"THE WIZARD OF OZ"

Screenplay by

Noel Langley, Florence Ryerson
and Edgar Allen Woolf

Based on the 1900 children's novel
"The Wonderful Wizard of Oz" by
L. Frank Baum.
FADE IN -- TITLE:

For nearly forty years this story has given faithful service to the Young in Heart; and Time has been powerless to put its kindly philosophy out of fashion.

To those of you who have been faithful to it in return ...and to the Young in Heart --- we dedicate this picture.

FADE OUT:

1 MS -- Dorothy stoops down to Toto -- speaks to him -- then runs down road to b.g. -- Toto following --

DOROTHY

She isn't coming yet, Toto. Did she hurt you? She tried to, didn't she? Come on -- we'll go tell Uncle Henry and Auntie Em. Come on, Toto.

2 LS -- FARM YARD -- Dorothy enters left b.G. Along road -- Toto following her -- Camera PANS RIGHT -- she comes forward thru gate -- runs forward to Aunt Em and Uncle Henry working at incubator --

DOROTHY

Aunt Em! Aunt Em!

3 MS -- Aunt Em and Uncle Henry working with baby chicks in incubator -- Dorothy runs in -- speaks to them -- Dorothy picks up baby chick -- Camera TRUCKS BACK as Aunt Em and Dorothy come forward -- Aunt Em puts chick in coop with hen -- then TRUCKS FORWARD as they go to b.g. To incubator --

4 Dorothy reacts -- Uncle Henry looks at her -- Camera PANS her to LEFT across yard --

DOROTHY

Aunt Em!

AUNT EM

Fifty-seven, fifty-eight --

DOROTHY

Just listen to what Miss Gulch did to Toto! She --

AUNT EM

Dorothy, please! We're trying to count! Fifty-eight--

(CONTINUED)
DOROTHY
Oh, but Aunt Em, she hit him over the --

UNCLE HENRY
Don't bother us now, honey -- this old incubator's gone bad, and we're likely to lose a lot of our chicks.

DOROTHY
Oh -- oh, the poor little things. Oh, but Aunt Em, Miss Gulch hit Toto right over the back with a rake just because she says he gets in her garden and chases her nasty old cat every day.

AUNT EM
Seventy -- Dorothy, please!

DOROTHY
Oh, but he doesn't do it every day -- just once or twice a week. And he can't catch her old cat, anyway. And now she says she's gonna get the sheriff, and --

AUNT EM
Dorothy! Dorothy! We're busy!

DOROTHY
Oh -- all right.

UNCLE HENRY
Poor little orphan, and her Miss Gulch troubles. Gosh all hemlock -- you know, she ought to have somebody to play with.

AUNT EM
I know, but we all got to work out our own problems, Henry.

UNCLE HENRY
Yes.

AUNT EM
Oh, I hope we got them in time.

UNCLE HENRY
Yes.
MLS -- Zeke -- Hunk and Hickory working on wagon -- Hickory and Zeke lowering bed of wagon into place --

ZEKE
How's she coming?

HUNK
Take it easy.

CS -- Hunk on ground -- gets finger caught under wagon bed -- reacts --

HUNK
Ow! You got my finger!

CS -- Zeke and Hickory holding wagon bed --

ZEKE
Well, why don't you get your finger out of the way!

MLS -- Zeke and Hickory put wagon bed in place -- Hunk sitting on ground by wagon -- Dorothy enters -- comes forward to Zeke -- Camera TRUCKS FORWARD on them -- they speak -- Zeke exits left f.g. -- Hunk enters -- speaks to Dorothy -- Hickory exits right -- PAN LEFT as Hunk and Dorothy go over by wagon -- they speak -- Dorothy exits right -- Hunk hits his finger with hammer -- whirls around --

HICKORY
Come on - come on - over this way.

ZEKE
Okay.

HICKORY
There you are.

HUNK
Right on my finger!

ZEKE
It's a lucky thing it wasn't your head.

DOROTHY
Zeke, what am I going to do about Miss Gulch? Just because Toto chases her old cat --

ZEKE
Listen, honey, I got them hogs to get in.

(CONTINUED)
CONTINUED:

HUNK
Now lookit, Dorothy, you ain't using your head about Miss Gulch. Think you didn't have any brains at all.

DOROTHY
I have so got brains.

HUNK
Well, why don't you use them? When you come home, don't go by Miss Gulch's place. Then Toto won't get in her garden, and you won't get in no trouble. See?

DOROTHY
Oh, Hunk, you just won't listen, that's all.

HUNK
Well, your head ain't made of straw, you know.

MLS - INT. BARN - Hickory working on wind machine - straightens up - reacts - Dorothy comes forward - Camera TRUCKS FORWARD as Hickory goes to her - he speaks to her - turns motor of wind machine on - they watch it - oil spurts out into Hickory's face - he reacts - Dorothy exit left -

HICKORY
Oh! Oh, it feels like my joints are rusted. Listen, Dorothy, don't let Hunk kid you about Miss Gulch. She's just a poor sour-faced old maid that -- she ain't got no heart left. You know, you should have a little more heart yourself, and have pity on her.

DOROTHY
Well, gee, I try and have a heart.

HICKORY
Now look, here's something that really has a heart. This is the best invention I ever invented.

DOROTHY
This?
10 CONTINUED:

HICKORY
Sure. It's to break up winds, so we don't have no more dust storms. Can you imagine what it'll mean to this section of the country? I'll show you. It works perfectly now. Here's the principle. You see that fan -- that sends up air currents into the sky. These air currents -- Oh, stop it!

DOROTHY
Oh!

HICKORY
Who did it? Now wait a minute.

DOROTHY
Hickory!

HICKORY
Now what happened? I'll bet Hunk did that.

11 MLS -- Zeke driving pigs into pen -- Dorothy enters in b.g. Walks along railing of pen -- Zeke goes to b.g. -- Camera TRUCKS FORWARD -- Zeke pours feed into trough --

ZEKE
Say! Get in there before I make a dime bank out of you! Listen, kid, are you going to let that old Gulch heifer try and buffalo you?

12 MCS -- Zeke poring feed into trough -- speaks --

ZEKE
She ain't nothing to be afraid of. Have a little courage, that's all.

13 MLS -- Dorothy walking along railing between pig pens --

DOROTHY
I'm not afraid of her.

14 MCS -- Zeke picks up another bucket of feed -- pours it into trough --

ZEKE
Then the next time she squawks, walk right up to her and spit in her eye. That's what I'd do!

(CONTINUED)
14 CONTINUED:

MLS -- Dorothy on railing -- loses her balance -- falls into pig pen --

DOROTHY
Oh!

15 MCS -- Zeke reacts -- Camera PANS LEFT as he jumps into pen -- takes Dorothy's foot out of wire -- then picks her up -- Camera PANS RIGHT as he carries her out of pen -- puts her down with Hunk and Hickory -- Zeke jumps out of pen -- sits down -- wipes his brow --

DOROTHY
Oh! Oh, Zeke! Help! Help me, Zeke! Get me out of here! Help!

HICKORY
Are you all right, Dorothy?

DOROTHY
Yes, I'm all right. Oh -- I fell in and -- and Zeke --

16 MCS -- Zeke -- Dorothy -- Hunk and Hickory -- they All look at Zeke -- they laugh -- Aunt Em enters with plate of crullers -- Camera TRUCKS FORWARD on Hunk -- Aunt Em and Hickory -- they speak -- Hunk and Hickory each take cruller -- go to b.G. -- Camera PULLS BACK as Aunt Em comes forward to Zeke and Dorothy -- she speaks to Zeke -- camera TRUCKS FORWARD as Dorothy and Aunt Em walk to b.G. -- Dorothy takes cruller -- Aunt Em runs to b.G. --

DOROTHY
Why, Zeke, -- you're just as scared as I am!

HUNK
What's the matter -- gonna let a little old pig make a coward out of you?

HICKORY
Look at you, Zeke -- you're just as white --

AUNT EM
Here, here, what's all this jabber-wapping when there's work to be done? I know three shiftless farm hands that'll be out of a job before they know it!

(CONTINUED)
HICKORY
Well, Dorothy was walking along the --

AUNT EM
I saw you tinkering with that contraption, Hickory. Now, you and Hunk get back to that wagon!

HICKORY
All right, Mrs. Gale. But some day they're going to erect a statue to me in this town, And --

AUNT EM
Well, don't start posing for it now. Here, here -- can't work on an empty stomach. Have some crullers.

HUNK
Gosh, Mrs. Gale.

AUNT EM
Just fried.

HICKORY
Thanks.

HUNK
Swell.

ZEKE
You see, Dorothy toppled in with the big Duroc...

AUNT EM
It's no place for Dorothy about a pig sty! Now you go feed those hogs before they worry themselves into anemia!

ZEKE
Yes'am.

DOROTHY
Auntie Em, really -- you know what Miss Gulch said she was gonna do to Toto? She said she was gonna --

AUNT EM
Now, Dorothy, dear, stop imagining things. You always get yourself into a fret over nothing.
16 CONTINUED: (2)

DOROTHY
No --

AUNT EM
Now, you just help us out today, and find yourself a place where you won't get into any trouble.

17 MCU -- Dorothy reacts -- speaks --

DOROTHY
Some place where there isn't any trouble.

18 MS -- Dorothy and Toto -- she tosses him a piece of the cruller -- Toto eats it -- Dorothy speaks as she walks forward -- she sings -- leans against haystack -- then walks over near rake -- Camera PANS RIGHT --

DOROTHY
Do you suppose there is such a place, Toto? There must be. It's not a place you can get to by a boat or a train. It's far, far away -- behind the moon -- beyond the rain --

(sings)
Somewhere, over the rainbow, way up high, There's a land that I heard of once in a lullaby. Somewhere, over the rainbow, skies are blue, And the dreams that you dare to dream really do....

19 CS -- Toto by wheel of rake -- listening to song --

DOROTHY (O.S.)
(sings)
...come true....

20 MCS -- Dorothy singing -- swings on wheel of rake -- then walks forward around wheel -- Toto jumps up onto seat of rake -- Dorothy pets him -- sits on front of rake -- Camera PULLS BACK -- Dorothy finishes song --

(sings)
...Someday I'll wish upon a star And wake up where the clouds are far behind me.

(MORE)
DOROTHY (CONT'D)
Where troubles melt like lemon drops,
Away above the chimney tops,
That's where you'll find me.
Somewhere, over the rainbow,
bluebirds fly.
Birds fly over the rainbow,
Why then -- oh, why can't I? If
happy little bluebirds fly
Beyond The rainbow
Why, oh, why can't I?

21 LS -- Miss Gulch rides along country road on bicycle --
Camera PANS to RIGHT with her --

22 LS -- Miss Gulch rides forward to front of Gale's home --
stops and gets off her bicycle as Uncle Henry comes forward --

MISS GULCH
Mr. Gale!

UNCLE HENRY
Howdy, Miss Gulch.

MISS GULCH
I want to see you and your wife right away....

23 MCS -- Uncle Henry and Miss Gulch at gate -- they speak --
Uncle Henry lets go of the gate -- it hits Miss Gulch -- she
reacts -- exits left -- Uncle Henry puts paint brush down --
starts out left --

MISS GULCH
... about Dorothy.

UNCLE HENRY
Dorothy? Well, what has Dorothy done?

MISS GULCH
What's she done? I'm all but lame from the bite on my leg!

UNCLE HENRY
You mean she bit you?

MISS GULCH
No, her dog!

UNCLE HENRY
Oh, she bit her dog, eh?

(CONTINUED)
23 CONTINUED:

MISS GULCH

NO!

LAP DISSOLVE TO:

24 LS -- INT. GALE SITTING ROOM -- Aunt Em and Miss Gulch seated -- Dorothy enters -- carrying Toto in her arms -- Camera TRUCKS FORWARD on them -- PANS to RIGHT with Dorothy to Uncle Henry -- then PANS her LEFT to Aunt Em and Miss Gulch -- Miss Gulch shows order to Aunt Em -- Uncle Henry enters -- looks at the order -- Miss Gulch picks up basket -- rises -- Dorothy SCREAMS at Miss Gulch -- Miss Gulch tries to take Toto away from Dorothy -- Uncle Henry takes Toto -- puts him into basket --

MISS GULCH
That dog's a menace to the community. I'm taking him to the sheriff and make sure he's destroyed.

DOROTHY
Destroyed? Toto? Oh, you can't! You mustn't! Auntie Em! Uncle Henry! You won't let her, will you?

UNCLE HENRY
Of course we won't. Will we, Em?

DOROTHY
Please, Aunt Em, Toto didn't mean to. He didn't know he was doing anything wrong. I'm the one that ought to be punished. I let him go in her garden. You can send me to bed without supper --

MISS GULCH
If you don't hand over that dog, I'll bring a damage suit that'll take your whole farm! There's a law protecting folks against dogs that bite!

AUNT EM
How would it be if she keeps him tied up? He's really gentle -- with gentle people, that is.

MISS GULCH
Well, that's for the Sheriff to decide. Here's his order allowing me to take him. Unless you want to go against the law.

(CONTINUED)
11.

24 CONTINUED:

UNCLE HENRY
Uhh -- yeah --

AUNT EM
Now, we can't go against the law, Dorothy. I'm afraid poor Toto will have to go.

MISS GULCH
Now you're seeing reason.

DOROTHY
No --

MISS GULCH
Here's what I'm taking him in -- so he can't attack me again.

DOROTHY
Oh, no, no! I won't let you take him! You go away, you....! Oooh, I'll bite you myself!

AUNT EM
Dorothy!

DOROTHY
You wicked old witch! Uncle Henry, Auntie Em, don't let 'em take Toto! Don't let her take him -- please!

MISS GULCH
Here! I've got an order! Let me have...

DOROTHY
Stop her!

AUNT EM
Put him in the basket, Henry.

MISS GULCH
The idea!

DOROTHY
Oh, don't, Uncle Henry. Oh, Toto! Don't...

25 MCU -- Dorothy crying -- looks o.s. to Aunt Em -- then to Uncle Henry then turns and starts out --
26 MS -- Dorothy runs out of the room -- Aunt Em rises -- looks after Dorothy -- then turns to Miss Gulch and Uncle Henry --

27 Aunt Em speaks to Miss Gulch -- Camera TRUCKS FORWARD -- Aunt Em exits left -- Uncle Henry sits in chair at right f.G. -- Grins --

AUNT EM
Almira Gulch, just because you own half the county doesn't mean you have the power to run the rest of us! For twenty-three years, I've been dying to tell you what I thought of you! And now -- well, being a Christian woman, I can't say it!

LAP DISSOLVE TO:

28 MS -- Miss Gulch riding bicycle to left -- Camera TRUCKS FORWARD on basket on back of bicycle -- Toto sticks his head out -- looks about -- then jumps out --

29 MS -- Toto jumps to ground -- Camera PANS UP as he runs down road to b.G. --

30 LS -- Miss Gulch riding forward down dirt road on her bicycle -- she exits left f.g. --

LAP DISSOLVE TO:

31 MS -- INT. DOROTHY'S ROOM -- Dorothy sitting on floor by bed -- crying -- Toto jumps in thru window and onto bed -- Camera TRUCKS FORWARD as Dorothy hugs him -- reacts -- speaks to him -- then takes suitcase from under bed -- starts packing it -- (TOTO BARKS)

DOROTHY
Toto, darling! Oh, I got you back! You came back! Oh, I'm so glad! Toto! Oh, they'll be coming back for you in a minute. We've got to get away! We've got to run away -- quick!

LAP DISSOLVE TO:

32 MS -- Dorothy's and Toto's footprints in dirt road -- Camera PANS UP showing them walking down road to b.G. -- Dorothy carrying suitcase and basket --

LAP DISSOLVE TO:
LS -- Dorothy and Toto walking to right across bridge --

MLS -- Dorothy and Toto on bridge -- Dorothy looks down to f.g. -- Toto runs forward down path -- exits f.g. --

MLS -- Camp -- lettering on wagon -- Camera TRUCKS FORWARD on wagon --

"PROFESSOR MARVEL ACCLAIMED BY THE CROWNED HEADS OF EUROPE
LET HIM IN HIS READ YOUR PAST - PRESENT AND FUTURE CRYSTAL
ALSO JUGGLING AND SLEIGHT OF HAND"

Dorothy enters in f.g. -- reads sign -- reacts to Professor humming o.s. --

MLS -- Professor steps down out of wagon -- sees Dorothy -- speaks to her as he crosses to fire at left -- Dorothy comes forward --

PROFESSOR
Well, well, well -- house guests, huh? And who might you be? No, no -- now don't tell me.

MCS -- Professor sits by fire -- Dorothy comes forward -- they speak --

PROFESSOR
Let's see -- you're -- you're travelling in disguise. No, that's not right. I -- you're -- you're going on a visit. No, I'm wrong. That's...You're -- running away.

DOROTHY
How did you guess?

PROFESSOR
Professor Marvel never guesses -- he knows! Now, why are you running away?

DOROTHY
Why --

PROFESSOR
No, no -- now don't tell me. They -- they don't understand you at home. They don't appreciate you. You want to see other lands -- big cities -- big mountains -- big oceans --

(CONTINUED)
CONTINUED:

DOROTHY
Why, it's just like you could read
what was inside of me.

PROFESSOR
Yes --

DOROTHY
Please, Professor, why can't we go
along with you?

PROFESSOR (O.S.)
Well, we -- uh --

DOROTHY (O.S.)
Oh, Toto, that's not....

DOROTHY
...polite! We haven't been asked
yet.

PROFESSOR
He's perfectly welcome. As one dog
to another, huh? Here now -- let's
see where were we?

PROFESSOR
Oh, yes - you - you wanted to go
home, huh?

DOROTHY
Oh, no, I wanted to go along with
you.

PROFESSOR
Oh --
CONTINUED:

DOROTHY
Nobody cares about me at home. They wouldn't even miss me.

PROFESSOR
Aw, come, come, come --

DOROTHY
No, they won't - honestly.

PROFESSOR
Oh --

DOROTHY
Auntie Em was even going to let them kill Toto yesterday for biting Miss Gulch. Oh, please, Professor, why can't we go with you and see all the Crowned Heads of Europe?

PROFESSOR
Do you know any? Oh, you mean the thing -- Yes, well, I -- I never do anything without consulting my crystal first. Let's....

MLS -- Professor rises -- Camera PANS as he and Dorothy cross to right to wagon --

PROFESSOR
...go inside here -- we'll -- Just come along. I'll show you. There you are - right in there.

MLS -- INT. WAGON -- Dorothy and Professor come in -- Camera TRUCKS FORWARD -- Professor moves chair up for Dorothy -- then lights candles -- sits down -- puts on turban -- speaks to Dorothy -- she closes her eyes -- he takes her basket -- looks thru it -- takes out a photograph --

PROFESSOR
That's right. Here -- sit right down here. That's it. Ha ha! This -- this is the same genuine, magic, authentic crystal used by the Priests of Isis and Osiris in the days of the Pharaohs of Egypt -- in which Cleopatra first saw the approach of Julius Caesar and Marc Anthony, and -- and so on -- and so on. Now, you -- you'd better close your eyes, my child, for a moment --in order to be (MORE)

(CONTINUED)
CONTINUED:

PROFESSOR (CONT'D)
better in tune with the infinite.
We -- we can't do these things
without....

INSERT -- CU -- PHOTOGRAPH of Dorothy and Aunt Em --

PROFESSOR (O.S.)
...reaching out into the....

MCU -- Professor looks at photograph --

PROFESSOR
...infinite. Yes.

MCS -- Dorothy and Professor -- he puts photograph on chair --
Dorothy opens her eyes -- Camera TRUCKS FORWARD as
Professor looks into the crystal --

PROFESSOR
That's -- that's all right. Now you
can open them. We'll gaze into the
crystal. Ahh -- what's this I see?
A house -- with a picket fence....

CU -- Dorothy -- Camera shooting past Professor at RIGHT
f.G. -- Dorothy reacts --

PROFESSOR
...and a barn -- with a weather vane
and a -- of a -- of a running horse.

MCU - Professor - Camera shooting past Professor at LEFT
f.G. - He looks into crystal - speaks -

PROFESSOR
No - it's - it's - a crowing rooster.

CU -- Dorothy -- Camera shooting past Professor --

DOROTHY
That's our farm!

PROFESSOR
Oh -- yes.

MCS -- Dorothy and Professor -- He looks into crystal --
then looks down at photograph --

PROFESSOR
Yes, there's -- there's a woman --
she's....
INSERT -- CU of the photograph --

MCS -- Dorothy and Professor -- he puts the photograph away again -- looks into crystal --

PROFESSOR
...she's wearing a polka-dot dress....

MCU -- Professor -- Camera shooting past Dorothy --

PROFESSOR
...her face is careworn.

DOROTHY
Yes...That's Aunt Em.

PROFESSOR
Her -- her name is Emily.

CU -- Dorothy -- Camera shooting past Professor -- Dorothy reacts --

DOROTHY
That's right. What's she doing?

PROFESSOR
Well, I -- I can't quite see. Why, she's crying.

DOROTHY
Oh --

PROFESSOR
Someone has hurt her -- someone has just about broken her heart.

DOROTHY
Me?

MCU -- Professor -- Camera shooting past Dorothy --

PROFESSOR
Well, it's -- it's someone she loves very much. Someone she's been very kind to. Someone she's taken care of in sickness.

CU -- Dorothy reacts -- speaks -- Camera shooting past Professor --

DOROTHY
I had the measles once -- and she stayed right by me every minute.

(CONTINUED)
CONTINUED:

PROFESSOR
Uh-huh.

DOROTHY
What's she doing now?

MCU - Professor looks into crystal - Camera shooting past Dorothy -

PROFESSOR
Well, she's - she's going into a little bed....

CU - Dorothy - Camera shooting past Professor -

PROFESSOR
...room --

DOROTHY
Has it poppies on the wall....

MCU - Professor - Camera shooting past Dorothy

DOROTHY
...paper?

PROFESSOR
I said it had poppies on the wall paper! Eh -- she's -- What's this? Why, she's -- she's putting her hand on her heart -- she's -- she's dropping down on the....

CU -- Dorothy reacts -- Camera shooting Professor -- he speaks -- exits right --

PROFESSOR
...bed.

DOROTHY
Oh, no -- no!

PROFESSOR
That's all -- the Crystal's gone dark.

DOROTHY
Oh, you....
62  MCS -- Dorothy and Professor -- Dorothy jumps up -- picks up her basket -- goes to b.g. --

DOROTHY
...you don't suppose she could really be sick, do you? Oh -- Oh, I've got to go home right away!

PROFESSOR
But -- what's this? I thought you were going along with me.

DOROTHY
Oh, no, no, I have to get to her right....

63  MCS -- Dorothy picks up Toto -- Camera PANS as she comes forward down steps -- she speaks to Toto -- reacts -- Camera PANS LEFT as she runs to b.g. -- Picks up suitcase -- puts Toto to ground -- Both run up hill in b.g. -- Wind blowing leaves around --

DOROTHY
...away! Come on, Toto! Oh, what'll I do? If we go home, they'll send you to the Sheriff. And if we don't, Aunt Em may -- well, she may die! I know what I'll do -- I'll give you to Hunk. He'll watch out for you. But we've got to hurry. Goodbye, Professor Marvel -- and thanks a lot!

64  MLS -- Professor comes out of wagon -- Camera PANS him LEFT to horse -- wind blowing -- Professor looks around -- starts out left with horse --

PROFESSOR
Better get under cover, Sylvester -- There's a storm blowing up -- a whopper, to speak in the vernacular of the peasantry. Poor little kid -- I hope she gets home all right.

LAP DISSOLVE TO:
MS -- FARM YARD -- chickens fly down into yard -- run to b.g. Toward barn -- wind blowing weeds and dust -- Camera PANS UP -- Uncle Henry runs forward -- speaks to Hunk -- Hunk exits into barn at left -- Uncle Henry comes forward -- Camera TRUCKS BACK to Hickory working on wind machine -- they speak -- then hurry to b.g. -- Zeke in b.g. runs forward -- Hickory exits into barn --

UNCLE HENRY
Hunk, get them horses loose! Where's Hickory. Hickory! Hickory! Doggone it! Hick --

HICKORY (O.S.)
Right here.

UNCLE HENRY
Hey, what are you doing there?

HICKORY
This is my chance! The cyclone is coming. Let me show you what my machine can do! You see, it goes --

UNCLE HENRY
Doggone you! Help Hunk get them horses loose!

HICKORY
All right - you'll be sorry.

UNCLE HENRY
Go on, hurry up! Hurry up, I tell you!

LS -- Zeke points up to sky -- Hunk and others drive horses out of barn --

ZEKE
She's here -- it's a twister!

ELS -- THE GALE FARM -- Cyclone approaching --

MLS -- Aunt Em runs out of house -- cups hands to her mouth -- calls o.s. -- runs to b.g. to corner of house -- calls o.s. --

AUNT EM
Dorothy! Dorothy!
MLS -- Dorothy and Toto near fence -- Dorothy looks to b.g. to house --

LS -- Uncle Henry -- Hunk -- Hickory and Zeke -- they turn horse loose -- it runs out right --

UNCLE HENRY
Come on -- everybody in the storm cellar!

MLS -- Dorothy and Toto moving forward against the wind -- weeds and sticks blowing thru -- Dorothy stops -- picks up Toto --

MLS -- Aunt Em on Porch -- Uncle Henry -- Hunk -- Zeke and Hickory run in -- Aunt Em calls o.s. Again -- then All start into storm cellar --

AUNT EM
Henry! Henry! I can't find Dorothy!
She's somewhere out in the storm!
Dorothy!

MLS -- Dorothy carrying Toto -- pushes gate open -- makes her way thru wind -- Camera PANS RIGHT as she goes up on to porch of house -- chair and things blow off the porch -- Dorothy opens screen door -- the door blows off -- Dorothy exits into house --

MLS -- Zeke and Hunk exit into storm cellar -- close the cellar door --

MLS -- DOROTHY IN LIVING ROOM -- Camera PANS LEFT as she runs across room -- calls o.s. -- TRUCKS BACK as she hurries forward to kitchen -- then exits door left --

DOROTHY
Auntie Em! Auntie Em!

ELS -- THE GALE FARM -- the Cyclone approaching --

MS -- Dorothy sitting on edge of bed -- holding Toto in her arms -- the window blows loose -- hits Dorothy on the head -- she falls to floor -- then gets up dazed -- sits on edge of bed -- Toto jumps up near her -- she lies back on bed --

ELS -- THE GALE FARM -- Cyclone hits it -- swirling dust circles house --
ELS - THE HOUSE spinning up thru dust -
ELS - THE HOUSE spinning up thru dust - other wreckage flying thru -

LAP DISSOLVE TO:

CU - Dorothy lying on bed - opens her eyes - looks around -
MS - Dorothy and Toto on bed - Dorothy sits up - Camera TRUCKS BACK as she sits up - looks out window - sees Trees, furniture, etc. Flying thru -
MS - Dorothy looking out window - turns - speaks to Toto -

DOROTHY
We're not on the ground, Toto!

MLS - Shooting THRU WINDOW - Chicken coop flies thru - then a little old lady sitting ie rocking chair - knitting -
MS - Dorothy and Toto - Dorothy reacts -
MLS - Shooting THRU WINDOW - Cow floats thru - Cow MOOING -
MS - Dorothy and Toto - Toto BARKS - jumps down off the bed - (Cow o.s. MOOING)
MCS - toto crawls under bed -
MS -- Dorothy sitting on bed -- looking out window to b.G. -- Reacts as various things float thru -- Two men in row boat float in -- Both tip their hats to Dorothy -- Dorothy waves to them --
MCS - toto looks out from under bed - Cow MOOS o.s. - He darts back under the bed -
MLS - shooting THROUGH WINDOW - Cow floats thru -
MCS - Dorothy rises - looks o.s. -
MLS - Shooting THRU WINDOW - tree floats thru -
MCS -- Dorothy reacts -- turns --

DOROTHY
We must be up inside....

MCS -- TOTO looks out from under bed --

DOROTHY (O.S.)
...the cyclone.
CS - Dorothy looking o.s. Out window - reacts - Camera PANS as she sits on edge of bed -

MS -- Dorothy -- seated on edge of bed -- looking out window -- Miss Gulch floats in -- riding her bicycle -- Dorothy reacts -- looks down to Toto -- Miss Gulch moves in closer to window -- her bicycle changes to broomstick -- her clothes into the flying robe and pointed hat --

MCS - DOROTHY looking o.s. - reacts - puts her hands over her eyes -

MLS -- Dorothy lies face down on the bed -- Miss Gulch floating thru in b.g. -- disappears --

MS -- The swirling funnel of the cyclone -- the house spins in apart from the cyclone --

MLS - Dorothy holding toto in her arms - throws herself down on the bed - screams -

ELS - THE SPINNING HOUSE - the cyclone whirling in the background - (Dorothy SCREAMING)

MLS -- Dorothy and Toto lying on bed -- house spinning -- Dorothy SCREAMS --

ELS - THE HOUSE whirling down thru dust - exits lower right -

ELS -- THE HOUSE whirls in at top -- floats down thru --

ELS -- THE HOUSE floating down thru clouds --

MLS -- Dorothy and Toto lying on bed -- the house crashes to ground -- Dorothy SCREAMS -- she looks around -- then gets up off the bed -- goes to b.g. -- picks up the basket -- opens door --

MCS -- Dorothy walks forward -- looking around o.s. -- Camera PANS as she walks to right f.G. -- Exits --

INT. FARM HOUSE -- MCS -- Dorothy enters from l.F.G. And opens the door to reveal Munchkinland -- Camera BOOMS FORWARD through the door and around to the right -- to SHOOT DOWN on FULL SHOT of Civic Center of the MUNCHKIN VILLAGE -- Dorothy looks around confused by it all --
109 MLS -- Dorothy with Toto in her arms looks about the Village
and speaks -- Munchkins rise before Camera in f.g. and watch
her --

DOROTHY
Toto -- I've a feeling we're not in
Kansas anymore.

110 CS -- Dorothy with Toto in her arms -- looks about and
speaks --

DOROTHY
We must be over the rainbow!

111 LS -- Dorothy puts Toto down to the ground -- turns to the
b.g. -- reacts and backs slowly toward the Camera -- exits
right-

LAP DISSOLVE TO:

112 MLS -- Glinda looks o.s. to the right to Dorothy --

113 MCU -- Dorothy look o.s. to l.f.g. -- reacts -- speaks --

DOROTHY
Now I -- I know we're not in Kansas.

114 MLS -- Glinda -- Camera PANS her RIGHT to Dorothy and Toto --
camera TRUCKS FORWARD -- they speak --

GLINDA
Are you a good witch, or a bad witch?

DOROTHY
Who, me? Why, I'm not a witch at
all. I'm Dorothy Gale from Kansas.

GLINDA
Oh! Well....

115 CS -- Toto -- Dorothy's feet in b.g. --

GLINDA (O.S.)
...is that the Witch?

DOROTHY
Who, Toto?

116 MCS -- Glinda and Dorothy -- they speak and look o.s. to
l.f.g.--

DOROTHY
Toto's my dog.

(CONTINUED)
116 CONTINUED:

GLINDA
Well, I'm a little muddled. The Munchkins called me because a new witch has just dropped a house on the Wicked Witch of the East. And there's the house, and here you are, and that's all...

117 MCS -- Wicked Witch of the East's feet protruding from under the farm house --

GLINDA (O.S.)
...that's left of the Wicked Witch of the East.

118 MCU -- Dorothy looks o.s. to l.f.g. -- reacts --

GLINDA (O.S.)
And so what the Munchkins want to know...

119 MCU -- Glinda looks o.s. to Dorothy and speaks --

GLINDA
...is, are you a good witch, or a bad witch?

120 MCU -- Dorothy looks to l.f.g. -- speaks -- reacts to noise o.s. --

DOROTHY
Oh, but I've already told you, I'm not a witch at all -- witches are old and ugly. What was that?

121 MCU -- Glinda looks to r.f.g. and speaks --

GLINDA
The Munchkins. They're laughing because I am a witch. I'm Glinda, the Witch of the North.

122 MCU -- Dorothy looks to l.f.g. -- reacts -- speaks -- curtsies --

DOROTHY
You are! Oh, I beg your pardon! But I've never heard of a beautiful....
MCU -- Glinda looks to r.f.g. and speaks --

DOROTHY (O.S.)
...witch before.

GLINDA
Only bad witches are ugly.

MCS -- Glinda and Dorothy -- they speak -- Dorothy reacts to noise o.S. -- Camera TRUCKS BACK -- Munchkins enter from b.G. Behind flowers -- Glinda sings --

GLINDA
The Munchkins are happy because you have freed them from the Wicked Witch of the East.

DOROTHY
Oh. But, if you please -- what are Munchkins?

GLINDA
The little people who live in this land -- it's Munchkinland, and you are their national heroine, my dear. It's all right -- you may all come out and thank her. It's all right now -- you may all come out.

GLINDA
(sings)
Come out, come out, wherever you are
And meet the young lady who fell from a star.

LS -- Dorothy and Glinda -- Toto with them -- Munchkins in f.G. -- Others enter in b.G. -- Glinda leads Dorothy toward the b.G. As she sings -- Camera BOOMS UP and FORWARD --

GLINDA
(sings)
She fell from the sky, she fell very far. And Kansas she says is the name of the star.

MLS -- Munchkins -- one rises from manhole in street -- they sing and move toward the r.f.g. --

MUNCHKINS
(sing)
Kansas she says is the name of the star.
127 LS -- Dorothy, Glinda and Toto with them -- Munchkins watch them as they move to pond -- Glinda sings --

GLINDA

(sings)
She brings you good news. Or haven't you heard? When she fell out of Kansas, a miracle occurred.

128 MCS -- Glinda and Dorothy standing by the pond -- Dorothy sings -- Munchkins in b.g. --

DOROTHY

(sings)
It really was no miracle. What happened was just this: The wind began to switch -- the house to pitch And suddenly the hinges started to unhitch. Just then, the witch -- to satisfy an itch -- Went flying on her broomstick thumbing for...

129 MLS -- Munchkin dances forward and sings -- others behind him move to him and sing --

DOROTHY (O.S.)

(sings)
...a hitch.

A MUNCHKIN

And oh, what happened then was rich!

SEVERAL MUNCHKINS

The house began to pitch The kitchen took a slitch

130 MCS -- Munchkins -- Camera TRUCKS ALONG PAST Munchkins as they sing --

MUNCHKINS

(sing)
It landed on the Wicked Witch In the middle of a ditch Which was not a healthy situation For the Wicked Witch.
131 LS -- Munchkins as they dance and sing -- Camera BOOMS BACK entering Glinda and Dorothy at right --

MUNCHKINS
(sing)
The house began to pitch The kitchen took a slitch It landed on the Wicked Witch in the middle of a ditch Which Was not a healthy....

132 LS -- Carriage drawn by ponies comes forward -- Camera TRUCKS BACK before it -- Munchkins gather around -- Dorothy and Glinda at right -- Munchkins sing --

MUNCHKINS
(sing)
Sitchuation for The Wicked Witch, Who Began to twitch And was reduced To just a stitch Of what was once....

133 MS -- Glinda and Dorothy -- Munchkins in b.g. -- Dorothy starts to move toward the l.f.g. --

MUNCHKINS
(sing)
...The Wicked....

134 LS -- Carriage, Glinda, Dorothy and Munchkins -- Dorothy moves to the carriage and is helped in -- Munchkins sing and dance --

MUNCHKINS
(sing)
...Witch!

135 MS -- Dorothy carriage facing Munchkins in b.g. -- one steps forward from crowd and speaks -- another follows and speaks -- Dorothy turns to f.g. as Glinda speaks o.s. --

MUNCHKIN NO. 1
We thank you very sweetly For doing it so neatly.

MUNCHKIN NO. 2
You've killed her so completely That we thank you very sweetly.

GLINDA (O.S.)
Let the joyous news be spread
136 MCS -- Glinda looks to f.g. and speaks -- Munchkins in b.g. --

GLINDA
The Wicked Old Witch at last is dead!

137 LS -- Dorothy in carriage -- Glinda standing on dais at left -- carriage moves toward b.G. Followed by procession of soldiers -- Camera BOOMS FORWARD as carriage turns and comes toward f.G. -- Munchkins sing and dance --

MUNCHKINS
(sing)
Ding Dong! The Wicked Witch is dead.
Which old Witch?
The Wicked Witch!
Ding Dong! The Wicked Witch is dead.
Wake up, you sleepy head.
Rub your eyes Get out of bed.
Wake up, the Wicked...

138 MLS -- Dorothy in carriage -- Camera PANS RIGHT slightly with her -- she exits right as procession of soldiers enter and march to right -- Camera TRUCKS BACK --

MUNCHKINS
(sing)
...Witch is dead! She's gone where the Goblins go Below...Below...Below Yo -- ho, let's open up and sing And ring the bells out. Ding Dong! The merry-oh! Sing it high Sing it....

139 LS -- Carriage with Munchkins following -- Camera TRUCKS BACK slightly as carriage comes forward to steps at right --

MUNCHKINS
(sing)
...low Let them know The Wicked Witch is dead!

140 MLS -- Three Heralds move forward from building -- Mayor enters and comes forward followed by Barrister and City Fathers -- Camera BOOMS BACK over Dorothy in carriage in f.G. -- Mayor moves to carriage -- Dorothy steps from the carriage and Mayor leads her toward the b.g. --
MCS -- Dorothy and Mayor -- Mayor leads her to Barrister and City Fathers -- turns and speaks -- Barrister and City Fathers and Mayor sing --

MAYOR
As Mayor of the Munchkin City In the County of the Land of Oz I welcome you most regally

BARRISTER
But we've got to verify it legally To see...

To see?

MAYOR

If she...

BARRISTER

If she?

MAYOR

If she?

BARRISTER

Is morally, ethically

FATHER NO. 1

Spiritually, physically

FATHER NO. 2

Positively, absolutely

ALL OF GROUP
Undeniably and reliably Dead!

MCS -- Glinda on dais of fountain -- she looks o.s. to f.g. and smiles --

143 MLS -- Coroner moves up steps toward the r.f.g. -- Camera PANS RIGHT slightly as he moves to Mayor and Dorothy -- unrolls scroll and sings -- scroll reads: CERTIFICATE OF DEATH --

CORONER
As Coroner, I must aver I thoroughly examined her. And she's not only merely dead, She's really, most sincerely dead.
144 MLS -- Dorothy, Mayor, Barrister and City Fathers -- Mayor steps forward and looks to the f.g. and sings --

MAYOR
Then this is a day of Independence
For all the Munchkins and their descendants!

BARRISTER
If any!

MAYOR
Yes, let the joyous news be spread.

145 LS -- Mayor, Dorothy, Barrister, City Fathers and Munchkins gathered at steps -- Mayor speaks -- Munchkins cheer and dance --

MAYOR
The Wicked Old Witch at last is dead!

MUNCHKINS
(sing)
Ding Dong! The Witch is dead.
Which old witch?
The Wicked Witch!

146 MLS -- Munchkins move up steps to the left -- Camera BOOMS UP with them and holds on kids sleeping in nest -- BOOMS ON and then DOWN as Munchkins come forward from between huts and sing and dance --

MUNCHKINS
(sing)
Ding Dong! The Wicked Witch is dead!
Wake up, you sleepy head!
Rub your eyes, Get out of bed.
Wake up, the Wicked Witch is dead!
She's gone where the Goblins go
Below...below...below.
Yo ho, let's open up and sing
And ring the bells out.
Ding Dong! The merry-oh!
Sing it high, Sing it low.
Let them know
The Wicked Witch is dead!
LS -- Munchkin soldiers parade and march -- Camera BOOMS BACK and UP as they come forward -- Dorothy, Mayor and others entered on steps at right -- others in b.g. --

MLS -- Soldiers lined up before steps -- Three tots move in through line of soldiers and Camera PANS them RIGHT entering Dorothy standing on steps -- they dance and sing -- exit left -- three tough kids come forward --

THREE TOTS  
(sing)  
We represent the Lullaby League, the Lullaby League, The Lullaby League  
And in the name of the Lullaby League  
We wish to welcome you to Munchkinland.

MCS -- Three Tough Kids look to r.f.g. and sing and dance-

THREE TOUGH KIDS  
(sing)  
We represent the Lollypop Guild, the Lollypop Guild, The Lollypop Guild  
And in the name of the Lollypop Guild

MLS -- Three Tough Kids sing and hand Lollypop to Dorothy standing on steps at right -- they move to other Munchkins in b.g. -- Camera BOOMS UP as they come forward and sing --

THREE TOUGH KIDS  
(sing)  
We wish to welcome you to Munchkinland.

MUNCHKINS  
(sing)  
We welcome you to Munchkinland Tra la la la la la Tra la la tra la la Tra la la la la la la MS -- Dorothy standing with Mayor, Barrister and City Fathers -- she turns from one to the other as they sing

MAYOR  
From now on you'll be history

BARRISTER  
You'll be hist...

CITY FATHER  
You'll be hist...

(continued)
CONTINUED:

MAYOR
You'll be history

GROUP
And we will glorify your name

MAYOR
You'll be a bust...

BARRISTER
Be a bust...

CITY FATHER
Be a bust...

GROUP
In the hall of fame!

LS -- Dorothy, Mayor and City Fathers -- Camera SHOOTING
PAST Munchkins in f.g. -- Camera BOOMS with them as they come forward -- Glinda enters -- Munchkins gather before Glinda and City Fathers and Dorothy and sing -- smoke cloud appears and Witch enters -- Munchkins react

MUNCHKINS
(sing)
Tra la la la la la Tra la la tra la la
Tra la la la la la... . . . .

CS -- Witch -- looks o.s. To Munchkins -- Munchkins in b.g. -- React and run -- Camera BOOMS LEFT with Witch to farm house -- she looks at Witch of the East's feet protruding from under the farm house --

EXT. CIVIC CENTER OF MUNCHKIN VILLAGE -- MCS -- Dorothy and Glinda -- Dorothy holding Toto as she looks o.s. to left f.g. -- is frightened -- speaks with Glinda --

DOROTHY
I thought you said she was dead.

GLINDA
That was her sister -- the Wicked Witch of the East. This is the Wicked Witch of the West. And she's worse than the other one was.
MS -- The Wicked Witch turns away from the farm house --
Camera PANS, TRUCKS RIGHT with her as she goes to Dorothy and Glinda -- the Munchkins are prostrate on the ground in b.g. -- The Witch speaks with Glinda and Dorothy --

WITCH
Who killed my sister? Who killed the Witch of the East? Was it you? Answer me!

GLINDA
Leave her alone!

WITCH
You stay out of this! I'm here for vengeance! So it was you, was it? You killed her,....

CS -- Dorothy and Glinda -- Dorothy speaks to the Witch o.s. in f.g. --

WITCH
...didn't you?

DOROTHY
No -- No! It was an accident! I didn't mean to kill anybody!....

MCU -- Witch -- speaks to Dorothy o.s. -- waves her broomstick about --

DOROTHY (O.S.)
...Really I didn't!

WITCH
Didn't mean it, eh? Accident, eh? Well, my little pretty, I can cause accidents, too -- and this is how I do it!

GLINDA (O.S.)
Aren't you forget-....

MS -- Witch, Dorothy and Glinda -- Munchkins on the ground in b.g. -- The Witch reacts as Glinda speaks - Camera TRUCKS LEFT with her as she turns, goes back to the wrecked farm house --

GLINDA
...ting the ruby slippers?

WITCH
The slippers -- yes.....the slippers!
158 MS -- The Witch of the East's legs protruding from underneath the wrecked house -- the ruby slippers disappear and the stockings are drawn back under the house --

159 CS -- The Witch reacts as she looks down -- then turns, looks back to o.s. f.g. -- speaks --

WITCH
They're gone!

160 MLS -- The Witch kneeling down by the house -- she rises, Camera TRUCKS her RIGHT to Dorothy and Glinda -- Glinda stops her, points down to Dorothy's feet --

WITCH
The ruby slippers! What have you done with them? Give them back to me, or I'll ---

GLINDA
It's too late! There they....

161 CU -- The ruby slippers on Dorothy's feet -- Glinda's wand points to them --

GLINDA (O.S.)
...are, and there they'll stay!

162 MCU -- Dorothy and Glinda -- Dorothy reacts as she looks down -- gasps as she looks at the Witch o.s., then up at Glinda --

DOROTHY
Oh!

WITCH (O.S.)
Give me back my slippers!

163 MCU -- Witch speaks to Dorothy o.s.--

WITCH
I'm the only one that knows how to use them. They're of no use to you! Give them back to me!

164 MCU -- Dorothy and Glinda -- Glinda advises Dorothy --

WITCH (O.S.)
Give them back!

(CONTINUED)
164 CONTINUED:

GLINDA
Keep tight inside of them -- their
magic must be very powerful, or she
wouldn't want them so badly!

165 MS -- The Witch rises, threatens Dorothy -- Glinda laughs,
speaks -- the Witch reacts, looks up o.s. -- then continues
to threaten Dorothy --

WITCH
You stay out of this, Glinda, or
I'll fix you as well!

GLINDA
(laughs)
Oh, rubbish! You have no power here.
Be gone, before somebody drops a
house on you, too.

WITCH
Very well -- I'll bide my time --
and as for you, my fine lady, it's
true, I can't attend to you here and
now as I'd like, but just try to
stay out of my way....

166 MCU -- Witch threatens Dorothy o.s. in f.g. --

WITCH
... -- just try! I'll get you, my....

167 MCU -- Dorothy and Glinda -- Dorothy reacts as the Witch
laughs o.s. --

WITCH (O.S.)
...pretty, and your little dog, too!
(laughs)

168 MLS -- The Witch backs away from Dorothy and Glinda as the
Camera BOOMS BACK -- she laughs menacingly -- the Munchkins
hug the ground with fear -- the Witch disappears in a cloud
of fire and smoke --

169 MCS -- Glinda and Dorothy -- Glinda speaks to the Munchkins
o.s.

GLINDA
It's all right. You can get up --
she's gone.
GLINDA
It's all right. You can all get up.

DOROTHY
Oh, I'd give anything to get out of Oz altogether -- but which is the way back to Kansas? I can't go the way I came.

GLINDA
No -- that's true. The only person who might know would be the great and wonderful Wizard of Oz himself!

DOROTHY
The Wizard of Oz? Is he good or is he wicked?

GLINDA
Oh, very good, but very mysterious. He lives in the Emerald City, and that's a long journey from here. Did you bring your broomstick with you?

DOROTHY
No, I'm afraid I didn't.

GLINDA
Well, then, you'll have to walk. The Munchkins will see you safely to the border of Munchkinland.
GLINDA (CONT'D)
And remember, never let those ruby slippers off your feet for a moment, or you will be at the mercy of the Wicked Witch of the West.

DOROTHY
But, how do I start for Emerald City?

GLINDA
It's always best to start at the beginning -- and all you do is follow the Yellow Brick Road.

CS -- Dorothy turns, starts to speak to Glinda o.s. in f.g. --

DOROTHY
But -- what happens if I ---

CS -- Glinda speaks to Dorothy o.s. in f.g. --

GLINDA
Just follow the Yellow Brick Road.

CS -- Dorothy look up o.s., open-mouthed with astonishment -- she speaks -- Camera PANS DOWN to her feet as she starts to follow the Yellow Brick Road -- Camera PULLS BACK slightly as she walks around it -- the Mayor steps in, speaks to her -- other Munchkins speak -- Camera PANS LEFT with Dorothy as she progresses along the road -- other Munchkins give her advice --

DOROTHY
My -- !
People come and go so quickly here!
Follow the Yellow Brick Road.
Follow the Yellow Brick Road?

MAYOR
Follow the Yellow Brick Road.

1ST MUNCHKIN
Follow the Yellow Brick Road.

WOMAN
Follow the Yellow Brick Road.

BARRISTER
Follow the Yellow Brick Road.
ELS -- Shooting DOWN from HIGH SET-UP to Dorothy on the Yellow Brick Road -- the Munchkins All Grouped along the border of The road -- Camera BOOMS UP as they sing while Dorothy walks around the road --

FIDDLERS
Follow the Yellow Brick Road.
Follow the Yellow Brick Road. Follow, follow, follow, follow, Follow the Yellow Brick Road.
Follow the Yellow Brick Follow the...

LS -- Dorothy comes forward down the Munchkin-lined Yellow Brick Road -- she dances, skips along -- Camera BOOMS rapidly BACK along the road ahead of her -- Munchkins entered lined up along the road -- All greet her, then follow her down the road -- the Five Fiddlers sing as they head the procession -- Dorothy passes through the gates of Munchkinland and exits to f.g. -- the Munchkins stop at the gates --

FIDDLERS
(sing)
...Yellow Brick Follow the Yellow Brick Road. You're off to see the Wizard The Wonderful Wizard of Oz
You'll find he is a whiz of a Wiz If ever a Wiz there was. If ever oh ever a Wiz there was The Wizard of Oz Is one because Because, because, because, because...
Because of the wonderful things he does....

ELS -- Dorothy dances down the Yellow Brick Road to the b.g. -- Camera shooting OVER THE HEADS of the Munchkins in the f.g. as they sing to her -- she turns, waves to them -- they wave back and Dorothy continues on down the road as the Munchkins cheer --

FIDDLERS
(sing)
You're off to see the Wizard The Wonderful Wizard of Oz!

LAP DISSOLVE TO:
ELS -- EXT. CROSS ROADS OF YELLOW BRICK ROAD -- Dorothy and Toto come forward along the road from b.g. -- Camera BOOMS DOWN to LEFT as she pauses in the center of the cross roads -- looks about, speaks --

DOROTHY
Follow the Yellow Brick Road? Follow the Yellow....?

MCU -- Dorothy, puzzled as she looks about o.s. --

DOROTHY
Now which way do we go?

LS -- Dorothy standing in the center of cross roads -- a Scarecrow on a pole in the cornfield at right -- he speaks, points to right -- Dorothy whirls about and looks at him --

SCARECROW
That way is a very nice way.

CS -- Scarecrow, his arm pointing to right --

CU -- Dorothy, a bit frightened as she looks about o.s. -- she speaks, looks down at Toto as he BARKS o.s. --

DOROTHY
Who said that?

CU -- Toto BARKING at the Scarecrow o.s. --

MLS -- The Scarecrow in the field of corn -- Toto barks o.s. --

MCU -- Dorothy looks down and speaks to Toto o.s. --

DOROTHY
Don't be silly, Toto. Scarecrows....

CU -- Toto BARKING at the Scarecrow o.s. --

MLS -- The Scarecrow in field in b.g. -- Camera shooting past Dorothy in f.g. -- the Scarecrow speaks, points to left with his other arm --

DOROTHY
...don't talk.

SCARECROW
It's pleasant down that way, too.
188 CU -- Dorothy reacts, watches the Scarecrow o.s. -- speaks to Toto -- looks up as the Scarecrow speaks o.s.

    DOROTHY
    That's funny. Wasn't he pointing the other way?

    SCARECROW (O.S.)
    Of course, people do....

189 MLS -- Scarecrow in field -- shooting past Dorothy in f.g. -- the Scarecrow crosses his arms and points in both directions --

    SCARECROW
    ...go both ways!

190 MCU -- Dorothy reacts, speaks as she starts forward --

    DOROTHY
    Why....

191 LS -- Dorothy steps forward to the cornfield as she speaks to the Scarecrow -- Camera TRUCKS FORWARD --

    DOROTHY
    ...you did say something, didn't you?

192 CS -- The Scarecrow shakes his head, then nods --

193 MLS -- Dorothy looking at the Scarecrow as he nods his head -- she speaks to him --

    DOROTHY
    Are you doing that on purpose, or can't you make up your mind?

194 MCU -- The Scarecrow explains -- shows his straw head --

    SCARECROW
    That's the trouble. I can't make up my mind. I haven't got a brain -- only straw.

195 MCS -- Dorothy questions the Scarecrow o.s. in f.g. --

    DOROTHY
    How can you talk if you haven't got a....
196 MCU -- Scarecrow speaks to Dorothy o.s.in f.g. --

DOROTHY (O.S.)
...brain?

SCARECROW
I don't know. But some people without brains do an awful lot of talking, don't they?

197 MCS -- Dorothy nods, speaks --

DOROTHY
Yes, I guess you're right.

198 MLS -- Dorothy steps over the fence and into the cornfield -- speaks as she steps up to the Scarecrow -- Camera STARTS FORWARD --

DOROTHY
Well, we haven't really met properly, have we?

199 MCU -- Scarecrow --

SCARECROW
Why, no.

CS -- Dorothy curtsies, speaks --

DOROTHY
How do you do?

200 CS -- Scarecrow nods, speaks --

SCARECROW
How do you do?

201 CS -- Dorothy speaks --

DOROTHY
Very well, thank you.

202 MLS -- Dorothy standing in front of the Scarecrow -- the Scarecrow complains about his position --

SCARECROW
Oh, I'm not feeling at all well. You see, it's very tedious being stuck up here all day long with a pole up your back.
203 MCU -- Dorothy --

DOROTHY
Oh, dear -- that must be terribly uncomfortable. Can't you get down?

204 MLS -- Scarecrow on pole -- Dorothy standing in front of him -- they speak -- she moves around to the back of the pole --

SCARECROW
Down? No, you see, I'm -- Well, -- I'm --

DOROTHY
Oh, well, here -- let me help you.

SCARECROW
Oh, that's very kind of you -- very kind.

205 CS -- Dorothy examining the back of the Scarecrow as she tries to unfasten him --

DOROTHY
Well, oh, dear -- I don't quite see....

206 MCU -- The Scarecrow reacts, looks down at Dorothy o.s.

DOROTHY (O.S.)
...how I can --

SCARECROW
Of course, I'm not bright about doing things, but if you'll just....

207 CS -- Dorothy starts to follow the Scarecrow's directions --

SCARECROW (O.S.)
...bend the nail down in the back, maybe I'll slip off and...

DOROTHY
Oh....

208 MLS -- Dorothy turns the nail and the Scarecrow falls to the ground --

DOROTHY
...yes.

SCARECROW
Ohhhh --

(CONTINUED)
208 CONTINUED:

DOROTHY

Ohh!

209 MS -- The Scarecrow falls into scene -- Dorothy enters, questions him as he puts back some straw into his coat that had dropped out -- the Scarecrow rises, starts to whirl about --

SCARECROW

Whhooops! Ha-ha -- there goes some of me again!

DOROTHY

Oh -- does it hurt you?

SCARECROW

Oh, no -- I just keep picking it up and putting it back in again.

DOROTHY

Ohhh --

SCARECROW

My, it's good to be....

210 MLS -- Dorothy screams as the Scarecrow whirls about and falls over the cornfield fence -- she rushes to him -- the Camera TRUCKS FORWARD as she kneels beside him -- they speak --

SCARECROW

...free!

DOROTHY

Oh! Oh! Ohhh!

SCARECROW

Did I scare you?

DOROTHY

No, No -- I -- I just thought you hurt yourself.

211 MCU -- Scarecrow -- shooting past Dorothy in right f.g.

SCARECROW

But I didn't scare you?

212 MCU -- Dorothy -- shooting past the Scarecrow in left f.g. --

DOROTHY

No -- of course not.
213 MCU -- The Scarecrow reacts, speaks -- shooting past Dorothy in the right f.g. --

    SCARECROW
    I didn't think so.

214 MCS -- The Scarecrow and Dorothy seated by fence -- a crow flies in from left and alights on the Scarecrow's shoulder --

215 MCU -- Dorothy reacts as she sees the crow o.s. --

    SCARECROW (O.S.)
    Boo! Scat!

216 MCS -- Scarecrow and Dorothy -- the crow hops to the Scarecrow's shoulder, picks up some of the Scarecrow's straw and flies away with it -- Scarecrow speaks to Dorothy --

    SCARECROW
    Boo! You see, I can't even scare a crow! They come from miles....

217 MCU -- Dorothy listening --

    SCARECROW (O.S.)
    ...around just to eat in my field and laugh in my face!

218 MCU -- The Scarecrow --

    SCARECROW
    Oh, I'm a failure, because I haven't got a brain.

219 MCU -- Dorothy reacts, speaks --

    DOROTHY
    Well, what would you do with a brain if you had one?

220 MCS -- Scarecrow and Dorothy -- shot favoring the Scarecrow -- they speak -- he begins to sing -- Camera PULLS BACK as he rolls down to the Yellow Brick Road -- Dorothy rises, moves to him -- holds him up as he starts to fall --

    SCARECROW
    Do? Why, if I had a brain, I could --
    (sings)
    I could while away the hours,
    Conferrin' with the flowers,
    Consultin' with the rain.
    (MORE)

(CONTINUED)
CONTINUED:

SCARECROW (CONT'D)
And my head I'd be scratchin' While
my thoughts were busy hatchin' If I
only had a brain.
I'd unravel every riddle
For any individ'le
In trouble or in pain.

DOROTHY
(sings)
With the thoughts you'll be thinkin' You could be another Lincoln If you
only had a brain.

SCARECROW
(sings)
Oh, I could tell you why The ocean's near the shore I could think of things I never thunk before,
And then I'd sit -- and think some more. Would not be just a nuffin'
My head all full of stuffin'
My heart all full of pain. I would dance and be merry...

SCARECROW
(sings)
...Life would be a ding-a-derry If I
only had a brain!
MCS - The Scarecrow seated on curb of road as Dorothy looks down at him - Camera PULLS BACK as he feels about his coat - Dorothy points to some of his straw on the road - a crow flies into the scene and lands near the straw - the Scarecrow reacts -

MCS - The Scarecrow trembles with fear as Dorothy tries to comfort him -

MCU - The crow picks up the straw and flies up --

MLS - Dorothy and the Scarecrow react as the crow flies out to left with the straw in his mouth - Camera BOOMS UP to LEFT as the Scarecrow rises, goes to the fence and shakes his fist at the crow flying over the cornfield in the b.g. -

MLS - The Scarecrow dances back to right along the road as the Camera PULLS BACK, PANS RIGHT with him - Dorothy rushes to him, stops him and points o.s. To left -

LS - The Crow lands in the cornfield -

MCS - Dorothy and the Scarecrow looking o.s. To left - the Scarecrow reacts, assures Dorothy - then the Camera PULLS BACK as he dances forward, gains momentum and runs out to left -

LS - The Scarecrow runs to left, makes a big jump over the cornfield as the Camera PANS with him -

MLS - The Scarecrow jumps in from right and lands in the cornfield - several crows fly out of the corn -

MS - Dorothy runs forward to the fence, reacts as she looks o.s. to f.g. -

MS - The Scarecrow moves to right through the corn stalks - Camera TRUCKS right - he bends down, finds his straw and stuffs it back into his coat -

MLS - The Scarecrow runs forward, jumps into the air and flies out to right f.g. -

LS - The Scarecrow soars over the field to the road - Dorothy waves to him MS - The Scarecrow falls into the scene as he lands on the Yellow Brick Road - Camera PULLS BACK as Dorothy rushes to him - the Scarecrow begins to dance again, doing a series of splits -
238 CS - Toto jumps on a pumpkin, starts it rolling out onto the Yellow Brick Road at right - Camera PANS right -

239 LS - Toto follows the pumpkin as it rolls forward down the road - Camera PULLS BACK between the Scarecrow's legs - the pumpkin hits the Scarecrow, Hittig the Scarecrow up out of scene - Dorothy looks on, frightened -

240 LS - Camera PANS UP with the Scarecrow as he soars up into the air -

241 LS - Shooting DOWN from the SCARECROW'S ANGLE to Dorothy as she looks up o.s. -

242 MS - Camera PANS DOWN with the Scarecrow as he falls back toward the road - exits out of shot -

243 MLS - The Scarecrow falls back into scene and lands on the Yellow Brick Road - he runs out to left -

244 MLS - Camera PULLS BACK before the Scarecrow as he dances forward, bumping into one side of fence, then bouncing from that to the fence on the other side of road, then back to the fence at left, and so on down the road - Camera PANS RIGHT with him as he runs forward past Dorothy and falls through a fence which breaks under his weight -

245 CS - The Scarecrow sits up, looks about - blinks his eyes -

246 CS - Dorothy reacts as she starts forward, looks o.s. to f.g. - REVERSE ACTION shot of Scene 93 (MLS - Camera PULLS BACK before the Scarecrow as he dances forward, bumping into one side of fence, then bouncing from that to the fence on the other side of road, then back to the fence at left, and so on down the road - Camera PANS RIGHT with him as he runs forward past Dorothy and falls through a fence which breaks under his weight)

247 MLS - The Scarecrow bounces off a fence rail and starts to dance forward down the road as he sings - Camera PULLS BACK AHEAD OF HIM - Dorothy entered - he sings to her - some straw falls from his coat - the Scarecrow slumps to the ground - Dorothy starts to bend down -

SCARECROW

(sings)

Gosh, it would be awful pleasin' 
To reason out the reason For things 
I can't explain. Then perhaps I'll 
deserve you, And be even worthy erv 
you If I only had a brain.
DOROTHY
Wonderful! Why, if our Scarecrow back in Kansas could do that, the crows'd be scared to pieces!

SCARECROW
They would?

DOROTHY
Um-hmm.

SCARECROW
Where's Kansas?

DOROTHY
That's where I live. And I want to get back there so badly I'm going all the way to Emerald City to get the Wizard of Oz to help me.

SCARECROW
You're going to see a Wizard?

DOROTHY
Um-hmm.

SCARECROW
Do you think if I went with you this Wizard would give me some brains?

DOROTHY
I couldn't say. But even if he didn't, you'd be no worse off than you are now.

SCARECROW
Yes -- that's true.

DOROTHY
But maybe you'd better not. I've got a witch mad at me, and you might get into trouble.

(CONTINUED)
CONTINUED:

SCARECROW
Witch? Huh! I'm not afraid of a witch! I'm not afraid of anything --- except a lighted match.

DOROTHY
I don't blame you for that.

SCARECROW
But I'd face a whole box full of them for the chance of getting some brains. Look -- I won't be any trouble, because I don't eat a thing -- and I won't try to manage things, because I can't think. Won't you take me with you?

MCU -- Dorothy -- shooting past Scarecrow in right f.g.

DOROTHY
Why, of course I will!

LS -- Dorothy and the Scarecrow rise from the road -- the Scarecrow jumps up -- yells -- Dorothy holds him up -- they speak -- they start to sing -- Camera BOOMS to LEFT as they walk down the road and exit to b.G. --

SCARECROW
Hooray! We're off to see a Wizard!

DOROTHY
Oh -- well -- you're not starting out very well.

SCARECROW
Oh, I'll try! Really, I will.

DOROTHY
To Oz?

SCARECROW
To Oz!

BOTH
(sing)
We're off to see the Wizard
The Wonderful Wizard of Oz We hear
he is a whiz of a Wiz
If ever a Wiz there was
If ever oh ever a Wiz there was, The Wizard of Oz Is one because Because, because, because, because

(MORE)
251 CONTINUED:

BOTH (CONT'D)
Because of the wonderful things he
does. We're off to see the Wizard
The Wonderful Wizard of Oz!

LAP DISSOLVE TO:

252 LS -- Dorothy and Scarecrow come forward along Yellow Brick
Road -- Camera PULLS BACK to show Wicked Witch hiding behind
Tree at left -- she turns, exits to left -- Dorothy reacts
as she sees the apple orchard at right -- she goes up to one
of the Trees -- Camera starts to BOOM FORWARD on her --

DOROTHY
Oh -- apples -- Oh look! Oh. Oh ---

253 MCS -- Dorothy standing by the First Tree -- she picks an
apple off -- reacts as the tree takes the apple back and
slaps Dorothy's hand --

DOROTHY
Ouch!

254 MCU -- First Tree opens its "mouth" -- speaks to Dorothy
o.s. --

TREE
What do you think you're doing?

255 MCS -- Dorothy replies to the tree -- then reacts --

DOROTHY
We've been walking a long ways and I
was hungry and -- Did you say....

256 MCU -- The First Tree -- gestures as it speaks --

FIRST TREE
She....

257 MLS -- Scarecrow and Dorothy standing before the First Tree
as it speaks to the Second Tree in b.g. --

FIRST TREE
...was hungry! Well, how would you
like to have someone come along and
pick something off of you?
MCU -- Scarecrow and Dorothy react, speak as they look o.s. at the tree --

DOROTHY
Oh, dear -- I keep forgetting I'm not in Kansas.

SCARECROW
Come along, Dorothy -- you don't want any of those apples. Hmm!

MCU -- First tree reacts, and speaks --

FIRST TREE
What do you mean -- she doesn't want any of those apples? Are you hinting my apples aren't what they ought to be?

MCU -- Scarecrow and Dorothy --

SCARECROW
Oh, no! It's just that she doesn't like little green....

MCU -- The Tree reacts, makes a grab for the two o.s. --

SCARECROW (O.S.)
...worms!

TREE
Oh....

MCU -- The First Tree grabs for the two -- the Scarecrow fights him off as Dorothy runs out to right f.g. -- the Scarecrow follows her out --

TREE
...you...

SCARECROW
Go -- Go!

TREE
...Oh -- Help -- let me out. I'll give you little green....

MCS -- Dorothy -- the Scarecrow backs in from left f.g. -- gestures at the Trees o.s. -- speaks -- then makes faces at the trees --

TREE (O.S.)
...worms.

(CONTINUED)
263 CONTINUED:

SCARECROW
I'll show you how to get apples.

TREE (O.S.)
You can't....

264 MS -- The First tree winds up, throws apples o.s. to f.g. --

TREE
...do that to me! I'll....

265 MCS -- Scarecrow and Dorothy react as the apples begin to hit them -- the Scarecrow falls back to the road --

TREE (O.S.)
...show you!

266 LS -- Shooting past the Trees at left as they throw apples at Scarecrow and Dorothy and Toto in the b.g. -- The Scarecrow rises, dodges about --

TREES
You can't do that! You can't do that! Hey!

267 CS -- First Tree laughs as it throws apples to f.g. --

SCARECROW (O.S.)
Hooray!

268 LS -- Shooting past the Trees at left as they throw apples at the Scarecrow and Dorothy in the b.g. -- Scarecrow picks them up --

SCARECROW
Hooray! I guess that did it! Help yourself.

DOROTHY
Oh --

269 MS -- Dorothy comes forward as she picks up the apples -- Camera PANS and TRUCKS FORWARD as she starts to pick up two apples -- she sees a tin foot -- reacts -- examines it -- Camera PULLS BACK and BOOMS up as she stands up by the Tin Man -- Scarecrow comes in from left -- Camera PULLS as they examine him -- he tries to speak -- Dorothy picks up the oil can --

DOROTHY
Why, it's a man! A man made out of tin!

(CONTINUED)
CONTINUED:

SCARECROW

What?

DOROTHY

Yes. Oh -- look --

TIN MAN

Oil can.....Oil can....

DOROTHY

Did you say something?

TIN MAN

Oil can....

SCARECROW

Oil can what?

DOROTHY

Oil can? Oh -- oh, here it is!

270 MCS -- Scarecrow and Dorothy examine the Tin Man -- he tries to speak -- they oil him about the mouth --

DOROTHY

Where do you want to be oiled first?

TIN MAN

My mouth -- my mouth!

SCARECROW

He said his mouth.

DOROTHY

Here -- here --

SCARECROW

The other side....

DOROTHY

Yes --- there.

271 CU -- The Tin Man tries to speak -- squeaks out a few sounds --

TIN MAN

Mm.....mm...mm....
272 MCS -- Dorothy and Scarecrow listen as the Tin Man starts to speak -- Dorothy starts to pull the axe arm of the Tin Man down -- Scarecrow oils him --

TIN MAN
...m...m...my, my, my, my goodness --
I can talk again! Oh -- oil my arms,
please -- oil my elbows.

DOROTHY
Oh...

273 MLS -- Dorothy lowers the right arm of the Tin Man so that it hangs naturally -- Scarecrow busy with the oil can -- the Tin Man begins his story --

TIN MAN
Oh --

DOROTHY
...Oh, did that hurt?

TIN MAN
No -- it feels wonderful. I've held that axe up for ages. Oh ---

DOROTHY
Oh, goodness! How did you ever get like this?

TIN MAN
Oh -- well, about a year ago -- I was chopping that tree -- minding my own business -- when suddenly it started to rain....

274 MCS -- Scarecrow and Dorothy listen to the Tin Man -- he grows weak -- they work his arms back and forth -- Scarecrow oils his neck for him -- Dorothy raps on the Tin Man's chest -- they react -- Tin Man explains, then steps backward toward tree --

TIN MAN
...and right in the middle of a chop,
I...I rusted solid. And I've been that way ever since.

DOROTHY
Well, you're perfect now.

TIN MAN
My...my neck. My...my neck. Perfect?
(MORE)

(CONTINUED)
TIN MAN (CONT'D)
Oh -- bang on my chest if you think
I'm perfect. Go ahead -- bang on
it!

DOROTHY
Oh --!

SCARECROW
Beautiful! What an echo!

TIN MAN
It's empty. The tinsmith forgot to
give me a heart.

DOROTHY AND SCARECROW
No heart?

TIN MAN
No heart.

DOROTHY
Oh --

TIN MAN
All hollow. Oh --

CS -- Tin Man falls back as Scarecrow and Dorothy enter to
help him -- he holds them off -- begins to sing --

TIN MAN
(sings)
When a man's an empty kettle,
He should be on his mettle.
And yet I'm torn apart.
Just because I'm presumin'
That I could be kind-a human,
If I only had a heart.

MCU -- Tin Man leans over toward Dorothy and sings as Camera
PANS LEFT slightly -- then leans back --

TIN MAN
(sings)
I'd be tender -- I'd be gentle And
awful sentimental Regarding Love and
Art I'd be friends with sparrows...
CS -- Dorothy and Scarecrow listening to the Tin Man -- he comes forward slightly -- reacts as he hears Snow White's Voice o.s. -- then continues with song --

TIN MAN
(sings)
...And the boy who shoots the arrows
If I only had a heart.
Picture me....a balcony....Above a voice sings low.

SNOW WHITE'S VOICE
Wherefore art thou, Romeo?

TIN MAN
I hear a beat....how sweet!
Just to register emotion
Jealousy -- Devotion --
And really feel the part,
I could stay young and chipper,
And I'd lock it with a zipper,
If I only had a heart...!

MLS -- Dorothy, Tin Man and Scarecrow -- the Tin Man comes forward as he starts his dance -- Dorothy and Scarecrow -- Camera PULLS BACK -- he stops as one of his joints sticks -- Dorothy oils it -- Tin Man comes forward a few more steps, then the other knee sticks -- they oil that for him -- he thanks them -- Camera PULLS BACK, PANS LEFT as he runs backwards down the road and starts his dance --

MCS -- Dorothy and Scarecrow watching o.s. to left f.g.

MLS -- Shooting past Scarecrow and Dorothy at right to the Tin Man as he dances before them --

MLS -- Camera PANS slightly with the Tin Man as he dances about -- he taps his chest, makes the whistle in his funnel hat blow -- then continues to dance --

MCS -- Dorothy and the Scarecrow look at each other with amazement as they watch the dance of the Tin Man -- Dorothy whispers to the Scarecrow --
283  MLS -- The Tin Man dancing -- he jumps forward slightly, folds his arms, then locks in that position -- starts to lean to left --

284  MLS -- Camera PANS Dorothy and Scarecrow as they rush to left to help the Tin Man -- they catch him in time -- he starts to fall in the other direction -- they rush around to catch him, but he now starts to fall to the other side -- this business is repeated -- then Camera PANS to RIGHT as the Tin Man stumbles toward b.g. -- Scarecrow tries to get out of the way and falls over -- Dorothy grabs the Tin Man's hand --

DOROTHY
Oh --

285  MCS -- The Tin Man sits down -- Dorothy reacts, speaks with him -- Scarecrow enters from left -- Dorothy oils the Tin Man some more, then asks him to go to the Emerald City, too -- then All react as the Witch laughs o.s. -- They rise to their feet as Camera PANS UP to the RIGHT to the Witch standing on the roof of Tin Man's cottage --

DOROTHY
Oh, oh, oh, oh, oh, oh, are you all right?

TIN MAN
I'm afraid I'm a little rusty yet.

DOROTHY
Oh, dear -- That was wonderful! You know -- we were just wondering why you couldn't come to Emerald City with us to ask the Wizard of Oz for a heart.

TIN MAN
Emerald City? Why, that's a long and dangerous journey. And it might rain on the way.

SCARECROW
But you've just been saying how much you want a heart.

DOROTHY
And I'll keep the oil-can handy.

TIN MAN
Well, suppose the Wizard wouldn't get me one when we got there?
285 CONTINUED:

DOROTHY
Oh, but he will! He must! We've come such a long way already.
(Witch laughs o.s.)

TIN MAN
Ohh -- what's that? Oh --

WITCH
You call that long?

286 MLS -- The Witch on the Tin Man's roof -- she speaks as she looks o.s. to f.g. --

WITCH
Why, you've just begun! Forgotten about me,....

287 MCS - Tin Man, Dorothy and Scarecrow react as the Witch speaks o.s. -

WITCH (O.S.)
...eh? Well, I haven't forgotten about you!

288 CS -- The Witch speaks to the three o.s. in f.g. --

WITCH
Helping the little lady along, are you, my fine gentlemen?

289 MCS -- Tin Man, Dorothy and Scarecrow --

WITCH (O.S.)
Well, stay away from her!

290 CS -- Witch speaks, points at the Scarecrow o.s. --

WITCH
Or I'll stuff a mattress with you!

291 MCS -- Tin Man, Dorothy and Scarecrow -- Tin Man points to the trembling Scarecrow -- then the Tin Man reacts -- points to himself --

WITCH (O.S.)
And you! I'll use you for a bee-hive!

(laughs)
CS -- The Witch speaks, throws a ball of fire o.s. --

(CONTINUED)
291 CONTINUED:

WITCH
Here, Scarecrow! Want to play ball?

292 LS -- Dorothy, Tin Man, Scarecrow standing at left as the Witch on the roof throws down a ball of fire at them -- she laughs gleefully --

293 CS -- Witch speaks to Dorothy o.s. --

WITCH
And as for you, my little....

294 MLS -- Tin Man putting out the fire as Dorothy helps the Scarecrow, who is rolling about in the grass -- she reacts as Witch speaks o.s. --

WITCH (O.S.)
...Dorothy, I wish....

295 MCU -- Dorothy hugs Toto tightly as Witch speaks o.s. --

WITCH (O.S.)
...you luck with the Wizard of Oz.
And a....

296 CS -- Witch speaks to Dorothy o.s. -- then laughs --

WITCH
...happy journey back to Kansas!

297 MLS -- The Witch laughs -- sits on her broomstick in a position to fly away -- smoke fills the shot, obscuring Witch from sight --

298 EXT. FORREST -- CS -- Dorothy holding Toto in her arms -- watching o.s.

299 LS -- Cloud of smoke as Witch disappears --

300 MS -- The Tin Man -- Dorothy and Scarecrow looking o.s. -- Camera TRUCKS FORWARD on them -- Tin Man and Scarecrow speak -- snap their fingers -- Tin Man reacts to buzzing sound --

SCARECROW
I'm not afraid of her. I'll see you get safely to the Wizard now, whether I get a brain or not! Stuff a mattress with me! Hah!

TIN MAN
I'll see you reach the Wizard, whether I get a heart of not.

(MORE)
300 CONTINUED:

TIN MAN (CONT'D)
Beehive -- bah! Let her try and
make a bee-hive out of me! You know --
Hmm? What's that?

301 MLS - Tin Man and Scarecrow sitting down - Dorothy in b.g.
near tree - comes forward as Tin Man and Scarecrow rise - she
speaks - reacts when she sees bee on her arm - turns around
as Tin Man takes bee off her arm -

TIN MAN
Oh! They're - they're gone now.

DOROTHY
Oh, goodness! Did any of them sting
you?

TIN MAN
I - I guess they tried to, but they
bent their stingers.

DOROTHY
Oh, dear. I don't know what I'd do
if a whole swarm kept -- Oh! Oh! Oh,
there's one on me!

TIN MAN
Oh - I'll get it!

DOROTHY
Oh! Oh!

302 CS - Scarecrow - Dorothy and Tin Man - Tin Man looks at dead
bee in his hand - speaks and cries -

DOROTHY
Oh --

TIN MAN
Oh, see - I killed it. Oh, I killed
that poor little honey bee!

DOROTHY
Oh-oh-

303 CU - Tin Man crying - speaks -

TIN MAN
It's only a man without a head who
could do a thing like that. Poor
little bee.
304 CU - Dorothy reacts - reaches o.s. -

DOROTHY
Oh, there....

305 CU - The Tin Man as Dorothy reaches in - wipes away his tears -

DOROTHY
...there. Don't cry. There.

306 CU - Dorothy looks o.s. - speaks -

DOROTHY
As a matter of fact, that's just an old drone bee, and it would have died....

307 CU - Tin Man looks o.s. -

DOROTHY (O.S.)
...anyway.

TIN MAN
Yes?

DOROTHY (O.S.)
You put it out of its misery.

TIN MAN
Oh.

DOROTHY (O.S.)
It's....

308 CS - Scarecrow - Dorothy and Tin Man - they speak and laugh -

DOROTHY
...just that the Witch is so wicked. I don't think you two ought to come with me because you'll get into trouble.

SCARECROW
Oh, you don't think we're going to stand by and let her get away with fireballs and bees, do you?

TIN MAN
No, sir!

SCARECROW
No, sir!

(CONTINUED)
308 CONTINUED:

DOROTHY
Oh, you're the best friends anybody ever had! And it's funny, but I feel as if I've known you all the time. But I couldn't have, could I?

SCARECROW
I don't see how. You weren't around when I was stuffed and sewn together, were you?

TIN MAN
And I was standing over there rusting for the longest time.

DOROTHY
Still, I wish I could remember. But, I guess it doesn't matter anyway. We know each other now, don't we?

SCARECROW
That's right.

TIN MAN
We do.

SCARECROW
To Oz?

TIN MAN
To Oz!

309 MLS -- Scarecrow -- Dorothy and Tin Man -- Camera PANS RIGHT as they dance down to brick road -- Scarecrow picks up basket -- Camera TRUCKS BACK as they dance forward -- then turn and go up road to b.G. -- Exit --

THE THREE
(sing)
We're off to see the Wizard
The Wonderful Wizard of Oz
We hear he is a whiz of a Wiz
If ever a Wiz there was.
If ever, oh ever a Wiz there was
The Wizard of Oz is one because
Because, because, because, because, because
Because of the wonderful things he does
We're off to see the Wizard
The Wonderful Wizard of Oz!

LAP DISSOLVE TO:
310 LS -- INT. DARK AND EERIE FOREST -- Tin Man -- Dorothy and Scarecrow walking forward down brick road --

LAP DISSOLVE TO:

311 LS -- Tin Man -- Dorothy and Scarecrow walking forward slowly --

312 MCS -- Tin Man -- Dorothy and Scarecrow stop -- look around off screen -- Dorothy frightened -- speaks --

DOROTHY
I don't like this forest! It's -- it's dark and creepy!

SCARECROW
Of course, I don't know, but I think it'll get darker before it gets lighter.

DOROTHY
Do -- do you suppose we'll meet any wild animals?

TIN MAN
We might.

DOROTHY
Oh --

SCARECROW
Animals that -- that eat straw?

TIN MAN
Some -- but mostly lions, and tigers, and bears.

313 CU -- Dorothy reacts --

DOROTHY
Lions?

314 CU -- Scarecrow reacts -- speaks --

SCARECROW
And tigers?

315 CU -- Tin Man looks o.s. -- speaks --

TIN MAN
And bears.
MCS -- Tin Man -- Dorothy and Scarecrow -- Dorothy frightened --

DOROTHY
Oh! Lions and tigers and bears!

MLS -- Tin Man -- Dorothy and Scarecrow walk forward along brick road -- Camera PANS them to RIGHT -- they react to growl o.s. --

DOROTHY
Oh, my!

TIN MAN -- SCARECROW AND DOROTHY
Lions and tigers and bears!

DOROTHY
Oh, my!

TIN MAN -- SCARECROW AND DOROTHY
Lions and tigers and bears!

DOROTHY
Oh, my!

TIN MAN -- SCARECROW AND DOROTHY
Lions and tigers and bears!

DOROTHY
Oh, my!

TIN MAN -- SCARECROW AND DOROTHY
Lions and tigers and bears!

DOROTHY
Oh, my!
(screams)

MCS -- Tin Man -- Dorothy and Scarecrow frightened -- speak -- look o.s. -- react --

TIN MAN
And bears!

DOROTHY
What sort of an animal is that?

TIN MAN
It-it-it-it - it's a huge one!
318 CONTINUED:

**SCARECROW**

D-d-d-don't be fr-fr-frightened. I -
I'll -
I'll protect you. Oh, look!

319 LS -- Lion on fallen Tree -- Dorothy -- Scarecrow and Tin Man in f.G. On brick road -- the Lion jumps toward them -- Camera TRUCKS BACK as they three move back -- the Lion takes two great leaps -- lands on the brick road -- Tin Man and Scarecrow fall at side of road -- Dorothy hides behind tree -- (Lion growling)

320 CU -- Lion growling --

321 CS -- Scarecrow trembling --

322 CU -- Lion growling --

323 CU -- Dorothy looks out around tree -- reacts --

324 CU -- Lion growling --

325 CS -- Tin Man trembling --

326 CS -- Lion sneers -- Camera PANS as he stands on his hind legs -- puts up his paws -- speaks --

**LION**

Put 'em up! Put 'em....

327 LS -- Lion -- Tin Man and Scarecrow -- Dorothy back of Tree in b.G. -- Camera TRUCKS FORWARD -- Lion speaks and gestures --

**LION**

...up! Which one of you first?
I'll fight you both together if you want! I'll fight you with one paw tied behind my back. I'll fight you standing on one foot.

328 MCS -- Lion speaks -- Camera PANS him to RIGHT to Tin Man -- Dorothy in b.g. --

**LION**

I'll fight you with my eyes closed.
Oh -- pulling an axe on me, eh?

329 MCU -- Tin Man trembling --
330 MCS -- Lion speaks -- Camera PANS him LEFT to Scarecrow -- Dorothy in b.g. Watching -- PANS Lion to RIGHT to Tin Man --

LION
Sneaking up on me, eh? Why!
(snarls)

TIN MAN
Here -- here. Go 'way and let us alone!

LION
Oh, scared, huh?

331 CU -- Dorothy looks out from around tree -- reacts --

LION (O.S.)
Afraid, huh?

332 MCS -- Lion and Tin Man -- Lion speaks and laughs -- Camera PANS him to LEFT to Scarecrow -- Dorothy in b.g.

LION
How long can you stay fresh in that can?
(laughs)
Come on -- get up and fight, you shivering junk yard! Put your hands up, you lop-sided bag of hay!

333 CS -- Scarecrow reacts -- speaks --

SCARECROW
Now that's getting personal, Lion.

334 MCU -- Tin Man looks o.s. -- speaks --

TIN MAN
Yes -- get up and teach him a lesson.

335 MCS -- Scarecrow and Lion -- Dorothy in b.g. --

SCARECROW
Well -- what's -- wrong with you teaching him?

336 MCU -- Tin Man reacts -- speaks --

TIN MAN
Well -- well --, I hardly know him.
337  CS -- Toto BARKING --
338  CU -- Lion SNARLS -- speaks

    LION
    Well, I'll get you, anyway, Pee-Wee.

339  CU -- Dorothy reacts -- exits left f.g. --
340  MLS -- Lion and Dorothy -- Toto runs into shrubs -- Lion
starts after him -- Dorothy picks up Toto -- comes forward
over to Scarecrow and Tin Man -- Camera PANS LEFT as Lion
starts for Toto -- Dorothy slaps his hand -- he backs away --
crying --

    DOROTHY
    Shame on you!

341  MCU -- Lion -- Camera shooting past Dorothy at left f.G. --
Lion crying -- speaks --

    LION
    What -- what did you do that for? I
didn't bite him.

    DOROTHY
    No, but you tried to.

342  CS -- Dorothy and Lion -- Camera PULLS BACK -- Scarecrow and
Tin Man enter at left -- Dorothy speaks to Lion -- he cries
and speaks --

    DOROTHY
    It's bad enough picking on a straw
man, but when you go around picking
on poor little dogs --

    LION
    Well, you didn't have to go and hit
me, did you? Is my nose bleeding?

    DOROTHY
    Well, of course not. My goodness,
what a fuss you're making. Well,
naturally, when you go around picking
on things weaker than you are --
Why, you're nothing but a great big
coward!

    LION
    You're right -- I am a coward.
343 MCU -- Lion -- Camera shooting past Dorothy -- Lion CRYING --
speaks --

LION
I haven't any courage at all. I even
scare myself. Look at the circles
under my eyes.

344 MS -- Tin Man -- Scarecrow -- Dorothy and Lion -- they speak --
Lion CRYING --

LION
I haven't slept in weeks.

TIN MAN
Why don't you try counting sheep?

LION
That doesn't do any good -- I'm afraid
of 'em.

SCARECROW
Oh, that's too bad. Don't you think
the Wizard could help him, too?

DOROTHY
I don't see why not. Why don't you
come along with us? We're on our
way to see the Wizard now. To get
him a heart.

TIN MAN
And him a brain.

DOROTHY
I'm sure he could give you some
courage.

345 MCU -- Lion -- Camera shooting past Dorothy --

LION
Well, wouldn't you feel degraded to
be seen in the company of a cowardly
lion? I would.

346 CS -- Dorothy -- Tin Man and Scarecrow -- Camera shooting
past Lion at right f.g. --

DOROTHY
No, of course not.
LION
Gee, that's -- that's awfully nice of you. My life....

LION
...has been simply unbearable.

DOROTHY
Oh.

LION
(sings)
Yeh, it's sad, believe me, Missy When you're born to be a sissy, Without the vim and verve. But I could show my prowess -- Be a lion not a mou-ess -- If I only had the nerve I'm afraid there's no denyin' I'm just a dande-lion -- A fate I don't deserve. I'd be brave as a blizzard --

TIN MAN
(sings)
I'd be gentle as a lizard --

SCARECROW
(sings)
I'd be clever as a gizzard --

DOROTHY
(sings)
If the Wizard is a Wizard who will serve.

SCARECROW
(sings)
Then I'm sure to get a brain --

TIN MAN
(sings)
A heart --

(CONTINUED)
349 CONTINUED:

DOROTHY
(sings)
A home --

LION
(sings)
The nerve.

350 MLS -- Scarecrow -- Tin Man -- Dorothy and Lion sing as they
dance forward along brick road -- Camera TRUCKS AHEAD --

ALL
(sing)
Oh, we're off to see the Wizard
The Wonderful Wizard of Oz. We Hear
he is a whiz of a Wiz
If ever a Wiz there was....

351 LS -- Dorothy -- Lion -- Tin Man and Scarecrow dance down
brick road to b.g. -- all exit --

ALL
(sing)
...If ever, oh ever, a Wiz there was
The Wizard of Oz is one because
Because, because, because, because,
because Because of the wonderful
things he does!
We're off to see the Wizard
The Wonderful Wizard of Oz!

352 Camera on CRYSTAL -- the images of Tin Man -- Dorothy --
Scarecrow and Lion in crystal as they march along arm in arm --
Camera TRUCKS BACK showing the Witch and Nikko looking into
crystal -- Witch laughs -- Camera PANS her LEFT to table --
she mixes poison -- Camera PANS her to RIGHT to Crystal --
She holds poison over the crystal -- waves her hand over it --
the images of Group fade out -- Poppy Field fades in --
Camera TRUCKS FORWARD on Crystal --

WITCH
A-hah!
(laughs)
So! You won't take warning, eh? All
the worse for you, then. I'll take
care of you now instead of later!
Hah! When I gain those ruby slippers,
my power will be the greatest in Oz!
And now, my beauties! Something
with poison in it, I think. With
poison in it, but attractive to the
eye -- and soothing to the smell!
(MORE)
352 CONTINUED:

WITCH (CONT'D)

(laughs)
Poppies! Poppies! Poppies!

LAP DISSOLVE TO:

353 LS -- Poppy Field -- Camera PANS UP -- then PANS LEFT over field -- to edge of forest -- Dorothy -- Scarecrow -- Lion and Tin Man coming forward out of forest --

354 MCS -- Dorothy -- Lion -- Tin Man and Scarecrow all looking o.s. -- Dorothy speaks --

DOROTHY
There's Emerald....

355 ELS -- Shooting OVER POPPY FIELD to towers of EMERALD CITY -- Dorothy and group in f.g. --

DOROTHY
...City! Oh, we're almost there at last! At last!

356 MCS -- Dorothy -- Lion -- Tin Man and Scarecrow -- they speak --

DOROTHY
It's beautiful, isn't it? Just like I knew it would be. He really must be a wonderful Wizard to live in a City like that!

LION
Well, come on, then. What are we waiting for?

SCARECROW
Nothing! Let's hurry!

357 LS -- Dorothy -- Tin Man -- Scarecrow and Lion run to b.g. thru poppy field --

DOROTHY
Yes -- let's run!

LION
Yes.

358 MLS -- Tin Man -- Scarecrow -- Dorothy and Lion running forward thru Poppy Field -- Camera TRUCKS RIGHT --
359 MS -- Tin Man and Scarecrow running thru poppies -- Camera TRUCKS RIGHT -- Both gesture --

    SCARECROW
    Come on -- come on --

    TIN MAN
    Hurry -- hurry --

360 MS -- Dorothy and Lion running thru poppies -- Camera TRUCKS RIGHT --

361 MS -- Dorothy running to right -- staggers a little -- slows down --

362 ELS -- Scarecrow and Tin Man running forward thru poppy field -- Lion in b.g. -- Dorothy enters in far b.g. -- Scarecrow and Tin Man stop on hill -- Call and gesture

    SCARECROW
    Oh!  Oh, come on, come on!

    TIN MAN
    Look -- you can see it here.  It's wonderful!

    SCARECROW
    Emerald City!

363 MLS -- Dorothy running slowly to right -- Camera PANS her to Lion -- Tin Man and Scarecrow -- Dorothy staggers -- puts her hand to her head --

    DOROTHY
    Oh -- Oh -- what's happening?  What is it?

364 MCU -- Dorothy puts her hand to her head -- speaks --

    DOROTHY
    I can't run anymore.  I'm so....

365 CS -- Tin Man and Scarecrow --

    DOROTHY (O.S.)
    ...sleepy.

    SCARECROW
    Here -- give us your hands, and we'll pull you....
366 MLS -- Dorothy and Group --

    SCARECROW
    ...along.

    DOROTHY
    Oh, no -- please. I have to rest for just a minute. Toto!

367 CS -- Toto lying among poppies --

    DOROTHY (O.S.)
    Where's Toto --

368 MLS -- Dorothy and Group -- Dorothy lies down among the poppies --

    SCARECROW
    Oh, you can't rest now -- we're nearly there!

369 MCU - Lion yawns and speaks -

    LION
    What did she -- do that for?

370 The images of Lion - Tin Man - Scarecrow and Dorothy in Crystal - they speak - Camera TRUCKS BACK showing Witch and Nikko standing near crystal - Witch laughs and speaks - the images fade out - Nikko exits - Camera TRUCKS FORWARD on Witch -

    SCARECROW
    Hey, Dorothy!

    TIN MAN
    Dorothy!

    LION
    Dorothy!

    TIN MAN
    Dorothy! You can't sleep here! You can't sleep in the middle of a field!

    WITCH
    (laughs)
    Call away! Call away! She won't hear any of you again! And there's nothing you can do about it, either.
    (laughs)
    Bring me my wishing cap!
    (MORE)

(CONTINUED)
370 CONTINUED:

WITCH (CONT'D)
I'll call the Winged Monkeys to fetch me those slippers! Hurry! Hurry! Hurry! Hurry! It worked very smoothly!

LAP DISSOLVE TO:

371 MLS -- Lion -- Tin Man and Scarecrow -- Dorothy lying in poppies -- Lion starts to cry -- Scarecrow speaks -- holds the Lion up -- Lion drops as Tin Man and Scarecrow start to pick up Dorothy --

TIN MAN
(crying)
Oh - oh, poor Dorothy!

SCARECROW
Don't cry -- you'll rust yourself again!

LION
Comin' to think of it, forty winks wouldn't be bad.

SCARECROW
Don't you start it, too!

TIN MAN
Oh! We ought to try and carry Dorothy.

SCARECROW
I don't think I could, but we could try.

TIN MAN
Let's.

SCARECROW
Yes.

TIN MAN
Oh -- now look at him! This is terrible!

SCARECROW
Here, Tin Man -- help me.
372 CS -- Dorothy as Scarecrow tries to lift her --

373 MLS -- Tin Man and Scarecrow -- Dorothy and Lion lying among poppies -- Tin Man and Scarecrow react -- call for help --

SCARECROW
Oh, this is terrible -- can't budge her an inch! This is a spell, this is!

TIN MAN
It's the Wicked Witch! What'll we do? Help! HELP!

SCARECROW
It's no use screaming at a time like this! Nobody will hear you! Help!

374 LS -- Tin Man and Scarecrow on top of hill -- crying for help -- SUPERIMPOSED SHOT of the Good Witch as she waves wand -- snow starts to fall --

SCARECROW
HELP -- HELP!

375 SC -- Dorothy lying among poppies -- snow falling on her.

SCARECROW (O.S.)
Help! Help!

376 LS -- Tin Man and Scarecrow on top of hill -- SUPERIMPOSED SHOT of the Good Witch waving wand -- snow falling -- THE SUPERIMPOSURE FADES OUT --

SCARECROW (O.S.)
Look - It's snowing! It isn't snowing. It couldn't be! But it is! No, it isn't! Yes, it is! Oh, maybe that'll help!

377 CS -- Dorothy lying among poppies -- snow falling on her -- she opens her eyes --

SCARECROW (O.S.)
Oh, but it couldn't help.
378 MCS -- Scarecrow looking down o.s. -- Snow falling -- Camera PANS as he kneels down to Dorothy -- she wakens -- sits up -- Lion sits up in b.g. -- Dorothy looks o.s. to left -- Camera PANS UP to Tin Man -- then PULLS back -- Dorothy jumps up -- takes oil can from basket -- they oil the Tin Man --

SCARECROW
It does help. Dorothy, you're waking up!

DOROTHY
Oh --

LION
Oh -- unusual weather we're having, ain't it?

DOROTHY
Look! He's rusted again. Oh, give me the oil can -- quick! Oh-oh, quick!

SCARECROW
Yes -- there --

DOROTHY
Oh -- here quick -- oh! -- we'll oil him up.

379 MCS -- Images of Tin Man -- Dorothy -- Scarecrow and Lion in Crystal -- Camera TRUCKS BACK showing Witch and Nikko looking into Crystal -- The Witch reacts -- speaks -- the images fade from Crystal --

SCARECROW
-- A hot water bottle would be good if we had one.

DOROTHY
Oh, he's been crying! Why have you been --

WITCH
Curse it! Curse it! Somebody always helps that girl! But shoes or no shoes, I'm still great enough to conquer her. And woe to those who try to stop me!

LAP DISSOLVE TO:
LS -- Dorothy -- Lion -- Scarecrow and Tin Man on hill in Poppy Field -- Dorothy speaks -- all react to voices singing -- The four of them come forward down hill --

DOROTHY
Come on -- let's get out of here!
Look -- Emerald City is closer and prettier than ever!

VOICES (O.S.)
You're out of the woods You're out of the dark You're out of the night Step into the sun Step into the light Keep straight ahead for....

LAP DISSOLVE TO:

MLS -- Dorothy -- Lion -- Scarecrow and Tin Man arm in arm tramping to right -- Camera TRUCKS RIGHT --

(sing)
...The most glorious place --

LAP DISSOLVE TO:

MS -- INT. TOWER ROOM -- The Witch gestures with broomstick -- Camera PANS LEFT -- then RIGHT as she runs around to window -- stands on sill -- speaks -- then flies out --

WITCH
To the Emerald City -- as fast as lightning!

ELS -- The Witch flying on broomstick -- Camera PANS as she circles tower -- then flies out left --

LAP DISSOLVE TO:

LS -- GATE TO EMERALD CITY -- Dorothy -- Lion -- Tin Man and Scarecrow enter left f.g. -- skip to b.g. to gate --

(sing)
-- Of the earth or the sky Hold onto your breath
Hold onto your heart
Hold onto your hope --
March up to the gate
And bid it open --- Open --- open.
385 MS -- Dorothy -- Tin Man -- Lion and Scarecrow at gate --
they ring the bell --

386 CU -- Doorman pops head thru little window in door -- looks
down o.s. -- speaks --

DOORMAN
Who rang that bell?

387 MS -- Dorothy and group at gate -- Doorman at window -- he
speaks to the group -- they look around --

DOROTHY AND OTHERS
We did.

DOORMAN
Can't you read?

SCARECROW
Read what?

DOORMAN
The notice!

DOROTHY AND SCARECROW
What notice?

DOORMAN
It's on the door -- as plain as the
nose on my face! It -- Oh --

388 CU -- Doorman reacts -- starts out --

389 MS -- Dorothy and group at door -- Doorman disappears -- re-
enters -- hangs sign on door -- then exits -- closing window --
Dorothy and others read sign -- Dorothy knocks on door --
Doorman re-enters -- speaks to them --

DOROTHY AND OTHERS
"Bell out of order. Please knock."

DOORMAN
Well, that's more like it. Now, state
your business!

DOROTHY AND OTHERS
We want to see the Wizard.

DOORMAN
Ooooh! The Wizard? But nobody can
see the Great Oz! Nobody's ever seen
the Great Oz! Even I've never seen
him!

(CONTINUED)
389 CONTINUED:

DOROTHY
Well, then -- how do you know there is one?

390 CU -- Doorman speaks -- reacts -- starts out --

DOORMAN
Because he -- I -- Oh, you're wasting my time!

DOROTHY (O.S.)
Oh, please! Please....

391 CS -- Dorothy -- Tin Man and Lion -- Dorothy speaks

DOROTHY
...sir. I've got to see the Wizard!
The Good Witch of the North sent me!

392 CU -- Doorman looks o.s. -- speaks --

DOORMAN
Prove it.

393 MS -- Dorothy and Group at door -- Doorman at little window of door -- looks down at them --

SCARECROW
She's wearing the ruby slippers she gave her.

394 CU -- Ruby slippers on Dorothy's feet --

DOORMAN (O.S.)
Oh....

395 CU -- Doorman speaks and gestures --

DOORMAN
...so she is! Well, bust my buttons!
Why didn't you say that in the....

396 CS -- Dorothy -- Tin Man and Lion smiling --

DOORMAN (O.S.)
...first place? That's a horse....

397 CU -- Doorman looks down o.s. -- speaks -- exits -- closing window --

DOORMAN
...of a different color! Come on in!
398 LS -- Dorothy and Group at gate as it opens -- People moving about on street of Oz in b.G. -- Cabby drives in from right -- Camera TRUCKS FORWARD -- Dorothy and Group go to cab --

CABBY
Cabby! Cabby! Just what you're looking for! Take you any place in the City, we does.

399 MLS -- Cabby on seat of cab -- Dorothy and Group standing alongside -- Camera TRUCKS FORWARD on Cabby --

DOROTHY
Well, would you take us to see the Wizard?

CABBY
The Wizard? The Wizard? I -- can't -- Well -- Yes, of course. But first I'll take you to a little place where you can....

400 MCS -- Dorothy -- Lion -- Tin Man and Scarecrow -- Camera PULLS BACK as they climb into cab -- Dorothy looks at horse -- reacts -- speaks to Cabby -- Camera TRUCKS BACK as Cabby drives forward -- singing -- people wave to Cabby --

CABBY (O.S.)
...tidy up a bit -- what?

DOROTHY
Oh, thank you so much. We've been gone such a long time, and we feel so mess -- What kind of a horse is that? I've never seen a horse like that before!

CABBY
No -- and never will again, I fancy. There's only one of him, and he's it. He's the Horse of a Different Color, you've heard tell about.

(sings)
Ha -- ha -- ha --
Ho -- ho -- ho --
And a couple of tra -- la -- las.
That's how we laugh the day away
In the Merry Old Land of Oz.

Bzz -- bzz -- bzz --
Chirp -- Chirp -- Chirp --
And a couple of la -- id....
401 LS -- Cabby -- Dorothy and group riding thru street of Oz -- people gather around -- wave --

**CABBY**

(sings)
...das --That's how the crickets crick all day In the Merry Old Land of Oz!
We get up at twelve....

402 MCS -- Cabby driving cab as he sings -- Dorothy -- Lion and others in cab -- crowd following --

**CABBY**

(sings)
...And start to work at one Take an hour for lunch....

403 LS -- Cab moving to right thru Street of Oz -- Crowd following -- Camera PANS RIGHT -- Cab stops -- Dorothy and others get out -- Camera TRUCKS FORWARD as they exit into building -- sign above door reads: WASH & BRUSH UP CO. --

**CABBY**

(sings)
...And then at two we're done Jolly good fun!
Ha -- ha -- ha --Ho -- ho -- ho --
And a couple of tra -- la -- las. That's how we laugh the day away
In the Merry Old Land of Oz!
Ha -- ha -- ha --
Ho -- ho -- ho --
Ha -- ha -- ha -- ha --
That's how we laugh the day away
With a ho -- ho -- ho Ha -- ha -- ha
In the Merry Old Land of Oz!

404 MLS -- Three Masseurs filling the Scarecrow with new straw -- they sing as they work -- Camera TRUCKS BACK to left showing men polishing the Tin Man -- they sing -- Camera TRUCKS BACK showing girls doing Dorothy's hair -- they sing -- Camera PANS left showing girls clipping the Lion -- all sing -- Dorothy -- Tin Man and Scarecrow -- Lion rises -- the Four of them start out -- Camera PANS left --

**MASSEURS**

(sing)
Pat, pat here, Pat, pat there, And a couple of brand new strawz. That's how we keep you young and fair
In the Merry Old Land of Oz.

(CONTINUED)
POLISHERS
(sing)
Rub, rub here, Rub, rub there, And whether you're tin or brahz. That's how we keep you in repair In the Merry Old Land of Oz!

MASSEUSE
(sings)
We can make a dimpled smile out of a Frown --

DOROTHY
(sings)
Can you even dye my eyes to match my gown?

MASSEUSE
Uh-huh.

DOROTHY
Jolly old town!

MANICURISTS
(sing)
Clip, clip here, Clip, clip there. We give the roughest clawz

LION
That certain air of savoir faire In the Merry Old Land of Oz!

SCARECROW
Ha -- ha -- ha --

TIN MAN
Ho -- ho --ho

DOROTHY
Ho -- ho --ho -- ho

LION
Hah!

ALL
(sing)
That's how we laugh the day away In the Merry Old Land of Oz! That's how we laugh....
LS -- Dorothy and Group come out into Street -- All singing -- Camera TRUCKS BACK as they start forward -- Dorothy looks up to sky -- reacts --

ALL
(sing)
...the day away -- Ha -- ha -- ha --
(etc.)
In the Merry Old Land of Oz! Ha --
ha -- ha --
Ho -- Ho - ho --

MS -- Tin Man -- Scarecrow -- Dorothy and Lion -- crowd in b.g. -- all looking up to sky -- they react --

LION
Who's her? Who's her?

DOROTHY
It's the Witch! She's followed us here!

TIN MAN
Can't that female take no for an answer?

DOROTHY
Oh --

CUE VOICE
S-u-r-r-e-n-d-e-r- Dorothy or die!
W. W. W.

CS -- Two Oz women looking up to sky --

OZ WOMAN
Dorothy? Who's Dorothy?

MCS -- Two Oz Women run to right -- Camera PANS --

OZ WOMAN
The Wizard will explain it!

CS -- Man and Woman looking up to the sky --

MAN
To the Wizard!

MCS-- Oz Man speaks -- others run thru in b.g. --

MAN
To the Wizard!
411 MS -- Tin Man -- Scarecrow -- Dorothy and Lion react --

DOROTHY
Dear, whatever shall we do?

SCARECROW
Well, we'd better hurry if we're going to see the Wizard!

412 LS -- Dorothy and group run out at right -- crowd following --

LAP DISSOLVE TO:

413 LS -- Crowd of Townsfolk moving thru STREET OF OZ -- Camera TRUCKS BACK --

414 LS -- Crowd moving to b.g. to STEPS OF PALACE -- Guard on steps -- speaks and gestures --

GUARD
Here -- here -- here -- wait a minute!  Wait a minute!  Stop - stop - stop!  It's all right!

415 MS -- Guard speaks and gestures -- Camera TRUCKS FORWARD

GUARD
Every -- It's all right! Everything is all right! The Great and Powerful Oz has got matters well in hand - I hope -- So you can all go....

416 LS -- Crowd in STREET in front of Palace -- Guard in f.g. -- speaks to them --

GUARD
...home -- and there's nothing to worry about.

417 MLS -- Dorothy -- Tin Man -- Scarecrow and Lion making their way thru crowd -- Camera PANS them to RIGHT to Guard on steps --

GUARD (O.S.)
Get out of here now -- go on! Go on home -- I - I -- go home.

418 MS -- Dorothy -- Tin Man -- Scarecrow and Lion -- Camera shooting past Guard at right f.g. --

DOROTHY
If you please, sir.

(MORE)

(CONTINUED)
418 CONTINUED:

DOROTHY (CONT'D)
We want to see the Wizard right away --
all four of us.

419 MS -- Guard -- Camera shooting past Dorothy and Group in
f.g. --

GUARD
Orders are -- nobody can see the
Great Oz! Not nobody -- not nohow!

420 MS - Dorothy and Group -- Camera past Guard at sight f.g. -

DOROTHY
Oh, but we must!

421 MS - Guard - Camera PAST Dorothy and Group in b.g. - Guard
speaks and gestures -

GUARD
Orders are - not nobody! Not nohow!

422 MS - Dorothy and group - Camera PAST Guard at RIGHT -

GUARD
He's in conference with himself on
account of this....

423 SC - Guard - Camera shooting past Dorothy -

GUARD
...trouble with the Witch. And even
if he wasn't you wouldn't have been
able to see him anyway on account of
nobody has - not even us in the
Palace!

424 MS - Dorothy - Tin Man - Scarecrow and Lion - Camera
shooting past Guard at right -

DOROTHY
Oh, but -- but please. It's very
important.

LION
And -- and I got a permanent just
for the occasion.

GUARD
Not nobody! Not....
GUARD (O.S.)
...nohow!

GUARD
Pardon me. We've gotta change the guards.

GUARD
Now - what do you want?

DOROTHY AND OTHERS
We want to see the Wizard.

GUARD
Not nobody! Not....

GUARD
...nohow!

TIN MAN
That's what the other man said.

SCARECROW
But she's Dorothy!

GUARD
The Witch's Dorothy? Well -- that makes a difference. Just wait here -- I'll announce you at once.
431 MS -- Guard shoulders his sword -- Camera PANS him to RIGHT -- he exits into Palace --

432 AT THE PALACE GATES -- MCS -- Tin Man, Dorothy, Scarecrow and the Lion as they look o.s. to right, react -- they speak -- The Lion moves away from them and steps up on the terraced garden -- Camera BOOMS FORWARD to left -- he starts to sing --

SCARECROW
Did you hear that? He'll announce us at once! I've as good as got my brain!

TIN MAN
I can fairly hear my heart beating!

DOROTHY
I'll be home in time for supper!

LION
In another hour, I'll be King of the Forest. Long Live the King!

(sings)
If....

433 CS -- The Lion sings --

LION
(sings)
...I were King of the Forest, Not Queen, not Duke, not Prince....

434 MLS -- The Scarecrow, Dorothy and Tin Man group about in front of the Lion as he sings --

LION
(sings)
My regal robes of the forest....

435 CS -- Lion sings -- gestures --

LION
(sings)
Would be satin, and not cotton, and not chintz. I'd command each thing, be it fish or fowl.
436 MCU -- Lion sings --

LION
(sings)
With a woof and a woof, and a royal
growl. As....

437 MLS -- Scarecrow, Dorothy and Tin Man listening to the Lion --

LION
(sings)
...I'd click my heel All the trees
would kneel And the mountains bow
And the bulls kowtow

438 MCU -- Lion -- gestures, grimaces and sings --

LION
(sings)
And the sparrow would take wing 'F --
I...'f -- I...were King!

439 MS - The Guard opens the peep window of the doors and looks
o.S. To f.g. Reacts to the song - Camera TRUCKS FORWARD on
him --

LION (O.S.)
(sings)
Each rabbit would show respect to
me. The chipmunks...

440 MCS -- Lion continues with song -- gestures magnificently as
he concludes --

LION
(sings)
...genuflect to me.
Though my tail would lash
I would show compash
For every underling.
'F -- I...'f -- I --- were King Just
King!....

441 MS - Lion standing in left f.g. as he finishes song --
Scarecrow, Dorothy and Tin Man in front of him -- they bow,
then dance about as they sing -- then kneel down --

ALL
(sing)
Each rabbit would show respect to
him The chipmunks genuflect to him

(CONTINUED)
441 CONTINUED:

SCARECROW
And his wife would be Queen of the May.

442 MCS - Lion -

LION
I'd be monarch of all I survey....

443 LS - Scarecrow, Dorothy and Tin Man bow -- then a carpet is rolled down in front of the Lion -- All come forward as the Camera PULLS BACK -- Dorothy acts as flower girl -- they come forward to royal robe -- it is placed on the Lion, as they turn about, then start back to the throne -- the Tin Man crowns the Lion with a half of a flower pot --

LION
(sings)
Monarch of all I survey....

444 MCU -- Lion sings -- laughs -- speaks --

LION
(sings)
Mah -- hah -- hah -- hah -- hah -- hah -- hah -- ha-narch!

(laughs)
Of all I survey!

445 MLS -- Scarecrow, Dorothy and Tin Man bow before the Lion as he concludes -- Dorothy kneels, speaks -- Lion moves down from the terrace garden and comes forward as the others question him -- Camera TRUCKS BACK to right with them -- Lion starts up the Palace steps --

DOROTHY
Your Majesty, if you were king You wouldn't be afraid of anything?

LION
Not nobody, not nohow!

TIN MAN
Not even a rhinoceros?

LION
Imposserous!

DOROTHY
How about a hippopotamus?

(CONTINUED)
445 CONTINUED:

LION
Why, I'd thrash him from top to bottomamus!

DOROTHY
Supposin' you met an elephant?

LION
I'd wrap him up in cellophant!

SCARECROW
What if it were a brontosaurus?

LION
I'd show him who was King of the Fores'!

ALL
How?

LION
How?

446 MCU -- Lion explains --

LION
Courage! What makes a King out of a slave? Courage!

447 MLS -- Lion explains to Scarecrow, Tin Man and Dorothy

LION
What makes the flag on the mast to wave? Courage!

448 CU - The Guard sticks his head out of the peep window in the gates - looks o.s. To f.g. - Camera TRUCKS FORWARD on him -

LION (O.S.)
What makes the elephant charge his tusk in the misty....

449 MCU -- Lion --

LION
... mist, or the dusky dusk?
What makes the muskrat guard his musk? Courage!
450 MLS -- Scarecrow, Tin Man and Dorothy listening to the Lion --

LION
What makes the sphinx the seventh wonder? Courage! What makes the dawn come up like thunder? Courage! What makes the Hottentot so hot? What puts the "ape" in apricot? What have they got that I ain't got?

451 MCS -- Shooting past the Lion to the Scarecrow, Dorothy and Tin Man -- they all speak --

ALL
Courage!

452 MCU -- Lion speaks, then reacts --

LION
You can say that again! Hah. Huh?!

453 MS -- Tin Man, Dorothy and Scarecrow standing in front of Lion -- All react as the Guard comes forward from b.g. -- ROARS at them -- then enters the palace -- Camera TRUCKS FORWARD as Dorothy begins to cry -- the others try to comfort her --

GUARD
Go on home! The Wizard says go away!

ALL
Go away?

DOROTHY
Oh --

SCARECROW
Looks like we came a long way for nothing.

DOROTHY
Oh -- and I was so happy! I thought I was on my way home!

TIN MAN
Don't cry, Dorothy!

454 CU -- The Guard looks out through the peep window to o.S. g.g. - Camera TRUCKS FORWARD --

TIN MAN (O.S.)
We're going to get you to the Wizard.

(CONTINUED)
454 CONTINUED:

SCARECROW (O.S.)
We certainly are! How? How are we?

455 CS -- Tin Man, Lion and Scarecrow grouped about Dorothy --
Lion and Scarecrow speak -- Dorothy speaks as she sobs --

LION
Would...would it do any good if I
roared?

SCARECROW
Who at?

LION
I don't know.

DOROTHY
Auntie Em was so good to me -- and I
never appreciated it. Running away --
and hurting her feelings.

456 CU -- Dorothy sobs, then speaks to the others o.s. --

DOROTHY
Professor Marvel said she was sick.
She may be dying -- and -- and it's
all my fault!

457 CU -- The Guard, with streams of tears pouring down his
cheeks --

458 CU -- Dorothy sobbing --

DOROTHY
Oh, I'll never forgive myself! Never --
ever -- never!

459 MS -- The Guard looking out window -- he sobs -- speaks --
Camera PULLS BACK to enter Dorothy and her three friends --
the Guard exits from the window -- Dorothy and the others
rise as the gates to palace open -- a long corridor seen in
b.G. -- They start cautiously forward down it -- Camera
TRUCKS FORWARD --

GUARD
Oh, oh -- please don't cry any more.
I'll get you into the Wizard somehow.
Come on. I had an Aunt Em myself
once.
INT. CORRIDOR -- MS -- Camera TRUCKS BACK ahead of the Scarecrow, Lion, Dorothy and Tin Man as they come forward -- They stop at intervals, keep the Lion from running back -- then they tip-toe forward -- react to ECHO --

LION
Wait a minute, fellahs. I was just thinkin'. I really don't want to see the Wizard this much. I better wait for you outside.

SCARECROW
What's the matter?

TIN MAN
Oh, he's just a-scared again.

DOROTHY
Don't you know the Wizard's going to give you some courage?

LION
I'd be too scared to ask him for it.

DOROTHY
Oh, well, then -- we'll ask him for you.

LION
I'd sooner wait outside.

DOROTHY
But why? Why?

LION
Because I'm still scared!

DOROTHY
Oh, come on.

LION
Ohh!

SCARECROW
What happened?

LION
Somebody pulled my tail.

SCARECROW
Oh, you did it yourself!

(CONTINUED)
CONTINUED:

LION
I -- Oh --

SCARECROW
Here -- Come on.

LION
What was that?

DOROTHY
Our echo.

OZ'S VOICE
Tap - tap - tap - tap - What was that - that - that?
Our echo - echo - echo - echo.

MLS - The Lion starts to bolt, but the others grab him - Dorothy speaks as they face down corridor to b.g. - Voice of Oz HEARD -

DOROTHY
Oh, come on - come on! We'll soon find the Wizard!

OZ'S VOICE
The Wizard - The Wizard - The Great and Powerful Wizard of Oz - Oz - Oz-Oz - Oz - Oz - Oz - Oz!

ELS -- Shooting down the corridor to the doors at the end -- they open as the VOICE of Oz BOOMS out --

OZ'S VOICE
The Great Wizard of Oz. Come forward!

MS -- Scarecrow, Lion, Dorothy and Tin Man come forward - the Lion speaks, hides his eyes --

LION
Tell me when it's over! Oh!

ELS -- The four move down the corridor to the b.g. --

LS -- INT. THRONE ROOM -- The Four enter through door at left -- Camera PANS them RIGHT as they move toward center of room -- they react as they see the throne in the b.g. -- Flame and smoke belching forth from the throne --

LION
Oh! Look at that! Look at that! Oh -- Ohhhh -- I want to go home -- I want to go home!
OZ'S VOICE  
I am Oz, the Great and Powerful!

Who are you?

DOROTHY  
I -- If you please, I - I am Dorothy,

...the small and meek. We've come to ask you --

Silence!

...Tin Man!

Ohhhh -- it's me!
97.

476 LS - Throne --

OZ'S VOICE
You dare to come to me for a heart, do you? You clinking, clanking, clattering collection of caliginous....

477 MCU -- Tin Man trembling with fear -- he speaks, then reacts as the Voice BOOMS out -- turns to run --

OZ'S VOICE
...junk!

TIN MAN
Ohhhh -- yes...yes, sir -- Y-Yes, your Honor. You see, a while back, we were walking down the Yellow Brick Road, and --

OZ'S VOICE
Quiet!

TIN MAN
Ohhhhhh!

478 LS -- The Tin Man runs back to Dorothy, Lion and the Scarecrow as flames pour from the throne in b.g. -- the Voice speaks --the Scarecrow almost collapses -- then moves forward and slams in front of the throne --

OZ'S VOICE
And you, Scarecrow, have the effrontery to ask for a brain?

479 MLS -- Scarecrow kneeling in f.g. as the other three watch from the b.g. -- he speaks -- salaams --

OZ'S VOICE
You billowing bale of bovine fodder!

SCARECROW
Y-Yes -- Yes, Your Honor -- I mean, Your Excellency -- I -- I mean -- Your Wizardry!

480 LS -- Throne --

OZ'S VOICE
Enough!
481 MLS -- Scarecrow rises, runs back to Lion, Tin Man and Dorothy --

    OZ'S VOICE
    ...Uh -- And you,....

482 LS -- Throne --

    OZ'S VOICE
    ...Lion!

483 MLS -- Scarecrow, Dorothy, Lion and Tin Man -- the Lion groans with fear as he comes slowly forward --

    DOROTHY AND SCARECROW
    Oh -- Oh -- Ohhhh!

484 LS -- Throne --

485 MCU -- Lion tries to speak -- faints and falls back --

486 MLS -- The Lion falls to the floor -- Dorothy and the others run forward to him --

    DOROTHY
    Oh -- Oh -- Oh!....

487 MCS -- Scarecrow and Dorothy bending over Lion -- Dorothy reacts, turns and speaks as she looks toward the throne o.s. in f.g. --

    DOROTHY
    ...You ought to be ashamed of yourself -- frightening him like that, when he came to you for help!

488 ELS -- Throne --

    OZ'S VOICE
    Silence!....

489 MLS -- The Four -- Dorothy and Scarecrow sit down as they react to Oz's VOICE --

    OZ'S VOICE
    ...Whippersnapper!

490 MLS -- Throne --

    OZ'S VOICE
    The beneficent Oz has every intention of granting....
MCS -- Scarecrow and Dorothy bending over Lion -- the Lion revives, sits up, speaks -- Dorothy starts to pull him up --

**OZ'S VOICE**
...your requests!

**LION**
What's that? What'd he say?

**DOROTHY**
Oh -- Oh, come on.

**LION**
Huh? What'd he say?

MS -- Dorothy helps the Lion to his feet -- the four of them listen as Oz speaks --

**OZ'S VOICE**
But first, you must prove yourselves worthy by performing a very small task.

LS -- Throne --

**OZ'S VOICE**
Bring me the broomstick of the Witch...

MS -- The Four, trembling with fear -- the Tin Man speaks --

**OZ'S VOICE**
...of the West.

**TIN MAN**
B-B-B-B-B-But if we do that, we'll have to kill her to get it!

LS -- Throne --

**OZ'S VOICE**
Bring me her broomstick, and I'll grant your requests.

MS -- The trembling Four -- the Lion starts to speak --

**OZ'S VOICE**
Now, go!

**LION**
But -- but what if she kills us first?

(CONTINUED)
CONTINUED:

OZ'S VOICE

... I ....

MLS -- Throne --

OZ'S VOICE

...said, -Go!

MS -- The Four -- the Lion jumps with fright --

LS -- The Four standing in front of the throne in b.g. -- Camera PANS LEFT with the Lion as he runs out of the throne room and into the corridor --

ELS -- shooting down the length of the corridor -- the Lion comes running forward toward Camera -- Camera PANS LEFT with him as he dives through window to exit --

FADE OUT:

FADE IN -- TRUCKING SHOT of weird trees of the Haunted Forest -- PANS DOWN to sign post --

HAUNTED FOREST

WITCHES CASTLE

1 MILE

I'D TURN BACK IF I WERE YOU!

LAP DISSOLVE TO:

LS -- Dorothy -- Scarecrow -- Tin Man and Lion walking thru FOREST -- they walk forward -- Camera TRUCKS AHEAD of them -- they stop -- look at the sign post --

MCS -- Dorothy -- Scarecrow -- Lion and Tin Man looking at sign -- Lion reads -- nods -- turns to b.g. -- Tin Man and Scarecrow stop him -- the others shake their head -- Camera TRUCKS BACK as they walk forward again -- Lion growling -- they react to NOISE o.s. --

LION

"I'd turn back if I were you."

(growls)

CS -- Two owls on limb of tree --

MS -- Dorothy -- Scarecrow -- Lion and Tin Man react -- Lion runs to b.g. -- Scarecrow and Tin Man catch him -- carry him forward -- he cries --
TIN MAN
From now on, we're on enemy ground.
You should have something to protect
yourself with.

LION
She - she can have my Witch Remover.

DOROTHY
Does it work?

LION
No, but it's wonderful for threatening
with.

DOROTHY
Oh --

SCARECROW
Oh, here - give me that thing!

TIN MAN
Oh - look out.

SCARECROW
You know something?

MCU -- Lion and Scarecrow --

SCARECROW
I believe they're spooks around here.

MCU -- Dorothy and Tin Man --

TIN MAN
That's ridiculous! Spooks --
that's....
511 MCU -- Lion and Scarecrow --

    TIN MAN (O.S.)
    ...silly.

    LION
    Don't you believe in spooks?

512 MS -- Dorothy and group -- Tin Man goes up out of scene --
    others react --

    TIN MAN
    No.  Why only -- Oh --

    DOROTHY
    Oh!  Oh, Tin Man!  Oh!

513 LS -- Dorothy -- Lion and Scarecrow watching Tin Man -- he
    falls to ground in f.g. -- Dorothy and Scarecrow run forward --
    help him up --

    DOROTHY
    Oh -- Oh --

    SCARECROW
    Oh -- are you -- are you all right?

514 CS -- Lion, his eyes closed tight -- speaks --

    LION
    I do believe in spooks, I do believe
    in spooks. I do -- I do -- I do -- I
    do -- I do -- I....

515 MS -- Image of Lion nn Crystal -- Witch and Winged Monkeys
    looking into crystal -- Image of Lion fades out -- Camera
    PANS LEFT as Witch runs around -- goes to Winged Monkeys --
    she speaks to them -- Camera TRUCKS FORWARD -- Winged
    Monkeys fly out -- others flying thru in b.g. -- Camera
    TRUCKS BACK --

    LION
    ...do believe in spooks. I do believe
    in spooks!  I do -- I do -- I do --
    I do -- I do -- I do!

    WITCH
    (laughs)
    You'll believe in more than that
    before I've finished with you.  Take
    your army to the Haunted Forest, and
    bring me that girl and her dog!
    (MORE)
515 CONTINUED:

WITCH (CONT'D)
Do what you like with the others,
but I want her alive and unharmed!
They'll give you no trouble, I promise
you that. I've sent a little insect
on ahead to take the fight out of
them. Take special care of those
ruby slippers. I want those most of
all. Now, fly! Fly! Bring me that
girl and her slippers! Fly! Fly!
Fly!

LAP DISSOLVE TO:

516 LS - Dorothy - Scarecrow - Tin Man and Lion walking forward
thru Haunted Forest - Lion YELLS -

517 MCU - Lion growling - Jitterbug on his nose - he looks down
at it - speaks Camera TRUCKS BACK - Tin Man slaps the bug
away -

LION
What's that? What's that? Take it
away - take it away - Take it away!
(cries)

TIN MAN
Hold still - hold still --

518 MLS - Scarecrow - Dorothy - Tin Man and Lion - Dorothy jumps
as Jitterbug bites her leg - Tin Man speaks - All start
forward - Tin Man YELLS - Dorothy takes bug off his neck -
Bug bites Scarecrow - he jumps in the air - falls to ground -
jumps up again - Camera PANS the Four to RIGHT - they react
to quivering Trees and NOISE - Camera TRUCKS BACK - Dorothy
and others tremble and move about as they sing -

DOROTHY
Oh! Something bit me, too!

TIN MAN
Now come on - you're acting silly --
(yells)

SCARECROW
Oh, come on now - everybody --
(yells)

DOROTHY
(sings)
Did you just hear what I just heard?

(CONTINUED)
518 CONTINUED:

LION
(sings)
That noise don't come from no ordinary bird.

DOROTHY
It may be just a cricket Or a critter in the trees.

TIN MAN
It's giving me the jitters In the joints around my knees.

519 CS - Scarecrow and Tin Man - Camera PANS to RIGHT to Lion and Dorothy - each sing -

SCARECROW
Oh, I think I see a jijik And he's fuzzy and he's furry I haven't got a brain But I think I ought to worry!

TIN MAN
I haven't got a heart But I got a palpitation.

LION
As Monarch of the Forest I don't like the situation.

DOROTHY
Are you gonna stand around And let 'em fill us full of horror?

LION
I'd like to roar 'em down -- But I think I lost my roarer.

520 LS - Dorothy - Lion - Scarecrow and Tin Man running around - the tree quivering -

521 MS - Scarecrow - Tin Man - Lion and Dorothy huddled together - looking o.s. -

TIN MAN
It's a whozis.

SCARECROW
It's a whozis?

LION
It's a whatzis.

(CONTINUED)
521 CONTINUED:

TIN MAN
It's a whatzis?

LION
Whozat?

TIN MAN
Whozat?

SCARECROW
Whozat?

522 MCS - Scarecrow - Tin Man - Lion and Dorothy - Dorothy steps forward - sings - Camera PANS RIGHT as she dances back near Lion -

DOROTHY
Whozat? Who's that hiding In the
tree top? It's that rascal The Jitter
Bug. Should you catch him Buzzin'
round you Keep away from The Jitter
Bug! Oh, the bats....

523 MS - Scarecrow - Tin Man - Lion and Dorothy - Dorothy singing - Camera PANS - TRUCKS BACK as all dance -

DOROTHY
...and the bees
And the breeze in the trees
Have a terrible, horrible buzz.
But the bats and the bees
And the breeze in the trees
Couldn't do what the Jitter Bug does.
So be careful Of that rascal
Keep Away from --

SCARECROW - TIN MAN AND LION
-- The Jitter Bug!
Oh, The Jitter -
OH, THE BUG
Oh, the Jitter -

ALL
Bug-bug-a-bug-bug-bug-bug-a-boo!
MS - Lion runs over by tree - tree catches hold of Lion's tail - Scarecrow Runs in - releases Lion - tree grabs Scarecrow - he finally gets free - Camera PANS LEFT as Scarecrow runs over to Dorothy held by another tree - Tin Man starts to chop at tree - Limb of tree hits him over the head - Tin Man staggers - throws axe o.s. - Lion enters - Camera TRUCKS as the four dance -

ALL
In a twitter In the throes

SCARECROW
Oh, the critter's Got me dancin' on
a thousand toes.

TIN MAN
Thar she blows!

LS - Dorothy and Group dancing - Trees of the forest moving in rhythm -

MS - Lion and Tin Man dancing -

SC - Lion and Tin Man dancing -

LS - Tin Man - Lion - Dorothy and Scarecrow dancing -

MLS - The Four dancing -

ELS - The army of Winged Monkeys flying over Haunted Forest -

MLS - Dorothy and Group dancing - look up o.s. - react -

ELS -- The army of Winged Monkeys flying over Haunted Forest --

MLS -- Dorothy and Group react -- run to b.g.--

LS -- The Winged Monkeys fly down into forest -- Camera PANS RIGHT as they fly down near Dorothy and group running to b.g. --

LS -- The Winged Monkeys landing -- run out at right --

ELS -- Shooting DOWN as the Winged Monkeys land -- Dorothy and group exit far b.g. --

LS -- The Winged Monkeys capturing the group -- Dorothy runs out right --
538 MLS -- The Winged Monkeys running after Dorothy -- Camera PANS RIGHT --

539 LS -- Dorothy runs forward -- two Winged Monkeys after her -- they exit right f.g. --

540 MLS -- Tin Man swinging axe at the Winged monkeys --

TIN MAN
Go away now!

541 MLS -- Winged Monkeys tromping on the Scarecrow --

SCARECROW
Help! Help!

542 MS - Lion in center of group of monkeys - he doubles his fists - speaks -- Monkey in tree hits him over the head with axe --

LION
Why, I'll -- Foul! Foul!

543 LS -- Two Winged Monkeys running to b.g. with Dorothy - they swoop up into the air -- exit upper b.g. --

544 MCS -- Toto runs forward -- looks up o.s. -- BARKS --

545 ELS -- Two Winged Monkeys carrying Dorothy -- Flying to right over haunted forest --

546 MCS -- Toto BARKING -- Winged Monkey picks him up -- Camera PANS RIGHT as he flies out with Toto --

547 ELS -- Army of Winged Monkeys flying to right over the Haunted Forest --

548 MLS -- The Winged Monkeys tearing Scarecrow apart -- Scarecrow yells -- the Winged Monkeys exit right -- Tin Man and Lion enter -- Camera TRUCKS FORWARD on them as Lion and Tin Man try to put Scarecrow together --

SCARECROW
Help! Help! Help! Help! Help!

TIN MAN
Oh! Well, what happened to you?

SCARECROW
They tore my legs off, and they threw them over there! Then they took my chest out, and they threw it over there!

(CONTINUED)
TIN MAN
Well, that's you all over.

LION
They sure knocked the stuffings out of you, didn't they?

SCARECROW
Don't stand there talking! Put me together! We've got to find Dorothy!

TIN MAN
Now, let's see -- this goes -- Oh, I wish I were better at puzzles.

LION
Wait a minute. This is the left one. He walks bad enough already.

TIN MAN
Oh, poor Dorothy. We may never see her again.

SCARECROW
Who do you suppose they were? And where did they take her? A fine thing -- to go to pieces at a time like this!

TIN MAN
Now, now, don't fret.

SCARECROW
Oh, dear, dear.

TIN MAN
We'll get you together!

LAP DISSOLVE TO:

CS -- Toto in Witch's lap -- Camera TRUCKS BACK -- Witch rises -- Nikko standing at right -- Witch puts Toto in basket -- Dorothy at left f.g. crying -- Witch turns to Dorothy -- speaks to her -- Nikko carries Toto to b.g. -- Dorothy goes over to Nikko --

WITCH
What a nice little dog! And you, my dear. What an unexpected pleasure! It's so kind of you to visit me in my loneliness.
DOROTHY
What are you going to do with my dog? Give him back to me!

WITCH
All in good time, my little pretty -- all in good time.

DOROTHY
Oh, please give me back my dog!

WITCH
Certainly -- certainly -- when you give me those slippers.

DOROTHY
But the Good Witch of the North told me not to.

WITCH
Very well! Throw that basket in the river and drown him!

DOROTHY
No! No -- no! Here -- you can have your old slippers -- but give me back Toto.

WITCH
That's a good little girl. I knew you'd see reason.

Witch jumps back -- Dorothy reacts -- Witch looks at her -- hands --

WITCH
Ahh! Ah!

DOROTHY
I'm sorry. I didn't do it! Can I still have my dog?
CONTINUED:

WITCH
No! Fool, that I am! I should have remembered -- those slippers will never come off, as long as...

DOROTHY
What are you gonna do?

WITCH
What do you think I'm going to do? But that's not what's worrying me -- it's how to do it. These things must be done delicately....

DOROTHY
Run, Toto, run!

WITCH
Catch him, you fool!

Toto jumps -- (Guards yell)
563  MS -- Toto jumps down among rocks --
    DOROTHY (O.S.)
    Run, Toto, run!

564  MLS -- Guards throwing spears o.s. -- all YELLING --

565  MLS -- Toto running to b.g. -- spears fall around him --
    Toto runs up among rocks in b.g. --
    DOROTHY (O.S.)
    Run, Toto, run!

566  MCU -- Dorothy crying -- speaks --
    DOROTHY
    He got away!  He got away!

567  MCS -- Dorothy and Witch -- Camera TRUCKS FORWARD on them --
    Witch speaks to Dorothy -- Camera TRUCKS as Witch hurries to
    b.g. --
    WITCH
    Ohhh!  Which is more than you will!
    Drat you and your dog!  You've been
    more trouble to me than you're worth,
    one way or another -- but it'll
    soon be over now!

568  MCS -- Witch picks up huge hour glass -- turns it over --
    speaks --
    WITCH
    Do you see that?  That's how much
    longer you've got to be alive!  And
    it isn't....

569  CU -- Dorothy crying --
    WITCH (O.S.)
    ...long, my pretty!  It isn't long!

570  CS -- Witch looks o.s. -- speaks -- Camera PANS as she runs
    to b.g. --
    WITCH
    I can't wait forever to get those
    shoes!

571  CU -- Dorothy crying -- exits left --
572 MS -- Dorothy -- Camera PANS her LEFT -- she crosses --
looks at hour glass --

573 CU -- Hour Glass--

LAP DISSOLVE TO:

574 ELS - Toto jumping down rocky edge of mountains - (Toto
barking)

LAP DISSOLVE TO:

575 MLS - Toto runs forward - looks o.s. - BARKS - exits left
f.g. -

576 MS -- EXT. HAUNTED FOREST -- the Lion and the Tin Man put
the Scarecrow back together -- they speak -- then react,
look off to right as they hear Toto barking o.s.

TIN MAN
There. Now, that's the best we can
do without any pins.

LION
Yeah --

SCARECROW
Oh, don't worry about me. I'm all
right. We must worry about Dorothy.

TIN MAN
But how can we find her? We don't
even know where she is. Look!
There's....

577 LS -- Toto comes running forward through forest -- Camera
PANS him LEFT to the Tin Man, Lion and Scarecrow --

TIN MAN (O.S.)
...Toto! Where's he come from?

578 CU -- Toto barks at the three o.s. in f.g. --

579 CS -- Lion, Scarecrow and Tin Man react, speak --

SCARECROW
Why, don't you see? He's come to
take us....
MLS -- The Tin Man, Scarecrow and Lion react, rise -- Toto barks, leads them as they run down trail to right b.g. -- Camera PANS with them --

SCARECROW
...to Dorothy!

TIN MAN
Oh --

SCARECROW
Come on, fellows!

LAP DISSOLVE TO:

INT. TOWER ROOM -- CLOSE ON the hour glass on the table -- Camera PULLS BACK to reveal Dorothy standing by the table as she watches the sand run through the glass -- she looks about desperately --

LAP DISSOLVE TO:

ELS -- The Tin Man, Scarecrow and Lion making their way over rocky hillside -- Toto barks as he waits for them

LAP DISSOLVE TO:

CU -- Toto makes his way over top of the rocks -- BARKS -- exits out to right --

MS -- The Lion, Tin Man and Scarecrow struggling up the rocks -- the Tin Man slips --

ELS -- The Tin Man slips off the side of the rocks -- hangs to the Lion's tail to keep from falling -- the Scarecrow tries to help him --

LION
Oh -- Oh -- Oh -- I....

MS -- the Tin Man hanging to Lion's tail -- they speak -- Scarecrow tries to get up to help them both --

LION
...I -- I -- I hope my strength holds out.

TIN MAN
I hope your tail holds out. Oh --

LAP DISSOLVE TO:
CU - The Hour Glass - more sand in the bottom -

MCS - IN. TOWER ROOM - Dorothy watching the hour glass - Camera PANS with HER as she runs to the door, tries it - then runs to another door - finds that locked, also - Camera TRUCKS FORWARD slightly as she sobs, then turns and comes slowly forward as the Camera PULLS BACK to left with her - she begins to sing - Camera PANS her RIGHT as she sits, sobbing, by the crystal of the Witch -

DOROTHY
(sings)
Someday, I'll wake and rub my eyes
And in that land beyond the skies
You'll find me ----

CU -- Toto makes his way over the top of the rocks and exits out to right -- The Lion's head appears, followed by that of the Tin Man and Scarecrow -- they look o.s. to f.g. -- Lion points, speaks --

LION
What's that? What's that?

MCU -- Tin Man, Lion and Scarecrow peering over the rocks, they speak -- Lion reacts as he watches down o.s. to f.g. --

SCARECROW (O.S.)
That's the castle of the Wicked Witch!
Dorothy's in that awful place!

TIN MAN
Oh, I hate to think of her in there.
We've got to get her out.
(cries)

SCARECROW
Don't cry now. We haven't got the oil-can with us and you've been squeaking enough as it is.

LION
Who's them? Who's them?

ELS -- The Witch's Winkies marching about in the Castle Courtyard --

MCU -- Tin Man, Lion and Scarecrow peering over the rocks -- they speak -- the Lion tries to turn back, but others grab him, push him forward --

SCARECROW
I've got a plan how to get in there.

(CONTINUED)
LION
Fine. He's got a plan

SCARECROW
And you're going to lead us.

LION
Yeah. Me?

SCARECROW
Yes, you.

LION
I -- I -- I -- I -- gotta get her outta there?

SCARECROW
That's right.

LION
All right, I'll go in there for Dorothy -- Wicked Witch or no Wicked Witch -- guards or no guards -- I'll tear 'em apart.

   (growls)
I may not come out alive, but I'm going in there. There's only one thing I want you fellows to do.

SCARECROW AND TIN MAN
What's that?

LION
Talk me out of it.

TIN MAN
No, you don't.

SCARECROW
Oh, no!

LION
No? Now, wait a minute.

TIN MAN
You don't neither --

SCARECROW
Up!
CONTINUED: (2)

LION

Now...

LAP DISSOLVE TO:

CU -- Hour glass --

CS -- INT. TOWER ROOM -- Dorothy sobbing against the Witch's throne -- she cries out -- Camera PULLS BACK to right to enter the crystal -- Auntie Em's image appears as she calls for Dorothy -- Dorothy reacts, looks into the crystal -- Auntie Em fades out and the Witch fades in -- she mocks Dorothy -- Camera TRUCKS FORWARD to CU of Witch, then UP TO LEFT to Dorothy as she draws away from the crystal -- sobs --

DOROTHY
I'm frightened, I'm frightened, Auntie Em -- I'm frightened!

AUNTIE EM
Dorothy -- Dorothy -- where are you?
It's me -- it's Auntie Em. We're trying to find you. Where are you?

DOROTHY
I -- I'm here in Oz, Auntie Em. I'm locked up in the Witch's castle....and I'm trying to get home to you, Auntie Em! Oh, Auntie Em, don't go away! I'm frightened! Come back! Come back!

WITCH
Auntie Em -- Auntie Em -- come back!
I'll give you Auntie Em, my pretty!
(laughs)

LAP DISSOLVE TO:

MS -- Lion, Scarecrow and Tin Man and Lion moving along among the rocks -- they stop -- Camera STARTS FORWARD --

CU -- Toto BARKS --

MCS -- Scarecrow quiets Toto -- then Camera PANS UP over the Scarecrow, Lion and Tin Man as three Winkie Guards appear over the rocks in b.g. -- Camera BOOMS back as they start forward toward the three, who are whispering together --

SCARECROW
Sssh -- Toto -- be quiet -- (etc.)
598 MCS -- Scarecrow, Lion and Tin Man whispering together -- the Lion looks around, sees the Winkies in back of them Camera BOOMS BACK as the Lion tries to speak -- but is speechless with fright -- the Guards jump forward, seize the three and they disappear behind the rocks -- legs and arms seen as they fight --

599 CU -- Hour Glass --

600 MLS- INT. TOWER ROOM -- Dorothy trying to open one of the doors -- Camera TRUCKS FORWARD --

601 MCS -- Tin Man, Scarecrow and Lion enter up from behind the rocks -- all are dressed in Winkie Guard uniforms -- they speak --

SCARECROW
Whew! That wasn't my plan - but something happened, didn't it?

TIN MAN
You put up a great fight, Lion.

SCARECROW
Yeah --

TIN MAN
I don't know what we'd have done without you.

LION
Hah. I - I must have bitten you a couple of times.

602 MLS -- Winkie Guards marching about in the Castle courtyard --

603 MCS -- Lion, Tin Man and Scarecrow watching from the rocks -- they speak -- come forward behind the rocks as the Camera TRUCKS BACK with them --

SCARECROW
Come on -- I've got another idea.

LION
Do -- do you think it'll be polite -- dropping in like this?

TIN MAN
Come on -- come on.
604 LS -- The Winkies marching into the castle -- the Tin Man, Lion and Scarecrow join the end of the line, the Lion in the rear -- as they march toward the castle, the Lion has trouble keeping his tail under the uniform -- Camera TRUCKS FORWARD as they enter the castle, Toto following -- the drawbridge is pulled up --

605 LS - INT. ENTRANCE HALL OF CASTLE - Camera shooting down from HIGH SET-UP as the Winkies march into the hall - Camera BOOMS DOWN on the file to Scarecrow, the Tin Man, and the Lion, who are at the end of the file

606 CU - Hour Glass -

607 MCS - INT. TOWER ROOM - Dorothy seated on steps near the crystal - she sobs -

608 INT. HALLWAY -- LS -- The Lion, Scarecrow and Tin Man duck back into a recess in the wall -- the rest of the Winkies continue on to exit --

TIN MAN
Where do we go now?

LION
Yeah.

609 CS -- Toto BARKING on steps -- he turns, starts up them CS -- Lion, Tin Man and Scarecrow -- Scarecrow points o.s., speaks -- he exits --

SCARECROW
There!

610 LS -- Toto runs up the stairs from the hall as the Lion, Scarecrow and Tin Man run forward from b.g. and start up the stairs after Toto --

611 UPPER HALLWAY -- LS -- Toto runs in from left -- Camera PANS RIGHT slightly as he runs to door and starts to scratch at it -- the three rescuers enter -- Camera TRUCKS FORWARD as they speak --

SCARECROW
Wait! We'd better make sure.
Dorothy, are you in there?

612 MS -- INT. TOWER ROOM -- Dorothy standing by window -- she reacts to hearing Lion o.s. -- Camera PANS, TRUCKS with her as she runs to the door -- YELLS --

LION (O.S.)
It's us!

(CONTINUED)
CONTINUED:

DOROTHY
Yes, it's me! She's locked me in!

DOROTHY
Oh, I knew you'd get here in time!

LION
Listen, fellows. It's her. We gotta get her out! Open this door!

LION (O.S.)
Open the door! Open....

LION
...the door! Open the door! Open the door! Open the door! Open the door!

TIN MAN
Don't push!

SCARECROW
Stop pushing!

LION
Oh - I was only trying to help. Ohhh!

DOROTHY
Oh, hurry -- please hurry!

DOROTHY (O.S.)
The hour glass is almost emp-....

DOROTHY
...ty!

(CONTINUED)
CONTINUED:

TIN MAN (O.S.)
Stand back!

MS - INT. HALLWAY - The Lion, Tin Man and Scarecrow remove their Winkie outfits - Tin Man starts to chop in the door -

CS -- INT. ROOM -- Dorothy steps back from the door as it is chopped in -- Camera PANS RIGHT --

MS -- INT. HALLWAY -- The Tin Man chopping the door down

MCS -- INT. ROOM -- Dorothy anxiously watching -- she looks at the hour glass o.s. --

CU -- Hour glass -- not much sand remaining --

MCS -- Dorothy reacts --

MLS - INT. HALLWAY - Scarecrow and Lion in f.g. watch as the Tin Man breaks the door in -

MCS -- INT. ROOM -- Dorothy Reacts, Rushes To Left -- Camera Pans --

MLS -- INT. HALLWAY -- Dorothy rushes out the door of room -- greets the Tin Man, Lion, Scarecrow and Toto -- Camera TRUCKS FORWARD -- they rush out to left -- PAN LEFT --

DOROTHY
Oh -- Oh -- Oh! Toto -- Toto!

LION
Did they hurtcha?

DOROTHY
Lion, darling -- I knew you'd come!

TIN MAN
Dorothy!

DOROTHY
I knew you would!

SCARECROW
Hurry -- we've got no time to LOSE!

INT. ENTRANCE HALL -- Camera shooting up from side of stairs --
LS -- Dorothy, Lion, Tin Man, and Scarecrow enter at top of stairs -- Camera PANS WITH THEM as they run down the stairs -- they rush toward the entrance, but the huge doors swing shut in front of them --

MS -- The Four hammer at the door -- then react, turn and look up to right f.g. as the Witch speaks o.s. -- Camera TRUCKS FORWARD --

DOROTHY
Oh!

WITCH (O.S.)
Going so soon? I wouldn't....

CS -- Witch and Nikko looking down from the top of stairs --

WITCH
...hear of it. Why, my little par-

MCS -- Scarecrow, Tin Man, Dorothy and the Lion by the door --

WITCH (O.S.)
...ty's just beginning!

MLS -- Witch and Nikko at top of stairs -- she laughs -- Camera PANS DOWN to reveal the Winkies rushing into the entrance hall --

MCS -- Scarecrow, Tin Man, Dorothy and Lion huddled by door -- the Lion speaks --

LION
Trapped! Trapped like mice -- er -- rats!

MLS - The Winkies advancing -

MCS - The Four huddled by door - Tin Man speaks to Lion, who tries to ROAR -

TIN MAN
Go ahead - do something! Roar! Roar!

MCS - The Winkie Guards advance with a menacing ROAR -

MCS - The Four huddled against door - the Lion reacts, speaks -

LION
What good'll it do us?
ELS -- Shooting DOWN from the TOP OF THE HALL, past the Witch on landing in f.g. to the Winkies advancing to the four huddled against the door -- the Winkies ROAR --

CS -- Witch and Nikko looking down from the top of stairs -- she YELLS down to her Winkies --

WITCH
That's right. Don't hurt them right away. We'll let....

MCU - Dorothy backed against the door - Toto in her arms - tears flowing down her cheeks -

WITCH (O.S.)
...them think about it a little, first!

MS -- The Winkies growl as they shove out their spears

CU -- Toto in Dorothy's arms -- he growls at the Winkies o.s. --

CU -- Scarecrow looks up o.s. --

WITCH (O.S.)
How does it feel....

MS -- What the Scarecrow sees: Camera PANS UP ALONG THE ROPE that holds the huge candelabra up over the hall --

WITCH (O.S.)
...my little visitor?

CU -- Scarecrow looking about up o.s. -- Camera PANS, PULLS BACK as he steps over to where the rope is fastened to the wall --

WITCH (O.S.)
Can you imagine what I'm going to do to you?

MCS -- The Witch picks up the hour glass -- hurls it down o.s. as she laughs --

ELS -- FULL SHOT of the ENTRANCE HALL as the hour glass crashes to the floor below -- bursts into a cloud of flame and smoke --

LION (O.S.)
Here we go, boys!
650 MCS - The Scarecrow seizes the Tin Man's axe and chops the candelabra rope with it --

DOROTHY
Oh!

651 ELS -- HIGH ANGLE from above the candelabra as the huge chandelier crashes down on the Winkies below --

DOROTHY
Oh!

652 CS -- The Witch screams down to her Winkies --

WITCH
Seize....

653 MLS -- Shooting past the Winkies in the f.g. as they struggle under the candelabra to the Scarecrow, Lion, Tin Man and Dorothy as they run out of hall -- Camera PANS LEFT --

WITCH (O.S.)
...them! Stop them, you fools!

654 MLS -- The Witch rushes forward down the stairs -- yells at her Winkies -- Camera PANS her down the stairs, then she leads the Winkies out of the hall --

WITCH
They've gotten away! Stop them! Stop them!

655 INT. CORRIDOR -- as the Witch and Winkies pass out of shot, Dorothy and her friends peer out from behind a recess, then run back into the hall as they exit left LS - The four rush back into the hall - Camera TRUCKS BACK to LEFT - they look about - the Scarecrow speaks --

SCARECROW
It's no use trying the doors again!
Which room is it?

656 MLS - The Winkies running back through the corridor -

657 MLS - Dorothy, Scarecrow, Lion, Tin Man react as they hear the Winkies approaching - Camera PANS LEFT as they start up the stairs -

LION
They're coming back!

DOROTHY
Ohhh!

(Continued)
657 CONTINUED:

SCARECROW
Oh - upstairs, quickly!

TIN MAN
Go on!

658 MLS -- The Witch comes running back into the hall -- her Winkies right behind her -- she gives them orders -- the Guards separate --

WITCH
There they go! Ah -- now we've got them! Half you go that way -- half you go that way!

659 ELS -- Camera shooting up to the Lion, Tin Man and Scarecrow just disappearing at the top of stairs --

WITCH (O.S.)
Hurry! Hurry! Go!

660 MLS -- The Witch hits her Guards with her broomstick in an effort to speed them up -- Camera PANS LEFT slightly as they rush up the stairs --

WITCH
Go! Go! (etc.)

661 ELS -- Ext. Battlements -- Scarecrow, Dorothy, Lion and Tin Man run down the steps from the tower in the b.g. -- they run along the battlement to exit left --

662 LS -- The Foursome running forward along battlement -- they stop -- YELL -- then Camera BOOMS RIGHT with them as they run along toward second tower -- they stop, Dorothy SCREAMS --

LION
Where -- where do we go now?

SCARECROW
This way! Come on!

663 ELS -- A Group of Winkies coming out of the tower at the head of steps in b.g. -- they roar menacingly --

664 LS -- Scarecrow, Tin Man, Lion and Dorothy run along battlement to left as Camera BOOMS with them --
LS — The other group of Winkies appears in the other tower — they mumble — charge forward —

LS — One Group of Winkies charges down the steps in the f.g. as we see the other group come forward along the battlement in b.g. — Camera BOOMS to LEFT —

LS — IN. HALL — Scarecrow, Dorothy, Tin Man and the Lion rush down the hall to b.g. — are confronted by Winkies — Dorothy SCREAMS — more Winkies rush in from left f.g., trapping the four —

MCS — The Four — they react as they look o.s. to f.g. — Dorothy SCREAMS — they turn, run back —

LS — IN. TOWER — The Four run to left as Winkies pour in from right — to other Winkies enter from left — Dorothy screams as they are captured — Camera PANS RIGHT as they back up against the table in f.g. — Winkies surround them —

MLS — The Witch enters in b.g. — Comes forward to her Winkies in f.g. — Camera PULLS BACK as she comes up to Scarecrow, Dorothy and the Tin Man — she speaks to them —

WITCH
Well — ring around the rosy — a pocket full of spears! Thought you'd be pretty foxy, didn't you? Well, I'm going to start in on you right here — one after the other!

CS — Tin Man, Dorothy and Scarecrow — Lion hiding behind the Tin Man — all tremble with fear —

WITCH (O.S.)
And the last to go will see the first three go before her! And your mangy little dog, too!

MCU — Witch smiles as she looks up o.s. — Camera PANS UP as she holds her broom up to the torch on wall —

CS — The Four react with fear —

MCU — The broomstick catches fire — Camera PANS DOWN to the Witch as she lowers it — speaks —

WITCH
How about a little fire, Scarecrow?
675  CS -- Lion, Tin Man, Dorothy and Scarecrow -- all react as the broom is thrust into the scene and catches the Scarecrow's arm on fire -- he shouts, Dorothy screams -- Dorothy picks up a bucket as the Camera PULLS BACK, throws the water on Scarecrow --

SCARECROW
No -- No -- No -- No!

DOROTHY
Ohh! OHH! OHH!

SCARECROW
Help! I'm burning! I'm burning! I'm burning! Help! Help! Help!

676  MS -- Dorothy throwing water at Scarecrow -- some of it hits the Witch in the face -- Tin Man standing at left with the Lion --

SCARECROW
Help!

677  MCU -- The water hits the Witch in the face --

678  MS -- The Witch screams as the water hits her -- Tin Man, Lion, Dorothy and Scarecrow look at her --

679  MLS -- The Lion, Tin Man, Dorothy and Scarecrow watch the Witch as she screams and melts away -- Camera shooting past Winkies in the f.g. -- the Witch curses as she disappears, finally only her cloak and hat remain on the floor -- her voice fades away --

WITCH
Ohhh -- you cursed brat! Look what you've done! I'm melting! Melting! Oh -- what a world -- what a world! Who would have thought a good little girl like you could destroy my beautiful wickedness!? Ohhh! Look out! Look out! I'm going. Ohhhh! Ohhhhhhh....

680  SC -- Lion, Tin Man, Dorothy and Scarecrow looking down o.s. amazed --

681  SC -- Shooting down to the Witch's cloak and hat smoldering on the floor -- Toto enters from left and sniffs at them -- Camera PULLS BACK slightly as Nikko enters, growls --
682 SC -- Leader of Winkies speaks to the Four o.s. in f.g. --
other Winkies in b.g. --

LEADER
She's....she's....dead! You've killed her!

683 SC -- Lion, Tin Man, Dorothy and Scarecrow react -- Dorothy speaks, points to the Scarecrow --

DOROTHY
I -- I didn't mean to kill her....really I didn't! It's...it's just that he was on fire!

684 MLS -- The Four standing in front of the Winkies -- the Leader turns to the others and speaks -- the Winkies kneel as they hail Dorothy --

LEADER
Hail to Dorothy! The Wicked Witch is dead!

WINKIES
Hail! Hail to Dorothy -- The Wicked Witch is dead!

685 SC -- Dorothy, with Tin Man, Lion and Scarecrow in back of her -- she speaks --

DOROTHY
You mean, you're...you're all happy about it?

686 SC -- The Leader raises up his head -- speaks to Dorothy o.s. in f.g. -- other Winkies in back of him --

LEADER
Very happy - now she won't be able to hit us with a broom....

687 SC -- Dorothy, with Lion, Tin Man and Scarecrow in back of her -- Dorothy turns to the Tin Man --

LEADER (O.S.)
...anymore!

DOROTHY
The broom!
MLS -- The Leader gives the broom to Dorothy as the Scarecrow, Lion and Tin Man react with joy -- Camera TRUCKS FORWARD as Dorothy speaks to them -- the Winkies speak -- they sing -- Dorothy and her friends dance about, then exit out to b.g. --

DOROTHY
May we have it?

LEADER
Please! And take it with you!

DOROTHY
Oh -- thank you so much! Now we can go back to the Wizard and tell him the Wicked Witch is dead!

LEADER
The Wicked Witch is dead!

ALL
The Wicked Witch is dead! The Wicked Witch is dead!
Hail - Hail - the Witch is dead.
Hail - Hail - the Wicked Witch is dead.
Hail - Hail - the Witch is dead
Which old Witch? - the Wicked Witch....

ALL

LAP DISSOLVE TO:

ELS - IN EMERALD CITY - Streets are thronged with people -- the procession enters from b.g., led by a band --

ALL
(sing)
Hail - hail - the Wicked Witch is dead!

MLS - The Band marching along the crowded streets -- they turn, exit out to left f.g. --

ALL
(sing)
Ding Dong! The Witch is dead.
Which old Witch? The Wicked Witch!
Ding Dong! The Wicked Witch is dead!
ELS - The Procession comes forward through the crowded streets - surrounded by flower girls are Dorothy, the Tin Man, Lion and Scarecrow - the Scarecrow is carrying the Witch's broomstick -

ALL
(sing)
Wake up, you sleepy head Rub your eyes Get out of bed Wake up, the Wicked Witch is dead!

MS - Camera TRUCKS BACK with the Tin Man, Lion, Dorothy and the Scarecrow as they come forward through the singing crowds - they wave, smile, etc. -

ALL
(sing)
She's gone where the Goblins go Below -- below -- below! Yo ho, let's open....

LS - The Procession passes girls lined up in front of the palace - the four pass along in front of them at left - all wave greetings -

ALL
(sing)
...up and sing And ring the bells out. Ding Dong! The merry-oh Sing it high Sing it....

ELS - FULL SHOT of the area in FRONT OF PALACE - the Procession files around in it to the right -

ALL
(sing)
...low. Let them know The Wicked Witch is dead! Ding Dong! The Witch is dead. Which old....

ELS - Camera BOOMS BACK to LEFT with the Procession as it comes forward -

ALL
(sing)
...witch? The Wicked Witch Ding Dong! The Wicked Witch is dead!
ELS - Camera PANS RIGHT with the Procession as it marches toward the palace - Camera BOOMS AROUND to one of the huge crystals as the Tin Man, Dorothy, Scarecrow and Lion enter through the palace gates -

ALL

(sing)
Wake up, you sleepy head.
Rub your eyes -
Get out of bed.
Wake up, the Wicked Witch is dead.
She's gone where the Goblins go -
Below - below - below.
No ho, let's open up and sing
And ring the bells out.
Ding Dong! The merry-oh
Sing it high --

LAP DISSOLVE TO:

INT. THRONE ROOM -- LS -- Throne -- Oz's voice BOOMS out as the Camera PULLS BACK to reveal the Scarecrow, Dorothy, Lion and Tin Man standing in front of it --

OZ'S VOICE
Can I believe my eyes? Why....

MLS -- The Four trembling with fear -- Camera PULLS BACK as Dorothy comes forward with the broomstick and places it on the steps to throne -- she speaks --

OZ'S VOICE
...have you come back?

DOROTHY
Please, sir. We've done what you told us. We've brought you the broomstick of the Wicked Witch of the West. We melted her.

OZ'S VOICE
Oh....

MLS -- Throne --

OZ'S VOICE
...you liquidated her, eh? Very....
131.

700 MS -- Dorothy smiling, with the Tin Man, Lion and the Scarecrow in back of her also looking pleased -- she speaks -- they react as Oz speaks --

OZ'S VOICE
...resourceful!

DOROTHY
Yes, sir. So we'd like you to keep your promise to us, if you please, sir.

OZ'S VOICE
Not so fast! Not....

701 MLS -- Throne --

OZ'S VOICE
...so fast! I'll have to give the matter a little thought. Go away and come back tomorrow!

702 MS -- Dorothy, with her three friends behind her -- she reacts, speaks -- the Tin Man and the Lion put in a word for her --

DOROTHY
Tomorrow? Oh, but I want to go home now.

TIN MAN
You've had plenty of time already!

LION
Yeah!

703 MLS -- Throne --

OZ'S VOICE
Do not arouse the wrath....

704 MCU -- Toto at Dorothy's feet -- Camera PANS RIGHT with him as he runs to a curtain that hangs near the throne steps --

OZ'S VOICE
...of the Great and Powerful Oz! I said -- come back tomorrow!
MS -- The Four -- Dorothy speaks as she looks o.s. To right f.G. -- Camera PULLS BACK to right to enter the curtain where Toto ran in the b.G. -- It shakes as Toto starts to pull it back --

DOROTHY
If you were really great and powerful, you'd keep your promises!

OZ'S VOICE
Do you presume to criticize the....

MLS -- Toto pulls back the curtain to reveal the Wizard at the controls of the throne apparatus -- his back to the Camera

OZ'S VOICE
...Great Oz? You ungrateful creatures!

MLS -- The Four react with fear -- Scarecrow looks o.s. to right -- points for Dorothy --

OZ'S VOICE
Think yourselves lucky that I'm....

LS -- Shooting past the Four at left to the Wizard at the controls of the throne apparatus -- the Four react as they see him after Dorothy calls their attention to him --

OZ'S VOICE
...giving you audience tomorrow, instead of....

MS -- The Wizard at the controls -- his back to Camera -- he speaks into the MICROPHONE -- he turns, looks o.s. to f.g. and sees that the curtain is gone -- reacts and turns back to the controls --

OZ'S VOICE
...twenty years from now. Oh -- oh oh! The Great Oz has spoken! Oh -- Oh ---....

LS -- Shooting past the Four at left to the Wizard as he pulls back the curtain --

OZ'S VOICE
... Oh .... Oh ....
The Wizard peers out from behind the curtain -

Tin Man, Lion, Dorothy and Scarecrow react as they look at the Wizard o.s. to right - Dorothy speaks

DOROTHY
Who are you?

MCU - The Wizard peering out from curtain - he ducks back out of sight and his voice BOOMS out again -

OZ'S VOICE
Oh - I - Pay no....

LS -- Shooting past the Four at left to the Curtain in b.g. -- Dorothy goes over to it and starts to pull it aside --

OZ'S VOICE
...attention to that man behind the curtain. Go - before I lose my temper! The Great and Powerful ---

MCS -- Dorothy pulls back the curtain to reveal the Wizard at the controls -- he reacts as he sees Dorothy -- Dorothy questions him -- the Wizard starts to speak into the MICROPHONE -- then turns weakly back to Dorothy --

Camera PULLS BACK slightly as the Lion, Scarecrow and Tin Man enter and stand behind Dorothy --

OZ'S VOICE
... -- Oz -- has spoken!

DOROTHY
Who are you?

OZ'S VOICE
Well, I -- I -- I am the Great and Powerful -- Wizard of Oz.

DOROTHY
You are?

WIZARD
Uhhhh -- yes...

DOROTHY
I don't believe you!

WIZARD
No, I'm afraid it's true. There's no other Wizard except me.
134.

717 MCS -- Dorothy and her three friends react -- Camera shooting past the Wizard at left -- the Scarecrow and Lion speak angrily --

SCARECROW
You humbug!

LION
Yeah!

718 CS -- Wizard -- shooting past Dorothy, the Lion and Scarecrow -- the Wizard speaks --

WIZARD
Yes-s-s -- that...that's exactly so. I'm a humbug!

DOROTHY
Oh ....

719 MCU -- Dorothy -- Tin Man and Scarecrow behind her --

DOROTHY
...you're a very bad man!

720 MCU -- The Wizard reacts, speaks humbly --

WIZARD
Oh, no, my dear -- I'm -- I'm a very good man. I'm just a very bad Wizard.

721 MCU -- Scarecrow and Dorothy -- Scarecrow threatens the Wizard o.s. --

SCARECROW
You'd better be good enough to send Dorothy back to Kansas!

722 CS -- Wizard -- shooting past Lion, Dorothy and Scarecrow in f.g. --

WIZARD
Uh - now, please don't be angry with me. I'll - I'll do anything you say, onl... only if you don't shout at me. It makes me nervous!

SCARECROW
It makes you nervous?

WIZARD
Yes.
MCS -- Tin Man, Scarecrow, Dorothy and Lion -- shooting past the Wizard in left f.g.

SCARECROW
What about us?

WIZARD
Well, I --

SCARECROW
What about the heart that you promised Tin Man --?

WIZARD
Well, I --

SCARECROW
-- And the courage that you promised Cowardly Lion?

WIZARD
Well, I --

TIN MAN AND LION
And Scarecrow's brain?

SC -- Wizard -- shooting past Lion, Dorothy and Scarecrow in f.g.

WIZARD
Well, I-- but you've got them. You've had them all the...

MCS -- Tin Man, Scarecrow, Dorothy and Lion -- shooting past the Wizard in left f.g. -- the four react, speak together -- the Scarecrow moves around to the Wizard --

WIZARD
...time!

ALL TOGETHER
Oh, no we haven't!

TIN MAN
You don't get around us that easy!

LION
Not nohow!

WIZARD
Well --

(CONTINUED)
CONTINUED:

SCARECROW
You promised us real things -- a real...

CS - Wizard - shooting past the Scarecrow at right - the Wizard reacts to their demands - starts to speak -

SCARECROW
...brain!

TIN MAN (O.S.)
A real heart!

LION
Real courage. That's what we want.

WIZARD
You do? boys, you're aiming low. You not only surprise, but you grieve me.

MS -- The Wizard speaks to Tin Man, Dorothy, Lion and the Scarecrow -- the Wizard becomes eloquent -- steps closer to the Scarecrow --

WIZARD
Why, anybody can have a brain. That's a very mediocre commodity. Every pusillanimous creature that crawls on the earth -- or slinks through slimy seas has a brain!

MCU -- Wizard -- shooting past the Scarecrow at right --

WIZARD
From the rock-bound coast of Maine to the Sun.... oh - oh, no -- -- ah - Well, be that as it may. Back where I come from we have universities, seats of great learning -- where men go to become great thinkers. And when they come out, they think deep thoughts -- and with no more brains than you have.... But! They have one thing you haven't got! A diploma!
729 MS -- The Wizard reaches back and obtains several diplomas -- selecting one and presents it to the Scarecrow as Dorothy, Tin Man and the Lion look on --

WIZARD
Therefore, by virtue of the authority vested in me by the Universitatus Committeeatum e pluribus unum, I hereby confer upon you the honorary degree of Th.D.

SCARECROW
Th.D.?

730 MCU -- Wizard -- shooting past the Scarecrow at right --

WIZARD
Yeah -- that...that's Dr. of Thinkology!

731 CU -- The Scarecrow recites the Pythagoras Theorem -- reacts with joy --

SCARECROW
The sum of the square roots of any two sides of an isosceles triangle is equal to the square root of the remaining side. Oh joy, rapture! I've got a brain!

732 MCS -- Wizard, Scarecrow, Dorothy, Tin Man and Lion -- the Scarecrow thanks the Wizard -- Wizard takes the Lion and leads him forward -- Camera TRUCKS BACK and PANS RIGHT -- the others follow -- the Wizard pauses on the throne steps -- opens a door and takes out a black bag -- takes a medal from the bag --

SCARECROW
How can I ever thank you enough?

WIZARD
Well, you can't. As for you, my fine friend -- you're a victim of disorganized thinking. You are under the unfortunate delusion that simply because you run away from danger, you have no courage. You're confusing courage with wisdom. Back where I come from, we have men who are called heroes. Once a year, they take their fortitude out of mothballs and parade it down the main street of the city. (MORE)

(CONTINUED)
CONTINUED:

WIZARD (CONT'D)
And they have no more courage than you have. But! They have one thing that you haven't got! A medal! Therefore -- for meritorious....

MCU -- Lion -- shooting past the Wizard in the f.g. as he presents the medal to the beaming Lion --

WIZARD
...conduct, extraordinary valor, conspicuous bravery against wicked witches, I award you the Triple Cross.

MS -- Scarecrow, Tin Man and Dorothy watching as the Wizard presents the medal to the Lion --

WIZARD
You are now a member of the Legion of Courage!

MCU -- The Wizard leans forward and kisses the Lion -- the Lion reacts, speaks --

LION
Oh -- Oh -- shucks, folks, I'm speechless!

MS -- Dorothy, Tin Man, Scarecrow watch the Lion as he beams with joy over his new medal -- the Wizard turns to the Tin Man -- speaks to him --

WIZARD
As for you, my galvanized friend, you want a heart! You don't know how lucky you are not to have one. Hearts will never be practical until they can be made unbreakable. I could have been a world figure, a power among men, a - a successful wizard, had I not been obstructed by a heart.

TIN MAN
But I still want one.

WIZARD
Yes -- ....
737 MCU -- Wizard -- shooting past the Tin Man in left f.g.

WIZARD
...back where I come from there are
men who do nothing all day but good
deeds. They are called phil...er --
er -- phil -- er, yes...good-deed-
doers. And their hearts are no bigger
than yours. But! They have one
thing you haven't got! A testimonial!

738 MCS -- The Tin Man waits as the Wizard bends down and gets a
heart-shaped watch from his black bag -- Camera TRUCKS
FORWARD slightly as he presents it to the Tin Man as
Dorothy, Lion and Scarecrow look on --

WIZARD
Therefore, in consideration of your
kindness, I take pleasure at this
time in presenting you with a small
token of our esteem and affection.
And remember, my sentimental
friend....

739 MCU -- Wizard -- shooting past the Tin Man in left f.g.

WIZARD
...that a heart is not judged by how
much you love, but by how much you
are loved by others.

CS -- Tin Man -- shooting past the Wizard in right -- Dorothy
standing at left -- the Tin Man listens to his watch, then
holds it up to Dorothy's ear --

TIN MAN
Ahh --- Oh, it ticks! Listen!

DOROTHY
Yes...!

740 MS -- Scarecrow, Lion, Dorothy react as the Tin Man shows
them the watch -- the Wizard smiles as he watches them --
Lion points to his medal --

DOROTHY
...yes.

TIN MAN
Look -- it ticks!

LION
Read...read what my medal says.
741 INSERT -- CU of the Medal on the Lion's chest -- reads COURAGE --

LION
Courage!...

742 MS -- INT. THRONE ROOM -- Scarecrow, Dorothy, The Wizard and Tin Man admire the Lion's medal -- then they ask about Dorothy's request --

LION
...Ain't it the truth! Ain't it the truth!

DOROTHY
Oh -- oh -- they're all wonderful.

SCARECROW
Hey -- what about Dorothy?

TIN MAN
Yes -- how about Dorothy?

LION
Yeah.

WIZARD
Ah --

LION
Dorothy next!

WIZARD
Yes. Dorothy -- ah -- Dor --

743 CU -- Dorothy --

DOROTHY
Oh, I don't think there's anything in that black bag for me.

744 MCU - The Wizard protests - mumbles as he starts to look into the bag -

WIZARD
Well, no -- no -- on the contrary, on the ---- ....
MS -- The Wizard rummages through the bag as Dorothy and the others look on -- he finds nothing, so he speaks encouragingly of what he'll do -- Camera TRUCKS FORWARD slightly --

WIZARD
...I -- ah -- on the contr -- --
Here -- Well, you force me into a cataclysmic decision. The only way to get Dorothy back to Kansas is for me to take her there myself!

CU -- Dorothy reacts, speaks --

DOROTHY
Oh, will you? Could you? Oh -- but are you a clever enough Wizard....

MCU -- The Wizard --

DOROTHY (O.S.)
...to manage it?

WIZARD
Child -- you cut me to the quick! I'm an old Kansas man myself...born and....

CU -- Dorothy is pleased -- looks about at the others --

WIZARD (O.S.)
...bred in the heart of the western wilderness -- Premier balloonist par....

MS -- Scarecrow, Dorothy, Lion and Tin Man listening to the Wizard --

WIZARD
...excellence to the Miracle Wonderland Carnival Company -- until one day, while performing spectacular feats of stratospheric skill never before attempted by civilized man, an unfortunate phenomena occurred. The balloon failed to return to the fair.

LION
It did?
750 MCU - The Wizard -

WIZARD
Yes. There was I, floating through
space -- a man without a continent!

751 CU -- Dorothy --

DOROTHY
Weren't you frightened?

752 MS -- Scarecrow, Dorothy, Wizard, Tin Man and Lion on the
steps near the throne -- the Wizard speaks as they come
forward -- Camera PULLS BACK to LEFT as they come forward to
doar -- they pause -- then again come forward to the doorway --
all react to the Wizard's announcement --

WIZARD
Frightened? You are talking to a
man who has laughed in the face of
death -- sneered at doom and chuckled
at catastrophe. I was petrified.
Then suddenly the wind changed, and
the balloon floated down into the
heart of this noble city, where I
was instantly acclaimed Oz, the First
Wizard de Luxe!

DOROTHY
Ohhh!

WIZARD
Times being what they were, I accepted
the job, -- retaining my balloon
against the advent of a quick get-
away.
(laughs)
And in that balloon, my dear Dorothy,
you and I will return to the land of
E Pluribus Unum!

LAP DISSOLVE TO:
EXT. PUBLIC SQUARE, EMERALD CITY -- LS -- The Wizard and Dorothy in the basket of balloon -- Tin Man, Scarecrow and Lion standing on platform with them -- people of Oz grouped about them -- the Wizard speaks to them as the Camera MOVES FORWARD -- the people CHEER --

WIZARD
Good people of Oz, this is positively the finest exhibition ever to be shown --
(stammers)
-- yes -- well -- be that as it may -- I, your Wizard par ardua ad alta, am about to embark upon a hazardous and technically unexplainable journey into the outer stratosphere.

MCS -- Wizard and Dorothy in the basket -- the Wizard speaks to the crowd o.s. -- Camera PANS to LEFT to enter the Tin Man and Scarecrow, then PANS RIGHT as the Wizard points to the Lion --

WIZARD
To confer, converse, and otherwise hob-nob with my brother wizards. And I hereby decree that until what time -- if any -- that I return, the Scarecrow, by virtue of his highly superior brains, shall rule in my stead...assisted by the Tin Man, by virtue of his magnificent heart...and the Lion -- by virtue of his courage! Obey them as you would me! And -- ah -- well, that's all.

CU -- Toto in Dorothy's arms -- he barks at something o.s. -- People cheer o.s.

WIZARD (O.S.)
Thank you.

MCU -- Oz woman with a cat in her arms --

MCU -- Toto barking in Dorothy's arms --

MCS -- Dorothy in basket of balloon -- Toto jumps from her arms -- she reacts, starts to climb out --

MLS -- Tin Man, Scarecrow and Lion on platform -- Wizard in the basket of balloon -- Dorothy climbs out -- yells

DOROTHY
Oh, come back here! Toto!
760  MCS -- Dorothy by the side of the basket -- she speaks to
the Wizard, then runs down from the platform -- Lion and
Scarecrow seen --

      DOROTHY
Come back! Oh, don't go without me!
I'll be right back! Toto!

761  MLS -- Wizard on balloon platform -- Scarecrow, Lion and Tin
Man standing by -- The Wizard protests as the balloon starts
to rise --

      TIN MAN
Stop that dog!

      WIZARD
This is a highly irregular procedure!
This is absolutely unprecedented!

      TIN MAN
Oh! Help me! The balloon's going
up!

762  ELS -- The Wizard rises slowly in the basket of balloon as
the Oz people watch -- Scarecrow and Tin Man try to hold the
balloon down -- Dorothy runs up on the platform, the Lion
following -- she yells to the Wizard -- he SHOUTS back --
the Oz people wave goodbye -- the balloon exits to left f.g. --

      WIZARD
-- Ruined my exit!

      TIN MAN
Help!

      DOROTHY
Oh! Come back! Don't go without
me! Please come back!

      WIZARD
I can't come back! I don't know how
it works!

      DOROTHY
Oh --

      WIZARD
Goodbye, folks!

      OZ PEOPLE
Goodbye! Goodbye!
MCS -- Tin Man, Scarecrow and Lion grouped about Dorothy -- she speaks -- they ask her to stay with them -- then the Scarecrow reacts, points up o.s. --

DOROTHY
Oh, now I'll never get home!

LION
Stay with us, then, Dorothy. We all love you. We don't want you to go.

DOROTHY
Oh, that's very kind of you -- but this could never be like Kansas. Auntie Em must have stopped wondering what happened to me by now. Oh, Scarecrow, what am I going to do?

SCARECROW
Look -- here's someone who can help you!

MS -- A group of Oz men react as they look up o.s. -- they bow out of the scene -- suddenly Glinda appears in the scene -- Camera TRUCKS BACK to LEFT OVER HEADS of the bowing Oz people as she moves down the steps and up onto the platform to Dorothy, Tin Man, Lion and Scarecrow --

CS -- Dorothy, Glinda and Scarecrow on the platform -- Dorothy speaks with Glinda -- Camera PULLS BACK to enter Tin Man and Lion -- Tin Man speaks --

DOROTHY
Oh, will you help me? Can you help me?

GLINDA
You don't need to be helped any longer. You've always had the power to go back to Kansas.

DOROTHY
I have?

SCARECROW
Then why didn't you tell her before?

GLINDA
Because she wouldn't have believed me. She had to learn it for herself.

TIN MAN
What have you learned, Dorothy?
DOROTHY
Well, I -- I think that it -- that
it wasn't enough just to want to see
Uncle Henry and Auntie Em -- and
it's that -- if I ever go looking
for my heart's desire again, I won't
look any further than my own backyard.
Because if it isn't there, I never
really lost it to begin with! Is
that right?

GLINDA
That's all it is!

SCARECROW
But that's so easy! I should have
thought of it for you.

TIN MAN
I should have felt it in my heart.

GLINDA
No. She had to find it out for
herself. Now, those magic slippers
will take you home in two seconds!

DOROTHY
Oh....
CONTINUED:

GLINDA
Whenever you wish.

DOROTHY
Oh, dear -- that's too wonderful to be true! Oh, it's -- it's going to be so hard to say goodbye. I love you all, too. Goodbye, Tin Man. Oh, don't cry. You'll rust so dreadfully. Here -- here's your oil-can. Goodbye.

TIN MAN
Now I know I've got a heart -- 'cause it's breaking.

DOROTHY
Oh -- Goodbye, Lion. You know, I know it isn't right, but I'm going to miss the way you used to holler for help before you found your courage.

LION
Well -- I would never've found it if it hadn't been for you.

DOROTHY
I think I'll miss you most of all.

GLINDA
Are you ready now?

DOROTHY
Yes. Say goodbye, Toto.

MS -- Dorothy waves Toto's paw at the Tin Man, Lion and Scarecrow -- then speaks to Glinda -- Glinda instructs her --

DOROTHY
Yes, I'm ready now.

GLINDA
Then close your eyes, and tap your heels together three times.

MCU -- Dorothy's heels as she CLICKS them together three times --
771 MCU -- Dorothy and Glinda -- Glinda instructs her -- waves her wand -- Dorothy closes her eyes -- Camera TRUCKS in to a BIG CU of Dorothy -- she speaks -- the scene darkens behind her --

GLINDA
And think to yourself -- "There's no place like home; there's no place like home; there's no place like home."

DOROTHY
There's no place like home. There's no place like home. There's no place like home. There's no place like home.

LAP DISSOLVE TO:

772 ELS - The Munchkins waving goodbye from the gates of the Munchkin Village -

DOROTHY (O.S.)
There's no place like...

773 CS - The Witch laughing -

DOROTHY (O.S.)
...home. There's no place....

774 MCS - The Wizard at the control panel in the Throne Room - he turns, looks o.s. to f.g. - reacts - pulls the curtain -

DOROTHY (O.S.)
...like home. There's no place like home.

775 MS - Glinda leading the Munchkins in a dance - Munchkins in the b.g. -

DOROTHY (O.S.)
There's no place like home.

776 MCU - Lion GROWLING -

777 MS - The Tin Man BREAKING in the door of the Witch's Tower Room -

DOROTHY (O.S.)
There's no place like home.

778 MS - Hickory's Wind Machine on the Gale farm -

DOROTHY (O.S.)
There's no place like home.
CS - Horse looking out from stall -

CS - Cow - Camera PANS slightly -

MCS - Chickens moving about -

CS - Auntie Em offers forward a plate of crullers -

LAP DISSOLVE TO:

CU -- Dorothy lying on pillow -- she mumbles -- Aunt Em's hands enter -- put cloth on Dorothy's head --

DOROTHY
(mumbling)
-- there's no place like home --
there's no place like home --

AUNT EM (O.S.)
Dorothy - Dorothy! It's me -- Aunt Em.

CS -- Dorothy lying on bed -- mumbling -- she opens her eyes --
looks around room -- Camera TRUCKS BACK showing Aunt Em
seated on edge of bed -- Uncle Henry standing by --
Professor Marvel enters at window -- speaks -- Dorothy
reacts -- looks at him --

AUNT EM (O.S.)
Wake up, honey.

DOROTHY
-- no place like home -- there's no
place like home -- no place --

AUNT EM
Dorothy. Dorothy, dear. It's Aunt Em, darling.

DOROTHY
Oh, Auntie Em -- it's you!

AUNT EM
Yes, darling.

PROFESSOR MARVEL
Hello, there! Anybody home? I -- I just dropped by because I heard the little girl got caught in the big --
Well....
MCU -- Dorothy -- Camera shooting down past Aunt Em at right --

PROFESSOR MARVEL (O.S.)
...she seems all right now.

UNCLE HENRY (O.S.)
Yeah.

MS -- Dorothy lying in bed -- Aunt Em seated by her -- Uncle Henry standing by -- Professor at window -- Dorothy raises up on her elbow -- speaks -- Aunt Em puts her back on pillow -- then rises and exits -- Hunk -- Hickory and Zeke enter -- kneel beside bed -- Camera TRUCKS FORWARD -- they speak to Dorothy -- Camera PULLS BACK as Zeke and others exit right -- Aunt Em re-enters -- sits by Dorothy -- holds her head (hand) -- Camera TRUCKS BACK -- Zeke and others standing at right --

UNCLE HENRY
She got quite a bump on the head -- we kinda thought there for a minute she was going to leave us.

PROFESSOR
Oh --

DOROTHY
But I did leave you, Uncle Henry -- that's just the trouble. And I tried to get back for days and days.

AUNT EM
There, there, lie quiet now. You just had a bad dream.

DOROTHY
No --

HUNK
Sure -- remember me -- your old pal, Hunk?

HICKORY
And me -- Hickory?

ZEKE
You couldn't forget my face, could you?

DOROTHY
No. But it wasn't a dream -- it was a place. And you -- and you -- and you -- and you were there.

(CONTINUED)
CONTINUED:

PROFESSOR
Oh --
(others laugh)

DOROTHY
But you couldn't have been, could you?

AUNT EM
Oh, we dream lots of silly things when we --

DOROTHY
No, Aunt Em -- this was a real, truly live place. And I remember that some of it wasn't very nice....

MCU -- Dorothy -- Camera shooting down past Aunt Em --

DOROTHY
...but most of it was beautiful. But just the same, all I kept saying to everybody was, I want to go home. And they sent me home.

MLS -- Dorothy lying in bed -- Aunt Em sitting by her -- Professor at window -- Uncle Henry -- Zeke -- Hunk and Hickory standing by -- they LAUGH -- Toto jumps up on to bed -- Dorothy takes Toto in her arms --

DOROTHY
Doesn't anybody believe me?

UNCLE HENRY
Of course we believe you, Dorothy.

DOROTHY
Oh, but anyway, Toto, we're home!

MCU -- Dorothy holding Toto in her arms -- Camera shooting past Aunt Em at right f.g. -- Dorothy looks around room -- speaks -- tears come to her eyes -- Aunt Em rises -- puts her arm around Dorothy --

DOROTHY
Home! And this is my room -- and you're all here! And I'm not going to leave here ever, ever again, because I love you all! And -- Oh, Auntie Em -- there's no place like home!

FADE OUT:

FADE IN -- THE END -- FADE OUT