

ROAD_{TO}OZ

Written by

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Based on the life of L. Frank Baum

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**"I BELIEVE THAT DREAMS - DAY DREAMS, YOU
KNOW, WITH YOUR EYES WIDE OPEN AND YOUR
BRAIN-MACHINERY WHIZZING - ARE LIKELY TO
LEAD TO THE BETTERMENT OF THE WORLD.
THE IMAGINATIVE CHILD WILL BECOME THE
IMAGINATIVE MAN OR WOMAN MOST APT TO
CREATE, TO INVENT, AND THEREFORE TO
FOSTER CIVILIZATION."**

L. FRANK BAUM

The Roselawn Estate. New York, 1868.

FRANK (V.O.)
5...6...7...8...9...10.

EXT. ROSELAWN GARDENS - DAY

LYMAN FRANK BAUM, 12, moves his hands from his face. Opening his eyes. Covered in dirt, as if he's been living in the garden. Wearing a bedsheet for a cape, his father's high hat atop his head.

FRANK
Ready or not, here I come.

A country of marvelous beauty. Bright patches of green grass going on for acres, trees bearing luscious fruits. A small creek of sparkling water runs between the banks.

He marches through the infinite fields of yellow roses, calling out.

FRANK (CONT'D)
I seek company with the noble Kings
of Roselawn. Present thyself, or
suffer at the hands of Baum The
Magnificent, the most powerful
sorcerer in all the land.

This -- this is home. And there's no place like it.

FRANK (CONT'D)
I said SHOW YOURSELF.

FOOTSTEPS SCAMPER through the garden, Frank spinning around.

FRANK (CONT'D)
Aha. There you are.

He takes off, chasing after the mystery feet.

Leaping over the narrow creek.

RUNNING. Twigs cracking, pushing past the leafs, sunlight bouncing off his hat.

He's close. Gaining on the footsteps until he reaches--

A SCARECROW.

Nailed to a post, straw sticking out from every which way. The cutout eyes in its burlap face staring down at the frightened young boy.

Frank trips over himself, falling backwards. Terrified.

FRANK (CONT'D)
Benji! Henry!

The scarecrow's gaze intensifies -- did it just smile?

FRANK (CONT'D)
I know you're there, Benji. The
game's over. Come on out.

BENJI BAUM, 17, and HENRY BAUM, 9, come running out from the
cover of the trees.

HENRY
Why'd we stop?

The boys stand at their brother's side, looking up at the
scarecrow.

BENJI
I knew somethin must've spooked
him. It's just a scarecrow, Frank.
Don't be such a yellow-belly.

Frank's white as a ghost.

BENJI (CONT'D)
Frank?

Frank struggles to breathe. Deep, deep breaths.

BENJI (CONT'D)
Henry, go fetch ma.

Henry can't take his eyes off Frank.

BENJI (CONT'D)
Henry go!

BIRDS SCATTER FROM THE TREES as Benji's scream carries
through the fields.

DOC PIPT (V.O.)
And breathe in...

INT. DOC PIPT'S OFFICE - DAY

The lanky, wild-haired DOCTOR PIPT has his stethoscope
pressed against Frank's bare chest.

DOC PIPT
Very good. Now exhale.

Frank lets it out, COUGHING up a fit.

DOC PIPT (CONT'D)

Easy.

The doc hands Frank a glass of water.

BENJAMIN BAUM, 40s, observes with a worried eye. Massaging his perfectly-groomed moustache.

DOC PIPT (CONT'D)

Do me a favor, son? Hop on down and go make yourself decent outside.

Frank hops down from the inspection table, grabs his shirt and leaves the room.

BENJAMIN BAUM

Well, doc?

JUST OUTSIDE THE OFFICE -- Frank peers through the cracked open door. Sneaky little devil.

DOC PIPT

It's a good thing you brought him in when you did, Mr. Baum. That boy's heart, well it's a fragile little thing.

BENJAMIN BAUM

He's always been a sensitive one.

DOC PIPT

You know that's not what I'm sayin.

Outside the door, Frank turns away from their conversation. Distracted by something OUT THE WINDOW.

EXT. STREETS OF DOWNTOWN SYRACUSE - DAY

Putting on his shirt, Frank steps out onto the unpaved street. Drawn to a large crowd forming down the block in Clinton Square. There's excitement in the air.

Frank runs across the crowded street, darting right in front of a BUGGY.

INT. DOC PIPT'S OFFICE - DAY

Benjamin takes off his dirt-covered high hat, getting real close and quiet to the doc.

BENJAMIN BAUM

We've done everything you asked.
We've got him homeschooled, he rarely goes out to play with his brothers and sisters. Spends most of his time just starin out the window. You told us it was manageable.

DOC PIPT

I know. I know. And it is. So long as he manages his excitement. Fear, anger. It's in Frank's best interest to avoid any kind of situation that's gonna get him all worked up.

EXT. STREETS OF DOWNTOWN SYRACUSE - CLINTON SQUARE - DAY

HUNDREDS OF PEOPLE gathered around, Frank not nearly tall enough to see what's happening. He weaves through the crowd, even crawling between some legs.

Until he reaches the front and sees it for himself.

A GIGANTIC HOT AIR BALLOON sits in the center of the square. So big it dwarfs even the city's tallest buildings. Quite the sight. The name written across it:

"THE NEW WORLD"

PROFESSOR C.C. COE, the mad-eyed showman, excites the crowd. He's certainly got their full attention.

C.C. COE

Ladies and gentlemen, boys and girls. Gather round and feast your eyes on a piece of history. What's sure to be one for the record books. 120 feet long, a capacity of 95,000 cubic feet. The New World, as I call her - this marvelous beauty that sits before you - shall travel farther than any balloon in these here United States.

Coe licks his finger and raises it into the air, closing his eyes. The WINDS pick up.

C.C. COE (CONT'D)
You feel that?

He climbs on into the basket, firing up the balloon.

Frank can't take his eyes off the balloon as it slowly rises up off the ground.

C.C. COE (CONT'D)
Great citizens of Syracuse. On this
gorgeous September day, I shall
travel eastward. Far above the
clouds and over the rainbow, into a
land few men have ventured.

As the winds grow stronger and the balloon lifts higher, a few volunteers from the crowd cast off the ropes, setting it free.

Just as the skies begin to grey, clouds rolling in.

C.C. COE (CONT'D)
(shouting down)
A bid you adieu!

Up, up, and up it goes. Far above Clinton Square. The monstrous balloon swaying one way, then another.

The wind begins to switch, a powerful gust. The onlookers holding onto their hats, power lines shaking.

THUNDER BOOMING, FLASHES OF LIGHT in the sky.

The balloon probably two miles high until a current sweeps it away. The beginnings of a cyclone forming in the clouds.

CHEERS and APPLAUSE consume the square, the onlookers all waving, many running down the street, following the balloon.

Frank too begins to follow it until he's grabbed by the arm, finding his frustrated father standing over him.

The skies suddenly clear like before. The wind tamed.

BENJAMIN BAUM
That'll be enough thrill for today,
son. More than enough.

As Frank's dragged away, he looks up at the sky. The balloon nowhere to be seen.

EXT. STREETS OF DOWNTOWN SYRACUSE - DAY

Everyone going back to their business. Frank and his father heading to their buggy.

BENJAMIN BAUM
I'm only looking out for you,
Frank. I know it's not easy. I know
you're just a boy. But the sooner
you quit runnin around seeking out
the next big adventure, the safer
you'll be.

As his father lectures, Frank straggles behind.

Something catches his eye. Benjamin's oblivious.

BENJAMIN BAUM (CONT'D)
You've just gotta find something to
keep you sedentary.

Frank's drawn to a shop window. Pressing his face against the glass, it's clear what's got his attention.

A TYPEWRITER. Just sitting there, waiting to be used.

BENJAMIN BAUM (CONT'D)
Frank?

He joins his son in front of the window, Frank's interest not going unnoticed.

INT. THE ROSELAWN HOUSE - EVENING

In his sleeping clothes, Frank sits in candlelight. The typewriter at his fingertips.

His brothers asleep in their beds. Trying to be quiet about it, Frank types away. One letter a time.

Today, I saw a great, big balloon...

Nope. Frank RIPS the page from the typewriter, starting over. Thinking about it this time.

The majestic balloon was carried up over the city...

Frank smiles, that's more like it. He keeps on typing, no stopping him now.

Circling Frank, around the back of the machine as we--

MATCH CUT TO:

INT. GRAND OPERA HOUSE - BACKSTAGE - EVENING

Coming back around the other side of the typewriter, we find Frank - now in his 30s - still busy at work. Typing away in the cramped, dusty corner. A moustache much like his father's, slick hair. Looking rather dapper in his tux.

MR. BRISTLE (O.S.)

Frank.

MR. BRISTLE, 40s, the bothersome stagehand, stands over Frank as he continues to type. He doesn't like being ignored.

MR. BRISTLE (CONT'D)

The actors need those pages, Frank.
Curtain opens in ten. What do you
expect me to tell the--

Frank rips the page from the typewriter, handing it off.

FRANK

Only minor edits. Mainly some of
the verses to "A Rollicking Irish
Boy." Just a few versus. Well all
of the verses, actually. And I
think he should dance, no? Everyone
loves a good dance.

MR. BRISTLE

You changed Dennis's number? Oh he
won't be too happy about that, sir.
Not one bit.

Frank pull his GOLD POCKET WATCH from his pocket, checking the time.

FRANK

Seven minutes, Mr. Bristle.

INT. GRAND OPERA HOUSE - AUDIENCE - EVENING

The seats fill up. It's a full house tonight. Mainly a bunch of STUFFY OLD FOLKS, very few smiles.

Frank stands in the wings, pacing. Constantly checking his watch.

The ORCHESTRA cues up, time to begin. The audience quieting.

The red velvet curtain opens -- revealing the backdrop of a stormy sea, a partially-built wooden ship on stage.

The beautiful, white-robed PROPHETESS takes center stage. The focus on her.

THE PROPHETESS

*The picture lives, breathing ruin
where once was magnificence and
kingly splendor. And this fair-
haired stranger comes not to paint
Arran in her palmy days, but in
desolation. Aye! And more than
this. He comes to woo our last
treasure whose soul is centered in
all the sweetness and honor of a
kingly race. Would I could save
her. But I cannot. The Hand of Fate
is here, and we must bow to her
will.*

Frank still watches from the wings, gauging the audience's reaction.

He checks his watch yet again. Bored.

EXT. GRAND OPERA HOUSE - EVENING

The sign outside the theater reads: MAID OF ARRAN. OPENING NIGHT.

Frank sits on the steps outside the theater, folding his arms in the cold of the night.

He stares off down the block, a GROUP OF KIDS skipping along the brick road.

Something else grabs his attention, a BUBBLE floating by. Just feet away from the tip of his nose.

He looks over to find a shy little redhead, BETSY, holding a BUBBLE PIPE.

Frank WHISTLES, waving for the girl to come over.

FRANK

Good evening, young miss.

He tips his hat.

BETSY

Evening, Mr. Baum.

FRANK

Little late for a little lady like yourself.

BETSY

My ma and pa are inside. They say
the theater's no place for a child.

This seems to offend Frank.

FRANK

That so?

Betsy nods. Frank motioning to see her little bubble
contraption, just a skinny pice of wood with a spout.

FRANK (CONT'D)

A fine piece of craftsmanship. Very
fine. You know what it's for, don't
you?

BETSY

Of course. It blows bubbles.

FRANK

Why you are a smart one aren't you.
But they're not just any bubbles.
They're magic bubbles.

Betsy's eyes widen, intrigued.

FRANK (CONT'D)

Magic bubbles let you see things in
a different color. Things as they
should be. Here...

Frank blows into the end of the pipe, a great big BUBBLE
coming out the other end.

FRANK (CONT'D)

Now let us see.

Betsy at his side, Frank looks THROUGH THE BUBBLE -- *the
nearby horse parked along the curb is suddenly bright pink.*

FRANK (CONT'D)

Just as I thought. That horse
there, she's really pink. Someone
must've painted her brown.

The little girl giggles.

Now SHE looks through the next bubble -- *looking up at the
old opera house, the building suddenly a grand castle.*

Frank perks up at the sound of MASSIVE APPLAUSE from inside.

FRANK (CONT'D)

I suppose that's our cue. Shall we?

Frank stands, dusting himself off. He puts his arm out for Betsy, the two of them marching up the steps side-by-side.

INT. GRAND OPERA HOUSE - LOBBY - EVENING

The lobby filled with GUESTS. People from the audience, city folk of some importance. Lots of mingling, classy drinking.

A VIOLINIST from the orchestra sets the mood.

Frank stands at the top of the stairs, a whole line of guests waiting to shake his hand. Mr. Bristle at his side.

The elderly MRS. JOYCE is next in line.

MR. BRISTLE

Frank you remember Mrs. Joyce, her husband's with the Syracuse Bank? They invested a great deal of money into this show.

FRANK

Of course. Thank you for coming, Mrs. Joyce. I do hope you enjoyed the play.

Frank puts on the smiles, kissing the back of Mrs. Joyce's hand.

MRS. JOYCE

It was quite good, wasn't it? Very sophisticated entertainment.

FRANK

Sophisticated? Well that's something then.

DOWN THE STAIRS

Frank's practically hiding from the crowd. Fanning himself with his hat, hand on his chest.

He goes over to the table to pour himself a drink. Scotch.

Just as he raises the glass to his lips, he spots Betsy amongst the adults, playing around. She blows into her pipe, a BUBBLE floating up into the air.

Frank looks through the bubble -- at what looks like a stunning PRINCESS across the room. Cheeks sprinkled with glitter, flowing pink gown. A silver crown atop her head.

When the bubble POPS, this woman turns out to be MAUD GAGE, 30. Curls in her hair, quite the smile. She may not be a princess, but she certainly has the grace of one.

She catches Frank staring at her, the bumbling writer immediately looking away, admiring the artwork on the wall behind him. Trying to be real serious about it.

MAUD (O.S.)
You're not exactly doing a
fantastic job of hiding.

Frank turns around, clearing his throat.

FRANK
Sorry?

MAUD
Well normally when I catch a man
staring me down from head to toe,
he at least has the decency to come
say hello.

FRANK
Well I wasn't -- what I mean is, I
was simply just--

There's no fooling her. Frank gives in and puts out his hand.

FRANK (CONT'D)
Hello. Miss...

MAUD
Gage. Maud Gage.

FRANK
Did you enjoy the show, Miss Gage?

Maud takes the scotch from Frank, taking a sip.

MAUD
If I'm being entirely truthful?

She leans in to whisper.

MAUD (CONT'D)
I thought it was a bore.

FRANK
A bore?

Frank bites his tongue.

MAUD

Well don't get me wrong, I found the writing to be just fine. I'm sure Mr. Baum is a talented man. But where was the character? The beauty? The whole thing just seemed very much...unimaginative.

FRANK

Unimaginative? Hmm. Interesting choice of words, Miss Gage. And if I'm being entirely truthful, I can't say I disagree.

Mr. Bristle approaches in a huff.

MR. BRISTLE

There you are, sir. Thank you for, once again, abandoning me.

FRANK

Pleasure as always.

MR. BRISTLE

I see you've met Matilda's girl. She's quite the charmer ain't she?

Maud shakes his hand.

MAUD

Mr. Bristle you make me blush.

Bristle gives Frank a friendly pat on the back.

MR. BRISTLE

Well I'll check in with ya later, Frank. Be sure to take it easy on the sauce.

As he walks away, we see the color leave Maud's face. She slowly begins to realize...

MAUD

Frank?

Frank sports a proud grin, winking at Maud before walking off.

FRANK

Pardon me. I suppose I should retire to somewhere where I can be alone with my ugly, unimaginative thoughts.

Maud stands befuddled.

FRANK (CONT'D)

I do imagine we'll be meeting again, Miss Gage.

EXT. STREETS OF FAYETTEVILLE, NEW YORK - EVENING

A BUGGY trots along the neighborhood street, its passengers Frank and Maud. Sitting arm-in-arm.

MAUD

Frank you're sweating.

Frank dabs his forehead with his handkerchief.

FRANK

Please. Sweating implies fear and anxiousness. I'm perspiring. It's a perfectly natural biological occurrence.

The buggy stops outside of MATILDA GAGE'S HOUSE.

MAUD

You have no reason to be nervous.

Frank stepping out first, holding out his hand to help Maud down.

FRANK

Your mother's a Suffragette, Maud. I have every reason to be nervous. She's built to hate men like-- well, men in general. That doesn't exactly put the odds in my favor.

Maud gives Frank a calming kiss.

MAUD

Act like yourself, and I'm sure she'll love you as much as I do.

Maud heads up to the very quaint, humble house.

FRANK
Well that would hardly be
appropriate.

INT. MATILDA GAGE'S HOUSE - EVENING

Maud hugs her mother, MATILDA GAGE, 62. Her greying hair pulled back just a little too tight. Eyebrows seem to be locked in the unhappy position.

MATILDA GAGE
So good to see you, dear.

Maud takes Frank's hand.

MAUD
Ma, this is Frank. Frank, this is
my mother. Matilda Gage.

Frank takes off his hat, bowing as he daintily shakes Matilda's hand.

FRANK
It is the highest of pleasures,
Miss Gage.

Like magic, he pulls a thin bouquet of yellow roses from inside his coat, handing them to Matilda.

FRANK (CONT'D)
For you. Beautiful flowers for a
beautiful woman.

Matilda inspects the roses, still no smile. Some of them are bent.

MATILDA GAGE
Come. Supper's getting cold.

She stomps off, leaving the two lovebirds in silence.

INT. MATILDA GAGE'S HOUSE - DINING AREA - EVENING

Frank, Maud, and Matilda sit around the table. A delicious steaming hot pot roast, potatoes, steamed vegetables.

FRANK
So, Miss Gage, how is the movement
progressing as of late? I've been
hearing promising things about this
Susan B. Anthony character.

He scoops himself some veggies.

MAUD

Mother, Frank was actually raised mostly by women. His older sisters took care of him while his dad was away. He's quite the feminist himself.

MATILDA GAGE

Susan B. Anthony is a fraud. She's just like the rest of those conservatives, arguing not that we deserve suffrage as a natural right, but simply because women's "feminine morality" would influence legislation. That's not feminism, it's politics. Madness.

Matilda fuming, Frank glances across at Maud. Signalling for help.

MAUD

Did I tell you Frank's writing something new?

Frank droops his head. Not what he wanted.

MATILDA GAGE

Another play? Are you still doing any acting, Frank?

FRANK

No ma'am. Didn't take me too long to discover I was much better suited for a career off the stage.

Maud pushes him to proceed.

FRANK (CONT'D)

I'm actually thinking about writing a book. More just a thought than anything else at the moment.

MATILDA GAGE

A novel? Not much money in that I'd assume.

MAUD

Mother.

Matilda SNAPS at her daughter.

MATILDA GAGE

You hush. If this man has the intention of marrying my daughter, I have every right to suggest he seek more logical, guaranteed employment.

MAUD

Well, about that...

Matilda raises a suspicious brow.

MAUD (CONT'D)

Frank and I discussed heading to Aberdeen, when he's finished touring with his play of course. Emily said she has plenty of room for us, and there's work there.

MATILDA GAGE

South Dakota? Do you really plan to abandon me as your sister did? I know I raised you better.

FRANK

Aberdeen's quickly becoming the Chicago of the south. They say the streets are paved with gold.

Matilda laughs at this.

MATILDA GAGE

Paved with gold, you say? Well then it's a wonder people don't dig up the roads and peddle the bricks.

MAUD

It's a metaphor, mother.

Matilda wipes her mouth and calmly sets the napkin down on the table. She stands, taking her plate into the kitchen.

FRANK

See this? Now I'm sweating.

He wipes his forehead clean.

FRANK (CONT'D)

Probably wise we didn't tell her you're pregnant.

We hear a plate SHATTER in the kitchen. Yeah, she heard.

EXT. MATILDA GAGE'S HOUSE - EVENING

Maud already inside the buggy, waving goodbye to her mother.

Frank approaches Matilda with caution as she stands in her doorway.

FRANK

Miss Gage, I'd just like to--

MATILDA GAGE

You might have everyone else fooled, Mr. Baum. But I, sir, am no fool. Behind the charm and the rather colorful vocabulary I know exactly what you are. A coward. And a coward is no match for my Maud. I want you to remember that.

With that, Frank still politely tips his hat, heading back to the buggy. The walk of a defeated man.

EXT. STREETS OF ABERDEEN - DAY

Aberdeen, South Dakota. 1889.

The roads may not be paved with gold, but they are at least paved. It's a real, bustling city. Loud. Hope and optimism flooding the streets.

Frank and Maud in their BUGGY, pushing through traffic.

Maud holds a baby boy, ROBERT, in her arms. And FRANK JOSLYN BAUM (or JUNIOR), 9, pops out from the backseat.

JUNIOR

Is this it, pa? Are we here?

Frank looks ahead at the city before him.

FRANK

This is it, junior. Aberdeen. We've made it. We're home.

Street lamps, a drugstore, church, tavern, railroad station. ABERDEEN CITIZENS going about their business.

Frank pays special attention to an empty, rundown storefront.

JUNIOR

I don't see what's so special about this place.

FRANK

You don't? Really? Hm. Look closer.

FROM FRANK'S POV -- *streets in a celebratory ruckus. Everyone waving excitedly at the Baums, glad they've arrived. A FIRE JUGGLER on the corner, the horses all a different color. The road made of yellow bricks.*

EXT. AUNT EMILY'S FARMHOUSE - DAY

The Baum's buggy pulls up outside the old wooden fence.

The paint peeling off the grey farmhouse. Surrounded by the vast grey prairie. Grey skies. Lots of grey. Even the tall grass looks more grey than green.

A pig pen, stable for the horses. The tornado cellar close by.

EMILY GAGE opens the front door, watching Baum's skip towards the farmhouse. She's 40, but looks 50. Thin and gaunt, the red gone from her cheeks. A woman worn and tired.

Maud smiles at the sight of her sister.

MAUD

Em.

Running to give her a great big hug.

EMILY

My dear baby sister. You haven't the slightest idea how glad I am that you're here. All of you.

FRANK

Good to see you again, Emily. This place -- why it's a palace like no other. Thank you for allowing us to invade it.

Junior laughs at his father.

EMILY

Invading? Please. My palace is your palace. Although I'm not sure if we have room for this GIANT over here.

Emily lifts up Junior and spins him around in the air.

INT. AUNT EMILY'S FARMHOUSE - DAY

The Baum family looks around the dusty farmhouse, getting their bearings. Settling in.

The kitchen basically an extension of the main room. A cookstove, cupboard for the dishes. Pretty standard.

Frank looks OUT THE WINDOW into the yard. A SWING hanging from the tallest tree.

INT. AUNT EMILY'S FARMHOUSE - FRANK AND MAUD'S ROOM - DAY

Frank plops his plaid suitcase onto the rickety bed. Opening it up to reveal his TYPEWRITER. The same one from when he was a kid. Still in good condition. He runs his fingers across the keys, then shuts the case.

He takes a seat on the bed. The room as bland as they come.

Frank massages his chest a bit, until he hears a MUFFLED SNEEZE. Coming from inside the closet.

FRANK

Bless you?

Curious, he quietly steps towards the closet. Cautiously opening the door--

Revealing a pair of little legs, hidden behind the hanging clothes.

He pushes away the clothes to find DOROTHY GAGE, 7. Her face pale and quiet. Cute little pigtails with bows to match her sky blue blouse.

FRANK (CONT'D)

Why hello there.

No response from Dorothy.

FRANK (CONT'D)

Pleasure to make your acquaintance,
young miss.

He puts out his hand, but it just sits there.

FRANK (CONT'D)

Hmm. Strange. What is so incredibly fascinating inside of that closet that you won't come out? Is it treasure? Are you hoarding it all for yourself?

The girl shakes her head.

FRANK (CONT'D)

Or perhaps it's something out here that you're hiding from. There must be evil afoot, yes? The very same evil that rendered you unable to speak.

EMILY (O.S.)

I see you've met Dorothy.

Emily throws a couple blankets onto the bed, approaching her little girl.

EMILY (CONT'D)

Dorothy my love, why don't you go and help your cousin unpack. He's in your room.

A kiss from her mother, Dorothy skips out of the room.

FRANK

I do hope I didn't frighten her.

EMILY

No. No you didn't do a thing. She's barely said a word since -- well since her daddy passed on. Poor girl.

Frank stares off out the door.

EMILY (CONT'D)

Sometimes I feel like she's off in her own little world. Y'all being here might do her some good.

INT. AUNT EMILY'S FARMHOUSE - DINING AREA - EVENING

The family all around the table enjoying a modest meal of ham. Likely one of those pigs from out back.

EMILY

So how's ma doing?

She passes the veggies to her sister.

MAUD

She's--

FRANK

As delightful as ever. I think that woman's finally starting to warm to me. Really I do.

Maud and Emily can't help but laugh.

MAUD

Last I heard, she was going off to New York for another one of her idealistic marches.

As Maud and Emily talk, we see Frank rearranging the food on his plate.

He folds his ham over, like a mouth. Giving it eyes with carrots, a snout with a broccoli stem. Turning his plate towards the kids.

FRANK

Children, I don't mean to alarm you. But I fear this pig - Sir Oinks a lot - has returned from beyond the grave to seek retribution for this delicious meal we're enjoying.

Frank makes PIG NOISES, puppeteering the ham.

Both children go into a giggle fit, Junior stabbing the pig's carrot eye and chewing it up.

EMILY

And what about you, Frank? What do you intend to do for work here in Aberdeen?

MAUD

Didn't I tell you, Em? Frank's going to be writing a book. Heaven know's he's got the mind for it. And Aberdeen's the perfect place to draw inspiration--

FRANK

I actually, well I saw an open storefront back in town. Been thinking about maybe opening up a shop of my own. I've got a few ideas.

Maud appears disappointed by this, staring down at her plate.

EXT. STREETS OF ABERDEEN - DAY

Frank stands in the middle of the street.

He's staring up at the old, empty rundown storefront we saw before. Sandwiched between the ABERDEEN TAVERN and the drugstore. The place definitely a fixer-upper.

Spacing out until a buggy nearly runs him over.

INT. EMPTY STOREFRONT - DAY

Frank walks through the abandoned space. Thick layers of dust covering every surface, broken furniture, shards of glass on the floor. He looks around, closing his eyes.

FROM FRANK'S POV -- the place now filled with magic. CHILDREN running rampant. Jars and jars of colorful candies for sale, rare antiquities and knickknacks, toys, the room covered in royal silks. Majestic.

FRANK

Yeah. This will do just fine.

INT. ABERDEEN TAVERN - DAY

Frank stands at the bar, signaling the elderly BARTENDER.

BARTENDER

What'll it be, sir?

FRANK

Yeah, um -- how's about a milk?

The bartender gives Frank the look of "are you serious?"

FRANK (CONT'D)

Whiskey then.

The tavern's as grimy as they come. The walls cracked and crumbling. Filled with Burly BAR FOLK who look like they could start a brawl at any second. It wreaks of testosterone.

Now holding his drink, Frank nearly passes out at the mere smell of it.

Something gets his attention. A POSTER on the wall. He approaches it, reading...

ANNUAL BROWN COUNTY FAIR! ONE WEEK ONLY!

But it's not the words that stand out. It's the artwork. There's a colorful life to it, a richness. Character. Drawings of a lion, monkeys, elephants.

WILLIAM (O.S.)
What do ya think?

Frank finds a drunken, plump man standing beside him. His greasy hair parted down the middle. This man is WILLIAM WALLACE (W.W.) DENSLOW, 40.

FRANK
Pardon?

WILLIAM
The poster. How does it make you feel?

FRANK
Well truth be told, it makes me feel like attending the Brown County Fair. Though I've always been partial to fairs myself.

Frank puts out his hand.

FRANK (CONT'D)
Frank Baum.

The drunken William nearly toppling over as he returns the gesture.

WILLIAM
William Denslow. And the poster's garbage, by the way. Nothing more than a children's doodle.

Frank spots the signature "W.W. DENSLOW" at the bottom of the poster.

FRANK
Nothing more, Mr. Denslow? I have children, sir. And no disrespect to them but they couldn't dream of producing such lively drawings. They jump out at you, don't they? I'd like to meet that lion. I'd like to ride on the back of that elephant.

William's touched.

FRANK (CONT'D)

I'm working on setting up an establishment here in Aberdeen. The likes of which this town has never seen. I could surely use some advertisement like this one here.

William throws his arm around Frank, raising his glass.

WILLIAM

Well, next round's on me!

INT. AUNT EMILY'S FARMHOUSE - DAY

Frank's made somewhat of a makeshift office in the corner of the main room just beside the window. A small wooden desk, a few filing cabinets.

He's writing a list, things for the store. Focused, until Junior comes running into the room.

JUNIOR

Pa?

FRANK

Old pa's working, Junior.

JUNIOR

Aunt Em said I could take one of the horses out for a ride. But she said you had to come with me.

FRANK

Did she now? Well you tell your Aunt Em I'm working on something very important.

Junior's head falls, disappointed as he walks away.

FRANK (CONT'D)

Wait.

Junior stops.

FRANK (CONT'D)

Tell you what. I'll take you out before sundown. Alright? That's a Baum guarantee.

The boy's demeanor switches, excitedly running off.

Frank leans back in his chair, rubbing his eyes. Tired. He looks out the window.

Dorothy's in the yard by her lonesome, sitting on the swing.

EXT. AUNT EMILY'S FARMHOUSE - YARD - DAY

On the swing, Dorothy gently rocks back and forth. Staring up at the clouds.

Frank heads her way.

FRANK
Good day, lady Dorothy.

No response as usual.

FRANK (CONT'D)
And what are we looking at on this
beautiful afternoon?

Frank stands beside her, staring up at the clouds. One in the shape of a DONKEY.

FRANK (CONT'D)
Ah, yes. Of course. The wise
Donkey. I've had the displeasure of
encountering him on more than a few
occasions. Do you know what makes
him so wise?

Dorothy shakes her head.

FRANK (CONT'D)
Well rumor has it that one day he
got so hungry that he started
raiding libraries, eating all the
books in sight. He consumed so many
books that he suddenly knew all of
their contents. Quite the know-it-
all if you ask me.

Frank steps behind the swing.

FRANK (CONT'D)
May I?

She nods, Frank beginning to push her.

FRANK (CONT'D)
I see the mysterious evildoer is
still holding your voice captive.
We'll see what we can't do about
that.

Dorothy's swings higher and higher with each push.

FRANK (CONT'D)

Perhaps it's hidden up there
somewhere. Maybe if I swing you
high enough, up past the clouds,
you could go and retrieve it. How
does that sound?

Dorothy laughs as she swings VERY high now. It looks as if
she's actually touching the clouds, eclipsing the sun with
each swing.

FROM FRANK'S POV -- A HOT AIR BALLOON floats in the sky,
through the clouds. It's Professor C.C. Coe's. Focusing on
the name written across it:

"THE NEW WORLD"

INT. ABERDEEN TAVERN - EVENING

Frank and William sit at a table, working. The table
cluttered with papers, books, empty glasses.

William's busy sketching. He holds up his drawing to show
Frank.

WILLIAM

How's this?

Just rough sketch, the words "BAUM'S BAZAAR" written across
it.

FRANK

Getting there. We want to convey a
level of rarity and uniqueness
these folks have never seen.
Bohemian glass, Chinese lanterns,
gourmet chocolates and exotic
candies.

WILLIAM

Do folks really want that sort of
stuff?

RAK THE TERRIBLE (O.S.)

Well would you look at these here
ladies.

A growling beast of a man stands over the table. RAK THE
TERRIBLE, 40s. A typical, spittin, dirty American cowboy.

RAK THE TERRIBLE (CONT'D)

Hope y'all are enjoyin your tea
time.

WILLIAM
Leave us be, Rak.

Rak snatches away William's poster sketch.

RAK THE TERRIBLE
Aw what's this? Denslow's making
himself a pretty little picture?

Rak rips the poster into two, the pieces falling to the floor.

Frank stands.

FRANK
Now excuse me, sir. I don't think--

RAK THE TERRIBLE
I don't think I was talkin to you,
fancy boy. Heck I don't think I've
ever even seen you round here
before.

FRANK
That's because I'm a ghost, as it
were. The ghost of the man you
killed with your wretched breath
and pitiful hygiene, come back to
haunt you.

Rak LUNGES across the table and grabs Frank by the collar of his shirt.

RAK THE TERRIBLE
Hygiene?! You tryin to confuse me
with all those fancy words, fancy
boy? How's about you put some fight
behind those words and we take this
outside?

Frank doesn't respond, he's sweating up a storm.

RAK THE TERRIBLE (CONT'D)
Yeah. That's what I thought. You're
nothin but a fast-talkin yellow-
belly.

Rak releases his grip. He SPITS on the floor before stomping off.

FRANK
Who was that pleasant fella?

Frank rubs his chest, his heart pounding fast.

WILLIAM

That there is Rak the Terrible.

FRANK

Terrible? You don't say.

WILLIAM

People say when Rak's in a fight,
he gets so angry he turns into a
dragon the size of a hundred men.
Glowing red eyes, breathing a fiery
smoke.

*FROM FRANK'S POV -- Rak's over across the tavern laughing it
up with his DRUNKEN GANG. Rak turns back to Frank, his eyes a
piercing red. Wide pointed wings on his back, smoke rising
from his nostrils.*

INT. BAUM'S BAZAAR - DAY

The place is coming along very nicely, almost ready for
opening day. William, Maud, Emily, Junior, and Dorothy
perusing the store. Some of the NEIGHBORHOOD KIDS, Junior's
friends, come and go.

The walls freshly painted, the shelves all stocked up. Glass
figurines, toys, candies, strange costumes. There's a real
life to it.

MAUD

Well it sure is something, Frank.

FRANK

Something marvelous? Stupendous?
Extraordinary?

MAUD

It's...something.

Frank pulls a glass CHINA DOLL from behind the counter.

FRANK

See this? I Had these glass dolls
flown in from France. They're all
the rage there, and I have no doubt
that every single child of Aberdeen
will want one sitting on their
bedside table.

Frank hands the china doll off to Maud, walking away.

MAUD
(to the doll)
I suppose you are a cute little
thing. Fragile, but cute.

Frank catches Dorothy in the costume section, eyeing a pair
of SILVER SLIPPERS. Sparkling from every angle.

FRANK
Aha. You have fine taste, lady
Dorothy. Fine taste indeed.

He approaches her, picking up the slippers.

FRANK (CONT'D)
I see you've stumbled upon the
crown jewel of Baum's Bazaar. Would
you like to try them on?

Dorothy nods.

MOMENTS LATER

Dorothy emerges from behind the changing curtain with the
shimmering slippers on her feet.

FRANK (CONT'D)
My oh my. Would you look at that.
Perfection. It's as if those
slippers were meant to be on those
little feet of yours. Why I
wouldn't be surprised if they had
the name Dorothy Gage written
across the bottom.

Dorothy lifts up her foot to look at the bottom, nothing
there.

FRANK (CONT'D)
Written in invisible ink I'd
presume.

Dorothy stands in front of the mirror, checking herself out.
Modeling her feet. She likes what she sees. She waves for her
mother and Maud to take a look.

MAUD
Well don't you look just like a
little princess, Dorothy.

EMILY

They're very pretty, Frank. But I'm afraid there's just not enough room in our closet for another pair of shoes.

FRANK

Another pair of shoes? Another pair of shoes?! Emily Gage, you disappoint me. Do you not recognize these?

Emily looks to Maud. She hasn't the slightest clue.

FRANK (CONT'D)

Why, these are the enchanted silver slippers of an all powerful sorceress.

This revelation draws in Junior and some of the other kids, all gathered around.

JUNIOR

A sorceress, pa?

FRANK

That's right.

(whispers to Dorothy)

Perhaps the same sorceress that stole that voice of yours?

Frank steps up onto a little wooden stool, talking down to his captive audience.

FRANK (CONT'D)

Now how they got here I haven't the slightest idea. But I can guarantee you that the sorceress will go to great lengths to get them back.

Maud watches with a smile.

MAUD

What do they do?

FRANK

Well I'm glad you asked, Maud. You see, these slippers possess a magical power. The power to take their wearer and - in the blink of an eye - transport them to anywhere they wish.

The kids all whisper amongst themselves, Frank kneeling down to address Dorothy.

FRANK (CONT'D)
 Dorothy, in order for the slippers to work I need you to do something for me. I need you to close your eyes, click your heels together, and think of where you'd like to go. Anywhere in the world. Someplace you've always dreamed of visiting. Can you do that?

Dorothy nods, closing her eyes. Everyone else quiet in anticipation.

FRANK (CONT'D)
 1...

Dorothy clicks her heels once.

FRANK (CONT'D)
 2...

Twice.

FRANK (CONT'D)
 3...

Three times.

Frank SNAPS his fingers. Dorothy opening her eyes to find herself in--

SMASH CUT TO:

EXT. THE NEW WORLD - DAY

FROM DOROTHY'S POV -- Dorothy looks around. Taking in her surroundings. A land of marvelous beauty.

Sprawling jungles from left to right, banks of gorgeous flowers. The SINGING of some rare, exotic birds fluttering in the distance.

She looks up, a rainbow across the clear blue sky. Closing her eyes again, and--

INT. BAUM'S BAZAAR - DAY

We're back. Dorothy opening her eyes to find herself again surrounded by her family and neighborhood kids.

FRANK

Well how about that. They worked. I can tell.

Some CHUBBY KID obnoxiously shouts out.

CHUBBY KID

But she didn't go nowhere. She was here the whole time.

FRANK

Well to you and I it might appear that way. But to Dorothy, well I imagine she was in a place of extraordinary wonder.

Dorothy smiles.

EMILY

As lovely as those slippers are, Frank, we really can't afford them.

FRANK

Money is no factor, my dear. It's out of my hands. There they are, and there they'll stay.

Frank gives a knowing wink to his niece, the rest of the kids still reeling with excitement.

EXT. ABERDEEN SCHOOLHOUSE - DAY

A group of STUDENTS come running out from the small, free-standing schoolhouse. Freedom.

Junior heads down the dirt road.

ROY (O.S.)

Frank.

Junior turns around to find ROY - the tallest, dirtiest boy in class - and a couple of his simple-minded FRIENDS. Right on his tail.

JUNIOR

Oh. Hi, Roy.

ROY

That's it? Just hi? You oughta treat me with a little more respect, Baum.

Junior just keeps on walking.

ROY (CONT'D)
How's your daddy's little store
doin'?

Again, no response from Junior. Roy and the others running to catch up.

ROY (CONT'D)
HEY I'M TALKIN TO YOU BOY.

Roy SHOVES Junior, his books falling to the ground.

ROY (CONT'D)
My old man says the store's gonna
come a cropper in under a month.
You know what else? My old man says
your daddy ain't nothin but a
deadbeat, flannel mouth yellow-
belly.

This stops Junior in his tracks. He turns around to face Roy, the two of them practically touching noses.

But Junior simply picks up his books and walks off.

ROY (CONT'D)
Like father like son I suppose.

That's it. Junior throws his books to the ground and CHARGES at Roy.

Before he can even take a swing Roy pushes him to the ground. On top of Junior, WHALING on him. One punch after another. The other boys cheering him on.

INT. AUNT EMILY'S FARMHOUSE - DAY

Maud stands at the sink, washing dishes.

She looks up out the window, Frank sitting on the swing out in the yard.

EXT. AUNT EMILY'S FARMHOUSE - YARD - DAY

Frank gently rocks back and forth on the swing, staring up at the sky. Maud walking towards him.

MAUD
What are you thinking about?

FRANK
The shop.

Maud squeezes in next to him on the swing, practically sitting on his lap.

MAUD

What are you really thinking about?

She knows him well.

FRANK

That little girl's been through a lot. Too much. I just wish there was something we could do.

MAUD

You're doing more than you know, Frank.

Maud rests her head on Frank's shoulder.

MAUD (CONT'D)

That story about the slippers. I've never heard anything like it. If you're able to bring that much joy to one child, imagine what you'd bring to the world.

He knows what she's up to.

FRANK

You're clever, but not more clever than I. Things are different than they were nine years ago. My only concern is to make certain this family is taken care of. For now and for always.

Hand-in-hand, the two now stare up at the sky together.

INT. BAUM'S BAZAAR - DAY

The place is packed. ABERDEEN PATRONS flood the store. Families of all shapes and sizes. All very interested in the merchandise, inspecting it curiously. The glass dolls, lanterns, flamboyant costumes.

Frank and William stand behind the counter, watching the rush.

WILLIAM

(whispering)

How come nobody ain't buyin nothin, Frank? They're all just lookin.

FRANK

Give 'em time. It's likely all these newfangled products are just a lot for folks to comprehend. It'll all be flyin off the shelves in no time.

Frank spots Maud entering the store, then quickly tries to make himself look busy.

MAUD

Good heavens. Just look at this crowd. How many sales have you made so far? Dozens I'm guessing.

Frank's tries to cover up his excessive perspiration.

FRANK

How -- how many? Well, you know how it is, dear. Been somewhat difficult to keep track. I'd have to count up the money. Though I'd wager we've had about--

WILLIAM

Zero ain't a difficult number to calculate. We've had zero sales.

Frank gives William the look of death...just moments before he realizes what he's done.

WILLIAM (CONT'D)

Did I say zero? What I meant to say was zero to the power of ten. Which...I'm nows slowly realizing would also, in fact, be zero.
(off a WOMAN scanning the shelves)

What's that? You'd like some help, ma'am? No trouble at all.

He smoothly removes himself from the conversation.

FRANK

We'll be just fine, Maud. Trust me.

MAUD

I always do.

Maud heads for the door, turning back to Frank.

MAUD (CONT'D)

Oh, and Frank. Happy Birthday.

INT. AUNT EMILY'S FARMHOUSE - DINING AREA - EVENING

BURNING CANDLES ON A BIRTHDAY CAKE the only light in the room. The family sitting around the table, singing to Frank.

MAUD/EMILY/JUNIOR
*Happy Birthday to you, Happy
Birthday to you. Happy Birthday,
dear Frank. Happy Birthday to you.*

The family claps. Frank hovering over the cake for a moment before blowing out the candles.

JUNIOR
What'd you wish for, pa?

Curiously, junior's got a hat on.

FRANK
Well if I tell ya then it's never
gonna come true.

Emily hands a newspaper-wrapped gift to Frank.

FRANK (CONT'D)
Em...

EMILY
Well it's not from me. It's from
Dorothy.

He looks across the table to Dorothy.

FRANK
I see. Let's see what we have here.

Frank unwraps the gift. Pulling back the paper, to reveal--
A LEATHER-BOUND BOOK.

He opens it up, skimming the pages. Every one of them blank.

FRANK (CONT'D)
Hmm. Not exactly a page turner is
it, Dorothy?

Dorothy gets up from her chair and walks around the table. Standing beside Frank, she runs her finger across an empty page of the book.

MAUD
Don't you see, Frank? She wants you
to fill them in. It appears she's
out-clevered both of us.

Getting a little choked up, Frank shuts the book, setting it down on the table.

FRANK
Well then. Who's next?

Junior hands an envelope off to his mother.

MAUD
These are from Junior and I.

Frank opens up the envelope, pulling out a stack of FIVE TICKETS:

COME ONE, COME ALL. THE BROWN COUNTY FAIR. ADMIT ONE.

EXT. BROWN COUNTY FAIR - DAY

A sight to behold. Rows and rows of game booths line the field, big top tents, stagecoaches, ANIMALS in cages.

KIDS AND FAMILIES running around, enjoying the gorgeous day.

The Baum's walk as a family. Junior and Dorothy enjoying cotton candy, Maud pushing Robert in the stroller.

JUNIOR
Pa, why do you think it is they
keep the monkeys all caged up like
that? They've got no room to move.

They stop at the MONKEY CAGES. The loud, wild primates with little room to swing around.

FRANK
Why do they keep the monkeys in a
cage? Well that's simple.

Junior and Dorothy both wait for an answer.

FRANK (CONT'D)
So they don't fly away.

The kids laugh at this.

FRANK (CONT'D)
What's so funny?

JUNIOR
Monkeys can't fly.

FRANK
No? You seem awfully sure about
that. Have you ever seen a monkey
outside of a cage?

Junior and Dorothy look at one another, both shaking their
heads.

FRANK (CONT'D)
Then I rest my case.

The others walk off, Frank straggling behind a bit. He looks
back to the cage.

FROM FRANK'S POV -- *the monkeys DO have wings. They're
vicious, mouths watering. Clawing to break free of the cage.
Creatures not to be meddled with.*

PONY RIDES

One of those rigs where the ponies walk around in a circle.
Maud walks alongside little Robert as he rides one of them.
Emily doing the same with Dorothy.

Frank helps Junior up onto a pony.

FRANK (CONT'D)
Up you go, boy.

But his foot gets all tangled up in the saddle, causing him
to FALL TO THE GROUND. Flat on his back, hat fallen off.

FRANK (CONT'D)
Junior!

Frank rushes to his side, helping him to his feet.

FRANK (CONT'D)
I think that pony's got it out for
you.

As Frank picks Junior's hat up from the mud, he notices
something on his son's face.

A great big black and blue shiner over his right eye.

Realizing, Junior snatches the hat from his father and puts
it back on his head, slightly covering up the bruise.

FRANK (CONT'D)
Let's you and I take a little walk.

He puts his arm around his son, the two of them walking off.

BY THE LION CAGES

Father and son stroll through the fair grounds, Junior with his head down.

FRANK (CONT'D)
So...care to share where you got
that nifty little battle scar?

Silence from Junior.

FRANK (CONT'D)
There's no shame in it. Heck when I
was young and your grandparents
shipped me off to the academy, I
had my whole soul and spirit beaten
outta me at least twice a day.

JUNIOR
It don't matter none. I'm just
fine.

Junior avoids eye contact. Some attitude there.

FRANK
Oh? Fine. Alright. No matter if you
keep comin home lookin like that.
I'm sure your mother would love to
have a walking, talking blueberry
for a son.

Junior stops.

JUNIOR
There's this boy at school. Roy.
Gives me a hard time every now and
then. That's all.

Frank gets on his knee, eye-to-eye with Junior.

FRANK
He did this to you?

Junior nods.

FRANK (CONT'D)
You know how I feel about fightin.

JUNIOR
Pa, he called you a deadbeat,
flannel-mouthed yellow-belly.

Frank's taken by surprise. A little hurt.

FRANK

Oh.

He stands, walking over to the lion cage.

JUNIOR

I should've tried harder.

Frank just stares at the beautiful, golden LION. The animal laying down in its cage, locking eyes with Frank.

FRANK

You see this lion?

Junior stands at Frank's side.

FRANK (CONT'D)

Look at him. Those eyes. Those teeth. Strong enough to rip the limbs right out of their sockets without thinking twice about it. King of the forest indeed.

JUNIOR

So?

Frank bends down, meeting Junior's eye line.

FRANK

So behind those teeth, behind those eyes, the crown -- is a coward. There's not a living thing on this Earth that isn't afraid when it faces danger. All you need, son, is confidence. If you've got that, well then it don't matter a dime what anyone else says.

He tussles Juniors hair.

FRANK (CONT'D)

Now go on. Those pony's won't ride themselves.

Junior runs off.

Dusting himself off, Frank stands, turning to the lion cage once more.

Leaning in close, too close, addressing the beast.

FRANK (CONT'D)
(whispering)
Sorry for putting you on the spot
like that. Thanks for the help,
though. Your majesty.

Oddly enough, the lion WINKS at Frank.

EXT. BROWN COUNTY FAIR - EVENING

An array of beautiful FIREWORKS light up the night sky.
Explosions of color -- reds, blues, purples. Just over the
fair grounds.

The fair crowd watches in awe from the grass.

Frank with his arm around Maud, Robert in her lap.

FRANK
So, William's got a friend that
sells china for Pitkin and Brooks.
Lord knows we could use the extra
income.

MAUD
Traveling sales? What about the
shop?

Frank's not sure how to respond to this.

MAUD (CONT'D)
I suppose that means you'd be away
a lot.

Frank gives Maud a reassuring kiss on the forehead. Though
she's not convinced.

MUSIC PLAYS from the nearby stage. Drums and fast-paced
violins. A crowd gathered around.

Frank pulls Maud up to her feet.

MAUD (CONT'D)
Frank what are you up to?

FRANK
Shhh. Trust me.

He drags her off towards the excitement, then up onto the
stage.

They're the only ones up there. He bows to Maud, very gallant, before taking her hand. The two of the dancing to the music. Happy as can be.

As the music slows, the couple bows to the audience, people CLAPPING.

Looking out onto the fair from the wooden platform, Frank signals for the music to cease, addressing the crowd.

Maud takes a step back, embarrassed.

FRANK (CONT'D)
Ladies and gentlemen, boys and girls, animals of every kind. Other unspecified creatures of the Brown County Fair -- let us celebrate.

The family - Dorothy, Junior, Emily - watches in amusement.

FRANK (CONT'D)
For this, good people of Aberdeen, is the first annual royal ball of one princess Dorothy Gage. And what type of ball would it be without a ceremonial dance?

He points to the Dorothy.

FRANK (CONT'D)
Princess Dorothy, would you do me the honor of joining me up here?

Dorothy's nervous, all eyes on her.

FRANK (CONT'D)
Please, feel inclined to allow the rest of your royal court to accompany you.

Emily takes Dorothy by the hand, heading up towards the stage. Junior following.

FRANK (CONT'D)
(to the band)
Make it a catchy one, fellas.

Dorothy and the others now joining him up on stage. Frank taking the girl's hand. Emily with Junior, Maud with Robert.

The music BEGINS. A rather jolly melody, the family dancing all across the stage. In their own little world.

The crowd gains interest, many of them joining the family up on the stage, some just dancing on the grass. A ball indeed.

THE FAIR TRANSFORMS -- right before our very eyes. The big tents and cages melt away. The music growing louder, the crowd bigger, as we find ourselves inside a--

INT. CASTLE BALLROOM - EVENING

Dorothy really IS a princess. A gorgeous blue gown, tiara, her silver slippers shining. Frank dapper in his tux and top hat. The ceiling miles high with a glittering chandelier.

The creatures of the fair fill the room, watching everyone dance in perfect unison. The LION, FLYING MONKEYS.

The smile on Dorothy's face can't be matched. Like she's floating on air. Until out of nowhere, her face turns pale, losing her footing.

Dorothy FALLS TO THE GROUND. Passed out.

Frank and the rest of the family rushing to her side...

SMASH CUT TO:

EXT. BROWN COUNTY FAIR - EVENING

Back on the stage, the fair crowd stands over the unconscious Dorothy.

FRANK
Everyone please step back.

They do.

EMILY
Dorothy?

Frank leans over, putting his ear to her chest.

EMILY (CONT'D)
Is she breathing? Dorothy?!

Emily hugs her daughter, tears in her eyes.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - EVENING

Dorothy lays in bed, all tucked in. Eyes closed, a washcloth on her forehead. Emily sits beside her, holding her hand.

DOCTOR SMITH, round and greying, packs up his supplies.

DOCTOR SMITH
It's difficult in these situations
to make an entirely conclusive
diagnosis, Miss Gage. Girl this
young, sometimes these things come
and go.

Emily seems hopeful.

DOCTOR SMITH (CONT'D)
Sometimes they don't. But it's
probably best not to worry her. For
the time being, we'll treat this
like any moderate chest cold.

EMILY
Thank you, doctor.

The doctor grabs his medical kit and heads for the door,
stopping to rest his hand on Emily's shoulder.

DOCTOR SMITH
Make sure she gets her rest.

He leaves.

INT. AUNT EMILY'S FARMHOUSE - DINING AREA - EVENING

Frank and Maud sit at the table, consoling a tired Emily.
Each with a cup of tea.

MAUD
She's a warrior, Em. Giver her a
week, two...she'll get through
this. Junior had the same thing a
couple years back. Isn't that
right, Frank?

Frank's silent. He takes off his hat, scratching his head. He
then gets up and walks off.

A door SLAMMING down the hall.

EMILY
I can't do this on my own. Who's
gonna tend to the farm?

MAUD
You're not on your own.

EMILY
That's sweet of you, Maud. But
you've got your two boys to deal
with.

MAUD
Three, actually.

The two sisters share a much needed laugh.

MAUD (CONT'D)
So what exactly are you suggesting?

INT. AUNT EMILY'S FARMHOUSE - DAY

A KNOCK at the front door.

Emily and Maud opening it to reveal their mother, Matilda, as
grey and uptight as ever. Luggage in tow.

EMILY
Hey, ma.

Both girls give their mother a hug.

MAUD
How was New York?

MATILDA GAGE
Where is she?

She doesn't waste any time.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Matilda feels Dorothy's forehead. The girl's eyes are open
now, some of the color returned to her face.

MATILDA GAGE
How are you feeling, dear?

As usual, no response from Dorothy. Matilda sets a small
suitcase down onto the bedside table, opening it up. All
sorts of VIALS, medicines and remedies.

EMILY
What are those?

MATILDA GAGE
Only every newfangled treatment I
could bring back with me from the
big city.

She leans down to Dorothy.

MATILDA GAGE (CONT'D)
Can you tell me what's ailing you,
pretty one?

Still nothing.

MATILDA GAGE (CONT'D)
She doesn't speak?

Maud and Emily aren't sure how to respond.

FRANK (O.S.)
Well she can't speak.

Frank lurks in the doorway.

FRANK (CONT'D)
Her voice was stolen by a wicked
sorceress, you see. We've been
trying desperately to get it back,
but, alas. No such luck thus far.

MAUD
Frank...

Dorothy shows a glimmer of a smile.

MATILDA GAGE
Hello, Frank. I see you haven't
changed one bit.

FRANK
Oh I'd imagine that's not entirely
true. My moustache is fuller.

The girls can't help but giggle.

EXT. ABERDEEN SCHOOLHOUSE - DAY

The other kids gone, Junior skips out from the schoolhouse,
down the dirt path.

ROY (O.S.)
Frank.

Roy was waiting for him.

ROY (CONT'D)
Heard that little cousin of yours
is sick.

Junior continues to walk, ignoring him.

ROY (CONT'D)
That's too bad. Didn't think FREAK
was contagious.

Frank approaches from down the road.

ROY (CONT'D)
Say somethin, Baum!

Roy SHOVES Junior from behind.

FRANK
Gentlemen.

Both boys are surprised to see Frank, Roy especially so.

ROY
Oh. Good afternoon, Mr. Baum.

FRANK
Glad to see you boys getting along
so splendidly. Tell me, how was
school? I sure hope you stimulated
those brains of yours. You only get
one of them.

Not even making eye contact with his father, Junior walks
away.

JUNIOR
Let's go, pa.

He heads off down the road. Now just the two of them, Frank
bends down to address Roy eye-to-eye.

FRANK
It's Roy, yes?

Roy nods.

FRANK (CONT'D)
You seem like a clever boy, Roy. A
real solid head on your shoulders,
tall, well-mannered. I'd just feel
awful if something were to happen
to you.

ROY
Happen? What do you--

FRANK

OH not by my hands, no. No I'd never suggest such a horrid notion. I'm a pacifist. But this woman I know, well -- she's a witch.

ROY

A witch?

FRANK

A witch. Normally I wouldn't waste my time with such a warning, but the sad fact is, she preys on little boys such as yourself. Little boys who make a habit of teasing other little boys. You know what that means don't you? Prey?

Frank holds out his finger pokes Roy on the chest.

FRANK (CONT'D)

Means she'll use her razor sharp fingernails to cut you open inch by inch. Like she's unzipping your skin. Probably using your blood for some powerful spell. Though if you're lucky, she'll just use her magic to turn you into a rat or some other pesky rodent.

Roy's face turns ghost white. Frank patting him on the head as he stands up, proud.

FRANK (CONT'D)

Just a thought to ponder, son.

He hurries to catch up to Junior.

INT. AUNT EMILY'S FARMHOUSE - DAY

Frank sits at his desk in his cluttered little corner. The book Dorothy gave him collecting dust.

He stares out the window, the swing sitting empty. He spots Matilda outside, hanging the laundry out to dry.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Frank knocks quietly before entering.

FRANK

Dorothy?

She's awake, happy to see him. Frank taking a seat on the bed.

FRANK (CONT'D)
How are we doing today?

She shrugs.

FRANK (CONT'D)
Then I'm glad I came when I did.
Because I think you'll be feeling
much better when I tell you what
I've just recently discovered.

Dorothy sits up, interested.

FRANK (CONT'D)
Please forgive me, but I was
mistaken. The woman who stole your
voice, well it turns out she wasn't
a sorceress at all.
(completely serious)
She was a witch.

Dorothy's jaw drops.

FRANK (CONT'D)
The most wicked witch in all the
land. And she's here, right now. In
this house.

He takes Dorothy's hand.

FRANK (CONT'D)
Let me show you.

Lifting Dorothy out of bed, the two of them walk over to the door. Quietly.

They peer through the open door, Matilda busy sweeping the floor.

FRANK AND DOROTHY'S POV -- *The utterly grotesque Wicked Witch snoops and sniffs around the farmhouse. Face covered in erupting warts and thread-like white hair. That famous pointed black hat, eye-patch covering her left eye. Broom in hand.*

FRANK (CONT'D)
(whispering)
Well, what do you suggest we do,
princess?

EXT. AUNT EMILY'S FARMHOUSE - DAY

Dorothy and the Baum boys all stand lined up in a row. Like soldiers ready for battle. An upside down stove pot on Junior's head, a ladle in little Robert's hand.

Frank paces before them. We can practically hear the DRUMS OF WAR.

FRANK

Alright, troops. Listen up and listen good. Princess Dorothy here has put me in charge of this most dangerous operation. A full scale assault on one of the most horrifying creatures that ever walked this green Earth.

(pauses for effect)

The Wicked Witch.

Collective GASPS amongst the boys.

ROBERT

A witch?

FRANK

That's right.

Frank bends down and stares Robert dead in the eye.

FRANK (CONT'D)

And if that thought terrifies you, Sir Robert, I suggest you go home now.

Robert salutes Frank. He's totally onboard.

JUNIOR

But how do we defeat the witch?

FRANK

Aha. A fine question indeed.

Frank motions over to TWO BUCKETS OF WATER sitting on the grass just feet away.

FRANK (CONT'D)

The only way to defeat the Wicked Witch, is to liquidate her. Melt her clean and good. The trick is getting close enough to do so. Dorothy, Robert, I've set aside a water cannon for each of you.

JUNIOR
And what'll I use?

SIDE OF THE HOUSE

Junior unravels the GARDEN HOSE. The most powerful weapon of all. He tests it out, water shooting out from the end.

Frank, Dorothy, and Robert march towards him in a line.

FRANK
Soldiers, before we head into
battle, I'd just like to say it's
been an honor fighting alongside
each of you.

Junior joins them in line.

FRANK (CONT'D)
Now then -- onward, MARCH.

EXT. THE WITCH'S CASTLE - EVENING

THUNDER and LIGHTNING fill the swirling black sky.

The Wicked Witch entering her towering, sinister fortress
built from grimy black stone.

Frank and the kids watch from a distance, disguised as CASTLE
GUARDS.

Frank points forward, giving them the signal. The group
hurrying towards the castle.

INT. THE WITCH'S CASTLE - EVENING

The group enters the castle with caution, the drawbridge
closing shut behind them. There's an eeriness here.

ROBERT
I have to pee, pa.

FRANK
(whispering)
Shhhhhh.

He places his finger over Robert's mouth.

A door CREAKS OPEN from up the spiral staircase.

Dorothy points up towards a passing SHADOW on the wall
upstairs, ugly and hunched-over.

FRANK (CONT'D)

Let's move.

Frank leads them running up the staircase to--

THE TALLEST TOWER

The pitch black night sky visible from the tower's windows.

The Wicked Witch limps across the room, coming to a dead end.
End of the line.

Frank and the kids enter, their guards up.

FRANK (CONT'D)

You're surrounded, witch. There's
nowhere to fly off to.

The witch HISSSES at them. Tongue sticking out from between
the crevices of her rotting teeth. Quite the eyesore.

FRANK (CONT'D)

Ready, soldiers?

Junior gives him a thumbs up.

JUNIOR

Ready.

Frank gives the witch a conniving grin.

FRANK

NOW.

And all at once, Dorothy and Robert unleash their buckets,
Junior his hose, each of them FIRING A BLAST OF WATER at the
witch.

Nailing her dead on. The witch letting out a deafening
MOANING as smoke emits from her pores. Her skin practically
sliding off of her bones. MELTING.

WICKED WITCH

What have you done?!

Almost a puddle...

SMASH CUT TO:

EXT. AUNT EMILY'S FARMHOUSE - YARD - DAY

Matilda stands by the clothesline. Completely drenched, dripping wet. As are the drying clothes.

MATILDA GAGE

What have you done?! What is the meaning of this?

Dorothy, Junior, and Robert stand giggling in front of her.

MATILDA GAGE (CONT'D)

I'll ask this only once. WHO IS RESPONSIBLE FOR THIS MADNESS?

Dorothy and Robert quickly hide their buckets behind their backs. Junior dropping the hose.

Frank then walks out from behind a hanging bedsheet, looking guilty. He points at the kids.

FRANK

It was all their idea.

INT. AUNT EMILY'S FARMHOUSE - DINING AREA - DAY

Frank sits at the table. Matilda standing over him, pacing. He's definitely in for it.

MATILDA GAGE

Please, Frank. PLEASE help me to understand what was going on in that head of yours.

FRANK

Well I just thought--

MATILDA GAGE

I've held my tongue over the years, humored your -- your "ways." All because that girl of mine - beyond my comprehension - loves you. You are, after all, the father of my grandsons.

We see Dorothy peering out her bedroom door, eavesdropping. Matilda's barking carries through house.

MATILDA GAGE (CONT'D)
BUT, to involve Dorothy in one of
your childish adventures--

FRANK
She is a child, after all.

Matilda sits across from Frank, calming her voice.

MATILDA GAGE
That girl is not well. She should
be in bed. Resting. My job here is
to make sure that's the case. It's
important we remain focused on
reality in times like these, Frank.
There is no place for fantasy.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Dorothy doesn't like what she hears. Head held low as she
goes to climb into bed, tucking herself in.

INT. BAUM'S BAZAAR - EVENING

The pouring rain beats down on the windows of the shop.

The shelves are full, but the store is empty. Not a soul in
sight.

Except for Frank, who sits on the floor, resting against the
counter. He's playing with one of those fragile china dolls.

WILLIAM (O.S.)
Thought I might find you here.

Frank simply stares at the bulgy legs in his field of view,
before William takes a seat beside him.

FRANK
My family -- we came here with the
promise of riches. Of opportunity.
I fear I may have led them astray.

William laughs at this.

WILLIAM
Come on. You foolin me?

Frank's unflinching expression suggests he's not.

WILLIAM (CONT'D)

The boom's long over. Sure. That's a fact. Ain't no fault of your own though. You did right by your family, like any man should.

The leg of the china doll BREAKS OFF. Frank throwing the toy to the ground.

WILLIAM (CONT'D)

I had a drink with my buddy last night...Pitkin and Brooks is just callin our names. It's good, honest work. I know this may be bold of me, Frank, but -- well what else are you gonna do?

FRANK

(under his breath)
Yeah. What else...

INT. AUNT EMILY'S FARMHOUSE - DAY

Frank's suitcase sits by the door. Ready to go. Frank picks it up, about to head out.

MAUD (O.S.)

Wait.

Maud hurries over carrying Frank's top hat.

MAUD (CONT'D)

Can't forget this.

Frank puts it on, giving his wife a grateful kiss.

MAUD (CONT'D)

So you've got everything else then? Just, be careful, Frank. Promise me? And mind that heart of yours, don't go getting riled up over nothin.

FRANK

I fully intend to pick a fight with every brute that dare cross my path.

(off her unamusement)

It's only a few days. I'll be fine.

Matilda comes rushing out of Dorothy's room.

MATILDA GAGE
Has anyone seen Dorothy?!

As Matilda and Maud scatter to search, Frank heads to the back window. Looking out to find Dorothy standing beneath the tree.

EXT. AUNT EMILY'S FARMHOUSE - YARD - DAY

Dorothy stands at the highest point of the yard, in the shade of the tree. Eyes closed. Wearing the silver slippers, she CLICKS HER HEELS together.

1...2...3. Nothing happens.

She tries again. Her face scrunched, she WANTS it. 1...2...3. Nothing.

Frank watches from a distance, walking her way.

Overcome with frustration, Dorothy takes the slippers off her feet and BANGS them against the bark of the tree.

FRANK
Dorothy?

His walk turns into a run, worried.

Dorothy takes one shoe and CHUCKS IT across the yard. About to throw the second one, until Frank grabs her arm.

Dorothy lets the slipper drop to the grass, falling to her knees.

FRANK (CONT'D)
What is it, little princess? What's wrong?

DOROTHY
They're not working!

Not only does she speak, she SHOUTS. Frank taken aback. Speechless, ironically. The young girl breaking down before his very eyes. Tearing up.

DOROTHY (CONT'D)
(through the sobs)
They're not working.

Frank holds her close.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Emily puts a tired Dorothy back into bed, giving her a kiss on the forehead.

EMILY

Glad to have you back, my love.

Frank taps on the open door.

FRANK

Would you ladies mind if I had a minute with her majesty?

Matilda's not having any of it, not moving a muscle.

FRANK (CONT'D)

Please?

Emily grabs her mother by the hand, practically dragging her out of the room.

EMILY

Let's go, mother.

Emily stopping at Frank on her way out.

EMILY (CONT'D)

Take all the time you need.

Matilda and Emily gone, Frank half-shuts door behind them. He takes a seat on the bed, pulling Dorothy's now-muddy slippers from his coat.

FRANK

A little dirty, but I'm sure your ma will have them sparkling again in no time.

He puts them under the bed.

FRANK (CONT'D)

Where were you trying to go?

She's silent again.

FRANK (CONT'D)

Between you and me. You have my word.

Dorothy sits up, still a little teary-eyed.

DOROTHY

To see him.

Frank's a little lost.

DOROTHY (CONT'D)
I wanted the slippers to take me to
see my papa.

FRANK
Ah. I see.

DOROTHY
But they didn't work. Why didn't
they work, uncle Frank?

Frank searches for the words.

FRANK
Can I tell you a story?

Dorothy gives him the green light.

FRANK (CONT'D)
There once lived a man with a
broken heart. Now, I don't mean
broken in the way you might be
thinking. He wasn't scorned, nor
was he unloved. But no matter what
he did, his heart just
wouldn't...couldn't work properly.

DOROTHY
Couldn't he just ask for a new one?

Frank laughs.

FRANK
I'm afraid that's not how it works.
What I'm trying to say is -- there
are some things in this world that,
no matter how hard we try or how
much magic we use, we just cannot
fix.

Through the crack in the doorway, we see Matilda standing
just outside, listening in.

DOROTHY
I'm sorry if I got you in trouble
with grandma the other day.

FRANK
Me? In trouble? Nonsense. Your
uncle Frank isn't afraid of any
Wicked Witch.

(MORE)

FRANK (CONT'D)
All that matters is that you
finally got that voice of yours
back.

Frank tucks Dorothy in nice and comfortable, before getting
up to leave.

DOROTHY
Uncle Frank...

He stops.

DOROTHY (CONT'D)
The place I go to sometimes when I
close my eyes and click my heels
together...it's the most wonderful
place I've ever seen. You should
write about it in your book.

Frank smiles, putting on his hat.

FRANK
You're a very special girl, Dorothy
Gage. Don't ever let anyone tell
you different.

EXT. AUNT EMILY'S FARMHOUSE - DUSK

The sun setting over the prairie, William sits just outside
in his buggy, waiting.

Frank gives his final goodbye hugs to the family. One for
Emily, a kiss for Maud. Lifting Junior and Robert up into his
arms and spinning them around.

EXT. UNION PACIFIC RAILROAD - EVENING

The TRAIN chugs along the tracks beneath the open night sky.
Clouds of thick black smoke spouting out from the engine.

South Dakota's long gone, the train roaring past the
mountains of Nebraska.

EXT. KANSAS CITY STATION - DAWN

The train slows down as it approaches the station. PASSENGERS
waiting eagerly on the platform.

The station sign reading: *KANSAS WELCOMES YOU!*

The train stopped, unloading. Frank and William step off, luggage in hand. Taking in the sights.

EXT. STREETS OF KANSAS CITY - DAY

Frank and William stroll along the bustling paved streets. Definitely a busier, more congested city than Aberdeen.

They stop outside of the small KANSAS CITY IRONMONGERS shop. The doorbell RINGING as they enter.

INT. KANSAS CITY IRONMONGERS - DAY

Shelves of kitchenware line the quaint store. Aluminum and metal plates, pots, pans, utensils.

The weary, middle-aged SHOPKEEPER puts on his glasses as he inspects Frank and William's open suitcases filled with fancy, top-of-the-line china.

SHOPKEEPER

Where'd you say this china was from?

WILLIAM

Imported all the way from Venice this stuff. Don't get more high end than that. Your customers will feel like they're dining in the lap of luxury.

SHOPKEEPER

Luxury, eh?

The shopkeeper takes off his glasses, addressing the men eye-to-eye.

SHOPKEEPER (CONT'D)

Look...you seem like a couple of nice fellas, so I'm gonna be entirely honest. We just don't have the means to stock such a "high end" product. My customers can't eat on a plate worth more than what they earn in a month. I'm sorry.

Defeated, William closes the suitcase and picks it up from the table.

WILLIAM

Thank you for your time, sir.

Frank doesn't give up, grabbing the shopkeeper by the arm.

FRANK

Wait. I've got a family to care for. Please, just reconsider...

SHOPKEEPER

Nothin to reconsider. We're a modest, simple folk here. Y'all best try your luck somewhere like Chicago.

Taking the hint, Frank tips his hat at the shopkeeper as him and William head for the door.

SHOPKEEPER (CONT'D)

Better get a move on, there's a storm comin.

The daylight's disappeared, the skies gray and gloomy. THUNDER BOOMING as Frank and William make a run for it.

INT. KANSAS CITY STATION - DAY

A waterfall of rain blankets the view from the station window. Brief bursts of LIGHTNING make it clearer for a moment.

The station's packed full. People stuck, nowhere to go. Dripping wet.

Frank stands at the window, staring outside -- as the storm lights up the sky, he watches a FUNNEL CLOUD swirling off above the Kansas plains. A TWISTER touching down.

Frank has to squint a bit, looking closer. Spotting Professor Coe's hot air balloon emerging from the funnel, the storm tossing it around like a rubber ball.

INT. UNION PACIFIC RAILCAR - EVENING

Cigar smoke fills the cabin. Red velvet seats and a chandelier RATTLING with the bumps and shakes of the train. There's an element of class here masked by scotch and middle-aged testosterone.

Frank sits in his own little world, thinking. The blank book from Dorothy sits open in his lap.

WILLIAM

You workin on somethin new?

William sits just across from him, sketching.

FRANK

It's nothing.

WILLIAM

Yeah. I suppose this is nothin,
too.

William turns his sketch paper around, revealing a very cartoonish drawing of Frank. His body short, moustache and top hat extremely exaggerated.

FRANK

Is that supposed to be me?

Frank takes a closer look.

FRANK (CONT'D)

Amazing. You truly have a gift,
William. It'd be a shame to waste
it.

William laughs at this.

FRANK (CONT'D)

Something funny?

WILLIAM

Well no, it's just -- it's somewhat
ironic, isn't it? You tellin me how
I shouldn't be lettin my talents go
to waste.

Frank leans in close, raising a curious brow.

FRANK

If I didn't know better I'd say
you've been talking with my wife.

WILLIAM

She's a smart woman. You'd be wise
to heed her advice every now and
again.

A GROUP OF SALESMEN sitting across the aisle begin laughing obnoxiously. They're loud, interrupting Frank and William's conversation. They've probably had one too many.

FRANK

Gentlemen. It appears as though
someone had a successful day.
 That's more than I can say for the
 two of us.

The ringleader of the group - OSCAR DIGGS, late 50s - leans
 over to greet Frank. His forehead full of wrinkles, beard as
 white as snow.

OSCAR DIGGS

You bet your keister we did.

FRANK

Then my hat is off to you, sir.

A inebriated Oscar climbs over his friends, stumbling into
 the aisle and joining Frank and William in their seats.
 Somewhat intrusive.

He shakes hands with Frank.

OSCAR DIGGS

Name's Oscar Zoroaster Phadrig
 Isaac Norman Henkel Emmannuel
 Ambroise Diggs. But you can simply
 call me Oscar.

WILLIAM

Well that's a relief.

Oscar chuckles at William, giving him a friendly slug on the
 arm. Too friendly.

OSCAR DIGGS

A jester, this one. Well done. A
 good sense of humor is a skill all
 men should strive for. It's
 healing.

He downs the rest of his drink.

OSCAR DIGGS (CONT'D)

First day on the job?

WILLIAM

What gave it away?

OSCAR DIGGS

Your attitude. The complete lack of
 that twinkle in your eye. I've been
 at this for -- well, I'm fifty-
 eight, so...

(counts in his head)

(MORE)

OSCAR DIGGS (CONT'D)
The better part of twenty years.
Ridin this train up and down the
line every week since it was first
built. I've sold everything in the
alphabet, twice over. Don't matter
what it is, Oscar Diggs can sell
it. Guaranteed.

He glances at their suitcase.

OSCAR DIGGS (CONT'D)
Pitkin and Brooks, eh? What are you
boys peddlin?

FRANK
China.

WILLIAM
High-end, imported china.

Oscar grins, putting his arm around Frank.

OSCAR DIGGS
Hah. Child's play. Why anyone could
use a decent set of china.

WILLIAM
Well apparently not.

OSCAR DIGGS
They just don't know they want it
yet. You've just gotta put on a
show. Create that desire. It's not
about selling the product,
gentlemen. It's about selling
yourself. Believing in yourself.
You do that, and they'll start to
believe it too.

As crazy as Oscar may sound, his words seem to get to Frank.
Really making him think.

Frank opens up his book, jotting down some notes.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Dorothy's COUGHING echoes through the bedroom. She sits up in
bed, hands over her mouth. This one looks like it hurts.

Maud sits beside her, pouring a few sips of water into her
mouth.

MATILDA GAGE

Are you sure you two will be
alright? I feel just terrible
leaving at a time like this.

Emily hands Matilda her bag.

EMILY

We'll be fine, mother. Go. I can
take care of my own girl.

Matilda gives her daughter a hug.

MATILDA GAGE

Just be sure she takes her
medicine. It's only a day-long
march. I'll be back before you even
know I'm gone.

INT. AUNT EMILY'S FARMHOUSE - DAY

Matilda heads for the door, bag and umbrella in hand, putting
on her coat. Maud comes running after her.

MAUD

Mother...

They come to the front door, Maud speaking quietly.

MAUD (CONT'D)

She's getting worse, isn't she?

Maud hesitates to answer.

MAUD (CONT'D)

We're not children anymore. You
don't think Emily can see it?

MATILDA GAGE

Just see to it that the girl gets
her rest. Should be a whole lot
easier now seeing as that husband
of yours is out of the house.

Maud's NOT happy with her.

MATILDA GAGE (CONT'D)

Don't look at me that way. He's
unusual, dear. You and I both know
that's an opinion I've never
exactly strayed from.

MAUD

Mother...if I've learned anything
in the time I've spent with Frank,
it's that the only people worthy of
consideration in this world are the
"unusual" ones. The common folks,
like you, are like the leafs of a
tree. They live and die unnoticed.
I believe in that man with every
fiber of my being. And so does
Dorothy.

Matilda's taken aback, like she doesn't recognize the woman
in front of her.

EXT. CITY OF CHICAGO - DAY

A SWEEPING VIEW OF THE CITY--

Buildings so tall they touch the clouds.

The congested bridge over the Chicago River.

The above-ground rail system.

The FERRIS WHEEL on the pier.

TRAIN PLATFORM

Frank and William step off the train at UNION STATION.
They're in absolute awe of the city before them.

WILLIAM

As I live and breathe. Have you
ever seen anything so beautiful?

FROM FRANK'S POV -- *The city shines and sparkles a bright
shimmering green. A city made from hope. A city of made from
Emeralds.*

FRANK

No. No I can't say that I have.

WILLIAM

We're definitely not in Aberdeen no
more.

As they walk on, they pass a sign that reads:

CHICAGO WORLD'S FAIR. CELEBRATE THE FUTURE!

INT. SMALL CHICAGO HOME - PARLOR - DAY

Frank and William sit uncomfortably in the parlor of a quaint Chicago home. Their china suitcase snug between the two of them.

An unkempt, middle-aged DISTRAUGHT MOTHER sits across from them. Staring blankly.

DISTRAUGHT MOTHER
China?

WILLIAM
Well not just any china. High-end,
imported china.

The woman laughs them off. They must be joking.

A BABY CRIES down the hall.

DISTRAUGHT MOTHER
Excuse me for a moment.

Still laughing, the woman walks off down the hall.

William immediately turns to Frank, in a panic.

WILLIAM
I say we abandon ship. I don't
think this woman has the slightest
interest in buying any china at
all.

FRANK
What gave it away?

Frank stands, straightening up.

The mother comes hurrying back into the room, her BABY in her arms.

DISTRAUGHT MOTHER
I'm sorry about that. He's been
giving me a real hard time as of
late.

She rocks him back and forth.

FRANK
How old is the little guy?

DISTRAUGHT MOTHER

About two months now. Look, I know you fellas got a job to do, but I don't think--

FRANK

No. No we should apologizing. I'm not sure we made our intentions clear.

The woman becomes curious. Frank motions for her to have a seat, while he continues to pace the parlor.

FRANK (CONT'D)

I have children myself. Two boys. I love 'em to death, make no mistake. But they run me ragged. Especially when they were miniature-sized like your little one. My wife and I would be lucky to get a mere hour of sleep between the two of us.

WILLIAM

(whispering)

Uhh, Frank...

Frank shoos him off, continuing to do his thing.

FRANK

One year my mother-in-law had gotten us this fancy little tea set. The woman's a witch to be sure, but I've always been grateful for that gift. Once a week my wife and I would pull it out of the cupboard and, just for an hour, pretend we were somewhere else. Just for an hour, we'd drink tea with an element of class, letting the headaches of the day slip away.

Frank goes over to the couch, opening up the suitcase of china. He pulls out a single plate, displaying it for the woman to see.

FRANK (CONT'D)

Now I know you love that child with all your heart. But just for an evening, maybe you could enjoy a meal and pretend you're in Paris. Or throw a fancy soiree for the friends you haven't seen in months?

The woman's eyes are locked on the china...then she looks up at Frank, a smile on her face.

EXT. CHICAGO WORLD'S FAIR - PIER - DAY

ON THE PIER overlooking Lake Michigan. The place flooded with TOURISTS. The ferris wheel at the center of the chaos.

Frank and William stroll through the crowd, a bounce in their step. They observe the many EXHIBIT BOOTHS that line the pier, each displaying technologies that might appear alien at first glance.

FRANK

Well we pulled it off, William. A many cheers to us.

WILLIAM

No you pulled it off. Why'd you never tell me that story about the tea set? It's quite charming.

FRANK

The -- ah, yes. Truth be told my mother-in-law never got us a gift in her life.

William stops in his tracks. Even MORE impressed than he was.

INT. CHICAGO WORLD'S FAIR - MAIN EXHIBIT TENT - DAY

This is where the real action's at. The best of the best. Frank stands in awe of it all. Him and William parting ways.

Frank wanders, as giddy as the kids that roam the tent with their parents. Until something peculiar catches his eye.

He stops to inspect a TIN WOODSMAN standing on display. A man made entirely from tin, not very convincing. Almost what we'd consider a robot. An axe placed in its hands.

FRANK

How do you do?

Frank stares into the tin man's empty eyes, shaking its hand.

MAD-EYED INVENTOR (O.S.)

You're a man with good taste. I can tell.

Frank is startled to find an elderly MAD-EYED INVENTOR standing over his shoulder. The man's gut not well hidden in his overalls.

FRANK

Pardon?

The inventor walks circles around Frank.

MAD-EYED INVENTOR

Don't think I don't see you eyeing my man. You're intrigued. And why wouldn't you be? It's not every day you see a man made of tin.

FRANK

No, I suppose not. What does it do?

MAD-EYED INVENTOR

Why it's a tin woodsman. See that axe in his hand? Mankind wasn't destined to stand in the forest choppin down trees til the cows come home. No sir. In the future, we'll have an entire fleet of these fellas. One on every farm across these United States.

Frank puts his ear to the tin man's chest, KNOCKING on it. Nothing but an empty rumble echoes back.

FRANK

He's hollow.

MAD-EYED INVENTOR

Of course he's hollow. He's got one purpose and one purpose only. Not much use for a heart. Hah.

The strange man laughs at the thought of it.

FRANK

Hmm. Tin like this, it'll rust from water in a matter of minutes. What'll happen when it rains, I wonder?

Frank tips his hat before walking off.

Leaving the inventor dumbfounded, scratching his head.

Frank continues to wander. He notices a particularly large crowd gathering around one of the exhibits, piquing his interest.

A very fancily dressed SHOWMAN stands on his pedestal, preaching to the crowd.

SHOWMAN
Gather round, folks. Nice and gentle. No need for pushing, everyone will get a turn.

Behind him sits a device surrounded by lights and mirrors. A lens in one end, light coming from the other -- projecting onto the side of the tent. A very early version of what might be considered a PROJECTOR.

SHOWMAN (CONT'D)
Now it's simple, really. Just take anything - like so - place it in front of the lens...and presto!

The man places his hand in front of the lens, its shadow projected -- ten times the size.

SHOWMAN (CONT'D)
The grandest of illusions.

FRANK
(under his breath)
Incredible.

The showman pinpoints Frank in the front of the group.

SHOWMAN
You sir. Please step right up.

He doesn't have to ask Frank twice. Frank walks forward, standing in position in front of the lens.

SHOWMAN (CONT'D)
Beautiful.

Frank puts his hands on his hips, playing to the crowd. His giant silhouette projected behind him. His stature and top hat making him appear more intimidating than he ever could've imagined.

FRANK'S POV -- *his projected shadow rules over the room, towering above the rest. There's an air of powerful greatness. Fiery TORCHES IGNITE from either side of the shadow, the crowd quivering in fear.*

The crowd APPLAUDS. Frank bowing, naturally.

MR. BRISTLE (O.S.)

Frank?

Frank looks down to find his old friend, Mr. Bristle, watching from below.

MR. BRISTLE (CONT'D)

Frank Baum? Is that really you?

He steps down to greet him.

FRANK

Mr. Bristle.

MR. BRISTLE

Well if it isn't the genius himself. I never thought I'd be seeing you again.

The two shake hands.

FRANK

Genius? Have you looked around? This place is -- well it's extraordinary. These men are geniuses.

MR. BRISTLE

Modest til the end.

INT. UNION STATION PUB - EVENING

Frank, William, and Mr. Bristle all share a ceremonial cheers. A CLINKING of their glasses. Holding a conversation amidst the chaos of the station, people waiting for their trains.

MR. BRISTLE

So tell me, what's new in the life of one of L. Frank Baum?

WILLIAM

He's writing a book.

Frank shoots William a nasty look. Not what he was going to say.

MR. BRISTLE

Is that true, Frank?

Frank holds up the suitcase filled with china.

FRANK

In the sales game, as of late. And yourself? Still wrangling the backstage minds of live theater?

Mr. Bristle laughs.

MR. BRISTLE

Nah. Not since you and I parted ways. You remember that night, don't you? I'd wager all of Syracuse does.

William's a little left out, trying to follow.

WILLIAM

What happened?

FRANK

Nothing. It was--

MR. BRISTLE

Nothing?!

(to William)

So we're touring with Maid of Arran. A very successful run. Then comes our last show, back home in Syracuse, and the theater goes up in flames. Burns to the ground.

(to Frank)

I told you a hundred times not to use real matches in that scene.

Frank clearly wants OUT of this conversation.

FRANK

I needed it to look authentic.

WILLIAM

Well I'd imagine that fire made it look a bit more authentic than you were going for.

Frank and Mr. Bristle stare at William, then glance back at each other -- before bursting out in laughter.

It takes them a few moments to calm back down.

MR. BRISTLE

I am still in the business of art, though. Been working for Way and Williams. They're a small publishing firm here in Chicago.

Frank's ears perk up a bit.

MR. BRISTLE (CONT'D)
You're one of the most talented
writers I know, Frank. If you're
working on something...

FRANK
There's a lot going on back home.
Money's a little tight. We've been
living with my sister-in-law and
her little girl, Dorothy. She's
fallen ill.

He really knows how to bring down the mood. The others not
sure how to respond.

MR. BRISTLE
Get her a dog.

Frank raises a brow.

MR. BRISTLE (CONT'D)
My little ones, well when their
grandfather passed--

FRANK
You've got a family?

Mr. Bristle pulls out an old photo from his pocket, showing
it to Frank.

MR. BRISTLE
Three little ones. Who would've
thought, right? When the their
grandfather passed, our youngest
took it the hardest. Wouldn't go
outside or nothin for weeks. So I
picked him up a cute little puppy.
Cheered the boy right up.

We can see the wheels turning in Frank's head.

INT. AUNT EMILY'S FARMHOUSE - DAY

Junior kneels on the couch, pulling back the curtains as he
stares OUT THE WINDOW -- Frank stepping out from William's
buggy, heading towards the house. A small crate in tow.

JUNIOR
He's home! Dad's home!

Maud comes running into the room.

JUNIOR (CONT'D)
And I think he brought us presents.

Maud joins Junior, spotting Frank with the crate.

MAUD
Oh Frank. What did you do?

MOMENTS LATER

Maud opens the front door -- Frank standing on the other side with a great big smile on his face. Maud not nearly as happy. Her eyes focused on the crate.

MAUD (CONT'D)
You know she's not going to like
this one bit.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Dorothy sits up in bed, drawing on her little pad of paper. She COUGHS a bit, Matilda giving her some water.

The door CREAKS open...nobody there.

MATILDA GAGE
Hello?

Out of nowhere, A LITTLE DOG jumps up onto the bed. A dark Cairn Terrier.

DOROTHY
A puppy!

The adorable little furball instantly drawn to Dorothy.

DOROTHY (CONT'D)
Where'd you come from, boy?

MATILDA GAGE
What in the -- don't touch that
thing, Dorothy. You don't know
where it's been.

Dorothy pets the dog as it circles her lap. Until Matilda intervenes, shooing the dog off the bed.

Dorothy spots Frank standing in the doorway.

DOROTHY
Uncle Frank! Is this your dog?

FRANK

Actually, I thought it might be our dog. This little fella approached me on the street and told me he was a doctor. I thought, "well what do you know, we've got a sick little girl at home could use a good doctor." Can you believe that luck? His fees are steep, sure, but he's the best of the best.

The dog hops back up onto Dorothy's lap, the girl simply overjoyed.

Matilda stares at Frank with that haunting look.

MATILDA GAGE

Frank. A word?

Frank follows her out of the room.

INT. AUNT EMILY'S FARMHOUSE - DAY

Just outside the bedroom, Matilda closing the door behind them.

The rest of the family gathers around too, expecting a fight.

FRANK

Before you unleash those ghastly claws and begin the full-scale assault, informing me full well of what I've once again "done wrong," you should know I had the girl's best interests at heart. She she can't go outside, can't play--

MATILDA GAGE

You're right.

Frank's stunned. At a complete loss for words.

Maud and Emily are equally perplexed.

FRANK

Could you -- please say again what you just said a moment ago?

MATILDA GAGE

I said I agree with you completely.
I would've liked to have been
consulted on the matter, sure, but
you're right. That girl needs
something real to lift her spirits.

Frank takes this as somewhat of a backhanded compliment.

Grateful, Emily wraps her arms around her mother.

EMILY

Thank you.

Matilda SNEEZES. Her eyes watering a bit.

MATILDA GAGE

Now, let's see what we can't do
about getting that mangy little
creature some water.

As she walks off, Matilda SNEEZES again.

MATILDA GAGE (CONT'D)

Lovely.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - DAY

Frank enters the room, quietly. Watching Dorothy hold the dog
in her arms.

DOROTHY

Is grandma taking him away?

Frank takes a seat beside her on the bed.

FRANK

No. No I'm happy to say the furry
little doctor is here to stay.

Dorothy's relieved. She squeezes the dog, kissing the top of
its head.

DOROTHY

(to the dog)

You hear that, Toto? I can keep
you! You get to stay here with us.

FRANK

Toto?

DOROTHY

That's what I named him. Because of the way he was smelling my toes before.

She lets go of the dog, and he does just that. Skipping over to Dorothy's legs and sniffing her toes.

Frank smiles. He stands, walking over to the night stand. Something catching his eye.

He picks up Dorothy's drawing pad.

FRANK

What's this?

It's a rough sketch of a forest filled with apple trees. The trees with long gangly arms.

DOROTHY

The place I go to when I close my eyes and click my heels together. The trees are all alive there. Like the monkeys you were telling me about, and the lion.

Frank looks at the drawing closer -- each tree wearing a little frowning face.

FRANK

Are they now? And might I ask why they look so angry?

DOROTHY

Well because people keep picking their apples. You wouldn't like it if people picked things off of you, would you?

Frank can't help but laugh.

FRANK

No, I suppose I wouldn't.

DOROTHY

Maybe next time I go back there I could bring Toto with me with me. I know he'd just love it.

He hands the drawing pad back to Dorothy.

FRANK

Wouldn't that be something.

INT. ABERDEEN TAVERN - EVENING

A row of empty glasses in front of them, Frank and William share a table in the nearly-dead watering hole. Frank writing in his book, William busy - focused - drawing something.

WILLIAM

Is this about right?

He holds up his paper -- a more refined sketch of Dorothy's talking, angry trees. Pretty darn impressive.

FRANK

Not quite. Their faces should appear more foul. Repulsive, even. Think how you'd like it if people went around picking things off of you?

Letting out a SIGH, William goes back to work.

WILLIAM

What do you call this place, anyhow? You've been goin on about all these characters in this "new world," but you ain't got a name for it?

FRANK

Just -- "The New World." Yes, that'll do fine for now.

William's not impressed by the name.

Just then, the tavern doors swing open. Very "old west saloon." The CLANKING of spur boots on the wood entering the bar, property of none other than Rak the Terrible.

RAK THE TERRIBLE

Hey Baum.

Frank and William look up from their work.

RAK THE TERRIBLE (CONT'D)

I been lookin for you.

The few COWARDLY PATRONS left in the room instantly jump out of their seats and flee the tavern.

FRANK

Ah. I see. Might I suggest a good pair of spectacles?

Not the least bit amused, Rak pulls a REVOLVER from his belt. FIRING--

And SHATTERING the bottle of whiskey the bartender held in his hand. The old man probably needing a clean pair of trousers.

Rak stomps towards Frank's table. William nearly falling out of his seat as he quickly retreats.

The gruff Rak, the face of a mad dog, corners Frank up against the bar. Nowhere to run.

RAK THE TERRIBLE
What'd you say to my boy?

Frank drips with sweat, we can practically hear his heart POUNDING.

FRANK
Sorry?

Rak SNARLS, spitting on the floor.

RAK THE TERRIBLE
My boy. Roy. What'd you say to him that got him all scared and twitchy? Kid hasn't slept in a week. Has some crazy notions about witches or somethin of the like.

FRANK
Roy? OH. Roy -- is your son. Of course. That makes sense. Well you see, he was sort of having trouble with Junior, and well I only--

Rak's face gets uncomfortably close to Frank's. Frank cringing at the smell of his breath.

RAK THE TERRIBLE
You got an issue with my boy, you got an issue with ME. What kinda fella threatens a helpless kid? That make you feel man enough, Baum?

Rak releases his hold on Frank, stomping back towards the door.

RAK THE TERRIBLE (CONT'D)
Sunday. Right here. High noon.

FRANK

What happens on Sunday?

Rak grins, revealing his mouth of hideous teeth.

RAK THE TERRIBLE

We find out if you're a MAN, or a
COWARD.

Rak pushes through the saloon doors and exits, leaving a terrified Frank in his wake. His hand on his heart.

Without even looking, Frank takes a half-full glass of scotch that sits on the bar and downs it in one quick motion.

William emerging from hiding.

FRANK

Tell me, William. Why is it that these barbaric standoffs must always take place at high noon?

WILLIAM

So they can work up an appetite, I suppose. So they can get lunch...after they kill you.

Not the most comforting thing to say.

INT. AUNT EMILY'S FARMHOUSE - DINING AREA - EVENING

Maud consoles a worried Frank at the dining table, holding his hand. William and Emily there too.

MAUD

You know we can leave town, Frank. Take the boys and never look back.

FRANK

If I run -- then I truly am a coward.

EMILY

But you'd be alive. You don't even own a gun, do you?

MAUD

And what about your heart? Did you think about that?

Frank stands up, leaving the table. He's heard enough. Maud goes after him, grabbing him by the arm.

MAUD (CONT'D)

In all seriousness, Frank. Just think about this. What is it you intend to do? Become an expert gunman in just a few days? You? Please. Something like that would require an act of magic.

A sparkle in Frank's eye. A light bulb's gone off.

FRANK

What did you just say?

Frank can't help but smile. He laughs, so giddy it begins to creep out the others. He lifts Maud up into the air and spins her about, kissing her on the cheek again and again.

FRANK (CONT'D)

Come along, William. There's much work to be done.

Grabbing his hat, Frank skips out the front door. William hesitantly following behind.

INT. BARN - EVENING

Frank holds a lantern as he KICKS OPEN the door to the dark, cluttered barn. The only thing giving light to the room. The wooden beams infested with cobwebs, god knows what else is living here.

Frank and William look around. The place piled with junk. Farming equipment, old household items. Knickknacks and goods leftover from the bazaar.

WILLIAM

What are we doin here, Frank? This place gives me the willies.

Frank holds his lantern over a pile of old SCRAP METAL.

FRANK

We're gonna put on a show, William.

WILLIAM

I'm not so sure Mr. Rak's a fan of the theatre.

Frank walks around, now shining the light on what looks like a crate of old FIREWORKS.

INT. AUNT EMILY'S FARMHOUSE - DAY

Junior marches through the front door, Frank right there waiting for him.

FRANK

Well?

Junior smiles, looking back at the door.

An entire line of NEIGHBORHOOD KIDS enter the house. A whole fleet of them, just under a dozen young boys and girls. That one annoying chubby kid among them.

JUNIOR

This was all I could get on such short notice.

His dad's impressed.

FRANK

Well would you look at that. You lead, they follow.

Frank steps up onto a chair, towering over the rest of the room. All the kids chatting amongst themselves, gathering around.

Frank raises his hands into the air, the kids going quiet on cue. He has their full attention.

FRANK (CONT'D)

Young citizens of Aberdeen -- I owe you a great deal of thanks for being here today. Your cooperation is quite humbling.

Young Robert's hand shoots up.

ROBERT

Are you gonna tell us another story, papa? Like the one about the silver slippers?

FRANK

No, sir Robert. I'm afraid this time I need your help to tell the story. All of you.

The kids in the room become filled with excitement.

FRANK (CONT'D)

Tell me, do any of you know much about dragons?

CHUBBY KID

Oh! They've got really sharp teeth.
And they breathe fire, don't they?

Maud, Emily, and William watch from the back of the room,
quite amused. Matilda -- less so.

FRANK

That they do. Very good. You see,
as fate would have it, I have to
face a dragon tomorrow. And the
only way I'm going to be able to do
that and come out alive, is if we
all work together.

We see the door to Dorothy's room slightly cracked open, the
young sickly girl peeking out into the living room.

A Tall FRECKLE-FACED GIRL steps to the front of the crowd.

FRECKLE-FACED GIRL

But we're not like you, Mr. Baum.
We don't have magic slippers, we've
never melted witches or slayed
dragons before.

Frank hops down from the chair, bending down to look at that
freckle-faced girl dead in the eye.

FRANK

So tell me...would you like to?

EXT. AUNT EMILY'S FARMHOUSE - YARD - DAY

The DRUMS OF WAR sound once more. The neighborhood kids are
lined up in a row on the lawn, Frank standing before them.

A bunch of that junk from the barn scattered across the yard.

FRANK

Each of you will be assigned to a
designated post. Junior here will
give you your placements.

Junior stands beside Frank, clipboard in hand.

BAUM'S ARMY TRAINING SEQUENCE:

Junior leads the kids in a run across the plains. They're
focused, determined.

A few of the kids tie rope around a couple pieces of scrap
metal.

Maud helps some of the kids teach Toto some new tricks.

FRANK (V.O.)
Make no mistake about it. This will
be no easy feat. You will all be
tested.

They call the dog from the opposite end of the field.

Some of the kids circled around, Frank carefully demonstrates
how to operate the fireworks.

FRANK (V.O.)
HOWEVER, if you stay smart, stay
brave, and true of heart -- we'll
come out on the other side better
men because of it.

Kids playing with more pieces of sheet metal, banging on them
with large wooden mallets.

A group messes around with some of Frank's old bazaar
costumes.

Finishing their run through the field, the freckle-faced girl
stops to pick a handful of flowers.

Frank stares up at the sky -- *Professor Coe's balloon still
floating just above the clouds.*

From the farmhouse window, Matilda looks out onto the yard
with a wary eye.

END OF SEQUENCE.

INT. AUNT EMILY'S FARMHOUSE - DAY

Looking outside at the nonsense in the yard, Matilda can't
help but grumble.

Standing just beside Frank's workspace, she stares down at
the disorganized desk.

Quickly scanning the area to make sure she's alone, Matilda
picks up Frank's book -- the title "THE NEW WORLD" now
written on the cover.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - EVENING

Frank sits on the edge of the bed, talking with Dorothy. The little dog sitting in her lap.

DOROTHY
I'm sorry I can't be there.

FRANK
Oh but you will be.

Frank pulls the silver slippers out from under the bed.

FRANK (CONT'D)
You may not be able to leave this bed but -- just use these, and you can be there if you'd like.

Dorothy takes the slippers, smiling.

FRANK (CONT'D)
There's something I wanted to show you.

Frank pulls a folded up piece of paper from his coat pocket. He hands it off to Dorothy, the girl opening it up.

It's an illustration of an adorable little girl with pigtails and a blue dress. A scrappy little black dog beside her.

DOROTHY
Is this...me? And Toto?

Frank nods.

DOROTHY (CONT'D)
Look, Toto. Isn't it lovely?

She shows the drawing to Toto. Frank getting up for the door.

DOROTHY (CONT'D)
How's the book coming, Uncle Frank?

He's hesitant to answer.

FRANK
Nearly finished now. Though I still haven't quite figured out what's waiting there at the end of the road.

DOROTHY
Well whatever it is, I'm sure it'll be wonderful.

INT. ABERDEEN TAVERN - DAY

William nervously paces the creaky tavern floor, constantly checking his pocket watch. Not their busiest hour.

Frank rushes inside, out of breath.

WILLIAM
You're late.

William straightens out Frank's tie.

FRANK
That's theatre for you. Always
preparing until the very last
second.

Frank spins around -- looking more suave than usual. His top hat shinier, his coattails longer.

FRANK (CONT'D)
How do I look?

BARTENDER
Like a dead man walkin.

Nobody asked grumpy old bartender.

RAK THE TERRIBLE (O.S.)
BAUM. Baum you in there?!

Frank turns towards the door, Rak standing just outside.

FRANK
Well then. Showtime.

He stands upright, swallowing his fear and marching out the door.

INT. AUNT EMILY'S FARMHOUSE - MATILDA'S ROOM - DAY

Matilda sits on her bed, all neat and tidy. Twiddling her thumbs for a moment, uncomfortable.

She pulls a book from under her pillow -- Frank's book. Even though she's clearly alone, Matilda looks around. Cautious. Opening the book to the first page...

JUST OUTSIDE THE DOOR

A BRIGHT, GLOWING GOLDEN LIGHT seeps through the crack beneath the door.

A single BUTTERFLY - complete with all the colors of the rainbow - comes flying out from under the door, fluttering through the house.

EXT. STREETS OF ABERDEEN - DAY

We follow Frank's sleek black shoes as they take their place at the center of the dusty city street.

And just across the way stand Rak's worn and torn spur boots. Totally opposite fashion statements.

It's dead silent -- save for the sound of Rak hacking up a wad of spit. There might as well be tumbleweeds blowing through the street. ABERDEEN CITIZENS, Frank's family, watch from along the storefronts.

RAK THE TERRIBLE

Gotta say, Baum. I didn't think
you'd have the stones to show.

Frank too attempts to spit...only much less successfully. Rak can't help but laugh.

FRANK

You're gonna wish I hadn't, Rak.
You don't have the slightest idea
what you're in for. If only you
knew what I'm capable of.

RAK THE TERRIBLE

HAH. I know full well what you're
capable of. Runnin. Bein a sissy.
And after today -- dyin.

Frank looks over to Maud on the sidelines. She gives him a smile for good luck.

Frank takes off his holster belt and throws it to the ground, turning back to Rak with conviction.

FRANK

You're wrong. I'm capable of things
beyond your wildest dreams. Things
you couldn't possibly fathom.

He takes a step forward -- Rak flinching, putting his hand on his weapon.

RAK THE TERRIBLE
 You stay put now. Pick up your
 weapon and let's finish this like
 men.

Frank smiles with a sudden burst of confidence.

FRANK
 I have no need for such primitive
 tools.

RAK THE TERRIBLE
 Primitive?

Frank walks circles around an increasingly-confused Rak.

FRANK
 My powers far exceed those of
 mortal men. They've no doubt proven
 useful in the past for slaying
 dragons such as yourself.

RAK THE TERRIBLE
 Best watch who you're callin a
 dragon.

FROM FRANK'S POV -- *still in the middle of Aberdeen street,
 only now the creature that stands before Frank is that
 fierce, red-eyed DRAGON we saw before. The hideous winged
 beast towering over the Aberdeen skyline. Thick black smoke
 rising from its nostrils.*

FRANK
 Oh I know precisely who I'm calling
 a dragon. A dragon who breathes
 fire and levels cities to make up
 for the fact deep down inside, he's
 just a scared little boy.

*The dragon lets out a deafening ROAR, the streets TREMBLING
 with every step the beast takes.*

FRANK (CONT'D)
 And unfortunately for you, a dragon
 is no match for the magics of a
 wizard.

*The dragon - sounding eerily similar to Rak - lets out a
 bellowing laugh.*

THE DRAGON

HAH. A wizard? There is no such thing.

Frank takes his position.

FRANK

Oh but it's true. I am a wizard. A great - and POWERFUL - wizard.

Rolling up his sleeves, Frank motions to the chubby kid standing on the sidelines watching.

FRANK (CONT'D)

Here, let me show you.

The pudgy boy looks scared out of his mind, backing up.

CHUBBY KID

No, no -- please don't do it!

The boy flees and hides inside the tavern -- just before a quick FLASH OF LIGHT appears from the other side of the doors.

A moment later, a little dog - Toto - comes running out from the tavern, wearing a shirt. The chubby kid's shirt.

THE DRAGON

What happened to the child?

Toto jumps up into Frank's arms.

FRANK

Oh not to worry. The only concern he'll have from now on is the size of his fleas.

Frank puts the dog down, Toto running back to Maud.

FRANK (CONT'D)

Now I ask you once again. Do you really wish to challenge a great and powerful wizard such as myself?

The dragon opens his mouth full of razor sharp teeth, letting a STREAM OF FIERY BREATH out into the sky. The onlookers ducking, cowering in fear.

FRANK (CONT'D)

Very well.

Frank raises his arms up into the air, closing his eyes.

The sky begins to darken. Pitch black clouds rolling in, swirling above Frank.

The skies come alive. THUNDER BOOMING.

BAUM'S BAZAAR

The storefront now bare and empty and -- a group of kids, led by the freckle-faced girl, BANG ON A DOZEN PIECES OF SHEET METAL all lined up in a row, funneling the sound into some type of megaphone device. Our thunderous sound.

EXT. STREETS OF ABERDEEN - DAY

The dragon looks up at the stormy sky, fear in his eyes. The sound of the thunder growing louder.

FRANK
(growing angry)
YOU SEE WHAT HAPPENS WHEN YOU DEFY
THE GREAT AND POWERFUL WIZARD OF
ABERDEEN?

And with one fell swoop, Frank STOMPS HIS FOOT down onto the ground, throwing hands forward--

THE DOORS OF EVERY SHOP ON THE STREET FLY OPEN IN UNISON, THE WINDOWS SHATTERING AS THE SKY ROARS--

ABERDEEN DRUGSTORE

Little Robert stands near a GREASY-HAIRED BOY at the window. The kid spacing out.

ROBERT
(whispering)
Psst. You missed your cue.

Snapping out of it, the greasy-haired boy SHATTERS the window with the end of an umbrella.

EXT. STREETS OF ABERDEEN - DAY

Brushing himself off with a sense of pride, Frank steps closer to the dragon.

FRANK
Now then, dragon. I order you to
leave this place.
(MORE)

FRANK (CONT'D)
*Go far away and never return,
 before I'm forced to unleash the
 most terrible of magics.*

*The beast looks to his sides, the onlookers staring him down.
 The dragon slowly backing away...*

FRANK (CONT'D)
 I SAID GO!

*As Frank raises his hands once more -- EXPLOSIONS FIERY COLOR
 ERUPT IN THE SKY, BOOMING as they scatter.*

*The dragon nearly trips over itself, expanding its wings and
 soaring up into the sky.*

**SMASH BACK TO
 REALITY:**

*They sky as clear as day. Rak falls backwards into the dirt,
 losing his hat. Struggling to stand, he doesn't even bother
 picking it up. Too terrified. He gets to his feet, running
 off down the street with high-pitched SHRIEK.*

BEHIND THE TAVERN

*Junior and a few of the other kids continue to set off the
 last of the fireworks. Laughing up a storm.*

EXT. STREETS OF ABERDEEN - DAY

*With Rak now out of sight, the crowd on the street CHEERS and
 APPLAUDS. They're in an uproar, one heck of a show.*

Frank removes his hat and bows...until something's off.

*Not sure quite what. Frank suddenly hunching over, grabbing
 his chest. As we begin to hear the RAPID BEATING OF HIS
 HEART.*

Maud stops clapping, sensing something's wrong.

MAUD
 Frank?

Frank falls to his knees -- then COLLAPSES to the ground.

MAUD (CONT'D)
 Frank!

*Maud rushes to his side as fast as she can, Emily following
 behind.*

The rest of the crowd slowly gathering around...

FADE OUT.

INT. AUNT EMILY'S FARMHOUSE - FRANK AND MAUD'S ROOM - EVENING

Frank lays in bed, sweaty. His eyes slowly opening, finding Doctor Smith standing over him.

DOCTOR SMITH
Evening, Frank. Glad to have you
back with us.

Maud sits at the edge of the bed, holding Frank's hand. Tears in her eyes.

MAUD
You gave us quite the scare.

Frank attempts to sit up.

DOCTOR SMITH
Easy.

Maud repositions the pillow, allowing Frank to sit comfortably.

FRANK
Rak?

MAUD
You did it. You slayed the dragon.

The doctor begins to pack up his medical kit.

DOCTOR SMITH
But not without a price. Frank,
we've been over this, time and time
again. You shouldn't be subjecting
yourself to such--

FRANK
Excitement. I'm aware, doc. Thanks.

DOCTOR SMITH
This was a close one. The closest.
Next time you might not be so
lucky.

Doctor Smith picks up his bag and heads for the door.

DOCTOR SMITH (CONT'D)

You stay put, Frank. No more traveling. No more gunfights. Find a relaxing hobby for the love of God. I'll be back in a week.

The doc exits, leaving Frank and Maud alone on the bed.

FRANK

The doc give you a hard time?

MAUD

I believe the phrase he used to describe your condition was, "a walking barrel of dynamite ready to explode at any moment."

Frank smiles, Maud giving him a kiss on the forehead.

MAUD (CONT'D)

What you did out there today, Frank...you have a gift. The wizard, well I think he's one of the most wonderful characters you've ever created.

FRANK

He's just a man.

MAUD

Maybe. But he's a good man. A man who's spent his life doing everything in his power to care for the ones he loves. To provide for them, even when it meant sacrificing his magic, his ambitions.

This hits Frank.

FRANK

Or maybe he was just afraid he'd fail.

There's a KNOCK at the door, Junior and Robert entering.

JUNIOR

Dad?

Frank and Maud are happy to see them.

FRANK

Come here, soldiers. We have a victory to celebrate!

The boys run to the bed, Robert diving headfirst into Frank's arms.

EXT. AUNT EMILY'S FARMHOUSE - DAWN

The weather vane atop the barn turns slightly in the morning breeze.

The clouds breaking up as the sun rises over the plains. The faint sound of a ROOSTER'S CALL from across the yard, time to wake up.

DOROTHY (V.O.)
Oh Uncle Frank...

INT. AUNT EMILY'S FARMHOUSE - FRANK AND MAUD'S ROOM - DAWN

Frank's eyes open, waking up to the sight of a slobbering, BARKING Toto standing on his stomach. He's not sure what to make of it.

FRANK
So the dog speaks.

DOROTHY (O.S.)
It's me, Uncle Frank.

Frank turns to find a laughing Dorothy standing beside the bed, holding a tray with a bowl of steaming hot soup.

FRANK
So it is.

Dorothy rests the tray on the bed.

DOROTHY
My ma made you soup. I hope you like it. It's cabbage.

FRANK
Tell me, little princess. Does your grandmother know you're out of bed?

Dorothy nods.

DOROTHY
She says I'm getting better. She says maybe - just maybe - I'll even get to go to school next week. Isn't that great news?

FRANK

The greatest news I've ever heard.

Frank tastes a spoonful of soup. Soothingly delicious.

FRANK (CONT'D)

It's as if we've swapped roles,
isn't it? I used to be the one
visiting you in bed.

Dorothy sits beside him, holding Toto in her arms.

DOROTHY

Just think, with all the time you
have to rest now, you'll finally be
able to finish your book. Toto and
I can't wait to read it.

FRANK

Oh you'll be the first. That's a
promise.

INT. AUNT EMILY'S FARMHOUSE - DAY

Using a cane to get around, Frank hobbles across the room to his cluttered working space.

He stares down at his desk, piles of disorganized papers everywhere. Not an inch of clear surface visible. Curious, he rifles through the mess, searching.

He looks harder, faster. Throwing stacks of paper to the floor, his book nowhere to be found.

He turns to his two columns of filing cabinets. Opening the first drawer - **A-N** - skimming through it. Nothing.

Closing the first drawer, he opens the second. Furiously searching through this one. Nothing again.

After he SLAMS the drawer shut, something catches his eye. The name plate on the front of this second drawer--

O-Z.

He runs his fingers over the letters, floating off to some other world.

ROBERT

Papa?

Little Robert runs into the room, snapping him out of it.

ROBERT (CONT'D)
I'm supposed to tell you that we,
umm. Shoot. I mean what I'm
supposed to say is -- please come
outside, we've got something to
show you. Please.

EXT. AUNT EMILY'S FARMHOUSE - FIELDS - DAY

Robert leads his father through the infinite columns of wheat stalks, the hot midday sun beaming down on them.

FRANK
What're you up to, Robbie? Your
brother put you up to this?

ROBERT
Shhh. It's a surprise.

Pressing forward, Frank drips with sweat, pushing away the stalks in front of him.

ROBERT (CONT'D)
We're here.

Robert comes to a halt, stepping aside so Frank can see what's standing before him. He has to squint to see it in the sun, the "surprise."

A SCARECROW. Nailed to a post, straw sticking out from its overalls, every which way. Cutout eyes in its burlap face.

Junior, Dorothy, and little Toto step out from behind.

JUNIOR
So? Do you like it?

Frank steps towards the scarecrow, his gaze not letting up. Like those burlap eyes are digging deep into his soul.

DOROTHY
Uncle Frank?

Frank smiles up at the scarecrow, before turning around to face the kids.

FRANK
He's a fine piece of craftsmanship.
BUT, we can do better.

EXT. AUNT EMILY'S FARMHOUSE - FIELDS - DUSK

The sun sets beyond the plains, a shade of orange peeking through the clouds.

Frank puts the finishing touches on the scarecrow, shoving some additional straw into its neck.

FRANK
And finally...

He takes one last look at it. The scarecrow now with a big wide smile on its face, a farmer's hat atop its head.

FRANK (CONT'D)
Voila. A bona fide scarecrow.

The three kids APPLAUD with glee. They're all sitting in the grass, snacking on golden brown ginger snaps.

Toto looks up at the smiling dummy, BARKING.

FRANK (CONT'D)
Did I ever tell you boys about the house I grew up in?

Frank joins the kids sitting down.

FRANK (CONT'D)
Well we had a scarecrow. Just like this one. Scared me half to death. Though I suppose that just means he was doing his job.

Frank smiles at his own cleverness.

JUNIOR
No reason to be afraid of a scarecrow, dad. They don't have any brains.

DOROTHY
Do you think we should give him some?

Junior and Robert laugh at Dorothy's comment -- until they hear something nearby in the field.

FOOTSTEPS.

A towering, hunched shadow appears on the ground...just before Matilda emerges from the wheat stalks.

MATILDA GAGE

There you are.

The kids all breathe a sigh of relief.

MATILDA GAGE (CONT'D)

You children have been out here all day. Go on then, inside with ya. Supper's on the stove.

The three kids stand, walking towards the house with their heads held low. Defeated.

Matilda circles the scarecrow, looking it up and down.

MATILDA GAGE (CONT'D)

So this is what you've been up to, hm? Working on this -- interesting looking gentleman?

Frank stands and dusts himself off, ready for a fight.

FRANK

Look, Matilda--

MATILDA GAGE

Looks an awful lot like the scarecrow in your book. Wouldn't you say, Frank?

Frank's frozen in his tracks. Cat's got his tongue.

Matilda pulls a book - Frank's book - from her coat, handing it over to Frank.

MATILDA GAGE (CONT'D)

Now before you go judging me, accusing me of thievery or any of that rubbish, you must understand that I'd do just about anything in the world to protect my family. And you can't blame a woman for wanting a glimpse at the one thing on which the future of this family might be determined. That being said...

(hard to say)

It's enchanting, Frank. The best you've ever written.

Frank takes the book from Matilda, still a little shaken up. Either uncomfortable or just in disbelief.

FRANK

You read the entire thing then?

MATILDA GAGE

You need a more suitable name for this land you've created. "The New World?" Honestly, Frank. That simply won't do.

FRANK

Well I'm -- I've been working on it.

Matilda steps closer, making certain he hears what she has to say.

MATILDA GAGE

I was wrong. I've seen it in the way you've emboldened that girl. There is a place for fantasy in this world, Frank. People need to dream.

She turns to leave, walking away...but stops suddenly, looking back at Frank.

MATILDA GAGE (CONT'D)

Oh, there was one more thing. In the story, your Wicked Witch as she's called...

FRANK

Yes?

Frank knows what's coming, swallowing his fear.

MATILDA GAGE

Quite a lovely character, isn't she?

She walks away for good this time, leaving Frank aghast in the field. Fanning himself off with the scarecrow's hat.

INT. AUNT EMILY'S FARMHOUSE - DAY

A KNOCK at the front door.

Maud rushes to answer, opening it up to find William.

MAUD

William? What a lovely surprise.

William takes off hat, the gentleman he is.

WILLIAM

Good day, Mrs. Baum. Is Frank ready?

MAUD

Ready? Ready for what?

Frank rushes into the room, all dressed up and ready to go. He grabs his suitcase, his hat from the rack.

WILLIAM

You didn't tell her? Well now I just feel awkward.

Frank sets down his case, turning to Maud. Resting his hands on her shoulders.

FRANK

Maud, dear...

MAUD

No. Frank, I can't -- I won't let you. The doctor clearly said--

FRANK

I won't be gone long. And if things go our way, when I return we'll have reason to celebrate. I give you my word...I'll be back before Junior's 40th birthday.

Maud doesn't find that the least bit funny, her face unflinching.

FRANK (CONT'D)

This is something I have to do. For us. For me.

Picking up his bag, he gives Maud a kiss before following William out the door.

MAUD

(under her breath)
I know.

EXT. UNION PACIFIC RAILROAD - DAY

The TRAIN chugs along the tracks beneath the bright blue sky, leaving its trail of black smoke behind. It's like there's an urgency to it this time.

The glowing Chicago skyline visible in the distance.

EXT. WAY AND WILLIAMS PUBLISHING FIRM - DAY

The corporate office smack dab in the middle of the busy city street, the heart of downtown.

INT. WAY AND WILLIAMS PUBLISHING FIRM - DAY

The slow TICKING of a clock on the wall. Each turn of the hand more obnoxious than the last.

Art and accolades from some of the firm's published works hang framed on the walls. *Desiree's Baby* and *A Night In Acadie* among others.

Frank and William sit opposite a large desk. Frank's leg bouncing up and down, anxious.

He's constantly checking his pocket watch.

FRANK

What do you suppose it means, that they're taking so much time? Do you suppose it means they love it? Or do you suppose it means they're going to pass? No, they won't pass. What do you suppose it means?

WILLIAM

I don't suppose it means anything.

Focused on the twitching leg, William rests his hand on Frank's arm, calming him.

WILLIAM (CONT'D)

You don't have a thing in the world to worry about. It's incredible, sir. And I'm honored to be a part of it.

This relaxes Frank a bit.

FRANK

Your "kids drawings" as you call them, are going to inspire millions of children around the world. Cherished for the ages. Believe me, the honor is mine.

The door opens, both men standing as Mr. Bristle enters the room. He's carrying a giant stack of paper. Frank's manuscript.

MR. BRISTLE
Please, sit.

They do. Mr. Bristle taking a seat at the opposite them,
PLOPPING the manuscript down onto the desk.

MR. BRISTLE (CONT'D)
We have a history, Frank. You and I
go back a long ways, isn't that
right?

Frank nods.

MR. BRISTLE (CONT'D)
So when you told me you had been
working on something, a book, I
naturally assumed it was a dramatic
piece. Something to the tune of
Maid of Arran. Folks adored that
play, did they not?

FRANK
With all due respect, Mr.
Bristle...Maid of Arran wasn't me.
Truth be told I had never been more
happy in my life than when that
theater burned to the ground.

William does his best to conceal his smile.

Mr. Bristle leans forward on the desk, hands folded.

MR. BRISTLE
I can't publish this, Frank.

A punch to the gut for Frank, the wind knocked out of him.

MR. BRISTLE (CONT'D)
Speaking as a businessman, there's
just no demand for an American
fairytale. Children have their
nursery rhymes, their Grimm
stories. But if I published this? A
story about a talking scarecrow and
a man made out of tin...little
people and flying monkeys? Well I'd
be chased outta here, tarred and
feathered.

FRANK
Thank you for your time.

Frank can't even make eye contact with him. He reaches for
his manuscript, quick to leave

MR. BRISTLE
BUT, speaking as your friend -- I
think it's bloody brilliant.

Frank and William are both caught off guard, some life back
in their eyes.

MR. BRISTLE (CONT'D)
I started on page one and woke up
on page two-seventeen. What
happened in between was a dream.
I've never read anything like it,
Frank. Truly. But I just can't take
financial risk. I'm sorry.

Mr. Bristle stands, extending his hand.

Still feeling defeated, Frank gets up and shakes Bristle's
hand.

FRANK
I understand. Thank you, old
friend.

Him and William turn to leave, heading for the door.

FRANK (CONT'D)
What if we did?

Frank pauses, turning back towards Mr. Bristle.

FRANK (CONT'D)
Took the financial risk, I mean.
What if it was on our shoulders,
not yours?

William's a little lost.

MR. BRISTLE
You mean self-publishing? That's
awfully bold, Frank.

WILLIAM
(through his teeth)
Yes, Frank. Awfully. Bold.

Excitement in his step, Frank approaches Mr. Bristle. He
means business.

FRANK

Between what the two of us earned on the road this past month, I'd imagine William and I would have enough to cover the costs. As long as you'd handle the distribution, of course.

MR. BRISTLE

I'll have to talk to my partners, but -- I think we can make that work.

As Frank and Mr. Bristle shake hands once again, William hurries over, in a panic.

WILLIAM

(a quiet yell)

FRANK?

Frank doesn't have to utter a word. He just gives William that desperate, persuasive stare.

WILLIAM (CONT'D)

Ah, to hell with it. To Oz?

Frank throws his arm around William.

FRANK

To Oz.

EXT. STREETS OF ABERDEEN - EVENING

The skies are a nasty shade of grey. FLASHES OF LIGHTNING in the distance.

The winds begin to pick up, dust blowing everywhere. The people of Aberdeen clearing the streets in a rush, the men holding down their hats.

They run for cover in the local storefronts, shops closing up.

EXT. AUNT EMILY'S FARMHOUSE - EVENING

The roar of THUNDER begins as a buggy pulls up outside, Frank stepping out and making a run for the door. The RAIN starting to come down hard.

INT. AUNT EMILY'S FARMHOUSE - EVENING

Frank enters the house, dripping wet.

FRANK

Hello?

Maud enters the room, approaching Frank.

FRANK (CONT'D)

Aha. My queen.

Frank pulls a somewhat bent, damp bouquet of yellow roses from his coat, handing them off to Maud. He kneels before her.

FRANK (CONT'D)

I struggle for words in the presence of your beauty.

MAUD

Frank...

Frank leaps to his feet, grabbing Maud by her hands. He twirls her about, dancing with her across the room. Making his own jolly music, HUMMING loudly. He's floating on air, until--

MAUD (CONT'D)

FRANK.

It stops. She has his attention.

MAUD (CONT'D)

It's Dorothy.

That's all she has to say. He knows, and his world comes crashing down.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - EVENING

Frank quietly follows Maud into the room, taking off his hat.

The others are already there. Junior and Robert sitting with Matilda in the corner of the room, Emily standing beside the bed.

Dorothy perks up a bit at the sight of her uncle. She's paler than ever, wet with sweat. Bags under her eyes. Yet, she still has that glow about her.

DOROTHY
Uncle Frank, you're back.

FRANK
Indeed I am, little princess.

He takes a seat on the bed, forcing little Toto out of his spot.

FRANK (CONT'D)
You didn't really think I'd let you
go without saying goodbye.

Dorothy goes into a COUGHING FIT. Emily quickly wiping her daughter's chin with a damp cloth. Faint specks of blood.

DOROTHY
Go where?

Frank lifts up the bottom end of the bedsheets, Dorothy still wearing her silver slippers.

FRANK
Why on your journey to Oz, of
course. Where else?

DOROTHY
Oz? Well will you all be there,
too?

FRANK
Oh I imagine we will. Everything
that's happened until now - finding
those slippers, retrieving your
voice from that wicked old witch,
meeting Toto - it's all led you
here.

Frank pulls something from his coat. A hardcover book, neatly wrapped in newspaper. He hands it off to Dorothy.

She tears through the paper like it's Christmas morning. Her eyes lighting up...

THE WONDERFUL WIZARD OF OZ
BY L. FRANK BAUM
PICTURES BY W.W. DENSLOW

The text printed in emerald green, an illustration of the lion on the front.

She opens to the first page. Only the words "FOR DOROTHY" fill the space.

DOROTHY

For...me?

Frank nods with a smile. Maud taking her husband's hand.

DOROTHY (CONT'D)

Could you read it, Uncle Frank?
You're a much better storyteller
than I am.

FRANK

Oh. Well, I'm not quite sure--

JUNIOR (O.S.)

Dad.

Frank turns to his boys. They need this.

JUNIOR (CONT'D)

Please?

Frank looks to Emily for approval.

EMILY

You've done so much for us already,
Frank. I hate to ask, but, I think
we could all use a story right
about now.

Dorothy holds the book out for Frank. He takes it, turning
the page.

FRANK

(from the book)

*Dorothy lived in the midst of the
great Kansas prairies, with Uncle
Henry, who was a farmer, and Aunt
Em, who was the farmer's wife...*

DOROTHY

Em? That' short for Emily, ma.

The room lightens up a bit, laughing. Emily can't help but
shed a tear as she smiles, arms around her girl.

FRANK

*It was Toto that made Dorothy
laugh, and saved her from growing
as gray as her other surroundings.
Toto was not gray; he was a little
black dog, with long silky hair and
small black eyes that twinkled
merrily on either side of his
funny, wee nose.*

(MORE)

FRANK (CONT'D)
*Toto played all day long, and
 Dorothy played with him, and loved
 him dearly.*

Toto BARKS at the mere mention of his name. The room laughing again.

A FEW PAGES LATER

Everyone's completely into the story. Matilda and the boys leaning forward, on the edge of their seats. Emily and Dorothy enjoying every second of it.

FRANK (CONT'D)
*Uncle Henry and Dorothy could see
 where the long grass bowed in waves
 before the coming storm. There now
 came a sharp whistling in the air
 from the south, and as they turned
 their eyes that way they saw
 ripples in the grass coming from
 that direction also. Suddenly Uncle
 Henry stood up. "There's a cyclone
 coming, Em."*

THUNDER BOOMS from outside, startling the room. The timing almost eerie.

EXT. AUNT EMILY'S FARMHOUSE - FIELDS - EVENING

The HOWLING of the winds. The fields being torn apart, almost entirely dark except for the brief FLASHES of lightning.

EXT. AUNT EMILY'S FARMHOUSE - YARD - EVENING

Dorothy's little swing sits alone on the hill, being blown back and forth by the raging winds and rains. The clouds above the farmhouse begin to swirl. A FUNNEL forming over the city of Aberdeen.

The CELLAR DOOR pounded by the hail.

EXT. AUNT EMILY'S FARMHOUSE - EVENING

The funnel cloud forms into a full-on TWISTER. Touching down just outside the farm.

It's sheer chaos. Almost impossible to see. Debris flying everywhere, wooden fence-posts spinning about. Even some farm animals - a pig, a chicken or two - pass us by.

The farmhouse then becomes UPROOTED. Broken off from the ground, being swept up into the heart of the monstrous twister.

FRANK (V.O.)

Then a strange thing happened. The house whirled around two or three times and rose slowly through the air. Dorothy felt as if she were going up in a balloon.

The farmhouse lifted higher and higher up into the air.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - EVENING

The room spins around and around, the bed rocking back and forth.

Toto sliding across the floor.

FRANK

It was very dark, and the wind howled horribly around her, but Dorothy found she was riding quite easily. After the first few whirls around, and one other time when the house tipped badly, she felt as if she were being rocked gently, like a baby in a cradle.

Matilda holds onto her chair for dear life, though the others seem less worried. Still as into the story as ever.

FRANK (CONT'D)

Dorothy sat quite still, and waited to see what would happen...

Junior and Robert rush over to the window, mouths agape. They're up in the clouds, pulling back the curtains to see the dust and debris of the spinning cyclone.

An entire tree blows by.

Then a cow, MOOING as it passes.

William sitting at his desk, drawing.

The Wicked Witch on her broomstick, letting out a SCREECHING LAUGH as she passes.

THE EVENING SKY

The farmhouse miles above ground, being thrown back and forth. Until the cyclone dissipates. The winds slowing, and the house begins to fall.

Falling straight towards us and landing with -- THUD.

INT. AUNT EMILY'S FARMHOUSE - DOROTHY'S ROOM - EVENING

It's silent, a calmness sweeping the room.

Dorothy's a bit shaken up, getting her bearings. Everyone in the room probably a little nauseous.

Frank shuts the book.

FRANK

Well, Dorothy...I believe we're here.

Dorothy looks towards the door, then up at her mom. Emily giving her a nod of approval.

The young girl throws off her sheets, climbing out of bed and slowly walking towards the door.

Her hand on the doorknob, she looks back at her Uncle Frank.

Dorothy opens the door to find herself in--

EXT. THE LAND OF OZ - DAY

Dorothy squints as she exits the house. Everything so bright and vivid. Overwhelming colors.

Wearing her silver slippers, she steps out into the center of Munchkin Land -- onto the YELLOW BRICK ROAD. Toto at her side.

Flowers made from glass, seven feet tall. A pond with gigantic lily pads, a quaint bridge above it. Butterflies fluttering around.

THE MUNCHKINS begin to emerge from their little cottages. Giggling and whispering amongst themselves, the adorable little people coming out to greet her.

Two of them oddly resemble Junior and Robert, along with some of the other children we've met. They bow before her.

Still in awe, Dorothy walks across the bridge.

GLINDA THE GOOD WITCH waiting for her on the other end. Cheeks sprinkled with glitter, flowing pink gown. She resembles Maud.

The smiling SCARECROW watches as he's nailed up on his post, waving to Dorothy. CROWS picking at his straw.

THE TIN MAN chops his tree, stopping at the sight of Dorothy approaching. He salutes her, and she salutes back.

The LION emerges from the forest, also bowing to Dorothy. She responds with a pat on the head.

The Wicked Witch creeps behind a tree, lurking in the shadows.

The entire cast of characters follow behind as Dorothy continues down the yellow brick road. A man waiting for her at the top of the hill.

THE WIZARD OF OZ - Frank - in his dapper tux and top hat, extending his hand for Dorothy.

She takes it, reaching the top. Quite a view from up here, looking out over the land of Oz and the miles of yellow road. Leading all the way to the sparkling EMERALD CITY.

As the Wizard and Dorothy continue on, we move up past the trees, into the skies above Oz.

Our familiar "New World" hot air balloon passing by as we--

FADE TO BLACK.

"The Wonderful Wizard of Oz" quickly became one of the most popular and beloved children's stories of all time, and sold out all of its initial 35,000 copies released. The book would go on to sell millions and millions of copies throughout the world.

The adventures of Dorothy continue to live on in the hearts and minds of children everywhere.