

The Wonderful Wizard Of OZ

By

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FADE IN

EXT. SKIES OVER KANSAS - DAY

CLOSE ON a black crow in flight. Pulling back we're high over the golden pallet that is Kansas in the summertime. From our bird's-eye view, the land below is an endless expanse of wheat, corn and sorghum waving gently in the breeze.

The crow descends and our view tightens on a barnyard and farmhouse surrounded by acres of crops.

EXT. CORNFIELD - CONTINUOUS

The crow lands on a weathered scarecrow constructed from old clothes and a burlap sack face.

The bird pecks at the strawman and, startled by a dog's BARK, takes flight. A brown and black Cairn Terrier growls with displeasure. This is TOTO, a small but determined canine with a keen sense of self and the attitude of a dog ten times his diminutive size.

Toto's attention turns from the bird to the ground and he starts sniffing while moving forward. He breaks out of the corn and into...

EXT. THE GALE FARM - CONTINUOUS

...the collection of buildings that make up the heart of the Gale farm. In the center is an old farmhouse, small and quaint with a rustic charm that let's you know there's a hot meal on the table and an extra chair for company.

Nearby is a faded red barn built in the classic Americana tradition. Next to the barn are several animal pens.

Toto is lost in his search. He picks up a scent and follows it across the yard to a wood pile. Climbing several logs the dog perches on the top of the pile and spots his prize...a brown shoe.

Leaping to the ground Toto bites down on the shoe and pulls.

With a peel of laughter a young girl turns around as Toto pulls her shoe from her foot.

DOROTHY GALE, a precocious girl of nine, has short strawberry blonde hair and a wry smile that looks like it could get her out of anything. A true farm girl, she wears denim overalls turned up at the knees to reveal a gingham lining.

DOROTHY

Toto, you cheated! I said count to twenty.

Toto barks, then jumps from the wagon with Dorothy's shoe and runs. The chase is on and she follows him laughing.

Their playful romp around the barnyard lets us know these two are the best of friends.

Toto looks around. He's lost her then...she pounces grabbing the shoe and a tug-of war ensues. Dorothy points to a tree.

DOROTHY (CONT'D)

Look. A monkey!

Dorothy pulls hard as Toto lets go of the shoe and looks around. She lands on her bottom as the shoe sails over the fence of a stockade.

CUT TO:

EXT. BULL STOCKADE - DAY

Dorothy and Toto look at a lone BULL as it chomps its cud. The bull is huge with rippling muscles and a fierce demeanor. On the bull's right horn is Dorothy's shoe.

DOROTHY

I can do this.

Toto barks at her. You don't need to speak canine to know what he's saying.

DOROTHY (CONT'D)

Shhh, you'll get Uncle Henry over here and we'll both get in trouble. If I lose another pair of shoes he's gonna tan me. You keep a lookout.

Dorothy climbs over the fence and quietly drops into the bull pen. The bull is lost in his chewing and doesn't see or hear the girl as she carefully creeps up behind him with the deft footing of a jewel thief. She gingerly lifts the shoe off the horn and with a huge grin smiles at Toto.

As she turns to sneak away with the prize, the shoe's laces snag the bull's horn. Dorothy tugs, only to have the bull slowly turn its head to see the young girl.

The bull stamps the ground and charges. Dorothy is frozen, then runs. With the huge creature closing in we get a good look at the girl's face. She's smiling...this is fun for her. Pivoting, she turns as the bull SMASHES into the fence sending Toto tumbling. Dorothy runs for the gate and the bull resumes his charge.

Just a few feet to go and it seems the bull will trample the girl when...a huge arm reaches into frame and plucks Dorothy from the worst.

PULL BACK TO REVEAL...UNCLE HENRY, a solid block of a man worn from years in the mid-western sun. Stern faced and not the least bit amused by Dorothy's mischief, he places her down on the bench.

UNCLE HENRY

Dad burn yer hide, Dot! That makes three times this month I've caught you irritating that ol' bull.

DOROTHY

This time it was an accident. Toto tossed my shoe in there...

UNCLE HENRY

If you keep messing around, someone's gonna get killed. I've told you time and again to keep away from the bull...

DOROTHY

And not to climb on the tractor or reach into the combine or shinny down the well or jump into...

Henry wipes his brow and sits next to his niece.

UNCLE HENRY

It's bad enough I gotta worry about this old farm; I don't need to be worrying about you.

Dorothy puts her arms around her Uncle who smiles in spite of his anger.

DOROTHY

I'm a farm girl, Uncle Henry. Can't nothing hurt me here. This is my home.

UNCLE HENRY

You need to grow up and get your feet on the ground, Dot. A farm ain't an amusement park.

Henry hands Dorothy her shoe which she slips on and laces.

UNCLE HENRY (CONT'D)

Let's keep this incident between you and me. No use getting your Aunt Em in a tizzy.

(pauses)

Dot...there's a whole big world out there...

Henry pauses again, chewing on his words.

DOROTHY

And?

UNCLE HENRY

Nothing...let's get to dinner.

INT. GALE FARMHOUSE - CONTINUOUS

A woman, tall, matronly with careworn features, places a pie on the window sill to cool. To look at her you can see hints of the beauty of her younger days before the effects of weather, worry and time. This is AUNT EM.

AUNT EM

(calling out the window)

Dorothy, Henry...wash up now for dinner. And don't walk in my kitchen with your muddy shoes; I just mopped.

As Aunt Em brings dinner from the stove to the table we get a better look at the simple home. A large fireplace in the living room burns day and night, summer and winter. The entire home is built with a charm no city building could ever match.

As Aunt Em sets a plate a head pops up...Toto.

AUNT EM (CONT'D)

I don't know why that girl can't teach you a thing or two about manners. When you learn to speak and can add something to our dinner conversation, then maybe I'll set you a plate. Now, shoo.

She waves a dish rag and Toto hops down glumly walking away from the table. He stops and barks at a yellow cookie jar in the shape of a shaggy maned lion.

Aunt Em rolls her eyes, reaches in and tosses the dog a large cookie. Toto gleefully picks it up and parades out the door as Dorothy and Uncle Henry enter.

AUNT EM (CONT'D)

Beef stew with 'tater dumplings...

DOROTHY

Mmmm, my favorite.

Aunt Em and Uncle Henry exchange glances as the three sit at the table.

AUNT EM

I just thought it would be nice.

The three begin eating.

DOROTHY

Toto and I found a new patch of wild strawberries just past the creek. They're small, but in a few weeks I could pick them for you, Aunt Em and you could show me how to make jam.

AUNT EM

Well, that wouldn't be till summer.

Dorothy catches the solemn looks on her Aunt and Uncle's faces.

DOROTHY

If we can't get enough from that patch, I can add some mulberries...

UNCLE HENRY

You know, Dot, when your mother and Aunt were girls they lived in the city...

DOROTHY

Saint Louis.

AUNT EM

(struggling)

Your mother, she loved the city.

DOROTHY

I like the farm.

AUNT EM

The city's nice. They've got stores with anything you could imagine. Theater shows, museums and schools. Plenty of good schools.

DOROTHY

Do they have wild strawberries?

AUNT EM

Well...I don't think so.

DOROTHY

Then it can't be that great, can it?

UNCLE HENRY

Dot...your Aunt and I...we're...
We've been thinking...

Dorothy senses the gravity of the impending conversation and concentrates on eating.

AUNT EM

The time has come for you to go to the city and spend some time with your Aunt Matilda.

DOROTHY

A vacation sounds like fun.

AUNT EM

It's not a vacation. It's time you got a proper education...did the things your mother wanted for you...

DOROTHY

But this is my home.

UNCLE HENRY

And this will always be your home. You're growing up and, well, a farm ain't no place for a lady.

(looks at Aunt Em)

Okay, that came out wrong.

Aunt Em gives him a stern look.

AUNT EM

In the city you can wear a dress, grow your hair long, get some patent leather shoes and meet other girls your age. You need friends.

DOROTHY

I have Toto.

AUNT EM

Aunt Matilda's home is small. Maybe it's best Toto stays here with us. He's got the whole farm. It's not fair to lock him up in a house.

DOROTHY

Well, it's not fair to lock me up in a city.

AUNT EM

Once you're there, you'll think differently. We just want what's best for you.

DOROTHY

I'm never going to the city and I'll never leave Toto behind.

Dorothy is shocked beyond belief at the thought of losing her home and her best friend.

DOROTHY (CONT'D)

I thought you loved me. Nobody throws away the things they love. You never really wanted me here anyway.

She pushes back from the table and sprints away. Uncle Henry and Aunt Em sit in silence, their hearts breaking.

EXT. GALE FARMHOUSE - CONTINUOUS

Dorothy comes running barefoot from the house, tears in her eyes. Toto is working one end of the cookie when she runs past. He attempts to run after her with the cookie then has to make a choice. He chooses Dorothy.

Dorothy picks up her friend holding him close as she sobs.

DOROTHY

I won't go. I'll never go. They mean to send me away, Toto. They want to me to live in the city.

Lost in her tears Dorothy is oblivious to the darkening skies off in the distance. Nearby, a handmade whirligig of a lumberjack chopping wood is moving at full throttle with the push of the wind.

DOROTHY (CONT'D)

Toto, we're going to run away and hide. If they can't find us, then they can't make me go.

Toto barks loudly.

DOROTHY (CONT'D)

Down by the creek. We can camp out there for days. Great idea!

Toto cocks his head oddly, that's not what he is trying to say. Odds are if we could understand the mutt, he would be telling Dorothy that the roiling clouds behind her are growing increasingly dark.

Dorothy runs into the cornfield with Toto following.

Uncle Henry and Aunt Em come out of the house only to be greeted by a wall of wind taking Henry's hat from his head.

AUNT EM

Dorothy! Dorothy!

UNCLE HENRY

It's fixin' to storm something fierce. I gotta tend to the horses.

AUNT EM

But Dorothy...

UNCLE HENRY

She'll be back when the rain comes.

EXT. CORNFIELD - CONTINUOUS

Dorothy, her face steeled with determination, pushes through the corn with Toto barking at her feet.

DOROTHY

I'll tell you something else, I'll never wear a dress or drink tea or play stupid girl games.

Toto nips at her feet trying to get her attention.

EXT. GALE FARMHOUSE - CONTINUOUS

Aunt Em is looking into the cornfield which bends wildly in the howling wind. Uncle Henry runs from the barn.

UNCLE HENRY

She come back?

AUNT EM

I'm worried, Henry. She was so upset.

Uncle Henry scans the horizon then his gaze stops and we can see something dark and sinister churning up the fields in the distance...a twister.

The tornado is almost coal black as it tears up a wheat field creating a swath of dust and destruction as it moves. The terror is evident on Uncle Henry and Aunt Em's faces.

AUNT EM (CONT'D)

Dorothy!

UNCLE HENRY

We've got to get to the root cellar.

AUNT EM

But Dorothy!

UNCLE HENRY

Get down there. I'll find her.

Aunt Em retreats to the side of the house, pulls open a door leading to the cellar below the home and enters. Uncle Henry runs into the corn looking for his niece.

EXT. CORNFIELD - CONTINUOUS

Dorothy is near the creek still lost in her anger.

DOROTHY

And if there's one more thing I won't do, it's make friends. I got all the friends I need right here.

Toto has practically barked himself hoarse. From his POV he sees the twister moving onto the Gale property. With his barking doing absolutely nothing, he BITES Dorothy's ankle.

DOROTHY (CONT'D)

Toto! What in all creation...

She turns to see the full terror that is crossing the field and heading straight toward the Gale farmhouse. The twister impacts the homestead, which fights to stay in place. In the blink of an eye the tornado envelopes the house.

DOROTHY (CONT'D)

Aunt Em! Uncle Henry!

Dorothy turns to run back home, disappearing into the corn.

A beat passes, then Dorothy comes running back at full speed. As she passes we see why she's running...

The twister is moving in her direction. The Gale farmhouse is whirling around the base of the cyclone tearing up the fields as it approaches.

Toto barks in defiance, but Dorothy picks him up and the chase is on. The twister seems to pulsate with fury as it bears down on the girl.

Dorothy sees her home circling the periphery of the spout. What's worse, it's coming right at her. The two front windows and the door blast open giving the home the look of angry eyes and a hungry mouth.

As she runs, a window shutter brushes past her head knocking her to the ground.

Dorothy suddenly feels herself being lifted off the ground and is then inhaled into the house.

INT. GALE FARMHOUSE - CONTINUOUS

Dorothy and Toto shoot through the house slamming into a wall and dropping to the floor. All around her objects whirl overhead.

Dorothy crawls to a window and her eyes go wide. The tornado twists all around the house. It's as if the mighty twister has swallowed the home only to have it stuck in its throat.

EXT. TWISTER - CONTINUOUS

The Gale farmhouse spins around the tornado climbing higher and higher.

INT. GALE FARMHOUSE - CONTINUOUS

Everything in the room suddenly goes weightless. Attempting to walk to Toto, Dorothy finds herself swimming through the air as Toto flips through space. Dorothy grabs the pup and holds him tight.

Fighting the lack of gravity, Dorothy swims to the window then gasps as she sees the Gale farm below.

The farm disappears as the house moves up through the dark clouds. Suddenly the scarecrow from the cornfield smashes against the window causing Dorothy to reel back.

Aunt Em's lion shaped cookie jar floats by, then several tin cans, aluminum stovepipe, a metal bread box and an old dented funnel. Dorothy suddenly sees a man standing before her.

DOROTHY

Uncle Henry!

A beat passes and she notices the man is just floating debris. With a bread box torso, stove pipe legs and tin cans for arms and a head with a funnel cap, the metal image of a man floats aimlessly for a moment.

Then everything loose goes shooting to the ceiling including Dorothy and Toto.

Then SLAM. The house impacts and everything drops. The lion cookie jar smashes to bits.

The large couch crashes to the floor moments before Dorothy and Toto drop into the safety of the cushions.

Then quiet. Dorothy sits up and looks around.

DOROTHY (CONT'D)

We landed! We're back home!

Dorothy hops off the couch and runs to the front door as Toto cowers under the couch.

Dorothy opens the door then goes rigid as she sees a huge MONKEY outside the door. Not just an ordinary monkey, one with enormous feathered wings.

The monkey and the girl react almost identically with Dorothy screaming and running back into the house and the monkey flapping his wings and taking to the sky.

TOTO (O.S.)
I think we landed in Missouri.

DOROTHY
They don't have monkeys in Missouri.

Dorothy spins to see who is speaking to her. All she sees is Toto sitting on the couch.

DOROTHY (CONT'D)
Who said that?

TOTO
Said what?

DOROTHY
The Missouri monkey thing...
(realizing)
Are you talking to me? When did you learn to talk?

TOTO
When did you understand me?

DOROTHY
You're doing it again! You're talking to me! When did you learn to talk?

TOTO
You can understand me?

DOROTHY
This is the most incredible thing ever. I gotta tell Aunt Em.
(catches herself)
Aunt Em and Uncle Henry! Oh, my gosh! I've got to find them. They could be hurt.

Dorothy runs for the door.

TOTO
Wait! What about the big monkey?
The one with the wings!

Dorothy doesn't listen and heads out the door.

TOTO (CONT'D)
(sotto)
Toto, I don't think we're in Kansas anymore.

EXT. MUNCHKIN HOMESTEAD - CONTINUOUS

Toto exits the Gale farmhouse to see how true his words are. The house has landed on the edge of a field of bizarre crops.

Even more bizarre than the crops is the quaint farmhouse in the clearing. The home is painted blue and white and neatly trimmed with ornamentation.

Only when Toto notices Dorothy standing in front of the home does he realize its size. The home is about one quarter the size of the Gale farmhouse. In fact, to enter, Dorothy would have to duck down or hit her head on the doorway.

DOROTHY

Oh, Toto. We're not home. This can't be Kansas.

TOTO

I was trying to tell you.

Dorothy reaches for the door knob when she hears whimpering from nearby. Turning she notices a full sized horse tethered to a cart that has been turned into a large cage, like a prison cell on wheels.

Moving closer Dorothy sees four people locked in the cage.

DOROTHY

Why, they're just children...

She runs to the cage to get a better look only to have the largest of the four people in the cage, GIBLIN, stand and point at her. Although smaller than Dorothy, Giblin's whiskers and receding hairline show he's not a child. Next to him is his wife, MATINA.

The other two are definitely CHILDREN and they cower in fear as Matina pulls them close.

GIBLIN

Keep back, witch! Leave us be.

DOROTHY

Witch? Me? I'm not a witch. My name is Dorothy.

TOTO

And I'm Toto...I can talk...but not because she's a witch...which she isn't.

GIBLIN

Leave here, witch, or you'll face Glinda.

DOROTHY

Who's Glinda?

GLINDA (O.S.)

I am.

Dorothy turns to see a doorway behind her where there wasn't one a second ago. Through the open door she can see the courtyard of a beautiful white palace. Standing in the doorway is GLINDA, a beautiful young woman with red hair in a clinging white dress.

Glinda crosses the threshold and the doorway behind her melts into the ground.

GLINDA (CONT'D)

What kind of witch are you?

DOROTHY

Witch? I'm not a witch. I'm Dorothy Gale. From Kansas.

GLINDA

Who sent you?

DOROTHY

No one sent me.

GLINDA

Then why have you locked up the Munchkins?

DOROTHY

Oh, no. I'm trying to help them.

GLINDA

I'm confused. I was told that a new witch had killed the Witch Of The East.

DOROTHY

There's no such thing as witches. Everybody knows that.

GLINDA

But I'm a witch. I'm Glinda the Good Witch Of The South.

DOROTHY

You're a witch?

GLINDA

Surprised?

DOROTHY

Well, yeah. I mean you're not exactly scary. You look more like a princess or some kind of fairy.

GLINDA

Fairies are mythical creatures from children's books. I'm a witch.

TOTO

She doesn't look like a witch

DOROTHY

Exactly. That's what I'm saying.

Glinda walks around Dorothy sizing her up.

GIBLIN

(to Glinda)

That little girl's a witch I tell you. Put the white curse on her!

Glinda waves her wand and the lock on the cage breaks to pieces and the door swings open.

GLINDA

Come out now, Giblin...this girl is no more a witch than you or your family.

Giblin tentatively steps out of the cage pulling his children close.

DOROTHY

He seems to think I'm going to hurt him.

GLINDA

He's a Munchkin. This is Munchkinland in the great land of Oz. The Munchkins have lived in fear of the Wicked Witch Of The East for many years. They think you may be more wicked than she was.

DOROTHY

Oh, I'm not wicked. My Aunt Em taught me to say please and thank you. I take my shoes off in the house and I even say excuse me when I burp...most of the time.

GLINDA

When they learn what's happened here today, you'll be their greatest hero.

DOROTHY

Hero?

GLINDA

Now don't be humble. Killing a wicked witch is no simple task. Have you killed many wicked witches in Kansas?

DOROTHY

There are no wicked witches in Kansas.

GLINDA

Oh, you've killed them all. Bravo.

DOROTHY

I've never killed anything in my life.

GLINDA

I think she would disagree.

Glinda points back to Dorothy's house. Two bony legs stick out from underneath her house. On the feet are two ornate silver slippers.

GLINDA (CONT'D)

Using a house to kill a witch. It's very effective. I'll have to remember that one.

Dorothy runs to the house to see what she has done.

DOROTHY

It was an accident. I didn't mean to do that. There was this tornado and...Who is she? Is she really dead?

GLINDA

She was the Wicked Witch of the East and to answer your second question: Very dead.

DOROTHY

No, you don't understand. That's my house, but I didn't try to kill her.

Toto studies the feet of the dead witch.

TOTO

Pretty good work for not even trying.

GLINDA

For years she's been taking Munchkins to her castle to be her slaves. You've set them free.

Dorothy is getting very upset, then notices GIBLIN, MATINA and their children standing nearby.

GIBLIN

You've saved us from a fate worse than darkness itself.

MATINA

Thank you, Dorothy of Kansas.

Giblin tentatively approaches the feet of the dead witch. Even with a house upon her, he is scared to be near the woman.

GLINDA
Go on, it's alright.

Giblin carefully takes the silver slippers from the witch's feet and quickly brings them back to Dorothy. The slippers are very large, easily several sizes too big. He bends down to put them on her bare feet.

GLINDA (CONT'D)
The silver slippers. They possess some of the most powerful magic in all of Oz. They belong to you now.

DOROTHY
Oh, they're beautiful but they'll never...

The shoes slip on and they fit perfectly.

DOROTHY (CONT'D)
...fit.

The ground rocks then splits open as a gothic doorway rises from the field and rotates until Dorothy is facing the ominous iron entryway.

The door CREAKS open to reveal a dark and forbidding castle.

A thick mist emanates from the doorway, then a horrible apparition of a woman appears. With shriveled features, the grotesque woman wears a patch over her left eye. Her raven hair is braided into three pigtails and her teeth are sharp as razors. In her hand she holds a twisted black walking stick made of bones and snake skin. This is the WICKED WITCH OF THE WEST.

Toto runs and hides behind Dorothy's feet. The Wicked Witch doesn't walk, but glides wherever she goes. As she approaches, Glinda places a protective arm around Dorothy.

DOROTHY (CONT'D)
(terrified)
Who is she?

GLINDA
You know the witch you killed? This is her meaner sister. Much meaner.

WICKED WITCH
The monkeys tell me my sister is dead. Where is she?

Glinda gestures toward the house. The Witch turns to see the house on top of her sister.

DOROTHY

I'm really sorry...I know how it looks, but there was this storm and then a twister and the house got picked up and it flew up into the clouds...

The Wicked Witch ignores Dorothy and bends down to examine her sister's feet.

DOROTHY (CONT'D)

(to Glinda)

What is she doing?

GLINDA

Looking for the silver slippers. The two wicked witches fought over them for years. Not a very stable family.

The Wicked Witch spins and points a bony finger toward Glinda.

WICKED WITCH

Where are they? Where?

GLINDA

Somewhere you'll never get your hands on them.

WICKED WITCH

I've had enough of your games, Glinda. The only good witch is a dead good witch.

The Wicked Witch points her walking stick at Glinda when she notices the slippers on Dorothy's feet.

WICKED WITCH (CONT'D)

My slippers!

She lunges at Dorothy's feet but is thrown back by a powerful reaction that causes her hands to wither. As she pulls back her hands return to normal.

She lifts her eye patch to reveal her all-seeing eye. The eye is bulbous and distended and seems to have a mind of its own. The Witch plucks the eye from its socket, holds it out to Dorothy and goes into a trance.

TOTO

Whoa! I did not see that coming.

GLINDA

Be brave, Dorothy Gale. She's looking for your weakness.

DOROTHY

Maybe I should just give her the shoes. I like to be barefoot.

GLINDA

Those slippers must never leave your feet. Their magic is very strong...

The Witch snaps out of her trance and smiles.

WICKED WITCH

You're not a witch at all. You're just a little girl. A long way from home. Sad. Scared. Missing your family. Let me help you. Give me the shoes and I'll show you the way home.

DOROTHY

Glinda said I shouldn't and you're scaring me.

WICKED WITCH

(screaming)

I'm supposed to scare you. It's what I do!

Glinda waves her wand and conjures up some dark storm clouds. The Wicked Witch looks at the clouds and immediately lifts her walking stick which transforms into an snakeskin umbrella. She cowers beneath its protection.

GLINDA

Leave here now. This is a battle you can't win.

WICKED WITCH

For now. For now. You can't hide behind Glinda's skirts for long. There are only two ways for me to get those slippers and since you won't agree to the easy way...it will have to be the hard way.

The Witch's gothic doorway rises from the ground and she enters. Lowering the umbrella she looks back at Dorothy one last time, she offers up an unearthly scream as the doorway sinks into the ground.

TOTO

Oh, this is bad, so bad.

DOROTHY

I wish I were back in Kansas. I wish I were home.

GLINDA

Then perhaps it's best you get back there.

DOROTHY

If you really are a witch, could you send me back? Make me a doorway to send me home?

GLINDA

Doorway travel only works in Oz. Why not just use your flying house?

DOROTHY

I think I need a tornado to do that.

GLINDA

Oooh, too bad. I don't do big weather. I can make it rain, but a tornado...

GIBLIN

What about the Wizard?

DOROTHY

The Wizard?

GIBLIN

The Wonderful Wizard of Oz.

GLINDA

He's a very powerful wizard, but very mysterious.

DOROTHY

But he can send me home?

GLINDA

Go to the Emerald City at the very heart of Oz. Tell your story to the Wizard. When you meet him, don't be afraid. He'll have your answers.

Glinda gestures to an inlaid road constructed of yellow bricks passing near the Munchkin farm.

GLINDA (CONT'D)

Take the yellow brick road toward the setting sun. Stay on the road and be very careful of strangers.

TOTO

Strange people or just strangers? 'Cause we've seen plenty of both already.

Glinda's palace doorway rises up from the ground. Glinda leans down and kisses Dorothy on her forehead.

The kiss leaves a mark on her skin which can't rub off.

GLINDA

Your slippers will keep you safe.
Never take them off...never.

DOROTHY

Wait...I have so many questions.

GLINDA

Time will answer them all.

DOROTHY

But this wizard...

GLINDA

When you meet him do not be afraid.

Glinda steps into the doorway, which promptly melts into the ground and disappears. Dorothy turns to Giblin and his family.

GIBLIN

You've done us a great service. We're
very grateful.

DOROTHY

Do you really think the Wizard can
help me?

Giblin and his wife bow deeply.

GIBLIN

The Wizard will get you home. Just
stay on the road. All roads in Oz
lead to the Emerald City.

CUT TO:

EXT. YELLOW BRICK ROAD - DAY

Dorothy and Toto walk down the yellow roadway marveling at the sights. Oz is a beautiful land with rolling hills. All along the road, groves of blue trees dot the landscape.

DOROTHY

You know, Toto, this looks like it
would be a very nice place to live.

TOTO

Except for the fact that of the four
people you've met so far, half of
them have been witches.

To their right a rolling field of blue corn-like crops grow in neat rows.

DOROTHY

Look at those fields. They kind of remind me of home. I wonder what they taste like?

Dorothy steps off the road and heads into the field.

TOTO

Get back on the road, Dorothy. You heard what Glinda said.

DOROTHY

I'm hungry. I'll just take one or two. I don't think anyone would mind.

As she picks the corn, two crows fly low over Dorothy's head spooking her.

SCARECROW (O.S.)

No...please. Shoo now. Go. Please go away. Ow! Stop. Please someone help me. Oh, this is just awful...

Dorothy looks at Toto with concern.

DOROTHY

Someone needs our help.

TOTO

No...someone needs help. Anyone's help, not ours.

Too late, Dorothy has charged into the crops and disappears from view. Toto charges after her.

CUT TO:

EXT. CLEARING - DAY

Dorothy and Toto stand at the edge of a clearing in the center of the field. The strange blue crops grow all around.

Two crows are clinging and pecking at a SCARECROW perched on a tall pole. Unlike any scarecrow she has ever seen, this one is very much alive and in dire trouble.

SCARECROW

Please go away. Shoo now. Go.

Dorothy sneaks toward the crows quietly, picks up a large rock and throws it.

TOTO

(growling)
Birds...I hate birds.

The sound of Toto's voice spooks the birds and they take flight just before the rock can strike them.

CRACK! The rock hits the scarecrow right between the eyes with such force he's pushed back against his pole. It bends backward almost touching the ground then snaps back upright sending the scarecrow catapulting over Dorothy's head, over the crops and out of the field.

EXT. YELLOW BRICK ROAD - CONTINUOUS

Dorothy runs out of the field with Toto behind her. She finds the Scarecrow in pieces all over the road. His head is attached to his torso, but his arms are missing.

DOROTHY

Oh, gosh...I am so sorry. I was trying to hit those birds.

SCARECROW

That's some arm you got there.

TOTO

Speaking of arms, where are yours?

The Scarecrow looks around then gestures with is head toward a nearby tree.

SCARECROW

Up there!

Dorothy climbs a low branch and grabs the errant arm. She brings it back to the Scarecrow who takes in all that he can see as Dorothy attempts to tie his arm back to his torso

SCARECROW (CONT'D)

Look at this road. It's amazing!

DOROTHY

Haven't you ever seen it before?

SCARECROW

How could I? I was only made two days ago. I haven't seen anything, but that field and those crows.

DOROTHY

Two days? Why you're just a baby.

TOTO

Um, Dorothy, we were warned about talking to strangers and there is nothing stranger than a talking scarecrow.

SCARECROW

He's funny. What is he?

DOROTHY
That's my dog, Toto.

TOTO
You're not too bright are you?

SCARECROW
If you mean smart...then no, I don't think so. I don't have a brain in my head. Can't think a single thought. All blank. Nothing. Ask me a question. Go ahead.

DOROTHY
Is this the way to the Emerald City?

SCARECROW
I have no idea. See what I mean? Ask me something else. I guarantee I'll have no idea what the answer is.

TOTO
Don't you think you should get back to your job before the crows eat everything?

SCARECROW
Good question. Great question. I have no idea. Ask me something else.

TOTO
We get it, you have no brains.

SCARECROW
None...at least I don't think so.

Dorothy helps the straw man to his feet and he begins stumbling around. He walks a few quick steps before falling on his face.

SCARECROW (CONT'D)
Where does this road go?

TOTO
The Emerald City...but that's not a place you would want to go.

DOROTHY
There's a wizard there who is going to send me home to Kansas.

SCARECROW
What's a Kansas?

DOROTHY
It's where I live. I'm going to ask the Wizard to send me back there.

SCARECROW

Oh...I was thinking of going to the Emerald City myself.

TOTO

You were not.

SCARECROW

Sure I was. I was on my pole and thinking I should go to the Emerald City and ask the Wizard for some brains.

TOTO

You didn't even know who the Wizard was thirty seconds ago.

SCARECROW

True. True. I don't know what I was thinking.

DOROTHY

Toto, please. Maybe the Wizard could put some brains in his head. Would you like to come with us, Scarecrow?

SCARECROW

Oh...I don't think you need to have me...well, SURE! Thanks for asking. I would never have thought of that myself.

TOTO

(to Dorothy)

I can't do this.

DOROTHY

Shhh, he needs our help.

SCARECROW

Oh, I've done something wrong, haven't I?

DOROTHY

No, you're fine. I should probably tell you there is a Wicked Witch after us.

SCARECROW

Which witch?

TOTO

Just one witch.

SCARECROW

Which one witch?

DOROTHY
The Wicked Witch.

SCARECROW
Which wicked witch?

DOROTHY
West. The witch from the west.

SCARECROW
Wow. Ok, I'll go.

TOTO
Doesn't the whole wicked witch thing
worry you?

SCARECROW
I'm pretty sure if I had any brains
I would think twice about joining
you, but since I can't even think
once, I'm good to go.

Dorothy takes the scarecrow by hand and they begin walking.

TOTO
(sotto)
A two day old brainless scarecrow
that's just learned how to walk. How
can that be a problem?

Toto sighs and follows.

CUT TO:

EXT. FOREST - DAY

The yellow brick road winds through a deep forest. Dorothy,
Toto and Scarecrow walk in the center of the road.

DOROTHY
You know, my Uncle Henry would really
like you. He's the best scarecrow
builder in the county. He made our
scarecrow out of broomsticks and a
pair of overalls.

SCARECROW
Oh, is he nice?

DOROTHY
Uncle Henry? He's wonderful.

SCARECROW
No, your scarecrow? Is he nice?

DOROTHY
Our scarecrow isn't alive.

SCARECROW

How did he die?

DOROTHY

No, no, no. He was never alive.

TOTO

And he definitely couldn't talk.

Ahead is a small straw thatched house overgrown with vegetation. The shutters have broken off and the windows are caked with dirt.

DOROTHY

It looks like a Munchkin's house.

SCARECROW

What's a Munchkin?

DOROTHY

They're the people who live in this land, but we haven't seen one of their houses in a long time. Maybe whoever lives there knows how much farther it is to the Emerald City.

TOTO

We were told to stay on the road.

EXT. TINMAN'S HOME - CONTINUOUS

Dorothy and Scarecrow run ahead and begin looking in windows.

SCARECROW

I don't think anyone has lived here for awhile.

TOTO

I'll check around back. I need to take care of some business anyway.

Toto takes off anxiously sniffing the ground.

He moves under some bushes and stops at what appears to be a rusted metal foot. Looking up slowly, he is terrified by the sight of a gigantic metal man holding an ax, towering over him.

TOTO (CONT'D)

Dorothy! Dorothy! There's something out here! A huge monster!

A moss covered Tinman towers over Toto.

Dorothy and the Scarecrow come around the corner of the house to see Toto staring up at a Munchkin made of metal. As Dorothy gets closer we realize the TINMAN is barely as tall as she is.

DOROTHY

It's just a statue, Toto. Stop being such a scaredy cat.

TOTO

Scaredy cat? Is that kind of language really necessary?

SCARECROW

I don't have brains and can't really think, but I think I saw his eyes move.

Dorothy looks closer and sees the Tinman's eyes darting around excitedly. She jumps back.

DOROTHY

He's alive. But he's all rusted.

Dorothy looks around.

DOROTHY (CONT'D)

We need to loosen his joints.

SCARECROW

There's nothing here but a pile of chopped wood and an old oil can.

DOROTHY

That's perfect!

Dorothy grabs the oil can and begins oiling the tinman's jaw. It squeaks and begins to loosen until it moves easily.

TINMAN

Oh, boy. Oh, yes. That feels better. I think I've been out here for years.

DOROTHY

What happened to you?

TINMAN

Oh, please do my arms.

Dorothy oils Tinman's arms. They creak and slowly loosen up. The ax suddenly comes down barely missing Toto.

TOTO

Hey! Watch it with that thing.

TINMAN

I'm terribly sorry. Please do my legs next.

Dorothy bends down and oils the two stubby tin legs. Tinman lifts a leg and takes a tentative step.

TINMAN (CONT'D)

That feels so good. To walk again,
to move, to talk.

Tinman gyrates his arms, legs and head just happy to be moving.

SCARECROW

What happened to you?

TINMAN

It's a very long story. I came out
to chop some wood and I began to
cry. I cried so hard I rusted myself
solid.

TOTO

That story wasn't long. It's not
even short.

DOROTHY

You must have felt very sad.

TINMAN

I'm always sad. When the tinsmith
made me he didn't give me a heart. I
can't love or feel happiness or joy.
I'm completely empty inside.

SCARECROW

That's the saddest thing I've ever
heard.

Dorothy looks at Scarecrow who looks at her blankly.

DOROTHY

Are you thinking what I'm thinking?

SCARECROW

If I was more of a thinker, I might
be thinking what you're thinking, so
I'm thinking that I'm not thinking
what you're thinking.

Dorothy puts her hand over the Scarecrow's mouth to politely shut him up as she speaks to the Tinman.

DOROTHY

We're on our way to see the great
Wizard Of Oz. I'm going to ask him
to send me and Toto back to Kansas
and Scarecrow is going to ask for a
brain. I'll bet if you asked, he'd
give you a heart.

Tinman's eyes go wide as he rattles excitedly.

TINMAN

Really! Do you think he would do it?
I mean do you really think he could
give me a heart? A heart full of
love and happiness?

TOTO

Dorothy, can I talk to you?

Toto maneuvers Dorothy away from the others.

TOTO (CONT'D)

Did Glinda's words mean nothing to
you? It's bad enough having Mr. No-
brains-in-his-sack-for-a-head over
there, but a hitchhiker with an ax?
That's just so wrong.

Dorothy looks back to see the Tinman smiling innocently.

DOROTHY

Look at him, he's harmless and he
really needs the Wizard's help.
(to Scarecrow and
Tinman)
Ready to go?

TINMAN

I was made ready.

Tinman picks up his oil can as they all head off down the
Yellow Brick Road.

CUT TO:

EXT. WITCH'S CASTLE - DAY

Rising like a cadaverous arm from mists swirling along the
rocky ground, the witch's castle is carved out of black
basalt. Like bony fingers, turrets built upon turrets rise
from a dense central keep defying any logical architectural
style.

Crumbling old towers have been pushed aside by newer emerging
turrets like a snake shedding old skin.

INT. WITCH'S CASTLE/CONJURING ROOM - CONTINUOUS

The Witch is hunched over a massive living globe representing
the entire world of Oz. The globe shows every road, town,
hill, river and mountain. As she turns, her all-seeing eye
bulges from its socket.

WICKED WITCH

So, Dorothy has made some new friends.

The Witch flips down her eye patch as she moves to a decrepit wooden cupboard. Reaching inside she pulls out a glass vial.

WICKED WITCH (CONT'D)

Well, I'll show her how friendly I can be.

Smiling, she holds the vial to her good eye. The vial contains a lone bee that angrily attempts to sting the glass. She glides back to the living globe and holds the vial over it.

WICKED WITCH (CONT'D)

Fire, wind, water, spirit. By wand and blade and stinging bee. Send my messenger winging to thee.

A swirling mist appears on the globe over the yellow brick road. The Witch releases the bee and it flies into the mist and disappears.

CUT TO:

EXT. YELLOW BRICK ROAD - DAY

The dense forest around the Yellow Brick Road casts long shadows over the byway creating a spooky aura.

The Tinman keeps his ax at the ready as Toto sniffs the thick woods for danger. The hapless Scarecrow just ambles along in blissful ignorance.

DOROTHY

I wonder what kind of things live out there in the woods?

SCARECROW

Trees. Trees live in the woods. Lots and lots of trees. It's like a city for trees.

TOTO

You know, I wish I could live in your oblivious world, even for just a minute. Do you even understand the concept of fear?

SCARECROW

Yes...no, I'm afraid I don't.

A gentle HUM reverberates through the air. In the distance, a dark line snakes through the trees as it draws closer.

DOROTHY

What is that?

TOTO

Looks like a snake, but it's flying.

The Tinman holds his ax at the ready.

SCARECROW

I'm going to guess a flying snake is something I should be scared of.

The dark object gets closer and the sound of BUZZING fills their ears.

TOTO

That's not a flying snake.

SCARECROW

Well, thank goodness.

(reassuring to all)

Nothing to be afraid of here, folks.

It's not a flying snake.

The Scarecrow walks ahead waving his arms at the approaching creature. As it gets closer we see the dark object is an elongated swarm of large black bees. The size of a fist, each bee sports a deadly black stinger.

The Scarecrow continues to wave happily as the bee swarm approaches, then hovers like a huge black cloud in front of the intrepid wanderers. The cloud pulsates, then begins to take the living image of the Wicked Witch of the West's face.

NOTE: When the witch speaks we hear her voice, but as created by the buzzing of thousands of little wings.

WICKED WITCH

Well, look what we have here. What a nice little collection of misfits.

DOROTHY

Leave them alone....these are my friends.

WICKED WITCH

Friends who would die for you?

TINMAN

What does she mean "die for"?

The Tinman shakes so much his metal CLANKS and RATTLES. The bee face looks closely at Tinman.

WICKED WITCH

That...thing is nothing but a garbage can with legs.

TINMAN

Wicked witches don't scare me.

WICKED WITCH

And this scarecrow...just hay in a bag. How long would it take for you to burn to cinder? A minute? Two?

SCARECROW

Now that's a good question. I don't rightly know.

Toto bites on the Scarecrow's leg pulling him back.

TOTO

Let's not talk back to the Wicked Witch.

The Wicked Witch turns her attention to Dorothy.

WICKED WITCH

This warning is for you, child. Bring me the silver slippers before you see the Wizard or face the ultimate peril.

As brave as she is, Dorothy is terrified. The bee Witch hovers over her malevolently.

DOROTHY

I...I...won't give them to you.

The bee Witch turns to the Scarecrow and the Tinman.

WICKED WITCH

A smart scarecrow and a sensible tinman would know when to run away. I'm not here to kill either of you...

The bee Witch moves closer to Dorothy. Her face grows in size and intensity.

WICKED WITCH (CONT'D)

(to Dorothy)

...just you.

The Witch closes her eyes and the collection of bees begins to separate.

TINMAN

We've got to get her out of here.

The scarecrow pulls Dorothy by the arm and they begin running. First down the road, then into the woods. The Tinman lifts his ax defensively, ready to take on the bees.

The face disintegrates as the bees return to a swarm and start off after Dorothy. The Tinman begins swinging his ax, but it has no effect in stopping the bees. He turns and runs after Dorothy.

EXT. WOODS NEAR YELLOW BRICK ROAD - CONTINUOUS

Dorothy and the Scarecrow run and stumble with the bee swarm right behind. The Scarecrow spots a hollow log.

SCARECROW

In there!

Dorothy scoops up Toto and crawls into the hollow log. The Scarecrow follows her by climbing in feet first and leaving his torso out to block the way inside.

The Tinman runs to the other side and climbs into the log feet first effectively corking the other end.

The bee swarm descends on the log, but with no effect. Bee after bee attempts to sting their way through the bark only to break off stingers and become useless. The Tinman and Scarecrow take sting after sting with no effect.

The bees back off, regroup forming a broken up and incomplete Witch's face. Her anger shows as they pulsate into a swarm and attack again with even worse results.

Regrouping into the Witch's face one last time it is apparent the battle is lost and the remaining few bees retreat into the darkness of the woods.

TINMAN

They're leaving. Dorothy, are you alright?

DOROTHY (O.S.)

(muffled)

I'm fine, but please get me out.

The Tinman tries to pull himself out, but is stuck. Reaching out to a stump to pull himself free, he causes the log to rock and then roll.

Before they can pull themselves free, the log begins to roll with Dorothy and Toto inside and the Scarecrow and Tinman protruding from either end.

INT. LOG - CONTINUOUS

Dorothy and Toto are tossed around like clothes in a dryer.

EXT. WOODS NEAR YELLOW BRICK ROAD - CONTINUOUS

Both the Tinman and the Scarecrow SCREAM in horror as the log careens downhill out of control. As the log heads for a cliff, the Tinman swings his ax, holds tight and becomes the axis point as the log pivots right and changes course.

No longer heading for the cliff, the log slows until it rolls to a gentle stop.

One tiny acorn is all that seems to be holding the log in place, then, POP! The acorn bursts and the log again starts rolling downhill out of control.

The log shoots up a small hill and becomes airborne. Both the Tinman and the Scarecrow are ejected as the log hits the ground and starts tearing up bushes, finally finding flat land and rolling to a gentle stop on its own.

Dorothy and Toto stagger out of the log, their heads spinning and their vision doubled.

TOTO

That had to be the worst...

DOROTHY

What a ride! That was better than sliding down the corn shoot in the silo! I wish we could do it again.

Toto staggers then drops next to the log still dizzy. He notices a brown furry hairball next to him. It seems to be alive, twitching back and forth.

Looking closer he sees it's the tuft of hair at the end of a long tail. The tail extends into some nearby bushes. Creeping along the tail Toto sticks his head in the bushes only to see a sleeping LION.

Wide-eyed and afraid he backs out and runs to Dorothy as she brushes herself off. Toto is almost too scared to talk.

TOTO

It's...a big thing...
(weak whisper)
I'm...lion.

DOROTHY

You're lying? It's not a big thing?

Toto jumps on the log which rolls the few needed inches over the Lion's tail. All at once there is a bowel shaking ROAR. The bushes part and out emerges the largest lion Dorothy could ever imagine. The Lion roars in anger as Dorothy's voice is now as weak as Toto's.

DOROTHY (CONT'D)

A Lion...oh my.

The Lion tugs his tail free and glares down at Dorothy and Toto menacingly standing proud. When he speaks his voice is crisp, British, regal with a baritone leadership quality. To hear his voice, is to know he's a king.

LION

Why have you woken me from my sleep?

DOROTHY

Please...Mr. Lion. We're just...

LION

Mr. Lion? You address me as a common creature of the forest? A mere groundling? You are looking upon a king! The King Of The Forest!

DOROTHY

I'm sorry...

LION

Sorry? You crush my tail, wake me from slumber, belittle my station and now you apologize?

TOTO

Her apology should be enough.

DOROTHY

Toto, please...

The Lion regards Toto with disdain.

LION

Your dog needs to learn his manners.

TOTO

And you're going to teach me?

LION

Teaching you would imply that I intend to let you live.

With a huge roar that stands Toto's hair on end, the Lion leaps at the tiny mutt. Toto quickly sprints away running back into the hollow log as the Lion claws viciously at the opening.

Fearing for her pet, Dorothy runs after the lion and pulls on his tail to keep him from attacking the log.

What happens next is most unexpected.

The Lion lets out a howl of pain, pulls back from the log and instead of turning on Dorothy, he curls himself up and starts licking his tail. His fierce demeanor changes.

The Scarecrow and Tinman run to Dorothy's side and hug her with all their power, happy she is safe.

TINMAN

Dorothy, thank heavens you're okay.

LION

I...I...think you broke it. You broke my tail.

Dorothy is somewhat confused by his sudden change.

DOROTHY

I just tugged it a bit.

SCARECROW

What's with the cryin' lion?

LION

(crying)

Well it hurts...and you're a very mean little girl, pulling on my tail when I wasn't looking. You have no manners.

DOROTHY

(incredulous)

You were trying to eat my dog.

LION

Stop yelling. You're scaring me.

Toto struts out of the log with an arrogant swagger.

TOTO

Well, would you look at this. The big fierce lion is nothing but a chicken.

DOROTHY

Toto, don't provoke him.

LION

He's right. I am a chicken.

SCARECROW

Now, I have no brain, and I haven't been around much, but I know chickens and you, sir, are no chicken.

(to the Tinman)

Am I right or am I right?

TOTO

He's a coward. Afraid of his own shadow.

The Lion jumps at the word "shadow."

LION

My shadow! Is he here? He's trying to kill me, you know. Always sneaking up on me...following me...

DOROTHY

Well, I never. A lion who's afraid of his own shadow. If that don't beat all.

LION

It's humiliating, that's what it is. This entire forest should quake at my roar, but it doesn't. There's even a bunch of squirrels who take my lunch every day.

DOROTHY

So you try to bully us?

LION

I thought if I could scare you, word would spread and maybe...

TINMAN

That's not how courage works.

LION

I know. I'm hopeless. Please just go and leave me alone.

Everyone can only stare at the humiliated creature. Toto rolls his eyes.

TOTO

I can see where this is going so let me just cut to the chase. We're going to see a wizard. He's going to send me and Dorothy home, give the Tinman a heart and the Scarecrow some brains. Let's just put you on the list for some courage. In? Out? What do you say?

LION

A wizard? Sounds absolutely terrifying.

TOTO

That's nothing, we've got a very angry Wicked Witch after us. That's terrifying.

The Lion trembles at the mention of the Witch.

LION

I cannot accept your offer. I've stayed in this grove of trees for several years now. I'm too afraid to venture into the open.

DOROTHY

I'm very sorry to hear that, your Highness. The Wizard might have been able to help you.

SCARECROW

Still, we can't help you if you're not willing to help yourself.

The Lion crawls with wounded pride into the bushes until only his melancholy eyes are visible.

Dorothy and the others make their way through the woods to the Yellow Brick Road. As they walk toward the horizon, the Lion emerges from the bushes and looks around at the dark forest. The shadows seem to move in on him.

Dorothy pauses and calls back.

DOROTHY

I've never met a king before and you seem like you might be a very good one if you only had the courage to try. Are you sure you won't come with us?

Taking off at a full sprint, the cowardly king runs up to the group. We can't hear what he says, but when Dorothy gives him a hug around the neck, we understand he's joined the group.

We pull up and over the five wanderers as if they were being watched from above, which is exactly the case. Pulling back further we're in the...

INT. WITCH'S CASTLE/CONJURING ROOM - CONTINUOUS

The Wicked Witch studies the globe of Oz with her all-seeing eye. She turns and smashes a shelf full of potions. She begins to breath hard spitting as she speaks.

WICKED WITCH

Erazmus!

Returning to her globe she studies the lands below looking for an answer. A FLUTTERING of wings gets her attention.

There on the casement of the window sits ERAZMUS, the winged monkey we saw when Dorothy arrived in Munchkinland.

WICKED WITCH (CONT'D)

There are five travelers out there on the Yellow Brick Road, a girl, a man of tin, a lion, a scarecrow and a dog. All I care about is the girl. She wears the silver slippers.

(MORE)

WICKED WITCH (CONT'D)

Open the kalidah pens and let the beasts have at them. They can do what they want with her, but bring me the silver slippers.

ERAZMUS

As you wish your wickedness.

With that the Erazmus bows and takes flight. The Witch turns to study her living globe.

WICKED WITCH

Serves me right, sending a bee to do a kalidah's job. Now, lets see, perhaps something to slow them down; give my kalidahs some time to get to them.

Rubbing her chin, the witch studies the gray mists swirling the globe. Blowing the mist a bit, we can see an aerial view of the Yellow Brick Road as it passes through a field of lush red poppies.

WICKED WITCH (CONT'D)

Something in their path...

The Witch leans into the globe and with one long fingernail, drags it across the poppies splitting the surface and creating a deep chasm.

The Witch then laughs maniacally as we...

DISSOLVE TO:

EXT. CHASM - DAY

Dorothy and her friends stand at the edge of a huge chasm which bisects the yellow brick road. All along the road on either side of the chasm are endless hills of red poppies.

DOROTHY

We'll have to find a way around.

TINMAN

You can't. Those are the deadly poppy fields. Stay on the road and you're safe, but disturb the flowers and you'll never wake up.

TOTO

There is no way this is a coincidence.

DOROTHY

Maybe we can climb down and then climb up the other side.

All five lean over the edge of the crevasse and see the bottom more than a mile below.

LION

I think you know where I stand on that idea.

Dorothy looks back at the ominous forest several hundred yards away. The sound of something large crashing through the trees combined with fierce howls and screams gets their attention.

DOROTHY

We're not going back that way.

SCARECROW

How about a bridge?

The Tinman studies a grove of trees growing on the edge of the crevasse.

TINMAN

I could cut these trees, hew them into lumber and build a bridge!

TOTO

How long will that take?

TINMAN

A week, maybe two.

TOTO

Yeah, well, I hope you have a plan B, because we've got about two minutes.

Toto gestures with his head to the meadow at the edge of the forest where several KALIDAHS are slowly emerging from the cover of the trees.

These creatures possess the head of ferocious tiger and the body of a bear. There are six of the huge and menacing creatures exiting the forest and spreading out to attack.

DOROTHY

Goodness gracious, what are those things?

LION

Kalidahs. Horrible creatures with an insatiable appetite. They'll eat anything: scarecrows, tinmen, little dogs, lions and you.

SCARECROW

Wouldn't one of those trees fit across that ravine?

All eyes fall on the grove of trees a few yards away. The Tinman hustles over and regards the trees on the edge of the precipice. He runs his hands along the bark, feeling each tree.

Out in the meadow the Kalidahs have picked up the scent and charge toward Dorothy and the others.

DOROTHY

Tinman, I don't think we have time to be so choosy.

TINMAN

The right choice is always right.

LION

Even the right choice is wrong if it happens too late. CUT THE BLOODY TREE!

TOTO

We're running out of time here.

The Tinman smiles as he continues to run his hand over one of the shorter trees in the bunch.

TINMAN

This is the one.

The Kalidahs leap, snarl and gnash their teeth as they are now bounding through the meadow at full speed.

TINMAN (CONT'D)

Stand back.

The Tinman lifts his ax and swings the blade with full might. The ax strikes the tree and amazingly severs the entire trunk in one blow.

The tree hesitates then falls perfectly over the crevasse, lodging in tight.

TINMAN (CONT'D)

Your bridge awaits.

The group studies the solitary log over the deep gorge then looks back at the approaching Kalidahs. Neither option looks good.

TINMAN (CONT'D)

It's perfect. I'll show you.

The Tinman shoulders his ax and carefully crosses the log. On the other side he waves the others over.

SCARECROW

You next, Dorothy.

Dorothy picks up Toto and walks across the log. A terrified Toto looks at the bottom of the gorge almost a mile below.

TOTO
Do not look down.

Too late. Dorothy's knees buckle and she loses her balance. Bearing down she tries to sprint the rest of the way but gets her foot stuck in a branch and falls.

The Scarecrow awkwardly hobbles out on the log. Tripping twice he gets to Dorothy who attempts to pull her foot out of its wedge between the branches. Toto carefully completes the crossing.

The Scarecrow grabs on and pulls Dorothy's foot free, but the resulting reaction causes him to slip over the side. Dorothy reaches out to grab him and goes the other way.

Face to face, holding each other's hands, Dorothy hangs from one side of the log and the Scarecrow hangs from the other.

The Kalidahs have circled the Lion who cowers from their snarls. With only one way out (across the bridge) he can either fight or flee.

The huge lion bounds across the log. Without stopping he grabs Dorothy and the Scarecrow's hands with his jaws and flings them both on his back. Two more huge leaps and he's off the log.

The Kalidahs charge out on to the log without fear.

The Tinman studies the downed tree, waits a beat, then brings his ax down creating a split that grows like a fault line along the log.

Three of the Kalidahs are almost across the tree bridge when their balance waivers. The makeshift bridge splits into two sections which wobble, then drop into the ravine. There is a brief hesitation, then the three Kalidahs fall into the mist below.

On the far side of the crevasse, Dorothy and her friends are jubilant. The remaining Kalidahs growl and snarl from the distance, unable to do any harm.

EXT. SKY - CONTINUOUS

Circling high in the sky over the scene, Erasmus looks at what just happened. He veers off to break the bad news to the Wicked Witch.

EXT. YELLOW BRICK ROAD - CONTINUOUS

DOROTHY

Oh, that was incredible! The three
of you...thank you all.

As she hugs her three compatriots she notices a bright green
glow in sky just over the hill.

DOROTHY (CONT'D)

Look! The green sky. The Emerald
City! We must be close.

Dorothy runs ahead with the Lion at her side. Toto and the
Scarecrow follow with the Tinman running as fast as two short
metal legs can take him.

Cresting the hill they get a look at a magnificent sight --
the Emerald City.

The green urban mecca stands majestically atop a butte at
the highest part of the horizon. Glistening green art deco
towers and buildings radiate an energy of viridian color
that even at this great distance, is almost blinding.

The city itself is surrounded by a great wall and built atop
the central wellspring for all of Oz. Millions of gallons of
water bubble up in the center of the city then flow outward
from under the streets finally cascading over the cliffs
encircling the capitol. At the base of the cliffs a huge
basin breaks off into eight rivers which spread outward like
a spider's legs.

The city has a single entrance which is protected by a huge
drawbridge.

The Tinman looks worriedly at the sight of the waterfalls.
which create a veil of mist that permanently enshrouds the
city.

TINMAN

Look at all that water...

DOROTHY

Don't you worry about it. A little
water's worth the risk to get that
heart you want, right?

TINMAN

(unassured)

Right...what's a little water?

CUT TO:

EXT. EMERALD CITY DRAWBRIDGE - DAY

As Dorothy and company get closer to the city they can see three other brick roads approaching the city from three directions. There is the Blue Brick Road, the Red Brick Road and the Green Brick Road. All of the roads converge just before the drawbridge and become a patchwork of bricks coming to an end at the foot of the gate.

DOROTHY

We're here, we're finally here.

LION

Maybe I should wait out here. I hate showing up anywhere uninvited.

DOROTHY

You've come this far already. If you want courage, it's through that gate.

As Dorothy, Toto and the Scarecrow walk assuredly through the mist enshrouding the drawbridge, the Tinman anxiously checks his metal skin for any sign of rust and the Lion sheepishly ambles behind.

EXT. THE EMERALD CITY - CONTINUOUS

The streets are lined with beautiful houses all painted green and studded everywhere with sparkling emeralds. The pavement, made of green marble, gleams in the brightness of the sun. There isn't a thing in sight that isn't a shade of green, even the window panes.

For such a large city, it appears completely deserted. As the group walks down the street the sound of locks CLICKING shut can be heard. Up in the windows, shades are pulled down and eyes watch from split shutters.

LION

(nervous)

I wonder what they're scared of?

TOTO

It could be the huge lion that just entered their city.

The Lion jumps at the thought looking around for the creature. They keep walking finally entering a huge town square.

INT. EMERALD CITY/TOWN SQUARE - CONTINUOUS

The town square stands in stark contrast with the rest of the city. Something terrible has happened here. Windows are broken, several buildings smolder, plants are torn up and graffiti, written in some unknown language, covers the walls. In short, it looks like a bomb went off.

A large statue in the center of the square has been pulled from its pedestal and shattered.

TOTO

I get the feeling we're going to get blamed for this.

Toto's ears perk up and he looks around inquisitively.

DOROTHY

What is it, Toto?

Toto runs to a trash can, puts his paws on the side and pushes it over. The top pops off and a SMALL MAN, dressed in Emerald City green, rolls out.

SCARECROW

Now who would throw away a perfectly good old man?

Dorothy hurries to his side helping him up.

DOROTHY

Are you okay?

SMALL MAN

Fine. Thank you...fine. I have to go now. Good day to you.

He tries to run but collides with the Lion. Both reel back in fear.

TINMAN

Don't be scared. Our lion friend is afraid of his own shadow.

LION

(paranoid)

Is he here again?

SMALL MAN

She'll kill me if I talk to you. Please, leave me be.

DOROTHY

Who wants to kill you?

SMALL MAN

The Wicked Witch Of the West. We were warned not to help you.

DOROTHY

We came to see the Wizard. We don't want to cause trouble. I just want to go home and...

SMALL MAN

That's a good idea. Go home.

TINMAN

She needs the Wizard's help to do that.

SCARECROW

What exactly did the Witch say?

SMALL MAN

It wasn't the Wicked Witch, it was her Winged Monkeys. They flew in here a few hours ago. The Monkey king told us you were coming, a girl, a tinman, a scarecrow a lion and a dog. He warned us against helping you or...

SCARECROW

Or what?

The man gestures about him.

SMALL MAN

Or this would happen to all of Emerald City. The Witch will send them back if she finds out you're here.

DOROTHY

She won't stop until she gets the silver slippers. We're here to see the Wizard. Where can we find him?

SMALL MAN

Up this road. You can't miss his palace. It's green.

With that the Small Man scurries away. The group heads toward the Wizard's palace with Toto hesitating to study the broken statue.

TOTO

(sotto)

Why didn't the Wizard do anything to stop her?

CUT TO:

EXT. WIZARD'S PALACE - DAY

The Wizard's palace is unlike anything imaginable. Huge, ornate gardens with fountains and every assortment of manicured vegetation adorn the grounds. An opulent building built out of green marble and flanked on either side by tall turrets topped with onion shaped domes.

The five enter the gardens and make the long walk down the jade path to the palace's grand entrance. As they approach, the doors open by themselves and they enter.

INT. WIZARD'S PALACE/RECEPTION HALL - CONTINUOUS

The interior is as ornate as the outside with high walls made of polished opal and trimmed in green jewels.

The reception hall has hundreds of chairs resembling the opulent train stations of the early 20th century.

High along the walls are plaster bas-reliefs depicting great moments in Oz history. The bas-reliefs are so numerous they extend down the long hall out of sight. Toto focuses on a relief depicting a little dog outside a farm house which has landed on a witch.

The hall is completely devoid of any beings except one. A lone RECEPTIONIST sits behind a large green desk. She is immersed in a report and does not even bother to look up when the five travelers stand before her.

RECEPTIONIST

State your business.

DOROTHY

I'm Dorothy Gale from Kansas and I...we've come to see the Wizard.

RECEPTIONIST

Do you have an appointment?

DOROTHY

I didn't know I needed one.

RECEPTIONIST

You'll have to take a number.

The Receptionist hands Dorothy a card with the number 983 on it. Dorothy looks around at the empty hall.

DOROTHY

What number are you up to?

RECEPTIONIST

Six. Wait in line.

Dorothy looks around again. There is no line.

DOROTHY

I'm a little confused. I don't see a line and...

The Receptionist hands her a stack of papers.

RECEPTIONIST

As you can see we're very busy here so when we call your number you can see the Wizard. Fill out these forms. Don't make any mistakes. You make a mistake and you lose your place in line.

TOTO

What line?

RECEPTIONIST

It begins over there.

The receptionist goes back to her report and the five travelers are left confused. Dorothy takes a green pen and starts reading the papers.

DOROTHY

Look at these questions. A farmer grows 196 pounds of green potatoes. He sells them to a grocer who divides them into 5 and 3 pound bags. The grocer uses the same number of 5 and 3 pound bags, how many bags does he use?

SCARECROW

I didn't know there was going to be any math.

TOTO

Well, this is just ridiculous.

LION

You are correct my friend! You, Tinman, go and tell her a thing or two. You have my blessing.

Dorothy puts down the paperwork.

DOROTHY

I'll do it.

She approaches the receptionist who continues to ignore her. Dorothy clears her throat to get the woman's attention.

DOROTHY (CONT'D)

Excuse me?

The receptionist looks up with a civil servant's indifference.

RECEPTIONIST

You could not have finished that paperwork yet.

DOROTHY

We've traveled a long way, we've put up with a lot of trouble and all we want to do is see the Wizard.

RECEPTIONIST

Paperwork first.

DOROTHY

It will take years to finish all that paperwork.

RECEPTIONIST

That's if you don't make a mistake.
(calling)

Number seven. Number seven?

Dorothy begins to beg.

DOROTHY

Please, please, we have to get into see the Wizard right away.

RECEPTIONIST

Begging? Please miss, begging is useless on me. I am paid not to care.

TINMAN

Talk about your not having a heart.

Dorothy brushes back her hair in frustration. The receptionist sees Glinda's kiss mark on Dorothy's forehead. She stands and moves Dorothy's hair aside to get a better look.

RECEPTIONIST

That mark...you've been sent by Glinda?

SCARECROW

She's a personal friend of Glinda.

The receptionist now sees the silver slippers and suddenly becomes flustered.

RECEPTIONIST

You never said anything about Glinda. You didn't mention the silver slippers. Oh, this is...something. I've got to...The Wizard...Wait here.

She stands from her desk and runs down the corridor disappearing behind a distant green door. A beat passes and she returns out of breath.

RECEPTIONIST (CONT'D)

The Wizard will see you now.

SCARECROW

What about the line? I don't feel right cutting ahead of all those people.

TOTO

Scarecrow, when we see the Wizard, maybe you shouldn't do any of the talking. Sound good?

The receptionist points the group down the long hall to an immense set of green iron doors. The doors open slowly to reveal...

INT. WIZARD'S PALACE/THRONE ROOM - CONTINUOUS

If there is one thing obvious in the Wizard's palace, it's the fact that the Wizard is a showman. More a theater palace than a room, the elaborate designs outshine anything seen to this point. In the center of the large room is a huge empty throne on a dais.

As the five enter, the heavy doors seal behind them. The room goes dark with lights from unseen sources washing over each of the travelers.

Mystical music swells and the Wizard begins to materialize from the ether. Human in form, the Wizard is a glowing green image of a fifty foot tall man wearing heavy robes and a turban; his face is angry.

WIZARD

You are in the presence of greatness, humble yourself before me.

The Lion turns to leave, but the Tinman and the Scarecrow hold him by his tail. Dorothy shakes with fear and Toto cowers behind her legs.

DOROTHY

Thank you for seeing us your Wizardness.

WIZARD

I am Oz, the great and terrible. Who are you and why do you seek me?

DOROTHY

My name is Dorothy Gale from Kansas. That's in the United...

WIZARD

I know where you come from. I know all and beyond. You're lost in Oz and you want to go home. What do you seek, Scarecrow?

SCARECROW

Your most gracious, wonderful,
esteemed Wizard, I am but a witless
scarecrow and I've come to you...

WIZARD

You've come for brains...intelligence.
Ha! And you, Tinman?

TINMAN

I want to feel what it's like to
love again...

WIZARD

So you've come to me for a heart.

TOTO

Oooh, he's good.

The giant Wizard turns his attention to the Lion.

WIZARD

You. King of the forest. The coward
of all cowards. No doubt you've come
for courage.

The Lion is too terrified to speak.

DOROTHY

We all came to you because Glinda
told us you possessed the most
powerful magic in all of Oz.

WIZARD

Silence. My magic is beyond your
comprehension. It knows no bounds.
These "wishes" of yours are mere
parlor tricks for one as magnificent
as myself.

DOROTHY

(excited)

Then you'll help us? All of us? I
can go home?

WIZARD

Oz the Great and Terrible can do
anything he chooses to do.

TINMAN

Do you choose to do these things for
us?

WIZARD

Yes...

The group rejoices.

WIZARD (CONT'D)

And no. Your travels through my lands have created upheaval where there was harmony. You killed the Wicked Witch of the East...

DOROTHY

It was an accident.

WIZARD

Fortuitous as it was, you've angered her sister. She's come to my city to threaten me and my people.

TOTO

About that...why didn't you just...you know...take care of her when she showed up?

Angered by the question the Wizard stands.

WIZARD

(shouting)

Because I am made of light and vapor. I contain the very plasma that created the cosmos. I've been alive forever and will exist when this world is but a distant memory. I live in a dimension you could not imagine.

The Wizard composes himself and sits. The storm clouds calm.

WIZARD (CONT'D)

You must prove yourselves worthy of my generosity. Bring me the all-seeing eye of the Wicked Witch of the West.

The reaction is a unanimous gasp of disbelief by the group.

DOROTHY

But we can't do that without killing her.

WIZARD

How you get the eye is up to you. Blood spilled is on your hands, not mine.

Dorothy doesn't know whether to be angry or cry.

DOROTHY

Please your greatness, I only want to go home.

WIZARD

This audience has ended.

(MORE)

WIZARD (CONT'D)

Bring me the eye and your every wish
will be fulfilled. A brain, a heart,
courage and a home. How much are you
willing to sacrifice for your desires?

The Wizard's entire body bursts into green flame as he rises high into the air. He then explodes in a green shockwave of energy which collapses back into nothing. Dorothy and company can only look at his throne in confusion and loss.

CUT TO:

EXT. EMERALD CITY DRAWBRIDGE - DAY

Leaving the Emerald City, Dorothy and friends step across the drawbridge and scan the countryside laid out before them.

DOROTHY

This is my problem, not yours. I'll
go alone.

LION

I can't let you take on that wicked
woman alone. My knees may shake,
but I will be by your side. Did I
just say that?

SCARECROW

If I had any brains I would take the
coward's way out. No offense, Lion.
Count me in till the end.

TINMAN

If anything were to happen to you I
don't think I would want a heart
because it would already be broken.
My ax is at your service.

TOTO

So I guess this is the part where I
join up as well?

DOROTHY

No, you can stay here.

TOTO

You know I can't. Someone has to
protect you and it's going to be me.

Dorothy picks up Toto and hugs him tight.

DOROTHY

You guys are the best. The very best.

CUT TO:

EXT. RED BRICK ROAD - DAY

The surroundings are different from their earlier jaunt down the Yellow Brick road. The red bricks are jumbled, cracked and missing in places. The landscape here is barren and desolate, punctuated by gnarled trees and thick decayed vegetation.

DOROTHY

I thought all of Oz was beautiful.

TINMAN

This used to be the Winkies' land. When the Witch took over...things changed. She enslaved the Winkies and the land died.

LION

It's going to be dark soon. There's no telling what kind a creatures live in these woods. We should find a safe place to hide...um, sleep.

SCARECROW

He might have a good idea there. You must be very tired, Dorothy.

TOTO

Finally, you say something that sounds intelligent.

TINMAN

Scarecrow and I can keep watch. And I'll build a fire.

TOTO

I volunteer to curl up by that fire.

DOROTHY

Let's find a place off the road. We can set out tomorrow at first light.

EXT. WITCH'S CASTLE/BALCONY - NIGHT

The Wicked Witch stands at the edge of the balcony watching mist swirling on the horizon. As she turns she flips her eye patch over the bulge of her all-seeing eye.

Erazmus is perched nearby watching the Witch.

WICKED WITCH

So, they're coming our way. I want that girl and those slippers. Bring her and the lion to me. Dispose of the others.

Erazmus bows to the Witch and leaps out the window taking flight.

EXT. ABOVE WITCH'S CASTLE - CONTINUOUS

Erazmus lets out a horrific scream and we see other winged monkeys drop from their perches under the eaves of the castle turrets. No less than fifty of the creatures fill the sky and fly off toward the group.

CUT TO:

EXT. FOREST CLEARING - NIGHT

Dorothy leans against the Lion and Toto is curled up by the small fire. The Scarecrow stands a short distance away from the flame as the Tinman returns with an armload of wood.

TINMAN

That should last us through the night.

The Scarecrow does an involuntary jig.

TOTO

Do you have to keep doing that?

SCARECROW

Can't help it. Sometimes I think parts of me must have belonged to someone who liked to dance. Sometimes I wonder whose shirt this was. Did he dance? Did he sing? Guess I'll never know.

TOTO

I'll bet he didn't scare crows for a living.

TINMAN

I envy you, Scarecrow. You don't have a past to haunt you.

SCARECROW

I'll bet if I had a brain I could remember my past.

DOROTHY

Uncle Henry says at the end of the day our memories are all we have. I'll always remember the farm, Aunt Em and Uncle Henry, swimming in the summer and sledding in the winter, fishing, harvest time.

TINMAN

What about your parents?

DOROTHY

They died when I was a little girl.
It makes me sad sometimes that I
don't remember them very well...but
I have pictures...and Aunt Em tells
me stories about them.

LION

My father and mother died when I was
just a cub, too.

DOROTHY

I'm sorry, Lion.

LION

The Wicked Witch came hunting for
me.

DOROTHY

Why was she after you?

LION

I never knew. My father sent me to
hide in the forest and told me to
stay there no matter what I heard or
what happened. They fought the Witch,
but there was no beating her magic.
She killed them both and hunted for
me for years.

TINMAN

Did she find you? Did you escape?

LION

I hid in the bottom of a well and
survived. When I crawled out I was
alone and scared. I've spent the
rest of my life hiding. I can't fight
like my father...I'm not the lion he
was.

Dorothy pats the Lion's paw to comfort him.

DOROTHY

I think you're a great lion. The
greatest I've ever met.

TINMAN

Not all memories are as happy as
yours, Dorothy. I once knew a girl...

TOTO

Ahh, cherchez la femme.

SCARECROW

Huh?

TOTO

It's French...it means look for the woman.

SCARECROW

Two questions. What's French? And why would I look for this woman? What did she do?

TOTO

I was referring to our metal friend. Wherever there's a broken heart, look for the woman. Cherchez la femme.

TINMAN

Her name was Nimme Aimee. She was the most beautiful girl in Munchkinland...and I was the most handsome man...

Everyone stops and looks at the Tinman in disbelief.

DOROTHY

You were once a Munchkin? You were alive?

With sadness in his eyes, the Tinman nods yes.

TINMAN

I was a woodsman and Nimme Aimee was the daughter of the wealthiest woman in our land. She loved me and I loved her. We were going to be married, but her mother had other plans.

SCARECROW

Ahhh, cherchez la mother-in-law.

TINMAN

She disapproved of me. She went to the Wicked Witch Of The East and had a curse put on my ax. When I swung the ax, the blade turned on me and cut off my legs. A tinsmith rescued me and replaced my legs with metal ones. I returned to work, but the blade slipped again and my arms were cut off. Again the tinsmith rescued me. The blade slipped one more time and my head was cut off.

TOTO

I'm thinking you should of looked for another line of work.

TINMAN

The tinsmith gave me a metal body and encased my head in tin. He made it impossible for the ax to harm me any further. When I saw my reflection I ran to the deepest part of the forest to hide. Nimee Aimee found me. She came to tell me she still loved me...but I felt nothing. The tinsmith had forgotten to give me a heart. Nimee told me how she wanted to be with me and all I could do was look at her with blank eyes. I was empty inside...I still am.

SCARECROW

That's sounds like a very sad story.

TINMAN

When you found me in the woods I had been thinking of Nimee. I began to cry uncontrollably until my tears flooded my metal body and rusted me in place...a place I would still be if you hadn't rescued me.

LION

What happened to Nimme Aimee?

TINMAN

She left Munchkinland and never returned. That's why I'm hoping the Wizard will give me a heart so I might follow it and find her.

DOROTHY

We'll get you that heart. I promise.

A FLUTTERING of wings spooks the Scarecrow and he falls off the log. Toto's ears perk up.

TOTO

There's something out there. Something watching us.

Primal WHOOPS and SCREAMS come from the darkness. In the flicker of the campfire light we can see the winged monkeys as they attack. Swinging from branch to branch as their wingless cousins do, the monkeys launch themselves airborne and take flight swarming around Dorothy and her friends

The Lion runs, but a monkey grabs him and goes airborne, lifting the King Of The Forest by his tail.

The Tinman valiantly swings his ax but the weapon is snatched from his grasp and he's pulled up into the air. Dorothy runs, but is picked up by the shoulder straps of her overalls.

Toto growls and barks as a winged monkey grabs him and takes off. The Scarecrow runs after them and is grabbed by another winged monkey and lifted off the ground.

They take flight toward the Witch's castle which is now visible in the light of the large blood moon. The winged monkeys carry their prey in silhouette across the face of the moon.

CUT TO:

EXT. ABOVE THE CLOUDS - NIGHT

The Lion is in tears as he's carried by his tail over the countryside. Dorothy twists and kicks trying to break free.

Thick clouds pass below as the monkeys shoot across the moonlit sky.

Toto bites the monkey that holds him causing the winged primate to let go. Erasmus signals the other monkeys and they drop the Scarecrow. The falling scarecrow reaches out and grabs Toto as he drops.

TOTO

I'll come for you, Dorothy.

Toto and the Scarecrow fall through the billowy clouds and disappear.

DOROTHY

Toto! No...

The monkeys carrying the Tinman let him drop along with his ax. We stay with him as he falls looking back up at Dorothy and the winged monkeys as they grow smaller and more distant. Then everything goes white as he falls into a cloud.

CUT TO:

EXT. WITCH'S CASTLE - NIGHT

Several winged monkeys have put ropes over the Lion to keep him at bay, but the scared creature is hardly a problem. Dorothy looks on in horror at her fearful friend.

Dorothy looks up to see the Wicked Witch gliding toward them from the shadows.

She lifts the eye patch and plucks the eye from the socket, holding it up to inspect her prisoners. She scans the cowering Lion.

WICKED WITCH

It's taken a long time, but I've finally got you.

(MORE)

WICKED WITCH (CONT'D)

Your father fought and died like a hero, but I don't think I'll have the same problem with a coward like you. Take him to the dark chamber.

The monkeys pull the struggling Lion toward a large door and stone stairs heading downward.

DOROTHY

Don't you dare hurt him.

WICKED WITCH

I wouldn't think of it. He'll be trained to pull my chariot. I always say, nothing pulls a chariot better than a lion. Of course, we'll have to toughen him up a bit.

DOROTHY

He's scared. Please let him go.

WICKED WITCH

Well, that all depends. I could let him go right now. You too. Just give me the silver slippers and you're free. The both of you.

DOROTHY

But Glinda...

WICKED WITCH

(burning anger)

Don't ever mention that witch's name in my presence again. This is my side of Oz. No warm sweet hugs, no milk and cookies and no hope.

(composes herself)

Either you give me the slippers or I have to wait for you to die and I gotta tell you, I just don't have that kind of time.

Dorothy's shakes her head as the Witch studies the girl carefully.

WICKED WITCH (CONT'D)

This is a much stickier wicket than I'd assumed. It'll take some planning. Maybe a week or so in the cages will change her mind.

From the darkness two Winged Monkeys swoop down from above and grab Dorothy by the arms, dragging her up the stone stairs.

CUT TO:

INT. WITCH'S CASTLE/CAGE ROOM - NIGHT

We're in the cage room. So big we can't see the walls; the room has several steel cages hanging from iron chains suspended in the darkness. Skeletons of other unfortunate tenants can be seen in nearby cages.

Dorothy is curled up in a ball in one of the cages. A doorway opens below and a shaft of light illuminates the stone floor. Dorothy's cage begins to lower and the Witch glides in.

WICKED WITCH

(kind voice)

I know I shouldn't, specially since those slippers are rightfully mine, but I'll pay you for them. Beautiful emeralds! The best in all of Oz. You'll be rich.

The Witch holds out a bag of huge gleaming emeralds.

DOROTHY

I don't want any money, I just want to go home to Kansas.

WICKED WITCH

Of course you do. Kansas must be a wonderful kingdom. Think of all you could buy with these precious stones. A new dress, a new home, maybe something for your Aunt Em? That sounds nice, doesn't it? My emeralds for those worn slippers?

DOROTHY

I'll never give you these slippers.

The Witch's faces grows cold and malevolent.

WICKED WITCH

That is a mistake on your part. Your last ever. Let's hope that lion isn't as foolish as you...

The Witch turns to leave.

DOROTHY

He's harmless. Please don't hurt him...

Dorothy curls up in a ball and shuts her eyes in fear as the door SLAMS and we're thrown into darkness.

FADE OUT:

FADE IN:

INT. GALE FARMHOUSE/DOROTHY'S ROOM - NIGHT

Dorothy is curled up on her bed above the sheets. She shivers a little as the door to her room opens. Aunt Em enters and goes to the bed. Dorothy stirs, then looks up.

AUNT EM

Dorothy, dear, you're so cold.

DOROTHY

(confused)

I'm home?

AUNT EM

Of course you are. Looks like you fell asleep before you could get dressed for bed.

DOROTHY

I...was having a dream. It was so real.

AUNT EM

Maybe them two slices of pie before bed ain't sittn' so well with you.

Dorothy looks at Aunt Emily and smiles as she starts to unbuckle her overalls to get ready for bed.

DOROTHY

It's good to see you, Aunt Em. Real good.

AUNT EM

Look at you, runnin' in the fields all day. Tired as the day is long. And what have I said about wearin' your shoes in the house? Take 'em off before you dirty my clean sheets.

Dorothy reaches down to unlace her boots. She stops, her eyes wide. There are no boots on her feet, only the Silver Slippers. She holds on the slippers then looks back at Aunt Emily.

DOROTHY

I wasn't dreaming...was I?

Aunt Emily turns to her with a stern face.

AUNT EM

(firm)

Give me your shoes.

Dorothy stands and backs away from her Aunt. The room starts to melt and morph until we see we're still in Dorothy's cage.

INT. WITCH'S CASTLE/CAGE ROOM - CONTINUOUS

Aunt Emily is still there then she too morphs and turns into the Wicked Witch holding her all-seeing-eye.

Dorothy scampers to the far end of the cage. The Witch's arm grows longer, grabs the girl around the neck. She drags Dorothy out of the cage and out of the room. The door shuts and we're thrown into darkness.

CUT TO:

INT. WITCH'S CASTLE/THE DARK CHAMBER - NIGHT

The Dark Chamber is a dungeon in the center of the castle. Huge stone walls surround a dirt floor. The ends of the room are lost in shadow.

In the center of the room sits a small iron cage that holds the Lion. He looks haggard and his eyes are red from lack of sleep. His breathing is labored.

A doorway opens above and the Witch enters holding Dorothy. The two descend a stone stairway until they stand before the ragged lion. The Witch lets her go and Dorothy runs to her friend, stroking his mane through the cage.

DOROTHY

Lion...oh, look at you...

LION

(weak)

Dorothy...they've tried to starve me.

DOROTHY

(to Witch)

You horrible woman, he's dying.

The Witch only glares at Dorothy.

LION

Not yet. I told myself to wait. I knew I would see you again. One last time.

DOROTHY

Shhh, I'm here now. You're going to be better.

WICKED WITCH

It's really up to you whether he lives or dies, child.

Dorothy walks to the Witch with determination.

DOROTHY

If I give you the slippers, you'll
save him?

The Witch just looks at her.

DOROTHY (CONT'D)

The slippers for his life.

WICKED WITCH

If that's what you want.

Dorothy slowly takes off the silver slippers and meekly hands them to the Witch. The evil woman shakes with anticipation. She waves a hand over the lion.

WICKED WITCH (CONT'D)

Tyladska okin bowen mendel palone.

With that a brilliant flash whites out the room. As vision returns we see the Witch and the silver slippers are gone. Gone also is the cage that held the lion.

WICKED WITCH (O.S.) (CONT'D)

The door is open. Leave when you
like.

Dorothy looks up to see that the door has opened. Looking back she sees that the Lion's health has returned and he looks vibrant and strong. Dorothy runs to her friend, her arms open.

Suddenly the Lion turns with a quickness, plants his paws and lets loose a fierce ROAR that stops Dorothy cold.

DOROTHY

(meekly)

Lion?

Again he roars, his muscles tense, his body ready to pounce. Dorothy takes a step backwards and the Lion advances. Dorothy turns and runs.

The Lion jumps, snapping at her feet. Reaching the steps Dorothy is able to climb quickly to a rock ledge.

The Lion leaps from below nearly grabbing the girl's feet. Dorothy clings to the stone wall. Again the Lion leaps at the girl this time pulling down some of the stones supporting the ledge.

DOROTHY (CONT'D)

Lion, this isn't you. You're not a
killer...you're my friend.

The ledge beneath her feet begins to crumble then slides away. The girl slips down the wall landing on her rear.

She looks up to see the Lion coming toward her, his teeth showing.

DOROTHY (CONT'D)
I'm Dorothy, remember? You wouldn't hurt me.

The Lion doesn't seem to hear the girl's pleas.

DOROTHY (CONT'D)
Try to remember...you have to remember.

The Lion growls and puts down his head, his muscles taut.

DOROTHY (CONT'D)
We've traveled so far together. You know me. I know about your father and mother. I know that you live in fear of everything. I know that you went with me to see the Wizard.

With the word "wizard" the Lion seems to have a moment of recognition.

DOROTHY (CONT'D)
The Wizard. The Wonderful Wizard of Oz. He sent us here. Together. We're friends. Remember Toto? The Tinman? Scarecrow?

LION
I have no friends...just the hunger.

DOROTHY
No...that's the Witch's doing. She's put a spell on you.

LION
The Witch saved me. You want to take me away from her.

DOROTHY
I do...but only because I care about you...

Dorothy takes a step toward the Lion. She holds her hand out ignoring his fierce growls.

DOROTHY (CONT'D)
I know my friend is still in there.

The Lion retreats a step. Dorothy steps forward and places her hand on his mane. He reels back, closes his eyes, remembering something uncomfortable.

His muscles tense and he hunkers down in a pouncing position.

Dorothy takes another step and gently pulls the Lion into a tight embrace. The Lion pulls away and roars ferociously. Terrified, she closes her eyes to meet the inevitable and then the King of the Forest leaps...

...And proceeds to lick her face like a friendly puppy. Dorothy laughs with delight.

DOROTHY (CONT'D)

I knew you would remember me.

LION

You saved me. I only wish I were as brave as you.

The Lion looks around concerned.

LION (CONT'D)

We need to leave this place.

DOROTHY

I have to get to that eye.

LION

Out of the question. We need to take the coward's way out. Believe me, I'm an expert in that.

DOROTHY

Then what? Without the eye, I can't get home, you can't get courage, the Scarecrow won't get brains and the Tinman won't get his heart.

Dorothy heads up the stairs and through the open doorway.

CUT TO:

INT. WITCH'S CASTLE/HALLWAY - NIGHT

Dorothy and the Lion enter the large central hallway of the Witch's castle, careful to stay in the shadows.

DOROTHY

I wish Toto were here. He could find the Witch.

LION

I miss that little dog.

TOTO (O.S.)

Dorothy!

LION

I can still hear his little voice.

TOTO (O.S.)

Dorothy!

DOROTHY

Me too!

LION

When I hear his voice he's saying
your name.

DOROTHY

That's what I hear!

TOTO (O.S.)

Dorothy!

Dorothy stands and looks around. Nothing. Then from a large drain grating in the floor she sees Toto rise up in the air through the grate then fall back through the grate and out of sight.

Dorothy and the Lion run over as Toto appears again.

DOROTHY

Toto!

TOTO

Dorothy! We're here...

He disappears down the grate. Just as quickly he comes up through the grate again.

TOTO (CONT'D)

...To save you.

This time Dorothy reaches out and grabs Toto and holds him tight.

DOROTHY

Toto, you found me. I didn't think
I'd ever see you again.

She puts down the dog.

DOROTHY (CONT'D)

Toto, you came for us! But how did
you survive the fall?

TOTO

The Scarecrow, his head just filled
up with air as we fell. I held on
to him and just floated down like a
parachute.

Dorothy looks down into the darkness of the drain and can barely see the Tinman and the Scarecrow.

DOROTHY

You're all there. Thank goodness
you're safe.

TOTO

You've got to get this grating off.
We can get out through the drains
under the castle.

Dorothy looks around for something to do the job. On the wall are several sets of chains shackling the skeletal remains of some helpless creature. She grabs a set of shackles and locks one end around the grating then approaches the Lion holding a large loop up to his head. He nods to Dorothy who then clicks the shackle around his neck.

The Lion pulls the chain taut then bears down and starts to pull with determination. The grating stays, but bends ever so slightly.

DOROTHY

Almost. Pull harder.

LION

(strained)
I'm trying. Trying.

Toto jumps to the chain and grabs it with his teeth and pulls for all he is worth.

With one big pull, the grate goes flying, breaking away chunks of the rock floor. Dorothy drops several heavy shackles into the cistern and the Tinman and Scarecrow climb out of the hole.

TOTO

Umm, just don't say anything about
Scarecrow's head. The parachuting
thing...it kind of stretched him out
a bit. Turns out he's kinda sensitive
about his looks.

DOROTHY

I'm sure it's fine...oh!

The Scarecrow comes out of the darkness and we get a look at his head which is stretched out of shape and sagging like the skin of a fat person after liposuction.

SCARECROW

(to Tinman)
You said you couldn't notice anything.

DOROTHY

Notice what? You look...great. Never
better.

The Tinman notices Dorothy's bare feet.

TINMAN

The silver slippers! Dorothy, you didn't...

DOROTHY

I had to. She would have killed the Lion. I would have done it for any of you.

SCARECROW

We can get you out of here. We know the way.

DOROTHY

I'm not leaving without that all-seeing eye.

TINMAN

It's much too dangerous.

LION

That's what I said, but she wouldn't listen to me.

DOROTHY

We can't go back to the Emerald City without the eye. Toto, do you think you can find the Witch?

TOTO

I can smell her from here.

Toto puts his little nose to the ground and inhales deeply. He sniffs at the nearby stairs.

DOROTHY

I'll understand if you want to stay down here. I can do this alone.

TINMAN

If you go, I'll go.

SCARECROW

Me too.

Everyone looks to the Lion expectantly.

LION

What? I'm considering.

Toto starts up the stairs followed by Dorothy. The Tinman and the Scarecrow pull the Lion to the stairs.

INT. WITCH'S CASTLE/TOWER HALL - NIGHT

Toto leads Dorothy and the rest of the group out of a stairwell and down a long, gothic hallway with horrific paintings covered in cobwebs and dust. Pausing in front of huge double doors at the end of the hall, Toto sniffs the air as his eyes water..

TOTO

She's in there alright.

TINMAN

Are you crying?

TOTO

No. You try smelling what I smelled and see if you survive. It's like she's never taken a bath in her life.

Dorothy looks in the keyhole.

INT. WITCH'S CASTLE/INNER SANCTUM - CONTINUOUS

Inside she sees the Witch's retreat. Then she sees the Witch floating while standing upright.

INT. WITCH'S CASTLE/TOWER HALL - NIGHT

Dorothy does a double take and falls backward. She returns to the keyhole and looks again. The Witch has not moved.

DOROTHY

Well, I'll be dipped... She's asleep. Standing up and floating! She's asleep.

LION

We shouldn't disturb her. I know how cranky I can get when somebody wakes me.

DOROTHY

Oh, I don't plan to wake her. I just want that eye.

TINMAN

Let me go, Dorothy.

DOROTHY

No, I'll do it. It's just like running with the bull.

TOTO

And you know how well that turned out last time.

Dorothy waves Toto off and pushes the door open.

INT. WITCH'S CASTLE/INNER SANCTUM - CONTINUOUS

The room is huge, but Spartan. Gothic features and cold stone rule here. The Witch continues to hover while she sleeps.

Dorothy enters barefoot and silent. Off to the side, a smoldering fire pit in the center of the floor gives off just enough light to see.

A balcony, almost as big as the room is positioned off to the right with doorless Byzantine archways leading out.

Dorothy enters dwarfed by the size of the room. Everyone else follows her in. As she gets closer we see the Witch is floating about ten feet in the air, too high for Dorothy to reach. The prize Dorothy seeks, the all-seeing eye, remains in her icy grip.

Without speaking, the Scarecrow gestures to the Tin Man and the Lion. The Tinman climbs on the lion's back and holds out his ax. The scarecrow takes the other end. Dorothy, holding Toto, then climbs on the lion as well. They then team lift her.

Still too far to reach the eye, Dorothy holds Toto up and the terrier gingerly grabs the eye with his teeth.

Toto gags as the gooey slime drenched eyeball rests in his mouth. Dorothy smiles at Toto as she pulls him close.

Just then the eye suddenly turns to look at Dorothy startling her. She falls off the ax dropping Toto who drops the eye.

Amazingly the Witch does not stir from her slumber. Frozen in fear, everyone looks at the eye which continues to roll away. The Lion jumps for it, but the eye rolls out to the huge balcony

EXT. WITCH'S CASTLE/BALCONY

The eye rolls under the opening in the balcony railing, hangs in space for a beat then falls.

The Lion leaps with all his strength catapulting across the room and smashing into the stone railing destroying it as he pursues the falling prize.

With the grace of a gymnast he reaches out and grabs the eye with one paw while grabbing the edge of the balcony with the other.

Everyone comes running to the balcony's edge to help him up.

DOROTHY

That was most amazing thing I've
ever seen. Help me pull him up.

The Tinman taps her shoulder.

TINMAN

Dorothy...

Dorothy looks back at the Lion to see him floating in the air with the eye in hand. As he floats up. Dorothy turns around to see the Witch holding her walking stick.

WICKED WITCH

Time for you to...

Dorothy takes the eye and holds it up.

WICKED WITCH (CONT'D)

...Give it to me.

DOROTHY

I don't think so. You're blind without it.

The Witch jabs her walking stick into the stone floor causing the entire castle to shake violently as if an earthquake were rocking it.

WICKED WITCH

Wrong!

Holding her walking stick out the tip glows bright red then a fireball develops and grows. The Scarecrow scampers for cover as the Witch swings the walking stick sending the fireball flying like a rock from a sling.

The Scarecrow runs, but the fire hits him in the back. In an instant he is engulfed in flames. The Tinman and Lion look for something to douse him with, but are helpless.

The Scarecrow immolates before everyone's eyes then falls off the balcony and disappears below leaving a trail of thick black smoke as he plummets.

Dorothy screams in shock as she runs to the edge of the demolished balcony and looks down. The Tinman comes to her side offering her comfort. The girl drops to her knees and covers her face as the tears start to flow.

Dorothy looks up, her face reddened and streaked with tears.

DOROTHY

You killed him.

WICKED WITCH

There's plenty more of that coming.

The Witch is growing more and more agitated as Dorothy puts her face in her hands cries.

The Witch's anger has created a maelstrom and all loose objects start to swirl about. Thick black clouds grow with her anger.

TINMAN

What is she doing?

WICKED WITCH

Something wicked. Really, really wicked.

The Witch points her walking stick at Dorothy.

LION

Run, Dorothy.

Dorothy looks at the Witch then rises to run jerking her head as she does. One single solitary tear remains on her red cheeks.

What happens next is in slow motion as the tear is flung from Dorothy's face.

Remaining in slow motion, we see the Witch respond to the tear by raising her walking stick. The snake skin covering distends like an evil umbrella. As the umbrella expands we are again with the droplet as it sails over the black cloth.

The Witch looks up in horror as the single drop now begins to fall.

The drop of water lands on the Witch's forehead.

The Witch's eyes goes wide as an incredible reaction to water begins to occur. The single drop hits the Witch's flesh which ripples like water on a pond when struck by a rock. Her forehead begins to boil and break apart into little globules of green and black goo.

WICKED WITCH

No! This can't be happening.

SCARECROW

She's melting!

The evil woman continues to melt into a puddle of black oil.

WICKED WITCH

(to Dorothy)

All my magnificent evil...
going...going...

TOTO

...Gone, Witch.

A FLAPPING of wings gets Dorothy's attention as several winged monkeys rise up and over the balcony.

LION

This might be a good time to leave.

Erazmus lands and examines the ragged pile of clothes over the oil slick that once was the Witch. Behind him several Monkeys land carrying a bundle of charred sticks.

Setting the sticks down they quickly stand erect forming the stick figure of a man with no head. Wooden stumps at the end of what seem to be arms manage to lift a burned sopping wet canvas sack and place it where a head would go. The Scarecrow is back. His head has returned to its right size.

SCARECROW

I landed in the moat? My head shrunk back to size. I look perfect, right?

Dorothy runs to hug him but can't seem to find his body. She curtseys instead.

LION

Good...you look...good

TOTO

A bit thinner, but it works for you.

Erazmus turns from examining the viscous pool of Witch goo. He looks at Dorothy with deadly serious eyes.

ERAZMUS

You've killed the Wicked Witch Of The West.

DOROTHY

It wasn't my fault. It was an accident...another accident. Okay, I know how that sounds.

The always serious Erazmus breaks a smile warming his entire persona.

ERAZMUS

It sounds like freedom.

Erazmus looks up at the other winged monkeys with a smile. He walks to the edge of the crumbled balcony and yells into the night.

ERAZMUS (CONT'D)

Did you hear that, brothers! We're free. The Witch is dead and we're free once again.

Whooping and screeching can be heard from the darkness as silhouettes of winged monkeys take to the sky from all around. The sound of their wings beating fills the air.

ERAZMUS (CONT'D)

She's kept us as slaves for many years. You've set us free.

Dorothy smiles.

DOROTHY

Well, I'm happy to have obliged.

ERAZMUS

We are in your debt, what can we offer you?

DOROTHY

We need to get back to the Emerald City.

ERAZMUS

Gladly. Brothers, to the Emerald City!

Erazmus reaches into the pile of black cloth that was the Witch's attire and comes out with the silver slippers. He hands them to Dorothy.

ERAZMUS (CONT'D)

These belong to you.

Dorothy slips on the shoes. Erazmus gently takes Dorothy in his arms. A second winged monkey picks up Toto. Two monkeys take the scarecrow and two carry the Tinman. It takes four winged monkeys, one on each paw to carry the lion.

In a moment all are airborne. They climb into the night sky leaving the Witch's castle to become a distant memory.

DISSOLVE TO:

INT. WIZARD'S PALACE/RECEPTION HALL - DAY

Dorothy and company stroll into the reception hall, which is as they left it except to the astute eye which will notice several new plaster bas-reliefs on the wall showing the vanquishing of the Wicked Witch of the West.

The group approaches the receptionist and waits patiently. The woman does not look up. Dorothy clears her throat, still no reaction. Finally Dorothy rings a small bell.

The receptionist puts her hand on the bell to stop its resonance and looks up.

RECEPTIONIST

Who rang that bell?

Dorothy is prepared for the bureaucratic woman.

DOROTHY

I did. I've come to see the Wizard.

RECEPTIONIST

Do you have an appointment?

TOTO

Someone put me on her desk so I can bite her.

Dorothy places the all-seeing eye on the desk.

DOROTHY

No appointment needed.
(determined)

Now get me to the Wizard.

The woman looks down her nose at Dorothy. She stands then scoots away. The group follows her down the long hall.

TOTO

Dorothy...I need to, you know. I gotta go.

DOROTHY

You gotta hold it in for a bit.

The receptionist slips into a side door. Everyone waits. Moments later she emerges.

RECEPTIONIST

The Wizard will see you now.

The huge throne room doors RUMBLE open and the five enter.

INT. WIZARD'S PALACE/THRONE ROOM - CONTINUOUS

The Wizard is already in his chair when the five travelers enter the room. He examines them anxiously as they proceed to the center of the room.

WIZARD

So...the young lady from Kansas is once again my guest.

DOROTHY

You promised...

WIZARD

Do not dare to tell me what I said to you. You were sent with a task in hand. Where is the all-seeing eye?

Dorothy holds up a black sack.

DOROTHY

We did as you asked. It was a little more difficult than we expected...

WIZARD

I should say so. No doubt you've made a life long enemy of that Witch.

SCARECROW

No...she's dead...

DOROTHY

We sort of killed her. By accident.

Toto is pacing back and forth, his bladder getting the worst of him.

WIZARD

In your presence I am glad I'm a wizard and not a witch. Accidental deaths seem to follow you. Show me the eye.

Dorothy reaches in the basket and pulls out the eye. The Wizard is astounded.

WIZARD (CONT'D)

Give it to me, this thing of darkness.

Toto can't take it any longer.

TOTO

This is just taking way too long.

Toto heads behind a curtained area looking for a proper place to relieve himself.

Dorothy hold up the eye and shows it to the Wizard.

WIZARD

Leave me the eye and return tomorrow. I will decide if you've proven yourselves.

DOROTHY

Proven ourselves? We got your eye. Now give us what you promised.

WIZARD

What promises?

TINMAN

You promised me a heart and...

In the throne room the 50 foot tall Wizard turns his head to the side as if distracted.

WIZARD
Shoo, get out of here.

DOROTHY
That is no way to talk to us after
what we've done for you.

The Wizard begins waving his arms wildly.

WIZARD
Yes...leave the eye and go.

The giant wizard leaps up then clutches his ankle.

WIZARD (CONT'D)
Son of a...
(catches himself)
...gun. I...
(collects himself)
Place it before me.

DOROTHY
No.

Everyone turns to face Dorothy.

DOROTHY (CONT'D)
Not before you give us what we came
for. We're done playing your games.

The Wizard looks around again as if some ghost or unseen
giant fly were bothering him.

WIZARD
Don't you...Arrgh!

Suddenly a giant Toto materializes on the Wizard's body and
the two begin to tussle.

SCARECROW
He has a giant dog? It looks just
like Toto!

The green curtain is ripped away revealing an elaborate
control room full of levers, pulleys and dials. A portly old
man, taller than a Munchkin, but by no means tall, comes
stumbling out with Toto clamped firmly to his leg.

The two roll around as the man attempts to pull the dog free,
but Toto keeps pawing at him. The man and dog roll to
Dorothy's feet where both realize they're being watched.

They stop their tussle and look up sheepishly.

WIZARD
Ummm, I can explain...

TOTO

This guy's a fake. He's a complete phony.

WIZARD

I am not a fake. I am Oz the Great...
(losing bravado)
and Terrible.

TOTO

Terrible liar.

DOROTHY

Where is the real Wizard? What have you done with him?

The man drops all pretense and his voice, no longer terse and booming, speaks with a slight mid-western twang.

WIZARD

I'm sorry, but I am the real Wizard.

SCARECROW

Not possible. The Wizard is a giant forty foot tall man. I have seen him.

DOROTHY

Do you even know any magic?

The Wizard lights up on this statement. He waves his hand majestically then reaches behind Dorothy's ear and produces a silver coin. He waits for a reaction.

SCARECROW

Wow! He really is the Wizard.

DOROTHY

That's not magic. My Uncle Henry does that trick all the time. Do you know any real magic? The kind that can send me home?

WIZARD

Why I can shift the sands of time, make the dead come alive and...
(matter of fact)
No...I don't know any real magic.
Not a bit.

TOTO

What was all that business...

TINMAN

...about proving ourselves worthy?

SCARECROW

And stealing the Witch's eye?

LION

You nearly got us killed!

WIZARD

I really didn't think you'd make it back.

DOROTHY

You're a very bad man.

WIZARD

Oh, no, my dear. I'm really a very good man, but I must admit I'm a very bad Wizard.

DOROTHY

Why would you pretend to be a wizard?

WIZARD

Quite by chance I assure you. I was a magician, just not a very good one. I plied my trade traveling from country fair to country fair. Nebraska, Iowa, Missouri, Kansas...

DOROTHY

Kansas? I'm from Kansas!

WIZARD

Then most certainly you've heard of me. The great Oscar Zeroaster!

The Wizard waits for a response.

DOROTHY

No. Doesn't sound familiar.

WIZARD

I used to get that a lot.

DOROTHY

How did you end up in OZ?

WIZARD

I found I needed to leave the Omaha County fair in a sudden hurry. In need of conveyance, I came upon a hot air balloon. It seemed simple enough to operate until I found myself above the clouds going higher and higher. Eventually I came to rest here, in the Emerald City.

(MORE)

WIZARD (CONT'D)

A crowd gathered so I took the opportunity to perform some of my tricks, a few trifles really. They had never seen coins disappear. In no time they proclaimed me the great Wizard of Oz and built me this wonderful palace. I've been hiding here all this time hoping no one would learn the truth.

SCARECROW

(whispers to Tinman)

I don't think this man is a wizard at all.

Dorothy's face falls at the revelation that the Wizard is nothing more than a humbug.

DOROTHY

Then you don't have the power to give the Tinman a heart or the Lion some courage or the Scarecrow a brain.

TOTO

Or send us home.

WIZARD

Now, wait a minute. What you desire does not require magic. From what I have heard of your adventures you each displayed the very qualities you claim to want. What you lack is simple faith. As one who makes his living with the help of peoples' faith, I can deliver that to you. Follow me.

The Wizard walks across the throne room and pulls a box off a shelf. He digs through the box.

WIZARD (CONT'D)

Scarecrow, you want a brain so you can think great thoughts. Believe me when I tell you, sharp thoughts are better.

The Wizard pulls out a wad of loose cotton and a box of pins. Pulling a thread on the Scarecrow's head and creating an opening, he pours the pins and cotton inside.

WIZARD (CONT'D)

Think sharp thoughts and people will always see your point.

SCARECROW

I think...I'll remember this moment
for the rest of my life.

Reaching back in the box, The Wizard pulls out a glass bottle with a brown liquid. The label bears a familiar logo and the words COLA.

WIZARD

My dear, Lion. You want to be
courageous. What you need to be is
legendary. I give you both.

He hands the cola bottle to the Lion and points to each letter on the bottle.

WIZARD (CONT'D)

Courage Of Legendary Aptitude. Drink
it my friend and courage will be
within you.

The Lion opens his mouth and the Wizard pours the sweet beverage until the Lion has swallowed all of the liquid. He waits, then lets go with a window rattling belch/roar.

LION

Oh, that's the stuff.

The Wizard turns to the Tinman and sizes him up.

WIZARD

You have no heart. It's my experience
that when one has lost his heart
it's because of love.

TINMAN

She was everything to me.

The Tinman begins to cry at the thought of Nimme Aimee. Dorothy moves quickly to wipe the tears, but the Wizard waves her off. Taking a rose from the box he gently wipes it across the Tinman's cheeks soaking up his tears. The rose blossoms.

WIZARD

This rose will serve as your heart
until you are able to find your lost
love. When you find her, give her
the rose and she will share her heart
with you.

The Wizard opens the Tinman's chest and places the rose where his heart should be.

TINMAN

Nimee...

Dorothy looks expectantly at the Wizard who places the box back on the shelf. He turns with a smile.

WIZARD

Fear not, child. I haven't forgotten your wish. However, what you need isn't going to come from this box. You need a means of conveyance. Walk this way...

CUT TO:

INT. WIZARD'S PALACE/BALLOON THEATER - CONTINUOUS

Darkness.

A door creaks open and a shaft of light spreads across the floor. Silhouetted in the doorway are the Wizard, Dorothy, Toto, the Tinman, the Scarecrow and the Lion.

With a CLICK a raft of curtains open and flood the room with light revealing a huge, green hot air balloon in the center of the domed amphitheater.

WIZARD

I kept this here, always at the ready, in case I needed to make a fast getaway. You don't know how quickly a crowd can turn on you.

Dorothy runs to the balloon.

DOROTHY

Can this take me back to Kansas?

WIZARD

I don't see why not. It's how I arrived in Oz in the first place.

DOROTHY

But are you sure you want to leave all this? I mean, you are the Wizard Of Oz.

WIZARD

Oh, I think I'm ready to get back home. I miss Omaha and performing my magic before an audience. To tell you the truth, green is not my color. I'm more of an autumn.

SCARECROW

You're finally getting your wish, Dorothy.

TINMAN

It's too exciting for words.

Dorothy hugs the Wizard.

DOROTHY

Oh, thank you. You really are a good man. When do we leave?

WIZARD

I don't see why we can't leave right away.

Dorothy hugs the Scarecrow, the Lion and the Tinman who begins to tear up.

DOROTHY

Stop that now. You'll rust yourself.

WIZARD

Tinman, across the way you'll find a large crank wheel. It opens the roof so the balloon can float out. If you would be so kind as to turn it.

The Tinman heads for the wheel.

Everyone starts toward the balloon except Dorothy who notices Toto sitting alone by a window. She walks over and sits next to him.

DOROTHY

What's wrong? Aren't you happy to be leaving?

TOTO

I am. I've wanted to go back to Kansas since we got here.

DOROTHY

Then why so sad? Will you miss our friends?

TOTO

Oh, please. That Scarecrow is annoying and that Tinman cries at the drop of a hat and I really think that Lion still has plans to eat me when you're not looking.

Dorothy smiles knowingly.

DOROTHY

But you'll still miss them as much as I will.

Toto rolls his little dog eyes and stares out the window.

DOROTHY (CONT'D)

Do you want to stay here in Oz?

Toto looks back at Dorothy. She has struck a cord.

TOTO

You won't understand.

DOROTHY

What won't I understand?

TOTO

You won't understand me. It isn't so much that I want to stay as I don't want to go back to barking. I like talking. I love talking. For the first time in my life, you understand me.

DOROTHY

I've always understood you, Toto. I didn't always listen, but I always understood you. If you want to stay it's okay. I can go back alone. I'll miss you something awful, but I won't make you go back with me.

Toto snuggles into Dorothy's lap.

TOTO

I've followed you through twisters, forests, witches, wild beasts, bees, a wizard, flying monkeys, getting dropped from the sky and more witches. You're not going anywhere without me now.

Dorothy hugs Toto kissing his little head.

The rooftop dome is now fully open bathing the hot air balloon in a shaft of bright sunlight. The balloon strains at the ropes as loose papers sail around on tiny whirlpools of wind.

The Scarecrow holds the rope as the winds pull against the balloon.

WIZARD

It's going to be a windy day for ballooning.

SCARECROW

(to Dorothy)

You two better hurry. This balloon is ready to go.

The balloon strains against the rope nearly pulling loose.

WIZARD

Whoa! That was a strong one. Now, Scarecrow you will be ruling the Emerald City in my absence. With your newfound intelligence you're the best man...er...scarecrow for the job. Lion your bravery will protect the city should any more wicked witches show up. Tinman, I expect you'll fill the land Of Oz with love and compassion.

A huge vortex of wind grabs hold of the balloon and pulls hard. The rope snaps out of the Scarecrow's hands with a loud crack. The balloon is immediately pulled skyward.

The Scarecrow and Tinman leap for the loose rope just missing it. The Wizard flails in the balloon's basket.

WIZARD (CONT'D)

Grab the rope. Hurry!

Dorothy and Toto arrive a beat too late.

DOROTHY

Wait! Come back! Come back!

The Lion leaps up and grabs the rope in his teeth, but when he hits the ground it's jarred loose. Another gust of wind grabs the balloon and lifts it out of reach.

WIZARD

I'm sorry, Dorothy I can't come back. I don't know how. Good-bye. Good-bye everyone.

The balloon quickly floats up and out of the ceiling, then is gone in an instant.

Dorothy falls to the floor and begins to sob as she watches the balloon leave.

DOROTHY

Now I'll never get back to Kansas. I'll never see my family again.

TINMAN

It's alright, Dorothy. We love you. You can stay here with us.

SCARECROW

We are your family.

LION

We can take care of you. You'll be safe here.

SCARECROW

I should be able to think of a new way to get you home. I'll get started on it right way.

DOROTHY

I'm not sure there is any other way.

The sound of a horse WHINNY catches their attention. Everyone turns to see...

The doorway to Glinda's castle rises out of the ground. Two horses pulling a small elegant white coach proceed through the doorway, circle around the large room and stop in front of Dorothy. A large "G" is set in rubies on the carriage door.

SCARECROW

It must be Glinda's coach.

LION

She's sent it for you, Dorothy.

TOTO

Maybe she can help us get home.

TINMAN

We should all go with you.

DOROTHY

No. I think I'm supposed to go alone.

Dorothy turns to her friends and throws her arms around the Lion's neck and kisses him.

DOROTHY (CONT'D)

I'm going to miss you all so much.

Next she kisses the Tinman who wipes away a tear.

TINMAN

I'm gonna rust if we keep this up.

Turning to the Scarecrow, Dorothy hugs his soft middle and lightly kisses his painted face.

DOROTHY

I'll never forget any of you. Ever.

The carriage door swings open and Dorothy and Toto step inside. The horses shake their heads and begin to pull away toward the doorway.

DOROTHY (CONT'D)

Good-bye everybody.

The Lion, Scarecrow and Tinman follow after her shouting their good-byes and waving. As the carriage goes through the doorway it disappears.

CUT TO:

EXT. GLINDA'S PALACE - DAY

The coach and horses step through the doorway, trot through a large courtyard and stop in front of a set of gold ornate double doors. The carriage door opens and Dorothy and Toto step out.

DOROTHY
It's beautiful.

The palace doors open and Dorothy and Toto head inside.

INT. GLINDA'S PALACE/ENTRY HALL - DAY

As Dorothy walks, the silver slippers tap on the white marble floor and echo off the cavernous entry hall.

Another set of doors open and Dorothy enters.

INT. GLINDA'S PALACE/THRONE ROOM - CONTINUOUS

Dorothy slowly enters to see Glinda seated upon a throne of rubies. She stands and beckons the girl closer.

As she approaches, Dorothy sees a familiar sight. Her farmhouse is there, intact, and none the worse for wear. Dorothy goes over to it running her hands over the shingles.

DOROTHY
My house. But how did you...I mean...

GLINDA
I've been waiting for you, Dorothy.

Dorothy stands before Glinda and curtseys awkwardly.

GLINDA (CONT'D)
I have watched over you since you arrived in Oz, Dorothy, like a mother watches over a newborn babe. I know the Wizard granted everyone's wish except yours.

DOROTHY
Oh, Glinda, do you think you can help me? Can you get me back home?

GLINDA
When I gave you the silver slippers I told you that their magic was very
(MORE)

GLINDA (CONT'D)

powerful and mysterious and to never let them go.

DOROTHY

I remember.

GLINDA

But you gave them to the Wicked Witch Of The West. That was a very dangerous thing to do.

DOROTHY

I had to save my friend.

GLINDA

And that is why the silver slippers can now carry you home. When you arrived in Oz you were a little girl afraid of the world and only thinking of yourself. Now you have proven yourself a valuable friend and a brave companion, willing to sacrifice her life for those around her.

TOTO

You know I helped with some of that. Some of that's me.

DOROTHY

Can the silver slippers take me home now?

GLINDA

Only if you want to go.

Dorothy pauses and furrows her brow.

DOROTHY

What about my friends? The Scarecrow and the Tinman and the Lion. What'll happen to them?

GLINDA

They all have great destinies here in Oz. The Scarecrow will rule the Emerald city until the Wizard returns, the Lion will take his rightful place in the deep forest as King Of The Beasts and The Tinman will find his true love.

DOROTHY

Will I ever see them again?

Glinda smiles and looks deeply into Dorothy's eyes.

GLINDA
 Someday you may return, but until
 that time, they will always live in
 your heart.

Glinda leads Dorothy to the center of the room. The little girl picks up Toto.

GLINDA (CONT'D)
 Are you ready?

DOROTHY
 Yes. But how?

GLINDA
 Your home will know where to take
 you. Come inside.

The door to the Gale farmhouse opens by itself as Dorothy approaches. She crosses the threshold.

INT. GALE FARMHOUSE - CONTINUOUS

Dorothy looks at everything familiar and smiles. She turns to face Glinda who remains outside the door.

GLINDA
 Now, close your eyes, click your
 heels together three times and tell
 the slippers to take you wherever
 you want to go.

Closing her eyes tightly, Dorothy clicks her heels together three times.

DOROTHY
 Take me home to Aunt Em. Take me
 home to Aunt Em. Take me home to
 Aunt Em.

Dorothy waits for something to happen as Glinda's voice grows more distant.

GLINDA
 Goodbye, Dorothy...Dorothy...

DISSOLVE TO:

EXT. CORN FIELD - DAY

AUNT EM (O.S.)
 Dorothy...Dorothy...Dorothy...

Dorothy's eyes flutter open as Glinda's voice fades and is replaced by Aunt Em's. A small brown muzzle nudges Dorothy's face, then a tiny pink tongue licks her cheek.

AUNT EM (O.S.) (CONT'D)

Dorothy.

Sitting bolt upright, Dorothy realizes she is surrounded by stalks of corn. Dazed and confused she hears Aunt Em continue to call her name. Toto barks excitedly.

Dorothy looks down at her bare feet in surprise. She quickly stands to find she is in the middle of a cornfield. She hears Aunt Em call her again and she begins to run toward the voice.

Tearing through the cornfield, she finally breaks out into the open. Toto runs at her heels.

EXT. GALE FARMHOUSE - CONTINUOUS

DOROTHY

Aunt Em!

Dorothy charges through the debris filled yard toward the waiting arms of Aunt Em. The farm house, although missing some roof shingles and a few window screens, still stands.

AUNT EM

Dorothy!

Aunt Em scoops Dorothy up and holds her in a tight embrace, tears filling her eyes.

AUNT EM (CONT'D)

Oh, Dorothy. Where have you been?
We've been looking everywhere for
you. Henry! Henry, I've found her!
She's here. What happened to you?

Dorothy begins talking a mile a minute.

DOROTHY

When the twister came it scooped up
the house and then the house scooped
me up and then we went up in the
twister and started spinning around
and then the house landed...

AUNT EM

Let me look at you. Are you alright?

Oblivious to Dorothy's ramblings, Aunt Em sets Dorothy down, brushes her off and looks her over from head to toe. Satisfied the girl is no worse for wear she hugs her again.

DOROTHY

The house landed in Munchkinland
which is part of OZ and there were a
lot of people shorter than me and

(MORE)

DOROTHY (CONT'D)

then a good witch named Glinda showed up and said I'd killed a witch, only I didn't, the house did because it fell on her. All I wanted was to get back home to you and Uncle Henry...

AUNT EM

I was worried half to death about you. I didn't think I'd ever see you again.

DOROTHY

Then Glinda sent me to see the Wizard of Oz who lived in the Emerald City. It's called that because everything is green. On the way I met a scarecrow and a tinman and a lion and they all went with me to see the Wizard.

Uncle Henry arrives and pulls Dorothy up in a big hug.

UNCLE HENRY

I've never been happier to see anyone in my life. Have you been in that field all day?

DOROTHY

You guys aren't listening. I'm telling you where I was. I was in the land of Oz. And I had to see this wizard and he told me I had to get the witch's eye and I got it, but that witch got killed too, but it wasn't my fault either. A single tear drop melted her. When we got back to the Wizard he flew away in a balloon, but Glinda said I could use my silver slippers and go home.

Uncle Henry runs a hand over Dorothy's head rubbing the back.

UNCLE HENRY

Whoa, you've got quite a little bump there.

DOROTHY

And in Oz, Toto could talk, couldn't you Toto?

Toto barks wildly.

UNCLE HENRY

Wizards, witches and a talking Toto? It sounds like you had some kind of adventure.

DOROTHY

I did, but all I really wanted was to get back home to Kansas and the farm and you.

AUNT EM

Let's get you inside and get some ice on that.

Uncle Henry carries Dorothy across the yard toward the house.

CUT TO:

INT. DOROTHY'S BEDROOM - NIGHT

Already in a nightgown, Dorothy leans in close to a dressing table mirror. She brushes back her hair and touches her forehead. Glinda's mark is not there. Aunt Em pushes open the door carrying an armful of clothes.

AUNT EM

Oh, my. That twister set things all topsy turvy in the house. Tomorrow we'll get started putting it all back right. Shouldn't you be in bed?

Dorothy heads to the bed and climbs under the blankets. Toto curls up next to her.

AUNT EM (CONT'D)

After things settle down here, how would you like to take a little vacation? All of us. Go to California and see the ocean, maybe stop at the Grand Canyon. There's a big world out there and it's high time we see some of it.

Aunt Em closes the dresser drawer and sits next to Dorothy on the bed.

DOROTHY

I'm sorry about running away today and I'm sorry for the things I said.

AUNT EM

That's all gone by and forgotten.

DOROTHY

I'm ready to go to the city and live with Aunt Matilda. I know it's what my mother wanted and it's what you and Uncle Henry want. It'll be good for me.

Smiling, Aunt Em hugs Dorothy.

AUNT EM

Oh, Dorothy. Your Uncle Henry and I were the ones that were wrong. When I found you after the twister all I kept thinking to myself was that I could never send you away. Our lives wouldn't be the same without you.

DOROTHY

So, I never have to leave?

AUNT EM

Not until you're ready.

Dorothy hugs Toto who licks her face.

DOROTHY

Hear that, Toto. We don't have to go to the city.

Aunt Em tucks Dorothy into bed and fluffs her pillow.

DOROTHY (CONT'D)

Do you think any of it was real? Oz I mean.

AUNT EM

I think it's as real as you believe it is.

DOROTHY

No, not like fairy tale real. I mean a real live place. Something as real as this bed or the house or you or me. Something you could really touch and grab.

AUNT EM

Oh, I see. Well, let me ask you something. Do you think love is real?

DOROTHY

Yes.

AUNT EM

But you can't see it or touch it or measure it or play with it.

Dorothy furrows her brow and ponders this.

DOROTHY

So maybe Oz wasn't a dream or my imagination.

AUNT EM

You don't always have to hold something to make it real. Sometimes the things that live in your heart are the most real things we have.

Aunt Em kisses Dorothy lightly on the forehead.

AUNT EM (CONT'D)

Now get to sleep you two. We have a busy day tomorrow. Sweet dreams.

Aunt Em heads for the door as Toto snuggles in beside Dorothy.

Clicking out the lights, Aunt Em leaves. The room is flooded with moonlight.

DOROTHY

Maybe Oz is a real place, Toto. Maybe we'll go back there someday.

Toto lays his head on Dorothy looking at her with puppy dog eyes.

DOROTHY (CONT'D)

You'd like that, wouldn't you? You miss them all as much as me.

Toto suddenly jumps up, his ears alert. Then Dorothy hears it. A skittering on the roof above her room.

DOROTHY (CONT'D)

It's just the squirrels.

Jumping off the bed and running to the window, Toto begins a low growl.

DOROTHY (CONT'D)

Come back to bed.

Toto begins barking wildly. Dorothy climbs out of bed and goes to the window.

DOROTHY (CONT'D)

You're going to wake Aunt Em and Uncle Henry.

Glancing out the window a small gasp escapes Dorothy's lips.

DOROTHY'S POV

Silhouetted against the full moon and flying away into the night sky is an honest-to-God flying monkey.

ON DOROTHY

Rubbing her eyes, she stares in disbelief. She throws open the window and leans out to get a better look. Toto jumps up on the sill and barks.

Dorothy squints a little as the reflection of something shiny hits her eyes. She looks down and laying in the dewy grass below her window are the silver slippers.

Reaching down, she picks up the silver slippers and admires their beauty. Dorothy then leans back inside and closes her bedroom window.

FADE OUT