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***Butterfield 8:***  
Bronislau Kaper at M-G-M Vol. 1, 1954–1962

Supplemental Liner Notes

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## The Power and the Prize

Director Henry Koster had the distinction not only of helming the first CinemaScope motion picture—1953's *The Robe* for 20th Century-Fox—but also the first black-and-white film in the new widescreen format, *The Power and the Prize* (1956). Based on a novel by businessman Howard Swiggett, the film focuses on a romance between American junior executive Cliff Barton (Robert Taylor) and widowed Austrian Holocaust survivor Miriam Linka (Elisabeth Mueller), set against the backdrop of international financial dealings and corporate boardrooms.

Sent to London by his boss, George Salt (Burl Ives), to negotiate a business deal, Barton also runs an errand for Salt's wife (Mary Astor), who asks him to check up on a charity for European refugees with which she is involved. At the organization's office, he meets Miriam and proceeds to woo her during his stay in England—despite the fact that he is engaged to Salt's niece. Returning to New York, Barton announces his intentions to marry Miriam: surprisingly, Joan Salt (Nicola Michaels) welcomes the news, but her uncle reacts angrily, concocting a plan to brand Miriam as a Communist and expel Barton from his position at Amalgamated World Metals. In the end, all turns out happily as Cliff ousts Salt, gaining control of the company (the “power”) and winning Miriam's hand in marriage (the “prize”).

Overall, the film received positive notices, succeeding foremost as a touching romance, but also in its depiction of machinations in the executive boardrooms of the 1950s. In her first Hollywood role, Mueller (who director Koster discovered through photographs in a German film magazine) earned rave reviews from all quarters—but she would only appear in one other American production. Ives elicited an equally favorable reaction in a somewhat villainous role that never resorts to clichés; he took a sabbatical from his role as Big Daddy in the Broadway production of *Cat on a Hot Tin Roof* in order to make the picture. Sir Cedric Hardwick and Charles Coburn both garnered praise for their brief but highly effective performances, while Taylor is earnest and believable (if a bit too old for the part of an up-and-coming young executive). *Variety* deemed Nicola Michaels (the daughter of studio executive Nicholas Schenck), who had replaced Anne Francis in the role, as the only disappointment in the cast.

Because Miriam is a struggling concert pianist, composer Bronislau Kaper casts his main theme for the picture as a miniature piano concerto. This melody—associated throughout with the romance between Cliff and Miriam—dominates the score, the composer concentrating almost exclusively on their relationship, while virtually ignoring the corporate proceedings. The

score is rather brief—made more so because five cues Kaper composed did not survive the final cut. While *Film Daily* asserted that Kaper's music “help[ed] in the success of the film,” neither *Variety* nor *The Hollywood Reporter* took notice of the score.

**1. Main Title** Kaper's piano concerto-style main theme plays over the opening credits, subsiding on an introductory shot of the New York skyscraper housing the headquarters of Amalgamated World Metals.

The next 15 minutes of the film play without music—although Kaper did compose three cues for the early reels of the picture, conductor (and M-G-M music director) John Green did not even record them: “Cliff” likely underscored a phone conversation between Amalgamated's vice-chairman, Cliff Barton (Robert Taylor), and his fiancée, Joan Salt (Nicola Michaels), while “Father” related to a conversation in the back of a taxicab between Cliff and his dad (Cameron Prud'homme), a Presbyterian minister. “I Understand” may have been intended for a dinner sequence at the home of George Salt (Burl Ives)—Cliff's boss and Joan's uncle—during which Joan learns that Salt has ordered Cliff to travel to England, resulting in the postponement of her wedding. (As there is no corresponding line of dialogue at this juncture, the cue may correspond to a scene cut from the picture.)

**2. It Will** Kaper provides a brief set of variations on the famous Westminster chimes to underscore establishing shots of London.

**3. Fifth Floor** Running an errand for Mr. Salt's wife (Mary Astor), Cliff checks up on a charity devoted to helping European refugees—and learns that the organization acts as a front for an escort service. Jaunty music marks Cliff's arrival at the charity's office building, where he finds that it is located on the fifth floor—and that the “lift” is out of order. The tempo slows upon a segue to Cliff struggling to ascend the last few steps to the charity's office, where he meets the executive secretary, Mrs. Miriam Linka (Elisabeth Mueller), an Austrian widower and Holocaust survivor.

**4. Concerto in B-flat Minor** Smitten with Miriam, Cliff returns to the office the next day and persuades her to dine with him. She rushes to a music shop, where she pays five shillings for the use of a piano, on which she practices Frédéric Chopin's well-known Scherzo No. 2 in B-flat Minor, Op. 31. The film's legal cue sheet erroneously identifies the work as a “concerto,” although Kaper does usher in an orchestral accompaniment on a transition to Miriam rushing back to her apartment in the rain.

**In the Rain** The music segues to the main theme as Miriam checks her watch while waiting for Cliff to pick her up. When he arrives on the scene, Kaper hands off the melody from piano (Miriam's instrument) to saxophone (attaching it to the American businessman).

**5. Claridge** Cliff and Miriam dine at Claridge's Hotel. An elegant waltz plays quietly in the background as Miriam relates her backstory, telling Cliff about her husband's death in a concentration camp during the war. After 32 bars of understated continental elegance, the waltz's second strain turns out to be a triple-meter setting of the film's main theme as Miriam steers the conversation back to Cliff and explains that she has just quit her job with the charity. Becoming more and more animated, she finally catches herself speaking too loudly—the music nearly stops at this point, then reprises the opening waltz theme, but soon returns to a more tender setting of the main theme as Cliff suggests they leave the restaurant.

**6. Miriam** Cliff escorts Miriam back to her apartment and they make a date for the following evening. Kaper concludes the scene with a snippet of the main theme, dominated by piano to indicate that Miriam is on Cliff's mind as he walks back to his hotel.

**Let's Go** Impressionistic string writing plays up Cliff's impatience as he calls on Miriam the next night but she fails to answer her buzzer; the main theme returns when he gives up and departs in a waiting cab.

**7. Flowers** Playful woodwinds accompany Cliff ordering six dozen roses for Miriam, subsiding briefly as Cliff engages in a conversation with a business associate. Celesta intones the main theme as Cliff arrives at Miriam's apartment, the cue ending with a comical woodwind tag as Cliff buzzes an elderly gentleman's apartment in order to gain entrance to the building.

**8. In the Park** When Cliff informs Miriam that he may be leaving London soon, she gives in and agrees to walk with him in a nearby square. Kaper's music shifts with the moods of their conversation, from playfulness to surprise as Cliff proposes marriage. The main theme returns on solo piano and tender strings as Cliff confesses that he is engaged to Joan but plans to break it off, the cue concluding with a rapturous but unresolved variation on the melody as an ecstatic Miriam rushes back to her apartment.

**9. Come In** The next evening, Cliff arranges an elegant dinner in his hotel suite. The main theme plays dreamily on muted trombone—but listen for the leering saxophone interjections as Miriam enters the room, and then again as Cliff admires her dress. Solo saxophone then takes up theme for a transition to the pair conversing along the banks of the Thames, with piano nowhere to be heard: the instrumentation signifies Miriam having fallen completely in love with Cliff. (While Robert

Franklyn orchestrated nearly all of Kaper's score, Skip Martin took up those duties for this one cue, likely due to the jazz-based instrumentation.)

**10. Because** The main theme enters tenderly on solo strings as Miriam agrees to follow Cliff to America once he secures her a visa, the music swelling for a transition back to New York.

**11. Salt** The next 15 minutes of the film play without score, as the professional relationship between Cliff and Salt break down and Cliff fights through red tape in an attempt to get Miriam a visa. Kaper's music finally returns with neutral woodwind textures covering a transition from a meeting between Salt and his British counterparts to Salt's arrival at Cliff's apartment building. The material from "Fifth Floor" returns, here no longer playful or energetic, underlining the contrast between the youthful Cliff trudging up five flights of stairs in the earlier scene and the elderly Salt ascending in an elevator and walking with a cane to the apartment door. The cue closes with a meandering unison string line, settling on a low pedal, as Cliff admits Salt to his residence.

**12. Any Time** Salt gives Cliff an ultimatum: resign by the end of the week or be forced out. The "Fifth Floor" material returns somberly on solo bassoon, then oboe, for Cliff lost in thought after Salt's departure, but the main theme enters delicately on solo violin when Miriam phones from London.

**What Is It?** After arriving in New York, Cliff shows Miriam his apartment; she senses something is amiss, but he elects not to divulge his troubles at Amalgamated, fearing that she will return to London—for his sake. This unused cue opens with a brass flourish of the main theme, subsiding to more tender strains under their conversation.

**Gone** When Cliff cannot locate Miriam and learns that she recently met with Mrs. Salt, he believes that she ran off. This unused cue—featuring tortured developments of the main theme—likely accompanied a montage of Cliff searching for her far and wide.

**13. End Title/Cast** All ends well, with Salt removed by the Amalgamated board of directors and Cliff taking his place. The film concludes at an airport, with Cliff and Miriam about to depart on their honeymoon—a grand piano in tow. A celebratory bit of the main theme and a final piano flourish greet the end title card, with a brief, jubilant waltz variation for the concluding cast list.

**14. Spinning Song** In addition to the Chopin Scherzo (track 4), pianist Max Rabinowitz recorded two solo selections on April 17, 1956, under the supervision of Charles Wolcott—a Robert Schumann Arabesque and Felix Mendelssohn's *Spinning Song*, heard here (which Miriam plays at Cliff's apartment late in the picture).

Rabinowitz returned on May 2 to re-record excerpts from the same works, along with a Chopin Polonaise

## Her Twelve Men

Greer Garson received an Academy Award nomination for her first M-G-M film, *Goodbye, Mr. Chips* (1939). Over the next dozen years, she starred in many of the studio's most successful and high-profile pictures, including *Pride and Prejudice* (1940), *Mrs. Miniver* (1942), *Random Harvest* (1942), *The Valley of Decision* (1945) and *That Forsyte Woman* (1949). After completing *Julius Caesar* (1953), she would make only one more film under her M-G-M contract. Garson had hoped it would be *Interrupted Melody*, the story of Australian soprano Marjorie Lawrence (1907–1979), a noted Wagnerian who continued to perform even after polio confined her to a wheelchair. Lawrence's story inspired Garson, who threw herself wholeheartedly into preparing for the role, studying with an opera coach to lip-synch the arias (sung for the film by Eileen Farrell).

Dore Schary, who had become head of M-G-M in 1951 after ousting longtime studio chief and founder Louis B. Mayer, had other ideas, however. He wanted to move the studio away from the sort of "women's pictures" on which the company had made its reputation, concentrating instead on grittier, more masculine dramas such as *Take the High Ground* (1953) and *Bad Day at Black Rock* (1955). When Schary put production of *Interrupted Melody* on hold, Garson protested the decision. Schary explained that—due to the project's escalating costs—M-G-M would be better off shooting the film later in CinemaScope or 3-D to attract a bigger audience. The studio would eventually shoot the film in widescreen and color (but not 3-D) in 1955, with Eleanor Parker in the lead role.

Meanwhile, Schary suggested that Garson make a different film: *Her Twelve Men*. In June 1952, M-G-M had purchased the rights to Louise Baker's memoir *Snips and Snails*, a simple tale about the misadventures of a female teacher at an exclusive school for boys. William Roberts submitted a screenplay (initially titled *Miss Baker's Dozen*). At Garson's request, *Julius Caesar* producer John Houseman agreed to produce the film, despite his lack of interest in the subject matter and his ongoing involvement with both *Julius Caesar* and *Executive Suite*. Houseman brought in Laura Z. Hobson (author of the 1943 novel *Gentlemen's Agreement*) to tweak the script (her only screenwriting credit), but after Schary assigned studio veteran Robert Z. Leonard to direct, Houseman all but disavowed the project.

Filming of *Her Twelve Men* commenced in August 1953. Garson became furious when she learned that the studio was going to make *Interrupted Melody* with-

(this time supervised by Harold Gelman).

—Jeff Eldridge

out her, and hence took little pleasure from the tepid B-movie they forced her to make instead. When *Her Twelve Men* opened in August 1954, reviewers found the film wanting in substance—most were kind but clearly unimpressed. *The Hollywood Reporter* called it "mild and charming," but the *New York World-Telegram and Sun* concluded: "A lot of high class talent has gone into the making of this film... They accomplish in expert fashion all they have set out to do. But they have set out to do so little. It's like a group of skilled engineers getting together and folding a perfect paper hat."

Composer Bronislau Kaper was an important part of that "high class talent." Having recently completed his immensely popular score for *Lili*, he was at the height of his considerable powers and a valued studio asset. Kaper brought to the task his usual taste and understatement, creating a rather brief score that makes frequent use of a school song (composed for the film by Kaper, with lyrics by Charles Wolcott): "Oh! Mighty Oaks!" The composer varies the tune throughout the film, evoking emotions that range from pompous rigidity to caustic humor. Kaper also composed a gentle theme for the leading lady's matriarchal relationship with her students—a theme that manages to be sentimental without being saccharine. There is a brief hint of a love theme, but Kaper never develops it, since any hint of adult romance remains hidden well below the film's family-oriented surface.

**15. Main Title and Prologue** An ominous fanfare for Leo the Lion announces a very "serious" picture, but Kaper's bustling main title fizzles like champagne, quickly changing the mood. Pizzicato strings, sparkling woodwinds, xylophone runs, muted brass and coruscating piano scales run amok around a joyful tune that (disappointingly) never reappears in the picture. The music settles into a waltz just before a voiceover introduces the main character, Jan Stewart (Greer Garson). She is on her way to become a teacher at The Oaks, an exclusive boarding school for young boys. A musical collage depicts her childhood dreams of being: a trapeze artist, for which Kaper utilizes the circus march *Big White Top* by Victor G. Boehnlein; the mother of eight four-year-old children; the dance partner of a crown prince (Nacio Herb Brown and Arthur Freed's "Would You" from *San Francisco*, later used in *Singin' in the Rain* (1950); the bride of a junior state senator (Wagner's wedding march from *Lohengrin*); a Wagnerian soprano ("Ride of the Valkyries" from *Die Walküre*); a national heroine;

and a famous starlet (Brown and Freed's "You Are My Lucky Star" from *Broadway Melody of 1936*, also used in *Singin' in the Rain*). Solo violin and dreamy glissandi bring her back to reality.

**16. I Am a Creep** A 10-year old fellow passenger is also on his way to The Oaks. Without realizing that Jan will be one of his teachers, he confides that, although the school and some of the staff are "OK," women teachers are "creeps." When he asks if she is someone's mother, she reluctantly says, "I'm a creep." A wry clarinet flourish segues to her arrival at The Oaks, where Kaper introduces the school's theme song, "Oh! Mighty Oaks!" The composer here scores the tune primarily for woodwinds and reinforces the reaction of a trio of students who can hardly believe a woman teacher has arrived in their midst. A slightly warmer statement with horn and low strings accompanies Jan into the building. (The finished film does not use the passage at 0:18–0:34.)

**Frog** Jan's initial encounters with her students are shaky ones—although she tries her best, the boys play tricks on her. As she prepares for bed, she practices a speech she intends to give the next morning, asking the boys for a fresh start. Gentle winds, warm strings and celesta develop a calm, nocturnal variation of "Oh! Mighty Oaks!" that is abruptly cut off when she pulls back her covers and a frog leaps out of her bed; her scream sets off squeals of delight from her students, who have been listening from their dormitory.

**Jan's Montage** More variations of "Oh! Mighty Oaks!" ensue as Jan seeks advice from some of her colleagues, each of whom suggests a different solution to her problems. For the teacher who suggests referring to encyclopedias for answers, Kaper provides an arabesque for woodwinds (with a prominent bassoon counterpoint); for the gym teacher (James Arness) who suggests exercise, the composer segues to a short but more up-tempo phrase; and for the headmaster (who suggests "authority tempered with justice") he uses stern and more dignified strings. Jan mulls over this advice, accompanied by a gentle flute solo that floats above unsettled harmony until the barking of a puppy (which the boys have smuggled into the classroom) interrupts her thinking.

**17. Hot Chocolate** As matters slowly improve, Jan develops a loving and warm relationship with the boys. When one of them, Bobby Lennox (Donald MacDonald), receives a transatlantic phone call from his mother telling him that she will be unable to visit him at Christmas, Jan recognizes the boy's deep need for maternal affection. She offers him a cup of hot chocolate and words of comfort and assurance. Kaper composed a lovely cue for this scene—a simple, folk-like tune reflecting childhood innocence and reassuringly orchestrated with delicate, chamber orchestra textures—but

the completed film omits the cue entirely.

**18. Class Room Montage** A brief fugal variation of "Oh! Mighty Oaks!" accompanies a montage of classroom scenes depicting a typical day at the school.

**19. Let Yourself Go/Dick Ignored** Richard Oliver Sr. (Barry Sullivan), a wealthy Texas industrialist, brings his son (Tim Considine) to The Oaks. Frustrated because he cannot control Richard Jr. (known as Dick), Oliver hopes the school can teach the boy discipline. Dick's negative attitude makes it difficult for him to fit in. One night, to show off, he sets off the indoor sprinkler system. The boys all get in trouble for the false alarm, but they follow their own code of honor and refuse to turn Dick in to the school authorities. Distressed, Jan turns to fellow teacher Joe Hargrave (Robert Ryan) for advice in dealing with the boys. A lumbering and queasy variation of "Oh! Mighty Oaks!" comments wryly on the situation, covering a segue to the following day, when the boys suffer their punishment (scrubbing the gym floor) while pointedly ignoring the actual perpetrator.

**20. Letter for You** Bobby is thrilled to receive a letter from his mother at last—although Jan actually wrote it herself. The sentimental melody from the unused cue "Hot Chocolate" (track 17) appears as she looks happily on, the delicate orchestration (featuring strings and harp) adding heartfelt poignancy to the scene while the boy excitedly reads the letter to his classmates. French horn concludes the cue on an unresolved note when Dick, upset by Bobby's happiness, turns away.

**21. Beyond the Call of Duty** In the film's most extended musical sequence, Kaper scores a fluid montage covering a great deal of plot exposition. After Dick suffers an injury in a fall (the result of a prank perpetrated by the other students), his father insists the boy come home. The headmaster, Dr. Barrett (Richard Haydn), tells Jan she must accompany Dick on his flight back to Texas. "Oh! Mighty Oaks!" comments stoically as she reacts to the news, but dissolves into a "love theme" built from a five-note cell when Joe shares his concerns. Although he does not say outright that he has feelings for her, the music suggests that perhaps he does. The mood abruptly dissipates when the headmaster returns with further instructions, although the "love theme" resurfaces as Joe wishes her "bon voyage." Lovely, sensitive writing—first horn and winds, then strings—underscores Jan's motherly care both on the trip and at the Oliver home. "Oh! Mighty Oaks!" makes a brief but dignified appearance when she empathizes with Dick about his peer problems.

**22. Jan & Dick Return** Jan makes a breakthrough with Dick (and consequently attracts romantic attention from the boy's father), but after they return to The Oaks, each has misgivings—Dick about how his schoolmates will receive him and Jan about her relationship with Joe.

“Oh! Mighty Oaks!” announces their arrival, but tentative woodwind phrases build suspense until the song erupts in a burst of childlike exuberance when Dick’s classmates greet him enthusiastically.

**Faculty Meeting** Jan takes Bobby to the sick ward when he complains of an upset stomach, but leaves him with reassurances that all will be well. A fragment of the gentle tune from “Hot Chocolate” segues to “Oh! Mighty Oaks!” as the scene transitions to Dr. Barrett’s office, where the headmaster briefly addresses the assembled faculty prior to graduation exercises. This cue did not appear in the finished film.

**23. Commencement** A noble, Elgarian development of “Oh! Mighty Oaks!” accompanies Dr. Barrett’s commencement speech. His words about leaving The Oaks behind seem addressed not just to the graduates but also to Jan, who has submitted her resignation. Although she is about to depart with Mr. Oliver and Dick, she is torn between her feelings for the wealthy businessman and her colleague, Joe.

**24. Bobby’s Letter/Bobby Asleep** Jan visits Bobby in the hospital. As Joe watches, she reads the boy a loving letter from his mother, but Joe soon realizes she is making it all up—the letter from which she is reading is actually her own letter of recommendation from Dr. Barrett. Kaper begins the cue “Bobby’s Letter” with a reference to the “love theme” from “Beyond the Call of Duty,” subtly suggesting the actual thoughts of both Jan and Joe. Bobby’s sentimental tune takes over, alternating with “Oh Mighty Oaks!” in a tender passage that makes its dramatic point with the intimacy of chamber music. Bobby falls asleep, a picture of contentment, but the music swiftly rises to an abrupt cut-off as Joe grabs Jan, kisses her, and finally admits his true feelings.

## Somebody Up There Likes Me

NBC had scheduled its television adaptation of “The Battler,” Ernest Hemingway’s short story about a washed-up, punch-drunk fighter, to air in October 1955, with James Dean in the title role. But when the volatile young actor died in a tragic accident less than one month prior to the live broadcast, the network decided to move another up-and-coming young actor, Paul Newman, from the part of narrator Nick Adams into the lead. It proved to be a fortuitous development for Newman, because his performance so impressed director Robert Wise and producer Charles Schnee that they cast him as prizefighter Rocky Graziano—another role originally intended for Dean—in *Somebody Up There Likes Me* (1956), their film version of Graziano’s autobiography.

Born Thomas Rocco Barbella, Graziano (1919–1990) reigned as world middleweight champion in 1947 and

**25. End Title and Cast** As Jan begins to leave with Mr. Oliver, the boys step forward and give her a farewell gift—a coffeepot. Their “testimonial” so moves her that she abruptly changes her plans. Seeing Joe in the distance, she announces to the boys that she will return the following year as their teacher and then runs after Joe, leaving Mr. Oliver behind. The “love theme” swells and, as the boys start to argue among themselves, a brisk up-tempo arrangement of “Oh! Mighty Oaks” brings the film to a celebratory conclusion over the “End Cast.”

### Bonus Tracks

**26. Dormitory Radio** On her first night at The Oaks, Jan sees the boys off to bed. Kaper likely intended this brief (and ultimately unused) western-flavored cue for small orchestra as source music coming from one of several radios visible in their dormitory.

**27. Dinner for Three** Early in the film, Jan visits Joe at home to ask for his advice in dealing with the boys. In an awkward moment, she watches as Joe’s girlfriend drops him off after a date. To provide a somewhat more “contemporary” sound for the scene, Kaper recycled this theme from *A Life of Her Own*, orchestrated—both in the earlier film and here—by Wally Heglin.

**28. Oh! Mighty Oaks!** The faculty and students sing their school anthem twice in the film: at an assembly kicking off the school year and again at graduation. This version—a pre-recording made in August 1953—employs nine children’s voices, accompanied by organ. It is clearly the basis for the graduation rendition, but the film mix also incorporates adult voices (including those of the principal actors), which were perhaps recorded “wild.”

—Frank K. DeWald

’48. By 1955, he had retired from boxing and begun a new career on television, appearing both as himself and in various roles on comedies, variety programs and quiz shows. His autobiography, co-written with Rowland Barber, became a surprise bestseller (M-G-M had purchased the rights even before its publication) and that, combined with his television appearances, made him a well-known pop-culture figure. His rags-to-riches story of a young street punk who found salvation and fame in sport (and the love of a good woman) had great appeal for mid-1950s America. Graziano’s personality (and his first name) would later inspire a much more famous boxing film: *Rocky* (1976).

Newman had acted on Broadway, on television and in films (including *The Silver Chalice*, FSMCD Vol. 10, No. 11), but was not yet a big star. Seizing this opportunity, he threw himself wholeheartedly into the role.

Newman spent several days with Graziano, studying his physical mannerisms and learning to mimic his accent. He also trained extensively for the film, getting himself in good enough shape to hold his own in the fight scenes.

Having already directed a superb boxing movie (1949's *The Set-Up*), Wise decided to make his new picture as realistic as possible, insisting that daytime exteriors be shot on location in New York, which provided the black-and-white film added authenticity. Scriptwriter Ernest Lehman played a little fast and loose with certain details of Graziano's life in the interest of creating a taut film, but the result was—in Lehman's own opinion—his best effort for the screen. Lehman and Wise would revisit the same location and, in some ways, the same character types when they collaborated a few years later on *West Side Story*.

The first act of *Somebody Up There Likes Me* covers Rocky's troubled childhood in Manhattan's Lower East Side, his difficult and abusive relationship with his father, his increasing problems with authority (mostly involving petty theft) and his eventual imprisonment. The second act deals with his release from prison, his drafting into the Army and his subsequent inability to cope with military authority. When Rocky goes AWOL after punching a superior officer, he manages to avoid a further descent into crime, instead finding success as a boxer—until the Army catches up with him and sends him off to Leavenworth, where he becomes a model prisoner. Once freed, Rocky finds professional success as well as personal happiness in the form of love and family. Act three covers his troubles with organized crime, but ends happily with his victory in a middleweight title fight.

Critics reacted favorably, with special praise for Newman's performance and Lehman's screenplay. *Somebody Up There Likes Me* received three Oscar nominations, winning two (black-and-white art direction and cinematography). Bronislau Kaper's spare but effective score elicited little comment, although *The Hollywood Reporter* observed that it "effectively underscores the shifting moods of the picture."

Kaper bases his entire score on just two themes: a title song (with lyrics by Sammy Cahn) and a terse, four-note motive that characterizes the grittier "urban" moments in the score. The song (which *Time's* reviewer called "treacly") belongs to a genre fashionable in the 1950s—songs of "faith and inspiration"—popularized by singers such as George Beverly Shea, Tennessee Ernie Ford, Mahalia Jackson, Elvis Presley and Perry Como (who recorded "Somebody Up There Likes Me" for the film). Kaper subjects the song's four-square, hymn-like regularity to an amazing number of transformations throughout the score, evoking emotions as diverse as

fear, despair and love.

Vocalist Bill Lee made a pre-recording of the song on May 15, 1955, while Miklós Rózsa conducted the main body of the underscore on June 1—one of the few occasions when the studio's leading composer conducted a film score by anyone other than himself. Two weeks later, studio music chief John Green conducted a short session of revisions and sweeteners.

**29. Main Title (demo recording)** In place of Perry Como's soundtrack recording of the Kaper/Cahn title song (not available for this release), FSM presents this demo version recorded by renowned Hollywood dubbing artist Bill Lee on June 1, 1956, Conducted by John Green and orchestrated (like the rest of the score) by Robert Franklyn, this preliminary recording differs from the version used in the film. Considerably longer, it includes an orchestral verse that returns to the vocal for the concluding phrase.

Como's record label, RCA, recorded his version in June 1956, featuring the Ray Charles Singers and the Mitchell Ayres Orchestra in an arrangement by Joe Reisman. RCA released it on a 45rpm single coupled with the theme song ("Dream Along With Me") from Como's popular TV show. Como's recording spent 10 weeks on the *Billboard* charts, climbing to No. 18.

**30. "L" Train** Location shots establish the New York milieu behind the opening credits, ending as a commuter train hurtles through the night. Kaper breaks the hopeful mood of the main title song with a terse, explosive four-note "urban" motive, relentlessly repeated by pounding piano octaves.

**Little Grease Ball/Flight** After an argument with his father, an eight-year-old Rocco "Rocky" Barbella (Terry Rangno) encounters two police officers. As the boy escapes their grip, a skittering passage for strings, percussion and piano breaks out. It calms down briefly and yields to a grim line for low strings when one of the cops predicts that the "little grease ball" will be in even deeper trouble 10 years down the road. A harp glissando marks the passage of time, and the camera catches the adult Rocky (Paul Newman) still running from the law. A brutal development of the four-note "urban" motive from "L Train" for full orchestra adds tension to his desperate flight, subsiding on tremolo strings and solo bassoon when he reaches the safety of his Lower East Side tenement.

**31. F.B.I.** The film uses no underscore as it chronicles Rocky's escalating trouble with the law and his multiple (and ever more serious) incarcerations. "Somebody Up There Likes Me" accompanies Rocky as he walks out of Rikers Island prison—a free man determined to better his life at last—but both the music and Rocky's hopes for the future are abruptly cut short when

two F.B.I. agents approach and inform him that he has been drafted.

**Detectives** The army is no better a fit for Rocky than prison—he goes AWOL after decking a superior officer. While on the lam for four months, Rocky follows the advice of fellow con Frankie Peppo (Robert Loggia) and visits Stillman’s Gym in New York looking for work. After Lou Stillman (Matt Crowley) hires him as a fighter, he begins a successful series of low-key bouts under the pseudonym “Graziano”—until two army detectives arrive to arrest him. Kaper’s (ultimately unused) cue at first explores his four-note “urban” motive with somber woodwinds and low strings, bringing additional tension to the scene. “Somebody Up There Likes Me” on solo oboe adds a bit of humanizing warmth as Rocky asks his trainer, Irving Cohen (Everett Sloane), to send his accumulated winnings to his mother.

**32. Fight Montage** At a court-martial, Rocky receives a dishonorable discharge—and a one-year sentence to Leavenworth. Sgt. John Hyland (Judson Pratt), coordinator of the prison’s boxing squad, discovers Rocky’s potential as a fighter and offers to train him as a professional boxer. Once released from prison, Rocky returns to the ring and begins a series of triumphs chronicled in a montage of fight footage and shots of posters announcing each match. Kaper throws his own punches in a pugnacious orchestral cue that develops “Somebody Up There Likes Me” with pounding accents and triumphant fanfares.

**33. See Me Fight** Rocky’s sister (Donna Jo Gribble) introduces him to her friend Norma Unger (Pier Angeli), initiating an awkward courtship. While on a movie date (see track 41), Rocky becomes impatient with the film’s hokey plot and dialogue and insists upon leaving, prompting an argument. When Norma accuses Rocky of being uncomfortable with expressions of love, he asks her to come watch him fight. At first she protests, but agrees to watch him train when he promises she will not see anyone get hurt. Kaper composed a serious and somber development of “Somebody Up There Likes Me,” which would have provided additional gravitas to the scene, but the completed film omits the cue. The orchestration briefly thins to solo strings at the moment Norma begins to soften, and the final abrupt accent coincides with a cut to the gym and a close-up of Rocky’s powerful gloves pummeling a sparring partner.

**34. Never** Norma shows up at the gym but Stillman scares her off. Rocky spends the rest of the day looking for her and waits outside her home in the rain until she arrives late at night. They argue, but he promises never to get into trouble again. Kaper’s yearning and pleading, string-soaked development of “Somebody Up There Likes Me” supports the couple’s search for mutual understanding. They kiss and make

up, but Rocky suddenly realizes he is in trouble again—while waiting for her, he has forgotten to show up for a fight.

**35. Courthouse** Cohen, convinced that Norma poses a distraction to Rocky, encourages him to marry her and settle down to family life. As the couple sits outside the courthouse, Rocky tries to delay tying the knot. Whimsical woodwinds play with “Somebody Up There Likes Me” while Norma tells Rocky that the only reason not to marry her is if he does not love her. Caressing strings build the tension until, led by a harp glissando and poignant violin solo, the couple run up the courthouse steps, accompanied by a triumphant statement of “Somebody.”

**Baby** Newspaper headlines trumpet Rocky’s growing fame, accompanied by fanfares derived from “Somebody Up There Likes Me.” These alternate with scenes of domesticity, including the birth of his baby, scored by more fanciful developments of the same theme.

**36. Definitely** After a series of successful bouts, Rocky suffers a vicious defeat at the hands of reigning middleweight champion Tony Zale (Courtland Shephard). When Rocky returns home from the match, Norma (who now realizes that boxing is Rocky’s life) rebukes him for the loss and encourages him to come back fighting. Inspired, Rocky takes her in his arms and kisses her, saying, “That ain’t what I’m gonna do to Tony Zale—definitely.” A solo cello renders a tender variation of “Somebody Up There Likes Me,” which bows out quickly as the scene shifts back to Stillman’s Gym.

**Peppo** Frankie Peppo, now released from prison, approaches Rocky and asks to meet with him in a bar (see tracks 42 and 43), where he explains that his business associates want Rocky to take a dive in his next fight—or else they will expose his past (including his year of hard labor at Leavenworth, about which Norma remains ignorant). Rocky refuses, but the encounter with Peppo haunts him. Kaper’s four-note “urban” motive emphasizes Peppo’s ominous presence, followed by tremolo strings and disturbing piano riffs as Rocky awakes from a nightmare.

**37. Fight Off** Rocky declines to throw the fight, but instead feigns back pain and calls off the bout. A newspaper headline announces the cancellation, accompanied by a combative orchestral outburst, with a sub-heading explaining that Rocky will recuperate with his family in Florida. As Rocky and Norma drive through New York City after returning from the vacation, a relaxed string development of “Somebody Up There Likes Me” takes an unsettling turn when two detectives pull them over and ask Rocky to visit the District Attorney’s office; the finished film dials out the music at 0:32.

**38. Headlines** Investigators question Rocky about his failure to report the bribery attempt, but even when brought face-to-face with Peppo and his associates, he refuses to identify them. An ominous development of “Somebody Up There Likes Me” with pounding timpani accents reinforces a series of newspaper headlines revealing Rocky’s legal troubles.

**Fix and A Thief Again** The New York Boxing Commission revokes Rocky’s license and cancels his fight with Tony Zale. A somber and angst-ridden development of “Somebody Up There Likes Me” underscores his grief, followed by the four-note “urban” motive as Norma asks the media: “What does he have to do to please them—become a thief again?” The cue crescendos to a conclusion as a headline trumpets news of his dishonorable discharge and stint in Leavenworth.

**Gone** A reprieve comes in the form of an offer from the Illinois Boxing Commission, which will allow Rocky to fight Zale in Chicago, but Rocky worries that he will never be recognized as a legitimate fighter. He argues with Norma and his manager in a Chicago hotel room, then storms out angrily. Anguished string phrases lead to a brief statement of “Somebody Up There Likes Me” as Rocky flies back to New York.

**39. Somebody Up There Likes Me—Walking Sequence** Confused and conflicted, Rocky walks the street of New York, passing by typical urban scenes, including a homeless drunk sleeping on a curb, lovers in an alley and police rounding up a group of teens. A gentle jazz version of “Somebody Up There Likes Me,” arranged and conducted by Skip Martin, plays as a soothing nocturne while Rocky makes his way home. There he confronts his alcoholic father, who in a dramatic (but unscored) scene tells Rocky to go back to Chicago and make something good of himself. “Be a champ, like I never was!”

**40. End Cast** After defeating Zale in Chicago, Rocky receives a hero’s welcome—complete with ticker-tape parade—in New York. Although he tells Norma he will not always be a world champ, he knows he has won something that no one can ever take from him: self-respect. Perry Como’s vocal (not included here—

see track 44) wraps up the film, followed by an optimistic, up-tempo reading of the “Somebody Up There Likes Me” melody for the concluding actor credits. John Green conducted this revised version on June 14, replacing a jazzier, more flippant arrangement recorded by Miklós Rózsa two weeks earlier (see track 45).

#### Bonus Tracks

**41. Alice & Dave** Rocky takes Norma to the movies, and Kaper reinforces the picture-within-the-picture’s saccharine dialogue with this bit of string-soaked Hollywood romance.

**42. Bribe #1 (Dinner for Three)** When Rocky meets Peppo for a drink, this jazz piece (arranged and conducted by Skip Martin) plays in the background. Kaper used the same tune (which comes from Kaper’s score for *A Life of Her Own*) in *Her Twelve Men* (disc 1, track 27); only about 0:45 of the cue appears in *Somebody*.

**43. Bribe #2** Shortly after “Bribe #1” concludes, this second source jazz cue picks up and plays until the end of the scene.

**44. Main Title Lead In** Atypically, Kaper provides no attention-getting music for Leo’s roar at the beginning of the film. Instead, a quiet introduction (conducted by Rózsa) accompanies an introductory title card in which Graziano declares: “This is the way I remember it. . . definitely.” In the film, this leads directly into Como’s vocal.

**End Title Sweetener** John Green conducted this “sweetener” for Como’s closing vocal on June 14, subsequently laid over the singer’s pre-existing recording—and likely intended to add a cinematic “punch” to the conclusion of the film.

**45. End Cast** Rózsa conducted this up-tempo, big band setting of the title song, arranged by Skip Martin, on June 1; the finished film replaced it with a different musical perspective (see track 40).

**46. End Cast—New** In the same June 14 session at which he recorded the film version of “End Cast” (track 40), Green also conducted this recording of the same cue that omitted the first eight bars.

—Frank K. DeWald

## Ada

Mississippi-born writer Wirt Williams learned firsthand about the underbelly of Louisiana politics during his 1946–49 stint as a reporter for *The New Orleans Item*. His exposés for that paper unearthed corruption in state government and earned him a Pulitzer Prize nomination. Williams subsequently transitioned from journalist to novelist, obtaining a Ph.D. in English from the University of Iowa and accepting a teaching position at Los Angeles City College. His novel *Ada Dallas*, which

brought another Pulitzer nomination, drew upon his Louisiana experiences, telling the story of a woman who puts herself through college working as a prostitute, has an affair with a television reporter, marries a man who becomes governor, and maneuvers herself into becoming the state’s first female chief executive, eventually imposing martial law.

Producer Lawrence Weingarten (under his Avon Productions banner) acquired the film rights to *Ada*

*Dallas* for M-G-M six weeks prior to its publication by McGraw-Hill on October 29, 1959. Weingarten initially pursued Elizabeth Taylor to take on the lead role, but after *Butterfield 8* the actress had had her fill of playing a prostitute (and was relieved to be finished with her M-G-M contract, in order to star in Fox's *Cleopatra*). While Weingarten did not snag *Butterfield 8*'s star, he did employ its director, Daniel Mann; by August 1960, Susan Hayward and Dean Martin were also on board, with Arthur Sheekman adapting the novel for the screen.

In December 1960, M-G-M shortened the title of the picture from *Ada Dallas* to simply *Ada*, in deference to the 1937 Samuel Goldwyn production *Stella Dallas*. Consequently, the story's governor became "Bo Gillis." The changes to the novel's scenario did not stop there. The final script, credited to Sheekman and TV writer William Driskill, moved the timeframe from the present day to 1936, the location from Louisiana to an unnamed Southern state (near Alabama) and transformed the novel's dark plot into a Capra-esque story wherein "regular folks" elected to office outwit machine politicians.

The film's Ada (Hayward) is an experienced call girl hired to entertain guitar-strummin' Collins County sheriff—and gubernatorial candidate—Bo Gillis (Martin) for an evening. The two unexpectedly hit it off, and before long Gillis proposes to—and elopes with—Ada, sparking consternation among his advisors, from cynical-but-honest speechwriter Steve Jackson (Martin Balsam) to corrupt political boss Sylvester Marin (Wilfrid Hyde-White). After concocting a fake biography for the candidate's new wife, Marin engineers a Gillis victory through underhanded dealings spearheaded by Col. Yancey (Ralph Meeker), chief of the state police, who openly expresses his lust for Ada. Once ensconced in the governor's mansion, Gillis finds himself a mere figurehead; when he and his reform-minded lieutenant governor, Ronnie Hallerton (Frank Maxwell), challenge Marin's shady backroom dealings, the political boss responds by blackmailing Hallerton into resigning his post. After Ada finagles her way into an appointment as Hallerton's replacement, Gillis lands in the hospital when an assassination attempt nearly claims his life. Gillis turns on Ada, thinking she conspired with Marin in the failed plot; meanwhile, after assuming the role of acting governor, Ada wastes no time in proving her husband wrong.

Although most of the filming took place on M-G-M's lot in Culver City, the cast and crew did venture 400 miles north to Sacramento in February 1961 to shoot scenes in the rotunda of the California State Capitol. While other productions had used exterior shots of the capitol building, *Ada* was the first to film inside the structure. The original schedule called for the lo-

cation work to coincide with a legislative recess, but delays resulted in the shooting taking place alongside Assemblymen at work and other routine goings-on. On one occasion, filming paused due to a previously scheduled performance by two college choirs, prompting the studio timekeeper to record the cause of the delay as a "choral break."

Even though Hayward's previous collaboration with Mann and Weingarten had resulted in an Oscar nomination—for 1955's *I'll Cry Tomorrow* (FSMCD Vol. 7, No. 13)—her by-the-numbers performance in *Ada* generated considerably less acclaim. Martin proved to be at home playing the folksy candidate, but had little to do during the latter half of the picture, while *Variety* offered that Balsam, Meeker and Maxwell provided "[e]ffective key support" in their limited roles. The performance that drew the most attention from critics was that of Wilfrid Hyde-White: many reviewers noted that, while he was horribly miscast (his British accent keeps poking through an affected Southern drawl), he stole the picture with his smiling malevolence. *Time* wrote that the actor "dominates the audience as a waving cobra captivates a mouse," while Philip K. Scheuer in the *Los Angeles Times* found him "miscast... yet he succeeds in giving the film's sharpest performance." On the other hand, Joseph Morgenstern in the *New York Herald-Tribune* deemed the British actor "utterly and wildly wrong for the part," failing to believe him as "a Southern political boss and not a raffish Englishman who walked into the wrong studio."

Many critics also pointed out one glaring anachronism: the use of a portable tape recorder as a key plot point late in the film. Another of the picture's touches possessed more verisimilitude, however: a song crooned by Martin early on, "May the Lord Bless You Real Good." A 1957 composition by Wally Fowler and Atlanta disc jockey Warren Roberts, the tune had actually been used during a 1958 Alabama gubernatorial campaign. Fowler and a group called the Sons of Song accompanied candidate A.W. Todd across the state during the Democratic primary, singing patriotic and religious selections at each stop. The Todd campaign printed a songbook with some of these tunes, and a May 5, 1958, *Life* photo essay even included an excerpt from "May the Lord Bless You Real Good" along with a picture of Fowler and his fellow musicians in action. Fowler later recorded the song with the Oak Ridge Boys Quartet (a group he founded, later famously known simply as the Oak Ridge Boys).

Composer Bronislau Kaper, reuniting with director Daniel Mann after *Butterfield 8*, employed the Fowler-Roberts tune in his main title and—sparingly—in other cues later in the picture. Kaper's original contributions center on his theme for *Ada*, introduced as source music

early in the film. Mack David later added lyrics to the theme to create a song called “Ada,” although apparently no singer ever recorded the vocal version. Leroy Holmes, however, did include an arrangement of the theme (featuring wordless chorus) on his album *Leroy Holmes & His Orchestra Play the Love Theme From Lolita and Other Movie Favorites* (MGM SE 4064), which *Billboard* described as “[s]olidly musical and easy on the ear. . . all done with gloss and polish.”

As *Variety* noted in its review of the film, “Bronislau Kaper’s score is unobtrusive, except for the burst of campaign parade melody under the titles that deserves to be heard.” The low-key approach works quite admirably, offering dramatic support when needed, but otherwise staying out of the way during numerous drawn-out dialogue scenes. Jack Mollitt in *Limelight* wrote that “Bronislau Kaper’s score. . . heighten[s] the emotional values” of the film, while James Powers in *The Hollywood Reporter* merely stated: “Bronislau Kaper’s music is an asset.”

While the *Ada* CD program groups the non-Kaper source music together in a bonus section following the main score presentation, the track-by-track analysis below discusses the cues in film order.

### 1. Main Title/May the Lord Bless You Real Good

After an opening flourish, Kaper launches into a “variations and theme,” introducing snippets of “May the Lord Bless You Real Good” over the opening credits before culminating with a complete instrumental presentation of the song for marching band as the film shifts from the main titles to a parade.

The parade leads to a campaign rally for gubernatorial candidate Bo Gillis (Dean Martin), who grabs his guitar and sings “May the Lord Bless You Real Good” during his stump speech. Due to licensing restrictions, Martin’s vocal could not be included on this CD.

**17. Should I?** After the rally, a police escort whisks Gillis away to a party at a high-class bordello run by Alice Sweet (Connie Sawyer). Piano and bass play this Nacio Herb Brown and Arthur Freed tune (from the 1929 M-G-M musical *Lord Byron of Broadway*, later used in a number of M-G-M films, most famously *Singin’ in the Rain*) as source music in the establishment prior to the candidate’s arrival. Alice summons her best employee, Ada (Susan Hayward), and assigns her to entertain Gillis for the evening.

**16. Don’t Blame Me** When Gillis arrives (marked by a brief refrain of “For He’s a Jolly Good Fellow,” not included on this CD), the house band launches into “Don’t Blame Me” by Jimmy McHugh and Dorothy Fields (introduced for the 1932 Chicago run of the 1927 musical revue *Clowns in Clover*, and utilized soon thereafter in the classic 1933 M-G-M film *Dinner at Eight*).

The music begins under a conversation between Gillis and various politicians, continuing as Ada pulls him away to the dance floor and initiates a pro forma conversation as they dance to the music. When Gillis suggests they retire to his room, they proceed upstairs—over the protests of his advisor and speechwriter, Steve Jackson (Martin Balsam)—as the music persists, heard more quietly on the film soundtrack to indicate a greater distance from the party.

**2. Ada** “Don’t Blame Me” continues to play as Gillis tries to engage Ada in an actual conversation, but she keeps her emotional distance, treating him like a client. The source cue comes to a natural conclusion at the precise moment Ada begins to let down her guard, when Gillis elicits the fact that they share a common rural upbringing. Kaper then introduces his theme for Ada, ostensibly as source music continuing to play from the party below. The composition has the quality of a period standard—not surprising, as Kaper himself wrote a number of standards during the era in question. The music remains unobtrusive throughout their ensuing discussion—as Gillis relates his backstory and Ada opens up (to a degree) about her own—so much so that most viewers likely fail to realize the transition from pure source music to quasi-underscore. The cue fades out on a transition to the next morning after Ada offers to make a “campaign contribution” and the two lock lips. (Al Woodbury orchestrated this cue as well as “Don’t Blame Me,” and arranged “Should I?”; Leonid Raab handled the other orchestration chores for the film.)

**12–14. May the Lord Bless You Real Good** On January 3, 1961, prior to the commencement of principal photography, Robert Armbruster recorded these three arrangements of “May the Lord Bless You Real Good” for a six-piece jazz ensemble. About 0:25 of one version is heard in the film as a train carrying Gillis (and a Dixieland band) pulls away from a whistle-stop campaign event.

**15. May the Lord Bless You Real Good** At the January 3 session, Armbruster also recorded the solo version of the song featuring Dean Martin backed by guitar (heard in the film after the “Main Title” but not on this CD) as well as two versions of a vocal arrangement for male quartet and orchestra (one of which added Martin’s vocals to those of the quartet). This CD includes the quartet recording minus Martin (again due to licensing restrictions); in the film, approximately 0:30 of this arrangement appears as source music when Gillis crashes a stump speech given by his opponent, the song blaring from loudspeakers mounted on top of an automobile. The film mix initially features just the quartet, with Martin’s vocal discernible toward the end of the sequence.

**3. The Proposal** Gillis meets with Ada in a private booth at a tearoom—their relationship has developed from a one-night business relationship into something more serious, but Ada plans to travel to Memphis. Gillis pleads with her to stay, surprising Ada when he proposes marriage. The glassy tones of a vibraphone usher in Ada’s theme, which plays quietly on various solo instruments under their conversation, yielding to solo violin for an especially tender exchange. The theme swells into a statement for full orchestra on a transition to the following morning, with Ada—now Mrs. Gillis—driving her new husband to his townhouse. The cue subsides, concluding uncertainly with solo bassoon and two vibraphone notes when a worried Steve meets them at the door.

**4. Pardon Me** Political boss Sylvester Marin (Wilfrid Hyde-White), the mastermind behind the Gillis campaign, responds to the news of Bo’s marriage with orders to conceal the license and have the union annulled. Gillis protests, but it is Ada who stands up most forcefully to Marin. Kaper likely intended this unused cue to cover the end of the scene (with the introductory clarinet line for Marin’s momentary comeuppance, foreshadowing the dark, reedy colors that will attach to him later in the film) and the transition to the next, in which Steve instructs Ada on how to deal with waiting reporters (as a celesta intones fragments of “May the Lord Bless You Real Good,” suggesting the ever-present concerns of the campaign.)

**5. Barbecue** This source music, which packs one banjo-flavored melody after another into a cue lasting just over two minutes, plays during a campaign event at Marin’s estate. The opening bars accompany the new Mrs. Gillis charming some of the women in attendance, with the balance playing under a conversation involving Marin and Gillis’s running mate, Ronnie Hallerton (Frank Maxwell).

**6. Governor** With the assistance of Col. Yancey (Ralph Meeker), the head of the state police, Marin engineers the arrest of the wife of Gillis’s opponent on drug charges, which leads to the woman’s suicide. Marin responds to the tragic news by greeting Gillis as the next governor. Kaper’s somber setting of “May the Lord Bless You Real Good” enters on a transition to the morning after the election, as a taxi carries Bo and Ada to the state capitol. In contrast to the celebratory music one might expect for a moment of victory such as this, the music reflects the seedy underbelly of the political process—the flipside of the uplifting campaign rally at the beginning of the film.

**The Office** A guard permits the governor-elect and his wife to enter the building and escorts them to the governor’s office. As they enter, a noble solo horn alternates with solemn, hymn-like string writing, sug-

gesting that the gravity of their newfound power is just beginning to sink in.

**Life Is a Wonder** After a reel change, the music continues as they discuss Bo’s new responsibilities and his high ideals. Kaper’s writing—predominantly for strings—recalls the harmonic language and chamber orchestra mood (but not the melodic substance) of Wagner’s *Siegfried Idyll*, a piece of music written for a similar intimate moment between husband and wife.

**Wait and See** Kaper covers a transition from the inauguration ceremony to Steve arriving at the governor’s mansion (some weeks later) with this energetic triple-meter passage, which lends urgency to an otherwise static shot of a car parking in front of a building. The music subsides from full orchestra down to solo strings as Steve enters the residence to meet with Ada.

**7. Tea Party** Ada orders Steve to secure her an invitation to a tea party attended by the wives of the state’s most powerful businessmen. Only 0:25 of this cue appears in the film, with Kaper adding mild Prokofiev-style dissonances to a dainty tune, gently sending up the pretentiousness of the tea party attendees.

**8. Sylvester** Not long after taking office, Gillis becomes aware that he is a mere figurehead, signing legislation and executive orders placed in front of him by Marin. He complains—to no avail—but when Ronnie Hallerton informs Bo about the graft and corruption contained in those documents, the governor storms up to Marin’s office. Kaper’s music is appropriately dark and energetic, subsiding briefly to allow Marin’s secretary to inform Gillis that her boss is at a health club. The musical vigor returns as Bo arrives at the club, full of bluster.

**Ronnie** Marin rebuffs Gillis, who ends the conversation with a threat not to sign any more legislation. Kaper’s brief transition cue bridging the health club scene with the next (back in Marin’s office) begins with a dramatic outburst from strings, then subsides into a tone pyramid as Ronnie Hallerton arrives for a meeting with Marin.

**9. Visit** After Marin blackmails Hallerton into resigning his post as lieutenant governor, he pays a visit to Ada at the governor’s mansion. Kaper’s cue, marked by stark, imitative string phrases, covers Marin arriving and proceeding upstairs, where he enters Ada’s bedroom to find her not fully clothed.

**10. The Car** Ada manages to have herself appointed lieutenant governor—over Bo’s objections—and a meeting between Gillis, Ada and Marin ends badly, with Bo threatening to expose Marin’s corrupt ways. After Marin departs, Gillis implies his belief that Ada has sold herself out to Marin, then storms out. Cellos and basses initiate a somber reading of Ada’s theme on a transition from a reaction shot of Ada to Gillis

leaving his office and taking an elevator to the parking garage below. Violas eventually enter in fugal imitation when he gets in the back seat of his car and waits impatiently for his chauffeur, with violins joining as he moves to the driver's seat—and an explosion ejects him from the vehicle.

**Hospital** The stark phrases from “Sylvester” return. This cue's title—and the film's legal cue sheet—places it at the beginning of the scene following “The Car,” in which Ada visits the injured Bo in his hospital room. But in the finished film it follows “I Don't Care,” covering a transition out of the hospital sequence, as Ada returns to the governor's mansion to find Marin waiting for her.

**I Don't Care** Kaper's solemn string writing continues in Bo's hospital room as Gillis accuses Ada of being complicit in the attempt on his life. Solo oboe and English horn contribute to the texture, yielding to aching violin phrases that eventually lead to a somber statement of Ada's theme. Kaper develops phrases from the melody, a tender string statement finally leading to a more optimistic—yet understated—dance-band orchestration as Gillis recalls his happy first moments with Ada. The cue ends on an uncertain note as Ada refuses to protest her innocence more vociferously, thinking

## Two Loves

*Two Loves* (1960), adapted from the novel *Spinster* by New Zealand author Sylvia Ashton-Warner, concerns American Anna Vorontsov (Shirley MacLaine), who teaches in a remote part of northern New Zealand. In spite of her unorthodox teaching methods, Anna's students and their parents dearly love her, yet she leads a troubled personal life. Sexually inhibited and frightened of love, Anna is an unhappy loner who devotes all of her energy to her students while spurning romantic advances from a fellow teacher, Paul Lathrope (Laurence Harvey). Late in the film, Anna is shocked to discover that her 15-year old Maori teaching assistant, Whareparita (Nobu McCarthy), is pregnant—and even more shocked at the girl's nonchalant reaction when her twins are stillborn. When Paul dies in a motorcycle accident that may have been a suicide, Anna blames herself for the tragedy, then learns that Paul was likely the father of Whareparita's twins. In the end, unhappily married school inspector W.W.J. Abercrombie (Jack Hawkins) helps Anna pick up the pieces and start life over with a new attitude.

M-G-M acquired the rights to Aston-Warner's novel in March 1959, and by July of that year had assigned Ben Maddow to adapt it for the screen. Initially, producer Julian Blaustein and director Charles Walters planned to film the story on location in New Zealand,

that he would not believe her anyway.

**11. Elected** A solo horn, two clarinets and snare drum quietly intone snippets of “May the Lord Bless You Real Good” as the state's chief justice swears in Ada as acting governor.

**Alice** In the governor's office at the capitol, Ada receives a call from Alice Sweet (Connie Sawyer), her old madam, who persuades Ada to meet her at a motel. The cue begins mysteriously with bass clarinet, shifting to a troubled setting of Ada's theme over a bassoon counterline for their conversation, then to the energetic triple-meter material from “Wait and See” as Ada drives herself to the meeting.

**End Title** The remainder of the film—in which Ada engineers the repeal of Marin's corrupt legislation, Marin and Yancey respond by making public Ada's sordid past, and Gillis returns to the legislature to offer an impassioned defense of his wife—plays without music. For the optimistic resolution, with husband and wife reunited, Kaper employs “May the Lord Bless You Real Good” one last time. The composer introduces the tune gently on guitar (Gillis's instrument) against tolling chimes, swelling to a full orchestra statement for the end title card.

—Jeff Eldridge

but the shooting schedule conflicted with the local rainy season and various other complications arose, so production took place in Los Angeles. The studio hired Rev. Kingi M. Ihaka, an expert on New Zealand affairs (who eventually played the small part of a preacher in the film), to ensure authenticity. Shooting began on October 17, 1960, on a tight schedule because several actors had other commitments waiting for them: Harvey, in particular, needed to start filming *Summer and Smoke* by November 19. This forced Walters, much to his dismay, to shoot the film out of sequence, with all of the major emotional scenes featuring Harvey done first—perhaps before the actors had been able to settle into their roles.

Because Anna is a would-be concert pianist, Bronislaw Kaper adopted a classical piece (played by Anna early in the film) for the “Main Title” and develops it throughout his score. Franz Liszt composed his 12 *Transcendental Etudes* for solo piano in 1837, revising them in 1851. Kaper chose the 10th etude, nicknamed “*Appassionata*,” for *Two Loves*—it is perfectly suited to the drama, with its turbulent chromaticism and its yearning, upward-striving half-steps and wider leaps. Kaper also composed some pseudo-native material for source music, including a funeral chant (not on this disc) and a “children's song” incorporated into the underscore (but only a fragment of which is performed on screen).

*Two Loves* failed to find an audience, with most critics agreeing that MacLaine was miscast and that Harvey's performance was over the top (at least two reviewers called it "hammy"). Jack Hawkins earned commendations for the stability he brought to the film in his role as the mature corner of the love triangle, while critics praised Nobu McCarthy for her nuanced performance as a young Maori girl dealing with the clash between her native traditions and Western notions of propriety. Several critics noted Kaper's music approvingly: *Limelight* called it "excellent"; *Film Daily* said it was "pleasing"; *Variety* wrote that it "provided exciting emotional accompaniment, listenable on its own terms"; and *The Hollywood Reporter* concluded that "Bronislau Kaper contributes a memorable score, particularly in his use of the piano to give it a concerto-like feel."

**18. Main Title** Kaper opens the film with a full-blown concertante treatment of Liszt's *Transcendental Etude* No. 10 over the title sequence, remaining quite faithful to the original piece—fleshing out and supporting the solo piano texture with full orchestra—while making a few minor cuts in the interest of conciseness and timing. As the film segues to its opening sequence, Kaper begins to explore and develop Liszt's thematic material in a passage that is distinctly of his own invention. Various solos (violin, English horn, piano, flute) quietly accompany Anna Verantsov (Shirley MacLaine) going about his morning routine—opening a window shade, putting a kettle on the stove, etc. Waiting for the water to boil, she sits at her piano and plays the opening passage of the Liszt work (a performance not included on this disc), thus linking the opening credit music with the narrative.

**19. Brandy** As Anna brews her tea, an innocent-sounding phrase (first heard on oboe, then violins) rides over a two-note ostinato. Continuing the cheerful mood, Kaper introduces the melody of an original "children's song" ("Haere Tonu Ra"), but dour harmonies intrude when Anna fortifies herself with two teaspoons of brandy. An expansive string theme take over as she drives to work across the rustic New Zealand landscape. The sequence ends with a falling minor-third motive from the children's song, played by French horn.

**20. You're Right (revised version)** Anna argues with Paul Lathrope (Laurence Harvey), one of her fellow teachers, about proper disciplinary measures. When he admits that she is right, Kaper's music enters on a low string line as the argument cools. Paul tells Anna he is an aspiring singer and when she agrees to hear him "sometime," his hopes rise as the color of a solo flute brightens the music. A harp flourish covers a transition to Anna's cottage, where she accompanies Paul singing (rather badly) Schubert's "Ungeduld" ("Impatience")

from *Die Schöne Müllerin* (another performance not included on this disc).

**21. Alone** The evening does not end well: Paul has a meltdown and begs Anna to let him stay the night, but she rejects him. The music, melodically vague and harmonically ambiguous, develops a theme (introduced on oboe) that cannot seem to escape just two notes. The sensitive orchestration—in a different context it might have become a "love theme"—reflects the unstable natures of both characters.

**22. Come In** Kaper reprises the expansive string theme from "Brandy" as Anna takes time out during a shopping trip for a visit with school inspector W.W.J. Abercrombie (Jack Hawkins) to share her concerns about Paul's emotional well-being.

**23. Eugene** Anna reveals something of her past to Paul: she tells him about Eugene, a young man whom she had rejected because she could not bear the thought of intimacy. Edgy *sul ponticello* strings and alto flute (joined by English horn) provide an unsettling background. When Paul realizes why Eugene and Anna broke up, the piano enters with a development of the Liszt theme, emphasizing the yearning, chromatic nature of the melody; later, the loneliness motive from "Alone" returns. This entire passage mines the same vein of "tortured" music for "damaged" people that Kaper explored so well in *Bitterfield* 8.

**24. Mountains** Anna joins Abercrombie and some of her colleagues on an excursion into the mountains. Strings begin with a development of the children's song, and as their bus rolls out, the music swells and French horns intone the falling-third motive.

**Paul** Anna returns from the trip tired but happy. After the cue begins with full orchestra reflecting her buoyant mood, the orchestration thins out. The loneliness motive returns on solo violin when Anna enters her house to discover Paul stretched out on her couch.

**25. Afraid of Men** Kaper develops the "loneliness" theme when Paul accuses Anna of being afraid of men. She does not deny the assertion, and as they try to reach out to each other, the motive takes on more of the characteristics of a traditional "love" theme—including major-mode harmonies.

**26. Don't** A gentle string passage leads (via a harp glissando) into development of the Liszt work as Paul embraces Anna and begins to kiss her, the cue rising passionately when she responds—at first. When Anna pulls away, the music wanders aimlessly without settling on any particular idea while Paul—angry and bitter—speaks to her cruelly before storming out. At the end of the cue, a solo cello accompanies Anna's painful tears.

**27. Death** Paul taunts Anna when he encounters her at a hospital, eventually losing control and attacking her, all the while protesting that he loves her. Anna

slaps him when he rips open her blouse, and the Liszt theme erupts; she drives off and Paul walks away in a daze. Later, at home alone, quieter variations of the theme accompany her thoughts until she hears Paul's motorcycle in the distance. As he drives recklessly, the music builds in intensity with anguished strings and muted brass in a fateful *agitato* that climaxes when Paul drives off the road, precipitating a fiery crash.

**28. Tea** After Paul's funeral, Anna attempts to comfort Maori native Whareparita (Nobu McCarthy), her 15-year-old teaching assistant. Anna slaps the girl when, clinging to her Maori suspicions, Whareparita blames ghosts for the recent miscarriage of her twins. Solo clarinet wanders above suspended harmonies until strings take over, followed by solos for flute and English horn against eerie high-pitched string tremolos. An intense rhythmic escalation (as Whareparita describes the ghosts) leads to an abrupt cutoff before a short orchestral outburst intensifies the slap.

**Anna** After Whareparita departs, Anna—now cognizant that Paul fathered Whareparita's stillborn babies—becomes ill with anguish and breaks down in strangled tears. A short phrase ascends through the

## Butterfield 8

John O'Hara's first—and perhaps greatest—novel, *Appointment in Samarra*, appeared to much acclaim in 1934. Although the author earned several screenwriting credits during the 1940s, it was not until the late '50s—after *Ten North Frederick* won the 1955 National Book Award—that his novels began to make the transition to the screen. The film version of the stage musical *Pal Joey*, with a book by O'Hara based on his own epistolary novel, reached theaters in 1957, followed a year later by a big-screen adaptation of *Ten North Frederick*. Against this backdrop, veteran M-G-M producer Pandro S. Berman resolved to film O'Hara's 1935 novel *Butterfield 8* as a vehicle for Elizabeth Taylor.

The life and mysterious death of Starr Faithfull, a 25-year-old woman found drowned on Long Island in 1931, had inspired the plot of O'Hara's novel. As adapted for the screen by Charles Schnee (*The Bad and the Beautiful*) and John Michael Hayes (*Rear Window*), *Butterfield 8* tells the story of New York model Gloria Wandrous (Taylor), who operates as a call girl through her answering service (whose telephone exchange, BUTterfield 8, gives the novel its title). Her liaison with married businessman Weston Liggett (Laurence Harvey) develops into a more substantive relationship, and while they eventually realize they are truly in love, their mutually volatile personalities—along with Gloria's childhood demons and Liggett's complicated relationship with his wife—doom the affair to a tragic conclusion.

string section against a pulsating rhythm, while a bit of color from celesta adds further poignancy to the cue.

**29. Carnation** Abercrombie arrives to comfort Anna and assure her she bears no responsibility for Paul's death, which she believes to be a suicide. Solos from alto flute and English horn lead to the children's song—again on strings. A telling modulation at 0:53 brings additional ardor to the theme, and tender solo strings accompany Abercrombie's declaration of his love for Anna.

**30. End** Anna returns to her classroom with renewed purpose, and Abercrombie walks away whistling the children's song. The orchestra picks up the tune and Kaper closes the film with a succinct orchestral flourish.

### Bonus Track

**31. You're Right (original version)** Recorded at the first orchestral session (on February 1, 1961), this early version of the cue features a slightly different ending compared to the revised cue recorded two weeks later—the flute at 1:02 is an octave lower, and there is no final flourish for harp.

—Frank K. DeWald

Taylor had starred in four Berman productions, including the classics *National Velvet* and *Father of the Bride*. By the end of the 1950s, her star power only increased as she moved away from ingénue parts to serious dramatic roles—receiving consecutive Best Actress nominations for *Raintree County* (1957), *Cat on a Hot Tin Roof* (1958) and *Suddenly, Last Summer* (1959)—but her personal life garnered as much publicity as her onscreen work. Taylor's third husband, producer Mike Todd, died in a March 1958 plane crash, and within a year she embarked on a relationship with Todd's friend, singer Eddie Fisher, who divorced Debbie Reynolds to marry Taylor. The combination of Taylor's box-office clout and her status as a tabloid figure made her an ideal choice to play Gloria Wandrous.

Although Taylor owed M-G-M one more film on her contract with the studio (at a salary of \$125,000), 20th Century-Fox had offered her an unprecedented salary of \$1,000,000 to star in their epic biopic *Cleopatra*. Taylor hoped M-G-M would delay *Butterfield 8* so that she could film *Cleopatra* first—the studio had recently loaned her to Columbia for *Suddenly, Last Summer*—but M-G-M production supervisor Sol C. Siegel objected, threatening to keep her from working for two years if she failed to shoot *Butterfield 8* before *Cleopatra*. When Taylor responded with an emotional appeal, Siegel told her, "Fortunately or unfortunately, sentiment went out of this business a long time ago."

Taylor openly expressed her qualms with the material, claiming: “The leading lady is nearly a prostitute. The whole thing is so unpalatable, I wouldn’t do it for anything—under any conditions.” She pleaded her case to Berman, even offering to place her \$1,000,000 salary from Fox in escrow for M-G-M, but the producer remained adamant that she honor her contract, insisting, he later claimed, “You’re going to win the Academy Award with this picture.” Taylor reluctantly agreed to shoot the film, but made no secret of her unhappiness with the project. Daniel Mann, who had helmed such acclaimed dramas as *Come Back, Little Sheba* and *The Rose Tattoo* (both of which had won Best Actress Oscars for their female leads), signed on to direct, with Laurence Harvey—the Lithuanian-born actor who had risen to stardom in British films such as *Room at the Top*—cast as Liggett, Gloria’s lover.

The filmmakers originally cast David Janssen as “Eddie,” Gloria’s childhood friend, but in order to placate Taylor, they offered the part to Eddie Fisher, changing the character’s name to “Steve.” At that point, Fisher’s only previous movie role had been in the 1956 musical comedy *Bundle of Joy*, paired with then-wife Reynolds. Hair stylist Sydney Guillaroff and costume designer Helen Rose, veterans of several Taylor projects, also came aboard to help put Taylor at ease.

In spite of these efforts, Taylor remained unusually vocal about her distaste for the project. “*BUTterfield 8* stinks,” she told reporters. “I hate the girl I play. I don’t like what she stands for—the men, the sleeping around.” Novelist John O’Hara unleashed a cutting response in his weekly column for *Newsday*: “Her basic mistake was in giving the remarkable opinion that the heroine of my novel was practically a prostitute.’ Bear in mind she was eager to play Cleopatra, not Joan of Arc. Bear in mind, too, the fact that the then Mrs. Eddie Fisher had already been Mrs. Todd, Mrs. Hilton and Mrs. Wilding, though not yet 30 years old, and had long since changed her public image from that of the little girl who loved that horse in *National Velvet*.”

Taylor eventually warmed up to co-star Laurence Harvey despite a rocky start, and the two would reteam in the 1973 thriller *Night Watch*. But the actress’s relationship with her producer and director remained antagonistic throughout the shoot, which took place at New York-area locations such as Fifth Avenue, Greenwich Village and Long Island, as well as on sets built at Gold Medal Studios in the Bronx. A Screen Actors Guild strike halted production from March 7 to April 18, but Taylor’s own fragile physical and emotional health (including a bout of double pneumonia) also caused delays.

In September 1960, Taylor began filming *Cleopatra* in England, two months before *BUTterfield 8*’s Novem-

ber release—to impressive box office but mixed reviews. Some critics felt that it suffered, particularly in comparison with its source material. *The New Yorker* praised O’Hara for “possessing the most accurate eye and ear of his generation,” terming his book a “brilliant short novel” while considering the film version “a wretched thing, but I doubt whether it casts much of a pall on the work of art from which it has been wrenched.” *Time* saw the novel as “a crude but affecting tart’s tragedy,” adapted into “a sleek and libidinous lingerie meller.” *Cue*’s critic gave the film its one unqualified rave, calling it “a powerful dramatic and psychotic case history: a film of profound proportions, subtlety, depth, warmth and great sympathy. . . a first-rate example of motion picture drama—one to rank with the best of the year.”

Taylor received largely favorable reviews, with *Cue* in particular crediting her with “giving the finest performance of her career. . . a revelation in acting as well as dazzling beauty,” and James Powers in *The Hollywood Reporter* felt Taylor made Gloria’s fate “important and regrettable.” Some critics considered Laurence “miscast,” unfairly comparing his performance to the middle-aged industrialist from O’Hara’s novel, while Dina Merrill as his wife received some especially favorable notices—the *Limelight* critic asked, “Why doesn’t someone see that she’s potentially another Grace Kelly?” Archer Winsten saw Merrill’s performance as “a stroke of typecasting genius. Millionairess plays millionairess, and knows what she’s doing, and feeling.” (In real life, Merrill was the daughter of Wall Street financier E.F. Hutton.)

Eddie Fisher had no illusions as to his own abilities as an actor, later writing “My performance was slightly less than adequate, even though Elizabeth had presented me with a huge gold statuette of Saint Genesius, the patron saint of actors, inscribed on the back: If you win the Academy Award before I do, I’ll break your neck.’ There wasn’t much chance of that, but I was voted the Worst Actor of the Year by *The Harvard Lampoon*.” Overall, mainstream critics were kinder than the *Lampoon*. While *Saturday Review* was the harshest, calling him “a non-actor, much as certain successful books have been called non-books,” Winsten saw him as “sufficiently easy going” and the *Limelight* critic termed him “surprisingly sincere and effective.”

In early 1961, *BUTterfield 8* brought Taylor her fourth consecutive Best Actress nomination, with the film also earning a nod for Color Cinematography. *Cleopatra*’s production had halted due to weather problems and Taylor’s increasingly fragile health, which—exacerbated by the cold English climate—resulted in a hospital stay. In March 1961, the actress fell into a coma during a battle with pneumonia and underwent an emergency tracheotomy. She recovered in time to attend the Oscar ceremony on April 17, and while she

faced tough competition from Greer Garson (*Sunrise at Campobello*), Deborah Kerr (*The Sundowners*), Melina Mercouri (*Never on Sunday*) and Shirley MacLaine (in the Best Picture winner, *The Apartment*), many observers considered Taylor the sentimental favorite. When presenter Yul Brynner announced her name as the Best Actress winner, Fisher helped her to the stairs (while the orchestra played Bronislau Kaper's *Butterfield 8* theme), but she walked to the podium unassisted, telling the audience, "I don't really know how to express my gratitude for this and for everything. I guess all I can do is say, thank you.' Thank you with all my heart."

When *Cleopatra* resumed production that September, Italy had replaced England as the film's center of production and Joseph L. Mankiewicz had replaced Mamoulian as director, and Taylor's co-star Richard Burton replaced Eddie Fisher as the man in her life. Mrs. Fisher would soon be Mrs. Burton.

Half a century after its release, *Butterfield 8* remains best remembered for Taylor's "sympathy Oscar." Seen today, the film represents a fascinating chapter in the evolution of both Taylor's own progression from star to superstar and of Hollywood's movement toward more adult subject matter at the end of the studio system. Taylor's well-publicized illnesses may have contributed to Oscar victory, but her three previous consecutive nominations as well as the lack of nominations for two of her finest performances—in *A Place in the Sun* and *Giant*—meant that many considered her "due" for the award. Taylor's role in *Butterfield 8*, more than those in her other nominated films, was the central character and a true actor's showpiece, allowing her to be sexy, romantic, vulnerable, distraught and sentimental, and Taylor takes full advantage of the character's many moods and facets. For the most famously pampered leading lady of the era to convincingly play such a desperate woman was a real achievement, and even Taylor's weakest quality as an actress, the thin, somewhat brittle quality of her voice, impressively conveys Gloria's need and desperation.

Given the simple nature of the storyline, the writers wisely included a number of colorful female characters, and the supporting actresses were provided ample chance to shine: Kay Medford (an Oscar nominee eight years later for *Funny Girl*) as a gregarious motel owner, two-time nominee Mildred Dunnock as Taylor's worried mother, Betty Field (who gets the script's best and naughtiest quips) as the mother's wisecracking neighbor, and Susan Oliver as the skeptical girlfriend of Steve, the musician played by Eddie Fisher.

Fisher's lack of acting technique makes him surprisingly effective in his role, the only male character without designs on Gloria, and his non-actor quality reinforces his genuineness. Surprisingly, the weakest

link is Laurence Harvey, who looks so dapper in Helen Rose's costumes that it is no wonder he was an early contender to play James Bond. But the off-putting quality that later made him perfect casting in *The Manchurian Candidate* does not serve him well in this instance, while his British accent is rather incongruous for a character supposedly born and raised in a middle-class neighborhood in upstate New York. It is to Harvey's credit that he does not downplay his character's negative qualities, but he plays a drunken bar scene with such vivid viciousness that one is almost glad Gloria dies young rather than wasting her life with such a self-pitying, spoiled creep.

While the film's discussion of sex may have been provocative at the time, heralding a new culture of permissiveness, the production values showed all the professionalism of Golden Age Hollywood. The widescreen cinematography of Joseph Ruttenberg and Charles Harten is vivid and attractive, smoothly combining the extensive location work with the studio sets. The art direction by George W. Davis and Urie McCleary is a particular highlight, with the luxurious set for Liggett's home providing a stark contrast with the smaller, more lived-in apartments for Steve and Gloria's mother.

Gloria is pretty much the whole show in *Butterfield 8*—even when she is not present, she informs the thoughts and actions of the other characters—so it was natural that when composer Bronislau Kaper opted to build his score around two themes, both would attach to her. The main theme is as complex and mercurial as Gloria, and Kaper treats it to romantic, seductive, wistful—and ultimately tragic—variations. The composer cleverly dramatizes Gloria's trauma with a three-note "tramp" motive that recurs frequently. Throughout the film, Gloria's hopes of finding dignity and self-respect are repeatedly dashed by the emotional scars from her childhood and the reactions of those around her—her mother's worries, the sniggering innuendo of her male companions, the suspicions of her best friend's fiancée, and Liggett's drunken, violent rejection—and this "tramp" motive functions as a musical scarlet letter.

Two lengthy episodes without dialogue bookend the movie, and Kaper's approach to spotting these sequences says much about his consummate abilities at the art of scoring films. The beginning of the picture shows Gloria waking up in Liggett's bed—alone—and wandering about his apartment. This is the audience's introduction to Gloria, and Kaper tells us much of what we need to know about the character, revealing her shifting moods and inner thoughts, through his varied treatment of the score's principal thematic material. At the end of the film, the composer leaves unscored the car chase that results in Gloria's death: by this point

in the story, we know exactly what Gloria is thinking, so Kaper recognizes that music would add little to the impact of the screen action on the audience.

Kaper spoke about such spotting decisions for a November 1962 profile in the *Oakland Tribune*:

Kaper says he tries to avoid all clichés in his movie scores, wants the music to “say something” the actor often cannot, thus adding a new dimension to the action. Sometimes the music explains how the character you are watching really feels, even if he isn’t saying a word.

The feature by *Tribune* drama critic Theresa Loeb Cone continued to paraphrase Kaper’s comments, revealing:

Silence during some scenes is important, too, Kaper said. If the music suddenly stops, it has the effect of a sudden close-up which calls special attention to what is happening on the screen. As an influence on the audience’s subconscious, it really works.

Indeed it does, and a prime example of this effect comes in a “A Face” (track 10) during an awkward breakfast conversation between Liggett and his wife. Liggett told her the day before that he planned to hire a private detective to track down her missing mink coat (which he suspects Gloria “borrowed”) in lieu of contacting the police. When she asks him about the detective, the music stops abruptly—we almost feel his heart skipping a beat—until he regains his composure and feeds her another lie.

In his liner notes for an album featuring Kaper’s solo piano performances of his famous film themes (including *BUtterfield 8*), Tony Thomas wrote that “Kaper’s music... helped given that picture a better tone,” even suggesting that “the Gloria’ theme probably contributed to Miss Taylor’s winning of the Oscar.” If it did, the Academy’s music branch declined to reward Kaper, failing even to include his score on its short list of 10 finalists for nomination. It was, however, an especially crowded field: losers that year for Best Score included *The Magnificent Seven*, *Elmer Gantry* and *Spartacus*.

*Limelight*’s critic called Kaper’s score “moody,” while James Powers in *The Hollywood Reporter* described it as “provocative.” Otherwise, the music failed to attract much notice from critics—perhaps because it does its job so well without attracting undue attention to itself.

In a 1975 *Soundtrack!* interview, Kaper explained the attraction his oft-covered theme from *Invitation* had for jazz musicians:

I say it without conceit, but I think that *Invitation* started a certain trend of this kind

of sophisticated harmonies in instrumental music. The best proof is that it is very difficult for the average pianist to play by ear.

He continued, saying, “I wrote another song later called Gloria’ for *BUtterfield 8* and it also has a little bit of this flair.” While “Gloria” never became a standard like “Invitation” or “On Green Dolphin Street,” David Rose (among others) did record an instrumental version of the tune featured as the title track on his 1961 LP *David Rose and His Orchestra Play Theme From BUtterfield 8 and Other Great Songs* (MGM SE 3952). Meanwhile, singer Adam Wade recorded the song as “Gloria’s Theme,” with lyrics by Mack David; *Billboard* termed it his “best-selling single” in their review of the singer’s 1961 LP *Adam and Evening* (Coed LPC 903).

The following program commentary discusses the tracks on this premiere release of Kaper’s score for *BUtterfield 8* in film order, although several of the source cues appear at the end of the main program to optimize the listening experience.

**1. Main Title** The opening titles unfold as call girl Gloria Wandrous (Elizabeth Taylor) sleeps in the bed of her date from the previous night, Weston Liggett (Laurence Harvey). Ominous trills and glissandi surround an introductory alto flute reading of Kaper’s theme for Gloria, the tune subsequently joined by a bitter counterline for low-register strings before it receives an increasingly lush treatment for full orchestra with florid piano accompaniment. When Gloria begins to wake up, the cue returns to its foreboding opening material, suggesting the harsh reality that awaits her.

**2. The Next Morning** In an extended sequence largely devoid of dialogue, woodwinds develop Gloria’s secondary theme—a coy three-note “tramp” motive—as she searches the apartment for a cigarette. A saxophone statement of the motive sounds over mischievous accompaniment as she lights one of Liggett’s cigars, the accompaniment escalating as she chokes on its acrid smoke. A comical clarinet line offers relief when she washes away the taste with a glass of Scotch, the cue building to another jazzy exclamation as something on the floor catches her attention.

**The Dress** The music stops abruptly on a cut to her torn dress on the carpet. English horn and bass clarinet solos yield to a string development of the secondary theme and then a woodwind flourish as Gloria crumples up the dress and tosses it aside. Kaper continues, treating the tramp motive demurely as Gloria dons her slip and wanders through the apartment searching for Liggett. The cue’s tone brightens with celesta taking up the main theme over the tramp motive—expanded into a seven-note theme—for Gloria washing up in the bathroom. Playful variations of both themes unfold as

she proceeds into the dressing room of Liggett's wife, Emily (Dina Merrill), to apply some perfume; a trumpet and saxophone duet gives way to a dreamy suggestion of the main theme when she admires a gorgeous mink coat in Emily's closet. The tramp motive mixes with the main theme once more as Gloria returns to the living room, the material expressing anguish when she reaches into her purse and pulls out a note from Liggett, revealing that he has left her \$250 as payment for the previous evening.

**The Note** Troubled developments of the tramp motive for English horn and strings build to an abrasive climax as Gloria uses lipstick to write "No Sale" on a mirror. An angry fugal setting of the secondary theme unfolds when Gloria returns to Emily's closet and swaps her own coat for the mink that earlier caught her eye.

**The Bottle** After Gloria calls her answering service (BUTterfield 8, the telephone exchange of the title), woodwinds toy with the tramp motive as she swipes one of Liggett's liquor bottles, leaving his \$250 in its place.

**18. Off Stage/On Stage/Steve at Work** Gloria visits her childhood friend, musician Steve Carpenter (Eddie Fisher) at his apartment, where he plays these brief passages while arranging music at his piano.

**Chords** Later in the film (after "Augie's No. 1"), Steve plays a sequence of chords during an argument about Gloria with his girlfriend, Norma (Susan Oliver).

**3. Hi, Girls** Norma demands that Steve cut all ties with Gloria. Uneasy chords underline the tension when Steve accidentally calls his girlfriend "Gloria." The scene transitions to Gloria parking her sports car in front of the apartment she shares with her mother, Annie (Mildred Dunnock); sprightly woodwind figures sound as Annie—very much in denial about her daughter's true profession—and her sarcastic neighbor (Betty Field) anticipate Gloria's arrival.

**Lipstick** A lonesome saxophone line underpinned by rich string chords plays as Liggett returns to his apartment, yielding to woodwind solos (incorporating a descending figure from "Hi, Girls") when he sees "No Sale" written on the mirror and examines Gloria's torn dress.

**19. Theme from *Butterfield 8* & *Doctor Sunday*** Gloria and Liggett meet at a bar. Piano, accompanied by string bass, plays Kaper's main theme in the background as the lovers engage in an intense argument; when Gloria tries to leave, Liggett grabs her wrist, prompting her to dig a heel into his shoe. As the lovers reconcile, the background piano jazz segues to another tune: "Doctor Sunday," a theme from Kaper's score for *Homecoming* (1948), introduced in that earlier film as source music for a party thrown by surgeon Ulysses

Johnson (Clark Gable) at which his colleague Dr. Robert Sunday (John Hodiak) makes an unexpected appearance.

**20. Bagdad Junior** A swinging arrangement of "Doctor Sunday" plays at a club where Liggett watches as Gloria mingles with various men.

**21. Night Club #3** A Latin source cue plays at a restaurant where Gloria fends off advances from one of her former clients, who recognizes an uncomfortable Liggett.

**4. At The Door** Liggett takes Gloria to Happy's Motel. A romantic setting of the main theme spotlights saxophone as the two lovers enter their room, with a piano flourish as they kiss passionately.

**Augie's No. 1** The jukebox at Augie's, a diner near the motel, plays a jazz setting of the main theme from Kaper's score for *The Scapegoat* (1959) while Gloria tells Liggett about her wild side.

**5. The Boat** Gloria and Liggett spend a week together in upstate New York. A saxophone rendition of the main theme sounds over flowing accompaniment as Liggett shows Gloria his yacht, the theme continuing as they flirt and play-act aboard the boat. The cue concludes uncertainly as the scene segues to Emily at the home of her ailing mother (Carmen Matthews).

**6. The Slut** Upon returning to Manhattan, Gloria buys an attaché; case for Steve, prompting a jealous response from Liggett; a spare development of the main theme spotlights English horn, underlining the conflict. The mordant material gives way to a romantic treatment of the theme after Gloria presents Liggett with a lighter (engraved "BU8"). The melody adopts a painful air as they discuss Emily's impending return to the city.

Misterioso writing incorporates the tramp motive, marking a transition to Gloria returning home, where she confronts her mother and confesses her life as a call girl—as well as her desire to leave it all behind for a life with Liggett. Anguished woodwinds and ardent strings build over trilling accompaniment as her mother resists acknowledging the truth; Gloria proclaims herself "the slut of all time" and the tramp motive swells violently before Annie slaps her.

**If Only** A clarinet phrase passes to English horn, oboe and then flute as Gloria wishes aloud that she someone had slapped her earlier in her life. She consoles Annie, assuring her mother that she has finally discovered love, although the presence of the tramp motive offers little encouragement.

**7. The Coat** When Gloria visits Steve on his birthday, a piano arpeggio marks the revelation of Emily's mink coat hanging in his closet—Gloria left it there earlier and forgot about it. Woodwinds, supported by strings, pick up the piano figure as she retrieves the fur and hurries out. Kaper mounts anxiety through a tran-

sition to Gloria arriving at Liggett's apartment building, just in time to observe Emily returning home. Tragic outbursts of the tramp motive sound as Gloria runs back to her own car, fearing she will never measure up to Emily. The cue resolves uncertainly on a transition to Liggett welcoming his wife home.

**8. The Lighter** Emily informs a surprised Liggett that her mink coat is missing. As he prepares to smoke a cigarette, he notices the initials "BU8" on his lighter, the tramp motive underlining his realization that Gloria must have taken the fur. Piano figures mix with nightmarish settings of the main theme as Liggett suggests to Emily that the coat has been stolen.

**My Way** Liggett becomes angry when Emily challenges his decision to hire a private detective rather than call the police. Kaper develops the woodwind material from "The Coat" along with suggestions of the tramp motive as Liggett storms out of his apartment.

**22. While My Lady Sleeps** Liggett goes out looking for Gloria. At one nightclub he visits, laid-back jazz piano and string bass play this tune Kaper wrote (with lyrics by Gus Kahn) for Nelson Eddy to sing in the 1941 musical *The Chocolate Soldier*.

**9. Night Club** This easy-going tune plays at another establishment, where Liggett encounters two of Gloria's former clients, who welcome him to their "fraternity."

**Liar** An agitated development of the main theme escalates over trilling strings as a drunken Liggett calls BUtterfield 8 from a pay phone in order to track down Gloria; the cue reaches a dissonant exclamation when he hangs up in frustration.

**10. A Face** A quietly troubled variation of the main theme plays for a breakfast conversation between Liggett and Emily. The music pauses abruptly when she asks him about the private detective, continuing as he catches his breath and feeds her a lie. Dissonant interplay between woodwinds and cello leads to an eerie setting of the tramp motive for Liggett adding liquor into his orange juice. As Emily voices concern about her husband's behavior, the main theme on vibraphone over nervous tremolo strings mirrors his emotional instability; he implores her to throw him out once he has retrieved the coat.

The main theme continues through a transition to Gloria arriving home and greeting her mother. A saxophone reading of the tramp motive plays as Gloria examines herself in a mirror, yielding to woodwinds as she tells her mother of Emily's inner beauty, the kind that comes from self-respect—she resolves to find this beauty for herself one day. A fragment of the main theme closes the cue when Gloria's mother reports that BUtterfield 8 called with a message from Liggett, demanding that she meet him.

**11. Night Club #6** Gloria brings the mink to Liggett at a restaurant, where this casual arrangement of the main theme—eventually segueing to Kaper's theme from *Green Dolphin Street*—plays as source music while Liggett drunkenly insults the call girl.

**12. Night Club #7** The music in the nightclub stops when Liggett creates a scene and another patron confronts him. This feisty Latin source music starts up after the other man punches Liggett, knocking him down; Gloria chases after her lover as he storms out of the establishment.

**A Lousy Coat** The film transitions to Gloria driving the drunken Liggett home. Kaper creates suspense with trilling flute, foreboding trombone and stark piano chords while Emily watches from her window as Liggett staggers out of Gloria's car. Ardent strings recall the counterline from the "Main Title" as Gloria attempts to return the mink; Liggett throws the coat at her feet and snarls that he could never give it back to Emily after it has been in the possession of "something" like her. Anguished strings play to Gloria's devastation as Liggett retreats into the apartment building. She collects the coat and gets back into her car, to a bitter rendition of the main theme, supported by the counterline and unsettling tremolo material. When Emily greets her husband in their apartment, a suggestion of the tramp motive sounds as he accepts her offer to call him a doctor. Tentative phrases play through a transition to Steve's apartment, where the musician awakens when he hears Gloria knocking on the door.

**13. Let Me Cry** Trilling strings and chordal woodwinds recall the introduction from the "Main Title," with the main theme struggling to surface as Gloria explains her troubles to Steve. When he notes that she still has the mink, the tramp motive sounds as she confesses that she "earned it," acknowledging that she is a prostitute. As Gloria cries on Steve's shoulder and collapses on his bed, an aching woodwind line yields to increasingly dissonant strings and brass. A disquieting version of the tramp motive on English horn closes the cue as Gloria prepares to reveal a terrible secret about her past.

**14. Stay Here** Gloria explains to Steve that not only did her mother's friend rape her when she was 13—she "loved it." Mournful oboe and tormented strings play as Steve consoles her and convinces her to spend the night on his couch. The film transitions to Liggett's apartment, where aching string phrases underscore his request for a divorce from Emily. A gently conflicted setting of the main theme plays as Liggett reveals that he fought with Gloria because he could not bear the thought of being without her.

**15. Goodbye, Mama** Gloria informs Annie that she plans to move to Boston for a fresh start; she hugs

her mother goodbye, accompanied by quietly optimistic flute and strings. For a transition to Liggett calling BUtterfield 8, an agitated woodwind line alternates with a repeated string phrase as he convinces the answering service to reveal Gloria's destination. The cue crescendos for another transition to Liggett driving through upstate New York, where he finds her car parked in front of Augie's.

**16. Juke Box** A gentle arrangement of the main theme plays on the diner's jukebox, where Liggett apologizes to Gloria and asks her to marry him. She resists, but Liggett convinces her to accompany him to Happy's.

**17. End Title** Upon reaching the motel, Gloria suddenly speeds away in her car. Liggett follows her in his own vehicle and a lengthy (unscored) chase sequence unfolds, ending with an automobile accident resulting

in Gloria's death. Liggett returns home, telling a sympathetic Emily what transpired.

For the film's final fadeout, as Liggett leaves his wife in his own search for dignity and self-respect, Kaper concludes the score with an especially harsh and jarring version of the tramp theme that extends over the end title card, as if to emphasize Liggett's shame and guilt for (almost literally) driving the woman he loved to her death.

—**Scott Bettencourt, Jeff Eldridge & Alexander Kaplan**

### **Mutiny on the Bounty**

**23. Finale (alternate record version)** The collection concludes with alternate version of the final cue from *Mutiny on the Bounty* not included on FSM's landmark release of Kaper's score from that film.