

ADVENTURES IN OZ

"HALLOWEEN IN OZ"

Original story by Rich Zieler.
Based on the characters
created by L.Frank Baum.

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"HALLOWEEN IN OZ"

ACT ONE

FADE IN:

EXT. RAMPARTS OF RUINED CASTLE -- NIGHT

CLOSE ON a hag dressed like a Halloween witch with yellow eyes and blood red skin. PULL BACK to reveal the CRIMSON WITCH with a yawning BLACK CAT perched on her shoulder. She grasps her broomstick and hunches over a weathered witch's hat and cloak before her.

CRIMSON WITCH

(to Black Cat)

Ah, Halloween in Oz! The loveliest day of the year to raise the dead! Cauldron!

The Black Cat curls up and closes its eyes. It SNORES to feign that it's asleep. The Crimson Witch SHRIEKS and pokes the Black Cat with her broomstick.

BLACK CAT

(hisses and spits)

Easy on the fur, witchy!

CRIMSON WITCH

(in Black Cat's face)

Do you want to be the main ingredient in a casserole?!

The Black Cat gives the Crimson Witch a BRONX CHEER, but then pulls a cauldron from under her fur. The Crimson Witch snatches it from her and places it next to the witch's hat and cloak before her.

CRIMSON WITCH (CONT'D)

Only wicked things will bring back the Wicked Witch!

She holds out her talon hand, palm up.

CRIMSON WITCH (CONT'D)

Cigarettes!

The Black Cat pulls a carton of PHILIP HONEST cigarettes from under her fur and SLAPS it into the Witch's palm. The Crimson Witch tosses the carton into the cauldron.

CRIMSON WITCH (CONT'D)

Drugs!

BLACK CAT

Which drug?

CRIMSON WITCH

Pot!

The Black Cat pulls a metal pot from under her fur and tosses it to the Crimson witch, who frisbee's it into the cauldron--CLANG!

CRIMSON WITCH (CONT'D)

Liquor!

The Black Cat pulls an unopened liquor bottle from under her fur. Inside the bottle, at the bottom, swims a little devil wearing scuba gear. The Black Cat flips the bottle to the Crimson Witch, who hook shoots it into the cauldron--CRASH!

CRIMSON WITCH (CONT'D)

(she peers into the
cauldron)

We have to finish up with the most
wicked thing on earth. Hmmm...

(A beat)

CRIMSON WITCH (CONT'D)

I've got it! Carbohydrates!

The Black Cat rapidly pulls a loaf of bread, French fries, pizza, a box of cookies, a candy bar and a birthday cake with lit candles on it from under her fur and pitches them to the Crimson Witch, who fires them into the cauldron. The Crimson Witch sticks her finger into the cauldron, pulls it out and licks it.

CRIMSON WITCH (CONT'D)

(hums and sings)

Hmmm hmmm bad, hmmm hmmm bad, that's
what witchy soup is hmmm hmmm bad!

She scoops up the weathered witch's hat and dusty cloak, drops them into the cauldron and SNAPS her fingers. Flames flare up beneath the cauldron.

CRIMSON WITCH (CONT'D)

Now I need something to--

She grabs the Black Cat, holds her by the tail and uses her to stir the mixture in the cauldron. Done, she tosses the bedraggled Cat onto her shoulder.

BLACK CAT

Tell me you're not the pet parent
from hell!

The Crimson Witch points a taloned index finger at the cauldron. With her other hand she pulls a greeting card from her cloak and reads from it:

CRIMSON WITCH

Your heart's as black as pitch, but
you'll resurrect without a hitch.
Hugs and curses, Crimson Witch.

She sails the greeting card into the cauldron. There is an EXPLOSION and SMOKE obscures the screen.

BLACK CAT (O.S.)

Man, nowadays they've got greeting
cards for every occasion.

The smoke clears. CLOSE ON the "soup" bubbling in the cauldron. WIDEN to reveal the nose of the Crimson Witch comically hanging over the lip of the cauldron.

BLACK CAT (CONT'D)

(guffawing)
Nothing in the soup but you, witchy.

CRIMSON WITCH

Don't get catty with me or--ah, ha!

A WITCH'S HAT

rises from the bubbling soup, followed by a green taloned hand clutching a broomstick, then the green face of the WICKED WITCH, until her full figure is revealed. She CACKLES, leaps from the cauldron, gets on her broomstick and jets through the air.

WICKED WITCH

Gee! Whee! Free to be nasty me!

The Crimson Witch and Black Cat keep ducking as the Wicked Witch buzzes their heads.

CRIMSON WITCH

Enough, sister! Get your nasty tush
down here!

The Wicked Witch lands next to the cauldron.

WICKED WITCH

Who are you and why did you do that
voodoo that you dood to me?

CRIMSON WITCH

(holds out hand)
Crimson Witch from the land of A
through N. You do know that you were
dead?

WICKED WITCH

(shakes hands)

I figured that out when I didn't hear my alarm clock anymore. What happened?

CRIMSON WITCH

(to Black Cat)

Fetch my crystal jack-o'-lantern!

BLACK CAT

(hisses and arches back)

You dare say fetch to Felis catus-- Egyptian god, medieval devil and now favorite home companion?!

The Crimson Witch SHRIEKS and goes eye-to-eye with the Black Cat.

CRIMSON WITCH

(menacingly)

Maybe kitty wants me to tie her tail into knots again?

The Black Cat HISSES, but then pulls a crystal jack-o'-lantern from under her fur and zips it at the Crimson Witch. Before she can catch it, it BONGS against her head. The Black Cat bites its tail to suppress laughing out loud.

CRIMSON WITCH (CONT'D)

(sotto curses)

Ignoring clown cat, let's go to the crystal. Pay attention, Wicked Witch!

INSIDE THE CRYSTAL JACK-O'-LANTERN

the Wicked Witch , Dorothy, Toto, the Scarecrow, Tin Man and Cowardly Lion appear on the castle ramparts when they were new. The Wicked Witch sets the straw of her broomstick on fire and shoves it at the Scarecrow. Dorothy picks up a pail of water, throws it on the Wicked Witch and melts her.

BACK TO SCENE

WICKED WITCH

Curses! Dorothy! How can I get my talons around her throat?

CRIMSON WITCH

You can't. She died long ago and went to heaven.

WICKED WITCH

Drats! She knew wicked witches can't go there. How selfish!

The Wicked Witch SOBS. The Crimson Witch pats the Wicked Witch on the shoulder.

CRIMSON WITCH

There, there. I have a pleasant surprise for you. Look.

INSIDE THE CRYSTAL JACK-O'-LANTERN

a little girl, EMILY, dressed in a superhero costume, sits on a bed and reads the book The Wonderful Wizard of Oz, her Cairn Terrier, OTTO, curled in her lap.

BACK TO SCENE

CRIMSON WITCH (CONT'D)

That's Dorothy's granddaughter, Emily, and her dog, Otto.

WICKED WITCH

Let me at her and her little mutt!

FAVORING WICKED WITCH

She SHRIEKS, hops on the crystal, jumps up and down on it, claws and pounds it, kicks it, hurts her foot, hops around on one foot, loses her balance and BONGS her head into the side of the cauldron. Her eyes X-out and a halo of little witches on broomsticks circle her witch's hat.

FULL ON THE WICKED WITCH, CRIMSON WITCH AND BLACK CAT

The Black Cat pulls a fire hydrant with attached fire hose from under her fur and dowses the Wicked Witch. She comes back to consciousness.

WICKED WITCH (CONT'D)

(shrieks)

Water?! I'm going to melt! Oh!

CRIMSON WITCH

(pulls Wicked Witch's hat down over her mouth)

I've conjured it so that, when you have your broomstick with you, water can never melt you.

The Wicked Witch pulls her hat up--PLUCK! The Black Cat dowses the Wicked Witch some more.

WICKED WITCH

(sputtering)

Enough! I believe you.

The Black Cat puts the fire hydrant under her fur.

WICKED WITCH (CONT'D)
 (narrows her eyes)
 Why are you doing all these things
 for me?

CRIMSON WITCH
 See my work for that answer.

CLOSE ON her taloned and extended index finger and PAN to
 inside the crystal jack-o'-lantern. Ice covered green walls
 surround a green city.

WICKED WITCH (O.S.)
 Curses, the Emerald City! Always
 protected by that goody-goody witch
 Glinda. How did she allow--

CRIMSON WITCH
 With great reluctance. But, look,
 it gets better.

INSIDE THE CRYSTAL JACK-O'-LANTERN

PUSH IN to reveal the ice covered courtyard of the Emerald
 City. PAN PAST jack-o'-lanterns covered in ice. PAST adults
 and children in Halloween costumes frozen into statues.

HOLD ON the frozen figures of the Scarecrow, Tin Man and
 Cowardly Lion.

WICKED WITCH (O.S.)
 (cackles)
 What a fitting end to that Dorothy's
 three good-goody friends!

BLACK CAT (O.S.)
 Man, that's so cold it's frigid.

WICKED WITCH (O.S.)
 But I don't see a frozen Glinda.

BACK TO RAMPARTS OF RUINED CASTLE

FULL ON THE CRIMSON WITCH, WICKED WITCH AND BLACK CAT

CRIMSON WITCH
 And you won't unless you join forces
 with me.

WICKED WITCH
 Count me out! Glinda's too powerful
 of a witch.

CRIMSON WITCH
 (slyly)
 What if I could bring a certain little
 girl to you--HER!

EMILY'S FACE

appears inside the crystal jack-o'-lantern.

WICKED WITCH (O.S.)

But she probably lives where her grandmother came from--Kansas. Wicked Witches can't go there.

CRIMSON WITCH (O.S.)

Yes, but the thoughts of a wicked witch can. Watch.

EMILY

suddenly brings her hands to the sides of her head and winces.

EMILY

Ow!

CRIMSON WITCH (O.S.)

Gotcha!

BLACK CAT (O.S.)

Witchy, that blew any chance you had for getting into heaven-- or the Republican Party!

WICKED WITCH (O.S.)

What thought did you put in her head?

CRIMSON WITCH (O.S.)

Listen.

EMILY'S FACE

disappears in the crystal jack-o'-lantern. WIDEN to show a pigtailed Emily dressed in a superhero costume. She sits on her bed with Otto in her lap. Her right hand rubs the side of her head, her left hand holds The Wonderful Wizard of Oz book.

CLOSE ON a sheet as it slowly rises at the side of the bed nearest Emily. Suddenly, FAITH, Emily's younger sister, jumps up in a ghost costume.

FAITH

Boo!

Otto BARKS, but Emily yawns.

EMILY

(points)

Don't worry, Otto, this ghost is so fake it couldn't fake anyone out.

She pulls the sheet off Faith.

FAITH

(pouts)

I didn't scare you--not a little?

Emily's expression softens.

EMILY

Oh, it's not your fault, Faith.
Halloween just isn't scary for me
anymore.

FAITH

Why not?

EMILY

On Halloween here people just disguise
themselves--say like in a witch
costume.

Emily TAPS the Wonderful Wizard of Oz book.

EMILY (CONT'D)

But in Oz the witches are real.

FAITH

Where's Oz?

EMILY

I don't know. But I really really
wish I could be in Oz on Halloween.

She rubs the side of her head. CACKLES(O.S).

BACK TO CASTLE RAMPARTS.

WICKED WITCH

Wickedly impressive, but how are you
going to get the brat into my
clutches?

CRIMSON WITCH

Are you with me to destroy Glinda?

WICKED WITCH

Put the child in Oz and I'm with you
like a tattoo!

CRIMSON WITCH

I won't bring Emily to you. The one
who melted you will do that.

CLOSE ON the eyes of the Wicked Witch. They're blank with
puzzlement, they narrow for thought and then widen and glisten
with fiendish understanding.

WICKED WITCH

Dorothy! My servant! Hardy har ha!

She gives a high five to the Crimson Witch, they hook elbows, dance a jig and CACKLE INSANELY.

BLACK CAT

(to camera)

Do these two guys know how to
celebrate Halloween or what--not!

CUT TO:

EXT. MAILBOX -- NIGHT

CLOSE ON mailbox with name: THE GALES. Suddenly, a black cat leaps on top of the mailbox and crouches there. The SOUND OF CARS O.S. causes the cat to MEOW and leap into the darkness.

WIDEN to reveal cars arriving before a farm house, flanked on both sides by wheat fields. Children dressed in Halloween costumes exit the cars and make a RACKET running to the front door of the farm house.

FRONT DOOR

Jack-o'-lanterns flank it and a poster of a witch on a broomstick with a black cat silhouetted against a full moon decorates it. A woman, MRS. GALE, dressed in a Halloween costume depicting Glinda the Good Witch, opens the door.

MRS. GALE

Happy Halloween! The party's almost
ready to begin.

CHILDREN

(squeals)

The children scamper inside.

INT. LIVING ROOM -- CONTINUOUS

The children go to a Halloween party room to the right, Mrs. Gale goes left, to the foot of a stairway.

MRS. GALE

Emily! Emily!

(A beat)

MRS. GALE (CONT'D)

Oh, I see we're in one of our
selective hearing moods.

She shakes her head and starts up the stairs.

INT. BEDROOM -- MOMENTS LATER

When Mrs. Gale enters, Otto BARKS and wags his tail. Emily looks up from her book, makes a face, returns to her reading. Mrs. Gale sits on the bed and gives a gentle tug to one of Emily's pigtails.

MRS. GALE

Emily, it's rude to keep your birthday guests waiting.

EMILY

(not looking up)

I don't want to go to the party! I want to go to Oz like grandma did.

MRS. GALE

But Oz was only in a dream your grandmother had when she was a little girl.

Emily defiantly crosses her arms across her chest.

EMILY

Grandma wasn't a liar!

Otto WHINES.

MRS. GALE

Sometimes it's hard for children to tell the difference between a dream and what's real.

EMILY

But grandma still believed in Oz when she was a grownup, so there!

MRS. GALE

Yes, and that was sad. That's why I don't want--

A tear runs down Emily's cheek. Otto licks it off, but another follows. Mrs. Gale tries to hug Emily, but she pulls away.

EMILY

I wish grandma wasn't in heaven so I could tell her I believe her.

Mrs. Gale takes a small, brightly wrapped package from a pocket in her costume. She holds it out to Emily.

MRS. GALE

Your father called to say he won't be home till tomorrow. Happy Birthday and Happy Halloween!

Emily reluctantly takes the package, tears away the wrapping, opens a box and puts her hand inside. CLOSE ON her hand lifting a ruby slippers pendant from the box.

FULL ON EMILY, MRS. GALE AND EMILY.

EMILY

(pendant before her
face)

Wow, these slippers are just like
the ones grandma clicked together to
come home from Oz!

Otto BARKS and jumps up and down on the bed. Emily throws her arms around her mother. Mrs. Gale smiles and fastens the pendant around Emily's neck.

MRS. GALE

I'm happy that you're pleased. So
do you think you could please me and
come downstairs?

She starts for the bedroom door and exits. Emily jumps off the bed with a BARKING Otto in tow and rushes over to a bureau with a mirror attached to it.

CLOSE ON Emily's and Otto's reflections in the mirror. Emily extends the ruby slippers pendant towards the mirror.

EMILY

Oh, grandma, if only you could see--

The room is pitched into darkness. Otto BARKS. Gradually, a brilliant white light illuminates the room from within the mirror.

CLOSE ON the light as it forms to create the face of an elderly woman, DOROTHY, composed of radiating light.

EMILY (CONT'D)

Grandma?

DOROTHY

(chuckles)

Ding, dong, it's me!

EMILY

Did you come from heaven? Isn't
that far, far away?

DOROTHY

If you believe in heaven, it's very,
very close.

EMILY

I believe in heaven. And I believe
in Oz, too!

CLOSE ON mirror. Dorothy's face vanishes and is replaced by an image of the Emerald City covered in ice. HOLD then replace with Dorothy's face.

EMILY (CONT'D)

Who did that to the Emerald City?

DOROTHY

Because you believe in Oz, you can go there to find out.

EMILY

Oh, wow!

Otto BARKS and tugs on Emily's arm. She picks him up. He puts his snout in her ear.

EMILY (CONT'D)

What? Oh, grandma, could Otto go to Oz, too?

DOROTHY

Yes. Just remember, Emily, that everyone is responsible for what they wish for.

EMILY

What does that mean?

DOROTHY

You'll discover that in Oz.

CLOSE ON the mirror. Dorothy's face fades out. The mirror glows with a green, swirling light.

EMILY

Grandma! How am I going to get to-- oh!

Emily and Otto levitate from the floor. After several vertical feet, they stop, suspended in air. Suddenly, they are whisked towards the mirror, enter it and vanish.

CLOSE ON Emily and Otto clinging to each other as they accelerate through a green tunnel towards a brilliant white light in the distance.

EXT. NIGHT SKY

WIDEN as Emily and Otto burst from the end of the tunnel. They come to a sudden halt and hover in the air above an ocean far below. Emily struggles to move but can't.

EMILY

Otto, this is hanging out to the extreme!

Otto WHINES, then raises his eyes and BARKS. Emily looks up as the silhouette of a CACKLING witch on a broomstick flies across the face of a full moon.

EMILY'S POV: THE WICKED WITCH

She speeds on a collision course towards Emily and Otto, then abruptly halts and hovers on her broomstick before them.

FULL ON THE WICKED WITCH, EMILY AND OTTO.

EMILY (CONT'D)

I thought my grandmother melted you!

The Wicked Witch CACKLES. She points a green taloned finger at Emily.

WICKED WITCH

And I thought YOU should pay for that!

EMILY

Please don't hurt us, okay?

WICKED WITCH

Oh, I'M not going to hurt you--THEY are!

She CACKLES. CLOSE ON her green taloned finger as it points downward.

AERIAL POV: THE OCEAN BELOW

CLOSE ON the ocean as several shark fins break the surface.

BACK TO SKY

WICKED WITCH (CONT'D)

Your flight to Oz has just been canceled!

She CACKLES and SNAPS her fingers. Emily and Otto plunge from the sky towards the sea and exit the scene.

EMILY/OTTO (O.S.)

(screams and yelps)

WICKED WITCH

(looks down and cackles)

FADE OUT:

END OF ACT ONE

ACT TWO

FADE IN:

EXT. NIGHT SKY - ON EMILY AND OTTO -- CONTINUOUS

Emily and Otto plummet from the sky and plunge into the sea. They resurface COUGHING and spitting out sea water. Immediately, shark fins surround and circle them.

The sharks surface, swimming on their backs, dressed in exercise attire. CLOSE ON the HEAD SHARK and the book he's reading: YOUR HIGHER POWER DOESN'T WANT YOU TO BE FAT DIET BY DR. MARLON O. BESE.

FULL ON HEAD SHARK, OTHER SHARKS, EMILY AND OTTO.

EMILY

Otto, we're going to be eaten by sharks!

Otto WHINES.

HEAD SHARK

(British accent)

Fear not because we are now into a bodily image rectification program.

EMILY

(to Otto)

What? Talking sharks?! We're not in Kansas anymore--maybe Las Vegas. Dad said sharks talk there.

OBESE FEMALE SHARK

(nervously)

Does this sweat suit make me look fat?

OBESE MALE SHARK

(agitated)

I really really hope this diet lets me fit into my shark skin suit again!

EMILY

How does the diet work?

The Head Shark swims over to Emily. He's on his back doing bench presses.

HEAD SHARK

You must exercise sixteen hours every day and not eat anything for a year.

EMILY

That's ridiculous!

CLOSE ON the SHRIEKING Wicked Witch on her broomstick as she streaks into the scene from the sky. The sharks cower as she madly circles over them.

WICKED WITCH
Exactly! This diet of yours will
cease! Embrace your fat!

She hovers above them on her broomstick.

HEAD SHARK
(nervously to other
sharks)
Perhaps, it's time we return to being
the happy piggies of the sea we once
were.

OTHER SHARKS
(walla agreement)

The Head Shark eats the diet book.

HEAD SHARK
(sings)
Kiss your fat! Hug your fat! Love
your fat!

OTHER SHARKS
(singing)
Prance with your fat! Dance with
your fat! Romance your fat!

EMILY
(nervously)
But, now that you're off your diet,
doesn't that mean....

The Wicked Witch zips on her broomstick to Emily and Otto and hovers before them.

WICKED WITCH
Yes! But that shouldn't worry a
little brat who wanted a scary
Halloween, should it?

She CACKLES.

HEAD SHARK
(toothy grin)
Is it true little girls are made of
sugar and spice and everything nice?

The Head shark opens his mouth and moves to consume Emily. Just before his jaws snap shut, Otto bites him on the nose.

HEAD SHARK (CONT'D)
 (nose glows red)
 Mother of pearl!

The Head Shark moves to attack Otto. Emily punches him in the nose. His nose glows a brighter red.

HEAD SHARK (CONT'D)
 Double mother of pearl!
 (sarcastically to
 other sharks)
 Your bloodthirsty assistance would
 be welcomed--get your fat tails over
 here!

The other sharks race towards Emily and Otto. They start swimming for their lives, but the sharks soon catch up to them. The sharks are about to eat Emily and Otto when a SHRIEK O.S. brings them to a halt.

CLOSE ON the anguished face of the Wicked Witch looking to the sky. A large, brightly glowing, transparent bubble rapidly descends from the sky, until it hovers directly above Emily, Otto and the sharks.

INSIDE THE BUBBLE

stands GLINDA THE GOOD WITCH, a magic wand in one hand.

FULL ON WICKED WITCH, GLINDA, SHARKS, EMILY AND OTTO

WICKED WITCH
 Glinda! This little girl is none of
 your business!

GLINDA
 (laughs)
 But she is because she may very well
 put an end to your wicked business.

WICKED WITCH
 This little brat destroy me--are you
 mad?!

GLINDA
 And the Crimson Witch as well.

The Wicked Witch SHRIEKS. Glinda LAUGHS and points her wand at Emily and Otto. Instantly, there is a flash of white light and Emily and Otto are inside the bubble with Glinda.

WICKED WITCH
 Not so fast, goody goody witch!

CLOSE ON the hand of the Wicked Witch as a ball of fire appears. WIDEN as she hurls it at the bubble, but it bounces harmlessly off.

She hurls more fire balls at the bubble with the same effect.

WICKED WITCH (CONT'D)

(to sharks)

Sic 'em!

The sharks leap from the water, attack the bubble, but only break their teeth against it.

SHARKS

(walla pain)

The bubble rises and then rapidly accelerates and vanishes in the distance. CLOSE ON the face of the Wicked Witch.

WICKED WITCH

(to camera, German
accent)

I'll be bock!

DISSOLVE TO:

EXT. AERIAL VIEW OF ICE COVERED EMERALD CITY -- EVENING

CLOSE ON the bubble with Glinda, Emily and Otto inside. WIDEN as the bubble descends and lands before an ice covered palace. The bubble vanishes and Glinda takes Emily's hand and leads her to the frozen figures of the Scarecrow, Tin Man and Cowardly Lion.

GLINDA

These were your grandmother's dearest friends and they loved her more than any other.

EMILY

Who did this to them?

GLINDA

The Crimson Witch. You'll be meeting her soon.

CLOSE ON Emily's shocked face. Otto WHINES. She picks him up and hugs him to her chest as Glinda waves her wand and they're transported to:

INT. PALACE BEDROOM -- CONTINUOUS

Glinda, Emily and Otto materialize in the room. Emily's teeth chatter and she shivers. Glinda points her wand at her and an emerald cloak drapes itself around Emily.

GLINDA

Would you like to go trick or treating in Oz?

EMILY

What?! No! You need to stop that
Crimson Witch from turning us into
ice cubes!

Glinda suddenly staggers to a chair and collapses in it.
Emily rushes to her side.

EMILY (CONT'D)

Glinda, you can't get sick now!

GLINDA

Soon the Crimson and Wicked Witch
will overcome me. Who will save Oz
then?

She points her wand at Emily.

EMILY

Me?! You can't believe that!

GLINDA

Your grandmother told me that she
believes that.

EMILY

She did? But I don't have any magical
powers.

GLINDA

I can give you some magical
assistance. But didn't you wish to
meet real witches?

EMILY

(sheepishly)
Sometimes I'm just a wild and crazy
kid!

GLINDA

(laughs)
I can't send you home until morning.
Want to go trick or treating while
you wait?

EMILY

Super excellent!

Glinda waves her wand and they all vanish.

EXT. PALACE COURTYARD - NIGHT -- CONTINUOUS

Glinda, Emily and Otto materialize. Glinda points her wand
at the ice covered ground. CLOSE ON a tree that breaks
through the frozen ground and towers above them, every leaf
a different kind of Halloween candy.

GLINDA

All the candy is safe to eat so--

Emily rushes to the tree and snatches candy off it in FAST MOTION. One hand wolfs candy into her mouth, the other stuffs candy into the pockets of her superhero costume.

EMILY

(rubs her stomach)

Insanely delicious! Yummy in the...oh, oh, oh!

CLOSE ON her face as it turns green. She BURPS. Otto WHINES.

GLINDA

(smiles)

I think it's time for you to go to bed and sleep your candy off.

Glinda waves her wand.

INT. PALACE BEDROOM -- CONTINUOUS

Glinda, Emily and Otto materialize. Glinda waves her wand at a bed and the covers roll back. She points the wand at Emily and Otto. They float across the room to the bed and the bedcovers roll back and tuck them in.

EMILY

(yawns)

I'm not really....

Glinda points her wand at Emily and Otto. Their eyes close and they sleep.

DISSOLVE TO:

INT. WICKED WITCH'S CASTLE -- NIGHT

The Wicked Witch hunches over a large crystal, peers into it and CACKLES.

IN THE CRYSTAL

the image of Emily and Otto asleep appears.

WICKED WITCH

Time for my pretty pets to give you a wake up call!

CLOSE ON the taloned finger of the Wicked Witch as it points to a dark opening in the cavernous room. CLOSE ON the opening as enormous red spiders with wings emerge. WIDEN as the FLYING SPIDERS, led by their leader, MONGO, scurry to the Wicked Witch and surround the crystal.

WICKED WITCH (CONT'D)
 (to largest spider)
 Look into the crystal, Mongo.

Mongo flaps his wings and alights on the crystal.

WICKED WITCH (CONT'D)
 Bring these two to me unharmed. I
 want to watch you eat them here!

MONGO
 I want candy first!

WICKED WITCH
 Curses! This is what I get for buying
 flying spiders at a dollar store!

She pulls a giant candy bar from her dress pocket, breaks it
 up and tosses the pieces to Mongo and the other Flying
 Spiders, who gulp them down.

WICKED WITCH (CONT'D)
 There's more where that came from,
 you sweet tooth piggies. Now fly!

Mongo flaps his wings and flies out a window, followed by
 the other Flying Spiders.

EXT. WICKED WITCH'S CASTLE -- CONTINUOUS

Dozens of Flying Spiders spew from the window and follow
 Mongo in a V-Formation, silhouetted against a full moon.
 The Wicked Witch stands framed at the window and points her
 broomstick in their direction.

WICKED WITCH
 Don't be too proud to ask for
 directions if you get lost, Mongo!

CUT TO:

INT. PALACE BEDROOM -- NIGHT

CLOSE ON Otto BARKING at the bedroom window. CLOSE ON Emily.
 Her eyes open.

EMILY
 (sleepily)
 Oh, go to sleep, Otto. It's still
 dark out.

Emily closes her eyes. Otto BARKS again, rushes to the bed
 and tugs the covers off the bed.

EMILY (CONT'D)

All right already, but this better
not be about your issues with a
squirrel!

Emily gets out of bed, goes to the window and looks out.

EMILY'S POV - THE NIGHT SKY

EMILY (CONT'D)

(sarcastically)

Why am I not surprised there's nothing
to see?

Otto WHINES.

EMILY (CONT'D)

We're going home in the morning, so
get positive! I'm not sleepy anymore--
want to play?

Otto BARKS. Emily picks up Otto, puts him on the bed, then
climbs on herself and begins using the bed for a trampoline.

EMILY/OTTO

(giggles and barks)

EXT. NIGHT SKY -- CONTINUOUS

The Flying Spiders near the palace bedroom window.

INT. PALACE BEDROOM -- CONTINUOUS

With Emily still bouncing in the b.g., Otto jumps off the
bed and runs to the window. He GROWLS and SNARLS.

EMILY

Oh, not again! What a party pooper
you--

The Flying Spiders invade the bedroom. Emily SCREAMS. Otto
snaps at one of the Flying spiders, but another one attacks
him from behind, snatches him up and flies out the window.

EMILY (CONT'D)

Otto! You bring back my--

The Flying Spiders, led by Mongo, start after Emily. She
dashes for the bedroom door.

EMILY (CONT'D)

Glinda! Glinda! Eeeee!

Mongo snatches up Emily. She kicks and punches at him, but
can't stop him from carrying her out the window.

EXT. NIGHT SKY -- CONTINUOUS

The Flying Spiders silhouette against the full moon and then are lost to the darkness.

DISSOLVE TO:

INT. WICKED WITCH'S CASTLE -- LATER - NIGHT

CLOSE ON bats as they flutter into the camera. PAN the gloomy, spider and snake-infested rooms. HOLD ON Emily clutching Otto to her chest and backing up. WIDEN to reveal the Wicked Witch, broomstick in hand, advancing on her.

WICKED WITCH

And now, dearie, it's time for you
to pay for what your grandmother did
to me!

Otto GROWLS and leaps at the Wicked Witch. She SHRIEKS and turns her back. Otto bites her on the butt and then leaps back into Emily's arms.

WICKED WITCH (CONT'D)

(rubs her bottom)
That's it! I'm going to make you
and your little dog history in Oz!

She grabs Otto by the nape of his neck, Emily by her pigtails and straddles her broomstick.

EMILY

Ouch! What are you doing?!

The broomstick rises high into the air.

WICKED WITCH

Taking you to play with my pets!

She CACKLES. The broomstick jets out of the room.

INT. ANOTHER ROOM IN WICKED WITCH'S CASTLE -- CONTINUOUS

The Wicked Witch flies Emily and Otto into a cavernous room and deposits them on a thick oak beam that crosses over the room's center. She hovers on her broomstick before them.

WICKED WITCH

(points downward)
Your fate!

EMILY'S POV: FAR BELOW, DOZENS OF FLYING SPIDERS

FULL ON EMILY, OTTO AND WICKED WITCH

EMILY

You nasty woman! You need to be melted again! Whoa!

The Wicked Witch points a taloned finger at Emily, which causes an invisible force to push her and Otto off the beam. Emily starts to SCREAM, but stops when her fall is abruptly halted and she finds herself hanging from the beam by her pigtails.

EMILY (CONT'D)

Ow! Ow! Ow!

WICKED WITCH

Having a bad hair day, dearie?

She CACKLES and points at where Emily's pigtails are affixed to the beam. Two burning candles appear, one on each pigtail.

WICKED WITCH (CONT'D)

When the candles burn down, then you'll--oh, it's too horrible for me to imagine!

She CACKLES.

EMILY

How can anyone be so cruel?!

WICKED WITCH

Practice, practice, practice!

She CACKLES and flies out of the room.

Emily looks down at the Flying Spiders below and shudders. She hugs Otto to her chest.

EMILY

Otto, how are we going to get out of this?!

Otto puts his head to one side for a moment, then BARKS and jumps from Emily's arms, to her shoulder, then to the beam. He swats the candles off the beam, then gnaws on one of Emily's pigtails.

EMILY (CONT'D)

What are you--oooooh!

When Otto gnaws through the pigtail, Emily suddenly swings to one side. She catches the beam with one hand, pulls herself up, then swings her leg over it. When Otto frees her other pigtail, she straddles the beam.

EMILY (CONT'D)

(hugs Otto)

Otto, you're a superhero!

WICKED WITCH (O.S.)

Trick or treat!

The Wicked Witch jets into the room on her broomstick and tries to knock Emily and Otto off the beam. She CACKLES as they duck, bob and weave to maintain their balance. Finally, she does a tricky flight pattern and Emily and Otto lose their balance, fall off the beam and out of sight.

EMILY/OTTO (O.S.)

(screams and yelps)

WICKED WITCH

(looks down)

Watch that first step--it's a doozy!

She CACKLES.

CLOSE ON Emily and Otto as they tumble through the air. They SLAM onto the back of the Flying Spider Mongo.

MONGO

Oooof!

RAPID VERTICAL PAN to CLOSE ON the Wicked Witch looking down and holding a giant candy bar out.

WICKED WITCH

No dessert unless you eat your meal--
THEM-- first!

CLOSE ON a red taloned hand that taps the Wicked Witch on the shoulder. She looks O.S., nods, then hops on her broomstick and flies off.

BELOW, Mongo jerks his back and Emily and Otto are flipped off and clutched in his arms.

EMILY'S AND OTTO'S POV: MONGO

They are pulled toward Mongo's black, gaping mouth.

EMILY

Wait! I've got candy for you, too!

Mongo waits.

FAVORING EMILY

She fishes in her pockets, but is only able to find a small jellybean. She holds it out to him. He GUFFAWS.

MONGO

Hope you two don't give me gas.

He brings Emily and Otto closer to his mouth.

EMILY

Stop! I can give you more candy
than the Wicked Witch can!

CLOSE ON Mongo's head as numerous human ears appear and then
vanish.

MONGO

Shoot, I'm all ears.

EMILY

There's a Halloween Candy Tree with
a zillion pieces of candy on it--
it's mine!

MONGO

Word?

EMILY

Solid.

Mongo scratches his head.

EMILY (CONT'D)

No brainer. If I lie, I die, so
let's fly to the Emerald City!

Mongo nods his head. He places Emily and Otto on his back,
flaps his wings and starts to fly through an opening in the
wall.

CLOSE ON a pair of red taloned hands that close over Otto's
snout and snatch him off Mongo's back without Emily being
aware. WIDEN to reveal the Crimson Witch on her broomstick
with the Black Cat. She whisks Otto under her cloak, smiles
evilly and flies off.

EXT. NIGHT SKY -- CONTINUOUS

CLOSE ON Mongo with Emily on his back. WIDEN to reveal the
Emerald City in the b.g. A large, transparent bubble speeds
from the Emerald City and SMACKS into Mongo.

MONGO

(to bubble)

Hey! What did you do, just get your
driver's license today?!

CLOSE ON Glinda inside the bubble. She points her wand in
Emily's direction. WIDEN to reveal Emily instantly
transported from Mongo's back to inside the bubble.

GLINDA

(to Mongo)

Be gone!

She points her wand at Mongo. Darts of green light strike him.

MONGO

Owchy yowch! I'm going to get you
for this, little girl!

When more darts of light strike him, Mongo mutters curses and flies off. Glinda waves her wand and the bubble speeds off and vanishes into the distance.

CUT TO:

INT. PALACE BEDROOM -- NIGHT

The bubble glides in and Emily and Glinda step out.

EMILY

Thank you, thank you, thank you! I
thought we would never--

GLINDA

We?

EMILY

Right. Me and....

She spins around, suddenly realizing Otto is not with her. CLOSE ON her face as her hands press against her cheeks.

EMILY (CONT'D)

Noooooo!

FADE OUT:

END OF ACT TWO

ACT THREE

FADE IN:

INT. PALACE BEDROOM -- ON EMILY -- CONTINUOUS

Her eyes glisten with tears. WIDEN to reveal Glinda suddenly double over, stagger across the room and collapse on the bed. Emily rushes to her, grasps her hand, starts to speak, but Glinda puts a finger on Emily's lips.

GLINDA

While you were gone, wickedness came
for me and...

FLASHBACK - PALACE BEDROOM - EARLIER

Glinda is about to leave the room when the door bursts open and the Crimson Witch hovers in the doorway on her broomstick. Glinda thrusts her wand towards the Crimson Witch. A bolt of green light shoots from the wand and burns a hole through the Crimson Witch's hat.

CLOSE ON the open bedroom window. The Wicked Witch zips through the window on her broomstick. A bolt of red light shoots from the end of her broomstick and strikes Glinda in the back, knocking her to the floor.

CLOSE ON the bedroom doorway. A bolt of red light from the end of the Crimson Witch's broomstick strikes the fallen Glinda and throws her against a wall.

WIDEN to reveal Glinda being assaulted by the red light bolts from the witches' broomsticks, her body knocked about the room, finally crumpled in a corner. CLOSE ON the grinning faces of the Crimson and Wicked Witch.

GLINDA'S POV: THE TWO WITCHES FLY IN FOR THE KILL

WIDEN to reveal Glinda suddenly spring to her feet. A green rope of light snakes out from the tip of her wand. It encircles the Crimson and Wicked Witch, lashes them together and causes them to shoot each other with their red bolts of light.

CLOSE ON the Crimson and Wicked Witch slumped over on their broomsticks. WIDEN to reveal Glinda whirling the two witches around the room, sailing them out the window and into the darkness. Glinda collapses and falls to the floor, unconscious.

BACK TO THE PRESENT

FULL ON GLINDA AND EMILY

GLINDA (CONT'D)

...now, Emily, Oz is defenseless against the two witches. Do you still want to go home?

EMILY

I'm scared of those two witches, but I'm staying! Can you help me save Oz?

Glinda smiles and touches the top of Emily's head with her wand.

GLINDA

You weren't kidnapped because you're the mouse that the Crimson Witch wants to play with first.

EMILY

Could you stop her from turning me into a popscicle?

Glinda LAUGHS.

GLINDA

I took away her power to freeze people, but she's still a dangerous shape changer.

EMILY

What's a shape changer?

GLINDA

What you became when my wand touched you. Think of a shape and that you'll be.

CLOSE ON Emily's face. Her brow furrows. WIDEN to reveal a teenage Emily suddenly standing before Glinda. Emily's mouth drops open. Glinda LAUGHS.

GLINDA (CONT'D)

Some parents might find a teenage girl frightening, but not so the Crimson Witch.

CLOSE ON Emily's face. Her brow furrows. WIDEN to reveal her dressed and armed like a Ninja.

EMILY

C-double O-L!

GLINDA

Better. Just remember that though you can change into any shape, you can't repeat that shape.

Glinda suddenly clutches her abdomen and MOANS. Emily strokes Glinda's arm.

EMILY

I guess time is running out. Do you believe I can beat the Crimson Witch?

GLINDA

What do YOU believe?

Emily lowers her eyes for a few moments, then raises them and nods. She holds up her hands to Glinda and crosses the fingers on both hands. Glinda smiles, hugs Emily and then touches her on the forehead with her wand.

CUT TO:

EXT. THATCHED COTTAGE -- NIGHT

Emily materializes before the front door. The door CREAKS open. Emily peers into the murky interior.

CRIMSON WITCH (O.S.)

Selling Girl Scout cookies, little girl? Do come in.

A LOW CACKLE from within the cottage. Emily takes a step back, hesitates, then clenches her fists and enters.

INT. THATCHED COTTAGE -- CONTINUOUS

CLOSE ON a candle that suddenly lights and illuminates the lip of a cauldron with a skeleton's hand hanging over it. WIDEN to reveal the Crimson Witch in a chair with the Black Cat on her shoulder. She reads a book: EATING WITH STYLE IN PRISON BY MARTHA BLEWIT as Emily approaches her.

EMILY

(hands on hips)

I'm not selling cookies! I want--

The Crimson Witch looks up and points a taloned finger at a dark corner. CLOSE ON a candle that lights on a shelf and reveals a cage with an unconscious Otto inside. WIDEN to reveal Emily as she rushes over to the cage and touches Otto.

EMILY (CONT'D)

Otto, oh, Otto!

She whips around and strides to the Crimson witch.

EMILY (CONT'D)

What have you done to my dog?!

CRIMSON WITCH

How he barked when I told him he was
my dinner! Thank heaven for sleeping
spells!

She CACKLES.

EMILY

(brandishes her fist)
Eat my dog and eat these knuckles!

CLOSE ON the yellow eyes of the Crimson Witch as they narrow
and flash. WIDEN as she leaps up from her chair and towers
over Emily.

CRIMSON WITCH

(to Black Cat)
Tear her to shreds! Then I'll have
her with a fine Chianti and Fava
beans!

BLACK CAT

I like kids, witchy. What I'd really
like to shred is your mind!

The Crimson Witch SHRIEKS and grabs for the Black Cat, but
misses as the cat leaps off her shoulder, dashes to the
cauldron and hides behind it. The Crimson Witch starts in
that direction, but then whirls about to face Emily.

CRIMSON WITCH

I'll have that catnip crazed cat for
dessert. But first the main meal!

The Crimson Witch transforms into a wolf and rushes at Emily.

Emily transforms into a bear and bats the wolf across the
room and into a wall.

The wolf transforms into a tiger, leaps on the bear and pins
the bear to the floor.

The bear transforms into an elephant large enough to break
through the roof of the cottage. The elephant grabs the
tiger with his trunk and flings him high into the air.

The tiger transforms into a hawk that tries to escape into
the sky.

The elephant transforms into an eagle that overtakes the
hawk and drives it back into the cottage.

The hawk transforms into a raging fire that sets one of the
eagle's feathers on fire.

The eagle transforms into a thunder cloud that releases a
torrent of rain on the fire. CLOSE ON the Black Cat.

BLACK CAT
 (from behind cauldron)
 You've got her on the ropes, kid!
 She's out of shape for shape changing--
 ha, ha!

FULL ON THE RAIN CLOUD, FIRE AND BLACK CAT.

Before the fire is extinguished, the Crimson Witch transforms into a huge boulder that rapidly rolls towards the Black Cat. She YOWLS, scrambles for safety, but can't escape.

BLACK CAT (CONT'D)
 Emily, help this ever-loving pussycat!

Emily transforms into a huge sledge hammer that connects with the boulder and shatters it. CLOSE ON the Black Cat. She pulls a cheer leader's uniform from under her fur, slips into it and goes through a cheerleading routine.

BLACK CAT (CONT'D)
 Who's the cat's meow? E-M-I-L-Y! E-
 M-I-L-Y! Watch out!

WIDEN to reveal the shattered boulder as it transforms into a huge gorilla that grabs the hammer and is about to snap the handle in half.

The hammer transforms into a kangaroo that boxes the gorilla's head with its arms, then uses its back legs to kick out of the gorilla's grasp.

The gorilla charges the kangaroo and traps it in a corner. The kangaroo leaps over the gorilla, but the gorilla transforms into a python that catches it in flight and wraps itself around the kangaroo's neck.

FAVORING THE PYTHON

Its head transforms into that of the Crimson Witch. She smiles evilly at the gasping kangaroo.

CRIMSON WITCH
 Run out of shapes, dearie?

The kangaroo transforms into an enormous thorn bush. The Crimson Witch SCREAMS and the python transforms into a mouse that slips between the bush's thorns.

WIDEN to reveal the mouse as it scurries for a mousehole across the room. Emily transforms into a cat and chases after the mouse, but the mouse is faster and is about to disappear into the mousehole.

CLOSE ON the Black Cat's paw swooping the mouse up. WIDEN to reveal her as she licks her chops, rubs her stomach and BURPS.

The other cat reaches the mousehole and transforms into Emily.

EMILY
 (to Black Cat)
 Whew! Is that really the end of--

The Black Cat gives a Cheshire Cat grin, then points O.S. A BARKING Otto rushes in and leaps into Emily's arms. Many hugs and licks.

BLACK CAT
 (looks O.S.)
 Looks like your transportation out
 of here has arrived.

WIDEN to reveal a large, transparent bubble at the front door.

EMILY
 (to Otto)
 We have to see if Glinda's okay.
 The Wicked Witch is still on the
 loose!

Emily hugs the Black Cat and then she and Otto enter the bubble. It rises into the night sky. The Black Cat waves good-bye.

EMILY (CONT'D)
 (looks down from bubble)
 Bye, Black Cat. Don't work for wicked
 witches! Try doing cat food
 commercials.

CUT TO:

INT. PALACE BEDROOM -- LATER -- NIGHT

Glinda, her eyes closed, lies on a bed. The bubble passes through the open bedroom window and lands in the room. Emily and Otto get out and rush to the bed.

EMILY
 Glinda. Glinda? Glinda!

Otto WHINES. Glinda opens her eyes and smiles weakly.

GLINDA
 I'm afraid that the Wicked Witch and
 her Flying Spiders will be here soon.

EMILY
 When I just thought about fighting
 the Crimson Witch, I didn't have
 time to be afraid.

GLINDA

Then hold up your hand, Emily, palm
up.

Glinda taps Emily's palm with her wand and a ball of fire
appears.

EMILY

It doesn't burn!

GLINDA

Any time you want a ball of fire,
just think of it and it will appear.

GLINDA (CONT'D)

Hold out your hand again.

Glinda taps Emily's palm with her hand and a broomstick
appears.

GLINDA (CONT'D)

Point its end at the wall and imagine
a bolt of green light.

Emily furrows her brow. A bolt of green light shoots from
the end of the broomstick and cuts into the wall.

EMILY

Hooah!

Glinda points her wand at Emily and Otto and they find
themselves sitting on the broomstick suspended in the air.

GLINDA

Just think which way you want the
broomstick to go and it will obey.

Emily furrows her brow. Suddenly the broomstick moves to
the left, to the right, up, down and speeds around the room.

EMILY/OTTO

(squeals and barks)

Emily and Otto hover on the broomstick before Glinda.

GLINDA

(laughs)

You're a natural little witch! So
it's time for you to look like one.

She points her wand at Emily and she's suddenly dressed in a
witch's hat and cloak.

EMILY

Totally neat!

Otto WHINES. Glinda points her wand at Otto and he's suddenly dressed in a witch's hat(with ear holes) and cloak. He BARKS. Emily and Glinda LAUGH.

GLINDA

Remember, the Wicked Witch can only be melted with water if she's separated from her broomstick.

EMILY

But how do I--

CLOSE ON the bedroom window. The Wicked Witch CACKLES as she flies into the room on her broomstick, followed by Mongo and the Flying Spiders. Glinda tries to rise from the bed, but a bolt of red light from the end of the Wicked Witch's broomstick knocks her unconscious.

EMILY (CONT'D)

Stop!

FAVORING EMILY

Her arm is raised, a fireball in her hand.

WICKED WITCH

Ha! Think you're a match for me?!

FAVORING WICKED WITCH

Before Emily can react, the Wicked Witch moves with lightning speed and rockets two fireballs at Emily. One knocks the fireball in Emily's hand away; the other sears away the end of Emily's broomstick. Another fireball appears in Emily's hand.

WICKED WITCH (CONT'D)

Mongo!

FAVORING MONGO

Thick spider silk spews from his body and knocks the fireball from Emily's hand. More silk wraps around Emily and Otto and makes them unable to move.

WICKED WITCH (CONT'D)

(points)

Drown these two and I'll let you eat candy before your vegetables.

She snatches up the unconscious Glinda and drapes her across her broomstick.

WICKED WITCH (CONT'D)

There's one too many witches in Oz. Time to change that!

She CACKLES and flies out the window with Glinda. Mongo and the Flying Spiders advance on Emily and Otto.

MONGO
 (to Emily and Otto)
 Time to go swimming with the little
 fishies!

Mongo and the Flying Spiders LAUGH. Emily and Otto jet over them and out the window on the broomstick.

MONGO (CONT'D)
 Why you--I'll give you a Halloween
 you won't forget!

Mongo flies out the window, followed by the Flying Spiders.

EXT. PALACE COURTYARD -- CONTINUOUS

Emily and Otto hover on the broomstick above the Halloween Candy Tree. Mongo and the Flying Spiders enter. They're about to grab Emily and Otto, but hesitate when Emily points downward.

MONGO
 (looks down and
 salivates)
 Oh, momma!

Mongo and the Flying Spiders descend on the tree. In FAST MOTION they strip the tree of all its candy. Then they lay on their backs, rub their swollen stomachs and MOAN.

FAVORING EMILY

She waves.

EMILY
 Surf's up, guys!

She and Otto fly O.S.

FLYING SPIDER
 (holds his swollen
 belly)
 Mongo, I can hardly move! Let's
 forget about those two.

MONGO
 The Wicked Witch's favorite snack is
 a pizza pie with Flying Spiders
 topping!

FLYING SPIDERS
 (frightened gasps)

CUT TO:

EXT. NIGHT SKY

Emily and Otto, with Mongo and the Flying Spiders close behind, fly over an ocean. CLOSE ON shark fins that slice through the water. CLOSE ON Mongo suddenly doubling over.

MONGO

Cramps! Can't fly any--

WIDEN to reveal the other Flying Spiders doubling up.

FLYING SPIDERS

Aarrggg! Nooooo! Geronimo!

Mongo and the Flying Spiders tumble from the sky and O.S. CLOSE ON the Sharks looking up to the sky. They wear chef hats, hold knives and forks and grin.

CLOSE ON Emily and Otto on the broomstick above as they look down. SPLASHES from below. Emily shudders, then looks away.

EMILY

(to Otto)

We won't be able to fight the Wicked Witch tied up like this.

Otto BARKS, gnaws through the spider silk and frees both of them. Emily and Otto do a high five and then fly O.S.

CUT TO:

EXT. WICKED WITCH'S CASTLE -- NIGHT

Emily and Otto circle the castle on the broomstick.

INT. WICKED WITCH'S CASTLE -- CONTINUOUS

CLOSE ON Glinda lying lifeless on the floor. WIDEN to reveal the Wicked Witch standing over her. She raises her arms and looks out a window at a full moon.

WICKED WITCH

Glinda gone! Oz mine! What a wonderful world when good things can happen to bad people!

Suddenly, Emily and Otto hover on the broomstick before the window.

WICKED WITCH (CONT'D)

YOU TWO!

Emily puts her thumb on her nose and wiggles her fingers at the Wicked Witch. The Wicked Witch SHRIEKS and brandishes her broomstick at Emily and Otto.

WICKED WITCH (CONT'D)

You two are never going to see another
Halloween!

She gets on her broomstick and jets out the window.

EXT. NIGHT SKY -- CONTINUOUS

Otto sits behind Emily as she and the Wicked Witch circle each other on their broomsticks. The Wicked Witch shoots a bolt of red light from the end of her broomstick at Emily's head. Emily ducks and whips back a fireball that sears off the end of the Wicked Witch's broomstick.

WICKED WITCH

Beginner's luck! Here's some bad
luck!

FAVORING EMILY

She dodges a fireball, but loses her balance. She hangs by one knee from the broomstick. Otto sinks his teeth into Emily's bottom and pulls her up to a sitting position.

EMILY

(rubs her bottom)
Ouch! I don't have buns of steel,
Otto, but thanks anyway!

FAVORING WICKED WITCH

She rises from a sitting position and stands on her broomstick.

FAVORING EMILY

She tries to stand, but slips off her broomstick. She catches onto the broomstick so that she hangs by her hands from it. Fireballs streak about her as the broomstick travels out of control.

EMILY (CONT'D)

Ooooooh!

Otto WHINES.

FULL ON EMILY, OTTO AND WICKED WITCH

WICKED WITCH

Don't think I'm just going to let
you hang in there!

She CACKLES and fires a fusillade of fireballs at Emily that nearly hit her. Emily does a chin on her broomstick, throws a leg up and around and sits. She sticks her tongue out at the Wicked Witch.

EMILY
 (points to herself)
 You don't want any of this, moss
 face!

Otto WHINES.

EMILY (CONT'D)
 (to Otto)
 She's better than me on a broomstick.
 But if--

FAVORING WICKED WITCH

She SHRIEKS. Smoke billows from her ears.

WICKED WITCH
 Mock me, will you, brat?!

EMILY'S POV: THE WICKED WITCH RACES DIRECTLY AT HER

A fireball strikes the Wicked Witch's hat and sets it ablaze. The Wicked Witch SCREECHES, tears the burning hat off and retreats from Emily.

EMILY
 (to Otto)
 See? She makes mistakes when she
 gets mad.

Emily makes faces at the Wicked Witch.

EMILY (CONT'D)
 Girls rule, wicked witches drool!
 Ha, ha--whoa, here she comes!

Otto WHINES.

FULL ON THE WICKED WITCH, EMILY AND OTTO

The Wicked Witch flies towards Emily in FAST MOTION. She does an elaborate series of figure eight movements that appear as a blur to Emily. A fireball rockets from the blur, strikes Emily's broomstick and sets it ablaze.

EMILY/OTTO
 (screams and yelps)

Emily and Otto fall from the sky.

EXT. SNOW CAPPED MOUNTAIN -- CONTINUOUS

Emily and Otto plunge into a snowdrift and disappear. Just as they dig themselves out, the Wicked Witch swoops down and lands next to Emily. She pins one of Emily's hands to the snow with her boot and the other hand with the end of her broomstick.

WICKED WITCH

Time for you and your mutt to be
toast!

She CACKLES. She raises her arm and a fireball appears in her hand.

EMILY

Don't!

Otto leaps at the Wicked Witch and knocks her to her back. CLOSE ON the fireball as it flies from her hand into the snow. It HISSES to extinction and forms a small puddle.

FULL ON WICKED WITCH, EMILY AND OTTO

Emily scrambles to her feet.

EMILY (CONT'D)

Otto, her broom!

The Wicked Witch jumps to her feet and swings her broomstick at Otto. He catches it in his jaws, tugs it from the Wicked Witch's hands and out of her reach.

WICKED WITCH

You canine curse! I'm going to turn
you into a hot dog!

EMILY

NOT!

Emily quickly makes a snowball.

WICKED WITCH

Ha! You think that a mere snowball
can harm the great Wicked Witch?!

She strides towards Emily. Emily throws the snowball so that it impales itself on the Wicked Witch's nose. She follows that with a fireball that strikes the snowball and melts it.

WICKED WITCH (CONT'D)

H2O?! No, no, no!

The Wicked Witch SCREECHES as steam billows from her.

WICKED WITCH (CONT'D)

Oh! Oh! Oh! I'm melting! Do kids
do the darndest things or what?!

She completely melts. CLOSE ON her cloak smoldering in the snow. WIDEN to reveal Emily and Otto as they hover on the Wicked Witch's broomstick above the witch's cloak.

EMILY

Otto, remember when Grandma said I was responsible for what I believed?

OTTO

(barks)

EMILY

I think she meant you have to be true to what you believe.

She points down at the smoldering witch's cloak.

EMILY (CONT'D)

And you can only be true to your belief if you're willing to fight for it.

Otto BARKS and wags his tail. They fly off.

DISSOLVE TO:

EXT. WICKED WITCH'S CASTLE -- NIGHT

Emily and Otto fly through an open window.

INT. ROOM IN CASTLE -- CONTINUOUS

CLOSE ON Glinda, eyes closed, crumpled on the floor, her wand broken in two, beside her. . WIDEN to reveal Emily and Otto fly into the room, land and rush to Glinda. Emily gently shakes Glinda, but she remains still.

EMILY

Glinda! Oh, Glinda, you can't be...

Emily puts her head on Glinda's chest and SOBS. Otto WHINES.

SUPER: Dorothy points at Glinda.

END SUPER

CLOSE ON Glinda's face as her eyes flutter and then open. Otto BARKS. Emily raises her head.

EMILY (CONT'D)

Oh! Then you weren't--that's wonderful!

Glinda gets to her feet.

GLINDA

Yes, but there's still one more wonderful thing to do.

Glinda points at her broken wand and the two halves fuse together. She waves the wand and she, Emily and Otto vanish.

CUT TO:

EXT. COURT YARD OF EMERALD CITY -- MORNING

With Glinda at her side, Emily hurls fireballs at the frozen citizens. The ice encasing them melts and they're restored to life. The last citizens she restores to life are the Scarecrow, Tin Man and the Cowardly Lion.

EMILY

(holds out her hand)
Hi, I'm Emily, Dorothy's
granddaughter.

The Scarecrow, Tin Man and Cowardly Lion shake hands with her.

SCARECROW

Dorothy told me that she's happy I
used my brains and became President
of Oz.

TIN MAN

And happy I became Supreme Judge of
Oz and used my heart to make the law
kinder.

COWARDLY LION

And happy I used my courage and became
Secretary of Defense.

He balls his paws into fists and shakes them.

COWARDLY LION (CONT'D)

We'll fight 'em on the land, fight
'em in the air, fight 'em in our
underwear!

Everyone LAUGHS.

EMILY

(to Glinda)
I guess I better get home or I'll be
grounded big time.

GLINDA

Don't worry, it's still Halloween in
Kansas.

CLOSE ON Glinda's wand. When she taps it three times on Emily's ruby slippers pendant, the pendant turns emerald green. WIDEN to include everyone.

GLINDA (CONT'D)

Those who believe in Oz will see the pendant as green; all others as red.

EMILY

I see it green.

GLINDA

Those who see the pendant as green will be able to come back to Oz with you.

EMILY

How?

GLINDA

When the pendant glows, click the slippers three times together and in Oz you'll be.

Glinda points her wand at Emily and Otto. Their witch costumes vanish.

EMILY

Bye, everybody!

GLINDA/OTHERS

(good-byes)

Otto BARKS. CLOSE ON Emily's fingers. She CLICKS the two emerald slippers together three times.

CUT TO:

INT. EMILY'S BEDROOM -- NIGHT

CLOSE ON a mirror on a bureau. Emily and Otto tumble out of the mirror and land on the bed. Emily's younger sister, Faith, runs into the room, a sheet draped over her, her arms upraised.

FAITH

Boo!

Emily looks at Faith a moment, then snatches up Otto and jumps out of the bed.

EMILY

(screams)

Otto, it's a real ghost!

Faith pulls the sheet off her head.

FAITH

I really scared you? I thought Halloween's not scary for you anymore.

Emily puts her arm around Faith's shoulders,

EMILY

It may be hard for you to believe,
Faith, but sometimes I can be a jerk.

FAITH

(straight faced)
I believe that.

Emily LAUGHS and tweaks Faith's nose.

EMILY

Come on, let's have a happy Halloween!
Last one downstairs is a wicked witch!

Emily dashes out the bedroom doorway, followed by a BARKING
Otto and GIGGLING Faith. HOLD on the bedroom.

FAITH (O.S.)

I like the slippers better green,
Emily.

CLOSE ON the mirror on the bureau. The mirror turns from
green to red, from red to green....

FADE OUT:

