

"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)

4 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.

5 MCS - Aunt Em and Uncle Henry taking chicks out of incubator -

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.

6 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.

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

 HUNK
 Ow! You got my finger!

8 CS -- Zeke and Hickory holding wagon bed --

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

9 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)

9 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.

10 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?

(CONTINUED)

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)

16 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.

(CONTINUED)

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 --

DOROTHY

(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 --

DOROTHY

(sings)

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

(MORE)

(CONTINUED)

20 CONTINUED:

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)

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:

33 LS -- Dorothy and Toto walking to right across bridge --

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

35 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. --

36 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.

37 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)

37 CONTINUED:

DOROTHY

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

38 MLS -- Professor and Dorothy by fire -- Professor roasting
wiener on stick --

PROFESSOR

Yes --

DOROTHY

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

39 CS -- Toto enters -- bites wiener off stick --

PROFESSOR (O.S.)

Well, we -- uh --

DOROTHY (O.S.)

Oh, Toto, that's not....

40 MCS -- Professor and Dorothy -- Dorothy scolds Toto o.s.

DOROTHY

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

41 MLS -- Professor and Dorothy -- Toto in front of them eating
wiener -- Professor laughs and speaks -- puts another wiener
on stick --

PROFESSOR

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

42 MCS -- Professor and Dorothy speak -- Professor puts stick
down at left --

PROFESSOR

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

DOROTHY

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

PROFESSOR

Oh --

(CONTINUED)

42 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....

43 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.

44 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)

44 CONTINUED:

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

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

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

46 MCU -- Professor looks at photograph --

PROFESSOR
 ...infinite. Yes.

47 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....

48 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.

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

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

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

DOROTHY
 That's our farm!

PROFESSOR
 Oh -- yes.

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

PROFESSOR
 Yes, there's -- there's a woman --
 she's....

52 INSERT -- CU of the photograph --

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

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

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

PROFESSOR
...her face is careworn.

DOROTHY
Yes...That's Aunt Em.

PROFESSOR
Her -- her name is Emily.

55 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?

56 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.

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

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

(CONTINUED)

57 CONTINUED:

PROFESSOR

Uh-huh.

DOROTHY

What's she doing now?

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

PROFESSOR

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

59 CU - Dorothy - Camera shooting past Professor -

PROFESSOR

...room --

DOROTHY

Has it poppies on the wall....

60 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....

61 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:

65 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!

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

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

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

68 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!

69 MLS -- Dorothy and Toto near fence -- Dorothy looks to b.g. to house --

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

UNCLE HENRY

Come on -- everybody in the storm cellar!

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

72 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!

73 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 --

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

75 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!

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

77 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 --

78 ELS - THE GALE FARM - Cyclone hits it - swirling dust circles house -

79 ELS - THE HOUSE spinning up thru dust -

80 ELS - THE HOUSE spinning up thru dust - other wreckage
flying thru -

LAP DISSOLVE TO:

81 CU - Dorothy lying on bed - opens her eyes - looks around -

82 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 -

83 MS - Dorothy looking out window - turns - speaks to Toto -

DOROTHY

We're not on the ground, Toto!

84 MLS - Shooting THRU WINDOW - Chicken coop flies thru - then
a little old lady sitting in rocking chair - knitting -

85 MS - Dorothy and Toto - Dorothy reacts -

86 MLS - Shooting THRU WINDOW - Cow floats thru - Cow MOOING -

87 MS - Dorothy and Toto - Toto BARKS - jumps down off the bed -
(Cow o.s. MOOING)

88 MCS - toto crawls under bed -

89 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 --

90 MCS - toto looks out from under bed - Cow MOOS o.S. - He
darts back under the bed -

91 MLS - shooting THROUGH WINDOW - Cow floats thru -

92 MCS - Dorothy rises - looks o.S. -

93 MLS - Shooting THRU WINDOW - tree floats thru -

94 MCS -- Dorothy reacts -- turns --

DOROTHY

We must be up inside....

MCS -- TOTO looks out from under bed --

DOROTHY (O.S.)

...the cyclone.

- 95 CS - Dorothy looking o.s. Out window - reacts - Camera PANS as she sits on edge of bed -
- 96 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 --
- 97 MCS - DOROTHY looking o.s. - reacts - puts her hands over her eyes -
- 98 MLS -- Dorothy lies face down on the bed -- Miss Gulch floating thru in b.g. -- disappears --
- 99 MS -- The swirling funnel of the cyclone -- the house spins in apart from the cyclone --
- 100 MLS - Dorothy holding toto in her arms - throws herself down on the bed - screams -
- 101 ELS - THE SPINNING HOUSE - the cyclone whirling in the background - (Dorothy SCREAMING)
- 102 MLS -- Dorothy and Toto lying on bed -- house spinning -- Dorothy SCREAMS --
- 103 ELS - THE HOUSE whirling down thru dust - exits lower right -
- 104 ELS -- THE HOUSE whirls in at top -- floats down thru --
- 105 ELS -- THE HOUSE floating down thru clouds --
- 106 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 --
- 107 MCS -- Dorothy walks forward -- looking around o.S. -- Camera PANS as she walks to right f.G. -- Exits --
- 108 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....

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

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

GLINDA
Only bad witches are ugly.

124 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.

125 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.

126 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. --

141 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...

MAYOR

To see?

BARRISTER

If she...

MAYOR

If she?

BARRISTER

Is morally, ethic'ly

FATHER NO. 1

Spiritually, physically

FATHER NO. 2

Positively, absolutely

ALL OF GROUP

Undeniably and reliably Dead!

142 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!

147 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. --

148 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.

149 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

150 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)

150 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!

151 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 Tra la la tra la la
Tra la la la la la.. . . .

152 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 --

153 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.

154 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,....

155 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!....

156 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-....

157 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.

170 LS- The Munchkins all rise, start to move toward Glinda and Dorothy as Glinda speaks to them --

GLINDA

It's all right. You can all get up.

171 MCS -- Glinda and Dorothy -- Camera PULLS BACK as Glinda speaks -- the Munchkins enter, crowd about the two -- they bow as Glinda mentions the Wizard of Oz - Camera TRUCKS TO LEFT as Glinda and Dorothy move down steps of fountain dais -- Glinda instructs Dorothy, kisses her on the forehead --

172 Camera PANS Dorothy LEFT as she walks through the Munchkins to the start of the Yellow Brick Road --

GLINDA

Pooh -- what a smell of sulphur!
I'm afraid you've made rather a bad enemy of the Wicked Witch of the West. The sooner you get out of Oz altogether, the safer you'll sleep, my dear.

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.

(MORE)

(CONTINUED)

172 CONTINUED:

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.

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

DOROTHY

But -- what happens if I ---

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

GLINDA

Just follow the Yellow Brick Road.

175 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.

176 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...

177 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...
 Because of the wonderful things he
 does....

178 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:

179 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....?

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

DOROTHY
Now which way do we go?

181 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.

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

183 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?

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

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

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

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

187 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

Whhhooops! 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)

220 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.

221 CS -- Dorothy holds the Scarecrow as she sings -- shot favoring Dorothy --

DOROTHY

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

222 MCS -- Dorothy holding the Scarecrow as he sings -- he jumps, whirls about -- Camera TRUCKS FORWARD as he goes into a sitting position, then PANS UP with him as he rises beside Dorothy, continues to sing --

SCARECROW

(sings)
Oh, I could tell you why
The ocean's near the shore
I could think of things I never think
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...

223 MCS - Scarecrow and Dorothy - she watches as he sings, dances about - he whirls, jigs about - falls to his knees - Dorothy reacts - Camera TRUCKS FORWARD as he dances back up the Yellow Brick Road - then PULLS BACK as he comes forward to Dorothy again - he dances to left to the cornfield -

224 Camera PANS LEFT - he falls over the fence, then rolls back under it as Dorothy rushes to help him - he reacts, sits on the curb of the road -

SCARECROW

(sings)
...Life would be a ding-a-derry If I
only had a brain!

- 225 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 -
- 226 MCS - The Scarecrow trembles with fear as Dorothy tries to comfort him -
- 227 MCU - The crow picks up the straw and flies up --
- 228 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. -
- 229 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 -
- 230 LS - The Crow lands in the cornfield -
- 231 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 -
- 232 LS - The Scarecrow runs to left, makes a big jump over the cornfield as the Camera PANS with him -
- 233 MLS - The Scarecrow jumps in from right and lands in the cornfield - several crows fly out of the corn -
- 234 MS - Dorothy runs forward to the fence, reacts as she looks o.s. to f.g. -
- 235 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 -
- 236 MLS - The Scarecrow runs forward, jumps into the air and flies out to right f.g. -
- 237 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.

248 MLS -- EXT. YELLOW BRICK ROAD -- Dorothy rushes to the Scarecrow lying on the road -- she picks up some of his straw -- kneels by him --

249 CS -- Dorothy kneeling by the Scarecrow -- she speaks as she helps him put back some of the straw -- they react -- Scarecrow half-rises --

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)

249 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?

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

DOROTHY

Why, of course I will!

251 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, because

(MORE)

(CONTINUED)

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?

258 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!

259 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?

260 MCU -- Scarecrow and Dorothy --

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

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

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

TREE
Oh....

262 MLS -- 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....

263 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)

269 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)

274 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 --

275 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.

276 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...

277 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...!

278 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 --

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

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

281 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 --

282 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, 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?

(CONTINUED)

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)

(CONTINUED)

300 CONTINUED:

TIN MAN (CONT'D)

Bee-hive -- 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.

316 MCS -- Tin Man -- Dorothy and Scarecrow -- Dorothy
frightened --

DOROTHY
Oh! Lions and tigers and bears!

317 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)

318 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!

(CONTINUED)

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.

347 MCS -- Tin Man -- Dorothy -- Scarecrow and Lion --

LION
Gee, that's -- that's awfully nice
of you. My life....

348 MLS -- Dorothy and Group -- Dorothy puts Toto down -- Lion
Sings as the four walk and dance along brick road to right --
Camera TRUCKS with them --

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.

349 CS -- Tin Man and Scarecrow sing -- Camera PANS to RIGHT to
Dorothy and Lion --

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)

(CONTINUED)

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:

380 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:

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

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

LAP DISSOLVE TO:

382 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!

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

LAP DISSOLVE TO:

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

VOICES
(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)

404 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....

405 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 --

406 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.

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

OZ WOMAN

Dorothy? Who's Dorothy?

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

OZ WOMAN

The Wizard will explain it!

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

MAN

To the Wizard!

410 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....

425 CU - Horn inside of Guard's cape -

GUARD (O.S.)
...nohow!

426 SC - Guard - Camera shooting past Dorothy -

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

427 MS - Guard - Camera shooting past Dorothy and Group - Camera
PANS RIGHT as Guard crosses to Sentry house - sentry house
revolves - CS - Guard in Sentry House - turns fake mustache
upside down -

428 MLS - Guard steps out of Sentry house - Camera PANS LEFT as
he comes forward to Dorothy and Group - Camera TRUCKS
FORWARD --

GUARD
Now - what do you want?

DOROTHY AND OTHERS
We want to see the Wizard.

GUARD
Not nobody! Not....

429 MLS -- Dorothy and Group at left -- Guard at right --

GUARD
...nohow!

TIN MAN
That's what the other man said.

SCARECROW
But she's Dorothy!

430 CS -- Guard reacts -- speaks -- Camera past Dorothy and
Scarecrow in f.g. --

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 -- 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 --
never -- 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.

460 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 ascares 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)

460 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.

461 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!

462 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!

463 MS -- Scarecrow, Lion, Dorothy and Tin Man come forward -
the Lion speaks, hides his eyes --

LION

Tell me when it's over! Oh!

464 ELS -- The four move down the corridor to the b.g. --

465 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!

466 LS -- Throne -- fire and smoke issuing forth --

OZ'S VOICE
I am Oz, the Great and Powerful!

467 MLS -- The Four trembling and shaking with fear --

OZ'S VOICE
Who are you?

468 LS -- Throne --

OZ'S VOICE
Who are you?

469 MLS -- The Four react with fear -- the others shove Dorothy forward -- she comes forward, speaks --

DOROTHY
I -- If you please, I - I am Dorothy,

470 MCU -- Dorothy -- speaks, looks back at the others --

DOROTHY
...the small and meek. We've come
to ask you --

471 ELS -- Throne -- flame and smoke pouring out --

OZ'S VOICE
Silence!

472 MCU -- Dorothy reacts, turns and runs back to the others --

473 MLS -- Dorothy returns to the other three -- speaks -

DOROTHY
Ohhh -- Jiminy Crickets!

474 ELS -- Throne --

OZ'S VOICE
The Great and Powerful Oz knows why
you have come. Step forward,....

475 MLS -- The Four -- the Tin Man shakes, speaks - comes wobbling forward --

OZ'S VOICE
...Tin Man!

TIN MAN
Ohhhh -- it's me!

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 dwn 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....

491 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?

492 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.

493 LS -- Throne --

OZ'S VOICE
Bring me the broomstick of the
Witch...

494 MS -- The Four, trembling with fear -- the Tin Man speaks --

OZ'S VOICE
...of the West.

TIN MAN
B-B-B-B-But if we do that, we'll
have to kill her to get it!

495 LS -- Throne --

OZ'S VOICE
Bring me her broomstick, and I'll
grant your requests.

496 MS - The trembling Four -- the Lion starts to speak --

OZ'S VOICE
Now, go!

LION
But -- but what if she kills us first?

(CONTINUED)

496 CONTINUED:

OZ'S VOICE

... I

497 MLS -- Throne --

OZ'S VOICE

...said, -Go!

498 MS -- The Four -- the Lion jumps with fright --

499 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 --

500 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:

501 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:

502 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 --

503 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 --

504 MS -- Dorothy -- Scarecrow -- Lion and Tin Man react -- Lion
runs to b.g. -- Scarecrow and Tin Man catch him -- carry
him forward -- he cries --

505 CS -- Two crows on limb of tree --

506 MS - Dorothy and group - they speak - Lion hands spray to Dorothy - Scarecrow takes the spray - throws it o.s. right -

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!

507 MLS - Spray hits the ground - then vanishes -

508 MS - Dorothy and Group react - speak - net flies out of Lion's hand - all react -

SCARECROW

Oh, did - did you see that?

TIN MAN

Oh - look out.

SCARECROW

You know something?

509 MCU -- Lion and Scarecrow --

SCARECROW

I believe they're spooks around here.

510 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)

(CONTINUED)

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!

524 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!

525 LS - Dorothy and Group dancing - Trees of the forest moving in rhythm -

526 MS - Lion and Tin Man dancing -

527 SC - Lion and Tin Man dancing -

528 LS - Tin Man - Lion - Dorothy and Scarecrow dancing -

529 MLS - The Four dancing -

530 ELS - The army of Winged Monkeys flying over Haunted Forest -

531 MLS - Dorothy and Group dancing - look up o.s. - react -

532 ELS -- The army of Winged Monkeys flying over Haunted Forest --

533 MLS -- Dorothy and Group react -- run to b.g.--

534 LS -- The Winged Monkeys fly down into forest -- Camera PANS RIGHT as they fly down near Dorothy and group running to b.g. --

535 LS -- The Winged Monkeys landing -- run out at right --

536 ELS -- Shooting DOWN as the Winged Monkeys land -- Dorothy and group exit far b.g. --

537 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)

548 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:

549 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.

550 MCS -- Dorothy reacts -- turns -- speaks to Witch -- Camera TRUCKS FORWARD on them -- Camera PANS LEFT as Witch crosses to Nikko -- speaks to him --

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!

551 MLS -- Dorothy crying -- speaks to Witch -- then steps up on step -- Witch looks down at slippers on Dorothy's feet --

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.

552 CS -- Slippers on Dorothy's feet -- the hands of the Witch reach in -- begin to tremble --

553 CS -- 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)

553 CONTINUED:

WITCH

No! Fool, that I am! I should have remembered -- those slippers will never come off, as long as...

554 CU -- Dorothy reacts -- speaks --

WITCH (O.S.)

...you're alive.

DOROTHY

What are you gonna do?

555 CU - Witch looks up o.s. - speaks -

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....

556 CS -- Toto sticks his head out of basket --

WITCH (O.S.)

...or you hurt the spell.

557 MS -- Witch and Dorothy -- Nikko standing by table in b.g. -- Toto jumps out of basket -- runs out door in b.g. -- Dorothy speaks to Toto -- Witch turns on Nikko -- he runs out in b.g. --

DOROTHY

Run, Toto, run!

WITCH

Catch him, you fool!

558 LS -- Toto running forward down steps -- Nikko after him -- Camera PANS down to left with Toto --

559 MS -- Dorothy at window -- looking down o.s. -- Witch comes forward to her --

560 MLS -- Toto runs forward over drawbridge as bridge starts up --

561 CS -- Toto on edge of drawbridge -- looks down o.s. --

562 MLS -- Toto on edge of drawbridge -- Guards run forward -- carrying spears 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....

580 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:

581 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:

582 ELS -- The Tin Man, Scarecrow and Lion making their way over rocky hillside -- Toto barks as he waits for them

LAP DISSOLVE TO:

583 CU -- Toto makes his way over top of the rocks -- BARKS -- exits out to right --

584 MS -- The Lion, Tin Man and Scarecrow struggling up the rocks -- the Tin Man slips --

585 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....

586 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:

587 CU - The Hour Glass - more sand in the bottom -

588 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 ----

589 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?

590 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?

591 ELS -- The Witch's Winkies marching about in the Castle
Courtyard --

592 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)

592 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)

592 CONTINUED: (2)

LION

Now...

LAP DISSOLVE TO:

593 CU -- Hour glass --

594 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:

595 MS -- Lion, Scarecrow and Tin Man and Lion moving along among the rocks -- they stop -- Camera STARTS FORWARD --

596 CU -- Toto BARKS --

597 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)

612 CONTINUED:

DOROTHY
Yes, it's me! She's locked me in!

613 MCS - Dorothy at door - she speaks to the others o.s. -

DOROTHY
Oh, I knew you'd get here in time!

614 MCS -- INT. HALLWAY -- The Lion speaks to Scarecrow and Tin Man as they move excitedly about --

LION
Listen, fellows. It's her. We gotta get her out! Open this door!

615 CS - INT. TOWER ROOM - Dorothy standing by door - she reacts as she hears the three outside the door -

LION (O.S.)
Open the door! Open....

616 MCS - The three outside the door push about madly - then stop their efforts at the door as the Scarecrow and Tie Man BAWL out the Lion - he pouts -

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!

617 CS -- INT. TOWER ROOM -- Dorothy at door -- she pleads to the three on the outside -- looks o.s. to hour glass --

DOROTHY
Oh, hurry -- please hurry!

618 CU -- Hour Glass -- very little sand left in the top --

DOROTHY (O.S.)
The hour glass is almost emp-....

619 CS -- Dorothy at door -- She speaks to those on other side --

DOROTHY
...ty!

(CONTINUED)

619 CONTINUED:

TIN MAN (O.S.)

Stand back!

620 MS - INT. HALLWAY - The Lion, Tin Man and Scarecrow remove their Winkie outfits - Tin Man starts to chop in the door -

621 CS -- INT. ROOM -- Dorothy steps back from the door as it is chopped in -- Camera PANS RIGHT --

622 MS -- INT. HALLWAY -- The Tin Man chopping the door down

623 MCS -- INT. ROOM -- Dorothy anxiously watching -- she looks at the hour glass o.s. --

624 CU -- Hour glass -- not much sand remaining --

625 MCS -- Dorothy reacts --

626 MLS - INT. HALLWAY - Scarecrow and Lion in f.g. watch as the Tin Man breaks the door in -

627 MCS -- INT. ROOM -- Dorothy Reacts, Rushes To Left -- Camera Pans --

628 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!

629 INT. ENTRANCE HALL -- Camera shooting up from side of stairs --

630 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 --

631 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....

632 CS -- Witch and Nikko looking down from the top of stairs --

WITCH

...hear of it. Why, my little par-

....

633 MCS -- Scarecrow, Tin Man, Dorothy and the Lion by the door --

WITCH (O.S.)

...ty's just beginning!

634 MLS -- Witch and Nikko at top of stairs -- she laughs -- Camera PANS DOWN to reveal the Winkies rushing into the entrance hall --

635 MCS -- Scarecrow, Tin Man, Dorothy and Lion huddled by door -- the Lion speaks --

LION

Trapped! Trapped like mice -- er -- rats!

636 MLS - The Winkies advancing -

637 MCS - The Four huddled by door - Tin Man speaks to Lion, who tries to ROAR -

TIN MAN

Go ahead - do something! Roar! Roar!

638 MCS - The Winkie Guards advance with a menacing ROAR -

639 MCS - The Four huddled against door - the Lion reacts, speaks -

LION

What good'll it do us?

640 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 --

641 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....

642 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!

643 MS -- The Winkies growl as they shove out their spears

644 CU -- Toto in Dorothy's arms -- he growls at the Winkies o.s. --

645 CU -- Scarecrow looks up o.s. --

WITCH (O.S.)
How does it feel....

646 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?

647 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?

648 MCS -- The Witch picks up the hour glass -- hurls it down o.s. as she laughs --

649 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 --

- 665 LS -- The other group of Winkies appears in the other tower -- they mumble -- charge forward --
- 666 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 --
- 667 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 --
- 668 MCS -- The Four -- they react as they look o.s. to f.g. -- Dorothy SCREAMS -- they turn, run back --
- 669 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 --
- 670 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!

- 671 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!

- 672 MCU -- Witch smiles as she looks up o.s. -- Camera PANS UP as she holds her broom up to the torch on wall --
- 673 CS -- The Four react with fear --
- 674 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! Ohhhhhh....

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!

688 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.
Which old Witch? - the Wicked Witch.
Hail - Hail - the Wicked Witch is dead.
Hail - Hail - the Witch is dead
Which old Witch? - the Wicked Witch....

ALL

LAP DISSOLVE TO:

689 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!

690 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!

691 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!

692 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....

693 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....

694 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....

695 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!

696 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:

697 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....

698 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

699 MLS -- Throne --

OZ'S VOICE

...you liquidated her, eh? Very....

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!

705 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....

706 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!

707 MLS -- The Four react with fear -- Scarecrow looks o.s. to right -- points for Dorothy --

OZ'S VOICE

Think yourselves lucky that I'm....

708 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....

709 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 ---....

710 LS -- Shooting past the Four at left to the Wizard as he pulls back the curtain --

OZ'S VOICE

... Oh Oh

711 MS - The Wizard peers out from behind the curtain -

712 MS - Tin Man, Lion, Dorothy and Scarecrow react as they look at the Wizard o.s. to right - Dorothy speaks

DOROTHY

Who are you?

713 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....

714 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 ---
....

715 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 --

716 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.

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.

723 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?

724 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...

725 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)

725 CONTINUED:

SCARECROW

You promised us real things -- a
real...

726 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.

727 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!

728 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 plurbis 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)

732 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....

733 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.

734 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!

735 MCU -- The Wizard leans forward and kisses the Lion -- the
Lion reacts, speaks --

LION

Oh -- Oh -- shucks, folks, I'm
speechless!

736 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 ----

745 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!

746 CU -- Dorothy reacts, speaks --

DOROTHY

Oh, will you? Could you? Oh -- but are you a clever enough Wizard....

747 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....

748 CU -- Dorothy is pleased -- looks about at the others --

WIZARD (O.S.)

...bred in the heart of the western wilderness -- Premier balloonist par....

749 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
door -- 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:

753 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.

754 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.

755 CU -- Toto in Dorothy's arms -- he barks at something o.s. -- People cheer o.s.

WIZARD (O.S.)

Thank you.

756 MCU -- Oz woman with a cat in her arms --

757 MCU -- Toto barking in Dorothy's arms --

758 MCS -- Dorothy in basket of balloon -- Toto jumps from her arms -- she reacts, starts to climb out --

759 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!

763 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!

764 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 --

765 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?

766 MCU -- Dorothy -- Lion behind her -- she speaks --

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?

767 MCS -- Tin Man, Dorothy, Glinda, Scarecrow and Lion on platform -- they speak -- Glinda points down to Dorothy's slippers --

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....

768 CS -- Dorothy and Glinda -- Scarecrow in b.g. -- Dorothy reacts, speaks -- turns about -- begins to cry as she realizes she will lose her three friends -- Camera PANS her LEFT to Tin Man -- she wipes his tears away -- gives him his oil can and then kisses him -- then Camera TRUCKS FORWARD slightly as she says goodbye to the Lion -- PANS right slightly as she turns to the Scarecrow -- hugs him -- then steps back to Glinda as Camera PANS slightly --

DOROTHY

...Toto, too?

GLINDA

Toto, too.

DOROTHY

Oh, now?

(CONTINUED)

768 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.

769 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.

770 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.

779 CS - Horse looking out from stall -

780 CS - Cow - Camera PANS slightly -

781 MCS - Chickens moving about -

782 CS - Auntie Em offers forward a plate of crullers -

LAP DISSOLVE TO:

783 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.

784 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....

785 MCU -- Dorothy -- Camera shooting down past Aunt Em at right --

PROFESSOR MARVEL (O.S.)
...she seems all right now.

UNCLE HENRY (O.S.)
Yeah.

786 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)

786 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....

787 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.

788 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!

789 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