

OZ THE GREAT AND POWERFUL

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Based on the Books of L. Frank Baum

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OZ THE GREAT AND POWERFUL

THE SOUND OF THE WIND -- whistling -- as we --

FADE IN:

EXT. KANSAS PRAIRIE - EARLY EVENING

A gray land under a gray sky -- everything flat, drab, dreary. A ramshackle farmhouse -- a creaky weather vane -- a dirt road stretches to nowhere -- but then we see, up ahead, looming over the horizon: A LARGE LIGHTER-THAN-AIR BALLOON -- below which we find:

EXT. THE BAUM & BARLEY BROS. CIRCUS

Not exactly the Greatest Show On Earth, but still a pretty big deal around here. People have come from far and wide -- their modes of transport and their styles of dress telling us we're in the very early 1900s.

Townsfolk and farmers stroll the midway... barkers shout their come-ons... a Bearded Lady preens... the crowd oohs and aahs at the Daring Young Men On The Flying Trapeze... then we see, in the Menagerie: elephants and monkeys and a lion and a tiger and a bear (oh my)... then we come to:

EXT./INT. OZ'S EXHIBITION TENT

Where the audience gazes listlessly at the two men up on stage. The fast-talking huckster in the velveteen frock-coat is none other than OSCAR ZOROASTER PHADRIG ISAAC NORMAN HENKLE EMMANUEL AMBROISE DIGGS -- a.k.a. 'OZ' for short -- and he's standing with his back to the second guy, who looks to be some local businessman.

OZ

Now, we don't know each other, do we? We've never met, you and I.

FRANK

No, sir, we sure haven't.

OZ

And your name is --?

FRANK

Frank.

OZ
Short for Franklin.

FRANK
That's right.

OZ
Lucky guess. Now, Frank, you got
'em on there good and tight?

Now we see: Oz's hands are handcuffed behind his back.
FRANK gives the cuffs a yank and --

FRANK
They're tight all right.

OZ
Thank you, Frank -- and might I
just say you're a credit not only
to your community but to the great
state of Kansas itself -- ad astra
per aspera and E Pluribus Unum.
(Frank starts to leave)
But before you go, I was wondering:
Would you happen to know the time?

FRANK
Well, sure, I...

He dips into his vest pocket -- frowns -- starts patting his
other pockets and --

OZ
Is this what you're looking for?

And Oz triumphantly brings his arms out from behind his back.
In one hand he's holding the handcuffs from which he's just
escaped -- in the other he's dangling Frank's pocket watch by
its chain. Frank takes his watch back, seems wowed -- and Oz
turns to the crowd, takes a bow, but --

Not a single person claps -- everyone's just looking at him
about as animated as cows.

OZ
Heh-heh, yes, well -- please, no
need to applaud -- your awestruck
expressions of amazement are
approbation enough. So, moving
right along... I have in my hand
here a flea. Can everyone see
that? You in the back?
(of course they can't;
there is no flea)
(MORE)

OZ (cont'd)

Now, this is no common, ordinary
flea -- no, this is a flea with
dreams, who dreams of someday
becoming a shining white dove.

A VOICE seems to cry out from the side of the stage --

VOICE

That's crazy!

OZ

(cups an ear)

What's that? What's that you say?

VOICE

I'm saying it can't be done, turn a
flea into a dove!

The Voice is Oz's own -- he's a damned good ventriloquist.

OZ

A naysayer, eh? Well then:
Witness and observe.

He deftly passes one hand over the other -- and now he's
holding a LARGE WHITE EGG. He places it in a SMALL, BARRED
CAGE, covers it with a cloth, raises it up, snaps off the
cloth, and... there's now a LITTLE WHITE BUNNY RABBIT inside
-- and Oz appears perplexed...

OZ

But... that's not a dove. Let's
try this again.

He covers the cage once more, holds it high -- then SNIFFLES.

OZ

Sorry. I'm allergic to rabbits.

Then suddenly he SNEEZES -- such a tremendous ah-choo that he
lets go of the cage and doubles over in two -- and the cage
somehow, magically, stays right where it is -- just hovering
in mid-air -- a pretty neat trick, actually -- then Oz
straightens up and, with a flourish, he snaps the cloth off
the cage to reveal: a SNOWY WHITE DOVE. Oz opens the cage
door, the dove flies out, Oz takes another bow -- and this
time, one well-dressed, very ATTRACTIVE WOMAN actually does
applaud. Her HUSBAND, a stern-looking character with a waxed
mustache and a bowler hat, silences her with a scowl.

Disappointment flickers across Oz's face -- an artist
unappreciated... his shoulders slump, his head droops... then
he quickly glances up again -- with a wickedly sly grin.

OZ

I know what you want...

He starts striding the stage like a barnstorming preacher.

OZ

Yes, I can see that you've come here today in search of more than just Magic and Illusion. You're here, Brothers and Sisters, because of a burning thirst -- you're here because, in these most difficult times, you're looking for something that will soothe your tortured spirits and ease your troubled minds. And I am here to tell you good people...

(hands in prayer)

... I might have just the thing.

He drags a TALL MAGICIAN'S WARDROBE CHEST to the front of the stage, flings open its double doors to reveal: BOTTLES AND BOTTLES OF HIGH-OCTANE HOOCH.

OZ

Behold, my friends, a very special batch of my very own Homeopathic Ontological Miracle Elixir -- H.O.M.E. or "Home" I call it, and believe me, there's no better place or product anywhere on this green earth -- a hundred and eighty proof and only fifty cents a bottle!

And this is indeed what the crowd's been waiting for. They surge towards the stage, waving their money in the air.

OZ

Easy now! Easy! There's plenty for everyone!

(as he's raking it in)

Mr. Morgan, good to see you again!

Mr. Gulch, how's the banking biz?

Mr. Hamilton, you're looking well -- and your lovely wife? Oh there she is! -- glad you both could make it.

MR. HAMILTON's the man who scowled his pretty wife silent before -- and we see that MRS. HAMILTON's standing towards the back of the tent, watching as her husband toddles off with his drinking buddies -- then she turns a very warm and inviting smile towards Oz...

EXT./INT. OZ'S EXHIBITION TENT - A LITTLE LATER

The show's over, the crowd's gone. And behind a curtain to the side of the stage we find... Oz and Mrs. Hamilton -- locked in a torrid embrace.

OZ

You do know how to bewitch a man,
Margaret. Your emerald eyes, your
ruby lips...

MRS. HAMILTON

(nuzzling his neck)

If I'm such an enchantress, why
can't I ever cast a spell that
would get you to stay?

OZ

Stay? You mean here? In Kansas?
I could never do that.

MRS. HAMILTON

Why not? I'm in Kansas.

OZ

Yes, and you're the only glimmer of
color in this gray land.

MRS. HAMILTON

(laughs)

The only glimmer? And those other
women of yours --?

OZ

Are mere baubles. You, my dear,
are the one true jewel.
(she kisses him, then)
You know I can't stay -- all this
endless, empty sky -- I'm telling
you it's crushing me. I watched
this land grind my Daddy to dust
and I'm not gonna let that happen
to me! There's a whirlwind inside
me, Margaret, and I don't know
where it's gonna take me -- I just
know there's a better world out
there somewhere, a world of color
and light and beauty, where Fortune
and Glory are waiting for me! I've
got diamonds in my future -- I just
know it!

He said all that with considerable feeling. He says this
with considerably less:

OZ

You could come with me.

MRS. HAMILTON

That's very sweet. But we both know you don't mean it. Besides, you know what they say: "East is East, West is West, Home Is Best."

OZ

You sound like a pillow in the parlor.

MRS. HAMILTON

And I'm soft in all the right places, too.

OZ

Yes, you are.

Another kiss -- then both pull back. Oz reaches inside his vest, sets that bunny on the floor.

OZ

Now where were we?

EXT. CIRCUS GROUNDS - PICNIC AREA - SAME

Mr. Hamilton and his cronies have just finished the last of their several bottles of snake oil.

MR. HAMILTON

Who's up for more?

Everyone is, apparently. They start tottering back to:

INT. OZ'S EXHIBITION TENT - MOMENTS LATER

The men come in, see no one, are about to turn and go when they hear, behind the curtain: A feminine gasp and giggle. Mr. Hamilton angrily strides forward, rips back the curtain -- and finds Oz and Mrs. Hamilton, intertwined.

OZ

I can explain.

(off Hamilton's glare)

You're right, I can't, which means, sir, you're in luck!

(Hamilton stops, confused)

'Cause right now, today, absolutely free of charge, you get to watch me... disappear.

And he bolts, hightails it out of there. Mrs. Hamilton pseudo-swoons into her husband's arms, giving Oz just enough time to make his getaway. Mr. Hamilton flings Margaret aside and he and his buddies take off after Oz, and we launch into:

A FURIOUS CIRCUS CHASE -- OZ RUNNING FOR HIS LIFE

DOWN THE MIDWAY... PAST THE MENAGERIE... THROUGH FREAK SHOW ROW -- the freaks and roustabouts doing what they can to help Oz out (and it seems this isn't the first time an irate husband's been after Oz), then Oz ducks under a canvas into:

THE BIG TOP -- where he scuttles under the bleachers, sprints across Center Ring -- only to find the exit blocked by Mr. Hamilton and his posse. Oz turns on a dime, swiftly scales the AERIALISTS' LADDER -- and Hamilton's right up after him, hot on Oz's heels, then OZ GRABS THE TRAPEZE -- AND SWINGS OUT... centrifugal force soon swings him back -- Hamilton nearly grabs him -- then when Oz pendulums back the other way again HE LETS GO OF THE TRAPEZE -- free-falls down into the TRAMPOLINE NET, then CATAPULTS right off it and SOMERSAULTS OVER THE HEADS OF HAMILTON'S MEN and zooms out the exit --

FROM THE LIGHTER-THAN-AIR BALLOON: We see Oz racing towards us -- he starts SHIMMYING UP THE MOORING ROPE -- fast enough that an exuberant ON-LOOKER exclaims:

ON-LOOKER

Look at him go! He's faster than a flying monkey!

And we now see: THE BALLOON HAS THE WORD "OZ" EMBLAZONED ON ITS SIDE. Oz heaves himself into the balloon's hanging basket -- just as Hamilton and his boys run up, grab hold of the mooring rope, start hauling the balloon back down to earth -- then Frank comes running up with a satchel --

FRANK

Oz! Here you go!

And he hurls the satchel up to Oz -- Oz catches it, tips his hat in thanks (Frank, of course, is Oz's long-time assistant and shill) -- then Oz looses the mooring rope and --

THE BALLOON LIFTS SKYWARD -- out of harm's and Hamilton's reach -- up and up and up, Oz waving goodbye to everyone -- laughing -- that was fun -- but then he notices: Only Mrs. Hamilton and Frank are waving back at him... everyone else is stopped and turned towards the west... Oz himself looks and --

OZ

Sweet Jumpin' Jiminy.

SEEING: A MASSIVE STORM FRONT -- angry black clouds, closing in fast. Everyone on the ground suddenly breaks and scatters for cover. Oz gulps --

OZ

Looks like we might be in for a bit of a gale.

As if on cue: A vicious gust of wind kicks up, nearly throws Oz out of the basket -- a TIDAL WAVE OF DUST SWEEPS OVER THE CIRCUS, vanishes it from view -- then, to the west, a LONG BLACK SWIRLING FUNNEL starts its malevolent descent from the clouds... OZ HUNKERS DOWN, braces himself, then it hits:

THE STORM OF THE CENTURY

Plunging us into deepest darkness -- howling, hurricane-force winds -- crashes of lightning -- torrents of rain -- and Oz is caught right in the worst of it -- it's a HELLACIOUS DEATH RIDE -- he's getting whipped and whirled, bashed and battered -- bellowing Lear-like defiance:

OZ

Blow, winds, and crack your cheeks!
Rage! Blow!

A DEAFENING CLAP OF THUNDER drowns him out, and abruptly we:

CUT TO:

EXT. OZ - ON THE FLOOR OF THE BALLOON BASKET - MORNING

Dead asleep. Soaking wet. Wisps of steam rising from his clothes because: he's now bathed in brilliant sunlight. He twitches awake, eyes flicking, relieved to find himself:

OZ

Alive.

He pulls himself up to peer over the side and sees:

AN ENDLESS EXPANSE OF DESERT. Nothing but sun-scorched sand as far as the eye can see.

OZ

I don't know where on Earth this is, but... I've got a feeling I'm not in Kansas anymore.

THE BALLOON SAILS ON... and on... and on... and we --

DISSOLVE TO:

THE SUN -- blinding, relentless -- the balloon drifts by...

EXT. OZ - ON THE FLOOR OF THE BALLOON BASKET

Looking very much the worse for wear. He scrounges through his magician's satchel for probably the umpteenth time, looking for something, anything to eat and drink. Pushing aside various gadgets and gizmos, he finds a flask, upends it over his mouth, but... nothing; it's empty. He finds a crumpled food wrapper, licks the last few specks of crumbs off it... then he pulls out --

A SMALL, NICKEL-PLATED DERRINGER PISTOL... he hefts it, seems to be weighing a decision, but --

OZ

No -- don't even think it. You're gonna get out of this.

-- squinting up at the terrible sun, knowing full well that if he doesn't make it out of this searing Sahara soon, he's done for. And then: The situation gets even worse. THE ENGINE STARTS TO SPUTTER AND DIE, out of fuel. Oz leaps to his feet, bellows:

OZ

No! You can't do this! Not here, not now! NOOO! Please-please-please-please-please.

-- caressing the machine -- sweet-talking to it -- he fiddles with it -- tries to fix it -- finally starts hammering on it with his fist.

OZ

Damned technology! Fine, then -- go ahead! -- betray me you Jezebellian jumble of junk! I've been in more perilous predicaments than this!

(beat)

... Although, off the top of my head I can't quite remember when.

THE BALLOON is quickly losing altitude -- sinking towards the desert sands. Oz realizes this could be it.

OZ

And I never got to see Paris. Or the Pyramids. Or the Taj Mahal, or... well bust my buttons!

SEEING: DEAD AHEAD -- A TOWERING MOUNTAIN RANGE

Jagged peaks -- soaring into the clouds. And suddenly: A DESERT THERMAL SENDS THE BALLOON SHOOTING SKYWARD -- all Oz can do is hold on and hope for the best... the balloon soars HIGHER AND HIGHER --

INTO THE CLOUDS -- a world of white -- snow-capped mountains below... Oz shivering with the sudden cold...

ON THE OTHER SIDE OF THE MOUNTAINS -- the balloon drifts down out of the clouds... then it actually crosses...

OVER A RAINBOW... Oz gaping down in wonder at the ROYGBIV stream of colors -- then he sees it, spreading out before him like a lysergic fantasy...

THE LAND OF OZ

And from above it's astonishingly beautiful -- a riot of color and lushness and light -- everything somehow tinged with yellow... and Oz can't believe his eyes -- or his incredible good fortune -- murmurs to himself:

OZ

If I'm dreaming don't wake me.

The balloon continues its graceful descent... Oz continues to marvel -- then he brightens even further when he sees:

OZ

Water. Water!

A RIVER -- sparkling in the sun. The balloon bumps to the ground right beside it, and Oz leaps from the basket, laughing like a crazy man, RUNS AND THROWS HIMSELF INTO THE WATER -- giddily drinking, splashing, playing -- Hallelujah! Saved! -- but then he can't help but notice...

PEOPLE -- GATHERED BY THE RIVERSIDE

A lot of people, normal-sized people, all of them oddly dressed in some hue or shade of yellow, and they're all just gaping at him. Oz comes out of the water, dripping wet -- and all the people take a step or two back. Oz nods hello --

OZ

How do you do? My name's Oz.

And they all bow down to him! Like he's a King or a God -- and Oz doesn't know what the hell to make of it.

OZ

Well that's... thank you -- that's very kind. But if you don't mind my asking: Where am I?

A WINKIE MAN ventures forward -- who looks and sounds a lot like the Winkie Guards did in The Movie.

WINKIE MAN

Why, you're here, sir.

OZ

Yes, I, I understand that, but... where, my good man, is here?

WINKIE MAN

The Land of Oz, of course!

OZ

The Land of Oz? You're kidding me. You call this place Oz?

WINKIE MAN

Far as I know that's been its name since just short of forever.

OZ

If that don't beat all... I mean, what are the odds?

And the Winkie Man turns to the others and proclaims:

WINKIE MAN

He's here! The Great Oz is finally here!

And everyone CHEERS, long and loud -- then they start hugging and kissing and shaking hands with one another -- tremendously happy and relieved, and --

OZ

You people certainly know how to make a stranger feel welcome -- but why all the hullabaloo?

WINKIE MAN

It's just -- we've been waiting ever so long, sir -- and we are all very glad and grateful for what you're about to do!

OZ

And, ah, not to be obtuse, but...
 what, exactly, is it that I'm about
 to do?

A SECOND WINKIE MAN steps forward.

WINKIE MAN #2

Deliver us from the Wicked Witch!

OZ

The Wicked what?

But before he can get an answer: All sound abruptly stops --
 a sudden hush -- everyone now looking west -- where we see:
 SOMETHING... FLYING TOWARDS US -- and at first it's too far
 away for us to tell what it is, but soon we see it's:

A YOUNG WOMAN -- TRANSPORTED BETWEEN TWO WINGED MONKEYS

OZ

Am I seeing what I think I'm
 seeing? Flying monkeys? Now I
 know I'm not in Kansas anymore.

And as the Winged Monkeys swoop down and gently set the Young
 Woman on the ground, the Winkies all bow deeply again. Meet:

THEODORA -- and she is beautiful. Dressed in an open-
 collared white shirt, black pants, black knee-high boots.
 She has quick eyes, quick movements, a quick, lively mind --
 and Oz likes what he sees.

OZ

You can't be the Wicked Witch.

THEODORA

(laughs)

Is that what they told you?

OZ

No. But they did just mention
 something about there being a
 Wicked Witch, so --

THEODORA

Well, I am a Witch -- but do I look
 wicked to you?

She smiles -- he smiles back, with charm --

OZ

On the contrary.

THEODORA

They were no doubt referring to the Witch of the South, who is indeed very wicked and who is trying to overthrow my sister the Queen.

(then, looking past him)

Is that yours?

-- gesturing towards the still semi-inflated balloon.

OZ

Yes, yes it is.

THEODORA

Why does it say "Oz" on it?

OZ

'Cause that's my name. Oscar Zoroaster Phineas Isaac Norman Henkle Emmanuel Ambroise Diggs, at your service.

(tips his hat, grins)

You can call me Oz.

THEODORA

I'm Theodora.

(then)

So, OZ, tell me: What are you?

OZ

What am I? Why, I'm an American -- a Kansas man, born and bred.

THEODORA

But are you a Wizard? Or a Sorcerer? -- as the Winkies here seem to believe?

OZ

The Winkies?

THEODORA

These are the Winkies. You landed in Winkie County, the western-most quarter of the Land of Oz.

OZ

And they think I'm a Wizard?

THEODORA

Why wouldn't they? You just came out of the clouds, you fell from the sky, and you call yourself Oz.
(really needs to know --)

(MORE)

THEODORA (cont'd)

So: Are you a Wizard? The Wizard
we've all been waiting for?

And Oz can't help himself -- the showman in him takes over.

OZ

As a matter of fact, back home I am
known as something of a Wizard -- a
Wizard of Pyrotechnics and
Prestidigitation -- I'm also a
renowned charlatan and a Master of
Illusion -- and if you good folks
would permit me just a moment of
your kind indulgence, allow me to
both Illustrate and Amaze!

He struts over to the balloon, takes his satchel from the
basket -- (the satchel, by the way, also has the name "OZ"
embossed upon it) -- he picks out a few props and --

OZ

Okay, gather around everyone --
proximity only adds to the wonder --
can I have a volunteer? How about
you, madam? That's right -- don't
be shy...

And as Oz starts his shtick we: FOCUS ON THEODORA... who's
watching Oz very closely -- watching his magic and, more
important, she's watching the effect his tricks are having on
the Winkies, because: Watching Oz's act, the Winkies are
becoming more and more convinced that Oz does have Special
Powers -- that he is, in fact, a Wizard -- and it's hard to
tell how Theodora feels about that... Oz finishes, takes a
bow, turns to Theodora and ta-da's.

THEODORA

So you are a Wizard, aren't you?

OZ

Seeing is believing -- and I try
never to contradict a pretty lady's
eyes.

He smiles -- like a fox -- she smiles back, says --

THEODORA

Well, then...

She gives a quick flick of her hand, and: LIGHTNING FLASHES
FROM HER FINGERTIPS -- ARCS INTO THE BALLOON and --

KA-BOOOOOM! -- THE BALLOON ERUPTS IN A GIANT FIREBALL -- a huge hydrogen conflagration -- towering flames -- the Winkies shielding themselves and cowering -- Oz is sputtering --

OZ

Wh-wh-wh-what'd you do that for!

THEODORA

(sweet as spun sugar)

I couldn't just let you leave, could I? -- my sister would never forgive me. She could use a Great Wizard like you.

OZ

Use me? For what?

THEODORA

To help her defeat the Wicked Witch once and for all.

OZ

And you think I can do that?

THEODORA

I think you should come to the Emerald City and speak to my dear sister. And you should know: My sister is a very powerful Witch... you help her and I'm sure she'd give you anything you ever wanted...

OZ

Anything I ever wanted... and she can do that, your sister?

THEODORA

She can make your every dream come true.

OZ

(greedy grin)

Y'know that doesn't sound half bad.

THEODORA

No it doesn't, does it?

Oz glances towards the burning balloon.

OZ

And, circumstances being as they are: Tell you what.

(MORE)

OZ (cont'd)

I will henceforth and immediately cancel all my planned and prior engagements, and I will speak to your noble sister -- Wizard to Witch, as it were -- see what we can arrange.

Theodora signals to NIKKO, one of the Winged Monkeys, who flaps to her side, hands her some parchment and a quill.

THEODORA

I'll send word, let her know we're on our way.

OZ

We? You're coming with me?

THEODORA

(writing)

There could be... dangers along the way. The Emerald City's a full day's walk from here -- at the end of the Yellow Brick Road.

OZ

We're walking?

She rolls up her note, hands it to Nikko, who flies off.

THEODORA

This one will carry your things.

KALA'S the other Winged Monkey. He fetches Oz's satchel.

OZ

But why are we walking? You're a Witch -- you don't have a broom?

THEODORA

What would I do with a broom?

OZ

You could fly us to your sister's.

THEODORA

With a broom? I don't understand.

OZ

(sees she's not joking)
Never mind.

Then he leaps up on a tree stump, booms to the Winkies --

OZ

Before we go I just wanted to thank
 you one and all for your
 wonderfully warm welcome and your
 heartfelt hospitality -- I'm never
 going to forget it and I hope to
 see around next time -- you've been
 a great crowd!

He hops back down, says to Theodora --

OZ

This place we're going --

THEODORA

The Emerald City.

OZ

I do like that name -- green,
 y'understand, has always been my
 favorite color.

(rubs his hands and grins)

Let's go, then -- no time to waste
 -- opportunity awaits!

They start out -- not on the Yellow Brick Road yet; the road
 here is just cobblestone -- Kala monkey-walking behind them --
 the Winkies bowing deeply in farewell -- and when they rise:

Winkie #2 sees the troubled look on Winkie #1's face.

WINKIE MAN #2

What is it?

Winkie #1 just frowns, shakes his head -- shakes off his
 concern -- then shouts to the others --

WINKIE MAN

Spread the word, far and near: The
Great Oz is finally here!

EXT. EN ROUTE TO THE EMERALD CITY - OZ, THEODORA AND KALA

Through rolling farmland, past curious-looking houses --
which all look vaguely like human faces.

OZ

So tell me about this Wicked Witch.

THEODORA

Her Father was the King -- a very
 powerful Wizard and a very Evil
 King.

(MORE)

THEODORA (cont'd)
 The Wicked Witch of the South is
 also very Evil -- and a very
 powerful Sorceress -- stronger even
 than my sister.

OZ
 But your sister's the Queen.

THEODORA
 My sister has me to help and
 protect her -- and she has the love
 of the Good People of Oz.

We see that Kala's frowning, as Theodora says, musingly --

THEODORA
 They used to be friends, you know,
 my Sister and the Wicked Witch...
 but she had no idea how wicked
 wickedness could be, or how easily
 friendship could be betrayed.
 (then)
 Ah -- there it is -- the Yellow
 Brick Road.

IN THE DISTANCE: THE YELLOW BRICK ROAD -- on the other side
 of a thunderous RIVER.

EXT. THE RIVER

Up close we now see that the river's wide, fast, and deep.

OZ
 How we going to get across?

THEODORA
 We'll walk.

Oz looks dubious -- as Kala picks leaves off a strange-
 looking bush. Theodora takes a few, hands them to Oz.

THEODORA
 Here. Rub these on the bottom of
 your shoes.

Kala pantomimes how to do it. Theodora rubs leaves on the
 bottoms of her boots -- Oz follows suit, then watches as
 Theodora steps out on the water -- and that's onto the water,
 not into the water -- and Oz can't believe it, can't wait to
 try it himself -- and he strides out, and when he sees he's
 not going to sink he laughs with absolute delight, as --

OZ AND THEODORA LITERALLY WALK ON WATER

And Oz is about as graceful as a baby giraffe -- he's new to this, and it's hard to keep your balance when white-water's whooshing and swooshing beneath your feet -- so he teeters and totters, several times he nearly falls -- laughing his fool head off all the while -- Theodora walks across stately as a queen -- Kala wings his way to the other side -- and when they all reach dry land --

OZ

That's the most fun I ever had
outside of St. Louis.

Then he sees, right up close now, glowing golden in the sun:

THE YELLOW BRICK ROAD

OZ

But that looks... no, it can't be.

He rushes forward, drops to his knees, starts scratching at the Yellow Brick, then exclaims --

OZ

It is! Look at this! This is
pure, solid gold!

(Theodora's unimpressed)
You don't find this incredible?

THEODORA

They don't have roads where you
come from?

OZ

Not paved with gold, no -- except
in people's dreams.

THEODORA

Then you've come to the right place
-- 'cause I assure you, Wizard,
this is no dream.

OZ

Well in that case... for the
behoovement of the common good and
in the interest of one and all I
think it'd probably be best if I
took one of these little beauties
along with me...

He starts prying loose one of the Gold Bricks.

OZ

Strictly for scientific purposes,
you understand -- to ascertain and
ensure that this is in fact the
eighteen-carat Real McCoy rather
than pyrite -- iron disulfide --
Fool's Gold, in the vernacular. A
Public Service I'm only too happy
to provide gratis, free of charge.

He slips the Brick into his pocket and stands.

OZ

The Emerald City's this way?

THEODORA

Follow the Yellow Brick Road.

EXT. ON THE YELLOW BRICK ROAD - A LITTLE LATER

Oz spots: AN ENCHANTED APPLE ORCHARD.

OZ

Apples! I'm starving!

THEODORA

I'd ask first if I were you.

OZ

Ask who? There's nobody --

THEODORA

Them. The apples are theirs, after
all -- and they can be quite picky.

Oz frowns, but when in Rome... so he bows to the trees and --

OZ

Excuse me, hate to bother you, but
my companions and I were wondering
if perhaps you could spare us a
couple of your fine-looking apples.

He waits. Nothing happens. Oz glances back at Theodora, is
about to just go and pick an apple anyway, when --

ONE OF THE APPLE BRANCHES FLICKS TOWARDS HIM -- like it's
swatting away a fly -- and three apples sail through the air,
tumble to the ground, roll to a stop at Oz's feet.

OZ
 Uh, thank you -- appreciate it.
 (picks up the apples,
 remarks to himself)
 Remarkable.

Then he offers an apple to Theodora, who says --

THEODORA
 No. Thank you.

OZ
 C'mon, you've gotta eat.

THEODORA
 (smiles)
 You don't know much about Witches,
 do you?

OZ
 I wouldn't say that -- I've known
 plenty of Witches in my time,
 believe me. There was a Witch I
 knew in Wichita -- you want to talk
 about wicked?
 (shudders at the memory)
 She had a face lovely as a summer
 day -- and a heart as black as a
 Midnight Grave.

He tosses an apple to Kala, takes a bite of his own, Theodora
 looking as though she's still trying to figure this guy out.

THEODORA
 We should go. It'll be getting
 dark soon.

EXT. IN THE HAUNTED FOREST

Deep, dark, forboding. A YELLOW-EYED OWL hoots from a tree.
 Below, Oz adds another armful of wood to a cold woodpile,
 then steps back -- as Theodora flashes lightning out of her
 fingertips again -- THE WOODPILE BURSTS INTO FLAME --

OZ
 Someday you've really got to teach
 me that.

EXT. THE CAMPFIRE - LATER THAT NIGHT

Theodora's staring thoughtfully into the fire -- Kala's picking bugs off his fur (and eating them) -- and Oz is at his satchel -- slips that purloined Gold Brick into the case, then takes something out...

OZ

Thought we could do with a little music.

Shows her: A BEAUTIFUL LITTLE MUSIC BOX. He winds it up, sets it on the ground -- MOZART STARTS TO PLAY... and Theodora's face lights up with an almost-childlike wonder and delight -- completely charmed --

THEODORA

What is that?

OZ

It's Mozart.

THEODORA

Why's it called a Mozart?

OZ

No, the music is Mozart. This is a Music Box -- you've never seen one? Then here -- take it -- it's yours. A gift, from me to you.

THEODORA

Why? Why would you do that?

OZ

No reason -- I just want you to have it.

She hesitates -- then holds out her hand...

THEODORA

No one's ever given me something just because he wanted to.

OZ

I can't believe that -- pretty lady like you? I bet there are lots of men out there who'd give you the world if they could.

THEODORA

Like I said: you don't know much about Witches, do you?

OZ

Maybe not, but I'm told I'm a
pretty fast learner.

(stands, extends a hand)

Dance, m'lady?

(off her look)

Now you're gonna tell me no one's
ever danced with you before?

THEODORA

(almost a whisper)

No one ever has.

OZ

Then it's high time you learned a
little something. C'mon.

And he reaches down, hauls her to her feet -- takes the Music
Box from her, winds it up again and sets it down -- then he
turns to her as the MUSIC STARTS TO PLAY --

OZ

Okay, then -- put your hand up --
like this. Good. Now put your
other hand around me like so...

He takes hold of her up-raised hand, puts his right arm
around her, gets a little closer and says --

OZ

Now just try and feel the music,
and follow me...

They start to DANCE -- Kala watching them very closely --
their bodies touching -- backlit by the fire, and --

CLOSE ON THEODORA'S FACE -- and it's true: she's never
danced with a man -- never been held by a man -- she's never
before felt some of the things she's feeling now...

OZ

You seem a little nervous.

THEODORA

This is all... new to me.

OZ

It always is -- every time.

She glances up -- their eyes lock and hold. The music ends --
and she takes a step back -- voice shaky --

THEODORA

I... the fire, I'll -- I'll gather
some more wood.

She flitters off into the darkness -- Kala scuttling after
her -- and Oz shakes his head, chides himself --

OZ

You're the wicked one, Oscar Diggs.

WITH THEODORA -- RUNNING -- STUMBLING -- THROUGH THE WOODS

Excited, frightened, confused -- hand to her belly, as if
she's trying to quell the strange new emotions within -- Kala
still looking at her with great interest -- then he glances
up, hears the flapping of wings and --

NIKKO SWOOPS IN -- TOUCHES DOWN -- has just returned from
Evanora's -- he hands Theodora a rolled parchment -- Theodora
unwraps and reads it, tells the two Monkeys --

THEODORA

My sister wants me to be sure this
Wizard's a real Wizard.
(thinks a moment, then)
Fetch me a rabbit.

BACK AT THE CAMPFIRE -- Oz berates his hound-dog self --

OZ

Innocent girl like that? You
oughta be ashamed of yourself.

BACK TO THEODORA -- as Nikko brings her back a fluffy tan-
colored little bunny.

THEODORA

Set it down.

Nikko obeys. Kala returns -- watches from a distance, as...
Theodora stares fixedly at the bunny -- the bunny quivering
with fear -- then Theodora smiles, does something with her
hands and, just like that:

THE LITTLE BUNNY TRANSFORMS INTO A FULL-GROWN LION. The
Monkeys shrink back -- ready to fly away if need be.

THEODORA

(to the Lion)
Listen close, then do as I say.

EXT. BACK AT THE CAMPFIRE

Oz is poking at the fire with a stick, when he hears: A rustling in the woods. He peers into the darkness.

OZ
Theodora? That you?

No response. But then he hears: A low, guttural growl. And, very slowly, Oz pulls a tree branch from the fire, the end of which is burning like a torch. He calls out again --

OZ
Theodora?

AND WITH AN EARTHSHAKING ROAR THE LION ATTACKS! -- comes CHARGING out of the darkness, MAKES A MURDEROUS LEAP AT OZ --

OZ HITS THE DECK -- THE LION GOES SAILING OVER HIM -- Oz quickly body-rolls to his satchel -- desperately tries to open it with one hand, the other waving that burning branch at the Lion -- and we see:

THEODORA -- IN THE TREES -- keeping to the shadows -- moving to get a better ringside view, as --

THE LION CIRCLES... Oz, on one knee, gets the satchel open -- shakes the burning branch at the beast --

OZ
Stay back! I'm warning you!
(his other hand fumbling
inside the satchel)
C'mon -- c'mon -- where is it?

THE LION ROARS -- then charges Oz again! -- and Oz, still kneeling, whips his arm out of the satchel, brings it up and:

BANG! He SHOOTS the leaping Lion with that Derringer of his! The Lion YOWLS in pain, then TURNS TAIL AND FLEES INTO THE FOREST -- whimpering -- and --

OZ
That's right! Run! Run, you coward! And don't come back!
(checks the gun, mutters
to himself --)
'Cause I'm fresh out of bullets.

And thus the Cowardly Lion was born -- perhaps -- and --

THEODORA -- STILL IN THE TREES -- smiles, says --

THEODORA
Satisfied, Sister?

-- like she knows Evanora can hear her, even though Evanora's miles away... she then gestures Nikko over, pens another quick note to her sister -- Nikko flies off with it and --

BACK IN THE CLEARING -- Oz turns as Theodora comes dashing out of the woods -- she runs to him, all a-flutter --

THEODORA
What happened! I heard this roaring, then a bang!

OZ
It was nothing. I just...
(wipes sweat off his face)
I just fended off a large carnivorous, uh, carnivore -- no big deal -- back where I come from we do that practically every day...
(he sees his hand is shaking like a leaf)
Decorum alone prevented me from tussling with the beast bare-handed -- so I just gave him a little taste of this --
(shows her the gun)
And he went scampering off like a scared little rabbit.

THEODORA
What an odd-looking wand.

OZ
Wand? Oh, right, yes, well -- it certainly worked its magic tonight, didn't it? And don't worry -- I made sure he didn't hurt Mozart.

He hands her the Music Box -- and she's quite touched.

THEODORA
Thank you, Wizard.

Their eyes connect again, and --

THEODORA
We should get some sleep. We still have a long way to go tomorrow.

EXT. ON THE CAMPFIRE - LATER THAT NIGHT

And we see: Oz is asleep -- Kala's asleep -- Theodora's awake -- holding the Music Box -- staring at it...

EXT. FURTHER ALONG THE YELLOW BRICK ROAD - FOLLOWING MORNING

Oz, Theodora and Kala come out of the forest -- into brown-hued Central Oz -- then Oz abruptly stops, seeing...

EMERALD CITY: IN THE DISTANCE

A spectacular soaring skyline -- Sleeping Beauty's Castle on steroids -- and Oz is appropriately awed.

OZ

The Emerald City... I've seen it before, you know.

THEODORA

You have?

OZ

In my wildest dreams. Come on!

-- quickening the pace -- he can't wait to get there -- and Theodora laughs -- his enthusiasm's infectious, and --

EXT. CLOSER TO EMERALD CITY - STILL ON THE YELLOW BRICK ROAD

They pass through a LARGE FIELD STREWN WITH BOULDERS... THEN THE BOULDERS START TO MOVE... and it quickly becomes apparent that the rocks are really turtle-shell-shaped concave shields, under which have been hiding:

A BATTALION OF GNOMES -- short, squat, fierce-looking warriors with skin the color and texture of stone and beards so long they tie them around their waists -- and they're all armed to the teeth: Broadswords, cutlasses, battle-axes...

OZ goes still, then sees, even worse --

ON THE SURROUNDING HILLSIDES: MORE SAVAGE WARRIORS -- a mix of GROWLEYWOGS -- silent, half-clad, eight-foot-tall Aborigines armed with knives and bows and arrows and spears -- and WHIMSIES -- who are distinguished by their extraordinarily broad shoulders and the enormous crazy-colored papier-mache MARDI GRAS MASKS they wear on their amazingly-undersized heads.

OZ
Get behind me.

THEODORA
Don't hurt them. They're here to
escort us to my sister.

OZ
(hiding immense relief)
They are? Then lucky for them you
stayed my hand -- I was about to
smite the lot of them!

The Savage Horde forms a protective cordon around them,
starts marching them towards the city, chanting:

SAVAGE HORDE
Oh-we-oh, yo ho! Oh-we-oh, yo-ho!

Then we hear: A FANFARE OF TRUMPETS -- and jump to:

EXT. EMERALD CITY - DAY

As the jewel-studded gates swing open to reveal: Sheer
magnificence -- towering towers, soaring spires, flowers,
fountains -- everything glittering and gleaming -- a MARCHING
BAND files in and leads Oz and Theodora into the city, into:

EXT. CENTRAL SQUARE - EMERALD CITY

BELLS are RINGING -- young girls strew rose petals in their
path -- all the sidewalks and balconies are lined with WILDLY
CHEERING CROWDS -- a hodgepodge of Oz inhabitants from all
four corners of the Kingdom: WINKIES from the West,
MUNCHKINS from the East, GILLIKINS from the North and
QUADLINGS from the South -- all dressed in different regional
colors and all enthusiastically waving and fluttering green-
and-white flags and pennants, and --

OZ is eating this up -- waving to the throng like he's a
returning war hero or a campaigning politician -- laughing --

OZ
What, no fireworks?

THEODORA
What are fireworks?

They pass through the ARCH OF TRIUMPH -- heading towards the
Emerald Palace -- and what Oz isn't seeing is:

BEHIND THE SCENES -- EVANORA'S PALACE GUARD -- uniformed bully-boys passing out the flags and banners, and they're making damned sure the Citizens of Em City are cheering Oz's entrance with sufficient gusto -- or else... giving us a sense that things might not be quite what they seem here in the Merry Old Land of Oz...

EXT. THE PALACE

Grand -- glorious -- Theodora leads Oz inside.

INT. THE GRAND ENTRANCE HALL OF THE PALACE

THE JOINT CHIEFS OF THE SAVAGE ARMY nod deferentially to Theodora as she leads Oz through the enormous double doors at the other end of the hall, into:

INT. AN INCREDIBLY LONG VAULTED CORRIDOR

Seems to stretch on forever -- and at the end there's another set of tall double doors which open all by themselves, into:

INT. THE THRONE ROOM

And there she is, seated majestically on the EMERALD THRONE:

EVANORA -- THE QUEEN OF OZ. She's also the Witch of the East. She's older than Theodora, but no less attractive. A very powerful presence -- with a penetrating gaze.

THEODORA

Wizard, my sister Evanora.

Oz nods to her. Evanora sounds curious, almost amused --

EVANORA

You do not kneel.

OZ

No, ma'am, I do not.

EVANORA

But I am Queen.

OZ

And I'm an American -- and Americans kneel to no one.

A beat -- then Evanora smiles -- practically purrs --

EVANORA

Oh, Sister, I like him already.
(back to Oz)

An American, you say -- I'm not familiar with the word. You're also a Wizard, I'm told.

OZ

Not just a Wizard -- the Wizard you've all been waiting for -- here, in the flesh, and at Your Majesty's service.

Another Evanora smile, then --

EVANORA

You've had a long journey, I'm sure you'd like a bath and a bed. These girls will show you to your room.

She waves a hand -- TWO MUNCHKIN MAIDS waddle up to Oz.

EVANORA

We'll speak some more at dinner.

OZ

I'm looking forward to it.

Each girl takes a hand and they lead Oz away -- Kala toddling after them toting Oz's satchel. Evanora waits until they're gone, then turns to her sister.

EVANORA

You're certain, then, that he's a Wizard?

THEODORA

You saw what he could do.

EVANORA

Yes, I did see. I saw it all.

-- gesturing towards: her CRYSTAL BALL -- then --

EVANORA

I saw then what I see now...
(a big Big Sister's smile)
You like him, don't you?... and you want him to like you...

Theodora -- almost blushing -- can't meet her sister's eyes -- as Evanora comes up close to her -- circling...

EVANORA

And who can blame you? You're still so young... and you still have feelings, don't you? Stirrings and... yearnings...
 (mysterious smile)
 You did the right thing, dear, bringing him here...

INT. OZ'S CHAMBERS - SAME

The Munchkin Maids curtsey their way out the door -- Oz looks around the room, which is sumptuous as sin --

OZ

Not bad... not bad at all.
 (then, to Kala)
 Y'know something, Monkey? Just between you, me and these four walls? Methinks yours truly has finally hit the Mother Lode, landed feet first in the Pot at the End of the Rainbow, smelling like a rose.
 (grins)
 And if you don't think I'm gonna take full advantage, you don't know Mr. Oscar Diggs -- otherwise known as... The Wizard You've All Been Waiting For -- The One and Only Wizard of Oz!

Kala frowns -- Oz bursts out laughing, and we go --

INT. GRAND DINING ROOM - THAT NIGHT

Oz and the Sisters are the only ones sitting at a long oaken table which could easily seat fifty. Oz finishes what has been a real belly-buster of a meal.

OZ

A royal repast fit for a King, if I do say so myself.

EVANORA

(smiles, then)
 Sister? Leave us, won't you? I'd like to speak to the Wizard alone.

Theodora gives Oz a quick smile -- and leaves the room. Oz watches her go -- then Evanora stands, says:

EVANORA
Walk with me.

Oz graciously offers her his arm -- she takes it and the two stroll out to --

INT. THE INCREDIBLY LONG VAULTED CORRIDOR

EVANORA
My sister's very pretty, isn't she?

OZ
Yes. She is.

EVANORA
And she speaks most highly of you.

OZ
Does she.

EVANORA
It seems you made quite the impression. She says you just... fell from the sky...

OZ
I do like to make an entrance.

EVANORA
Yes -- but why here, of all places? Why did you come to Oz?

Oz shrugs -- obliquely -- maintaining the mystery --

OZ
Could've been happenstance... could've been serendipity... or maybe it was Destiny... could've been Fate.

EVANORA
Whatever it was, I'm glad you're here. Come, I want to show you something.

INT. OUTSIDE THE ROOM OF RESPLENDENCE

Two Savage Guards are on either side of an Archway -- and the interior of the arch is A CURTAIN OF BURNING FIRE.

Evanora gestures to the Guards: Begone -- they move off -- then Evanora gives a little wave of her hand and the Curtain of Fire goes out, revealing a STOUT WOODEN DOOR -- with iron bands and multiple locks. Another wave of Evanora's hand and the locks fly open, the door swings open by itself, and Evanora ushers Oz into:

INT. THE ROOM OF RESPLENDENCE

The Royal Repository of THE CROWN JEWELS OF OZ -- gemstones and jewels everywhere you look -- thousands of them, sparkling with the brilliance of a million suns... and Oz is gaping -- while trying to sound blase.

OZ

This is, uh, quite the little piggy bank you've got here, Highness.

EVANORA

You like it? Theodora told me how much you seem to enjoy bright and shiny things.

There's a TREASURE CHEST filled with GLEAMING GOLD COINS. Oz runs his fingers through them like water -- then PALMS one of the coins, disappears it up his sleeve as he moves on and picks up an Emerald the size of an Ostrich Egg.

OZ

Y'know, with this stone alone, I could buy the state of Kansas -- and probably half of Nebraska along with it.

EVANORA

It's yours if you want...

Oz stops -- what? -- and Evanora smiles, says --

EVANORA

Along with this...

And she holds up: THE DIAMOND DAGGER -- which has a 6-inch blade of razor-sharp steel, a cross guard of filigreed gold, and a hilt that's totally ENCRUSTED WITH GLITTERING DIAMONDS.

EVANORA

And all you've got to do is... kill the Wicked Witches.

OZ

Witches? Plural? You mean there's more than one?

EVANORA
Don't tell me you didn't know.

OZ
About --?

EVANORA
My dear sister.

OZ
Your sister --?

EVANORA
I know why she brought you here.

OZ
She brought me here to help you.

EVANORA
She brought you here to kill me.

OZ
Kill you? No. With all due respect, Highness, you've got it all wrong --

EVANORA
What did she promise you? That the two of you would share my Throne and Crown? Tell me you weren't foolish enough to believe it.
(steps close, hisses)
But you can believe this: After she seduced you into killing me she'd have eaten you like a spider. So take this...

She grabs his hand, presses the Diamond Dagger to his palm.

EVANORA
... And prove to me you're the Wizard you say you are -- the Wizard we've all been waiting for.

She steps back -- and STARTS TO DEMATERIALIZE.

EVANORA
Kill my sister, then together you and I will defeat the Witch of the South once and for all.
(vanishing)
Kill my sister, Wizard -- and you'll be King.

She's gone -- disappeared into thin air -- and Oz just stands there -- staring -- trying to process... then looks down at the Dagger in his hand -- then, abruptly, he jams it in the back of his belt and goes tearing out of there --

INT. THE INCREDIBLY LONG VAULTED CORRIDOR

Sprinting -- no time to waste -- then up some stone stairs --

INT. HALLWAY OUTSIDE THE ROYAL BEDCHAMBERS

Oz running -- shouting --

OZ

Theodora! Theodora, where are you!

After a moment, a door slowly opens -- Theodora looks out -- with a faint, expectant smile --

THEODORA

Wizard? What is it?

-- like she's both scared and thrilled to find him here -- ready for whatever he's got in mind, but --

OZ

We've got to get you out of here!

Behind her we see a SHADOW swiftly sliding along the wall.

THEODORA

Why? What --?

Then: Shazam! That Shadow becomes Evanora -- who with a quick angry flick of her hand sends OZ FLYING THROUGH THE AIR -- magically -- telekinetically -- bashing him up against the far wall -- as Theodora wheels on her sister --

THEODORA

What are you doing!

EVANORA

Saving your silly life! He came here to kill you!

OZ

Theodora, no, don't listen to her!

Another flick of her hand and now Oz is GAGGING -- CHOKING -- can't talk, can't breathe -- as Evanora says to her sister --

EVANORA
You don't believe me?

Another flick of her hand sends Oz SLAMMING AGAINST THE CEILING -- then she BOUNCES him off the marble floor, flipping him upside down, and as he does --

THE DIAMOND DAGGER, jarred loose, falls from his belt, hits the ground at Theodora's feet. Theodora stares.

EVANORA
Out of nowhere he suddenly appears
-- you think that was an accident?
No! She sent him here -- sent him
here to destroy us!

THEODORA
No, I don't believe that -- I --

EVANORA
Unless, of course, it wasn't she
who sent him...

One final flick of the hand and Oz is RAMMED HEAD-FIRST into the far wall again -- knocking him cold.

EVANORA
Perhaps it was someone else...
(moves threateningly near)
Tomorrow I'll know... tomorrow your
Wizard and I are going to have a
little talk...

And we can tell from Theodora's expression that 'A little talk' means something absolutely horrible.

EVANORA
Tomorrow I'll learn the truth...
and believe me, Sister...
(strokes Theodora's hair)
I do so hope I find out you were
nothing more than naive...

Theodora reddens like she'd been slapped. Evanora SNAPS HER FINGERS -- a few SAVAGE GUARDSMEN appear.

EVANORA
Take him downstairs.

INT. DUNGEON - OZ'S CELL - NIGHT

Oz slowly awakens -- finds he's CHAINED TO A STONE WALL.

GNOME GUARD (O.S.)
Look who's back amongst the living.

TWO SAVAGE GUARDS -- a GNOME and a WHIMSIE -- taunt Oz through the small barred grille of the thick cell door.

GNOME GUARD
The Great and Powerful Wizard himself. How about showing us a little magic, Wizard?

WHIMSIE GUARD
Yeah, let's see you get out of them locks and chains --

GNOME GUARD
Perhaps he wants what the Queen's got in store for him.

OZ
(trying not to show fear)
What's she going to do, turn me into a newt?

GNOME GUARD
Oh, no. No, nothing like that.
(beat)
Torture, more like.

WHIMSIE GUARD
The Queen's got a real taste for it. So do I. Slow roasting's my favorite.

GNOME GUARD
I like a good flaying myself. Flesh makes such a fine meal afterwards.

-- slurping like he's sucking down a strand of fettucine as --

OZ
So what's with the beard?

GNOME GUARD
My beard?

OZ
They don't have barbers around here? A family of rats could be living in there and you'd never know it.

GNOME GUARD

Maybe so, but this here is my pride
and joy, the source of my vast
potency and strength.

WHIMSIE GUARD

Or so those ignorant creatures
believe. You want to beat a Gnome
in battle, just have a whack at
that beard of his and he'll go
hieing home to his mommy quick as
you please.

GNOME GUARD

And if you want to defeat a Whimsie
all you've got to do is knock that
great silly contraption off his
shoulders and that's the last
you'll see of him I assure you!

(stage-whispers to Oz)

They can't bear to be seen without
their masks, on account of their
woefully-wee heads -- no bigger
than a Munchkin's fist.

-- miming the approximate size -- as Oz mutters to himself --

OZ

Good to know.

(then, to them)

And not that this hasn't been
fascinating, fellas, but I wonder
if you could do me a favor and just
leave me alone.

GNOME GUARD

He wants us to leave him alone.

WHIMSIE GUARD

The man does need his rest.

GNOME GUARD

Aye, all that wailing and screaming
he's gonna be doing tomorrow can be
very taxing on an individual.

The Savages share a laugh, move from the door, and Oz starts contorting himself -- tries working his way free of the locks and chains, while --

INT. THEODORA'S ROOM - INSIDE THE PALACE

THEODORA -- AT THE WINDOW -- staring out at the night -- Kala sitting in a corner, watching her -- as Theodora frowns, then looks over at:

THE MUSIC BOX -- ON THE VANITY ... she walks to it, winds it up -- Mozart fills the room -- the music touching whatever's left of her Witch's heart... then: quickly, abruptly, before she has a chance to change her mind -- she grabs a quill, scribbles a note, bids Kala --

THEODORA

Come here.

She hands him the ROLLED-PARCHMENT NOTE and a KEY.

THEODORA

Bring this to the Wizard -- and let no one else see it. Go.

INT. DUNGEON - OUTSIDE OZ'S CELL

The Savage Guards start hearing VOICES FROM INSIDE THE CELL.

VARIOUS VOICES

I'll take the pinhead... I'll take the hairy one... and I'll get the door... don't worry, Wizard, we'll have you out of here in no time.

The Voices are Oz's, of course -- but the Guards don't know that, and simultaneously lunge to the cell door and see:

IN THE CELL: Nothing. And no one -- no sign of Oz -- just those now-empty chains against the wall. The Guards fumble for their keys -- then yank the door open -- rush inside, weapons drawn -- still see bupkis, then --

Oz drops down behind them from his hand-hold above the door, snatches the Gnome's key ring, then quick as a flash he's out the door, slams it shut behind him, and --

OZ

Fare thee well, boys! -- don't forget to write -- and you can tell that Queen of yours I hope someday a house falls on her head!

And he's gone -- running --

THROUGH THE DUNGEON'S DARK STONE CORRIDORS

Torch-lit shadow -- scurrying rats -- a locked iron door -- Oz tries one key -- then another -- finally heaves it open only to come face-to-face with:

KALA -- who's so startled he drops THEODORA'S NOTE -- and he freezes -- Oz freezes -- everything hanging in the balance -- what's the Monkey going to do? -- then:

KALA

Goodness gracious me! We've got to get you out of here!

OZ

You... you can talk?

KALA

No time for dilly-dally! We must go -- Glinda, she will help us!

OZ

Glinda?

KALA

The Witch of the South.

OZ

(confused)

But... isn't she the Wicked Witch?

KALA

No-no -- Glinda, she is the Good Witch -- the Sisters are the Wicked Ones. Please, I'll explain as we run -- now hurry -- this way -- come-come!

EXT. OUTSIDE EMERALD CITY - NIGHT

Oz and Kala make their swift, silent getaway, and soon --

INT. THRONE ROOM - A LITTLE LATER

The Savage Guards are being grilled by Evanora -- surrounded by Savage Generals -- Theodora at her sister's side.

GNOME GUARD

... Strike me blind if I'm lying -- he just disappeared like smoke.

WHIMSIE GUARD

Cold smoke. Did you feel the cold?

GNOME GUARD

I did. Like the very breath of death it was...

A GROWLEYWOG GUARD comes in... hands Evanora a ROLLED-UP PARCHMENT -- and Theodora's eyes widen, because she knows: it's the note she wrote to Oz... and as Evanora scans it --

GNOME GUARD

I'm telling you, Highness, he's a Great and Powerful Wizard, that one is, believe me.

Evanora looks up from the note -- gazes at Theodora -- then sighs, gives a weary wave of her hand and says --

EVANORA

Take them away, and kill them.

The hapless Guards are dragged off. Evanora then turns to her Generals.

EVANORA

Well, what are you waiting for?
You find this Wizard and you bring him to me -- ALIVE! -- and whatever you do, do NOT let him reach the Witch of the South! Now GO!

The Savages skedaddle -- and when the Sisters are alone...

EVANORA

You wound me, Sister -- you really do. What am I to make of this?
(reads the note aloud)
'I'm sorry -- I never should have brought you here -- don't worry I will help you.'

She lets the parchment flutter from her fingers to the floor.

EVANORA

Did you help him?

THEODORA

No, Sister.

EVANORA

I do so want to believe that.

THEODORA

You can -- you should --

EVANORA

But how? How can I believe you,
when you do this to me! You know
what will happen, should this
Wizard get away! He will ally
himself with her --

THEODORA

You don't know that for sure.

EVANORA

But I do. Her charms are much,
much greater than yours...
(lets that needle sink in)
... Or mine. Just you wait --
you'll see.

EXT. EMERALD CITY - MOMENTS LATER

THE SAVAGE HORDE ARMY STORMS OUT THE CITY GATES -- hundreds
of them -- armed to the teeth -- a loping, quick-march pace --
A CADRE OF WINGED MONKEYS flying in formation above them...

EXT. ROCKY TOR - NIGHT

OZ AND KALA -- scrambling up the mountain -- and as they near
the top, Kala glances back -- then points -- Oz looks, sees:

THE TORCH-LIT SAVAGE ARMY on the dark plains below -- the
Winged Monkeys flying in formation above them, streaking
towards us, closing in fast...

KALA

Do something!

OZ

Like what?

KALA

I don't know -- you're the Wizard!

OZ

Yeah, well, sorry -- I'm fresh out
of miracles at the moment.

Kala studies him a beat -- then starts chugging up the hill.

KALA

Then come-come -- keep moving --
Glinda, she will help us.

OZ

Good -- where is she?

KALA

Far from here.

OZ

Then how --?

KALA

She just will.

They crest the mountain, and as they run and slide down the far side, we pull up and back and see...

THE IMPENETRABLE MIST

A thick, spectral fog sweeping in from the south -- moving across the land like an immense ghostly hand... it envelops Oz and Kala... then the mountain... and soon the Savage Horde and the Winged Monkeys are engulfed in an Ocean of Cloud...

WITH OZ AND KALA -- IN THE IMPENETRABLE MIST

Eerie, dreamlike -- Oz can't see a thing.

OZ

Where are you?

KALA

Here, Wizard.

Oz moves towards the sound -- finds Kala --

OZ

Glinda did this?

KALA

Oh yes -- yes-yes -- I told you,
she's a very good Witch.

Then we see: A glow. Kala's holding in his paw: AN IRIDESCENT ORB -- the Orb's a Magic Compass.

KALA

Take my tail. Follow me.

EXT. WITH THE SAVAGE HORDE ARMY -- IN THE IMPENETRABLE MIST

Fog-blind, floundering, disoriented. THREE GENERALS are clustered together -- a GNOME, a WHIMSIE, and a GROWLEYWOG.

WHIMSIE GENERAL

It's no use. We'll never find him in this.

GNOME GENERAL

The Queen won't be happy.

WHIMSIE GENERAL

Is she ever? Nothing we can do.

(then)

You think he did this?

GNOME GENERAL

They say he came from the clouds -- now here we are in one -- I'm sure such a thing'd be easy for a Wizard like him.

The other two Generals nod, seem to agree...

EXT. WITH OZ AND KALA -- MOVING THROUGH THE IMPENETRABLE MIST

Illuminated by the Orb. As he walks, Oz plays with that GOLD COIN he pilfered, deftly rolling it through his fingers.

OZ

So: you have a name?

KALA

My name? My name is Kala.

OZ

Pleased to meet you, Kala.

He sticks his hand out -- and Kala hesitates -- no man's ever wanted to shake his paw before -- and, as they do so --

OZ

I'm in your debt.

KALA

Don't thanky-thank me yet, not till we make it safe to Glinda.

OZ

And you're telling me she's a Good Witch?

KALA

Oh yes -- yes-yes -- a very Good Witch -- the only Good Witch left!

OZ

And Theodora...?

KALA

Quite wicked, but not all the way wicked yet, not like her sister -- no -- but soon, I think, soon-soon!

OZ

(after a moment, quietly)
She had me fooled, you know. They both did.

Kala laughs -- a real ooh-oo-ah-ah Monkey Laugh.

KALA

Yes, yes, I know! But don't feel bad, Wizard -- you're not the first man-man to be blinded by a pretty face and pretty promises -- lots of men-men just as foolish as you!

OZ

Thanks -- I guess.
(then)
Tell me something: The other Monkeys -- can they talk too?

KALA

No-no, only me. Thanks to Glinda.

OZ

Theodora didn't know, did she?
That you could talk -- or that you were Glinda's spy.

Kala doesn't have to answer, because --

KALA

Look-look -- here they are.

And Oz turns and sees, in front of them:

THE MIST MAIDENS -- beautiful, ghostly female apparitions -- they seem to be made of fog -- with flowing hair, flowing robes, flowing arms of white -- beckoning them forward...

KALA

They'll guide us the rest of the way -- come-come.

Oz hesitates, then follows, the Maidens soon envelop them...

EXT. EMERALD CITY - FOLLOWING MORNING

The fog is gone -- it's a sunny day.

EVANORA (O.S.)
So he got away...

INT. THRONE ROOM - CLOSE ON EVANORA

The Savage Generals have reported back. Evanora -- toying with the Diamond Dagger -- glances pointedly at Theodora.

EVANORA
... heading South -- straight to
Glinda, I suppose.
(to the Generals)
Leave us.

The Generals troop out. The Sisters are alone.

EVANORA
You see now I'm right -- either
your Wizard and fair Glinda have
been together from the start -- or
they soon shall be. Which means,
my pretty, that soon you must
choose... between Glinda and me.

THEODORA
You're my Sister. How can you even
think I'd choose Glinda over you?

EVANORA
Because there's still a part of you
that still wants to be like Glinda:
Beautiful... and beloved... rather
than hated and feared, like me.
(strokes Theodora's hair)
But that is not who you are, dear --
not who you are meant to be... I
need you, Sister -- and halfway
isn't far enough. Join me... and
together we'll defeat them -- join
me, and together we shall rule for
the next thousand years!
(kisses Theodora's cheek)
And all it will cost you is your
heart.

Off Theodora's look we bleed into a...

MONTAGE: THE RUMOR MILL OF OZ

Word of Oz's escape spreads throughout the land. We see VARIOUS CITIZENS in VARIOUS PLACES, talking on the sly.

VARIOUS CITIZENS

(like a song)

Did you hear? The Wizard escaped --
he got away -- he walked through
walls -- he disappeared -- he's
eight feet tall -- did you hear?

EXT. OZ AND KALA - ON THE ROAD SOUTH - MORNING

Oz stops, hands on hips, peering off.

OZ

What's that I'm looking at?

KALA

That? That is Quadling Country,
just on the other side.

OZ

But on the other side of what?

The reason he's asking: Everything for the next half-mile or so looks regular and normal, clear as a bell. Beyond that, though, is what appears to be:

A SHIMMERING WALL -- extending east to west as far as Oz can see -- everything beyond it hazy as a mirage. Oz and Kala approach... Oz tentatively touches the Wall... can't push through it -- it's a force-field of some kind.

OZ

Glinda's work as well, I take it.
How do we get through?

KALA

How do I know? I'm just a Monkey.
You're a Wizard, you do something.

Oz fumbles for a response -- and Kala laughs.

KALA

Kala just kidding!

And he smiles, raises up the Orb -- which suddenly LAUNCHES itself off his palm, shoots off into the Wall -- and when Orb and Wall meet a sparkling PORTAL appears... Kala gestures: Let's go -- and the two pass through. The Wall closes behind them. And now they're in:

EXT. QUADLING COUNTRY

And Oz looks back at the Wall and marvels.

OZ

Y'know, back where I come from a man can get pretty fizzled on the same old usual. But around here, even the commonplace is really quite extraordinary, isn't it?

KALA

Wizard, I leave you now.
 (off Oz's surprise)
 I must speak to Glinda. You just take--take this road here -- bring you straight to Glinda's Castle. You'll be alright. Just be careful when you cross the Ripple Land.

And off he flies -- Oz shouting after him --

OZ

What's the Ripple Land?

Kala doesn't answer, doesn't even look back. Oz shrugs, starts walking. And soon he's right smack in the middle of:

EXT. THE RIPPLE LAND

Which is, as Baum describes it: 'A succession of hills and valleys, all very steep and rocky, and they changed places constantly by rippling. While [Oz] was climbing a hill it sank down under him and became a valley, and while he was descending into a valley it rose up and carried him to the top of a hill. This was very perplexing to the traveler.'

And so it is for Oz -- and at first he has a hell of a time navigating his way across -- but eventually he makes it back to solid ground again -- and before long he finds himself in:

EXT. DAINTY CHINA COUNTRY

And as he walks he notices his shoes are making a chinking sound -- so he stops, raps that Gold Coin against the ground.

OZ

Sounds like... fine china.

He looks around, and sees: Everything around him seems to be made of fine china -- the land, the trees, the farms, the horses and pigs and cows -- they're all as smooth and shiny as painted porcelain. Then he sees, near one of the barns:

A DAINTY CHINA GIRL -- teetering along the top of a fence dividing a Dainty China Chicken Coop from a Dainty China Pig Sty. The Girl looks up -- Oz gives her a jaunty wave --

And, startled, the Girl loses her balance and tumbles into the pig sty just like Dorothy did in The Movie -- the China Pigs start squealing -- Oz comes running --

OZ

Sweet Jumpin' Jiminy -- are you alright!

-- then he sees: THE CHINA GIRL'S LEG HAS SNAPPED CLEAN OFF. She sounds remarkably calm, albeit a bit perturbed.

DAINTY CHINA GIRL

Could you help me up, please?

He lifts her up out of the sty.

DAINTY CHINA GIRL

Now my leg?

He reaches over the fence, hands her her leg.

OZ

Is there someone I should call? A doctor, or --?

DAINTY CHINA GIRL

No, my mother has some glue inside.

OZ

I'm sorry -- I didn't mean to startle you, I --

DAINTY CHINA GIRL

You're that Wizard they've been talking about, aren't you?

OZ

Afraid so.

DAINTY CHINA GIRL

You don't look much like a Wizard to me.

OZ

What should a Wizard look like?

DAINTY CHINA GIRL

Don't know -- I've never seen one before.

(beat)

Thought you'd be bigger.

She starts hobbling towards the house, using her detached leg as a cane, then looks back.

DAINTY CHINA GIRL

You will help us, won't you?

OZ

Um, sure I will. Sure. And you're sure you're alright?

DAINTY CHINA GIRL

I'm fine, thank you.

She's gone -- and Oz remarks to himself --

OZ

Fine, she says. Her leg snapped clean off her body but she's fine.

(then, to the China Pigs)

Y'know, I'm about this close to losing my capacity for surprise?

The China Pigs don't care. Then one of the China Chickens plops out a DAINY CHINA EGG. Oz reaches over the fence, picks it up, flicks it with a finger: Fine china.

OZ

Simply extraordinary.

He sticks the China Egg in his pocket, walks on, while --

INT. THEODORA'S ROOM - EMERALD CITY - SAME

Theodora winds the Music Box... starts DANCING to the music... eyes closed... alone... remembering... then she startles, seeing: Evanora's come into the room.

EVANORA

Just thought you should know: Your Wizard is now in Quadling Country.

(heads back out)

Where, no doubt, he'll soon be dancing with fair Glinda.

She's gone -- Theodora's cheeks scald red.

EXT. THE HAMMERHEAD HILLS

Oz approaches a narrow mountain pass -- whistling to himself, rolling that Gold Coin through his fingers -- then he hears:

HAMMERHEAD (O.S.)
Stop right there.

Seeing: THE HAMMERHEADS -- three very short, squat, surly-looking characters with flat-topped heads and no arms -- blocking the road in front of him. One snarls:

HAMMERHEAD
 Who are you?

OZ
 Name's Oz.

HAMMERHEAD
Sure it is --

HAMMERHEAD #2
 I'm sure.

HAMMERHEAD
 Listen, you, just 'cause our heads are flat doesn't mean they're empty, so if you've got any brains in that noggin of yours you'll turn right around and go back the way you came! No one comes through here without our say-so --

HAMMERHEAD #3
 And to you we don't say so, to you we say no --

HAMMERHEAD #2
 So be gone and don't delay!

OZ
 (sighs)
 Look, fellas, much as I'd like to be neighborly and obliging, I've come a long way and I really don't have time for this.

And as he starts to push past them: Hammerhead #1's head suddenly SHOOTs out from his body -- neck stretched like a Jack-in-the-Box -- and the flat part of his skull slams into Oz's gut -- knocks him flying into the air -- the Second Hammerhead deftly catches Oz on the flat of his head like a soccer pro -- then he boings him into the air again -- Hammerhead #3's turn next -- and the Hammerheads continue to volleyball Oz back and forth like a human beanbag for a while -- and all Oz can do is oof and ouch until:

KALA (O.S.)

You, boys, you stop it!

KALA swoops in for a landing.

KALA

You cease these shenanigans!
Glinda, she's waiting for this man!

The Hammerheads stop -- Oz hits the ground with a thud -- the Hammerheads scowl, collectively --

HAMMERHEAD

What's Glinda want with him?

KALA

Him, he is the Wizard!

And the Hammerheads' jaws drop.

HAMMERHEAD

You're the Wizard? Why didn't you say so? We've been waiting an awfully long time for you, y'know.

OZ

You have? Why?

HAMMERHEAD #3

So you could get us our arms back.

HAMMERHEAD

The Wicked Witch of the East, she took 'em away -- and as long as she sits on the Emerald Throne we'll be like this --

HAMMERHEAD #2

Can't even pick our noses.

They all scowl again and nod. Oz says, falteringly --

OZ

Okay, so... I'll speak to Glinda,
see what I can do.

HAMMERHEAD

We're counting on you, Wizard!

OZ

You and everyone else, it seems.

-- and he sounds burdened by that -- then, to Kala:

OZ

To Glinda's, then.

Off they go -- and soon, they come to it at last...

EXT. GLINDA'S CASTLE

White, radiant, glorious -- seems to be made of living
crystal. Oz is dazzled -- Kala leads him inside.

INT. CASTLE COURTYARD

Like the Gardens of Babylon -- but not a person to be seen.

OZ

Where is everybody?

KALA

Don't know, who were you expecting?

OZ

Guards, servants, courtiers -- this
is a castle, isn't it?

KALA

Glinda, she is a Witch -- and a
Witch-witch needs no one.

OZ

Independent-minded, is she? I like
that in a woman.

KALA

(stops, turns)

But I'm telling you she's not a
woman -- she's a Witch.

OZ

How 'bout you let me be the judge
of that?

-- with a wolfish grin -- and Kala rolls his eyes -- they continue into the castle -- and in moments we arrive in:

INT. GLINDA'S PRIVATE CHAMBER

Very long, very high, many-windowed -- French doors leading out to a balcony -- and, as with the rest of the castle, there's no one to be seen.

OZ

You gonna let her know we're here?

KALA

No need!

And he points -- through the open French doors -- and Oz looks and sees, in the distance, coming towards us --

A MAGIC BUBBLE... looks like a big opalescent bubble of soap. Oz glances at Kala -- Kala just grins -- and the Bubble keeps wafting towards us, settles down onto the balcony -- the Bubble vanishes, and there she is...

GLINDA

And she is, in the words of Joseph Campbell: "The paragon of all paragons of beauty, the reply to all desire... the incarnation of the promise of perfection." She steps into the room -- has the bearing of a Pirate Queen.

GLINDA

So. You're the Wizard everyone's talking about. I'm Glinda.

And Oz just shakes his head -- sounds absolutely awestruck --

OZ

No... I know who you are: You're Venus and Aphrodite, Ishtar and Isis, you're Helen and Cleopatra, Ophelia and Juliet. You are the reason men write poetry. You are why men fight wars.

And Glinda smiles -- dryly --

GLINDA

Yes, Kala told me how fond you were of words. He also said he wasn't sure if you really are a Wizard.

OZ

He did, did he?

-- scowling at Kala, who nods enthusiastically --

GLINDA

So, then -- are you?

OZ

A Wizard? Guess that all depends on how you define the term. Can I turn water into wine, dross into gold? No. Nor can I make mountains tremble or part the Seven Seas. However...

He reaches towards Kala -- seems to pluck that Dainty China Egg right out of the Monkey's ear.

OZ

I can at times Astound and Amaze.
(makes the Egg disappear)
Illusion's my game.

GLINDA

Illusion as in: Not real.

OZ

Madame, you cut me to the quick.

GLINDA

Evanora, I understand, wanted to do even worse than that --

OZ

That she did --

GLINDA

But you got away... which leads me to believe: Even if you're not a Wizard, you are certainly resourceful -- and therefore, perhaps, useful.

OZ

(scowls)
What're you getting at?

GLINDA

The Good People of Oz have been waiting for a Wizard to come and free them from Evanora's Evil Rule. And even if you're not that Wizard, right now you're the only Wizard I've got...

She walks out onto the balcony.

GLINDA

The only Wizard they've got.

Oz looks puzzled -- Glinda gestures: Come look.

EXT. GLINDA'S CASTLE BALCONY

Oz steps out, and sees:

A SEA OF PEOPLE -- hundreds, maybe thousands of them -- streaming towards the castle from every direction.

OZ

Who in the Devil are they?

GLINDA

The Good People of the South.
They've come to see the Great
Wizard who's going to lead them
against the Sisters and their
Savage Army.

Oz gapes at her -- then stares out at the in-coming flood -- and they're coming from different cities, different clans, different tribes -- we go in closer and see:

CUTTENCLIP SOLDIERS -- who, from the front, look very impressive -- marching smartly, rifles on their shoulders, dressed like Beefeater Guards... HAMMERHEADS, whom we've already met... DAINTY CHINA SOLDIERS AND FARMERS -- their glazed china clothes and bodies shining in the sun... A PHALANX OF FUDDLES -- fairly normal-looking people except for the thick haphazard puzzle-piece lines on their faces and bodies and clothes...and lastly: THE STERLING INHABITANTS OF UTENSIA -- who are walking kitchen utensils: KNIVES and FORKS and CLEAVERS and SCISSORS and SPOONS -- all with eyes and arms and legs -- the Scissors en pointe like ballerinas --

And when the Good People of the South look up and see Oz, a TREMENDOUS CHEER goes up -- Oz feels obliged to wave back to hem -- says to Glinda, through a fixed smile --

OZ

All these people... they want me to lead them into battle?

GLINDA

They want the Land of Oz to be free.

OZ

Okay, look -- you need a Wizard,
I'll be a Wizard -- but I'm not a
Warlord. What you need is someone
with brains and heart and courage --

GLINDA

We need you.

OZ

Why? Why can't you do it?
Theodora told me you were the most
powerful Sorceress of all.

GLINDA

But there are two Wicked Sisters,
and if I try to fight them alone
they might well destroy me -- and
if I should die, Hope and Dreams
would die here in the Land of Oz --
would die for a thousand years.

(adamant)

No -- it has to be you.

OZ

And what if I say no?

GLINDA

Then I'd be very disappointed.

OZ

You wouldn't be the first.

GLINDA

And I would banish you forever from
Quadling Country.

OZ

Throwing me to the tender mercies
of the Wicked Sisters, you mean.

(then)

And you call yourself a Good Witch.

GLINDA

A Good Witch is still a Witch, and
a Witch wants what she wants -- and
I want these people to be free.

A beat -- then Oz smiles -- craftily -- like something she
just said hit a chord with him.

OZ

Back where I come from, nothing's free -- so tell you what I'm gonna do. I'm gonna go down there and have a little look-see at what you're giving me to work with -- then you and I are gonna have a little parlez-vous... so now, if you'll excuse me...

He moves past her, climbs over the railing and climbs down the trellis which goes from the balcony to the ground. Glinda signals to Kala -- Kala flaps down to join Oz as --

OZ REVIEWS THE TROOPS -- Kala trailing behind him like a Master Sergeant. And to call this a Highly Irregular Army is to put it mildly. Oz first stops in front of:

THE HAMMERHEADS -- a lot more of them than there were before -- all looking as surly as an armless gang of Dead End Kids or card-carrying members of the Lollipop Guild.

OZ

I've already seen these boys in action -- a good group to have if you get into a tussle.

The Hammerheads nod to each other -- still scowling, but satisfied -- and Oz moves on to:

THE DAINTY CHINA SOLDIERS AND FARMERS -- all as smooth and glossy and apple-cheeked as Dresden figurines.

OZ

Very pretty -- but can they fight?

Kala discreetly shakes a no. Next up:

THE FUDDLES -- who all stiffen their spines and try to look stalwart and strong for Oz -- who can't help but stare at the thick jigsaw lines which pattern each of their bodies and faces like scars. Their leader is named FARNSWORTH --

OZ

What happened to you people?

FARNSWORTH FUDDLE

What happened? Nothing happened -- we were born like this.

OZ

I see.

FARNSWORTH FUDDLE
Do you? Most people find us
rather... puzzling.

OZ
Can you fight?

FARNSWORTH FUDDLE
We love to fight, sir -- provided,
of course, that nothing untoward or
unexpected occurs -- you know:
Loud noises, sudden attacks --
anything that would get us
frightened or surprised. The thing
is, sir, we Fuddles have a tendency
of sometimes falling all to pieces.

OZ
Falling all to --?

And just like that: THE FUDDLE FALLS TO PIECES -- just collapses in a jigsaw heap -- there's part of his face here, half his shoulder there, the crook of an elbow next to that.

OZ
(absolutely flabbergasted)
Did he just --? He did, he just...

FARNSWORTH FUDDLE (O.S.)
Don't concern yourself, sir -- I'm
quite all right!

Oz looks closer: a puzzle piece of Farnsworth's MOUTH is moving -- under another piece which features a BLINKING EYE.

FARNSWORTH FUDDLE
See? -- I'll have myself back
together in no time.

He's already piecing himself back together.

OZ
Does it hurt when you do that?

FARNSWORTH FUDDLE
Not at all, sir. Coming apart at
the seams is actually quite
relaxing -- relieves a lot of
stress, as you can imagine.

Oz looks at Kala, then moves on to:

THE CUTTENCLIP SOLDIERS -- and there seem to be thousands of them -- all almost identical in their military finery, in perfect lines and perfect rows -- and Oz sounds pleased --

OZ

Ah, here we go! Now these men look like soldiers! These men --

He's so happy he claps one of the Soldiers on the shoulder -- and the Cuttenclip's torso RIPS almost in two! And this so startles Oz that suddenly he SNEEZES -- and dozens of the Cuttenclips go flutter-flying back into one another as though they just got hit with a bomb-blast!

OZ

Are these men made of... paper?

KALA

Oh yes -- magic paper -- a little old lady, she makes them! -- she's very-very jolly, very sweet --

OZ

(glaring up at Glinda)
But they're paper! You're giving me Paper Soldiers?

He moves on to the Utensils -- who look hard and honed --

OZ

Now we're talking... yes... I reckon these Sterling Citizens could kill a Savage or two!

GLINDA

No, they cannot.

OZ

Excuse me?

GLINDA

They are enchanted -- and anything enchanted cannot kill.

And this knocks Oz completely for a loop.

OZ

Can I... speak to you a moment?

And he clambers back up the trellis, heatedly gestures for Glinda to join him back in --

INT. GLINDA'S PRIVATE CHAMBER

OZ

You're telling me that none of these People can kill?

GLINDA

No one born here in Oz can kill... except Witches -- and Wizards --

OZ

And the Sisters' Savage Army?

GLINDA

The Savages are not from here... nor are they enchanted.

OZ

So you're saying: They can kill. But the Good People of Oz --

GLINDA

Cannot.

OZ

You want me to lead an Army that can't kill.

GLINDA

If this were easy, we wouldn't need a Wizard, would we?

OZ

(sly as hell)

That's right... and, like you said, right now I'm the only Wizard you've got. So what I want to know is: What's in it for me?

GLINDA

Excuse me?

-- and now Oz is in his element -- he's seen an angle here and he's working it --

OZ

What'd you think, you were dealing with some babe in the woods here, all dewy-eyed and wet behind the ears? No, and the way I see it: Banish me and you've got nothing -- they've got nothing -- so what I wanna know is: I do this for you, and what do I get out of it?

GLINDA

(ice)

What do you want?

OZ

If I'm gonna risk my neck I wanna be rewarded. Which means: If, in the highly unlikely event we somehow manage to defeat the Wicked Sisters and their Savage Horde, as soon as we march into the Emerald City I wanna go straight to that room Evanora took me to and I wanna load up with all the gold and jewels and gemstones I can carry, then I wanna get out of this cockamamie country and go somewhere where Monkeys don't fly and Witches aren't trying to kill me and everyone else isn't looking to me like I'm the Answer to questions that have nothing to do with me!

(then, rhapsodically)

I just wanna go where the rich people go... I wanna walk through rooms of soft carpet, I wanna sleep in beds of eiderdown, I wanna drink champagne out of cut crystal and I wanna live in a house high on a hill -- and when I pass by people on the street in my gilded carriage I want them to turn to each other and say: There goes somebody.

-- seeing it in his mind's eye -- liking what he's seeing.

GLINDA

Very well then. That would be a small price to pay for the freedom of my people.

OZ

Then it sounds like you and me have got ourselves a deal.

He grins, steps past her, back onto --

EXT. GLINDA'S BALCONY

Where again he looks out over the crowd again -- at their upturned faces -- seeing their hope and their faith, then --

GLINDA

And wouldn't it be funny... if you
turned out to be the man they
imagine you to be...?
(he snaps a look at her)
... The man you've always dreamed
of being?

He stares -- she struck a nerve -- it's like she looked right
through him -- and she smiles -- knowingly -- he looks back
out at the Sea of People -- as we go --

INT. EMERALD CITY - THRONE ROOM - SAME

Evanora's gazing into her CRYSTAL BALL -- Theodora comes in.

EVANORA

Ah. There you are. Come see: I
was right.

SEEING: OZ AND GLINDA -- IN THE CRYSTAL BALL -- still out
on Glinda's Castle Balcony -- the huge crowd still below...

EVANORA

Your Wizard and Glinda are now
together. He has chosen... soon
you must too...

She turns her gaze on Theodora -- Theodora tries to keep
expression out of her face -- but still...

EVANORA

It hurts, doesn't it -- I can see
it, yes: it pains your heart...

-- her words like a drip-drip-drip of slow poison --

EVANORA

To know he used you... to know he
played you for a fool... he made
you believe, didn't he? -- and do
you still?... what do you think,
that someday he'll be coming back
for you, ask you to be his Lady
Love and Queen?

(a smile)

Don't worry, my pretty, he will be
coming back...

A flicker of hope -- but then the Diamond Dagger suddenly
appears in Evanora's hand --

EVANORA

... But not to ask you for your
hand -- he'll be coming to chop off
your head!

And Theodora -- deeply stung -- bolts from the room --

INT. THE INCREDIBLY LONG VAULTED CORRIDOR - WITH THEODORA
Running -- actually seems to be fighting back tears, and --

THEODORA

No -- No!

-- hands to her face now, over her eyes -- and she stumbles --

THEODORA

Don't! Do not! Stop!

She wails -- in pain -- blindly keeps moving -- staggering --

INT. THEODORA'S ROOM

She stumbles in -- one hand still across her face -- feels
her way across the room to the Mirror on the Wall. She
stands in front of it, removes her hand, and we see:

THEODORA -- IN THE MIRROR -- and she has been crying -- still
is: a single tear leaking from each eye -- and both those
tears are leaving burn-lines on her face -- smoke rising...
Theodora -- breathing hard -- berating herself --

THEODORA

Stupid. So stupid. Serves you
right.

She dabs at her eyes, then sees: OZ'S MUSIC BOX -- and with
a quick backhand swipe: SHE KNOCKS THE MUSIC BOX SMASHING TO
THE FLOOR.

A MUNCHKIN MAID hears the crash, comes hurrying in. Theodora
resumes staring into the Mirror, just says --

THEODORA

Get a broom.

EXT. GLINDA'S CASTLE - NIGHT

The crystal spires against a backdrop of a zillion stars.

OZ (O.S.)
 And what's this here, to the east
 of the Emerald City?

INT. GLINDA'S LIBRARY

A LAND MAP OF OZ -- spread out on a low table in front of a blazing fireplace, the room's only light -- OZ AND GLINDA on separate chairs, shadows fluid on their faces.

GLINDA
 Those are the Deadly Poppy Fields.
 Steer well clear of them -- they
 can put you to sleep forever.

OZ
 Right now eternal rest doesn't
 sound too bad.

He yawns, picks up his goblet of wine -- then leans back, rubs his face -- done for the night. Glinda has to ask:

GLINDA
 So what do you think? You think
 this is going to work?

OZ
 C'mon, what're you worried about?
 This is gonna be child's play -- a
 walk in the park.
 (another big yawn)
 I mean, what's the big deal? All
 I've gotta do is lead a rag-tag
 bunch of Irregulars who can't fight
 and can't kill against an Army of
 Murderous Savages who not only can
 fight and can kill but, I'm told,
 actually quite enjoy it --

GLINDA
 -- Yes they do --

OZ
 And if somehow, against all odds,
 we manage to make our way past the
 Heathen Horde, then all we'll be
 facing are two Wicked Witches who
 not only have some serious magic
 literally at their fingertips, but
 who, no doubt, are eager to visit
 the tortures of Torquemada on my
 mind, body and person!
 (yawns, rubs his eyes)
 (MORE)

OZ (cont'd)

Like I said: Child's play. What could be easier?

GLINDA

But that's what a Wizard does...
he does things everyone knows can't
be done.

And Oz gives her a long, long look -- he so wants to tell her the truth -- instead, he drains his goblet, returns his tired gaze to the flames -- and, almost unconsciously, he takes that Gold Coin from his pocket, rolls it through his fingers.

OZ

Y'know, back where I come from there's a Wizard by the name of Thomas Alva Edison -- the Wizard of Menlo Park. I once traveled three hundred miles just to meet him -- even got to shake his hand.

GLINDA

Is he a Good Wizard?

OZ

No: he is a Great Wizard -- he is a man who made a difference. You know what he did? He invented the electric light... and the phonograph... and a camera that lets you take moving pictures.

GLINDA

Pictures that move...?

OZ

(eyes closing)

A prime example of good old American Know-how and Ingenuity. That's all it is -- all you need... good old American Know-how and... Ingenuity...

He's asleep. The Gold Coin drops to the floor. Glinda rises, takes the goblet from his hand, covers him with a blanket, places the Gold Coin back in his pocket.

GLINDA

Sleep well, Wizard. And dream of Victory.

DISSOLVE TO:

INT. GLINDA'S LIBRARY - LATER THAT NIGHT

Oz suddenly wakes up -- has his Eureka Moment.

OZ

I've got it.

He flings off the blanket, jumps out of the chair, rummages around the room -- finds what he's looking for:

SHEETS OF PAPER AND A QUILL-TIP PEN -- and immediately, feverishly, he gets to work -- sketching, drawing -- designing -- and off the scratching of his pen we jump to:

INT. GLINDA'S PRIVATE CHAMBER - MORNING

Glinda's here with Kala -- as Oz bursts in, all excited, waving his sketches in the air.

OZ

I've got it! I know how we can beat them! What I have in mind is an historic extravaganza of Olympian proportions! Using good old American Know-How and Ingenuity, smoke and mirrors, Son et Lumiere, I intend to create an illusion of such magnificent magnificence that it will boggle the mind and bedazzle the senses! It will, in other words, send the Sisters and their Savage Army into such paroxysms of Awe and Wonder that they will flee the Emerald City like rats from a burning barn!

(then, much quieter)

And the one tiny little potential hiccup is... I have no technical expertise whatsoever and, therefore, no way of turning these renderings into reality.

GLINDA

(smiles)

Then you must speak to the Elves at Smith & Tinkers. They should be able to help you.

Kala nods -- yes-yes -- and we go --

EXT./INT. SMITH & TINKERS WORKSHOP - DAY

Looks like Santa's Workshop without the snow -- and the ELVES look a lot like Santa's Helpers. Oz is here with Kala. TWO MASTER ELVES are leafing through Oz's drawings...

MASTER ELF

Shouldn't be a problem. When do you need these by?

OZ

Quick as you can.

MASTER ELF

Come back day after tomorrow. Not before lunch.

The Master Elves turn and walk away -- already discussing between themselves who's going to be doing what.

EXT. SMITH & TINKERS WORKSHOP - MOMENTS LATER

Oz looks up at the sky -- and has a thought.

OZ

That fog the other night -- you said that was Glinda's doing? Can she do that whenever she wants?

KALA

Oh yes -- that and more.

OZ

She's a heckuva woman, isn't she?

KALA

(with a scowl)

But I told you, she's not a woman.

OZ

Yeah-yeah, I know -- got it -- she's a Witch.

IN. GLINDA'S LIBRARY - LATER THAT DAY

Oz is giving the various CLAN LEADERS their marching orders. He gestures to some of the Scissor People, and tells the very old, strangely girlish, apple-cheeked MISS CUTTENCLIP --

OZ

They'll help you -- just tell 'em what to do and how to do it.

(MORE)

OZ (cont'd)
 (then, to everyone)
 Any questions?

THE DAINTY CHINA MAYOR stands and gives Oz a snappy salute.

DAINTY CHINA MAYOR
 Begging pardon, sir. But the China
 People, we want to contribute -- we
 want to fight!

The other CHINA PEOPLE present nod in agreement. Oz gets up,
 comes over and SHAKES THE MAYOR'S HAND.

OZ
 That's very valiant of you -- most
 laudable -- and I appreciate the
 sentiment, believe me -- but here's
 the thing...

With a quick twist of the wrist, OZ SNAPS OFF THE MAN'S ARM.

OZ
 See, that's a problem.
 (hands the man his arm,
 then, to the others)
 Alright, let's get to work.

MONTAGE: THE CLANS PREPARE FOR WAR

Miss Cuttenclip and dozens of magic Scissors are cutting out
 hundreds of Paper Soldiers... China People are painting the
 Soldiers in martial colors... the Fuddles are on the Champ de
 Mars, in military rows, and when Farnsworth Fuddle shouts a
 command the Fuddles in unison all fall to pieces... the
 Hammerheads are practicing their head-butting skills... and
 Oz is overseeing everything -- seems more energized than
 we've ever seen him. END MONTAGE.

INT. GLINDA'S LIBRARY - EVENING

Oz is sitting down with Glinda and Kala.

OZ
 I'm guessing you have friends
 inside the Emerald City -- friends
 you can trust.

GLINDA
 We do. How many do you need?

OZ
 However many the Elves need to set
 things up. Now...

GLINDA
 (interrupts)
 You're enjoying this, aren't you?

OZ
Enjoying it?

GLINDA
 I can tell.

OZ
 (a beat)
 Can you also tell I'm terrified?

GLINDA
 Of?

OZ
 All of it. I mean... for the first
 time in my life people are counting
 on me -- they're relying on me --

GLINDA
 And is that so terrible?

OZ
 It is if we fail.

GLINDA
 We won't.

OZ
 But if we do, you said it yourself:
 It would mean the Death of Hope and
 Dreams here in the Land of Oz.

GLINDA
 Then we'll just have to make sure
 that doesn't happen, won't we?

Another pause, then -- something that's been bothering him --

OZ
 And when we get to the Emerald
 City... I was wondering... what
 about Theodora?

GLINDA
 What about her?

OZ

You think there's, well, any chance she might join us? I just thought... there's still some good in her.

GLINDA

Yes there is -- but I'm afraid that will soon be gone.

(gently)

Theodora's doomed. She's tried to resist her sister and the wickedness within her for the longest time -- but that time, I think, is about to run out... and even you can't save her.

INT. SMITH & TINKERS WORKSHOP - NEXT DAY

MASTER ELF

And on this, you'll notice, we made a few modifications.

Oz is examining one of the completed contraptions. Kala's here with him.

MASTER ELF

We thought if you added a few more of these -- here, here, and here -- instead of this it should look more like that, rounded instead of flat.

Oz studies the schematics -- then looks up.

OZ

You're a genius. A genius on par with the Great Edison himself!

MASTER ELF

Try telling that to my wife.
(moves to next table)
Now over here we've got...

OZ (O.S.)

My father died a broken man...

INT. GLINDA'S LIBRARY - THAT NIGHT

FLAMES IN THE FIREPLACE. OZ AND GLINDA -- alone.

OZ

He was a preacher, who went from dusty town to dusty town selling dreams of a better life and a better world -- but this world and this life beat him down to next to nothing, and even as a child I promised myself that was not gonna happen to me. I might've come from the dirt but I always believed my future was in the stars.

(looks over at her)

And I believe that future is now -- I can feel it -- my whole life's been leading up to this.

GLINDA

I believe that too. I believe this is your Destiny.

(beat)

And I believe in you, Wizard.

He gazes at her for quite a while, then, finally...

OZ

You know I'm not a Wizard.

Of course she does. She reaches over, takes his hand.

GLINDA

But you are a good man -- and sometimes that's enough.

OZ

Glinda...

She shakes her head, tells him --

GLINDA

Get some rest. Tomorrow the future begins.

EXT. GLINDA'S CASTLE - NEXT MORNING

OZ'S ARMY is here in force -- flags and standards flapping in the breeze -- UTENSILS... HAMMERHEADS... PAPER SOLDIERS... FUDDLES -- ready to march. DAINTY CHINA PEOPLE are here to wave their heroes off -- some of the DAINTY CHINA GIRLS so caught up in the moment they're actually CRYING SOLID DAINTY CHINA TEARS -- which fall like pebbles to the ground -- or shatter into powder.

KALA helps Glinda onto a pure white steed. A FOOTMAN leads a second horse to Oz -- who can't help but notice that the horse's coat is an ever-changing kaleidoscope of color.

OZ

What kind of horse is this?

FOOTMAN

Why it's a Horse of a Different Color, sir.

OZ

Of course it is.

Oz mounts, then wheels and gives his troops his best Henry V.

OZ

My friends! Back where I come from we have a saying: Ad astra per aspera -- it's the motto of the Great State of Kansas and in Wizard-speak it means: "To the stars, through difficulties." We also say: E Pluribus Unum: "Out of many, one." And that is us today: One people -- one army -- and, together, we shall reach the stars! Are you with me!

(the Army roars back a resounding YES!)

Are you with me!

A louder YES! -- then, to Glinda, under his breath --

OZ

This is your last chance to talk me out of this.

Glinda just smiles -- then shouts out to the troops:

GLINDA

TO OZ AND THE EMERALD CITY!

The Army starts to march -- the China People wave and weep and hurrah -- and we PULL BACK and UP and we go --

INT. THRONE ROOM - EVANORA'S PALACE

The Wicked Sisters are SEEING OZ'S ARMY IN THE CRYSTAL.

EVANORA

And so they march. Soon there will
be no more sand in the hourglass...
soon you must decide...

Theodora turns to her -- fretful -- torn -- and we go --

EXT. THE SHIMMERING WALL - MORNING

Oz's Army approaches the border -- everything on the other
side wavy, mirage-like -- then Glinda sweeps an arm, and the
SHIMMERING WALL DISAPPEARS -- Central Oz is now clear as a
bell. Oz himself looks skyward.

OZ

Nice day we're having... but I'm
told the weather around here can
change just like that.

-- snapping his fingers -- then Glinda smiles --

GLINDA

Actually it's more like this...

And she slowly raises her arms, calling forth:

AN ENORMOUS SNOWSTORM

A WALL OF WHITE comes ROARING in out of nowhere and engulfs
the whole of Oz's Army in a HOWLING BLIZZARD --

FROM ABOVE WE SEE THE STORM spreading over them -- spreading
wide -- spreading miles in every direction -- wide enough
that it would be impossible to pinpoint the Army's location --
and the strangest thing is...

WITH THE ARMY -- INSIDE THE STORM -- the weather here is...
perfectly calm. It's like they're in the eye of a wintry
hurricane -- in the middle of a parted Red Sea -- with
towering clouds VORTEXING above and all around them -- a
swirling ceiling, whirling walls -- but down here at ground
level, there's only the slightest breeze...

OZ

You, m'lady, are magnificent.
(then, to the troops)
Abracadabra, ad astra per aspera
and E Pluribus Unum!

And as the Army moves forward -- THE CALM EYE OF THE STORM
MOVES WITH THEM...

EVANORA (O.S.)
And still you hesitate...

INT. THRONE ROOM

THE SISTERS -- gazing into the Crystal -- seeing the Storm --

EVANORA
What's it going to take, Sister?
Do you intend to wait until they're
inside the city gates?...
(suddenly grabs Theodora
by the hair)
I cannot wait any longer! I need
you and I need you NOW!

Theodora wrenches free -- Evanora keeps at it, keeps on her --

EVANORA
What are you so frightened of!
WHAT ARE YOU HOLDING ON TO! He
doesn't love you! He will never
love you! He is coming here to
KILL you!

Once again THE DIAMOND DAGGER magically appears in her hand --
she savagely stabs it into the table, embedding the blade in
the wood.

EVANORA
The time has come -- you must
ACCEPT the Evil inside of you! You
must EMBRACE THE HATE!

Theodora -- eyes on the Dagger -- finally shrieks --

THEODORA
ALRIGHT! Stop it! -- alright! --
I'll do it...

Evanora suppresses a smile -- crooks a finger --

EVANORA
Come.

INT. GRAND DINING ROOM - EVANORA'S PALACE - MOMENTS LATER

Theodora's seated at the table -- staring -- as Evanora DRIPS
POTION from a vial on a SHINY RED APPLE -- drop by drop...

THEODORA
Will it hurt?

EVANORA

Fleetingly. Then you'll never feel pain again.

THEODORA

Nor love.

EVANORA

What good has love ever done you?
What good has good ever done you?

(the apple's ready)

There now. One bite is all it takes. One bite, and the world will change forever... one bite, and you'll be able to fly... one bite -- or Glinda will soon be seated on the Emerald Throne -- as the Wizard's Blessed Queen...

That does it: Theodora snatches up the apple, takes a savage bite, and almost immediately it begins:

THEODORA'S TRANSFORMATION

A violent inner upheaval -- the sudden shock and pain of it flashing across her face -- she PUSHES BACK FROM THE TABLE, hand to her chest -- CONVULSING -- shrieking --

THEODORA

WHAT'S HAPPENING TO ME!

EVANORA

(soothingly)

That's only what's left of your heart... withering away. Soon, my pretty, you'll feel nothing at all except... beautiful wickedness.

Theodora's gasping, fighting for air -- face and body contorted -- she sinks to the floor -- hunched over -- folded in on herself -- face hidden -- her breathing slows, then...

THEODORA

Oh yes... yes... now I understand.

And as she lifts her face we see: Her CHIN has lengthened... her NOSE has hooked and grown... and HER SKIN HAS TURNED COMPLETELY GREEN -- and she has become:

THE WICKED WITCH OF THE WEST

She sees her hand -- sees the color -- feels her nose and chin -- goes to the Mirror on the Wall... gazes at herself.

EVANORA

A simple enchantment can have you
looking just the way you were... if
you want.

THEODORA

No. This is me now.

She whirls around -- lurches to the window -- flings it open
-- orders the SAVAGE GENERALS waiting in the courtyard below:

THEODORA

Keep only enough of you here to
protect the Palace and the Queen.
The rest of you: You will
exterminate the Wizard's Army --
but leave the Wizard himself for
me! Now go -- GO!

WHIMSIE GENERAL

But... who are you?

A beat -- then Theodora CACKLES -- proudly proclaims --

THEODORA

I AM THEODORA -- THE WICKED WITCH
OF THE WEST!

The Generals storm off, as --

THEODORA

Hurry, Wizard -- I want to dance
with you again -- a different dance
this time -- a wedding dance... I
got married, you see -- to
Wickedness -- and from now on: The
bride will wear only black!

EXT. EMERALD CITY - DAY

THE SAVAGE ARMY thunders out of the city -- Gnomes, Whimsies,
Growleywogs, Winged Monkeys --

EXT. THE GREAT PLAIN OF OZ

The Savages flood onto the Great Plain -- fanning out -- but
then, look out, here it comes --

GLINDA'S STORM -- A ROLLING, BILLOWING WALL OF WHITE

It SLAMS into the Savage Army -- with shrieking winds -- slashing ice and snow -- the Winged Monkeys are flung from the sky like rag dolls -- and all the Savage Army can do is hunker down right where they are -- huddled together -- soon they're covered, mounded in snow, and --

INT. THRONE ROOM

Theodora fights to shut the window against the wind -- finally gets it closed -- wheels to face her sister --

THEODORA

Look at you -- calm as a clam.

EVANORA

A storm like this is no easy task, even for a Sorceress as powerful as Glinda. The longer it lasts...

THEODORA

-- the weaker she'll become --

EVANORA

And when it ends we'll get to see what kind of a Wizard this Wizard really is... if he's the Wizard everyone says he is...

THEODORA

You don't believe, Sister?

EVANORA

I believe we shall see.

EXT. WITH OZ'S ARMY - IN THE EYE OF THE STORM - EARLY EVENING

Oz is watching Glinda closely -- and the Sisters were right: The storm has clearly weakened her. Oz glances at Kala.

OZ

How much further?

KALA

We're here.

And as the wall of snow in front of us recedes we see:

A PYRAMID OF ROCKS

A jumble of boulders fifty feet high.

OZ

The Caves are under there? How do we get in?

KALA

Magic.

-- looking to Glinda -- and she summons up the last of her strength, circles her hand in the air, and...

THE STORM WALLS START CLOSING IN ON THEM -- narrowing and lifting to form a spiralling FUNNEL overhead -- Glinda directs this snaky funnel over to the Pyramid -- to one particular HUGE BOULDER -- and THE FUNNEL PICKS IT UP AND WHISKS IT AWAY just like Dorothy's Farmhouse, revealing:

THE MOUTH OF THE CAVES. Oz, impressed, turns to compliment Glinda, just as her eyes roll up in her head -- Oz leaps off his horse, CATCHES GLINDA AS SHE FALLS -- passed out.

THE STORM IS OVER. Night's falling fast. Oz carries Glinda into the Caves, while --

EXT. THE GREAT PLAIN OF OZ

The Storm has ended here, too -- the Savages are digging themselves out of the snow -- a GNOME GENERAL is saying --

GNOME GENERAL

Let's get some fires going. We'll camp here tonight.

INT. THE CAVES

Torchlight reveals: A SUBTERRANEAN WONDERLAND -- a vast central cavern -- towering stalactites and stalagmites -- an underground river -- tunnels stretching into the darkness...

KALA

The tunnels, they go all the way under the Impassable Desert right into the Savage Lands.

OZ

(still holding Glinda)
So that's how the Savages got here.

KALA

Evanora, she brought them in -- to help her fight-fight Glinda's father. He's the one who closed the Caves, just before he died.

OZ
How did he die?

KALA
I thought you knew. He died saving
Glinda. Evanora, she killed him.
(then)
Come-come, we find a place to lay
her down.

INT. A CHAPEL-LIKE HOLLOW IN THE CAVE WALL

Oz gently sets Glinda down inside it.

KALA
They were friends, you know --
Glinda and Evanora... and Evanora,
she used that friendship, used
Glinda's goodness to trick-trick
and trap her, because she knew that
Glinda's Father the King would do
everything in his power to save
her... and that's when Evanora, she
struck like a snake. Glinda, she
saw her father die.

OZ
Killed by her friend.
(echoes Theodora)
She had no idea how wicked
wickedness could be, or how easily
friendship could be betrayed.
(then)
How long will she sleep?

KALA
Whatever you do, don't try to waky-
wake her with a kiss. We need you,
Wizard.

OZ
(a quizzical look, then)
Let's get everyone ready.

INT. ELSEWHERE IN THE CAVES - LATER

Sparks fly as, one by one, Scissors, Knives and Cleavers step
up to hone their blades against live spinning Whetstones.

SERGEANT CLEAVER
Next! -- let's go! -- look sharp!

Oz passes by -- and a little further on we see: TWO HAMMERHEADS -- HARASSING A PAPER SOLDIER -- using their breaths to huff and puff him back and forth between them.

OZ

C'mon, boys, leave him alone.

The Hammerheads scowl, but stop. Kala appears.

KALA

The Munchkins, they are here.

INT. OUTSIDE THE CAVES - THE PYRAMID OF ROCKS - NIGHT

EMERALD CITY MUNCHKINS -- Glinda and Kala's inside guys -- are helping the Smith & Tinker Elves load their stuff onto small wagons and carts, pulled by MINIATURE HORSES. Oz and Kala are with the main MUNCHKIN, who's named M.

OZ

We're counting on you.

M. MUNCHKIN

And the Good People of Oz are counting on you.

Both smile, shake hands.

OZ

See you in Emerald City.
(then --)
What's the matter?

M. MUNCHKIN

Nothing, just... thought you'd be bigger.

-- and this from a guy about three feet tall -- and as he climbs on his tiny horse he says --

M. MUNCHKIN

The others will be here before first light.

The Munchkins and the Elves start out.

INT. THE CAVES - WITH GLINDA - LATER

Still asleep -- then her eyes butterfly open -- she sees Oz sitting nearby -- he's been watching her sleep. He smiles.

OZ
You're awake.

GLINDA
And restored.

OZ
We're ready whenever you are.

INT. THE CAVES - MOMENTS LATER

Oz stands with arms as extended, as those freshly-sharpened Scissors and Knives and Cleavers climb up his legs and torso and settle themselves in -- in his belt -- in his pockets -- he's soon sheathed in steel, bristling with blades -- other honed Utensils are loading themselves onto Kala -- still others are stepping into a rucksack -- which Oz loops over his shoulders -- then he looks to Glinda --

OZ
Let's do it.

EXT. OUTSIDE THE CAVES - THE PYRAMID OF ROCKS

GLINDA
Step closer.

Oz does -- Glinda makes a little motion with her hand -- and the two of them are enveloped by THE MAGIC BUBBLE --

OZ -- INSIDE THE BUBBLE -- marveling -- excited --

OZ
Sure beats a broomstick doesn't it?

THE MAGIC BUBBLE AND KALA FLY OFF, to --

EXT. THE GREAT PLAIN OF OZ - NIGHT

OVERLOOKING THE ENEMY ENCAMPMENT. The Savage Army is asleep: a grunting, snoring, wheezing, scratching, mumbling sleep. Then we see, coming out of the night sky to the south:

THE MAGIC BUBBLE -- AND KALA. They land on the ridge overlooking the encampment, then head down the hill with Kala and the Knives and Scissors and Cleavers --

INTO THE ENEMY ENCAMPMENT -- where quickly, quietly, the Utensils climb off Oz and Kala and out of the rucksack, and they all get to work CLIPPING AND CHOPPING OFF THE GNOMES' BEARDS -- AND SLICING THE MASKS OFF THE WHIMSIE WARRIORS.

And we get our first look at the Whimsies real heads -- and they really are just appallingly, embarrassingly small. Oz and Glinda and Kala keep snipping and shearing, and we --

DISSOLVE TO:

EXT. OUTSIDE THE CAVES - THE PYRAMID OF ROCKS - NIGHT

Just before dawn. Oz and Glinda and Kala return with the Utensils -- Mission Accomplished, safe and sound -- to find:

MUNCHKINS have arrived with MINIATURE MUNCHKIN HORSE-DRAWN HAY WAGONS AND OX CARTS. Cuttenclip Soldiers are marching out of the Cave and loading themselves onto the carts and wagons -- laying themselves flat, one on top of the other, so that hundreds can be stacked together and still only be as high as a couple of reams of paper. The Munchkin teamsters then COVER THEM UP WITH HAY. We also see:

THE FUDDLES and THE HAMMERHEADS are ready to move out together. Oz shakes Farnsworth Fuddle's hand.

OZ

Safe journey. Keep yourselves
together, men!
(then, to the Hammerheads)
And you boys, use your heads! Give
'em what-for!

The Army starts out -- the Hammerheads and Fuddles heading west -- the Munchkins heading north with the hay-hidden Paper Soldiers. Then Glinda closes her eyes -- like she's receiving a transmission of some kind -- then she smiles --

GLINDA

The Elves have made it safely into
the Emerald City.

KALA

And look-look.

Behind the eastern hills: The first glimmer of dawn.

EXT. THE GREAT PLAIN OF OZ - THE ENEMY ENCAMPMENT - SAME

And as the Savage Army starts to awaken, we start to hear... AN UNGODLY HOWLING -- a great wailing and gnashing of teeth -- as Gnomes realize they've been barbered -- Whimsies see they've been E-mask-ulated -- and they're horrified -- beside themselves -- can't deal -- and so --

THEY RUN -- just go instant AWOL -- A MAD, MASS STAMPEDE -- collisions -- confusion -- Savages scattering in every direction -- as we hear a furious prolonged SCREECH and go --

INT. THRONE ROOM - EMERALD CITY - SAME

THEODORA comes running in -- now dressed head to toe in witchy black -- she heard the screech -- Evanora's screech -- sees Evanora staring into the Crystal -- seething --

EVANORA

The Gnomes -- the Whimsies -- they're fleeing -- they're gone.

THEODORA

Glinda alone couldn't have made them do that. The Wizard's Army, where are they!

EVANORA

I haven't found them yet.

THEODORA

Soon as you do, you let me know.

-- already on her way out, and we FOLLOW HER out to --

INT. THE INCREDIBLY LONG VAULTED CORRIDOR

As she storms down the hall, she sees a Munchkin Maid, SWEEPING THE MARBLE FLOOR. Theodora snatches away the broom.

THEODORA

Give me that! He wanted a broom?
I'll give him a broom, and sweep
him to his doom!

EXT. OUTSIDE EVANORA'S PALACE

THEODORA comes out -- and FLIES OFF ON HER BROOMSTICK -- grim, determined, focused -- a black bolt across blue sky --

M. MUNCHKIN AND THE MASTER ELF -- hidden -- watch her from below -- then go back to their secret preparations...

EXT. ENCHANTED APPLE ORCHARD - DAY

THE HAMMERHEADS AND FUDDLES have reached their destination.

FARNSWORTH FUDDLE
 Alright, everyone, spread out, and
 prepare yourselves...

INT. THRONE ROOM - EMERALD CITY

EVANORA's watching this all on her Crystal Ball --

EVANORA
 Sister. The Enchanted Orchard...

EXT. THE GREAT PLAIN OF OZ - SAME

THEODORA has arrived to take charge of the Savage Army --
 surrounded by Growleywogs and Nikko and the Winged Monkeys --
 she's telepathically communicating with her sister -- then
 she whirls, orders Nikko and the Monkeys --

THEODORA
 To the Enchanted Orchard! Kill
 everyone you see! Go!
 (the Monkeys fly off)
 The rest of you: I want a line of
 sharpened steel between here and
 the Emerald City.

The Growleywogs move out to form a Maginot Line across
 Central Oz. Meanwhile --

INT. THE CAVES - SAME

GLINDA frowns -- she senses -- knows --

GLINDA
 The Winged Monkeys are on their way
 to the Orchard.

Oz nods -- exhales -- here we go -- D-Day's about to begin...

EXT. ENCHANTED ORCHARD - DAY

SEEING: THE WINGED MONKEYS -- IN-COMING -- a dark cloud
 against the sky like a murder of evil crows.

FARNSWORTH FUDDLE
 Brace yourselves, men! Hold firm
 and wait until they land!

THE FUDDLES straighten their shoulders, stiffen their spines.
 There's no sign of the Hammerheads.

NIKKO AND THE WINGED MONKEYS SWOOP IN -- hit the ground running -- drawing short swords from their belts -- and with horrific simian shrieks they come charging at:

THE FUDDLES -- WHO IMMEDIATELY ALL FALL TO PIECES -- every man-jack among them just fragments and collapses, and --

THE WINGED MONKEYS ARE CONFUSED -- their primitive little brains weren't expecting this -- and they warily come forward and start pawing through the puzzle piles -- inspect them with ignorant frowns -- and then, now that all the Monkeys are here on the ground --

THE HAMMERHEADS ATTACK -- spring out from behind the trees and start jackhammering the Monkeys with their Jack-in-the-Box heads -- ping-ponging the primates between them -- the FUDDLES QUICKLY RE-ASSEMBLE AND JOIN THE FIGHT, and --

THE HAMMERHEADS AND FUDDLES LAUNCH THE MONKEYS INTO THE TREES -- high up into the branches, snapping off leaves and twigs and apples -- and the Trees don't like that one bit, and they start WHALING ON THE WINGED MONKEYS -- limbs and branches just hammering the hell out of them, and soon --

THE MONKEYS ARE FINISHED -- every one of them TKO'ed. The Fuddles tie the Monkeys up. Victory is theirs.

INT. THE CAVES - SAME

GLINDA suddenly starts SMILING -- Oz sees it, and knows --

OZ
They did it?
(off her nod)
Now the Cuttenclips -- if they make
it through.

Her smile fades -- she shares his concern -- and we go --

EXT. ON SEVERAL DIFFERENT ROADS IN CENTRAL OZ - DAY

IN A QUICK MONTAGE WE SEE: MUNCHKIN WAGONS AND CARTS -- getting STOPPED by Growleywog Warriors. Some of the wagons are just waved on through -- others receive a rudimentary SEARCH -- which entails nothing more than a Growleywog jabbing his spear in the straw. Then they wave the Munchkins on, and we END MONTAGE and go:

EXT. THE POPPY FIELDS - AFTERNOON

And it is a Sea of Scarlet Poppies -- poppies whose odor is, according to Baum, 'so powerful that anyone who breathes it falls asleep, and if the sleeper is not carried away from the scent of the flowers he sleeps on and on forever.'

THE MUNCHKIN TEAMSTERS have halted a safe distance from the fields, remove the hay and straw from the carts. THE CUTTENCLIP PAPER SOLDIERS PEEL THEMSELVES OFF ONE ANOTHER AND DISEMBARK -- some of them sporting the rips and tears they received from the points of probing Growleywog spears. THE PAPER SOLDIERS MARCH INTO POSITION -- form into rows in front of the rolling red fields -- mightily impressive, and --

INT. THRONE ROOM - SAME

EVANORA sees this on her Crystal Ball, says --

EVANORA
Sister...

EXT. THE GREAT PLAIN OF OZ

THEODORA cocks an ear -- receives Evanora's silent message -- shouts to the Growleywog Warriors nearby --

THEODORA
To the Poppy Fields! Follow me!

She hops on her broomstick -- takes off -- shoots down the line of Warriors -- spreading the word --

INT. THE CAVES

GLINDA's seeing this in her mind's eye -- tells Oz --

GLINDA
Theodora and her Warriors are heading for the Poppy Fields.

OZ
Please don't let there be a wind -- not yet --

GLINDA
I won't.

Oz glances at Kala -- who's quiet, worried -- clearly whatever's about to happen is crucial to Oz's plan...

EXT. THE POPPY FIELDS - AFTERNOON

FROM THE PAPER SOLDIERS' POV: First they see THEODORA on her broomstick -- a black onrushing dot in the sky -- then the loping ARMY OF GROWLEYWOGS, spear-tips flashing in the sun.

FROM THE GROWLEYWOGS' POV: A countless number of blue-jacketed Cuttenclips in front of the red, red fields.

THEODORA

Just remember they can't kill you.
Now water those pretty red flowers
-- with pretty red blood.

THE GROWLEYWOG GENERAL turns, raises his spear, lets out some guttural war-cry, snaps his spear down -- and THE GROWLEYWOGS LET FLY WITH A THOUSAND ARROWS.

THE CUTTENCLIP SOLDIERS look up -- see this arrow-storm sizzling towards them -- the Cuttenclips stand their ground -- and the arrows pass right through them -- not a single soldier falls, and --

THEODORA's stunned -- What just happened? -- and --

INT. THE CAVES - CLOSE ON GLINDA

GLINDA

(eyes closed)

Now...

And she puffs out her cheeks and BLOWS, and --

EXT. THE POPPY FIELDS - ON THE CUTTENCLIP SOLDIERS

A SUDDEN WIND SWEEPS IN AND BLOWS THE CUTTENCLIP SOLDIERS BACK INTO THE POPPIES -- so it looks like they're retreating -- and the GROWLEYWOG WARRIORS GO CHARGING UP THE HILL -- war-whooping like banshees -- a sound to freeze the blood, and --

DEEPER IN THE POPPY FIELDS -- Glinda's wind keeps fluttering the Cuttenclips farther into the flowers -- and THEODORA senses something's wrong -- and shrieks --

THEODORA

NO! IT'S A TRICK! DON'T --!

THE GROWLEYWOGS don't listen -- blood lust high -- and in full battle cry they set upon the Cuttenclips -- STABBING and SLASHING -- RIPPING the Soldiers to shreds -- but then... the poppies start working their narcotic magic...

THE GROWLEYWOG WARRIORS START DROPPING LIKE OPIATED FLIES --
soon every last one of them is in a deep, drugged sleep...

THEODORA can't believe it -- for the briefest little moment
 we see a flicker of fear -- then her eyes narrow --

THEODORA

Deftly done, Wizard -- and Glinda
 too, I'm sure. But you haven't won
 yet -- far from it. See you at
Emerald City -- my sister and I
 will be waiting...

And she jets off on her broom, back to Emerald City, and --

INT. THE CAVES

GLINDA

Our turn now.

OZ

Showtime.

EXT. EMERALD CITY - THAT NIGHT

A very dark night... SAVAGE GUARDSMEN patrol the gates -- a
 GROWLEYWOG WARRIOR mans the ramparts above -- then he hears
 something, quickly wheels to his left to see:

KALA -- ZOOMING THROUGH THE AIR TOWARDS HIM -- towards us --
 fist cocked and: POW! -- Kala crunches a punch into the
 Growleywog's jaw, knocking him cold -- the Savage goes down
 in a heap, his spear clattering onto stone, and --

OTHER SAVAGE SENTRIES hear it, come racing to investigate --
 see KALA -- who scampers -- on foot -- and THE SAVAGES GIVE
 CHASE -- and when the balustrade is clear...

THE MAGIC BUBBLE wafts in -- OZ AND GLINDA have arrived in Em
 City -- but before they separate, Glinda smiles --

GLINDA

Welcome to your Destiny.

And Oz is as honest as he's ever been in his life --

OZ

I didn't do this for Destiny. I
 did it for you.

Then quickly, he turns and goes -- Glinda gazing after him -- then she pulls up the hood of her cloak, hiding her face in a cowl. She moves off, into the shadows, while --

INT. ELSEWHERE IN EMERALD CITY

KALA's still leading the Guards on a helluva chase, and --

INT. A SMALL DARK CORRIDOR - INSIDE THE PALACE

GLINDA moves along the stone wall -- her hand against it -- then pauses as if she's listening to something far beyond our hearing -- and then... SHE STEPS THROUGH THE WALL -- just walks through solid stone, into --

INT. THRONE ROOM

EVANORA's on the Emerald Throne -- doesn't even turn around as Glinda silently materializes behind her.

EVANORA

I've been expecting you.

GLINDA

Of course you have. You knew this day would come.

EVANORA

I'm sorry -- am I supposed to be frightened? -- of you or this false Wizard of yours?

GLINDA

False Wizard...?

EVANORA

Don't tell me you believe --

GLINDA

In him? As a matter of fact I do.

EVANORA

You always were so gullible.

GLINDA

Yes, once upon a time I even believed in you.

EVANORA

You believed in our friendship.
And you believed that, deep down,
there was some Good inside me...

(sneers)

You were foolish then, you're
foolish now -- too foolish, I
think, to live. Wouldn't you
agree, Sister?

THEODORA (O.S.)

Definitely.

Glinda slowly turns -- and there's Theodora.

THEODORA

So good to see you again, Glinda.

GLINDA

Don't you look lovely.

THEODORA

Yes, don't I -- I'm sure your
Wizard would say the same -- he did
tell me green's his favorite color.

GLINDA

Then I'm sure he'll enjoy sitting
on the Emerald Throne.

EVANORA

You mean my throne.

GLINDA

I mean my father's throne. Oz the
Great and Powerful will be sitting
there by morning.

EVANORA

(cackles)

The Great and Powerful --?!

GLINDA

Just you wait -- you'll see.

Then, just as LIGHTNING flashes from Theodora's fingers,
Glinda abruptly VANISHES INTO THIN AIR. Theodora scowls...

THEODORA

What if she's right? What if the
Wizard is --?

EVANORA

-- he's not -- as will be proved to
you by morning -- for by morning
he'll be dead.

THEODORA

That's a pity. I wanted to kill
him slow.

INT. ELSEWHERE IN EMERALD CITY - WITH OZ

He slips around a corner -- sees, up ahead, in the shadows:
M. MUNCHKIN -- gesturing: This way -- but then --

WINKIE GUARDSMAN (O.S.)

THERE HE IS!

Oz wheels, sees: SIX WINKIE GUARDSMEN... M. Munchkin quickly
slips back into his hiding place as the Guardsmen advance on
Oz -- spears raised -- the steel circle closing -- Oz sees no
escape -- so, thinking fast --

OZ

There who is?

WINKIE GUARDSMAN

You, Wizard.

-- spear-points now inches from Oz, who somehow laughs --

OZ

Wizard? Me? I'm not the Wizard!

And the Guardsmen hesitate...

WINKIE GUARDSMAN

Yes you are -- sure you are.

OZ

How could I be? Gentlemen: Look
at me! I'm just a man, and haven't
you heard? The Wizard of Oz is ten
feet tall -- he breathes smoke and
fire -- he is by all accounts and
by any stretch of the imagination --

But that's as far as he gets, because: SUDDENLY THE WINKIE
GUARDSMEN ALL COLLAPSE TO THE FLOOR -- their bodies seem to
just disappear, leaving behind a jumble of hats and cloaks
and spears, then... RATS START WRIGGLING OUT FROM UNDER THE
MUDDLE -- the transformed Winkie Guardsmen -- courtesy of:

GLINDA -- to whom a greatly relieved Oz says --

OZ
Thought you'd never get here.
Come on!

M. Munchkin reappears -- Oz and Glinda follow him into the shadows, as we start to hear: THE TOLLING OF A BELL...

INT./EXT. EMERALD CITY BELL TOWER

KALA'S RINGING THE BELL -- hauling on the rope like a crazed Quasimodo -- barricaded here in this tower while, outside, the SAVAGE GUARDS TRY TO BREAK DOWN THE DOOR. And as the bell continues to loudly Ding and Dong...

EXT. THE STREETS OF EMERALD CITY

THE CITIZENS OF EM CITY come out of their houses -- wondering what all the commotion's about, and --

INT. EMERALD CITY BELL TOWER

The SAVAGES successfully smash the door down -- Kala flies out the tower window -- safely away, and --

EXT. CENTRAL SQUARE - EMERALD CITY

THE EM CITY CITIZENS gather in the Central Square... SAVAGE PALACE GUARDS keep them well back from the Palace, and --

INT. IN A SECRET LOCATION - INSIDE EMERALD CITY

THE MASTER ELF is peering out.

OZ (O.S.)
Close the curtain.

The Elf turns, and we see: Oz -- standing inside a circle of very strange-looking CAMERA DEVICES. He says to Glinda --

OZ
Let's begin.

Glinda gives a sharp wave of her hand, and just like that --

EXT. EMERALD CITY

All the torches in the city go out.

INT. BEHIND THE CURTAIN - IN THE SECRET LOCATION

Glinda pulls the cowl back over her head, smiles at Oz.

GLINDA

Ad astra per aspera.

OZ

E Pluribus Unum.

Glinda heads out -- Oz says to the Master Elf --

OZ

Here we go.

EXT. CENTRAL SQUARE - THE EXTRAVAGANZA BEGINS

DRY-ICE SMOKE starts billowing in from all sides -- hugging the ground -- prompting murmurs from the crowd... then: from UNDER THE ARCH OF TRIUMPH -- AN EXPLOSION OF SMOKE AND FIRE. And even before the smoke clears we hear -- booming, amplified -- like the Voice of God Himself...

OZ'S VOICE

DO NOT FEAR, GOOD PEOPLE OF OZ --
DO NOT FEAR...

And then, under the Arch -- we see it -- see him: A LARGER-THAN-LIFE HOLOGRAM OF OZ -- spectral, see-through --

OZ'S VOICE

IT IS I: THE GREAT AND POWERFUL
WIZARD OF OZ!

GEYSERS OF FIRE shoot up on either side of the Hologram.

OZ'S VOICE

WHERE ARE THE WICKED SISTERS!

EVANORA (O.S.)

We are here...

EVANORA AND THEODORA -- ON THE PALACE BALCONY. Theodora flicks a hand -- the TORCHES next to them REIGNITE.

EVANORA

And we are anxious to see just how
Great and Powerful you truly are.

Theodora signals -- and the PALACE GUARDSMAN RUSH THE HOLOGRAM -- SHOOTING ARROWS and FLINGING SPEARS -- which harmlessly pass right through the Image of Oz -- and when the spears and arrows hit the floor...

GLINDA -- in her shawl -- gestures -- AND THE SPEARS AND ARROWS TRANSFORM INTO SNAKES -- and go slithering off into the shadows... THE HOLOGRAM LAUGHS WITH SCORN.

OZ'S VOICE
WICKED SISTERS... IN YOUR
IGNOMINIOUS IGNORANCE AND HATE DID
YOU REALLY BELIEVE THAT SUCH
PUSILLANIMOUS PIECES OF IMPOTENT
ARMAMENTS COULD HARM THE GREAT AND
POWERFUL OZ?

THEODORA
Perhaps you'd prefer this!

And suddenly: THERE'S FIREBALL IN HER HAND -- which she heaves at the Hologram -- the fireball EXPANDING en route so that when it hits it totally ENGULFS OZ'S IMAGE -- turning the space beneath the Arch INTO A CURTAIN OF FLAME -- the Citizens shrinking back from the light and the heat and --

BEHIND THE CURTAIN -- IN THE SECRET LOCATION

Oz motions to the Master Elf -- Cut! -- then steps up close to a single, larger camera-type device, and --

BACK IN THE CENTRAL SQUARE

When the Fireball dies out we see... Oz's Image is gone. There's nothing there under the Arch any longer. THE WICKED SISTERS CACKLE -- triumphant -- but only for a moment...

BEHIND THE CURTAIN

Oz signals -- the Master Elf flicks a switch, and --

BACK IN THE CENTRAL SQUARE

Another terrific BOOOOOM! of smoke and fire erupts under the Arch -- and this time when the clouds clear we see:

OZ'S FACE -- AN ENORMOUS SPHERICAL HOLOGRAPHIC MOON FACE -- Like the face Dorothy will see when she goes to see the Wizard years from now -- and THE MOON FACE starts to grow... gets BIGGER and BIGGER... then it starts FLOATING UP into the air... and as it rises, in a voice like rolling thunder --

OZ'S VOICE
HOW DARE YOU DOUBT ME!

THEODORA

Doubt you? -- I DEFY you!

OZ'S VOICE

THEN WITNESS AND OBSERVE... AS I
UNLEASH THE STARS!

And then it begins... first a single streak of light zips across the sky like a meteor... then two more... then three -- zip, zip, zip... then more and more and more -- crissing and crossing, slashing the sky, then all at once --

It all stops. Theodora and Evanora exchange a look -- Was that it? -- but then... OZ'S MOON FACE CHUCKLES... then THUNDERS LOUDER THAN EVER --

OZ'S VOICE

BEHOLD!

AND THE SKY SEEMS TO EXPLODE! And, as Oz himself would probably say it, what follows is: 'A FIREWORKS FANTASIA MORE SPECTACULAR AND STUPENDOUS THAN ANY THE WORLD HAS EVER SEEN!' And no one in Em City has ever seen anything remotely like it -- it's eye-goggling and mind-boggling -- the Fourth of July times fifty -- and, as Oz had predicted --

THE PALACE GUARD SAVAGES -- terrified -- run like rats from a burning barn -- break ranks and high-tail it for the hills --

EVANORA

(shrieks to Theodora)
Do something!

THEODORA turns -- then ZAPS A STEADY STREAM OF LIGHTNING from her fingertips into Oz's Holographic Moon Face -- and THE MOON FACE LAUGHS at her -- then BOOMS to the crowd --

OZ'S VOICE

GOOD PEOPLE OF OZ, LOOK AND SEE:
THE WEAKNESS OF WICKEDNESS!

And we can tell: All this zapping is sapping Theodora's strength. The lightning first dims -- then fades out completely -- and she slumps against the railing.

EVANORA

Sister?

GLINDA -- DOWN BELOW -- IN THE SHADOWS - smiles to herself -- then THRUSTS her hand up and forward -- and some great shimmering PULSE OF ENERGY flashes up to the balcony -- THE SURGE SLAMS INTO THE SISTERS -- knocks Evanora clear through the doorway -- she goes sliding on her backside along the floor -- her hair awry -- animal fear in her eyes for the very first time -- THEODORA's still on the balcony -- on her hands and knees -- the Sisters lock eyes.

EVANORA

We must leave.

THEODORA

NO!

EVANORA

The night is his. We leave and there will be other nights.

THEODORA's wavering -- then a ROMAN CANDLE slams into the Palace wall right beside her -- EXPLODES IN A SUPERNOVA OF RED, WHITE AND BLUE.

HIDDEN SMITH & TINKER ELVES FIRE MORE FIREWORKS AT THEODORA -- she's being bombarded -- rockets and Roman Candles strafing the Palace walls -- she has to duck and cover -- snarling with rage -- shrieks towards Oz's Moon Face --

THEODORA

THIS ISN'T OVER, WIZARD! Mark my words: You will watch each other die!

She runs into the Palace, helps her Sister to her feet -- and the two Wicked Witches beat a hasty retreat down the hall.

INT. THEODORA'S ROOM

Theodora grabs her broomstick, flings open the window. Looks back -- Evanora's just standing there -- looks devastated.

EVANORA

Curse them -- curse them all.

THEODORA

Don't worry, Sister, we will. All in good time.

Evanora nods -- regally walks past Theodora to the window -- raises her arms, the long folds of her sleeves spreading like wings -- then SHE TAKES OFF -- soaring like a nighthawk -- THEODORA SAILS AFTER HER -- ON HER BROOM --

EXT. ON A SPIRE - HIGH ABOVE THE CITY

Kala sees the Wicked Sisters flying away -- has a TRUMPET looped on a strap -- he BLARES A TANTARA --

EXT. CENTRAL SQUARE

Everybody hears it. The fireworks stop. The tantara continues -- a fanfare of victory -- and THE CELEBRATION BEGINS -- like an explosion -- an outpouring of utter joy -- Kala flaps down off the spire, and --

BEHIND THE CURTAIN

Kala rushes in -- charged up -- Monkey-laughing --

KALA

We did it, Wizard -- you did it!
The Wicked Witches: Gone-gone!

Oz beams -- Glinda steps through the curtain -- all aglow --

GLINDA

You were wonderful.

OZ

Yeah, that's me: The Wonderful
Wizard of Oz.

He sweeps her into his arms, is about to kiss her, when --

GLINDA

What are you doing!

OZ

I was... trying to kiss you.

GLINDA

But I'm a Witch.

OZ

Believe me, I've kissed worse.

GLINDA

But... my kiss would kill you.

A searching beat -- then he sets her down.

OZ

You mean... kill me kill me? --
compos mentis, kill me dead?

She nods -- Kala does, too -- it's true...

OZ

Not even one tiny kiss?

GLINDA

Much as I might like to, Wizard, I prefer you alive -- as do the Good People of Oz.

Her smile's bittersweet -- Oz shakes his head.

OZ

Ain't that a kick in the pants?

Kala nods -- yes-yes -- and we go --

EXT. EMERALD CITY - FOLLOWING DAY

A GLORIOUS CELEBRATION IS IN FULL SWING. There's a PARADE -- MARCHING BANDS -- DANCING IN THE STREETS. And we see: THE HAMMERHEADS -- who now have their arms and hands back -- strutting along, some clasping their hands over their heads like middleweight champs, others shaking hands with everyone within reach -- including THE DAINTY CHINA MAYOR -- the one whose arm Oz snapped off -- who's with his daughter the Dainty China Girl -- and no longer are they Dainty China -- they've been restored to flesh and blood, and--

EXT. CENTRAL SQUARE

A STAGE has been erected -- crowded with VIP's -- a MUNCHKIN DIGNITARY is at the podium proclaiming --

MUNCHKIN DIGNITARY

No one who was here last night will ever forget it -- Such wizardry! Such wonder! What a whiz of a Wiz our Wizard was! So sound the bells, Ding Dong, Ding Dong, the Wicked old Witches are gone!

A CHEER goes up -- MUSIC PLAYS -- TOWER BELLS start to RING --

INT. THE ROOM OF RESPLENDENCE

Oz has stuffed his satchel full of about A GAZILLION DOLLARS WORTH OF GEMS AND JEWELS. But then... he HEARS the Bells, hears the Citizens break out in song, and he goes to the window, peeks through the curtain -- sees the Celebration -- the laughing and singing and dancing, then --

GLINDA
Ready, Wizard?

Oz spins, startled -- didn't hear her come in. Then...

OZ
I'm not going. I'm not leaving Oz.
I can't.

Glinda holds her breath -- and waits.

OZ
If I did, you know what would
happen here.

GLINDA
The Wicked Sisters would no doubt
return, and could well reclaim the
Emerald Throne.

OZ
And I can't let that happen. I
won't. The People need a Wizard
and I'll be their Wizard -- I'll be
the Wizard of Oz.

The answer Glinda had hoped for -- and expected -- she glows.

GLINDA
You're a good man, Wizard.

OZ
Yeah: Who knew?

GLINDA
(sweeps an arm)
Your People await you.

But Oz just shakes his head, glumly.

OZ
No. I can't do that, either. If I
go down there the Good People of Oz
will see me for what I really am:
A common, ordinary man.

GLINDA
Wizard, you are neither common nor
ordinary.

OZ

Nor am I a Great and Powerful Wizard -- and that's what the People need me to be -- what they need to believe me to be... they need a Myth, not a man -- which is why I can never again let them see the real me... I've got to keep up the Illusion -- I've got to stay Behind the Curtain...

GLINDA

It will get lonely there.

OZ

I know.
(looks at her)
I'm sure you know it, too.

GLINDA

I do -- all too well.

OZ

(another moment, then)
I need a pen and some paper.

EXT. CENTRAL SQUARE - MOMENTS LATER

KALA comes out of the Palace, clutching a piece of parchment. He marches towards the stage.

INT. EMERALD THRONE ROOM

OZ AND GLINDA are at the window, watching from behind a curtain when, suddenly: there's A SOUND LIKE A SONIC BOOM!

EXT. CENTRAL SQUARE

Everyone stops, looks up and sees, SLASHING ACROSS THE SKY:

THEODORA AND EVANORA -- ON BROOMSTICKS -- burning broomsticks -- trailing BLACK SMOKE -- SKYWRITING the words...

JUST YOU WAIT

THE CITIZENS exchange nervous glances, nervous murmurs -- THEODORA AND EVANORA finish -- and zoom away -- Theodora leaving behind one last wicked CACKLE... after they're gone: Silence -- uncertainty -- then --

ON THE STAGE -- Kala prods the Munchkin Dignitary -- who steps to the podium and cries:

MUNCHKIN DIGNITARY

Good People of Oz! I have here a missive from the Great Wizard himself! And I quote...

(reads from the parchment)

'As your Wizard I hereby decree that henceforth and hereafter the Land of Oz will forever be Free!'

A GREAT CHEER -- the MUSIC and DANCING start up again, and --

INT. THRONE ROOM - BEHIND THE CURTAIN

OZ AND GLINDA gaze down at the revelers...

OZ

Tell me this isn't a dream.

GLINDA

It's no dream.

OZ

Good. I don't want to wake up and find out none of this is really real -- 'cause y'know something?

(turns and smiles)

There's no place like Oz.

EXT. CENTRAL SQUARE

THE CELEBRATION continues -- but for us we've reached...

THE END.