

WICKED: FOR GOOD

Written by

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and

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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.

OZIAN (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.

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

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

OZIAN (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--

OZIAN
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!

Morrible 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 *pink*er?

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 Fivero 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 Fiery, 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.

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

EXT. FOREST - DAY

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

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

Fihero 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?

Fihero'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
guests 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

Fieryo 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.

What? GLINDA ELPHABA
What?

Both women stare at him, in stunned disbelief. Finally...

GLINDA (CONT'D)
So-- so all this time--

ELPHABA
(stricken with guilt)
Glinda--

GLINDA
The two of you-- *behind my back*--

ELPHABA
Glinda, no! It-- wasn't like that!

FIYERO
Well, it was, but... It wasn't.

ELPHABA
Glinda. It was never like that.

GLINDA
Never?

Elphaba can't meet Glinda's gaze.

GLINDA (CONT'D)
Fine-- Go! You deserve each other!

Elphaba looks at Glinda. Glinda holds her gaze a beat, then turns her back on them and walks out towards the control room.

Elphaba absorbs the pain of this moment. Then Fiyero takes her hand.

They run to the window. Elphaba gets on her broom and turns to Fiyero. He hesitates--

FIYERO
(quietly, to her)
So, uh, how exactly do I--

ELPHABA
(whispers)
Just get on.

He does, a bit awkwardly. She turns back to him.

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 Chistery.

Chistery 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, Glinda 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

GLINDA
LIKE A COMET PULLED FROM
ORBIT
AS IT PASSES A SUN
LIKE A STREAM THAT MEETS A
BOULDER
HALF-WAY THROUGH THE WOOD

ELPHABA
LIKE A SHIP BLOWN OFF ITS
MOORING
BY A WIND OFF THE SEA
LIKE A SEED DROPPED BY A BIRD
IN
THE WOOD

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--

OZIAN (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

Fihero...?

Fihero 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--

OZIAN (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