not stay here with me
forever.

Dorothy takes a bite of her eggs and glances out at the slate grey Kansas sky through the window.

CUT TO:

EXT. GALE FARMHOUSE - LATE MORNING

WE SEE Dorothy doing various chores on the farm: tending to the chickens, feeding the pigs, cleaning the horses' stalls, and plowing the fields with her Uncle.

Later, we see her alone in THE BARN. Opening a drawer, she wipes the dust from an aged PICTURE of her younger self with her Aunt Emily. Seeing the image, Dorothy is visibly moved.

Soon, the day ends as the RED SUN sinks. As Dorothy watches it, she seems transfixed. Not far off, her Uncle Henry watches her.

CUT TO:

INT. GALE FARMHOUSE/KITCHEN - DUSK

Dorothy washes dishes in the sink. Uncle Henry comes up behind her.

UNCLE HENRY
Dorothy, we can't bring her back,
but we both know she's in a better
place now.

DOROTHY
A better place... how do we know
that?

Silent, Dorothy turns off the water.

UNCLE HENRY
Dorothy, look at me.

She turns around, clearly upset.

UNCLE HENRY (CONT'D)
When you were a girl, your dreams
were so vivid, so real; you had
your own magic world that only you
could visit, a place that needed
you as much as you needed it.

Tears begin to form in her eyes.

UNCLE HENRY (CONT'D)
But now, the very thing that seemed
to save you is tearing you apart
inside, isn't it?

She collapses into his frail arms.

DOROTHY

Things happened in my dream last night-- things that I know I'm supposed to remember, but I can't. I'm afraid, Uncle Henry.

Henry thinks.

UNCLE HENRY

There was a doctor we took you to when you were a child...he believed in your dreams, do you remember?

Pulling back from the embrace, she "nods" to him.

UNCLE HENRY (CONT'D)

Maybe it's time you talked to him again.

DISSOLVE TO:

EXT. GALE FARMHOUSE - MORNING

With the morning sun rising behind them, Dorothy and her Uncle Henry climb into a horse drawn carriage. For a block or two, Toto runs behind them, barking and kicking up Kansas dust.

CUT TO:

INT. WAITING ROOM - CONTINUOUS

Patients wait tensely on cold leather seats. Among them is Dorothy. Soon, a NURSE comes in and motions for Dorothy to follow her.

INT. DR. SIMON'S OFFICE - CONTINUOUS

Dorothy gazes out a window at the clouds. DR. SIMON (65) enters, his kind eyes framed behind dark glasses.

DR. SIMON

Dorothy Gale, it's been a long time... I was so sorry to hear about your Aunt Emily's passing. I hope you know you meant the world to her.

DOROTHY

Thank you.

The Doctor sinks into a chair across from her. He removes a pen and journal from a black bag.

DR. SIMON
You know, I still have everything
you ever told me written down...the
tin woodman, the scarecrow, the
lion-- even the witch, and the
wizard.

ANGLE ON: his notes. WE SEE not only his hand written
account of Dorothy's adventures in Oz, but also SKETCHES of
people and places from Dorothy's tales.

DR. SIMON (CONT'D)
Tell me, are your dreams still as
fantastic as they were when you
were a child?

DOROTHY
Most of the time, I can't remember
my dreams anymore.

DR. SIMON
Since your Aunt passed?

Dorothy "nods." The Doctor makes a note in his black book.

DR. SIMON (CONT'D)
Sadly, death affects our reality
and our dreams...and how are you
spending your days? Are you still
working on the farm?

Dorothy "nods."

DR. SIMON (CONT'D)
And friends?

Dorothy ignores the question.

DR. SIMON (CONT'D)
No friends?

A dark silence creeps through the room.

DR. SIMON (CONT'D)
Dorothy, there must be a reason
you've come here, other than to
listen to an old man talk at you.

Finally...

DOROTHY
I know I have to get back to a
world that only exists in my
dreams...and if I don't, terrible
things will happen and people will
die.

(MORE)

DOROTHY (CONT'D)
(pause)
I suppose that makes me crazy.

Dr. Simon slips off his glasses.

DR. SIMON
I've listened to lies and insanity
my entire life, but what you told
me about Oz? That never sounded
false or crazy.

DOROTHY
Then how does a man of science
explain a girl who claims she can
travel to other worlds in her
dreams?

DR. SIMON
Because I don't have to. In a
world where four, five, even six
dimensions exist? Anything is
possible, and more likely than not,
probable. Just answer me this...
what feels more real to you, your
life when you're dreaming, or your
life when you're awake?

Dorothy turns back to the window. A profound beat.

DOROTHY
I don't know anymore.

CUT TO:

INT. OUTSIDE DR. SIMON'S OFFICE - MOMENTS LATER

On a bench outside Dr. Simon's office, Dorothy OVERHEARS a
conversation between the doctor and her Uncle Henry.

DR. SIMON (O.S.)
Henry, I've known you since grade
school-- I'd do anything in my
power to help you, or Dorothy.

UNCLE HENRY (O.S.)
Is there anything you can do for
her?

DR. SIMON (O.S.)
I'm afraid not. But I believe
there's someone who can.

CUT TO:

EXT. HORSE AND BUGGY - DAY

Now heading home, Dorothy and Henry return to the farm in their horse drawn carriage.

DR. SIMON (V.O.)
Dr. Adler in London is the foremost authority on dreams and the unconscious, and from what I hear...he's worked wonders with young people with situations very similar to Dorothy's.

The carriage approaches the Gale Farm.

DR. SIMON (V.O.)
I'll make contact and see if Dr. Adler will take on Dorothy's case.

DISSOLVE TO:

INSERT: **THREE WEEKS LATER**

INT. GALE FARMHOUSE/DOROTHY'S ROOM - LATE DAY

Dorothy watches from her window as her Uncle Henry and Dr. Simon talk. Then, they shake hands. The Doctor gets into his 1901 Gasmobile, and drives off.

Dorothy steps away from the window...*she knows what they were discussing - we can see it on her face.* Soon, Uncle Henry appears in her doorway.

UNCLE HENRY
Dr. Simon had some good news. Dr. Adler in London has agreed to work with you.

Dorothy doesn't answer.

UNCLE HENRY (CONT'D)
Sweetheart, did you hear me?
You're gonna get some help...get your life back.

DOROTHY
What about the farm?

UNCLE HENRY
I got an offer. It's not exactly what I hoped for, but it's a good price.

DOROTHY
You're selling it?

UNCLE HENRY
I told you I was.

DOROTHY
But you can't! The farm was her dream... don't we owe it to her to keep it alive?

UNCLE HENRY
Sweetheart, we both want her back, but holding onto the past isn't going to change what happened.

DOROTHY
This is *home*. Her home.

Henry's eyes grow sad.

UNCLE HENRY
After everything you've been through...you still don't know where home is? Where *she* is?

Dorothy struggles, tears fill her eyes. Below, Toto appears at her feet, tail wagging.

DOROTHY
What about Toto?

UNCLE HENRY
(cracking a smile)
I'll take good care of Toto while you're gone. You have my word.

CUT TO:

SERIES OF SHOTS: DOROTHY'S PASSAGE TO ENGLAND

--Saying goodbye to her Uncle (and Toto too), Dorothy wipes away her tears. As she grabs her bags, she steps onto a train bound for New York.

--Next, Dorothy walks through an enormous SHIPYARD. Crowds of people board tall steamships around her. She finds her ship and begins her passage to England.

--Onboard, WE SEE Dorothy in her cabin...across from her, RAIN pelts against the porthole window.

--Outside, the great ship commands the waves, slicing through the rough seas.

--Days later, Dorothy walks along the ship's deck. She SEES the English Coast, far off in the distance.

DISSOLVE TO:

EXT. PORT OF LONDON - LATE DAY

Docked on the bank of the River Thames, Dorothy exits the ship. Gazing through the crowd of disembarking passengers, she manages to catch a fleeting glimpse of...

THE CITY OF LONDON

After walking down a long gang-plank, she finds herself at the intersection of a busy street.

A mix of early automobiles and horse-drawn carriages zig-zag around street vendors, hustling from the sidewalks to the streets. Nearly everyone who passes Dorothy stops to have a look at her...*she's definitely not from around here.*

A sooty faced boy (12) gazes up at her.

DOROTHY

Excuse me, can you tell me how to get to Saville Row?

BOY

You gonna wanna take Regent Street. Come on, follow me!

Grabbing her bag, he bolts across the street. Hastening, she follows him around a STREET BUS and across Regent Street into a DARKENED ALLEY.

A HUGE STRIPED CAT leaps out in front of her, blocking her path. After a stare off, Dorothy slips past the animal, but the cat never moves...it's YELLOW EYES locked on her.

Dorothy hurries to catch up to the boy.

DOROTHY

Hey, slow down, I mean it!

DARIUS (20's), tall, thin, and handsome appears behind her.

DARIUS

Dorothy Gale?

She SPINS around. Dorothy seems completely caught off guard.

DARIUS (CONT'D)

I didn't mean to frighten you...
I heard your accent and assumed you might be our new guest. I'm Darius, Dr. Adler's assistant. I was sent to meet you.

THE BOY puts Dorothy's bag down. Darius quickly drops a piece of copper into his waiting hand.

Tipping his hat, the kid runs down the alley. Dazed, Dorothy still stands in silence.

DARIUS (CONT'D)
You are Dorothy, aren't you?

DOROTHY
Yes, yes-- I am.

Darius picks up her bag.

DARIUS
Good. If you'll follow me, I'll
get you to Dr. Adler's building.

As the sun begins to set, Dorothy follows him deeper into the alley. Soon, they arrive at an ornate STONE DOORWAY.

DOROTHY
This looks like a church.

DARIUS
Because it was. Come.

He removes A KEY from his pocket and opens the imposing door.

INT. DR. ADLER'S BUILDING - CONTINUOUS

Dorothy walks past painted walls and under archways carved with portraits of saints and angelic beings. Further down, she takes in marble statues and other graven images.

DOROTHY
It's beautiful.

DARIUS
Yes, the Doctor felt it would quite
literally be a "sin" to redecorate.

Ascending a spiral staircase, they enter another long hallway with many doors.

DARIUS (CONT'D)
Years ago, nuns lived in these
rooms, but now they're occupied by
Dr. Adler's patients.

Almost immediately, a door SWINGS OPEN. A YOUNG WOMAN emerges...this is CHARLOTTE (17), a striking British girl of Caribbean descent with a thick cockney accent.

CHARLOTTE
Is this the yank?
(takes a look at Dorothy)
She *is*...where ya from, love?

DOROTHY
(hesitantly)
Kansas.

CHARLOTTE
Do you have the cinema in Kansas?

DARIUS
Charlotte, you can talk with Miss
Gale later. Go back into your
room.

Displeased, Charlotte closes the door. Darius and Dorothy
walk on. Soon, another door opens down the hall.

MICHAEL DARLING (13) emerges. He's small for his age, but
impeccably dressed and well-groomed.

MICHAEL
Why, if it isn't the girl from
America. Michael Darling, at your
service. Welcome to London...
home of the brash, outrageous, and
free.

Michael shakes her hand. He starts to talk again, but...

DARIUS
Alright, Michael...you've made
yourself known. Now, let me get
Miss Gale settled.

MICHAEL
Yes, yes of course.
(to Dorothy)
If you need anything at all, I'm
just next door!

Watching Michael enter his room, Dorothy SEES another boy
inside - handsome and brooding.

This is JOHN DARLING (19), Michael's older brother. For a
moment, he glances up at Dorothy, but quickly turns away.

Darius opens the next door.

DARIUS
This is where you'll be staying.
It's not spacious, but it does have
quite a nice view of the city.

Dorothy peeks around. A desk, a bed, and a wardrobe are the
only items in the space. She goes to the window and takes in
the view of London.

DOROTHY
It's perfect, thank you.

DARIUS
Get yourself settled. I'll be back
at half past six to take you to
meet Dr. Adler.

As he leaves, Dorothy begins to unpack her clothes and put them into the wardrobe. In the process, a tiny piece of paper falls onto the floor. Picking it up, she reads an address...484 Land's End.

Suddenly, VOICES ECHO through the thin wall - they're coming from Michael and John's room NEXT DOOR.

MICHAEL (O.S.)
Perhaps we should go check on the
new American?

JOHN (O.S.)
Please. I have little interest in
aristocrats from New York...
let alone peasants from Kansas.

Moving away from the wall, Dorothy glances at the window and sees...THE STRIPED CAT, who is once again staring at her. Before Dorothy can even process, CHARLOTTE is in her doorway.

CHARLOTTE
Hey Kansas, mind if I come in?

Dorothy doesn't get a chance to answer; Charlotte is already entering the room and closing the door behind her.

CHARLOTTE (CONT'D)
This was Alice's room.

Something about the name "ALICE" registers with Dorothy...we can even see it her face.

DOROTHY
Alice?

CHARLOTTE
Nobody knows where she went, but
her cat's still around. Bloody
thing creeps me out.

Charlotte collapses on the bed, watching Dorothy unpack.

CHARLOTTE (CONT'D)
So, are you a dreamwalker?

DOROTHY
I'm not sure I know what you mean.

Ignoring Dorothy's response, Charlotte rolls over on her back and gazes up at the ceiling.

CHARLOTTE

I am. I've travelled to a secret garden protected by twin dragons who guard the innocent from evil. Twice I saw the dragons defeat a wicked enchantress.

DOROTHY

Sounds dangerous.

CHARLOTTE

You have no idea.

Charlotte's confident tone momentarily dissipates.

CHARLOTTE (CONT'D)

You *actually* believe me?

DOROTHY

Why not?

CHARLOTTE

Because no one else here does.

Charlotte moves closer to her and lowers her voice.

CHARLOTTE (CONT'D)

So, do you wanna know why Alice really left?

Dorothy looks intrigued. Nods.

DOROTHY

Why?

CHARLOTTE

Some say it was because of an argument she had with John Darling. But others think it was because of *them*.

DOROTHY

Them?

CHARLOTTE

Darius and Dr. Adler. She told me she didn't want them crawling around in her head any longer... You've met John Darling, haven't you?

DOROTHY

I haven't met anyone here besides you and Michael.

CHARLOTTE

Well, you're in for a treat. John is divine to look at, but not to be trifled with or crossed.

Unexpectedly, Darius opens the door.

DARIUS

Charlotte, what are you doing in here?

CHARLOTTE

You *said* I could talk with her later, didn't you?

DARIUS

Get out. Dorothy has a meeting with Dr. Adler.

CHARLOTTE

(to Dorothy)
Nice chatting.

Slipping out, Charlotte strides down the hall to her room.

DARIUS

Well then, are you ready?

DOROTHY

Whenever you are.

After walking further down the hall (and climbing up the spiral staircase), they soon come to a RED DOOR and enter...

CUT TO:

INT. DR. ADLER'S OFFICE - CONTINUOUS

Candles glow and incense burns. A few well placed art pieces hang on the walls, but the center piece of the space is a STRANGE MAP on the back wall.

From a chair by the fireplace, DR. ROSE ADLER (40's) gets up and approaches Darius and Dorothy. She's tall and lean with sharp features.

DARIUS

Dr. Adler, this is Dorothy Gale.
Dorothy, meet Dr. Rose Adler.

DR. ADLER

Finally, the girl I've heard so much about. I'm enchanted to meet you, Dorothy.

DOROTHY
It's good to finally meet you, too.

DR. ADLER
It's no mere coincidence our paths
have crossed. You know that, don't
you?

DOROTHY
I think so.

The Doctor extends her hand - Dorothy shakes it. Switching
gears, Dr. Adler and steps closer to Dorothy.

DR. ADLER
You've seen so many things and been
through so much. Dr. Simon's
letters suggest you have truly been
caught between two worlds.

DOROTHY
That's one way to describe it.

The Doctor smiles.

DR. ADLER
Attaching words and meaning to
things that happen when we dream is
what I do.

The Doctor moves over to THE LARGE MAP hanging on the wall.

DR. ADLER (CONT'D)
This isn't a map of some far off
continent on the other side of the
globe. It's a sketch of a
dreamworld.

Dorothy moves closer to the map. She SEES places marked:
Neverland, Wonderland, even Oz and a few others.

DOROTHY
(thunderstruck)
You know about Oz?

DR. ADLER
Only very little. Dr. Simon shared
the information he compiled from
his sessions with you. Also, there
was once a girl here who claimed
she'd been to the border of Oz, but
never actually entered the realm.

Dorothy turns from the map to the Doctor.

DOROTHY
Alice?

DR. ADLER
And what do you know of Alice?

DOROTHY
Nothing really - only that I'm
staying in her room.

DARIUS
(to Dr. Adler)
Charlotte was in Dorothy's room
when I went to get her.

Dr. Adler turns back to Dorothy.

DR. ADLER
I wouldn't listen to Charlotte--
there's little evidence she has any
real abilities. Alice, on the
other hand, is quite gifted.
Sadly, her history of mental
instability drove her away from us.
A real shame, actually. She taught
us all we know of Wonderland.

DOROTHY
And what is Wonderland?

Dr. Adler pours a cup of tea.

DR. ADLER
Wonderland is a reality not unlike
Oz... A place where nursery rhymes
and riddles live and breath, and
animals can speak. However, after
a time, the fantasy seems to turn
quite dark for those who can slip
into it, becoming less of a dream
and more of a nightmare.

She hands Dorothy the tea. Again, she switches gears.

DR. ADLER (CONT'D)
Dear child, you just travelled
across an entire ocean... you must
be exhausted. Please, get some
much needed rest...the tea will
help you sleep.

DOROTHY
(taking the tea)
Thank you, it was good to meet you.

DR. ADLER
Likewise, Dorothy. Let's talk more
tomorrow.

Darius starts to lead Dorothy out, but she stops him.

DOROTHY
Thank you, but I think I can find
my way to my room.

Darius opens the door, but doesn't follow her.

CUT TO:

IN THE HALLWAY:

Rounding a corner, Dorothy sees JOHN DARLING in the hall. Seeing her up close, he's instantly taken with her indigo eyes and raven hair.

Trying to pretend not to see him, she goes for her door, but...

JOHN
It's Dorothy, right?

Dorothy stops. She goes for her door again, but John puts his hand on her wrist.

JOHN (CONT'D)
Why are you rushing off to sit in
an empty room?

He smiles, pushing his chestnut hair from his eyes. Dorothy isn't having it.

DOROTHY
It's been a very long day in a
sophisticated new world...
I'm afraid solitude is all a
simpleton like myself can handle
right now.

JOHN
Simpleton?

DOROTHY
Well, certainly not an aristocrat
from New York.

Caught, John lowers his head.

DOROTHY (CONT'D)
Good night. Jim, was it?

She steps into the room and closes the door.

DISSOLVE TO:

EXT. DOROTHY'S ROOM - LATER

Dorothy tries to fall asleep. Rain trickles into the flat through the open widow.

Sitting up, she sips the tea from Dr. Adler. Slowly, the room spins around. Then, she sees...

THE STRIPED CAT AT THE WINDOW

It's yellow eyes glower. Delirious, Dorothy DROPS the cup. Then, the cat seems to SMILE A TWISTED GRIN, before vanishing into the darkness.

SMASH CUT TO:

EXT. WOODS/SNOWSTORM - NIGHT

The wind howls as snow blows through a dark forest.

In the midst of the storm, we start to make out DOROTHY, trudging through the blizzard. Freezing, she pushes through the snow, unsure where she is or where she's going.

She practically runs into SOMETHING SOLID. Reaching up, her hands touch an icy metal object.

Slowly, she realizes she's looking into the frozen face of her old friend, THE TIN WOODMAN.

DOROTHY

Tin Man?

There's no reply at all... only a sad, blank expression that hints of fear. A VOICE blows through the wind.

VOICE

Dorothy? Is that you?

Stepping forward, she SEES a tattered SCARECROW propped up against a tree. Dorothy hurries to him.

DOROTHY

Scarecrow!

She throws her arms around him.

SCARECROW

It is you. Help me to my feet, I know a place where we can get out of the storm.

CUT TO:

INT. DRY CAVE - CONTINUOUS

As soon as they're inside, the Scarecrow points out some matches. Dorothy sparks a fire.

In the firelight, we see that the Scarecrow's once jovial face is twisted and burned. But he smiles, pleased to see his old friend.

DOROTHY

What happened to you-- and to the
Tin Man?

Scarecrow watches the fire's shadows dance on the cave wall.

SCARECROW

Tin Man and I went out to fight
with the rest of Oz's army, but we
were no match for the red
warriors...I doubt I'd even be here
if Ozma didn't conjure up the
snowstorm that pushed them back.

Dorothy notices his arm is gone.

DOROTHY

Your arm...

SCARECROW

Oh, that. That's nothing some
fresh straw can't fix. Tin Man on
the other hand, he's as motionless
as the day we found him rusted in
the woods...poor fella took out at
least ten of the enemy with his axe
before he froze solid.

THUNDER CRASHES in the distance. Scarecrow lowers his voice.

SCARECROW (CONT'D)

Ozma said there was a girl. A girl
from your world-- she knows where
to find the stone.

Dorothy *knows* who he means.

DOROTHY

Alice.

WOLVES HOWL... Scarecrow peeks out of the mouth of the cave.

SCARECROW

You have to go. Dorothy, find the
girl...only *together* will you be
able to save Oz!

LOUD BARKING echoes outside. The Scarecrow removes a rock in the cave floor and takes out SOMETHING wrapped in a blanket. He hands the item to Dorothy.

DOROTHY
What's this?

As she removes the blanket, Dorothy can't believe her eyes.

DOROTHY (CONT'D)
Where did you get these?

SCARECROW
Ask me another time.

SMASH CUT TO:

INT. WOODS/SNOWSTORM - CONTINUOUS

Dorothy blasts out of the cave. Snow comes down in sheets as LIGHTING FLARES. THE DIRE WOLVES are already hot on her trail.

In seconds, she's trapped against a twisted tree. The wolves move in even closer.

PANNING DOWN TO HER FEET: WE SEE what Scarecrow gave her...

HER FAMOUS RED SHOES - she tries to click her heels.

DOROTHY
(under her breath)
There's no place like
home...there's no place like...

Thunder booms, as the wolf pack stealthily cuts through the snow - inching nearer.

In a flash, one of the dire wolves LEAPS FOR HER, but she dives out of the way, and lands right at the feet of...

THE FROZEN TIN MAN

With the wolves surrounding her, Dorothy clutches tightly to the Tin Man - hiding behind him (and his fierce axe) as...

THE RED PRINCE COMES THROUGH THE TREES

THE RED PRINCE
Dorothy!

Dorothy tries to click her heels again.

DOROTHY
(teeth chattering)
There's no place like HOME!

Just as the wolf pack jumps on her, LIGHTING STRIKES the Tin Man. HIS EYES FLASH OPEN as a blast of WHITE LIGHT radiates.

The Red Prince shields his eyes from the light--as it sends the wolves flying back, and Dorothy back to...

SMASH CUT TO:

INT. DOROTHY'S ROOM - NIGHT

DOROTHY WAKES UP gasping for breath. At the same time, THUNDER and LIGHTNING crash outside her window...brightening the room and illuminating...

A GIRL STANDING OVER HER. The girl's long blond hair is drenched from the London rain.

GIRL
What did you do with it?!

Dorothy hasn't even processed that she's back yet. The girl rips into the wardrobe and desk drawers, searching for something. Still delirious, Dorothy sits up-- watching her.

GIRL (CONT'D)
I swear to God, if you lost it,
I'll murder you!

Dorothy studies the manic girl, tearing through her things.

DOROTHY
Alice?

The girl spins around... She is **ALICE** (18), beautiful and frail, but there's a dangerous quality in her eyes.

ALICE
How do you know my name?

Dorothy climbs out of bed.

DOROTHY
Because whether I'm dreaming or
awake, I keep hearing it.

The DOOR flies open. Michael and John Darling step inside.

JOHN
(to Alice)
You're back?

Alice scowls at John.

ALICE
Not to see you!

Alice EYES what she's been looking for: *the tiny piece of paper that Dorothy found with the address written on it - 484 Land's End.*

She grabs THE PAPER before hurrying to...THE WINDOW.

DOROTHY
Alice, wait. Don't go!

Another VOICE booms behind them.

DR. ADLER
That's good advice, Alice.

Alice turns from the window and sees... Dr. Adler and Darius have both entered the room.

ALICE
Never! I can't even dream anymore because of you!

DR. ADLER
Alice, we both know that's not true. You begged us to take the dreams away.

Alice shakes her head "no," her eyes even more manic now. Dr. Adler steps closer to her.

DR. ADLER (CONT'D)
Please, let me help you.

ALICE
No, get away from me!

Suddenly, she turns and LEAPS out of the window.

Dorothy hurries to the window and sees that...Alice has hurdled down to a lower structure-- and is now running down the street.

DR. ADLER
Dorothy, come away from there.

Dorothy thinks. Suddenly, she makes a snap decision and...

JUMPS OUT OF THE WINDOW, TOO.

DR. ADLER (CONT'D)
Dorothy, no!

She's gone. Darius leaps out of the window after her. In the doorway, Charlotte appears in a nightgown.

CHARLOTTE
Did I miss something?

SMASH CUT TO:

EXT. LONDON - NIGHT

Dorothy scurries after Alice, but Darius is close behind.
Dorothy SEES a shadow and follows it into...

AN ALLEY - A VOICE calls from down the street.

DARIUS (O.S.)
Dorothy!

Dorothy panics - *she knows he's getting closer.*

DARIUS (O.S.) (CONT'D)
I don't know what Alice told you,
but it's not the truth!

The only STREET LAMP GOES OUT. As Dorothy turns around,
Darius is there.

DARIUS (CONT'D)
You're our responsibility, Dorothy.
We can help you, but not if you--
run!

As he lunges to GRABS her, THE STRIPED CAT leaps between them
HISSING WILDLY. Startled, Darius lets go of Dorothy - who is
suddenly grabbed by Alice.

ALICE
This way, now!

Splashing through puddles, Dorothy and Alice race out of the
alley and onto...

LAND'S END STREET

Darius tries to follow them, but he's cut off by a LARGE
STREET BUS. Beaten, he watches their shadows disappear in
the rain.

Alice seizes Dorothy's wrist and pulls her under an ABANDONED
STORE FRONT.

ALICE (CONT'D)
Who are you?!

DOROTHY
(catching her breath)
I'm Dorothy Gale, from Kansas.

The rain pounds around them.

ALICE
The Dorothy Gale? The witch
slayer?

Dorothy looks confused...

DOROTHY
Well...I suppose I *did* drop a house
on a witch, and liquidated her
sister...who incidentally was *also*
a witch--

Alice reaches out and touches Dorothy's forehead.

DOROTHY (CONT'D)
--What are you doing?

Alice CLOSES HER EYES. Then, after a beat...

ALICE
(under her breath)
They've seen everything.

DOROTHY
What did you say??

A LOUD HISS rings out behind them. Alice turns to see - the
striped...CHESHIRE CAT.

ALICE
(to the cat)
What is it?

Cheshire meows, motioning to a sign across the street that
says... 484 LAND'S END - HATTER'S SHOP. Alice turns from
the HATTER'S SHOP to Dorothy.

ALICE (CONT'D)
You, follow me.

CUT TO:

INT. DR. ADLER'S OFFICE - NIGHT

Darius enters Dr. Adler's dimly lit office.

DARIUS
They're gone. I lost them on
Land's End.

The doctor seems unfazed.

DR. ADLER
You're drenched. Come, sit by the
fire.

DARIUS
Sit? I've got to get back out
there and find them.

DR. ADLER
And where do you propose you'll
look?

Dr. Adler pours tea.

DR. ADLER (CONT'D)
You're not going to find them...not
in this world, anyway.

She hands him a cup.

DARIUS
So, what do you suggest we do?

CLOSE ON: The doctor sipping her tea.

DR. ADLER
You know exactly what it is that we
have to do.

CUT TO:

EXT. HATTER'S SHOP - NIGHT

Outside the Hatter's shop, a CLOSED sign hangs in the window.
Alice knocks anyway, but gets no response. The CHESHIRE CAT
jumps up to an OPEN WINDOW, and slips into the shop.

Taking the cue, Dorothy and Alice follow the cat through the
window and into...

INT. HATTER'S SHOP - CONTINUOUS

Inside, they slink through a maze of crates that are
overflowing with every kind of HAT one could possibly
imagine.

Following the cat through a DOORWAY, they creak down a long
wooden staircase to...

THE BASEMENT

Heaping piles of hat boxes and packages rise from the floor
to the ceiling.

The Cheshire Cat MEOWS - pawing at a BOX OF MATCHES. Alice
grabs them. Sparking a match, she begins to search the room.

DOROTHY
Um. What are we doing?

ALICE
We're finding our way in.

DOROTHY
Into what?

The Cheshire Cat STALKS A MOUSE across the floor.

ALICE
The otherside.

A VOICE (with a thick Irish accent), booms behind them.

VOICE
Whose there?

From the shadows, THE MAD HATTER (40) emerges with a maniacal look in his eyes. He looks like a gothic Oscar Wilde in a tattered black hat.

THE MAD HATTER
Alice?

ALICE
Hatter, you scared me.

THE MAD HATTER
You've come for the looking glass.

ALICE
You *did* get it, didn't you?

The Hatter turns to Dorothy.

THE MAD HATTER
Who's she?

ALICE
She's the one we heard about, the witch slayer from Oz.

The Hatter's eyes widen.

THE MAD HATTER
You're Dorothy Gale...Princess of Oz?

Alice turns to her.

ALICE
Princess?

DOROTHY
I don't know anything about being a Princess.

MAD HATTER
 (he extends his hand)
 Your majesty, it's an honor to
 finally meet you.

Slightly unnerved, Dorothy shakes his hand. Alice turns to the Hatter.

ALICE
 Please tell me you found the
 looking glass.

THE MAD HATTER
 Alice, just how *mad* do you think I
 am?

He slips a satin blanket off an item behind him, revealing A
 LARGE CRACKED MIRROR. Alice steps closer to it.

ALICE
 Hatter, it's shattered.

THE MAD HATTER
 Yes, and sadly the world behind it
 has become quite shattered, too...
 If the Red Prince finds the stone
 before the pale moon appears-- no
 world will be safe from his
 mother's wickedness.

The Hatter takes a step closer to Alice.

THE HATTER
 Alice, you know as well as I do...
 The Red Queen's lust for power is
 insatiable...she won't stop until
 she rules over every world in
 existence.

Dorothy seems confused and more than a little nervous.

THE MAD HATTER
 You must see the stone safely
 delivered to the White Knight.
 You do still know how to find the
 stone, don't you?

Before she can answer, she notices that the Cheshire Cat is
 CHASING THE MOUSE toward the LOOKING GLASS.

ALICE
 (to the cat)
 Hey, stop that!

The cat doesn't listen. It continues to chase the mouse, on
 a collision course with the mirror.

ALICE (CONT'D)
Cheshire, don't!

Too late, the mouse DISAPPEARS into the mirror. Then, THE CAT as well. Alice yanks Dorothy by the hand.

DOROTHY
What are you doing?!

ALICE
Goodbye, Hatter!

The Hatter watches as Alice pulls Dorothy through...

THE LOOKING GLASS.

THE MAD HATTER
Farewell, 'till we meet again...

SMASH CUT TO:

INT. WONDERLAND - CONTINUOUS

Still chasing the mouse, the cat DIVES for it, but CRASHES into a stack of boxes. Behind him, Dorothy and Alice skid into the room and topple over.

Dusting herself off, Alice gets up, looks around.

ALICE
Really Cheshire, a mouse...have you
no self-control?

CHESHIRE CAT
You *know* you'd still be in the rain
if it weren't for me, right?

The cat slowly gets up and licks his paws.

CHESHIRE CAT (CONT'D)
Remember *that* when you're passing
judgement on my feline instincts.

ALICE
I like you so much better when you
can't talk.

DOROTHY
The cat...talks?

ALICE (CONT'D)
This is Wonderland, everything
talks.

Dorothy realizes the room seems to be identical to the one they just left, but being a MIRROR WORLD - everything that was on the right is now on the left.

DOROTHY
(processing)
If we're not dreaming...how did we
get here?

Alice has already entered an adjoining chamber.

ALICE
Because, there are other ways in
beside dreaming...the looking glass
is one of them.

Glancing back at the broken mirror, Dorothy processes.

CHESHIRE CAT
(to Dorothy)
Just be glad she didn't drag you
down a rabbit hole.

Dorothy moves into the next room where Alice is. It's a massive DINING HALL filled with dozens of cakes and pies.

Dorothy picks up a COOKIE. Written on it (in icing), it say's EAT ME. Dorothy is just about to take a bite, but Alice stops her.

ALICE
Don't eat...anything.

Dorothy slips the cookie into her pocket. On a table across from them, they see dozens of tiny corked BOTTLES marked - DRINK ME. Alice TAKES ONE and puts it in her pocket.

Then, she moves to a DOOR at the back of the dining hall and opens it. As soon as she does, BRIGHT SUNLIGHT SHINES.

ALICE (CONT'D)
Come on.

Dorothy steps out into...

EXT. WONDERLAND/GARDENS - CONTINUOUS

ENORMOUS VIBRANT FLOWERS sprout forth from every inch of the immense gardens. Overhead, HUGE BUTTERFLIES flutter through the sea of flowering plants.

DOROTHY
This place...it's amazing.

Bathed in sunlight, Dorothy takes it all in. She reaches out to touch a violet, but Alice stops her.

ALICE
Don't touch.

Alice moves into the vegetation-- Dorothy follows. Walking on, Dorothy sees a multitude of FLOWERS, all taller than she is.

Passing a row of six foot RED ROSES, Dorothy can't help herself - she leans in to have a sniff.

Her nose grazes a rose petal.

Instantly, a VINE wraps around her ankle and SLAMS her to the ground, thorns digging into her flesh.

DOROTHY
Ahhh!

ALICE
I thought I told you not to touch!!

Alice clutches Dorothy's hand-- pulling her back from the ROSE'S snapping JAWS.

ALICE (CONT'D)
Cheshire, help!

The cat backs up.

CHESHIRE CAT
Help. Help, how?

The ROSE'S fanged MOUTH bounds and bites. Dorothy is pulled closer to it. Other vines begin to move in around them.

A monstrous CENTIPEDE rips onto the scene...dozens of its arms grab Dorothy-- creating a tug of war with the Rose.

THE ROSE dives, BITING into the centipede...sparking a vicious insect and plant battle.

Alice yanks Dorothy up.

ALICE
(sarcastic)
On your feet, witch slayer!

In seconds, EVERYTHING in the garden goes on the attack. Even the butterflies begin to SWOOP DOWN WITH THRASHING JAWS.

Dorothy and Alice run, duck and dodge as stems and vines twist toward them, POLLEN blasting into the air. The Cheshire Cat races behind them.

ALICE (CONT'D)
Hold your breath!

Dorothy holds her breath as Alice leads her to...

A LABYRINTH OF TEN FOOT HEDGES

The girls collapse under a sign that says GARDEN MAZE.
Dorothy gazes up at it.

DOROTHY

Maze?

ALICE

Just follow me and listen to what I
say...understand?

The cat ROLLS HIS EYES.

CHESHIRE CAT

Sure...just listen to you.

ALICE

Perhaps you know where to go?

CHESHIRE CAT

No, but neither do you...so it
really doesn't matter, does it?

As the cat slinks deeper into the maze, the girls follow.

DISSOLVE TO:

INT. DR. ADLER'S OFFICE - MORNING

Back in the REAL WORLD, Dr. Adler sits alone by the fire with
her tea, but this time it's accompanied by a cigarette. John
and Michael Darling enter the room.

JOHN

Doctor, you wanted to see us?

DR. ADLER

Boys, yes-- and where is Darius?

JOHN

He said he had something to attend
to-- and that he'd be here shortly.

MICHAEL

We *assumed* he went off to recover
Alice and Dorothy.

The Doctor gets up and faces the brothers.

DR. ADLER

No. The girls are long gone, far
from this world.

John takes off his hat and lowers his head.

JOHN
Dr. Adler, with all due respect...
why *exactly* is it that you wanted
to see us at this time of night?

DR. ADLER
I am so glad you asked that
question, John.

Dr. Adler takes a long drag off her cigarette.

DR. ADLER (CONT'D)
As you both know, I have been
absolutely committed to helping you
find your sister.

The brothers exchange a glance.

DR. ADLER (CONT'D)
Unfortunately, locating her has
become more...complicated.

MICHEAL
How so?

DR. ADLER
Alice is close to finding a relic.
The very relic we believe could
help us find her.

The doctor extinguishes her cigarette into an ashtray.

JOHN
What relic?

DR. ADLER
A stone, actually. However, there
are some very powerful people
who've told Alice that it's
dangerous, and that it needs to be
destroyed.

Darius enters the room.

DARIUS
And if it *is* destroyed, we may
never find where that monster,
Peter Pan, has taken your dear
sister, Wendy.

JOHN
What can be done?

Dr. Adler approaches him.

DR. ADLER
That, John-- is precisely the
reason we need you.

CUT TO:

INT. WONDERLAND/MAZE - CONTINUOUS

Now deeper into the labyrinth, Alice leads the way round a jagged corner. The maze has become darker-- and the hedges seem higher and more sinister. Up ahead, their path has become...A DEAD END.

CHESHIRE CAT
Really? This is the third time
you've lead us absolutely *nowhere*.

Alice looks exhausted.

ALICE
I am so tired of your mouth.

CHESHIRE CAT
My *mouth* hasn't tasted a morsel in
over a day.

Alice ignore him. The cat rolls over on his back - paws in the air.

CHESHIRE CAT (CONT'D)
I'm going to STARVE in here.

DOROTHY
Maybe we should turn around.

ALICE
Oh, really, and go where?

Alice looks down. She notices strewn bones and scattered skeletons crushed under rocks. At the same time, she hears a GROWL down a distant passage.

DOROTHY
What was that?

As if on cue, the growl returns-- and FOOTSTEPS echo.

ALICE
Let's get out of here.

CHESHIRE CAT
Agreed.

The trio dart down the shadowy passage. Rounding a corner, they nearly run into...

A HUGE SLOBBERING TROLL-LIKE CREATURE

The brute is at least fifteen feet tall, covered in coarse hair, and totally repugnant to look at.

DOROTHY
What is THAT?

ALICE
That's a Tweedle.

CHESHIRE CAT
A Tweedle *Dee*, to be exact.

The filthy creature opens it's mouth to ROAR - revealing a nasty mouth filled with rotting teeth. At the same time, he begins swinging a spiked MACE.

ALICE
RUN!

The mace nearly SMASHES the cat, but only catches the fur on the tip of his tail.

CHESHIRE CAT
Ahhh!!

ALICE
Cheshire!

CHESHIRE CAT
I'm fine-- Just go!

The three of them blast around the next corner. The rancid creature is hot behind and closing the distance.

Up ahead, the maze breaks off in three directions. Cheshire GOES TO THE LEFT. The girls follow him down a twisted trail that leads into...

AN UNDERGROUND PASSAGE

Dorothy and Alice scurry down a botanical path (made up of spiky cactus-like flowers), before running directly into...

A SECOND TWEEDLE

DOROTHY
There's ANOTHER one??

CHESHIRE CAT
Tweedle Dumb.

ALICE
Not as bright as his brother, but twice as strong.

Tweedle Dumb screams, SWINGING A CLUB at Alice.

ALICE (CONT'D)
Did you have to call it *dumb*?

CHESHIRE CAT
What? That's it's name!

Alice dives, but the beast persists...continuing to swat at her with his weapon. A WAD OF SLOBBER flies out of his mouth and splatters over her head.

ALICE
(wiping her face)
Eww!

As the cat scurries to hide, the troll SLAMS his club again.

DOROTHY
We have to get outta here!!

The cat looks back...Tweedle Dee is CHARGING right at them.

CHESHIRE CAT
And go where?!

They're TRAPPED. Tweedle Dumb SCOOPS UP - Dorothy.

In the process, THE COOKIE (that she had put in her pocket), DROPS to the ground. The beast is just about to shove Dorothy into its nasty mouth, when....

Alice SCREAMS up to the creature.

ALICE
You idiot, she's poison!

Tweedle Dumb SNIFFS her and DROPS HER. Dorothy crashes to the ground-- Alice hurries over to her. At the same time, Tweedle Dee blasts into the hall.

TWEEDLE DEE
MINE!

Running toward the girls, he reaches down and scoops them both up with his filthy claw. Just as he's about to slip them into his mouth-- his brother GETS IN HIS FACE.

TWEEDLE DUMB
(growling)
Drop 'em.

Refusing to give up his catch, Tweedle Dee FIGHTS HIS BROTHER, punching and smacking - Dorothy and Alice flailing around in his fist. Dee's mace FLIES - CRACKING Dumb over the head.

TWEEDLE DUMB (CONT'D)

Ahhh!!!

The beast BANGS to the ground, DROPPING Dorothy and Alice.

Hiding in a hedge, the Cheshire Cat SEES the cookie and takes a bite. Instantly, one of his PAWS begins to GROW.

Regaining consciousness, Tweedle Dumb BEATS his brother across the LEG with his club. Dee goes DOWN. At the same time, both creatures notice that...

DOROTHY AND ALICE ARE GETTING AWAY

The brothers move to recapture the girls, but hear an ear-shattering HISS - behind them. Slowly, they turn around and see...

A NOW MASSIVE CHESHIRE CAT

The feline has grown to an astonishing ten-feet tall.

ANGLE ON: Dorothy and Alice - staring at the cat.

ALICE

Remember when I told you not to eat anything?

DOROTHY

Yes.

ALICE

That's why.

Cheshire MEOWS menacingly at the Tweedles - WHO BACK UP.

Tweedle Dee flings his mace at the cat, who slaps it down like a cheap toy. It clangs to the ground. Tweedle Dumb tries to intimidate the cat with a GROWL, but gets a...

CLAW TO THE FACE

The creature wails in pain. Blood spatters. Next, the cat POUNCES - slamming Tweedle Dee to the floor.

TWEEDLE DEE

Ahhh!!!

The cat and the trolls RIP into each other in a brutal contest of claws and teeth. However, it isn't long before the cat has both Tweedle Dee and Tweedle Dumb...

ON THE RUN

The massive cat GLANCES DOWN at Dorothy and Alice.

CHESHIRE CAT
 (his loud voice bellows)
 Take my fur!!!

ALICE
 Why?

CHESHIRE CAT
 So we can follow them out of here!

The girls grab on. Instantly, the cat scurries after the Tweedles, who dart through the labyrinth. Dorothy and Alice bounce and flail...hanging onto the cat for dear life.

Cheshire races around tight corners and rips down narrow hallways. Finally, LIGHT shines up ahead as the Tweedles hurry toward...

THE MAZE'S EXIT

EXT. WONDERLAND/MAZE - CONTINUOUS

Still freaked out by the giant cat, Tweedle Dee and Tweedle Dumb blast out of the maze and disappear into...

A TANGLED FOREST

Behind them, the Cheshire cat bounds out of the maze... with Dorothy and Alice still (barely) clinging to his fur.

The cat collapses, out of breath. Slowly, Dorothy and Alice climb off of him.

CHESHIRE CAT
 You know...I could get used to
 being this size.

Immediately, WATER SPLASHES in his face.

CHESHIRE CAT (CONT'D)
 Hey!!

ANGLE ON: Alice, holding THE BOTTLE she picked up earlier.

CHESHIRE CAT (CONT'D)
 What was that for?

ALICE
 Sweets make you larger.

The cat begins to SHRINK before their eyes.

ALICE (CONT'D)
 Water makes you smaller.

In seconds, Cheshire is back to his TRUE SIZE.

CHESHIRE CAT

You throw water in my face and I
don't even get a thank you for
getting you out of that accursed
maze, and saving your skins from
slobbering trolls!?

Ignoring him, Alice makes her way into the tangle of trees
ahead.

ALICE

Come on, witch slayer.

Dorothy follows, glowering.

DISSOLVE TO:

INT. DR. ADLER'S OFFICE - NIGHT

Dr. Adler (and Darius) lead the Darling brothers through a
SECRET DOORWAY and down a...

DARKENED STAIRCASE

After creaking down many narrow steps, THE GROUP enters a
strange cave-like room.

The space is filled with ancient BOOKS dedicated to both art
and science, mixed in with a hodgepodge of mystical and
religious texts.

The center piece of the room is a set of FIVE SILVER
RECLINING CHAIRS...each of which is connected to a strange
collection of Jules Verne-esque machines and contraptions.

As the group moves into the room, Michael's eyes widen.

MICHEAL

What is this?

DR. ADLER

This, Michael, is my life's work.

The Darling brothers move deeper into the chamber.

DR. ADLER (CONT'D)

For years, I've worked to create a
device that could transport
individuals from the physical
world... into the dream realms.

She moves closer to the silver chairs.

DR. ADLER (CONT'D)
Unfortunately, I quickly discovered
that ordinary subjects cannot be
crossed over. However, gifted
individuals like yourselves, who've
already organically travelled to
other worlds, can be easily moved
between the realms.

MICHEAL
But how is it possible to send us
both to the same destination at the
same time?

DARIUS
By using a technique called dream
sharing.

Darius turns a couple knobs on the machine.

DARIUS (CONT'D)
Once we've induced sleep, the
device can lock in onto any
location in your subconscious...
so long as it already exists in
both of your minds.
(motioning to the chairs)
Please, have a seat.

The brothers trade glances, clearly reluctant.

DARIUS (CONT'D)
Gentlemen, I assure you, you'll
never leave the comfort of your own
minds.

DR. ADLER
And once you've recovered the
stone, we will be able to find your
sister... and bring Wendy home.

After a beat, John has a seat. Then, Michael.

MICHEAL
But how can we find the stone?

DR. ADLER
While under hypnosis, Alice
revealed that the stone is hidden
on the western coast of Wonderland.

Darius slips a few wires over the boys and affixes small
devices to their temples.

DR. ADLER (CONT'D)
We're quite sure she and Dorothy
are on their way there now.

Darius chimes in.

DARIUS
Find the girls, and you'll find the
stone.

The boys exchange another glance.

JOHN
Doctor, Alice and I aren't speaking-
and Dorothy...let's just say our
first meeting was *less* than
pleasant.

Michael cracks a smile.

MICHEAL
Neither one of them will ever speak
to him again.

Dr. Adler scoots closer to John. She whispers in his ear.

DR. ADLER
Actually, I've already been inside
both of their subconscious. *I*
believe you'll have no trouble
taking anything you want from
either of them...

John processes this new information.

DARIUS
Remember, we can only send you to a
place that already exists in both of
your minds.

MICHEAL
Neverland?

DARIUS
Precisely. However, once you
arrive there, you'll need to find
passage to the Wonderland coast.

THE MACHINE buzzes and steams...as strange noises echo.

MICHEAL
Wait! But how can we transport an
object that only exists in a dream,
back to reality?

The doctor smiles.

DR. ADLER
Once you have the stone, everything
will make sense...
(MORE)

DR. ADLER (CONT'D)
 Now, just close your eyes...
 you'll soon wake up in Neverland.

With her words, the boys' eyelids close.

DR. ADLER (CONT'D)
 (to Darius)
 Induce sleep.

DARIUS
 Inducing now...

The boys' eyes move beneath their lids as they quickly slip
 into REM SLEEP.

CUT TO:

INT. WONDERLAND/FORREST - CONTINUOUS

HIGH WINDS bellow through the Wonderland forest, which is
 quickly becoming less of a woodland and more of a SWAMP.

Soon, Dorothy and Alice find themselves up to their knees in
 THICK MUD; Cheshire is up to his neck. Alice yells over the
 howling wind.

ALICE
 If we can just get to the other
 side of that ridge-- there's a
 shelter there!

The Cheshire cat's head begins to SINK BELOW the muddy trail
 and into the marsh.

CHESHIRE CAT
 Help!

Dorothy SCOOPS the cat up. Then, after climbing a series of
 hanging stones, they find themselves on a hilltop near a...

TINY STONE COTTAGE

ALICE
 (over the wind)
 Follow me!

Dorothy and Cheshire rush behind Alice into...

INT. STONE COTTAGE - CONTINUOUS

The girls (and the Cheshire Cat) hasten inside the cottage
 and close the door behind them. As Dorothy glances around,
 she sees that the house is completely EMPTY.

DOROTHY
There's nothing here.

ALICE
Yes, but it's a wishing house.

CHESHIRE CAT
And what *exactly* is that?

Suddenly, A FIRE materializes in the empty fireplace.

CHESHIRE CAT (CONT'D)
How'd that happen??

DOROTHY
(stammers, surprised)
Wh-when we walked in, I wished that
there'd be...

ALICE
...a blazing fire?

The cat looks skeptical.

CHESHIRE CAT
If that were *true*, how come there
isn't a large saucer of warm milk
waiting for *me*?

Alice MOTIONS for the cat to turn around. As he SPINS
AROUND...he sees a large saucer of milk.

CHESHIRE CAT (CONT'D)
What??

Instantly, he dives into the milk. Alice turns to Dorothy.

ALICE
Have a seat.

In a flash, COMFY CHAIRS and a table with TEA and TOAST (and
all the fixings), appear by the fire. The girls walk over
and sit.

DOROTHY
This place, how did you know about
it?

ALICE
It's one of the Hatter's homes. I
stayed here before I got him out of
Wonderland...for good.

DOROTHY
And why was that?

Alice takes a piece of toast and butters it.

ALICE
When I heard the Red Queen had
returned, I knew she'd want the
Hatter's head.

Alice pours tea for herself and Dorothy.

ALICE (CONT'D)
So, I brought him through the
looking glass to London.

Sipping her tea, Alice finally seems to have relaxed a bit.

ALICE (CONT'D)
I honestly don't know what I'd do
without him. He's the closest
thing I have to family anymore.

Dorothy wants to ask a question. She waits a moment, then...

DOROTHY
What happened to your family?

Alice hesitates.

ALICE
My parents died when I was very
young, but my older sister took me
in to live with her. Then, one
night there was a fire.

Alice's eyes gaze at the crackling wood in the fireplace.

ALICE (CONT'D)
That's when I lost her.

A dark silence passes.

DOROTHY
I don't know what to say.

ALICE
There's nothing to... I was off
dreaming in this world when it
happened. I can't help but
wonder...

Alice's eyes drift back to the flames.

ALICE (CONT'D)
...if I'd been with her that night,
maybe she'd still be alive.

Dorothy is about to speak, but thinks better of it.

ALICE (CONT'D)
And what about you, any family?

DOROTHY
My Aunt and Uncle raised me since I
was only a child, but I lost my
Aunt Emily last Christmas.

Alice seems to recognize the sadness in Dorothy's eyes.

ALICE
You want her back, don't you?

DOROTHY
More than anything in the world.

Dorothy gazes at the wall where a PICTURE (the one she found in the barn in Kansas), begins to MATERIALIZE. It's now much larger and framed.

DOROTHY (CONT'D)
We got into an argument the night
she died...the last words I ever
spoke to her were in anger. And
now, I can never take them back.

Alice looks at THE IMAGE of a young Dorothy with her Aunt.

ALICE
I wish this house had the power to
bring her back, so you could say
what it is you need to say, but it
doesn't.

Alice steepers her tea.

ALICE (CONT'D)
But the stone...it has the power to
take the one who possesses it to
any world. Even beyond...

Alice stops herself, but Dorothy finishes.

DOROTHY
Death?

ALICE
Maybe.

Suddenly, it all makes sense...*Alice really wants the stone because she believes it's power can reunite her with her deceased sister.*

After the revelation, a silence drifts through the room. For a beat, the girls share a mutual understanding of each other's past and pain. Then...

DOROTHY

Alice, if you pulled me into this world because you were told I'm a witch slayer...I'm afraid you're going to be gravely disappointed.

Alice turns to her.

ALICE

But you *did* kill two witches-- didn't you?

DOROTHY

Yes, but I had a good witch watching over me, and my friends by my side. I couldn't have done it alone... I'm not a hero.

Unexpectedly, a LOUD NOISE echoes. Dorothy and Alice turn to see...

THE CHESHIRE CAT PASSED OUT ON HIS BACK, SNORING

The girls snicker... The milk is gone. Eyeing a MAP (under the tea pot), Alice grabs it.

ALICE

A map! I was just wishing we had one...

She unfolds it.

DOROTHY

Are we far from the stone?

Alice studies the map.

ALICE

Not far, but we can't get to it until we pass through a treacherous cavern, protected by three riddles.

DOROTHY

Riddles?

ALICE

Yes, but if we can solve the first two riddles, we'll cross into the blue room-- where the Dream Stone has been hidden for a thousand years.

Unexpectedly, a LOUD SQUEAKING SOUND begins to reverberate.

The girls turn as...HUNDREDS OF MICE begin climbing in through the walls. Alice's gaze turns to the sleeping cat.

ALICE (CONT'D)
Cheshire! What did you do?

Waking, the CAT SEES the army of mice flooding the room.

CHESHIRE CAT
Um. I wished for some mice while
sleeping?

ALICE
Some?!

DOROTHY
Stop! Let's just get out of here!

Dorothy and Alice BANG against the door. Finally, the lock
BREAKS OPEN...they barely slip out before becoming...ENGULFED
IN RODENTS.

SMASH CUT TO:

EXT. STONE COTTAGE - CONTINUOUS

Outside, the girls fall down. The mice run for the hills.

CHESHIRE CAT
Be careful what you wish for,
indeed.

DISSOLVE TO:

EXT. NEVERLAND ISLANDS - MORNING

An ORANGE SUNRISE bleeds into the Neverland sea. WE SEE John
and Michael Darling, PASSED OUT on a powder white shore.

Slowly, Michael WAKES UP...coughing up sand and water.

As the tide rolls in, he glances over at his older brother.
John's still out cold. Michael turns to wake him up, but
something else catches his attention...

A MERMAID SPLASHES THROUGH THE WATER - his eyes widen.

MICHEAL
John, wake up--

Three more MERMAIDS bound through the water.

MICHEAL (CONT'D)
--John, we're here, in Neverland!

As John's eyes blink open, he takes in the gorgeous vision of
the mermaids bounding and diving in the glow of the sunrise.

Abruptly, the expression on the mermaids' faces becomes grim. John and Michael turn from the sea to the shore and SEE...

A DOZEN PIRATES - behind them.

Muskets unholster...as swords and long knives unsheathe. Then, out of the group of filthy buccaneers, steps a tall, dark-skinned man.

This is the CAPTAIN. His braided hair can't conceal the scar that crosses his face, under the shadow of his three-cornered-hat.

He glares at John and Michael, studying them. Then, as he clenches his jaw, he reveals a mouthful of shining teeth.

He turns to his FIRST MATE.

THE CAPTAIN
Mr. Smee, have you ever seen such
Darling boys?

As some of the pirates snicker, WE ANGLE ON: The Captain's RIGHT HAND...it's a SILVER HOOK.

CUT TO:

EXT. WONDERLAND FORREST - CONTINUOUS

Rain comes down. Dorothy follows Alice (and a very wet Cheshire Cat), down a pathway to...

AN OVERSIZED WELL

The huge watering hole is made entirely of stone, except for the iron-cast wheel and pulley that's attached to a thick ROPE. Alice goes to it, struggling to pull up the bucket.

ALICE
Help me with this!

Dorothy grabs ahold.

DOROTHY
I never saw a well this big in
Kansas.

ALICE
(pulling hard)
That's because there are no giants
in Kansas.

Straining, the girls manage to heave the enormous rusted pail. Alice climbs into it. Dorothy slips right in behind her, but the cat is reluctant.

CHESHIRE CAT
Out of the rain and *into* the well?

Automatically, the PULLEY BEGINS TO MOVE.

ALICE
Cheshire, come on.

As the bucket keeps GOING DOWN, the cat watches.

ALICE (CONT'D)
I don't have control of this - you
have to jump, NOW!

Finally, he BOUNDS. Alice CATCHES him. As the bucket
plummets, A VOICE begins to reverberate.

VOICE (O.S.)
Dark underground...that's the place
where I'll be found.

A few BATS scatter.

CHESHIRE CAT
What's that?

ALICE
Shh...It's the first riddle.

VOICE (O.S.)
Cut me to the quick and I'll be
bright, glowing with heavenly
light.

Alice mumbles under her breath.

ALICE
*The dark, the light-- and something
bright...*

Suddenly, the bucket DROPS, free-falling deeper into the
abyss.

DOROTHY AND ALICE
Ahhh!!!

The situation quickly turns from bad to worse as a brightness
appears below them...

A LAKE OF MOLTEN LAVA

The bucket is now on a collision course with the lava lake.
In it, what look like fiery SHARK FINS circle menacingly.

CHESHIRE CAT
Fire sharks!!

A FIRE SHARK leaps from the water, nearly engulfing the bucket...barely missing.

CHESHIRE CAT (CONT'D)
We're going to DIE!

Black smoke billows up from the lake.

ALICE
Stop! Let me think!

Other FIRE SHARKS raise their heads.

CHESHIRE CAT
Whatever you're *thinking*, think it faster!

Now just INCHES from the lava, Dorothy's eyes widen.

DOROTHY
What do you cut that becomes shining and bright?

The bucket begins to SMOKE and SINGE because it's so close to the lava; the fire sharks bite below.

ALICE
A diamond?

As soon as the word is spoken, a WHIRLPOOL in the lake opens up, revealing...

A DIAMOND TUNNEL

Clinging to the pail, the three barely escape the sea of lava as their pail drops into the protective DIAMOND TUNNEL.

Like an elevator out of control, the bucket rips through the glistening tunnel before nosediving into...

AN UNDERGROUND CAVE

CRASH! The bucket SLAMS and ROLLS across the cave floor. The trio spill out onto the stony ground. Getting up, Dorothy glances around.

DOROTHY
Wh-where are we now?

Even her soft words cause a few pebbles to drop from above.

ALICE
(whispering)
Quiet! The chamber walls are not entirely stable.

CHESHIRE CAT
 (trying to whisper)
 Not entirely stable? What about
 the fact that we're *trapped* in
 here?

He's right. There are no windows and no doors, anywhere.

Dorothy, who's been searching the grotto, finds SOMETHING.
 She MOTIONS for Alice and the cat to come over to her.

As they do, Dorothy points to...A SMALL DIAMOND SHAPED HOLE
 IN THE CAVE WALL.

DOROTHY
 (whispering)
 Look...

There's WRITING on the wall, just below the diamond shape.

ALICE
 (reading)
 Riddles arrive on the North Wind.

A GUSH OF WIND and an EERIE VOICE blow through the opening.

VOICE (O.S.)
 I make noise, yet you never see me.

The mighty wind pushes Dorothy and Alice back, sending ROCKS
 AND RUBBLE falling from above.

VOICE (O.S.) (CONT'D)
 I call out for good, but mostly for
 worse... watch for my friend,
 she's a *shining* curse.

Then, as quickly as it came - the wind is gone.

DOROTHY
*She is a curse...is the answer a
 woman?*

The room RUMBLES - stones CRASH DOWN from above. Then, a
 huge chunk of the ground behind them...

DISINTEGRATES

Cheshire nearly falls into the newly created abyss, barely
 holding on with his front paws.

ALICE
 Cheshire!

Quickly, she pulls her cat up into her arms.

CHESHIRE CAT
 (still shaking)
 I'm *guessing* a woman is not the
 answer.

Dust and rubble continue to tumble.

ALICE
 We have to think-- I make noise,
 but I'm unseen... I have a
 friend...

DOROTHY
 ...who is a shinning curse.

ALICE
 Could it be...
 (she whispers)
 Fire?

Again, the CHAMBER SHAKES MIGHTILY...as more of the floor
 gives out.

DOROTHY
 Look out!

Chunks of stone DROP AGAIN. As the girls duck, something
 catches Dorothy's attention...

A LIGHTNING BOLT-SHAPED BREAK IN THE CAVE WALL

She spins her head toward Alice.

DOROTHY (CONT'D)
 I know the answer! I call out for
 good, but mostly for worse...
 watch for my friend, she's a
shining curse. Who is thunder's
 shining friend?

ALICE
 That *has* to be it...say it.

DOROTHY
 The answer is lightning!

Instantly, the bolt-shaped aperture (which was Dorothy's
 clue), shines forth a BRILLIANT LIGHT and... OPENS UP.

They race into THE BRIGHTNESS as the entire room CRUMBLES.

SMASH CUT TO:

INT. A TUNNEL - CONTINUOUS

The trio races through a narrow tunnel as everything behind them SHATTERS and SPLINTERS. Finally, they exit the passage, barely slipping into...

SMASH CUT TO:

INT. BLUE ROOM - CONTINUOUS

Inside, Dorothy and Alice are immediately struck by the BLUE GLOW permeating throughout the space, and...

THE SUBZERO TEMPERATURE

DOROTHY
It's *freezing* in here.

ALICE
That's because the stone comes from
Glaciem--

ICEY WATER LEAKS from the ceiling and begins POOLING ON THE GROUND.

ALICE (CONT'D)
--The coldest kingdom of any of the
known worlds.

Hundreds of blue BOOKS are showcased on high shelves, but everything's damp.

Aside from the leaking ice water (and the large number of books), it's pretty much just a ordinary blue room.

There's a blue bed, a few blue pictures on the walls, two blue chairs, and a turquoise music box playing blue (melancholy) tunes.

Alice's eyes are quickly drawn to something on a high bookshelf...

A BRILLIANT SAPPHIRE STONE

ALICE (CONT'D)
Look, there it is.

The stone sparkles with a florescent glare.

DOROTHY
It's even more beautiful than I
imagined.

CHESHIRE CAT
 (teeth chattering)
 Yeah, it's great. Let's get it and
 go.

Cheshire starts to move into the room, but Alice sticks out
 her foot, blocking him.

ALICE
 Not another step. We need to solve
 the final riddle first.

CHESHIRE CAT
 More riddles?

The book shelves begin to VIBRATE and SHAKE...a book FLIES
 ARCOSS THE ROOM at Dorothy. She catches it.

ALICE
 Nice reflexes.

DOROTHY
 Thanks.

On the book is written, THE BLUE BOOK OF RIDDLES. She opens
 to the first page. She reads aloud...

DOROTHY (CONT'D)
 One more riddle to solve, but don't
 be a moment too late, more than
 three guesses and you'll be
 drowning in your fate.

As the girls share a glance, the DOOR behind them SLAMS SHUT.

ALICE
 The next page, fast.

Dorothy turns the next page, then the next, but the next
 fifty pages have no words - only topaz pages. Finally, she
 finds a page with a sentence scribbled on it.

DOROTHY
 (reading)
 Poor Mr. Blue lives alone in his
 single story home.

Flipping the page, she reads on.

DOROTHY (CONT'D)
 Everything Mr. Blue owns is blue...
 He spends his days in his blue room
 in his blue bed, watching blue
 shadows climb the blue walls. You
 know the color of the chairs, but I
 ask you, what about the stairs?

With that, the book FLIES out of Dorothy's hand and across the room...landing right back on the shelf it came from.

CHESHIRE CAT
There's only ONE answer, right?

DOROTHY
I don't know, something seems too...

ALICE
...simple?

CHESHIRE CAT
Too simple? Why do you humans have to complicate life at every turn?

DOROTHY
Cheshire, it's a trick.

CHESHIRE CAT
A trick? The ANSWER is clearly blue!

FREEZING WATER begins to POUR into the room from the ceiling and the walls.

ALICE
Cheshire, look what you've done!!

CHESHIRE CAT
What? It was the *only* logical answer!

The girls try the door behind them, but it's LOCKED. The cold water pounds into the room so fast, they're up to their hips before they know it.

CHESHIRE CAT (CONT'D)
I can't swim!

Alice grabs the cat as the water continues to rise. In no time, they're up to their necks and TURNING BLUE.

ALICE
(to Dorothy)
Think...what color could the stairs be?

DOROTHY
Maybe just another shade of blue?

Obviously the BLUE ROOM takes her words to be ANOTHER GUESS, because...

MORE WATER SURGES IN

Now the girls have to dog-paddle just to keep their heads above the ice water.

CHESHIRE CAT
Figure it out, fast!

The water forces them to the ceiling. They twist their necks, trying to breathe. Water keeps rising. Then, just as their about to run out of air, Alice has a revelation.

ALICE
Wait. It's a one storey house.

Dorothy gets it, too.

DOROTHY AND ALICE
(together)
There are NO stairs!

Instantly, A HATCH (that was previously invisible) materializes in the roof and OPENS.

DOROTHY
Oh my God!

As DAYLIGHT streams in from the outside, Dorothy pushes the cat through the hatch. Then, after pulling herself up and out, she reaches down for Alice, but...

ALICE
The stone!

SHE DIVES

DOROTHY
Alice, wait!

Underwater, Alice swims down...searching the shelves for the stone, but it's not there.

Finally, she spots the stone at the bottom of the room and tries to GRAB IT, but it's STUCK in a crevice.

Straining, Alice finally releases the stone. Turning around, she desperately swims back to the hatch.

Dorothy's waiting hand pulls her up and out.

SMASH CUT TO:

EXT. BLUE ROOM - CONTINUOUS

Coughing up icy water, Alice catches her breath. Dorothy sees the stone...sparkling in the sun.

DOROTHY
You did it!

Through the haze of morning, they begin to notice that they're surrounded by...

A DOZEN ABORIGINAL WARRIORS

The warriors are in full battle paint. Some have bows with arrows ready to be unleashed-- others hold sharp spears.

A beautiful WARRIOR PRINCESS steps through the haze. This is TIGER LILY (18). Her caramel skin is painted with bright colors and adorned with feathers and animal teeth.

Taking a knee, Tiger Lily holds out an open leather pouch.

TIGER LILY
The stone.

Alice refuses. The warriors pull back on their bows.

TIGER LILY (CONT'D)
Now.

Alice realizes there's no other way, finally she slips the stone into the pouch.

Tiger Lily cinches the pouch and affixes it to her waist.

Standing, she turns to her warriors.

TIGER LILY (CONT'D)
On my command.

The warriors stand tall, pulling back FULLY on their bows and readying their spears.

ALICE
What are you doing?!

A split second before the word is given, A VOICE cries out...

VOICE
HALT!

Every head turns to see...

A WHITE RABBIT - clutching a cane.

The once spry White Rabbit (who is nearly three feet tall), is much older now, his careworn eyes set behind wire-fames. He has on a waist-coat and clutches a pocket watch.

Alice and the rabbit share a knowing glance. Tiger Lily yells something in a strange tongue, which quickly becomes a heated discussion between her and the rabbit.

CHESHIRE CAT
 (to Alice)
 What's happening?

ALICE
 (whispers)
 I don't know...

Finally, Tiger Lily turns to her warriors and waves her hand.

THEY WITHDRAW THEIR WEAPONS

ALICE (CONT'D)
 Rabbit, what did you do?

WHITE RABBIT
 They've agreed to stay your
 execution. However, you will be
 taken as the prisoners of Princess
 Tiger Lily.

ALICE
 Prisoners?

Tiger Lily barks at Alice, but it's Dorothy who jumps.

TIGER LILY
 You're *lucky* to be alive. The
 penalty for stealing the stone is
 death.

ALICE
 (defensive)
 We weren't *stealing* the stone...we
 were taking it to...

TIGER LILY
 (cutting her off)
 ...the White Knight? So he can
 destroy it?

ALICE
 I don't know anything about
 destroying, only protecting.

TIGER LILY
 Then, you *don't* know the truth.

Tiger Lily WHISTLES. In a flash, GIANT FALCONS begin
 circling overhead before landing amongst the warriors.

The massive birds have brightly colored WINGS and huge
 talons. Tiger's warriors begin to mount the birds.

Alice turns to the rabbit.

ALICE
What's happening now?

WHITE RABBIT
You're being taken to her kingdom,
on Neverland Island.

Unexpectedly, a falcon SCOOPS the rabbit up in his talons.

THE WHITE RABBIT
And apparently, I am too...

As the FALCONS take flight, Dorothy and Alice are GRABBED.
Cheshire tries to make a run for it, but he's SNATCHED.

In seconds, the three of them are soaring over Wonderland
behind the warriors.

CHESHIRE CAT
(eyes tightly shut)
Just tell me when we're back on the
ground, okay?

The falcons dart across the sky, speeding toward the sun.

EXT. THE JOLLY ROGER - DAY

A SPANISH GALLEON bounds over towering waves. On deck,
pirates hoist up the main sail under the direction of the
ship's Master and Commander, CAPTAIN HOOK.

CAPTAIN HOOK
Bring 'er up, boys...the rougher
the seas, the smoother we sail!

Mr. Smee comes up from below deck and goes to the Captain.

HOOK
What is it, Mr. Smee?

MR. SMEE
It's the prisoners, Captain. I
think they're ready to spill.

CUT TO:

INT. THE JOLLY ROGER/BELOW DECK - CONTINUOUS

WE HEAR: the tick-tock of a clock. Deep in the belly of the
Jolly Roger, John and Michael are in a dank CELL on the
prison level. Around them, the other prisoners are jeering
because...

A HUGE CROCODILE is chained up in their cell. The beast snaps it's powerful jaws, desperately trying to reach John and Michael, who are just INCHES from the reptile's grasp.

The door to the prison swings open - it's Hook. Seeing him, the prisoners quiet down. The silence reveals the source of the ticking clock...it's coming from inside the croc's belly.

CAPTAIN HOOK
(to John and Michael)
Afternoon, boys.

He walks over to their cell (eating something) and glances inside. The Darling brothers cower in a corner, the croc still biting at them.

HOOK
I bet you boys didn't know that the crocodile has the most powerful bite of any animal in existence, did you? People *wrongly* assume the title is held by either the shark or the tiger. However, the crocodile is the absolute undisputed champion. And do you know why?

MICHEAL
(trembling with fear)
Why?

CAPTAIN HOOK
Because the croc's jaws were built not to chew...

While the clock ticks, he glances at the silver hook at the end of his wrist.

HOOK
...but to crush.

As if on cue, the crocodile lunges. It's jaws crash down on Michael's shirt sleeve...grazing his wrist.

BLOOD SPATTERS.

SMASH CUT TO:

FOR A SPLIT SECOND - WE'RE BACK IN...

INT. DR. ADLER'S OFFICE - SECRET ROOM - CONTINUOUS

WE SEE Michael sleeping in the SILVER CHAIR... blood trickles down his arm... *What happens in the DREAM WORLD, happens in the real world too.*

SMASH CUT TO:

INT. THE JOLLY ROGER/BELOW DECK - CONTINUOUS

We're back in the cell. Micheal clutches his bleeding wrist.

MICHEAL

Ahhh!! What do you want from us?
We are not your enemies!

CAPTAIN HOOK

Yes- Michael, but a friend of my
enemy *is* my enemy.

JOHN

If you're talking about *Pan* - he's
not our friend. On the contrary,
we have nothing but contempt for
him.

Grabbing a stool in the corner, Hook sits.

CAPTAIN HOOK

Oh, really?

JOHN

Michael's right, Peter claimed he
was finally ready to grow up. So,
we brought him back to London...

The clock ticks. Michael jumps in.

MICHEAL

...but his shadow became furious
and consumed him. He went crazy
and disappeared...and took our
sister with him!

Hook drinks from a FLASK taken from his coat pocket.

CAPTAIN HOOK

And where *exactly* did he take her?

JOHN

That we don't know.

The crocodile suddenly SNAPS.

MICHEAL
 (loosing it)
 But it's why we're back in
 Neverland, to get the stone and
 find out!

John looks at his brother like...*What did you just say?*

CAPTAIN HOOK
 Stone? I'm afraid I'm not
 following you boys.

He tosses what he's eating to the croc, who devours it.

MICHEAL
 (trembling with fear)
 There's a stone that can open the
 door to any world in existence.
 We've come back to find it...

JOHN
 ...so we can use it to find Wendy
 and bring her home.

CAPTAIN HOOK
 Boys, if you're referring to the
 Dream Stone, you're going to be
 gravely disappointed. It's a
 bedtime story, a legend at best.

JOHN
 You're wrong. It's real, and about
 to be found.

CAPTAIN HOOK
 By whom?

MICHEAL
 Two girls.

Hook thinks for a moment. Then, he gets up.

CAPTAIN HOOK
 Sorry boys, but I'm just not buying
 it.

He reaches into the cell, grabs the crocodiles CHAIN, and
 begins to unfasten it.

MICHEAL
 Hook! Listen to reason!!

CAPTAIN HOOK
 Good day, boys, farewell and adieu.

Michael and John panic.

JOHN
 Don't you see? If we can recover
 the stone, we both get what we
 want... We get Wendy and you get
 Pan!

Hook is no longer listening. He's just to about to unchain
 the croc, when....

A VOICE CALLS OUT

VOICE (V.O.)
 Captain Sir, come up on deck!

HOOK stops what he's doing and LEAVES. On his way out, he
 tosses his flask through the bars. It hits the crocodile in
 the head. The beast goes crazy, nearly breaking its chain.

SMASH CUT TO:

EXT. THE JOLLY ROGER - CONTINUOUS

On deck, the waves have settled. The crew is watching...

THE MASSIVE FALCONS FLY OVERHEAD

Hurrying to Smee, Hook snatches a TELESCOPE from his hand and
 points it to the sky. Looking up, he sees Tiger Lily and her
 warriors, and... DOROTHY and ALICE.

Hook realizes... *John and Michael may not be lying after all.*
 He takes the telescope from his eye and hands it to Mr. Smee.

CAPTAIN HOOK
 Mr. Smee, fetch me the Darlings.

MR. SMEE
 Aye, aye, Captain.

As Smee hurries off, Hook pensively watches the HUGE BIRDS
 fly off to Neverland Island.

DISSOLVE TO:

EXT. NEVERLAND - TIGER LILY'S KINGDOM - LATE DAY

Deep in a TROPICAL WILDERNESS, immense PYRAMIDS and a STONE
 TEMPLE rise above the treeline. Dozens of warriors return to
 the settlement from a hunt.

Women (walking alongside a complex irrigation system), fill
 clay pitchers. Nearby, children play on a grassy field.

POUNDING DRUMS reverberate from inside the temple, signaling
 the return of...TIGER LILY and her warriors.

As soon as Dorothy and Alice (and Cheshire) are dropped to the ground, they're apprehended by guards. Alice catches eyes with Tiger Lily.

ALICE
You're wrong about us.

Tiger ignores the comment. As Alice and Dorothy are ushered off, THE WHITE RABBIT hobbles over to them.

THE WHITE RABBIT
Don't worry Alice...I'm going to
get you out of this, I promise!

As he goes, Alice notices a handsome WARRIOR named KOA staring at her. Inhibited, she turns away as she's ushered into... THE DUNGEON.

CUT TO:

INT. PYRAMID - CONTINUOUS

Tall statues of the great chiefs of the past line the hieroglyphic covered walls. The village nobles gather around the throne of...

CHIEF GREY PANTHER

He's a mountain of a man, with wisdom in his lined eyes. Soon, everyone in the room turns to see...

TIGER LILY RETURN WITH HER WARRIORS

GREY PANTHER
Tiger, you've come back to us.

TIGER LILY
Yes, and I have this.

She holds up the DREAM STONE. Eyes widen as the stone shines brightly.

TIGER LILY (CONT'D)
It was just as it was in my
crystal vision... two girls were
trying to take the stone. They
claimed to be protectors, but I
suspect they're in league with the
White Knight.

She returns the stone to the leather pouch.

GREY PANTHER
I'm proud of you, Tiger...You'll
make a worthy Queen one day.

A VOICE rings out.

THE WHITE RABBIT
That's true, Your Majesty. She
most certainly will.

The elderly rabbit moves into the throne room. He bows.

THE WHITE RABBIT (CONT'D)
Pardon me, Sire.

GREY PANTHER
The Rabbit...who's always late?

THE WHITE RABBIT
Yes, but today I came just in the
nick of time. Sire, I've known one
of the girls Tiger's speaking of
since she was a child...

Tiger Lily and her father share a glance.

THE WHITE RABBIT (CONT'D)
...her name is Alice. She came
into this world with instructions
to save the stone. Her companion
is Dorothy Gale, Princess of Oz.

GREY PANTHER
The witch slayer?

The rabbit takes a step closer to the throne.

THE WHITE RABBIT
Yes. She could prove to be quite
valuable when it comes time to do
battle with the Red Queen.

CUT TO:

INT. DUNGEON - CONTINUOUS

In an underground prison, Dorothy, Alice (and Cheshire), are
locked up behind bamboo bars. The cat sleeps in a corner.

Dorothy scoops up a handful of dust from the ground. She
lets it sift through her fingers...*her mind is obviously
somewhere far away.* Alice watches her.

ALICE
You okay?

DOROTHY
Fine...just thinking about--

ALICE
--home?

Unexpectedly, KOA (the warrior who was checking out Alice earlier), shows up at their cell with a tray of fruit.

KOA
I thought you might be hungry.
Alice looks annoyed.

ALICE
We don't want food, we want to get out of here.
Dorothy sees the selection of tropical fruits.

DOROTHY
Actually, I'm starving.
Koa slips the food through the bars to Dorothy. Trying not to be conspicuous - Alice takes a mango from the tray; Koa smiles at her.

KOA
I'm glad I have something you like.
The White Rabbit enters the hallway outside their cell.

ALICE
Rabbit!
THE WHITE RABBIT
I have some good news...and some not so good news.

DOROTHY
What's the good news?

THE WHITE RABBIT
You're to be released.

ALICE
And the bad?

THE WHITE RABBIT
You'll have to remain here in the village, forever.

ALICE
Forever?!

The Rabbit moves closer to Dorothy and Alice.

THE WHITE RABBIT
The *other* good news is that the stone is safe.

ALICE
Safe? Safe with Tiger Lily?
Rabbit, the pale moon is nearly
here!

THE WHITE RABBIT
It's safe enough for now.
(he lowers his voice)
Alice, I've received word that the
White Knight is on his way here...
as we speak.

GUARDS walk over an open their CELL DOOR. Koa takes a step
closer to Alice.

KOA
Would you accompany me to the
festival tonight?

Alice is about to reply "no," but she stops herself, looking
into Koa's strong eyes.

ALICE
I suppose I will have to find *some*
way to pass the time.

She turns to Dorothy.

ALICE (CONT'D)
Coming?

Dorothy follows her out of the cell. Stepping out behind the
girls, Cheshire turns to the White Rabbit.

CHESHIRE CAT
If you were looking for a thank you
from either of them-- I wouldn't
count on it.

DISSOLVE TO:

EXT. NEVERLAND ISLAND - TIGER LILY'S KINGDOM - NIGHT

Bonfires burn as percussive music fills the valley.
Villagers encircle the fires to celebrate...

THE FESTIVAL OF THE PALE MOON

Winding through the multitudes, THE CHESHIRE CAT searches for
food and quickly finds...

A HUGE SPREAD OF FRESHLY CAUGHT SALMON

The cat hops onto a platter and chows down. Then, something
else catches his attention...

TWO SHADOWS COMING THROUGH THE WOODS

Squinting, the cat now SEES who it is. He bounds from the table and RUNS OFF.

CUT TO:

NOT FAR AWAY...

Alice watches FIRE DANCERS spin batons with incredible agility. Dorothy comes over and sits next to her. Among the fire dancers is KOA. His eyes are locked on Alice.

DOROTHY

Alice, you're going to have to give that boy a break before the night ends.

ALICE

I don't *have* to do anything... besides, suffering only makes the heart grow fonder.

DOROTHY

Is *that* what you did to John Darling, made him suffer?

ALICE

And what do *you* know about me and John?

DOROTHY

Charlotte told me he was the reason you left.

ALICE

Oh, really? And did Charlotte *also* tell you about her secret garden protected by twin dragons?

(a beat)

I'm sure John would love for everyone to believe that story, but truth be told, I took tea with him once and quickly inferred that John likes John, and isn't interested in much more. If you want him, by all means...he's yours.

DOROTHY

No, thanks.

ALICE

Why not, you got a nice farm boy waiting for you in Kansas?

Dorothy shakes her head "no." Alice grins.

ALICE (CONT'D)
 Maybe a *not* so nice farm boy?

In a flash, the Cheshire Cat bounds onto the table in front of them...knocking over their drinks.

CHESHIRE CAT
 (out of breath)
 Alice! You're never going to
 believe who's here!

Cutting through a maze of dancers, WE SEE: JOHN and MICHAEL.
 Alice sees them, too.

ALICE
 Speak of the devil.

Soon, the brothers are right in front of Dorothy and Alice.

ALICE (CONT'D)
 What are you two doing here?

John grabs a piece of bread from the table.

JOHN
 Isn't it I, who should be posing
 that question to you? After all,
 Neverland is the world of our
 dreams, not yours.

He pops the bread into his mouth.

ALICE
 Don't you mean your sister's
 dreams? I thought you boys just
 tagged along.

MICHEAL
 Actually, our sister is the very
 reason we've returned to Neverland.

John gives his brother an irritated look...*why would you tell them that?*

JOHN
 What Michael *means* is... we've come
 to see if Tiger Lily can tell us
 anything about Wendy's whereabouts.

Alice's eyes convey a hint of suspicion.

ALICE
 Well, good luck getting help from
 her, she threw us in her jail. But
 you two are just so charming...
 (she looks John in the eye)
 ...should be easy for you.

Alice walks off towards Koa. John and Michael watch her go.

MICHEAL
Bloody hell...is she *always* that prickly?

JOHN
What did you expect? It's Alice.

The crowd of dancers PARTS as TIGER LILY is paraded into the festival.

DOROTHY
(watching Tiger Lily)
Prickly or not...Alice is right about Tiger-- she nearly had us killed.

JOHN
Oh, really...and for what reason?

Dorothy doesn't answer.

MICHAEL
Well, I'm going to talk to her...
God knows I'll have better luck than you.

He EYES his brother as he walks off - leaving Dorothy and John alone. Dorothy glance over at John.

DOROTHY
Why doesn't Tiger Lily like you?

JOHN
I suppose we...started off on the wrong foot.

DOROTHY
What *is* it about you and first impressions?

JOHN
I wish I knew.

DOROTHY
Maybe...the iconoclastic, egocentric way you approach strangers?

JOHN
Wow. That was a mouthful.

DOROTHY
(cutting in)
Coming from a simpleton from Kansas?

He smiles looking into her eyes. In them he sees LIGHTS.

DOROTHY (CONT'D)
(self-conscious)
What is it?

Turning around, he realizes that THE GLEAM in her eyes is a reflection of...

DOZENS OF SPARKLING LIGHTS IN THE WOODS BEHIND THEM

JOHN
Have you ever heard the summer
sprites sing to the pale moon?

DOROTHY
...um, I don't think so.

JOHN
You'd remember if you had.

He reaches out for her hand, but she doesn't give it.

JOHN (CONT'D)
Please, it's not to be missed.

CUT TO:

NOT FAR AWAY...

Moving through the festivities, Michael approaches PRINCESS TIGER LILY. She sits in an ornate chair, handmaidens and servants surrounding her. Seeing him coming, Tiger's eyes widen.

TIGER LILY
Michael Darling? What are you
doing back in Neverland?

Michael lowers his head.

MICHEAL
Your Highness.

TIGER LILY
Please tell me you left your
brother at home.

MICHEAL
No, he's here.
(a beat)
Your Majesty, I've come to inform
you about the two girls that
arrived here, and to inquire about
the Dream Stone.

Tiger Lily motions to her servants to go.

CUT TO:

EXT. THE NEVERLAND FOREST - NIGHT

Deep in the woods, John and Dorothy COME TO THE EDGE of a clearing where...

HUNDREDS OF TINY BIOLUMINESCENT FAIRIES HAVE GATHERED

Up close, the fairies have a savage look...and their facial features are more animal than human. Seeing them, Dorothy can't believe her eyes.

DOROTHY
The light, the colors, they're
absolutely....

JOHN
...indescribable?

He scoots closer to her.

JOHN (CONT'D)
I only wish you could see the way
their light shines in your eyes.

Shy, Dorothy starts to speak, but John puts his finger to her lips.

JOHN (CONT'D)
Listen.

With that, the creatures begin to SING an ethereal, otherworldly song. Dorothy whispers into John's ear.

DOROTHY
How did you know about this?

JOHN
It's the longest night of the year,
so the sprites always come out to
sing. To them, the long night is a
bad omen...

The tone is so enchanting, the forest itself seems to join in the song.

JOHN (CONT'D)
...and the pale moon it brings is a
killing moon. The song is a
prayer, to keep away evil, and save
all good souls from what's coming.

DOROTHY
And what *is* coming?

JOHN
Probably just an early frost or a month without rain, nothing we'd be concerned with.

Dorothy watches the fairies in the moonlight; John stares at her until...

JOHN (CONT'D)
Dorothy, I am sorry our first meeting went so poorly...I hope you'll give me the chance to start over.

DOROTHY
I suppose everyone deserves a second chance.
(she turns to him)
Besides, this is only a dream, I can always change my mind about you when it's over, right?

He smiles at her.

JOHN
And what makes you so sure *this* isn't the real world..and the other isn't the dream?

Suddenly, John realizes...THE FAIRIES HAVE GATHERED AROUND DOROTHY. Noticing them, Dorothy's eyes widen.

DOROTHY
What's happening??

JOHN
They're blessing you.

The fairies SINGING grows louder, as their lights grow brighter.

JOHN (CONT'D)
You are now under the protection of the Neverland fairies.

Below the fairies, a sprinkling of SPARKLING DUST has collected. John scoops some up and puts it in his pocket.

DOROTHY
What's that?

JOHN
Pixie dust...you never know when it might come in handy.

It's a perfect moment until... a LOUD HOWL RESOUNDS through the forest. The fairies suddenly SCATTER. Dread manifests on Dorothy's face.

DOROTHY
We have to go, now.

SMASH CUT TO:

EXT. TIGER LILY'S KINGDOM/THE VILLAGE - CONTINUOUS

Seeing the CHESHIRE CAT, Alice steps away from her dancing partner (Koa), and approaches the feline.

ALICE
Cheshire, have you seen Dorothy?

CHESHIRE CAT
Last time I saw her she was with
that Darling boy. Why?

She doesn't answer; her eyes scan the crowds for Dorothy. Unexpectedly, A SCREAM thunders through the celebration.

CHESHIRE CAT (CONT'D)
What was that??

TERROR explodes as more SCREAMS resound. Alice sees a DIRE WOLF ripping into a member of the tribe.

TRIBESMAN
Ahhh!!!

Above the screams, further howls fill the night air, as THE WOLVES break through the crowd barking and biting.

CHAOS ERUPTS - Alice scoops up the cat.

CHESHIRE CAT
What are you doing?

ALICE
Getting us out of here!

Seeing a discarded KNIFE, Alice grabs it.

SMASH CUT TO:

EXT. NEVERLAND FOREST - CONTINUOUS

Dorothy and John push through tall weeds. Behind them, they can hear the wolves yowling. John SEES a moonlit trail that winds to...

A CLIFFSIDE PATH

JOHN

This way!

Along the path, WAVES crash against the mountainside.
Glancing out at the Neverland Sea, Dorothy beholds...

DOZENS OF RED SAILS IN THE MOONLIGHT

A DIRE WOLF LEAPS OUT - knocking John to the ground and
BITING his arm.

DOROTHY

John!

Dorothy grabs a BRANCH, and CLOBBERS the beast over the head.
The wolf falls over, yelping. Quickly, Dorothy grabs John
(who's bleeding), and pulls him up.

DOROTHY (CONT'D)

We have to go!

SMASH CUT TO:

EXT. THE VILLAGE - CONTINUOUS

From the sky, A MASSIVE PREHISTORIC BIRD lands on the ground.
The strange beast appears to be half-pterodactyl and half-
condor - it lets out a horrible screech.

Dismounting the creature, WE SEE...

THE RED PRINCE

Immediately, he swings his broadsword at anything or anyone
in his path. Behind him, his knights unleash FIERY ARROWS on
the village.

As a group of Tiger Lily's warriors charge, the Red Prince
holds up a HEART. Squeezing it, the ground in front of him
opens up and CONSUMES the oncoming warriors.

Nearby, Alice and Cheshire scurry through the destruction
searching for Dorothy.

A knight tries to grab Alice, but she PLUNGES her blade into
A GAP in his armor. At the same time, Alice sees...

Koa (her dance partner), DEAD ON THE GROUND. Horrified and
saddened, she turns to...

Tiger Lily and her warriors BATTLING with the red knights.

ALICE

Tiger!

Tiger Lily SEES Alice through the clash of violence.

ALICE (CONT'D)
Where's the stone?

TIGER LILY
Safe.

Tiger's hand touches to the leather pouch on her waist.

ALICE
Not safe enough. Please, you have
to *run* as far away from here as
fast as you can!

TIGER LILY
No. I have to stay and fight, with
my people.

Alice is about to respond, but instead...

She GRABS THE LEATHER POUCH.

TIGER LILY (CONT'D)
What are you doing??

In a flash, Alice CUTS IT FREE with her blade. Tiger tries
to seize Alice but, she takes off.

TIGER LILY (CONT'D)
Alice!

Tiger bolts after her, but is stopped when a FIERY ARROW
lands in her path. Around her, other burning arrows rain
down on the village.

Seeing the destruction, tears well her eyes. Michael runs to
her.

MICHEAL
Tiger, we have to get out!

Before she can respond...

HOOK AND HIS PIRATES MARCH ONTO THE SCENE - surrounding them.

CAPTAIN HOOK
And where are you running off to,
Princess?

Hook's buccaneers move in closer, pointing muskets and
swords.

HOOK
Nicely done, Mr. Darling. You and
your brother led us right here.

Tiger glares at the hapless Michael.

SMASH CUT TO:

CLOSE BY...

Sprinting back to the village, Dorothy's eyes cut across the FIRES, searching for Alice; the red knights have taken over.

Covertly moving through the wreckage (with John), Dorothy spots the Cheshire Cat hiding behind A HUT.

DOROTHY
Cheshire! Where's Alice?

CHESHIRE CAT
(whispering)
She took off with stone...you have
to hide!

DOROTHY
(propping up John)
He needs help!

Eyeing a cloth, Dorothy picks it up and wraps it around John's arm.

DOROTHY (CONT'D (CONT'D))
Don't leave him, I'll be back.

CHESHIRE CAT
No, Dorothy, wait!

SMASH CUT TO:

EXT. NEVERLAND FOREST - CONTINUOUS

Dorothy runs as fast as she can, *desperate to find Alice*. The dire wolves pick up her scent...charging into the woodland after her.

Abruptly, Dorothy CRASHES TO THE GROUND (her foot caught on a vine). Wincing in pain, she tries to get up.

She screams as the wolves creep closer, but just as they attack...

A SWARM OF FAIRIES blast onto the scene, BITING and CLAWING into the wolves' flesh.

Other fairies surround Dorothy, *lifting her up off of the ground*. In seconds, she's back on her feet being led by them to...

A CLIFFSIDE TREE, on the edge of the Neverland Sea. High in the elm's branches Dorothy sees... **ALICE** - CLUTCHING THE DREAM STONE.

SMASH CUT TO:

EXT. THE VILLAGE - CONTINUOUS

Still behind the hut, Cheshire is grabbed by RED KNIGHTS and shoved into a small cage. At the same time, John is forced to his feet and shackled.

Then, John's pushed into a line of prisoners that includes... Michael and Tiger Lily. Michael sees his brother and his wound.

MICHEAL

John!

JOHN

It's not nearly as bad as it looks.

MICHEAL

Where are Alice...and Dorothy?

JOHN

I don't know.

Infuriated, Tiger Lily glares at John.

TIGER LILY

You took good care of everyone,
didn't you?

SMASH CUT TO:

EXT. NEVERLAND FOREST - CONTINUOUS

Dire Wolves wait below the tree (where Alice is trapped), snarling and snapping. Nearing the tree, Dorothy calls out...

DOROTHY

Alice!

Turning, the wolves glare at Dorothy, but don't attack; *they're intimidated by the swarm of GLOWING FAIRIES protecting her.*

ALICE

Dorothy, catch!

From the tree, Alice PITCHES the Dream Stone to Dorothy. In SLOW MOTION - it tumbles across the sky, *but at the same time...*

THE RED PRINCE SWOOPS IN on his bird, AND CATCHES THE STONE.

DOROTHY

No!

The mere sight of the PRINCE causes the fairies to SCATTER.

ALICE

(calling to Dorothy)

Run!

In the sky, the Red Prince wheels the bird around...charging for Dorothy. She runs, but the bird of prey is too fast.

It DIVES down and...GRABS DOROTHY IN ITS TALONS.

Alice watches from the treetop in horror.

In a flash, Dorothy's hoisted off the ground (right over Alice's head), and whisked across the Neverland Sea.

ALICE (CONT'D)

(tears streaming)

Dorothy!!

As the Rain begins to fall, a silence creeps through the forest. The wolves SNIFF THE AIR. Sensing something, they scatter.

Alice is still in the treetop unable to move; she's overcome with grief. Then, A RUMBLE begins to build as...

KNIGHTS IN SILVER ARMOR STORM ACROSS THE FOREST

On powerful chargers, they gallop right past Alice - she SEES their leader in an ivory suit-of-armor...

IT'S THE WHITE KNIGHT

With a powerful sword held aloft, the White Knight lets out a BATTLE CRY. Alice screams out...

ALICE (CONT'D)

You're too late!

The other knights draw swords too, charging right past Alice.

SMASH CUT TO:

EXT. THE SEA - NIGHT

Freezing (in the talons of the Red Prince's bird), Dorothy is flown across miles of sea to the frosted realm of...

GLACIEM

The ominous dominion is a collection of tall glaciers and frosted peaks. Snow comes down in sheets. Shivering, Dorothy glances down at the sea below, and then into the distance, where...

A FORTRESS OF ICE AND SNOW rises up from the sea itself.

SMASH CUT TO:

EXT. THE VILLAGE - NIGHT

THE WHITE KNIGHT and his soldiers rip through the village, slashing the unsuspecting red warriors and pirates who have taken control.

As the White Knight moves in to free the prisoners (Michael, John, Tiger Lily and Cheshire), HOOK steps in front of him with his sword drawn.

Rain pelts from above.

HOOK

I don't know what it is you *think*
you're doing, but these prisoners
are mine.

Unsheathing his sword, the White Knight tosses off his helmet... revealing his EBONY SKIN and strong features.

WHITE KNIGHT

Then let me explain it to you.

The Knight's SWORD CRASHES down on Hook's weapon, sparking a vicious battle of clashing blades. Hook puts up a good fight, but the White Knight is too fast and too skilled...

HOOK IS QUICKLY DISARMED AND PINNED TO THE GROUND

The Knight towers over the fallen pirate.

WHITE KNIGHT (CONT'D)

Unshackle the prisoners.

SMASH CUT TO:

EXT. GLACIEM CASTLE - NIGHT

Nearing the FROZEN FORTRESS, the Red Prince's bird approaches a towering gate that lowers as it approaches.

CUT TO:

INT. GLACIEM CASTLE - NIGHT

Now inside the fortress, Dorothy is released from the bird's talons. Her lips are blue...her body shivers and shakes.

The entryway is a massive hall with HUGE FIRE PITS and stockpiled weapons. The Prince goes to a wall where various garments are hung. He takes a coat.

THE RED PRINCE
Put this on.

Taking the coat, Dorothy wraps it over her body.

THE RED PRINCE (CONT'D)
Follow me.

Obedying, Dorothy follows him down a long frosted hallway to a RED DOOR flanked by guards. Seeing the Prince approach, the guards open the doors.

Dorothy is lead into...

THE RED QUEEN'S CHAMBERS

The expansive room looks strangely familiar.

Candles glow and incense burns. A large MAP and unusual art pieces cover the crimson walls. Dorothy looks confused...
where is she?

Suddenly, a VOICE BOOMS from across the room...

VOICE
Welcome, Dorothy.

There's A WOMAN standing across from her in the shadows. She's wearing a crown and a flowing red gown.

VOICE (CONT'D)
I've been expecting you for some time.

In her hand she clutches a MANUSCRIPT titled...

THE BOOK OF WORLDS

The woman steps out of the shadows and under A SKY LIGHT. The PALE MOON SHINES down brightly from above, illuminating the woman's face. Dorothy can't believe it...

THE RED QUEEN IS DOCTOR ROSE ADLER

DOROTHY
(disbelief)
You-- you're the Red Queen?

RED QUEEN
I'm a Red Queen. Not the first and
surely not the last.

Dozens of HEARTS are showcased on THE WALL behind the Queen.

RED QUEEN (CONT'D)
Personally, I prefer... Queen of
Hearts.

The Red Prince removes his mask, revealing...

THE RED PRINCE IS DARIUS

Dorothy is dumbfounded. The Queen moves toward her.

RED QUEEN (CONT'D)
When we met I told you it was no
mere coincidence that our paths had
crossed. Do you remember?

Dorothy is still too stunned to speak.

THE RED PRINCE
Mother, I have the stone.

He removes THE DREAM STONE; it shines brightly in the light
of the pale moon. Mesmerized by it's brilliance, the Red
Queen takes the stone into her hands.

RED QUEEN
Well done, my son.

The Queen sets the stone on an ALTAR (that's directly under
the skylight), and moves closer to Dorothy.

RED QUEEN (CONT'D)
Dorothy, you haven't even begun to
understand the powers you possess.

She steps closer to her.

RED QUEEN (CONT'D)
Or the important role you're to
play...this very night.

CUT TO:

EXT. THE VILLAGE - CONTINUOUS

Back in the village, it's a decidedly different scene.

Now, Hook and his pirates (and the remaining red soldiers),
are shackled and being hauled off to Tiger Lily's prison.

A figure comes from the forest and enters the village. It's ALICE; she's drenched and has a manic look in her eye.

She SEES Michael, John, and Tiger talking to the White Knight.

From under a bush, Cheshire SPIES Alice as she approaches.

CHESHIRE CAT
Alice, you're alive!

Alice remains silent. ANGER FLARES in her eyes.

CHESHIRE CAT (CONT'D)
Hey, are you okay?

Alice doesn't respond, she goes right to the White Knight.

WHITE KNIGHT
Alice, we've been looking for you.

John turns to her.

JOHN
Where's Dorothy?

ALICE
Dorothy is gone and so is the stone.

Clenching her fists, she glares at the White Knight.

ALICE (CONT'D)
She was taken by the Red Prince because you were late.

Tiger Lily breaks in.

TIGER LILY
You may want to direct *some* of your anger at them...
(she glares at John and Michael)
They made a deal with Hook that brought the Red Prince here.

Alice can't take it anymore, her anger exploding inside her.

MICHEAL
Alice, please, it's not what you think--

Before he can finish, Alice RAGES AT JOHN...she grabs him forcefully by the neck. He goes down hard. She jumps on top of him pounding him with her fists.

ALICE

I *knew* when I saw you everything
would fall apart!

Michael tries to pull her off of his brother.

JOHN

Please...Listen! We knew nothing
about this Red Prince - we only
wanted the stone-- to save Wendy!

MICHEAL

You *know* what it's like to lose
someone. You'd have done the same!

The White Knight steps in and pulls Alice off of John.

WHITE KNIGHT

Alice, we're going to get Dorothy
and the stone - you just have to be
patient.

ALICE

Patient? The pale moon is here!
The Red Queen has the stone--
she's probably using it to call her
dark army right now!

WHITE KNIGHT

The Red Queen's fortress is in
Glaciem. I've just received word
that the Royal Navy of Oz is on
it's way there now... ready to
attack.

He looks deep into Alice's eyes.

WHITE KNIGHT (CONT'D)

My ships will be right behind them
as soon as we account for our dead
and meet with Chief Grey Panther.

Tiger turns to the Knight.

TIGER LILY

I can take you to my father now.

The Knight leaves with Tiger. Alice is even more frustrated.

WHITE KNIGHT

Stay put, Alice.

Bloodied, John gets off the ground and turns to Alice.

JOHN

If you want to get to Dorothy now.
I know how to do it.

ALICE

And what makes you think I'd EVER
trust you to do anything?

He wipes the blood from his face with his sleeve.

JOHN

Because you care about Dorothy, and
whether you believe it or not, I do
too.

Confused, Michael turns to his brother.

MICHEAL

And how *exactly* do you plan on
pulling this off?

JOHN

By commandeering a ship.

He reaches into his pocket.

JOHN (CONT'D)

And making the sails fly like
they've never flown before.

He pulls out a handful of shimmering... PIXIE DUST.

CUT TO:

EXT. GLACIEM CASTLE - THE RED QUEEN'S CHAMBERS - CONTINUOUS

Gazing out of an imposing WINDOW, the Red Queen continues her
conversation with Dorothy.

RED QUEEN

Like you, I travelled to far off
worlds in my dreams when I was a
young child, but by the time I was
your age, my abilities had all but
diminished... It became my life's
work to find a way to return.

Outside the window, snow and freezing rain trickle down.

RED QUEEN (CONT'D)

My son and I discovered the means
to actually do it, but unlike the
stone, machines have their
limitations.

The Queen turns from the window and faces Dorothy.

RED QUEEN (CONT'D)
 Very few people can unlock the
 stone's power...even under the most
 ideal of circumstances.
 However, this is the longest night
 of the year, illuminated by the
 pale moon-- and we have a Princess
 of Oz among us.

Suddenly, Dorothy realizes...*the Red Queen needs her.*

RED QUEEN (CONT'D)
 Dorothy, if you were to join with
 us, the possibilities would
 be...boundless. Together we could
 control every world in existence!

DOROTHY
 Join with you? You're murderers--
 both of you!

THE RED PRINCE
 Murder? How about sacrifices for
 the greater good.

She glares at the Red Prince.

DOROTHY
 Who's good?

She turns back to the Red Queen.

DOROTHY (CONT'D)
 Yours?

RED QUEEN
 Yes, and yours too. Don't you
 understand? The stone can take you
 to any world. Even to places
 outside space and time as we know
 it.

The wheels in Dorothy's head begin to spin.

RED QUEEN (CONT'D)
 Yes, Dorothy, the Stone can even
 reunite you with your dearly
 departed Aunt Emily.

SMASH CUT TO:

EXT. THE NEVERLAND SEA - CONTINUOUS

Moonlight scatters across the ocean rain. A CANOE knifes
 through the waves towards...

THE JOLLY ROGER - docked just off the Neverland coast.

In the canoe, John and Michael paddle. Alice clutches the Cheshire Cat. Finally, the boys maneuver the tiny craft to the edge of the pirate ship to...

A ROPE LADDER. Exiting the canoe, the kids climb up the ladder and into...

EXT. THE JOLLY ROGER - CONTINUOUS

Alice climbs on deck first, with Cheshire. John and Michael come up after. Michael rushes into action, searching to see if anyone is still on the ship.

MICHEAL
She's deserted!

ALICE
Now what?

Taking the helm, John is invigorated...*his plan might actually work.*

JOHN
We sail. Michael, take up the anchor!

MICHAEL
Aye, Captain!

Next, John PITCHES THE PIXIE DUST into the Jolly Roger's MAIN SAIL. Instantaneously, the sail begins to SHINE WITH SILVER LIGHT. Then...

THE SHIPS LIFTS OFF FROM THE WAVES - HOVERING ABOVE THE SEA

ALICE
It's working!

Cheshire meows loudly.

JOHN
Hold on tight everyone!

The Jolly Roger picks up speed. Soon, the ship is blasting through the rain....sailing above the waves.

NOT FAR AWAY ON A CLIFFSIDE...

THE WHITE RABBIT watches the pirate ship in the moonlight.

THE WHITE RABBIT
Good luck, Alice, and Godspeed.

SMASH CUT TO:

INT. GLACIEM CASTLE - THE RED QUEEN'S CHAMBERS - CONTINUOUS

Dorothy is still in a state of disbelief...*could she really see her Aunt Emily again?* The Red Queen ambles closer to her.

RED QUEEN
Ask yourself, Dorothy, are you
really willing to give up the
chance to see her again?

Dorothy doesn't respond. The PALE MOON shines brilliantly, illuminating the DREAM STONE on the Altar.

RED QUEEN (CONT'D)
See the way the stone shines?
Surely a Princess of Oz could
unlock it's powers tonight!

Conflict rages in Dorothy; it's written all over her face.

Glancing out the window, the Red Prince SEES a fleet of EMERALD COLORED SHIPS approaching the fortress.

THE RED PRINCE
Mother, look!

She goes to the window and sees the ships.

RED QUEEN
Oz's pitiful Navy... they're of no
concern.

THE RED PRINCE
But mother, my soldiers are still
in Neverland, how will we fight?

RED QUEEN
Have you forgotten? We have the
stone... we'll bring forth an
invincible army!

She turns to Dorothy.

RED QUEEN (CONT'D)
The time is now...place your hand
on the stone and unleash its
powers!

DOROTHY
No...I can't...

The Red Queen loses her patience.

RED QUEEN
You fool, do it NOW!

Grabbing Dorothy's hand...she SLAMS it down on the stone.

DOROTHY

No!!

Dorothy's CUT. Blood trickles from her wrist onto the stone. In seconds, BRIGHT LIGHTS emanate from the stone's multiple facets, revealing...

DOORS OF LIGHT - ALL OVER THE ROOM

The Red Prince's eyes widen.

THE RED PRINCE

Mother...

RED QUEEN

Yes, I see!

SOUNDS AND VOICES (from the worlds beyond the doors), being to reverberate and echo throughout the space, but ONE gets Dorothy's attention...

VOICE (O.S.)

Dorothy?

EXT. THE SEA - CONTINUOUS

The Jolly Roger soars above pounding waves. Finally, the vessel nears GLACIEM CASTLE. Using a spyglass, Michael sees it first.

MICHEAL

There it is! The Red Queen's palace.

He calls below deck to his brother.

MICHEAL (CONT'D)

John, get up here!

John runs up stairs and onto the main deck, carrying A MAP.

As the ship nears Glaciem, the temperature drastically DROPS. Taking the spyglass from Michael, Alice notices something too...

THE FLEET OF EMERALD COLORED SHIPS APPROACHING THE CASTLE

ALICE

Look, Oz's Navy!

As the green ship nears Glaciem - the others see them too. Hustling, Michael slips below deck. Alice turns to John.

ALICE (CONT'D)
 You had a plan for us getting to
 the castle... did you have one for
 getting us in?

He studies THE MAP of Glaciem in his hand.

JOHN
 I'm working on it.

Micheal rushes back on deck carrying coats.

MICHEAL
 Here, put these on!

They do. Shivering, Cheshire watches them.

CHESHIRE CAT
 Where's mine?

ALICE
 You're wearing it.

The cat HISSES. John studies the icy fortress.

JOHN
 Hand me the spyglass.

As Alice gives it to him, he sees...

A CRESCENT SHAPED BREAK IN THE FORTRESS' WESTERN FACE

JOHN (CONT'D)
 There it is.

ALICE
 There's what?

He hands her the spyglass.

JOHN
 The split...looks like a half-moon.

The Jolly Roger slows down...drifting right toward the
 WESTERN FACE OF THE FORTRESS.

ALICE
 (using the spyglass)
 I don't see anything except snow
 and *more* snow.

John TURNS the spyglass for Alice.

JOHN
 There... the crescent shape, it's a
 secret entrance.
 (MORE)

JOHN (CONT'D)
 (a beat)
 Michael, drop the anchor!

As Alice puts the spyglass down, John hands her a FLINTLOCK PISTOL.

JOHN (CONT'D)
 You may need this.

Cheshire MEOWS loudly.

CHESHIRE CAT
 I volunteer to watch the ship!

SMASH CUT TO:

INT. GLACIEM CASTLE - THE RED QUEEN'S CHAMBERS - CONTINUOUS

The LIGHT emanating from the stone is now shining so intensely, it has created it's own environment.

The space no longer even looks like the Queen's chambers; it's become it's own celestial plane...where hundreds of LUMINOUS DOORWAYS have materialized.

Each of the doors is MARKED WITH A UNIQUE SYMBOL. Dorothy walks past them, trying to find where THE VOICE came from.

The Red Queen and The Prince watch her. She walks past more doors. Then, she hears THE VOICE again.

VOICE (O.S.)
 Dorothy, I'm here.

Turning, Dorothy SEES the DOOR where THE VOICE is coming from. As she's about to enter, the Red Prince tries to stop her, but the Queen intervenes.

RED QUEEN
 No, let her go. We have our own business to attend to.

The Red Queen opens the BOOK OF WORLDS manuscript. Searching the pages, she finds what she's looking for.

RED QUEEN (CONT'D)
 Find the door marked with three stars...behind it we'll find an army, ready to do battle for me.

Nearby, Dorothy steps through the doorway and into...

INT. GALE FARMHOUSE/KITCHEN - CONTINUOUS

Stepping through the brightness, Dorothy quickly realizes she's in THE GALE KITCHEN.

However, there are subtle differences. The sun that shines through the open window is exceedingly radiant, and everything seems just slightly otherworldly.

Near the stove is A WOMAN. Her back is to Dorothy, but even from behind, Dorothy recognizes her.

DOROTHY

Aunt Em?

The woman turns around. It is indeed her AUNT EMILY (68). Emily has silver hair and a kind face.

AUNT EMILY

Dorothy, it is you. I thought I heard your voice outside. Come, sit and have some cornbread.

Astonished, Dorothy goes to the table and takes a seat. Emily puts the cornbread on the table and sits down, too.

DOROTHY

Is it really you?

AUNT EMILY

Of course it's me.

A tear falls from Dorothy's eye.

AUNT EMILY (CONT'D)

Honey, don't cry. Eat, please.

Dorothy takes a piece of the cornbread, and bites into it.

AUNT EMILY (CONT'D)

Good?

Dorothy "nods," studying her Aunt's face.

DOROTHY

Aunt Emily... this place... We're not really in our kitchen in Kansas, are we?

AUNT EMILY

Of course not dear, but it's the perfect place for us to talk.

(a beat)

I've been gone from Kansas for some time now.

DOROTHY
Since last Christmas.

Emily thinks.

AUNT EMILY
Yes, that sounds right...Christmas.

Dorothy puts her hand on top of her Aunt's hand.

DOROTHY
I've been lost without you.

AUNT EMILY
I know you have, but I can't figure out why.

DOROTHY
What do you mean?

AUNT EMILY (CONT'D)
Because, I never left you.

DOROTHY
But the night you passed...
I was angry, the words I said--

Emily stops her.

AUNT EMILY
--Dorothy, we both said things.
But I never thought for a second
you didn't love me, did you doubt
my love for you?

Tears run down Dorothy's cheeks.

DOROTHY
No.

AUNT EMILY
Of course not. It's time you took
control of your life.

Emily smiles.

AUNT EMILY (CONT'D)
You have crystal days ahead of you.
I know, because I've seen them.

Dorothy EMBRACES her. Then, Emily looks in her eyes.

AUNT EMILY (CONT'D)
You have to go now, but I have to
give you something first.

Emily hands her A NAPKIN. On it is an image that looks like TWIN DRAGONS encircled together... creating a ring.

DOROTHY
I don't understand.

AUNT EMILY
Before the long night ends, you
will.

SMASH CUT TO:

OUTSIDE THE DOORWAY WHERE DOROTHY IS...

The Red Queen and her son search in vain for the door marked with the THREE STAR symbol, but they can't find it.

THE RED PRINCE
There's too many doors...this is
impossible!

Suddenly, the Red Queen SEES a door marked with THREE STARS.

RED QUEEN
There it is...

But just as she approaches it, SOMETHING STRIKES the fortress. As the ceiling cracks, chunks of stone plummet.

THE RED PRINCE
We're under attack!

THE DREAM STONE falls off of the Altar. Instantly, the DOORS OF LIGHT vanish. The room returns to exactly the way it was.

Dorothy is now alone on the floor. The Red Queen SEES her.

SMASH CUT TO:

EXT. THE SEA - CONTINUOUS

Oz's fleet nears the fortress. On the deck of one of the ships, WE SEE - the LION, the SCARECROW, and the TIN MAN. Scarecrow yells out.

SCARECROW
Fire, again!!

With that, Oz's fleet FIRES cannons on Glaciem Castle.

NOT FAR AWAY...

The Jolly Roger is anchored outside the north face of the Castle, but only the CHESHIRE CAT remains on deck.

CUT TO:

EXT. GLACIEM CASTLE - CONTINUOUS

ANGLE ON: Alice, holding the flintlock pistol. Right behind her, John and Michael (both with swords), trudge through the snow toward...

THE SECRET ENTRANCE

They slip through the CRESCENT SHAPED SPLIT and into...

INT. GLACIEM CASTLE - CONTINUOUS

Maneuvering past guards, Alice and the brothers hurry down narrow corridors and tight hallways-- searching for Dorothy.

MICHEAL
(whispering)
This place is enormous...
how are we ever going to find her?

Alice spies TWO STAIRCASES: one ascending and one descending.

ALICE
You two search the lower levels,
I'll go upstairs.

CUT TO:

INT. GLACIEM CASTLE - THE RED QUEEN'S CHAMBERS - CONTINUOUS

Again, the fortress is hit. Stone and ice tumble from above. Dorothy is on the floor...*still affected by the events that have transpired over the last few moments.* The Red Queen towers over her.

RED QUEEN
Dorothy, you *saw* what the stone can
do, didn't you?

The Queen picks up the stone, placing it back on the Altar.

RED QUEEN (CONT'D)
Now, help us protect it from those
who would destroy it!

The Red Prince is about to grab Dorothy, but... A VOICE rings out across the room.

VOICE
Don't you touch her.

ALICE-- stands in the doorway of the Red Queen's chambers, her pistol pointed at the Queen.

RED QUEEN
Alice, how nice of you to join us.

Alice COCKS the weapon.

ALICE
Don't make me kill you.

RED QUEEN
You, kill me? In what realm of imagination would *that* be possible?

The Red Prince steps in front of the Queen. The gun shakes in Alice's trembling hand.

ALICE
I mean it, not another step!

RED QUEEN
Alice, put down the weapon. I *know* what it is you want...to see your sister again.

A moment of vulnerability shows on Alice's face, but quickly passes. Stealing herself, she lifts the gun in defiance.

The Prince takes another step, the GUN GOES OFF - only grazing his armor. He lunges for Alice and GRABS HER.

DOROTHY
Alice!

The gun hits the ground; the Red Queen smiles.

RED QUEEN
This just makes everything so much simpler.

She grabs Dorothy, pushing her toward the stone.

RED QUEEN (CONT'D)
Now, put your hand on the stone and unleash it's power again-- or...

The Prince draws his sword and places it to Alice's NECK.

RED QUEEN (CONT'D)
Off with her head.

ALICE
Don't listen to her, don't do it!

RED QUEEN
Careful Dorothy... if she dies
here, she dies on the otherside,
too.

The Prince moves the blade closer to Alice's neck. Shaking,
Dorothy gives in....

SHE DROPS HER HAND ON THE STONE

ALICE
No!!

In a flash...the room becomes the spectral plane again, as
THE DOORWAYS OF LIGHT REAPPEAR.

The Red Queen searches for the THREE STAR SYMBOL, and quickly
finds it. Nearing the door, she enters.

SMASH CUT TO:

EXT. GLACIEM CASTLE - CONTINUOUS

In the glow of the pale moon, OZ's Navy storms the shores of
Glaciem. The Lion ROARS wildly as he rushes the gates of the
fortress - leading the assault.

Nearby, THE TIN MAN holds his AXE above his head-- while THE
SCARECROW draws a sword.

SCARECROW
Charge!

Behind them, SOLDIERS IN EMERALD ARMOR push through the snow
to the fortress-- and begin to BASH IN THE GATE.

Turning back to the sea, the Scarecrow NOTICES something.

SCARECROW (CONT'D)
The White Knight is here,
Wonderland fights with Oz!

He's right, THE WHITE KNIGHT'S SHIPS are nearly to the
castle.

SMASH CUT TO:

INT. GLACIEM CASTLE - CONTINUOUS

The Red Prince's blade is still at Alice's neck. Dorothy
looks defeated; tears stream down her face.

Around the room, CHUNKS of the ceiling fall, but nothing hits
the stone. It's still bathed in moonlight on the Altar.

The Red Queen emerges from THE DOOR OF LIGHT. Her face glows with confidence as she raises her hands to the pale moon.

RED QUEEN
Now, fight!!

With that, HUNDREDS OF WARRIORS in black armor (with HOLLOW EYES and GREY SKIN), storm out of the glimmering doorway - just in time to meet...

OZ's WARRIORS AS THEY BLAST INTO THE CASTLE

BLADES clang as SPEARS and ARROWS are unleashed. Soon, the entire castle is in the throes of a DANGEROUS BATTLE.

In the chaos, THE LION sees THE RED PRINCE (still holding Alice), and CHARGES him.

The Prince releases his hold on Alice as...

THE LION RIPS INTO HIM

THE RED PRINCE
Ahhh!!!

Watching, the Red Queen SCREAMS in horror. At the same time...

ALICE RUNS TO DOROTHY - the reunited friends embrace.

ALICE
The stone, we have to get it!

Dorothy takes off with Alice toward the Altar. Running, they pass MANY DOORS OF LIGHT, but one door's symbol catches Dorothy's attention...

TWIN DRAGONS ENCIRCLED TOGETHER - just like on Aunt Em's napkin. Dorothy grabs Alice's hand.

DOROTHY
Follow me.

ALICE
Follow you, where?

Just like when Alice pulled Dorothy through the looking glass...now Dorothy pulls Alice into...

INT. TWIN DRAGON DOOR - CONTINUOUS

Suddenly, the girls are warmed by sunlight. Gorgeous trees and fields of flowers go on for miles in every direction. It's so beautiful, it could almost be the Garden of Eden.

ALICE
What is this place?

Then, through the sunlight, the girls see...

TWIN WHITE DRAGONS - sleeping under an ancient tree.

The dragon's aren't fully grown; each are about the size of a small bus. Dorothy's eyes widen as she approaches them.

ALICE (CONT'D)
Wait. Aren't you supposed to let sleeping dragons lie?

DOROTHY
Not this time.

Fearlessly, Dorothy moves to the Dragons and places a hand on each of their heads...

THE DRAGON'S EYES FLASH OPEN

SMASH CUT TO:

INT. GLACIEM CASTLE - CONTINUOUS

From out of the door marked with THREE STARS - legions of other DARK WARRIORS rush out to ready to fight. The Scarecrow and Tin Man see them coming.

SCARECROW
There's too many of them!!

The Red Queen takes the sword from her dead son's hand.

RED QUEEN
You will be avenged tonight. I swear it!

CUT TO:

EXT. GLACIEM CASTLE - CONTINUOUS

Outside the castle it's a similar scene; battalions of dark warriors CLASH with the soldiers from Oz and Wonderland.

In the conflict WE SEE: John and Michael fighting, with dead and wounded soldiers falling around them.

MORE DARK WARRIORS charge out of the castle. The White Knight's men stand against them, but they're vastly outnumbered. They're not getting out of this alive.

SMASH CUT TO:

INT. GLACIEM CASTLE - CONTINUOUS

Spilling into various rooms in the castle, the fighting rages on. The LION does battle with enemy warriors when suddenly...

The Red Queen comes up behind him. She raises her sword - just about stab him, when...

A THUNDEROUS BELLOW ECHOES behind her. Turning, she sees...

DOROTHY RIDING ON ONE OF THE WHITE DRAGONS

Before the Red Queen can even react, the dragon breathes a blast of FIRE, that totally consumes her.

RED QUEEN

Ahhh!!!

When the Dragon finishes with the Queen, it turns it's fiery assault on the DARK WARRIORS.

CUT TO:

EXT. GLACIEM CASTLE - CONTINUOUS

Outside the fortress, the OTHER DRAGON (being ridden by Alice) uses it's fire, slashing claws, and fanged mouth to fight. The Army's of Oz and Wonderland CHEER, watching the powerful beast decimate the enemy.

Soon, THE GREAT BATTLE HAS ALL BUT ENDED.

CUT TO:

ENT. GLACIEM CASTLE - CONTINUOUS

Atop the dragons, Dorothy and Alice enter the Queen's chambers. Seeing the Red Queen's CHARED REMAINS, Alice turns to Dorothy.

ALICE

Well played, witch slayer.

Behind them they hear footsteps. Turning, they see MICHAEL AND JOHN. The girls dismount the dragons.

JOHN

Dorothy!

Without thinking, he grabs her. The two embrace.

JOHN (CONT'D)

Are you okay?

DOROTHY
 (smiling)
 I'm fine.

Out of the corner of her eye, Dorothy notices that... THE DOORS OF LIGHT are beginning to fade; her eyes go to Alice.

DOROTHY (CONT'D)
 (frantic)
 Alice! You were right about the stone...you can cross over to death! I found my Aunt Emily, I even spoke to her!

Dorothy starts to go, but Alice stops her.

DOROTHY (CONT'D)
 We can find your sister... we just have to hurry!

Alice doesn't move.

ALICE
 Dorothy, even if I *did* find my sister behind one of those doors? I wouldn't really have her back, not forever.

A teardrop falls from Alice's eye.

ALICE (CONT'D)
 But the sister I have now--is here...and real.

Moved, Dorothy embraces her. Alice smiles...*she found what she was looking for after all.* Behind them the pale moon grows dim as... DAYBREAK NEARS.

Alice turns to Dorothy.

DOROTHY
 The dragons... they'd better get back.

Knowingly, the dragons look up at Dorothy. She motions for them to enter...

THE DOOR MARKED WITH THE TWIN DRAGON SYMBOL

DOROTHY (CONT'D)
 Thank you.

They ROAR a response. Then, as quickly as they came, they slip through THE DOORWAY and vanish.

As the pale moon disappears, all of the doors of light dematerialize.

SUNLIGHT FILLS GLACIEM CASTLE

Scarecrow, Tin Man, and the Lion enter the room. Dorothy rushes to them. She hugs her lion--and smiles at the Tin Man.

DOROTHY (CONT'D)
I'm so glad you're not...

TIN MAN
...frozen solid? I guess I have
you and the lightning to thank for
that.

Soon, Dorothy is introducing her old friends to her new ones... *and telling tales of how she met each of them.* The Scarecrow smiles.

SCARECROW
I guess there's just one thing left
to do.

DOROTHY
What's that?

SCARECROW
Get you all back home.

DISSOLVE TO:

SERIES OF SHOTS: JOURNEY TO THE EMERALD CITY

--On the deck of one of Oz's GREAT SHIPS, Dorothy stands holding the DREAM STONE.
--Next to her is Alice (holding Cheshire), and the brothers.
--The wind blows in their faces as they take in... THE COAST OF OZ, and the view of the Emerald City in the distance.
--Soon, Dorothy and her friends walk down the yellow brick road to...

DISSOLVE TO:

ENT. THE EMERALD CITY - CONTINUOUS

The DOORS OF THE EMERALD CITY open. Making her way into the main throne room, Dorothy is surrounded by her friends...new and old.

OZMA AWAITS. She smiles, seeing Dorothy approach.

DOROTHY
Ozma, I have the stone.

DOROTHY (CONT'D)
Yes, and I see you found Alice,
too.

Ozma reaches out and pets the Cheshire Cat in Alice's arms.

OZMA
(to Alice)
I knew you would keep each other
safe.

ALICE
Thank you, your Majesty.

Ozma turns her eyes to the boys.

OZMA
John and Michael Darling?

They lower their heads before her.

JOHN
You know us, your Majesty?

OZMA
I've heard tale of your adventures
with Peter Pan... and understand
that your sister's been lost for
some time.

Amazed, the boys share a glance.

OZMA (CONT'D)
I want you to know, now that the
stone is in Oz, I'll do everything
in my power to find Wendy.

JOHN
Thank you.

The boys bow. Ozma takes a step closer to all of them.

OZMA
Now, I believe it's time for all of
you to return to the world you came
from.

One last time, Dorothy says her goodbyes to Scarecrow, Tin
Man, and the Lion. Ozma puts the Dream Stone on her ALTAR.

The brightness of Oz's sun shines down on the stone.

OZMA (CONT'D)
Put your hands on the stone.

As each of them do, the space is overcome by...

A BLINDING WHITE LIGHT THAT ENGULFS THE ENTIRE THRONE ROOM

DISSOLVE TO:

ENT. HATTER'S SHOP - BACK ROOM - MORNING

CRASH! Dorothy, Alice and Cheshire skid out of the LOOKING GLASS... sliding across the floor of the Hatter's shop.

The Hatter (who was working on something on the other side of the room), spins his head toward the commotion. He sees Dorothy first.

THE HATTER
Dorothy?

He sees Alice next.

THE HATTER (CONT'D)
And Alice??

Cheshire MEOWS loudly.

THE HATTER (CONT'D)
Yes, Cheshire, I see you, too.
I see all of you!

He hurries over to them as they get up from the floor.

THE HATTER (CONT'D)
But is it *really* you? Are you
really back?

ALICE
Yes, it's really me.

THE MAD HATTER
And the stone...is it safe?

ALICE
Quite safe.

The Mad Hatter breathes a heavy sigh of relief.

THE HATTER
I knew the two of you would do
it... I just *knew* it!

The Hatter turns and dances an Irish jig. Watching him, the girls turn to each other...*having the same thought at once.*

ALICE
Michael.

DOROTHY
And John... Hatter, we have to go!

ALICE
But we'll be back!

Charging up the stairs, Alice calls for her cat.

ALICE
Cheshire, come!

Meowing, the cat runs up the stairs after them. Watching them go, the Mad Hatter tips his hat.

THE HATTER
Farewell Lasses, and may the road
rise with you.

CUT TO:

INT. DR. ADLER'S OFFICE - SECRET ROOM - CONTINUOUS

Deep in Dr. Adler's secret room, WE SEE John and Michael. Slowly, they wake up in the SILVER RECLINING CHAIRS.

As Michael's eyes open, he gazes over at John.

MICHEAL
John, wake up.

John's eyelids raise.

MICHEAL (CONT'D)
Brother, we're back.

As John sits up, removing the wires from his body. Doing the same, Michael sits up and sees...

DARIUS AND DR. ADLER'S BODIES - IN THE OTHER SILVER CHAIRS

MICHEAL (CONT'D)
John, look.

Turning, John sees the LIFELESS BODIES of the Doctor and Darius, each of which is connected to the strange machine.

Dr. Adler's remains are SCORCHED from the dragon fire. Likewise, Darius' body is SLASHED from the Lion's attack. After a moment of stunned silence, John speaks...

JOHN
They must have sent themselves--
right after they sent us.

With that, FOOTSTEPS are heard. It's Dorothy and Alice. They creak down the narrow steps that lead into...

THE STRANGE CAVE-LIKE ROOM

Seeing the girls, the brothers hurry to their feet.

JOHN (CONT'D)
Dorothy!

He takes her into his arms. Michael, Alice, and Cheshire reunite too. Then, Alice looks around the room and SEES the bodies.

ALICE
Dear God, what happened?

Studying their remains, Dorothy puts it together.

DOROTHY
They were killed in the dream.

Alice looks at Dr. Adler's face.

ALICE
She said it herself... you die on the otherside, you die here too.

MICHEAL
We'd better call Scotland Yard.

ALICE
And tell them what?

JOHN
I suppose, the truth.

ALICE
Um. That should go well.

A VOICE calls from the top of the stairwell.

VOICE (O.S.)
Hello? Is there someone down there?

DOROTHY AND ALICE
(at the same time)
Charlotte.

With that, Charlotte emerges at the bottom of the stairs.

CHARLOTTE
What did I miss last night? What is this place?
(she sees the bodies)
Oh, my God!

DOROTHY
We're going to explain everything, okay?

Charlotte panics, but Dorothy looks in her eyes.

DOROTHY (CONT'D)
Charlotte, I saw the garden, and
the twin dragons.

ALICE
We *both* did.

Charlotte's eyes widen.

CHARLOTTE
You did?

Alice "nods."

ALICE
I'm sorry I doubted you.

Behind them, John and Michael place blankets over the bodies
of Dr. Adler and Darius.

JOHN
I think it's time we got out of
here.

ALICE
Agreed.

One by one, each of the kids slowly make their way back up
the ancient staircase.

DISSOLVE TO:

INSERT: **TWO WEEKS LATER**

INT. LONDON CAFE - DAY

Dressed very much like a young Londoner, Dorothy sits in a
cozy cafe sipping tea and writing a letter.

DOROTHY (V.O.)
Dear Uncle Henry... I'm so sorry
it's taken me this long to write to
you, but I want you to know I'm
doing well and growing quite fond
of my new city.

Glancing at the time (on the face of BIG BEN outside a
window), Dorothy slips the letter in an envelope. She seals
it, and puts a stamp on it.

CUT TO:

EXT. LONDON STREET - CONTINUOUS

It's an unusually sunny day for England, and everyone is out to enjoy the weather.

DOROTHY (V.O.)
I've actually made new friends and
had some amazing experiences... all
in the short time I've been here.

Dorothy slinks her way through crowds, maneuvering through the high streets of London.

DOROTHY (V.O.)
Of course I miss you and Toto, but
for the first time, in a long time,
I know I am exactly where I'm
supposed to be-- and everything
seems to be in it's right place.

Something catches Dorothy's attention. A NEWS BOY holding up A PAPER brandishing the headline...

DREAM DOCTOR AND ASSISTANT DIE IN EXPERIMENT GONE WRONG

DOROTHY (V.O.)
I promise to write more soon, but I
want you to know... I understand
now, what you said about Aunt
Emily.

She EYES a MAIL BOX across the street, and goes to it.

DOROTHY (V.O.)
You were right, she never left us.

As she drops the letter in the mailbox, A VOICE calls to her from down the street.

CHARLOTTE
Dorothy, hurry!

Dorothy looks...it's Charlotte. She's with Alice, John and Michael. The four of them are standing in front of...

EXT. THE BRITISH MUSEUM - CONTINUOUS

Dorothy runs to them. She greets each of her friends. When she sees John...*there's a certain spark between the two.*

Moving on, the five of them slip into a long line under A BANNER that reads... *Exhibit: Lost Treasures of the Ancient World.* Soon, the crowds are ushered into...

INT. THE BRITISH MUSEUM - CONTINUOUS

Winding down wide hallways, the excited crowds take in rooms filled with...

Egyptian treasures, unwrapped mummies, the golden head of a Samaritan goddess, and thousands of other artifacts from across the globe.

Later, the kids decide to split up. The three girls take a stroll through a room filled with 14th Century art, while the brothers explore prehistoric relics.

Stepping away from Alice and Charlotte, Dorothy gazes at a painting. Unexpectedly, she hears A VOICE.

VOICE (V.O.)
Dorothy, I've found her.

At first she ignores it, but then she hears it again.

VOICE (V.O.)
She's here.

Dorothy turns around. Alice is right behind her.

VOICE (V.O.)
Find the staircase.

ALICE
Did you hear that?

Before Dorothy can respond, Charlotte grabs their hands. Running, they hurry to a SPIRAL STAIRCASE and descend into...

THE BASEMENT

Dusty paintings (many still unboxed), fill the space. A hand lands on Dorothy's shoulder. Startled, she spins around, but it's only... JOHN AND MICHAEL.

JOHN
I didn't mean to frighten you, it's just we both...

ALICE
Heard a voice, calling you down here?

Both brothers "nod." After a moment of silence, THE VOICE returns, but this time is audible in the room.

OZMA (V.O.)
I found her, I know where Wendy is... go to the Tower.

MICHEAL

John, did you just hear that?!

Charlotte steps away from the others.

JOHN

I most certainly did.

DOROTHY

Ozma? Where are you?

CHARLOTTE

Hey, over here!

They walk over to where Charlotte is. She stands in front of a tall sinister painting of... A LONE DARK TOWER - on the edge of a forest filled with black trees.

JOHN

Dear God, is *that* where Wendy is?

Before anyone can respond, the painting slowly and subtly begins to CONSUME THE ROOM.

DOROTHY

What's happening?

Somehow the picture they were just looking at... ***has become their reality.*** Strange animal sounds begin to echo.

PULLING BACK, we see that the kids are no longer in the museum, but in a dark forest of DEAD TREES...that goes on for miles in every direction.

FADE OUT