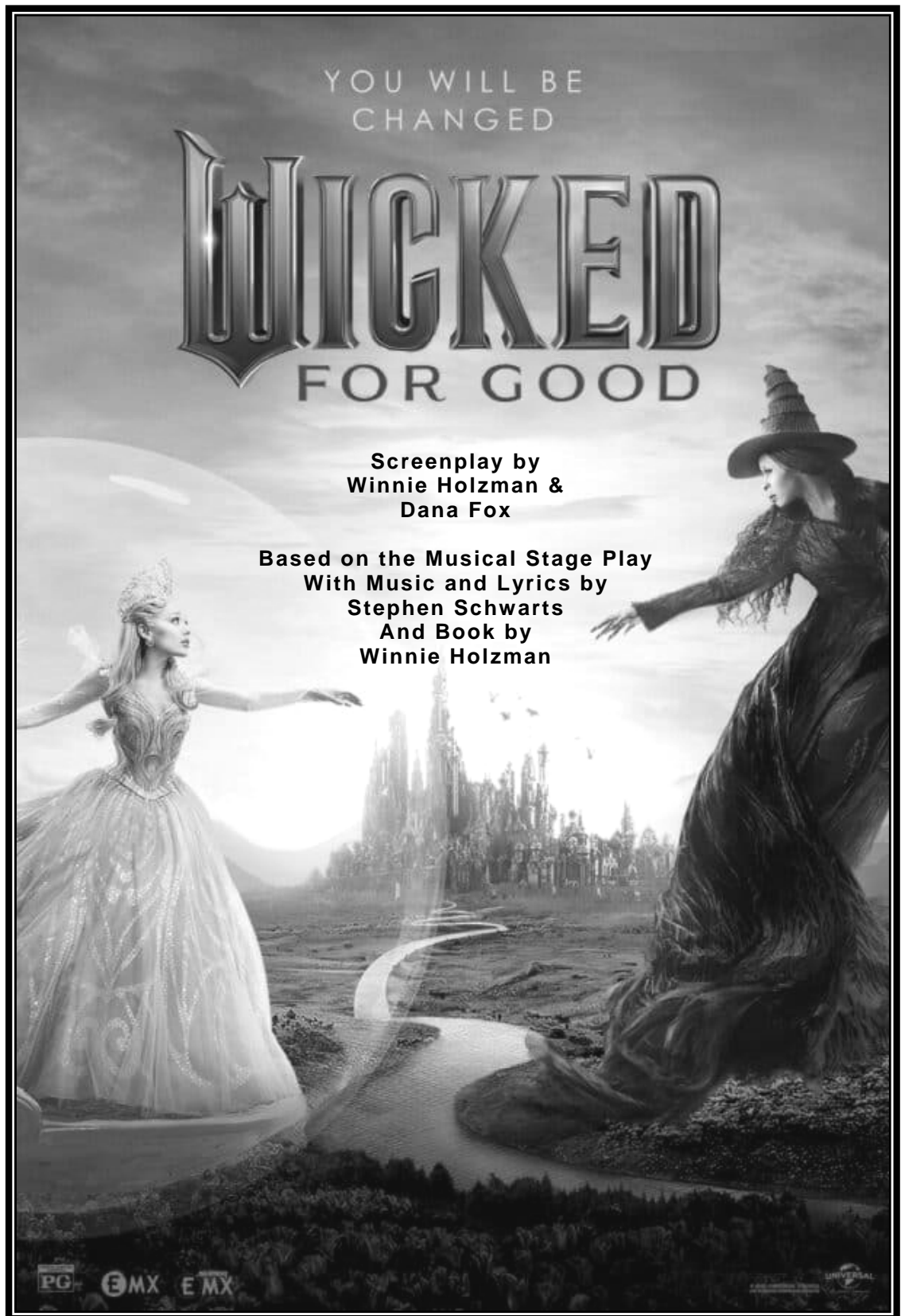


# WICKED FOR GOOD



From the Novel by  
Gregory Maguire

SHOOTING SCRIPT

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WICKED: FOR GOOD

Written by

Winnie Holzman

and

Winnie Holzman & Dana Fox

Based on the musical stage play  
with music and lyrics by  
Stephen Schwartz  
and book by  
Winnie Holzman

From the novel by Gregory Maguire

OVER BLACK.

MORRIBLE (V.O.)

Citizens of Oz. There've been 12  
tide turnings since the Wicked  
Witch of the West escaped with our  
Grimmerie. Shield your children.  
Trust no Animals... She *will* be  
eliminated. Until then, the  
Wizard's vision for the Oz of  
Tomorrow marches on...

**EXT. MUNCHKINLAND - FIELD - DAY**

A field of yellow stretches as far as the eye can see. The delicate flowers wave in the breeze, turning their faces towards the sun as if they haven't a care in the world until--

--a buzzsaw decapitates them. An Ozian-style rotary rake CRUSHES the flowers under its wheels as... SMASH!

CLOSE ON: A PICK AXE crashes into rock, shattering it.

**EXT. MUNCHKINLAND - QUARRY - DAY [INTERCUT]**

In a RHYTHMIC MONTAGE of sights and sound:

-- Shale tumbles into a crudely mechanized crusher.

-- Yellow flowers get PULVERIZED into a fine powder.

-- Water and hay are added to the shale to form... BRICKS.

-- And the yellow powder is made into... PAINT.

-- The paint meets the bricks, which dry in the sun. A pair of hooves picks up a dry brick.

**EXT. OUTSKIRTS OF MUNCHKINLAND TOWN - YELLOW BRICK ROAD - DAY**

Another pair of hooves drops a brick into a pile, where a BISON passes it to ANOTHER BISON.

We FOLLOW the brick down an assembly line of BISON until the last one sets it into place, and we see...

They're building the YELLOW BRICK ROAD.

Now we see the Bison are chained together, panting in the heat, in pain. One stands on his hind legs to stretch--

GUARD (O.S.)

Keep moving!

A GUARD with an Ozian-style scythe yanks the chain sharply, and the Bison falls back onto all fours.

Behind the Guard, backlit by the sun, we see... the iconic silhouette of the Wicked Witch.

The Guard senses something, turns... *there's no one there.*

Just then, something buzzes past his head, barely missing it, and -- chains EXPLODE! -- freeing some of the Bison.

They make a run for it. The Guard yells after them--

GUARD (CONT'D)  
Halt! In the name of the Wizard--!

As the Bison disappear into the surrounding woods, the Guard turns and...

ELPHABA stands before him. Powerful. Defiant.

The Guard ducks as a BROOM flies back towards Elphaba and snaps into her hand!

A beat. Then the Guard attacks, whipping his scythe around with deadly force, shearing off pieces of her black cloak.

Elphaba brandishes her broom like a superhero with her signature weapon. As she defends herself, more chains BURST APART, setting more Bison free.

The Guard is no match for Elphaba, but as the last of the Bison disappear...

A SWARM of FLYING MONKEYS dive-bombs Elphaba, like a fighter squadron coming in for the kill. Elphaba jumps onto her broom and makes for the trees.

REVEAL ANOTHER GUARD, young and scared, hiding behind a rock. He drops his weapon and runs as fast as he can towards--

**EXT. MUNCHKINLAND TOWN - DAY**

As the frightened young Guard runs down the street--

**SONG: "EVERY DAY MORE WICKED"**

GUARD  
(singing)  
BAD NEWS! AGAIN!  
THE WICKED WITCH STRIKES AGAIN!

The TOWNSPEOPLE rush into their homes, lock their doors...

TOWNSPEOPLE  
THE WICKED WITCH STRIKES AGAIN!

**INT. FOREST - SAME**

The Monkeys chase Elphaba as she flies through the forest... Elphaba ducks, spins, and weaves on her broom.

OZIANS (O.S.)  
MORE AND MORE WE HEAR OF SOME NEW ATTACK  
EV'RY TIME WE THINK IT'S OVER, SHE IS BACK  
AGAIN!  
BAD NEWS!

The Monkeys, close behind her, catapult through trees in a gravity-bending mix of flying and swinging through branches.

Elphaba hovers mid-air, and for a split second -- her eyes meet CHISTERY'S. He has a notch in one ear and an imposing physical presence. He's the leader of the Flying Monkeys.

OZIANS (O.S.) (CONT'D)  
BAD NEWS!

Chistery flies straight for her. Elphaba just barely eludes him, then she explodes out of the forest as--

OZIANS (O.S.) (CONT'D)  
BAD NEWS!

**EXT. EMERALD CITY / MUNCHKINLAND - DAY**

A series of newspapers hit the pavement, are waved by a PAPERBOY, are read by anxious Ozians.

The headlines scream:

-- "WICKED WITCH FLIES AGAIN!"

-- "WITCH DESTROYS PUBLIC PROPERTY!" (with a photo showing the broken Bison chains).

-- "WICKED WITCH, ARMED AND DANGEROUS!" (with a photo showing Elphaba brandishing her broom angrily).

Ozians crowd around this last newspaper--

OZIANS  
EV'RY DAY MORE WICKED!  
EV'RY DAY THE TERROR GROWS!  
ALL OF OZ IS EVER ON ALERT!

**EXT. EMERALD CITY - DAY**

Next to an enormous poster of the Wizard, another huge poster is unfurled: a purposefully unflattering portrait of the Wicked Witch, offering a reward for her capture.

OZIANs (O.S.)  
 THAT'S THE WAY WITH WICKED:  
 SPREADING FEAR WHERE E'ER SHE GOES  
 SEEKING OUT NEW VICTIMS SHE CAN HURT!

**EXT. EMERALD CITY - PALACE STEPS - DAY**

MADAME MORRIBLE, renowned sorceress and newly appointed press secretary, speaks in front of REPORTERS and OFFICIALS.

MORRIBLE  
 LIKE SOME TERRIBLE GREEN BLIZZARD  
 THROUGHOUT THE LAND SHE FLIES  
 DEFAMING OUR POOR WIZARD  
 WITH HER CALUMNIES AND LIES!

MORRIBLE/ALL  
 SHE LIES!

Morrrible spots Chistery and the Monkeys above and signals them.

**INT. PALACE - PROPAGANDA ROOM - DAY**

Chistery and the other Monkeys fly in through the open window, and immediately start cranking the handle of a contraption.

The barrel of the contraption spins, and Anti-Witch leaflets spew out the Palace window--

**EXT. EMERALD CITY - DAY**

We FOLLOW the leaflets through the air... across the countryside...

The Ozians grab them, look to the sky with fear, and hustle their children into their homes to hunker down, *terrified--*

OZIANs (O.S.)  
 SAVE US FROM THE WICKED!  
 SHIELD US SO WE WON'T BE HEXED!  
 GIVE US WARNING:  
 WHERE WILL SHE STRIKE NEXT?

SLAP! A poster goes up -- Elphaba looking even more evil.

OZIAN'S (O.S.) (CONT'D)  
 WHERE WILL SHE STRIKE NEXT?

SLAP! Yellow paint is smacked across a brick.

OZIAN'S (O.S.) (CONT'D)  
 WHERE WILL SHE STRIKE...

WHOOSH! A green hand snatches a leaflet out of the air!

It's Elphaba, of course, flying on her broom towards...

**EXT. FOREST - ELPHABA'S LAIR - DAY**

Elphaba looks over her shoulder to make sure no one is following her, then dips until her feet touch down...

VOICES (O.S.)  
 --NEXT?!

...onto a tree branch.

**INT. ELPHABA'S LAIR - DAY**

As Elphaba enters her lair, we realize: it's concealed within an enormous tree.

ELPHABA  
 WHEN I STOP THE WIZARD  
 ALL OZ WILL APPLAUD  
 HOW I SAVED THEM FROM THE WIZARD  
 BY REVEALING HE'S A FRAUD

We see how she's been living: foraged food, a makeshift bed, a few personal effects from her former life...

Elphaba sticks the leaflet up on a "wall" amidst various maps and plans drawn on pieces of birch bark that already hang there.

ELPHABA (CONT'D)  
 IF I CAN JUST MAKE THEM BELIEVE IN THE  
 TRUTH...

We now see that the leaflet depicts a cruel caricature of Elphaba, exaggerated to make her look ugly... and evil.

ELPHABA (CONT'D)  
 THAT ALL THAT HE SAYS IS A LIE  
 THAT'S WHEN THEY'LL FIN'LLY BID  
 THE WIZARD GOODBYE  
 THEN ALL OF US WILL BID THE WIZARD GOOD --

Elphaba's gaze falls upon... the guidebook to the Emerald City that Glinda gave her... in another life.

Elphaba opens the book to an inscription in beautiful pink handwriting:

"For Elphie, Love Always. Galinda."

As Elphaba touches the inscription...

CUT TO:

**INT. PALACE - HALL OF GRANDIOSITY - DAY**

GLINDA dances through the hall, followed by PFANNEE, SHENSHEN and the rest of her TEAM OF STAFF, in formation à la "What is This Feeling" from the first film.

PFANNEE, SHENSHEN, AND STAFF  
 DEAREST GLINDA, YOU ARE STILL THE BEST  
 OTHERS ARE GOOD, BUT YOU'RE THE GOODLIEST  
 WE FEEL MERRY, WE FEEL CHEERY  
 JUST TO GAZE ON YOUR REFLECTION  
 ONLY YOU DISPROVE THE THEORY  
 THAT YOU CAN'T IMPROVE PERFECTION

Glinda separates from them and moves towards the gated entrance of the palace.

**INT./EXT. PALACE - ENTRY STAIRS - DAY**

Glinda walks out onto the steps as she sings:

GLINDA  
 LA LA LA LA ...

The MUSIC assumes a martial beat as a SQUADRON OF SOLDIERS in impressive green uniforms march towards Glinda and the crowd.

SOLDIERS  
 LA LA LA LA!  
 LA LA LA LA!

The Squadron executes a choreographed drill routine. The audience APPLAUDS, impressed.

Glinda moves down the line of SOLDIERS and finally reaches the last in line---

It's FIYERO, in a more elaborate uniform than the others.

As Fiyero bows, Glinda presents him with a sash. He winks at her and she smiles. Not her Glinda smile. A private smile.

They kiss and the crowd ERUPTS. The FLASH of a camera bulb takes us to...

**INT. ELPHABA'S LAIR - DAY**

Elphaba pulls The Grimmerie from her satchel and sets it on the ground. It opens to her. As she CHANTS, various objects near her float upwards...

OZIANs (PRE-LAP)  
SAVE US FROM THE WICKED!

**INT. MUNCHKINLAND - HOUSE - DAY**

Panicked HOME-DWELLERS secure their windows and doors.

OZIANs  
EV'RY NIGHT OUR VOICES WAIL  
SAVE US FROM THIS FEAR AND VICTIMHOOD!

**INT. TRAIN - SAME**

Excited Ozian PASSENGERS look out their windows as the train enters the city:

OZIANs  
WE BELIEVE IN GLINDA

REVEAL: A BREATH-TAKINGLY ENORMOUS BILLBOARD OF GLINDA THE GOOD. She looks beatific, inspirational... heroic.

OZIANs (CONT'D)  
WITH HER MAGIC, SHE'LL PREVAIL  
SHE WILL MAKE IT END THE WAY IT SHOULD  
WHEN AT LAST THE WICKED  
IS DEFEATED BY THE GOOD...

PULL OUT TO REVEAL that the "Glinda" billboard is directly opposite the "Elphaba" billboard in the ultimate display of good vs. evil.

OZIANs (CONT'D)  
THE GOOD...

As the Ozians look up to bask in the glory of Glinda vanquishing Elphaba with her powerful wand--

OZIANs (CONT'D)  
WICKED IS DEFEATED BY THE GOOD...

We hear the crowd CHEER. Their cheers turn to ECHOES in a hallway...

INT. PALACE - HALL OF GRANDIOSITY - DAY

Glinda's heels CLICK as she strides purposefully down the hall, exuding decisive confidence, as...

Pfannee and ShenShen, now her loyal assistants, hustle to keep up. ShenShen consults a newspaper, Pfannee wields a clipboard.

SHENSHEN

The Gillikin Gazette calls you "The Witch to Watch!"

GLINDA

Good to know!

A HELPER catches up to them, with a gargantuan flower arrangement. Without breaking stride, Pfannee nabs the card--

PFANNEE

The Quadling Quorum wants to honor you! They're just not sure for what.

GLINDA

Good to hear!

Pfannee spots, behind the enormous bouquet, another HELPER, with a basket of muffins.

PFANNEE

And someone sent muffins.

GLINDA

Good for them!

PFANNEE

(whispers, to the muffin Helper)

Have these brought to my hovel.

They reach the elevator. It opens... and heaps of gowns "walk out," with TWO MORE HELPERS buried under them.

SHENSHEN

Last week's gowns.

PFANNEE

Give to the under-fortunate?

GLINDA

Good idea!

Glinda starts to board the elevator but stops short, hit with a thought.

GLINDA (CONT'D)  
Let's explore trademarking the word  
'good.'

Pfannee and ShenShen react with awe.

PFANNEE/SHENSHEN  
Ooooo.

PFANNEE  
(holds out his arm)  
Look-- *goosies*.

Glinda and ShenShen examine Pfannee's arm.

GLINDA  
Your little arm hairs are vertical!

PFANNEE/SHENSHEN  
They always are.

Glinda steps INTO THE ELEVATOR, Pfannee and ShenShen follow--

**INT. PALACE - ELEVATOR - SAME**

A small ANIMAL WAITER waits, holding a silver tray with a frothy "smoothie" on it. The smoothie is very faintly pink.

Glinda takes the drink. She's about to take a sip, but notices--

GLINDA  
Shouldn't this be *pinkier*?

Pfannee, ShenShen, and the Animal Waiter freeze, ashamed.

SHENSHEN  
(like someone died)  
I... don't know what to say. I'm *so*  
*sorry*.

PFANNEE  
I blame myself.

Glinda takes a cleansing breath and the high road:

GLINDA  
Let's all just learn from this.

The elevator doors close.

**INT. PALACE - OUTSIDE GLINDA'S PRIVATE QUARTERS - CONTINUOUS**

The elevator doors open and Glinda steps out to see:

Madame Morrible, waiting at the door to Glinda's suite.  
Glinda is instantly contrite.

GLINDA

Madame Morrible! Forgive me for  
keeping you waiting, I--

Glinda breaks off, taking in her former teacher's grim glare.

GLINDA (CONT'D)

Has something happened? Is it--  
(an anxious whisper)  
*Elphaba?*

MORRIBLE

(pointedly)  
You mean, the *Wicked Witch*.

Glinda instantly regrets this slip up, but before she can say more, Morrible hustles them both into her suite, shutting the door in Pfannee and ShenShen's faces.

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - CONTINUOUS**

As the two women move through Glinda's opulent pink suite...

MORRIBLE

The Wicked Witch remains very much  
alive...

There's a private flicker of relief on Glinda's face-- which Morrible, sweeping past her, doesn't see.

MORRIBLE (CONT'D)

But she can't elude us forever. Not  
with Prince Fiyero and the Gale  
Force hot on her trail. And the  
Flying Monkeys remain loyal to the  
Wizard, thank Oz. They're  
determined to destroy her.

Glinda nods, tries to cover her emotions, her confidence evaporating in Morrible's presence.

MORRIBLE (CONT'D)

So despite her efforts to *derail*  
the construction of the Wizard's  
road, it's nearly done.

GLINDA  
Wonderful!

MORRIBLE  
Of course, the public is on edge  
from her various wicked exploits.  
It's more important than ever that  
you lift everyone's spirits, as  
only you can. Accordingly--

She leads Glinda to the balcony window and throws the  
curtains open. Glinda looks out and GASPS, transfixed by:

A mesmerizingly shiny LARGE FLOATING ORB.

GLINDA  
I love it, what is it?

MORRIBLE  
Your new mode of transport. Your  
very own vehicular, spherical  
globule!

GLINDA  
Like a... bubble?

MORRIBLE  
(losing patience)  
Sure.

Glinda rushes out to the balcony. Morrible follows--

**EXT. GLINDA'S PRIVATE QUARTERS - BALCONY - CONTINUOUS**

Glinda approaches her new Bubble with awe... She examines it,  
seeing her reflection on its surface. She touches it and the  
Bubble pops.

GLINDA  
Is that supposed to happen?

MORRIBLE  
It's alright.

GLINDA  
Are you sure?

Glinda steps in and looks down at something.

GLINDA (CONT'D)  
Does that do what I think it does?

REVEAL a foot pedal button that reads: "TAP TO BUBBLE."

Glinda steps on it and the Bubble rebubbles. Glinda gasps. Then pops it. She taps the pedal a few times -- rebubbling, popping, rebubbling, popping -- delighted.

MORRO

I take it you approve?

GLINDA

Approve? I'm obsess-ulated.

MORRIBLE

The Wizard had it crafted especially for you. His Ozness feels it's vital that you, as our Good Witch, also be airborne.

As Glinda absorbs the fact that she's expected to somehow compete with Elphaba, Morrible squints up at the sky.

MORRIBLE (CONT'D)

Hmm... the sun is behind that cloud, it should be shining on you, in your... *Bubble!*

Morrible makes a dramatic gesture and a breeze wafts away the cloud! Sunlight hits Glinda and her Bubble, both sparkle...

Glinda regards Morrible, impressed (and envious).

GLINDA

I do so admire your powers over atmospherical phenomenon, Madame.

MORRIBLE

(feigns modesty)

It comes in handy at times.

Then, with condescension disguised as kindness--

MORRIBLE (CONT'D)

But don't fret over your inability to produce any *actual magic*, dear. This invention will disguise your... deficiency.

Glinda winces at this dig.

MORRIBLE (CONT'D)

The Bubble's mechanism is cleverly concealed. People will assume it is you who are causing it to float, through your own witchly powers. So just... let them assume it!

Morrible smiles at her with barely disguised disdain.

MORRIBLE (CONT'D)  
Oh, don't forget this!

Morrible hands Glinda her impressive magic wand and looks her over.

MORRIBLE (CONT'D)  
The wand really sells it.

Morrible exits, leaving Glinda alone, keenly aware of her own inadequacy.

Glinda regards her wand, checks to make sure no one is watching, and then... waves the wand with a flourish, unable to resist the hope that something might somehow happen.

But of course-- *nothing does.*

We hear A LITTLE GIRL'S VOICE...

YOUNG GALINDA (PRE-LAP)  
A magic wand!

**INT. GALINDA'S CHILDHOOD HOME - TERRACE - DAY [FLASHBACK]**

YOUNG GALINDA (7) in a pink, poufy dress, resides over a festively decorated picnic party surrounded by her FRIENDS and her ADORING PARENTS.

YOUNG GALINDA  
It's what I've wanted most of all!

She lifts a child-sized "magic wand" from its box with reverence, as her little guests "OOOO" and "AHHHH" with excitement.

GALINDA'S MOM  
For our most special, magical girl.

CHILD GUEST  
(blurts out, excited)  
Make some magic!

VARIOUS CHILDREN  
YES!! / Show us! / We want to see  
magic!

Galinda, a bit overwhelmed (she's never actually done this before), looks to her parents.

They nod and smile encouragingly, so she takes a deep breath and awkwardly, self consciously, waves the wand around...

The children lean in, watching with anticipation. But... nothing happens.

YOUNG GALINDA

(covering)

Oh. I forgot to say the spell!

She waves her wand again, this time more convincingly.

YOUNG GALINDA (CONT'D)

I hereby commandify... That  
*something magical shall happen!*

But again nothing happens.

Her little guests start to GIGGLE and WHISPER to each other: "She can't do it!" "She's not magical!" "She's faking!"

Galinda is frozen in humiliation... until--

CHILD GUEST

Look!! A rainbow!!

The children jump up to find:

A rainbow arched across the sky.

CHILD GUEST 2

Wait. Did you...?

Galinda doesn't know how to answer.

GALINDA'S MOM

(stepping in)

Of course she did.

Now all the children are turning to Galinda, amazed.

VARIOUS CHILDREN

Galinda?! / Did you really make  
that happen?!

Galinda hesitates... She's torn. Finally--

YOUNG GALINDA

Well, you know how I love rainbows!

The children, in awe, start CLAPPING.

VARIOUS CHILDREN

You're so good! / She's so good!

Galinda smiles, accepting their applause, pushing down her twinges of guilt. It feels so good to be admired!

GALINDA'S DAD

Cake!

All the children run off to another table, where cake is being served. Alone now, Galinda's smile fades.

GALINDA'S MOM

(approaching)

What's wrong, dearest? You got everything you wanted.

YOUNG GALINDA

I know. But--

(hard to admit)

I want to be magical, for real.

And--

(the hardest admission)

I'm not.

GALINDA'S MOM

But darlingest...

As her mother gently takes the wand from her.

Galinda, awaiting her mother's wisdom, looks up at her with big eyes and we see:

Galinda's little face reflected in the wand's shiny surface.

GALINDA'S MOM (CONT'D)

Everyone loves you. Believe me, that's all you'll ever need.

Galinda, trying to believe this, catches sight of herself in the wand's reflection.

As HER REFLECTION TRANSFORMS BACK into HER ADULT FACE...

**EXT. GLINDA'S PRIVATE QUARTERS - BALCONY - DAY [PRESENT]**

BACK TO SCENE. Glinda gathers herself and hesitantly enters her Bubble. It may not be real magic, but it's *hers* -- and she's determined to make the most of it.

MORRIBLE (PRE-LAP)

How fortunate are we...

**EXT. MUNCHKINLAND VILLAGE - YELLOW BRICK ROAD - DAY**

Morrible stands on a bandstand-style platform, with a uniformed Fiyero, addressing an excited CROWD.

MORRIBLE

...for this historis-tical,  
groundbreaking, spectacular feat of  
engineer-ification, this wonderful--  
*Yellow Brick Road.*

More CHEERS. REPORTERS and PHOTOGRAPHERS scribble and take photos. LITTLE GIRLS wave their toy "Glinda Wands."

MORRIBLE (CONT'D)

And now, flying in to do the  
snipping, my prized pupil, *Glinda*  
*The Good!*

Behind them, Glinda's Bubble comes into view. The crowd gazes at this vision in amazement, CLAPPING as it touches down, and... out steps Glinda. The CROWD GOES WILD!

Glinda addresses them--

GLINDA

Fellow Ozians-- good news! Now, at  
last, all roads lead to the Wizard!

As Glinda joins Fiyero on the platform...

**SONG: "THANK GOODNESS"**

GLINDA (CONT'D)

OH WHAT A CELEBRATION  
WE'LL HAVE TODAY

CROWD

THANK GOODNESS!

GLINDA

LET'S HAVE A CELEBRATION  
THE GLINDA WAY...

CROWD

THANK GOODNESS!

MADAME MORRIBLE

FIN'LLY A DAY THAT'S  
TOTALLY WICKED-WITCH FREE!

CROWD

WE COULDN'T BE HAPPIER

ALL

THANK GOODNESS!

MORRIBLE

And thank Goodness for you, Glinda!  
And for your handsome swain, Prince  
Fiyero, newly appointed Captain of  
the Gale Force!

The crowd APPLAUDS. Fiyero looks uncomfortable. Glinda beams  
at Fiyero and takes his hand...

MORRIBLE (CONT'D)

The Gale Force, of course, is the  
elite squadron assembled by the  
Wizard himself, to capture the  
Wicked Witch.

(turns to Fiyero)

Tell us, Captain, how does it feel?

FIYERO

Frustrating. But I became Captain  
to find her, so I'll keep searching  
until--

MADAME MORRIBLE

No! Being engaged!

The crowd CHEERS. Some SHOUT: "Congratulations!" Fiyero looks  
confused. Morrible whispers encouragingly to Glinda--

MADAME MORRIBLE (CONT'D)

People love a love story.

FIYERO

(to Glinda)

We're engaged?

GLINDA

Surprised?

FIYERO

Yes!

GLINDA

Oh, good! We hoped you'd be, the  
Wizard and I!

(to the crowd)

WE COULDN'T BE HAPPIER

(to Fiyero)

RIGHT, DEAR?

(back to the crowd)

COULDN'T BE HAPPIER

RIGHT HERE, LOOK WHAT WE'VE GOT:

A FAIRY-TALE PLOT

OUR VERY OWN HAPPY ENDING

WHERE WE COULDN'T BE HAPPIER

(to Fiyero)  
 TRUE, DEAR?  
 (to the crowd again)  
 COULDN'T BE HAPPIER  
 AND WE'RE HAPPY TO SHARE  
 OUR ENDING VICARIOUSLY  
 WITH ALL OF YOU  
 HE COULDN'T LOOK HANDSOMER  
 I COULDN'T FEEL HUMBLER  
 WE COULDN'T BE HAPPIER  
 BECAUSE HAPPY IS WHAT HAPPENS  
 WHEN ALL YOUR DREAMS COME TRUE!

The crowd again CHEERS their approval.

MORRIBLE  
 And Glinda dear, we are happy for  
 you! As Press Secretary, I've  
 striven to ensure that all of Oz  
 knows the story of your braverism!  
 How vividly I remember...  
 (sings)  
 THE DAY YOU WERE FIRST SUMMONED  
 TO AN AUDIENCE WITH OZ  
 AND ALTHOUGH HE WOULD NOT TELL YOU WHY  
 INITIALLY  
 WHEN YOU BOWED BEFORE HIS THRONE  
 HE DECREED YOU'D HENCE BE KNOWN  
 AS GLINDA THE GOOD -- OFFICIALLY!

FIYERO  
 (whispers to Glinda)  
 That's not how you described it to  
 me!

GLINDA  
 (whispers back)  
 Well, no, not exactly, but we'll  
 talk about that later...

MORRIBLE  
 THEN WITH A JEALOUS SQUEAL  
 THE WICKED WITCH BURST FROM CONCEALMENT  
 WHERE SHE HAD BEEN LURKING --  
 SURREPTITIALLY!

The crowd GASPS in horror.

SOMEONE IN CROWD  
 I HEAR SHE HAS AN EXTRA EYE  
 THAT ALWAYS REMAINS AWAKE!

ANOTHER PERSON  
I HEAR THAT SHE CAN SHED HER SKIN  
AS EASILY AS A SNAKE!

THIRD PERSON  
I HEAR SOME REBEL ANIMALS  
ARE GIVING HER FOOD AND SHELTER!

FOURTH PERSON  
I HEAR HER SOUL IS SO UNCLEAN  
PURE WATER CAN MELT HER!

FIYERO  
What?

CROWD  
MELT HER!?  
PLEASE -- SOMEBODY GO AND MELT HER!

FIYERO  
(to Glinda, low)  
Do you hear that? Water will melt  
her!?

GLINDA  
Well--

FIYERO  
People are so empty-headed, they'll  
believe anything!

GLINDA  
Shh! Dearest--  
(to Morrible and the  
crowd)  
Excuse us just a clock tick...

Glinda pulls Fiyero aside, out of view...

FIYERO  
I can't just stand here grinning,  
pretending to go along with all  
this!

GLINDA  
Fiyero, do you think I like hearing  
them say those awful things about  
her? I hate it!

FIYERO  
Then what are we doing here, let's  
go. Let's get out of here--!

GLINDA

I can't. I can't leave now, when people are looking to me to raise their spirits!

FIYERO

You can't leave because you can't resist this. That's the truth.

GLINDA

Well, maybe I can't. Is that so wrong? Who could?

FIYERO

You know who could. And who has.  
(then)  
I've got to find her. Because if someone else finds her first--

He breaks off, it's too dark a thought. Glinda takes this in. Then, she speaks from her heart...

GLINDA

Fiyero, I'm worried for her, too. And I miss her. But-- don't you see? *She doesn't want to be found.*

He looks at her. She continues, loving but forceful.

GLINDA (CONT'D)

You've got to face it. She's made her choice.

The reality of this hits him hard.

FIYERO

You're right.  
(regards her)  
And look, if it'll make you happy... of course I'll marry you.

GLINDA

But-- it'll make you happy, too. Right?

FIYERO

Well, you know me... I'm always happy.

Fiyero abruptly moves off to where the rest of the Gale Force wait with their Horses.

GLINDA

Fiyero--!

Glinda, covering expertly, returns to the platform as she calls out after Fiyero--

GLINDA (CONT'D)  
 Oh-- yes, thanks plenty, dearest!  
 (to the crowd)  
 He's gone to... fetch me a  
 refreshment. He's so thoughtful  
 that way.

The CROWD "AHHH'S" appreciatively.

GLINDA (CONT'D)  
 THAT'S WHY I COULDN'T BE HAPPIER  
 NO, I COULDN'T BE HAPPIER  
 THOUGH IT IS, I ADMIT  
 THE TINIEST BIT  
 UNLIKE I ANTICIPATED  
 BUT I COULDN'T BE HAPPIER  
 SIMPLY COULDN'T BE HAPPIER  
 Well -- not simply...  
 'CAUSE GETTING YOUR DREAMS  
 IT'S STRANGE, BUT IT SEEMS  
 A LITTLE -- WELL -- COMPLICATED  
 THERE'S A KIND OF A SORT OF... COST  
 THERE'S A COUPLE OF THINGS GET... LOST  
 THERE ARE BRIDGES YOU CROSS  
 YOU DIDN'T KNOW YOU CROSSED  
 UNTIL YOU'VE CROSSED...  
 AND IF THAT JOY, THAT THRILL  
 DOESN'T THRILL LIKE YOU THINK IT WILL  
 STILL --  
 WITH THIS PERFECT FINALE  
 THE CHEERS AND THE BALLYHOO  
 WHO  
 WOULDN'T BE HAPPIER?  
 SO I COULDN'T BE HAPPIER  
 BECAUSE HAPPY IS WHAT HAPPENS  
 WHEN ALL YOUR DREAMS COME TRUE  
 WELL, ISN'T IT?  
 HAPPY IS WHAT HAPPENS...

GLINDA (CONT'D)	CROWD
WHEN YOUR DREAMS	AHH
COME	AHH
TRUE	

Glinda steps down from the riser. Morrible watches, impressed (and envious) at the intense effect Glinda has on people as she moves through the crowd... taking people's hands, hugging children, giving people hope--

CROWD (CONT'D)  
 WE LOVE YOU GLINDA, IF WE MAY BE SO  
 FRANK...

GLINDA  
 THANK GOODNESS!

CROWD  
 FOR ALL THIS JOY, WE KNOW WHO WE'VE GOT TO  
 THANK:  
 THANK GOODNESS!

MEN  
 THAT MEANS, THE WIZARD...

WOMEN  
 GLINDA...

GLINDA  
 AND FIANCÉ!

HALF THE CROWD  
 THEY COULDN'T BE GOODLIER

OTHER HALF OF CROWD  
 SHE COULDN'T BE LOVELIER

ALL  
 WE COULDN'T BE LUCKIER...

GLINDA  
 I COULDN'T BE HAPPIER...

CROWD  
 THANK GOODNESS...

GLINDA/CROWD  
 TODAY!  
 THANK GOODNESS FOR TODAY!

Just then, a BLOOD-CURDLING SCREAM, as SOMEONE in the crowd  
 points skyward! Glinda and Morrible look up--

HIGH ABOVE: ELPHABA FLIES ACROSS THE SKY.

At the sight of the Witch, pandemonium and panic ensue.

MORRIBLE  
 Take cover!

The crowd ducks, covering their heads.

Morrible grabs Glinda "protectively," clutching her in a way  
 that prevents Glinda from seeing anything...

Morrible, now the only one watching, sees that Elphaba is punching through the clouds to form a message.

It reads: "OUR WIZARD LIES!"

Morrible, still holding Glinda close so she can't see, waves her hand, and a strong wind whips up.

As Elphaba flies off, Morrible's wind blows away and rearranges the clouds, until the message reads: "OZ DIES!"

MORRIBLE (CONT'D)  
(feigning shock)  
She wants to kill us all! *Look!*

Morrible points, releasing Glinda, who looks up...

Elphaba sees this and, furious, she circles back. But suddenly, the Monkeys chase after her. She has to flee.

And now the crowd is seeing the threat in the sky. People SCREAM in fear, grab each other, run for cover...

Glinda stares in shock at this threat from her friend. She never dreamed things would go this far.

Fiyero jumps on his Horse and motions to the Gale Force to mount their Horses. They gallop after the Witch, in pursuit.

**EXT. FOREST - DAY**

Fiyero gallops on his Horse, the Gale Force right behind him. He notices a cluster of trees off to the side, senses something... slows...

Fiyero dismounts, then mutters something we can't hear to his Horse, who nods and moves off, as Fiyero approaches the trees. Slowly, deliberately, he moves to the largest tree.

Fiyero stops, staring at the tree. He hears RUSTLING, quickly draws his musket and aims. His finger finds the trigger.

MORE RUSTLING. One of the Gale Force Soldiers emerges from a thicket of vegetation, where the rustling was coming from...

SOLDIER  
Captain, do you see anything?

Fiyero's eyes narrow a moment. Then... he lowers his musket.

FIYERO  
No. Come on. We mustn't rest until we capture that Wicked Witch.

Frustrated, Fiyero WHISTLES A DISTINCTIVE WHISTLE (we heard in Movie One) and his Horse trots up to him. They share a look, then he jumps on his Horse, motioning for his men to follow.

As they ride off...

CLOSE ON: THAT LARGE TREE.

Within its foliage, ONE EYE OPENS. It's Elphaba, perfectly camouflaged within the tree's leaves...

When the Soldiers are far enough away, she exhales, shaken.

**INT. ELPHABA'S LAIR - LATER**

Elphaba storms through her lair. Frustrated, she grabs the guidebook Glinda gave her so long ago -- and flings it. The dried poppy that Fiyero gave her falls out. She stares at it.

ELPHABA  
Fiyero... even you.

She throws the poppy into the fire, then the guidebook, and watches them both burn.

Her gaze falls on Dillamond's spectacles. She tenderly puts the spectacles into her pocket, then grabs her broom...

And she flies out into the setting sun.

**INT. GOVERNOR'S MANSION - NESSA'S SUITE - ANOTHER DAY**

NESSA (dressed with a new sophistication), seated at a massive desk, is going through a stack of correspondence. BOQ sits across from her.

NESSA  
Such a fuss, over some road. And who chose that awful, mustard color?

AVARIC (O.S.)  
Madame Governor?

NESSA  
Yes, Avaric?

AVARIC, Nessa's earnest advisor, enters holding official-looking papers...

AVARIC  
That proposed new regulation... The "Animal Anti-Motility Law."

He hands her a sheaf of papers. Nessa peruses them. Boq looks up from the invitation, concerned--

BOQ

What law?

NESSA

Animals would need a permit to travel.

AVARIC

Munchkinland is the one place in Oz it hasn't been ratified.

As Nessa reads through the pages...

AVARIC (CONT'D)

(to Nessa)

I should tell you, as your... advisor... the League of Governors is urging you to sign.

BOQ

Nessa-- You're not going to sign that?!

NESSA

(torn)

I don't want to, but if I don't, people will say "she's just like her sister."

Nessa slams her hands on her desk, furious. Then--

NESSA (CONT'D)

Give us a clock tick, Avaric?

Avaric reluctantly exits. Nessa turns to Boq.

NESSA (CONT'D)

Boq, forgive me, it's just that Elphaba abandoned me when I needed her. She didn't come to see me after Father died. Only you did that.

(then)

Oz only knows how I'd have coped with all this without you.

BOQ

And I'm glad that I could be there for you, but... I've been thinking for a while now...

Boq breaks off.

NESSA

Yes?

BOQ

It's time I moved on.

Boq nervously takes out his handkerchief, patting his perspiring face. A moment of silence, then--

NESSA

(calmly)

I see. Well. If that's how you feel, then... I think it's best you leave.

BOQ

(taken aback)

Oh. Alright.

NESSA

Now.

Shocked yet relieved, Boq heads for the door, dropping his handkerchief in his haste. Then, at the door, he turns back--

BOQ

Nessa. This won't be the last time we'll see each other.

NESSA

(smiles)

Oh, I know.

Boq nods, relieved she's taking this so well. He exits. Nessa's smile disappears. We PUSH IN as something deep inside her begins to shift.

CUT TO:

**EXT. MUNCHKINLAND - TRAIN STATION - LATER**

Boq, with a suitcase, approaches the platform and notices:

STATION GUARDS, sorting TRAVELERS into two lines. One line moves quickly. The other line is...

A CHECKPOINT for MUNCHKINS. It snakes all the way down the platform. People jostle for space. GUARDS SHOUT orders.

Boq stops, confused. He hears a TRAIN WHISTLE, checks the clock, then runs to the front to ask one of the guards--

BOQ  
Excuse me, my train's boarding--

GUARD  
Travel permit?

BOQ  
What?

GUARD  
(for the hundredth time  
today)  
All Munchkins are forbidden to  
leave Munchkinland without express  
written permission of the Governor.  
She insisted it go into effect  
immediately.

BOQ  
But...

GUARD  
Get in line.

Boq looks down the long line of people, then sees a MUNCHKIN FAMILY being forced off a train.

The TRAIN WHISTLES again, starting to pull out... Boq turns and stumbles away, his eyes filled with angry tears as--

**EXT. SKIES OVER OZ - SUNSET**

Elphaba flies over Oz, struck by the beauty of the land below her, golden in sunset.

She breaks off, seeing, down below:

A group of ANIMALS, in worn clothes, emerging from a forest, carrying bundles of belongings. They seem to be gathered at a bend in the yellow brick road.

**EXT. FOREST - SUNSET**

Elphaba swoops down, and as the Animals see her, they immediately scatter...

ELPHABA  
Don't be frightened, please---

But they are. They freeze, terrified.

ELPHABA (CONT'D)  
I'm on your--

The word "side" trails off into a whisper as she sees, past the huddle of Animals, a pile of tools and some yellow bricks that have been removed from the road, leaving a gaping hole.

ELPHABA (CONT'D)

What is all this--? What are you doing?

She confronts the ANIMAL LEADER.

ELPHABA (CONT'D)

Don't do this-- don't leave Oz!  
Join with me! Help me fight the Wizard!

The Animal Leader moves to her and whispers furiously--

ANIMAL LEADER

And wait for the Monkeys to carry me off?! That's what happens to Animals who speak out! And they're never seen again!

The Animal Leader gathers his family, they head for the tunnel. Elphaba follows him, urgently trying to convince him--

ELPHABA

But Oz won't be Oz without all of you!

Suddenly we hear A LOW, HALTING, BUT ODDLY FAMILIAR, VOICE.

A LOW VOICE (O.S.)

El-pha-ba...

Elphaba whirls around to see her erstwhile nanny, DULCIBEAR, emerging out of the forest, behind some other Animals.

ELPHABA

Dulcibear!

They move to each other, Dulcibear puts down her suitcase and they embrace. Elphaba holds on tight, whispers...

ELPHABA (CONT'D)

How I've missed your Bear hugs...

But Dulcibear disengages, picks her suitcase back up and, off Elphaba's questioning look, tries, haltingly, to explain.

DULCIBEAR

We can't stay here. The Wizard *sees everything!*

(MORE)

DULCIBEAR (CONT'D)

Through the army of Monkey spies he created, with his terrible magic...

Elphaba is stung with guilt, as the frightened Bear whispers--

DULCIBEAR (CONT'D)

...Animals who speak against the Wizard are taken. By the Monkeys. And *never seen again*.

ELPHABA

Dulcibear, please! Don't leave!

But Dulcibear is making her way towards the other Animals, crowded around the opening of the tunnel. Elphaba follows her, and now address all of them--

ELPHABA (CONT'D)

Oz would never be the same without all of you! My history teacher, a brilliant Goat, taught me that.

DULCIBEAR

And where is he now?

Elphaba stops short, unable to answer. Dulcibear, her point made, resumes making her way over to the tunnel...

ELPHABA

Dulcibear--!

As Dulcibear reaches the opening of the tunnel...

ELPHABA (CONT'D)

(with growing urgency)

But they say The Place Beyond Oz is... just emptiness. Nothing grows there. How will you survive in that Oz-forsaken place?

DULCIBEAR

How will you survive *here*? No one in Oz will be happy -- until you're dead.

As Elphaba takes in the truth of this...

DULCIBEAR (CONT'D)

Why do you want to stay?

ELPHABA

(realizing...)

I don't know.

SONG: "NO PLACE LIKE HOME"

ELPHABA

WHY DO I LOVE THIS PLACE  
 THAT'S NEVER LOVED ME  
 A PLACE THAT SEEMS TO BE DEVOLVING  
 AND EVEN WANTING TO  
 BUT OZ IS MORE THAN JUST A PLACE  
 IT'S A PROMISE, AN IDEA  
 AND I WANT TO HELP MAKE IT COME TRUE

WHY SHOULD A LAND HOLD SUCH MEANING  
 WHEN DARK TIMES BEFALL IT?  
 IT'S ONLY LAND  
 MADE OF DIRT AND ROCK AND LOAM  
 IT'S JUST A PLACE THAT'S... FAMILIAR  
 AND HOME'S JUST WHAT WE CALL IT  
 BUT THERE'S NO PLACE LIKE HOME  
 DON'T WE ALL KNOW  
 THERE'S NO PLACE LIKE HOME...?

DULCIBEAR

(haltingly)

Lit-tle One. Try to un-der-stand.  
 We just can't... fight any-more.

ELPHABA

You've got to.

WHEN YOU FEEL YOU CAN'T FIGHT ANYMORE  
 JUST TELL YOURSELF:  
 THERE'S NO PLACE LIKE HOME  
 WHEN IT SEEMS IT'S NOT WORTH FIGHTING FOR  
 COMPEL YOURSELF  
 THERE'S NO PLACE LIKE HOME

Her words are reaching the Animals. Some begin to draw closer.

ELPHABA (CONT'D)

WHEN YOU WANT TO LEAVE  
 DISCOURAGED AND RESIGNED  
 THAT'S WHAT THEY WANT YOU TO DO  
 BUT THINK HOW YOU WILL GRIEVE  
 FOR ALL YOU LEAVE BEHIND  
 THIS HOME BELONGS TO YOU TOO

A few of the Animals mutter their agreement.

ELPHABA (CONT'D)

THOSE WHO WOULD TAKE IT FROM YOU  
 SPOUT A LIE TO SELL YOURSELF:  
 YOU GO THEIR WAY OR GO  
 IT'S THEM WE'LL BE DEFEATING  
 IF WE KEEP ON REPEATING:

THERE'S NO PLACE LIKE HOME

THERE'S NO PLACE LIKE HOME...  
IF WE JUST KEEP FIGHTING FOR IT  
WE CAN WIN BACK AND RESTORE IT

THERE'S NO PLACE LIKE HOME--

Just then, a harsh voice BOOMS from the depths of the forest--

VOICE (O.S.)

*Don't listen!*

The Animals freeze. Elphaba grabs her broom, ready to fight. Suddenly, a LION bounds out of the shadows...

LION

Don't trust her!

(then)

When I was just a cub, she snatched me from the only home I ever knew!

ELPHABA

I can't believe it... Is that you?

She starts towards him. He shrinks back, trembling and terrified.

LION

STAY BACK!

ELPHABA

(tries to explain)

You were in a cage, if I'd left you there, you'd have never learned to speak or--

LION

(to the others)

I heard she's the one who gave the Monkeys *wings*, and gave the Wizard his spies! The ones who spy on us!

He points an accusing paw at her. Elphaba turns back to the other Animals, now eyeing her with suspicion. *Even Dulcibear.*

A RIPPLE OF DISTRUST moves through the Animals: whiskers twitch, fur stands on end, as they vocalize with BLEATS, CLUCKS, SNORTS, and a few words: "SPIES," "WITCH," "WIZARD."

ELPHABA

(over this cacophony)

*It's true!*

They fall silent. Something inside Elphaba compels her to be honest. Like her magic, it's something she can't control.

ELPHABA (CONT'D)  
I cast that spell. And I-- I have  
to live with that, but--

She starts towards the Lion again. But he bounds away, into the darkness of the forest.

Elphaba turns back to the other Animals, who are backing away from her.

ELPHABA (CONT'D)  
But if I'd known I was being  
tricked, and *why*, I'd never have--

With anxious glances up to the sky, the Animals are now fleeing into the tunnel.

ELPHABA (CONT'D)  
Wait-- don't go!

Dulcibear moves to the tunnel entrance.

ELPHABA (CONT'D)  
*Dulcibear--!*

Dulcibear turns back to her, regret in her Bear eyes--

DULCIBEAR  
Little One... I know you'll do  
what's right. Because I know *you*.

The Bear descends into the tunnel and disappears from sight.

Elphaba stands there, now more alone than ever.

After a moment, she wills herself to move to the hole in the road, and begins to replace the yellow bricks to seal up the secret passageway. She stops, catching her breath.

As Elphaba replaces the last bricks...

PAN UP TO REVEAL: Hidden in the trees, unbeknownst to Elphaba... Chistery and his Monkey army have been up there the whole time, listening.

As below them, Elphaba takes off on her broom, a couple of the Monkeys make a move to chase her...

But a hand signal from Chistery stops them. He and the other Monkeys watch Elphaba fly off.

CUT TO:

**INT. GOVERNOR'S MANSION - NESSA'S SUITE - DAY**

An axe chops ferociously into a log. Boq throws it onto the fire, turning to:

Nessa, at her desk. Boq crosses to her and pours a cup of tea from a silver tea set, his expression impassive...

NESSA

Oh, Boq, thank you.

As Nessa busies herself with some paperwork...

NESSA (CONT'D)

Perhaps a friendly game of cards,  
once I'm done working?

BOQ

Whatever you say, Madame Governor.

Boq crosses back to the fire, poking it. He stares into the flames.

NESSA

Boq, I've asked you to call me  
Nessa. Remember?

Boq turns back to her. She smiles. He remains impassive.

BOQ

What was that, Madame Governor?

Nessa tries not to show how deeply this hurts.

NESSA

Never mind.

(beat)

I'll call you when I've finished.

Just then, a GUST OF WIND blows a few papers off her desk. Nessa looks over at the open balcony door, puzzled.

Boq starts to gather up the papers... he's taken aback to find:

A newspaper, that had been under Nessa's stack of papers.

On the front page: a picture of Glinda and Fiyero, with the headline: "MERRY COUPLE TO WED!"

Boq stares at the headline, then conceals the newspaper under his jacket.

NESSA (CONT'D)  
Now who could have left--

Nessa turns from shutting the door to find... Boq has exited.

NESSA (CONT'D)  
(continues to herself)  
--that door open?

ELPHABA (O.S.)  
*I did.*

Nessa GASPS and looks up to see...

Elphaba, hovering like a bat, high up on the ceiling. Elphaba quickly puts a finger to her lips, then--

ELPHABA (CONT'D)  
It's so good to see you, Nessa.

Nessa's eyes widen in shock. She backs away from Elphaba, who glides down to her... Elphaba holds out her hand, but... Nessa doesn't take it.

NESSA  
Why are you here, Elphaba.

ELPHABA  
Nessa-- I've tried to keep you out of all this, but-- I need you now.

NESSA  
You never change. I thought you might have come to beg forgiveness.

ELPHABA  
Forgiveness?

NESSA  
For bringing shame on our family! That's what *really* killed Father. You might at least pretend to be sorry.

ELPHABA  
What for? He hated me.

NESSA  
That's a wicked thing to say.

ELPHABA  
 No, it's just true.  
 (a beat)  
 Did he ever tell you why?

NESSA  
 What does it matter now?

ELPHABA  
 You're right. It doesn't. Because  
 now it's just us.

Elphaba puts The Grimmerie down on Nessa's desk.

ELPHABA (CONT'D)  
 You're the Governor, people will  
 listen to you, and *together* we can--

NESSA  
 Oh, Elphaba, *shut up!*  
 (then)  
 Why should I help you? You fly  
 around Oz with that book, helping  
 Animals you've never even met, and  
 not once have you ever used your  
 powers to help me!

ELPHABA  
 You never wanted my help!

NESSA  
 I do now.  
 (with deep emotion)  
 I want to go back -- to the way we  
 were... *That night...* when Boq told  
 me I was beautiful. It was the  
 first time I ever wore these shoes,  
 and there was music, and everything  
 was still... *possible.*  
 (sings)

THAT NIGHT AT THE OZDUST,  
 BOQ DANCED WITH ME THERE  
 AND IT FELT LIKE HE LOVED ME THEN  
 THAT NIGHT WHEN I FELT I WAS FLOATING ON AIR  
 I WANT TO FEEL THAT AGAIN  
 MAKE ME FEEL THAT AGAIN!

Nessa reaches out her hand to Elphaba--

ELPHABA  
 (taking Nessa's hand)  
 Oh Nessa, I wish there were  
 something I *could* do, but...

Elphaba breaks off, as they both see... THE GRIMMERIE OPENS.

The sisters exchange a look of surprise. Elphaba studies the page, then begins to CHANT--

And the diamonds on Nessa's shoes start to glow red-hot.  
Elphaba keeps CHANTING...

NESSA

My shoes! It feels like they're on  
fire. What have you done to my  
shoes?

Suddenly NESSA rises up into the air, shocking them both!  
Nessa hovers there, mid-air--

NESSA (CONT'D)

Now I have magic, too.

Elphaba is overwhelmed--

ELPHABA

OH, NESSA, AT LAST!  
I WASN'T EVEN SURE  
I COULD...  
BUT FIN'LLY FROM THESE POWERS--  
SOMETHING GOOD!  
FIN'LLY SOMETHING--

As they're trying to absorb this remarkable occurrence, we hear:

BOQ (O.S.)

Nessa--?!

NESSA

He called me *Nessa*. It's *working!*

Nessa beams with joy. And *hope*. The door is flung open and Boq bursts in--

BOQ

Nessa, there's something I have to  
tell you--

And then... he sees *Elphaba*...

BOQ (CONT'D)

(to Elphaba)

You--!

Boq backs away, grabs the axe--

NESSA

Boq, don't be afraid! Elphaba just  
came to... lift my spirits.

Boq turns to see... Nessa, hovering mid-air. He drops the  
axe, astounded. He looks from Nessa to Elphaba...

BOQ

You did this? For her?

NESSA

For both of us.

Boq moves closer to Nessa--

BOQ

(heartfelt)

Nessa-- this changes everything!

NESSA

I know! Now *anything is possible!*

BOQ

(sings)

NESSA...

NESSA

Yes?

BOQ

UH -- NESSA  
SURELY NOW I'LL MATTER LESS TO YOU  
AND YOU WON'T MIND MY LEAVING HERE  
TONIGHT...

NESSA

Leaving?

BOQ

THE MOMENT WHEN I READ  
GLINDA'S GOING TO BE WED  
TO FIYERO--

This news causes a flicker of emotion to cross Elphaba's  
face. While Nessa, hearing it, is flooded with hatred...

NESSA

*Glinda.*

BOQ

YES, NESSA-- THAT'S RIGHT--  
AND I'VE GOT TO GO APPEAL TO HER  
EXPRESS THE WAY I FEEL TO HER--

(just honest)

(MORE)

BOQ (CONT'D)

Oh, Nessa-- I lost my heart to  
Glinda the moment I first saw her,  
you know that.

Boq, empathetic, reaches up, gently, in an effort to comfort  
her, but Nessa roughly pushes his hand away.

NESSA

LOST YOUR HEART?  
WELL-- WE'LL SEE ABOUT THAT!

Boq, alarmed by her rage, starts to back away from her--

ELPHABA

Nessa, let him go--

NESSA

DID YOU THINK I'D LET YOU LEAVE ME HERE  
FLAT!?

BOQ

(to Nessa)  
Don't come any closer!

NESSA

YOU'RE GOING TO LOSE YOUR HEART TO ME,  
I TELL YOU  
IF I HAVE TO--  
I HAVE TO--  
MAGIC SPELL YOU!

And, before Elphaba can stop her, Nessa grabs the still open  
Grimmerie, and rifles through it--

NESSA (CONT'D)

There must be a love spell in here--

ELPHABA

Nessa, no! It's dangerous!

BOQ

What is she doing!?

Nessa sees... a drawing of a heart on the page. She squints  
down at the strange hieroglyphics and chants haltingly,  
frantically--

NESSA

Ah toom... Tah-take?

ELPHABA

Stop!

NESSA  
*Ah toom... Core tum!*

BOQ  
 (terrified)  
 What is she saying?

Elphaba tries to grab the book, but Nessa holds it out of her reach, keeps chanting--

ELPHABA  
 You're pronouncing the words all wrong!

Boq picks up the axe and backs away--

BOQ  
 I'm going! Don't try to stop me--

He breaks off, clutching his chest, and Nessa stops chanting.

NESSA  
 Boq-- What is it?

BOQ  
 (in pain)  
 My heart! It feels like-- it's *shrinking...*

Boq collapses.

NESSA  
 Elphaba! Do something!

ELPHABA  
 I can't! A spell from The Grimmerie can never be undone!

Nessa turns on Elphaba.

NESSA  
 This is your fault. If you hadn't come here--!

Elphaba grabs The Grimmerie and pages through it.

ELPHABA  
 I've got to find another spell, it's the only thing that might work...

Nessa desperately tries to rouse Boq, sobbing--

NESSA

BOQ--!

ELPHABA

*Hush, will you!*

Elphaba pushes her sister away from the still-unconscious Boq, as--

**SONG: "THE WICKED WITCH OF THE EAST"**

NESSA

SAVE HIM PLEASE, JUST SAVE HIM  
MY POOR BOQ, MY SWEET, MY BRAVE HIM--

Elphaba manages to get Nessa out the door, into the...

**INT. HALLWAY OUTSIDE NESSA'S SUITE - CONTINUOUS**

There's an ornate mirror on one wall. Elphaba shuts the door, leaving Nessa alone, facing herself in the mirror...

NESSA

DON'T LEAVE ME  
TILL MY SORRY LIFE HAS CEASED...  
ALONE AND LOVELESS HERE  
WITH JUST THE GIRL IN THE MIRROR

As Nessa sings, from behind that door, within her chambers, we can hear Elphaba, fervently **CHANTING**.

NESSA (CONT'D)

JUST HER AND ME  
THE WICKED WITCH OF THE EAST!  
WE DESERVE EACH OTHER...

Nessa stops singing. The **CHANTING** stops, too. It's deathly quiet. Nessa rushes to her door, suddenly--

Elphaba emerges into the hall, with her broom and satchel.

ELPHABA

He's asleep.

NESSA

What about his heart?

ELPHABA

It's alright. He won't need one now.

Elphaba paces, deep in thought.

ELPHABA (CONT'D)

That wedding.

(stops pacing, looks up)

It's the chance I've been waiting  
for.

She moves brusquely past Nessa, down the hallway--

NESSA

Elphaba, wait! Where are you going?

At the end of the hall, Elphaba pushes open a window, as--

ELPHABA

All the most influential people in  
Oz will be there. It's the perfect  
opportunity to show them all the  
truth about the Wizard.

NESSA

(harsh)

Oh, please, stop lying to yourself!

Elphaba, brought up short, turns to her sister--

NESSA (CONT'D)

You're going there to find Fiyero!  
But it's too late!

Elphaba absorbs this. Then... climbs onto the window ledge--

NESSA (CONT'D)

Elphaba, no-- *Wait--!*

Nessa grabs her hand. Elphaba regards her.

ELPHABA

Nessa, I've done everything I could  
for you. It hasn't been enough.

(realizing...)

Nothing ever will be.

Elphaba pulls her hand away.

NESSA

*No, don't leave me!*

ELPHABA

(grimly determined)

Goodbye, Nessa. I'm off to see the  
Wizard.

Elphaba flies off. Nessa turns, devastated, and sees herself, at the end of the hall, in the mirror. Then, she hears from within her chambers--

BOQ (O.S.)  
*Where am I? What happened--?*

Nessa calls out, loudly--

NESSA  
*It's alright, dearest, you just--*

But as she reaches the door, she freezes, hearing, on the other side of the door-- A TERRIBLE CLANGING SOUND.

BOQ (O.S.)  
*What have you done?!*

Suddenly, we hear THE SOUND OF WOOD BEING CHOPPED. The door is being hacked to pieces. When the hole is big enough, a leg made of -- *metal?* -- bursts through it, revealing:

Boq, holding the axe, transformed into a man made of tin.

Nessa backs away in terror, as Boq CLANKS DOWN THE HALL--

NESSA  
*It wasn't me-- I tried to stop her--*

Suddenly Boq sees himself in the hall mirror. He SCREAMS.

NESSA (CONT'D)  
*Boq--! Please--*

BOQ THE TIN MAN  
*What have you done to me, you witch!?*

Nessa starts towards him as he stumbles clumsily down the hall. She rushes after him, desperate--

NESSA  
*It wasn't me, Boq-- It was HER, IT WAS ELPHABA--!*

CUT TO:

**EXT. PALACE STAIRS/SKY ABOVE PALACE - DUSK**

GLINDA FANS gawk, excited, as... a CROWD of fancily dressed VIPS, all holding invitations, make their way to the palace gates-- past bucket after bucket filled with water.

HIGH ABOVE THEM: Elphaba flies with purpose, watching the wedding guests below. She clocks the buckets of water.

Then, Elphaba notices something else...

A warm, pink light, illuminating a window in one of the towers.

Elphaba slows... Despite herself, she's drawn to that pink glow... and can't help but move towards it.

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - DUSK**

Glinda wears a breathtaking, crystal-encrusted wedding gown. In the rose-lit room, the dress glows pink.

A SKUNK MAID primps the dress as a BIRD ATTENDANT flutters close by, holding a veil. As Glinda checks herself in the mirror--

GLINDA

Now... Do I have everything? Let's see -- "Something old-ish--"

(she touches her locket)

"Something new."

(indicates her shoes)

"Something bartered."

(touches her earrings)

"Something askew..."

(to the Skunk and Bird)

Oh dear, I need something askew--!

But before they can respond --

BAM! The balcony window SLAMS SHUT, CRACKING a pane of glass. They stare at it. The Bird and Skunk freeze.

Glinda's frozen, too. But not out of fear. *She's realizing something...* The Bird and Skunk scurry/flutter away as...

Glinda crosses to the cracked balcony door and opens it, stepping out onto...

**EXT. PALACE - GLINDA'S BALCONY - DUSK**

GLINDA

Elphaba Thropp, I know you're out there!

(she waits, then...)

Come in, before the Monkeys spot you.

Another beat. Then, Elphaba appears on the balcony.

The girls stare at each other. There's so much to say...

Glinda pulls her inside, quickly shutting the window and drapes behind them.

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - DUSK**

Glinda rushes towards Elphaba, gathering her in a hug.

GLINDA

Oh, Elphie. Thank Oz you're alive!

Elphaba steps back, self conscious.

ELPHABA

Careful-- I'm all dusty--

Glinda looks at Elphaba's broom, amused.

GLINDA

I still can't believe you get around on that old thing.

ELPHABA

(gentle teasing)

Well. We can't all come and go by Bubble.

They regard each other. There's so much they *can't* say. Glinda takes a leaf out of Elphaba's hair, maternal--

GLINDA

Are you alright?

ELPHABA

I'm fine. I'm not what matters now.

GLINDA

Oh Elphie, it means so much to me that you wanted to be here! But if anyone discoverates you--

ELPHABA

(scary serious)

Glinda-- I *wasn't* here. Do you understand? *You never saw me!*

Elphaba heads purposefully for the door. Glinda follows...

GLINDA

Oh, I can't bear this anymore! I'm bringing you to the Wizard!

ELPHABA

What?! No!

GLINDA

Yes! I shall broker a peace!

ELPHABA

Don't be foolish, you have a wedding to attend!

Elphaba starts to go--

GLINDA

Elphie, please?!

ELPHABA

(whirls around)

No! This is between the Wizard... and I.

And before Glinda can respond -- Elphaba's gone.

**INT. PALACE - HALL OF GRANDIOSITY - NIGHT**

The hall has been lavishly transformed into a setting for a wedding ceremony (possibly with a curving "yellow brick" aisle).

The ALL-HUMAN ORCHESTRA plays softly as the guests, including Pfannee and ShenShen, begin to take their seats...

**INT. PALACE - CONTROL ROOM - NIGHT**

Elphaba enters the chamber, through a back door. She sees the inner workings of the Wizard Head, which at this moment hangs, lifeless.

ELPHABA'S POV: The Wizard, his back to her, is tinkering with a Zoetrope machine, HUMMING ALONG to the MUSIC it plays.

ELPHABA

You're done. It's over.

His back still to her, the Wizard looks up -- and smiles.

WIZARD

I knew you'd come back to me.

ELPHABA

I'm here for Oz. Not for you.

Suddenly Glinda enters, breathless--

GLINDA  
Don't hate me...

Elphaba whirls around. The Wizard turns, startled--

GLINDA (CONT'D)  
...but it's my wedding day, and you  
*cannot refuse a wedding wish!* Well,  
you can, but it's *rude*. And I will  
not get married until this matter  
is resolved. So I insist you two  
settle this! *Now!*

She looks from Elphaba to the Wizard.

WIZARD  
Fine with me.

GLINDA  
Good. Now, here's the plan.  
(quietly, just to Elphaba)  
I have no plan.

ELPHABA  
I do.

GLINDA  
Oh, thank Oz.

ELPHABA  
(to Glinda)  
First-- you get married.  
(turning to the Wizard)  
And then-- You and I go down there,  
together, and you admit to all your  
guets that you have no real  
power...  
(holding up *The Grimmerie*)  
...that you can't read this book.

The Wizard starts to chuckle.

ELPHABA (CONT'D)  
Why is that funny?

WIZARD  
Oh, Elphaba. I've missed you.

She's rattled by this and, despite herself, disarmed.

WIZARD (CONT'D)  
Can't we start again?

GLINDA

Yes!  
 (to Elphaba)  
 Say yes!

ELPHABA

No!  
 (whispers to her, aside)  
 Don't you think I wish I could!? I  
 would give anything to go back to  
 that time when--  
 (furious, to the Wizard)  
 --when I actually believed that you  
 were wonderful. "The Wonderful  
 Wizard of Oz." No one believed in  
 you more than I did!

The Wizard seems genuinely touched, hearing this.

ELPHABA (CONT'D)

(fiercely)  
 But there's no going back. And we  
 can't go forward until all your  
 guests know what I know, because  
 once they're told *the truth*---

WIZARD

They won't believe it.

Elphaba is brought up short-- this hadn't occurred to her.

ELPHABA

How can you say that?

WIZARD

(with great affection)  
 I'm just being straight with you. I  
 could tell 'em I lied 'til I'm--  
 forgive me-- blue in the face. It  
 won't matter!

As Elphaba struggles to absorb this, he continues, gently--

WIZARD (CONT'D)

They'll never stop believing in me.  
 Because they don't want to.

Elphaba wants desperately to argue back, but -- his words  
 have the ring of truth. The Wizard sees this chink in her  
 armor...

SONG: "WONDERFUL"

WIZARD (CONT'D)  
 TAKE IT FROM A WISE OLD CARNY  
 ONCE FOLKS BUY INTO YOUR BLARNEY  
 IT BECOMES THE THING THEY'LL MOST HOLD ONTO  
 ONCE THEY'VE SWALLOWED SHAM AND HOKUM  
 FACTS AND LOGIC WON'T UNCHOKE 'EM  
 THEY'LL GO ON BELIEVING WHAT THEY WANT TO  
 SHOW THEM EXACTLY WHAT'S THE SCORE  
 THEY'LL JUST BELIEVE IT EVEN MORE...

As the Wizard continues, he moves/dances--

WIZARD (CONT'D)  
 WONDERFUL  
 THEY CALLED ME "WONDERFUL"  
 SO I SAID "WONDERFUL -- IF YOU INSIST"  
 WONDERFUL I WILL BE WONDERFUL

WIZARD/GLINDA  
 BELIEVE ME IT'S HARD TO RESIST...

WIZARD  
 CAUSE IT FEELS WONDERFUL

GLINDA  
 THEY THINK HE'S WONDERFUL

WIZARD  
 HEY LOOK WHO'S WONDERFUL,  
 THIS CORNFED HICK  
 WHO SAID IT MIGHT BE KEEN  
 TO BUILD A TOWN OF GREEN  
 AND A WONDERFUL ROAD OF YELLOW BRICK...

Glinda jumps in...

GLINDA  
 Elphie, let's be honest. *Your way  
 hasn't worked.* But if you join  
 forces with us -- if people see  
 that you're with us -- they'll  
 start to trust you. You'll  
 accomplish *so much more!*

WIZARD  
 We can be a family. You know, I  
 never really had a family.

ELPHABA  
 Lucky you.

WIZARD  
 That's why I want to give the  
 citizens of Oz... *everything.*

ELPHABA  
So you lie to them?

WIZARD  
Only verbally. Besides, they were  
the lies they wanted to hear!--  
(sings)

THE TRUTH IS NOT A THING OF FACT OR REASON  
THE TRUTH IS JUST WHAT EV'RYONE AGREES ON--

(then)  
Back where I come from, we believe  
all sorts of things that aren't  
true. We call it... history.

Elphaba starts to interrupt him, but--

WIZARD (CONT'D)  
A MAN'S CALLED A TRAITOR  
-- OR LIBERATOR  
A RICH MAN'S A THIEF  
-- OR PHILANTHROPIST  
IS ONE AN INVADER?  
OR NOBLE CRUSADER.  
IT'S ALL IN WHICH LABEL  
IS ABLE TO PERSIST  
  
THERE ARE PRECIOUS FEW AT EASE  
WITH MORAL AMBIGUITIES  
SO WE ACT AS THOUGH THEY DON'T EXIST

GLINDA  
THEY CALL HIM "WONDERFUL"

WIZARD  
SO I AM WONDERFUL

GLINDA  
HE IS SO WONDERFUL,  
IT'S PART OF HIS NAME!

WIZARD/GLINDA  
AND WITH OUR HELP, YOU CAN BE THE SAME!

The Wizard holds out his hand to her, evoking the image of that pop-up Wizard from the book she so loved as a child.

WIZARD  
Please, Elphaba. Come home.

His words and that simple gesture... go right to her heart. Glinda sees the effect this is having and moves to her...

GLINDA

Oh Elphie-- just think what we  
could do... *together.*

(sings)

UNLIMITED

TOGETHER WE'RE UNLIMITED  
TOGETHER WE'LL BE THE GREATEST TEAM  
THERE'S EVER BEEN  
ELPHIE--

ELPHABA

(almost to herself)

DREAMS THE WAY WE PLANNED 'EM

GLINDA

IF WE WORK IN TANDEM...

GLINDA/ELPHABA

THERE'S NO FIGHT WE CANNOT WIN

WIZARD

AT LONG, LONG LAST RECEIVE YOUR DUE

GLINDA

LONG OVERDUE

WIZARD

ELPHABA -- A CELEBRATION THROUGHOUT OZ  
THAT'S ALL TO DO -- WITH YOU...

(to Elphaba)

And isn't that your real heart's  
desire?

*It is.* And it hits a chord deep within her.

The Wizard leads them into the--

**INT. PALACE - THRONE ROOM - CONTINUOUS**

WIZARD/GLINDA

WONDERFUL  
THEY'LL CALL YOU WONDERFUL

GLINDA

COME AND BE WONDERFUL

WIZARD

TRUST ME IT'S FUN

GLINDA

(to Elphaba)

WE WILL BE WONDERFUL

WIZARD  
YOU'LL MAKE ME WONDERFUL!

WIZARD/GLINDA  
WONDERFUL  
WONDERFUL--

ELPHABA  
Wait!  
(sings)  
IT'S POSSIBLE I COULD AGREE...

WIZARD/GLINDA  
WONDERFUL--

ELPHABA  
But this time...  
(sings)  
YOU HAVE TO PROVE YOURSELF TO ME!  
(then)

No more blaming the Animals. And  
the ones who've left Oz can all  
return... without fear.

WIZARD  
Hey, with you by my side, I won't  
need to blame the Animals anymore.

ELPHABA  
You won't need spies either. So set  
the Monkeys free.

The Wizard looks up, thrown by this. He hesitates. The two  
girls await his response. A suspenseful beat, then--

WIZARD  
DONE!

GLINDA  
I did it! I mean, we did it!

Glinda takes Elphaba's hand and places it in the Wizard's  
hand.

GLINDA (CONT'D)  
I'll see you both down there, *soon!*  
(starts off, then turns--)  
Oh Elphie. I'm *so happy.*

Glinda runs out.

WIZARD  
So-- you want me to prove myself,  
huh? Look in your hand.

Elphaba opens her hand, to find... there's a key in her palm!  
She looks at the Wizard. He grins--

WIZARD (CONT'D)  
Follow me...

The Wizard leads her over to the MAP AREA.

Above the map of Oz, we find: A HUGE AVIARY.

Chistery and the Other Monkeys are locked inside. Elphaba regards them, stabbed with guilt.

WIZARD (CONT'D)  
I've been keeping 'em locked in for  
their own safety. But no need for  
that anymore.

Elphaba can't believe it's finally happening.

WIZARD (CONT'D)  
Go on. Let 'em out. And smile...  
You won. We both have.

Elphaba moves to the aviary door and unlocks it, flinging it open. Her eyes meet Chistery's.

ELPHABA  
Nothing can change what's been done  
to you. What I've done. But at  
least you have your freedom now.

The Monkeys turn to their leader. Elphaba risks moving closer to him, whispers, only to him...

ELPHABA (CONT'D)  
Chistery... Can you speak?  
(a beat)  
Please, just try?

But Chistery just studies Elphaba. Silent. Finally--

ELPHABA (CONT'D)  
Go on, you're free. Fly... *Fly!*

A beat, then Chistery signals to the other Monkeys, and, exuberant, they fly from the aviary and out the window.

Elphaba turns to the Wizard and nods. *It's done.*

WIZARD  
Wonderful! Well, if we're gonna  
greet all those fancy folks, I'd  
better spruce up!

As the Wizard moves off, Elphaba watches through the window--

HER POV: The Flying Monkeys soar through the sky, and Elphaba can't help finding that -- despite her pain and shame at having created them -- they're strangely beautiful.

Then, Elphaba realizes... Chistery hasn't left. He's still there, on the window ledge, staring past her.

ELPHABA

Chistery--?

From the other side of the room, we hear: the Wizard, **WHISTLING THE TUNE OF "WONDERFUL"...**

ELPHABA (CONT'D)

(whispers to Chistery)

What's wrong?

(he stays silent, staring)

Chistery. Please try to speak. If you stay silent for too long--

Suddenly, Chistery flies down towards Elphaba. She jumps out of the way as he zips past her, to the life-sized portrait of the Wizard as a younger man.

Chistery rips the portrait down, exposing a secret door, then flies off, out the window.

Elphaba, amazed, opens the previously hidden door, and peers down a steep and narrow staircase into shadowy darkness.

**INT. PALACE - HALL OF GRANDIOSITY - SAME**

Fiyero and Morrible (in a resplendent gown; she's officiating) stand under a wedding arch, surrounded by a phalanx of Guards.

Glinda, composed and radiant, begins her walk down the aisle.

The Guests rise and turn to view the bride...

As the human orchestra PLAYS A WEDDING-MARCH VERSION OF **"THANK GOODNESS,"** the tune gradually becomes...

**INT. PALACE - WIZARD'S SECRET PRISON - SAME**

...THE SOUNDS OF ANIMALS. Some plaintive. Some angry. Elphaba squints into the near pitch-blackness. As her eyes adjust to the dark, she's horrified to discover:

Row after row of cages, filled with naked Animals.

As Elphaba moves through the room, surveying the faces of these Animal prisoners -- some in cages far too small, some pacing, some despondent -- we recognize some of them, from Dr. Dillamond's Animal meeting back at Shiz (even that Leopard Professor).

And then -- reaching the last cage, Elphaba GASPS.

ELPHABA  
It can't be...

Inside, a weakened GOAT, frail but familiar...

ELPHABA (CONT'D)  
(can barely speak)  
*Dr. Dillamond--?*

Elphaba bends down and stares into his eyes, searching desperately for a sign of recognition--

ELPHABA (CONT'D)  
It's Elphaba! Don't you remember me?

And Dillamond does seem to recognize her... But now he can only bleat out a haunting: BAAAAA.

ELPHABA (CONT'D)  
Dr. Dillamond, can't you speak?

Dr. Dillamond BLEATS again. The sound breaks her heart.

WIZARD (O.S.)  
Let me explain.

Elphaba whirls around. The Wizard is standing there, barely visible in the shadows.

WIZARD (CONT'D)  
Because it's not what it looks like. Elphaba, some animals...  
(moving towards her)  
Some animals just can't be trusted.

ELPHABA  
(staring at him)  
*Yes. I see that now.*

Elphaba trembles with rage.

The Wizard moves closer until Elphaba is backed against the bars of the cage. She grasps onto one of the bars -- and that bar itself begins to tremble.

WIZARD  
Elphaba... Try to understand--

ELPHABA  
(very quietly)  
No.

Elphaba shakes her head no. The entire cage behind her starts shaking... The Wizard keeps coming closer...

WIZARD  
I'm not a bad man--

ELPHABA  
Oh yes you are.

THUMP. The cage behind her lifts up and lands hard. She doesn't even notice.

ELPHABA (CONT'D)  
You're a very bad man. That's the truth.  
(with rising fury)  
And if you want to know my heart's desire... *it's to fight you till the day I die.*

Suddenly, the cage bars BURST APART WITH AN EXPLOSIVE CRASH--

**INT. PALACE - HALL OF GRANDIOSITY - SAME**

Glinda and Fiyero are facing each other at the altar.

MORRIBLE  
And these sacred vows are not to be entered into lightly, but *merrily--*

Fiyero registers that DISTANT CRASH. He looks at Glinda -- *what was that?* But Glinda, determined for this marriage to happen, *pretends not to have heard it.*

**INT. PALACE - WIZARD'S SECRET PRISON - SAME**

The Animals, with the cages now lying in pieces around them, are frozen in shock and fear.

ELPHABA  
(to the Animals)  
*Run!*

WIZARD  
Nooooo!

The Wizard narrowly escapes being trampled as the terrified Animals charge the doorway with A CACOPHONY OF SOUNDS.

ELPHABA  
*Doctor Dillamond--!*

But the Goat disappears with the rest of the Animals, as the Wizard sneaks behind his curtain.

**INT. PALACE - HALL OF GRANDIOSITY - SAME**

Morrible continues the ceremony.

MORRIBLE  
 Do you, Glinda--

We hear THE FAINT SOUNDS OF ANIMALS, growing LOUDER...

MORRIBLE (CONT'D)  
 (she breaks off, furious)  
*What is that horrendible sound?!*

Pfannee and ShenShen turn towards the sound -- and SHRIEK!

Glinda turns to see:

The terrified Animals, emitting ANIMAL SOUNDS, stampeding through the Throne Room's back door.

The Guests SCREAM, knocking decorations and each other out of the way in their haste to get away from the frightened, confused Animals.

Fiyero draws his musket and rushes up the stairs.

The Guards attempt to follow him, but their path is blocked by the panicked Guests, running in all directions.

Glinda starts off, after Fiyero, but she freezes at the sight of her perfect wedding being destroyed.

The Animals stand there, trembling, confused, as the Guests SCREAM and flee, as if being attacked.

Morrible takes cover behind the wedding cake, shouting--

MORRIBLE (CONT'D)  
 This must be the work of the Wicked Witch! *She wants to kill us all!*

Morrible picks up a chair, brandishing it like a lion tamer.

MORRIBLE (CONT'D)  
 NO! STAY BACK!

To protect herself from this "threat," Morrible backs herself into a corner...

**INT. PALACE - CONTROL ROOM - SAME**

The Wizard finds his microphone on the floor and grabs it--

WIZARD

Guards--!

Then he realizes -- it's broken.

Elphaba appears. She throws her broom at the Wizard and it pins him against the wall by the neck, in a chokehold--

ELPHABA

How do you like having your voice taken away?!

FIYERO (O.S.)

*Silence, Witch!*

Elphaba whips around. The broom stays pinned to the Wizard's neck as Elphaba sees...

Fiyero, pointing his musket at her. The other Guards stand behind him, he yells to them--

FIYERO (CONT'D)

Water! *Bring water!* As much as you can carry!

The Guards rush out again. Elphaba and Fiyero lock eyes, his musket aimed at her, his expression deadly serious.

The Wizard, still pinned to the wall by Elphaba's broom, manages to choke out:

WIZARD

Help me!

His musket pointed at Elphaba, Fiyero yanks the broom off the Wizard with his other hand, and helps him to his feet... But then, he aims his musket at the Wizard, shocking Elphaba--

WIZARD (CONT'D)

What?! What are you doing--!

Fiyero tosses the broom to Elphaba. She catches it. Their eyes meet again, then Fiyero turns back to the Wizard...

FIYERO

Quiet, you!

GLINDA (O.S.)  
Elphie--?!

Fiyero keeps his musket pointed at the Wizard. We hear Glinda's alarmed voice again--

GLINDA (O.S.) (CONT'D)  
Your Ozness--?

Glinda appears, breathless. She freezes when she sees:

Fiyero and Elphaba forcing the Wizard into the Wizard's-Head shaped cage.

GLINDA (CONT'D)  
Fiyero--! What are you doing?

His musket trained on the now-caged Wizard, Fiyero shuts the cage door and locks it.

Glinda looks from one to the other, bewildered--

GLINDA (CONT'D)  
What's happened--?

WIZARD  
I'll tell you! These two traitors--

Fiyero trains his gun back at the Wizard--

FIYERO  
Not another word, your Ozness.

Glinda turns in desperation to Elphaba for answers--

GLINDA  
Elphie--?!

But Elphaba just grabs her broom and moves back into--

**INT. PALACE - THRONE ROOM - CONTINUOUS**

Glinda follows her. Fiyero joins them. Glinda turns to him--

GLINDA  
Fiyero, have you misplaced your mind?! *What are you doing?!*

Fiyero slowly looks from Glinda... to Elphaba. And realizes...

FIYERO  
I'm going with her.



ELPHABA (CONT'D)

(whispers)

You frightened me. For a while there, I thought-- you might have changed.

He looks at her.

FIYERO

I have changed.

Elphaba takes this in for a moment, then flies out, with Fiyero holding onto her, into the darkening sky...

**INT. PALACE - CONTROL ROOM - MOMENTS LATER**

Glinda, in a daze, re-enters to see:

The Wizard pulls a little green bottle from his pocket. He swigs from it, then offers it, through the bars, to Glinda.

WIZARD

Here-- It dulls the pain.

Glinda stares at him, then, after a beat, shakes her head no. He shrugs, takes another swig, when suddenly--

Morrible charges in, much the worse for wear. At the sight of the caged Wizard, she loses it--

MORRIBLE (O.S.)

NOOOOO!

Before she can elaborate, the Guards return, lugging buckets, sloshing Morrible with water, enraging her even more--

MORRIBLE (CONT'D)

Fools, you're too late!

She rushes to the Wizard, then whirls angrily on Glinda--

MORRIBLE (CONT'D)

How could you let this happen?!

Glinda, in shock, can't answer. The Wizard turns to Morrible--

WIZARD

Just get me a hairpin.

Morrible snatches a hairpin roughly out of Glinda's hair... Her upsweep tumbles down.

GLINDA  
 (softly, to herself)  
*Something askew.*

MORRIBLE  
 What's that?

Glinda shakes her head -- *nothing*.

Morrible, oblivious, hands the hairpin to the Wizard. He cracks his knuckles and picks the lock expertly...

WIZARD  
 We had a deal. She double crossed me.

MORRIBLE  
 We must smoke her out. Force her to show herself.

WIZARD  
 How? Without my Monkeys--

GLINDA  
 (very softly, to herself)  
 Her sister.

The Wizard and Morrible look at her. Glinda, startled to have spoken that thought out loud, hesitates, then, louder--

GLINDA (CONT'D)  
 Use her sister. Spread a rumor. A rumor that her sister's in trouble. She'll fly to her side. And you'll have her.  
 (then)  
 And now, if you'll excuse me-- I have a slight headache--

Glinda trails off and exits.

MORRIBLE  
 A rumor won't do it.

WIZARD  
 You're right. Elphaba's too smart.

The Wizard looks at her. She smooths his hair.

MORRIBLE  
 These things must be done delicately...  
 (she looks out the window)  
 Perhaps... a change in the weather.

Morrible turns back to him. They share a conspiratorial look.

**INT. PALACE - HALL OF GRANDIOSITY - NIGHT**

Slowly, in a daze of pain, Glinda makes her way down the steps, into the Hall--

**SONG: "I'M NOT THAT GIRL (REPRISE)"**

GLINDA  
DON'T WISH, DON'T START  
WISHING ONLY WOUNDS THE HEART...

Glinda moves, like a ghost, through the remains of her aborted wedding...

GLINDA (CONT'D)  
THERE'S A GIRL I KNOW  
HE LOVES HER SO  
I'M NOT THAT GIRL...

Glinda stares out a darkened window, but sees only... herself. A lost-looking girl, in a white gown--

**INT. ELPHABA'S LAIR - A LITTLE LATER**

Fiyero hangs in the entryway of Elphaba's shadowy lair, shy in a way we wouldn't expect from him, hesitant to enter such a private place...

By the light of the moon, Fiyero can see odd details, clues to the life she's been living: bunches of herbs, strange mushrooms... propaganda leaflets. Fiyero turns one over--

--there's writing on the back. He starts to read, but--

A green hand gently takes the page from him and puts it aside.

And now both of Elphaba's hands are opening his jacket, deftly peeling it off of him... He catches his breath...

**SONG: "AS LONG AS YOU'RE MINE"**

ELPHABA  
KISS ME TOO FIERCELY  
HOLD ME TOO TIGHT  
I NEED HELP BELIEVING  
YOU'RE WITH ME TONIGHT  
MY WILDEST DREAMINGS  
COULD NOT FORESEE  
LYING BESIDE YOU  
WITH YOU WANTING ME  
JUST FOR THIS MOMENT

AS LONG AS YOU'RE MINE  
 I'VE LOST ALL RESISTANCE  
 AND CROSSED SOME BORDERLINE  
 AND IF IT TURNS OUT  
 IT'S OVER TOO FAST  
 I'LL MAKE EV'RY LAST MOMENT LAST  
 AS LONG AS YOU'RE MINE...

She backs him into a corner... the moonlight illumines her face. He stares at her. *Seeing her.*

FIYERO  
 You're beautiful.

ELPHABA  
 You don't have to lie to me.

FIYERO  
 It's not lying, it's--

He's tongue-tied. Maybe for the first time in his life. She leans closer... and closer...

ELPHABA  
 It's what.

FIYERO  
 It's looking at things another way.

They smile into each other's eyes... His player persona reasserts itself. In one graceful move, *he's got her backed into a corner--*

But she playfully eludes him, enjoying this new power she's discovering, as...

FIYERO (CONT'D)  
 MAYBE I'M BRAINLESS  
 MAYBE I'M WISE  
 BUT YOU'VE GOT ME SEEING  
 THROUGH DIFFERENT EYES

She takes his hand, enchanted, he lets himself be led--

FIYERO (CONT'D)  
 SOMEHOW I'VE FALLEN UNDER YOUR SPELL  
 AND SOMEHOW I'M FEELING  
 IT'S "UP" THAT I FELL...

She gently pushes him onto her "bed" of hay and feathers...

ELPHABA/FIYERO  
 EVERY MOMENT  
 AS LONG AS YOU'RE MINE

I'LL WAKE UP MY BODY  
AND MAKE UP FOR LOST TIME...

FIYERO  
SAY THERE'S NO FUTURE  
FOR US AS A PAIR...

ELPHABA/FIYERO  
AND THOUGH I MAY KNOW  
I DON'T CARE...

JUST FOR THIS MOMENT  
AS LONG AS YOU'RE MINE  
COME BE HOW YOU WANT TO  
AND SEE HOW BRIGHT WE SHINE BORROW THE  
MOONLIGHT  
UNTIL IT IS THROUGH  
AND KNOW I'LL BE HERE HOLDING YOU AS LONG  
AS YOU'RE MINE...

Fiyero studies her face.

FIYERO  
What is it?

ELPHABA  
It's just-- for the first time, I  
feel... *wicked*.

They kiss. It gets serious. We leave them...

HIGH ABOVE, IN THE FOREST: Trees rustle. Leaves fall. BIRDS  
take flight.

**INT. PALACE - PROPAGANDA ROOM - NIGHT**

Madame Morrible stands by the window. All at once she  
gestures with wild abandon. And the window begins to  
rattle...

**EXT. MUNCHKINLAND - NIGHT**

Across town, OZIANs close their shutters as a storm moves in.

**INT./EXT. ELPHABA'S LAIR - NIGHT**

Elphaba and Fiyero lie together, staring up through the  
tapestry of leaves, at the night sky.

FIYERO  
The moon looks almost... green.

They turn to each other. THE WIND HOWLS. Elphaba shivers, and  
Fiyero wraps his arms around her.

FIYERO (CONT'D)  
You can't go on living here,  
they'll find you.

ELPHABA  
I'll be alright.

FIYERO  
Listen, my family has a castle. In  
Kiamo Ko. We've never lived in it.

ELPHABA  
Where do you live?

FIYERO  
The other castle.

ELPHABA  
(a little blown away)  
Oh. Right, of course.

FIYERO  
It's the perfect hideout. Tunnels,  
secret passageways... You'll be  
safer there.

The WIND HOWLS again. Suddenly, Elphaba GASPS and sits up.

FIYERO (CONT'D)  
What is it, what's wrong?

ELPHABA  
This won't make sense... It's a  
house, and it's flying through the  
sky--

Elphaba turns to Fiyero. She has a vision.

FLASH TO:

**EXT. YELLOW BRICK ROAD - NIGHT**

Nessa, on the moonlit Yellow Brick Road, fights against the  
INCREASING WIND. She calls out, desperately--

NESSA  
*Boq--!*

The wind HOWLS LOUDER. A SHADOW FALLS OVER NESSA. She looks  
up to see:

AN ENORMOUS SQUARE OF BLACKNESS is hurtling towards her.

**INT./EXT. ELPHABA'S LAIR - NIGHT**

BACK TO SCENE. Elphaba, alarmed, grabs Fiyero's arm...

ELPHABA  
My sister is in danger.

Elphaba jumps to her feet, agitated...

FIYERO  
What? How do you know?  
(off her look)  
Never mind-- I'll come with you!

ELPHABA  
No! It's too dangerous.

FIYERO  
Then I'll go to Kiamo Ko. Meet me  
there.

Elphaba grabs her broom and suddenly turns back to him--

ELPHABA  
Will we ever see each other again?

FIYERO  
Elphaba-- We're going to be  
together, always. You can see  
houses flying through the sky,  
can't you see that?

She kisses him. He watches with concern as she FLIES OFF,  
into the HARSH, HOWLING WIND.

**EXT. SKY - SAME**

Determined, Elphaba flies through the turbulent wind. Leaves  
and debris whip past her face.

**EXT. FOREST - SAME**

Fiyero fights his way through the woods. The wind gains  
intensity as a cyclone makes its way through the forest.

Fiyero ducks from falling branches and debris. It's so dark  
that he can barely see.

A tree sways. A crack forms in the middle of its trunk and it  
begins to fall. Fiyero narrowly jumps clear just in time.

He catches his breath for a moment when--

The sounds of the storm CRESCENDO and suddenly we realize it's... the SOUND OF BEATING WINGS.

The Flying Monkeys appear. They surround Fiyero.

The wind whips up so fiercely that the leaves begin to obscure our view until finally we...

SMASH CUT TO:

**EXT. MUNCHKINLAND - DAY**

Blue sky. Perfectly calm. Eerily so.

**EXT. MUNCHKINLAND - MOMENTS LATER**

Glinda waves goodbye to a LITTLE FARM GIRL ("Dorothy") in a blue gingham dress, who we see only from behind as she moves off, wearing Nessa's jeweled shoes. Glinda calls out to her--

GLINDA

That's right-- Just stay on that one road the whole way...!

(waving)

Goodbye! Goodbye, Dorothy...

As Dorothy disappears from sight, Glinda's smile also disappears. She glances around to make certain she's not being observed--

Then, Glinda picks a few flowers growing along the Yellow Brick Road and crosses somberly to...

The crashed house. It's an unsettling sight. Overcome with emotion, Glinda sinks to her knees.

GLINDA (CONT'D)

Goodbye. Goodbye, Nessa.

ELPHABA (O.S.)

What a touching display of grief.

Elphaba steps from behind the house. Glinda jumps, startled.

ELPHABA (CONT'D)

Oh, did I scare you? I do seem to have that effect on people.

(then, deadly serious)

I'd appreciate a moment to say goodbye to my sister. *Alone.*

Glinda has no choice. She starts to go. Elphaba kneels down, near the fallen house.

ELPHABA (CONT'D)  
Oh, Nessa... Forgive me.

Elphaba buries her face in her hands. Glinda, flooded with guilt, stops, turns back--

GLINDA  
Elphie. Don't blame yourself.

Elphaba rises and moves brusquely past Glinda, who follows her--

GLINDA (CONT'D)  
It's dreadful. It is. To have a house fall on you. But... accidents will happen.

ELPHABA  
(whirls on her)  
You call this an accident? You think cyclones just appear? Out of the blue?

GLINDA  
(rattled)  
I don't know, I never really--

ELPHABA  
How dare you send that mule-ish farm girl off to see the Wizard, as if he could be any help?!

GLINDA  
She's lost, far from home--

ELPHABA  
She took a dead woman's shoes!  
(muttering)  
Must've been raised in a barn.

GLINDA  
I had to do something. I'm a public figure now, people expect me to--

ELPHABA  
Lie?

GLINDA  
*Be encouraging!*

ELPHABA  
Those shoes are all I have left of my sister. And they weren't yours to give!

GLINDA

Yes, a lot of us are taking things  
that don't belong to us, aren't we?

Uh oh. Now the gloves are off...

ELPHABA

Now wait just a clock tick. I know  
it's hard for you to comprehend  
that someone like him could  
actually choose... someone like me!  
But it happened. It's real. You can  
wave that ridiculous wand all you  
want, you can't change it! He never  
belonged to you. He doesn't love  
you, and he never did. He loves me!

WHACK! Glinda slaps Elphaba across the face. Elphaba CACKLES.

ELPHABA (CONT'D)

Feel better?

GLINDA

Yes. I do.

ELPHABA

Good.

WHACK! Elphaba slaps Glinda across the face.

ELPHABA (CONT'D)

So do I!

Elphaba grabs her broom.

Glinda grabs her wand. They go at it with their "weapons,"  
then toss those aside and begin grappling with each other.

Suddenly-- the WIZARD'S GUARDS APPEAR.

GUARD 1

Attention! Halt!

GUARD 2

In the name of the Wizard!

The Guards pull them apart. Elphaba struggles against them--

ELPHABA

Stop-- let me go!

The Guard holding Glinda lets her go. But the other Guard  
holds Elphaba, still struggling, tightly around her neck.

GLINDA  
 (to the Guard holding her)  
 What are you doing!?

The Guards try to tie Elphaba's wrists behind her back--

GUARD 1  
 (to Glinda)  
 Sorry it took us so long to get  
 here, your Goodness!

Elphaba looks at Glinda, who can't hide her guilt.

ELPHABA  
 You were *part of this?! I can't*  
*believe you would sink this low.*  
*Using my sister's death as a trap,*  
*to capture me!?*

GLINDA  
 No! I never meant it to go *this*  
*far, I just--*

She breaks off, because...

Fiyero suddenly appears, with Chistery and all the Winged Monkeys behind him.

Fiyero aims his musket at a stunned Glinda, addressing the Guards, who are now intimidated by the Monkeys...

FIYERO  
 Let the green girl go. Or explain  
 to all Oz how the Wizard's guards  
 watched while Glinda the Good was  
 slain!

Fiyero moves to Glinda, musket still pointed at her. The Guards release Elphaba. Fiyero keeps his musket trained on Glinda and tosses Elphaba her broom--

FIYERO (CONT'D)  
 Elphaba, go!

ELPHABA  
 No! Not without you!

FIYERO  
 Go, now!

GLINDA  
 Go!

Elphaba hesitates, then flies off. Fiyero, his musket still aimed at Glinda, turns to Chistery.

FIYERO  
Please, protect her.

Chistery takes off after Elphaba. The other Monkeys follow behind him in their "V" formation.

DOWN BELOW, AT THE FALLEN HOUSE: Fiyero keeps his musket aimed at Glinda. The Guards keep theirs pointed at Fiyero.

Glinda slowly walks towards Fiyero, looking him in the eye. Fiyero lowers his musket. The Guards converge on him.

GLINDA  
Fiyero--! Oh no--  
(to the Guards)  
Stop!

As the Guards tie Fiyero with rope, Glinda summons all her strength, points her wand, and speaks with deep conviction--

GLINDA (CONT'D)  
*In the name of Goodness-- STOP!*

The Guards freeze, though still holding Fiyero--

GLINDA (CONT'D)  
Don't you see, he was never going  
to harm me, he just--

She looks at him: This man she loves, who she knows in her heart was never hers. And makes herself say... the truth.

GLINDA (CONT'D)  
He loves her.

FIYERO  
(softly)  
Glinda, I'm so sorry.

GUARD 1  
(pointing)  
Take him out to that field!

GLINDA  
No-- Wait!

Glinda reaches out for Fiyero-- two Guards hold her back--

GUARD 1  
Put him up on those poles 'til he  
tells us where the Witch went!

As Glinda struggles to break free, the Guards drag Fiyero off, into the field--

GLINDA  
No! Don't hurt him-- FIYERO--!

**EXT. FIELD - EVENING**

We're CLOSE ON Fiyero. His body is whipped by the cornstalks as the Guards roughly push him through the field.

Just then, we see FLASHES OF IMAGES, kinetic, out of focus...

-- Guards push Fiyero against a pole.

-- A musket shoves into his ribs, ripping his clothes.

-- Fiyero flinches in pain.

Elphaba shakes off the vision of Fiyero she's just had, horrified. We PULL BACK and find we're in...

**INT. KIAMO KO CASTLE - NIGHT**

We see page after page of strange words and symbols as Elphaba flips frantically through The Grimmerie.

ELPHABA  
FIYERO--!

She lands on a page, her attention caught by an image of a butterfly emerging from a cocoon.

ELPHABA (CONT'D)  
(murmurs softly)  
*Transformation...*

**SONG: "NO GOOD DEED"**

ELPHABA (CONT'D)  
ELEKA NAHMEN NAHMEN  
AH TUM AH TUM ELEKA  
NAHMEN ELEKA NAHMEN NAHMEN  
AH TUM AH TUM ELEKA NAHMEN...

She clasps The Grimmerie, her eyes shut, as if in prayer.

ELPHABA (CONT'D)  
LET HIS FLESH NOT BE TORN  
LET HIS BLOOD LEAVE NO STAIN  
THOUGH THEY BEAT HIM  
LET HIM FEEL NO PAIN  
LET HIS BONES NEVER BREAK  
AND HOWEVER THEY TRY

TO DESTROY HIM  
 LET HIM NEVER DIE  
 LET HIM NEVER DIE  
 ELEKA NAHMEN NAHMEN  
 AH TUM AH TUM ELEKA  
 NAHMEN ELEKA NAHMEN NAHMEN  
 AH TUM AH TUM ELEKA...  
 ELEKA...

Elphaba, frustrated, slams The Grimmerie shut.

ELPHABA (CONT'D)  
 WHAT GOOD IS THIS CHANTING?  
 I DON'T EVEN KNOW WHAT I'M READING  
 I DON'T EVEN KNOW WHAT TRICK I OUGHT TO TRY  
 FIYERO, WHERE ARE YOU?  
 ALREADY DEAD OR BLEEDING?  
 ONE MORE DISASTER I CAN ADD TO MY  
 GENEROUS SUPPLY?

The Flying Monkeys begin to fortify the space. They place torches all around the room.

ELPHABA (CONT'D)  
 NO GOOD DEED GOES UNPUNISHED  
 NO ACT OF CHARITY GOES UNRESENTED  
 NO GOOD DEED GOES UNPUNISHED  
 THAT'S MY NEW CREED  
 MY ROAD OF GOOD INTENTIONS  
 LED WHERE SUCH ROADS ALWAYS LEAD  
 NO GOOD DEED GOES UNPUNISHED...  
 NESSA...  
 DOCTOR DILLAMOND...  
 FIYERO...

As she invokes their names, we see: FLASHES OF THEIR FACES.

The Monkeys light the torches all at once.

ELPHABA (CONT'D)  
 FIYERO...!

Elphaba looks around the space, but it's as if she doesn't see it. Instead, she FLASHES BACK TO IMAGES FROM SHIZ...

ELPHABA (CONT'D)  
 ONE QUESTION HAUNTS AND HURTS  
 TOO MUCH, TOO MUCH TO MENTION  
 WAS I REALLY SEEKING GOOD  
 OR JUST SEEKING ATTENTION?  
 IS THAT ALL GOOD DEEDS ARE  
 WHEN LOOKED AT WITH AN ICE-COLD EYE?  
 IF THAT'S ALL GOOD DEEDS ARE  
 MAYBE THAT'S THE REASON WHY

NO GOOD DEED GOES UNPUNISHED  
 ALL HELPFUL URGES SHOULD BE CIRCUMVENTED  
 NO GOOD DEED GOES UNPUNISHED  
 SURE, I MEANT WELL...  
 WELL, LOOK AT WHAT WELL-MEANT DID  
 ALL RIGHT, ENOUGH--  
 SO BE IT SO BE IT THEN--  
 LET ALL OZ BE AGREED  
 I'M WICKED THROUGH AND THROUGH AND SINCE I  
 CAN'T SUCCEED  
 FIYERO, SAVING YOU  
 I PROMISE NO GOOD DEED  
 WILL I ATTEMPT TO DO AGAIN  
 EVER AGAIN

Elphaba flings her arms wide, in a frenzied declaration of freedom.

The Flying Monkeys emerge from the shadows. Elphaba turns to Chistry.

Chistry nods and takes off.

ELPHABA (CONT'D)

NO GOOD DEED  
 WILL I DO  
 AGAIN!

**INT. PALACE - CONTROL ROOM - DAY**

The Wizard sits, slumped in his chair. Morrible approaches.

MORRIBLE

You have visitors. A rather needy little girl, a man made out of straw, another made of tin, and a very nervous Lion.

The Wizard doesn't respond.

MORRIBLE (CONT'D)

They all want... something they don't have, of course.

WIZARD

I'm not seeing anyone.

MORRIBLE

But these are visitors we can use.

The Wizard looks up, intrigued.

**INT. PALACE - THRONE ROOM - EVENING**

We see the silhouettes of a Little Girl, a Lion, a Tin Man, and a Scarecrow. They stand in the shadow of the Oz Head.

OZ HEAD  
(booming amplified voice)  
*Bring me the broomstick of the  
Wicked Witch of the West. So I have  
proof that she's dead!*

**SONG: "THE MARCH OF THE WITCH HUNTERS"**

OZIANs (O.S.)  
GO --  
AND HUNT HER--  
AND FIND HER--  
AND KILL HER!

**INT. PALACE - CONTROL ROOM - EVENING**

The Wizard and Morrible share a look-- *the plan is working.*

The Wizard pulls his little green bottle out of his jacket pocket. He raises it in a toast and swigs it in celebration.

The drumbeat of the "MARCH OF THE WITCH HUNTERS" grows LOUDER.

OZIANs (O.S.)  
GO AND HUNT HER  
AND FIND HER  
AND KILL HER...!

**EXT. EMERALD CITY - PALACE STAIRS - NIGHT**

The four Witch Hunters move through a CROWD OF OZIANs of all ages, some waving from windows. They CHEER, brandish homemade weapons, fill buckets with water...

OZIANs (O.S.)  
GO AND HUNT HER  
AND FIND HER  
AND KILL HER...!

OZIANs (CONT'D)  
Good fortune, Witch-Hunters! / Get  
her! / Get the Witch! / Save us!

**EXT. GLINDA'S BALCONY / BELOW HER BALCONY - PALACE - NIGHT**

Glinda, deeply troubled, watches the scene below...

The Witch Hunters move through the CHEERING CROWD, accepting praise, as Boq the Tin Man addresses the throng--

BOQ THE TIN MAN

...and this is more than just a service to the Wizard. I have a personal score to settle with Elph-- with *the Witch*.

(sings)

IT'S DUE TO HER I'M MADE OF TIN  
HER SPELL MADE THIS OCCUR  
SO FOR ONCE I'M GLAD I'M HEARTLESS  
I'LL BE HEARTLESS KILLING HER!

The crowd CHEERS.

BOQ THE TIN MAN (CONT'D)

And I'm not the only one!

(to the Lion)

Come on... Tell them what she did to you. How you were just a cub, and she cub-napped you--!

The Lion shakes his head, hiding his face.

Boq the Tin Man turns back to the crowd--

BOQ THE TIN MAN (CONT'D)

You see--?

THE LION ALSO  
HAS A GRIEVANCE TO REPAY  
IF SHE'D LET HIM FIGHT HIS OWN BATTLES  
WHEN HE WAS YOUNG  
HE WOULDN'T BE A COWARD TODAY!

CROWD

Kill her! Kill the Witch!

Boq looks up at Glinda on her balcony. She holds his gaze a moment then turns away, running back inside.

**EXT. EMERALD CITY - NIGHT**

The Witch Hunters march through the City as the crowd CHEERS them on.

OZIANS (O.S.)

GO AND HUNT HER  
AND FIND HER  
AND KILL HER...!

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - NIGHT**

As Glinda re-enters her suite, she can hear the angry mob, below, chanting encouragement to the Witch Hunters--

OZIANs (O.S.)

GO AND HUNT HER  
AND FIND HER AND KILL HER

Glinda closes the doors, covers her ears, and shuts her eyes... Miraculously, the chanting stops.

Glinda catches sight of herself in the mirror and studies her reflection with an odd fascination, almost as though she's never seen herself before...

**SONG: "THE GIRL IN THE BUBBLE"**

GLINDA

LOOK -- THERE'S THAT BEAUTIFUL GIRL  
WITH THE BEAUTIFUL LIFE  
SUCH A BEAUTIFUL LIFE  
BUILT OF LIES  
'CAUSE ALL THAT'S REQUIRED  
TO LIVE IN A DREAM  
IS ENDLESSLY CLOSING YOUR EYES  
SHE SPINS SUCH BEAUTIFUL STORIES  
TO SING HER TO SLEEP  
FULL OF MAGIC AND GLORY AND LOVE  
SHE'S THE GIRL IN THE BUBBLE  
THE BRIGHT SHINY BUBBLE  
BLISSFULLY FLOATING ABOVE  
AH, BUT THE TRUTH HAS A WAY  
OF SEEPING ON IN  
BENEATH THE SURFACE AND SHEEN  
AND BLIND AS YOU TRY TO BE  
EVENTUALLY  
IT'S HARD TO UN-SEE WHAT YOU'VE SEEN...

AND SO THAT BEAUTIFUL GIRL  
WITH THE BEAUTIFUL LIFE  
HAS A QUESTION SHE HELD BACK SOMEHOW:  
IF SHE COMES DOWN FROM THE SKY  
GIVES THE REAL WORLD A TRY  
WHO IN THE WORLD IS SHE NOW?  
AND THOUGH SO MUCH OF HER WISHES  
THAT SHE COULD FLOAT ON  
AND THE BEAUTIFUL LIES NEVER STOP  
FOR THE GIRL IN THE BUBBLE  
THE PINK SHINY BUBBLE  
IT'S TIME FOR THE BUBBLE TO POP  
FOR THE POPULAR GIRL  
HIGH IN THE BUBBLE

ISN'T IT HIGH TIME  
FOR HER BUBBLE TO POP?

As the song ends, we hear FRANTIC KNOCKING ON A DOOR as--

**INT. PALACE - PROPAGANDA ROOM - MOMENTS LATER**

Morrible opens the door to find... Glinda.

GLINDA

Madame, we've got to stop this.  
It's gone too far.

MORRIBLE

Oh, I think Elphaba can take care  
of herself.

Morrible turns back to her. Glinda summons her courage.

GLINDA

Something's been troubling me.  
About Nessa. And that cyclone.

MORRIBLE

Sad. I suppose it was just... her  
time.

GLINDA

Was it? Or did you--?

Morrible suddenly leans threateningly close, speaks low:

MORRIBLE

Now you listen to me, *missy*. You  
may be fooling Oz, but you're not  
fooling me. You wanted this from  
the beginning, *Ga-linda*. And now  
you're getting *what you wanted*. So  
just do what you do best: smile and  
wave and *shut up*.

And before Glinda can object or say more, Morrible forcefully  
guides her out of the room and shuts the door in her face.

IN A SERIES OF QUICK CUTS:

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - NIGHT**

In her suite, Glinda throws open her wardrobe, searches  
inside and finds something we can't see.

**EXT. PALACE - STABLES - NIGHT**

Outside the palace, in the shadows, Glinda WHISTLES FIYERO'S DISTINCTIVE WHISTLE. A beat. She WHISTLES AGAIN, the same way. Suddenly--

Fiyero's Horse appears out of the darkness.

Glinda pulls a worn black blanket off the Horse's back.

Now cloaked in the blanket, wearing the boots she once borrowed from Elphaba, Galinda mounts the Horse, bareback.

HORSE  
(whispers)  
Hold on tight.

She does. They gallop away as...

**EXT. EMERALD CITY - NIGHT**

The Ozian Mob's chants reach a fever pitch--

OZIAN  
WICKEDNESS MUST BE PUNISHED  
BRAVE WITCH HUNTERS,  
I'D JOIN YOU IF I COULD  
BECAUSE WICKEDNESS MUST BE PUNISHED  
PUNISHED  
PUNISHED  
BUT GOOD!

**INT. KIAMO KO CASTLE - NIGHT**

Elphaba addresses the Monkeys.

ELPHABA  
Monkeys! Find that Dorothy and  
bring back my sister's shoes!

**EXT. FOREST - NIGHT**

Dorothy is picked up by the Monkeys and flown off towards Kiamo Ko.

**INT. KIAMO KO CASTLE - PARAPET - LATER**

Elphaba, hearing the SOBS, slams The Grimmerie shut--

ELPHABA  
Oh, for Oz sake, stop crying. I  
can't listen to it anymore.  
(MORE)

ELPHABA (CONT'D)

You want to get home and see your Auntie what's-her-name again? Then get those shoes off your feet!

She exits in frustration, slamming the door--

**INT. KIAMO KO CASTLE - CONTINUOUS**

Elphaba strides manically through the castle. Just then...

A CLOAKED FIGURE appears. Then-- Glinda drops the cloak.

GLINDA

They're coming for you.

Elphaba stalks away, and Glinda follows her.

GLINDA (CONT'D)

Let the little girl go.

ELPHABA

*Why are you here?! Go away!*

GLINDA

Elphaba! *You can't go on like this!*

ELPHABA

(whirls on her)

I can do anything I want-- haven't you heard? *I am the Wicked Witch of the West!*

Glinda and Elphaba glare at each other.

Chistery flies in, trailed by other Monkeys. Elphaba rushes to Chistery.

ELPHABA (CONT'D)

Chistery, at last! What took you so long?

Chistery holds out a piece of a torn Guard's uniform.

ELPHABA (CONT'D)

What's this, why are you bothering me with--?

She breaks off, reading what's written on the piece of cloth. Her expression changes.

GLINDA

What's happened, what's wrong?

Chistery signals the other Monkeys, and they withdraw.  
Elphaba looks up from the note... meeting Glinda's gaze.

GLINDA (CONT'D)  
It's Fiyero. Isn't it.

Elphaba turns away, overcome with emotion.

GLINDA (CONT'D)  
Is he...?

Elphaba takes a deep breath, summoning an otherworldly  
calm...

ELPHABA  
We've seen his face for the last  
time.

GLINDA  
(with a strangled sob)  
Oh no!

Elphaba looks around. She spots a bucket of water.

ELPHABA  
You're right. It's time. I  
surrender.

Elphaba goes to get the bucket. As Glinda watches,  
blindsided, trying to... somehow... make sense of all this.

GLINDA  
What are you doing?

ELPHABA  
(urgently)  
Glinda, you can't be found here  
with me. You must go.

GLINDA  
Elphie, no...

ELPHABA  
Please, you must! Now!

GLINDA  
Fine, I'll go! *And I'll tell  
everyone the truth about you-- that  
you're not who they say you are!*

ELPHABA  
No-- You can't! They'll just turn  
against you!

GLINDA  
I don't care!

ELPHABA  
Well, *I do*. Promise me-- that you  
won't try to clear my name.

Glinda looks at her friend, struggling to understand--

ELPHABA (CONT'D)  
*Promise me.*

GLINDA  
Why?! Why would you ask me to  
promise that!?

ELPHABA  
Because they need someone to be  
wicked, so that you can be good.

SONG: "FOR GOOD"

ELPHABA  
I'M LIMITED  
(spoken)  
Just look at me--

Glinda does. Seeing her. Loving her.

ELPHABA (CONT'D)  
Not with your eyes. With theirs.  
(sings again)

I'M LIMITED  
AND JUST LOOK AT YOU --  
YOU CAN DO ALL I COULDN'T DO  
GLINDA...

Elphaba crosses to The Grimmerie. She picks it up, clasping it tight, saying goodbye to this book that has meant so much to her. Then... she holds it out to Glinda.

ELPHABA (CONT'D)  
Here.

Glinda stares at The Grimmerie in disbelief, overwhelmed.

ELPHABA (CONT'D)  
Go on, take it.

GLINDA  
Elphie, you know I can't read this.

ELPHABA

Well, then you'll have to learn. We  
can't let 'good' be just a word--  
it has to change things.

(sings)

BECAUSE NOW IT'S UP TO YOU  
FOR BOTH OF US  
NOW IT'S UP TO YOU

Glinda looks at Elphaba. *Understands.* Elphaba slowly holds  
out The Grimmerie. Glinda takes it.

ELPHABA (CONT'D)

You're the only friend I've ever  
had.

GLINDA

And I've had so many friends.

They share a brief smile. Then--

GLINDA (CONT'D)

But only one-- that mattered.

(sings)

I'VE HEARD IT SAID  
THAT PEOPLE COME INTO OUR LIVES FOR A  
REASON  
BRINGING SOMETHING WE MUST LEARN  
AND WE ARE LED  
TO THOSE WHO HELP US MOST TO GROW  
IF WE LET THEM  
AND WE HELP THEM IN RETURN  
WELL, I DON'T KNOW IF I BELIEVE THAT'S TRUE  
BUT I KNOW I'M WHO I AM TODAY  
BECAUSE I KNEW YOU...

LIKE A COMET PULLED FROM ORBIT  
AS IT PASSES A SUN  
LIKE A STREAM THAT MEETS A BOULDER  
HALFWAY THROUGH THE WOOD  
WHO CAN SAY IF I'VE BEEN CHANGED FOR THE  
BETTER?  
BUT BECAUSE I KNEW YOU  
I HAVE BEEN CHANGED FOR GOOD...

ELPHABA

IT WELL MAY BE  
THAT WE WILL NEVER MEET AGAIN  
IN THIS LIFETIME  
SO LET ME SAY BEFORE WE PART  
SO MUCH OF ME  
IS MADE OF WHAT I LEARNED FROM YOU  
YOU'LL BE WITH ME  
LIKE A HANDPRINT ON MY HEART

AND NOW WHATEVER WAY OUR STORIES END  
I KNOW YOU HAVE RE-WRITTEN MINE  
BY BEING MY FRIEND...

LIKE A SHIP BLOWN FROM ITS MOORING  
BY A WIND OFF THE SEA  
LIKE A SEED DROPPED BY A SKYBIRD  
IN A DISTANT WOOD  
WHO CAN SAY IF I'VE BEEN CHANGED FOR THE  
BETTER?  
BUT-- BECAUSE I KNEW YOU...

GLINDA  
BECAUSE I KNEW YOU...

ELPHABA/GLINDA  
BECAUSE I KNEW YOU  
I HAVE BEEN CHANGED FOR GOOD...

ELPHABA  
AND JUST TO CLEAR THE AIR  
I ASK FORGIVENESS  
FOR THE THINGS I'VE DONE YOU BLAME ME FOR

GLINDA  
BUT THEN, I GUESS WE KNOW  
THERE'S BLAME TO SHARE

ELPHABA/GLINDA  
AND NONE OF IT SEEMS TO MATTER ANYMORE

<p>GLINDA LIKE A COMET PULLED FROM ORBIT AS IT PASSES A SUN LIKE A STREAM THAT MEETS A BOULDER HALF-WAY THROUGH THE WOOD</p>	<p>ELPHABA LIKE A SHIP BLOWN OFF ITS MOORING BY A WIND OFF THE SEA LIKE A SEED DROPPED BY A BIRD IN THE WOOD</p>
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ELPHABA/GLINDA  
WHO CAN SAY IF I'VE BEEN CHANGED FOR THE  
BETTER?  
I DO BELIEVE I HAVE BEEN CHANGED FOR THE  
BETTER

GLINDA  
AND BECAUSE I KNEW YOU...

ELPHABA  
BECAUSE I KNEW YOU...

ELPHABA/GLINDA  
BECAUSE I KNEW YOU...  
I HAVE BEEN CHANGED FOR GOOD.

The two friends embrace.

Suddenly, A LOUD CRASH. They look at each other, alarmed.

ELPHABA

No one can know you were here!

Elphaba grabs Glinda's hand. Glinda holds on tight -- to her friend and to The Grimmerie -- as Elphaba ushers Glinda up a flight of hidden steps that lead up to...

**EXT. KIAMO KO CASTLE - PARAPET - MOMENTS LATER**

Elphaba guides Glinda to a small closet and puts her finger to her lips... *shh*. Glinda nods, hiding herself. The SOUNDS AROUND HER START TO SLIP AWAY. Then, we hear--

OZIANS (O.S.)

...AND GOODNESS KNOWS  
THE WICKED'S LIVES ARE LONELY  
GOODNESS KNOWS  
THE WICKED DIE ALONE...

**INT. PARAPET - CLOSET - SAME**

CLOSE ON Glinda in this cramped, dark space, her body pressed against the door.

Outside, the sound of FOOTSTEPS.

Through a crack in the door, Glinda sees glimpses of:

-- A FLASH of a gingham dress.

-- A FLASH of a Little Girl's hands picking up a bucket of water.

Glinda hears the SOUND OF WATER sloshing from a bucket, then--

ELPHABA (O.S.)

Ahhhhhhhhh!!!

Elphaba SCREAMS a heart-stopping cry.

Glinda looks out to see:

-- The silhouette of the Wicked Witch, shrinking down.

Glinda hides her face in her hands, shaking with fear.

Glinda looks up, forcing herself to peer through the crack, and sees... *nothing*. Blackness.

Then, Glinda realizes what she's seeing. It's... Elphaba's cape. Glinda gasps, covering her mouth.

And that's when she suddenly sees, in the middle of the cape, the shadowy outline of... *Elphaba's hat*.

**EXT. KIAMO KO CASTLE - PARAPET - MOMENTS LATER**

It's eerily quiet. A bucket lies on its side, next to a puddle of water, a soaked black cloak, and...

A POINTED BLACK HAT.

Suddenly, with a WHOOSH, some Flying Monkeys fly off. And then, nothing but silence.

And then... The closet door CREAKS open.

Glinda emerges from her hiding place. She moves slowly towards Elphaba's black hat -- the hat that Glinda herself gave her back at Shiz. Hands trembling, Glinda picks up the hat and clutches it to her heart.

GLINDA  
Oh, Elphie...

Glinda lets the hat fall and covers her face in grief.

CHISTERY (O.S.)  
(haltingly)  
M-mm-miss?

Glinda looks up, her tear-stained face startled--

GLINDA  
Chistery--?  
(she moves closer)  
Did you speak?

CHISTERY  
(with great effort)  
Miss. Glin-da. *Look*.

Chistery crosses to her. He holds out his paw, revealing: *Elphaba's little green bottle*.

Glinda takes the bottle from him, staring at it. Then at him.

**INT. PALACE - CONTROL ROOM - DAY**

The Wizard paces, on edge, then stops abruptly--

WIZARD  
Who's there?!

He searches the shadows.

GLINDA (O.S.)  
She's dead.

The Wizard whirls around to see... Glinda, cloaked in black, emerging from the shadows. A beat, then--

WIZARD  
Do you have her broomstick?

GLINDA  
No.  
(then...)  
I have something else of hers.

Glinda holds out Elphaba's little green bottle. The Wizard stares at it. His smile fades.

Glinda moves closer--

GLINDA (CONT'D)  
It belonged to her mother.

The Wizard looks from the green bottle to Glinda, who stares back at him with fierce, cold eyes. The Wizard is confused.

WIZARD  
This... belonged to... *her mother?*

Glinda nods. The Wizard stares at the bottle, remembering...

**INT. GOVERNOR'S MANSION - HALLWAY - NIGHT [FLASHBACK]**

It's the scene from the opening of Movie One with Mrs. Thropp and her Lover. The scene plays out, only this time, the Lover is no longer hidden in the shadows.

As the Lover pulls back from the kiss, we see something new: the Lover *is* THE WIZARD, twenty-five to thirty years younger.

He stares at Elphaba's mother, transfixed. She stares back at him, equally besotted.

The Younger Wizard/Lover offers her a drink from his little green bottle. She drinks it and they kiss again...

CUT TO:

**INT. PALACE - CONTROL ROOM - DAY [PRESENT]**

BACK TO SCENE. The Wizard is utterly unnerved, struggling to piece this together...

WIZARD  
 (softly, to himself)  
 I never even knew her name... And I  
 never saw her again...

GLINDA  
 So Elphaba was yours, all along.

WIZARD  
 (as though from far away)  
 Mine?

GLINDA  
 Maybe that's why she had such  
 power. She was a child of *both*  
*worlds*.

The enormity of what he's done, and lost, hits the Wizard.

WIZARD  
 Oh my Lord-- *what have I done?*

Glinda moves closer still...

GLINDA  
 You've caused great harm. Which is  
 why you'll be leaving Oz. Today.

He looks at her blankly.

GLINDA (CONT'D)  
*Did you hear what I said?*

WIZARD  
 (managing to whisper)  
 Yes, your Goodness.  
 (after a beat)  
 What-- What will I tell people?

GLINDA  
 Make something up. You're good at  
 that.

Glinda crosses to the window, where Chistery waits, leaving  
 the devastated Wizard...

**INT. PALACE - PROPAGANDA ROOM - DAY**

Morrible, in her dressing gown, stands in front of her  
 fireplace, holding Elphaba's broom. With a satisfied smile,  
 she tosses it onto the fire.

The broom BURSTS INTO GREEN FLAMES. Embers fly out onto  
 Morrible, who jumps back, unnerved, and brushes them off.

Suddenly, Glinda enters, rattling Morrible even further--

GLINDA  
Look out your window.

Morrible looks at her quizzically. Glinda strides over to the window and throws it open. A CROWD CAN BE HEARD, OUTSIDE.

Morrible joins her at the window and looks out to see:

A CROWD outside, gathered around the Wizard's hot air balloon, held down by ropes.

The Wizard steps inside the balloon basket!

MORRIBLE  
(rattled)  
What's going on...?

THROUGH THE BUZZ OF THE CROWD, A YOUNG VOICE cuts through--

DOROTHY (O.S.)  
Excuse me, excuse me! Don't leave  
without me! I wanna go home!

GLINDA  
I swear, it never ends with that  
girl.  
(turns to Morrible)  
The Wizard is taking a permanent  
*leave of absence.*  
(off Morrible's shock)  
Not a rumor. A *fact.* The kind  
that's *true.*

Morrible turns to Glinda and back pedals, contrite--

MORRIBLE  
Glinda. Dear-- Can you not find it  
in your heart to forgive me? As Oz  
is my witness, I see now--

Morrible pulls out all the stops, kneeling at Glinda's feet--

MORRIBLE (CONT'D)  
--how truly good you are.

GLINDA  
Actually, I'm not. Not yet.

Glinda holds out her hand, helps Morrible to her feet, as--

GLINDA (CONT'D)  
 Just think, Madame-- We have so  
 many cages! And all recently  
 vacated! You'll have your pick!

MORRIBLE  
 I'll-- What?? I don't--

Glinda backs Morrible over to the open window--

GLINDA  
 I can't imagine you'll hold up very  
 well. My personal opinion is... you  
 do not have *what it takes*. I hope  
 you prove me wrong.  
 (a beat)  
 I doubt you will.

Glinda signals out the window. Two Monkeys swoop down from  
 the sky and pull Morrible out the window.

MORRIBLE  
 What?! No! Noooooo!!

Glinda watches as a SHRIEKING Morrible is carried off.

**INT. PALACE - GLINDA'S PRIVATE QUARTERS - LATER**

Glinda enters. She moves to the mirror and carefully places  
 her crown on her head. She studies her own reflection, seeing  
 herself in a new light: she's become a true leader.

She moves out, onto...

**EXT. BALCONY - OUTSIDE GLINDA'S PRIVATE QUARTERS - CONTINUOUS**

...where her Bubble machine arrives. After steeling herself  
 to face the citizens of Oz, Glinda gets into her Bubble.

As it rises high above Emerald City...

**EXT. HIGH ABOVE THE EMERALD CITY - SAME**

The Wizard floats high above Oz, singing softly...

WIZARD  
 I AM A SENTIMENTAL MAN  
 WHO ALWAYS LONGED TO BE  
 A FATHER...

He breaks off, choked with tears as he disappears from our  
 sight...

**EXT. MUNCHKINLAND - TOWN CENTER - DAY**

PEOPLE have gathered in the streets, celebrating. They point up at the sky, where...

Rising in the North, we see:

Glowing, backlit against an impossibly beautiful, rainbow-colored sky...

Glinda's Bubble floats down towards the crowd.

OZIANs (O.S.)

GOOD NEWS! SHE'S DEAD!

THE WITCH OF THE WEST IS DEAD!

THE WICKEDEST WITCH THERE EVER WAS

THE ENEMY OF ALL OF US HERE IN OZ

IS DEAD!

As they sing, we see various images from the opening of Movie One, catching us up to the moment that Glinda gets back into her Bubble, preparing to leave.

OZIANs (O.S.) (CONT'D)

GOOD NEWS...

GOOD NEWS...

NOW AT LAST SHE'S DEAD AND GONE

NOW AT LAST THERE'S JOY THROUGHOUT THE LAND

Glinda taps her foot to rebubble, when, suddenly, a VOICE IN THE CROWD yells out--

VOICE IN THE CROWD

Glinda! Is it true you were her friend?

Glinda freezes, thrown.

From inside her Bubble, Glinda stares at the burning effigy, pausing for a moment, emotional.

She pops her Bubble and turns back to the crowd--

GLINDA

Friend? I mean... I knew her.

RIPPLES OF SHOCK move through the crowd below...

GLINDA (CONT'D)

That is, our paths did cross. At school... But you must understand, it was... a long time ago...

And we're about to head off into the flashback to Shiz from Movie One, when suddenly--

GLINDA (O.S.) (CONT'D)

Wait.

Glinda looks down at the crowd below and now we witness what we hadn't seen before--

GLINDA (CONT'D)

I have something more to say.

The crowd reacts to this news as Glinda takes a deep breath.

GLINDA (CONT'D)

Fellow Ozians.

She looks at her wand, summoning her courage, and then... *puts it down.*

GLINDA (CONT'D)

All Ozians.

The crowd moves closer. But the Animals hesitate.

GLINDA (CONT'D)

Come out. Wherever you are, come out.

Glinda motions to them, encouraging the Animals to join the gathering.

And seeing their beloved Glinda welcoming the Animals, the People make room for them...

Glinda takes this in, seeing them, Animals and People, in all their fear and vulnerability. She somehow holds back tears...

GLINDA (CONT'D)

Friends-- Because I don't see any enemies here. We have been through a frightening time.

As she speaks, we see Animals coming out of hiding to join the crowd.

GLINDA (CONT'D)

And there will be *other* times and *other* things that frighten us. But if you'll let me, I'd like to try -- to help, to change things. I'd like to try to be... Glinda the Good.

We FLASH TO imagery from around Oz of the Animals regaining their rightful places:

-- EMERALD CITY GATES: Pfannee and ShenShen open the gate, allowing some returning Animals to enter the Emerald City.

-- SHIZ: A familiar lower door opens, welcoming Dr. Dillamond back into his old classroom.

**EXT. MUNCHKINLAND - TOWN CENTER - DAY**

BACK TO SCENE. Glinda takes one last long look at the burning effigy of the "Wicked Witch of the West."

FADE TO:

**INT. KIAMO KO CASTLE - PARAPET - DAY**

Still eerily quiet. Nothing has been disturbed since Glinda's departure. The black hat still lies, abandoned.

From deep within the shadows... The Scarecrow emerges. He crosses to the pointed hat and kneels beside it.

It looks as if he might pick it up, but then he looks around to make sure he's alone and KNOCKS on the floor three times.

A trap door in the floor opens...

...and Elphaba emerges. She climbs out of her hiding place and... comes face to face with The Scarecrow.

THE SCARECROW

It worked. They all think you're dead.

*That voice...* Elphaba searches his face--

ELPHABA

Fiyero...?

Fiyero the Scarecrow nods.

Elphaba stares at him, trying to absorb this transformation, keenly aware that she caused it.

He holds out a straw-stuffed arm.

FIYERO THE SCARECROW

See--? Good as new.

She reaches out to touch his face, then hesitates.

FIYERO THE SCARECROW (CONT'D)  
 (reading her thoughts)  
 You did the best you could. You  
 saved my life.

Comforted, Elphaba moves closer and touches his scarecrow  
 face.

ELPHABA  
 You're still beautiful.

FIYERO THE SCARECROW  
 (with a wry smile)  
 You don't have to lie to me.

ELPHABA  
 It's not lying. It's looking at  
 things another way.

Now they share a smile. She takes his hand. And we hear,  
 softly, in the distance:

OZIAN'S (O.S.)  
 NO ONE MOURNS THE WICKED

ELPHABA  
 It's time to go.

**INT. GLINDA'S PRIVATE QUARTERS - SAME**

Beyond her balcony, celebrations can be seen in the distance.

CROWD  
 GOOD NEWS...

Glinda's gaze falls on the closed Grimmerie, on her dresser.

Glinda looks from the book to the little green bottle, still  
 clasped in her hand, and -- tenderly places the green bottle  
 under her pillow as we hear again, off in the distance:

CROWD (CONT'D)  
 GOOD NEWS...

ELPHABA (V.O.)  
 I only wish that Glinda could know  
 that we're alive... But I know she  
 can't... Not if we want to be  
 safe...

**INT. PALACE - UPPER ATTIC - DUSK**

Glinda enters the attic, holding The Grimmerie. She begins to  
 ascend the stairs to the top.

ELPHABA (V.O.)  
 ...no one must ever know.

She puts *The Grimmerie* down carefully and moves closer to the edge of the roof, to look out at:

The sky. In the distance, the setting sun is refracting in particles of dust. The colors -- blue and pink and gold -- fill the sky, almost like a rainbow.

She turns from this vista back to *The Grimmerie*. Waiting there.

Glinda gathers her courage and approaches the mysterious book. She reaches out and with great humility... touches it.

GLINDA  
 WHO CAN SAY  
 IF I'VE BEEN CHANGED FOR THE BETTER  
 BUT BECAUSE I KNEW YOU

**EXT. PLACE BEYOND OZ - DUSK**

Elphaba and Fiyero the Scarecrow make their way across the desert landscape, bound for whatever is out there...

Elphaba stops and turns back towards Oz.

ELPHABA  
 BECAUSE I KNEW YOU...

**INT. PALACE - UPPER ATTIC - DUSK**

Glinda studies *The Grimmerie*, her book of Wisdom, as far off in the distance we hear--

OZIANS (O.S.)  
 NO ONE MOURNS THE WICKED...

GLINDA  
 BECAUSE I KNEW YOU...

We MOVE AWAY from Glinda, out her window, as we see the refracted rainbow, arching over Oz...

**EXT. PLACE BEYOND OZ - DUSK / INT. UPPER ATTIC - SPLIT**

We MOVE DOWN TO FIND Elphaba, looking up at the same rainbow.

ELPHABA/GLINDA (O.S.)  
 I HAVE BEEN CHANGED...

The MUSIC BUILDS. And then, slowly, with rippling pages and a kind of majesty... *the book opens itself to Glinda.*

Glinda -- amazed, grateful, humbled -- can hardly breathe.

Elphaba gently smiles, then turns back towards the horizon of the unknown.

**EXT. FIELD - DUSK [FLASHBACK]**

Galinda sits in a field at magic hour, laughing with a WOMAN whose face we can't see. Then...

The Woman turns.

It's Elphaba.

The two friends, so young and innocent, laugh together, and then... regard each other.

Galinda leans close to Elphaba and whispers something in her ear. Something that makes Elphaba smile a mysterious smile.

OZIAN (O.S.)  
NO ONE MOURNS THE WICKED...  
WICKED...  
WICKED!

**THE END**