

OZ THE GREAT AND POWERFUL

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Based on the Books of L. Frank Baum

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OZ THE GREAT AND POWERFUL

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

FADE IN:

EXT. KANSAS PRAIRIE - EARLY EVENING

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

EXT. THE BAUM & BARLEY BROS. CIRCUS

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

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

EXT. OZ'S EXHIBITION TENT

A stooped, crab-walking monkey of a man named FRANK comes out the back of the tent, toddles over to a wagon-wheeled wooden trailer, raps on the side of it.

FRANK

Ready, Oz? They're waiting for you. Oz?

INT. OZ'S TRAILER

From behind we see: A man hunched in front of a mirror, putting on the last dabs of stage paint. At his elbow: a bottle of liquor with a label that reads: 'H.O.M.E.' The man helps himself to a shot, gives a full-body shudder -- and with a theatrical little flourish says to his reflection:

OZ

Magic Time.

And he rises: OSCAR ZOROASTER PHADRIG ISAAC NORMAN HENKLE
EMMANUEL AMBROISE DIGGS... a.k.a. OZ...

INT. OZ'S EXHIBITION TENT - MOMENTS LATER

The audience is straight out of a Grant Wood painting, gazing listlessly at the stage, as Oz shows them his open palm and --

OZ

I have in my hand here a flea. Can everyone see that? You in the back?

(of course they can't;
there is no flea)

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

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

OZ

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

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

OZ

Sorry. I'm allergic to rabbits.

Then suddenly he SNEEZES -- such a tremendous ah-choo that he lets go of the cage and doubles over in two -- and the cage somehow, magically, stays right where it is -- just hovering in mid-air -- a pretty neat trick, actually -- then Oz straightens up and, with a flourish, he snaps the cloth off the cage to reveal: a SNOWY WHITE DOVE. Oz opens the cage door, the dove flies out, Oz takes a bow --

And only two people clap -- A LITTLE GIRL IN A WHEELCHAIR right in front of the stage and one well-dressed, VERY ATTRACTIVE WOMAN sitting towards the back, whose HUSBAND, a stern-looking character with a waxed mustache and a bowler hat, silences her with a scowl.

Disappointment flickers across Oz's face -- an artist unappreciated... his shoulders slump, his head droops... then he forces a smile --

OZ

Heh-heh, yes, well -- please, no
need to applaud -- your awestruck
expressions of amazement are
approbation enough.

(muttering under his breath)

Hayseeds.

(then)

And now, ladies and gentlemen,
prepare to not only be astonished,
but transcendently transported,
as I perform an illusion so
illustrious, an act of wizardry so
wondrous that I guarantee it will
leave you all with mouths agape,
and eyes agog.

He gives a quick nod to Frank -- who's standing at a console
back behind the crowd -- then Oz flings his arms wide and --

OZ

Witness and observe!

Frank pulls a switch, setting off AN EXPLOSION OF SMOKE AND
CARBON-ARC FIRE FROM BOTH SIDES OF THE STAGE. The crowd
gasps -- Oz yanks on a rope, a curtain drops mid-stage, and --

OZ

From the deepest darkest jungles of
the Dark Continent itself, I
present to you: Pachydermous
Excelsior, Elephant Extraordinaire!

Frank hits another switch -- and there, on the stage, through
the smoke, crudely projected on the curtain we see:

A ZOETROPE IMAGE OF AN ELEPHANT BALANCING ON A BALL

And this time the audience is impressed -- yes, with mouths
agape and eyes agog -- that Little Girl in the Wheelchair
claps her hands and laughs in absolute delight -- and Oz
himself is positively beaming -- Triumphant! Victorious! He
wowed 'em! -- but then...

The PROJECTOR starts to sputter... the spinning cylinder
stops... the image of the elephant seems to just melt,
leaving nothing on the curtain but harsh white light -- and
as Frank furiously tries to fix the thing, Oz steps into the
glare, says through gritted teeth --

OZ

No-no, leave it alone, you ape.

(gestures towards Frank)

(MORE)

OZ (cont'd)
 My esteemed assistant, ladies and gentlemen -- and don't be fooled -- he may look like a baboon but I assure you, he has the brains of a chimpanzee.

Then a VOICE IN THE CROWD calls out --

VOICE (O.S.)
 I want my money back.

OZ
 Your money back? No -- that's not what you want --

TWO VOICES (O.S.)
 Yes I do... me too!

OZ
 No, I'll tell you what you want, and it isn't doves or dancing elephants, and it isn't money, it isn't magic...

He starts striding the stage like a barnstorming preacher --

OZ
 What you want, Brothers and Sisters, in these most difficult times, is something that will soothe your tortured spirits and ease your troubled minds. And I am here to tell you good people...
 (hands in prayer)
 ... I might have just the thing.

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

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

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

OZ

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

(as he's raking it in)

Mr. Morgan, good to see you again!

Mr. Gulch, how's the banking biz?

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

MR. HAMILTON's the man who scowled his pretty wife silent
before -- MRS. HAMILTON's still standing towards the back --
Oz sends her a smile, then sees:

THE LITTLE GIRL IN THE WHEELCHAIR -- about to down a capful
of the elixir her parents just handed her, but --

OZ

No -- wait! -- don't!

The Little Girl freezes -- eyes fixed on Oz -- and without
looking away from him she hands the cap to her mother, says --

LITTLE GIRL

It's okay, Mama, I don't need it.

And she reaches out a hand towards Oz. The crowd goes quiet.
Oz, puzzled, frowning, steps forward, takes her hand in his.

LITTLE GIRL

I want to walk again.

Oz blinks, blanches, snatches his hand away.

OZ

But I, I'm sorry, I can't help you.

She just smiles, beatifully -- nods: Yes you can. Oz
sadly shakes his head, wants her to understand --

OZ

I perform magic, not miracles.

LITTLE GIRL

(with that same smile)

Take my hand.

Hesitantly -- the crowd watching, waiting -- Oz takes the
Little Girl's hand -- and with her eyes locked on his, she
starts to pull herself, will herself to her feet... and her
mother claps both hands over her mouth -- can't believe it --
and Dad's just staring in open-mouthed shock. The Little
Girl sways upright for a moment, then tumbles into Oz's arms,
laughing giddily, whispers in his ear --

LITTLE GIRL
See? You've just got to believe.

Oz looks at her, then past her -- at Frank, who gestures: What gives? Oz shrugs back: Haven't a clue. He helps the Little Girl back into her wheelchair --

And the crowd crowds around him again -- hands pulling him back towards the stage so they can buy more booze -- and Oz gets back to business -- but can't help stealing glances at the Little Girl and her parents, the three of them hugging each other and crying, while --

MRS. HAMILTON watches as her husband slinks off with his drinking buddies -- then she turns a very warm and inviting smile towards the stage...

INT. OZ'S TRAILER - LATER

Oz is sitting -- edge of the bed -- staring -- shirt collar open, a thin sheen of sweat on his face.

OZ
Did you see the look in that little girl's eyes? The poor kid -- it was like... like she could actually see something... good in me.

He marvels at the thought of it -- as Mrs. Hamilton comes into frame, gives him a kiss that could melt rock.

MRS. HAMILTON
Yes, well, personally I prefer the bad in you.

OZ
Margaret, you are an enchantress.

They're both putting their clothes back on, basking in the afterglow -- comfortable, familiar. She turns so he can button the back of her dress.

MRS. HAMILTON
Am I? Then why can't I ever cast a spell that would get you to stay?

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

MRS. HAMILTON
Why not? I'm in Kansas.

OZ

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

MRS. HAMILTON

(laughs)

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

OZ

Are mere baubles. You, my dear,
are the one true jewel.

(that earns him another
kiss, then)

You know I can't stay.

(she nods, she knows)

All this endless, empty sky -- I'm
telling you it's crushing me! I
watched this land grind my Daddy to
dust -- and I'm not going to let
that happen to me! There's a
whirlwind inside me, Margaret, and
I don't know where it's going to
take me -- I just know there's
another world out there somewhere,
a better world, a world of color
and light and beauty, where Fortune
and Glory are waiting for me! I've
got diamonds in my future, I just
know it!

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

OZ

You could come with me.

MRS. HAMILTON

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

OZ

You sound like a pillow in the
parlor.

MRS. HAMILTON

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

OZ

Yes, you are...

Another kiss -- a long one -- as we go --

INT. OZ'S EXHIBITION TENT - MOMENTS LATER

The tent's empty except for Frank, who's sweeping up. Mr. Hamilton and his pals come staggering in, drunk.

MR. HAMILTON
Wanna buy some more of that snake oil -- where'd that shyster go?

Frank gulps -- uh-oh -- gestures he doesn't know --

SECOND MAN
Let's try his trailer.

Mr. Hamilton nods -- good idea -- they all shuffle out the back -- and Frank scoots off in the other direction, knowing trouble's on the way...

EXT. OZ'S TRAILER

Mr. Hamilton climbs the steps, is about to give a knock when from inside he hears: A feminine gasp and giggle. Mr. Hamilton angrily wrenches the door open, rips back the curtain and finds --

INT. OZ'S TRAILER

Oz and Mrs. Hamilton -- intertwined. Oz pulls away.

OZ
I can explain.

Off Hamilton's incredulous glare, Oz's shoulders slump.

OZ
You're right, I can't -- and I'm sorry -- you weren't supposed to see this...
(as Hamilton advances,
fists clenched --)
Which means, sir, you're in luck!

Hamilton stops, confused -- as Oz WHISKS a purple tablecloth off the table without upsetting a single piece of crockery --

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

He holds the cloth up in front of himself, then snaps it down and -- he's gone! -- disappeared! -- leaving just that purple cloth on the floor. Hamilton snatches it up and we see:

A TRAP DOOR IN THE TRAILER FLOOR -- Oz's escape hatch. Mrs. Hamilton pseudo-swoons into her husband's arms, giving Oz extra time to make his getaway. Mr. Hamilton flings his wife aside, storms out --

EXT. OZ'S TRAILER

-- and sees Oz, scampering --

MR. HAMILTON
After him!

And we launch into:

A FURIOUS CIRCUS CHASE -- OZ RUNNING FOR HIS LIFE

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

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

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

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

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

FRANK
Oz! Here you go!

And he hurls the satchel up to Oz -- Oz catches it, tips his hat in thanks, then casts off the mooring rope and --

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

OZ
Sweet Jumpin' Jiminy.

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

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

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

THE STORM OF THE MILLENNIUM

Plunging us into deepest darkness -- howling, hurricane-force winds -- crashes of lightning -- torrents of rain -- and Oz is caught right in the worst of it -- it's a HELLACIOUS DEATH RIDE -- he's getting whipped and whirled, bashed and battered -- then AIRBORNE DEBRIS starts whizzing and zipping all around him -- a picket fence; a weather vane; a chicken coop; an ox cart; then Oz has to duck as:

A BROKEN TREE BRANCH comes shooting at his head like a guided missile -- just misses -- but then --

A BIG TIN ROOF COMES PIN-WHEELING OUT OF NOWHERE -- Oz hits the deck -- and the razor-sharp eaves SLICE right through one of the ropes tying the basket to the balloon -- one corner of the basket abruptly drops -- CATAULPTING OZ RIGHT OUT OF THE BASKET! -- and he just barely manages to grab hold of a rope to keep from plummeting to certain doom -- hauls himself back in, bellowing defiance a la Lear --

OZ

Blow, winds, and crack your cheeks!
Rage! Blow! You think I'm afraid?
 Ha! I SPIT IN YOUR EYE!

The heavens respond with A DEAFENING THUNDERCLAP -- so close and so loud that Oz drops to the basket's canted floor --

OZ

Alright-alright-alright, I'm sorry,
 I didn't mean it, I...

He catches his breath, looks up, rain pelting his face, mutters with resignation --

OZ

Fine, then, take me -- doesn't matter -- what difference would it make if there was one less man like me in the world?

(lacerates himself)

You were never anything more than the illusion of a human being.
 Whatever you touched you corrupted -- your every promise was a lie -- your every blessing you befouled...
 And all for what? For what?

And then... he sees, on his chest, over his heart... a prismatic light -- A RAINBOW OF COLOR... he pulls himself up, peers over the rim of the basket and sees --

A RAINBOW -- and, behind it, SUNLIGHT... a break in the clouds -- salvation... Oz throws back his head and crows --

OZ

Yes! Yes! YES!

OVER THE RAINBOW we go -- Oz gaping down at the ROYGBIV stream of colors -- but then he sees --

DEAD AHEAD: A TOWERING RANGE OF MOUNTAINS

Huge, Himalayan -- jagged snow-capped peaks soaring into the clouds -- which seem to be coming at us at incredible speed -- Oz springs into action -- feverishly tries to get the balloon to stop or change course -- but nothing doing -- get ready for impact, and --

WHAM! -- THE BALLOON SLAMS INTO THE MOUNTAIN -- then starts bashing and bamming its way up the rocky slope -- Oz is hanging on for dear life, as the basket smashes again and again and again into solid rock, and --

THE BASKET STARTS TO BREAK APART -- first a seam opens up beneath Oz's feet -- another crash and half the basket falls away -- the engine and the propeller are next to go, spinning into the void -- then the basket arcs away, and swings back towards the rocks faster than ever -- and Oz grabs hold of his satchel and one of the balloon ropes and this time when it hits THE BASKET FALLS APART COMPLETELY, smashed to smithereens, and --

OZ DANGLES -- desperately -- hanging from the rope, hanging onto the satchel -- as another gust of wind lifts him and the balloon UP AND OVER THE TOP OF THE MOUNTAIN --

INTO DENSE CLOUD -- a world of white -- a silent, snowy white... no more wind... the balloon just drifts... snow-flakes on Oz's face... then the world gets brighter and brighter until finally the clouds part -- and there it is:

THE LAND OF OZ

A riot of color and light and beauty -- an acid fantasy come to life -- so gorgeous it almost hurts the eyes...

OZ

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

Snow-flurries swirl around him in 3D... the balloon floats on, starts to descend... the landscape below becoming even more magnificent -- Oz staring awestruck... as the balloon gracefully continues downward, straight towards:

A RIVER -- sparkling in the sun. Then, spiralling up out of the water in a fabulous flapping funnel-cloud:

FLYING FISH -- dazzlingly colored, with butterfly wings -- they fly just like hummingbirds -- flutter up and flutter all around him -- he's never seen anything like it...

OZ

If I'm dreaming don't wake me.

But then: look out! -- THE BALLOON CRASH-LANDS IN THE RIVER -- and Oz -- no swimmer -- freaks out -- floundering, thrashing, splashing, trying to keep hold of the rope and his satchel, crying out for help, but then... he stops, frowns -- felt something with his foot...

And he STANDS UP -- the water's no more than three feet deep -- Oz feeling both foolish and relieved -- and then he sees, reflected on the calm surface of the water...

FACES... and Oz raises his eyes to see --

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

OZ

How do you do? My name's Oz.

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

OZ

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

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

WINKIE MAN

Why, you're here, sir.

OZ

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

WINKIE MAN

The Land of Oz, of course!

OZ

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

WINKIE MAN

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

OZ

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

And the Winkie Man turns to the others and proclaims:

WINKIE MAN

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

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

OZ

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

WINKIE MAN

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

OZ

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

A SECOND WINKIE MAN steps forward.

WINKIE MAN #2

Deliver us from the Wicked Witch!

OZ

The Wicked what?

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

A YOUNG WOMAN -- BORNE ALOFT BETWEEN TWO WINGED MONKEYS

OZ

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

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

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

OZ

You can't be the Wicked Witch.

THEODORA

(laughs)

Is that what they told you?

OZ

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

THEODORA

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

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

OZ

On the contrary.

THEODORA

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

(then, looking past him)
Is that yours?

-- gesturing towards the still semi-inflated balloon.

OZ

Yes, yes it is.

THEODORA

Why does it say "Oz" on it?

OZ

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

(tips his hat, grins)
You can call me Oz.

THEODORA

I'm Theodora.

(then)

So, Oz, tell me: What are you?

OZ

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

THEODORA

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

OZ

The Winkies?

THEODORA

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

OZ

And they think I'm a Wizard?

THEODORA

Why wouldn't they? You just came out of the clouds, you fell from the sky, and you call yourself Oz.
(really needs to know --)
So: Are you a Wizard? The Wizard we've all been waiting for?

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

OZ

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

He flips open his satchel (which, by the way, also has the name "OZ" embossed upon it) -- picks out a few props and --

OZ

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

And as Oz starts his shtick we: FOCUS ON THEODORA... who's watching Oz very closely -- watching his magic and, more important, she's watching the effect his tricks are having on the Winkies, because...

The Winkies are becoming more and more convinced that Oz does have Special Powers -- that he is, in fact, a Wizard -- and it's hard to tell how Theodora feels about that... Oz finishes, takes a bow, turns to Theodora and ta-da's.

THEODORA

So you are a Wizard, aren't you?

OZ

Modesty precludes me from tooting
 my own trumpet, but strike me blind
 if I'm lying: Seeing is believing.

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

THEODORA

In that case...

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

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

OZ

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

THEODORA

(sweet as spun sugar)

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

OZ

Use me? For what?

THEODORA

To help her defeat the Wicked Witch
 once and for all -- and you should
 know: My sister is a very powerful
 Witch... you help her and I'm sure
 she'd give you anything you ever
 wanted...

OZ

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

THEODORA

She can make your every dream come
 true.

OZ

Y'know that doesn't sound half bad.

THEODORA

No it doesn't, does it?

Oz glances towards the burning balloon.

OZ

And, circumstances being as they are: Tell you what. I will henceforth and immediately cancel all my planned and prior engagements, and I will speak to your noble sister -- Wizard to Witch, as it were -- see what we can arrange.

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

THEODORA

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

OZ

We? You're coming with me?

THEODORA

(writing)

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

OZ

We're walking?

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

THEODORA

This one will carry your things.

KANA'S the other Winged Monkey -- who bears a simian semblance to Oz's old pal Frank. He fetches Oz's satchel.

OZ

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

THEODORA

What would I do with a broom?

OZ

You could fly us to your sister's.

THEODORA

With a broom? I don't understand.

OZ

(sees she's not joking)
Never mind.

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

OZ

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

He hops back down, says to Theodora --

OZ

This place we're going --

THEODORA

The Emerald City.

OZ

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

(rubs his hands and grins)
Let's go, then -- no time to waste
-- opportunity awaits!

They start out -- not on the Yellow Brick Road yet; the road here is just cobblestone -- Kana monkey-walking behind them -- the Winkies bowing deeply in farewell -- and when they rise, Winkie #2 sees the troubled look on Winkie #1's face.

WINKIE MAN #2

What is it?

WINKIE MAN

Nothing, I just... hope this Wizard
is Wizard enough.

WINKIE MAN #2

He will be.

WINKIE MAN

He has to be.

(then, to the others --)
Spread the word, far and near: The
Great Oz is finally here!

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

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

OZ
So tell me about this Wicked Witch.

THEODORA
Her Father was the King -- a very powerful Wizard and a very Evil King. The Wicked Witch of the South is also very Evil -- and a very powerful Sorceress -- stronger even than my sister.

OZ
But your sister's the Queen.

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

We see that Kana's frowning, as Theodora muses --

THEODORA
They used to be friends, you know, my Sister and the Wicked Witch... but she had no idea how wicked wickedness could be, or how easily friendship could be betrayed...

OZ
I know what you mean. There was a Witch I knew in Wichita -- you wanna talk about wicked?
(shudders at the memory)
She had a face lovely as a summer day -- and a heart as black as a Midnight Grave.

And then: Oz slows, stops, staring...

OZ
What's that I'm looking at?

THEODORA
That? That's The Ripple Land.

EXT. THE RIPPLE LAND

Which is, as Baum describes it: 'A succession of hills and valleys, all very steep and rocky, and they changed places constantly by rippling.' So when someone climbs a hill, it sinks and becomes a valley -- and vice versa -- which, writes Baum, 'was very perplexing to the traveler.'

OZ

We've got to cross that?

THEODORA

The Yellow Brick Road's just on the
other side.

OZ

Well, then, when in Rome...
(then)
Take my hand.

THEODORA

Why?

OZ

I'll help you.

THEODORA

(seems flustered)

Help me? That's... thank you,
but... I'll be fine.

OZ

Suit yourself.

(then)

Here goes nothing.

And he steps onto the Ripple Land, the ground undulating beneath his feet like a blanket in the breeze -- and at first Oz has a hell of time keeping his bearings and his balance, stumbling to and fro like a drunken sailor... Theodora walks across with regal ease... Kana wings his way to the other side toting Oz's satchel, and at one point --

Oz stumble-staggers smack into Theodora -- has to grab hold of her to keep her from falling down -- so his arms are around her, their faces this-close, and we see... something almost like fear in Theodora's eyes... Oz just laughs, says --

OZ

Sorry.

And he lets her go, continues on his way like a punch-drunk -- starts to get the hang of it, laughs with sheer delight, then suddenly bursts into song: the jaunty 'No pui andrai' from Marriage of Figaro -- and he starts dancing across the Ripple Land -- a joyous jig -- and once again Theodora's looking at him like she can't quite figure him out, but we can tell: He's getting to her... the lady's quite intrigued... and when they all make it safely back to solid ground, Oz looks back at the Ripple Land, grinning from ear to ear --

OZ

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

Then he sees, just ahead...

THE YELLOW BRICK ROAD

OZ

No-no, don't tell me, lemme guess.
That's the Yellow Brick Road.
(she smiles, nods)
This way to Emerald City?

THEODORA

Follow the Yellow Brick Road.

And as they start off on the Yellow Brick Road, we go into a:

MONTAGE: THE RUMOR MILL OF OZ

As word of Oz's arrival spreads throughout the land. We see VARIOUS CITIZENS in VARIOUS PLACES, talking on the sly.

VARIOUS CITIZENS

(like a song)

Did you hear? Did you hear? The Wizard is here, he's finally here, he's going to save us all -- we'll soon be rid of the Wicked Witch -- the Wizard of Oz is here!

EXT. ON THE YELLOW BRICK ROAD - LATER THAT DAY

Oz spots: AN APPLE ORCHARD.

OZ

Apples! I'm starving!

He hops the fence, reaches for an apple, but --

THEODORA

I'd ask first if I were you.

OZ

Ask? Ask who? There's nobody here. Besides...

He plucks an apple off a branch, takes a big bite out of it, says with his mouth full --

OZ
... it's just an apple.

VOICE FROM BEHIND
Just an apple?

And just as Oz starts to turn: THE BRANCHES OF THE APPLE TREE GRAB HIM FROM BEHIND! -- lift him right off his feet as THE GNARLED FACE OF THE APPLE TREE SNARLS --

APPLE TREE
How'd you like it if someone took a bite out of you!

THE APPLE TREE'S MOUTH OPENS WIDE -- exposing oozing sap and sharp stick teeth -- and the creaking branches start to bring Oz towards the gaping maw -- Oz doing his damndest to free himself -- can't! -- and then --

THEODORA
No -- let him go!

The Apple Tree hesitates -- as if debating whether or not to obey her -- loosened leaves 3-D'ing all around.

THEODORA
Do as I say.

A beat, then with a flick of the branch the Apple Tree flings Oz away -- he goes sailing through the air, hits the ground and somersaults himself right up to his feet, dusts himself off, says with all the dignity he can muster --

OZ
Sneaky little sapling snuck up on me. Like to see him try it again -- I'd turn him into a toothpick.
(scoffs at the Tree)
Bet your bark's worse than your bite!

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

EXT. IN THE HAUNTED FOREST

Deep, dark, forboding. A YELLOW-EYED OWL hoots from a tree. 3D BATS flutter past us. Oz dumps another armful of wood on a cold woodpile, then steps back -- as Theodora flashes lightning out of her fingertips again -- THE WOODPILE BURSTS INTO FLAME --

OZ

Someday you've really got to teach
me that.

EXT. THE CAMPFIRE - LATER THAT NIGHT

Theodora's staring thoughtfully into the fire -- Kana's picking bugs off his fur (and eating them) -- and Oz is at his satchel -- takes something out of it...

OZ

Thought we could do with a little
music.

Shows her: A BEAUTIFUL LITTLE MUSIC BOX. He winds it up, MOZART STARTS TO PLAY -- 'Che soave zelliretto' from Figaro -- and Theodora's face lights up with an almost-childlike wonder and delight -- completely charmed --

THEODORA

What is that?

OZ

It's Mozart.

THEODORA

Why's it called a Mozart?

OZ

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

THEODORA

Why? Why would you do that?

OZ

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

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

THEODORA

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

OZ

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

THEODORA

You don't know much about Witches,
do you?

OZ

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

(stands, extends a hand)

Dance, m'lady?

(off her look)

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

THEODORA

(almost a whisper)

No one ever has.

OZ

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

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

OZ

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

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

OZ

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

They start to DANCE -- Kana watching them very closely --
their bodies touching -- backlit -- 3D fireflies like stars
all around them -- and we go --

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

OZ

Nice, isn't it? -- and there are
beautiful words that go with it --
want to hear them?

(she can only nod)

'You ladies, who know what love is,
see if it is what I have in my
heart... I have a feeling, full of
desire, which now is pleasure, now
is torment...

(MORE)

OZ (cont'd)
my spirit all ablaze... I seek for
a treasure outside of myself, I
know not what it is... you ladies,
who know what love is, see if it is
what I have in my heart.'
(smiles)
You like it?

THEODORA
(a whisper)
Yes.

OZ
You seem nervous.

THEODORA
This is all... new to me.

OZ
It always is -- every time.

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

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

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

OZ
You're the wicked one, Oscar Diggs.

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

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

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

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

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

BACK TO THEODORA -- as Nikko brings her A LITTLE BROWN MOUSE.

THEODORA
 Set it down.

Nikko obeys. Kana returns -- watches from a distance, as... Theodora stares fixedly at the mouse -- then does a little something with her hands and, just like that:

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

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

EXT. BACK AT THE CAMPFIRE

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

OZ
 Theodora? That you?

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

OZ
Theodora?

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

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

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

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

OZ

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

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

BANG! He SHOOTS at the leaping Lion with a small Derringer pistol -- and the Lion -- unscathed but terrified -- TURNS TAIL AND FLEES INTO THE FOREST -- whimpering -- and --

OZ

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

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

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

THEODORA
 Satisfied, Sister?

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

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

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

OZ

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

THEODORA
 What an odd-looking wand.

OZ

Wand? Oh, right, yes, well -- it
certainly worked its magic tonight,
didn't it?

THEODORA

You're shaking.

OZ

Of course I'm shaking -- I was
terrified!

THEODORA

Were you?

OZ

(nodding)

That he was going to hurt you.

Theodora blinks -- as zing goes another heart string.

THEODORA

You were... concerned for me.

OZ

(takes both her hands)
I wouldn't want anything to happen
to you.

(then he smiles)

And don't worry -- I made sure he
didn't hurt Mozart.

He picks up the Music Box, hands it to her.

THEODORA

Thank you, Wizard.

... their eyes connect again, and --

THEODORA

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

EXT. ON THE CAMPFIRE - LATER THAT NIGHT

OZ -- ASLEEP -- cinders from the fire dancing around him in
3D -- as a hand gently shakes him awake. His eyes open -- he
looks up and sees:

THEODORA -- IN CLOSE-UP -- GAZING DOWN AT HIM FROM ABOVE --
firelit, beautiful -- and there's absolutely no mistaking the
blazing look in her eye... Oz halfheartedly tries to resist --

OZ
No... don't...

-- but she BENDS DOWN AND GIVES HIM AN INCENDIARY KISS... and when she lets him up for air he breathes --

OZ
You're a devil.

She smiles -- nods: Yes, she is -- then kisses him again, and we discreetly PAN AWAY to the smoke and cinders rising from the flames and --

DISSOLVE TO:

EXT. FURTHER ALONG THE YELLOW BRICK ROAD - FOLLOWING MORNING

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

EMERALD CITY: IN THE DISTANCE

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

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

THEODORA
You have?

OZ
In my wildest dreams. Come on!

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

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

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

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

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

OZ

Get behind me.

THEODORA

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

OZ

(hiding immense relief)

They are? Then lucky for them you stayed my hand -- I was about to smite the lot of them!

A GNOME AND A WHIMSIE approach, one leading a UNICORN, the other a WOODEN SAWHORSE -- a living wooden Sawhorse, no taller than a donkey...

OZ

That thing's alive?

The Gnome raps his knuckles against the wood.

GNOME

Aye, he may not be much to look at, but he never tires neither.

Theodora gets on the Unicorn, Oz warily onto the Sawhorse.

OZ

Tally-ho.

The Savage Horde starts marching them towards the Emerald City, chanting:

SAVAGE HORDE

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

Oz is looking at the Gnome who's walking beside him.

OZ

Quite the tonsorial accoutrement you've got there, fella.

GNOME

(touches his beard)

What, you mean this?

(MORE)

GNOME (cont'd)
 This here is my pride and joy, the
 source of my vast potency and
 strength.

And the Whimsie Warrior on the other side of Oz says --

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

GNOME
 Yeah, well, you wanna defeat a
Whimsie all you gotta do is knock
 that great silly contraption off
 his shoulders and that's the last
 you'll see of him I assure you!
 They canna bear to be seen without
 those masks of theirs, on account
 of their woefully-wee heads -- no
 bigger than a Munchkin's fist.

-- miming the approximate size -- Oz laughs -- this place is
 curiouser and curiouser -- then he sees the smitten, sultry
 look Theodora's giving him... and Oz turns away -- perhaps
already wondering if maybe last night was a mistake... and as
 the procession continues by us we see ANOTHER GNOME WARRIOR
 growling to another --

GNOME WARRIOR
 He don't look like much of a Wizard
 to me.

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

EXT. EMERALD CITY - DAY

As the jewel-studded gates swing open to reveal: Sheer
magnificence -- towering towers, soaring spires, flowers,
 fountains -- everything glittering and gleaming -- a MARCHING
 BAND is there to lead them inside -- Oz and Theodora climb
 off their respective steeds and follow the band into --

EXT. CENTRAL SQUARE - EMERALD CITY

BELLS are RINGING -- young girls strew roses -- sidewalks and balconies are lined with WILDLY CHEERING CROWDS -- a hodgepodge of Oz inhabitants from all four corners of the Kingdom: WINKIES from the West, MUNCHKINS from the East, GILLIKINS from the North and QUADLINGS from the South -- all dressed in different regional colors and all enthusiastically waving and fluttering green-and-white flags and pennants -- flower petals and confetti dancing past us in 3D, and --

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

OZ

What, no fireworks?

THEODORA

What are fireworks?

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

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

EXT. THE PALACE

Grand -- glorious -- Theodora leads Oz inside.

INT. THE GRAND ENTRANCE HALL OF THE PALACE

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

INT. AN INCREDIBLY LONG VAULTED CORRIDOR

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

INT. THE THRONE ROOM

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

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

THEODORA
Wizard, my sister Evanora.

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

EVANORA
You do not kneel.

OZ
No, ma'am, I do not.

EVANORA
But I am Queen.

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

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

EVANORA
Oh, Sister, I like him already.
(back to Oz)
An American, you say -- I'm not
familiar with the word. You're
also a Wizard, I'm told.

OZ
(slyly)
Not just a Wizard... but the Wizard
you've all been waiting for.

EVANORA
At last.
(another, cryptic smile)
You've had a long journey, I'm sure
you'd like a bath and a bed. These
girls will show you to your room.

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

EVANORA
We'll speak some more at dinner.

OZ
I'm looking forward to it.

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

EVANORA

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

THEODORA

You saw what he could do.

EVANORA

Yes, I did see...

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

EVANORA

I saw then what I see now... that this Wizard has already worked a little magic on you.

Theodora -- almost blushing -- can't meet her sister's eyes -- as Evanora comes close, and circles...

EVANORA

Look at you... so pretty... so young... so much still to learn.

THEODORA

What... what do you mean?

Evanora simply smiles again, strokes her sister's cheek.

EVANORA

You did the right thing, dear, bringing him here.

INT. OZ'S CHAMBERS - SAME

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

OZ

Not bad... not bad at all.

(then, to Kana)

I'm gonna tell you something, Monkey, 'cause who're you gonna tell? -- but methinks yours truly has finally hit the Mother Lode -- landed feet first in the Pot at the End of the Rainbow -- smelling like a rose.

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

INT. GRAND DINING ROOM - THAT NIGHT

Oz and the Sisters are the only ones sitting at a long oaken table which could easily seat fifty. Kana's here to attend to them, as --

EVANORA

So, Wizard, tell me -- it is true?
I'm told you came from the clouds,
just fell from the sky.

OZ

I do like to make an entrance.

EVANORA

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

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

OZ

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

EVANORA

Whatever it was, my sister and I
are very glad you're here. Come, I
want to show you something.

She rises, Kana pulling back her chair for her.

INT. OUTSIDE THE ROOM OF RESPLENDEENCE

Two Savage Guards are on either side of an Archway -- and the interior of the arch is A CURTAIN OF BURNING FIRE. Evanora gestures to the Guards: Begone -- they move off -- then Evanora gives a little wave of her hand and the Curtain of Fire goes out, revealing a STOUT WOODEN DOOR -- with iron bands and multiple locks. Another wave of Evanora's hand and the locks fly open, the door swings open by itself, and the Sisters and Oz and Kana enter into --

INT. THE ROOM OF RESPLENDEENCE

The Royal Repository of THE CROWN JEWELS OF OZ -- gemstones and jewels everywhere you look -- thousands of them, sparkling with the brilliance of a million suns...

OZ

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

EVANORA

Yes, I thought you'd like it.

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

OZ

Y'know, with this stone alone I could buy half the state of Kansas.

EVANORA

It's yours if you want...

OZ

Excuse me?

EVANORA

That and everything else in this room -- for a price, of course -- a small one... all you've got to do is: Bring me back the Witch of the South's Ruby Red Pendant.

OZ

Her Ruby Red Pendant -- that's it?

EVANORA

It will be no easy task. The only way you'll ever get it away from her is if she's no longer alive.

OZ

You want me to kill her.

EVANORA

Rid the land of her evil, and all this will be yours. This... the Golden Crown... and the Emerald Throne.

(smiles, nods)

Yes... do this for me, Wizard, and I'll make you King...

OZ

King?

EVANORA

And I'll be your Queen.

And Theodora reacts like she's been slapped.

THEODORA
What! Sister --!

EVANORA
(ignores her)
What say you, Wizard? Will you do
this for me? For yourself...?

Oz's eyes sweep the room -- greedily --

OZ
All this, you say?

EVANORA
And more, much more -- riches and
power you've never dreamed of.

OZ
Sounds tempting, I'll give you
that.

THEODORA
But Wizard... you can't...

EVANORA
(trills a laugh)
Why not?

OZ
Yeah -- why not?

But when he sees Theodora's look, he says to Evanora --

OZ
Highness, will you excuse us for a
moment?

EVANORA
Of course.

She gives him a dazzling smile, glides from the room.

THEODORA
Wizard, you can't do this.

OZ
Theodora, she's offering me a
Kingdom.

THEODORA
But last night...

OZ
We had a moment, nothing more.

THEODORA
Nothing...!

OZ
(rephrases that)
It was a memory I'll forever hold
dear in my heart.

THEODORA
Your heart! And what of mine?
(bitterly)
You know she can never love you.

OZ
That's fine. I don't believe in
love.

She stares -- like he just stabbed her in the heart -- then
she just gives him a little nod, and walks from the room,
head held high -- doesn't so much as glance at Evanora, who
steps back into the room, sees the grim look on Oz's face.

EVANORA
Don't feel bad, Wizard -- cruelty
befits a King. And she's young,
she'll learn -- as you and I both
know: the world's no place for
childish dreams.

Still, Oz is feeling like a heel, and off him we go --

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

THEODORA
No -- No!

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

THEODORA
Don't! Do not! Stop!

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

INT. THEODORA'S ROOM

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

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

THEODORA
Stupid. So stupid. Serves you right.

She dabs at her eyes, then sees: OZ'S MUSIC BOX. She waves a hand -- music starts to play -- then, zap! -- she flashes lightning from her fingers and --

THE MUSIC BOX BURSTS INTO FLAME... the wood cracks and splinters... the music groans and pings and dies... Theodora just staring -- empty -- hollowed inside...

DISSOLVE TO:

EXT. EVANORA'S PALACE - INNER COURTYARD - FOLLOWING MORNING

OZ STARTS OUT ON HIS QUEST -- mounted on Sawhorse, Kana tagging along behind him, on foot. Oz looks up, sees:

EVANORA -- IN THE THRONE ROOM WINDOW -- hand lifted in farewell. He also gets a glimpse of:

THEODORA -- IN HER BEDROOM WINDOW -- PEERING OUT FROM BEHIND THE CURTAIN...

BACK TO OZ... riding out... still feeling like a heel...

EXT. ON THE ROAD SOUTH - MORNING

Emerald City receding in the background -- Oz on Sawhorse, his conscience still bothering him -- then he glances over at Kana, who's just minding his own business --

OZ
Don't give me that sly simian look
of yours -- I know what you're
thinking, Monkey...

Kana's look says: Huh? -- Oz shakes his head --

OZ

... and I can't say I disagree. I hurt her, I know I hurt her -- but what else could I do?

(Kana stays silent)

I know. I know. And you're right. I'd probably be a hell of a man if I only had a soul.

Kana just looks at him. Oz sighs again, then --

OZ

Why don't you take a load off, Monkey -- come on, climb aboard.

He reaches a hand out -- Kana hesitates, then takes it -- Oz helps him up onto the Sawhorse.

OZ

Y'know something, Monkey? Believe it or not, my whole life I've been waiting for something like this -- a Glorious Quest -- a chance to maybe even actually do something good for once -- and get well-compensated in the process. Battle Evil, Slay the Wicked Dragon, Return the Conquering Hero...

KANA

Sure you've got the right Dragon?

And Oz wheels around so fast he nearly falls off Sawhorse.

OZ

You... you can talk?

KANA

Oh yes-yes -- this sly simian can talk-talk pretty good!

OZ

You got a name, Simian?

KANA

Kana.

OZ

Pleased to meet you, Kana.

He reaches over his shoulder to shake Kana's hand. Kana hesitates -- no one's ever wanted to shake his hand before -- and, as they do --

OZ
The other Monkeys -- can they talk
too?

KANA
No-no, only me! And my brother,
thanks to Glinda.

OZ
Glinda?

KANA
The Witch of the South.

OZ
The Wicked Witch?

KANA
No-no -- silly man, foolish man --
for a Wizard you're not so wise!
Glinda, she is the Good Witch --
the Sisters are the Wicked Ones!

OZ
The Sisters...? You're telling me
that Theodora's...?

KANA
Oh, she's not all the way wicked
yet, but soon, I think, soon-soon!
(sees)
You don't believe me, do you?
Okay, Kana show you -- take-take
that road there...

They bear left at the fork, and soon they come to...

EXT. THE OUTSKIRTS OF CHINA TOWNE - DAY

Approaching a hill -- Oz and Kana still riding Sawhorse --
when Oz notices... Sawhorse's wooden hooves have started to
make a chinking sound against the ground. Oz pulls back on
the reins, hops off Sawhorse, pulls that Gold Coin he
pilfered out of his pocket and taps it against the road.

OZ
Sounds like... fine china.

He looks, sees: It's not just the road: The grass, the
rocks, the trees all around him look strangely glassine,
smooth and shiny as painted porcelain. There's also:

ASH, wafting from the sky like 3D snow... Oz glances at Kana, then hurries the rest of the way up the hill -- he reaches the crest and sees in the bowl of the valley below:

EXT. CHINA TOWNE

And everything down there seems to be made of fine china as well -- the farms, the barns, the streets and houses and buildings, the village green -- all made of fine china --

And they've all been smashed to pieces! -- smashed, trashed and burned -- like a giant fist laid waste to a child's tea set, then put it to the torch -- smoke and ash still rising, much of the town blackened and charred.

OZ

What... what happened here?

KANA

Come see.

EXT. CHINA TOWNE - TOWN SQUARE

Yesterday this place looked like something out of a fairy tale... now it's the morning after Kristallnacht. We see an adorable little CHINA GIRL coming up the street -- and she too is made of china, and is carrying a man's china leg.

CHINA GIRL'S FATHER is sitting against a building -- his one good leg stretched out before him -- the other's been broken off at the hip -- and CHINA GIRL'S MOTHER is repairing a hole in his chest -- a china piece of him had been knocked out; Mama's gluing it back into place -- other wounded CHINA PEOPLE, many in even worse shape, lay strewn amidst the rubble in the street, then --

CHINA GIRL

Here, Mama, I found Papa's leg.

Then they hear:

OZ (O.S.)

Who did this?

China Mama turns, asks sharply --

CHINA MAMA

Who are you?

KANA

This man, he is the Wizard!

CHINA MAMA

You're the Wizard? Well, then,
hope you're happy -- see what
you've done?

OZ

What I've done?

CHINA MAMA

This happened because of you.

Oz -- taken aback -- as China Papa explains --

CHINA PAPA

When we heard you'd arrived, that
you were actually, finally here --
you've never seen such a
celebration!

CHINA MAMA

You should've known better -- but
did you listen to me? No!

CHINA PAPA

(sadly)

She's right -- we should've known --
should've known that the Queen
could never abide such a thing --
but we couldn't help ourselves --
we were so happy! And then... the
Queen's Army came in, and did this.

OZ

Evanora's Army.

CHINA PAPA

The Savage Horde.

(then)

You will help us, won't you?

China Mama just snorts. China Papa reaches up and grabs Oz
by the arm, with urgency --

CHINA PAPA

But be warned. She's evil to the
bone, Evanora is -- as wicked as
wicked ever was.

CHINA MAMA

And someday that little sister of
hers is going to be even worse.

OZ
 (can't believe it)
Theodora?

CHINA MAMA
 Mark my words.

And we hold on Oz a moment -- rocked -- then hear an angry O.S. sound that's somewhere between a snarl and a screech as we jump back to --

INT. THRONE ROOM - EVANORA'S PALACE - EMERALD CITY - SAME
 CLOSE ON EVANORA'S CRYSTAL BALL --- seeing, from above: Oz
and the others in China Town...

EVANORA
You weren't supposed to see that,
Wizard.

Then she wheels, orders her assembled Savage Generals --

EVANORA
 You bring them back here, and
 whatever you do, do NOT let them
 reach the Witch of the South!
 Now GO! Ride and fly!

THE SAVAGE GENERALS dash out, and --

INT. THEODORA'S ROOM

THEODORA hears a commotion, goes to her window and sees, in the courtyard below: THE SAVAGE GENERALS -- calling for their men, marshaling their troops -- and puzzled -- concerned -- she races from the room, to --

INT. THRONE ROOM

Theodora rushes in, Evanora's again at into the Crystal.

THEODORA
 Sister, what's happening!

EVANORA
 This is all your fault! I should
 have killed him straight away, but
 I didn't, because of you. I wanted
 to discover your true intent.

THEODORA

My -- what --?

EVANORA

You think you're very clever, don't you? What was it you promised him? That you and he would rule this land together after he disposed of Glinda... then me?

THEODORA

Sister, how can you even think --

EVANORA

-- That you want to be Queen? Of course you do, I know you do -- I know the evil within you -- I also know: Soon we're going to need it.

Theodora frowns, uncertain -- Evanora creeps closer...

EVANORA

Tell me, my pretty, what do you think's going to happen should the Wizard reach Glinda? You really think he's going to kill her? No -- her charms are much, much greater than yours...

(lets the needle sink in)
... Or mine. Just you wait --
you'll see.

(wicked smile)
But don't you worry -- your Wizard will be coming back -- coming back for you...
(strokes Theodora's hair)
But he won't be coming to ask you for your hand -- he'll be coming to chop off your head!

Then we bang outside to --

EXT. EMERALD CITY - SAME

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

EXT. CHINA TOWNE

Oz, Kana and Sawhorse are trudging out of town -- Oz looking hangdog, morose...

OZ

They had me fooled, you know --
Theodora and her sister.

KANA

(nods, agrees, then)
You may be a wizard, Wizard, but
you're still a man, and many-many
men-men get fooled by a pretty face
and pretty promises.

Oz looks at him -- then notices, walking behind them... THE LITTLE CHINA GIRL. Oz waves her away.

OZ

What are you doing? Go home.

CHINA GIRL

I want to go with you.

OZ

You can't. Now go on, go home.

He continues walking -- and she keeps following.

OZ

I told you, git, get outta here,
scram, skedaddle, shoo!

But then he sees -- behind her, on the north side of the valley, just coming over the hill --

THE SAVAGE HORDE

-- coming fast and furious -- a phalanx of Winged Monkeys overhead -- and Oz roars --

OZ

What's the matter, you Savages, you
didn't do enough to these people?
You're coming back for more?

KANA

They're not coming back for more,
Wizard. They're coming for us.

OZ

They -- what! -- what do we do!

KANA

You're the Wizard -- do something!

OZ

Sorry, but I'm fresh out of
miracles at the moment.

KANA

Then we run.

He takes off. Oz swats Sawhorse on the rump -- Go! -- and is about to go running off himself when he stops, turns, sees:

THE LOOK IN THE LITTLE CHINA GIRL'S EYES -- all her faith and hope and trust in him -- so, half hating himself for risking his own neck like this, he rushes back, scoops her up, and holding her in his arms he races after Kana and the Sawhorse -- up the valley's southern ridge -- Kana turns, sees: the Savage Horde is gaining on them --

KANA

Glinda, she will help us.

OZ

Good -- where is she?

KANA

Far from here.

OZ

Then how --?

KANA

She just will.

And as they go over the ridge and down the other side, we pull up and back and see...

THE IMPENETRABLE MIST

A thick, spectral fog sweeping in from the south -- moving across the land like an immense ghostly hand... it envelops Oz and China Girl and Kana and Sawhorse... and soon the Savage Horde and the Winged Monkeys and all of China Towne are engulfed in an Ocean of Cloud...

WITH OZ AND KANA -- IN THE IMPENETRABLE MIST

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

OZ

Where are you?

KANA
Here, Wizard.

Oz moves towards the sound -- finds Kana -- who's got Sawhorse by the reins.

OZ
Glinda did this?

KANA
Oh yes -- yes-yes -- I told you,
she's a very good Witch.
(then)
Take my tail. Follow me.

EXT. WITH THE SAVAGE HORDE ARMY -- IN THE IMPENETRABLE MIST
Fog-blind, floundering, disoriented. The GNOME AND WHIMSIE
WARRIORS we met before are griping --

GNOME WARRIOR
You think he did this?

WHIMSIE WARRIOR
The Wizard?

GNOME WARRIOR
They say he came from the clouds,
and here we are stuck in one.

WHIMSIE WARRIOR
Magic like this is probably easy
for the likes of him.

GNOME WARRIOR
The Queen better be careful -- a
Great and Powerful Wizard this one
is, believe you me...

EXT. NEAR THE BORDER

As Oz, China Girl, Kana and Sawhorse step out of the cloud,
and into sudden bright sunlight. Kana looks, sees:

KANA
We're here. That's Quadling
Country, just on the other side.

OZ
But on the other side of what?

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

A SHIMMERING WALL -- extending east to west as far as Oz can see in either direction -- and everything on the other side of the Wall is hazy as a mirage. Oz et al approach... Oz first tentatively tosses a pebble at the Wall... the pebble drops straight to the ground in a shower of fairy-dust 3D sparkles... the Wall's a force-field of some kind.

OZ

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

KANA

How do I know? I'm just a Monkey.
You're the Wizard.

Oz frowns -- then suddenly Kana chortles and does a STANDING BACK FLIP -- very pleased with himself --

KANA

Kana kidding you, Wizard! You want to go through? It's easy -- just walk! -- but be careful... only the good get through.

Oz glances at him -- understandably hesitant -- then...

CHINA GIRL

Take my hand.

She takes his hand in both of hers, and with her eyes locked on his she walks backwards towards the wall, pulling him after herself, and --

OZ

No -- wait -- don't --

And when she touches the Wall... there's a big shimmer of sparkles and she passes through -- drawing Oz in after her -- as if through a veil of crystal water, and he steps into --

EXT. QUADLING COUNTRY

And the China Girl hugs him, laughing --

CHINA GIRL

See? You've just got to believe.

Then Kana and Sawhorse come through -- and Oz is gazing up at the Wall, shaking his head and marveling --

OZ

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

He turns and -- yikes! -- he sees, up in the Quadling sky,
flying right towards them: TWO WINGED MONKEYS. Oz snaps a
look at Kana -- What do we do? -- but Kana just smiles --

KANA

It's alright, Wizard -- these-these
are my brothers.

Oz relaxes -- the Brothers touch down -- Kana touches his
forehead to each of theirs in greeting -- then introduces
them to Oz.

KANA

This is Kala, this is Kaya. And
this, this is the Wizard.

The Brothers nod hello, then Kala says to Kana --

KALA

Listen.

KAYA

(with difficulty)

I... I learning how... to speak.

Kana beams with pride -- claps Kaya on the shoulder --

KANA

Good-good! -- very good! -- Glinda
must be pleased.

KALA

Oh yes -- yes-yes.

(then)

She wants to speak with you.

KANA

I must go, Wizard. You just follow
this road here, take you straight-
straight to Glinda's Castle.

OZ

Before you go, I wanted to ask
you... Theodora -- did she know you
could talk?

(Kana gestures No)

So she also didn't know that you're
Glinda's spy.

KANA
 (after a beat)
 See you at the Castle.

He and his Brothers wing off. Oz looks at the China Girl.

OZ
 Guess that leaves the two of us.
 Y'know, I should just send you
 home... but you're probably safer
 here with me.
 (then)
 So. You ever been to a Castle?
 (she shakes a No)
 Me neither. You want to go to a
 Castle?
 (off her excited nod --)
 Alright, then... let's go.

He hoists her up, sets her on Sawhorse, sits down behind her, and as they move off --

EXT. EMERALD CITY - DAY

EVANORA (O.S.)
 So you let him escape...

INT. THRONE ROOM

Evanora eyes her Generals -- two Gnomes, two Whimsies, two Growleywogs, two Winged Monkeys. Theodora's here as well -- and the Queen is not pleased.

EVANORA
 I'm sure by now he's already in
 Quadling Country.

She covers her eyes -- disgusted with the lot of them --

EVANORA
 Leave us.
 (the Generals start out)
 But before you go...

The Generals turn -- Evanora, eyes still covered, flicks her hand -- and LIGHTNING lances out of her fingertips, FRIES FOUR OF THE GENERALS right on the spot -- one Gnome, one Whimsie, one Growleywog, one Monkey -- reduces them to four small black piles of ash.

EVANORA

We're going to need some new
Generals.

The surviving Generals hurry out. Evanora turns to her sister, tells her --

EVANORA

So. Your Wizard will soon reach
Glinda -- which means that soon you
must choose.

THEODORA

Choose?

EVANORA

I know a part of you still wants to
be like Glinda -- beautiful, and
beloved -- rather than hated and
feared, like me. But that is not
who you are, dear, not who you are
meant to be.

(moves close)

I need you, Sister -- and halfway
isn't enough. Join me, and
together we'll defeat them -- join
me, and together we shall rule for
the next thousand years... and all
it will cost you is your heart.

EXT. ON THE ROAD TO GLINDA'S CASTLE - DAY

Sawhorse clip-clops past us, Oz and China Girl still astride
-- China Girl asleep, her head lolling against Oz's chest, Oz
holding her -- uncomfortably -- like most childless men would
be in such a situation. Then he frowns, sensing something --
looks back over his shoulder and sees...

He's being followed... there are FIVE PEOPLE behind him...
different-looking people -- from different clans... and since
they don't seem to be posing any threat, Oz just shrugs,
turns to face forward again... then in another few seconds he
looks over his shoulder once more, and --

Now there are TWENTY PEOPLE following him... Oz seems to find
that sort of strange... he digs his heels into Sawhorse,
gives a snap of the reins and says --

OZ

Giddyap.

But Sawhorse maintains that same steady pace -- and for a
third time Oz looks back over his shoulder --

And now a HUNDRED PEOPLE are following him -- and even more are coming to join the procession. Oz shouts at them --

OZ
What are you doing? Why are you following me!

The Little China Girl wakes up -- sees the people behind -- and smiles up at Oz --

CHINA GIRL
'Cause you're the Wizard.
(then)
Look! -- we're here.

And there it is...

EXT. GLINDA'S CASTLE

White, radiant, glorious -- seems to be made of living crystal. Kana's waiting out front. Oz -- dazzled -- dismounts from Sawhorse -- China Girl still in his arms.

KANA
I see you've already developed quite a following, Wizard.

OZ
Who are those people?

KANA
(brightly)
Glinda, she will explain. Now come, come inside!

Oz sets down China Girl, takes her hand, then follows Kana in through the Castle Gates.

INT. CASTLE COURTYARD

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

OZ
Where is everybody?

KANA
Who were you expecting?

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

KANA

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

OZ

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

KANA

(stops, turns)

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

OZ

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

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

INT. GLINDA'S PRIVATE CHAMBER

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

OZ

You gonna let her know we're here?

KANA

No need!

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

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

GLINDA

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

GLINDA

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

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

OZ

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

And Glinda smiles -- dryly --

GLINDA

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

OZ

He did, did he?

-- scowling at Kana, who nods enthusiastically --

GLINDA

So, then -- are you?

OZ

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

He reaches towards Kana -- seems to pluck that pilfered Gold Coin right out of the Monkey's ear.

OZ

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

GLINDA

Illusion as in: Not real.

OZ

Madame, you cut me to the quick.

GLINDA

I'm sure Evanora would like to do even worse than that.

(then)

Real Wizard or not, right now you're the only Wizard I've got...
(walks onto balcony)
The only Wizard they've got.

She gestures: Come look. Oz steps outside and sees:

EXT. GLINDA'S CASTLE BALCONY

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

OZ

Who... who are they? -- what are they doing here!

GLINDA

Some are refugees, the rest are just the Good People of the South -- and they've all come to see the Great Wizard who's going to lead them against the Sisters and their Savage Army.

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

CUTTENCLIP SOLDIERS -- who, from the front, look very impressive -- marching smartly, rifles on their shoulders, dressed like Beefeater Guards... HAMMERHEADS, who have flat-top heads and no arms... DAINTY CHINA SOLDIERS AND FARMERS -- their glazed china clothes and bodies shining in the sun... A PHALANX OF FUDDLES -- fairly normal-looking people except for the thick haphazard puzzle-piece lines on their faces and bodies and clothes...and lastly: THE STERLING INHABITANTS OF UTENSIA -- who are walking kitchen utensils: KNIVES and FORKS and CLEAVERS and SCISSORS and SPOONS -- all with eyes and arms and legs -- the Scissors en pointe like ballerinas --

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

OZ

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

GLINDA

They want the Land of Oz to be free.

OZ

You need a Wizard, I'll be your Wizard, but I'm not a Warlord -- you need someone with brains and heart and courage --

GLINDA
We need you.

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

GLINDA
But there are two Wicked Sisters,
and if I try to fight them alone
they might well destroy me -- and
if I should die, Hope and Dreams
would die here in the Land of Oz --
would die for a thousand years.
(adamant)
No -- it has to be you.

OZ
And what if I say no?

GLINDA
Then I'd be very disappointed.

OZ
You wouldn't be the first.

GLINDA
And I would banish you forever from
Quadling Country.

OZ
Throwing me to the tender mercies
of the Sisters, you mean.
(then)
And you call yourself a Good Witch.

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

A beat -- then Oz smiles -- craftily...

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

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

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

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

OZ

Very pretty -- but can they fight?

Kana discreetly shakes a no. Next up:

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

OZ

What happened to you people?

FARNSWORTH FUDDLE

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

OZ

I see.

FARNSWORTH FUDDLE

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

OZ

Can you fight?

FARNSWORTH FUDDLE

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

OZ

Falling all to --?

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

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

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

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

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

He's already piecing himself back together.

OZ
Does it hurt when you do that?

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

Oz looks at Kana, then moves on to:

THE HAMMERHEADS -- those short, squat, surly-looking characters with flat-topped heads and no arms...

OZ
How are you going to fight?

HAMMERHEAD
To the death, if need be!

-- sounding like a card-carrying member of the Lollipop Guild. The other Hammerheads all nod and scowl.

OZ
Well, uh, I hate to be the one to
ask the obvious, but... how do you
propose to take up arms against the
Queen's Savage Army when you don't
happen to, um, have any arms?

HAMMERHEAD
Doesn't mean we can't fight.

And to demonstrate, the Hammerhead's head suddenly SHOOTS out from his body -- neck stretched like a Jack-in-the-Box -- and the flat part of his skull slams into a SECOND HAMMERHEAD -- sends him flying into the air -- and a THIRD HAMMERHEAD deftly catches #2 on the his flat noggin like a soccer pro, then boings him into the air again -- other Hammerheads then start launching each other skyward -- volleyballing -- ping-ponging them back and forth, and --

OZ

Okay, I stand corrected -- you boys have got some definite potential.

The Hammerheads nod and scowl again -- satisfied -- as Oz and Kana move on to:

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

OZ

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

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

OZ

Are these men made of... paper?

KANA

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

OZ

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

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

OZ

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

GLINDA

No, they cannot.

OZ
Excuse me?

GLINDA
They are enchanted -- and anything
enchanted cannot kill.

And this knocks Oz completely for a loop.

OZ
Can I... speak to you a moment?

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

INT. GLINDA'S PRIVATE CHAMBER

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

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

OZ
And the Sisters' Savage Army?

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

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

GLINDA
Cannot.

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

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

A sly look comes into Oz's eye...

OZ
And, like you said: Right now I'm
the only Wizard you've got. So
tell me something...
(MORE)

OZ (cont'd)
(he grins, like a fox)
What's in it for me?

He's now in his element, on a roll -- he's seen an angle here and he's working it --

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

GLINDA
(ice)
What do you want?

OZ
If I'm gonna risk my neck I wanna be rewarded. Which means: If, in the highly unlikely event that we somehow do manage to defeat the Wicked Sisters and their Savage Horde, as soon as we march into the Emerald City I wanna load up with all the gold and jewels and gemstones I can carry, and then I want out --

GLINDA
Where do you want to go?

OZ
I don't know... someplace where everyone isn't looking at me like I'm the Answer to questions that have nothing to do with me!
(then rhapsodizes)
I want to go where the rich people go... I wanna walk through rooms of soft carpet, I wanna sleep in beds of eiderdown, I wanna drink champagne out of cut crystal and I wanna live in a house high on a hill -- and when I pass by people on the street in my gilded carriage I want them to turn to each other and say: There goes somebody.

GLINDA
(a beat, then)
That would be a small price to pay
for the freedom of my people.

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

He steps back onto the balcony -- Glinda out behind him --

EXT. GLINDA'S BALCONY

Kana shouts out from below --

KANA
THREE CHEERS FOR THE WIZARD!

And as the Good People of Oz thunder as one --

GOOD PEOPLE OF OZ
Hip-hip, FOR OZ! Hip-hip, FOR OZ!
Hip-hip, FOR OZ!

-- Oz hears, from over his shoulder --

GLINDA
Imagine... if you turned out to be
the man they imagine you to be...
the man you've always dreamed of
being?

He stares -- she struck a nerve -- it's like she looked right
through him -- and she smiles -- knowingly -- and the Little
China Girl comes out, takes Oz's hand in hers -- he looks
down at her -- at her adoring, trusting gaze -- then he looks
back out at the Sea of People -- as we go --

INT. EMERALD CITY - THRONE ROOM - SAME

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

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

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

EVANORA

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

Theodora -- staring into the Crystal -- very still -- as Evanora sneers, contemptuous --

EVANORA

And still you hesitate. What's it going to take? Do you intend to wait until they're inside the city gates?...

(suddenly grabs Theodora by the hair)

NO! I cannot wait any longer! I need you and I need you NOW! You must ACCEPT the Evil inside of you! You must EMBRACE THE HATE!

Theodora wrenches free -- and in so doing she accidentally KNOCKS THE CRYSTAL SMASHING TO THE FLOOR in 3D smoke and sparkle -- as Evanora keeps at it, keeps on her --

EVANORA

What are you so frightened of!
WHAT ARE YOU HOLDING ON TO! He doesn't love you! He will never love you!

(grabs her, turns her)
OPEN YOUR EYES AND SEE THE DARKNESS! Your Wizard and Glinda will soon be coming here and they will be coming here to KILL US!

And Theodora finally shrieks --

THEODORA

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

Evanora suppresses a smile -- crooks a finger --

EVANORA

Come.

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

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

THEODORA

Will it hurt?

EVANORA

Fleetingly. Then you'll never feel
pain again.

THEODORA

Nor love.

EVANORA

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

(the apple's ready)

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

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

THEODORA'S TRANSFORMATION

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

THEODORA

WHAT'S HAPPENING TO ME!

EVANORA

(soothingly)

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

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

THEODORA

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

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

THE WICKED WITCH OF THE WEST

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

EVANORA

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

THEODORA

No. This is me now -- and now I
know...

She practically flies from the room, and --

INT. GRAND ENTRANCE HALL

THE SAVAGE GENERALS are milling about, killing time -- then
Theodora comes in and commands them --

THEODORA

From every village, every outpost,
from all four corners of Oz, I want
ten thousand Savages here by week's
end, armed and ready for war.

(then snaps --)

Why are you looking at me like
that! What are you waiting for!

A GNOME GENERAL asks for all of them --

GNOME GENERAL

But... who are you?

A beat -- then Theodora CACKLES -- loud and proud --

THEODORA

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

EXT. GLINDA'S CASTLE - NIGHT

The crystal spires against a backdrop of a zillion stars.

OZ (O.S.)

And what's this here, to the east
of the Emerald City?

INT. GLINDA'S LIBRARY

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

GLINDA

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

OZ

Right now eternal rest doesn't
sound too bad.

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

GLINDA

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

OZ

I think this'll be child's play --
just a walk in the park.

(flip, sarcastic)

I mean, come on, what's the big
deal? All you're asking me to do
is lead a rag-tag bunch of
Irregulars who can't fight and
can't kill against an Army of
Murderous Savages who not only can
fight and can kill but, I'm told,
actually quite enjoy it --

GLINDA

-- Yes they do --

OZ

-- And if, somehow, against all
odds, we survive the Heathen Horde,
then all we've got to contend with
is a pair of Witchy Sisters, both
of whom have some serious magic
literally at their fingertips and
who, no doubt, would like nothing
more than to visit the tortures of
Torquemada on my mind, body and
person! Like I said... child's
play. What could be easier?

GLINDA

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

And Oz gives her a long, long look -- then just closes his
eyes again -- and, almost unconsciously, he takes that Gold
Coin from his pocket, rolls it through his fingers.

OZ

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

GLINDA

Why do you call this Wizard great?

OZ

Because he could look into the
 future -- then make it real.
 (his eyes close again)
 You know what he did? He invented
 the electric light... and the
phonograph... and a camera that
 lets you take moving pictures.

GLINDA

Pictures that move...

OZ

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

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

GLINDA

Sleep well, Wizard. And dream of
 Victory.

DISSOLVE TO:

INT. GLINDA'S LIBRARY - LATER THAT NIGHT

Oz suddenly wakes up -- has his Eureka Moment.

OZ

I've got it.

He flings off the blanket, jumps out of the chair, rummages
 around the room -- finds what he's looking for: SHEETS OF
 PAPER AND A QUILL-TIP PEN -- and immediately, feverishly, he
 gets to work -- sketching, drawing -- designing -- and off
 the scratching of his pen we jump to:

INT. GLINDA'S PRIVATE CHAMBER - MORNING

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

OZ

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

(then, much quieter)

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

GLINDA

(smiles)

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

Kana nods -- yes-yes -- and we go --

EXT./INT. SMITH & TINKERS WORKSHOP - DAY

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

MASTER ELF

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

OZ

Quick as you can -- and faster than that if possible!

MASTER ELF

Come back day after tomorrow. Not before lunch.

The Master Elves turn and walk away -- already discussing between themselves who's going to be doing what -- then Oz glances at Kana, says --

OZ

Wait here -- something I forgot to tell them.

He hurries after the Elves -- and Kana watches as Oz puts an arm around the Master Elf's shoulder, glances back at Kana, then surreptitiously slips the Elf a folded piece of paper, whispers something in his ear, and --

Kana scowls -- knows Oz is up to something... something he doesn't want Glinda to know...

EXT. SMITH & TINKERS WORKSHOP - MOMENTS LATER

Oz and Kana come outside -- Oz looks up -- has a thought --

OZ

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

KANA

Oh yes -- that-that and more.

OZ

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

KANA

I told you, she's not a woman --

OZ

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

KANA

Yes she is, Wizard -- a Good Witch -- please-please don't forget that.

IN. GLINDA'S LIBRARY - LATER THAT DAY

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

OZ

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

(MORE)

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

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

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

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

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

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

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

MONTAGE: THE CLANS PREPARE FOR WAR

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

INT. GLINDA'S LIBRARY - EVENING

Oz is sitting down with Glinda and Kana.

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

GLINDA
We do. How many do you need?

OZ

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

GLINDA

(interrupts)

You're enjoying this, aren't you?

OZ

Enjoying it?

GLINDA

I can tell.

OZ

(a beat)

Can you also tell I'm terrified?

GLINDA

Of?

OZ

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

GLINDA

And is that so terrible?

OZ

It is if we fail.

GLINDA

We won't.

OZ

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

GLINDA

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

Another pause, then -- it's been bothering him --

OZ

What about Theodora?

GLINDA

What about her?

OZ

I was just wondering... look, just because her sister's evil doesn't mean she is too -- and maybe if I could just talk to her --

Glinda gently cuts him off --

GLINDA

Wizard -- Theodora's doomed.

OZ

I don't believe that.

GLINDA

You need to. Whatever good was in her will soon be gone, if it's not already. For years she's tried to resist both her Sister and the Evil within her own heart... but that Evil won't be denied.

(touches his hand)

And even you can't save her.

He takes back his hand -- doesn't want to believe her -- and off his troubled look we go --

INT. SMITH & TINKERS WORKSHOP - NEXT DAY

MASTER ELF

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

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

MASTER ELF

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

Oz studies the schematics -- then looks up.

OZ

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

MASTER ELF

Try telling that to my wife.

OZ

Kana, look at this!

-- waving him over -- and as Kana bends over the renderings, Oz whispers in the Master Elf's ear --

OZ

How 'bout that other thing?

MASTER ELF

It's done. You want to see it?

OZ

(furtive glance at Kana)

Not now. Tonight.

We get a look at Kana -- and we can tell that no one's pulling the wool over this Monkey's eyes... meanwhile --

EXT. EMERALD CITY - EVENING

THE SAVAGE ARMY is outside the city gates, thousands of them.

INT. THRONE ROOM - EVANORA'S PALACE

Theodora and Evanora are here with the Savage Generals.
Theodora's now dressed head to toe in witchy black.

THEODORA

I want your men to enjoy themselves
-- tell them to go and play... and
no mercy, no prisoners -- leave the
bodies where they fall for the
jackals and the crows -- but kill
them all... except the Wizard...
him I want alive. I want to deal
with him personally.

And off her wicked CACKLE we jump --

EXT. EMERALD CITY - NIGHT

THE SAVAGE ARMY moves out -- a thunder of drums and clouds of 3D dust -- malevolence on the march. THEODORA AND EVANORA watch from the ramparts atop the city walls...

EXT. GLINDA'S CASTLE - NIGHT

FOLLOWING GLINDA -- hurrying down a corridor, concerned expression on her face -- she stops, knocks on a door --

GLINDA

Wizard?

No answer -- she tries the door, opens it -- no one's inside -- she hurries off again, and --

INT. GLINDA'S LIBRARY

Kana and Kala are playing some Ozian version of chess. Glinda comes in.

GLINDA
The Wizard -- have you seen him?

Kana stays mum, but Glinda can tell he's hiding something.

GLINDA
What is it? Where is he? Kana...

He hears her urgency -- hates being a rat, but --

KANA
I think I know -- come-come.

INT. SILO - BEHIND SMITH & TINKERS WORKSHOP

Like an open-roofed grain or missile silo -- where we find Oz admiring THE LARGE LIGHTER-THAN-AIR BALLOON the Elves have secretly made for him... he walks around it -- tests the tautness of the ropes -- checks out the engine and the rudder and the steering mechanism...

OZ
Very nice... yes... fine work --
the Wizard is well pleased.

But then: THE CURTAIN across the silo's single door flashes open -- and there's Glinda... who stares at the balloon -- then at Oz -- sad -- angry -- very disappointed -- and he's like a kid with his hand in the cookie jar -- first he says to the Master Elf --

OZ
Could you give us a moment, please?

The Elf shuffles out -- Oz scratches his head -- gives a forced, sheepish laugh and tries to tell Glinda --

OZ
Believe it or not, this isn't what it looks like.

GLINDA

Oh? So this is one of your...
Illusions? Well done, Wizard, it
certainly looks real to me.

OZ

I wasn't planning on running out on
you.

She doesn't seem to be buying it, so --

OZ

Look, it's just... my whole life
I've always had one foot out the
door -- nothing, no one tying me
down -- no responsibilities. And
now -- here in Oz?... I just wanted
to know I had an out.

GLINDA

And should you take it, should you
leave -- have you given any thought
as to what you'd leave behind?

(then, harsh)

The Good People of Oz, they believe
in you --

OZ

No one asked them to -- I didn't
ask for this!

GLINDA

Nor did you say no.

OZ

You wouldn't let me. I tried
telling you from the start I wasn't
the man or the Wizard you were
looking for.

GLINDA

Maybe not, but as I told you:
You're the only Wizard we've got.

A beat, then, quietly...

OZ

You know I'm not a Wizard.

GLINDA

(she nods, she knows)
But I thought you were a good man --
and sometimes that's enough.

OZ

Well I'm not. I'm not a good man --
or a good Wizard.

GLINDA

Nevertheless and still... I came
here tonight to tell you: The
sand's run out of the hourglass --
the Sisters' Armies are on the move
-- tomorrow we must march -- and
tomorrow, perhaps, we'll know...
(off Oz's frown)
... what kind of man and what kind
of Wizard you really are...

And with that, she turns and walks out. Oz lets her go.
After a few moments, he glances up at the balloon, sighs, and
skulks out of the silo, and --

EXT. OUTSIDE SMITH & TINKERS

As he steps outside he's startled to see: A CROWD OF
CITIZENS HAVE GATHERED... Kana and his brothers... the Little
China Girl... various others... and they're all looking at Oz
like: Say it ain't so -- and Oz says nothing -- his head
down, shoulders hunched, he just walks the Walk of Shame --
the crowd parting, silently, to let him by... and Oz never
lifts his eyes...

INT. OZ'S BEDROOM - GLINDA'S CASTLE - LATER THAT NIGHT

OZ -- IN BED -- fully awake -- and fully dressed -- moonlight
across his face -- then, abruptly, he swings his feet to the
floor and stands -- quietly creeps from the room.

EXT. OUTSIDE SMITH & TINKERS

He steals across the courtyard -- and into the silo.

INT. THE MONKEYS' BEDROOM

Kaya shakes Kana awake, stutters --

KAYA

B-b-brother -- w-wake up.

Kana does so -- Kaya gestures: Come look -- Kana follows him
to the window, looks out and sees:

KANA'S POV: THE BALLOON -- RISING UP OUT OF THE SILO --
backlit by the moon, and --

KANA is crestfallen -- devastated -- can't believe Oz is
doing this -- running away -- he's leaving --

KANA
Wake Kala.

EXT. WITH OZ - IN THE BALLOON

Adjusting this and that -- just letting the balloon lift and drift -- and when he's far enough away from the Castle, only then does he crank up the engine -- uses the propeller to propel himself Due North... on course for Emerald City.

EXT. THE BALLOON

Wafting across the face of the moon... then we see, some distance behind: KANA AND HIS BROTHERS -- following Oz, as --

THE BALLOON sails over the Shimmering Wall... then high above smashed China Towne... and soon Oz sees, far below: THE SAVAGE HORDE ARMY -- encamped for tonight -- bonfires dotting the dark...

INT. THEODORA'S ROOM - EMERALD CITY

CLOSE ON THEODORA -- as, birdlike, she twitches -- alert -- like she just sensed something... then she smiles...

THEODORA
You want to dance again, do you?
By all means, Wizard -- let's.

Then she waves her hand and -- poof! -- she disappears.

EXT. WITH OZ - IN THE BALLOON

THE TOWERS AND SPIRES OF EM CITY are dead ahead. Oz maneuvers the balloon downwards -- Kana and his Brothers still on his tail, some distance behind.

EXT. EMERALD CITY

THE BALLOON appears overhead -- like an alien spaceship.

EXT. WITH OZ - IN THE BALLOON

OZ tosses out a grappling hook, snags it on a spire -- he brings the balloon to a stop -- anchors it -- then climbs hand over hand down the mooring rope to the ramparts running along the top of the city's walls.

EXT. ON A SECOND SPIRE

KANA AND HIS BROTHERS silently alight -- and watch as --

EXT. ON THE RAMPARTS

OZ makes his way towards the Palace, when suddenly: IN AN EXPLOSION OF SMOKE AND FIRE THEODORA MAGICALLY APPEARS -- looking very much the Wicked Witch -- eyeing him like a cat ready to pounce -- voice dripping poison --

THEODORA

My my my -- look what the bats
dragged in.

OZ

Theodora?
(stunned, mortified)
Wh-what happened to you?

THEODORA

You happened to me.
(raises a crooked finger)
But don't fret -- don't apologize --
(then smiles)
Tell me -- do you like my dress?
(off his confused look)
It's my wedding dress. I got
married, you see -- to wickedness.

KANA AND HIS BROTHERS are still watching from the spire, as --

THEODORA

Care to kiss the bride? No? Fine
-- there's something else I want
you to do for me...

She steps back, and with an upward flick of her hand, Oz is lifted -- LEVITATED -- up into the air -- and she just holds him there -- FORTY FEET ABOVE THE STONE COURTYARD as --

THEODORA

I want you to suffer. I want you
to die screaming and slow.

OZ
Theodora --!

Another flick of her hand and Oz's words are cut off -- he can't speak -- he's choking --

THEODORA
No more words from you, Wizard --
(then, like she only just
realized it --)

If you are a Wizard, Wizard, you're not much of one, are you? Simple magic like this should be easy to break -- and since it seems you can't... let me save you the trouble of peering into the future... let me just tell you what I'm going to do.

He's still gagging -- dangling -- as she croons to him --

THEODORA
Publicly -- painfully -- in front of all of Emerald City, I'm going to peel the flesh from your bones then grind your bones to dust -- then, assuming you've been kind enough to stay alive I think I'll --

But that's as far as she gets, because: KANA'S LITTLE BROTHER KAYA SUDDENLY SWOOPS IN OUT OF NOWHERE AND SLAMS INTO THEODORA -- knocking her back -- breaking her telekinetic hold on Oz, and --

OZ DROPS -- plummeting -- down towards the courtyard -- towards certain doom, but then --

KANA AND KALA SWOOP IN -- SNATCH HIM OUT OF HIS FALL -- start winging him to safety -- over the City Walls, while --

KAYA'S STILL ALL OVER THEODORA -- has her by the wrists -- literally in her face -- she's trying like hell to get him off her -- and finally: She rips her hand free, and --

LIGHTNING FLASHES FROM HER FINGERTIPS -- sends Kaya flying through the air -- over the ramparts -- we hear a meaty thud from below -- Theodora looks down and sees:

KAYA'S CORPSE -- IN THE COURTYARD -- broken, lifeless -- smoke rising from his fur -- Theodora shrieks at the night --

THEODORA
WIZARD!

But he's gone -- she snarls she's so furious -- then vents her anger by flinging fire at --

THE BALLOON -- which DETONATES -- blindingly bright in the night -- plumes of flame jetting at us in 3D, and --

EXT. IN THE NIGHT SKY

Oz -- borne aloft between Kana and Kala -- looking back at the burning balloon -- a blazing orb of fire, and --

OZ
Your brother -- you think --?

KANA
He is dead, Wizard.

OZ
(rocked, reeling)
He... he saved my life. He died for me...

KANA
He knew you'd do the same.

KALA
That you'd... die for us.

KANA
For any one and all of us.

CLOSE ON OZ -- as this hits home -- echoes in his soul... they fly on, as we hear --

OZ (V.O.)
Ever since I can remember, I always tried to be the man my father wasn't...

INT. GLINDA'S LIBRARY - LATER THAT NIGHT

OZ AND GLINDA -- Oz staring into the flames, staring deep --

GLINDA
What kind of man was he?

OZ
He was a nothing -- a nobody -- so poor the holes in his pockets had holes. He was also...
(exhales)
(MORE)

OZ (cont'd)
Hard-working, honorable, honest,
responsible, kind -- a man of faith
and charity who'd rather cut off
his own arm than hurt anyone --

GLINDA
And you?

OZ
It's not like I ever tried to hurt
anyone -- but if I did? When I
did? Then it was poof, goodbye,
sorry, see you later -- I was gone.
(beat)

It was always just easier to run.

He looks at her -- heart bared -- tells her true --

OZ
I wasn't running tonight. I went
to Emerald City because I wanted to
make amends, I wanted to atone, and
I still wanted to believe Theodora
could be saved. But when I saw
her, I knew -- you were right --
the damage is done -- I also
knew... Once upon a time there was
a Wicked Witch here in the Land of
Oz... and now there are two --
thanks to me.

GLINDA
It wasn't you alone, Wizard.
Destiny determined Theodora's fate,
just as it's decided yours.

OZ
My Destiny --?

GLINDA
I think you know already.
(then she smiles)
You're the Wizard of Oz.

CLOSE ON OZ... anointed... ennobled... he nods, he's ready --
and off him we jump --

EXT. GLINDA'S CASTLE - NEXT MORNING

OZ'S ARMY is here in force -- flags and standards flapping in
the breeze -- UTENSILS... HAMMERHEADS... PAPER SOLDIERS...
FUDDLES -- ready to march.

DAINTY CHINA PEOPLE are here to wave their heroes off -- some of the DAINTY CHINA GIRLS so caught up in the moment they're actually CRYING SOLID DAINTY CHINA TEARS -- which fall like pebbles to the ground -- or shatter into powder. Glinda's mounted on a steed whose coat is an ever-changing KALEIDOSCOPE OF COLOR. Oz is standing next to Sawhorse -- gives the troops his best Henry V --

OZ

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

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

OZ

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

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

GLINDA
TO OZ AND THE EMERALD CITY!

The Army starts to march -- the China People wave and weep and hurrah -- as we go --

EXT. THE SHIMMERING WALL - MORNING

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

OZ

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

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

GLINDA
Actually it's more like this...

And she slowly raises her arms, calling forth:

AN ENORMOUS SNOWSTORM

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

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

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

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

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

EXT. THE GREAT PLAIN OF OZ

THE SAVAGE HORDE ARMY's on the march -- like a vast stain oozing south -- but then, look out, here it comes --

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

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

INT. THE INCREDIBLY LONG VAULTED CORRIDOR

Theodora sweeps towards us like a wraith, into --

INT. THRONE ROOM

Evanora stands serenely in front of the open French doors -- eyes closed -- strong wind blowing in her face -- Theodora marches in, gets the doors closed, wheels on her Sister --

THEODORA

Look at you -- calm as a clam.

EVANORA

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

THEODORA

The weaker she'll become...

(thoughtfully)

Then perhaps we'll see what kind of Wizard this Wizard is -- if, that is, he's truly a Wizard at all.

EVANORA

Sister, you don't believe?

THEODORA

I believe we shall see. All in good time -- all in good time.

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

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

OZ

How much further?

KANA

We're here.

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

A PYRAMID OF ROCKS

A jumble of boulders fifty feet high.

OZ

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

KANA

Magic.

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

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

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

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

EXT. THE GREAT PLAIN OF OZ

The Storm has ended here, too -- the Savages are digging themselves out of the snow --

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

INT. THE CAVES

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

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

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

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

OZ
How did he die?

KANA
I thought you knew. He died saving Glinda. Evanora, she killed him.
(MORE)

KANA (cont'd)

(then)

Come-come, we find a place to lay
her down.

INT. A CHAPEL-LIKE HOLLOW IN THE CAVE WALL

Oz gently sets Glinda down inside it.

KANA

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

OZ

Killed by her friend.

(echoes Theodora)

She had no idea how wicked
wickedness could be, or how easily
friendship could be betrayed.

(then)

How long will she sleep?

KANA

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

OZ

(a quizzical look, then)

Let's get everyone ready.

INT. ELSEWHERE IN THE CAVES - LATER

Sparks fly -- shooting towards us in 3D -- as one by one,
Scissors, Knives and Cleavers step up to hone their blades
against live spinning Whetstones.

SERGEANT CLEAVER

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

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

OZ
C'mon, boys, leave him alone.

The Hammerheads scowl, but stop. Kana appears.

KANA
The Munchkins, they are here.

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

EMERALD CITY MUNCHKINS -- Glinda and Kana's inside guys -- are helping the Smith & Tinker Elves load the gadgets and gizmos they're going to need for Oz's Grand Finale onto small wagons and carts, pulled by MINIATURE HORSES. Oz and Kana are with the main MUNCHKIN, who's named M.

OZ
We're counting on you.

M. MUNCHKIN
And the Good People of Oz are
counting on you.

Both smile, shake hands.

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

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

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

M. MUNCHKIN
The others will be here before
first light.

The Munchkins and the Elves start out.

INT. THE CAVES - WITH GLINDA - LATER

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

OZ
You're awake.

GLINDA
And restored.

OZ
We're ready whenever you are.

INT. THE CAVES - MOMENTS LATER

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

EXT. OUTSIDE THE CAVES - THE PYRAMID OF ROCKS

GLINDA
Step closer.

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

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

OZ
Sure beats a broomstick doesn't it?

THE MAGIC BUBBLE LIFTS OFF -- KANA AND KALA SHADOWING THEM -- flying behind, to --

EXT. THE GREAT PLAIN OF OZ - NIGHT

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

THE MAGIC BUBBLE, KANA AND KALA. They land on the ridge overlooking the encampment, then head down the hill --

INTO THE ENEMY ENCAMPMENT -- where quickly, quietly, the Utensils climb off Oz and the Monkeys and out of the rucksack, and they all get to work CLIPPING AND CHOPPING OFF THE GNOMES' BEARDS -- AND SLICING THE MASKS OFF THE WHIMSIE WARRIORS... And we get our first look at the Whimsies real heads -- and they really are just appallingly, embarrassingly small. And as Oz et al continue their shearing, we --

DISSOLVE TO:

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

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

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

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

OZ

Safe journey. Keep yourselves together, men!

(then, to the Hammerheads)

And you boys, use your heads! Give 'em what-for!

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

GLINDA

The Elves have made it safely into the Emerald City.

KANA

And look-look.

Behind the eastern hills: The first glimmer of dawn.

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

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

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

INT. THRONE ROOM - EMERALD CITY - SAME

THEODORA -- furious -- barges in -- Evanora's on the Emerald Throne -- a Munchkin Maid is to the side, sweeping.

THEODORA

The Gnomes -- the Whimsies --
they're fleeing -- they're gone.
Whatever magic Glinda used --

EVANORA

-- Glinda or the Wizard.

THEODORA

We'll see about that!

Then she notices the Maid -- snatches the broom away.

THEODORA

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

She hops on the broomstick -- JETS OFF OUT THE WINDOW.

EXT. EMERALD CITY

Above: THEODORA -- streaking off -- a black bolt across blue sky -- while M. MUNCHKIN AND THE MASTER ELF -- hidden -- watch her from below -- then shrink back into the shadows...

EXT. ENCHANTED APPLE ORCHARD - DAY

THE HAMMERHEADS AND FUDDLES have reached their destination.

FARNSWORTH FUDDLE

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

EXT. THE GREAT PLAIN OF OZ - SAME

CLOSE ON THEODORA -- who's arrived to take charge of the Savage Army -- she cocks her head -- receiving a psychic transmission of some kind -- then she smiles...

THEODORA

There you are...

(orders the Monkeys)

To the Enchanted Orchard! Kill
everyone you see! Go!

(the Monkeys fly off)

(MORE)

THEODORA (cont'd)

The rest of you: I want a line of
sharpened steel between here and
the Emerald City.

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

INT. THE CAVES - SAME

GLINDA frowns -- she senses -- knows --

GLINDA

The Winged Monkeys are on their way
to the Orchard.

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

EXT. ENCHANTED ORCHARD - DAY

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

FARNSWORTH FUDDLE

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

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

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

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

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

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

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

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

INT. THE CAVES - SAME

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

OZ

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

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

EXT. ON SEVERAL DIFFERENT ROADS IN CENTRAL OZ - DAY

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

EXT. THE POPPY FIELDS - AFTERNOON

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

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

EXT. THE GREAT PLAIN OF OZ

A GROWLEYWOG WARRIOR rides in on horseback -- in a hurry -- jumps off the stallion -- and in their guttural tongue he quickly briefs the GENERAL -- who translates for Theodora --

GROWLEYWOG GENERAL
The Poppy Fields. Thousands of
them.

THEODORA
Follow me!

She hops on her broomstick -- takes off -- shoots down the line of Warriors -- who charge after her --

INT. THE CAVES

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

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

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

GLINDA
I won't.

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

EXT. THE POPPY FIELDS - AFTERNOON

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

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

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

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

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

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

INT. THE CAVES - CLOSE ON GLINDA

GLINDA
(eyes closed)
Now...

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

EXT. THE POPPY FIELDS - ON THE CUTTENCLIP SOLDIERS

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

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

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

THE GROWLEYWOGS don't listen -- blood lust high -- and in full battle cry they set upon the Cuttenclips -- STABBING and SLASHING -- RIPPING the Soldiers to shreds -- but then... the poppies start working their narcotic magic... THE GROWLEYWOG WARRIORS START DROPPING LIKE OPIATED FLIES -- soon every last one of them is in a deep, drugged sleep...

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

THEODORA
Deftly done you two -- but you haven't won yet -- far from it.
See you at Emerald City -- my sister and I will be waiting...

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

INT. THE CAVES

GLINDA
Our turn now.

OZ
Magic Time.

EXT. EMERALD CITY - THAT NIGHT

A very dark night... SAVAGE GUARDSMEN patrol the gates -- TWO GROWLEYWOG WARRIORS man the ramparts above -- and one of them wheels, as --

KALA COMES ZOOMING OUT OF THE NIGHT -- KAYOS the Growleywog with a flying punch to the jaw -- then we see --

KANA -- LANCING AT US -- fist out in front of him -- and POW! -- his piledriver knocks the second Growleywog cold -- both Savages go down in a heap, spears clattering onto stone --

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

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

GLINDA
Welcome to your Destiny.

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

OZ
I didn't do this because of
Destiny. I did it because of you.

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

INT. ELSEWHERE IN EMERALD CITY

KANA AND KALA are still leading the Guards on a helluva chase, and --

INT. A SMALL DARK CORRIDOR - INSIDE THE PALACE

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

INT. THRONE ROOM

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

EVANORA

I've been expecting you.

GLINDA

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

EVANORA

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

GLINDA

False Wizard...?

EVANORA

Don't tell me you believe --

GLINDA

In him? As a matter of fact I do.

EVANORA

You always were so gullible.

GLINDA

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

EVANORA

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

(sneers)

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

THEODORA (O.S.)

Definitely.

Glinda slowly turns -- and there's Theodora.

THEODORA

So good to see you again, Glinda.

GLINDA

Don't you look lovely.

THEODORA

I'm sure your Wizard would agree -- he did once tell me green's his favorite color.

GLINDA

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

EVANORA

You mean my throne.

GLINDA

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

EVANORA

(cackles)

The Great and Powerful --?!

GLINDA

Just you wait -- you'll see.

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

THEODORA

What if she's right?

EVANORA

What if this Wizard's a real
Wizard? What does it matter, long
as he's dead by morning?

THEODORA

He and fair Glinda can share the
same grave.

INT. ELSEWHERE IN EMERALD CITY - WITH OZ

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

WINKIE GUARDSMAN (O.S.)

THERE HE IS!

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

OZ

There who is?

WINKIE GUARDSMAN

You, Wizard.

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

OZ
Wizard? Me? I'm not the Wizard!

And the Guardsmen hesitate...

WINKIE GUARDSMAN
Yes you are -- sure you are.

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

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

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

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

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

INT./EXT. EMERALD CITY BELL TOWER

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

EXT. THE STREETS OF EMERALD CITY

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

INT. EMERALD CITY BELL TOWER

The SAVAGES successfully smash the door down -- Kana and Kala wing their way out the tower window -- safely away, and --

EXT. CENTRAL SQUARE - EMERALD CITY

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

INT. IN A SECRET LOCATION - INSIDE EMERALD CITY

THE MASTER ELF is peering out.

OZ (O.S.)
Close the curtain.

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

OZ
Let's begin.

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

EXT. EMERALD CITY

All the torches in the city go out.

INT. BEHIND THE CURTAIN - IN THE SECRET LOCATION

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

GLINDA
Ad astra per aspera.

OZ
E Pluribus Unum.

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

OZ
Here we go.

EXT. CENTRAL SQUARE - THE EXTRAVAGANZA BEGINS

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

OZ'S VOICE
DO NOT FEAR, GOOD PEOPLE OF OZ --
DO NOT FEAR...

And then, under the Arch -- we see it -- see him: A LARGER-THAN-LIFE HOLOGRAM OF OZ -- spectral, see-through --

OZ'S VOICE
IT IS I: THE GREAT AND POWERFUL
WIZARD OF OZ!

GEYSERS OF FIRE shoot up on either side of the Hologram.

OZ'S VOICE
 WHERE ARE THE WICKED SISTERS!

EVANORA (O.S.)
We are here...

EVANORA AND THEODORA -- ON THE PALACE BALCONY. Theodora flicks a hand -- the TORCHES next to them REIGNITE.

EVANORA
 And we are anxious to see just how
 Great and Powerful you truly are.

Theodora signals -- and the PALACE GUARDSMAN RUSH THE HOLOGRAM -- SHOOTING ARROWS and FLINGING SPEARS -- which harmlessly pass right through the Image of Oz -- and when the spears and arrows hit the floor...

GLINDA -- in her shawl -- gestures -- AND THE SPEARS AND ARROWS TRANSFORM INTO SNAKES -- and go slithering off into the shadows... THE HOLOGRAM LAUGHS WITH SCORN.

OZ'S VOICE
 WICKED SISTERS... IN YOUR
 IGNOMINIOUS IGNORANCE AND HATE DID
 YOU REALLY BELIEVE THAT SUCH
 PUSILLANIMOUS PIECES OF IMPOTENT
 ARMAMENTS COULD HARM THE GREAT AND
 POWERFUL OZ?

THEODORA
 Perhaps you'd prefer this!

And suddenly: THERE'S FIREBALL IN HER HAND -- which she heaves at the Hologram -- the fireball EXPANDING en route so that when it hits it totally ENGULFS OZ'S IMAGE -- turning the space beneath the Arch INTO A CURTAIN OF FLAME -- the Citizens shrinking back from the light and the heat and --

BEHIND THE CURTAIN -- IN THE SECRET LOCATION

Oz motions to the Master Elf -- Cut! -- then steps up close to a single, larger camera-type device, and --

BACK IN THE CENTRAL SQUARE

When the Fireball dies out we see... Oz's Image is gone.
 There's nothing there under the Arch any longer. THE WICKED SISTERS CACKLE -- triumphant -- but only for a moment...

BEHIND THE CURTAIN

Oz signals -- the Master Elf flicks a switch, and --

BACK IN THE CENTRAL SQUARE

Another terrific BOOOOOM! of smoke and fire erupts under the Arch -- and this time when the clouds clear we see:

OZ'S FACE -- AN ENORMOUS SPHERICAL HOLOGRAPHIC MOON FACE -- like the face Dorothy will see when she goes to see the Wizard years from now -- and THE MOON FACE starts to grow... gets BIGGER and BIGGER... then it starts FLOATING UP into the air... and as it rises, in a voice like rolling thunder --

OZ'S VOICE
 HOW DARE YOU DOUBT ME!

THEODORA
Doubt you? -- I DEFY you!

OZ'S VOICE
 THEN WITNESS AND OBSERVE... AS I
 UNLEASH THE STARS!

And then it begins... first a single streak of light zips across the sky like a meteor... then two more... then three -- zip, zip, zip... then more and more and more -- crissing and crossing, slashing the sky, then all at once --

It all stops. Theodora and Evanora exchange a look -- Was that it? -- but then... OZ'S MOON FACE CHUCKLES... then THUNDERS LOUDER THAN EVER --

OZ'S VOICE
BEHOLD!

AND THE SKY SEEKS TO EXPLODE! And, as Oz himself would probably say it, what follows is: 'A FIREWORKS FANTASIA MORE SPECTACULAR AND STUPENDOUS THAN ANY THE WORLD HAS EVER SEEN!' -- in unbelievable 3D -- and no one in Em City has ever seen anything like it -- it's eye-goggling and mind-boggling -- the Fourth of July times fifty -- and, as Oz had predicted --

THE PALACE GUARD SAVAGES -- terrified -- run like rats from a burning barn -- break ranks and high-tail it for the hills --

EVANORA
 (shrieks to Theodora)
 Do something!

THEODORA turns -- then ZAPS A STEADY STREAM OF LIGHTNING from her fingertips into Oz's Holographic Moon Face -- and THE MOON FACE LAUGHS at her -- then BOOMS to the crowd --

OZ'S VOICE
 GOOD PEOPLE OF OZ, LOOK AND SEE:
 THE WEAKNESS OF WICKEDNESS!

And we can tell: All this zapping is sapping Theodora's strength. The lightning first dims -- then fades out completely -- and she slumps against the railing.

EVANORA
 Sister?

GLINDA -- DOWN BELOW -- IN THE SHADOWS -- smiles to herself -- then THRUSTS her hand up and forward -- and some great shimmering PULSE OF ENERGY flashes up to the balcony -- THE SURGE SLAMS INTO THE SISTERS -- knocks Evanora clear through the doorway -- she goes sliding on her backside along the floor -- her hair awry -- animal fear in her eyes for the very first time -- THEODORA's still on the balcony -- on her hands and knees -- the Sisters lock eyes.

EVANORA
 We must leave.

THEODORA
 NO!

EVANORA
 The night is his. We leave and there will be other nights.

THEODORA's wavering -- then a ROMAN CANDLE slams into the Palace wall right beside her -- EXPLODES IN A 3D SUPERNOVA OF RED, WHITE AND BLUE.

HIDDEN SMITH & TINKER ELVES FIRE MORE FIREWORKS AT THEODORA -- she's being bombarded -- rockets and Roman Candles strafing the Palace walls -- she has to duck and cover -- snarling with rage -- shrieks towards Oz's Moon Face --

THEODORA
 THIS ISN'T OVER, WIZARD! Mark my words: You will watch each other die!

She runs into the Palace, helps her Sister to her feet -- and the two Wicked Witches beat a hasty retreat down the hall.

INT. THEODORA'S ROOM

Theodora grabs her broomstick, flings open the window. Looks back -- Evanora's just standing there -- looks devastated.

EVANORA
Curse them -- curse them all.

THEODORA
We will, Sister. All in good time.

Evanora nods -- regally walks past Theodora to the window -- raises her arms, the long folds of her sleeves spreading like wings -- then SHE TAKES OFF -- soaring like a nighthawk -- THEODORA SAILS AFTER HER -- ON HER BROOM --

EXT. ON A SPIRE - HIGH ABOVE THE CITY

KANA AND KALA see the Wicked Sisters flying away -- and the two Monkeys embrace -- then Kana takes a trumpet off his belt and BLARES A TANTARA --

EXT. CENTRAL SQUARE

Everybody hears it. The fireworks stop. The tantara continues -- a fanfare of victory -- and THE CELEBRATION BEGINS -- like an explosion -- an outpouring of utter joy -- Kana flaps down off the spire, and --

BEHIND THE CURTAIN

Kana rushes in -- charged up -- Monkey-laughing --

KANA
We did it, Wizard -- you did it!
The Wicked Witches: Gone-gone!

Oz beams -- Glinda steps through the curtain -- all aglow --

GLINDA
You were wonderful.

OZ
Yeah, that's me: The Wonderful Wizard of Oz.

He sweeps her into his arms, is about to kiss her, when --

GLINDA
What are you doing!

OZ
I was... trying to kiss you.

GLINDA
But I'm a Witch.

OZ
Believe me, I've kissed worse.

GLINDA
But... my kiss would kill you.

A searching beat -- then he sets her down.

OZ
You mean... kill me kill me? --
compos mentis, kill me dead?

She nods -- Kana does, too -- it's true...

OZ
Not even one tiny kiss?

GLINDA
Much as I might like to, Wizard, I
prefer you alive -- as do the Good
People of Oz.

Her smile's bittersweet -- Oz shakes his head.

OZ
Ain't that a kick in the pants?

Kana nods -- yes-yes -- and we go --

EXT. EMERALD CITY - FOLLOWING DAY

A GLORIOUS CELEBRATION IS IN FULL SWING. There's a PARADE -- MARCHING BANDS -- DANCING IN THE STREETS. Hammerheads are bouncing one another up in the air -- we see the Little China Girl walking hand in hand with her parents...

EXT. CENTRAL SQUARE

A STAGE has been erected -- crowded with VIP's -- a MUNCHKIN DIGNITARY is at the podium proclaiming --

MUNCHKIN DIGNITARY
No one who was here last night will
ever forget it -- Such wizardry!
Such wonder! What a whiz of a Wiz
our Wizard was!
(MORE)

MUNCHKIN DIGNITARY (cont'd)
 So sound the bells, Ding Dong, Ding
 Dong, the Wicked old Witches are
 gone!

A CHEER goes up -- MUSIC PLAYS -- TOWER BELLS start to RING --

INT. THE ROOM OF RESPLENDEENCE

Oz has stuffed his satchel full of about A GAZILLION DOLLARS WORTH OF GEMS AND JEWELS. But then... he HEARS the Bells, hears the Citizens break out in song, and he goes to the window, peeks through the curtain -- sees the Celebration -- the laughing and singing and dancing, then --

GLINDA
 Ready, Wizard?

Oz spins, startled -- didn't hear her come in. Then...

OZ
 I'm not going.

Glinda holds her breath -- and waits.

OZ
 I'm not leaving Oz. I can't. If I did, you know what would happen here.

GLINDA
 The Wicked Sisters would no doubt return, and could well reclaim the Emerald Throne.

OZ
 And I can't let that happen. I won't. The People need a Wizard and I'll be their Wizard -- I'll be the Wizard of Oz.

The answer Glinda had hoped for -- and expected -- she glows.

GLINDA
 You're a good man, Wizard.

OZ
 Yeah: Who knew?

GLINDA
 (sweeps an arm)
 Your People await you.

But Oz just shakes his head, glumly.

OZ

I can't do that, either. If I go down there the Good People of Oz will see me for what I really am: A common, ordinary man.

GLINDA

Wizard, you are neither common nor ordinary.

OZ

Nor am I a Great and Powerful Wizard -- and that's what the People need me to be -- what they need to believe me to be... they need a Myth, not a man -- which is why I can never again let them see the real me... I've got to keep up the Illusion -- I've got to stay Behind the Curtain...

GLINDA

It will get lonely there.

OZ

I know.

(looks at her)

I'm sure you know it, too.

GLINDA

I do -- all too well.

OZ

(another moment, then)

I need a pen and some paper.

EXT. CENTRAL SQUARE - MOMENTS LATER

KANA comes out of the Palace, clutching a piece of parchment. He marches towards the stage.

INT. EMERALD THRONE ROOM

OZ AND GLINDA are at the window, watching from behind a curtain when, suddenly: there's A SOUND LIKE A SONIC BOOM!

EXT. CENTRAL SQUARE

Everyone stops, looks up and sees, SLASHING ACROSS THE SKY:

THEODORA AND EVANORA -- ON BROOMSTICKS -- burning broomsticks -- trailing BLACK SMOKE -- SKYWRITING the words...

JUST YOU WAIT

THE CITIZENS exchange nervous glances, nervous murmurs -- THEODORA AND EVANORA finish -- and zoom away -- Theodora leaving behind one last wicked CACKLE... after they're gone: Silence -- uncertainty -- then --

ON THE STAGE -- Kana prods the Munchkin Dignitary -- who steps to the podium and cries:

MUNCHKIN DIGNITARY
Good People of Oz! I have here a missive from the Great Wizard himself! And I quote...
(reads from the parchment)
'As your Wizard I hereby decree that henceforth and hereafter the Land of Oz will forever be Free!'

A GREAT CHEER -- the MUSIC and DANCING start up again, and --

INT. THRONE ROOM - BEHIND THE CURTAIN

OZ AND GLINDA gaze down at the revelers...

OZ
Tell me this isn't a dream.

GLINDA
It's no dream.

OZ
Good. I don't want to wake up and find out none of this is really real -- 'cause y'know something?
(turns and smiles)
There's no place like Oz.

EXT. CENTRAL SQUARE

THE CELEBRATION continues -- but for us we've reached...

THE END.