

The Wrong Side of the Rainbow

Written by

Dan Woodward

Based on the true story of the not-so-wonderful making-of THE WIZARD OF OZ.

LIT Entertainment
Kendrick Tan

OPEN ON

A WITCH with seaweed green skin.

Pointing a long FINGER, crooked as a tree root, at -

A frightened GIRL. Clutching her little DOG.

A rosy woman in a pink gown holds the girl protectively.

The three stand statuesque in a pastel paradise. We're in -

MUNCHKINLAND

A TOWN SQUARE of COTTAGES, supersized FLOWERS, candy-colored PLANTS, and...of course - a YELLOW BRICK ROAD.

Munchkins lie motionless on the ground, surrounding them.

People are frozen, like figurines in a snow globe, but still breathing and blinking.

We're inside that magical moment of stillness between the commandments of "LIGHTS!", "CAMERA!" -

MEGAPHONE VOICE (O.S.)

ACTION!!!

The moment comes alive: The Witch scowls. DOROTHY cowers. TOTO pants. GLINDA smirks.

THE WICKED WITCH

You'll regret the day you crossed
me, little girl. Mark my words!

She skitters off toward RED SMOKE wafting up from the ground as if from the mouth of hell.

Before The Wicked Witch can disappear, she trips and FACEPLANTS into YELLOW BRICK, just as -

A BURST OF FLAME ERUPTS THROUGH THE SMOKE.

MEGAPHONE VOICE (O.S.)

DAMMIT - CUT! CUT! CUT!

The Munchkins sit up. Dorothy relaxes. Glinda's smile falls.

INT. SOUNDSTAGE - MUNCHKINLAND - CONTINUOUS

We're on a MASSIVE SOUNDSTAGE.

Camera cranes, scaffolding, and lighting hang overhead.

CREW flood onto the set to adjust lights and fix make-up.

The Witch looks for the cause of her fall.

It was a MUNCHKIN CHILD. The girl holds her injured HAND.

THE WICKED WITCH

I'm so sorry! Is your hand alright?

This is MARGARET 'MAGGIE' HAMILTON (36). She's a kind and unassuming angel beneath this ghoulish green make-up.

The Munchkin Child recoils, nervously backing away from her.

MAGGIE

Oh, don't be afraid of me. I -

A long shadow eclipses her. VICTOR FLEMING (40s), the DIRECTOR, looms over her.

FLEMING

If talkin' and walkin's too hard
for you, go find work in radio.
LET'S RESET PEOPLE!

Maggie sees SMOKE wafting up to the ceiling, remembering -

MAGGIE

(to Fleming)

That fire. It went off too early.
The timing was wrong.

FLEMING

If you didn't have two left feet,
you'd have made your mark and we'd
have the shot.

MAGGIE

Thank goodness I didn't. I'd have
burnt to a crisp!

FLEMING

Please - save the dramatics for
when we're rolling.

MAGGIE

Could we rehearse it all once more?
Just so we all feel comfortable.

FLEMING

Certainly. We'll just have to film
"Glinda's Arrival" this afternoon.
Which means losing Judy to tutoring
at 4.

(MORE)

FLEMING (CONT'D)

We'll film that *Yellow Brick Road* number tomorrow, but that's no trouble. It means paying all 120 of these little fellas for another day's work. Cover another night of their room and board. But it's only money after all, isn't it? It's much more important that you *feel* comfortable.

(walks away, bellowing)

TWO MINUTES! I want to film again in TWO minutes!

Maggie looks around for the Munchkin Child and sees she's retreated across the town square.

Maggie treks over to her, wading through the chaos. We hear snippets of conversations that Maggie passes through -

- A MAKE-UP ARTIST carries PROSTHETIC EARS AND NOSES on a tray as if they were hors d'oeuvres.

MAKE-UP ARTIST

LOSE AN EAR OR NOSE? COME GET A NEW ONE! NEW EARS AND NOSES!

- TWO PRODUCTION ASSISTANTS mop up a leak from the POND.

PRODUCTION ASSISTANT #1

Didn't the script say we needed ducks in this pond?

PRODUCTION ASSISTANT #2

Shh. If nobody notices a problem, it ain't one.

- A TUTOR (20s) tries to discern between the mixed FLOCK of little people and children.

TUTOR

YOUNGSTERS, come with me!
TIME FOR CLASS!
(grabs a passing Munchkin)
DON'T TRY TO RUN!

A BABY-FACED MUNCHKIN looks up at her.

MUNCHKIN

Madame, before you hustle me off to your school room, you should be aware I hold two degrees from the University of Iowa.

The embarrassed TUTOR lets him go as Maggie passes by.

She approaches the Munchkin Child from earlier. The Munchkin turns, startled by the sight of Maggie.

MAGGIE

Hello dear - I hope your hand's okay. I don't want you to be afraid of me. My name's Maggie. What's yours?

FLEMING (O.S.)

(via megaphone)

MAGGIE - PUT A LID ON IT!
GET IN POSITION.

MOMENTS LATER

The CAMERA comes into FOCUS on Maggie's knobby GREEN FINGER, inches away from Dorothy's face.

FLEMING (O.S.) (CONT'D)

ACTION!

Maggie becomes The Witch. Her face twists into a sour scowl.

WICKED WITCH

You'll regret the day you crossed me, little girl. Mark my words!

She swiftly rushes towards the trap door where the red smoke is emitting, her black cloak swooping behind her.

This time - she makes it to her mark.

An elevator activates. She starts to lower from view. Closing her eyes as the smoke engulfs her.

FIRE sprays up from beneath the stage - again, TOO EARLY!

The fire climbs up her costume. Maggie's eyes widen in fear.

A helpless CRY escapes her mouth as she's GRILLED ALIVE.

CUT TO BLACK.

SUPER: TWO MONTHS EARLIER

EXT. ALLEYWAY - DAY

A CRACKED MIRROR leans against a rusted DUMPSTER.

MAGGIE HAMILTON (36) stands in a grungy alleyway, looking at her splintered reflection.

Not the typical 1940s actress. No Hollywood glamour. She has warm, trusting, plain features.

Right now, that's the last thing she wants.

She CHEWS on her shirt. Tears at her blouse collar. Lies down and SCOTS across the asphalt.

She digs into the dumpster and pulls out a grimy SHAWL. She wraps it around her head...only to GAG from the smell.

INT. BUILDING - MOMENTS LATER

Maggie walks down a hallway in her filthy, ragged dress.

She passes by a JANITOR (50s) rummaging around for supplies in his CLOSET. She backpedals.

MAGGIE
Would you be so kind as to lend me
your broom?

The JANITOR (50s) looks at her, needing an explanation.

INT. CONFERENCE ROOM - LATER

The gnarled TWINE of the broom stick moves in circles. Maggie hunches over, pretending to stir a caldron.

MAGGIE
When I get back those slippers -
nothing will stand in my way!

A row of CASTING ASSOCIATES sit at a long TABLE inside a plain conference room. One whispers a message to another.

It's passed along, dominoing down the line. A YOUNG MAN (20s) on the end runs out of the room and into -

INT. HALLWAY - CONTINUOUS

The HALLWAY - where he finds slick-haired, sly producer MERVYN LEROY (38) walking by.

YOUNG MAN
Mr. LeRoy - you need to see this.

LeRoy follows the Young Man into the room -

INT. CONFERENCE ROOM - CONTINUOUS

To witness Maggie WALKING ATOP the CASTING TABLE. Giving orders to the CASTING TEAM like they're her flying monkeys.

MAGGIE

Bring her to me unharmed and guard those slippers with your lives. They're what I desire most of all. NOW GO! GO! GOOOOOOO!!!

She looks around. Realizes the table she's on is pretty tall.

MAGGIE (CONT'D)

Seems I overcommitted in getting myself up this high. Would one of you be a dear and help me down?

Laughter. LeRoy takes her hand. She politely steps down.

LEROY

That was impressive. All that passion. And very scary!

MAGGIE

Thank you.

The associates share impressed smiles with one another. All eyes fall on LeRoy - the decision maker.

LEROY

Perhaps too scary. Unfortunately, I've decided to go in a different direction. You just don't have the right look.

MAGGIE

What look is that?

LEROY

Like...Gale Sondergaard. Y'know - menacing, but elegant. Evil, but beautiful. I actually gave Gale a ring a few minutes ago and offered the part to her.

The light leaves Maggie's eyes, but her smile stays on.

LEROY (CONT'D)

But hey, we'll keep you in mind.

INT. HALLWAY - MOMENTS LATER

Maggie hands the broom back to the Janitor.

MAGGIE
Thank you again, mister.

JANITOR
Did you scare them?

MAGGIE
Sure did. Scared them outta hiring me.

INT. TELEPHONE BOOTH - LATER

Maggie sits in a wooden phone booth, receiver to her ear.

SUPER: 1938

MAGGIE
They said they were looking for
someone beautiful. I thought being
ugly was in a witch's job
description?

Her agent, JESS SMITH (40s - male), is on the other line.

JESS (O.S.)
Makes no sense. I'm sorry, Maggie.
That's pretty rotten.
(pause)
I tried to leave a message at your
house. Somebody new answered. Said
you didn't live there? I was
calling to tell you I booked a few
more auditions for you tomorrow.

MAGGIE
I've been staying in La Jolla. I
rented my house out for a few extra
dollars. What roles - more maids
and housekeepers?

JESS (O.S.)
All of the parts involve an apron,
yes. But they come with a paycheck
too. How can I reach you?

MAGGIE
I'll give you my new number.

EXT. ROAD - NIGHT

Headlights shine on a ROAD SIGN: LA JOLLA - 112 Miles.

Maggie's boxy 1930s automobile drives past.

INT. LA JOLLA HOUSE - LATER

Maggie enters a dark house, exhausted.

ALICE (O.S.)
1...2...3 - SURPRISE!

The lights turn on and Maggie sees her nanny - ALICE (20s, cheerful) standing with Maggie's bashful son, HAM (4).

Ham holds a CAKE that says "CONGRATS MOM!" in curly frosting.

MAGGIE
Oh my - this is for me!?

ALICE
Say CONGRATS Ham!

Ham stays quiet. Maggie comes over and gives him a kiss.

MAGGIE
No need for that, dear.

She wipes a chunk of frosted lettering away with her finger.

MAGGIE (CONT'D)
I didn't get the part.
(points to the cake)
A 'Rats, Mom' will do just fine.

ALICE
I'm sorry, Maggie.

MAGGIE
Can you say 'rats' Hammy?

Ham smiles, but says nothing. Maggie looks at her watch.

MAGGIE (CONT'D)
Time for you to get to bed.

Ham runs and picks up a BOOK, handing it to Maggie. It's *L. Frank Baum's The Wonderful Wizard of Oz*.

ALICE
Maybe I was a little eager. I
bought him that as a gift.

Maggie puts the book down and picks up her son.

MAGGIE
I'll read it to you another night,
sweetheart. I promise.

INT. LA JOLLA HOUSE - LATER

Maggie writes in a checkbook while Alice folds laundry.

MAGGIE
Any luck today?

ALICE
Not a word.

MAGGIE
In ten years of teaching, I never
knew a child to just stop talking.

ALICE
Perhaps it's time he sees someone.

Maggie tears a check out and hands it to Alice, who takes one look at it and tries to give it back.

ALICE (CONT'D)
Maggie - no. No. That's far too
much to pay me for nannying. And I
said don't worry about rent.

MAGGIE
Nannies are supposed to live with
you. You aren't supposed to live
with your nanny. You'll accept that
and not speak another word of it.

Maggie pretends to look intensely at Alice until she breaks into a laugh and takes the check.

INT. WAITING ROOM - DAY

A NEWSPAPER on a coffee table.

The headline shouts "**JUDY GARLAND COMPLETES HISTORIC TOUR!**".
A picture of Judy performing. A huge smile on her face.

PAN UP from the newspaper photo of Judy "the celebrity" to -

JUDY GARLAND (16) "the teenager", nodding off in a WAITING
ROOM. Drool forms at the corner of the starlet's mouth.

She lacks the typical movie star allure. Her appeal's in her vulnerability - the dewy eyes, fawn-like innocence, and newborn's excitement about the world.

And of course, her extraordinary voice.

ETHEL GUMM (42), Judy's mother, reads from a gossip magazine. Petite. Plain. Ruthless. A Trunchbull in Miss Honey clothing.

Her uncommonly dark eyes dart to her daughter. She hisses -

ETHEL

Sit up.

Judy flinches awake. The door opens. A SECRETARY appears.

SECRETARY

Mr. Mayer is ready for you.

INT. MAYER'S OFFICE - MOMENTS LATER

CLOSE on Judy and Ethel's high heels. One wobbly, the other sure-footed. Clicking down a long white carpet to a white oak desk occupied by a cloud of grey tobacco smoke.

The smoke dissipates - revealing LOUIE B. MAYER (49) sitting on his corporate throne, the Oz of MGM. He's a bulky man wearing owlsh glasses and a pinstripe suit.

MAYER

Welcome back, darling! 38 cities in 40 days. And a sellout in every one. Quite the achievement.

JUDY

Thank you, Mr. Mayer! It was marvelous. But gosh, I'm exhausted.

MAYER

Exhausted?

JUDY

Yes. I can't wait to get some rest.

A chilly silence.

ETHEL

She means to say she's getting used to the time difference. She's ready to work, as always!

JUDY

Oh, yes. I'm terribly excited to find my next role.

MAYER

Swell. You remember Mr. LeRoy, don't you?

LeRoy steps forward from the corner of the room. The same producer from Maggie's audition.

JUDY

Of course, yes.

ETHEL

Yes, Mr. LeRoy. Hello.

MAYER

We called you in because we have news to share. Another role. If you're not too tired, that is...

JUDY

Don't tease me, Mr. Mayer. Tell me!

MAYER

Mervyn and I have decided that you will be our Dorothy Gale.

JUDY

Oh, my! Thank you! Thank you!

ETHEL

How marvelous!

Mayer opens his arms, inviting Judy to come hug him. She awkwardly hurries around his desk and embraces him.

Mayer motions for her to sit on his lap. She steals a nervous glance at her mother. Ethel offers nothing back, so Judy straightens her dress and sits on the 49-year-old man's lap.

MAYER

Now, dear - this picture will be the most expensive film MGM has ever produced. Your role comes with great responsibility.

JUDY

Yes sir, don't I know it.

MAYER

But you don't. I fought very hard to get you this part. There were many who thought you weren't up for the task. They said we needed a star. You know what I told them?

(MORE)

MAYER (CONT'D)

I said put your faith in me and I
will turn Judy Garland into one.

Judy relaxes, emitting a breathy smile. Ethel beams.

LEROY

America loves you. You have their
hearts. You certainly have their
ears. The biggest challenge we
face...is winning over their eyes.
They need to *SEE* you as a star.

Judy spies a full-body PORTRAIT of herself on Mayer's desk.
Parts of her are circled in red ink. Her smile fades.

MAYER

We'll get that snub nose in shape.
Rid you of some of those pesky
teeth. Fix that smile of yours.
Give you the full MGM treatment!
How's that?

JUDY

Sounds...lovely!

INT. SCHOOLHOUSE - MOMENTS LATER

A CLASSROOM full of CHILD ACTORS of all ages. Polished,
bubbly, and attractive - right out of *Pleasantville*.

Judy sits at a desk - flanked by her chatty friends ANN
RUTHERFORD and LANA TURNER.

JUDY

And how was the band?

ANN

They were aces! But everybody kept
doing the Jitterbug like it was the
only dance they knew.

LANA

I saw Bobby Lewis try to Jitterbug
during a slow dance!

They laugh. Judy quickly closes her mouth, self-conscious.

ANN

It's just an absolute shame you
couldn't come.

LANA

We were all sore you weren't there.
It was a magical prom.

A TEACHER comes into class and taps chalk on the board.

TEACHER

Quiet down, quiet down.

While everyone pulls out their schoolbooks, Judy slips out a POCKET MIRROR. Subtly angling it to examine her teeth.

TEACHER (O.S.) (CONT'D)

Class - we have a new student to
welcome. Janice Chambers.

Judy looks up to see a girl with a slender frame and vibrant hair - JANICE CHAMBERS (15), charming, plucky, confident.

TEACHER (CONT'D)

Janice, tell us a fact about you.

JANICE

Mmmm...I can sing in six different
languages.

TEACHER

Very impressive! Welcome Janice.
Now, find a seat.

Janice struts to the empty desk next to Judy. Judy and Janice exchange a smile as she takes her seat.

Judy faces the front, but feels Janice's eyes linger on her. She's getting measured, sized up. At MGM, new students aren't merely new students. They're competition.

INT. MGM COMMISSARY - LATER

Judy scans a MENU as a WAITRESS waits with pen to pad.

JUDY

Fried chicken with a double serving
of potatoes and gravy, please.

The Waitress nods and scurries off into a bustling studio commissary that has all the Old Hollywood glamour.

Judy sits with her friends at a white-cloth booth inside a wood-paneled room with a full WAIT STAFF on hand.

ANN

And Lauren was in a green dress
that was STUNNING. You had to see
it.

LANA

Even Bobby cleaned up well!

ANN

He usually looks like such a crumb.

Judy slumps down. Jealous. Tired of talking about it.

JUDY

Did I mention I got the part?

Both girls stop talking, processing what she just said.

ANN

They gave you DOROTHY!?!?!?

LANA

How absolutely marvelous!

Judy's CLASSMATES seated nearby overhear and react with
bitter looks and disgusted eye-rolls. She doesn't notice.

JUDY

I didn't even have to audition!

INT. VARIOUS CASTING OFFICES - APRON AUDITIONS MONTAGE

A MONTAGE of Maggie auditioning like her life depends on it
in a series of dull, egg-white offices.

CASTING ASSOCIATE (O.S.)

Knock. Knock. Knock.

- Maggie pretends to poke her head around an invisible door.
Strict and uptight - annoyed by the interruption.

MAGGIE

He's not here.

CUT TO:

CASTING ASSOCIATE (O.S.)

Ring. Ring. Ring.

- Maggie pretends to pick up a telephone and put it to her
ear. She talks in a shrill, unpleasant voice.

MAGGIE

He hasn't come by the office yet.

CUT TO:

- CLOSE ON a dead-eyed CASTING ASSOCIATE.

CASTING ASSOCIATE
We'll call your agent.

CUT TO:

- CLOSE ON a politely impolite FEMALE CASTING ASSOCIATE.

FEMALE CASTING ASSOCIATE
Have you considered surgery to
remove that bump on your nose?

MAGGIE
Uh...no ma'am.

FEMALE CASTING ASSOCIATE
It could open doors for you.

MAGGIE
Perhaps, but then I'd have to worry
about losing out on all the roles
for big-nosed women.

The Casting Associate laughs as we CUT TO -

INT. DOCTOR'S OFFICE - JUDY'S MAKEOVER MONTAGE

Long NOSE DISCS, inserted up Judy's nostrils.

She squirms around in a reclined chair as a DOCTOR performs
the procedure. Her eyes water.

DOCTOR (O.S.)
They can be rough going in. You get
used to them.

- INSIDE JUDY'S MOUTH. A dental instrument swabs her teeth
with glue.

- A gloved hand places porcelain VENEERS over the teeth.

- CLOSE ON A NEEDLE.

It pierces the thin skin below Judy's eyebrow. The needle is
removed. A wiry suture is jammed into its place.

It travels beneath her forehead, raising the skin like a
groundhog below dirt until it reaches her hairline.

- Scissors clip the suture at the entry point. An old school
eyebrow lift.

- Judy stares at herself in a mirror.

Her flat eyebrows now arched. Her fat nose now elongated.
Capped and perfect teeth replace their crooked predecessors.

A dissociation between herself and her reflection creeps in.

INT. HIGH SOCIETY HOUSE - FOYER - WEEKS LATER

KNOCK. KNOCK. KNOCK. Maggie answers the door with a SCOWL.
Finds a WOMAN with smeared make-up on the other side.

ANNABELLE
I'm looking for Mr. Avery.

MAGGIE
He's not here. And if he were, he
wouldn't want a thing to do with
you, Ms. Annabelle!

Annabelle's face twists. She makes a sobbing sound...but
tears don't come. Maggie *SLAMS* the door in Annabelle's face.

VOICE (O.S.)
CUT!!!!

The HIGH SOCIETY HOUSE where Maggie "works" is a SET. CREW
move by her, fixing lights and props for the next shot.

She approaches "Annabelle", her scene partner, with a smile.

MAGGIE
It's okay, darling. Crying on
command is never easy.

ANNABELLE
I could really use an iced tea.

MAGGIE
Oh, I know. These hot studio lights
do make you parched.

ANNABELLE
Go on and bring me an iced tea.
Before the next scene starts.

Maggie laughs. Annabelle stares at her. Maggie looks down at
her apron. Many thoughts go through her mind...but yet -

MAGGIE
Lemon or sugar?

INT. SOUNDSTAGE - CRAFT SERVICES TABLE

Maggie prepares the ice tea at the CRAFT SERVICES table.
Maggie SQUEEZES a LEMON WEDGE as she watches Annabelle
passionately discussing her performance with the DIRECTOR.

A star actress. That's Maggie's dream. Within sight, yet far
out of reach. She SQUEEZES ANOTHER LEMON. Wringing it dry.
And ANOTHER. Annabelle looks right at Maggie.

ANNABELLE

The tea?!

MAGGIE

Coming!

JESS (O.S.)

Maggie?

It's JESS SMITH, her agent.

MAGGIE

Jess! Hello! What in heavens are
you doing here?

JESS

I'm wondering the same about you. I
got you a job playing a maid, not
being one.

MAGGIE

That actress told me to get her a
tea...so here I am.

JESS

You have to stop being so eager to
please. Put that down. Turn around.

She sets the tea down and turns her back to Jess.

MAGGIE

(suddenly nervous)
Why are you here?!

He UNTIES her apron and balls it up in his hands.

JESS

MGM changed their mind.

MAGGIE

(whipping back around)
They want an ugly Wicked Witch!?

JESS
They want YOU.

Maggie lights up like a candle. Pulling Jess into a big hug.

MAGGIE
Oh my, this is so exciting. I've
got to call Alice and Ham - let
them know the good news!

JESS
No time for that right now.
Production starts in a few days.
They want you over there now.

MAGGIE
But what about -

Jess throws Maggie's apron in the trash.

JESS
Your apron days are over.

EXT. MGM STUDIO ENTRANCE - MID-DAY

Maggie's car drives through a row of mighty CORINTHIAN
COLUMNS and up to the studio's gate.

A SECURITY GUARD (50s) steps out of a GUARDHOUSE as Maggie
rolls down her window.

MAGGIE
Hello, my name's -

SECURITY GUARD
Ms. Hamilton! Welcome to MGM. I'll
direct you to your parking space.

EXT. MGM STUDIO LOT - MOMENTS LATER

A whole other city exists inside the studio walls.

180 acres featuring a functioning zoo, a lumberyard, a
bakery, full scale ponds and lakes. And a power plant capable
of supplying 25,000 homes with electricity.

Maggie's car drives past SOUNDSTAGES, a police department, a
firehouse and a hospital on the way to her parking spot -

PARKING LOT

- Where Mervyn LeRoy, the producer, awaits her. He opens the door and helps her out of the car.

MAGGIE

Mr. LeRoy - this is quite the welcome party.

LEROY

What can I say - here at MGM, we give our actors the star treatment. That's why the best want to be here. We like to say we have -

MAGGIE

More stars than there are in heaven.

LEROY

That's right! And y'know, after seeing that audition of yours, I'd wager that motto may come to include you some day.

INT. SOUNDSTAGE - POPPY FIELD - MOMENTS LATER

Maggie and LeRoy walk past an acre of artificial turf, partially populated with THOUSANDS of vibrant red flowers.

They're inside a sprawling SOUNDSTAGE.

Dozens of CRAFTSMEN wire ARTIFICIAL POPPIES to the floor. ARTISTS paint a backdrop, extending the field into infinity.

MAGGIE

My gosh - the poppy field. It's beautifully realized!

LEROY

We're doing this story right. We plan on having an acre of 40,000 flowers by filming.

INT. SOUNDSTAGE - LION'S FOREST

The pair walk along the yellow brick road, through The Lion'S FOREST as she marvels at the detail and scope of the set.

LEROY

We have 500 carpenters, 50 plasters, 20 scenic artists, and 15 plumbers all at work to bring this story to life.

MAGGIE

My word...

He pulls aside a plucky, athletic woman as she walks by. This is BETTY DANKO (30s).

LEROY

Maggie - meet Betty Danko. She'll be your stunt double.

MAGGIE

Stunt double?

LEROY

You're far too valuable to us to be getting hurt.

BETTY

Yes, leave getting hurt to me.

MAGGIE

Your work's cut out for you dear. I can hardly walk without tripping over my own two feet.

The two laugh, getting along right from the start.

INT. SOUNDSTAGE - MOMENTS LATER

LeRoy leads Maggie to a corner of a SOUNDSTAGE where there are a cluster of mobile dressing rooms.

A bespectacled man named KEITH WEEKS (38) comes hurrying up behind them. Always in a rush, always out of breath.

KEITH

Mr. LeRoy - a word?

LEROY

Maggie - this is Keith Weeks. Our production manager. Keep walking that way and you'll see your dressing room.

(points to trailer)

And Judy's trailer is right over there, if you want to say hello. Excuse me for a moment.

MAGGIE

Splendid - I'm itching to meet her!

Maggie continues over to the MOBILE DRESSING ROOM with an open door. A cozy enclave stocked with oils, peppermints, a fainting sofa - decorated in pink and blue.

MAGGIE (CONT'D)
How marvelous...

She looks over in the direction of Judy's trailer.

INT. SOUNDSTAGE - JUDY'S TRAILER - MOMENTS LATER

Maggie knocks on Judy's trailer door. It opens a crack. Ethel looks out at Maggie.

MAGGIE
Hello, I'm -

ETHEL
I know.

Ethel opens the door. Looks down at Maggie's hands. Puzzled.

ETHEL (CONT'D)
They didn't give you anything?

MAGGIE
Who?

ETHEL
The studio hospital. Aren't you the nurse with the -

MAGGIE
- Oh heavens no, dear. I'm The Wicked Witch. Maggie Hamilton. I wanted to say hello and show my face before the make-up people turn me into a repulsive creature. Not the first impression one wants to make!

Ethel stands in the door, reluctant.

ETHEL
Right...I'll get Judy.

The door nearly closes. Then Ethel reappears with Judy.

MAGGIE
Hello Judy! I'm Maggie. I'm playing The Wicked Witch.
(MORE)

MAGGIE (CONT'D)

I'm so excited to work with someone as talented as you. I love your movies. Your music. It's all wonderful.

Judy stares back at her. Groggy. Downbeat. Zombified.

JUDY

Yes...I suppose.

Maggie looks from Ethel to Judy. Judy's eyes grow heavy. Maggie's uncomfortable. Ethel pulls Judy away.

ETHEL

We're pleased to meet you.

The door abruptly closes in Maggie's face. She stands there a moment. Not sure what to think. LeRoy calls out to her -

LEROY

Shall we get you over to make-up?

CUT TO:

MAKE-UP MONTAGE

A series of CLOSE-UPS of Judy and Maggie as they are made-up and put into their respective costumes.

- GREEN PAINT is applied to Maggie's cheeks.
- A thick coat of BLUSH is layered onto Judy's face.
- Celluloid FINGERNAILS are glued to Maggie's finger tips.
- Glossy RED LIPSTICK is traced over Judy's lips.
- A pointed WITCH HAT is placed atop Maggie's head. Long tresses of black hair fall to her shoulders.
- A golden blonde WIG is fitted onto Judy.
- Maggie's GREEN HAND pops out of a LONG SLEEVE.
- MEASURING TAPE is stretched around Judy's midsection. A FINGER marks the measurement at 29 inches.
- The number 29 is scribbled onto a notepad. TORN out and FOLDED in half.
- The note is passed from HAND to HAND to HAND.

- The NOTE reaches the rough and hairy hand of Mervyn LEROY. He stands outside Judy's dressing room. Unfolds the note.

LEROY
(whispers thru curtain)
Bring the waist in to 27 when she
changes out of it tonight.

MAGGIE'S DRESSING ROOM - SAME

Maggie smiles at herself in the mirror as she moves around in her flowing dress, making mischievous faces.

She doesn't quite look like The Wicked Witch we come to know - the face is different and the long hair is strange.

But Maggie can't hide her enthusiasm - she looks the part. And the part doesn't involve an apron!

JUDY'S DRESSING ROOM - MOMENTS LATER

Judy contemplates what she sees in the mirror.

Heavy make-up, overdone and cartoonish. Her chest, pronounced in the tight dress. More like a pin-up fantasy than an icon of children's literature.

A pang of anxiety ripples through Judy - this isn't right.

INT. REHEARSAL STAGE - LATER

The CAST is lined up in front of a black curtain on an empty rehearsal stage like soldiers at boot camp. Everyone in full make-up - SCARECROW, TIN MAN, LION, and The Wicked Witch.

RICHARD THORPE (42), the DIRECTOR, scrutinizes them. He's stiff. His personality drier than a Saltine cracker.

THORPE
As professionals, I expect you to
have started preparation for this
role. Let's go down the line.
Introduce yourself and tell me your
approach to your part.

Maggie's eyes bulge a little. *What's she gonna say?*

Thorpe stands next to The Scarecrow, RAY BOLGER (34). A man of endless energy, rubber limbs, and restless lips, a talker.

RAY
Ray Bolger, sir. I'm a dancer first
and foremost.
(MORE)

RAY (CONT'D)
I always find my characters through
movement. And Scarecrow -

Ray lets his body go limp and collapses into the splits.

RAY (CONT'D)
Has no bones! He's fluid.

He pops back up without using his hands and does a little jig to show off his jello skeleton. Thorpe and the cast applaud him as Maggie mutters to herself, trying to think.

THORPE
Bravo, Bolger! I love it.

Thorpe steps over to The Tin Man, BUDDY EBSEN (30). A lanky man - 6'4 - with a jack-o-lantern smile as long as his limbs.

BUDDY
I'm Buddy Ebsen, sir. The Tin Man.
Tough act to follow there, going
after Ray. But here it goes -

Buddy clears his throat and speaks with breathy wonder.

BUDDY (CONT'D)
'Years ago...I stood right here,
and the sky began to weep.'
(pause)
I talk like I'm new, see? Cause my
character's being brought to life.
Introduced to everything for the
first time and such.

THORPE
...I like that. That's good.

Thorpe moves onto BERT LAHR (43) - The Lion. A self-deprecating, sad clown comedian. Beady eyes an inch apart. Thick New York accent. Funny-looking, funny-sounding, funny.

BERT
The name's Irving Lahrheim, but
Hollywood folks don't have time to
say a name that long. So they call
me Bert Lahr. And me - I visited
Jackie every day for two weeks.

THORPE
Jackie?

BERT

Yeah, the MGM lion. I copy his movements, his noises - every whine, grunt, and roar. He and I are like family now. We share all our meals together. Same cage and everything. Well, he eats raw meat. Mine's a little more well-done.

THORPE

I thought The Lion's name was Leo?

BERT

To the public. But to his real friends, he goes by Jackie.

THORPE

Let's have it, then. Show me something you've learned.

Bert growls. He sounds like a house cat with allergies - sending everyone into laughing fits.

THORPE (CONT'D)

...very good.

Thorpe arrives at Maggie.

MAGGIE

I figured...she naturally moves like an insect. Fast and hunched. But she really wants everyone's respect. So she tries to move with wide, high gestures to make an impression.

(Thorpe's brow furrows)

Uh, something like this -

Maggie attempts to make a sweeping move in her robe, but she trips on the extra fabric and falls down. Ray and Bert laugh and snort. Buddy comes forward and helps her to her feet.

MAGGIE (CONT'D)

I...I'm sorry. You see, I was only given the role a few hours ago and -

THORPE

Professionals are always prepared.

Maggie nods, embarrassed.

Judy blasts through the curtain like a rocket, with a smile bright enough to clear out every cloud in the sky.

JUDY
Hiya everybody!

CAST
HELLO THERE! HI JUDY!
WELCOME! JUDY!

JUDY
Look who I brought with me!

Judy's holding a leash. TOTO appears from behind the curtain.

JUDY (CONT'D)
This is Terry. She's going to play
our Toto!

Everyone gathers around Judy to fawn over the dog.

Maggie observes Judy, absolutely perplexed to see her
resurrected from the fugue state she witnessed an hour ago.

JUDY (CONT'D)
Buddy - it's marvelous to be on set
with you again.
Mr. Lahr - I just saw you in
Josette, you were a scream.
Mr. Bolger - I'm crazy about your
tap dancing in *The Great Ziegfeld*.
And...

Judy's eyes land on Maggie. Not a glimmer of recognition.

JUDY (CONT'D)
...I'm such an admirer of all of
you. It's a thrill to be working
together!

THORPE
(claps hands together)
Let's get these screen tests out of
the way. Everyone gather around.

EXT. MGM LOT - DUSK

"METRO-GOLDWYN-MAYER". The mammoth neon sign towers above the
lot, letting the world know who lays claim to this kingdom.

We travel DOWN from the sign. Scaling the monstrous 80-foot
SOUNDSTAGE where we locate Maggie and LeRoy strolling beneath
the monolith at ground level.

LEROY
So what do you make of all this?

MAGGIE

It's splendid! I'm thrilled to be part of a picture so grand.

LEROY

Good. Very good. I want you to be part of it too. But that agent of yours is a bit of a bulldog...

MAGGIE

Jess?

LEROY

Yes. He wants six-weeks guaranteed for you.

MAGGIE

I tend to do the acting and leave the negotiating to Jess.

LEROY

Absolutely Maggie, but he wants an exception. We don't go above two weeks for a non-contract player. This is only an eight week shoot.

(irked by her silence.)

But if that's a sticking point, I suppose I can make a few phone calls. See if Elsa Lanchester or Gloria Holden are available...

MAGGIE

No, no, no - I'm sorry, I don't want to stir up trouble. I'll talk to Jess, straighten everything out.

LEROY

Excellent. But y'know, I had a feeling you'd be willing to help me out. So I brought the contract. Got a copy right here with me, if you wouldn't mind signing it now?

He pulls out a pen and a rolled-up CONTRACT from his pocket. He holds it out to her. She hesitates. Smiles nervously.

INT. BATHROOM - LA JOLLA HOUSE - NIGHT

Maggie gives Ham a sudsy bath in a clawfoot tub. Her neck cradling the phone. An angry Jess on the other end.

MAGGIE

I don't want to rock the boat.

JESS (O.S.)

Rocking the boat is *my job*. This is the biggest MGM production there's ever been. They could have afforded to guarantee you six weeks!

MAGGIE

But what if it cost me an MGM contract? Or worse - the role? He implied they'd replace me.

JESS (O.S.)

That's exactly what they wanted you to think. They don't have time to search for the perfect no-name. And if they replaced you with a star, you think they'd only guarantee them two weeks?

MAGGIE

I'm sorry I signed without speaking to you, but I want this. I need it. It doesn't matter what it pays.

A sigh on the other end of the line.

MAGGIE (CONT'D)

(trying for a joke)

And he was so darn nice and complimentary. I didn't want to disappoint him!

JESS (O.S.)

You'd be so much better off if you tried to be just half as mean as the characters you play...

EXT. ROAD - MORNING

Headlights shine on a ROAD SIGN: LOS ANGELES - 112 Miles.
MAGGIE'S CAR drives through fog and mist, alone on the road.

INT. MAKE-UP DEPARTMENT - MORNING

The MAKE-UP DEPARTMENT is set up like a barbershop, with chairs lined up at different stations.

A team of MAKE-UP ARTISTS attach five pounds of PROSTHETIC JOWLS to Bert's face while a thin foam-rubber "BURLAP SACK" mask is glued to Ray's face with spirit gum.

Buddy lies with his eyes closed as a silver ALUMINUM PASTE is applied to his face and neck.

Maggie sits in the chair closest to Buddy, waiting for her MAKE-UP ARTIST.

Buddy grabs from a TRAY OF DANISHES sitting between them and bites into it. He lifts up the plate, offering to Maggie.

BUDDY

You get yourself one these danishes? They're tasty.

MAGGIE

No, thank you - first day jitters. Not much of an appetite, y'know?

BUDDY

Gotcha. Say - I hear some Midwest in you. Where are you from?

MAGGIE

Ohio.

BUDDY

Swell, I'm an Illinois boy myself. Work with anybody on the production before?

MAGGIE

No. You?

BUDDY

Just Judy. She was my dance partner in *Broadway Melody*. Never seen a youngster with so much zing.

MAGGIE

I met Judy yesterday. She wasn't what I was...expecting.

BUDDY

What do you mean?

MAGGIE

She was very...tired.

BUDDY

Tired?

MAGGIE

(whispers)

Not very friendly.

BUDDY

Well, don't worry. That'll be a one time thing. She's friendlier than a sunshine is to sunflower.

Maggie's MAKE-UP ARTIST arrives with a BUCKET of green paint.

BUDDY (CONT'D)

Unfortunately, this is the last day you'll find me in a good mood. You see my costume?

MAGGIE

You got the worst of it with that suit of armor you're wearing.

BUDDY

You're telling me. I broke wind yesterday and it sounded like a tin roof in a rain storm.

MAGGIE

Well, at least you were their top choice for the role. When I auditioned, they told me they wanted a beautiful witch. Lucky for me, they changed their minds.

BUDDY

If you're supposed to be an ugly witch, they'll need to keep you in make-up a few more hours. Lay the prosthetics on thick. Cause you don't fit the bill Ms. Maggie.

MAGGIE

Oh, you're very sweet Buddy.

BUDDY

Us Midwesterners gotta look after each other around here.

Buddy hands her a DANISH from the plate and gives her a wink.

BUDDY (CONT'D)

Don't be nervous.

Maggie takes it and is about to take a bite. A MAKE-UP ARTIST comes flying over -

MAKE-UP ARTIST

STOP! NO! It's toxic.
(slaps it out of her hand)
(MORE)

MAKE-UP ARTIST (CONT'D)

I'm sorry, you'll have to eat and drink through a straw. Your make-up is copper-based. If you were to swallow any of it, you could die.

Maggie shares a bewildered look with Buddy and looks back at the danish, now aware she missed her only opportunity to eat.

INT. MAGGIE'S DRESSING ROOM - LATER

Maggie lays on a pink chaise lounge in her dressing room, reviewing the script.

The door BURSTS open. BILLIE BURKE (54) enters, dumping her PURSE and COAT on the floor and tossing her hat into a chair.

She sits at the mirror to freshen up. Airy and self-absorbed with baby doll eyes and porcelain skin. Middle-aged, but ageless. The essence of Old Hollywood. She plays **GLINDA**.

Maggie (in Witch make-up) sits up, alarmed at the intrusion.

MAGGIE

Hello? Excuse me, Ms. Burke?

Billie JUMPS at the sight of her, then bursts into laughter.

MAGGIE (CONT'D)

I'm Maggie Hamilton, I'm playing -

BILLIE

The Witch, I gather? You look like a Halloween decoration. Gave me a good scare. Why are you in here?

MAGGIE

Oh. They assigned me here yesterday. This is my -

Maggie goes to the door. It says *Billie Burke*.

She looks over at Billie - who wears a blue dress and carries a pink purse that matches the room's decor.

MAGGIE (CONT'D)

Oh dear...

SOUNDSTAGE - MOMENTS LATER

Maggie carries a BOX of her belongings, following Keith Weeks to a dark corner of the soundstage.

KEITH

Guess you got confused yesterday
and went to the wrong place. Here's
your dressing room -

He pulls open the flap of a decrepit BLACK CANVAS TENT.

INSIDE THE TENT

There's a dirty rug, a folding chair and a card table. A dim
STUDIO LIGHT dangles precariously above it.

KEITH (CONT'D)

Let me know if you need anything.

MAGGIE

Perhaps another chair or two for -

Maggie turns around and sees Keith's already gone.

MAGGIE (CONT'D)

Guests...?

(thinking to herself)

I suppose Wicked Witches aren't
expected to entertain often.

INT. JUDY'S DRESSING ROOM - SAME

CLOSE ON Ethel's fingers flipping through *Photoplay* magazine.
Pictures of movie starlets mixed with Coca-Cola ads.

The fingers stop and circle back a few pages. To a full page
spread of JANICE CHAMBERS, the new girl from Judy's class.

The headline reads "THE NEXT JUDY GARLAND?". Ethel's fingers
tighten around the magazine as she reads.

Judy stands in her undergarments inside her dressing room.
She steps into her Dorothy dress with the help of a COSTUMER.

We follow a ZIPPER along the track of the dress. Its smooth,
seamless path slows to a halt. It's JERKED upwards. No luck.

Ethel's eyes dart up from the magazine, locking onto Judy's
figure like a missile targeting system. Before the Costumer
makes another attempt -

ETHEL

I'm suddenly feeling quite parched.
Where can I get myself some water?

COSTUMER

On the second floor, if you take a left after you're at the stair -

ETHEL

Oh my, slow down. I don't have much of a memory for directions anymore.

COSTUMER

If you go to...on the...
(sees Ethel's confusion)
I'd happy to go grab it for you.

ETHEL

That would be wonderful.

The Costumer leaves. Judy can sense her mother's tension.

JUDY

Don't get cross. It fit just yesterday. You saw it.

ETHEL

Turn around.

Judy turns to Ethel and pulls the top of the dress down, revealing the laces of a CORSET.

Ethel unties the corset, yanks at the laces, pulling them in as tight as she can. She pulls up the Dorothy dress and zips it without issue. Judy seems stiff and uncomfortable.

JUDY

I look like I belong at a burlesque show. I can barely breathe.

ETHEL

But you *can* breathe.

She examines herself in the mirror. The Costumer returns and hands the water to Ethel.

ETHEL (CONT'D)

Thank you. We got her dress on while you were gone. That zipper just needed some elbow grease.

INT. SOUNDSTAGE - WITCH'S CASTLE - ENTRANCE HALL

Heat undulates from a large 36-inch STUDIO LIGHT.

PULL BACK to reveal a whole armada of them pointing downward.

We track the heat waves from the RAFTERS, down to the gothic set of The Witch's ENTRANCE HALL as a scene plays out.

Dorothy, Scarecrow, Tin Man and Lion RUN away from The Witch's WINKIE GUARDS, disappearing down a CORRIDOR.

WICKED WITCH
CEASE THEM YOU IMBECILES! CEASE
THEM!

The Wicked Witch scurries down a staircase and leads her Winkie army down the same corridor in pursuit.

Dorothy and Co. reappear, looping back from where The Witch just came and RUNNING UP the staircase when -

A LIGHT FLICKERS OUT.

THORPE (O.S.)
CUT!

Thorpe comes on stage, the script rolled up in his hand.

THORPE (CONT'D)
Somebody change that bulb. Let's
get set-up for another take.

Bert, Ray, and Buddy huff and puff. BAKING under the lights. Sweat running down their faces like rain on a window pane.

RAY
What was wrong with the other NINE
takes of us running?

Bert flags down Keith Weeks as he walks by.

BERT
Say, Keith...are we going to be
using this many lights every scene?

KEITH
The arc lights? We'll use a helluva
lot more than this. Need ten times
the light for the Technicolor.
Sorry, Bert.

Bert's eyes glaze over. Keith spots Buddy preparing to sit. Keith grabs him, stopping him.

KEITH (CONT'D)
SOMEBODY GRAB THE SLANT BOARD!
I toldja Mr. Ebsen, you can't sit.
You could dent the costume.

BUDDY

It's like they made this damn thing
out of a stove pipe. It's so heavy,
I can barely take a breath.

A mechanism that resembles an IRONING BOARD is brought over
and set up for Buddy to lean against.

Maggie and Judy observe it all on the outskirts of the chaos.
Maggie drinks WATER from a STRAW as Judy catches her breath.

MAGGIE

We lucked out. At least our
costumes are comfortable.

JUDY

The costume maybe, but my corset is
driving me batty. That goes double
for these nose lifts.

Judy lifts up her nose to show Maggie. In the background, we
see Ethel lurking. Clocking this conversation.

MAGGIE

What on earth do they have you in
all that for?!

Ethel walks up, between Judy and Maggie.

ETHEL

Judy - it's time for school.

Judy's pulled away as Keith steps onstage, announcing -

KEITH

We've got a three hour break. Be
back and ready to go by 3PM.

The cast breathes a sigh of relief. Bert immediately climbs
out of his costume and walks off the set in his underwear.

INT. MAKE-UP DEPARTMENT - EVENING

A sponge ROUGHLY scrubs against skin, rubbing the green off
Maggie. Maggie and Buddy are done for the day.

MAGGIE

You're non-contract too, right?

BUDDY

Yup.

Two stations away, Ray *YELPS* as the prosthetics glued to his face are removed with a quick jerk from the make-up artist.

MAGGIE

I don't know how they're gonna get us both wrapped in two weeks if production's moving this slowly...

Buddy turns his head to look at her, confused.

BUDDY

Two weeks?

MAGGIE

Yes - what we're guaranteed for.

BUDDY

I've got an eight-week guarantee.

MAGGIE

And you're not contracted to MGM?

BUDDY

No. They only gave you *two weeks*?

MAGGIE

I probably read my contract wrong.

Maggie's flush with embarrassment, aware she's been had.

INT. DOCTOR'S OFFICE - NIGHT

Maggie watches a DOCTOR (50s - male) feel Ham's vocal chords.

MOMENTS LATER

Ham sits on the floor nearby, playing with blocks.

DOCTOR

There's no physical reason why the boy isn't speaking.

MAGGIE

That's good.

DOCTOR

Yes, but that suggests some sort of a psychological hurdle. Have there been any major changes in the home?

Maggie looks away, reluctant to speak about the issue.

MAGGIE
His father and I divorced earlier
this year.

DOCTOR
That would explain it. A boy needs
his father.

MAGGIE
...his father didn't agree.

A judgmental silence elapses. She takes out a pen and paper.

MAGGIE (CONT'D)
Please, is there anything I can do?

DOCTOR
(softening)
The studies I've read say to talk
to him as much as you can. Read to
him. Ask him to mimic you. Act like
he's an 18-month-old again.

She looks over at Ham playing, feeling she's let him down.

INT. SOUNDSTAGE - THE NEXT DAY

Buddy leans on the slanted board, resting. Maggie sits near
him, nervously reviewing her script.

The painted backdrop of The Witch's CASTLE looms behind them.

BUDDY
How long till Judy's back from
school?

MAGGIE
Little over an hour. They run that
girl ragged. I can't even get time
to rehearse with her.

BUDDY
Judy will be fine. You have nothing
to worry about with her, trust me.

MAGGIE
I've seen many gifted actors
struggle to cry on cue. The last
thing I want is to have the whole
crew cross with me because it took
her twelve takes to shed a tear.

He gives a knowing smile and adjusts against his slant board.

BUDDY

She'll do it in one. Now if you don't mind, I'm gonna get some shut-eye while I can. You go on and worry about nothing.

MAGGIE

Ohhhhh you -

Maggie playfully rolls up her script and whacks him with it.

INT. MGM COMMISSARY - DAY

Judy watches her friends sharing a laugh at another table.

ETHEL (O.S.)

I would like your Irish spiced beef and the baked apple pudding. Judy?

Judy turns her attention back to her table. Both Ethel and the WAITRESS are staring at her. Waiting for her to order.

JUDY

Chicken with a double serving of potatoes and gravy.

(off Ethel's glare)

No gravy. Just plain.

The waitress walks off. Judy looks back at her friends.

JUDY (CONT'D)

Why can't I eat with them?

ETHEL

We want to keep you focused during the production.

JUDY

But I am focused. I know my lines. I've rehearsed the songs.

ETHEL

Focused on your diet, darling.

Judy presents Ethel with a FLYER. It's announcing the date for Hollywood High School's graduation.

JUDY

They handed this out in class today. I know I'm busy, but I'd give anything to go.

ETHEL

We'll see.

JUDY

Please! It's the last social event of high school.

ETHEL

You make such a fuss about these things. They're not that exciting.

JUDY

Everyone else in my class is going. Lana and Ann are buying new dresses.

ETHEL

I'm sure both of those girls would trade walking at graduation for a walk down the yellow brick road...
(sees Judy's desperation)
We'll try, okay? That's all I can promise.

JUDY

Thank you! Thank you! Thank you!

ETHEL

Focus on the important matters. Only silly girls worry on their social lives. You hear me?

JUDY

Yes, mother.

Ethel's food is placed in front of her - Irish beef and pudding, exactly what she ordered. The waitress puts a bowl CHICKEN BROTH in front of Judy.

JUDY (CONT'D)

(to Waitress)

....Ma'am. Excuse me -

ETHEL

Shhh. That's your lunch.

JUDY

No. That's wrong. I asked for -

Ethel puts a stern hand on Judy's forearm.

ETHEL

That's your lunch. It's Mr. Mayer's mother's recipe. Good for your figure.

Judy looks at the soup. Sees the reflection of her round face in the broth. She looks over at the flyer and picks up her spoon, obediently starting to eat.

ETHEL (CONT'D)

See - that's not so bad, right?

One of the discs slips out of Judy's nose - PLOP - into the soup. She watches it settle at the bottom of the bowl.

INT. TOWER ROOM - WITCH'S CASTLE - SOUNDSTAGE - LATER

The warped REFLECTIONS of Judy and Thorpe in a CRYSTAL BALL.

THORPE (O.S.)

Now don't be ashamed if you can't cry on the first take.

JUDY (O.S.)

Yes, Mr. Thorpe.

PULL OUT from the reflection to reveal we're on the set of The Witch's Tower Room - a stone chamber decorated with occult oddities. Maggie stands off to the side.

MAGGIE

I'll be right offstage reading my lines so you can play off of me.

JUDY

Great, thank you.

Maggie gives Judy a reassuring, supportive smile.

OFFSTAGE - MOMENTS LATER

Maggie stands behind camera with the other crew. She's surprised to see Buddy arrive in costume.

MAGGIE

What are you doing here?

BUDDY

My scene's up next. Judy's not gonna keep me waiting.

She chuckles as they watch Judy's performance unfold -

ONSTAGE

Judy walks a few steps. She collapses near the black crystal ball and buries her head, hiding her face. Letting out sobs.

JUDY
I'm so afraid. I want my Auntie!
She doesn't know where I am.

Eyes wet with tears. Her hand goes to her mouth like a pacifier. Thorpe delivers Auntie Em's lines from OFFSTAGE.

THORPE (O.S.)
Dorothy! Dorothy! Are you there?

Judy's face fills with disbelief. Her breath catches. Pretending to see her beloved Aunt inside the crystal ball.

JUDY
I'm in a different world, Auntie.
But I'm here. An evil witch has
captured me. I'm trying to get back
to you, Auntie.

Judy touches the glass gently. Her voice shaking, pleading.

JUDY (CONT'D)
Oh, Auntie, please don't go! I'm so
scared. Don't go! Don't go!

Judy tearfully pounds on it in desperation. As if it's the barrier preventing her from reuniting with her Aunt.

OFFSTAGE

Maggie's eyes shimmer. Lost in Judy's performance. She hears the SOUNDS OF SNIFFLING all around her. GROWN MEN as equally moved as Maggie, trying to stave off their emotion.

THORPE (O.S.)
Maggie...you're on.

She completely forgot about her own part in this!

WICKED WITCH
You want to go home? Is that it,
little girl?

ONSTAGE

The CAMERA pushes into Judy's LOOK OF HORROR as she imagines the crystal ball overtaken by the hideous face of The Witch.

Thorpe goes onstage to give Judy glowing feedback.

THORPE
CUT! MAGNIFICENT - LET'S MOVE ON!

OFFSTAGE

Buddy turns to Maggie with a sly grin on his face.

BUDDY
That kid's the real deal.

Maggie can only nod - converted into a true believer.

INT. CORRIDOR - WITCH'S CASTLE - SOUNDSTAGE - LATER

A silver AXE swings, slicing into a heavy WOODEN DOOR.

The Lion and The Scarecrow stand back as The Tin Man winds up, slinging his axe over his shoulder, chopping the door.

Mervyn LeRoy marches onto the set, right in the middle of filming, and grabs Buddy's axe from him.

LEROY
Stop filming! Stop it right now.
Haven't you used an axe before?

Buddy looks at LeRoy, then over at Thorpe.

BUDDY
I'm doing it how I was told, sir.

LEROY
You want to chop open a door? You
go right for the lock. Swing it
like you would a baseball bat.

LeRoy demonstrates, chopping from the side. Buddy glances back at Thorpe, who stays quiet. LeRoy backs off the stage.

LEROY (CONT'D)
Go on, try it just like that.
Roll camera. Roll sound. Action!

Buddy starts chopping like LeRoy showed him.

THORPE (O.S.)
CUT!

Thorpe walks on stage, hands on hips, shaking his head.
Buddy, struggling to breathe, hands the axe over to Thorpe.

THORPE (CONT'D)

The easiest way to split a board is going over the top. All due respect Mr. LeRoy - it must be overhanded.

LeRoy comes barreling back on stage, hand outstretched.

LEROY

Richard, give me the axe.

THORPE

Who's directing this picture, here? Me or you?

LEROY

If you want to KEEP directing this picture, you'll have him swing that axe like a real man would.

We PUSH IN on Buddy as the arguing continues. His eyes vacant and glazed. Sweat running down his forehead.

The VOICES FADE. Buddy's BREATHING GROWS LOUDER. More LABORED. A wheezy INHALE. A wheezy EXHALE. INHALE. EXHALE.

INT. SOUNDSTAGE 27 - THE NEXT DAY

The entire cast and production crew are gathered inside the SOUNDSTAGE - a little over 100 people crowded together. Maggie walks up - spotting Ray and Bert in the herd.

MAGGIE

What's going on?

Ray and Bert shrug - just as clueless as she is. LeRoy appears - pushing his way to the middle of the crowd.

LEROY

Richard Thorpe will be taking an extended leave of absence from our production on account of an illness. We wish him a speedy recovery from his...pneumonia.

(somber moment of silence)

We've had the good fortune of already finding Mr. Thorpe's replacement. A new director to lead our production - Mr. Victor Fleming.

VICTOR FLEMING (49) doesn't have to *push* his way to the middle of the crowd. It *parts* for him.

He has steely eyes and a sobering presence - practical and no-nonsense. The kind of man who sleeps, but doesn't dream.

FLEMING

I'll tell you right from the top -
I expect professionalism and
efficiency. I won't stand for
foolishness. I've had a look at the
dailies and rather than continue on
in Mr. Thorpe's footsteps, I
believe it's best to start from
scratch. Every costume, every
performance, every yellow brick -
are all under review.

A pang of anxiety shoots through Maggie - realizing her job
is once again on the line.

INT. PHONEBOOTH - MGM LOT - DAY

Maggie's HAND shakes as she holds a telephone to her ear.
She's inside a PHONE BOOTH on the MGM Lot.

MAGGIE

They're going to fire me.

JESS (O.S.)

How do you know?

MAGGIE

Nine days into filming and we've
got a new director.

JESS (O.S.)

I don't hear a reason to blow your
wig. Who's the director?

MAGGIE

Victor Fleming.

JESS (O.S.)

MGM's sending in their fixer. They
must think the movie's a mess.

MAGGIE

I worked with him...years ago.

JESS

How was he then?

MAGGIE

Impossible to please. He already told us this morning he wants to start from scratch. Review everything. Performances included.

Maggie stares off hopelessly. She watches children filing into the studio's SCHOOL HOUSE nearby.

MAGGIE (CONT'D)

He's going to axe half the cast...all the no-names like me.

JESS (O.S.)

Maggie, listen. Stay calm. Do everything he says. Don't give 'em a reason to get rid of you.

Maggie spots Judy leaving the STUDIO HOSPITAL. Ambling in the opposite direction of the school.

She watches Judy stop at the studio's candy store and purchase a CHOCOLATE ICE CREAM cone.

MAGGIE

I've gotta run. I'll call you if anything more comes up.

EXT. MGM LOT - MOMENTS LATER

Judy licks her ice cream and shuffles down a row of giant SOUNDSTAGES like a tourist, peeking into them as she passes.

She hears music and gravitates towards it. Laughter and joyous screams escape out from an ajar door.

She pulls the door open. Looks longingly inside. A wistful smile spreads on her face.

MAGGIE (O.S.)

Judy?

Judy STARTLES - the scoop of ICE CREAM topples off the cone and splatters onto her dress before falling to the ground.

MAGGIE (CONT'D)

OH! I am so sorry.

Judy surveys the mess. Maggie notices she's trembling.

MAGGIE (CONT'D)
I didn't intend to scare you,
darling. I was just saying hello.
Are you ok? You're shaking.

JUDY
No, no. I'm fine.

MAGGIE
(pulling out handkerchief)
May I help, dear?

JUDY
(talking very fast)
It's ok Ms. Hamilton. I have to get
to class. Please don't tell anyone
you saw me here.

MAGGIE
Oh? Yes...of course.

Maggie watches Judy hurry off. She's so peculiar.

A CYMBAL CRASH from inside the SOUNDSTAGE reminds her. *What was Judy looking at?* Maggie pulls open the door.

INT. SOUNDSTAGE - CONTINUOUS

She peers inside to find - a stage made to resemble a HIGH SCHOOL GYM. Decorated with balloons and streamers.

BOYS in formal wear and girls in evening dresses. Corsages pinned to their gowns. A HANDMADE SIGN says "SENIOR PROM".

Maggie lets out a small chuckle before slipping her head out.

INT. JUDY'S DRESSING ROOM - LATER

A wet CLOTH rubs furiously at a CHOCOLATE SMUDGE.

Judy scrubs at the stain in her dressing room. Ethel enters with her own cloth and some cleaning solution.

ETHEL
And how'd you say this happened?
You fell?

JUDY
Yes. Right into a darn mud puddle.
I'm trying to get it off, but it
sure is stubborn.

Ethel comes over and helps her out of the dress.

ETHEL

Shame. Is that why you took so long to make it to Ms. McDonald's Social Studies lecture?

JUDY

Yes - I fell on the way back from the studio hospital. Honest.

Judy stands in front of her mother, wearing only her undergarments as Ethel works the stain out.

ETHEL

And what flavor was the mud puddle - fudge or rocky road?

(Judy casts her eyes down)

Going to that schoolhouse leads to too much temptation.

JUDY

But I have to go to school.

ETHEL

We'll get you a tutor. You can stay here. It'll keep you focused.

JUDY

What about seeing my friends?

ETHEL

There will be plenty of time for that after filming is finished.

INT. REHEARSAL STAGE - LATER

Maggie stands before Fleming in full costume against a plain black curtain. He sits in a folding chair. Studying her with a discriminating glare.

FLEMING

The right actor for any role knows instinctively how to project their character to an audience. They make them see *exactly* who their character is.

MAGGIE

Of course. Yes. I've prepared a few things, if you'll just let me show -

FLEMING

- I'm not asking you to act.
Actors should be capable of
simplifying their characters down
to one distinct trait. One word.

MAGGIE

Overlooked.

FLEMING

Overlooked?

MAGGIE

Yes. Her life's very unfair. All
she wants are her slippers.
According to law, she should have
them. They were her sister's. They
were hers to inherit. She just
didn't get there fast enough.

A smile on Fleming's face as the thoughts spill out of her.

FLEMING

Very good. As for your performance -
I want to see the wicked in this
Wicked Witch. I want her to feel
unpredictable. To feel frightening.
My challenge to you: be scarier.

MAGGIE

Of course, Mr. Fleming.

(pause)

Before I go, I thought I'd mention
that we've worked together once
before. *The Farmer Takes A Wife*.

FLEMING

I'm deeply sorry. I don't have much
recollection of it.

MAGGIE

(preparing to leave)

It's okay. That role didn't offer
much to remember me by.

FLEMING

But Maggie...this role will be
different, won't it?

A smile forms on Maggie's face. She nods and walks out with
something rather foreign to her: confidence.

INT. REHEARSAL STAGE - LATER

Fleming circles Judy in full Dorothy make-up and costume, examining her up and down.

FLEMING

Ditch the blond hair. Give me something closer to Judy's natural hair color. And what's all this cafe society make-up? This girl is from Kansas. She's not some China doll. Get rid of it.

Judy suppresses a smile - this is music to her ears.

FLEMING (CONT'D)

You are the most important part of this picture. Dorothy is the audience's measure of reality in a land of make-believe. You need to be normal. Relatable.

JUDY

Yes, of course! If they don't buy me as a thinking, feeling, wanting young girl, then we don't have a picture.

FLEMING

Precisely. So most important of all is that you stay as petite as you can. You hear?

Judy's face falls. This wasn't a conversation about acting...just another warning about her figure.

INT. SOUNDSTAGE - YELLOW BRICK ROAD - THE NEXT DAY

Judy and Ray sit on a grassy knoll. A cornfield behind them. Filming the scene where Dorothy meets The Scarecrow.

Judy's Dorothy costume has been toned down to Fleming's exact specifications - less make-up, henna brown hair, etc.

OFF-STAGE

Maggie arrives on-set in a revamped costume, now resembling The Wicked Witch we know. Her hair is tied up in a bun. Her nose and chin prosthetics jut out from her face like a claw.

She sees Buddy nearby in the Tin Man costume, looking over his script.

She smiles and walks over to him just as he turns around.
It's NOT Buddy. She freezes. The stranger notices her.

TIN MAN
The Wicked Witch, I take it? I'm
Jack Haley, the new Tin Man.

JACK HALEY (41 - reserved, handsome) puts out his hand.

MAGGIE
Uh...Maggie Hamilton. Pleasure.

JACK HALEY
Look forward to working together.

Maggie backs away from him awkwardly...bumping right into Bert. She points to Jack.

MAGGIE
What happened to Buddy?

BERT
Lower your voice.

He lights a cigarette. Puts it between his prosthetic jowls.

BERT (CONT'D)
Heard he was fired the same day as
Thorpe.

MAGGIE
Why? What for?

BERT
You see all the people coming and
going around here? Best to mind
yours and not ask.

FLEMING (O.S.)
ACTION!

SCARECROW (O.S.)
No one's afraid of me. I'm a
scarecrow afraid of my own shadow.
Even these crows think I'm a joke.

As the scene carries out in the background, Maggie pulls Keith Weeks aside and interrogates him in a low whisper.

MAGGIE
Keith, where's Buddy?

Keith hesitates, eyes shifting around. He shrugs.

KEITH
Above my pay grade.

MAGGIE
Please. He was my friend.

KEITH
He's...in the hospital.

MAGGIE
He's WHAT?!

Her outburst catches Fleming's attention.

FLEMING (O.S.)
CUT! RESET.
(to Maggie)
Are we here to record their
dialogue or yours? Next time you
want to socialize, you can do it
while you're looking for another
job. Get off my set!

MAGGIE
Oh, sorry, sir. I'm so -

FLEMING
GO!

Maggie hurries off into the dark, shaken and disoriented.

INT. HOSPITAL ROOM - NIGHT

Buddy takes labored breathes, entombed inside an OXYGEN TENT.

His arms are curled into his chest. Legs trembling as he
sleeps. He looks weak, like a withered flower.

Maggie sits at his bedside with his wife, RUTH (27), inside a
HOSPITAL ROOM as she recounts the hell of the past few days.

RUTH
We were eating dinner and he kept
going on and on about how tired he
was. Yawning every other sentence.
And then his face started changing
colors. He couldn't breathe.

Ruth dabs at her eyes, clenching a handkerchief.

RUTH (CONT'D)

So we rushed him here. Doctors realized his lungs were coated with aluminum dust. Aluminum overdose is what it's called. Whatever make-up they were putting on his face, it poisoned him.

MAGGIE

Oh heavens, Ruth - I'm so sorry.

RUTH

He kept going on and on about how he was gonna lose his job. Kept trying to get out of bed leave. Orderlies had to strap him in.

MAGGIE

Let him know I'll tell everyone what happened -

RUTH

They know. The big wigs, anyway. I spent all night on the phone with MGM. They said unless Buddy was in the morgue, he better be back at work in the morning.

Maggie puts a reassuring hand on her shoulder.

RUTH (CONT'D)

He'll be alright. Doctors said he'll make a full recovery in time.

MAGGIE

Please let me know if there's anything you need. Do tell him I came by.

RUTH

Watch out for yourself, Maggie. These studios...they're slaughterhouses. They fatten you up with nice paychecks and fancy premieres. Make you feel loved and cared for. But the moment you aren't blue ribbon, they show you the blade.

She looks at Buddy, laboring to breathe. Knowing it's true.

INT. JUDY'S DRESSING ROOM - DAY

Judy stares at a picture of herself with her friends Lana and Ann. Mid-laugh. Arms around each other. *TAP. TAP. TAP.*

MS. CARTER

Judy??? Are you with me?

Her tutor, MS. CARTER (30s), taps her desk with a pencil, redirecting her attention to a page of algebra problems. Judy gives her a lackadaisical nod.

KNOCK-KNOCK. Keith pops his head into her dressing room.

KEITH

Mr. Fleming wants to see you.

EXT. SOUNDSTAGE - MOMENTS LATER

Judy emerges from the SOUNDSTAGE, squinting in the sunlight. Surprised to find herself encircled by a hoard of press.

Louie B. Mayer stands with open arms, in the middle of it all. Judy obediently walks to him for a hug.

MAYER

Judy, MGM is giving you a custom-built dressing room.

He points to a large beautiful wooden TRAILER on wheels. Her name painted on the door in elegant font. Judy jumps up and down, her hand covering her mouth.

MAYER (CONT'D)

We're recognizing the work you've done for the studio. You've given yourself over to every picture you've worked on. You live and breathe MGM. We believe out of the many stars we have here at this fine studio, you will soon be among the brightest. Let this dressing room be a symbol of all we believe you have in store for us in the years to come.

He pulls out a GOLDEN KEY and holds it out to Judy. She takes the key as flash bulbs burst and everyone in the crowd - Maggie included - applauds heartedly.

EXT. SOUNDSTAGE - LATER

A trembling TRAY OF FOOD -

An apple. Lettuce leaves. A side of cottage cheese.

Judy holds onto her lunch tray, trying to steady her quivering hands as she approaches her new trailer.

There's a bounce in her step as she walks up and pulls out her key. She puts it in the door, but the lock doesn't turn. She flips the key and tries again. The key is a DUD.

She grabs the DOOR KNOB. Shakes it in frustration. She leans her head against the door. Angry tears brim in her eyes.

MAGGIE (O.S.)

Dear - is everything alright?

Maggie stands behind her. Judy forces yet another smile.

JUDY

I'm...fine. The key doesn't work.

MAGGIE

Is the lock defective? I'll go find someone who can help. Wait here.

JUDY

No. It's okay. Really. It's a problem with the key. Don't bother.

Maggie looks at Judy, really wanting to be helpful.

MAGGIE

You can't just sit here. That won't do. Come and eat lunch in my tent.

INT. MAGGIE'S TENT - MOMENTS LATER

Maggie leads Judy inside her dimmed tent.

MAGGIE

Watch your step in here.

JUDY

Why is it so dark?

MAGGIE

(sarcastic)

They wanted my accommodations as unpleasant as possible so I stay in character.

JUDY

Enough time in here would turn any
witch wicked, I suppose.

They share a smile. Judy eats her lunch at the card table.

MAGGIE

I didn't properly apologize for
startling you the other day.

JUDY

Oh, please! No. I was in a mood.
Mother got the stain out. The only
tragedy was the waste of ice cream.
(short silence elapses)
You caught me peeking in on them
filming a dance. I always wondered
what a real one was like - if
people are always as happy as they
seem at them.

MAGGIE

You've never gone to a real dance?

JUDY

No. Mother says if you've been to
one, you've been to them all. I
guess I'm not missing out on much.
Would you believe my prom already
came and went?

MAGGIE

Why didn't you go, dear?

JUDY

I tried, but they had me on a
concert tour. Mother said I could
go to my graduation ceremony
instead. Not a dance, but you get
to dress up with all your friends.
So...it's something.

Judy picks up a PICTURE of Ham on Maggie's table and smiles.

MAGGIE

That's my son, Ham. He turned four
this year.

JUDY

He's an angel. Looks just like you.
What's his name?

MAGGIE

Ham.

JUDY

...His name is Ham Hamilton?

MAGGIE

No, no. It's Hamilton Meserve. He has his father's last name.

JUDY

Oh, I see. And what does your husband do?

MAGGIE

Ex-husband. He's an architect, back in Ohio.

JUDY

Oh...I'm very sorry. I don't mean to make you uncomfortable.

MAGGIE

It's not like he's dead. He was tired of my acting career. Thought he'd be happier back in Ohio. It was a good run. I have fond memories of our life in New York.

JUDY

Why was he upset about your acting?

MAGGIE

It's easy to be supportive of a dream when you don't think it will come true. And he never thought it would.

JUDY

But everyone wants to be a movie star or marry one. Mother says there's no better way to earn a living. It's glamorous. You get to travel. It gives you everything.

Judy's confused by the idea- as if she's never considered happiness outside of movie stardom and celebrity.

MAGGIE

It's not for everyone. You must sacrifice a lot. I never expected it'd cost me my marriage, but it did. And I always worry about how it's affecting my Ham.

JUDY

Do you still think it's worth it?

MAGGIE
Most days I do.

ETHEL (O.S.)
JUDY! JUDY!? JUDY?

JUDY
I'M IN HERE, MOTHER!
(checking her watch)
Oh dear, she's going to kill me.

Judy hurriedly eats the last few bites of salad as Ethel pulls back the flap of Maggie's tent.

ETHEL
Have you not been keeping track of the time? Get moving. You've got to see the doctor before your scenes.

Ethel shoots a glare at Maggie as Judy stumbles to her feet and waves goodbye with her mouth full. Maggie waves back.

INT. HAM'S ROOM - NIGHT

Maggie sits on Ham's bed, reading L. Frank Baum's *The Wonderful Wizard of Oz*, as he plays with his toys on the floor, ignoring her.

MAGGIE
"The little girl did not know of the wonderful power the silver shoes gave her."
(looking up at Ham)
Hammy, come back over here. I thought you wanted me to read this book?
(no response)
Okay. I'll read it to myself then...*"The Wicked Witch laughed to herself"* -

Maggie laughs - AH-HAHAHA-HAHA! A chilling screech. We just heard The Wicked Witch's iconic cackle for the first time.

Ham's little head whips back to Maggie in surprise - needing visible proof this sound came from his mother.

She continues reading, yoyo-ing her pitch between a guttural rasp and a sharp squeal.

MAGGIE (CONT'D)
 (in Witch's voice)
*"I can still make her my slave, for
 she does not know how to use her
 power"*

Ham abandons his toys and returns to his mother for comfort.

MAGGIE (CONT'D)
 (in Witch's voice)
*"Come with me and see that you mind
 everything I tell you, for if you
 do not, I will make an end of you
 as I did of The Tin Woodman and The
 Scarecrow!"*

Ham clutches her shirt, but his eyes are glued to the book.
 He can't look away. A mischievous smile spreads on her face.

INT. JUDY'S TRAILER - THE NEXT DAY

Fingers fly through a clothes rack. Items are scattered
 everywhere. Judy's turned her whole trailer upside down.

INT. SOUNDSTAGE - MOMENTS LATER

Judy exits her trailer, encountering Ethel.

ETHEL
 What's wrong?

JUDY
 My costume. I can't find it
 anywhere.

ETHEL
 Strange. Wardrobe should have an
 extra. I'll go find -

LEROY (O.S.)
 That won't be necessary.

Mervyn LeRoy walks up to Judy's trailer. Janice Chambers,
 Judy's rival and classmate, follows close behind him.

Wearing the DOROTHY COSTUME.

LEROY (CONT'D)
 Good morning! Sorry to start your
 day off with any confusion.
 Ethel, Judy - this is Janice.
 (MORE)

LEROY (CONT'D)

Judy you probably know Janice by now. From your classes and all.

JUDY

Yes, hello Janice.

LEROY

We were doing some publicity photos with Janice here, and I thought we'd give her a spin in the Dorothy dress. Y'know, for kicks. Costume's a perfect fit, isn't it?

ETHEL

Quite lovely. Glad to hear you were able to squeeze in the time you needed to play pretend. We wouldn't want production waiting...

LEROY

You're exactly right. Judy, you don't mind if Janice uses your trailer to change?

ETHEL

She's already in Judy's costume, so why not use Judy's trailer too...

LEROY

Uh, right. Thank you. Janice, move along then. Sorry again for the inconvenience.

Judy steps out of the way so Janice can enter her trailer to change out of the dress. An awkward silence hangs in the air.

INT. TOWER ROOM - WITCH'S CASTLE - SOUNDSTAGE - DAY

The Witch huddles around FLYING MONKEYS in the TOWER ROOM.

WICKED WITCH

Guard those slippers with your lives. They're what I desire most of all. NOW GO! GO! GOOOOOOO!!!

Maggie's in perfect form. Fluctuating her vocal tone from guttural lows to screeching highs. CACKLING with menace.

The FLYING MONKEYS leap from the tower window and into the air as The Wicked Witch yells after them.

BEHIND THE SET

A ZIP LINE is rigged to the ceiling of the SOUNDSTAGE.

Actors dressed as MONKEYS fly past the TWO-LEVEL FACADE of The Witch's Tower, attached to the ZIP LINE with PIANO WIRE.

TOWER ROOM

Maggie continues her performance as the MONKEYS zip by.

WICKED WITCH (CONT'D)
GO! GO! GOOO!

FLEMING (O.S.)
CUT!

The PIANO WIRE snaps.

MONKEY ACTOR
AHHHHHHHHHHHHHHHHHHHHHH!!!!!!

A MONKEY ACTOR plunges, dropping two stories to the unforgiving floor below. *SLAPPING* the concrete. Out cold.

Maggie rushes to the TOWER WINDOW as Fleming walks on set, clapping his hands together.

FLEMING
Exceptional work, Maggie. That gave me the shivers.

Maggie looks down at the man as crew members, including KEITH WEEKS, gather to help.

KEITH WEEKS
BRING A STRETCHER! His leg looks broken.

Fleming glances down, but keeps talking to Maggie.

FLEMING
That performance right there was everything I asked you for. The voice. The laugh. Tremendous.

MAGGIE
Is that man going to be alright?

She points to the FLYING MONKEY on the STRETCHER - his leg twisted in the wrong direction.

FLEMING
They're called extras for a reason.
You should have more than you need.
(yelling to crew)
(MORE)

FLEMING (CONT'D)
 SUIT UP ANOTHER WINGED MONKEY AND
 LET'S RESET FOR THE NEXT TAKE!

EXT. MGM ENTRANCE - EARLY MORNING

Maggie's car drives down the empty road in the quiet morning light, preparing to turn into the studio.

But she's forced to slow down. She sees an ARMY of LITTLE ACTORS funneling into the street.

They enter the studio, awestruck by it all. Maggie smiles, buoyed by their jolly enthusiasm and genuine excitement.

This kicks us into -

A MUNCHKIN MONTAGE

The following snippets are all filmed in jumpy, speckled BLACK AND WHITE 16MM in the fashion of an old NEWS REEL.

- Makeshift stations are set up in a BASEMENT to accommodate the influx of Munchkin Actors into the production. Make-Up Artists carry trays of PROSTHETICS, BALD CAPS and colorful WIGS, distributing them like candy at a parade.

- Maggie walks past a group of Munchkin Actors on set, wearing her full Wicked Witch make-up. She smiles at the little people, but it looks quite sinister. They avoid her.

- OUTSIDE ON THE LOT - dozens of munchkins surround Judy as she writes personalized autographs on 8x11 HEADSHOTS and distributes them amongst the crowd.

- INSIDE A SOUNDSTAGE, Judy leads a procession of Munchkin Actors to the set of MUNCHKINLAND. Little People run onto the set, frolicking on a quaint bridge that crosses over a peaceful pond. Exploring the TOWN SQUARE surrounded by 92 LITTLE HOUSES stretching up into a countryside backdrop.

- Victor Fleming barrels onto set, yelling out orders. Eating away at this delightful fantasy like acid on a film reel.

FLEMING
 WHERE ARE MY ACTORS? WHY ISN'T JUDY
 IN COSTUME?! GET HER TO WARDROBE.

The black and white footage SNAPS back into COLOR as Fleming continues to make demands.

INT. MUNCHKINLAND - LATER

Keith Weeks yells out orders to the production crew as they test the set's pyrotechnics for the upcoming scene.

KEITH WEEKS (O.S.)

SMOKE!

Red SMOKE floats up from beneath the yellow bricks.

KEITH WEEKS (O.S.) (CONT'D)

FIRE!

FLAMING SPIRALS propel upward from an opening in the stage.

Maggie watches the tests nearby, anxiety coloring her face. They're prepping to film the scene we started our story with.

INT. MUNCHKINLAND - LATER

Maggie practices the blocking of the scene in the middle of the Munchkinland town square. Trying to make it to her mark.

Fleming walks over to her as the crew finishes setting up.

FLEMING

They told you I wanted this done in one shot, right? No stunt double.

MAGGIE

Yes, Mr. Fleming.

FLEMING

Betty went over the stunt with you?

MAGGIE

Yes. She said when I hit my mark, put my elbows in and bend my knees as the elevator drops.

MAGGIE (CONT'D)

But...could we rehearse just one or two more times, I -

FLEMING

Great, in that case - LET'S GET READY TO ROLL!

Maggie deflates, allowing herself to get steamrolled again.

MOMENTS LATER

Maggie stands on her mark and pulls her elbows in, hugging her broom close to her face as she's enveloped by RED SMOKE.

The elevator lowers, whisking her out of sight and -

BENEATH STAGE

Under the stage, just as FLAMES spit upwards in her wake.

Two MEN help her off the elevator while a THIRD MAN works a PULLEY that lifts a piece of YELLOW BRICK into the opening.

MOMENTS LATER

Fleming greets Maggie with a smile as she returns to set.

FLEMING (CONT'D)
Darling - that was perfect!
Absolutely perfect.

MAGGIE
Splendid.

FLEMING
Let's get another for insurance.

Uncertainty on her face as he goes off to prep the crew.

MONTAGE OF BAD TAKES

In a series of QUICK CUTS, we watch as takes are ruined over and over again.

- Maggie makes her mark, but the elevator doesn't move.

FLEMING (O.S.) (CONT'D)
CUT! DID SOMEBODY GO BRAIN DEAD?!

- The cast waits for action. The scene hasn't even started. Smoke starts to erupt behind Maggie.

FLEMING (O.S.) (CONT'D)
CUT! PULL YOUR HEADS OUT OF YOUR
ASSES AND GET THIS SHOT DONE.

- Fleming stalks over to Maggie's mark and barks at the crew beneath the stage.

FLEMING (CONT'D)
The moment - THE VERY MOMENT - she
gets her foot on this block, I want
MY SMOKE. I want MY FIRE. And I
want MY ELEVATOR. I WANT THIS SHOT
DONE RIGHT AND I WANT IT DONE NOW!

- Maggie trips over a Munchkin's hand and falls on her way to the mark - right as the flames erupt.

INT. MUNCHKINLAND - TAKE FOUR

The red smoke rises from the pit. Maggie makes it to the mark, perfectly on time. The elevator lowers.

But not fast enough -

Maggie's engulfed in a FLAMING INFERNO as the elevator drops -

BENEATH THE STAGE

Maggie collapses onto the platform below stage - ON FIRE.

MAGGIE
HELP ME! HELP -

The STAGEHANDS immediately come to her aid. Padding at the the fire with their BARE HANDS, trying to smother it.

STAGEHAND
HELP! SHE'S BURNED!
GET SOMEBODY DOWN HERE!

INT. SOUNDSTAGE - MOMENTS LATER

The CREW carry Maggie out from under the stage and into the light - setting her down. She's disoriented and woozy.

Half of her face is SCALDED. Eyelashes and eyebrows burned away. Her right eyelid is a swollen, blistered slit. Her hand looks like a peeled grapefruit. Pink and raw. Missing skin.

A MAKE-UP ARTIST pushes his way through the crowd surrounding her, carrying a metal can of acetone in his hand.

MAKE-UP ARTIST
Let me through! The make-up - I
gotta get it off. It's toxic.

Judy comes up to see the commotion.

JUDY
Maggie?! Maggie?! Are you alright?
Is she okay? Can anybody see?

Judy finally lays eyes on Maggie and bursts into tears. Fleming arrives and pulls Judy back, handing her off.

FLEMING
Get her back to her dressing room.
(to an ASSISTANT)
Get us prepped for that 'YELLOW
BRICK ROAD' reprise.
(MORE)

FLEMING (CONT'D)

Let's film at the top of the hour.
I WANT EVERYBODY BACK TO WORK!

Fleming turns his attention to Maggie as the Make-Up Artist preps a SWAB soaked in solvent. Keith Weeks joins the group.

KEITH WEEKS

Should we call an ambulance?

FLEMING

No. When I was a stuntman, we only called an ambulance if we saw bone.

KEITH WEEKS

Ms. Hamilton, is there anyone you can call to pick you up?

MAKE-UP ARTIST

Now Maggie, this is gonna be a shock, but I need to get this off your skin.

MAGGIE

I'm fine. All this fussing - it's quite unnecessary. Really.

Fleming grabs the Make-Up Artist's hand, stopping him -

FLEMING

Son, you're really going to put that on her burns? That's alcohol.

He shakes Fleming off.

MAKE-UP ARTIST

It's all I got to get it off.

The Make-Up Artist rubs at the green make-up on her scorched skin. The pain steals the breath from her lungs.

She squirms. Fleming and Keith hold her down. More alcohol swabs dab at her face. Unable to bear the pain, Maggie -

FADES TO BLACK.

INT. MAGGIE'S BEDROOM - DAY

Maggie's EYE blinks out from a thick layer of bandages. She's in bed. Mummified.

SUPER: THREE DAYS LATER

Her eye tracks Jess as he stomps around her bedroom.

JESS

If you have any sense, you'll sue
MGM and their stupid lion for
everything. The whole damn jungle.

MAGGIE

You know I'll never work again if I
do that. There won't be a studio in
town that'll hire me.

JESS

You don't stand up for yourself.
They burnt half of you to a crisp!
Now you're happy to flip over to
let them cook the other side?

MAGGIE

I'm a bit player, Jess. I know
that. There's no point in making a
fuss. What I want is simple - keep
the paychecks coming while I'm
mending. They owe me that.

A KNOCK at the door. Alice pokes her head in.

ALICE

Are you ready for him?

MAGGIE

Yes, of course. Just finishing up
with Jess, here.

JESS

(patting her bed)
Don't worry about any of this. Just
focus on getting better.

MAGGIE

(calling after him)
Don't make a fuss, Jess. Hear me?!

Jess passes as Alice enters - guiding Ham by the hand. He
takes in the darkened room. Sees the figure lying in bed.

MAGGIE (CONT'D)

Ham. Don't be scared. It's Mommy.

Ham cranes his neck to get a better look at her. Uncertain.

MAGGIE (CONT'D)

Look how silly I am in these
bandages? You've got a mummy for a
mommy.

The seriousness of the situation registers on his face.

MAGGIE (CONT'D)

Can you say 'mummy'? Say 'mommy's a mummy'? It's okay Ham. It's okay.

But he knows it's not. Tears fill his eyes. He shakes loose of Alice and RUSHES to her bed.

ALICE

Ham, no-no-no!

He wraps Maggie in a hug, clinging to her. She flinches. Wincing in intolerable pain.

Alice comes to pull Ham away, but she waves him off. Enduring the pain. She rubs his back as the little boy cries.

Something comes over Maggie. A deeper awareness - she's all this little boy has in the world.

MAGGIE

I'm okay...I'm okay.

A tear drips from her eye, disappearing into her bandages.

EXT. MAGGIE'S HOUSE - MORNING

Judy walks up a driveway with two large armfuls of GROCERIES.

SUPER: TWO WEEKS LATER

She KNOCKS on the door. A moment later, MAGGIE opens it up. Her hand is still heavily wrapped, but her face only has two small bandages where the skin is still healing.

JUDY

Maggie!!

MAGGIE

Judy!?

JUDY (CONT'D)

(talking fast)

You look a darn sight better than when I last saw you.

MAGGIE

What on earth are you doing here?

JUDY

You're not able to cook with that mitt on your hand. I figured you could use a treat. I came to make you pancakes.

Maggie laughs as Judy darts inside, a tornado of energy.

INT. DINING ROOM - MAGGIE'S HOUSE - LATER

A savory STACK OF PANCAKES are set down in front of Maggie.

MAGGIE

My gosh, this looks delicious.

JUDY

I can't tell you how much I've missed you at work.

MAGGIE

I've missed you too. That's very sweet of you to say dear. I'm not so sure anybody else does.

JUDY

What do you mean?

MAGGIE

You're the only one who's visited.

JUDY

I would've made it here sooner if I knew how close by you lived.

MAGGIE

I've been renting my house out. But after the accident, my renters were nice enough to move out and find a new place while I recovered.

Judy hands Maggie a fork and napkin and pours SYRUP on Maggie's pancakes. A LOT of syrup.

MAGGIE (CONT'D)

(laughing)

That's enough, dear! That's enough!

Judy sits down with Maggie, without a plate for herself.

MAGGIE (CONT'D)

Aren't you going to eat with me?

JUDY

I'm dieting.

MAGGIE

Why? Who's telling you to?

JUDY

Mr. Mayer, Mr. Fleming, Mr. LeRoy,
my mother.

MAGGIE

That's absurd. You have a fine
figure.

JUDY

I think I see what they're saying.
The other week, mother thought it'd
be fun to go to a showing of
Pigskin Parade - that was the first
movie I was in. I looked positively
awful. Mr. Mayer says the most
important thing to being a movie
star is to look like one. What
little girl would leave a picture
wanting to look like a fat
frightening pig with pigtails?

MAGGIE

It sounds more to me like you've
been made to see yourself that way.
I was told I wasn't pretty enough
to be an actress. That I wasn't a
glamour girl. When I became an
actress, I was told I wasn't
interesting enough for leading
roles. When I starred on Broadway,
I was told I wasn't good enough for
Hollywood. And since I've gotten to
Hollywood, I've only been given
parts as grumpy women in aprons.
Until now. Everyone wants to tell
you how to see yourself. But who
you are, who you believe yourself
to be - that's a different matter.

Maggie stands and takes her dirty plate into the kitchen,
leaving Judy to think. She hears a sound in the next room.

JUDY

(looking around)

I figured I'd have seen Ham by now.
Where is he?

MAGGIE (O.S.)

Oh, he's hiding. He won't come out
until you leave. Don't take it
personally.

JUDY

I have two nephews that are
terribly shy like him.

Maggie returns from the kitchen.

MAGGIE

He's been silent since Paul...my ex-
husband, moved out.

JUDY

You mean, he hasn't said a word?

MAGGIE

Not one. I suppose it's some kind
of monkish vow of silence. He won't
speak till his parents remarry.

Maggie lets out a pained laugh.

JUDY

Can I try to get him to come out?

MAGGIE

You can certainly try, dear. But I
make no guarantees.

JUDY

I have a trick my nephews can't
resist.

INT. LIVING ROOM - MAGGIE'S HOUSE - MOMENTS LATER

Judy and Maggie stand in the living room. Judy sings a slow,
melodic song - her voice carrying through the house sweetly,
like Snow White calling to her forest animals.

JUDY

*Keep on dancing.
And you'll discover that your
romancing your dancing lover.*

Suddenly, Judy breaks into a goofy song and dance.

JUDY (CONT'D)

*Shake a little bit.
Swing a little bit.
Hop a little bit. Tow a little bit.
Stop a little bit. Go a little bit.*

She flails about - hopping, dipping, stopping, spinning.

JUDY (CONT'D)
Oh Balboooooooooaaaa. Balboooooooooaaaa.

She spots Ham, peeking out from behind the couch. But she pretends like she doesn't see him.

JUDY (CONT'D)
 (dancing - to Maggie)
 We did this number in *Pigskin*
Parade. Sent the kids into a craze.

She continues the foolish dance as Ham slowly approaches.

JUDY (CONT'D)
 (in-between breaths)
 My theory - is that - I look like -
 I'm having so much fun - the kids
 feel like - they're missing out.

Maggie laughs in disbelief. *This actually works?*

JUDY (CONT'D)
 (still dancing)
 Ham - you want me to teach you how
 to do The Balboa?

Ham nods. Judy grabs his hands - staying in rhythm.

JUDY (CONT'D)
Hop on your left foot. Kick out
your right. Dip. And swing.

She pulls Ham through the motions. The little boy giggles.

JUDY (CONT'D)
Oh Balboooooooooaaaa.

HAM
 BOW-BOWA!

Maggie's eyes about BUG out of her head, hearing Ham speak. Even Ham looks surprised.

MAGGIE
 You got him to speak! Hammy say
 that again.

HAM
 BOW-BOWA!

Judy stops dancing. Suddenly appearing ill.

MAGGIE
 Are you okay?

JUDY
Yes, I'm fine, I -

Her legs wobble and she COLLAPSES. Maggie runs to her side.

MAGGIE
Judy! Judy!

JUDY
I'm, I'm -

She let's out a huge yawn.

JUDY (CONT'D)
Sometimes I get terribly tired.
Happens in an instant. I'm okay.

MAGGIE
Should I call someone? A doctor?
Your mother?

JUDY
(getting to her feet)
No, no, no. I better get going
though.

Judy walks over to Maggie's door.

MAGGIE
Shouldn't you just rest a minute.
Make sure you're okay? I can drive
you back over to the lot?

JUDY
Walking is just what I need. I'm
fine, really. This was lovely.
Splendid meeting you Ham. Goodbye!

MAGGIE
Goodbye.

And with that, Judy leaves. Maggie watches the door close,
perplexed and mystified by this peculiar girl.

INT. SOUNDSTAGE - MOMENTS LATER

MARGARET HAMILTON - her name in elegant Art Deco font.

SUPER: ONE WEEK LATER

Maggie is back on set. In front of a small mobile DRESSING
ROOM. It's replaced where her sad tent once stood.

LEROY (O.S.)
What do you think of it?

LeRoy appears next to Maggie.

MAGGIE
It's...lovely.

LEROY
We wanted to show you how fortunate
we felt to have you on the
production.

MAGGIE
Mmm. Is that right?

LEROY
Uh, yes.

MAGGIE
I think you're hoping that I don't
sue. And you thought giving me a
new dressing room was enough...

LEROY
That's ridiculous. This is just a
welcome back gift. We...I...
(pause)
What will it take?

MAGGIE
If I were coming up with a price,
I'd have to account for how you
lied to me about every actor only
getting two guaranteed weeks.

LEROY
We're in week 13 of the production.
What's that matter now anyway?

MAGGIE
It matters because I'm a nice
person, Mr. LeRoy. I trust other
people. That's the kind of world I
want to live in. But you make me
regret being that person. No fancy
trailer is going to make me trust
you again, and there's something
very sad about that to me.

LeRoy averts his gaze.

MAGGIE (CONT'D)

If you need me to say it, I'll say it - I'm not going to sue. But I am going to make one thing very clear - I will have nothing to do with fire for the rest of filming.

LEROY

Understood. No more fire.

INT. JUDY'S TRAILER - LATER

Maggie waits inside Judy's trailer, taking a look around as Judy goes to her closet, hurriedly changing.

There's matching plaid furniture. Walls with wood paneling - decorated with PICTURES of Judy with her friends and family.

There's a fat MANNEQUIN torso next to Judy's VANITY MIRROR. A handwritten note on it says "*Do you want to look like this?*"

Judy proudly dances over to Maggie in a BLUE DRESS. Maggie can't help but laugh at her excitement.

JUDY

Here it is! What do you think?

Ethel enters the trailer.

ETHEL

It's too bland. I told her she needs something with a little zing. Something to make her stand out.

MAGGIE

Oh, I think it's darling. Simple, sure. But lovely.

Judy beams, doing a twirl in the dress.

ETHEL

She's being polite. You'll look plain. Like every other girl there.

JUDY

That's exactly what I want. To look like everyone else. It'll be grand!

ETHEL

Go and change - before you spill something on it.

Judy disappears. Maggie looks back at Judy's wall of photos.

MAGGIE

That photo is hysterical.

ETHEL

Which one?

Maggie walks over to a picture of Judy and her TWO OLDER SISTERS standing under a theater marquee that reads - "TONIGHT - FRANCES AND THE GLUM SISTERS".

MAGGIE

The one under the theater marquee.
"The Glum Sisters".

ETHEL

(smiling)

Oh, yes. I could have killed the owner. I begged him to change the sign. He said "*Glum or Gumm. Either way, nobody's coming to see a singer with a name like that.*" That's when we decided to change her name.

MAGGIE

Judy Garland was a lovely choice.

Ethel sits down on Judy's plaid couch, glancing around at the other old photos. Mementos she rarely thinks about.

ETHEL

I'm glad those days are behind us. They were tough. I had Judy performing for pennies. Going everywhere. Doing everything to get her name out there.

MAGGIE

If a mother doesn't believe in their child, who else will?

ETHEL

It's funny - I read all of Judy's fan mail. Every little girl claims to be her greatest admirer. They haven't a clue who they're competing with.

Maggie laughs. Ethel's love for Judy is undeniable.

ETHEL (CONT'D)

Every weekend, for years, we'd wake up bright and early to drive from Lancaster to Los Angeles. Going from one audition to another.

JUDY (O.S.)

And we woke up our whole neighborhood with us. That Buick coughed like a shotgun every time you started the engine!

The three of them laugh as Judy rejoins them. She sits down at Ethel's legs, hugging them affectionately.

ETHEL

She grew up to the sound of applause. Craved it. We had to yank her off stage ever since she was a pup. Always loved an encore.

Judy begins to cry, surprising Maggie. Ethel rolls her eyes.

MAGGIE

What's wrong, dear!?

ETHEL

Oh, this one cries at anything.

MAGGIE

What's the matter?

JUDY

Talking about old times...makes me think of my father.

She buries her face in Ethel's skirt. Ethel makes no move to comfort her. She peels Judy off.

ETHEL

I'm going to go stretch my legs.

Ethel leaves the trailer. Judy stands and wipes her eyes.

MAGGIE

Tell me about him, dear.

JUDY

Oh...he was my best friend. He passed when I was 13, right after I auditioned with MGM. He's the one who took me to the audition.

MAGGIE

So tragic how that happens. Was his passing sudden?

JUDY

He hadn't been in good health, but it wasn't anything serious. He had been in the hospital for a week. Recovering. And then suddenly took a turn for the worse.

Maggie reaches out and pats Judy's shoulder, soothing her.

JUDY (CONT'D)

I was off performing on a radio show when they told me he was fading. They put the radio next to his bed so he could hear me sing one last time. I'll never sound better than I did that night.

MAGGIE

I'm sure he was very proud. Imagine if he saw you in your dress at your graduation? How proud he'd be of the young lady you've become?

Judy nods. Her eyes well up, comforted by Maggie's words. Words she should have heard from her own mother.

INT. MAKE-UP DEPARTMENT - MORNING

Maggie's eyes are shut as a BRUSH gingerly paints green make-up onto her face's sensitive new skin.

COSTUMER (O.S.)

Uh, Ms. Hamilton. Keith told me to ask if you want your regular costume or your fireproof costume?

Maggie's eyes POP open.

MAGGIE

I don't have a fireproof costume. And if I do, I don't want it.

She stands up, her face only half-painted.

MAGGIE (CONT'D)

Tell Keith to meet me on set.

INT. BLACK PROCESS STAGE - MOMENTS LATER

Against a massive black backdrop -

A BROOMSTICK is suspended 10 feet in the air by thin piano wires. A PIPE is fixed to the back of it to release smoke. Maggie stares up, skeptical. She turns to Keith.

MAGGIE

What sort of fire do you
anticipate?

KEITH

We don't anticipate any fire. It's
just a precaution.

MAGGIE

But if it's a possibility, then I'm
not doing it. Am I the only one
interested in avoiding any more
accidents on this set?

KEITH

I'll inform Mr. Fleming that you're
refusing to cooperate.

MAGGIE

Oh, will you now? Bring me to him
then. I'll "inform" him myself.

FLEMING (O.S.)

Inform me of what now?

Fleming approaches from behind.

KEITH

She refuses to shoot the scene.

MAGGIE

The only reason I returned to this
set was because I was told I'd
never deal with fire again.

FLEMING

You'll sit on the broomstick
saddle. We'll string you up there -
We'll film you close-up. You'll
scream. You'll cackle. Smoke comes
out the end of the broom. Done.

MAGGIE

No smoke. I'm not taking any more
chances with my life.

FLEMING

That's why we have the fireproof costume. To not take any chances.

MAGGIE

No.

FLEMING

Maybe I should just give the stunt double your whole damn part? You're good in the role, but -

MAGGIE

- "You could grab any Sally or Jane off the street and they would happily die to be in the film." That line's a favorite for you folks around here, isn't it? Well, I very nearly did die for this role, Mr. Fleming. And I can tell you from personal experience, it wasn't worth it!

She turns to walk away. Fleming calls after her -

FLEMING

If you walk off this set, Mr. Mayer will hear about it. I'd hate to tell him you aren't MGM caliber.

MAGGIE

Tell him if you please. I'm an actress, Mr. Fleming. Call me when you have scenes to film instead of stunt work to perform.

INT. MGM COMMISSARY - DAY

Judy and Ethel are back at the commissary - eating lunch at a table alone. Judy slurps her broth.

ETHEL

You're trembling.

JUDY

I'm fine.

ETHEL

We'll speak to the doctor about it.

Lana comes over to their table, talking in an excited hush.

LANA

Judy, we've missed you at school!

JUDY

(talking hurriedly)

Sorry. I've just had a lot to do.

LANA

Well, it's Ann's birthday. She'll be here any minute. We're gonna surprise her with a whole birthday cake. Join us for a slice!

JUDY

(looking at Ethel)

I can't. Soon as I finish, I've got to go to the recording studio. Can I catch up with you and Ann later?

LANA

(disappointed)

Okay. Good luck with the recording.

Judy fidgets as she watches Ann arrive at her table -

TABLE

SURPRISE!

They make a fuss over her and begin singing *Happy Birthday*.

JUDY

Can I just go over there?

ETHEL

No.

JUDY

But I promise I'll just -

ETHEL

I said no.

Judy spastically scoots out from the table and gets up.

ETHEL (CONT'D)

Judy. Judy!

Instead of walking to Ann and Lana's table, Judy marches to the BUFFET at the center of the commissary.

She takes a fist of MASHED POTATOES and eats it. Then FRIES, CRANBERRY SAUCE, HUSHPUPPIES. Shoveling food into her mouth.

The commissary goes quiet. People tap one another and point. Everyone wants to watch Judy Garland meltdown.

Ethel runs over to the buffet and tugs at her daughter, pulling her away and hurrying her out of the building.

INT. MAYER'S OFFICE - MOMENTS LATER

Judy and Ethel stand in Mayer's office, seeking mercy.

MAYER

What was that all about? Do you not appreciate everything I've done for you? The resources I've put into you? All those lessons?

ETHEL

She's grateful. Our whole family is. We owe MGM a debt of gratitude.

MAYER

Don't I offer an open door so you can talk with me about *anything*?

ETHEL

This was a lapse. The fault of wild teenage hormones. A brief bout of hysteria. Nothing more.

MAYER

Ethel, I want to hear from Judy.
(to Judy)
Why embarrass yourself like that?

The office goes quiet. A loud clock *TICKS. TICKS. TICKS.*

JUDY

Everybody has thoughts on what I eat. Opinions on how I look. Advice on what I wear.

MAYER

So that's it? You find us overbearing? You wish we'd leave you alone - let you be like everyone else?

(Judy shrugs, nodding)

You're from Minnesota. What do women look like there?

JUDY

Normal, I suppose.

MAYER

Right. How many of them look like Lombard? Or Harlow? Or Dietrich?

(silence)

Not many. That's why people go to the movies. To see beauty and glamour. They don't want to see the real world, the one they're trapped in. They want the dream world where every man is Gable and every woman is Garbo. Movie stars look different because we make them that way.

(scrutinizing Judy)

How very sad. To know you'd rather LOOK and BE like everybody else. I meet girls every day who beg me to make them a star. And here you are, pitying yourself because I've done just that.

JUDY

(crying)

No, Mr. Mayer. No. That's not it at all. I'm sorry. I'm being foolish.

MAYER

It takes a barrel of cash to polish a dirty penny like you into a silver dollar. I made you the extraordinary Judy Garland. And all along, you wanted to be ordinary Frances Gumm. I wish I'd known.

JUDY

Mr. Mayer, I know what you've done for me. I'm so sorry for everything I've said. I want to be at MGM more than anything. I owe you my whole life. I'm sorry for what I've done.

Mayor nods and opens up his arms. Judy comes around to his desk and embraces him. He pulls her onto his lap.

Ethel smiles, as if it's all so touching. *KNOCK-KNOCK-KNOCK*. Mayer's SECRETARY pops her head inside his office.

SECRETARY

Mr. Mayer - you're lunch meeting begins soon.

MAYER
(to Judy and Ethel)
Walk with me down to the dining
hall.

INT. HALLWAY - MGM EXECUTIVE OFFICES - MOMENTS LATER

Judy walks with Mayer down the hallway, wiping her eyes, nodding along, as Ethel trails closely behind.

We don't hear his lecture until they come closer.

They stop outside the door to the EXECUTIVE DINING ROOM.

MAYER
Can I count on you to keep a strict
diet? To start taking your figure
seriously?

Judy and Ethel get a glimpse into the room.

MEN sit around, gorging themselves with lobster tails and racks of ribs. Their faces messy with sauce and food bits.

Judy and Ethel both see her - Janice Chambers. Sitting at the end of a long table filled with meats, pastas and desserts.

ETHEL
What is *she* doing in there?

MAYER
Janice Chambers? She's our lunch
guest today. She's actually going
to sing a song for us. Her voice is
really something. She can sing jazz
and swing.
(looks at Judy)
Just like you.

Ethel's face falls. Eyes darkening. A line has been crossed. She pushes past Mayer, walking into -

INT. MGM DINING ROOM - CONTINUOUS

The MGM DINING ROOM - outfitted in Art Deco decor. A GRAND PIANO in the corner.

ETHEL
What's the song you're singing
Janice?

JANICE
Oh, hello...uh - *Everybody Sing.*

ETHEL
A splendid song. One Judy knows well. Janice, how fun would it be for Judy to join you in a duet?

JANICE
That would be...lovely?

MAYER
Hold on, I don't think we -

ETHEL
Who would like to hear Janice AND Judy Garland sing a song together?

The executives applaud, drowning out Mayer's protests. Ethel smiles at him - happy to put her prized filly to the test.

MOMENTS LATER

Ethel straightens Judy's hair as Janice preps her voice.

ETHEL (CONT'D)
(quiet, intense)
There is no "next" Judy Garland.
Remind these men of that.

Judy nods, finishing her breathing exercises. The men turn to them. Ethel sits at the GRAND PIANO to accompany the girls.

Judy stands next to Janice at the front of the room.

MAYER
Why don't you go first, Judy.

JUDY
Alright - I'll start where the tempo picks up.

Ethel punches the piano keys. The song delightful and upbeat.

JUDY (CONT'D)
*Everybody sing, everybody sing!
Let the sound of your voice turn
winter to spring. Everybody's gay,
everybody's gay! Oh, say can't you
hear the orchestra play?*

Judy's voice is steady, controlled - like a driver revving their engine, giving a taste of the power beneath the hood.

She taps her feet, getting the men involved. They bob their heads as Judy smiles at them with '30s glad-to-be-alive glee.

JUDY (CONT'D)

*Everybody singgg! Everybody start!
Can't go wrong with a song in your
heart. C'mon now, get into that
swing! Go Do Re Mi Fa So La Si Do.
Do Re Mi Fa So La Si Do ---*

Judy kicks it over to Janice -

JANICE

*Everybody sing, everybody sing!
Let the sound of your voice turn
winter to spring.*

Janice's voice sparkles for the first part of the verse. But it's too much - the men's eyes on her, her role model next to her, Louie B. Mayer watching.

Janice falters - losing control of her voice. She all but SHOUTS the next verse from nervousness.

JANICE (CONT'D)

*SING BEFORE BREAKFAST! HELP THE
BIRDIES ALONG! BEFORE YOU HAVE YOUR
BUTTERED TOAST! HAVE A SONG!*

A long sinister smile spreads over Ethel's face as she plays.

Judy sees the tears welling in Janice's eyes. Judy jumps back in, singing the song with Janice - guiding her back on key.

JUDY & JANICE

*Sing before breakfast, never quiet
a thing. Before you eat your
shredded wheat, sing, sing, sing!*

She grabs Janice, dancing with her - pulling her focus away from all the eyes. Smiling at her. Reminding her this is fun.

JUDY & JANICE (CONT'D)

*Sing GOOD, Sing BAD, Sing LOUD,
sing soft, Sing sweet, sing HOT.*

Janice lets Judy take the last line -

JUDY

Evvvveerrrrerybody SINGGGGGGGGGGGGG!

The executives stand, wildly applauding.

JANICE
 (whispering to Judy)
 Thank you.

Judy gives Janice a wink.

Ethel shoots a glare at Mayer. The message clear. He looks away. She walks out with Judy as the executives cheer.

INT. BLACK PROCESS STAGE - LATER

CLOSE ON A FINGER PRESSING A BUTTON. PULL OUT to REVEAL SMOKE shooting out the back of the broom.

Betty rides the broom ten feet above the stage. WIND MACHINES cause the smoke to billow.

FLEMING (O.S.)
 CUT!

Fleming walks over, beneath Betty. Keith next to him.

FLEMING (CONT'D)
 That was all great. Let's do a few more. But move the pipe.

KEITH	FLEMING (CONT'D)
We might not -	I want to see her cape blowing in the wind.

KEITH (CONT'D)
 ...yes sir.

We see Betty's cape is pinned down. Concealing the pipe.

KEITH (CONT'D)
 Go ahead and bring her down.

MOMENTS LATER

Betty mounts the broom's SADDLE. Four wires connected to the broom LIFT her into the air.

We can now see the pipe is under Betty's seat, rather than behind her at the end of the broom.

FLEMING (O.S.)
 Action.

Betty's finger presses the smoke button. BOOOOOOMMMMMMMMMMMMM!
 The pipe EXPLODES in a spectacular blast of ORANGE and RED.

The blast forces her off the broom -

She manages to keep her legs wrapped on the BROOMSTICK. She dangles upside down beneath the broom.

Blood DRIPS, raining down. Pattering onto the floor.

Her leg is a MANGLED MESS. Part of her calf is MISSING. The men scramble to bring her down.

MOMENTS LATER

BIRD'S EYE VIEW of Betty lying still on the floor. Her leg wrapped in towels. A RED BLOTCH of BLOOD clearly visible.

Betty just stares up into the rafters. Emotionless. Blank. Keith stands over her, upset. Guilt in his eyes.

KEITH

Ambulance will be here soon, ok?

FROM BETTY'S POV

Up in the rafters, we see she's fixated on - The Witch'S HAT. Blown off her head with such force from the explosion that it's caught in the rafters of the SOUNDSTAGE.

INT. MAGGIE'S HOME - CONTINUOUS

Inside her house, Maggie has the phone to her ear. Ham sits in her lap, eating his dinner.

MAGGIE

Is she okay?!

(puts hand over mouth)

Oh my! Oh, how terrible! Please, keep me updated on her condition.

She hangs up the phone and wraps Ham up in a hug.

INT. JUDY'S TRAILER - MORNING

Judy sits in her trailer, doing vocal warm-ups with Ethel.

A KNOCK on the door. Ethel answers. It's LeRoy.

ETHEL

Good morning, Mr. LeRoy.

LEROY

Morning Ethel. Judy. Mr. Mayer just gave me marching orders for The Wizard of Oz promotional tour. May I come in?

INT. TIN MAN'S CABIN - SOUNDSTAGE - MOMENTS LATER

The Wicked Witch cackles to herself atop THE TIN MAN'S CABIN. Dorothy, Tin Man, and Scarecrow cower below her.

WICKED WITCH

So nice of you men to help the lady
along. But you best leave her
alone! Or I'll turn you into scrap
metal. And you - I'll make you into
a nest. Don't you know, you're
playing with fire?

The Wicked Witch pretends to conjure a ball of fire and
tosses it at the trio.

FLEMING (O.S.)

CUT! That's a wrap on The Wicked
Witch. Let's give Maggie a hand.

Maggie waves to the cast and crew as they clap for her.

EXT. JUDY'S TRAILER - SAME

We're outside Judy's TRAILER. The door opens. LeRoy stands in
the doorway. Uncomfortable.

LEROY

I'm sorry, Judy. I know you're
disappointed. If I controlled the
schedule, I would change it for
you...

ETHEL (O.S.)

She'll be fine. So emotional, this
one. Thank you for the news.

LEROY

Alright.

We get a glimpse inside: Judy on the couch, eyes red, puffy
with tears. Ethel next to her, trying to provide comfort.

JUDY (O.S.)

HOW CAN YOU GO ALONG WITH
THIS?! YOU KNOW HOW BADLY I
WANT TO GO.

ETHEL (O.S.)

(Sharp. Voice rising)
Calm DOWN. Be professional.

JUDY (O.S.) (CONT'D)
 I JUST DID A TOUR. BEFORE
 THIS SHOOT - AND I MISSED
 PROM! I WON'T GO AGAIN AND
 MISS GRADUATION. I WON'T!

ETHEL (O.S.) (CONT'D)
 JUDY! GET CONTROL OF
 YOURSELF! I'VE GIVEN UP
 EVERYTHING FOR THIS! YOU WANT
 TO THROW IT ALL AWAY OVER A
 STUPID CEREMONY!?

LeRoy steps away as the shouting continues.

INT. MAKE-UP DEPARTMENT - LATER

Next to Maggie - a bottle of acetone is placed next to a
 CLOTH and a WASH BASIN. The Make-Up Artist works

She winces as the cloth scrubs against her skin.

LEROY (O.S.)
 Careful junior, you'll take her
 skin off if you scrub any harder.

LeRoy walks over.

MAKE-UP ARTIST
 Sorry sir, I'm trying to get it out
 of her pores.

MAGGIE
 Oh, don't worry you two. This make-
 up is part of me now, I'm afraid.
 To what do I owe the pleasure, Mr.
 LeRoy?

He crouches down, getting at eye-level with Maggie.

LEROY
 Well, I've been working with
 Fleming and the editors to assemble
 a cut of the film. Reviewing the
 footage and all. I must say - this
 picture is quite a spectacle.

MAGGIE
 (wincing)
 I'm glad it's to your liking.

LEROY
 You're performance is magnificent.
 It'll scare the pants off the kids.
 (hesitating)
 But, uh...we decided to do away
 with some of your scenes. A few of
 'em are too frightening.

MAGGIE

You're the first producer to bother telling me my part's getting cut down. Usually they just do it.

LEROY

I don't like my talent to have any surprises at the premiere.

MAGGIE

...so how bad is it?

LEROY

You're looking at around ten minutes of screen time.

Her breath leaves her. The disappointment a dagger. *She nearly gave her life for this performance.*

LEROY (CONT'D)

We still have to see how the final cut shakes out - so who's to say. But I wanted to let you know.

MAGGIE

...Thank you.

LEROY

I appreciate you taking this well. Not many actors would. I'm meeting with Mr. Mayer soon to discuss MGM Talent. I'm going to recommend he put you under contract with us.

MAGGIE

Oh my...oh how wonderful. Thank you. That'd be a dream come true.

LEROY

I'll let you know what he says.

INT. GALE FARM - SOUNDSTAGE - MOMENTS LATER

SET DECORATORS and CRAFTSMEN put the finishing touches on the the FARM, FARM HOUSE, and DIRT ROAD for the Kansas scenes.

Judy and Fleming are on the outdoor set of the Gale Farm. Judy's vacant, listless - her mind elsewhere.

FLEMING

You understand what we need here? How you need to play it?

He kneels down in front of her, pointing into the oblivion of farmland in the painted backdrop behind them.

FLEMING (CONT'D)
Remember, you're a little girl from
nowhere. You live in this bleak
place where color doesn't exist.
Where there isn't any hope. The
only hope is in something
intangible. A rainbow. Think you
can act that?

Judy looks past Fleming - at the CRAFTSMEN rolling wheelbarrows of HAY and dumping it onto the stage floor.

FLEMING (O.S.) (CONT'D)
Did you hear me?

She watches the MEN chipping away at the paint on the PICKET FENCE of Dorothy's farm, making it look old and sun worn.

FLEMING (O.S.) (CONT'D)
Judy? Hello? Look at me. What's
gotten into you?

She looks over at the DIRT ROAD to nowhere as crew members rake and preen it to appear rural and unkempt.

JUDY
I don't want to do this.

FLEMING
(temper flaring)
Don't want to do what?

JUDY
This scene. This picture. This. All
of it. I don't want to do it
anymore...

He SLAPS Judy across the face. She freezes. Everyone on set stops what they're doing. No one speaks. A RINGING SOUND builds, stinging our ears.

Fleming looks around. Sees everyone staring at him.

FLEMING
(barely decipherable)
Go back to your trailer. Get ahold
of yourself.

He walks away, leaving Judy alone. The CREW awkwardly goes back to doing what they were busy with before.

Something awakens inside her. A despair brewing all these years inside of her finally bubbles over.

She RUNS - ACROSS THE DIFFERENT SETS.

She runs from the GALE FARM, kicking up hay that was imported and perfectly placed on the stage floor.

She escapes down THE ROAD TO NOWHERE, past the day-old fence made to appear rotten and decayed.

She runs across the set of the TIN MAN'S CABIN where there's a forest of trees that've never seen sunlight. Running away to nothing. In search of something tangible.

INT. MAGGIE'S DRESSING ROOM - SAME

Judy BURSTS into Maggie's dressing room, a mess of tears. Maggie immediately comes over to console her.

JUDY

They're sending me away before
graduation. I don't get to go!
I don't get to wear my dress!
Everybody will be there without me!

Maggie tries to get her to sit down, but she won't.

MAGGIE

Oh my! Slow down dear. Slow down.
What's wrong?

JUDY

MGM is sending me on tour. Soon as
the production ends. Right when I'm
graduating. And mother - she said
nothing. She just let it happen.

MAGGIE

I'm so sorry.

JUDY

And I was upset. But of course I
had to go work. And Mr. Fleming was
getting so cross. He lost his
temper and...he slapped me!

MAGGIE

He what? Where was your mother?

JUDY

In my trailer.

MAGGIE
Let's find her. The three of us
will go talk to Mr. LeRoy about it.

JUDY
It's no use. It's...I -

Judy staggers. Her legs give way and she collapses. Fainting.

MAGGIE
JUDY! JUDY! JUDY!

Maggie runs to her side. She's unresponsive.

INT. SOUNDSTAGE - MOMENTS LATER

Maggie pounds on Judy's trailer. BANG! BANG! Ethel opens up -

MAGGIE
It's Judy. I can't get her up.
We've got to get a doctor -

ETHEL
Just bring me to her.

Ethel exits the trailer as Keith appears.

KEITH
Have you seen Judy? Fleming's ready
to film.

MAGGIE	ETHEL
Something happened and Judy -	- Tell him Judy will be there in a minute.

MAGGIE'S TRAILER - MOMENTS LATER

Maggie holds Judy's head in her lap. Ethel looks down at her daughter, eerily calm.

MAGGIE (CONT'D)
Don't you want me to find the
medic? Someone should look at her.

ETHEL
No, it's just a spell. I know how
to deal with it. Open her mouth.

Maggie gently opens Judy's mouth with her hands as Ethel takes out a VIAL and pours it into Judy's mouth.

Judy sits up with a start. Groggy and disoriented.

MAGGIE

Don't move too quickly now, dear.

A KNOCK on Maggie's door. Keith pokes his head in.

KEITH

We NEED her. Now.

MAGGIE

You can wait a DAMN minute!
Can't you see she's ill?!

ETHEL

No, no - it's alright. She's
alright. Here. Help me.

Ethel motions for Keith to help her get Judy to her feet.
Judy's shaky, blinking - regaining her awareness.

ETHEL (CONT'D)

(to Judy)

There we are. Now, let's do your
breathing exercises on the walk
over. For your solo.

INT. GALE FARM - SOUNDSTAGE - MOMENTS LATER

Judy stands in front of the cameras. Glazed over. Groggy.
Waiting as the CREW positions lighting around her.

Maggie finds Ethel alone, observing the set from the shadows.

MAGGIE

What's wrong with her?

ETHEL

It's really none of your concern...

MAGGIE

I pried open her mouth.

ETHEL

(Pause...begrudgingly)

Time to time...she suffers from
fatigue. I just gave her a little
something. To keep her energy up.

MAGGIE

That vial? You're giving her
uppers, aren't you?

Ethel stares straight ahead.

FLEMING (O.S.)

ACTION!

They watch Judy stroll dreamily around the farm.
Her golden voice fills the SOUNDSTAGE with melancholy.

JUDY

*Somewhere over the rainbow, way up
high. There's a land that I heard
of, once in a lullaby.*

MAGGIE

She's just a child. Mayer, LeRoy.
They deserve to know what you're
doing right under their noses.

ETHEL

Where do you think I get those
vials? The studio hospital gives
them to me. Who do you think
recommends Judy go there? Mr.
Mayer. Who do you think checks to
make sure she's taking them? Mr.
LeRoy. All so she delivers for Mr.
Fleming. There is no one to tell.

MAGGIE

How could you do that to her?

ETHEL

You're lucky I do. Look around. All
these people? They work when Judy
works. We all need my little girl
to be at her best. You included.

MAGGIE

Not at the cost of her well-being.
You are using her. Wringing her dry-

ETHEL

I didn't have a choice!

Ethel turns to look at Maggie. Emotion thawing her icy face.

ETHEL (CONT'D)

Her father wasn't right. He had a
spark...for boys. Couldn't help
himself. No matter where we went,
folks always caught on. Ran us
right out of town. In time, we
didn't have anywhere left to run
to. I couldn't depend on him to put
food on the table. I had no trade.

(MORE)

ETHEL (CONT'D)

But I had Judy and I knew show business. I pushed her.

(beat)

Judy's sacrificed for our family. Just like I had too. That's life.

MAGGIE

Ethel, I'm sorry. Truly. I don't doubt your love for her, but she's still a child. She still needs you to protect her. You are her mother.

Tension hangs in the air. Maggie looks at her, almost pleading. Ethel sneers - mad at Maggie for not understanding.

ETHEL

That's right...I am her mother.

She walks away. Maggie watches Judy singing the song.

JUDY

*Somewhere over the rainbow,
bluebirds fly. Birds fly over the
rainbow, why then, oh why can't I?*

Invoking a pain and pathos far beyond her years. A tear skates down Maggie's face. A harrowing realization sets in.

JUDY (CONT'D)

*If happy little bluebirds fly
beyond the rainbow - why, oh why
can't I?*

The key to Judy's talent - the emotion she's able to access - it isn't a performance. It's all too real.

FLEMING (O.S.)

CUT!

The crew EXPLODES into applause. Judy musters a sad smile.

Maggie looks around at the crew - this girl's only community - people who are like proud parents to her.

A flicker of an idea appears in Maggie's eyes.

INT. EMERALD CITY - SOUNDSTAGE - NIGHT

The end of a cigar sizzles. Fleming sits in his director's chair, watching the construction of gargantuan GREEN WALLS. Backdrops for the EMERALD CITY SET. Maggie appears.

MAGGIE

Many people on this production have suffered horrific treatment. Myself included. I've said my piece on that. But what you did to Judy was malicious. If no one else will stand up for that girl, then I will. That was inexcusable.

FLEMING

I know I was wrong. You'll hear no argument from me there.

MAGGIE

If you know that, how could you do such a thing in the first place?

FLEMING

The studio pays men to direct pictures. But they need monsters to get them done on time. And that's what I am. What I have to be.

The cigar smoke tumbles from his nose and obscures his face.
Giving him a place to hide his shame.

FLEMING (CONT'D)

It's no excuse. I'd make a fellow eat his own teeth if he harmed one of my girls like I did Judy.

MAGGIE

This picture - it's stealing her youth. Keeping her out of school, away from kids her age. Away from life lessons. We're all to blame for that.

FLEMING

Those are sins of the business. If I could fix it I would, but there isn't much we can do.

MAGGIE

But there is something. It isn't going to right any of the wrongs, but it's the best we can do. I'd need your help with it...

RALLYING THE TROOPS - MONTAGE

- RAY'S DRESSING ROOM. Ray, Bert, and Jack sit around a crummy table, holding up PLAYING CARDS. A cloud of SMOKE hovers above them. Maggie appears, standing over them.

MAGGIE

Gentlemen -

Nobody looks up.

RAY

We're in the middle of a game.

BERT

And we don't have the energy.

JACK

That's right. It'll have to wait.

MAGGIE

It's for Judy.

One-by-one, they lower their cards, giving their attention.

- ELECTRICIANS, GAFFERS, and GRIPS sit atop scaffolding next to the giant ARC LIGHTS. Enjoying a smoke break as Fleming approaches. The MEN all go silent at the sight of their boss.

FLEMING

Say fellas, you got a second? I have something to ask of you. It'd mean a lot to me to get your help.

- Wardrobe COSTUMERS stand around a table, sewing together a lengthy piece of fabric. Chatting and laughing with each other. Maggie arrives carrying a BOX OF DONUTS.

MAGGIE

Ladies - how are you?

- PAINTERS work on a GIANT BACKDROP of the ROMAN COLOSSEUM in an empty warehouse.

The Painter turns around to find Fleming, holding out a fresh tray of paints for the man.

FLEMING

Dmitri. Gentlemen. How are ya? I need your help with something.

- Billie applies powder to her face in her dressing room. KNOCK-KNOCK at her door. Maggie pokes her head inside.

MAGGIE
Billie, I have a favor to ask.

BILLIE
Sorry, I don't donate to charities.
The '29 crash made me one myself.

MAGGIE
I need your acting talents.

Billie politely smiles, giving Maggie her attention.

INT. SOUNDSTAGE - MOMENTS LATER

Maggie exits Billie's DRESSING ROOM, and bumps into LeRoy.

LEROY
I've been looking for you. I spoke
with Mayer.

MAGGIE
...Oh?

LEROY
It was about your contract. He
wants to meet with you tomorrow.

MAGGIE
Oh, how unfortunate. I think I have
a conflict...

LEROY
You're kidding, right? I already
booked it on his schedule. You've
got to find a way to be there. This
could change your life, Maggie.

MAGGIE
I'll be there.

INT. EMERALD CITY - SOUNDSTAGE - THE NEXT DAY

RESIDENTS of Emerald City remove their hats with reverence.
Glinda appears at the top of a STAIRCASE. A pink angel.

She gracefully waves her wand and descends down the stairs
and - TRIPS ON HER DRESS! Tumbling down in a heap.

She grabs her ankle. Her voice loses its aristocratic aura.

BILLIE
SON OF A BITCH!

FLEMING (O.S.)
CUT!

Fleming, Keith, and LeRoy rush onto the set to check on her.

LEROY
Billie! Are you alright!?

BILLIE
My ankle - it's twisted.

LEROY
Let's get you a medic.

BILLIE
No! Call an ambulance!

LeRoy tries to get a look at her injury.

LEROY
It doesn't seem all that swollen.

BILLIE
Because my ankles are dainty you
pig head! Get me an ambulance...or
get me SAG. I'll tell them all how
you denied me medical care.

FLEMING
We'll get you taken care of right
away, Ms. Burke.

Fleming looks over at Billie, shooting her a wink.

INT. MAYER'S OFFICE - SAME

Mayer sits in his office, on his white oak throne. His clock
TICKS. TICKS. TICKS. It's several minutes past the hour.

Mayer picks up his phone and dials.

MAYER
Still no sign of her?
(Listening)
Okay.
(Listening)
No...I'll go down there myself.

He slams the phone down and puts on his suit coat.

INT. EMERALD CITY - SOUNDSTAGE - SAME

Billie WAILS loudly. Crying large crocodile tears.

BILLIE

The pain! It's worse than child
birth! Oh, I can't bear it.

LeRoy, a MEDIC, and a team of MGM EXECUTIVES dote and fawn
over her as we see Fleming and Keith approach Judy nearby.

JUDY

Is Billie going to be alright?

FLEMING

Oh, it's just a bad sprain. But hey
- so we don't lose anymore time,
Keith here is going to take you
over to the stage next door. Our
second unit is filming some pick-
ups over there.

Judy looks at Ethel, who's offstage, reading a magazine.

JUDY

I didn't know we had a second unit
filming. Let me just tell mother -

FLEMING

We'll pass along word to her. We
need you over there now.

Judy nods as Keith puts a hand on her shoulder.

KEITH

Judy, come with me.

INT. SOUNDSTAGE - MOMENTS LATER

Keith and his flashlight lead Judy across the dark stage.

JUDY

Where is everyone?

KEITH

Our second unit? They're on set.
Prepping for reshoots.

He hands her off to two COSTUMERS.

COSTUMER #1

We're going to get you ready right
in here.

JUDY

Ready for what?

QUICK CHANGE TENT

Judy stands in a QUICK CHANGE TENT. Dark silhouettes help Judy out of her Dorothy dress.

COSTUMER #1	COSTUMER #2	
Pick up your foot for me.	Put your arm through here.	*

JUDY
I don't understand. Why do I need a
wardrobe change?

INT. EMERALD CITY - SOUNDSTAGE - SAME

Mayer arrives on set in a state of befuddlement. The SOUNDSTAGE is mostly empty. A few CREW MEMBERS mill about.

The stage's ELEPHANT DOORS are open. An ambulance is outside. MEDICS roll Billie away on a stretcher. LeRoy spots Mayer.

MAYER
LeRoy - where is everybody?!

LEROY
Mr...Mr. Mayer - aren't you
supposed to be meeting Maggie?

MAYER
She never showed. That's why I'm
here. What in tarnation is going on
here? Why aren't you filming?

LEROY
There was an incident. Ms. Burke
took a spill. Injured her ankle. It
could be broken.

MAYER
So? Why aren't we working on other
scenes?

LEROY
I - you should really ask Fleming.

Mayer looks around - but Fleming is missing. He sees Ethel.

MAYER
Ethel - where's Judy?

They all turn to see around THIRTY MEN in suits, each carrying an INSTRUMENT, filing into the stage next door.

INT. SOUNDSTAGE - SAME

Keith brings Judy to a CURTAIN and pulls it open for her.

KEITH
Congratulations kiddo!

Keith nudges her through the curtain and onto -

A STAGE

A spotlight IGNITES on Judy, blinding her. She looks down. Finding herself in her GRADUATION GOWN. And beneath the gown, she's wearing her BLUE DRESS!

JUDY
What in the world is all this?

She sees Maggie - standing at a microphone in a CAP and GOWN.

JUDY (CONT'D)
Maggie - what IS all this?

MAGGIE
(into microphone)
Judy Garland. We're awarding you a diploma as a graduate of Hollywood High School. Please step forward.

Judy walks up to Maggie. She hands Judy a rolled up DIPLOMA and shakes her hand heartily.

MAGGIE (CONT'D)
Congratulations, dear!

CHEERS erupt from the dark.

MAGGIE (CONT'D)
This wouldn't be a ceremony if the people that've watched you grow up these past few years weren't here.

A LIGHT reveals a CROWD - The CREW, her friends, TEACHERS and CLASSMATES - all gathered here for her! Judy screams at the sight of all the familiar faces.

MAGGIE (CONT'D)
You may now move your tassel from the right side to the left.
(Judy proudly does)
Congratulations to the Class of 1938!

A SPOTLIGHT illuminates the MGM STUDIO ORCHESTRA. They cue up the *POMP AND CIRCUMSTANCE* song to celebrate her moment.

CONFETTI flutters from the rafters like a gentle snowfall. Judy lets the confetti rain down on her.

She runs over to Maggie and gives her a great big hug. The band switches to swing music. Bert, Ray, and Jack climb on stage and lift Judy onto their shoulders in celebration --

Without warning, the LIGHTS come on. Mayer, LeRoy and Ethel appear like police breaking up a party.

MAYER

What in God's name is happening
here?! Back to work! All of you, or
you'll be begging on the streets!

The cast and crew shrink in their boss's presence and quickly file out of the SOUNDSTAGE. Maggie follows the others, but LeRoy blocks her path. She finds herself cornered.

MAYER (CONT'D)

You better get to explaining what
in the hell this was.

MAGGIE

A high school graduation.

LEROY

A what?

MAGGIE

That's the one thing in the world
this girl wanted to do. And you all
saw fit to take it from her. I was
doing my best to make things right.
However silly it was.

Fleming walks up to stand beside Maggie.

MAYER

And you? Where have you been?

FLEMING

Helping make all this happen. It
was important to me.

LEROY

This was completely unprofessional.

ETHEL

And not your place. How dare you -
putting Judy at the center of this.
Taking her away from her work.

MAYER

Victor, if you ever want to make a
picture here again, you'll need a
good explanation for this gross
lapse in judgement.

(turns to Maggie)

As for you, you don't belong in the
MGM family.

MAGGIE

Family? With what you are doing to
Judy? Stealing her youth. Barely
allowing her to eat. Not letting
her sleep. And the drugs? There's
no family here. It's criminal.

MAYER

These accusations are baseless. You
don't understand what it takes to
be a star in this business - and
you'll never be one.

MAGGIE

Maybe for the best. Stardom looks
like a nasty curse at this studio.

LEROY

It'd be best if you emptied out
your trailer and went home.

Maggie gives a curt nod and storms past them. Then stops.

MAGGIE

If you ruin this girl, the world
will remember. They'll remember and
they'll never forgive you for it.

INT. MAGGIE'S DRESSING ROOM - MOMENTS LATER

Maggie packs up her dressing room as Judy runs inside.

JUDY

That graduation. It was better than
the real thing, I'm sure! All that
pageantry. I can't believe you!

MAGGIE

I'm glad, dear. Almost the entire crew helped with it. They were happy to do it for you.

JUDY

Is...today your last day?

Maggie nods. Silence elapses. The pain of friends knowing their time together is coming to an end.

JUDY (CONT'D)

Won't you stick around another day?
We'll get in a few more laughs.

MAGGIE

I wish I could, but I have to take care of Ham, dear. He needs me.

JUDY

Bring him on over to set then.

MAGGIE

I don't want him anywhere near here. You shouldn't be here either.

JUDY

What do you mean?

MAGGIE

That mannequin in your dressing room. The one with the note on it.

JUDY

It's a reminder to watch my weight.

MAGGIE

And the fainting? The grogginess? I know what they're giving you.

JUDY

It's okay, really. They keep me awake. I get so tired without them.

Maggie badly wants to help, but knows there are limits.

MAGGIE

Will you make me a promise?

JUDY

Of course I will.

MAGGIE

Each day, ask yourself - am I here because I want to be? Only you can answer that. Not your mother. Not the director. Only you. And every time the answer to that question is yes, then we're all are damn lucky to witness a talent like yours..But the day that answer is no, promise me you'll leave. Alright? You don't owe anybody anything.

JUDY

Yes, Maggie.

She gives Judy a loving kiss on the forehead and leaves.

INT. GRAUMAN'S CHINESE THEATRE - NIGHT

Maggie sits in the middle of a rowdy crowd in the palatial CHINESE THEATRE, watching them experience the movie.

SUPER: WIZARD OF OZ PREMIERE. AUGUST 15th, 1939.

We never see the screen, but we watch the audience with her.

OZ PREMIERE MONTAGE

- Moviegoers lost in the wonder of MUNCHKINLAND.
- Children squirming in fear at the first sight of The Witch.
- The whole crowd laughing at The Lion's antics.
- The sea of surprised faces as The Witch meets her demise.

INT. LOBBY - GRAUMAN'S CHINESE THEATRE - LATER

The DOORS to the theater open. The crowd flows out into the lobby, buzzing with energy - Jess and Maggie among them.

MAGGIE

I'd never have thought five months of that living hell would result in such a lovely picture.

JESS

Maggie, you stole the show.

MAGGIE

...all ten minutes of me?

JESS
You made every second count.

MAGGIE
Folks won't ever remember me in it.

EXT. HANDPRINT COURTYARD - CHINESE THEATRE - MOMENTS LATER

Judy kneels next to a block of wet cement as onlookers wrap around her in front of the CHINESE THEATER.

Ethel hovers behind Judy, living out her life's fantasy. Mayer stands nearby - a proud architect of her career.

Maggie watches alongside throngs of adoring fans. Maggie smiles, happy to see Judy's moment in the sun.

Judy's hands push into the wet cement. Leaving her mark.

The crowd roars as Judy stands and waves. She spots Maggie and beckons her over, but Maggie shakes her head.

This is her moment. Judy returns her gaze to the flashbulbs and fanfare - finally, the star she was prophesied to be.

INT. ELEMENTARY SCHOOL - DAY

Ham's little hand is wrapped inside Maggie's as she walks him down a school hallway. He clutches a book - THE WIZARD OF OZ.

HAM
Ms. Weaver says I have a great reading voice.

MAGGIE
That's true. Your voice is lovely. Mommy's happy you found it.

Ham smiles. They pass a JANITOR sweeping in the hallway.

INT. HAM'S CLASSROOM - MOMENTS LATER

HAM'S CLASSROOM. Maggie watches Ham join a group of friends playing with building blocks. They all turn and stare at her.

LITTLE BOY
Is Ham telling the truth? Are you really The Wicked Witch?

MAGGIE
I had the role of The Wicked Witch in a film, yes.

LITTLE BOY
But you don't have her broom?

MAGGIE
No, no. It was only a role, dear.

Maggie waves to the children and exits the room.

MAGGIE (CONT'D)
Goodbye, Ham. Goodbye everyone!

LITTLE BOY
She's no witch. She was too nice.

Maggie reappears with a BROOM and unleashes a CACKLE. The children SHREAK in fear before breaking into laughter.

MOMENTS LATER

Maggie walks down the school hallway. She passes by the Janitor and hands him back the broom.

MAGGIE
I think I gave them a good scare.

JANITOR
You most certainly did miss.
They'll remember that one.

The children peek out from the classroom, watching her go.

FADE TO BLACK

TITLE CARD #1

Judy and Maggie worked together again on 1939's *Babes In Arms*. They maintained a friendship for many years.

Judy Garland died of an overdose in 1969 at the age of 47. An eating disorder is believed to have contributed to her death.

TITLE CARD #2

Margaret Hamilton appeared in 77 movies and 100 plays. She decided to never be under contract to a studio. She went on both *Mister Rogers* and *Sesame Street* as The Wicked Witch to convince children she was nothing to be afraid of.

She passed away in 1985 at the age of 82.

The Library of Congress designated *The Wizard of Oz* the most widely-seen film of all-time.

THE END