

The WIZARD of OZ



1939

DELUXE EDITION

ORIGINAL MOTION PICTURE SOUNDTRACK

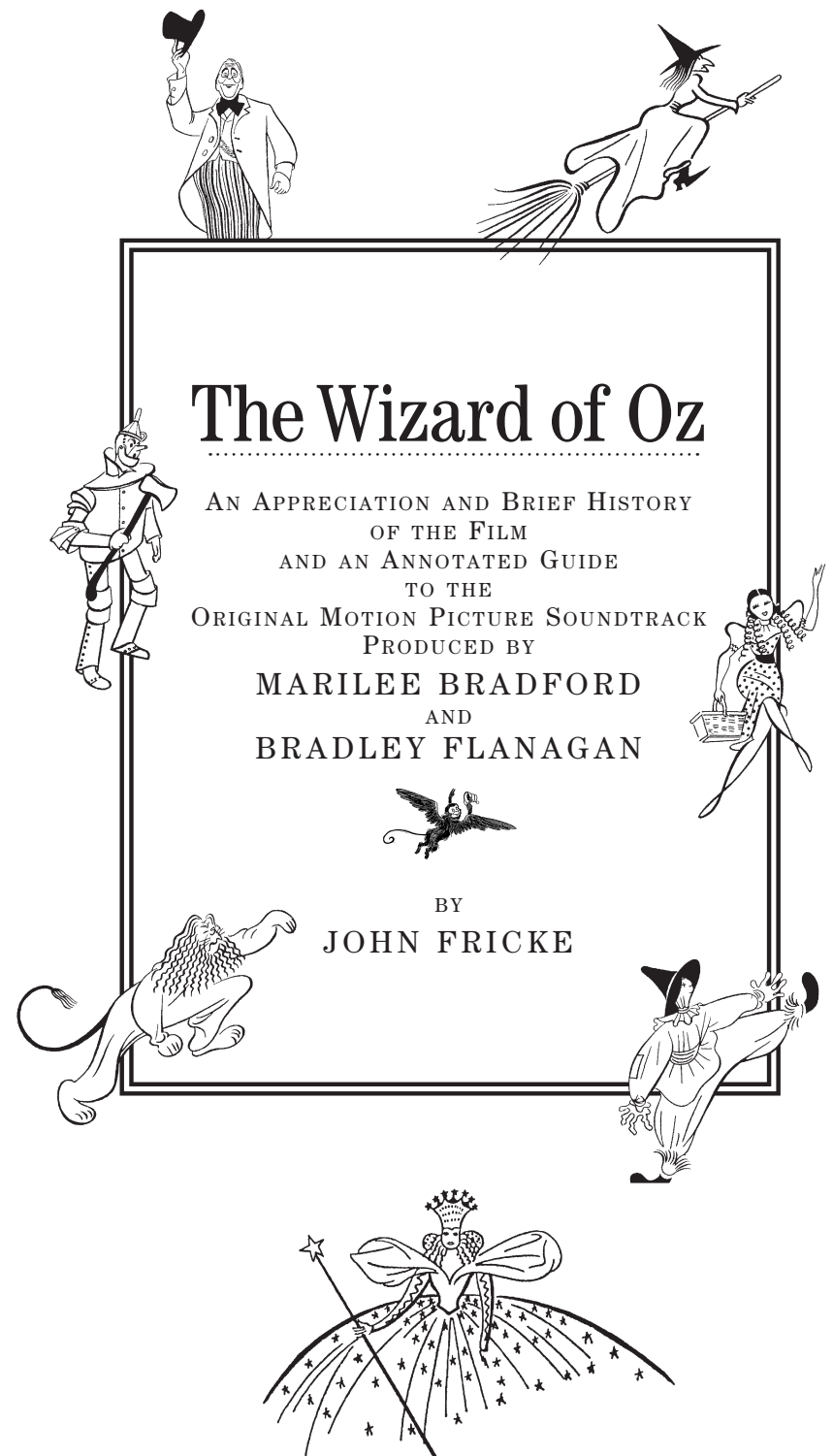




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The Story, Songs, and Music



MUSIC BY
HAROLD ARLEN

LYRICS BY
E.Y. HARBURG

MUSICAL ADAPTATION BY
HERBERT STOTHART

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DISC 1

1.

Main Title (1:58)
Performed by the M-G-M Studio Orchestra and Chorus
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/6/39 and 7/9/39
2.

Trouble In School (extended version) (1:20)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and George Bassman
Orchestrated by George Bassman
Recorded 5/8/39
3.

Farmyard (outtake) (:36)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and George Bassman
Orchestrated by George Bassman
Recorded 5/8/39
4.

Over The Rainbow (2:44)
Performed by Judy Garland
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 10/7/38
"Introduction To 'The Rainbow'"
Composed and Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/13/39
5.

Miss Gulch (extended version) (2:44)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/13/39
6.

Leaving Home (1:26)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by George Bassman
Recorded 5/8/39

7.

Crystal Gazing (extended version) (1:48)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by George Bassman
Recorded 4/13/39
8.

Cyclone (extended version) (2:17)
Performed by the M-G-M Studio Orchestra
Composed, Arranged and/or Orchestrated by Herbert Stothart, George Bassman, and George Stoll
Recorded 5/6/39
9.

Munchkinland (2:27)
Performed by the M-G-M Studio Orchestra and Chorus
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/12/39
10.

I'm Not A Witch (:51)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 7/9/39
11.

Munchkinland Musical Sequence
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Arranged by Herbert Stothart
Orchestrated by Leo Arnaud
Recorded 12/14-16/38, 12/19/38, 12/22/38, and 4/13/39
- Come Out, Come Out ...** (:42)
Performed by Billie Burke and The Munchkins
- It Really Was No Miracle** (:59)
Performed by Judy Garland, Billy Bletcher, and The Munchkins
- We Thank You Very Sweetly** (:20)
Performed by Joseph Koziel [?] and Frank Cuckey
- Ding-Dong! The Witch Is Dead** (:47)
Performed by The Munchkins
- As Mayor Of The Munchkin City** (:32)
Performed by Billy Bletcher, Pinto Colveg, and J.D. Jewkes
- As Coroner, I Must Aver** (:31)
Performed by Harry Stanton
- Ding-Dong! The Witch Is Dead** reprise (:46)
Performed by The Munchkins
- The Lullaby League** (:23)
Performed by Lorraine Bridges, Betty Rome, and Carol Tevis
- The Lollipop Guild** (:24)
Performed by Billy Bletcher, Pinto Colveg, and Harry Stanton
- We Welcome You To Munchkinland** (:39)
Performed by The Munchkins
(Additional Munchkin vocals provided by Lois Clements, Zari Elmassian, Nick Angelo, Robert Bradford, Abe Dinovitch, Virgil Johansen, The Debutantes, and The King's Men Octet)
12.

Threatening Witch (extended version) (2:12)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/12/39 and 7/9/39

13.

Leaving Munchkinland (1:21)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 7/9/39
14.

Good Fairy Vanishes (:34)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/13/39
15.

Follow The Yellow Brick Road/ You're Off To See The Wizard (:49)
Performed by Judy Garland and The Munchkins
Violin solo by George Stoll
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 12/22/38 and 4/13/39
16.

The Cornfield (2:46)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by George Bassman
Recorded 4/11/39
17.

If I Only Had A Brain (extended version) (3:44)
Performed by Ray Bolger and Judy Garland
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 2/28/39 and 4/11/39
18.

We're Off To See The Wizard duo (:34)
Performed by Judy Garland and Ray Bolger
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38 and 7/9/39
"Scarecrow To Visit Wizard" (Introduction)
(outtake) Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by George Bassman
Recorded 5/8/39
19.

The Apple Orchard (extended version) (1:35)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by George Bassman
Recorded 5/8/39
20.

If I Only Had A Heart (extended version) (3:12)
Performed by Jack Haley (Juliet's voice: Adriana Caselotti)
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 10/1/38 and 11/8/38
"Introduction (outtake) And Tag To 'Tin Man'" Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/8/39
21.

Witch On Roof (extended version) (:53)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/8/39

22.

Bees & Tin Woodman Lament (partial outtake) (1:53)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/6/39
23.

We're Off To See The Wizard trio (:25)
Performed by Judy Garland, Ray Bolger, and Buddy Ebsen
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38 and 7/9/39
24.

Into The Forest Of Wild Beasts (1:14)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/6/39
25.

The Lion's Confession (outtake) (:48)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by Murray Cutter
Recorded 5/8/39
26.

If I Only Had The Nerve (:41)
Performed by Bert Lahr, Ray Bolger, Jack Haley, and Judy Garland
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 9/30/38 (except for Haley)
27.

We're Off To See The Wizard quartet (:26)
Performed by Judy Garland, Ray Bolger, Buddy Ebsen, and Bert Lahr
Music by Harold Arlen, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38 and 7/9/39
28.

Poppies (1:43)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and Bob Stringer
Orchestrated by Murray Cutter
Recorded 5/6/39
29.

The Spell (extended version) (3:19)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and Bob Stringer
Orchestrated by Murray Cutter
Recorded 5/6/39
30.

Optimistic Voices (1:09)
Performed by the M-G-M Studio Orchestra, The Debutantes, and The Rhythmettes
Music by Harold Arlen and Herbert Stothart, Lyric by E.Y. "Yip" Harburg
Orchestrated by Murray Cutter
Recorded 5/6/39 and 7/9/39
31.

Sign On The Gate/ The City Gates Open (extended version) (1:16)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Paul Marquardt
Recorded 5/6/39

32. **The Merry Old Land Of Oz** (1:52)
Performed by Frank Morgan, Judy Garland, Ray Bolger, Jack Haley, Bert Lahr, Tyler Brook, Ralph Sudam, Bobby Watson, Oliver Smith, Charles Irwin, Lois January, Elivda Rizzo, Lorraine Bridges, and The M-G-M Studio Chorus
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 12/28/38, 12/30/38, 1/3/39, and 5/8/39
33. **Change Of The Guard** (outtake)/
Wizard’s Exit (:29)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and George Bassman
Orchestrated by George Bassman
Recorded 5/7/39
34. **If I Were King Of The Forest**
(extended version) (4:16)
Performed by Bert Lahr, Judy Garland, Ray Bolger, Jack Haley, and Buddy Ebsen
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38 and 5/8/39
35. **At The Gates Of Emerald City**
(extended version) (3:13)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/7/39
36. **Magic Smoke Chords** (:36)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/7/39
37. **Terrified Lion** (:39)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/7/39

DISC 2

1. **The Haunted Forest** (extended version) (3:13)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by George Bassman
Recorded 5/6/39
2. **The Jitterbug** (outtake) (3:23)
Performed by Judy Garland, Ray Bolger, Jack Haley, Buddy Ebsen, and Bert Lahr
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Conrad Salinger
Recorded 10/6/38 and 12/22/38
3. **The Jitterbug’s Attack** (extended version) (1:00)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Paul Marquardt
Recorded 5/6/39
4. **The Witch’s Castle** (extended version) (3:08)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and Felix Mendelssohn
Orchestrated by Paul Marquardt
Recorded 5/6/39 and 7/9/39

5. **Toto Brings News** (extended version)/
Over The Rainbow reprise (outtake) (3:03)
Performed by Judy Garland and the M-G-M Studio Orchestra
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Score Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 10/17/38 and 5/6/39
6. **March Of The Winkies** (extended version) (2:46)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/6/39
7. **Dorothy’s Rescue** (extended version) (3:09)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and Modest Moussorgsky
Orchestrated by Paul Marquardt
Recorded 5/6/39
8. **On The Castle Wall** (extended version) (2:29)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart and Bob Stringer
Orchestrated by Murray Cutter
Recorded 5/6/39
9. **Ding-Dong! Emerald City** (outtake) (1:14)
Performed by Ken Darby and The M-G-M Studio Chorus
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by George Bassman
Recorded 5/4/39 and 5/8/39
10. **The Wizard’s Exposé** (extended version)/
Emerald City Graduation Exercises (3:53)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by George Bassman
Recorded 5/8/39

11. **Fill-In Awards/**
I Was Floating Through Space/
Balloon Ascension/Second Cheer (1:44)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter and Paul Marquardt
Recorded 5/7/39 and 7/9/39
12. **I Hereby Decree** (4:13)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Paul Marquardt and Murray Cutter
Recorded 5/7/39 and 7/9/39
13. **Delirious Escape** (extended version)/
Delirious Escape Continued/End Title (3:31)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by Murray Cutter
Recorded 5/8/39

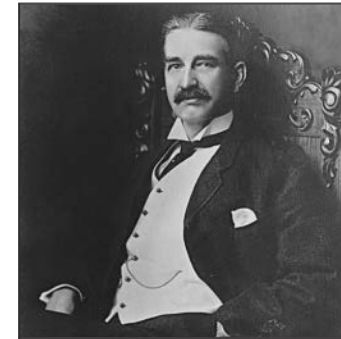
Supplemental Material:

14. **Main Title** (alternate take with unused tag) (1:53)
Performed by the M-G-M Studio Orchestra and Chorus
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 5/6/39

15. **Over The Rainbow** (partial take) (:34)
Performed by Judy Garland
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 10/7/38
16. **Over The Rainbow** (alternate take) (2:04)
Performed by Judy Garland
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 10/7/38
17. **Cyclone** (final film version) (1:57)
Performed by the M-G-M Studio Orchestra
Composed, Arranged and/or Orchestrated by Herbert Stothart, George Bassman, and George Stoll
Recorded 5/6/39
18. **Munchkinland Insert** (alternate tag) (:32)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 7/9/39
19. **I’m Not A Witch** (alternate version) (:50)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart
Orchestrated by Murray Cutter
Recorded 4/12/39
20. **Munchkinland Musical Sequence**
(rehearsal demo) (5:18)
Performed by Harold Arlen and E.Y. “Yip” Harburg
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Harold Arlen at the piano
Recorded 11/22/38
21. **Ding-Dong! The Witch Is Dead**
(alternate/a cappella choir version) (:33)
Performed by the M-G-M Studio Chorus
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Recorded 4/13/39
22. **The Lollipop Guild**
(original Munchkin actors’ voices) (:26)
Performed by three unidentified “Singer Midgets”
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Arranged by Herbert Stothart
Orchestrated by Leo Arnaud
Recorded 12/15/38
23. **Follow The Yellow Brick Road/**
You’re Off To See The Wizard
(orchestral angles) (:50)
Performed by the M-G-M Studio Orchestra
Violin solo by George Stoll
Music by Harold Arlen
Orchestrated by Murray Cutter
Recorded 12/22/39
24. **If I Only Had A Brain** (unused dance music) (2:26)
Performed by the M-G-M Studio Orchestra
Music by Harold Arlen
Orchestrated by Murray Cutter
Recorded 10/1/38
25. **If I Only Had A Heart** (unused version) (1:15)
Performed by Buddy Ebsen (Juliet’s voice: Adriana Caselotti)
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 9/30/38

26. **The Lion’s Confession**
(outtake/alternate arrangement) (1:15)
Performed by the M-G-M Studio Orchestra
Composed and/or Arranged by Herbert Stothart, George Bassman, and George Stoll
Orchestrated by Murray Cutter
Recorded 5/19/39
27. **Poppies** (alternate version with heavenly choir) (:39)
Performed by the M-G-M Studio Orchestra and Chorus
Composed and/or Arranged by Herbert Stothart and Bob Stringer
Orchestrated by Murray Cutter
Recorded 5/6/39
28. **Optimistic Voices** (rehearsal demo) (:36)
Performed by Harold Arlen, E.Y. “Yip” Harburg, and Roger Edens
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Roger Edens at the piano
Recorded 12/13/38
29. **Optimistic Voices** (alternate vocal arrangement) (1:09)
Performed by The Debutantes and The Rhythmettes
Music by Harold Arlen and Herbert Stothart, Lyric by E.Y. “Yip” Harburg
Recorded 5/6/39
30. **The Merry Old Land Of Oz**
(orchestral angles) (1:51)
Performed by the M-G-M Studio Orchestra
Music by Harold Arlen
Orchestrated by Murray Cutter
Recorded 5/8/39
31. **If I Were King Of The Forest**
(partial take/alternate vocal tag) (:44)
Performed by Bert Lahr, Judy Garland, Ray Bolger, and Buddy Ebsen
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38
32. **If I Were King Of The Forest**
(alternate vocal tag) (:35)
Performed by Bert Lahr, Judy Garland, Ray Bolger, Buddy Ebsen, and Georgia Stark
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by Murray Cutter
Recorded 10/11/38
33. **The Jitterbug** (choreography rehearsal) (3:24)
Performed by Dona Massin, Ray Bolger, Buddy Ebsen, and Bert Lahr
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Recorded 9/38
34. **Over The Rainbow** reprise
(outtake/alternate version) (1:31)
Performed by Judy Garland
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Roger Edens at the piano
Recorded 10/17/38
35. **Ding-Dong! Emerald City** (alternate version) (1:06)
Performed by the M-G-M Studio Orchestra and Chorus
Music by Harold Arlen, Lyric by E.Y. “Yip” Harburg
Orchestrated by George Bassman
Recorded 1/10/39
36. **End Title** (alternate version) (:18)
Performed by the M-G-M Studio Orchestra
Music by Harold Arlen and Herbert Stothart
Arranged by Herbert Stothart and George Bassman
Orchestrated by George Bassman
Recorded 5/8/39

“If Ever, Oh, Ever a Wiz There Was...”



During its fiftieth anniversary celebration in 1989, Metro-Goldwyn-Mayer's *The Wizard Of Oz* was described as the most widely seen, best-known, and — arguably — best-loved motion picture in history.

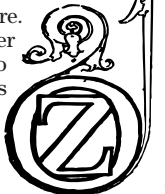
Since then, one would be tempted only to remove the “arguably” from that declaration. The hoopla generated in 1989 vastly added to the film's legend, and the interest in (and reaction to) *Oz* far surpassed that accorded any other movies during their golden anniversaries, before and since — including *Snow White And The Seven Dwarfs*, *Gone With The Wind*, and *Casablanca*.

What has been even more astounding is the somehow still growing omnipresence *Oz* maintains in contemporary entertainment, in the marketplace, and in everyday life. The film's reputation as an exemplary, emotionally affecting musical comedy for all ages burgeons with each revival, telecast, or video-viewing. More licenses are granted every year for *Oz* products — ranging from collectibles to throwaways (and even *Oz* throwaways manage to become collectibles). References to *Oz* phrases, characters, and music can be heard almost daily in other films, sitcoms, media references, comedy clubs, pulpits, and casual conversations.

Analyzing the appeal and impact of *Oz* would require a volume in itself. Its history has already filled several books. But simple enjoyment of *The Wizard Of Oz* is a far easier task — bespeaking the intent of both author L. Frank Baum and M-G-M. Remarkably, their dream of (merely) creating a beguiling entertainment has long since been surpassed;

Oz has gone beyond its status as a literary and motion picture classic to become a permanent, irreplaceable cornerstone of American folklore.

It seems unlikely that any other story or film will ever approach its ability to enchant, or its cross-generational power to command, excite, and maintain the emotions, minds, and hearts of its audience.



Dorothy (Judy Garland) plays with Toto (Terry) in a publicity photograph. The female cairn terrier made \$125 per week for *Oz*; only the Munchkins (whose weekly salaries ranged from \$35 to \$75) were paid less.



The Tin Woodman (Jack Haley), the Cowardly Lion (Bert Lahr), and the Scarecrow (Ray Bolger): all three actors went on to enormous stage and television success, but *Oz* was the pinnacle of their film careers. Years later, Bolger noted that they received no residuals from the picture — “just immortality.”



Pat Walshe, a veteran vaudeville animal impersonator, played Nikko, “familiar” Winged Monkey of the Wicked Witch (Margaret Hamilton).

“And the Dreams That You Dare to Dream...”



The Wonderful Wizard Of Oz first rolled off the presses in May 1900.

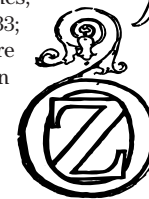
At that point, its 44-year-old author had been — with vacillating results — an actor, playwright, storekeeper, newspaper editor, traveling salesman, and magazine publisher. *Oz* was not Baum’s first book; there had been several others, including a best-selling volume of children’s verse (*Father Goose: His Book*/1899). But *Oz* was nonetheless a risk, given Baum’s attempt to tell a full-length “American fairy tale” — and have it illustrated throughout in a riot of color drawings by W. W. Denslow.

Furthermore, Dorothy’s adventures had evolved over many evenings as Baum told the story to a partial audience of his sons and their friends; there was no guarantee that a wider audience would find such an original fantasy to its taste.

But the rest, as they say, is history. Once *The Wizard Of Oz* was available to children — and people who used to be children — it was never out of print, never out of style . . . never to be forgotten.

Its immediate triumph led to a wildly successful Broadway musical in 1903 that toured for almost a decade. More important, *Oz* created a full-time career for its author. Baum established and maintained a remarkable output: librettos and lyrics, film scenarios, novels for adults — and (supremely) dozens of books for children and teenagers. Most noteworthy were his 13 additional *Oz* books in which Dorothy and Company had further remarkable adventures.

After Baum’s death in 1919, other authors carried on the *Oz* series until (by 1963) there were 40 books in all. There were also *Oz* toys, dolls, and games; silent films in 1908, 1910, 1914, and 1925; a cartoon short in 1933; and a radio show in 1933-34. (After M-G-M made *Oz* in 1939, there were stage adaptations using the movie music; further screen cartoons and features; and Broadway’s *The Wiz* [1975].)



But it was M-G-M's *Oz* that best captured Baum's magic — and won far and away the greatest success. It was an Academy Award® nominee as Best Picture of 1939 and one of the year's Top 10 box office attractions. When premiered that August, the film won almost unanimous — and prophetic — praise. *The Los Angeles Times* noted that *Oz* would “in the future be regarded as one of the truly important contributions to the motion picture.” *The Hollywood Reporter* called it “a milestone in motion picture history,” and *The Los Angeles Examiner* suggested that “*Oz* should be revived every year for the benefit of the rising generations.” *The New York Times* trumpeted, “*Oz* is a delightful piece of wonder-working which had the youngsters' eyes shining and brought a quietly amused gleam to the wiser ones of the oldsters,” and *Variety* bluntly stated, “There's an audience for *Oz* wherever there's a projection machine and a screen.”

Oz continued its success during reissue engagements in 1949 and 1955. In 1956 it made its television debut and — by 1994 — had enjoyed an unprecedented 37 national telecasts. It has become a TV fixture in several foreign countries as well, and its international videotape and laser disc sales top five million units to date.

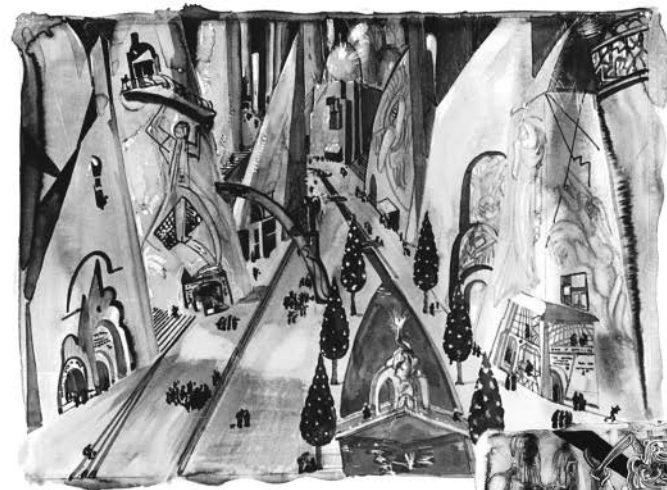
Of course, no one connected with the project in 1938-39 planned such an epochal achievement. But Hollywood's “studio system” — probably best exemplified by M-G-M in the 1930s and 1940s — brought together an unparalleled group of talented people and then provided them with the opportunity, encouragement, and financial backing to do their best. There were flaws in the procedure — but the best of its output has long since achieved legendary status. And *Oz* stands at the pinnacle of that legend.

Not surprisingly, the process of bringing *Oz* to the screen was an arduous one. M-G-M bought the property in 1938 from Samuel Goldwyn (who'd planned to make *Oz* in 1934 with Eddie Cantor as the Scarecrow, W. C. Fields as the Wizard, and either 33-year-old Helen Hayes or 40-year-old Mary Pickford as Dorothy). Mervyn LeRoy was assigned to produce M-G-M's picture, with songwriter/fledgling producer Arthur Freed as his associate. Both men had urged studio chieftain Louis B. Mayer to acquire the property — especially after Walt Disney's success with *Snow White* (1937), and particularly because the role of Dorothy would provide a showcase for 16-year-old prodigy Judy Garland. When Loew's, Inc., the M-G-M parent company, realized that *Oz* would cost two million dollars, they pressured Mayer to borrow Shirley Temple for Dorothy; the nine-year-old was closer in age to Baum's character and the world's biggest box office name. But Freed's musical mainstay, Roger Edens, went to 20th Century-Fox to hear Temple sing firsthand and returned to declare her “vocal limitations . . . insurmountable.” Not unexpectedly, Fox refused to loan Shirley for a Metro role and, as Freed later confirmed, *Oz* was “bought for the studio with only one person in mind for Dorothy. It was finally decided, *by all*, that *Oz* should be used to establish a good box office reputation for Judy.” Temple's connection to *Oz* has since been embellished into a complex legend, but it was actually a brief, nonpublicized, intracorporate affair.

Other casting was similarly fraught with turmoil. M-G-M's Buddy Ebsen and Ray Bolger were respectively cast as the Scarecrow and Tin Woodman until Bolger fought successfully to switch the roles. New characters were created for tenor Kenny Baker and soprano Betty Jaynes: he was to play the Grand Duke Alan of Oz, transformed by the Wicked Witch into the Cowardly Lion; she, as Princess Betty, would duet with him and indulge in an “Opera Versus Jazz” vocalese with Dorothy. The Baker/Jaynes subplot gradually disappeared from the script, but its omission created further furor over casting the lion. Should the part be played by a costumed man or by M-G-M's live trademark, Leo, with a dubbed voice? The former suggestion prevailed, especially after *Oz* lyricist E. Y. Harburg suggested that comic genius Bert Lahr would make a perfect Cowardly Lion.

Frank Morgan was Freed's choice to play the Wizard, but LeRoy instead pursued Ed Wynn. Wynn declined because, in the early script he was presented, the role was too small. W. C. Fields was in and out of the part, finally abandoning it for Universal's *You Can't Cheat An Honest Man*. After that, everyone from Wallace Beery to Hugh Herbert, Victor Moore, Robert Benchley, and Charles Winninger were rumored in the running — until the decision went back to Morgan. Freed envisioned Fanny Brice as a comic Good Witch, a role that was also discussed for Beatrice Lillie before Billie Burke won the draw. Crotchet Edna Mae Oliver was in the running to play a cantankerous, semi-comic Wicked Witch until the concept of the part changed completely — and beautiful Gale Sondergaard tested in black sequins and seductress makeup to play a

Set Conception



The Metro Art Department created these early *Oz* scenic concepts. Ideas for the main street of Emerald City.

The Wizard's throne room.



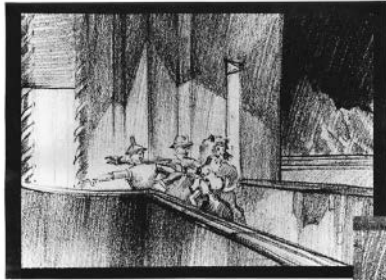
Another view of the throne room, with Dorothy and Toto dwarfed by everything—including the great head of Oz.



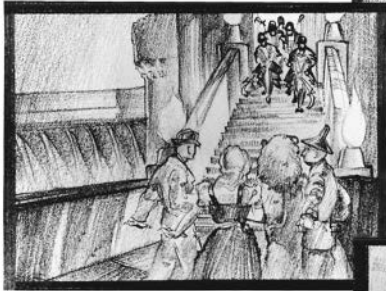
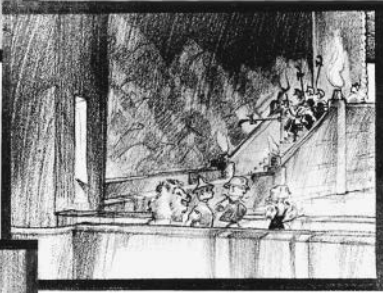
The Witch's Tower. The character's resemblance here to the similar villain of Disney's *Snow White* (1937) is doubtless intentional.

The midnight rescue of Dorothy, as her intrepid friends scale the Winkie Mountains.

Storyboards



The set concept and design for Dorothy's escape on the castle wall.



"Ring around the rosie, a pocketful of spears..."



The travelers are confronted by the Winkie Guards ("O-Ee-Yah! Eoh-Ah!"). Trapped in the battlement tower. A still of a portion of the set, constructed in accordance with the storyboard concept.



Margaret Hamilton was only 36 years old when signed for *Oz*.



Early (eventually discarded) footage featured Hamilton and Garland in different hairstyles and make-up than they would wear in the final film.

glamorous Witch of the West. When that look proved too far afield, Sondergaard gamely subjected to tests as a hag, then bowed out rather than be seen to such disadvantage. By default, Margaret Hamilton thus got the role of a lifetime.

To cast the Munchkins, M-G-M contracted impresario Leo Singer, who augmented his vaudeville troupe of hypopituitary dwarfs with scores of others. Ultimately, 124 "little people" would populate the village on Metro's Stage 27 (along with around eight children, hired to fill in the upstage spaces). The Winkie Guards of the Wicked Witch were cast with men over six feet tall, including a UCLA football star, Ambrose Schindler.

Scripting was no less complicated: 14 writers worked on or provided counsel for *Oz*, and their work included such original (and, gratefully, abandoned) concepts and characters as:

- a subplot involving the Wicked Witch and her attempt to conquer Emerald City, kill the Wizard, and make her son the king of Oz;
- a sequence wherein the Witch lures a Guard to his death on a rainbow bridge, but which Dorothy then manages to traverse thanks to her ruby slippers;
- a romance between Dorothy and a farmhand (later the Scarecrow);
- a romance between another farm girl (later the Wizard's assistant) and another farmhand (later the Tin Woodman);
- a ferocious dragon — revised first to a gorilla and then to a lion — created to battle the Cowardly Lion; and
- a passing woodpecker who would destroy the Wizard's balloon aloft so that Dorothy would have to be rescued by the Munchkin Fire Department (!).

The final script was an amalgam of Noel Langley (who also did the adaptation of Baum's book), Florence Ryerson, and Edgar Allan Woolf. The uncredited John Lee Mahin worked along during filming to provide additional essential material. But the men most responsible for "editing" Langley, Ryerson, and Woolf — and for getting the script "back to Baum" — were Freed and Harburg. The former would go on to a 20-year run as M-G-M's most accomplished film musical

producer. Harburg had both Broadway and Hollywood credits, but his work on *Oz* provided a new level of success.

Ironically, even Harburg and composer Harold Arlen were second on Freed's February 1938 "wish list" for *Oz*. He planned from the start for an integrated score, with each song designed to develop a character or advance the plot (it was a fairly innovative approach for the time, although it became de rigueur in subsequent years). With that idea in mind, Freed hoped to sign Jerome Kern for the music and Ira Gershwin or Dorothy Fields for the lyrics; Kern's 1927 *Show Boat* (written with Oscar Hammerstein II) was regarded as one of the first examples of an integrated musical. But Kern was recovering from a heart attack in 1938 and didn't feel strong enough to take on the project. In March, the trade papers announced that Mack Gordon and Harry Revel would do *Oz* (they worked instead on songs for Judy Garland for *Love Finds Andy Hardy*/1938). A month later, another announcement was made, teaming Al Dubin with Nacio Herb Brown (the latter was Freed's songwriting partner). Meanwhile, Freed had already assigned Roger Edens to musically supervise and provide vocal arrangements for *Oz* — and Edens had written a song for Dorothy and an entire Munchkinland production number. The former, "Mid Pleasures And Palaces," was based on the film's pervasive "there's no place like home" philosophy and included the refrain:

Mid pleasures and palaces,
In London, Paris, and Rome,
There is no place quite like Kansas
And my little Kansas home-sweet-home.
You can travel from Cape Town,
To Moscow, Naples, and Nome.
But you'd never get the love you get in Kansas,
In my little Kansas home-sweet-home.

Edens' concept for "Munchkinland" involved a song-and-patter routine in which the Good Witch and local denizens welcomed Dorothy, told her of the house-inflicted death of the Witch of the East, and proclaimed the farm girl their heroine:

- a) Dorothy Opens Door —
- b) Fanfare
- c) Hail to the Heroine
- d) Good Morning
- e) Dorothy Asks What & Why?
- f) Munchkin Spokesman Explains
- g) Tribute From Munchkins —
 - 1) August Justices
 - 2) Army & Navy
 - 3) Fire Department
 - 4) Dancing Girls
 - 5) Five Little Fiddlers
 - 6) Ensemble
- h) The Good Witch
- i) Dorothy explains "Kansas"
- j) Ensemble

None of Edens' work would be retained, but it served as a definitive blueprint for the composer and lyricist signed for the picture. By May, Metro had finally contracted Arlen and Harburg, whom Freed had championed from the onset (even if as second choices). He'd been charmed by their earlier hits, "It's Only A Paper Moon," "Let's Take A Walk Around The Block," and "Down With Love," and he particularly liked "In The Shade Of The New Apple Tree" from Broadway's *Hooray For What?* (1937): "... Gone are the hoops and the bustles and the skirts, but a kiss is still the same." (Arlen later acknowledged, "That song got us *The Wizard Of Oz*.")



(From left) Jackie Gerlich, Jerry Maren, and Harry Doll were rapturously reviewed in 1939 for their "scene-stealing bit" as The Lollipop Guild.

Arlen and Harburg were hired on a 14-week contract for \$25,000, one-third of which was an advance on royalties. They reported on May 9, and the script from which they worked was one of Langley's early drafts, with many song slots already suggested.

Their first number was cued into the idea of Dorothy as a hot "jazz" singer; at this point, Princess Betty was still part of the scenario as well. They titled the song "The Jitterbug," even though that noun was already slang for any hep-dancing teenager. The Arlen/Harburg "Jitterbug" was a mosquito-like insect whose bite gave one "the jitters," resulting in an abandoned dance. They next finished the triumvirate theme for Dorothy's companions: "If I Only Had A Brain/A Heart/The Nerve." The Arlen melody had originally been paired with a Harburg lyric, "I'm Hanging On To You" and dropped from *Hooray For What?*; the lyricist simply devised new words to fit the Ozians. Among rejected Harburg couplets was the Scarecrow's "I would be no sweet potato/I would think out things like Plato/If I only had a brain." For the Lion, Harburg devised the (also-dropped) refrain: "Why, with my regal beezer/I could be another Caesar/If I only had the nerve."

By late summer, they had finished the score:

- The Arlen/Harburg "Munchkinland" was patterned after Edens' outline, following a W. S. Gilbert comic opera format and permeated by Harburg's send-up of small-town celebrations (involving mayor, barrister, city fathers, coroner, et al.). The sequence was more than six minutes of song, dance, and rhymed dialogue.
- "If I Were King Of The Forest" was Lahr's valedictory; Arlen and Harburg had written for him on Broadway and were delighted to create — as Harburg's son later wrote — "one last parting (if gentle) shot at the targets of the [19]20s, at the operas and poetry and stultifying propriety that a Babbitt bourgeoisie had force-fed Yip and his peers while they were growing up." "Forest" let Lahr mock every posturing baritone yet always remain in character as Baum and Dorothy's cowardly companion.
- The "Marching Song" suggested by Langley evolved into "The Wonderful Wizard Of Oz," later retitled "We're Off To See The Wizard" — and, as such, became the campaign slogan for the film. (One of its four reprises was eventually replaced by "Optimistic Voices," which was at first generically titled, "Choral Sequence To 'Gates Of Emerald City.'") "Follow The Yellow Brick Road" was written at Freed and Fleming's suggestion when filming was already under way; they thought the Munchkins should have a prelude to their chorus of the march.
- "The Merry Old Land Of Oz" (initially titled "Laugh A Day Away") grew out of the debris of the originally planned "Gates Of The Emerald City" and "Horse Of A Different Color."



Before-and-After. Left: A still from the Richard Thorpe filming of Bolger ("the Mummy of Oz") and Garland ("Lolita Gale of Kansas"). Above: Their makeup was completely redone by the time Victor Fleming took over the picture.



Before-and-After. Left: Buddy Ebsen, the blonde Judy, Bolger, and Lahr during the Thorpe filming of the Witch's Castle sequence. Above: New Tin Man Haley — with the men out of their Winkie disguises — under Fleming's direction.

At least three other song ideas were broached and dropped. Dorothy's companions were to receive their requests during Frank Morgan's "Wizard Song"; it was decided that the moment would work better as a scene (written in part by Harburg). When the subplot about conquering Emerald City was dropped, the Winkies lost their funeral march, "Death To The Wizard Of Oz," but retained instead the mystic chant, "O-Ee-Yah! Eoh-Ah!" Even "Lions And Tigers And Bears" was originally to be a full number rather than just a repeated statement.

Not surprisingly, the film's most important song gave Arlen the most trouble. Dorothy's ballad — in Freed's words, "a musical sequence on the farm" — had to carry the emotional motivation for the story; Arlen agonized over it for weeks. Finally, during a trip to the movies, the composer ordered his wife to pull their car to the side of Sunset Boulevard, and he jotted down the phrases that had just come to mind. He finished the melody over the next few days; Harburg later claimed that the bridge was based on a whistle the composer used to summon his dog (although Arlen dryly denied this).

The lyricist's initial response was hardly joyous: "[Harold] played it with such symphonic sweep and bravura that my first reaction was, 'Oh, no, not for little Dorothy! That's for Nelson Eddy.' Harold, always sensitive, never aggressive or defensive, was shattered. . . . So I called in Ira [Gershwin]. I was too involved emotionally to . . . put my finger on [the problem]. . . . But Ira, being a third person, was more clearheaded and less involved. He said, 'Harold, play that tune with a little more rhythm'. . . . He played, the thing cleared itself up for me, and Ira said, 'See, it's the way Harold's playing it.'"

Gershwin's acceptance — and Arlen's subdued rendition — led Harburg to a lyric inspired by the "gray" qualities of a drought-plagued Kansas, which Baum mentions nine times in the first pages of *Oz*. The lyricist felt that a rainbow would have been the only color in Dorothy's life. "Over The Rainbow Is Where I Want To Be" was . . . the title I gave to Harold. But he gave me a tune with those first two notes. I tried, 'I'll go over the rainbow,' 'Someday over the rainbow,' 'On the other side of the rainbow.' It was a long time before I came to the idea of 'Somewhere over the rainbow.'"

Between the casting, scripting, and songwriting challenges — along with those posed by sets, costumes, and plans for special effects — *Oz* was in preproduction from January through September 1938. Between September 30 and October 11, Garland, Bolger, Ebsen, and Lahr spent four days prerecording their major numbers. Orchestras ranging from 35 to 38 pieces accompanied the sessions, and two additional vocalists participated as well. Georgia Stark was hired — for

\$25 — to hit Lahr's final high note in "Forest," and Adriana Caselotti (Disney's voice of *Snow White*) provided "Juliet's voice" — for \$100 — during "If I Only Had A Heart."

Oz principal photography finally got under way on October 13 with director Richard Thorpe. (Original director Norman Taurog had shot a few early tests and was then reassigned to another picture.) Thorpe began his work in the cornfield and moved on to scenes in the Witch's Castle. After two weeks, however, everything fell apart. Ebsen was rushed to the hospital when poisoned by the aluminum dust in his makeup. He was clapped into an iron lung, and *Oz* lost its Tin Man. Meanwhile, LeRoy had already berated the cast over his dissatisfaction with the rushes and decided to fire director Thorpe.

On October 25, George Cukor was announced as his replacement, but Cukor — in preproduction on *Gone With The Wind* — could only remain with *Oz* for a few days. Nonetheless, his contributions were pivotal, as he effected major changes in Garland's makeup, costume, and (Thorpe-directed) "fancy-schmancy" performance. Under Cukor's supervision, Judy was transformed from a rouged, blonde "Lolita" Gale to (at least the M-G-M approximation of) a Midwestern farm girl. "I suggested," remembered Cukor years later, "that they make her look as . . . natural as possible. I told Judy that the joke of it was that she really was Dorothy of Kansas. She should really look like that and remain that way. Then her meetings with these strange people and her strange adventures would be more telling." At the same time, modifications were made in Bolger and Hamilton's makeup, and on November 4, the film began again under the direction of Victor Fleming.

A known "savior" of troubled Metro product, Fleming brought a businesslike but childlike enthusiasm to his goals for *Oz*: "People may be 60 when they come into the theatre, but by the Great Horn Spoon, they'll be exactly six while they're looking at the picture." Billie Burke later compared him to "a schoolboy, so excited about the film's possibilities." And Fleming, a "man's man" in his



Twenty-seven Munchkins-to-be gather in Times Square, New York, for their bus ride to Culver City. Right: The M-G-M promotional bus banner.

friendships with Clark Gable and other coworkers, told script adjunct Mahin that he was doing *Oz* for his two young daughters: “I want them to see such a picture [about] a search for beauty and decency and love . . .”

As Fleming came aboard, so did Jack Haley, borrowed from Fox to replace Ebsen. Haley rerecorded the Tin Woodman’s “Heart” and solo lines in the group numbers, but Buddy’s voice remained in the finished tracks of ensemble choruses.

Fleming moved along with great tact, drive, and determination. In November, he reshot Dorothy’s encounter with the Scarecrow, then moved on to the Apple Orchard, the meetings with the Tin Woodman and Lion, and the trip through the poppies. In December, he redid the Witch’s Castle sequences and tackled two weeks in Munchkin Village.

The little people had arrived in Culver City in November and spent four weeks in rehearsals, fittings, and makeup tests. Choreographer Bobby Connolly and his assistants (Dona Massin and Arthur “Cowboy” Appel) were in charge of staging “Munchkinland” and, although the midgets were taught all the music, their actual singing and most of their dialogue was prerecorded or post-dubbed by professional vocalists. It fell to arranger Ken Darby to devise a technical means of speeding up the soundtrack to create the helium-pitched voices appropriate to the characters. He and sound ace Douglas Shearer invented a mechanism that recorded at a slower than usual speed. Thus, when the recordings were played back at the regular speed, pitch was higher and words faster.

January 1939 saw Fleming move into the Haunted Forest with the Winged Monkeys and “Jitterbug” number and then onto the first scenes in the Emerald City — including the encounter with the Guardian of the Gate, “The Merry Old Land Of Oz,” the reprise of “Ding-Dong! The Witch Is Dead,” and the Wizard’s balloon ascension. From the end of the month into February, the cast shot “King Of The Forest,” the ominous corridor walk into the presence of the Wizard, and scenes in the throne room.

Then *Oz* hit one final, major production snag. On February 14, Fleming (under protest and duress) agreed to take over direction of a foundering *Gone With The Wind*. He insisted on staying at M-G-M to complete most of the *Oz* Technicolor sequences and oversaw some of the special effects tornado footage; the film unit gave him a farewell party on February 17.

To finish *Oz*, LeRoy called on King Vidor, and it fell to the picture’s fifth director to handle the Kansas scenes. These included “Over The Rainbow” which gave Vidor special pleasure. Not only was he able to add movement to its staging but — some four decades later — he was able to exult, “Whenever I hear that record played, I remember that I was in on the beginning.”

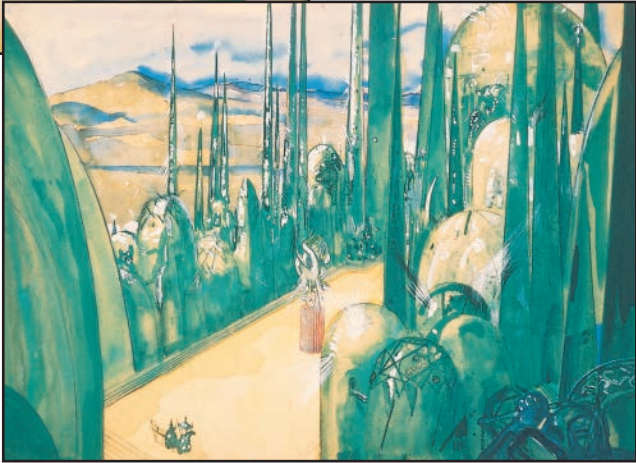


R O T O G R A V U R E

Set Concept Sketches / 1938



An unused scenic concept as two “cloud creations” guide Dorothy’s house to the Land of Oz.



The appointments of Emerald City tower over the travelers in another early (eventually partially appropriated) set design.

An M-G-M Sound Department memo detailing some of the test recordings made for Munchkin voice doubles. The note for (eventually discarded) Take 2079 is particularly pithy.

Production No. 1060 - Sheet #2		
Date: December 16, 1938		
Scene	Take	Description
2085	1.	Same. Recetative. Stoll likes.
2086	1	Same. Beginning rushed. Coroner sings his part in this one. Coroner - Harry Santon.
2087	2	Complete with Bletcher doing corner the way Mr. LeRoy liked him in first test record pb'd @ 107 R.P.M.
	3	Incomplete - save for beginning. Stoll liked. Pinto blew on pick-up to coroner.
	4	Complete with Pinto doing corner.
2079	1	Harry Stenton and Virgil Johnson doing thank you sweetly for bumping off the old bitch. From Start 1 of 2414. Rec. @ 55 R.P.M. PB'd @ normal.

The vista as Dorothy is waved out of Munchkinland by 124 "little people." Their actual view on-set was far less glamorous; Lollipop Guild member Jerry Maren remembers, "There was a guy way at the end of the dirty, filthy [sound]stage [holding up] a handkerchief: 'Look at the handkerchief and say goodbye.'"



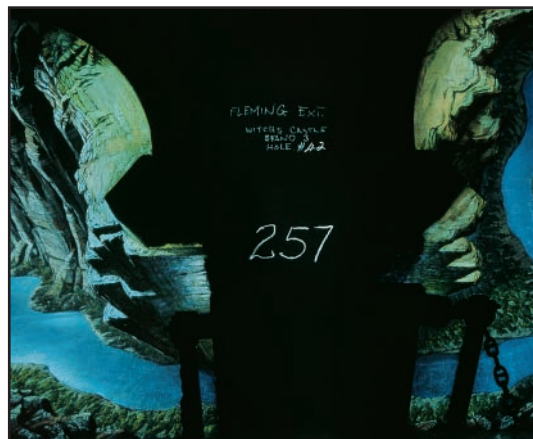
Matte Paintings

These oversize, hand-crayoned pastel renderings were drawn on black cardboard, then photographed and "double exposure" printed with existing action footage of various *Oz* scenes.



The foreground of the poppy field set was actually built; the scenes taken there were eventually "married" to the film of the matte painting.

This matte painting was never seen in the finished film. It was designed to frame an overhead view of the Witch's Castle.



Lahr ran away with the original *Oz* reviews, but the 43-year-old actor was thereafter only sporadically seen in films. (He sagely – if wryly – acknowledged, "How many lion parts are there?")



Haley was a 39-year-old Broadway and movie veteran.

The Principal Cast



Morgan was 48 and had been in "the show business" for 25 years.



Bolger, 34, had loved the *Oz* books as a child: "They were great philosophy: everybody has heart, brains, and courage – these are the gifts God gives to people on earth, and if you use them properly, you reach home... people who love you and people you love. That's a home."

Scenes From the Film



Bolger and Garland call truce with an apple tree between takes. (Munchkin Karl Slover had earlier visited the orchard without knowing its premise. He did a double-take and marveled to a companion, "That durn tree just made a face at me.")



Dorothy in Munchkinland. The water in the pond was originally colored with blueing; when ducks were set afloat to provide a touch of reality, they turned blue as well.



The faithful three don 50-pound Winkie gear to effect Dorothy's rescue from the Wicked Witch. The guards themselves are made up to resemble their hateful mistress.



Left: It took several months for Margaret Hamilton to completely lose the slight green pallor that remained after daily applications of Witch makeup. Right: Billie Burke – a stage star since 1903 – was 53 when she played Glinda (a conflation of two Baum witches: the [unnamed] Good Witch of the North, and Glinda, the Good Witch of the South).



There were at least seven pairs of Dorothy's ruby slippers (in three different designs) created during the lengthy *Oz* shooting schedule.

Mayor Charley Becker welcomes an awed Dorothy to Munchkinland; Jack Glick is at front left and Billy Rhodes is the doubting barrister between Garland and Becker.



Two of the original 1939 "three sheet" theatre posters. That at the bottom includes caricatures by the famed Al Hirschfeld, who also drew the Oz characters used on the title page of this booklet.

Full-page Oz advertisement from Life Magazine, August 28, 1939.

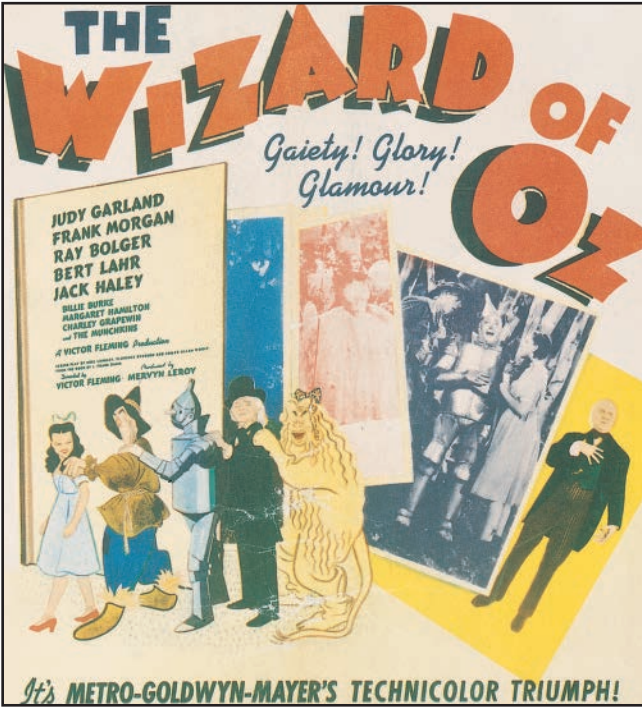


Full-page Oz advertisement from The Saturday Evening Post, August 26, 1939.

1939 six-sheet poster, featuring additional Hirschfeld caricatures.



1939 half-sheet poster, featuring (middle right) a still of the deleted "triumphal return" sequence.



International Poster Art



Beginning in late 1939, *Oz* enjoyed international success as well. This Mexican poster dates from 1940.



Oz in Japan.



"Clip, Clip Here, Clip, Clip There..."



Principal photography for *Oz* was completed the second week of March. Within days, editor Blanche Sewell had — with Fleming's guidance— assembled a rough cut approximately two hours long. To accompany that edit, Sewell also prepared a "cutting continuity" (dated March 15) that detailed the "finished" picture shot-by-shot and line-by-line. That breakdown also pointed out a number of still-incomplete sequences where additional effects had yet to be added. This footage would make the picture even longer.

As such, everyone realized that extensive editing would be required before *Oz* could be released. (Even an "important" picture in 1939 seldom ran more than 90 minutes.) But it was to that long Sewell assemblage that the music men of M-G-M began to write, orchestrate, and record the background score. Their chores were compounded by the original *Oz* musical blueprint. Weeks earlier, it had been announced that — in addition to its full complement of songs and dances — the picture would be completely underscored, with music accompanying every moment. The proclamation was not to be taken completely literally, but there's no question that *Oz* was a massive assignment. With that in mind, conductor/arranger Herbert Stothart began composing for the film and divided other *Oz* work between several associate writers and orchestrators: George Stoll, George Bassman, Bob Stringer, Murray Cutter, Paul Marquardt, Leo Arnaud, and Conrad Salinger. Not all of them would receive screen credit, but each created some percentage of the music laid to the rough cut. They had Arlen's melodies with which to work, but their own imaginations implemented an abundance of original composition as well.

It took six sessions in April and May to underscore the picture; Stothart and Stoll shared the conductor's chores, with orchestras ranging from 37 to 54 pieces. Finally, in early June, *Oz* was deemed ready for its first preview. Such test screenings were commonplace for major movies: they were "sneaked"



Oz in sneak preview. Pending final editing, the soundtrack and film footage have not yet been married to each other and are in separate containers.

unannounced into a theatre program somewhere outside Los Angeles where audience reaction would help determine what further editing might be required. For the preceding three months, Fleming had directed *Gone With The Wind* by day and cut *Oz* by night but, even with his superhuman efforts, *Oz* was still nearly two hours long. Both he and LeRoy knew that at least a quarter-hour needed to be deleted to get the film down to a manageable length.

There are no surviving records that list the locations and dates of the *Oz* previews. It's fairly certain that it was first seen in Santa Barbara, with a second showing a day or so later in Pomona. On that occasion, the picture was down to 112 minutes, some additional editing having already been undertaken. Both previews were highly successful and informative, and another was held on June 27. This may have occurred in San Luis Obispo, as LeRoy later recalled a showing there where "the audience sat in silence for almost a minute at the end of the screening . . . Then they broke into cheers."

With (at least) three sneak previews for guidance, some 20 minutes of *Oz* were deleted from the rough cut, getting its time down to 101 minutes. The picture was turned over for negative cutting on July 6; final adjustments to the music were made during a Sunday session on July 9, utilizing a 37-piece orchestra.

The deletions made between March and July certainly served the film's pace and quality. But, ironically, the biggest chunks that disappeared were musical moments — among the most ambitious, expensive sequences in *Oz*. Of course, removing such lavish, lengthy episodes was a quick way to lose minutes, but the reactions of preview customers were still the major consideration in such cutting. Major musical deletions included:

1) **"The Jitterbug."** Included in the first preview, the sequence was evidently dropped thereafter. (The Witch's introductory statement to the song, as she spoke to the Winged Monkeys, inexplicably remained: "I've sent a little insect on ahead to take the fight out of" Dorothy and her friends.) The number had taken five weeks and \$90,000 to rehearse and film; over the years, several theories have been advanced in explanation of its elimination. One claim suggested the routine was too strong a Lahr showcase and interfered with the concept of *Oz* as a Garland vehicle. Another report offered that patrons jumped up and danced in the aisles when the number first got under way. Hamilton remembered an M-G-M executive telling her that the song was dropped because the studio was afraid the "jitterbug" reference might date the picture; he informed her that Metro expected *Oz* to be good for "about ten years" (and she incredulously replied, "You're out of your mind"). Apparently, the original footage no longer exists. But from surviving home movies taken during a dress rehearsal, it seems most likely that the song was scrapped simply because it was highly inappropriate, breaking the dramatic tension of the story. The staging spotlights Lahr no more than the others, and the number is more inessential and silly than dated.



2) Bolger's **"If I Only Had A Brain"** dance. Although the vocal chorus of the song remained, Bolger's spectacular routine was dropped. It was once again an ironic situation: the first version of the number, staged by Bobby Connolly in autumn 1938, was evidently considered too tame, and the sequence was restaged by the new-to-M-G-M Busby Berkeley in early 1939. Bolger later commented, "My wife and I were so disappointed [by the deletion, but] the executives thought it was too much fantasy . . . [with] the idea of the wind scooping [the Scarecrow] right up in the air." He nonetheless enjoyed a retroactive triumph when the footage of the dance was included in M-G-M's *That's Dancing!* (1985).

3) **"Ding-Dong! Emerald City."** This minute-long rendition was begun by the Winkie Guards, honoring Dorothy after she melted the Wicked Witch. Their stanza quickly dissolved to a "triumphal return" procession through the streets of Emerald City in which 300 singing, dancing, green-clad dress extras escorted Dorothy and her friends to the Wizard's palace.

4) A middle stanza and the finale of "King Of The Forest." The first trim involved Dorothy, the Scarecrow, and Tin Woodman in an echo of the Lion's preceding verse; the second provided Lahr with a socko ending and/or the chance to lip-sync that \$25 Georgia Stark high note. (The final tag may not have even made it to the first preview.)

5) "Over The Rainbow" reprise. During her scene as a prisoner of the Witch, Dorothy sang a 16-bar reprise (including some new lyrics) of her theme. It came just prior to the appearance of Auntie Em and the Wicked Witch in the latter's crystal and may have been dropped because the juxtaposition of emotion and terror was too harrowing for children at the previews.

(Note: The recordings of these deleted musical moments are included on this deluxe edition.)

Additionally, many dramatic segments were also deleted — ranging from a few seconds to a few minutes in length. The most important of these involved:

1) A Kansas exchange between Dorothy and Hickory Twicker (Haley) as he displayed his new invention, an anti-wind machine devised to ward off cyclones. Foreshadowing his *Oz* incarnation, Hickory described the contraption as "something that really has a heart."

2) Dialogue between Dorothy and Professor Marvel (Morgan). This also offered a presage of things to come as he gazed into his crystal and echoed her acknowledgment that there were "poppies on the wallpaper" of her bedroom at the farm.

3) Several segments of the cyclone. The first showed the funnel as it enveloped the farmhouse at the onset of Dorothy's delirium. Also shortened was the footage of objects Dorothy saw through her window while "up inside the cyclone."

4) **The beehive sequence.** In the rough cut, the Wicked Witch made good on her threat to turn the Tin Woodman into a beehive — and M-G-M's effects wizards created a swarm of animated bees to fly out of his tin costume. This extravaganza was followed by another (deleted) scene in which the Woodman killed a bee to protect Dorothy and then tearfully berated himself, "It's only a man without a heart who could do a thing like that."



5) The golden cap sequence. In tightening the Poppy Field scenes, Fleming eliminated a glimpse of the Witch as she gloated over her poisonous ambush. She ordered her first-in-command monkey, Nikko (Pat Walshe) to "Bring me my wishing cap! I'll call the Winged Monkeys to fetch me those slippers" from the permanently sleeping Dorothy. (In her next scene — which remained in the film — the Witch is handed the cap by Nikko, and she tosses it across the room in disgust at being thwarted. The cap was a Baum creation; whoever owned it could command the services of the Winged Monkeys.)





Above: A combination of compressed air and talcum powder enabled Haley to blow his tin top. Part of his dance routine was eliminated in the film's final edit.
 "Go Into Your Dance": Jack Haley's lassitude when first discovered by Judy Garland quickly evaporates after judicious oiling and 32 bars of "If I Only Had A Heart." Below: Dorothy is (inadvertently) captured in her quilted bedroom slippers rather than the customary ruby footwear.



6) "The Changing Of The Guard." Morgan's Emerald City soldier lost a comic bit wherein the actor reversed the points of his mustache to signify "the changing of the guard." (In the final film, the tips of his mustache initially point up; after a brief cutaway shot to Dorothy, et al., they are pointing down, with no surviving explanation.)

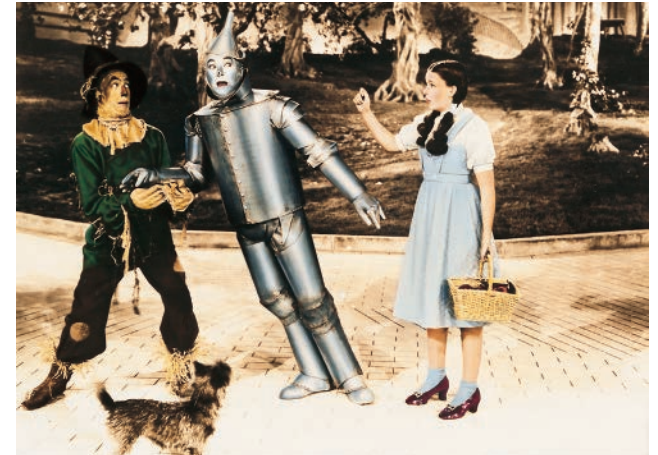
7) The Haunted Forest disappearance. An edit deleted the moment of sorcery that eliminated the Lion's "weapons": a giant butterfly net and an oversize spray gun of "Witch Remover."

8) The Witch's Castle. Considerable chopping and rearranging was done throughout the segments encompassing Toto's escape, his reunion with Dorothy's friends, their trek across the mountains, Dorothy's imprisonment and rescue, and the chase through the Castle by the Witch and her minions.

9) "There's No Place Like Home" montage. Nearly a minute was dropped from Dorothy's slipper-induced trip home as she recalled her adventures in Oz. The sequence was cut to a few seconds' glimpse of the farmhouse as it fell out of the sky.

Other brief cuts also helped consolidate the film. Gone were moments in the comedy of Lahr and Morgan, fragments of apple tree dialogue, part of the trek to the Wizard's throne room, and portions of the confrontation when the Wizard's humbuggery was first discovered. Most noteworthy among the deletions, however, were eliminations in the performance of the Witch. Hamilton's work sent many children into near-hysterics during the previews; indeed, the *Pomona Progress* review after the June 16 "sneak" opined that while Baum's *Oz* book was meant for children, the M-G-M film was suitable only for adults: "Children are subjected to a strain far beyond any they might get by reading words on a printed page." In the face of such audience-reducing commentary, Fleming dropped a number of Hamilton's lines from the final cut.

The editing process additionally provided what is arguably Hollywood's most famous *near*-deletion. Judy Garland later recalled that it was also "in *Pomona*" that the M-G-M hierarchy decided that "Over The Rainbow" should be dropped from the picture. They felt the ballad slowed the film, and they questioned the propriety of a star singing in a barnyard. (The self-deprecating Judy would mimic the corporate carping when she claimed their arguments included the quote, "It takes up too much time with this little *fat* girl singing.") The *Oz* music



"Witch On Roof": One of several sequences that was somewhat trimmed to eliminate as much as possible of Hamilton's too-expertly-delivered threatening dialogue.



publisher had already railed against the number, bemoaning its vocal range and worrying about its accessibility to a young audience. Louis B. Mayer paid heed to each comment, and although Freed and LeRoy finally argued "Rainbow" back into the film, it was a close call.

Whether before, during, or after the previews, the production staff also came to acknowledge that not every moment of *Oz* was well-served by underscoring. Indeed, the lack of music during some sequences meant a natural heightening of audience emotion when it reoccurred. Such professional perception was hardly unique to *Oz*, but the turnabout in concept does explain why so much underscoring was recorded but never heard in the finished film. (There was also underscoring that was reorchestrated and rerecorded for maximum effect — and/or changed to accommodate the final edit — during the July 9 session.)

The songs and background score were a major component in the acclaim won by *Oz* on release. Six months later, the film lost the Oscar® for Best Picture to *Gone With The Wind*. But — in addition to a special juvenile award presented to Judy Garland — *Oz* garnered two other important Academy Awards® that evening. The number that almost wound up on the cutting room floor was voted Best Song as Harold Arlen and E. Y. Harburg were honored for "Over The Rainbow." And Herbert Stothart took home the Oscar for Original Scoring — his work having been selected over 11 other nominated scores: *Dark Victory*, *Eternally Yours*, *Golden Boy*, *Gone With The Wind*, *Gulliver's Travels*, *The Man In The Iron Mask*, *Man Of Conquest*, *Nurse Edith Cavell*, *Of Mice And Men*, *The Rains Came*, and *Wuthering Heights*.

Happily, almost all of that award-winning *Oz* music survives in its entirety. The accompanying compact discs proudly present for the first time the complete Arlen/Harburg/Stothart score of M-G-M's *The Wizard Of Oz* — including: all the songs; the background score; selections recorded to accompany scenes that were filmed but dropped from the release print; and selections recorded to accompany scenes that remained in the film but from which the music itself was ultimately dropped. The careful listener will also hear extra moments of melody during segments of otherwise familiar scoring, indicating instances where dialogue or action was dropped from within a scene during the final edit. (In each case, such extra material is annotated in the notes accompanying each title in Chapter Five.)



Gene Buck presents the Academy Award® for Best Original Scoring to a justifiably proud Herbert Stothart.



February 29, 1940: Judy sang "Over The Rainbow" after receiving her juvenile Oscar® from Mickey Rooney. She affectionately (if pointedly) dubbed her miniature statuette "the Munchkin Award."

"We Haven't Really Met Properly..."



Harold Arlen was born Hyman Harluck in Buffalo, New York, on February 15, 1905. He first began to sing in the temple choir where his father served as cantor. By 15, he was playing piano in cabaret and later formed his own band. In 1927, he moved to New York and became known as an arranger and pit musician. During one rehearsal, a piano vamp invented by Arlen evolved into a song; Ted Koehler put words to the melody, and "Get Happy" launched their partnership.

The duo went on to contribute songs to a number of shows and films as well as to the Cotton Club revues. Their hits included "I Gotta Right To Sing The Blues," "Let's Fall In Love," "I Love A Parade," "I've Got The World On A String," "Stormy Weather," and "When The Sun Comes Out." Arlen's subsequent work with E. Y. Harburg led to similar Hollywood and Broadway hits: "It's Only A Paper Moon," "Last Night When We Were Young," "Lydia, The Tattooed Lady" (*A Day At The Circus*/1939), "Happiness Is A Thing Called Joe" (*Cabin In The Sky*/1943), and the score to *Bloomer Girl* (1944). Arlen also wrote extensively with Johnny Mercer; they collaborated on Broadway's *St. Louis Woman* in 1946 (the score included "Come Rain Or Come Shine" and "Any Place I Hang My Hat") and such 1940s film songs as "Blues In The Night," "Accentuate The Positive," "One For My Baby," "My Shining Hour," "This Time, The Dream's On Me," and "That Old Black Magic." For Judy Garland, Arlen and Ira Gershwin wrote "The Man That Got Away" and five other songs for *A Star Is Born* (1954); eight years later, Arlen and Harburg did the Garland cartoon vehicle, *Gay Purr-ee*, which included "Little Drops Of Rain" and "Paris Is A Lonely Town."

In the 1950s, Arlen returned to Broadway for *House Of Flowers* (1954; lyrics by Truman Capote), *Jamaica* (1957; lyrics by Harburg), and *Saratoga* (1959; lyrics by Mercer). His "blues opera" *Free And Easy* (1959) offered an amalgam of new music with a number of his standards. He died in New York on April 23, 1986.



June 1939 rehearsal for the radio premiere of the *Oz* score. Judy and Arlen are at the piano; standing, from left: Lahr, Bolger, Metro exec L. K. Sidney, Harburg, musician Meredith Willson, publisher Harry Link.

Edgar “Yip” Harburg was born on April 8, 1896, in New York. He began writing light verse for school publications while still a teenager. Though the material was praised and quickly picked up by several New York columnists, Harburg opted for the security of a career in electrical appliances. He was able to devote full time to lyric writing when the 1929 stock market crash effectively dissolved his business.

Over the following 50 years, Harburg would work with more than 50 composers on more than 400 songs. His early output included “Brother, Can You Spare A Dime” (with music by Jay Gorney), and “April In Paris,” “What Is There To Say?” and “I Like The Likes Of You” (all with music by Vernon Duke). His partnership with Harold Arlen — as detailed above — encompassed nearly three decades of association, beginning with such Broadway assignments as *Life Begins At 8:40* (1934; lyrics cowritten by Ira

Gershwin), *The Show Is On* (1936), and *Hooray For What?* (1937), and concluding with the title song for Judy Garland’s film *I Could Go On Singing* (1963). Harburg’s Hollywood credits included lyrics for *The Singing Kid* and *Gold Diggers Of 1937* (both in 1936 with Arlen), *Ship Ahoy* and *Babes On Broadway* (both in 1941 with Burton Lane), and *Can’t Help Singing* (1944; with Jerome Kern).

In 1940, Harburg and Lane gave Broadway *Hold On To Your Hats* (“There’s A Great Day Coming Manana”); in 1947, it was *Finian’s Rainbow* (“Look To The Rainbow,” “When I’m Not Near The Girl I Love,” “How Are Things In Glocca Morra?” and “Old Devil Moon”). Harburg also cowrote (with Fred Saidy) the book for the latter and came to be considered one of the pioneers of the integrated musical play. His later Broadway shows included *Flahooley* (1951; music by Sammy Fain), *The Happiest Girl In The World* (1961; music by Jacques Offenbach), and *Darling Of The Day* (1968; music by Jule Styne).

Harburg’s political involvement in the 1930s led to a decade on the Hollywood blacklist in the 1950s; nevertheless, the optimistic and clear-eyed lyricist persevered to create additional stage and film scores until his death in Los Angeles on March 5, 1981.

After a Broadway and theatrical career spanning nearly three decades, Herbert Stothart spent 20 years as a Metro-Goldwyn-Mayer musical mai stay. And during his tenure — in the words of actress Ann Wood — “It wasn’t the M-G-M Orchestra, it was the Herbert Stothart Orchestra.”

Stothart was born in Milwaukee, Wisconsin, on September 11, 1885, and sang in St. John’s Episcopal Church Choir before taking up teaching after graduation from Milwaukee Normal School. His work in amateur theatricals led to an assistant professorship at the University of Wisconsin/Madison, where he oversaw (and eventually cowrote and directed) the Haresfoot Club original musical productions. Tours with those shows led to similar conducting and writing assignments in Chicago and, ultimately, New York.

In Manhattan, he became musical director for Arthur Hammerstein before beginning a decade of collaboration (as composer, cocreator, and/or conductor) on such Broadway productions as *Wildflower* (1923), *Mary Jane McKane* (1923), *Rose Marie* (1924), *Song Of The Flame* (1925), *Golden Dawn* (1927), and *Good Boy* (1928). Stothart’s coworkers during his Broadway era included George Gershwin, Rudolf Friml, Vincent Youmans, Otto Harbach, Oscar Hammerstein II, Bert Kalmar, Harry Ruby, and Guy Bolton.

“Talkies” brought Stothart to M-G-M in 1929, where he composed and directed the music for Lawrence Tibbett in *The Rogue Song*. For the next two years, he wrote songs for 11 additional Metro pictures; then, with musical movies in a temporary slump, he began his highly distinctive career as composer and/or conductor of complete film scores. Between 1931 and 1949, Stothart

was largely responsible for the music in over 100 M-G-M motion pictures, and the range of his talents can be indicated by the diversity of some of his assignments: *Night Flight*, *Queen Christina*, and *Going Hollywood* (1933); *Treasure Island* and *The Barretts Of Wimpole Street* (1934); *David Copperfield*, *China Seas*, *Anna Karenina*, *A Night At The Opera*, *A Tale Of Two Cities*, and *Mutiny On The Bounty* (1935); *San Francisco* and *Romeo And Juliet* (1936); *Camille*, *The Good Earth*, *The Firefly*, and *Rosalie* (1937); *Marie Antoinette* (1938); *Idiot’s Delight*, *The Wizard Of Oz*, and *Balalaika* (1939); *Northwest Passage*, *Edison*, *The Man*, *Waterloo Bridge*, *Pride And Prejudice* (1940); *Ziegfeld Girl*, *Smilin’ Through*, *Blossoms In The Dust*, and *The Chocolate Soldier* (1941); *Mrs. Miniver* and *Random Harvest* (1942); *The Human Comedy*, *Madame Curie*, *Thousands Cheer*, and *A Guy Named Joe* (1943); *The White Cliffs Of Dover*, *Dragon Seed*, *Thirty Seconds Over Tokyo*, and *National Velvet* (1944); *The Picture Of Dorian Gray* and *The Valley Of Decision* (1945); *Undercurrent* and *The Yearling* (1946); *The Sea Of Grass* (1947); and *The Three Musketeers* (1948). Between 1935 and 1942, Stothart was also musical director for eight of the fondly remembered Jeanette MacDonald/Nelson Eddy screen musicals.

His later theatrical compositions included *China: A Symphonic Narrative* (1943) and *The Voices Of Liberation* (1948). The first was written for a tribute to Madame Chiang Kai-shek; the latter set to music several speeches by Franklin Delano Roosevelt, Winston Churchill, and Joseph Stalin.

In addition to his body of work, Stothart left behind an extraordinary professional reputation. His rapport with the studio musicians was legendary, and company opinion held that he not only brought out the best in his orchestras but succeeded in inspiring in them a calibre of work unmatched by any other conductor.

Stothart died on February 1, 1949.



The incomparable Stothart conducts the Metro orchestra circa 1936. His talent, knowledgeability, and command immeasurably enhanced the M-G-M product for two decades.

“It Really Was No Miracle— What Happened Was Just This...”



The **Main Title** starts with a six-note Glinda fanfare — the first of many recurring themes composed (or adapted from Harold Arlen) by Herbert Stothart and his associates for

individual characters in the film. As the story begins, a frightened Dorothy Gale (Judy Garland) is running home (“**Trouble In School**”). Her dog, Toto, has snapped at Almira Gulch (Margaret Hamilton), and the sour neighbor has sworn revenge. But Dorothy’s Aunt Em (Clara Blandick) and Uncle Henry (Charley Grapewin) are too busy to listen to the girl’s problems — and so are Hunk (Ray Bolger), Zeke (Bert Lahr), and Hickory (Jack Haley), the three farmhands. (Stothart began “**Trouble In School**” with Schumann’s “**The Happy Farmer**,” one of several classical and popular music “quotations” utilized in the underscoring. The end of the cue was dropped from the film; it accompanied Dorothy’s conversation with her aunt and uncle, as well as their deleted dialogue about their niece after she wandered off. “**Farmyard**” was also cut from the final soundtrack; it underscored Dorothy’s exchanges with the farmhands.)

Aunt Em suggests that Dorothy find herself a place where she “won’t get into any trouble.” The girl wonders if there is such a place: “**Over The Rainbow**.” This final version was cut together from three others; portions of two Garland vocal takes were combined and edited to the orchestral “**Introduction To ‘The Rainbow.’**” The latter includes melody fragments from “**Home, Sweet Home**” as well as an old children’s nursery song beginning, “**My castle’s in the courtyard...**” “**Rainbow**” is used throughout the film as Dorothy’s theme.

Suddenly, Miss Gulch arrives with a sheriff’s order allowing her to take Toto to be destroyed (“**Miss Gulch/The Ultimate Witch**”). The dog is put in her bicycle basket, but as she rides away, he leaps to freedom. Although the M-G-M music copyists misspelled “Gulch” on Stothart’s conductor’s score, Hamilton’s character nonetheless received an unforgettable theme (which was used as well for her alter egos, the Witches of the East and West). *Oz* arranger Bob Stringer recently told Stothart historian William Rosar that the opening bars of the “Gulch” theme were actually derived from distorting

(and repeating) the first melody line of “**We’re Off To See The Wizard**.” The cue here also includes (eventually abandoned) underscoring for the entire scene in the Gale parlor. The finale of the piece (accompanying Toto’s escape) was deemed unsatisfactory and later rewritten.

Dorothy is thrilled with Toto’s return, but she knows Miss Gulch will be back as well. She packs, and they run away, only to encounter an itinerant fakir, Professor Marvel (Frank Morgan): “**Leaving Home**.” Recorded several weeks after the preceding cue, this composition begins with the revised Toto escape music and includes a quotation from Pryor’s “**Whistler And His Dog**” (“Where, oh, where has my little dog gone?”). The underscoring for the Dorothy/Toto reunion segues into that for the runaways’ encounter with Professor Marvel; the latter’s “**orientale**” theme is heard here for the first time.

The wise Professor realizes Dorothy should return home and, while looking in his magic crystal, fabricates a story about Aunt Em becoming ill: “**Crystal Gazing**.” The Marvel theme is here intermingled with “**The Merry Ol d Land Of Oz**” and modulates into a reprise of “**Introduction To ‘The Rainbow.’**” Dorothy sets off immediately. Unfortunately, “there’s a storm blowing up — ‘a whopper,’ to speak in the vernacular of the peasantry.” By the time the girl gets home, everyone’s in the cellar, and she’s knocked unconscious by a blown-in window. Delirious, she imagines the house aloft in the tornado as debris and neighbors float past her window — including Miss Gulch, who suddenly turns into a witch on a broom. Then the house careens out of control, finally crashing to earth. The accompanying “**Cyclone**” was one of the most ambitious *Oz* compositions. Unfortunately, only one channel of the original multitrack recording still exists, and the balance between instruments in this cut is not exactly as heard in the picture. This version, however, does include music later deleted from the sequence in the final edit. (The actual film track can be heard on Disc Two, Track 17.) “**Cyclone**” includes melody fragments of the children’s song “**Reuben And Rachel**.”

Despite the crash, Dorothy is unhurt, and she and Toto step out of the house into “**Munchkinland**.” Suddenly, an iridescent sphere floats toward her; it dissolves to reveal Glinda, the Good Witch of the North (Billie Burke). (This cue was extended slightly with an “**Insert**” added on July 9; the music is presented here as first recorded.) Glinda explains that Dorothy is a national heroine: her house has destroyed the Witch of the East (“**I’m Not A Witch**”). This is the second version of this cue, as the first attempt was thought too “dark.” (The original composition can be heard on Disc Two, Track 19.)

The Munchkins have been set free by the Witch’s demise, and Glinda leads them in a celebration of Dorothy: “**Munchkinland Musical Sequence**.” Both Billie Burke and session singer Lorraine Bridges recorded Glinda’s vocal for the opening stanza (“**Come out, come out...**”); it was decided that Burke’s own voice would be used for the film. But only two of the 124 “little people” onscreen actually spoke for themselves: It’s believed that Joseph Koziel offered, “**We thank you very sweetly...**” and known for fact that Frank Cucksey completed the couplet. Professional vocalists sang everything else to a piano click track; their recordings were then played back at a faster speed, and the orchestra was added to those takes.

The Munchkins are interrupted by the explosive appearance of the Witch of the West (Margaret Hamilton), who has come to claim her sister’s ruby slippers (“**Threatening Witch**”). But Glinda magically places the shoes on Dorothy’s feet, and the Witch departs, vowing vengeance. Glinda tells Dorothy that the only person who can help her “is the Great and Wonderful Wizard Of Oz” (“**Leaving Munchkinland**”) and disappears (“**Good Fairy Vanishes**”). The grateful Munchkins then escort Dorothy to their border with the directives “**Follow The Yellow Brick Road**” and “**You’re Off To See The Wizard**.”

At a yellow brick crossroads, Dorothy meets the Scarecrow (Ray Bolger) and helps him down from his pole (“**The Cornfield**”; a seven-note accompaniment “fill” from Arlen’s “**If I Only Had A Brain**” is here embellished into the main pattern of the arrangement). The Scarecrow has one wish, which he expresses to Dorothy in “**If I Only Had A Brain**.” (This is the full version of Bolger’s routine, before the dance and tag were cut.) He decides to accompany her and ask the Wizard for a brain: “**Scarecrow To Visit Wizard**”/“**We’re Off To See The Wizard**.” The first cue was not used, although it was scored to provide a musical transition into the Garland/Bolger duet.

The travelers discover an orchard, and Dorothy is surprised when a tree berates her for picking an apple. But the clever Scarecrow taunts him into pelting them with fruit. “**The Apple Orchard**” cue jokingly incorporates the standard “**In The Shade Of The Old Apple Tree**” (Van Alstyne);

when some tree dialogue was trimmed, a few seconds of this music was dropped.

As Dorothy gathers apples, she discovers the rusted Tin Woodman (Jack Haley). She rescues him (although the accompanying music cue —“Introduction To Tin Man” — was not used), and he offers his dream: **“If I Only Had A Heart.”** Adriana Caselotti’s solo (from Ebsen’s recording session) was spliced into this take of Haley’s rendition, and the extended music here indicates that his dance was originally longer than that seen in the release print. “Tag To ‘Tin Man’” was designed as the “Heart” payoff.

Dorothy invites the Tin Woodman to join them and ask the Wizard for a heart. But the Witch appears to menace the entire party (**“Witch On Roof”**). She disappears after threatening to turn the Tin Woodman into a beehive, but he dismisses the notion. (**“Bees & Tin Woodman Lament”**: Part One of this unused cue accompanied the deleted scene of animated bees [see Chapter Three]. Part Two covered the also-deleted moments of the Woodman’s sorrow after killing a bee to protect Dorothy. Only the tag of Part Two remained in the film, accompanying Dorothy’s acknowledgment, “It’s funny, but I feel as if I’ve known you all the time.”) Despite the Witch, the Woodman joins the party: **“We’re Off To See The Wizard.”** (This is the first track in the film that uses the voice of Buddy Ebsen.)

A “dark and creepy” forest offers the potential of wild animals, and **“Into The Forest Of Wild Beasts”** features the underscoring for “Lions and tigers and bears, oh my!” Suddenly, a Lion (Bert Lahr) attacks. He attempts to bite Toto, and when Dorothy slaps him, the huge beast breaks down and admits his cowardice. (Mendelssohn’s “Spring Song” heightens **“The Lion’s Confession,”** but it was felt the scene played better without music, and the cue was dropped.) The Cowardly Lion decides to join the troupe, although he sings only a half-chorus of **“If I Only Had The Nerve.”** (Lahr’s showcase number was still ten minutes ahead.) Haley’s solo lines were spliced in to replace Ebsen’s voice, although it’s once again Ebsen in the quartet, **“We’re Off To See The Wizard.”**

Unbeknownst to all, the Witch is monitoring their progress via crystal ball and lays a trap for them by poisoning a poppy field. On the other side of the bed of flowers lies the travelers’ goal, the Emerald City of Oz (**“Poppies”**). The “Miss Gulch” theme here gives way to a rhapsody in which tune detectives may discern a bar of Arlen’s unused verse melody for “Rainbow.” “The Merry Old Land Of Oz” chimes in when the characters glimpse their destination. The Witch’s fatal spell quickly claims Dorothy, Toto, and the Lion, and they fall asleep in the flowers. When Glinda hears the Scarecrow’s cries for help, she sends a snowstorm to diffuse the poison; the Witch is furious. **“The Spell”** is highlighted by a refrain from Brahms’ “Lullaby”; the extra music in this cue covered the deleted “golden cap” scene (see Chapter Three) and a longer snowstorm.

An unseen choir offers their **“Optimistic Voices”** as a musical escort for the travelers, who happily stride out of the poppies. Meanwhile, the Witch mounts her broom and takes off to intercept them. They reach Emerald City ahead of her, but the Guardian of the Gate (Frank Morgan) is suspicious (**“Sign On The Gate/The City Gates Open”**) until he sees the ruby slippers. Then he allows them in, and a cabbie (Frank Morgan) introduces the horse of a different color, offers the city philosophy in song, and takes the visitors “to a little place where you can tidy up a bit.” Part One of this cue was dropped from the track, but it marked the first appearance of the much-repeated “martial” Wizard theme, frequently used for Morgan’s characters. Part Two underscored the entrance into the city and segued to **“The Merry Old Land Of Oz”** and its “Renovation Sequence” in the Wash & Brush-Up Co.

Suddenly, the Witch appears, sky-writing “Surrender Dorothy” overhead. (Her original, more harrowing message concluded, “Or Die”; the scene was trimmed during the final edit.) The soldier at the palace (Frank Morgan) tries to allay any fears and finally agrees to announce Dorothy to the Wizard. (The **“Change Of The Guard”** cue was dropped from this sequence when Morgan’s bit was cut [see Chapter Three]; **“Wizard’s Exit”** accompanied him into the palace to herald the visitors.)

Expecting their requests to be granted, Dorothy and her friends are exultant — especially the Lion: **“If I Were King Of The Forest.”** This full version includes the deleted middle section and unused tag. (Buddy Ebsen is heard in the group singing.) The soldier suddenly returns (“The Wizard says, ‘Go away!’”), but he breaks down when he hears Dorothy cry and lets them into the Palace (“I had an Aunt Em myself once . . .”). The extra music heard in **“At The Gates Of Emerald City”** covered both a deleted Lahr bit as he consoled Dorothy and a longer trek to the throne room.

The Great Head of Oz (Frank Morgan) intimidates the visitors (**“Magic Smoke Chords”**) but promises to help them if they’ll capture the broomstick of the Wicked Witch. The terrorized Lion

bolts and jumps out a palace window (**“Terrified Lion”**).

The travelers enter the Haunted Forest, and the Witch immediately begins to plague them. (**“The Haunted Forest”** cue contains extra music used to underscore the deleted moments when her wicked witchery caused the disappearance of the Lion’s weapons [see Chapter Three].) She sends the Winged Monkeys for the slippers, with her jitterbug as an advance agent to sting and send Dorothy and her friends into an exhausting dance — in which even the haunted trees participate. (**“The Jitterbug”**; Haley redid the Tin Woodman’s solo lines in the patter, while Ebsen remains on the ensemble track.) The Monkeys swoop in and capture Dorothy and Toto (**“The Jitterbug’s Attack”**), leaving the Tin Woodman and Lion behind and the Scarecrow torn to pieces.

A prisoner of the Witch, Dorothy’s only joy is that Toto has escaped. Meanwhile, the Witch sets her hourglass and vows to destroy the girl when the sands run out (“I can’t wait forever to get those shoes!”). For **“The Witch’s Castle,”** Toto’s getaway music was drawn from Mendelssohn’s “Opus 16, #2.” This cue was given a musical extension (“Toto’s Chase”) when the film sequence was rearranged in editing.

Toto quickly finds his friends in the Haunted Forest, and Dorothy is heartened by a glimpse of Aunt Em in the Witch’s crystal; then the illusion turns into a shattering image of the Witch herself. But help is on the way as Toto leads the Scarecrow, Tin Woodman, and Lion over the mountains into the Winkie Country. (The beginning of **“Toto Brings News”** was replaced in the film by “Toto’s Chase.” The middle section of the cue was also considerably modified when Judy’s “Rainbow” reprise was dropped from the film. The post-dubbed orchestra accompanies her vocal here; she sang “live” to piano backing during the actual filming, as the emotion of such a rendition made it impossible to prerecord the song with the orchestra and then lip-sync to the track as with most other film numbers.)

Toto and the intrepid trio arrive to find the Witch’s Castle surrounded by Winkie Guards. They manage to overcome three of them, don their cloaks, and enter the lair: **“March Of The Winkies.”** (In part, this cue accompanied the awesome chant “O-Ee-Yah! Eoh-Ah!”) Toto leads them to the tower room, and the Tin Woodman chops through the door to release Dorothy. But the travelers are quickly trapped by the Winkies, and the Witch — in a fury — hurls her hourglass at them. In the confusion, the Scarecrow contrives to have a chandelier fall on the Winkies, and the quartet escapes again (**“Dorothy’s Rescue”**). For this sequence, Stothart made extensive use of “A Night On Bald Mountain” by M. Moussorgsky, but the music as originally recorded was considerably condensed by the final cut. During the editing process, Fleming eliminated little bits of the Lion’s panic outside Dorothy’s door; the trio as they discarded the Winkie cloaks; the threats of the Guards and the Witch; and the escape through the castle. The middle section of music (just prior to the explosion of the hourglass and, according to the score, an accompaniment for “the snarling Winkies”) was dropped from the track.

But the Witch corners them in a battlement tower and begins her final destruction by setting fire to the Scarecrow. The valiant Dorothy throws a bucket of water to save him and douses the Witch as well, unexpectedly melting her away (**“On The Castle Wall”**). This cue was also slightly trimmed when bits of the chase and more of Hamilton’s threats were cut out. (The post-melting music in the film was simply drawn from a reprise of “March Of The Winkies.”)

The Guards are delighted with the Witch’s demise and sing Dorothy off with the gift of her broomstick. Their refrain melts into that of the Emerald City populace as the party is paraded to the palace (**“Ding-Dong! Emerald City”**). Arranger Ken Darby dubbed the test voice for the Winkie who leads off this deleted reprise (the multi-voice and background music tracks for this stanza no longer exist), and the full-scale Emerald City choral rendition actually combines three Arlen songs.

But the Great Head of Oz demands more time to grant the travelers’ requests; then Toto ingeniously pulls aside a curtain to reveal a meek little man (**“The Wizard’s Exposé”**). Cornered, the old humbug (Frank Morgan) pulls himself together and presents the Scarecrow with a diploma, the Lion with a medal, and the Tin Woodman with a heart-shaped watch (**“Emerald City Graduation Exercises”**). Extensive cutting during the confrontation scene meant that much of the beginning of the first cue went unused. The remainder covered the Wizard’s presentations, utilizing in part the traditional commencement melody, “Gaudeamus Igitur.”

The delighted trio urges the Wizard to next help Dorothy (**“Fill-In Awards”**), and he confesses the only way to do that is to return to Kansas with her — in the balloon that brought him to Oz from Omaha (**“I Was Floating Through Space”**). The music brings Morgan full circle by



The border of Munchkinland, to which Dorothy was admiringly escorted by the newly freed hostages of the Witch of the East.



The original Thorpe-era cornfield. The Yellow Brick Road would be repaved and curbed when Victor Fleming took over the film.

Set Reference Stills

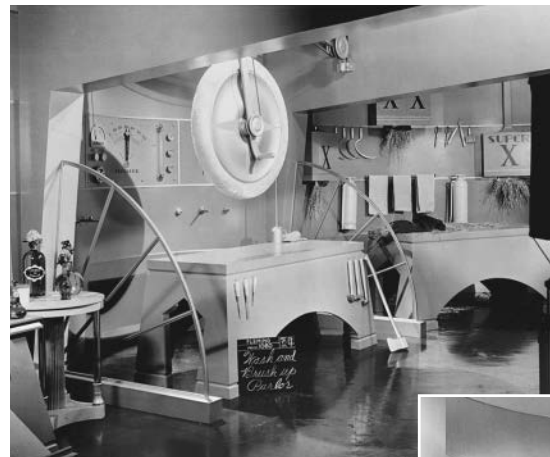
These rare production stills were made as a reference record for the *Oz* staff.



The Tin Man's cottage. To give an exterior feeling to an interior set, M-G-M rented storks, cranes, peacocks, et al. from the Los Angeles Zoo Park to populate the forest. The shifting upstage presence of the birds has since given birth to a wildly preposterous (albeit widespread) legend that there's a hanging Munchkin amidst the background trees.



"Who rang that bell?!" This set provided the first Ozian encounter with Frank Morgan, who would play six roles in the film: Professor Marvel, the Guardian of the Gate, the Cabbie, the Soldier, the Head of the Great Oz, and the Wizard himself.



The Scarecrow and Tin Woodman were refurbished in this nook of the Emerald City "Wash & Brush-Up Co."



The beauty parlor corner provided Bert Lahr "a permanent, just for the occasion." During the same sequence, Stothart underscored Dorothy's solo line with a counterpoint "Over The Rainbow" melody.



The set for the deleted "Jitterbug," where the movable forestry was choreographed by Bobby Connolly using "two long sticks to tap the time on the controls by which the technicians operated the trees."



The control panels of the Great and Powerful Oz were exposed by Toto. To expedite the revelation, the hem of the surrounding curtain was attached to the dog's collar for the actual film take.

utilizing the Professor Marvel “orientale” theme.

The Wizard bids farewell to his public in the city square (“**Balloon Ascension**” and “**Second Cheer**”), announcing the Scarecrow, Tin Woodman, and Lion as rulers in his stead. But Toto runs off after a cat, and the balloon ascends without him and Dorothy. She is inconsolable until Glinda arrives to reveal that Dorothy has always had the power to return home. Now she realizes it herself — that home is defined by the people you love and people who love you. Then she and her friends share an emotional farewell (“**I Hereby Decree**”). This lengthy cue underscores the entire sequence, from the Wizard’s benediction and departure through Glinda’s arrival and Dorothy’s farewell. Both “Whistler And His Dog” and “Home, Sweet Home” are again briefly heard, and — among other strokes of Stothart inspiration — “Rainbow” is here played counterpoint to the bridge of “If I Only Had A Brain.”

At Glinda’s directive, Dorothy clicks her heels together three times and repeats, “There’s no place like home.” “**Delirious Escape**” includes the music for the entire return-to-Kansas montage (before it was tightened to conform to the film’s final edit; see Chapter Three). The girl wakes up her in own room, surrounded by those who love her; she wonderingly recognizes her Ozian companions in Hunk, Hickory, Zeke, and the visiting Professor Marvel. But best of all, she is there with Aunt Em, Uncle Henry . . . and Toto too. “**Delirious Escape Continued**” concludes with the same six-note Glinda fanfare that opened the main title music, and the **End Title** cast listing is scored with a final refrain of “Over The Rainbow.”

SUPPLEMENTAL MATERIAL

Main Title: This alternate take includes the original musical tag. Only one “stem” survives, so the chorus and part of the orchestra are barely audible.

“Over The Rainbow” (partial take): Although the very beginning of this take was good enough to be used in the finished film, it didn’t get much beyond that.

“Over The Rainbow” (alternate take): This take was done at a faster tempo (and minus the bird whistle prior to the last eight bars); the producers hadn’t yet determined how the number would best play.

“Cyclone”: This recording was lifted directly from the music and effects track of *The Wizard Of Oz* (which mingled all audio cues for the film except dialogue). The music for “Cyclone” can here be heard in its edited but two-channel monaural mix; as noted above, the alternate track presented earlier features “Cyclone” prior to editing but with only one of the two channels of the recorded orchestra. The orchestra sound here is more balanced and full, but the composition is somewhat obscured by the sounds of wind, barnyard animals, Toto, and the Wicked Witch of the East.

“Munchkinland Insert”: This tag replaced the original ending of Track Nine, Disc One, and provides the conclusion of “Munchkinland” as heard in the completed film. Eliminated in the revision and reorchestration were the voices of the heavenly choir after Glinda’s first appearance.

“I’m Not A Witch”: This is the first, more foreboding version of the music that accompanied Glinda’s initial conversation with Dorothy.

“Munchkinland Musical Sequence” (sung by Harold Arlen and E. Y. Harburg): This demonstration record of the entire sequence was cut by the composer and lyricist as a guide for choreographer Connolly.

“Ding-Dong! The Witch Is Dead”: An a cappella choir provided this unused vocal arrangement of a portion of the “Munchkinland Musical Sequence.”

“The Lollipop Guild”: Three of the “little people” themselves prerecorded this verse of their routine before it was decided to dub the moment with a sped-up track of regular vocalists. Unfortunately, there are no surviving records that specify the performers heard in this alternate take.

“Follow The Yellow Brick Road”/“You’re Off To See The Wizard”: The orchestral arrangement for this number was post-dubbed to an already existing vocal track and is here presented without the previously recorded singing chorus.

“If I Only Had A Brain”: This is the dance arrangement for Ray Bolger’s original routine, dropped and replaced by Track 26, Disc One.

“If I Only Had A Heart”: Buddy Ebsen prerecorded his “duet” (with Adriana Caselotti) before falling ill to aluminum poisoning.



“The Lion’s Confession”: Neither this nor the original arrangement of underscoring for Lahr’s sequence (Track 34, Disc One) was retained in the film.

“Poppies”: The ending of this cue was also prepared with an ultimately unused heavenly choir effect as the onscreen Dorothy and her friends first saw the Emerald City across the Poppy Field.

“Optimistic Voices”: For this demonstration record, Arlen and Harburg were joined by Roger Edens.

“Optimistic Voices”: This is the original vocal arrangement for the piece, including a later-replaced counterpoint vocalese of “Over The Rainbow” during its penultimate moments.

“The Merry Old Land Of Oz”: This orchestra track for the entire sequence was added to already existing voice recordings, originally sung with just piano accompaniment.

“If I Were King Of The Forest”: An incomplete “pick up” of the final tag, with Bert Lahr singing the concluding note. (This recording comes from the vocalists’ “stem” microphone; the orchestra can be heard only faintly.)

“If I Were King Of The Forest”: The original tag for the routine, featuring soprano Georgia Stark in a dubbed last note for Bert Lahr.

“The Jitterbug”: This rehearsal recording features Bolger, Lahr, and Ebsen with just piano accompaniment — and assistant choreographer Dona Massin filling in for Judy Garland.

“Over The Rainbow” (reprise) was sung in the Witch’s Castle by Judy Garland to the accompaniment of Roger Edens’ off-camera solo piano. This is the only surviving take of the scene, shot on October 17, 1938, under Richard Thorpe; the director can be heard as he cues the 16-year-old into her performance (“Judy . . .”). The footage was junked when Thorpe was taken off the picture, and Garland later did the sequence again, directed by Victor Fleming. Neither the picture nor vocal for his version has survived. (For this CD, Garland’s rendition from the Thorpe take was edited to conform to the orchestration for the Fleming version — Disc Two, Track Five — and provides a recreation of her reprise. Here — on Disc Two, Track 34 — it is presented in its entirety.)

“Ding-Dong! Emerald City”: This vocal arrangement for the “triumphal return” was discarded in favor of that heard on Disc Two, Track Nine.

End Title: This orchestration of “The Merry Old Land Of Oz” was briefly considered as accompaniment for the film’s final cast listing.

John Fricke is the author of The Wizard Of Oz/The Official 50th Anniversary Pictorial History (Warner Books/1989) and Judy Garland/World’s Greatest Entertainer (Henry Holt/1992). He served as associate producer for the Emmy-nominated CBS-TV The Wonderful Wizard Of Oz: The Making Of A Movie Classic (1990) and was creative consultant for the award-winning PBS-TV Great Performances program, Judy Garland: The Concert Years (1985). In 1993, he wrote, hosted, and codirected the award-winning documentary, We’re Off To See The Munchkins. Among many other assignments for MGM/UA Home Video, Inc., he coproduced Judy Garland/The Golden Years At M-G-M (1995) and The Ultimate Oz (1993). He also compiled, produced, and wrote the booklet for the 1995 Capitol Records compact disc Judy Garland 25th Anniversary Retrospective. In 1992, he coproduced Judy Garland: A Celebration, which drew larger crowds than any other exhibition in the history of the New York Public Library for the Performing Arts at Lincoln Center. Fricke is the president of The International Wizard of Oz Club.

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AN EXTRA SPECIAL THANKS

We gratefully acknowledge a lifetime of invaluable contributions by

MR. SCOTT PERRY

of the Turner Sound Editing Department, an irreplaceable member of the M-G-M family who, at the time of this album's production, retired to a life of leisure and travel after 40 years of dedicated service. Scott began his career at Metro during preparation for the musical *Hit The Deck*.

From that moment on, he was involved in the sound and music production of every M-G-M motion picture until 1986, at which time he joined the Turner organization following its acquisition of the M-G-M library. His incredible memory for details and anecdotes has served as a major source of information and delight for countless writers, historians, producers, and so many others.

What the history books can't tell you, Scott can.

It is due to Scott's tremendous diligence, talent, and tenacity that many of the original M-G-M music masters and production documents were spared from the landfills and preserved for future generations. Certainly, this special edition of *The Wizard Of Oz* would not have been possible without his care and foresight. From those of us who had the pleasure to work with you,

Scott, our warmest sentiments and special thanks from Munchkinland:

"We thank you very sweetly for doing it so neatly..."



A METRO-GOLDWYN-MAYER PICTURE from the famous story by L. FRANK BAUM

JUDY GARLAND as Dorothy FRANK MORGAN as The Wizard
RAY BOLGER as The Scarecrow BERT LAHR as The Cowardly Lion
JACK HALEY as The Tin Woodman

BILLIE BURKE as Glinda MARGARET HAMILTON as The Wicked Witch
CHARLEY GRAPEWIN as Uncle Henry CLARA BLANDICK as Aunt Em
PAT WALSH as Nikko and THE MUNCHKINS

A VICTOR FLEMING PRODUCTION

Screenplay by NOEL LANGLEY, FLORENCE RYERSON, and EDGAR ALLAN WOOLF

Lyrics by E. Y. HARBURG Music by HAROLD ARLEN

Musical Adaptation by HERBERT STOTHART

Directed by VICTOR FLEMING Produced by MERVYN LEROY



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THE WIZARD OF OZ

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MUSIC BY HAROLD ARLEN LYRICS BY E.Y. HARBURG MUSICAL ADAPTATION BY HERBERT STOTHART

DISC 1

1. Main Title (1:58)
2. Trouble In School (extended version) (1:20)
3. Farmyard (outtake) (:36)
4. Over The Rainbow (2:44)
5. Miss Gulch (extended version) (2:44)
6. Leaving Home (1:26)
7. Crystal Gazing (1:48)
8. Cyclone (extended version) (2:17)
9. Munchkinland (2:27)
10. I’m Not A Witch (:51)
11. Munchkinland Musical Sequence (6:08)
Come Out, Come Out...
It Really Was No Miracle
We Thank You Very Sweetly
Ding-Dong! The Witch Is Dead
As Mayor Of The Munchkin City
As Coroner, I Must Aver
Ding-Dong! The Witch Is Dead reprise
The Lullaby League
The Lollipop Guild
We Welcome You To Munchkinland
12. Threatening Witch (extended version) (2:12)
13. Leaving Munchkinland (1:21)
14. Good Fairy Vanishes (:34)
15. Follow The Yellow Brick Road/
You’re Off To See The Wizard (:49)

16. The Cornfield (2:46)
17. If I Only Had A Brain (extended version) (3:44)
18. We’re Off To See The Wizard duo (:34)
19. The Apple Orchard (extended version) (1:35)
20. If I Only Had A Heart (extended version) (3:12)
21. Witch On Roof (extended version) (:53)
22. Bees & Tin Woodman Lament
(partial outtake) (1:53)
23. We’re Off To See The Wizard trio (:25)
24. Into The Forest Of Wild Beasts (1:14)
25. The Lion’s Confession (outtake) (:48)
26. If I Only Had The Nerve (:41)
27. We’re Off To See The Wizard quartet (:26)
28. Poppies (1:43)
29. The Spell (extended version) (3:19)
30. Optimistic Voices (1:09)
31. Sign On The Gate/
The City Gates Open (extended version) (1:16)
32. The Merry Old Land Of Oz (1:52)
33. Change Of The Guard (outtake)/
Wizard’s Exit (:29)
34. If I Were King Of The Forest
(extended version) (4:16)
35. At The Gates Of Emerald City
(extended version) (3:13)
36. Magic Smoke Chords (:36)
37. Terrified Lion (:39)

DISC 2

1. The Haunted Forest (extended version) (3:13)
2. The Jitterbug (outtake) (3:23)
3. The Jitterbug’s Attack (extended version) (1:00)
4. The Witch’s Castle (extended version) (3:08)
5. Toto Brings News (extended version)/
Over The Rainbow reprise (outtake) (3:03)
6. March Of The Winkies (extended version) (2:46)
7. Dorothy’s Rescue (extended version) (3:09)
8. On The Castle Wall (extended version) (2:29)
9. Ding-Dong! Emerald City (outtake) (1:14)
10. The Wizard’s Exposé (extended version)/
Emerald City Graduation Exercises (3:53)
11. Fill-In Awards/I Was Floating
Through Space/Balloon Ascension/
Second Cheer (1:44)
12. I Hereby Decree (4:13)
13. Delirious Escape (extended version)/
Delirious Escape Continued/End Title (3:31)

Supplemental Material:

14. Main Title (alternate take with unused tag) (1:53)
15. Over The Rainbow (partial take) (:34)
16. Over The Rainbow (alternate take) (2:04)
17. Cyclone (final film version) (1:57)
18. Munchkinland Insert (alternate tag) (:32)
19. I’m Not A Witch (alternate version) (:50)

20. Munchkinland Musical Sequence
(rehearsal demo) (5:18)
21. Ding-Dong! The Witch Is Dead
(alternate/a cappella choir version) (:33)
22. The Lollipop Guild
(original Munchkin actors’ voices) (:26)
23. Follow The Yellow Brick Road/
You’re Off To See The Wizard
(orchestral angles) (:50)
24. If I Only Had A Brain (unused dance music) (2:26)
25. If I Only Had A Heart (unused version) (1:15)
26. The Lion’s Confession
(outtake/alternate arrangement) (1:15)
27. Poppies (alternate version with heavenly choir) (:39)
28. Optimistic Voices (rehearsal demo) (:36)
29. Optimistic Voices (alternate vocal arrangement) (1:09)
30. The Merry Old Land Of Oz
(orchestral angles) (1:51)
31. If I Were King Of The Forest
(partial take/alternate vocal tag) (:44)
32. If I Were King Of The Forest
(alternate vocal tag) (:35)
33. The Jitterbug (choreography rehearsal) (3:24)
34. Over The Rainbow reprise
(outtake/alternate version) (1:31)
35. Ding-Dong! Emerald City (alternate version) (1:06)
36. End Title (alternate version) (:18)



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