

©2020

Laura Lynn Broadhurst

ALL RIGHTS RESERVED

WIZARDS OF SONG: ARLEN, HARBURG, AND THE  
CUMULATIVE CREATION OF THE SONGS FOR *THE WIZARD OF OZ* (1939)

By

LAURA LYNN BROADHURST

A dissertation submitted to the  
School of Graduate Studies  
Rutgers, The State University of New Jersey

In partial fulfillment of the requirements

For the degree of

Doctor of Philosophy

Graduate Program in Music

Written under the direction of

Rufus E. Hallmark

And approved by

---

---

---

---

New Brunswick, New Jersey

May 2020

## ABSTRACT OF THE DISSERTATION

Wizards of Song: Arlen, Harburg, and the  
Cumulative Creation of the Songs for *The Wizard of Oz* (1939)

by LAURA LYNN BROADHURST

Dissertation Director:

Rufus E. Hallmark

The extant sources for the songs in MGM's *The Wizard of Oz*—draft lyrics, studio piano-vocal manuscripts, early screenplays, and other artifacts—afford fascinating insight into their creation. These heretofore largely untapped materials provide support for my thesis: each song cue within *Oz*'s final cut—understood as an individual, fixed “work”—was created via cumulative authorship along a figurative assembly line. To demonstrate this phenomenon, I trace the evolution of the songs through their sequential developmental stages over the course of the film's three production phases: Pre-Production, Production, Post-Production.

Part I—“Introduction”—contains two chapters: Chapter 1 examines the factory-like Hollywood culture in which Harold Arlen and Yip Harburg wrote the *Oz* songs. The above thesis is presented early on, after which a theoretical discussion explores the argument's thorny terminology and related concepts: “work,” “text,” “authorship,” and artistic control. This opening chapter also encompasses a review of scholarship, a rationale for the project's adopted archival approach, and an overview of the surviving sources. Chapter 2 offers a summary of Arlen and Harburg's pre-*Oz* careers and outlines the circumstances leading to their assignment for the classic MGM film.

Attention then moves to the main body of the dissertation—Part II, “The Cumulative Creation of the *Oz* Songs”—which employs a three-chapter structure that mirrors the film’s tripartite production and its internal stages of the songs’ multi-handed, piecemeal assembly:

- Chapter 3—PRE-PRODUCTION: Genesis of the Songs (by Arlen and Harburg), Arrangement (by MGM staff), Orchestration (by yet different studio personnel);
- Chapter 4—PRODUCTION: Prerecording (with orchestra or piano), Shoot to Playback (songs filmed);
- Chapter 5—POST-PRODUCTION: Creation of Underscoring (by MGM Music Director Herbert Stothart and staff), Continued Development of the Songs (also by Stothart and staff), Previews (including musical editing), Final Cut Released.

Part III—“Conclusion”—comprises Chapter 6, covering Arlen and Harburg’s post-*Oz* achievements and the impact of the film’s release print on the songs’ authorship.

---

Portions of this dissertation have recently been published as a book chapter within the following multi-authored volume:

Broadhurst, Laura Lynn. “Arlen and Harburg and More, Oh My! The Cumulative Creation of the *Oz* Songs.” In *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond*, eds. Danielle Birkett and Dominic McHugh (New York: Oxford University Press, 2018), 53-78.



## ACKNOWLEDGMENTS AND DEDICATION

Much like the cumulative creation of the *Oz* songs, my dissertation came to fruition only with the accruing assistance of numerous individuals. Above all, I extend my deepest gratitude to my advisor and dissertation committee chair, Rufus Hallmark. From the outset of my graduate studies at Rutgers, Rufus kindly offered me his guidance, encouragement, enthusiasm, and expertise. He not only provided detailed commentary for this dissertation throughout its many stages of completion, but also helped sharpen my prose and arguments. It has been a great privilege to work with a writer and editor of his caliber. His mentorship and patience, especially during my unexpected leave of absence, mean more to me than he could possibly know.

I am also grateful for the criticism of my internal committee members at Rutgers, Professors Douglas Johnson and Christopher Doll, who have generously lent their time and gifts to this study. I have benefitted enormously from their rigorous scholarship. Professor Johnson has been unfailing supportive from my first days at Rutgers. I have the utmost respect for his work and am profoundly appreciative for his wise counsel on innumerable endeavors over the years. During the dissertation's research stage, Professor Doll attended a trial run of a paper I later read at the University of Southern California. His keen observations on that particular talk and other scholarly pursuits have been most gratefully received.

I owe a special debt of gratitude to my original external committee member, Carol Oja, who initially encouraged me to focus my dissertation on the *Oz* songs. Her enthusiastic assistance with this project has been a blessing. In 2017, she had kindly read

a draft of the published chapter on which this dissertation is based and had provided invaluable feedback. That input, along with her subsequent correspondence, improved myriad aspects of the ensuing dissertation and especially strengthened the architecture of its central thesis. Due to the COVID-19 pandemic, a last-minute change in my outside reader became necessary. Tim Carter graciously stepped in to fill this role, and I was blessed yet again to receive his crucial annotations and expertise. I cannot adequately express in words how much his participation and enthusiasm for this dissertation have meant to me. It has indeed been an honor to have his involvement in my work.

Two additional scholars outside of Rutgers deserve special thanks, for both have offered vital criticism and warm support along the way: Dominic McHugh (University of Sheffield) and William H. Rosar (*The Journal of Film Music*; Founder of the Society for the Preservation of Film Music). My deepest gratitude must also be given to the following individuals who contributed to this monograph in countless ways: Danielle Birkett (Northern Regional College), Mark Eden Horowitz (Library of Congress), Larry Starr (advisor for my master's degree work at the University of Washington), Michael Feinstein, Larry Blank, John Wilson (John Wilson Orchestra), Walter Frisch (Columbia University), Nathan Platte (University of Iowa), George Ferencz (University of Wisconsin, Whitewater), Ken Bloom, Ned Comstock (Cinematic Arts Library, University of Southern California), Barbara Hall (Margaret Herrick Library/The Academy of Motion Picture Arts and Sciences, Beverly Hills), the late Richard Warren (Irving S. Gilmore Music Library, Yale), Tammy Goldfeld (University of Manchester), Jack Falzarano (Megavideo Productions), K. Cochran (eyewitness to the *Oz* songs' creation), the late Hugh Martin, Richard Chrisman (Rutgers), Miles Kreuger (Institute for the American

Musical), John Fricke and Michael Patrick Hearn (*Oz* and Baum historians), Mark Evan Swartz (Shubert Archive), The Arlen Estate (Rita Arlen, Paul Naumann, and Sam Arlen), the Yip Harburg Foundation (Nick Markovich and Ernie Harburg), Cherry Williams (Lilly Library, Indiana University), Leith Adams and Steve Bingen (Warner Brothers Corporate Archive, San Fernando Valley), Dennis Millay (Turner Classic Movies), George Feltenstein (Warner Brothers), Paula Katz (ASCAP), and Robert Grohman (Rutgers).

Lastly, this dissertation is dedicated to the memory of parents, Charles and Janice Broadhurst—both of whom began this journey with me but who did not see its completion—and to my brother, Jeff, my best friend and the most brilliant musician I know.

## TABLE OF CONTENTS

Abstract		ii
Acknowledgments and Dedication		iv
Table of Contents		vii
List of Music Examples, Illustrations, and Tables		viii
Part I	Introduction	
Chapter 1	Whose Song Is It Anyway?	1
	Work and Text	11
	Authorship	21
	Review of Scholarship and Approach	34
	A Note on the Sources	46
Chapter 2	The Songwriters Behind the Curtain: Introducing Arlen & Harburg	71
	Harold and Yip—up to 1937	72
	<i>Hooray For What!</i> and the Road to <i>Oz</i>	97
Part II	The Cumulative Creation of the <i>Oz</i> Songs	
Chapter 3	Pre-Production	
	Genesis of the Songs	129
	Arrangement	273
	Orchestration	282
Chapter 4	Production	
	Prerecording with Orchestra or Piano	336
	Shoot to Playback	344
Chapter 5	Post-Production	
	Creation of Underscoring	357
	Continued Development of the Songs	371
	Previews	384
	Final Cut Released	387
Part III	Conclusion	
Chapter 6	Beyond the Yellow Brick Road	
	Arlen and Harburg: Post- <i>Oz</i>	394
	<i>Oz</i> 's Release Print and Its Songs: Authorship <i>Ad Infinitum</i>	403
Notes		411
Bibliography		460

## LIST OF MUSIC EXAMPLES, ILLUSTRATIONS, AND TABLES

1.1.	Table 1: Principal sources for a monograph archival study of the songs in MGM's <i>The Wizard of Oz</i>	52-54
2.1.	Arlen and Harburg's "In the Shade of the New Apple Tree," chorus, mm.1-8	110
3.1.	Edens's draft lyrics for Kansas song (1938) fitted to Bishop's melody for "Home, Sweet Home!" (1823; [A] & [B] sections)	139
3.2.	[B1] section of Bishop's melody for "Home, Sweet Home!" (1823)	140
3.3.	Waxman's "Bride" motive ( <i>The Bride of Frankenstein</i> , 1935)	172
3.4.	Arlen's opening motive for chorus of "The Jitterbug"	172
3.5.	Waxman, "Bride Theme" in "Main Title" ( <i>The Bride of Frankenstein</i> , 1935)	173
3.6.	Arlen and Harburg, "The Jitterbug," chorus, opening [A] section	175
3.7.	Rodgers and Hammerstein, "Bali Ha'i," opening motive and beginning of chorus	177
3.8.	Harburg, holograph draft lyrics for <i>Oz</i> , excerpt	179
3.9.	Harburg, holograph draft lyrics for <i>Oz</i> , excerpt	181
3.10.	Harburg, holograph draft lyrics for <i>Oz</i> , excerpt	182
3.11.	Harburg, holograph draft lyrics for <i>Oz</i> , excerpt	183
3.12.	Arlen, holograph with harmonic component, "Over the Rainbow"	186
3.13.	Arlen, holograph lead sheet, "Over the Rainbow"	187
3.14.	Arlen and Harburg, "Over the Rainbow," MGM piano-vocal manuscript, June 29, 1938, (trans. Sam Messenheimer), introduction and mm.1-5 of chorus	189
3.15.	Arlen and Harburg, "Munchkin Musical Sequence," 2 <sup>nd</sup> section, Dorothy's 1 <sup>st</sup> sung line	195
3.16.	Arlen and Harburg, "Munchkin Musical Sequence," 2 <sup>nd</sup> section, Munchkins' syncopation	196
3.17.	Arlen and Harburg, "If I Were King of the Forest," opening vocal gestures	200
3.18.	Gilbert and Sullivan, "Tit Willow" (from <i>The Mikado</i> ), opening vocal gestures	200
3.19.	Arlen and Harburg, "If I Were King of the Forest," send-up of coloratura bravado	201
3.20.	Arlen and Harburg, "The Merry Old Land of Oz," opening [A] section	203
3.21.	James Pierpont, "Jingle Bells" (1857), chorus, opening 4 bars	206
3.22.	Arlen and Harburg, "The Merry Old Land of Oz," first [A], opening 4 bars	206

3.23.	Arlen and Harburg, “The Merry Old Land of Oz,” [A] sections, last 2 bars	208
3.24.	“Old King Cole,” British nurse rhyme, first two lines	208
3.25.	“Over the Rainbow,” chorus (mm.1-8); published version	210
3.26.	“Song to the Moon” (orig. in Czech, under the title “Měsíčku na nebi hlubokém”); refrain, first statement; first eight measures; published version	211
3.27.	Comparison Chart of Musical Parallels: “Over the Rainbow” (Arlen) / “Song to the Moon” (Dvořák)	211
3.28.	“Měsíčku na nebi hlubokém” (“Song to the Moon”); original Czech and English translation	217
3.29.	Tillotson/Peace <i>Over The Rainbow</i> (1915 operetta), end of Act I (pp.16-17), leading into “Over the Rainbow Waltz Chorus”	230-231
3.30.	Arlen, holograph lead sheet, “Over the Rainbow”	235
3.31.	“The Land Where the Good Songs Go” (1917; Kern/Wodehouse); analogous imagery/dramatic themes in Harburg’s lyrics and lead-in dialogue for “Over the Rainbow”	245
3.32.	“Ding Dong! The Witch Is Dead,” chorus, opening [A] section	248
3.33.	“Ding Dong! The Witch Is Dead,” bridge, first 4 bars	249
3.34.	“Follow the Yellow Brick Road,” opening 8 bars	250
3.35.	“You’re Off to See the Wizard,” opening 8 bars	250
3.36.	“You’re Off to See the Wizard,” opening motive	251
3.37.	Arlen, holograph lead sheet, “We’re Off to See the Wizard”	256
3.38.	Comparison of opening motives: “We’re Off to See the Wizard” and “Brain”/“Heart”/“Nerve”	257
3.39.	“If I Only Had a Brain,” opening 2 bars, cut time notation	258
3.40.	MGM piano-vocal manuscript for “Munchkin Musical Sequence,” July 5, 1938, (trans. Sam Messenheimer), mm.1-4	276
3.41.	MGM piano-vocal manuscript for “Munchkin Musical Sequence,” July 5, 1938, (trans. Sam Messenheimer), transition to second section	277
3.42.	MGM piano-vocal manuscript of “Munchkin Musical Sequence,” July 5, 1938, (trans. Sam Messenheimer), instrumental transition to “As Mayor of the Munchkin City”	279
3.43.	<i>Oz’s</i> Pre-Recordings log, 1938-1939	283
3.44.	MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-6	292
3.45.	MGM piano-conductor part, “Over the Rainbow,” undated but c.September 1938, p.1	297

3.46	MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-6	304
3.47.	“Over the Rainbow,” bridge, first four bars	304
3.48.	Ravel, <i>Petit Poucet (Tom Thumb)</i> , p.1, second movement of <i>Ma Mère l’Oye: Cinq Pièces Enfantines (Mother Goose Suite)</i>	305
3.49.	MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-2	306
3.50.	MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.7-9	307
3.51.	MGM piano-vocal manuscript for “Over the Rainbow,” June 29, 1938, (trans. Sam Messenheimer), bridge	308
3.52.	Ravel, <i>Petit Poucet (Tom Thumb)</i> , mm.51-54, twittering of birds (solo violins, bassoon, flute)	311
3.53.	Ravel, <i>Les Entretiens de la Belle et de la Bête (The Conversations of Beauty and the Beast)</i> , concluding bars	313
3.54.	Instrumental fill during opening [A] section of “Brain” (mm.3-4)	320
3.55.	MGM piano-conductor part for “If I Only Had a Heart,” undated but c.September 1938	328
4.1	MGM’s scoring stage today	337
5.1.	Wicked Witch theme (excerpted here from piano-conductor part for cue entitled “Miss Gultch, the Ultimate Witch”)	364
5.2.	Arlen’s original accompaniment for Lion’s “soliloquy” (initial bars), “If I Were King of the Forest,” MGM piano-vocal manuscript (trans. Sam Messenheimer), August 2, 1938	373
5.3.	Arlen and Harburg’s original conclusion (initial bars) for “If I Were King of the Forest,” MGM piano-vocal manuscript (trans. Sam Messenheimer), August 2, 1938	375
5.4.	Stothart’s march accompaniment for Lion’s “soliloquy” (initial bars), MGM piano-conductor part, April 24, 1939	377
5.5.	Arlen and Harburg, “Choral Sequence to ‘Gates of Emerald City,’” MGM piano-vocal manuscript, August 2, 1938 (trans. Sam Messenheimer), mm.1-7	379
5.6.	MGM piano-conductor part, “Optimistic Voices,” May 2, 1939, mm.1-9	383
5.7.	MGM piano-conductor part, “At the Gates of Emerald City,” April 28, 1939, mm.5-19	392

## Part I Introduction

### Chapter 1 Whose Song Is It Anyway?

Wherever creative work is entailed, anybody who approaches the creative process on an assembly line basis must have some glandular, nervous structure for turning a thing out that is an assembly line product. The real art, the real fellow who writes from the inside, from his guts and from feelings and so on, can't possibly be that... You cannot create on a mass production basis. You have got to live with your one thing that you're doing. You've got to have a certain amount of pregnancy, a certain amount of going through the recapitulation theory—from embryo to growth and birth. But these people [in Hollywood] don't have that. That's why they're able to do so many pictures a year, songs a year, whatever it is. They turn them out like gloves or fur coats, and their relationship to the result is the commodity relationship. Whereas the creator cannot have that relationship with his work. It's a deeper, profounder feeling. He has an emotional attachment to it.<sup>1</sup>

—E. Y. “Yip” Harburg, lyricist, February 1959

I write not for the mass audience, but for the special few who appreciate what you are trying to say... But even in those days [when writing in Hollywood for movies like *The Wizard of Oz*, *Cabin in the Sky*...and *A Star is Born*], when we made a lot of money, we still had no prestige. We were considered just song writers. George Gershwin, too. He would be invited to a party and be expected to sit down and play like some hired entertainer. George liked to play. But he resented being expected to play for the guests... You would write as well as you could. Hand it in. Walk away. They would do anything they pleased with your song. They would change the tempo or throw it out if they felt like it. Anyhow, once a song leaves you it thumbs its nose at you and develops a life of its own.<sup>2</sup>

—Harold Arlen, composer, August 1961

In early May 1938, when Harold Arlen and Yip Harburg began their fourteen-week assignment to write the songs for MGM's *The Wizard of Oz*, they were, by all accounts, thrilled to have landed the job. Crisscrossing the country during the previous



few years, the songwriting team had enjoyed successes on Broadway and were gaining a foothold in Hollywood. *Oz* would be their best job yet on the West Coast—their first chance to work on a big-budget project for the era’s largest and most extravagant studio. “We were very excited about the film, we loved it,” Harburg recalled. “For the first time we’d gotten something that we both felt had the feeling of being fun.”<sup>3</sup> Among their elite set of songwriting colleagues, *Oz* was a coveted opportunity: MGM lavished nearly \$2.8 million and eighteen months on the picture (an enormous budget and time frame for the period), conceived from the outset as their live-action, Technicolor rival to Disney’s 1937 animated triumph, *Snow White and the Seven Dwarfs*.<sup>4</sup> Apparently not expecting to turn a profit, studio executives hoped at least to break even by making a “prestige” film that would show up well at the Academy Awards.<sup>5</sup> MGM based its narrative on L. Frank Baum’s popular novel of 1900, *The Wonderful Wizard of Oz*—the first in his highly successful book series featuring the fairy tale adventures of Dorothy and her three companions.<sup>6</sup> Throughout the early decades of the twentieth century, Baum’s original volume and its many sequels proved a literary sensation akin to Harry Potter in our time. Ideal for marketing, the enchanting Oz fable spawned countless incarnations over the years—everything from dolls and board games to numerous stage and screen adaptations only peripherally related to the first novel in the group.<sup>7</sup> But by late spring 1938, MGM had something very different in mind: a more faithful rendering of Baum’s initial Oz book planned as an *original* movie musical—not a film adaptation of an existing stage show or a movie remake. The company’s top brass pulled out all their stops for what was mundanely labeled “Production 1060”—a state-of-the-art fantasy that would feature Arlen and Harburg’s brand-new songs and serve as the first major vehicle for the studio’s

ascending prodigy, sixteen-year-old Judy Garland.<sup>8</sup> Arlen and Harburg knew they would be working primarily for Arthur Freed—*Oz*’s fledgling, uncredited associate producer and a lyricist himself—who, atypically for Hollywood, would nurture their talents. In fact, Freed gave the gifted songwriters more creative freedom than was customary, even allowing Harburg the unusual opportunity to influence the screenplay.<sup>9</sup> Moreover, the partners realized that several big-name contenders had been considered for *Oz*, including their friend Jerome Kern, who evidently had turned MGM down.<sup>10</sup> As Arlen recollected, “I can tell you, there were plenty of other major songwriters who were damned unhappy and shocked when they heard that we’d gotten it, because they’d all been sitting around, waiting for that job.”<sup>11</sup>

The duo completed their assignment by mid-August 1938 and soon moved on to new opportunities, while production on *Oz*, often fraught with difficulties, labored on for another year until the picture’s August 1939 premiere. In retrospect, Arlen and Harburg’s achievement for *Oz* evinces a brilliant musico-dramatic trajectory—a strong narrative structure in which songs deftly delineate character and arise effortlessly from the exigencies of plot. Appreciated by both children and adults, theirs are storytelling songs of the highest caliber: Dorothy’s bittersweet ballad (“Over the Rainbow”), the vaudevillian soft shoe for the Scarecrow, Tin Man, and Lion (“If I Only Had a Brain”/“a Heart”/“the Nerve”), the Munchkins’ whimsical song-and-patter sequence (revolving around “Ding Dong! The Witch is Dead”), the joyous traveling theme (“We’re Off to See the Wizard”), and all the rest of the movie’s numbers long since entrenched in American and worldwide culture. Throughout the remainder of their careers, Arlen and Harburg

looked back upon the *Oz* songs with pride, always grateful for their fortuitous hiring and the profound legacy of the film.

An explanation is necessary, then, for the team's negative comments about the motion-picture industry cited at the opening of this introduction. Like most studio-age songwriters, it seems, the partners had a love-hate relationship with Hollywood. Granted, motion-picture money was plentiful, especially compared with the squeezed, Depression-era Broadway market. But luxury amid California sunshine came with a price: the loss of creative control. In contrast to the customary practice on Broadway, even veteran Hollywood songwriters were generally powerless over the fate of their songs. Once submitted, songs could be significantly altered or dropped at any stage, depending on the powers-that-be. As Hollywood journalist Aljean Harmetz explains:

Nearly all the great American songwriters came west during the 1930s... No matter how long or short a time they stayed, nearly all were treated badly by Hollywood—except when it came to money. The [Hollywood] songwriter was hired to write songs that were then used, discarded, or lost according to the whim of the picture's producer....On Broadway, composers had stayed with their scores through out-of-town tryouts and endless revisions. In Hollywood, they were expected to turn in their songs and pick up their paychecks. If they were curious about how well their songs would be arranged, orchestrated, and used, they could buy a ticket to see the finished film... The composers and lyricists who came west to write [film musicals] had enormous artistic and social prestige in New York. They expected to be treated well, and their first exposure to Hollywood was almost always painful.<sup>12</sup>

Admittedly, the East Coast/West Coast duality constructed by Harmetz is perhaps a bit exaggerated. It would indeed be simplistic to claim that studio-age California was all about money and Broadway all about “art,” especially since (if for no other reason) some of the greatest songs of the mid-twentieth century were written for Hollywood

films. Still, Harnetz's commentary remains fundamentally accurate, and lines up quite well with Arlen and Harburg's unfavorable assessments about the West Coast songwriting scene. And certainly, many of Arlen and Harburg's contemporaries echoed similar complaints. Such was George Gershwin's unhappiness in California that many of his friends unknowingly attributed his depression to working conditions in the movie business, rather than to the fatal brain tumor that tragically took him in 1937.<sup>13</sup> Lyricist Johnny Mercer—a close collaborator especially of Arlen's—once sarcastically quipped, “Hollywood was impressed with songwriters for a minute and a half.”<sup>14</sup> Equally disparaging sentiments come from another of Arlen's cohorts, composer Harry Warren: “Out here in Hollywood a songwriter was always the lowest form of animal life. Unless, of course, you were a Broadway show-writer [i.e., a playwright]. Then they paid you respect.”<sup>15</sup> Composer Jule Styne perhaps comes closest to Arlen and Harburg's remarks about Hollywood's assembly-line-like nature: “I began to hate California...because it was a belt, it was a factory. Too many people participated. They were scavenging on what I created. By the time it got through, it didn't make any sense.”<sup>16</sup> Yet according to one of today's foremost theatrical orchestrators, Larry Blank—an expert in studio-era production practices—such a *modus operandi* was reluctantly accepted by Broadway tunesmiths bound for the West Coast: “Although songwriters probably didn't like giving up artistic control, it was part of the deal. . . . Going to Hollywood meant ‘selling our souls’ (for a very large amount of money). The obscene fees offered by the studios made it easy to turn a blind eye to the *de rigueur* of ‘Hollyweird.’”<sup>17</sup>

One could find the occasional exception, of course.<sup>18</sup> Nevertheless, *Oz* provides a compelling case study of the songwriters' typically subordinate position in 1930s

Hollywood: after Arlen and Harburg turned their songs in to MGM, they essentially lost artistic control. Primary materials suggest they had little (if any) input on the arrangements and orchestrations of their songs, which were completed subsequently by several different studio personnel. And although most of their numbers were retained in the completed film, a substantial percentage of their work was unceremoniously deleted during *Oz*'s preview period, two months before the picture's release. It was actually during the preview stage that Garland's now-iconic performance of "Over the Rainbow" almost ended up on the cutting room floor. The song's early quest for survival has become the stuff of legend: Hollywood lore suggests some MGM executives believed it undignified for their new star to sing in a barnyard, while others felt the number slowed down the prologue's narrative. The ballad was dropped and reinserted at least once, with most versions of the story granting Freed the greatest credit for demanding its permanent restoration. So distraught over the song's near-extraction, Arlen would never again attend a preview for a picture on which he had worked.

Woven around Arlen and Harburg's songs is *Oz*'s orchestral underscoring, much of which is thematically based on the duo's material, although a good deal of original music and quotations from familiar pieces are also incorporated.<sup>19</sup> Therefore, in its entirety, the score for MGM's *The Wizard of Oz* is a single, fully orchestrated entity, comprising two, interdependent components: the songs (by Arlen and Harburg) and the underscoring (by MGM music director Herbert Stothart and a staff under his supervision). These two elements—songs and underscoring (sometimes termed "song score" and "background music")—constitute the scores for most Hollywood and Broadway musicals of this time.<sup>20</sup> Thus, with respect to their constituent parts, at least,

studio-era screen musical scores are somewhat similar to their stage musical counterparts (though stage musicals usually have less underscoring). Several other commonalities should be noted as well: as musical theater scholar Graham Wood observes, screen and stage musicals are “indisputably and intimately connected in terms of their history, content, and style.”<sup>21</sup> Yet although Hollywood and Broadway musicals are certainly *related* theatrical genres, they are, according to the legendary Stephen Sondheim, “two different animals.”<sup>22</sup> First and foremost, movie musicals are obviously *films*, and are therefore immediately distinguished from stage musicals by the very nature of their medium. And perhaps nothing differentiates the medium of film more clearly from live theater than the production method by which movies are made. Indeed, filmmaking—for movie musicals or straight dramatic films—consists of numerous, fairly well-defined stages contained within three principal production phases, much like an assembly line:

- Pre-production: casting, screenplay development, set and costume design, listing locations and setups, outlining a proposed shooting schedule, and other activities;
- Production (also called “Principal Photography”): the actual filming or “shoot”; includes the review of “daily rushes” (i.e., footage taken) for usable shots;
- Post-production: assemblage of the “rough cut” (the first print of a movie after preliminary editing), special effects, further editing, the creation of the “final cut” (or “release print”), promotion, distribution, and so forth.<sup>23</sup>

For the most part, this mode of film production is still in place today. But at no time was this factory-like process more evident than during the era of the “studio system”—the period from the mid-1910s to the late 1950s—when individual film companies were run as commercial ventures according to industrial principles. Each Hollywood studio at this time *was* a factory—part of an industry concerned with the

manufacture and distribution of a single product: motion pictures.<sup>24</sup> At the height of this era, from c.1930-1948, eight Hollywood studios dominated the business: five “majors” (MGM, Paramount, Warner Brothers, 20<sup>th</sup> Century-Fox, RKO) and three “minors” (Universal, Columbia, United Artists).<sup>25</sup> In its heyday, MGM, as the largest factory of the five “majors,” churned out a staggering average of forty films per year.<sup>26</sup> Every studio had its own head or “mogul” (the fabled Louis B. Mayer steered the ship at MGM), along with its own stable of stars, scriptwriters, directors, and designers.<sup>27</sup>

Given the conveyor belt production of studio-age films, it perhaps comes as no surprise that the scores for original movie musicals were also constructed via many quasi-assembly line stages—relatively independent units that conformed by necessity to the three established phases of filmmaking listed above. And in fact, the specific alignment of these units resulted in a unique process of score production—one quite distinct from that employed in other musico-theatrical genres (e.g., the Broadway musical, opera, or ballet). These sequential stages are illuminated by tracing the assemblage of movie musical *songs*, as one component of the score overall. An outline of the *Oz* songs’ creation illustrates this process:

- Pre-Production: Genesis of the Songs (by Arlen and Harburg), Arrangement (by MGM staff), Orchestration (by yet different personnel);
- Production: Prerecording (with orchestra or piano), Shoot to Playback (songs filmed);
- Post-Production: Creation of Underscoring (by Stothart and staff), Continued Development of the Songs (also by Stothart and staff), Previews (including musical editing), Final Cut Released.

Barring a few anomalies, most of the *Oz* songs traversed this path for their eventual use within the film. (We will indeed run into a couple of exceptions to this general pattern, particularly when certain songs needed to be rerecorded or reshot due to

changes in cast, choreography, and/or director.) Still, the distinctive, piecemeal process of the songs' creation raises at least two significant theoretical questions: does their assembly-line-like construction for the movie's release print have an effect on their status as separate "works"? Perhaps even more intriguingly, what impact does this successive, multi-handed compilation have on the authorship of the songs as they exist within the finished film, particularly since Arlen and Harburg lost artistic control rather early in the process? These conceptual concerns are critical enough, in fact, to have motivated an original, overarching thesis for this dissertation: each song within *Oz*'s final cut—understood as an individual, fixed "work"—was created via cumulative authorship along a figurative assembly line. Through many discrete developmental stages, every work changed significantly over time, in part because the music was adapted to suit the film's needs, but also due to the different talents of multiple creators.

The above argument is directly supported by a wealth of largely untapped archival materials. As might be expected, then, this dissertation offers a source study of the *Oz* songs—a thorough, behind-the-scenes examination of the songs' creation, based primarily on the extant primary sources. Such a documentary approach is quite novel for the scholarly study of movie musical songs, though it has been inspired by an ever-increasing body of analogous literature devoted to source studies of Broadway stage shows. Before proceeding, the rest of this introductory chapter must address several key issues: the remaining sections will clarify the specific theoretical terminology included within my thesis, especially the thorny phrases "individual, fixed 'work'" and "cumulative authorship." The dissertation will then be situated within the current scholarship on the *Oz* songs, *The Wizard of Oz* as a whole, and (more broadly) on



American musical theater—thereby providing a rationale for the project and its adopted archival approach. Further still, the relative scarcity of source studies on film musicals has resulted in a survey of the various artifacts utilized for this dissertation—materials that afford fascinating insight into the creative process. Chapter 2 of the introduction offers a fairly substantial overview of Arlen and Harburg’s pre-*Oz* careers, both individually and as a team. No scholar has hitherto attempted such a retrospective of the duo’s previous creative efforts; therefore, the discussion should help place their songs for *Oz* into proper context by revealing intriguing links with their prior endeavors, while also doing justice to the earlier accomplishments of these remarkable (yet understudied) figures of twentieth-century American popular song. This historical background on Arlen and Harburg will lead directly into the main body of the dissertation—Part II, “The Cumulative Creation of the *Oz* Songs”—which contains three chapters that mirror the film’s tripartite production process: Chapter 3 (Pre-Production); Chapter 4 (Production); Chapter 5 (Post-Production). Each of these chapters is further subdivided into subsections devoted to the internal stages of the songs’ piecemeal assembly. Part III—“Conclusion”—includes Chapter 6, covering Arlen and Harburg’s post-*Oz* achievements and the impact of the film’s release print on the songs’ authorship.

## Work and Text

As a source study, this project has led naturally to the oft-debated philosophical question of what constitutes a “work”—an issue of central scholarly concern, particularly within musicology in recent years.<sup>28</sup> Before entering into such a complex discussion, however, the first half of my dissertation’s thesis bears repeating: “each song within *Oz*’s final cut—understood as an individual, fixed ‘work’...” Upon a second reading of this passage, the attentive reader might justifiably ask the following: why should we isolate just the songs as they exist within the release print of this movie and refer to them as individual “works”? Granted, within an academic and/or theoretical context, we could easily single out any one of several different elements from this film (or from any other stage or screen musical, for that matter), and convincingly refer to that portion of the whole as a “work.” We could argue, for example, that the entirety of MGM’s *The Wizard of Oz*, as a feature-length motion picture, constitutes a “work.” Alternatively (and just as persuasively), we could separate the film’s musical score in its totality—songs and underscoring—and label that unit a “work.” But the designation of “work” befits the individual song scenes within *Oz*’s final cut as much (if not more) than any of the aforementioned entities. Surely, it would seem an impossibility *not* to consider the roughly two-and-a-half-minute sequence that comprises “Over the Rainbow” a “work.” The same could certainly be said of any other song segment within this all-time film classic.

As we examine the adopted terminology of this thesis within the ensuing pages, the choice to view and label the movie’s songs in this manner will be sufficiently defended from a variety of angles. But the fundamental rationale for this decision should

be clarified up front. By conceptually setting apart the individual song scenes in *Oz*'s final cut and identifying them as separate, completed "works," we can distinguish them more clearly from the countless manifestations of these songs as they exist away from the original movie. Indeed, each song as an entity *outside* the film's parameters—for example, in a cover version or as published sheet music—is arguably a different work, with its own authorial configuration, from the work as it exists within the finished film. In turn, once the songs within *Oz*'s release print have been established as separate works, we can accurately determine their authorship—noting "who did what" to Arlen and Harburg's submitted material.

Moving back to the terminology of my dissertation's stated thesis: what makes the *Oz* songs within the completed film, perceived as separate works, specifically "fixed"? An explanation of this qualifier demands that we delve more deeply into the large body of academic discourse concerning the nature of artistic "works." Drawing from the seemingly boundless supply of literature on this topic, the present dissertation borrows an especially suitable concept of "work" from the field of literary studies, particularly from the writings of the mid-twentieth-century French literary theorist Roland Barthes (1915-1980).<sup>29</sup> In an influential 1971 essay entitled *From Work to Text*, Barthes presents a theoretical framework for understanding literature; here, Barthes considers the relationship between a literary work itself, and its text. For Barthes, "work" and "text" are interrelated, but are not synonymous: an individual work of literature is a physical, empirical object (a printed book, for example); the Text is the narrative inside the work—the never-ending language that the reader must tackle in order to obtain the work's meaning.<sup>30</sup> (Barthes deliberately writes the term "text" with an uppercase "T,"

presumably to denote not any *particular* text or document, but the abstract concept of “text” or “textuality” more generally.)<sup>31</sup> Thus, in Barthes’s language, the work is a concrete, fixed entity—a tangible, physical phenomenon comprised of individual instances of a continuously unfurling, unlimited “Text” that remains “open” to interpretation.<sup>32</sup>

But how can we apply Barthes’s abstract distinction between work and Text, stemming from the realm of literary studies, to a discussion about music—and more specifically, to the songs in the final cut of MGM’s *The Wizard of Oz*? Perhaps we can begin by relating his ideas to live performance. Certainly, Barthes’s conceptual framework has been adopted successfully within scholarship about live drama, particularly his notion of an open Text. Within his study on Shakespeare, for instance, theater scholar W.B. Worthen explains how Barthes’s premise of an open Text is fundamentally performance oriented. Often quoting Barthes directly, Worthen writes:

In his now-classic celebration of textuality...Barthes provides a convenient discrimination between [work and Text] that informs recent discussions of textuality and performance... The *work*, that ‘fragment of [physical] substance, occupying a part of the space of books (in a library for example)’...is the vehicle for authorized cultural reproduction...[It is] ‘normally the object of consumption’ (161); [On the other hand,] the *Text* is not an object but a field, ‘that social space which leaves no language safe, outside, nor any subject of the enunciation in position as judge, master, analyst, confessor, decoder’ (164). [The *Text*] is encountered as a field of ‘play, activity, production, practice’ (162). It is not surprising that Barthes’s opposition between the work (authoritarian, closed, fixed, single, consumed) and the Text (liberating, open, variable, traced by intertexts, performed) proves so useful to contemporary thinking about performance, in part because Barthes’s sense of the Text is self-consciously performative.<sup>33</sup>

Over the past fifteen-odd years, scholars of the Broadway stage musical have also embraced Barthesian theories about an “open” text to describe live performance within musical theater. Of particular note is a well-received 2005 study, in which the late Bruce

Kirle asserts that stage musical texts are especially open, fluid, and incomplete; moreover, Kirle maintains that performers should be acknowledged as “cocreators” of such texts.<sup>34</sup> Similar ideas have gained currency within more recent musical theater scholarship. In fact, the view that live performance may be considered a text, in and of itself, is now rather commonplace within the literature on stage musicals. Evidence of this widely accepted perspective is abundant: the term “performance text” (a phrase apparently originating in 1980 with drama theorist Keir Elam) is today routinely found in the very recent scholarship of Dominic McHugh, Stacy Wolf, Dominic Symonds, and Millie Taylor, among others.<sup>35</sup>

All such previous literature offers a helpful start in applying Barthes’s theories to live musical theater. But before we can return to the *Oz* songs (and to film musicals more generally), we must build on this scholarship by applying not only Barthes’s concept of the Text to live performance, but his theory of the work as well. Therefore, within the context of live musical theater, a somewhat more faithful adoption of Barthes’s binary model (now with accretions for the purposes of this study) might unfold as follows: the “work” may still be seen as a fixed, physical object, but in this application, the tangible, printed book of Barthes’s literary schema becomes analogous to musical and/or theatrical notation (with or without lyrics or dialogue)—a musical manuscript, a published score, a screenplay or script, published sheet music, or other such inscribed document. Fittingly, the closed, fixed work (i.e., the notation) holds within it numerous potential instances of a limitless, open Text (i.e., the live performance)—a fleeting event that nonetheless disseminates its contents endlessly to receptive individuals via the performer(s), who (as

Kirle suggests) act as its cocreators. In turn, attentive audience members must engage with the infinite Text to understand and interpret the work.<sup>36</sup>

If Barthes's ideas are well suited to discourse on stage musical performance, his theories should be equally appropriate for analogous commentary about movie musical performance. Certainly, Barthes's principles should hold true, regardless of the medium of presentation. After all, what are the performances in finished screen musicals if not *live* performances captured on film and audio *recordings*? And given the inherent recorded nature of film, Barthes's concepts are arguably even more applicable to performances within movie musicals than to those in live stage shows. For completed film musicals, in fact, his work/Text model conceivably functions on two levels. On one hand, since the audio/visual recordings within screen musicals began as live presentations, we can automatically adopt the previously described application of Barthes's theories to live performance. For example, the eminently talented instrumentalists and singers involved in the original filming and prerecording sessions for the *Oz* songs utilized various types of tangible notation (e.g., piano-vocal manuscripts, printed lyrics, conductor parts, screenplays) in order to perform the songs *live* on the set, scoring state, soundstage, and so forth. These live performance events thus constitute an initial set of fixed works and accompanying open Texts.

But on another level, as recorded entities, the individual song scenes within completed film musicals can be conceived especially well in Barthesian terms, ultimately comprising a second set of works and Texts. Barthes's "work" concept is particularly useful in this context, as illustrated by the *Oz* songs: since *The Wizard of Oz* is obviously a film, each song as prepared for use in the movie eventually came to a fixed form—the

result or “product” of the quasi-assembly line process by which it was created. We should clarify here that each song segment in *Oz*’s final cut is actually a composite of *numerous* audio and visual recordings, carefully edited and assembled into a finished scene (a topic we will explore in later sections of this study). Also very much in line with Barthes’s theory of the work: every finished song scene in *Oz* was originally a segment of thirty-five-millimeter film—i.e., a concrete, physical object—footage of a specified duration constituting one section of the movie overall. Additionally, each fixed work, as a constituent part of the release print, was mass produced, marketed, and commercially distributed. Over the decades, these original strips of celluloid have been *repeatedly* reproduced, repromoted, redistributed, and eventually converted into later physical manifestations (VHS, DVD, etc.). But the very fact that these recorded, neatly packaged “products” have been regularly replicated in various formats echoes Worthen’s aforementioned description of Barthes’s work concept as a “vehicle for authorized cultural reproduction.”

Accordingly, every fixed, recorded work within *Oz*’s final cut offers an open, *recorded* performance Text—a completely unique aggregate of the many audio and visual recordings made for each song. In other words, we might think of each song scene as a compilation of various “snapshots” or “glimpses” of the original, fleeting *live* performance Texts, secured permanently on many different recordings; from these recordings, certain takes were selected, edited, and unified to produce a brand new layer—the *recorded* performance Text. It follows, then, that each recorded performance Text, co-created by the movie’s consummate artists, has been endlessly dispersed towards amenable audience members, who—within the “social space” of Barthes’s

model—have developed countless meanings with every viewing. And even if the audience is ever-changing, the works within the finished picture remain fixed and encapsulated, preserved in perpetuity via technology—an aspect of film that is distinct from live theatre, but which permits viewers to re-engage freely with the open, recorded performance Texts upon repeated showings.<sup>37</sup>

Such an admittedly abstract discussion begs several more practical questions: would Harold Arlen and Yip Harburg themselves—two highly successful practitioners of mid-twentieth-century American commercial music—have considered their songs to be “works”? Might they have isolated the songs conceptually from a film’s final cut and perceived them as somehow “fixed” in nature—perhaps even as entities distinct from the versions of those songs existing outside the movie’s parameters? A few further “disclaimers” are necessary here: by all available accounts, Arlen and Harburg never appear to have been asked such specific questions. And aside from referring to their own creations as “songs,” they probably would have used the term musical “numbers,” especially considering the language commonly employed among musical theater professionals. Additionally, if they had been speaking specifically about film music, they might have referred to a given “cue” (i.e., an individual segment of music within a movie’s score, whether a song scene or a section of underscoring).

Nevertheless, rest assured that Arlen and Harburg—arguably more than most songwriters of the era—would have strongly endorsed the notion that their songs constituted individual “works,” and (within the context of completed films) likely “fixed” works at that. The strongest evidence for staking such a claim concerns the individualized nature of the *Oz* songs’ initial publication: during *Oz*’s production, all of



the film's songs were copyrighted *individually*. Furthermore, virtually all were published *individually*—released separately as single copies of sheet music.<sup>38</sup> The following is offered as further support for Arlen and Harburg's asserted position on the matter: the widely circulated, published copies of the movie's songs (understood as individual, fixed works) have served as the basis for innumerable cover versions of the numbers (whose live performances may be conceived as open performance "Texts"). These myriad "work"/"Text" combinations have allowed the songs to establish histories of their own, independent of the original film—a concept that *definitely* would have been welcomed by both Arlen and Harburg. In fact, let us recall Arlen's last few comments about studio-era Hollywood from his 1961 quote cited at the beginning of this dissertation:

You would write as well as you could. Hand it in. Walk away. They would do anything they pleased with your song. They would change the tempo or throw it out if they felt like it. Anyhow, once a song leaves you it thumbs its nose at you and develops a life of its own.<sup>39</sup>

Given Arlen's keen observation that a submitted song "develops a life of its own," we may safely infer the following: for Arlen, the "submitted song" and the "completed song" retained for a movie's release print were *not* automatically identical. He understood that a submitted song's identity would change down the road, however substantially—especially in Hollywood. This line of thinking can perhaps be taken a step further: although Arlen does not specifically refer his songs as "works," might we suggest that he would have considered the "submitted song" to be one "work," and the "completed song" within a film's final cut to be a separate, unique "work"? Surely, a composer of his stature would have distinguished his original musical creation (i.e., the song as conceived with a lyricist and eventually notated via a fixed, piano-vocal

manuscript) from the fully developed version of that creation within a movie's final print (i.e., the song in a *different* fixed format, now including the input—good, bad, or otherwise—of additional contributors).

Rather remarkably (on one occasion, at least), Harburg used virtually the same words as Arlen to describe the idea of a completed song developing “a life of its own.” In the early 1970s, he explained how songs ideally should be able to stand alone as separate entities, apart from their original dramatic context:

When you write music and lyrics...you have to think of what's going to happen on screen or on stage—the action, what you can do pictorially—so that you really direct the lyric toward the pragmatic medium. If you can do that, it's working in showmanship terms, to work with your lyrics and music as a director would work, and as a book-writer would, and still have that song written in such a way that it could step out of the histrionic medium and plot—which it accelerates—and be made to flourish and blossom. In other words, if the song can be taken out of the picture and still have a life of its own, be a popular hit, then you have accomplished the real premise of songwriting. This is a pretty hard thing to do.<sup>40</sup>

Harburg's final remark here is an understatement, to say the least. Nonetheless, two additional points of contact directly with the *Oz* songwriters will defend their deep concern for theoretical matters such as those presented in the present commentary. For Arlen, we can get a better idea of his introspective, melancholic disposition from theater critic John Lahr (son of Cowardly Lion actor, Bert Lahr ). In describing the composer's diary, Lahr points out a favorite quote of Arlen's from the early twentieth-century poet Rainer Maria Rilke—a passage (in English translation) concerning the nature of “works of art.” As Lahr writes:

In [Arlen's] diary, a small, haphazardly kept omnium-gatherum, Arlen set down axioms, vocabulary words, and quotes from a wide-ranging reading list—Marcus Aurelius, Aristotle, Santayana, Nietzsche. Among the collection of philosophical epigrams, in special brackets and underlined, is a quote from Rilke: 'Works of art are of an intimate loneliness. Only love can grip and fairly judge them. Consider yourself and your feeling right every time.'<sup>41</sup>

It is perhaps not surprising that Arlen would so admire this particular Rilke quote.

Among other possible interpretations, Rilke seems here to be separating the idea of the "work of art" itself from its receiver. And in a rather Barthesian turn, Rilke appears to suggest that the work's receiver—be it a performer, an audience, and/or the creator—must love that creation enough to engage with it, thereby giving the work meaning and life.

As for Harburg, his previously-cited observations only hint at the large body of his philosophical commentaries. He was frequently interviewed throughout his career and gave numerous public lectures—many (as might be expected) on topics related to lyric writing. (It would actually be difficult to think of a lyricist who pondered the nature of his craft more profoundly.) For Harburg, a song was more than simply the fusion of words and music. He believed, in fact, that the wedding of these two art forms placed songs on a more powerful, advantageous plane than other literary genres, such as prose or poetry. As he eloquently explained:

[The] magic in song only happens when the words give destination and meaning to the music and the music gives wings to the words. Together as a song they go places you've never been before. The reason is obvious—*words make you think thoughts. Music makes you feel a feeling. But a song makes you feel a thought.* That's the great advantage. You rarely feel a thought with just dialogue itself.<sup>42</sup>

It should now be patently obvious that both Harburg and Arlen seriously contemplated the very essence of their art, even if not asked directly about the potential nomenclature employed. And it almost goes without saying that the individual song segments within *Oz*'s final cut embody the special "magic" (to use Harburg's term) that transcends the screen and reaches into the minds of receivers. However, as the remainder of this dissertation will illustrate, the magic formula that created these fixed works consists not merely of Harburg's words and Arlen's music, but also of numerous subsequent ingredients supplied by a chain of sequential individuals—a topic that leads directly into an explication of "cumulative authorship"—the second theoretical term contained within this project's thesis.

### **Authorship**

Like the subjects of work and text, the interrelated issue of authorship has long been debated within the humanities. But how can we reconcile linking the Barthesian-inspired ideas described above with the additional goal of assigning "cumulative" authorship to the "fixed works" in *Oz*'s final cut? To be sure, strict adherents of Barthes's theories would likely resist *any* attempt to assign definitive authorship to a given work, regardless of the type of authorship designated. In fact, Barthes is perhaps best known for his seminal 1967 essay, "The Death of the Author," in which he rejected the established view that the "Author" is the origin of a particular creation, the source of its meaning, and the only "authority" for its interpretation.<sup>43</sup> In diminishing the role and

conceivable intentions of the Author, Barthes argued instead for the “birth of the reader,” thereby elevating the reader’s status as the sole interpreter of meaning.

It is here that this dissertation’s thesis moves away from a complete acceptance of Barthesian principles. Certainly, we should be allowed to adopt and slightly tweak Barthes’s 1971 work/Text model without fully embracing his earlier, 1967 theory about authorship, which arguably goes too far in its complete dismissal of an author’s significance and potential motivations. Any such theory that converts an author to an entirely abstract concept seems at the very least imbalanced—placing all the responsibility for a work’s interpretation upon its receiver and ignoring both the value of its designer(s) and the possible inspirations behind a given artistic creation. (And as it happens, the “Genesis” section of this dissertation will devote significant space to the likely influences within Arlen and Harburg’s efforts for *Oz*, and the often ambiguous lines among influence, borrowing, and authorship.) Nonetheless, rather than eliminating the author’s role entirely, we should ideally strive for a more practical approach with respect to authorship—a “happy medium” of sorts—giving credit where credit is due to the actual creator(s) of a fixed work of art—while also allowing its receiver(s) to share in the work’s meaning via its unlimited Text. And as it happens, such an empirical approach is possible by turning to surviving archival materials—a particularly appropriate method for assigning authorship to the songs in *Oz*’s final cut. Indeed, the extant sources for the film’s songs are capable of accounting for *numerous* real-life individuals and their very real accomplishments.

The practical archival approach undertaken in the present dissertation—along with its concern in giving proper credit to real people and their achievements—is

certainly in keeping with recent archival scholarship on the Broadway musical, in which the goal of accurately determining authorship has been of great interest. In a valuable 2015 article, for instance, Dominic McHugh documents the various collaborative procedures of several mid-twentieth-century Broadway songwriters and their largely uncredited associates (arrangers, orchestrators, copyists, and so forth). Thereby McHugh convincingly concludes, “We might decide to refer no longer to Broadway ‘composers’ but rather to ‘composer-collaborators.’”<sup>44</sup> Similarly, many hands were typically involved in preparing songs for use within studio-age film musicals. Yet while “collaborative” is an accurate assessment of the Broadway songwriting environment of this era, the term is not wholly applicable to contemporaneous Hollywood. Collaboration implies that songwriters worked together with other members of a team—that is, somewhat simultaneously. But from the perspective of most songwriters, Hollywood musicals were generally *not* a collaborative endeavor. As we recall, studio-age songwriters typically lost artistic control upon submission of their material, leaving subsequent contributors—not collaborative coworkers—to develop and modify their songs over the course of numerous assembly-line-like stages (arrangement, orchestration, prerecording, shoot to playback, etc.). Arlen himself, recalling the near-deletion of “Over the Rainbow,” alluded to the lack of teamwork in Hollywood vis-à-vis Broadway:

I realized [then and there] the fundamental difference between pictures and shows. When you’re doing a show, everybody’s in there pitching. It’s your show and everyone else’s. But it’s never your picture. You’re just getting paid.<sup>45</sup>

Additionally, given the dramatic nature of most studio-age movie musicals, songwriters were not always *required* to collaborate with other musical personnel. During this period, Hollywood tended to favor “star vehicles” and “backstage” musicals

(i.e., a musical whose plot involves a “show within a show”). For such movie musicals, a number of songs could be featured rather independently, without necessarily being tied to a cohesive narrative. As musical theater scholar Kim Kowalke explains, the Hollywood system (in this respect, at least) worked to the advantage of several top songwriters, while to the detriment of others:

[During the 1930s] Berlin, Porter, and the Gershwins had shifted their focus [from Broadway] to Hollywood, whose hierarchical and specialized production system utilized and showcased their songwriting skills without requiring them to be the collaborative dramatists that Weill and Rodgers aspired to be, albeit without much success, in the film medium.<sup>46</sup>

Naturally, while under contract for *Oz*, Arlen and Harburg occasionally collaborated with other personnel. Admittedly, in fact, by Hollywood standards of the day, Arlen and Harburg’s circumstances for MGM’s *Oz* were better than the norm, especially given Harburg’s involvement with the screenplay and the relatively free rein granted to them by the musically sympathetic Arthur Freed. Still, sources suggest such interaction with other musical colleagues was relatively infrequent—far less than for Broadway shows—and did not always constitute direct, genuine collaboration. Furthermore, once their fourteen-week contracts expired, they had little else to do with *Oz*, save for a few exceptions.

Certainly, the *Oz* songs stem primarily from the combined creative gifts of Arlen and Harburg. But determining the authorship of these songs—whether within the context of the movie or as individual entities apart from that setting—is no easy task. This challenge is further complicated if one considers the songs’ *legal* authorship: soon after Arlen and Harburg submitted each song to MGM, its legal authorship was firmly attributed to them by copyright law. Their names are clearly listed as the songs’ sole

legal authors at the Library of Congress's Copyright Office (where piano-vocal copies were deposited during *Oz*'s production) and on the film's all-important "cue sheet"—the studio's detailed log of every musical cue in the movie, which determined who received royalties. Interestingly, though, the songs' copyrights were actually held by MGM's parent company in New York, Loew's Incorporated. In essence, Loew's "owned" the songs, not Arlen and Harburg. (For all practical purposes, the songwriters—by the terms of their fourteen-week, "work-for-hire" contracts—relinquished control of their intellectual property to MGM/Loew's.) Additionally, Loew's owned MGM's publishing company, Leo Feist, which, even before *Oz* was released, published six of the *Oz* songs, with Arlen and Harburg's names prominently indicated as sole authors.<sup>47</sup> The published sheet music bearing their two names was released both commercially (which helped disseminate the songs to the general public) and as "advance artist" copies (i.e., relatively unadorned, plain-covered editions that were distributed to well-known performers and bandleaders of the period). Larry Blank offers additional details about this admittedly complex business arrangement:

When the studios hired or bought songs from songwriters, they were by contract the songs' publishers. Therefore they owned the publishing rights and ASCAP/BMI publishing royalties from the songs. The ASCAP income was split at least 50/50 between the studios and the authors. This was *significant* income for the studios and the primary reason they made musicals in the first place.<sup>48</sup>

But if we put aside all such legal and financial matters, and instead consider the songs only as they exist within the confines of the completed picture, Arlen and Harburg—while unequivocally principal authors—are *not* sole authors. Primary sources show that after the partners submitted their songs, several fairly independent and mostly uncredited staff developed and modified their original materials throughout the ensuing



months—without the duo’s direct involvement—resulting in the songs as we know them in the finished movie. Thus, the *actual* authorship of each song, within the context of the picture, is best described by the label “cumulative”—a term that conveys additive authorship, acquired over a period of time by a chain of separate contributors.

“Cumulative” is here adopted from literary scholarship, where the adjective has similarly been employed (by William Harmon, among others) to denote the authorship of folktales, which, like that of the songs in *Oz*’s final cut, is typically incremental, multi-handed, and achieved over time. (As is well known, however, folktales are often entirely anonymous, whereas most of the contributors to the *Oz* songs can be documented.)<sup>49</sup> “Cumulative” also appears repeatedly in manuscript studies concerning the additive authorship of Chaucer’s *Canterbury Tales*, particularly within the scholarship of medieval literature specialists Theresa Lynn Tinkle and Robert Meyer-Lee. For example, Tinkle makes the following observations in discussing the famous *Prologue* to Chaucer’s *The Wife of Bath’s Tale*—comments that could easily be applied to the authorship of the completed songs within *Oz*, wherein the contributions of many were adapted to suit the film’s needs:

The very ‘peopled’ medieval and Renaissance pages of Chaucer’s *Wife of Bath Prologue* manifest a pattern of hybrid, cumulative authorship and illustrate how authorial intention comes to be supplemented or superseded by other contributors’ agendas. In this way works are neatly tailored to fit present exigencies.<sup>50</sup>

Along the same lines, Meyer-Lee responds to Tinkle’s essay by suggesting that the authorship of *Canterbury Tales* (for one of its most authoritative manuscripts, at least) represents a historical “composite.” Perhaps not surprisingly, then, Meyer-Lee’s remarks offer yet another analogous commentary to the view of authorship maintained for the present study:

In Tinkle's apt phrasing, the pages of any manuscript [in the *Canterbury Tales*] reflect a 'hybrid, cumulative authorship.' Hence, even what is arguably the most historically authentic version of the *Tales*, the Hengwrt, is already a historical composite—as indeed is any material literary object in any era.<sup>51</sup>

At this point, we must consider a crucial historical issue directly related to the cumulative authorship of the songs in *Oz*'s final cut: the origins of the multi-stage process by which they were assembled. Actually, the first three stages of this process—Genesis (by a given film's songwriters), Arrangement (by subsequent studio staff), Orchestration (by yet different in-house personnel)—have their roots on Broadway. Therefore, in comparing studio-age Hollywood songwriting with that of contemporaneous New York, the following clarification is in order: what we might call the "assembly line system of songwriting" in place at MGM by 1938-1939 was adopted by the Hollywood studios from a similar *modus operandi* that had existed in New York for years. During this period, many songs for Broadway shows also benefitted from multiple contributors over the course of several developmental stages, albeit in what was (as discussed) a far more collaborative environment overall. In fact, particularly throughout the early decades of the twentieth century (but even into the 1940s), this roughly analogous system was integral to the production of numerous Broadway musicals, especially via the personnel at Harms, Inc.—an especially large music publishing firm on Tin Pan Alley. The Harms company was owned and operated by Max Dreyfus, who had apprenticed as a music copyist himself and had become one of the leading show producers on Broadway. Dreyfus possessed a talent for *recognizing* talent, and he eventually signed nearly every major popular songwriter of his time (Kern, Porter, Youmans, Rodgers, Gershwin, among many others). But also in his employ was a large and talented staff of additional musicians—copyists, arrangers, orchestrators, and so

forth—who assisted (to varying degrees) the company’s songwriters.<sup>52</sup> Granted, the many composers working for Dreyfus brought different levels of musical training to their craft and possessed unique working methods. Thus, there existed within Harms’s world a wide spectrum of interaction among musical collaborators.<sup>53</sup> But for those songwriters who perhaps could not read or notate music (or for those who, for one reason or another, *chose* not to notate, arrange, or orchestrate their own material), Harms had a capable staff on hand that provided whatever treatment was necessary to prepare a song for given show. With advent of the “talkies” in the late 1920s, the West Coast film studios borrowed this multi-part songwriting procedure, but *greatly* adapted the process to suit the demands of the film medium. (More on this topic momentarily.) And by the mid- to late 1930s, many of Harms’s musicians had migrated to the West Coast (some temporarily, others permanently)—what musical theater specialist Ethan Mordden describes as “the irruption into Hollywood of the Harms writers.”<sup>54</sup> This westward caravan of Harms’s alumni included not only songwriters, but several other now-famous figures such as composer Max Steiner and pianist/composer/conductor Oscar Levant.

This discussion of multi-stage songwriting practices would be incomplete without mentioning a particularly relevant diatribe against American popular art from the snide pen of German philosopher Theodor Adorno (1903-1969). The leading figure of the Frankfurt School of critical theory, Adorno, like many other gifted Jewish intellectuals, briefly lived in the United States while in exile from Nazi Germany. In 1941, during his American displacement, Adorno wrote what has become an especially famous (and for many infamous) essay: “On Popular Music.”<sup>55</sup> For the Marxist-influenced Adorno, all phases in the production of American popular songs, whether for Broadway or

Hollywood, were “standardized” in order to serve the sole goal of selling a product—a product that was inferior in every respect to the so-called serious music he championed.<sup>56</sup> Adorno singles out the phases of promotion and distribution as “industrial” in nature—conducted along mass production lines to the detriment of consumers, who (in his rather warped view) become products themselves. Especially significant for present purposes, Adorno distinguishes these promotional and distribution phases from the three-part process that *precedes* them—what he characterizes as “the act of producing a song-hit.” Surprisingly, Adorno concedes that this tripartite distribution of workers, for all of its standardization, actually requires some degree of individualized skills from the various personnel involved, and thus remains in an artisanal state. Yet while conciliatory in this regard, Adorno cannot resist adding several derogatory slams toward the end of his remarks to emphasize what he sees as the entirely profit-driven nature of the method:

Though all industrial mass production necessarily eventuates in standardization, the production of popular music can be called “industrial” only in its promotion and distribution, whereas the act of producing a song-hit still remains in a handicraft stage. The production of popular music is highly centralized in its economic organization, but still “individualistic” in its social mode of production. The division of labor among the composer, harmonizer, and arranger is not industrial but rather pretends industrialization, in order to look more up-to-date, whereas it has actually adapted industrial methods for the technique of its promotion. It would not increase the costs of production if the various composers of hit tunes did not follow certain standard patterns.<sup>57</sup>

Adorno’s well-known essay is frequently (and justifiably) described as elitist, although it should be clarified that his exposure to this repertoire was fairly fleeting, as he remained in the United States only between 1938 and 1949. Nevertheless, Adorno is *blinded* by his elitism, and his lack of knowledge about this music renders his commentary especially problematic. First, his terminology is inaccurate. In this context,

the nomenclature for the initial three steps of a popular song's development should be in line with what was commonly used for both Hollywood and Broadway musicals at the time, thus coming closer to the succession given earlier in this introduction:

“songwriter(s), arranger, orchestrator,” etc. (Later in this dissertation, we will explore the complicated nature of such labels more fully.) More significantly for our concerns, though, Adorno conflates these two highly distinct genres—stage and screen musicals—and consequently assumes that the process by which their songs were created was identical. But as we will see, the division of labor among creative personnel was far more sharply divided in Hollywood, where, as previously mentioned, songwriters typically lost creative control early in the process.

Additionally, Adorno's assessment of the era's songwriting procedures is only applicable (*if* it is applicable) to the development of Broadway stage songs—not to those for Hollywood films. By the late 1920s, in fact—after the silent era and with the development of movie musicals—the California studios profoundly adapted the three-part division of labor already in existence on Broadway, now adding numerous subsequent stages (involving the input of many contributors other than songwriters) in order to accommodate the requirements of the filmmaking process: prerecording, shoot to playback, creation of underscoring, continued development of the songs, previews, and so forth. Actually, the system of prerecording and shoot to playback itself was specifically invented to serve the technical needs of the film medium (a topic to be explored in Chapter 3.) And certainly, the piecemeal audio and visual editing involved in the creation of song scenes for film has no equivalent in what was only a loosely comparable songwriting process for the live Broadway stage.

As is made plainly evident from the above, songwriters in studio-age Hollywood typically contributed their creative efforts merely to the very first segment of a lengthy production line. Accordingly, their contracts generally offered only short-term employment at a given studio. Songs were written on demand: the studio assigned the project, estimated the number of weeks required, and either accepted or rejected the songwriters' submitted material. If a song was approved, it became studio property.<sup>58</sup> As we might anticipate, Arlen and Harburg's *Oz* contracts reflect just this sort of arrangement: surviving copies indicate that they were hired on a standard, "work-for-hire" or "flat deal" contract to write all the songs for the movie. They were quoted an amount of \$20,000 jointly for a ten-week period (with one third advanced against royalties), along with the option of converting to \$25,000 jointly for fourteen weeks—an extension they clearly took. Subsequent royalties (for song sheets and recordings, as well as ASCAP income from radio and other sources) would be split with the studio: Arlen and Harburg would receive two-thirds; MGM/Loew's one-third. The numerous clauses within their contracts make it clear that accepted songs would become property of MGM/Loew's. Furthermore, as their contracts state, the studio owned the "sole, exclusive and complete right (but not the obligation) to publish, sell, license, or otherwise dispose of any music, lyrics and/or other works by them, and...may enter into contracts with others for publication, use licensing, sale or other disposition of said works."<sup>59</sup>

At face value, at least, the terms of Arlen and Harburg's *Oz* contracts seem rather blunt and calculated. But the songwriters clearly realized the distinct advantages of the opportunity set before them, especially the prospect of working at MGM for Arthur Freed. Therefore, they chose not to quibble about what was, in truth, a relatively modest

salary. By comparison, for instance, Irving Berlin—known to be a tough bargainer—had recently written the songs for *Top Hat* (RKO's 1935 Astaire/Rogers vehicle) for \$75,000 plus a ten percent share of the profits. Shortly thereafter, Jerome Kern had received \$50,000 plus a capped percentage of the profits for *Swing Time* (another RKO Astaire/Rogers picture, released in 1936).<sup>60</sup> Regardless, Arlen and Harburg recognized that their names, while certainly on the short list of the era's most desired songwriters, could not command the types of fees garnered by some of their colleagues, especially those like Kern and Berlin who had a more impressive track record at that point.<sup>61</sup>

We might also pause momentarily to put Arlen and Harburg's salaries for *Oz* into perspective. In Depression-era America, \$25,000 for fourteen weeks of employment was (to put it mildly) astronomical, especially given that the average *yearly* income in 1938 was approximately \$1700.<sup>62</sup> But MGM certainly had the financial resources to spare. Moreover, despite the songwriters' typical loss of artistic control upon submission of their material, MGM—compared with other West Coast studios of the era—was definitely “the place to be.” Actually, MGM enjoyed a good reputation for treating songwriters relatively well—certainly better than one of their greatest rivals, Warner Brothers, which was often scorned by the Hollywood songwriting community. The difference between the two studios in their treatment of songwriters was evidently significant enough that Harry Warren had a stock of humorous stories on the subject. For example, Warren used to entertain at parties with a song that compared the dismissive attitude toward songwriters at Warner Brothers with the more cordial treatment they received at MGM. Aljean Harmetz humorously relates one of Warren's best-known stories:

To a number of metallic sounds, including the rat-tat-tat of his fingers drumming on a table, [Harry Warren] would begin with, ‘At Warner Brothers, you come in the gate at seven in the morning. The guards on the walls keep their guns aimed at you. At 7:05, Hal Wallis calls. ‘Have you written that song yet?’ In contrast, the section about MGM would be accompanied by gentle piano music. ‘At Metro, the birds sing. The grass is green. Everybody smokes a pipe and has the Book-of-the-Month under his arm. Nobody works at Metro. You watch the flowers grow.’”<sup>63</sup>

This is not to suggest, of course, that MGM was idyllic. Above all, it was a profit-driven business—a factory with an assembly-line environment. MGM’s music department itself was even *managed* like an assembly line. A brief clarification is necessary here: technically speaking, the studio’s “music department” was the division of the company for which their in-house composers, conductors, arrangers, orchestrators, and so forth worked under MGM’s music department head, Nat Finston. For instance, Finston assigned house composer/conductor Herbert Stothart and his staff to *Oz*. And as we recall, after Arlen and Harburg submitted their songs, Stothart and his team further developed the songwriters’ material and created *Oz*’s underscoring. Arlen and Harburg, writing mostly for associate producer Arthur Freed at the beginning of the production line, likely had little direct contact with Finston, although they surely crossed his path on occasion.

The aforementioned pianist/composer/conductor Oscar Levant certainly knew Finston. In his well-known collection of essays *A Smattering of Ignorance* (1940), Levant recounted his first conversation with MGM’s music department chief. The often-sardonic Levant, attempting to gain employment at MGM as a staff composer, recalled their initial encounter as follows:

I found [Finston] in a commodious office, hung with charts which were his most absorbing possession. Within a few minutes he had led me to the wall (which they covered completely) and [had] begun to explain their significance. Each



chart represented a film, and each bore the name of the composer who had been assigned to [supervise] the score. There was one for Stothart, another for Ward, a third for Waxman and so on. As Commissar of Music for the MGM enterprises, Finston was as closely in touch with the activities of his vassals as the tovarich in charge of a salt mine in the Ukraine. [Finston] then launched into a long exposition of his career at the studio, detailing the chaos in which he found the music department and the perfection of organization that now prevailed. 'I tell you,' he said, 'it's like running a well-oiled machine.' The phrase appealed to him, and he repeated, 'Like a well-oiled machine. Every man a cog in the wheel.'<sup>64</sup>

Levant's story about Finston is not only entertaining but informative. To be sure, Finston's description of MGM's music department as a "well-oiled machine" underscores an essential point about the musical atmosphere of studio-age Hollywood: MGM was indeed an assembly line. But for any musician trying to get hired (songwriters like Arlen and Harburg, composers of underscoring like Levant, orchestrators, and so on), the trade-off was well worth dealing with the system and its higher-ups, especially at MGM—the best, most desirable, and most profitable assembly line in town.

### **Review of Scholarship and Approach**

As might be expected with a popular culture artifact as famous as MGM's *The Wizard of Oz*, most of the literature on the film stems from non-academic sources: entertaining essays and magazine articles, coffee table books, fan-based websites, liner notes, and other such writings. This anecdotal material varies considerably in terms of quality, but for the most part offers an enjoyable (if often inaccurate) mixture of biographical and historical information, Hollywood gossip, and trivia. Not that this literature is entirely without merit; on the contrary, the best journalistic critics (such as John Lahr or Ethan Mordden) present some of the most insightful commentary on the

movie. Still, it is safe to say that *Oz* has proven especially fertile ground for mythmaking and hagiography—perhaps more than most other iconic American subjects.

Three journalistic volumes stand out from the rest of this popular literature:

1) Aljean Harmetz's previously-noted *The Making of The Wizard of Oz*—easily the best-known and most widely circulated study of the film's production to date (first published in 1977, with reprint editions in 1989, 1998, and 2013);<sup>65</sup> 2) John Fricke, Jay Scarfone, and William Stillman's *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary Pictorial History* (1989);<sup>66</sup> and 3) Jay Scarfone and William Stillman's very recent *The Road to Oz: The Evolution, Creation, and Legacy of a Motion Picture Masterpiece* (2019).<sup>67</sup>

Each of these volumes offers a valuable historical survey of the movie's production, distribution, and reception, and includes some discussion of the film's music and its creators. Harmetz's work in particular benefits from numerous firsthand interviews with individuals connected to the movie's production who were still living in 1977. Especially relevant for this dissertation are Harmetz's interviews with the following music personnel who have since passed away: George Bassman, Murray Cutter, Ken Darby, Jack Haley, and Yip Harburg. Also worth noting here are John Fricke's liner notes for a 1995 compact disc recording of the movie's score issued by Turner Entertainment. Fricke's insert, which rises well above the standard liner note fare, includes an especially helpful summary of the film's production and music.<sup>68</sup> The various publications mentioned here, however, were written by non-musicians for the general public, and none explores the music or its creation in any depth. Further still, most of this popular literature has at least some inherent drawbacks for subsequent scholarship: claims are generally unsubstantiated and sources are rarely cited, either by footnotes or within the prose itself.

One exception to this general rule is the 2019 volume by Scarfone and Stillman (*The Road to Oz...*), which approximates a scholarly study. It contains a detailed bibliography listing the archival sources employed, but disappointingly does not provide footnote or endnote references to these sources.

A popular edition of the script was published in 1989, *The Wizard of Oz: The Screenplay* (Bantam/Doubleday, 1989), edited by Michael Patrick Hearn.<sup>69</sup> Hearn's introduction offers insightful commentary about the script's long and complex evolution, but scant archival information is provided about the sources used to prepare the edition. Another intriguing publication related to the screenplay is Turner Entertainment's 1993 paperback issue of the "cutting continuity" script from March 15, 1939.<sup>70</sup> (A "cutting continuity" is a shot-by-shot written transcription of the contents of a film, prepared during post-production at a selected stage of editing.) This book is especially significant for the present project because it was prepared in conjunction with the lengthy rough cut of *Oz*, and therefore includes detailed evidence of the musical scenes that were eventually deleted.

Discourse on *The Wizard of Oz* has also gained considerable ground in academic and literary circles. Since the 1970s, both Baum's original novel from 1900 and the MGM screen adaptation have provided subjects for an almost overwhelming body of analysis. The appeal of the topic is not difficult to understand: *The Wizard of Oz* constitutes a distinctly American cultural phenomenon, and the symbolically rich fable is open to multiple interpretations.<sup>71</sup>

Many critics and scholars have focused exclusively on Baum's fable. Some have dealt with his story as literature and folk tale (e.g., Marius Bewley, 1970; Ray Bradbury,

1974; Gore Vidal, 1977),<sup>72</sup> others from the standpoint of mythology (Carol Pearson and Katherine Pope, 1981; Edward Hudlin, 1989),<sup>73</sup> and still others from a psychological, spiritual, or mystical perspective (Sheldon Kopp, 1970; Osmond Beckwith, 1976; John Algeo, 1986; Samuel Bousky, 1995).<sup>74</sup> The possible political and social symbolism in Baum's narrative has inspired further interpretations (Henry Littlefield, 1964; Barry Bauska, 1976; Hugh Rockoff, 1990; William Leach, 1993; and Gretchen Ritter, 1997).<sup>75</sup> Two significant studies of Baum's tale appeared in 2000: 1) a special centennial publication of the novel with an introduction and detailed annotations by Michael Patrick Hearn (essentially a journalistic volume, but based on primary sources); and 2) Mark Evan Swartz's scholarly treatise, *Oz Before the Rainbow: L. Frank Baum's 'The Wonderful Wizard of Oz' on Stage and Screen to 1939* (a monograph that traces the many theatrical adaptations of the story prior to the MGM film).<sup>76</sup>

Numerous other commentators have dealt with the MGM motion picture alone, or have incorporated some discussion of Baum's novel into an overall consideration of the movie. Of these studies, scholarly *interpretative* analyses of the film predominate. Given that the movie's screenplay treats Dorothy's Oz journey as a dream sequence, it perhaps comes as no surprise that psychoanalytic readings of the film are abundant. Representative studies include those by Harvey Greenberg (1975, Freudian), Jerry Griswold (1987, Freudian), and John Beebe (2000, Jungian).<sup>77</sup> Prominent literary figures have also expressed their admiration for the film in eloquent essays; important examples in this category include the work of Salman Rushdie (1992) and John Updike (2007).<sup>78</sup> Several scholars have looked at the film from the perspective of folk tale, mythology, or theology: Samuel Schuman (1973), David Downing (1984), Linda Hansen (1984), and

Paul Nathanson (1991).<sup>79</sup> Sociological studies and socio-political interpretations include those by Lynette Carpenter (1985), Stuart Culver (1988), Francis MacDonnell (1990), Richard Selcer (1990), Andrew Gordon (1992), Neil Earle (1993), Edward Recchia (1998), and Joshua Bellin (2005).<sup>80</sup> From the late 1980s through the 1990s, gender-related readings began to appear with increasing frequency, exemplified by the work of Madonna Kolbenschlag (1988, feminist criticism), Bonnie Friedman (1996, feminist criticism), Linda Rohrer Paige (1996, feminist criticism), and Alexander Doty (2000, queer theory).<sup>81</sup>

#### Scholarly Musical Commentary on MGM's *The Wizard of Oz*, Arlen, and Harburg

Astonishingly, considering this vast academic criticism on *Oz* only partially outlined above, a relatively sparse amount of musicological discourse has been devoted to the MGM movie. Despite the great popularity of the songs in the film (or paradoxically *due* to their familiarity), the accomplishments of songwriters Harold Arlen and Yip Harburg—along with the contributions of numerous other MGM music personnel—have largely been ignored within academia. The musicological commentaries on *Oz* that have appeared—a smattering on Stothart's underscore and a few on the songs—deserve review here. In recent years their numbers seem to be growing.

The first two musicological essays on *Oz* stem from the 1990s. Both come from theorists (Allen Forte, 1995; Ronald Rodman, 1998), and not surprisingly, both employ Schenkerian analysis—a methodology sometimes considered controversial for popular music study. Certainly, several criticisms of the method's application to popular music

are justifiable: Schenkerian analysis frequently seems ill-equipped to deal with the very aspects of popular music that make it most interesting and unique. In particular, the musical dimension of rhythm is often completely ignored in such analysis, as is the role of performance. Additionally, the very act of applying such a technically-sophisticated method as Schenkerian analysis to this repertoire might be understood as an attempt to “legitimize” this music to a more “respectable” level. Even so, one of the great strengths of the method is its ability to delineate the relationship between long-range tonal movement in the background, and linear detail in the middle- and foregrounds. Thus, these brief Schenkerian discussions (regardless of their inherent limitations) remain valuable in any scholarly consideration of the music from *Oz*.

Forte presents an intricate, six-page Schenkerian analysis of the chorus of “Over the Rainbow” (the only *Oz* number included in the Arlen chapter of his 1995 volume *The American Popular Ballad of the Golden Era*).<sup>82</sup> As one would expect, his examination is meticulous and illuminating. And as it happens, Forte’s essay on “Over the Rainbow” has proven especially important for this project: later in the dissertation, his analysis of the [A] sections’ underlying melodic and harmonic movement supports part of an argument concerning the ballad’s genesis. In a lengthier 1998 article (“‘There’s No Place Like Home’: Tonal Closure and Design in *The Wizard of Oz*”<sup>83</sup>), Rodman offers a Schenkerian reading of Stothart’s tonal scheme within the film’s score overall, and argues that this tonal design reflects the movie’s literary theme of departure and return. All the score’s tonal areas are graphed in a linear manner; the numerous resulting graphs repeatedly project a tonal design of ascending and descending fifths, with, as the author writes, “tonic serving as the point of repose (home) and dominant serving a double

function as agent for departure and return.”<sup>84</sup> The score is tonally closed, and as it “finds its way to tonic toward the end of the film,” Dorothy finds “her way home to Kansas.”<sup>85</sup> For Rodman, the score reflects the movie’s narrative theme of departure and homecoming—whether Stothart was aware of this parallel or not. In fact, Rodman admits that he personally believes Stothart was conscious of the score’s analogy to the movie’s literary theme, but he makes it clear that he is “not as much concerned with Stothart’s *intent* in creating that design” as he is “with showing how the resultant tonal design conforms to the primary theme of the film.”<sup>86</sup> Rodman’s article is clearly a critical-interpretive analysis of the film’s completed score—not a source study. In fact, he bases his commentary on few (if any) archival materials.

Between roughly 2000 and the early 2010s, musicological interest in MGM’s *Oz* picked up a bit, sparking two further essays: one by Raymond Knapp (2006); the other by Nathan Platte (2011). Knapp’s short critique of *Oz* appears within the “Fairy Tales and Fantasy” section of his 2006 monograph, *The American Musical and the Performance of Personal Identity* (the second volume of the author’s two-part examination of the American musical).<sup>87</sup> Compared with the intricate Schenkerian studies described above by Forte and Rodman, Knapp’s commentary eschews almost all technical analysis in favor of an exploration of various cultural-psychological themes in the movie. The central argument of Knapp’s volume is perhaps best summarized as follows: performances in stage and screen musicals can play an intensely intimate role for audience members by providing important vehicles through which individuals can develop and perform their own personal identities.<sup>88</sup> Knapp’s theory is very much in keeping with this dissertation’s proposed concept of a “recorded performance Text”

dispersed endlessly to receptive audience members, who in turn develop infinite interpretations upon each viewing, thereby becoming authors themselves. Yet while Knapp's critique of *Oz* is certainly intriguing and applicable to this dissertation, his essay could benefit from greater historical grounding. Additionally, one wishes that a musicologist of his stature would have focused a bit more on *musical* commentary, as the few observations he does make along these lines are valuable. In contrast to Knapp's 2006 chapter, Platte's 2011 article—"Nostalgia, the Silent Cinema, and the Art of Quotation in Herbert Stothart's Score for *The Wizard of Oz* (1939)"—relies far more heavily on primary source material.<sup>89</sup> As his title indicates, Platte focuses specifically on Stothart's practice of musical quotation. He argues that Stothart "elevates [this practice] to a high level of sophistication [by incorporating] melodies previously associated with silent film musical accompaniment, [thereby] reinforcing *Oz*'s nostalgic character by recalling an earlier era of film exhibition."<sup>90</sup> Platte further "analyses the various implications of this musical nostalgia as they intersect with earlier cinematic practices, the film's narrative, and Herbert Stothart's musical aesthetics."<sup>91</sup> I shall return to these two analytical positions later in this dissertation.

In recent years, musicological interest in Arlen, Harburg, and *Oz* has been gaining ground. Until the past decade, the sparse secondary literature on Harold Arlen consisted primarily of the following: two biographies by Arlen's good friend, Edward Jablonski (the first completed as far back as 1961, with a second appearing in 1996),<sup>92</sup> composer Alec Wilder's chapter on Arlen in his 1972 volume, *American Popular Song: The Great Innovators, 1900-1950*;<sup>93</sup> Max Wilk's chapter on the composer in his 1973 collection of interviews with mid-twentieth-century songwriters (a book for which Wilk also



interviewed Harburg);<sup>94</sup> a handful of brief commentaries within larger overviews of mid-twentieth-century American popular song (e.g., the two paragraphs concerning Arlen in Charles Hamm's 1979 study, *Yesterdays: Popular Song in America*);<sup>95</sup> the chapter on Arlen within Allen Forte's 1995 study of this repertoire;<sup>96</sup> Larry Stempel's 2001 article on Arlen for *Grove*;<sup>97</sup> and a few elegantly written journalistic essays by noted columnists such as Wilfrid Sheed (in his 2007 volume *The House That George Built*), Richard Corliss (for *Time*), and John Lahr (for *The New Yorker*).<sup>98</sup> By the mid-2010s, however, a new Arlen biography appeared by historian-journalist Walter Rimler (*The Man That Got Away: The Life and Songs of Harold Arlen*, 2015), and musicologist Walter Frisch began to focus on Arlen. By 2017, Frisch had published a short monograph on "Over the Rainbow," in which he surveys the song's creation and especially its reception history over the decades since *Oz*'s debut.<sup>99</sup>

Similarly, until recent years, the achievements of Yip Harburg were chronicled primarily in journalistic essays (e.g., Lahr, 1996), and only briefly mentioned within single-volume surveys of mid-twentieth-century lyricists (Furia, 1990; Engel, 1975; and Hirschak, 1991 and 2002).<sup>100</sup> A substantial biography of Harburg appeared in 1993, coauthored by journalist Harold Meyerson and Ernie Harburg (the lyricist's son).<sup>101</sup> By the early 2000s, two further articles emerged: Thomas Hirschak's brief 2001 entry on Harburg for *Grove*;<sup>102</sup> and a 2002 essay by the lyricist's daughter-in-law, Deena Rosenberg.<sup>103</sup> But interest in Harburg's oeuvre is on the rise: in 2012, historian Harriet Hyman Alonso published an interview-based biography of the lyricist entitled *Yip Harburg: Legendary Lyricist and Human Rights Activist*, which fuses the author's own commentary with many of Harburg interviews and lectures.<sup>104</sup> And in 2016, British

musicologist Danielle Birkett devoted her dissertation to *Finian's Rainbow* (Harburg's 1947 collaboration with co-librettist Fred Saidy and composer Burton Lane); her fundamental concern is Harburg's "contradictory intention to attack racism and capitalism within a commercial vehicle."<sup>105</sup>

The past few years have witnessed a growing interest among music scholars specifically with *The Wizard of Oz*, including, naturally enough, MGM's 1939 film version. Indeed, in December 2018, Oxford University Press published a multi-authored volume dedicated to the *Oz* phenomenon: *Adapting the Wizard of Oz: Musical Versions from Baum to MGM and Beyond* (eds. Dominic McHugh and Danielle Birkett)—a book for which I contributed a chapter.<sup>106</sup> Over the course of eleven chapters, the volume's authors investigate a wide range of subjects from a variety of scholarly perspectives. For example, popular song scholar Benjamin Sears discusses the adaptation of Baum's story for the MGM movie, focusing on the conversion of the original novel to a full-length film and addressing the issues faced by the changing medium; British musicologist Hannah Robbins focuses on the cultural value of MGM's *Oz* as an artifact of queer culture; Walter Frisch traces the reception history of Arlen and Harburg's *Oz* songs, paying special attention to "Over the Rainbow"; musicologist Paul Laird investigates how the writers of the current Broadway show *Wicked* appropriated narrative and musical aspects of Baum's novel and the 1939 MGM movie; Jonas Westover addresses the early twentieth-century stage adaptations of several of Baum's books, focusing on the relationship between their stars and the talents they brought to their respective productions; Australian dance expert Claudia Funder explores the social and cultural significance of the choreographed musical numbers in the MGM film; and musical

scholar Ryan Bunch offers a socio-cultural examination of *The Wiz*—both the 1975 stage production and its 1978 movie adaption—outlining (among other topics) how the Oz story is reinvented as an urban, contemporary narrative of mobility informed by the African American and pan-African histories of diaspora and migration. (On a related note: in 2015, Bunch had published a socio-cultural/interpretive essay on four Oz adaptations—the 1903 stage extravaganza, the 1939 MGM film, *The Wiz* (1975), and *Wicked* (2003). As Bunch explains his argument, “Oz gives the musical a signal national text which, through adaptation, allows the musical to reassert its own American pedigree while rearticulating the meaning of American identity at significant moments in the history of the genre.”<sup>107</sup>)

Nevertheless, with respect to the 2018 McHugh/Birkett *Oz* volume: each of the contributors relies on primary source material to some extent. But in several chapters, the use of primary artifacts is extensive, and thus the archival approach becomes a central focus. Dominic McHugh incorporates numerous primary documents in an exploration of three contrasting, post-1939 attempts to adapt the MGM film for the stage; Danielle Birkett utilizes an array of archival materials to examine the MGM film’s complex reception history, assessing why the movie has stood the test of time; and Nathan Platte again focuses here on Stothart’s underscore for the MGM movie, drawing on a variety of primary artifacts to show how various musical gestures in the film’s background music work *as* and *in tandem with* the movie’s special effects.<sup>108</sup> None of these authors had planned to focus on the creation of the songs for the MGM film; therefore, my chapter (of which the present dissertation is a much-expanded study) focuses on Arlen and Harburg’s contributions and those of subsequent author-contributors.<sup>109</sup>

The present dissertation, then, aims to fill numerous lacunae within musicological scholarship: no scholar has hitherto offered a full-length archival study of a movie musical's songs by tracing their creation from inception to inclusion within the film's final cut. Furthermore, this dissertation offers the first musicological monograph dedicated to MGM's *The Wizard of Oz*. It is hoped that this behind-the-scenes source study will make a valuable and lasting contribution to scholarship by providing an essential archival foundation for critical or cultural examinations of the film's music in years to come. This approach is very much in line with a rapidly-expanding sub-field in musicology: source studies in musical theater. In fact, the past twenty-odd years have witnessed a tremendous growth in the number of source studies—books, journal articles, conference papers, etc.—dedicated to American musicals. Moreover, a new trend has developed within roughly the last decade: several leading musical-theater scholars involved in archival research have published books focusing on individual stage musicals—what might be called “case studies” of single Broadway shows. For example, an influential 2007 source study of Rodgers and Hammerstein's *Oklahoma!* by Tim Carter helped pave the way for a steady stream of similar musicological monographs, including volumes on *Lady in the Dark* (Bruce McClung, 2007); *South Pacific* (Jim Lovensheimer, 2010); *My Fair Lady* (Dominic McHugh, 2012); *On the Town* (Carol Oja, 2014);<sup>110</sup> and *Show Boat* (Todd Decker, 2015).<sup>111</sup> Yet while archival studies of stage musicals are increasingly common, source studies of *film* musicals remain rather rare. Therefore, this dissertation will remedy a void in musical theater scholarship by offering a book-length source study of the songs from an individual movie musical—a “case study” comparable to the increasing number of archival volumes dedicated to

single Broadway stage shows. Finally, this project helps preserve the legacy of the many gifted individuals who contributed to the *Oz* songs but who have been overlooked by scholarship—especially Harold Arlen and Yip Harburg, two of the most innovative figures in the history of American musical theater.

### **A Note on the Sources**

Given the dearth of archival scholarship on film musicals, an immediate challenge was presented to the current dissertation: what kinds of artifacts constitute the primary materials for a book-length source study of a movie musical's songs? This query might initially be facilitated by turning to existing monograph source studies in two other (albeit imperfectly analogous) musico-theatrical genres: opera and the Broadway stage musical.

The comparison with opera prompts one to consider the myriad archival materials employed by musicologists throughout a long history of source studies in the genre. For such operatic research, the primary sources examined might include musical sketches, autograph manuscripts, fair copies, libretto drafts, items pertaining to the libretto's original literary source, published editions, and/or other related documentation. To cite only one distinguished example: Philip Gossett's comprehensive archival work on Verdi's operas and *bel canto* repertoire frequently relies not only on musical and theatrical materials, but also on relevant supplementary items like diaries, correspondence, and contemporaneous journals. Similarly, full-length archival studies of Broadway stage musicals (such as the cited volumes by Carter, McHugh, Oja,

Lovensheimer, et al) reveal consultation with a highly diverse body of sources: extant musical sketches and manuscripts, draft lyrics and scripts, theatrical ephemera, newspaper clippings, correspondence, and so forth.

But of course, MGM's *The Wizard of Oz* is a motion picture, and is therefore automatically distinct from other musico-theatrical genres. This obvious fact introduces several unique challenges, however, especially for a traditionally-minded music scholar—even one (such as the present author) with a fair degree of performance experience in commercial music. For example, how exactly does a film score of any type manifest itself for academic study?<sup>112</sup> Certainly, a musicologist undertaking specifically *archival* research on a given movie score might first wish to acquire copies of the original, manuscript full orchestrations of all the musical cues within the film at hand. And in the case of *Oz*, one might reasonably assume that such significant documents—for one of the most iconic movies ever made—would surely have been preserved by MGM for posterity. Such a researcher might also presume that these full orchestrations (even with the expected last-minute changes) would represent a fairly complete stage of composition, and thus, would have been used by the conductor during the film's original recording sessions—much as the manuscript full score of a Brahms symphony or Mozart opera might have been employed in initial performances.

Regrettably, the situation with *Oz* quickly dispels such assumptions. In 1969, during a period of financial turmoil at MGM and when the studio system was on its last legs, a shameful decision was made to discard everything around the studio not currently in use. The infamous dumping encompassed all of MGM's film score library, including most of the full orchestrations and individual instrumental parts composed for classic

MGM films—manuscript materials that were both priceless and irreplaceable. As a result of this debacle—what might charitably be called a “corporate house cleaning”—the original handwritten orchestrations for all the cues in *The Wizard of Oz* (both songs and underscoring) were sent to a landfill in Sepulveda Pass. Along with the orchestrations went all the separate orchestral parts. How difficult it is to believe that such precious manuscripts are deteriorating among hundreds of other invaluable MGM scores beneath what is today a California golf course!<sup>113</sup>

Thankfully, some items were spared from this disaster: numerous studio piano-vocal manuscripts (of the *Oz* songs) and many piano-conductor parts—i.e., keyboard reductions (mostly for the film’s underscoring cues). And apparently, the piano-conductor parts for individual cues were the scores generally used by the conductor during the movie’s recording sessions—not the missing full orchestrations. Compounding the confusion: most of the surviving musical manuscripts for *Oz* do not correspond well to the picture’s final cut. The incongruity between the extant scores and the completed movie results from many factors: the remaining piano-vocal manuscripts of the songs generally date from an early phase of *Oz*’s production—i.e., before the songs had been arranged, orchestrated, and so forth. (More on this topic shortly.) Additionally, *numerous* musical changes were made during *Oz*’s recording sessions and when the film was edited in production and post-production—changes that may or may not be reflected in those scores that just happened to survive.

In undertaking research for this project, though, the greatest obstacle by far has resulted from the eventual demise of the original MGM studios and subsequent corporate takeovers throughout the 1970s-1990s: when the studio collapsed, copies of these

remaining musical manuscripts (along with *Oz* artifacts of all types) were scattered to many different archives and collections across the county. A note of clarification: Warner Brothers currently owns the rights to all pre-1986 MGM films, including *The Wizard of Oz*, naturally. This provenance helps explain why several of *Oz*'s original musical manuscripts and other primary materials are presently maintained at the Warner Brothers Corporate Archives in the San Fernando Valley, CA. While the location of this Warner Bros. warehouse is undisclosed to the general public, the premises are open to researchers and scholars for onsite research with sufficient advance notice and appropriate permissions. (Fortunately, I was granted access to the archives and kindly provided with the materials I had requested prior to my visit.)

The primary sources for *Oz* are not only housed in numerous locations, but the materials themselves are frequently found as incomplete remnants, often in fragile or damaged condition. Moreover, very few sources have been catalogued thoroughly. These obstacles have been complicated by requests for photoduplication of copyrighted materials—a difficulty likely to be incurred by any would-be archival scholar of the screen musical. And while photocopies or digital images have graciously been supplied for this project by most institutions, obtaining clearance for these rights has often been fraught with time-consuming red tape and expense.

Even amid such challenges, a “Eureka moment” of sorts occurs every once in a while within the world of *Oz* enthusiasts: another pair of Garland’s ruby slippers is found, an original screenplay turns up, and so on.<sup>114</sup> But for film music archivists in particular, one such rare find surfaced quite recently: in early 2019, singer and pianist Michael Feinstein was helping his friend Angela White move some filing boxes at her



office in Los Angeles's Studio City. (Feinstein, better known to the general public as a performer, is also an experienced archivist and historian of twentieth-century popular song. Ms. White is the daughter of composer David Rose, who was married to Judy Garland from 1941 to 1944.) Nevertheless, when Feinstein noticed a folder marked "Over the Rainbow," he looked inside to find a set of vintage instrumental parts for the song's original film orchestration. As *Hollywood Reporter* columnist Seth Abramovitch writes, "by keeping a complete set of orchestral parts for the song, Rose unwittingly salvaged a critical piece of Hollywood musical history."<sup>115</sup> Feinstein subsequently sent the newly discovered manuscripts to orchestrator/performer Joan Ellison, who created a faithful restoration of the ballad's original orchestration for a performance by the Pasadena Pops, held on September 14, 2019. Ellison's reconstruction was not available for the present dissertation. However, her comments about this recent restoration will be explored in Chapter 3, within the section devoted to the *Oz* songs' orchestration.

Fortunately, even though Ellison's reconstruction has not been acquired, many other largely untapped sources have indeed been obtained. And as it happens, the materials collected vary widely: Harburg's draft lyrics, a few Arlen holographs, numerous early screenplays (including those portions submitted by Harburg), the studio piano-vocal manuscripts and conductor parts mentioned above, MGM music department records, the movie's original music tracks, studio correspondence, press releases, demo recordings, contemporaneous newspaper and magazine articles, scholarly essays of the era, and other related artifacts.

Table 1 below (pp.52-54) lists the "Principal Sources" for this dissertation, along with their current locations and availability.<sup>116</sup> The many *non*-extant items are indicated

as such. Fittingly (and in keeping with this project's thesis), the sources are arranged according to the previously-given outline of the *Oz* songs' creation—i.e., the numerous, assembly-line-like developmental stages contained within the film's three production phases. Thus, the most important materials utilized to discuss each evolutionary stage are indicated beneath their respective heading. Several items have proven applicable to more than one developmental stage and therefore have been used repeatedly. Many such instances of repeated usage are noted, generally with the marking "as indicated above." Approximately midway through the second page, a section labeled "Supplementary Primary Materials" includes several additional items (e.g., MGM records not previously listed, firsthand interviews, etc.). A "Related Source" is noted at the very bottom of the Table—one that is technically not a primary artifact. Those items marked with an asterisk will be discussed in greater detail immediately below the Table. One further note: this Table is intended to give an overall picture of the range, location, and availability of the materials consulted for this project—not as a replacement for the sources' cataloging information (i.e., box and/or folder numbers, complete titles of collections, and so forth). Indeed, throughout the dissertation itself, these far more specific details are provided within the corresponding endnote for each source utilized.

**1.1. Table 1: Principal sources for a monograph archival study of the songs in MGM's *The Wizard of Oz***

**Abbreviations:**

<b>WBCA</b>	Warner Brothers Corporate Archive (San Fernando Valley)—Oz materials
<b>USC</b>	University of Southern California (Los Angeles)—Cinematic Arts Library
<b>MHL</b>	Margaret Herrick Library/Academy of Motion Pictures Arts and Sciences (Beverly Hills)
<b>IU</b>	Indiana University (Bloomington)—Lilly Library—Wizard of Oz mss., 1938– 1939
<b>YALE</b>	Yale University (New Haven)—Irving S. Gilmore Music Library
<b>NYPL</b>	New York Public Library for the Performing Arts, Lincoln Center (New York City)
<b>YHF</b>	Yip Harburg Foundation (New York City)
<b>HAY</b>	John Hay Library, Brown University (Providence, RI)
<b>COL</b>	Columbia University (NYC), Popular Arts Project, Columbia Center for Oral History
<b>LC</b>	Library of Congress (Washington, DC)
<b>SA</b>	Shubert Archive (New York City)

Principal sources for a monograph archival study of the songs in MGM's <i>The Wizard of Oz</i> (as prepared for use within the film's final cut)	
Items marked with an asterisk (*) are discussed in greater detail beneath the table.	
<u>Source:</u>	<u>Status / Location:</u>
<b><u>Pre-Production:</u></b>	
<b><u>Genesis of the Songs</u></b> (by Arlen and Harburg)	
*-Arlen's Holograph <i>Oz</i> Manuscripts and Lead Sheets.....	-2 extant lead sheets: -1 for "Over The Rainbow" -1 for "We're Off to See the Wizard" -both held by YALE -1 extant holograph for "Over the Rainbow" w/some harmonic indications: -held by the Arlen Estate
*-Harburg's Holograph Draft Lyrics .....	-many extant; held by YALE
*-Harburg's Other <i>Oz</i> -related Materials .....	-many extant; held by YALE, NYPL, YHF
*-Draft <i>Oz</i> Screenplays (from <i>Oz</i> 's pre-production phase).....	-several extant; held by various institutions including IU, WBCA, MHL, USC
*- <i>Oz</i> Musical Manuscripts & Lyrics by Roger Edens.....	-extant; held by USC
*-MGM Piano-Vocal Manuscripts (of the <i>Oz</i> songs).....	-many extant; held at numerous institutions including WBCA, YALE, USC, LC, NYPL, YHF
-Original Literary Source of the Screenplay: .....	- <i>The Wonderful Wizard of Oz</i> , by L. Frank Baum (pub.1900); original edition widely available
-Arlen and Harburg's <i>Oz</i> Demo Recordings.....	-2 extant; avail. on CD set of orig. <i>Oz</i> soundtrack (Rhino/Turner, 1995); also avail. on orig. music tracks (see "Prerecording" below)
-1915 children's operetta, lib. by Tillotson; music by Peace.....	-piano-vocal score; HAY
-Archival Materials for <i>Hooray For What!</i> .....	-Orig. Script, <i>Playbill</i> ; videotape of 2004 revival; held by YHF & SA (Arlen and Harburg's 1937 B'Way Collaboration)
<b><u>Arrangement (by MGM staff)</u></b>	
-Manuscript Arrangements of the Songs.....	-not extant
-Interview w/Roger Edens ( <i>Sight and Sound</i> 27, no. 4, Spring 1958).....	-extant; held by USC
<b><u>Orchestration (by yet different personnel)</u></b>	
*-Piano-Conductor Parts (Keyboard Reductions).....	-a few extant for the <i>Oz</i> song cues; held by WBCA; 1 extant for "Over the Rainbow," newly discovered by Feinstein; (many more surviving for the <i>Oz</i> underscoring—see below)
-Manuscript Full Orchestrations.....	-not extant
-Manuscript Orchestral Parts.....	-not extant (except for set of orig. parts for "Over the Rainbow" recently discovered by Feinstein, not obtained for this project)

**Production:****Prerecording (with orchestra or piano)**

\*-Original Music Tracks, preserved from 1938-1939 recording sessions.....-extant; held by WBCA  
 (copies kindly provided for this project by William H. Rosar)

MGM Studio Records (especially from the MGM Music Dept.):

\*-Daily Music Reports, \*Pre-Recording Logs, & \*Scoring Log.....-extant; held by USC  
 -additional copies held by WBCA

**Shoot to Playback (songs filmed)**

-as indicated above (under various stages):

-MGM Studio Records.....-extant; held by USC  
 -Draft *Oz* Screenplays (from production phase).....-several extant; held by various institutions  
 including IU, WBCA, MHL, USC

**Post-production:****Creation of Underscoring (by Herbert Stothart & staff)**

-Manuscript Full Orchestrations .....-not extant  
 -Manuscript Orchestral Parts.....-not extant

-as indicated above (under various stages):

\*-Piano-Conductor Parts (reduced keyboard scores) .....-many extant for the *Oz* underscoring cues; held by WBCA

MGM Studio Records:

\*-Daily Music Reports, \*Pre-Recording Logs, & \*Scoring Log.....-extant; held by USC; additional copies held by WBCA

\*-Original Music Tracks, preserved from 1938-1939 recording sessions.....-extant; held by WBCA

**Continued Development of the Songs (also by Stothart and staff)**

-as indicated above (under various stages):

\*-Piano-Conductor Parts (Keyboard Reductions).....-a few extant for the song cues, from *Oz*'s post-production phase;  
 held by WBCA

MGM Studio Records:

\*-Daily Music Reports, \*Pre-Recording Logs, & \*Scoring Log.....-extant; held by USC  
 -additional copies held by WBCA

\*-Original Music Tracks, preserved from 1938-1939 recording sessions.....-extant; held by WBCA

**Previews (including musical editing)**

-as indicated above (under various stages):

MGM Studio Records:

\*-Daily Music Reports, \*Pre-Recording Logs, & \*Scoring Log.....-as indicated above

\*-Original Music Tracks, preserved from 1938-1939 recording sessions.....-as indicated above

**Final Cut Released**

Contemporaneous Newspaper & Journal Articles, Reviews, Clippings, and so forth:

-Particularly significant:

-Entries in *The New York Times* and *The Los Angeles Times*.....-ProQuest Historical Newspapers

-*Oz* reviews by Dr. Bruno David Ussher .....-Reprinted in *Music In The Films*, Ed. (Hollywood: Filming  
 Today Press, 2003); held by USC

**Supplementary Primary Materials (utilized in combination with above sources):**

Original Publications of *Oz* Songs, by Leo Feist, Inc.:

-Sheet music of six *Oz* songs.....-Orig. eds. widely available, held by numerous institutions incl.:  
 NYPL, LC, YALE, etc; some copies avail. for purchase online

MGM Studio Records Not Previously Listed:.....-extant; all material held by USC

-Preliminary *Oz* notes and memos from

Arthur Freed, Bill Cannon (MGM music dept. staff member), etc.

-Arlen and Harburg's *Oz* contracts

-MGM *Wizard of Oz* press book

\*-Compositions list (cue sheet) from MGM Music Copyright Dept.

**\*-Firsthand Interviews:**

-Published examples:

- Aljean Harmetz's interviews with Harburg, George Bassman,...-Pub. in *The Making of The Wizard of Oz* (1st ed., 1977)  
Ken Darby, Murray Cutter (among numerous others)
- Max Wilk's interviews with Arlen and Harburg.....-Pub. in *They're Playing Our Song* (1<sup>st</sup> ed., 1973).
- Various interviews with Harburg.....-Pub. in *Yip Harburg: Legendary Lyricist and Human Rights Activist* (by Harriet Hyman Alonso, Wesleyan Univ. Press, 2012)

-Unpublished examples:

- \*-Arlen's 1964 interview w/Walter Cronkite.....-transcript provided by YHF; some footage avail. on *Somewhere Over The Rainbow: Harold Arlen* (Deep C Prod., 1999)
- \*-Interview w/Ken Darby (one of Stothart's assistants).....-extant, held by USC
- \*-Interview w/Bob Stringer (one of Stothart's assistants).....-transcript provided by William H. Rosar

**\*-Two Interviews Conducted Specifically for this Dissertation**

- (w/individuals who knew Arlen and Harburg in the 1930s):
- Mr. Hugh Martin; Mr. Kent Cochran

Contemporaneous Newspaper & Journal Articles, Reviews, Clippings, etc.:

-Particularly significant:

- Entries in *The New York Times* and *The Los Angeles Times*.....-ProQuest Historical Newspapers
- Local newspaper articles across the USA.....-Entries in Newspapers.com.
- Oz reviews by Dr. Bruno David Ussher.....-Reprinted in *Music in the Films, 1937-1941* (Filming Today Press, 2003)

**"Related Source" (not primary materials):**

- \* -John Wilson's *Oz Score Restoration*

## **Further discussion of items marked with an asterisk (\*)**

### **Arlen's Holograph *Oz* Manuscripts and Lead Sheets:**

The bulk of Harold Arlen's surviving manuscript material (including his "jots"—Arlen's term for sketches) remains with the Arlen family, and is currently held by Arlen's heir, Mr. Sam Arlen. Unfortunately, though, Sam Arlen's collection apparently includes only one extant Harold Arlen holograph from *The Wizard of Oz*: a single-page manuscript of "Over the Rainbow." (Mr. Arlen has generously provided a photocopy for this dissertation.) This holograph is undated, in pencil, and includes no lyrics. The manuscript consists primarily of a melodic line with occasional harmonic indications, all notated within a single staff.

An extensive archival search has uncovered only two additional Arlen holographs from *Oz*: a single-page lead sheet for “Over the Rainbow” and a similarly formatted single-page lead sheet for “We’re Off to See the Wizard.” Both are held within the *E.Y. Harburg Collection* (MSS 83) in the Irving S. Gilmore Music Library of Yale University, New Haven, CT. This collection was donated to Yale by Yip Harburg himself in 1968:

<https://archives.yale.edu/repositories/6/resources/10625>

Photocopies of these two Arlen holograph lead sheets have kindly been supplied for this project by Yale. Each is in pencil and consists of a melodic line only on a single staff (i.e., no lyrics or harmonies are indicated). Both holographs are undated, but seem to represent a fairly completed stage within the compositional process—almost certainly the point at which Arlen was sufficiently satisfied with the songs’ contents to give the melodic notation to Harburg, in order for him to set the lyrics. In fact, within the folder at Yale for the “Over the Rainbow” lead sheet, a note in Harburg’s hand from c.1968 is placed on top of the manuscript, which reads as follows: “‘Over the Rainbow’ working lead sheet—from Harold Arlen [signed] EyH.”<sup>117</sup> (Arlen and Harburg’s working methods will be explored more fully in the Genesis section of Chapter 3.)

These two remaining holograph lead sheets, along with the “Over the Rainbow” holograph from Sam Arlen, serve as priceless archival documentation of Arlen and Harburg’s collaborative process for *Oz*, especially since no other Arlen holographs have evidently survived from the film. Various reasons might explain the apparent scarcity of extant Arlen holographs: if Arlen did create sketches, lead sheets, and/or additional manuscripts for the remaining *Oz* songs, these documents have likely been lost over the decades since the movie’s release. And evidently, throughout his lifetime, Arlen

occasionally gave away his own manuscripts as gifts. Later in this study, we will investigate yet another possible explanation for the lack of surviving *Oz* material in Arlen's hand.

### **Harburg's Holograph Draft Lyrics:**

Many of Harburg's draft lyrics for *Oz* have fortunately survived, and are also held at Yale (along with Arlen's lead sheets mentioned above) within *The E.Y. Harburg Collection* (MSS 83) at The Irving S. Gilmore Music Library. This collection includes a treasure trove of Harburg's draft lyrics for nearly all the *Oz* songs—both handwritten drafts and typed lyrics with holograph annotations. Also available are a few holograph drafts of his contributions to the film's dialogue. Once again, photocopies of these holographs have kindly been supplied for this dissertation by Yale.

### **Harburg's Other *Oz*-related Material:**

A number of Harburg's other *Oz*-related papers are extant as well, although they have been of less significance to this project overall than those discussed previously. Still, a summary of this material is provided below. These items are held at the following three institutions, all of which have provided relevant copies for this project:

#### **1. -Yale University:**

##### ***The E.Y. Harburg Collection*, MSS 83, The Irving S. Gilmore Music Library:**

-In addition to Harburg's draft *Oz* lyrics and the Arlen lead sheets already noted, *The E.Y. Harburg Collection* includes various copies of the MGM piano-vocal manuscripts for the film, along with several copies of the original publication of the *Oz* songs by Leo Feist, Inc. Unfortunately, the Yale collection does not hold any screenplay material from the movie, nor any correspondence from the time of the film's production.

2. -The New York Public Library for the Performing Arts; New York, NY:

-The Harburg-related materials at the New York Public Library for the Performing Arts were donated by Harburg's heirs. The numerous Harburg materials at this location are dispersed among three separate collections—the first of which separates specifically *musical* items from other types of archival papers:

-*E. Y. Harburg Collection of Music, 1929-1981* (JPB 92-3), Music Division:

<http://archives.nypl.org/mus/20068>

-The *Oz* materials here encompass numerous studio piano-vocal manuscripts of the movie's songs, as well as various copies of the songs' original publication by Leo Feist, Inc.

-*E. Y. Harburg Papers (1), 1913-1985* (T-Mss 1990-002), Billy Rose Theater Division:

<http://archives.nypl.org/the/21281>

-This collection includes a relatively small amount of *Oz*-related material, although a few folders contain supplementary items pertaining to the film (clippings, publicity, ephemera, etc.). Also available are miscellaneous materials from the latter part of Harburg's life (e.g., personal notes from lectures, transcripts of interviews, and so on). Regrettably, this collection (and the one immediately below) contain no screenplay material from *Oz* nor any correspondence from that era.

-*E. Y. Harburg Papers (2), 1936-1981* (T-Mss 1989-014), Billy Rose Theater Division:

<http://archives.nypl.org/the/21353>

-As in the above case, this collection contains a scarcity of *Oz* materials. However, a few folders do include typed lyric sheets from the time of the movie's production (without holograph annotations).

3. -*Yip Harburg Foundation*; New York, NY:

<https://yipharburg.com>

-The *Yip Harburg Foundation* provides a valuable resource for scholars pursuing research on Harburg. The foundation's *Oz* holdings include various MGM piano-vocal manuscripts of the *Oz* songs, transcripts of Harburg's interviews and lectures, articles, ephemera, and so forth. Especially helpful are the foundation's audio-visual materials related to the *pre-Oz* collaborations by Arlen and Harburg. Copies of scripts from Harburg productions aside from *Oz* are also available.



### **Draft *Oz* Screenplays:**

Ideally, a single-volume source study of a film musical's songs should draw in part from the movie's surviving screenplays. Indeed, such documents are analogous to the draft libretti of an opera or the preliminary scripts of a stage musical. Extant screenplays become increasingly significant for this project upon recalling Harburg's greater-than-average involvement with *Oz*'s ever-evolving narrative. Still, the task of accessing this material has been complicated by a number of factors: the *Oz* screenplay went through countless drafts—often with daily revision—over the roughly eighteen months of the movie's production, and at least fourteen screenwriters were involved in its development. The locations of these many drafts have never been recorded, and (as stated within the scholarship review) no researcher has ever attempted a critical edition. To complicate matters further: during the late 1970s-1990s, with the demise of the original MGM and ensuing shifts in the studio's ownership, these draft screenplays—often in bits and pieces but occasionally complete—were strewn to numerous institutions across the United States. Fortunately, assorted drafts of the *Oz* screenplay have been located and examined at the following institutions:

Please note that some overlap of materials exists among these various collections:

-Margaret Herrick Library/The Academy Of Motion Picture Arts And Sciences; Beverly Hills, CA:

<https://www.oscars.org/library>

The MGM/Turner Script Collection at this location holds three complete screenplays from *Oz*:

- 3741-f.1003 Temporary complete screenplay; 5/4/38, through 5/6/38; c150 pgs.
- 3741-f.1004 Temporary complete screenplay; 8/8/38, through 8/12/38; 112 pgs.
- 3741-f.1005 Complete OK screenplay; 10/10/38; 113 pgs.

-The Warner Brothers Corporate Archives (San Fernando Valley, CA, no website) hold eight *Oz* screenplays:

- Temporary complete screenplay; 5/4/38 through 5/6/38
- Temporary complete screenplay; 5/14/38
- Temporary complete screenplay; 7/28/38
- Temporary complete screenplay; 8/8/38 through 8/12/38
- Highly annotated draft screenplay; marked 10/7/38; presumably a draft copy of the “Complete OK screenplay” or “final” shooting script of 10/10/38
- Complete OK screenplay; marked 10/10/38 (apparently a copy of the “final” shooting script, although this version certainly does not represent what exists in *Oz*’s final cut, as *numerous* changes were made to the movie after the creation of this document)
- Cutting continuity; 3/15/39
- Dialogue cutting continuity; 8/1/39

-Indiana University, The Lilly Library; Bloomington, IN: *Wizard of Oz* mss., 1938-1939

[http://webapp1.dlib.indiana.edu/findingaids/view?doc.view=entire\\_text&docId=IU-Li-VAD1724](http://webapp1.dlib.indiana.edu/findingaids/view?doc.view=entire_text&docId=IU-Li-VAD1724)

By far the largest body of draft *Oz* screenplays is held by the Lilly Library at Indiana University. Many of these materials are screenplay portions (not necessarily complete scripts), and most date from the film’s pre-production phase in spring and summer 1938. All such items were kindly photocopied for this project by the Lilly staff. The screenplays examined from this collection include (among many others) the following drafts from June 1938—a particularly productive period for Arlen and Harburg as they wrote the *Oz* songs:

1938: -6/4, 6/6, 6/7, 6/8, 6/9, 6/10, 6/11, 6/12, 6/13, 6/14, 6/15, 6/16, 6/17, 6/18, 6/20, 6/22, 6/23, 6/24, 6/27, 6/28, 6/29, 6/30

The Lilly *Oz* collection includes other items as well, but these were of lesser importance to this dissertation: outlines, a temporary set list, notes and suggestions, a temporary

schedule, memos concerning sound synchronization, a list of people requiring costumes, and so forth.

-University of Southern California, Cinematic Arts Library; Los Angeles, CA:

<https://libraries.usc.edu/locations/cinematic-arts-library>

USC holds a few partial *Oz* scripts, including the following:

1938: -3/9, 3/11, 10/20, 10/28, 11/9

1939: -Dialogue cutting continuity; 8/1

### **Musical Manuscripts & Lyrics for *Oz* by Roger Edens:**

-University of Southern California, Cinematic Arts Library; Los Angeles, CA:

Roger Edens—a talented accompanist, arranger, and music supervisor at MGM—wrote some music of his own for *The Wizard of Oz*, likely shortly before Arlen and Harburg had been hired for the film. Much of this material is extant and is currently held in the Roger Edens Collection at the Cinematic Arts Library of the University of Southern California in Los Angeles, which has kindly provided photocopies for this project. Edens's *Oz*-related papers include his draft lyrics (handwritten and typed) for an opening song for Dorothy, as well as draft lyrics and musical manuscripts for a lengthy Munchkinland production number.

### **MGM Piano-Vocal Manuscripts (of the *Oz* songs):**

Logically enough, the vast majority of the extant MGM piano-vocal manuscripts of the film's songs stem from the fourteen-week period of Arlen and Harburg's *Oz* assignment—the last part of the movie's pre-production phase (late spring through summer 1938). In many cases, several different manuscript versions of the same song

exist from successive dates throughout this period. Significantly, none of these manuscripts is in Arlen's hand—a topic to be investigated later in this project. Adding to such complexities: these in-house piano-vocal scores, in their different versions, were evidently duplicated many times via a Ditto process. (In fact, the ink on these copies is typically purple and printed on rather heavyweight, acidic paper. On a few copies, the word "Ditto" actually appears in small print at the bottom of individual pages.) Presumably, these duplicate copies were made in order to distribute a given song to many different MGM music personnel over the course of the film's production.

The fact that these piano-vocal manuscripts were frequently duplicated and widely disseminated among studio staff has ensured the survival of *many* copies over the decades. But the excessive number of copies has also created problems for research: throughout the years, these extant scores have become even more scattered than the film's surviving screenplays, and have turned up at numerous institutions around the country. Additionally, by sheer historical accident, MGM deposited several copies of these piano-vocal manuscripts to the Library of Congress for copyright purposes during the time of *Oz*'s production. A few further challenges on this topic should be noted: each location acquired a smattering of materials, and no single archive currently holds all the different manuscript versions of every *Oz* song. Furthermore, some overlap occurs among the archives, and a particular version of a given manuscript might be available at one institution, but not at another.

The institutions below currently hold assorted copies of the MGM piano-vocal manuscripts of the *Oz* songs. Following onsite research at all these institutions, each has generously provided photocopies for this study:

- University of Southern California, Cinematic Arts Library (Roger Edens Collection);  
Los Angeles, CA
- The Warner Brothers Corporate Archives; San Fernando Valley, CA
- Yale University, The Irving S. Gilmore Music Library; New Haven, CT:  
*The E.Y. Harburg Collection*, MSS 83.
- The New York Public Library for the Performing Arts, Music Division; New York, NY:  
*The E.Y. Harburg Collection of Music*.
- The Yip Harburg Foundation, New York, NY
- Library of Congress, Music Division, Performing Arts Reading Room;  
Washington, D.C.; <https://www.loc.gov/rr/perform/>
- Note: Various copies of these manuscripts are held by the UCLA library (Performing Arts, Special Collections division). Due to construction within this library, however, these materials might periodically be inaccessible to researchers.

Since most of these piano-vocal manuscripts date from rather early in *Oz*'s production (the last several months of preproduction, when Arlen and Harburg worked on the film), they represent a developmental stage *before* the songs had been arranged and orchestrated. Consequently, these scores only roughly correspond to the performances of the songs in the movie's final print, by which time this music had undergone significant adaptation by subsequent musical personnel: in the completed picture, keys are frequently different, modulations are sometimes inserted, and individual section lengths are often extended or shortened. Furthermore, many of these studio manuscripts include introductory verses that do not occur in the movie's final print. One well-known example is the lead-in verse to "Over the Rainbow," which begins: "When all the world is a hopeless jumble and the raindrops tumble all around..." Arlen and Harburg added such verses to the *Oz* songs for their original publication, in order to replace the dialogue that had introduced them in the film and to set them up dramatically outside the context of the movie.<sup>118</sup> Additionally, for sheet music of the period, it was standard practice that a lead-in verse would precede a song's chorus.

**Piano-Conductor Parts/Keyboard Reductions**  
**(many extant for the underscoring cues; only a few surviving for the song cues):**

The many surviving piano-conductor parts from *Oz* are essentially handwritten short scores: the music is typically notated on three staves (for the underscoring cues) and four staves (for the very few surviving piano-conductor parts of the songs). The parts for transposing instruments are written in “C” / concert pitch. Occasionally, the entrances of the different instruments are cued in. These manuscripts—sometimes simply called “conductor parts” rather than “*piano*-conductor parts”—were almost certainly prepared by studio copyists, most often after the (now-lost) full orchestrations for individual cues had been completed.<sup>119</sup>

Since most of the extant conductor parts are for the film’s underscoring cues, virtually all of them date from the weeks leading up to the recording sessions of *Oz*’s underscoring during the movie’s post-production phase (spring 1939). Most are highly annotated (with numerous indicated cuts, repeats, etc.), and many include hastily-jotted timings (which often note the precise recorded duration of a given cue in minutes and seconds). Logically, several of these manuscripts are marked “Conductor” at the top. Like the in-house piano-vocal manuscripts of the songs, these conductor parts were reproduced by Ditto machine on fairly heavyweight, acidic paper.

Apparently soon after *Oz* was released (or perhaps during the final days of post-production), copies of the individual conductor parts and piano-vocal manuscripts for all the film’s cues were cobbled together by an MGM music librarian into two, spiral-bound “conductor books” (“WIZARD OF OZ, VOL. 1” and “WIZARD OF OZ, VOL. 2”). These conductor books are currently held by the Warner Brothers Corporate Archives. Presumably, the MGM music department assembled these two bound volumes in order to

preserve some type of physical, paper documentation of the film's music. The books were rather hastily compiled, however. In fact, the cues are not bound in any particular order (such as the narrative sequence of the finished picture, the recording logs, or the dates listed on some of the manuscripts). Copies of these conductor books in digital format were kindly furnished for this project by William H. Rosar. Additionally, upon my in-person visit to the Warner Bros. facility, their archivists graciously provided photocopies of numerous pages.

For many years, the Stothart Estate also held an incomplete set of piano-vocal manuscripts and piano-conductor parts from the film. Apparently, these copies have quite recently been donated to the UCLA Library (Performing Arts, Special Collections division), but were not obtained for this project.<sup>120</sup>

### **Original Music Tracks, Preserved from *Oz*'s Recording Sessions:**

The music tracks preserved from the film's original 1938-1939 recording sessions have provided another intriguing source for this study. Because these recordings contain no dialogue or sound effects, the intricacies of orchestration are heard more clearly than in the completed picture, where the orchestra is often buried in the audio mix. Additionally, since the tracks are unedited, the listener can frequently hear musical passages that were later deleted from various cues during editing. Also included among these recordings are alternate versions of miscellaneous cues, a few rehearsal demos, and some cues that were completely cut from the movie.

The speaking voices of individuals are sometimes audible before and/or after the numerous takes of a given cue. For example, Stothart is often heard from the booth

making comments to the MGM studio orchestra, usually regarding matters of tempo, balance, articulation, and/or similar details. At other moments, the remarks of recording engineers or cast members can clearly be discerned. Garland can occasionally be heard, for instance, conferring with the conductor or briefly giggling along with her fellow performers between takes of “We’re Off to See the Wizard.”

Copies of these music tracks (which, in total, comprise approximately fourteen hours of music) have graciously been provided for this dissertation by William H. Rosar. A small sampling of these recordings has been released commercially as a two-CD set, although the spoken conversations have been edited out for commercial distribution: *The Wizard of Oz, Original Motion Picture Soundtrack*, Deluxe Edition, Turner Entertainment Co./Rhino Records, 1995.<sup>121</sup>

### **Daily Music Reports (c.25 pages; possibly incomplete):**

The daily music reports provide detailed written summaries of the individual recording sessions that took place throughout the film’s production, both for the songs and the underscoring cues. These reports appear to have been filled out at the conclusion of each day’s session. Every composition recorded on a given date is indicated. For each composition, all the individual takes are listed, as well as the specific duration of each take and the performers involved. As might be expected, these daily music reports line up fairly well with the original music tracks preserved from the film’s recording sessions. Most of these documents appear to have survived, although a few pages might be missing. Extant copies are available at the Cinematic Arts Library at USC (MGM Music Department Collection) and at the Warner Bros. Corporate Archives.



**Pre-Recordings Log (2 pages; possibly incomplete):**

At some point during the final weeks of *Oz*'s post-production phase (or perhaps after the film was released), all of the information contained within the daily music reports concerning the prerecordings of the songs was summarized into a single, brief document: the "Pre-Recordings Log." Within this document, some of the information found in the daily music reports is duplicated (e.g., the dates of the sessions, the performers involved), although the data here is presented in condensed format. Unlike the daily music reports, however, this "Pre-Recordings" log indicates the orchestrators for each of the film's songs. As it has survived, this log comprises only two pages, and is quite possibly incomplete. Extant copies are held at the Cinematic Arts Library at USC (MGM Music Department Collection) and at the Warner Bros. Corporate Archives.

**Scoring Log (3 pages):**

The film's scoring log is evidently a continuation of the "Pre-Recordings" log (described above), but the data on this form pertains specifically to the recording sessions of the underscoring cues, not the songs. As with the "Pre-Recordings" log, this scoring log appears to have been prepared during the final weeks of *Oz*'s production, and presents a summarized version of information found in the daily music reports. Extant copies are held at the Cinematic Arts Library at USC (MGM Music Department Collection) and at the Warner Bros. Corporate Archives.

**Compositions List (Cue Sheet) (from the Music Copyright Dept; Aug.25, 1939):**

After motion pictures of this period were completed and had undergone a final edit, the studio typically prepared a "cue sheet"—a document that lists data about all the

music performed in the film. For instance, the cue sheet for *Oz* indicates the title of each composition heard in the movie (listed sequentially, according to the film's narrative). For each title, the identities of the composers, lyricists, and music publishers are provided, along with the specific duration of that particular piece of music, and the manner in which it was used in the film (visual vocal, nonvisual, and so on). Garland's performance of "Over the Rainbow," for example, is listed as follows: "Over the Rainbow; Arlen; E.Y. Harburg; Feist; 2¼ min. Vocal-Part. Visual." The studio then filed a copy of the cue sheet with the performing rights organizations with which the composer(s), lyricist(s), and publisher(s) were affiliated. In the case of *Oz*, this document was filed with ASCAP. In turn, performance rights organizations used cue sheets to determine the distribution of performance royalties. Extant copies of the *Oz* cue sheet are held at the Cinematic Arts Library, USC (MGM Music Department Collection) and at the Warner Bros. Corporate Archives.

### **Firsthand Interviews:**

Numerous firsthand interviews with *Oz*-related personnel have been obtained for this dissertation. Some of these conversations are published: several (such as those in Aljean Harmetz's 1977 *Oz* volume) have been reviewed above as part of the secondary literature. Other interviews are unpublished and have been accessed via archival research and/or provided for this project by various scholars. Examples in this latter category include portions of Arlen's 1964 interview with Walter Cronkite—footage that was located on a 1999 documentary entitled *Somewhere Over the Rainbow: Harold Arlen* (and for which a transcript was provided by the Harburg Foundation).<sup>122</sup> Another such

example is an interview transcript generously furnished by William H. Rosar of his 1983 conversation with Bob Stringer, one of Stothart's associates on *Oz*.

Two series of additional firsthand interviews were conducted by me with individuals who knew Arlen and Harburg in the 1930s. Both have provided supporting evidence for various arguments within the dissertation. First, over the course of several letters, emails, and phone conversations, the distinguished (and sadly, recently-deceased) songwriter, Mr. Hugh Martin, graciously shared his memories of working with Arlen and Harburg on their 1937 Broadway collaboration, *Hooray For What!* Mr. Martin's comments about this Broadway production shed compelling light on Arlen and Harburg's subsequent collaboration for *Oz* in 1938-1939. A second set of interviews proved equally profitable: several letters of inquiry to the ASCAP offices in New York City (and a trip kindly made by William H. Rosar to the Los Angeles County Registrar) ultimately led to Mr. K. Cochran—a lovely elderly gentleman who witnessed Arlen and Harburg on numerous occasions as they worked on the *Oz* songs during the final stages of the songwriting process. Over the course of several phone interviews and letters, Mr. Cochran graciously provided essential information regarding the songs' genesis.

### **Related Source—**

#### **Reconstructions of the *Oz* score:**

Another category of materials pertaining to the *Oz* songs cannot accurately be designated as “primary,” since these items stem from very recent years. Thus, for present purposes, the label “Related Source” has been utilized: over the past few decades, several well-known orchestrators interested in the preservation of film music have undertaken reconstructions of the discarded *Oz* orchestrations. The first of such

restorations was completed in the 1980s, when the Los Angeles-based arranger/orchestrator Steve Bernstein reconstructed various cues from the film, assembling his work into an eleven-minute concert suite. In 1989, his partial *Oz* score restoration was featured on a *MacNeil/Lehrer NewsHour* broadcast; by 1991, the Hollywood Bowl Orchestra had recorded Bernstein's *The Wizard of Oz Concert Suite*, under the direction of John Mauceri.<sup>123</sup> Much more recently, Larry Blank (who, as previously mentioned, is currently a leading Broadway and Hollywood orchestrator/arranger) provided reconstructions of the *Oz* orchestrations for Andrew Lloyd Webber and Tim Rice's 2011 stage adaptation of the MGM film. For this West End production, Lloyd Webber and Rice wrote six of their own songs, which were added to Arlen and Harburg's songs from the original 1939 film. A note of explanation: neither Bernstein nor Blank's reconstructions was obtained for this dissertation.

The most extensive *Oz* score restoration, however, has been achieved by the British arranger/orchestrator/conductor John Wilson. In 2007, Wilson completed his reconstructed orchestrations for the entire film (all songs and underscoring), painstakingly transcribing each cue by listening repeatedly to the original music tracks and consulting the extant conductor parts and piano-vocal manuscripts.<sup>124</sup> Wilson's efforts on the reconstruction of the *Oz* orchestrations has been described as nothing short of "impeccable" by Michael Feinstein and others.<sup>125</sup> In the last several years, Wilson has conducted his newly restored *Oz* score with (among other European symphonies) the Royal Liverpool Philharmonic, his eponymous orchestra (the John Wilson Orchestra), and the BBC Scottish Symphony Orchestra—synchronizing live symphonic performance with screenings of the movie. His *Oz* reconstruction has also been performed in the

United States by several major symphony orchestras, including (among others): the Detroit Symphony, the San Francisco Symphony, the National Symphony (Wolf Trap), the Chicago Symphony (Ravinia Festival), and The Boston Pops Orchestra. With the kind permission of Warner Brothers, Wilson has graciously furnished copies of his entire *Oz* score restoration for this study. Due to copyright restrictions from Warner Brothers, excerpts from Wilson's reconstruction cannot be shown within this project, although the contents of his restoration are discussed generally. Certainly, Wilson's efforts have provided an invaluable reference point for the *Oz* score as heard in the completed movie. Also significant on this subject is Joan Ellison's aforementioned, *very* recent restoration of the original film orchestration of "Over the Rainbow," based on the newly discovered set of instrumental parts from 1938-1939. Again, this subject will be explored within the "Orchestration" section of this dissertation.

None of the above reconstructions has been published, however. With this in mind, the only Urtext of the *Oz* score would be—if anything—the full orchestrations of all the movie's individual cues, which, sadly enough, are buried beneath the ground in California.

## Chapter 2     The Songwriters Behind the Curtain: Introducing Arlen & Harburg

As this project will demonstrate, the songs in *Oz*'s release print—considered as individual, fixed works—came to fruition only with the cumulative input of numerous contributors along a figurative production line. However, before moving on to the main body of the dissertation and its study of the songs' piecemeal assembly, the following attribution must be made abundantly clear: these celebrated songs, both within and outside the context of the picture, emanate primarily from the talents of Harold Arlen (1905-1986) and Yip Harburg (1896?-1981), who, as stated previously, are categorically the songs' *principal* authors. No one can deny that *they* wrote these songs, and that the subsequent development of their material by other individuals—while clearly significant enough to have motivated this very project—is admittedly supplementary to the duo's own creative gifts. But who exactly were Arlen and Harburg? How did they land their assignment on *Oz*, and what experience did they bring to the production? Other names within the pantheon of great American songwriters—George Gershwin, Irving Berlin, Rodgers and Hammerstein, Cole Porter—are far more familiar, both to the general public and within academia. Paradoxically, though, the two figures principally responsible for the *Oz* songs—arguably the most famous movie songs ever written—are virtually unknown outside a relatively small world of performers and specialists. All the more reason, then, to give considerable space to a summary of their backgrounds, individually and as songwriting partners, prior to their collaboration for *Oz* in spring 1938. The story of their earlier endeavors, never offered before in the scholarly literature, helps place

their *Oz* achievement into context. Indeed, the survey discloses several compelling connections between their previous efforts and their songs for the classic 1939 film.

### **Harold and Yip—up to 1937**

The noted drama critic John Lahr opens his 2005 essay on Arlen with the following anecdote:

The composer Harold Arlen, a dapper man whose songs brought something both dashing and deep to the Republic, liked to tell a story about the time he danced with Marilyn Monroe. ‘People are staring at us,’ Arlen whispered to Monroe. ‘They must know who you are!’ she replied. The joke, as Arlen knew, was on him. Although his catalogue included ‘I’ve Got the World On a String,’ ‘That Old Black Magic,’ ‘One For My Baby (and One More For the Road),’ ‘Get Happy,’ and “Over the Rainbow” [...], Arlen was virtually anonymous.<sup>1</sup>

This “virtually anonymous” composer was born Hyman Arluck on February 15, 1905, in Buffalo, New York—the son of a prominent synagogue cantor—a distinction, incidentally, that Arlen shares with a number of other musical theater luminaries, including Irving Berlin, Kurt Weill, Sammy Fain, and Al Jolson. From age seven, Arlen sang in the choir at his father’s temple, where he was greatly influenced by the elder Arlen’s improvisational virtuosity. (“He was the most delicious improviser I ever heard,” Arlen once said of his father.<sup>2</sup>) The precocious youngster began formal piano lessons at age nine, and showed exceptional musical talent as he made his way through the Chopin *Études* and other classical repertoire favored by his teacher. But in what seems like the plot of *The Jazz Singer*, the young cantor’s son gradually became more enamored with ragtime and jazz than with the liturgical music of his Orthodox Jewish home and the traditional literature of his piano studies. By age fifteen, he had organized his own professional band, the Snappy Trio—an ensemble that eventually evolved into a larger

six-piece group called the Southbound Shufflers. Arlen dropped out of school at sixteen, and with his musical cohorts could often be found playing local engagements in the Buffalo area and on the excursion boats that traversed Lake Erie. He enjoyed his greatest early success serving as a pianist, arranger, and vocalist with The Yankee Six—a band later renamed The Buffalodians when it expanded to eleven members. (Rather providentially, while performing with this group, Arlen established what would become a lifelong friendship with an aspiring young dancer from Boston, still in his pre-Scarecrow days—Ray Bolger.) With the Buffalodians (and against his parents’ wishes), Arlen moved to New York City in 1925, intent on pursuing a career as a performer.<sup>3</sup>

Once in New York, Arlen made several band arrangements for Fletcher Henderson, but worked primarily as a singer and pianist on radio, for dance bands, and in theatre pit orchestras. He also recorded as a vocalist with Benny Goodman, Red Nichols, and Joe Venuti. By July 1928, he was singing in the ninth edition of *George White’s Scandals* under the name Harold Arlen—“Arlen” having been achieved by blending his parents’ surnames—Arluck and Orlin.<sup>4</sup> Arlen’s big break—and his new career direction as a songwriter—would come about as if by serendipity: in fall 1929, he was cast for a small role in the Vincent Youmans’s musical *Great Day!* One afternoon, having been asked to fill in for the show’s rehearsal accompanist, Arlen became bored with the standard dance music introduction, so he improvised his own two-bar pickup instead. The innovative African American composer Will Marion Cook (who just happened to be the choral director on *Great Day!*) took note of the catchy vamp’s effect on the show’s cast members, and encouraged Arlen to develop the riff into a full-length song. Composer Harry Warren had also heard Arlen’s ebullient creation, and liked it enough to



find the budding songwriter a lyricist. Enter Ted Koehler—Arlen’s first great collaborator—who helped turn the number into the ever-popular “Get Happy” (pub.1929). Featured in the finale of Ruth Selwyn's *Nine-Fifteen Revue*, “Get Happy” soon became a hit, and the team of Arlen and Koehler was launched.<sup>5</sup> From this point forward, Arlen’s central focus became composition, although he remained a remarkable singer throughout his career, frequently making recordings of his many songs that showcase the beauty and agility of his tenor voice.

The success of “Get Happy” ultimately led Arlen and Koehler to an enviable assignment as the house songwriting team at the *Cotton Club*—the famous Harlem cabaret that featured many of the greatest African American jazz bands and singers of the day (among them Ethel Waters, Cab Calloway, Jimmie Lunceford, and Duke Ellington), but which generally granted admission exclusively to white clientele. From 1930 to 1934, at the height of the Depression, the Arlen/Koehler partnership produced a series of tremendous hits for the legendary nightspot, including “Between the Devil and the Deep Blue Sea” (1931), “I’ve Got the World On a String” (1932), “Minnie the Moocher’s Wedding Day” (1932), “As Long as I Live” (1934), “Ill Wind” (1934), and perhaps most famously, the mournful “Stormy Weather” (1933)—a blues-inspired torch introduced at the *Cotton Club* by Ethel Waters, but later stamped permanently in the American mind as the signature tune of Lena Horne. Throughout this period, Arlen and Koehler also submitted several songs for Broadway revues, such as *Earl Carroll’s Vanities of 1930* (featuring the highly successful “Hittin’ the Bottle”) and *Earl Carroll’s Vanities of 1932* (with the ever-popular “I Gotta Right to Sing the Blues”).<sup>6</sup> On an *Oz*-related note: it was during Arlen’s early years in New York that he would meet Roger Edens—an excellent

arranger and pianist who, as we will see, later found himself working on *Oz* for Arthur Freed at MGM.<sup>7</sup>

Arlen's first experience working on a Hollywood musical also came with Koehler: in 1933, the team made a brief sojourn to the West Coast to write numbers for a Columbia Pictures movie called *Let's Fall in Love*—the title ballad of which quickly became another Arlen/Koehler standard.<sup>8</sup> From an artistic standpoint, though, the songwriters' involvement with the project was less than fulfilling. The partners apparently wrote six numbers for the movie, but only two (the title song and a second ballad) made it into the picture's final print.<sup>9</sup> The New York-based pair learned another bitter lesson during their initial foray in Hollywood. Arlen's biographer, Edward Jablonski, explains the team's dismay upon realizing their lack of creative control in California:

Pleased with their [songwriting] efforts [for *Let's Fall in Love*], Arlen and Koehler were not pleased to learn that, once they had presented their work to the studio, their work was finished. Even the mobsters at the *Cotton Club* gave them a freer hand. To Arlen's consternation, he had nothing to say about orchestration, a song's function in the film, even whether it stayed or went. He sensed an uneasy frustration. Everyone was affable but noncommittal.<sup>10</sup>

Our summary of Arlen's pre-*Oz* biography would be incomplete without briefly describing his musical style in the majority of his early songs (i.e., those mostly with Koehler but occasionally with other lyricists). In fact, as a general rule, Arlen would write rather differently with subsequent songwriting partners. A rather marked contrast is apparent, for instance, between Arlen's early endeavors with Koehler and his later collaborations with Harburg—a stylistic distinction particularly evident in *Oz*. Nevertheless, with respect to Arlen's tenure with Koehler: as musicologist Larry

Stempel observes, many of the Arlen/Koehler numbers “blended the forms and idioms of Tin Pan Alley with blues and jazz-based inflections, and through their commercial success helped to popularize the sounds of black music among a wider audience.”<sup>11</sup> Moreover, the Arlen/Koehler catalog, so often imbued with jazz and the blues, is frequently combined with influences from yet another improvisational genre: the cantorial repertoire of Arlen’s youth. Add to this mix Koehler’s first-rate contributions: Arlen’s intricate, swinging melodies are typically matched by Koehler’s catchy, colloquial lyrics, frequently comprised of short verb phrases, alliteration, and slangy imperatives.<sup>12</sup>

While on the topic of Arlen’s musical style with Koehler, we should acknowledge some of the trademarks that tend to remain with Arlen from this early stage forward, regardless of the specific lyricist with whom he worked. To a certain extent (and with some notable exceptions), these musical characteristics are still apparent in *Oz*: a tendency to break the mold of the standard 32-bar, AABA song form (indeed, Arlen’s choruses are often unconventional in length and/or asymmetrical in their phrase and sectional make-up); a predilection for octave leaps in the melody (either tonic-to-tonic or dominant-to-dominant); and a remarkable harmonic and melodic inventiveness.<sup>13</sup>

During Arlen’s early professional years, he would occasionally cross paths with Yip Harburg. But before we get ahead of ourselves, we should take a look at Harburg’s background up to this point, and investigate how he became such a prominent lyricist. Harburg once cleverly summed up his decision to pursue a songwriting career after the 1929 stock market crash wiped out his electrical appliance business: “When I lost my possessions, I found my creativity. I gave up the dream of business and went into the

business of dreams.”<sup>14</sup> For Harburg—a true dreamer whose sophisticated lyrics range from whimsical wit to deep contemplation—the description he provided of his salad days was not only deft, but accurate. Nearly a decade older than Arlen, Yip Harburg was born Isidore Hochberg in New York City on April 8, likely in 1896, the son of immigrant Russian-Jewish parents.<sup>15</sup> (In 1923, when he married his first wife, he changed his name to Edgar Y. Harburg, the “Y” standing for Yip—short for the Yiddish *yipsel* or “little squirrel”—the nickname he had acquired as a child for his youthful energy and clowning.)<sup>16</sup> Growing up in abject poverty on Manhattan’s Lower East Side, Harburg worked a stream of odd jobs—in a ladies’ garment sweatshop, as a street lamplighter—whatever was necessary to make ends meet.<sup>17</sup> As a child, Harburg became an avid reader, and although his parents were of humble means, they nevertheless immersed their son in the arts. Evenings were often spent at the kitchen table as Harburg’s father read funny stories to him, in Yiddish, by Sholem Aleichem. The elder Harburg frequently read to his son as well from such publications as the new socialist *Jewish Daily Forward*, the *Yidishes Tageblatt*, and the Communist *Morning Freiheit*—writings that instilled in the young Harburg a growing interest in socialism (a political affiliation that, several years after *Oz*, would result in the lyricist’s blacklisting from Hollywood.) As for Harburg’s early theatrical influences: after synagogue on Saturdays, he and his father would often slip away to the Yiddish theatre on the Bowery, where the skillful mixture of humor, fantasy, and social commentary was a powerful influence on the imaginative boy.<sup>18</sup>

At Townsend Harris High School (a school with a rigorous curriculum designed for gifted children, run by the City College of New York), Harburg became fast friends

with the classmate seated alphabetically next to him—Ira Gershwin. (Ira would prove to be a consequential figure throughout Harburg’s life—coincidentally playing a key role in Arlen and Harburg’s collaboration for *Oz*.) The two talented school boys soon discovered a shared passion for the satirical operettas of W.S. Gilbert and Arthur Sullivan.<sup>19</sup> As Harburg later reminisced, “Gilbert and Sullivan tied Ira and me for life; Gilbert’s satirical quality entranced us both—his use of rhyme and meter, his light touch, the marvelous way his words blended with Sullivan’s music. A revelation! We had something special in common, Ira and I.”<sup>20</sup> As might be anticipated, Harburg’s deep-rooted affection for Gilbert’s wordplay and verbal ingenuity would eventually find its way into his own lyrics, especially for *Oz*.

It was during these years that Harburg began writing light verse. He and Ira co-wrote a humorous column for the high school’s newspaper, a collaboration they continued as they moved up to the City College of New York. An especially important influence on both Harburg and Gershwin was “The Conning Tower,” a syndicated newspaper column by Franklin Pierce Adams (or “F.P.A.,” as he was known to his cult-like followers) that featured contributions by many of the era’s up-and-coming light-verse poets—Dorothy Parker, George S. Kaufman, James Thurber, Edna St. Vincent Millay, and so on. This chic New York literary circle satirized the political events, books, and plays of the age, often utilizing classical poetic forms. Such traditional poetic structures were also an influential aspect of the demanding English curricula received by Yip and Ira within the City College system.<sup>21</sup>

After graduation from City College in 1918, Harburg opened the aforementioned appliance company with a former classmate, setting up his business in Brooklyn.

Although his company flourished, he found the work dismal—so much so that he continued to write poetry in his spare time, occasionally contributing light verse to various syndicated columns. Years later, Harburg told Studs Terkel that he actually felt liberated when his business was devastated in 1929: “I was relieved when the Crash came. I was released. Being in business was something I detested. When I found that I could sell a song or a poem, I became me, I became alive.”<sup>22</sup> His old friend Ira Gershwin lent him five hundred dollars to get started as a songwriter and introduced him to composer Jay Gorney, who was looking for a lyricist.<sup>23</sup>

Between 1929 and 1932, Harburg—working primarily with Gorney but with several other composers as well—wrote song lyrics for radio shows, Broadway revues, and for the Paramount musicals still being filmed at their Astoria, New York studios. Within these three years alone, Harburg made the transition from light verse to hit song—a feat that even some of the best society versifiers (Dorothy Parker and Franklin Pierce Adams, for example) were never able to achieve.<sup>24</sup> These apprentice years enabled Harburg to hone his newfound craft. He learned, for example, how to tailor a song to an individual performer, and how to build a lyric dramatically as a song unfolds. Other skills were mastered as well: verbal economy, avoidance of pedestrian rhymes, and the savvy use of vowel sounds (e.g., which vowels would be conducive for singers, which could be stressed within a melodic line for optimal dramatic effect, and so forth).<sup>25</sup>

During this era on Broadway, a typical musical revue consisted of a rather loose collection of songs, dances, comic sketches, and specialty numbers. And quite frequently, more than one songwriting team contributed material to a given show.<sup>26</sup> Such was the case with one of the earliest revues on which Gorney and Harburg worked—*Earl*

*Carroll's Vanities of 1930*—which included not only four Gorney/Harburg tunes, but also four songs by Harold Arlen and Ted Koehler. Significantly, it was during the run of this revue in summer 1930 that Harburg and Arlen first met one another. As Harburg himself recalled:

Harold and I met through Earl Carroll. [Harold] contributed some songs to the 1930 *Vanities*, so I met him backstage. Harold had a big hit then called “Hittin’ the Bottle.” I liked his stuff; it was rather new. It was sort of a challenge to me, an enigma. I thought he had something that approached George Gershwin. They really weren’t the same, but he had a typically American approach. It was away from the Viennese derivation of the Kerns and the other writers, and I took a shine to that gutsy, earthy [quality]. It was a combination of Hebrew and black music, which I seemed to have a great affection for.<sup>27</sup>

In fall 1932, another Broadway revue—*Americana*—would mark a turning point in Harburg’s career. For this show, Harburg and his frequent collaborator Jay Gorney scored a huge success with “Brother, Can You Spare a Dime?”—a poignant depiction of the shattered American dream, already indicative of Harburg’s social consciousness and leftist politics. In its most famous recording by Bing Crosby, the song subsequently swept the nation, becoming a seminal anthem of the Great Depression.<sup>28</sup>

But *Americana* is significant in Harburg’s career for another reason: a far less famous song in the revue—“Satan’s Li’l Lamb”—marks the first collaboration between Yip Harburg and Harold Arlen. Little is known about the circumstances that led to this initial Arlen/Harburg collaboration, except, curiously enough, that Harburg apparently asked Johnny Mercer to join him in creating lyrics for Arlen’s tune.<sup>29</sup> (Incidentally, by the mid- to late 1940s—clearly well after *Oz*—Mercer would become one of Arlen’s most significant lyricist partners.) Regardless, this initial pairing of Arlen and Harburg in 1932 (albeit with Mercer as co-lyricist) seems to have been an enjoyable collaboration.

And as it happened, shortly after *Americana* opened, Harburg asked Arlen to join him on a small project: Broadway impresario Billy Rose was producing a new play by Ben Hecht and Gene Fowler entitled *The Great Magoo*. The show needed a song for the protagonist, who, although disillusioned with the world, had fallen in love. Arlen and Harburg more than fit the bill with the gently cynical love song “If You Believed in Me.” Within a year, the medium tempo, soft-shoe number was interpolated into the movie musical *Take A Chance* (1933), and under its new title, “It’s Only a Paper Moon”—with its thinly-veiled skepticism of the materialistic world—became Arlen and Harburg’s first major hit.<sup>30</sup>

During this period in the early 1930s, Arlen and Harburg occasionally worked together but also with other songwriting partners. In 1933, for instance, Harburg collaborated once more with composer Jay Gorney, but this time on songs for a movie musical produced by Universal Studios and evidently shot mostly in New York—*Moonlight and Pretzels*—what Aljean Harmetz describes as a “now luckily forgotten film.”<sup>31</sup> Also in mid-1933, Harburg teamed up with Vernon Duke on several numbers for a Broadway revue—the new edition of the *Ziegfeld Follies*, which featured material by numerous songwriting duos.<sup>32</sup>

But by 1934, Harburg was working increasingly with Arlen and their partnership began to blossom.<sup>33</sup> Early that year, the Shubert brothers asked Harburg to write lyrics for a large Broadway production—a satiric revue eventually entitled *Life Begins at 8:40*—for which he could choose his own composer. At the time, Harburg was exhausted from his work on the *Ziegfeld Follies*, so before seeking a composer, he first recruited a co-lyricist to help him with the project: he turned to his dear friend and



former schoolmate, Ira Gershwin, who happened to have some free time while his brother and principal collaborator George worked with DuBose Heyward on *Porgy and Bess*.<sup>34</sup> With Ira on board as the revue's co-lyricist, Harburg next asked Arlen to write all the music for the production.<sup>35</sup> Arlen viewed the project as a dream come true. Up to this point (i.e., by early 1934), he had written only one complete Broadway show (a rather uninspired 1931 musical entitled *You Said It*, with lyricist Jack Yellen). Harburg's offer, on the other hand, would mean a significant step up within the Broadway circuit—an opportunity to write all the songs for a major Shubert production, and a chance to work with both Yip and Ira. After much agonizing, Arlen rather shamefacedly broke off his partnership with Ted Koehler, who nonetheless told his former *Cotton Club* collaborator that he'd be a fool not to take the Shubert job. For the foreseeable future, Arlen would now embark on a new career direction in the theatre with Harburg.<sup>36</sup>

The sharp-witted lyrics of Yip and Ira, however, were a world away from those of the more colloquial Ted Koehler. As Arlen himself once explained:

Yipper is a Gilbert and Sullivan lover. This means a torrent of lyrics. I had to adapt myself to his kind of thinking, and find a way to please myself at the same time. Working with him didn't limit me—that is, I didn't have to set lyrics, we really collaborated. It was a change of pace, for Yip has always been brilliant at lampooning.<sup>37</sup>

In his interview with Max Wilk in the 1970s, Arlen elaborated even further about the challenges he faced in moving from Koehler to Harburg:

I'd already had my turn at the luck wheel, in the *Cotton Club*. I wanted to break out of that and try my luck on Broadway. And it was tough for me, because to this day I'm essentially not a smart writer, I'm a blues writer. [...] But I did the Broadway show, the revue. Tough as hell. The amount of material you need in a revue, as opposed to a show with a libretto, is enormous. It was a pretty hard job, that show. One composer, two lyricists.<sup>38</sup> [...] Ira is very much like Yip Harburg. Two very interesting guys, always experimenting with words. Using the language, twisting it,

bending it. I remember back when both of them were working with me on *Life Begins at 8:40*—man, they sure gave me an interesting time!<sup>39</sup>

On still another occasion, Arlen commented to John Lahr: “Yipper is not a blues thinker. He likes things to be joyous and/or poetic.”<sup>40</sup> Arlen’s various remarks reveal that he was acutely aware of Harburg’s unique theatrical sensibilities. Appropriately enough, from this point forward in their collaboration, Arlen would adapt his musical language to suit Harburg’s sophisticated, urbane mindset: in general, he drew on a far *less* bluesy idiom than he had previously adopted with Koehler and simultaneously expanded his musical palette. As journalists Harold Meyerson and Ernie Harburg (Yip’s son) keenly observe:

From the outset, Arlen’s work with Yip was to take him far afield from the blues. [...] [*Life Begins at 8:40*] took Arlen from the familiar world of [bluesy] ballads, production numbers, and torch and rhythm songs to the newer terrain of comic parody numbers, patter songs, mock marches, and extended send-ups of opera.<sup>41</sup>

There are exceptions to virtually all such generalizations, of course. As we will discover, Arlen and Harburg’s song score for *Oz* is not *entirely* devoid of the blues and jazz—a subtle aspect of Arlen’s music for the film that has generally gone unnoticed. In any case, in his later years, Harburg made it clear on several occasions that he respected Arlen’s versatility. He often spoke about Arlen’s ability to accommodate his musical style to serve and enhance a given dramatic situation. “Harold was one of the rare guys,” he said in a 1977 interview, “who had the facility to go that long range from fun to high misery or comedy or whatever it is we have now and make the tune fit the idea.”<sup>42</sup>

During another interview, Harburg commented to Jonathan Schwartz, “Even though

[Harold] is known as the pope of all the blues, he can jump at the whole gamut and into the most delicate of madrigal music.”<sup>43</sup>

The combined forces of Arlen, Harburg, and Ira Gershwin for *Life Begins at 8:40* take on greater significance when compared with Arlen and Harburg’s *Oz* collaboration some four years later. In fact, the trio’s endeavors for this 1934 revue arguably represent the stage collaboration most similar to Arlen and Harburg’s future efforts for *Oz*. As musical theater historian Christopher Caggiano writes, the similarity between these two song scores is due in part to the revue’s wide variety of “engaging and accessible [numbers...from] wistful ballads, rousing marches, bright soft-shoes, [to] outlandish specialty material.”<sup>44</sup> The connections to *Oz* grow all the more apparent when casting is considered. The Shubert revue featured two former vaudevillians who would soon make indelible impressions as the Scarecrow and Cowardly Lion: Arlen’s old friend Ray Bolger (who by this time had become a leading Broadway song-and-dance man) and Bert Lahr (one of New York’s top comic stars). As Caggiano observes, the revue marked a turning point in the careers of both Bolger and Lahr and showcased their individual talents:

The Shuberts [originally] envisioned Ray Bolger as the headliner for *Life Begins at 8:40*; they had given him his Broadway break in the 1926 *Passing Show* (of which famed drama critic John Anderson had written, ‘A very large pair of pants came out on the stage and did some of the most fantastic gyrations I’ve ever seen’), and by the 1930s Bolger’s loose-limbed, gravity-defying dancing had made him a Broadway favorite. Bolger, however, demurred, suggesting that he share the spotlight with funnyman Bert Lahr. The bawdy, low-brow Lahr—with his trademark utterance ‘gnong gnong’—had risen through the ranks of vaudeville and burlesque to be crowned ‘Broadway’s new comedy king’ for his starring turn as the bumbling boxer in *Hold Everything* (1928), then cemented his reputation two years later in *Flying High*, playing an airport mechanic who sets a flying record because he can’t land the plane. Although Bolger and Lahr only occasionally shared the stage in *Life Begins at 8:40*, the presence of dual

headliners meant that, between the two of them, they dominated the proceedings.<sup>45</sup>

As might be expected, several of the songs in *Life Begins at 8:40* prefigure those in *Oz*, particularly the parody numbers sprinkled throughout the show. (Indeed, as we will see, the tendency to borrow and subsequently spoof or adapt existing material will play a significant role in Arlen and Harburg's *Oz* collaboration.) Even the name of the Shubert revue was a parody: at Ira's suggestion, the title was a play on Walter Pitkin's then-popular book, *Life Begins at 40*. As Harburg remembered:

Ira and I had a point of view...We were going to write a satiric show and more or less cover the field. We weren't focusing on one thing...We started off by kidding the theatre. The fact that we called the show *Life Begins at 8:40* [curtain time then was 8:30 P.M. for Broadway theaters] already tells you that we had tongue-in-cheek.<sup>46</sup>

The show's lampoonish tone was particularly evident in its specialty numbers tailored to the broad comic persona of Lahr, especially the set piece entitled "Things!"—a mock aria that clearly anticipates the Cowardly Lion's "If I Were King Of the Forest." In one of the revue's defining moments, Lahr was featured in a faux "solo concert": the Harburg-Gershwin lyrics poked fun at the sentimentality and vague platitudes of poets such as Edgar Guest and Joyce Kilmer, while Arlen's music offered a send-up modeled loosely on Victor Herbert's "Ah, Sweet Mystery of Life."<sup>47</sup> Moreover, according to Caggiano, "Things!" helped shape Lahr's now-familiar persona:

[*Life Begins at 8:40*] was a particular triumph for Lahr, who was in the midst of a career transition. His stock-in-trade had been physical comedy and the persona of the ill-spoken bum. *Life Begins at 8:40* helped refine his métier as more of a skilled comedian, adept at taking the air out of pretentious behavior, as in the high-parody showpiece "Things!," wherein a toupéed and tuxedoed Lahr burlesqued opera to hilarious effect.<sup>48</sup>

The finale of *Life Begins at 8:40* was also a parody: in a quasi-operetta routine entitled “Beautifying the City,” Lahr played New York's new mayor, Fiorello LaGuardia. The number foreshadows Arlen and Harburg's extended song-and-patter sequence in *Oz*, in which Dorothy is welcomed to Munchkinland via an affectionate operetta-like send-up.<sup>49</sup> *Life Begins at 8:40* also moved Lahr and Bolger a step closer on their respective career paths toward *Oz*: in 1936, Lahr would dazzle Broadway audiences with a second Arlen/Harburg comic specialty number in the successful Shubert revue, *The Show Is On* (to which we will return momentarily); similarly, Bolger next starred on Broadway in Rodgers and Hart's *On Your Toes* (1936), and from there signed a multi-picture contract with MGM.<sup>50</sup>

In one of the worst periods of the Depression, *Life Begins at 8:40* proved a financial success for the Shuberts: the show opened at the Winter Garden on August 27, 1934 and played a total of 237 performances.<sup>51</sup> Even so, the economic realities of the era were difficult to ignore. The Depression had crippled Broadway, and the number of theatrical productions in New York had slumped drastically. By contrast, in mid-1930s Hollywood, the film studios were churning out a steady spate of musicals. Actually, by this point, the movie musical was enjoying a renaissance of sorts.<sup>52</sup> A brief historical explanation is necessary here: when the “talkies” initially burst on the scene with the introduction of sound in the late 1920s, film musicals of all types—musical comedies, operettas, revues—were enormously popular, especially after Warner Brothers released *The Jazz Singer* in 1927 (the first feature-length film with talking and singing sequences, in which Al Jolson played the leading role).<sup>53</sup> But by 1930, the public had already grown tired of hastily produced, poorly staged, and statically edited imitations of earlier

successes, and a three-year lull in the production of screen musicals ensued.<sup>54</sup> Film scholar Steven Cohan describes the genre's brief decline in popularity during the early 1930s:

Beginning in 1930...the [movie] musical was already considered a recipe for box-office failure, so studios rethought the genre's viability. For instance, in 1929 Paramount released Ernst Lubitsch's *The Love Parade*, a sexy, tongue-in-cheek operetta. Its success prompted the studio to repeat the formula with the two stars, Maurice Chevalier and Jeannette MacDonald, either together or paired with someone else. [But] by 1932, this cycle failed to sustain audience interest beyond large cities, and the risqué script, faux aristocratic setting, and operetta-style were presumed to be reasons for the disappointing returns of the best and most innovative musical in this cycle, Rouben Mamoulian's *Love Me Tonight* [1932; songs by Rodgers and Hart]...[Thus] Paramount ceased production of its fairy-tale operetta musicals, concentrating instead on comedies with songs that featured stage stars such as the Marx Brothers in film versions of their Broadway successes minus many of the numbers.<sup>55</sup>

Fortunately, a major revival of the movie musical arrived in early 1933 with the release of *42<sup>nd</sup> Street*—Warner Bros. landmark backstage musical. The successful formula of *42<sup>nd</sup> Street*—Busby Berkeley's kaleidoscope camera work, Lloyd Bacon's brisk direction, Harry Warren and Al Dubin's charming songs, and the delightful on-screen pairing of ingénues Dick Powell and Ruby Keeler—kicked off a string of hugely popular Busby Berkeley “backstagers” from Warner Bros., such as *Gold Diggers of 1933* (and subsequent years), *Footlight Parade* (1933), and *Dames* (1934).<sup>56</sup> Very soon, other Hollywood studios were turning out large numbers of musicals to compete with Warner's numerous hit backstagers: in 1933, RKO inadvertently paired Fred Astaire with Ginger Rogers in *Flying Down to Rio*—the first of nine enchanting films featuring the now-legendary dance team in a highly successful series that drew many of Broadway's top songwriters (e.g., Irving Berlin for *Top Hat*, 1935; Jerome Kern and Dorothy Fields for *Swing Time*, 1936; and the Gershwin brothers for *Shall We Dance*, 1937).<sup>57</sup> During this

same period, 20<sup>th</sup> Century-Fox offered Shirley Temple musicals for children (beginning in 1934) and Alice Faye musicals for adult audiences (from 1936 onward). At MGM—the studio that would eventually dominate the genre—Eleanor Powell was promoted with various dance partners starting in 1935.<sup>58</sup> Meanwhile, MGM found another profitable formula for the movie musical: the romantic operetta, having declined in popularity on Broadway by the early 1930s, was revived in 1935 with MGM's *Naughty Marietta*, starring Hollywood's "Singing Sweethearts"—Jeanette MacDonald and Nelson Eddy. The picture (an adaptation of Victor Herbert's 1910 stage operetta) initiated a succession of eight MacDonald/Eddy operettas produced by MGM between 1935 and 1942, five of which were released prior to *Oz*. In addition to *Naughty Marietta*, the series included such stage-to-screen transfers as Friml's *Rose-Marie* (1936), Romberg's *Maytime* (1937), and Herbert's *Sweethearts* (1938). MGM discarded the original stage librettos of these operettas and substituted new, radically streamlined screenplays focusing on the central love stories between the characters played by MacDonald and Eddy. The first several MacDonald/Eddy pictures become increasingly significant when placed in context with MGM's production of *Oz* by 1938-1939: it was actually MGM house music director Herbert Stothart, soon to serve as music director on *Oz*, who adapted the original scores of these stage operettas for their film musical versions (a subject to be explored later in this dissertation within the section devoted to *Oz*'s underscoring).

This mid-1930s revival of the Hollywood musical certainly kept the era's best songwriters gainfully employed. Some, such as Nacio Herb Brown and Arthur Freed, were Hollywood-based talents. Most others, however, came from Broadway and Tin Pan Alley. With creative opportunities on the East Coast still in decline, a steady stream of

New York composers and lyricists made their way westward during the mid-Depression, many of whom have already been mentioned—Berlin, Kern, the Gershwins, among others. In general, this small band of expatriate New Yorkers was willing to sacrifice the prestige and creative control they had enjoyed on Broadway for the lush pastures of California: simply put, work in Hollywood was steadier and more lucrative.<sup>59</sup> As discussed, Arlen had already made the cross-country trek once before in 1933, and had faced several disappointments working with Ted Koehler at Columbia Pictures on *Let's Fall in Love*. But by late 1934, it was perhaps inevitable that Arlen and Harburg—especially with the Broadway success of *Life Begins at 8:40* under their belts—would join the mid-Depression caravan back to the West Coast. Harburg sublet the spacious Beverly Hills home of operatic baritone Lawrence Tibbett—spacious enough, in fact, for Arlen (and his soon-to-be wife Anya) to move in—sharing the home with Harburg for the next couple of years.

While working conditions at the studios may not always have been ideal for the songwriters, the transplanted New Yorkers were nonetheless welcomed into an elite Hollywood circle that enjoyed what was, by all accounts, an especially charmed social life. John Lahr writes about the parties usually held at the Gershwins' Beverly Hills home on North Roxbury Drive—some of which were captured on film by Arlen, who enjoyed filmmaking as a hobby and frequently carried his camera around with him:

Arlen's home movies [from this era] have become an invaluable and much reproduced witness to Hollywood at play [during these years]...On these reels is all of Arlen's carefree society: the Gershwins playing tennis; Harburg doing the hula as a dog pulls his grass skirt to his ankles; Al Jolson wearing a camel-hair coat in the middle of summer; Dorothy Fields diving into a swimming pool.<sup>60</sup>



And of course, there was the warm California weather. Arlen and Harburg, in fact, would write most of the *Oz* songs at night so that Harburg could play tennis during the day and Arlen could play golf.<sup>61</sup> Additionally, if for no other reason than to paint a balanced picture of their Hollywood lifestyle, we should perhaps hear from the two *Oz* songwriters again, especially since several of their preceding quotes about Hollywood have leaned toward the negative. In reality, though, for Arlen and Harburg, all was certainly *not* gloom and doom in Tinseltown. In his typically captivating style, Harburg later remembered the many clear-cut advantages of studio-era Hollywood over New York:

There was a huge migration to Hollywood in the thirties. When I first went on the Santa Fe, George S. Kaufman and Harold Arlen were on the same train. Everybody was being shipped out. At that time movie musicals were bursting onto the American scene. A songwriter needed hits to get his degree in ASCAP. For that, chances were much better in films. The New York critics looked down on them. Broadway was the snob Park Avenue and Hollywood skid row. But for a while, especially during the Astaire/Rogers period, Hollywood was making some great pictures with a wealth of good songs. [Jerome] Kern, [Irving] Berlin, [B.G. 'Buddy'] DeSylva, [Lew] Brown, and [Ray] Henderson were out West. So was the money. Socially we were a refugee colony of New Yorkers. We were doing well—life was luxurious. I had never lived in a house with a garden around me. Sunshine, sunshine every day, everywhere. Shorts, tennis, golf, swimming, kumquats. Refugees? Like hell. I shuttled to New York at least every two years to do a show. My heart, my big heart, was where the real tinsel blazed—Broadway. The cynosure, the center of all sophistication was still New York. The goal, the dream, was the Broadway show. Those of us who came back periodically to the stage were always honored, envied, and rewarded. In the movies the target was the mentality of a twelve-year old.<sup>62</sup>

Arlen similarly reminisced about that very special period on the West Coast. As he told Max Wilk in the early 1970s:

It was a great period! Maybe it was the accident of all of us working there because of the Depression. Practically every talent you can name. So many. Jerry Kern, Harry Warren, the Gershwins, Dorothy Fields and Jimmy McHugh. Oscar Hammerstein—even [Irving] Berlin, although he didn't stick around. All

of us, writing pictures so well. We were all on the weekly radio Hit Parade. If we weren't first, we were second; if we weren't second, we were fourth. A sensational period. Lovely for me. I went to the studio when I dammed well pleased, or when they called me. Got my check every week. And we were pouring it out! Oh sure, we all wrote picture scores that were bad. But people were having flops on Broadway, too, weren't they? It was a great life. Most of us played golf or tennis, or swam, and did our writing at the same time. I wrote at home. I could write at midnight, or at five in the afternoon, at nine—it made no difference. As long as I came in with something that the so-called producers liked...And, believe me, when it came to matters of quality, their guess was as good as mine.<sup>63</sup>

Naturally, along with the luxurious lifestyle came Arlen and Harburg's *raison d'être* for being on the West Coast: songwriting. And by virtually all available reports, it was *after* the pair's success in *Life Begins at 8:40* that Harburg, now in California, set to work for Universal Studios—developing a screenplay around a successful song he had actually written in 1932 with composer Vernon Duke: “April in Paris.” Significantly, however, Harburg's memories about his days at Universal are not terribly flattering:

So Carl Laemmle [the founder of Universal], and everybody about the studio, struck me as people who really didn't know anything, who were floundering, who just by hook or crook or luck or something once in a while were getting a picture that made money. I imagine that's the only way you can survive in an assembly line system.<sup>64</sup>

And unfortunately for Harburg, his hopes for an “April in Paris” picture at Universal would ultimately prove painful: when his screenplay for the film was nearly completed, the studio was careening toward bankruptcy. The movie was never made—a casualty of Depression-era finances that had hit Universal hard.<sup>65</sup>

During this same time frame in 1935, Arlen was signed by Samuel Goldwyn to write songs with lyricist Lew Brown for *Strike Me Pink* (United Artists, released January 1936)—a now mostly forgotten film that served mainly as a comic vehicle for Broadway powerhouse Eddie Cantor, but that also featured a twenty-seven-year-old Ethel Merman

in an early film appearance.<sup>66</sup> Arlen and Brown appear to have written five songs for the picture, of which four made it to the final print.<sup>67</sup> The comedy is decidedly different in almost every way from *Oz*, but at least one significant connection between the two films should be noted: for *Strike Me Pink*, Merman's accompanist/arranger and Arlen's old New York colleague, Roger Edens, had come with Merman from New York to work on her arrangements for the movie.<sup>68</sup> And within a couple of years (as previously mentioned), Edens would play a crucial role in the development of the *Oz* songs.

As they had in New York, Arlen and Harburg eventually joined forces as a team in Hollywood. But oddly enough, the first song they completed on the West Coast cannot be considered a true collaborative effort. Still, the number—a poignant ballad entitled “Last Night When We Were Young”—deserves mention here, if only because this quasi concert song would eventually become one of their most highly regarded achievements. Moreover, in subsequent years, Arlen frequently cited “Last Night When We Were Young” as his favorite song from among his entire catalog.<sup>69</sup> The ballad is often incorrectly assumed to have been written in tandem with Harburg; in truth, though, Arlen had actually written the song's intensely melancholic music on his own while still in New York, but had yet to find a lyricist willing to set what was, even by Arlen's standards, a rather complex creation. Once in Hollywood, Harburg agreed to finish the song—in turn creating an especially painful lyric expressing the despair of irrevocably lost love.<sup>70</sup> Initially championed by their landlord, Lawrence Tibbett, “Last Night When We Were Young,” although never making it into a movie, would later become a favorite of several distinguished artists, including Judy Garland (in her post-*Oz* years), Peggy Lee, and Frank Sinatra (in perhaps its most famous recording).<sup>71</sup>

Fortunately, Hollywood soon gave Arlen and Harburg their first *genuine* collaborative opportunity. In September 1935, the partners signed a one-year “work-for-hire” contract with Warner Bros. for three musicals: *The Singing Kid* (starring a waning Al Jolson in a role that parodied his own iconic stage persona); *Stage Struck* (a typical Busby Berkeley backstager featuring Dick Powell, teamed up here with Joan Blondell); and *Gold Diggers of 1937* (another admittedly clichéd Berkeley backstager, once again with Powell and Blondell).<sup>72</sup> None of these pictures, as Arlen’s biographer Edward Jablonski tactfully writes, “was destined to make film history.”<sup>73</sup> Warners had earmarked them as routine “programmers”—the musical equivalent of the low-budget western or comedy, the so-called B picture that constituted half of a double feature.<sup>74</sup> (Unlike *Oz*, these were clearly *not* “prestige” pictures.) To make matters more challenging, Arlen and Harburg also had to contend with the studio’s rather infamous treatment of songwriters. In fact, for all three Warner Bros. films, much of the pair’s material was arbitrarily cut or not used. This was especially true on *Stage Struck*, for which the partners appear to have written at least seven songs (plus an instrumental segment by Arlen); only three numbers, however, made it all the way to the movie’s final cut. Further still, these three surviving Arlen/Harburg songs are intermingled with several additional numbers written by other songwriters for a comic male quartet, the Yacht Club Boys, who appear throughout the film.<sup>75</sup> Warner Bros. acted similarly in the midst of the second film assigned to the duo, *Gold Diggers of 1937*: in a typical all-business move, the studio brought in their regular team of Harry Warren and Al Dubin to supply additional songs for the picture—an awkward situation to say to the least, since Warren especially was a good friend of both Arlen and Harburg.

While discussing Warners' disrespect toward songwriters, it seems appropriate to include a few of Harburg's disparaging recollections of his tenure there with Arlen:

[Warner Bros. was] a real mechanical group. I wasn't accustomed to that kind of work, of course, and neither was Harold. We both really had a pride in our work, and were sensitive, and we suffered under it quite a good deal. We couldn't quite get into the pace of things. We—as we say—'knocked out' some songs, but it was very frustrating, and I got very sick. Warners was still going strong, plugging away; everything was quick conferences in the front office. [...] They never discussed creating things, they didn't talk to you. [...] It was all cliché. After you'd go to an opening, a try-out, you'd get a few words: 'This is in the bag,' or 'This is a clever picture,' [...] It was vernacular, cut and dried. It might have been applied to the garment business or any other business. This needed more movement, this had to have more pace, this wasn't punchy enough, this wasn't funny enough—but never the soul of a thing at all. [...] At that time, it was the big spectacle, the formation, the big line of girls, all the new things that the camera and the eye had discovered—that's all. These were the outgrowth of *42<sup>nd</sup> Street*. Once that formula worked, they worked it to death, you know, until they really killed it. Warners lived on that formula. I didn't stay there very long.<sup>76</sup>

Despite such problems, Arlen and Harburg's roughly yearlong stint at Warner Brothers at least gave them a chance to prove themselves as a marketable songwriting team in Hollywood, while also providing further schooling in the fickle nature of the movie business. And several of their best songs were actually retained for the release prints of these three pictures, already capturing on film the duo's wide stylistic range so apparent a few years later in *Oz*: charming soft-shoes (e.g., "You're the Cure for What Ails Me" for *The Singing Kid* and "In Your Own Quiet Way" for *Stage Struck*); gentle, lyrical ballads ("Let's Put Our Heads Together" for *Gold Diggers of 1937*); and medium-tempo swing tunes ("Speaking of the Weather" for *Gold Diggers of 1937*). Numerous other songs are quite innovative, anticipating their efforts for *Oz*: in *Stage Struck*, for example, the graceful ballad "Fancy Meeting You" provides the ideal vehicle for a love duet staged (in all places) within a natural history museum—already hinting at *Oz*'s

strongly narrative songs that grow naturally from plotline and delineate character. And for *The Singing Kid*, the partners created an affectionate self-parody number for Jolson entitled “I Love To Sing-a”—a medium-tempo swing tune in which the Broadway veteran pokes fun at his legendary exaggerated diction and fondness for “Mammy” songs. A particularly striking connection between “I Love to Sing-a” and *Oz* becomes apparent about two-thirds through this film: an extended reprise of the tune unfolds as a song-and-patter routine—a traveling ensemble number featuring Jolson and (once again) the Yacht Club Boys. This lengthy sequence foreshadows two ensembles in *Oz*: Dorothy’s song-and-patter welcome routine by the Munchkins, and especially “The Merry Old Land of Oz”—the traveling number as Dorothy and her companions first enter Emerald City.

Curiously, Arlen and Harburg’s songs for the three Warner Bros. musicals proved to be their only efforts as a songwriting team in Hollywood prior to *The Wizard of Oz*. And frankly, if we briefly take stock of their pre-*Oz* experience writing for film—both as a team and with other partners—the following summation seems fitting: a series of first-rate songs for a series of second-rate pictures. Not that this was terribly unusual. With the Broadway market still pinched by the economic crisis, several leading songwriters had worked on mediocre films. Still, acknowledging their track record for motion pictures up to this point certainly makes their collaboration for *Oz* all the more remarkable—for it was only when they were hired for *Oz* that they were given an opportunity by Hollywood worthy of their talents.

During these mid-Depression years, New York of course still offered the occasional creative opportunity. And in fact, by mid-1936, Arlen and Harburg—while

actually still at work in Hollywood on the last of the Warner Bros. pictures—recorded and subsequently mailed two comic specialty numbers to New York for a Broadway revue being planned by director Vincent Minnelli: *The Show Is On*. The production would star Beatrice Lilly and (once again) their friend Bert Lahr. The set piece they tailored to Lahr—another hilarious operatic parody entitled “The Song of the Woodman”—was a successful follow-up to “Things” from *Life Begins at 8:40*, and thus, a second precedent for “If I Were King of the Forest” in *Oz*.<sup>77</sup> The number was so successful on Broadway in *The Show Is On* that Lahr kept the piece alive in his act, performing it the next year in the Universal film, *Merry-Go-Round of 1938* (released in November 1937, approximately a year-and-a-half before *Oz*’s debut).<sup>78</sup> As it appears within this otherwise undistinguished movie, the comic number features Lahr trying in vain to chop down a tree—dressed preposterously with a hunter’s plaid shirt, a large axe, and an ill-fitting toupée. Whenever he arrives at the essential “heave-ho,” a barrage of woodchips is thrown at him from offstage. Like “If I Were King of the Forest,” this faux aria offers a tour-de-force for Lahr, spoofing a wide variety of material throughout numerous sections. For example, the beginning of the number is an obvious mock recitative. According to Harburg himself, the lyrics parody part of Robert Browning’s “Pippa Passes.” Here, Harburg directly borrows one of the most famous lines from the Browning poem, and Lahr’s coloratura-like delivery ensures that the comedy is exaggerated: “All’s right with the world. All’s rah-lah-lah-lah-lah- rahhhhght with the world.” Arlen’s music for this same opening passage conveys an operatic send-up via numerous nineteenth-century musical gestures, ranging from Wagnerian to Bel Canto-inspired tropes. A bit later on, both lyrics and music clearly spoof a typical Gilbert and

Sullivan march—a parody of British operetta very much in the same vein as portions of “If I Were King of the Forest.”<sup>79</sup>

### ***Hooray For What! and the Road to Oz***

Arlen and Harburg’s next opportunity, also for Broadway, was significantly more ambitious, requiring them to head back to the East Coast in summer 1937.<sup>80</sup> The circumstances surrounding this endeavor merit considerable discussion, especially since the show forever altered their professional lives. In fact, the production contained the catalyst that ultimately led them to *The Wizard of Oz*.

Concerned with the growing political tensions in Europe in these years before World War II, Harburg had conceived an idea for a satirical antiwar, antifascist musical, and the Shuberts had agreed to back it. The storyline follows an absent-minded horticulturalist who accidentally invents a poisonous gas capable of killing not only insects, but humans as well. Eventually every nation enlists spies who try to steal the formula, but in a plot twist, the substance becomes a laughing gas that promotes peace and brotherhood—an effect ironically deemed worthless by the superpowers.<sup>81</sup> The comic but somewhat edgy show, which Harburg had entitled *Hooray For What!*, featured a book by Howard Lindsay and Russel Crouse (based on Harburg’s outline), and starred Ed Wynn—Broadway’s zaniest clown—as the bumbling scientist. Other original cast members included the two juvenile leads: ingénue Hannah Williams (then wife of boxing champion Jack Dempsey) and Roy Roberts (set to play Williams’s love interest). Robert Alton and beginner Agnes de Mille were set to choreograph the dances, while an



up-and-coming singer and vocal arranger, Kay Thompson, served double duty—writing the production’s vocal arrangements and originally slated to star as the show’s comic femme fatale. By 1937, the multi-talented Thompson was already an established radio personality (although she later became a major figure of Arthur Freed’s musical team at MGM, among many other successes within the entertainment industry). Nevertheless, for *Hooray For What!*, Thompson brought along her group of backup vocalists—a male quartet that included Ralph Blane and (more significantly for this dissertation) the vocalist/pianist/arranger Hugh Martin, who not only sang in *Hooray For What!*, but who also made his debut as a vocal arranger on this show by assisting Thompson with one of the production’s arrangements.<sup>82</sup> (We will return to the topic of Hugh Martin momentarily, noting his role in Arlen and Harburg’s subsequent assignment for *Oz*.)

Unfortunately, *Hooray For What!*’s tryout period was rather famously plagued by numerous problems, only the most relevant of which will be included here. During the Boston previews, three leads were replaced—Hannah Williams by June Clyde, Roy Roberts by Jack Whiting, and—perhaps most egregiously—Kay Thompson by Vivian Vance (later to achieve television immortality as Ethel Mertz in *I Love Lucy*).<sup>83</sup> But Thompson’s departure from the show, however unjust, eventually worked to *Oz*’s advantage: along with her dismissal went one of her best numbers—a soft-shoe entitled “I’m Hanging On To You.” For the time being, Arlen and Harburg put the number away in their trunk, but it would certainly come in handy a year or so later when they needed a similar soft shoe for Dorothy’s three companions along the Yellow Brick Road.

*Hooray For What!* suffered yet further trials prior to its New York run.

According to Broadway chronicler Gerald Bordman, “Wynn had to dominate his shows,” and “by stages he turned what had begun as a satire of the armaments race into another [one of his] lunatic carnival[s]. Gone by the time the show reached New York was the taut, hard-driving book, much of Agnes de Mille’s antiwar ballet, and a number of the original leads.”<sup>84</sup> Still, what remained—Ed Wynn’s screwball antics, a considerably toned-down antiwar satire, and many of Arlen and Harburg’s superb songs—was enough, as theater historian Steven Suskin writes, “to make *Hooray For What!* a moderate hit.”<sup>85</sup> The show ran 200 performances from December 1, 1937 to May 21, 1938.<sup>86</sup>

*Hooray For What!* was conceived as a book musical, and even by the show’s New York production it had retained a fairly coherent narrative. But the musical evidently took on the quality of a revue due to its loose structure, which featured a succession of episodes and vaudevillesque specialty acts. The revue-like nature of the show was enough, in fact, that *Newsweek* critic George Jean Nathan referred to one particularly vaudevillian scene—an episode involving Wynn with a dog act—as the season’s “best revue skit.”<sup>87</sup> As might be expected, throughout this satirical quasi-revue, Arlen and Harburg’s song score featured a wealth of parody numbers: the rousing mock march “God’s Country,” a sarcastic faux torch “Moanin’ in the Mornin’,” the anti-romantic rhythm number “Down With Love,” among several others.<sup>88</sup> Actually, only one of the show’s songs can be considered sincere—a lilting ballad entitled “I’ve Gone Romantic On You.” And interestingly enough, the show overall—and especially the partners’ songs—are playful and charming (that is, if a satirical, antiwar, antifascist

musical can be described as such). Even the mock marches with satirical lyrics come across as cheerful and witty rather than biting.

For Arlen and Harburg, the musical's fun-loving, delightful tone would pay off handsomely. Indeed, the most far-reaching effect of *Hooray For What!* was the impact the production had one evening on a certain audience member visiting from Hollywood—MGM's Arthur Freed—who was currently in the midst of planning a fairy tale musical for the studio: *The Wizard of Oz*. Although the specific date on which Freed saw *Hooray For What!* is unknown, he very likely attended the production between December 1, 1937 and the first several weeks of January 1938. In fact, Jablonski quite reasonably proposes that Freed returned to the West Coast from his New York trip in February 1938, *after* having seen a performance of the show. (More on this topic will follow below.)<sup>89</sup>

At this point, a bit of backtracking is necessary to place Freed, *Oz*, and MGM into context: by the time Freed saw *Hooray For What!*, MGM had already begun to prepare *The Wizard of Oz*, planned as a live-action musical that might appeal to the same audiences that had been drawn to Disney's *Snow White*—the hit movie of the 1937 Christmas season and a fantasy musical to boot. MGM studio head Louis B. Mayer put producer Mervyn LeRoy in charge of the production. But LeRoy—a “boy wonder” film director whom Mayer had recently acquired from Warner Brothers—had limited experience as a producer. Therefore, Mayer prudently assigned Freed to be LeRoy's assistant on *Oz*, particularly since Freed had far more experience in musical theater. Prior to Freed's *Oz* assignment, he had been a staff lyricist at MGM and had written several successful songs with composer Nacio Herb Brown for the studio's early musicals. Freed

was now eager to move into producing, and *Oz* gave him an initial opportunity to earn his wings in this arena. The film would also allow Freed to create the first major vehicle for Judy Garland—the studio’s rising young star—with whom he had been associated since Garland’s first MGM auditions a few years earlier. Freed had in fact been pushing Mayer to make *Oz* as a musical for Garland even before LeRoy came to MGM.<sup>90</sup>

Although Freed received no actual screen credit on *Oz*, he served as the film’s de facto associate producer. In this role, he was largely responsible for all musically related decisions: casting, screenplay development, recruiting songwriters, and so forth. (In the years following *Oz*, Freed would extend tremendous influence on the evolution of the screen musical, ultimately forming his own legendary “Freed Unit” at MGM and becoming, as musical theater historian Richard Traubner writes, “the most creative producer” of the genre. In fact, one of the long-term impacts of *Oz* was in bringing the production talents of Freed to sufficient prominence that he became a producer for MGM in his own right.<sup>91</sup>) Nonetheless, back in early winter 1938, it was in Freed’s capacity as *Oz*’s neophyte associate producer that he was in New York at some point during the run of *Hooray For What!*—scouting out Broadway talent and potential properties for MGM. Freed evidently felt that *Hooray For What!*—as a whole—would not transfer well to the screen, but he was clearly impressed with Arlen and Harburg’s song score. He would later interpolate one of the show’s wittiest lampoon numbers—the aforementioned “God’s Country”—into MGM’s *Babes In Arms* (one of the Judy Garland/Mickey Rooney film musicals, released shortly after *Oz*).<sup>92</sup> Freed was even more enthusiastic, though, about a charming ballad from Act II—“In the Shade of the New Apple Tree”—an affectionate parody of the sentimental 1905 parlor song favorite, “In the Shade of the Old

Apple Tree” (by Harry Williams and Egbert Van Alstyne).<sup>93</sup> By virtually every account, *Hooray For What!*’s “Apple Tree” number conveyed all the enchantment and lightness that Freed wanted for the songs in *Oz*.<sup>94</sup> According to the number’s sheet music (originally published by Chappell & Co., 1938), “In the Shade of the New Apple Tree” does not borrow any music or lyrics from the familiar Williams/Van Alstyne ballad. Actually, the song’s only direct parody (as published, at least) is the spoof on the parlor song’s title (i.e., “New” vs. “Old”). What might have been “thrown in” during the production of *Hooray For What!* is another matter altogether (one to which we will return shortly).

During this time frame, Freed was still considering a number of songwriters for *The Wizard of Oz*: two surviving MGM documents from winter 1938 in Freed’s own hand (one from late February 1938; the other undated, but similar to the first) include hastily-jotted “wish lists” of potential composers and lyricists for the movie.<sup>95</sup> Jerome Kern tops the rosters of possible composers on both documents, although other composers are also mentioned, including Harold Arlen (listed second on the undated document, but oddly not on the late February memo), Nacio Herb Brown, Frank Churchill, and Roger Edens. The rosters of potential lyricists contain such names as Ira Gershwin, Dorothy Fields, Al Dubin, and Yip Harburg.<sup>96</sup> But given Kern’s preeminent position on both documents, it is perhaps somewhat predictable that Freed first offered the *Oz* job to Kern, although the lyricist with whom he would be paired is uncertain. (On one list, Dana Suesse’s name appears in parentheses beside Kern’s name, indicating she might have been Freed choice for Kern’s lyricist, at least at some point.) Certainly, Kern would have been a logical choice for *Oz*: he was particularly famous for his 1927

Broadway collaboration with Oscar Hammerstein II on *Show Boat*—a landmark in musical theater history known especially for its strongly narrative song score—that is (to use an admittedly problematic term for now), an “integrated” show in which musical numbers grow naturally out of plot and/or delineate individual characters. (Within the next chapter, we will explore the thorny topic of “integration” more fully, especially since MGM clearly desired this relatively novel structural approach for *Oz*.) In addition to his renown for *Show Boat*, Kern had quite recently paired with lyricist Dorothy Fields on the fifth of the Astaire/Rodgers pictures at RKO—*Swing Time* (1936)—a song score including such cheerful and now-classic numbers as “Pick Yourself Up,” “A Fine Romance,” “Never Gonna Dance,” and (perhaps most famously) the graceful ballad “The Way You Look Tonight.” But for reasons that remain somewhat unclear, Kern turned down MGM’s offer for *Oz*. Depending on which story is to be believed, Kern either rejected the *Oz* assignment because he was recovering from a recent heart attack and mild stroke, or because he was busy with a new stage musical, *Gentlemen Unafraid*, for the St. Louis Municipal Opera.<sup>97</sup> It is also possible that both stories have some degree of validity, especially if Kern’s decision was based on multiple factors.

But MGM’s bid to Kern is clouded by further ambiguities, for which no reliable records appear to exist: no one has yet determined *when* Freed offered Kern the *Oz* job, and/or if these negotiations preceded or followed Freed’s attendance of *Hooray For What!* on Broadway. Such details will likely never be known. Regardless, upon attending *Hooray For What!*—and particularly after seeing the production’s “Apple Tree” scene—Freed evidently felt Arlen and Harburg could be the right team for *Oz*. Although the final hiring of Arlen and Harburg would come later, a seed had apparently

been planted in Freed's mind that would eventually lead the partners to MGM. "Apple Tree" had so impressed Freed that years later, Arlen himself discussed the matter with Max Wilk:

Now just see how strange things are in this business. We had some good songs in [*Hooray For What!*]*—*'Down With Love' and 'God's Country.' That's where Yip wrote that instead of Hitler and Sir Oswald Mosley, we had Popeye and Gypsy Rose Lee. But there was one sweet little ballad that was called 'In the Shade of the New Apple Tree,' and *that* song got us *Wizard of Oz*. Because, as we found out later, Arthur Freed, the producer at Metro, based his choice of Yip and me to do *Oz* on that one song. He felt it had the quality of naïveté and sincerity that Dorothy in *Oz* should have.<sup>98</sup>

Officially assigning Arlen and Harburg to *Oz*, however, would not be simple and quick. As the rookie associate producer on the movie, Freed needed the approval of his superiors at MGM, especially *Oz*'s producer, Mervyn LeRoy. And from the available records, it does seem Freed had to wait several months before his choice of Arlen and Harburg was finalized: during this same time frame on the West Coast, MGM's publicity machine and the Hollywood press were hard at work, generating the public's interest in *Oz*. By March 15, 1938, famed Hollywood gossip columnist Louella Parsons proclaimed that songwriters Harry Revel and Mack Gordon—well known for writing songs for Shirley Temple movies at Fox—had been hired for the film. (On a related note: in early winter 1938, MGM/Loew's president Nick Schenck briefly tried to borrow Temple from 20<sup>th</sup> Century Fox to play the role of Dorothy, but Fox's Darryl Zanuck refused to loan her out. And by mid-April 1938, Garland had clearly secured the role.)<sup>99</sup> Yet another announcement about the potential *Oz* songwriting team was made on April 8, 1938: the *Hollywood Reporter* boldly stated that composer Nacio Herb Brown (Freed's former

songwriting partner) and lyricist Al Dubin had gotten the job. Evidently, by April 20, 1938, according to a *Variety* issue of that date, Brown and Dubin were still “in” at MGM (unofficially, at least).<sup>100</sup> But a few weeks later—by the May 9, 1938 date stated in their *Oz* contracts—Arlen and Harburg had officially begun their assignment at MGM.<sup>101</sup>

Almost certainly, during those crucial few weeks from late April to early May, Freed had lobbied hard for Arlen and Harburg. But the decision to hire them over Brown and Dubin appears to have been aided by another factor—a Hollywood party (naturally enough for the West Coast scene). In this case, the party was held by *Oz* producer Mervyn LeRoy. In 1972, composer Harry Warren clearly remembered this bit of Hollywood “schmoozing”:

Mervyn LeRoy had a party. And at the party, he invited Harold Arlen and Yip Harburg. And they went to the party, and they...I don't know, sort of convinced Mervyn [LeRoy] that *they* should do the picture...And it was all set that [Dubin] and Herb Brown were going to do the picture. Until that night at the dinner party, where they switched it to Harold Arlen and Yip Harburg. That's how it happened. I remember it vividly. So politics does enter into it, too, sometimes. I'm not talking about the ability of people but sometimes they happen to be there, and talk to people and people say, “Gee, we ought to use them,” you know. So they got the picture.<sup>102</sup>

Warren's recollections of LeRoy's party in no way negate Arlen's aforementioned story about Freed having been enamored with “Apple Tree” several months earlier. It seems abundantly clear that Freed had already decided for himself on Arlen and Harburg, after having seen *Hooray For What!* By Jablonski's account, Freed even used “Apple Tree” as an arguing point for their selection during studio negotiations.<sup>103</sup> Further still, Arlen and Harburg probably knew that the decision eventually depended on LeRoy's approval (and beyond that, likely on Mayer's final authorization). Therefore, perhaps the



pair went to LeRoy's party hoping to improve their chances. And in the end, Freed (and certainly Arlen and Harburg) were obviously granted their wish.

But what specifically about "Apple Tree" might have so captured Freed's attention—enough to convince him Arlen and Harburg would be right for *Oz*? Something about its performance on stage must have been especially memorable for him to have retained the number over a period of several months. For Freed, though, recalling the particulars of individual numbers was one of his greatest strengths, as Harnetz explains:

If Freed no longer considered himself a songwriter, he definitely still considered himself a song connoisseur. He had an extraordinary knowledge and memory of the musical theater. [For example,] he could almost always recall the tune and lyrics of some piece of incidental music from Act II, Scene 2 of a 1917 Jerome Kern play. [...] His choice of Arlen and Harburg was instinctive, based primarily on ["Apple Tree."] [...] Freed would tell Harburg and Arlen more than once that the tone of "In the Shade of the New Apple Tree" was the tone he wanted for *The Wizard of Oz*.<sup>104</sup>

Yet despite the great significance of "Apple Tree" to Arlen and Harburg's future endeavors, the number's musical and dramatic character within the original production of *Hooray For What!* have hitherto been unexplored, aside from a smattering of vague and highly contradictory descriptions of the song within the existing literature. In discussions concerning the number's lyrics for the original show, virtually all commentators have presumably relied mainly on the song's published sheet music, resulting in its characterization as "nostalgic," "old-fashioned," and "quaintly turn-of-the-century."<sup>105</sup> As for the number's musical style within the production, many writers (e.g., Jablonski, Rosenberg, Meyerson and Ernie Harburg) boldly claim that the song contained a swing

element. However, in her well-known and generally reliable 1977 study on *Oz*, Harmetz makes no mention of swing at all, but instead rather bluntly writes that “Apple Tree” was “designed to be sung as an old English madrigal” (and apparently, Yip Harburg himself gave Harmetz that information, however brief).<sup>106</sup> Adding to the confusion are several recordings made during the period: Arlen himself recorded the ballad in 1937 with Leo Reisman and His Orchestra, but there is *no* swing feel in this performance.<sup>107</sup> A few other recordings of the number were made by dance bands of the era, and these performances *do* swing—but they swing *throughout* (i.e., without any madrigal-like sections). And in fact, like many dance band recordings of this time, the tempos are taken at a moderate- (or even up-tempo) swing—i.e., faster than the “Moderato” tempo indicated in the ballad’s published sheet music.<sup>108</sup>

Unfortunately, no original recordings exist from *Hooray For What!*, and the song’s primary materials (piano-vocal manuscripts, its original orchestrations by Don Walker, and so on) are missing at the Shubert Archives in New York City.<sup>109</sup> Still, perhaps we can piece together some details about the original New York production from the few archival sources that do survive, then compare these items with the available literature.

We should first clarify the number’s lyrics as Freed would have heard them. Within a surviving copy of the show’s original script, the chorus’s lyrics are actually *not* entirely innocent and nostalgic. Rather, the mood shifts back-and-forth from old-fashioned sentiments (an overt nod to the 1905 parlor ballad) to the rather risqué (a seemingly intentional, tongue-in-cheek spoof on the far more traditional values of previous generations):<sup>110</sup>

[first A section]

He: Underneath that shady apple tree,  
 She: Things are not just what they used to be.  
 He: You don't have to tussle  
 She: Or wrestle with a bustle  
 "In the shade of the new apple tree."

[second A section]

She: Tho I bob my hair and show my knee,  
 He: You are still as sweet and quaint to me,  
 She: My dress may be flipper  
 He: But there's romance in a zipper  
 In The Shade of The New Apple Tree.

[bridge/B section]

Change Lines

She: Granny shied when Granddaddy spoke,  
 About that sacred flame,  
 She blushed through her hoops,  
 Her corsets and her skirts,  
 He: But he got there just the same.

[C section] Both: Hey nonny oh – nonny oh-no.  
 We haven't advanced you see;  
 In the shade of the new apple tree.

[Etc.]

By contrast, the lyrics within the originally *published* sheet music have been cleaned up considerably—made decidedly more wholesome throughout:

[A] Underneath that shady apple tree,  
 You recall a picture dear to me.  
 Your dress is another's, But your smile is still your mother's  
 In the Shade of the New Apple Tree.

[A] Though you bob your hair and show your knee,  
 Though the world is new and fancy free,  
 The old moon's above you and the words are still "I love you"  
 In the Shade of the New Apple Tree.

[B]     Gone are all the bonnets and bows, That set one's heart aflame,  
           Gone are the hoops and the bustles and the skirts,  
           But a kiss is just the same.

[C]     Hey, Nonny oh, fortunately,  
           There'll always be You and Me,  
           In the Shade of the New Apple Tree!

Moving next to the song's musical style within the original stage production: as previously noted, several accounts claim the number contained a swing feel, with Harburg's biographers going as far as to state the following: "'Apple Tree' combines a swinging looseness—complete with octave leaps and a complex rhythm—with a gentle harmony and lightly nostalgic lyric."<sup>111</sup> Again, this type of commentary seems based primarily on the song's published sheet music and some of the dance band recordings of the time. Indeed, any characterization of the number's lyrics as "lightly nostalgic" would seem to have relied on the song's "family friendly" version. But regarding the number's musical content: if one actually looks at the published sheet music, all such remarks about its "swinging looseness" and "complex rhythm" are even more puzzling. In its published form, the song is a lyrical, moderato-tempo ballad in cut time, designed for solo singer. The rhythms within both melody and accompaniment are devoid of *any* swing element; moreover, its rhythmic content is completely straightforward and simple. The chorus's 8-bar [A] section (as published) exemplifies the melodic and rhythmic nature of the entire song:<sup>112</sup>

## 2.1. Arlen and Harburg's "In the Shade of the New Apple Tree," Chorus, mm.1-8

Refrain *a tempo*

Un-der-neath that sha-dy ap-ple tree You re-call a

*p a tempo*

pic-ture dear to me.

Therefore, the following questions remain: did the number in the original production swing or not? And what about the madrigalesque quality that Harburg mentioned to Harnmetz—a feature that was evidently such an integral aspect of the song's original presentation on stage? Clearly, some type of quaint, old-fashioned musical style was referenced in the Broadway production. The “Hey nonny-oh” phrases alone (apparent in both the song's published and original stage versions) strongly suggest the number was performed, at least in part, in a quasi-madrigal style—perhaps parodying the character of a Renaissance (or more specifically Shakespearean-inspired) English madrigal.

As before, the primary sources for *Hooray For What!* provide a bit more information about the original stage production, if admittedly incomplete: an extant copy of the *Playbill* from the show's initial Broadway run reveals that “In the Shade of the

New Apple Tree” was the third scene of Act II, and was apparently divided into three main sections: 1) the song was evidently first sung as a duet by the two juvenile leads (played in the New York production, as noted above, by Jack Whiting and June Clyde), along with Kay Thompson’s aforementioned backup quartet (“Messrs. Blane, Cook, [Hugh] Martin and Smedberg”); 2) the number was then danced, first by a group called “The Reillys”; 3) a second dance followed, this time by “Jack Whiting and the Girls.” A short note is printed below these credits: “The Reillys Specialty [was] Staged by John Pierce.”<sup>113</sup> Thus, like so many others songs in *Hooray For What!*, “Apple Tree” was a “specialty number”—one that contributed to the revue-like feel of the production. In fact, from Jablonski we learn that the number’s “single plot concession [was] the song’s setting, an apple orchard near Geneva.”<sup>114</sup>

At this point, though, the limitations of the remaining archival materials and available literature on “Apple Tree” become evident: these items, however interesting, cannot offer a true picture of how the number was performed within *Hooray For What!* The conflicting and often imprecise information found in the existing accounts—along with the scarcity of primary sources—ultimately resulted in seeking input directly from the arranger of “Apple Tree” for the show’s original production: the previously-mentioned Hugh Martin, who was still living when the research for this study was conducted. Then ninety-five years old but still sharp as a tack, Martin, the ever-genteel Southerner, was more than enthusiastic about assisting with this project, and graciously agreed to several phone and email interviews. Before sharing Martin’s comments on “Apple Tree,” we should first note at least a few of his distinguished credentials: as a songwriter, arranger, singer, and pianist, Hugh Martin enjoyed a long and extensive

career on Broadway and in Hollywood. After *Hooray For What!*, he eventually found himself at MGM, where (among many other endeavors) he wrote several songs with collaborator Ralph Blane for *Meet Me in St. Louis* (1944), including such now-standard numbers as “Have Yourself a Merry Little Christmas,” “The Boy Next Door,” and “The Trolley Song,” all famously sung in the movie by Judy Garland. Martin soon became one of Garland’s closest collaborators and friends, occasionally serving as her accompanist for live concerts in her later years. But during *Hooray For What!* back in 1937-1938, Martin’s career was still in ascendance, and his many talents were quickly recognized. As Suskin writes, Martin’s “debut of vocal arranger (and backup singer) [on *Hooray For What!* made] a striking impression on Broadway: Rodgers, Berlin and Porter immediately put him to work.”<sup>115</sup>

From the time of *Hooray For What!* onward, Martin knew Arlen and Harburg quite well, both professionally and personally. But until receiving the initial correspondence for this dissertation, Martin was actually unaware that “Apple Tree” had been such an influential number in Freed’s selection of Arlen and Harburg for *Oz*. Nonetheless, upon asking Martin several questions concerning his involvement with *Hooray For What!*—and specifically about his arrangement of “Apple Tree”—he kindly provided numerous invaluable insights on the topic (and in doing so, revealed much of his delightful personality):

You have brought great joy to my old soul! To hear about how Arthur Freed chose Arlen and Harburg for *Wizard of Oz* is tremendously exciting to me. Not that my arrangement of “In the Shade of the New Apple Tree” (yes, I did the arrangement) made a difference, although, of course I hope it did. But the song itself was extremely charming and I feel vindicated by hearing that Freed chose these two guys on the basis of one song. That is surely one of the important decisions in the history of Hollywood musicals. *Hooray For What!* had a

wonderful score, also one that is highly underrated. My favorite song in it is “In the Shade of the New Apple Tree,” and I was thrilled when I was asked to arrange it for a male quartet which included me. I had two influences when I made the arrangement. The first one was Kay Thompson who was brutally and foolishly fired by the Shuberts when we tried the show in Boston... [But the main thing is that] “In the Shade of the New Apple Tree” has enormous charm—minuet-like music and a sweetly risqué lyric. The thing that makes me a little proud is that the element of swing was entirely missing. It was I who brought that swing feeling into the number and perhaps—I hope—that might have helped influence Arthur. My second inspiration (other than Kay) at that time was a male quartet called The Modernaires who sang with Glenn Miller. They were the quintessence of swing and I loved them very much. I tried to arrange it as much as possible the way they would do it. I wish I could tell you that I had the arrangement in my archives, but I don’t. From the program you sent me (and thanks for that) I note that Don Walker did the orchestration. Don was pretty swingy himself; between Arlen and Harburg and Walker and Martin it was a pretty hip sound... I wish I could tell you more; I remember parts of the arrangement in my head but it would take forever for this 95-year-old gentleman to get it on paper... “Apple Tree” was the only arrangement I did for *Hooray For What!* Kay Thompson did all the others, but this song was inserted after Kay’s dismissal, so they asked me to do it.<sup>116</sup>

Shortly following the above correspondence, Martin contacted his friend and colleague at the Library of Congress, senior music specialist Mark Eden Horowitz, to whom he related further details about his “Apple Tree” arrangement, a few of which overlap with his previous quote:

Now for the sensational news: [Laura Lynn Broadhurst, who is writing a book about *The Wizard of Oz*] contacted me after learning that Arthur Freed [stated] that the thing that pushed him over the edge in choosing writers for that momentous movie was a song called “In the Shade of the New Apple Tree.” ... What makes me so proud (I hope justifiably) is that if you look at the sheet music [for “Apple Tree”], there is no swing in that song; Arthur was looking for a mixture of a child-like quality plus swing. If I may say so, it was I who put the swing in it; I made a vocal arrangement for three boys and myself (one was Ralph [Blane]) that was more or less what I thought Kay Thompson would have written if she were doing an arrangement for the Modernaires.<sup>117</sup>

Although Martin could not recall the entirety of his “Apple Tree” arrangement, his remarks offer several intriguing clues as to what in particular stood out to Freed. A



brief clarification is in order here: whether Freed was specifically *looking* “for a mixture of childlike quality plus swing” (as Martin states), he very likely *heard* such a hybrid stylistic combination within the number. But how might this have been accomplished musically and dramatically? From Martin’s recollections about the arrangement’s swing element—and considering Harburg’s memories of the number’s performance as a madrigal—it seems plausible to suggest that the “Apple Tree” scene *alternated* between at least two musical styles: one traditional and “old-fashioned-sounding” (madrigalesque and/or minuet-like); the other showcasing the modern-sounding swing music enormously popular and “hip” (to use Martin’s term), especially by the late 1930s. This type of playful musical arrangement—i.e., one highlighting a contrast between “old” and “new” musical styles—would have emphasized the “Old” vs. “New” apple tree spoof within the number’s title, while also mirroring the lyrics’ back-and-forth sentiments printed in the show’s original script: sweet, nostalgic, and innocent—vs. sophisticated, updated, and full of innuendo.

The first section of the three-part number (performed, as previously stated, as a duet between the juvenile leads) was likely sung in a straightforward manner—i.e., presented simply as a lyrical ballad in cut time, with each partner taking turns on his/her respective lines, but presumably *without* the shifting musical styles. Such a simple initial statement of the chorus would have ensured that the audience clearly understood the number’s comical lyrics and intentional parody of the 1905 parlor ballad.

The two subsequent dance routine sections perhaps offered the alternating musical styles suggested above, with numerous tempo and/or meter changes throughout several repetitions of the number’s chorus. For instance, the song’s original *moderato* duple time

might have suddenly shifted to an up-tempo swing (also in duple meter). Any duple sections might have occasionally changed to triple meter, thereby creating the minuet-like feeling described by Martin. One can envision the dancers suddenly breaking from one dance style into another (e.g., a courtly minuet abruptly turning into a swing dance). On a related note: in 2004, a semi-staged concert version of *Hooray For What!* was presented by a San Francisco theater company, 42<sup>nd</sup> Street Moon—one of only two revivals of the show since its original production in 1937-1938. A filmed performance of this revival (kindly provided by the Harburg Foundation) reveals that the production—presented with piano accompaniment only—was apparently reconstructed from the show’s few surviving archival materials; additionally, many unknown and/or missing sections were evidently filled-in as authentically as possible. And as it happens, in this revival the “Apple Tree” number is presented with just this sort of hybrid stylistic mix: the song’s first chorus is performed as a simple duet (minus any alternating musical styles), after which the two juvenile leads dance to numerous repetitions of the chorus—continually shifting back-and-forth from a quasi-eighteenth-century minuet, then suddenly to a 1930s swing dance.<sup>118</sup>

But we should briefly return to the original production of the show in 1937-1938: certainly, some portions of Martin’s “Apple Tree” arrangement might have *simultaneously* blended minuet or madrigal-like music with swing—perhaps with one performing entity “competing” or “playing off” another (e.g., the vocal soloists vs. the backup quartet). And somewhere within the number, a direct musical or lyrical reference could have been made to the 1905 parlor ballad, reinforcing the lampoonish nature of the scene. Portions of a Renaissance madrigal (possibly sung *a cappella* by the quartet)

might even have been thrown into the mix. The backup quartet in which Martin sang probably appeared periodically throughout the number, perhaps lined up behind the principal action in cabaret-like fashion. Whenever the quartet was featured, Martin's arrangement likely offered the kind of tight, close-knit jazz harmonies for which the Modernaires were so well known.

In all such proposed cases, the production's "Apple Tree" scene would have pitted so-called high art or classical music of earlier eras against the popular jazz of the day. And if a such a musical "duel" indeed occurred within the number, it is no wonder that Freed extolled its virtues so highly. In fact, this type of highbrow/lowbrow rivalry is featured in many of Judy Garland's early musicals for MGM, in which the studio capitalized on her natural talents for singing "hot" swing music. Not that singing swing was the only gift for which Garland was gaining recognition: she was known early on for her wide-ranging vocal abilities in a variety of musical styles. Nevertheless, in one of her very first pictures for MGM—a eleven-minute, one-reel short subject entitled *Every Sunday* (released November 1936)—a fourteen-year-old, swing-singing Garland is pitted against another up-and-coming fourteen-year-old MGM contract player, Deanna Durbin, then gaining attention in Hollywood as a young operatic star.<sup>119</sup> In this brief film, Garland and Durbin play two talented teenagers who salvage the town's languishing concert-in-the-park series by appearing together in a number on the gazebo's bandstand: an extensive, five-minute "opera vs. swing" routine entitled "Waltz with a Swing"/"Americana." (A YouTube post of the number can be found here: <https://www.youtube.com/watch?v=k2sM4dYt7y4>) The scene opens with a solo for Garland, who sings several bars of a traditional waltz. But she looks bored with the old-

fashioned music, and suddenly injects a short swing section (in duple time), singing on scat syllables. Garland's solo continues along in this manner, alternating between waltz and swing, with various other musical references tossed in. After a short break, Durbin joins her for a duet, during which the two musical styles are combined simultaneously as the girls stand side-by-side—offering a musical “contest” that fuses Garland's swing singing with Durbin's operatic flourishes.

Earlier in 1936, this same “opera vs. jazz” premise had been used by MGM for Garland and Durbin for a now-lost, one-reel exhibitors' short subject—quite literally called *Opera vs. Jazz*. This brief film was never intended for public release or commercial exhibition, but was instead purportedly made to test the screen appearance and appeal of Garland and Durbin.<sup>120</sup> (While discussing MGM's interest in the “opera vs. jazz” concept, we should quickly note the following: in the few years *after* the release of *Oz*, MGM produced several additional films showcasing Garland's swing singing, and in which this same type of “elite” vs. “popular” musical contrast is prominently featured.)<sup>121</sup>

But did Garland and Durbin's “opera vs. swing” scene in 1936's *Every Sunday* (as well as the earlier MGM exhibitors' short *Opera vs. Jazz*) factor into Freed's selection of Arlen and Harburg for *Oz*? Such a possibility is more than likely: assuming Martin's “Apple Tree” arrangement in *Hooray For What!* contained a similar “old vs. new” musical contrast, Freed—while attending *Hooray For What!* and especially during the show's “Apple Tree” scene—was likely reminded of the musical “contests” between Garland and Durbin filmed just a couple of years before. Curiously, the surviving archival materials support this proposition: during the time frame in which Freed saw

*Hooray For What!* (again, likely between December 1, 1937 and the first several weeks of January 1938), he was clearly planning to incorporate the same type of “opera vs. jazz” subplot for *Oz*—an idea that would have supplemented the main storyline (adapted from Baum’s first *Oz* novel) about the fairy tale adventures of Dorothy and her three friends. In fact, by January 31, 1938, Freed had prepared a “Suggested Cast” list for *The Wizard of Oz* (forwarded via an Inter-Office memo to LeRoy on February 10), which reads as follows:<sup>122</sup>

JUDY GARLAND.....An Orphan in Kansas who sings jazz.  
RAY BOLGER.....The Tin Woodman.  
BUDDY EBSER.....The Scare Crow.  
FRANK MORGAN.....The Wizard of Oz.  
FANNY BRICE.....A Witch.  
EDNA MAE [sic] OLIVER.....Another Witch.  
BETTY JAYNES.....The Princess of Oz, who sings opera.  
KENNY BAKER.....The Prince.

The many details of this early *Oz* memo will receive attention in due course. But given the “opera vs. jazz” discussion currently at hand, we should first address the document’s most relevant musical information: Garland’s initial casting as a jazz singer and the presence of her operatic foil, the Princess of Oz (to be portrayed by MGM contract player Betty Jaynes, known at the studio for singing minor operatic roles). It is not clear whether Freed created this tentative cast list before or after seeing *Hooray For What!*, although the memo’s date of January 31, 1938 suggests he had already attended the show, after which (according to Jablonski’s timeline, at least) he returned to Hollywood by February. But even if the reverse is true (i.e., if Freed first drew up the

January 31 memo then travelled to New York in early February and attended *Hooray For What!*), he still witnessed the “Apple Tree” number around the time he was considering an “opera vs. jazz” subplot for *Oz*, and clearly *well* after the “opera vs. swing” scenes between Garland and Durbin in the two short subjects from 1936. Regardless of Freed’s specific schedule that winter, *Hooray For What!*’s “Apple Tree” scene almost certainly encouraged him to employ a similar “opera vs. jazz” concept once again for *Oz*, this time utilizing Garland and Jaynes.

Also supporting this assertion: Freed’s tentative cast list and “opera vs. jazz” idea were clearly shared with Herman Mankiewicz—one of the first of *Oz*’s many screenwriters—who began working on the *Oz* script by March 7, 1938. After three weeks of writing, Mankiewicz contributed a rough summary and incomplete screenplay for the movie’s first portion. According to *Oz* historian John Fricke:

The Mankiewicz’s version [from March 1938] was a somewhat uneasy amalgam of [Baum’s] *Oz* book and comic opera stylistics... Part of the premise of his original Ozian subplot called for a musical contrast between jazz as sung by Dorothy and opera as sung by...Princess Betty of Oz....The same ‘Opera vs. Jazz’ idea had been utilized for Garland and Deanna Durbin in 1936 in both an exhibitors’ short and in the MGM one-reeler, *Every Sunday*... [In the Mankiewicz’s screenplay, when the house crashes into Munchkinland, he] cues in a celebratory musical production number... The scene is...interlarded with moments created for ‘Princess Betty’ Jaynes and her musical amour, the Grand Duke Alan [Kenny Baker]. They are eventually dispatched to the lair of the Wicked Witch and end up singing to each other from separate cages in her courtyard.<sup>123</sup>

Over the ensuing months, the Princess and Prince roles originally planned for Betty Jaynes and Kenny Baker—along with the specific “opera vs. jazz” subplot—were eventually deemed extraneous to *Oz*’s principal narrative. Still, although the *Oz* script went through *numerous* changes throughout spring 1938, the jazz singing aspect of

Dorothy's character remained in the story, even in a residual form, until at least mid-May 1938—clearly *after* Arlen and Harburg had begun their assignment. As a result (and as we will see in the next chapter), the jazz element of Dorothy's vocal persona would greatly influence Arlen and Harburg's initial efforts for the film.

Before proceeding, the remaining casting details of the January 31, 1938 memo should quickly be clarified. As indicated, Ray Bolger and Buddy Ebsen (both already under contract with MGM) were originally slated to play the Tin Woodman and “Scare Crow,” respectively. But Bolger had loved Baum's *Oz* stories since childhood and for years had especially wanted to play the Scarecrow. Bolger therefore lobbied successfully to switch roles with Ebsen, who cordially obliged. However (and as is widely known among *Oz* aficionados), Ebsen later experienced a serious allergic reaction to the aluminum dust of his Tin Man costume, and was replaced in the role by the now-familiar Jack Haley. Comedienne and singer Fanny Brice was initially considered for a comic good witch—a role that eventually morphed into Glinda, the Good Witch of the North, played memorably in the movie by the beautiful and less broadly comical Billie Burke. Edna Mae Oliver, typecast here in a cantankerous role, was originally slated to play a semi-comic wicked witch until the concept of this part was temporarily changed to a *glamorous* wicked witch (à la *Snow White*'s beautiful evil queen). For a short while, the beguiling Gale Sondergaard was considered for the part. But the role was eventually tweaked back to a *Wicked* Witch of the West, and MGM contract player Margaret Hamilton, by default, won the iconic role of Dorothy's nemesis.<sup>124</sup> The Cowardly Lion is rather obviously missing in the January 31, 1938 memo. According to Fricke, there was some doubt as to whether the character of a Lion could be effectively created for the

screen. But a draft script from April 1938 includes a description of a Bert Lahr-type Cowardly Lion—a casting possibility endorsed by Harburg, by then under consideration for the film’s lyricist and who (as discussed) had worked with Lahr on Broadway. And by a May 20, 1938 studio memo, Lahr is mentioned as if he were already hired for the role.<sup>125</sup> It is difficult today to imagine anyone other than Frank Morgan playing the Wizard—and Morgan was indeed Freed’s choice for the part, as shown in the late January 1938 casting list. However, several others—Ed Wynn, W.C. Fields, Victor Moore, Wallace Beery, Hugh Herbert, Robert Benchley, and Charles Winniger—were at various times either seriously considered (or *rumored* to have been considered) for the Wizard, until the role went back to Freed’s original selection.

But the casting of Garland in the role of Dorothy ultimately proved the most crucial and far-reaching early decision made by MGM. Certainly, Garland’s ability to sing swing was ideally suited for the originally-conceived jazz element of Dorothy’s character. At this early developmental stage, Freed likely wanted to feature Garland singing a solo swing number somewhere in the film (perhaps with a solo vocal ensemble backing her up), in addition to whatever type of “opera vs. swing” contest he might have been envisioning for Garland and Jaynes. Yet however significant the “opera vs. jazz” subplot might have been during early 1938, jazz singing was to be only *one* aspect of Dorothy’s role. As Fricke explains:

Dorothy was first and foremost the orphan from Kansas—the jazz singer aspect of her character was superimposed only as a vocal contrast to the music that would be sung by [Princess] Betty. In other words, jazz singing was a musical offshoot of Dorothy’s character, but not the principal quality of—or driving force behind—her character.<sup>126</sup>



Therefore, the story's ingenue protagonist would need to be considerably more complex and multifaceted than simply "an orphan from Kansas who sings jazz." Dorothy also needed to carry the major emotional through-line of the plot—i.e., the "spine" or connecting theme that runs through the film's entire narrative.<sup>127</sup> But achieving this fundamental quality of Dorothy's character required that MGM showcase more than Garland's swing abilities. Fortunately, in the years prior to *Oz*, Garland was quickly gaining recognition at MGM for *far* more than singing jazz: an ex-vaudevillian, the former Frances Ethel Gumm also possessed enormous talent as a balladeer. This gift was made plainly evident to the most important studio brass on February 1, 1937—the date of Clark Gable's thirty-sixth birthday: for the celebration of one of its biggest stars, MGM arranged a birthday party that truly surprised Gable when a grand piano was rolled onto the set of the movie he was currently shooting. Walking behind the piano came Garland and the multitalented Roger Edens, who, as we recall, had known Arlen in his early New York days. By now, though, Edens was at MGM as Freed's vocal arranger, protégée, and—perhaps most significantly—Garland's vocal coach and accompanist.<sup>128</sup>

(According to Fricke, Edens had in fact arrived at MGM in 1934 to do vocal arrangements and adaptations, and had been Garland's champion from the day of her first audition at the studio in 1935.<sup>129</sup>) For Gable's surprise birthday party, Edens arranged a specialty number for Garland to sing directly to MGM's dashing leading man: he borrowed the old James Monaco/Joseph McCarthy favorite "You Made Me Love You" (published in 1913 and first made famous by Al Jolson)—a ballad already in the public domain and typically sung as a torch song. But Edens turned the number into a

lovestruck fan letter by adding a newly-composed opening verse, for which he composed both music and lyrics:

*Dear Mr. Gable,  
I am writing this to you,  
And I hope that you will read it so you know,  
My heart beats like a hammer,  
And I stutter and I stammer,  
Every time I see you at the picture show.  
I guess I'm just another fan of yours,  
And I thought I'd write and tell you so....*

Chorus [as originally written by Monaco and McCarthy]:

*You made me love you  
I didn't want to do it,  
I didn't want to do it. [etc.]*

Film historian and Gable biographer Warren G. Harris tells the rest of the charming story:

Gable was moved to tears. When Garland finished [singing], he lifted her down [from the refreshment table] into his arms and kissed her. Only fourteen at the time, Garland came near to swooning as Gable whispered, 'Thanks, honey, that was a real thrill.' L.B. Mayer and other executives were so impressed by Garland's performance that they decided the recent contractee [i.e., Garland] should repeat 'Dear Mr. Gable' in [the movie musical] *Broadway Melody of 1938*. [...] The scene proved a showstopper and launched Garland to stardom at MGM.<sup>130</sup>

Garland's performance of "Dear Mr. Gable"/"You Made Me Love You" in *Broadway Melody of 1938*—released August 20, 1937—was a showstopper indeed. (This scene is also available on YouTube: <https://www.youtube.com/watch?v=cFSszLif0q4>). It is safe to say that Garland's powerful delivery of the yearning ballad upstages everything else in this otherwise good but run-of-the-mill MGM musical (a film in which Garland makes only a few additional appearances, but that actually stars such established heavyweights as Robert Taylor, Eleanor Powell, and Sophie Tucker). The enormous

success of “Dear Mr. Gable” also owes much to Edens’s highly effective adaptation: his original lead-in verse allows Garland—cast as an adoring young fan of Gable—to begin writing a love letter to her idol—gazing into a scrapbook of his publicity photos. This recitative-like verse flows naturally into Garland’s ardent singing of the first chorus, immediately revealing a mature, adult-like voice from an adolescent. But it is arguably *after* this first chorus that Garland’s performance becomes most gripping: here, Garland stops singing, and instead (over an orchestral accompaniment heavily featuring solo strings) delivers a section of dialogue especially written for the scene. This portion of the performance is filmed very simply: a single close shot focuses squarely on Garland, who holds the scrapbook directly in front of her. With utter sincerity, the innocent and somewhat embarrassed girl tells the picture of Gable how very much she loves him—but with absolutely no hint of sentimentality. Also immediately apparent is the sudden childlike quality of Garland’s speaking voice—a stark contrast to the maturity of her earlier singing. This inserted dialogue section eventually leads back to an even more intense, climactic vocal performance of the ballad’s final section. The sequence as a whole, then—including sung and spoken portions—clearly reveals Garland’s enormous talent as both a vocalist and dramatic actress.

As Gable biographer Chystopher Spicer explains, the “Dear Mr. Gable” scene served as “the turning point in [Garland’s] relationship with MGM and in the creation of her public persona.”<sup>131</sup> The reaction of audiences was so enthusiastic that Garland was quickly groomed by the studio to become a feature star. As Harmetz explains:

In March 1938, Garland was sent on tour. Accompanied by Roger Edens, she appeared on stage—as often as possible to accompany the newly released *Everybody Sing*—in Pittsburgh, New York, Chicago, Miami Beach, and a dozen smaller cities. By the time she returned from the tour in April, the script

of *Love Finds Andy Hardy* [the first of the Judy Garland/Mickey Rooney movie musicals] had been written to showcase both the awkwardness of her adolescence and the precociousness of her voice. She finished *Love Finds Andy Hardy* on June 25. When the starting date of [filming for] *The Wizard of Oz* was delayed from July to October, she was rushed, sixteen days later, into another picture. *Listen, Darling* was a quintessential B picture, but Garland had top billing.. It was obvious that MGM was trying to build a star. How well the public would respond remained to be seen.<sup>132</sup>

In the years leading up to *Oz*, Freed and his right-hand musical associate Edens had largely been responsible for Garland's rise to prominence at MGM. And as we will soon discover, Edens would also serve as a major force in the creation of the *Oz* songs. Actually, early on during the pre-production phase of *The Wizard of Oz* (likely by the March 1938 tour described above by Harmetz), Freed had assigned Edens to be *Oz*'s "musical supervisor"—a role for which he received no screen credit, but that nonetheless encompassed a wide variety of responsibilities. Both Freed and Edens, as Harmetz writes, "were aware of the potential in the voice that Edens had spent more than two years developing."<sup>133</sup> But these two figures so crucial to Garland's ascent at the studio shared a curious professional rapport. The character of Arthur Freed is particularly hard to pin down. Within Harmetz's *Oz* volume (for which she interviewed numerous individuals originally associated with the film), Freed is variously described as "ambitious," "pushy," "ruthless," "a skilled diplomat," and—perhaps unexpectedly for a former lyricist—"maddeningly inarticulate"—an aspect of his character about which Harburg occasionally complained.<sup>134</sup> (In fairness, we should keep in mind that some of Freed's printed correspondence suggests he was more articulate in writing.) By contrast, Harmetz writes that Edens was "a debonair Southern gentleman," in whom Garland "would trust [...] as much as she trusted anybody [...] until close to the end of her life."<sup>135</sup>

On the relationship between Edens and Freed, Harnetz quotes Harburg as follows:

“Roger Edens was responsible for giving Arthur his taste.”<sup>136</sup> But Harnetz is careful to present a balanced picture of the Freed/Edens rapport by also including comments from arranger Saul Chaplin, who joined the Freed Unit in 1949, and who told Harnetz (perhaps a bit more objectively than Harburg) that “Arthur admired Roger’s taste and leaned on him heavily.”<sup>137</sup>

Clearly, the professional compatibility between Freed and Edens was complex. But the dynamic between Freed and Harburg was apparently even more complicated. Harnetz’s commentary on this topic is worth quoting at some length, especially since she incorporates input from several individuals, including Harburg himself:

Ideologically, intellectually, and temperamentally, [Freed and Harburg] were complete opposites. Freed was a superpatriot; Harburg was blacklisted through the McCarthy years. Freed was a good businessman, an expert at studio politics. Harburg has been described by half a dozen of the people who knew him as ‘fey.’ ‘Yip was out of *Alice in Wonderland*,’ says Noel Langley [one of *Oz*’s most important screenwriters]. ‘He wasn’t here. He didn’t understand about people on this planet. He thought he should correct it so we could all lead ideal lives.’ Freed was almost painfully inarticulate. Harburg was both an intellect and a wit. [By the 1970s,] Freed remained ‘an enigma’ to Harburg: ‘[Freed] knew how to work the angles, how to get things done, how to put things together so they made sense economically. Politically, he was a flag-waver of the first order. He was a reactionary and he detested everything I stood for. But that didn’t stop him from respecting me artistically. After I was blacklisted, he tried like hell to get me back.’ Nor did Harburg ever come to understand Freed’s artistic sensibilities. ‘He appreciated a good idea, but he was just as in love with the crud. He loved sentimentality, loved the drippy lachrymose situation. He was really a very insensitive man. Except in one area. He had a real feeling for all musical things. Underneath that crude, brusque exterior was that lovely sensitive feeling for music and lyrics.’ [...] [Yet] despite the fact that neither man ever really understood the other, they worked well together, tied by an almost grudging mutual respect.<sup>138</sup>

This mutual respect extended to the more taciturn Arlen as well, who, sadly enough, had become somewhat of a recluse by the time Harnetz prepared her *Oz* study in the early 1970s. Consequently (and with a couple of notable exceptions), Arlen rarely agreed to interviews later in his life. But there is no question that Freed greatly admired Arlen's music. In fact, *both* of the *Oz* songwriters, in Harnetz's words, "shared the comfort of writing for someone who appreciated them."<sup>139</sup> And however critical Harburg may have been of Freed, he certainly recognized Freed's unique talents as a producer: "Freed felt my lyrics had a poetic value. [...] The average [Hollywood] producers didn't refer to it that way. They told me, 'You write college stuff.'"<sup>140</sup> For Arlen and Harburg, Freed was *very* different from the typical studio-age Hollywood producer for whom they had previously worked—a decided improvement over such executive types as Hal Wallis at Warner Brothers or Carl Laemmle at Universal. Harry Warren—always a reliable choice for an honest, outside assessment—definitely recognized the advantages of working for Freed:

I don't know exactly what it was [in Hollywood], all that hostility toward us songwriters. [...] Maybe it was because most of the time you were making more dough than the producer and he sort of resented that. He knew he needed you—that probably made him hate your guts all the more. The only guy that ever really gave us respect was Arthur Freed. He'd been a songwriter himself, and he *knew*. Hired the best people he could get, took big chances on young talent.<sup>141</sup>

From the available literature, a rather clear picture emerges of the artistic environment in which Arlen and Harburg worked during *Oz*'s production: regardless of any criticisms of his personality, Arthur Freed—as a creative type himself—provided a far more supportive atmosphere for the two *Oz* songwriters than most other Hollywood producers of the era. Moreover, he granted Arlen and Harburg an unusual degree of

creative leeway on *Oz*, even encouraging Harburg's input on the film's screenplay.

Additionally, as the next chapter will demonstrate, Freed respected Arlen and Harburg enough (for all practical purposes) to leave them alone—allowing them to develop their highly innovative ideas on their own.

In landing the *Oz* assignment, Arlen and Harburg had definitely taken a step up the West Coast songwriting ladder—arguably *several* steps up. Yet despite the considerable advantages in working for Freed at MGM, the same hard and fast rules of studio-age Hollywood held true for them: as was par for the course, once their fourteen-week *Oz* contracts expired, they lost artistic control of their songs, leaving their material to be developed via cumulative authorship over the course of numerous, assembly-line-like evolutionary stages.

Based on the study of surviving materials, our discussion now turns to a detailed account of the *Oz* songs' cumulative creation. We will follow the outline given earlier of the many quasi assembly line stages within *Oz*'s three production phases—a diagram that bears restating below, but here including date ranges for the three production phases and chapter numbers to clarify the dissertation's internal structure:

- Chapter 3—Pre-Production (c.January—mid-October, 1938):  
Genesis of the Songs (by Arlen and Harburg), Arrangement (by MGM staff), Orchestration (by yet different personnel);
- Chapter 4—Production (c.mid-October, 1938—mid-March, 1939):  
Prerecording (with orchestra or piano), Shoot to Playback (songs filmed);
- Chapter 5—Post-Production (c.mid-March—mid-August 1939):  
Creation of Underscoring (by MGM Music Director Herbert Stothart and staff), Continued Development of the Songs (also by Stothart and staff), Previews (including musical editing), Final Cut Released.

## Part II The Cumulative Creation of the *Oz* Songs

### Chapter 3 Pre-Production (c.January—mid-October, 1938)

#### Genesis of the Songs

Although Arlen and Harburg's *Oz* contracts are dated June 17, 1938, they indicate that their fourteen-week term of employment was "deemed to have commenced on May 9, 1938."<sup>1</sup> This May date—about midway through the film's pre-production phase—was probably their first day at MGM, although they likely had already been in preliminary meetings with Freed, LeRoy, and other studio personnel. Whether on or before May 9, the songwriters walked into an evolving situation. By this point, the screenplay had gone through innumerable drafts under various hands. As noted earlier, for instance, Herman Mankiewicz had submitted an incomplete version of *Oz*'s opening sequences in March 1938. But even after Arlen and Harburg had signed onto the project in May, the film's script continued to be revised (often daily) by a lengthy succession of writers, including Harburg himself. In fact, by release of *Oz*'s final cut in mid-August 1939, at least fourteen contributors had lent their talents to the narrative.

Upon arrival, Arlen and Harburg were given a copy of the screenplay—certainly a draft dated May 14, 1938 (to which Harburg referred later that summer), if not also earlier versions.<sup>2</sup> The May 14 draft was one of several substantial scripts submitted by Noel Langley—a talented young screenwriter from South Africa relatively new to MGM. Unlike Mankiewicz and previous staff dramatists assigned to the film, Langley eventually contributed far more significantly to the finished screenplay than *Oz*'s many other writers: between March and June 1938, he turned in a treatment and four draft scripts,



and thus received on-screen credits both for writing and for adapting Baum's novel.<sup>3</sup> Langley's adaptation was crucial: he greatly expanded the opening Kansas scene, into which he added numerous real-life characters who famously reappear in Oz as their fairy-tale counterparts: the three Kansas farmhands show up later as the Scarecrow, Tin Man, and Lion; the cruel school teacher Miss Gulch becomes the Wicked Witch; and the charlatan fortuneteller emerges as several minor characters before appearing as the Wizard himself. Langley's most significant plot change, however, involved a new conception for Dorothy's journey: in Baum's book, Dorothy is whisked away by the tornado to an unambiguously *real* Oz. By contrast, Langley created a near-death experience for the protagonist, after which her adventures in Oz are depicted as a dream. When she awakes in Kansas at the end of the movie, the screenplay firmly establishes that Oz was all an illusion.<sup>4</sup>

Two other MGM authors who later came on board—Florence Ryerson and Edgar Allan Woolf—also supplied enough material to share on-screen writing credits with Langley, although Harburg's critical input on the narrative went uncredited. The so-called final shooting script of early October 1938 reflects primarily the efforts of Langley, Ryerson, Woolf, and Harburg, but even that screenplay was continually tweaked by others.<sup>5</sup> Nonetheless, the sources confirm Arlen and Harburg's receipt of Langley's May 14 script, which (like virtually all the early *Oz* screenplays) included numerous "song spots" (or "song slots")—suggested locations where musical numbers could later be added. Langley's tentative song placement was certainly guided by Freed and LeRoy, but in all likelihood another figure assisted Langley in this task: Roger Edens. He is the multitalented accompanist and arranger who, as earlier mentioned, had

worked for several years with Freed and Garland at MGM. At some point (probably by March), Freed had appointed Edens as the film's "musical supervisor"—a job Edens later recalled included determining how to insert musical numbers into a picture from the inception of its script.<sup>6</sup>

#### MGM's *The Wizard of Oz*—an "Integrated" Movie Musical?

As the sources will show, Freed and Edens (long before Arlen and Harburg came on the scene) pushed for a song score with a strong narrative quality—one in which songs and dances would grow naturally from the narrative's demands and delineate characters, rather than interrupt the storyline. This dramatic concept is commonly referred to as "integrated"—a label sometimes applied to the songs in *The Wizard of Oz*, but that in recent years has rightly been problematized by musical theater scholarship. Until the past decade, in fact, most historiographies of musical theater presented a rather uniform notion of what constituted an "integrated" musical, based primarily on the term's modern usage in the post-*Oklahoma!* (i.e., post-1943) environment. By such accounts, an "integrated" show ostensibly is one in which its various components—plot, dialogue, songs, and dances—are fluidly blended together into a continuous whole. Furthermore (assuming one accepts the "integrated" concept), each song and dance advances the plot and develops character. Musical numbers in such shows purportedly support the primacy of the drama overall, to which they are essential yet subordinate. The late Gerald Mast (one of the most important film scholars of the 1970s-1980s) perhaps best represents the concept of integration as it was generally understood within academic circles until recent years. In 1987, Mast wrote:

The concept of an integrated musical deserves our attention. Many twentieth-century musicals aimed for and achieved an homogenous synthesis of dramatic, theatrical, and performance components. [...] Integration implies more than synthesis, however; it implies the successfully coordinated ability of all elements of a musical show to push the story forward out of proportion to the individual weight of each element. Not only does every element fit perfectly into an integrated show, each functions dramatically to propel the book forward.<sup>7</sup>

But the body of scholarship of which Mast was a part is now somewhat dated, and while still valuable, rather consistently advances a troublesome historiography of mid-twentieth-century musical theater—one determined to celebrate the narrative of an ever-more integrated American musical.<sup>8</sup> In most of this discourse, Kern and Hammerstein's *Show Boat* (premiering on Broadway in 1927) is presented as the first production to foreshadow the potential of integration; this line of thinking is usually followed by the assertion that Rodgers and Hammerstein's *Oklahoma!* (with a Broadway debut in 1943) was the first show to realize that promise of integration fully.<sup>9</sup> We should note that the premiere of *Oklahoma!* in 1943 was only the first in the long string of highly successful, strongly narrative musical plays by Rodgers and Hammerstein that rather dominated Broadway until 1959's *The Sound of Music*—a series that provided a structural paradigm for American musicals until c.1970.<sup>10</sup> But prior to *Oklahoma!*, most stage and screen musicals of the 1920s, 1930s, and early 1940s tended to feature rather loose narrative structures: star vehicles, lighthearted musical comedies, Broadway revues, Hollywood backstagers, large-scale spectacles, and so on. Naturally, amid such a climate, major productions showcasing the innovative, strongly narrative or “integrated” approach—such as *Show Boat* and *Oklahoma!*—justifiably emerge as landmark endeavors. But certainly, a small number of musicals before and after 1927's *Show Boat*—yet prior to 1943's *Oklahoma!*—also experimented with greater-than-average unity among drama,

song, and dance. Looking only at the few decades leading up to *Oz*'s premiere in 1939, such sporadic projects on Broadway include the following musicals (in addition to *Show Boat*): the many stage operettas by Victor Herbert, Rudolf Friml, and Sigmund Romberg (of c.1900-1920s); the Princess Theater shows by Kern/Bolton/Wodehouse (from the mid- late-1910s); the Gershwin/Kaufman/Ryskind political operetta trilogy (*Strike Up The Band*, 1927; *Of Thee I Sing*, 1931; *Let 'Em Eat Cake*, 1933); George Gershwin's genre defying *Porgy and Bess* (1935, with a book by DuBose Heyward and lyrics by Heyward and Ira Gershwin); and Blitzstein's *The Cradle Will Rock* (1937).<sup>11</sup> The small number of Hollywood examples in this category are significant as well: the fairy tale operettas of both Ernst Lubitsch (e.g., *Monte Carlo*, 1930; *One Hour with You*, 1932) and Rouben Mamoulian (e.g., *Love Me Tonight*, 1932, with songs by Rodgers and Hart); the Gershwins' contributions to *Delicious* (1931); the Rodgers and Hart/Lewis Milestone *Hallelujah, I'm a Bum* (1933); the first film adaptation of *Show Boat* (1936); and the Mamoulian/Kern/Hammerstein *High, Wide, and Handsome* (1937).<sup>12</sup> To this Hollywood list could certainly be added Arlen and Harburg's occasional experiments toward stronger narrative unity within the three 1936 Warner Brothers pictures featuring their material—song scenes with which Freed was likely quite familiar. As described earlier, in *Stage Struck*, dialogue and song are neatly woven together in the charming ballad “Fancy Meeting You”—a love duet presented in a museum. And in *The Singing Kid*, the extended reprise of “I Love to Sing-a” develops into a song-and-patter traveling number. But given the vast stylistic diversity among the many Broadway and Hollywood examples listed above, the “integrated” stamp does not apply in *every* case—certainly not to the *entirety* of *all* these productions. Indeed, each explored the possibilities of the

innovative, strongly narrative approach to varying degrees and with differing success. To pick only two of the musicals just mentioned: while *Of Thee I Sing* (1931) and *Love Me Tonight* (1932) definitely exhibit some features of what might be considered “integrated” (and are certainly often labelled as such), they are, according to musical theater scholar Dominic McHugh, “surely too stylized and fantastical to sit [comfortably] within the ‘integrated’ model.”<sup>13</sup>

Fortunately, in a valuable 2007 volume on *Oklahoma!*, musical theater specialist Tim Carter made great strides in advancing our understanding of this thorny topic: here, Carter successfully demonstrates that Rodgers and Hammerstein intentionally promoted the idea that their musicals were “integrated” for commercial reasons, rather than actually buying into the concept themselves.<sup>14</sup> In fact, as musical-theater scholar Geoffrey Block explains, although the word “integration” was occasionally used during the era, “[it] does not [...] appear regularly in print until the arrival of *Oklahoma!*, after which it becomes ubiquitous.”<sup>15</sup>

Essentially, then, Rodgers and Hammerstein took an existing (but not terribly common) term, and subsequently used it to their advantage as a marketing ploy. As a result, especially since the debut of *Oklahoma!* in the early 1940s, “integrated” has largely been employed rather casually and retroactively, becoming a catch-all tag for seemingly any Broadway or Hollywood musical that strives toward stronger-than-average narrative unity among its various components. Hence, the *Oz* songs are sometimes described as integrated. But as we will see, like other attempts headed in this direction on Broadway and in Hollywood prior to 1939, Arlen and Harburg’s song score for *Oz* does not fit neatly into the integrated ideal as it has commonly been rehearsed.

Accordingly, we will return to the topic of integration toward the conclusion of this section, especially since Harburg himself expressed some rather intriguing ideas about musico-dramatic cohesion, both during the time of *Oz* and in his later years.

#### Early *Oz* material by Edens, Langley, et al

Let us first focus on the time frame immediately prior to Arlen and Harburg's arrival at MGM, during which Freed and Edens desired such a strongly narrative song score for *Oz*—still a relatively novel approach in spring 1938. And now, given the above historical framework, we should more fully appreciate Freed's first choice for the songs' composer—Jerome Kern—who was widely regarded as a masterful musical storyteller. Still, the following cannot be overstated: Freed and Edens's eagerness to embrace the innovative narrative format was also motivated by their wish to emulate the dramatic approach undertaken in Disney's *Snow White* (1937)—a fairy tale film that was, after all, *Oz*'s animated model, and which certainly should be included in the list of pre-*Oz* experiments toward greater cohesion among dialogue, song, and dance. Actually, within *Snow White*, the tightly-wrought song score (by composer Frank Churchill and lyricist Larry Morey) displays a *far* stronger narrative continuity than what is typically found in movie musicals of the era, whether animated or not.

By early spring 1938, Edens himself had attempted two such strongly narrative songs for *Oz*, perhaps with the hope of landing at least part of the film's songwriting assignment: (1) an opening number for Dorothy, variously called among the sources "Mid Pleasures and Palaces," "Home Sweet Home in Kansas," or the "Kansas Song" (a number for which only draft lyrics survive), and (2) an extended Munchkin routine welcoming Dorothy to Oz (for which both musical sketches as well as handwritten and

typed lyrics remain).<sup>16</sup> Although undated, it is likely these materials stem roughly from March 1938 (the period of Mankiewicz's screenplay efforts) through April 1938 (Langley's initial script drafts). And as it happens, various lyrics and dramatic outlines found among Edens's own papers occasionally turn up as well within the Mankiewicz and early Langley screenplays.

The fact that only lyrics survive for Edens's song for Dorothy—while both music and lyrics remain for his Munchkin routine—is significant, particularly since *numerous* papers are extant for both numbers. But arguably, Edens never needed to write out the music for Dorothy's solo number, as he might already have had it firmly in his head: for his Kansas song, Edens very likely planned to set his lyrics to the familiar music of “Home, Sweet Home!”—Henry Bishop and John Howard Payne's 1823 parlor song—one of the most popular songs of the nineteenth century (if not *the* most popular), clearly in the public domain in 1938. The strongest evidence for such a theory comes from Edens's draft lyrics themselves: each refrain of his Kansas song begins with a direct quote from the 1823 ballad: “Mid pleasures and palaces...” Using Bishop's music of “Home, Sweet Home!” with newly-created lyrics could have been entirely Edens's own idea, but it could also have been suggested to Edens by MGM music director Herbert Stothart. Much later in *Oz*'s post-production phase, it was Stothart who periodically incorporated fragments of “Home, Sweet Home!” into the film's underscoring. Such borrowing of old favorites already in the public domain (classical or popular) was common in films of the period, whether for underscoring or for characters to sing on screen. Coincidentally, a few months *after* the premiere of *Oz*, “Home, Sweet Home!”

was prominently sung by the young operatic soprano Deanna Durbin in the film *First Love*—a Cinderella-themed picture released by Universal in November 1939.

For *First Love*, Durbin sings an arrangement of “Home, Sweet Home!” that is faithful to the ballad’s early sheet music publications, with no substitutions or insertions of lyrics or music.<sup>17</sup> But in spring 1938, Edens might have wanted to rearrange “Home, Sweet Home!” substantially for *Oz*—a type of adaptation that would not have been unusual for him at all, given his prior collaborations with Garland at MGM. For his Kansas number, Edens could have had in mind something along the lines of his adaptation the previous year for Garland: “Dear Mr. Gable”/“You Made Me Love You”—her show-stopping scene in *Broadway Melody of 1938*. In fact, “You Made Me Love You” (the 1913 torch song by James Monaco and Joseph McCarthy) was, like “Home, Sweet Home!,” a well-known ballad in the public domain. Moreover, Garland’s scene had proved such an enormous success that it had propelled her ever closer to stardom. Its acclaim was largely a result of Edens’s clever idea: tweaking a borrowed song’s lyrics, adding a new lead-in verse, and incorporating spoken sections. Edens may have felt that repeating a successful formula would work for Garland’s solo number about her Kansas home.

Considerable archival evidence—found within Edens’s own papers and several *Oz* scripts—supports this assertion. Among Edens’s *Oz* lyrics are many draft stanzas for the Kansas song. Once such instance appears as a reprise of the Kansas song, inserted within the typed drafts for his Munchkin routine:

([The Munchkins] do a short dance, [and] at the end of it, on a harp arpeggio, they completely disappear.)



(This upsets Dorothy so much that she is forced to ask the Witch of the North if it [is] quite possible [that] the whole thing [is] a dream. We see the welcoming committee clearing their throats---very annoyed at Dorothy interrupting her official welcome. Dorothy tells the Witch of the North that this is certainly not Kansas and where [Kansas is], and all of this leads into a reprise, from Dorothy, of “Home Sweet Home in Kansas”

[...]

Dorothy: [For clarity, spaces have been inserted after each of Edens’s four stanzas.]

Mid pleasures and palaces  
In London, Paris and Rome  
There is no place quite like Kansas  
And my little Kansas home sweet home.

Though it’s no Spanish castle  
It’s not like Kubla Khan’s dome;  
But it’s lovely when the sun sets  
On my little Kansas home sweet home.

Millionaires have mansions and motorcars  
Crowded all along the boulevard  
But give me the cow, and the donkey, and the mule  
Out in my back yard.

Be it ever so humble  
Wherever I happen to roam  
I know that I’ll be welcome back in Kansas  
In my little Kansas home sweet home.<sup>18</sup>

In the above case, the first, second, and fourth stanzas could easily be fitted to the initial two sections (A and B) of Bishop’s familiar melody for “Home, Sweet Home!” Only occasional adjustments to the melody would have been required (e.g., added eighth- and sixteenth-notes) in order for Garland to sing Edens’s words to the tune.<sup>19</sup> For example, Edens’s first stanza could be placed within Bishop’s melody as follows:

3.1. Edens's draft lyrics for Kansas song (1938) fitted to Bishop's melody for "Home, Sweet Home!" (1823; [A] & [B] sections)

[A]: 'Mid pleas - ures and pal - ac-es In Lon- don Paris or Rome. There is

'Mid - pleas - ures and pal - ac-es though - we may roam, Be it

no place quite like Kan - sas And my little Kansas home sweet home Though it's

ev - er so hum - ble, there's no - place like home! A

[B]: no Span - ish cast - le It's not like Kubla Kahn's dome But it's

charm - from the skies seems to hal - low us there, Which

love - ly when the sun sets on my little Kansas home sweet home.

seek - thro' the world is not met with else - where.

However, Edens's third stanza (shown earlier on p.138) is *not* terribly well suited to Bishop's melody—neither to its opening A and B sections above, nor to its concluding B1 portion, as shown below:

3.2. [B1] section of Bishop's melody for "Home, Sweet Home!" (1823)

[B1]

Home, home, — sweet, sweet, home, 'There's no place like

home, — There's no place like home.

*ad lib.*

*ad lib.*

Edens might have intended for Garland to *speak* the lines of his third stanza, perhaps to an accompanying underscore of Bishop's tune. In this way, Edens's arrangement of "Home, Sweet Home!" might have alternated between sung and spoken sections, as in his earlier arrangement for Garland of "You Made Me Love You."

Among Edens's papers, all of his "Kansas Song" lyrics (whether typed or handwritten) convey two basic themes: Dorothy's deep-rooted love for hearth and home, and/or her desire to remain in Kansas (or return there) over any other place she may travel. As might be expected, these rather sentimental ideas fit naturally into the early *Oz*

screenplays by Mankiewicz and Langley, wherever the “Kansas Song” is mentioned in the narrative. Interestingly, from the start of *Oz*’s preproduction phase, every draft *Oz* script includes some type of song for Dorothy in its opening Kansas prologue, however brief or fragmented. But references to a Kansas ballad occasionally appear later in these screenplays as well, particularly toward the end of the film. The following examples will illustrate.

In Mankiewicz’s incomplete script for *Oz*’s opening sequences from March 1938, Dorothy is first seen crossing the plain and singing “a happy song full of homely allusions to the simple properties and concerns of her simply daily life.”<sup>20</sup> Several weeks later, in one of Langley’s draft screenplays—dated May 4-6, 1938—Dorothy’s earliest singing is still focused on the simple comforts and pleasures of her home life on the farm. At the very beginning of this script, Langley describes his vision that the film should open with a picture of L. Frank Baum’s *Oz* book—a later-abandoned idea likely borrowed from Disney’s *Snow White*. Indeed, after *Snow White*’s initial credits, the story begins with an image of the book cover itself, which slowly turns pages so the audience can read a brief set-up for the ensuing narrative. Langley’s May 4-6, 1938 *Oz* script begins similarly, but his opening shot of Baum’s book cover encompasses a mini scene: the image initially provides a background for the credits, and eventually leads to a snippet of Dorothy’s Kansas song. A bit further on (and after introducing several characters, some of whom were later deleted from the film), Langley suggests a song about Oz for two farmhands to sing to Dorothy. He then makes another reference to the Kansas number, in which Dorothy sings a rebuttal to her friends and describes the superiority of Kansas.<sup>21</sup> The following excerpt from that script illustrates this early concept:

FADE IN:

CLOSE UP – ACTUAL COVER OF [Baum's] BOOK

Over this we run the credit titles, and when they are through, the cover of the book flips open to a full page illustration of Dorothy. Under the illustration is 'Judy Garland as Dorothy'. She sings the first two lines of her Kansas Song and the page turns to [...] the Cowardly Lion, the Wicked Witch; the Wizard; Lizzie Smithers; Aunt Em and Uncle Henry; Bulbo; all of whom introduce themselves in a couplet. The last page is an illustration of Dorothy, Hunk and Hickory sitting on the fence in Kansas. Hunk and Hickory sing a song about the land of Oz and Dorothy sings that it isn't as nice as Kansas, and goes into four more lines or so of the Kansas Song. At the end, the cover shuts back over the illustration, returning us to our opening shot of the book, and we

DISSOLVE THRU TO:

LONG SHOT—A FLAT DRY EXPANSE OF KANSAS COUNTRYSIDE,  
WITH A FARM IN THE MIDDLE DISTANCE <sup>22</sup>

Just a few shots later in this same May 4-6 screenplay (still during the Kansas prologue), Dorothy sings what was apparently intended as a somewhat longer statement of the Kansas song, as she gathers eggs with Toto:

LONG SHOT—SHOOTING FROM SHED WALL

Hickory is running toward the barn and out-sheds furthest from the house.  
Dorothy's song comes in as we

WIPE TO

CLOSE SHOT (TRUCK SHOT) DOROTHY

walking along a row of hen roosts with a basket of eggs swinging in her hand, and Toto following behind, singing the Kansas song. <sup>23</sup>

And at the very *end* of Langley's May 4-6 screenplay, a final reference to the Kansas song appears, now utilized as a reprise that accompanies Dorothy's sentimental, tearful goodbye to her friends from a train station platform (again including later-discarded characters):

## FULL SHOT—PLATFORM

Train is pulling out. Hickory and Sylvia and Kenny wave from windows to Hunk and Dorothy on platform.

## CLOSEUP—DOROTHY HUGGING TOTO

There is a smile on her face and tears in her eyes as she sings the last two lines of the Kansas song.

THE END <sup>24</sup>

About ten days later—within Langley’s May 14, 1938 screenplay (the version definitely given to Arlen and Harburg)—the Kansas song still appears (albeit slightly altered) in the same song spots cited above. And by this time, even more emphasis is placed toward the end of the film on the sentimental theme of domestic security. Within the final scenes of this May 14 script, in fact, Langley even refers to the number specifically as “the Home Sweet Home song,” as Dorothy and two farmhands walk toward the camera singing the ballad.<sup>25</sup>

To be sure, while the early concepts for Dorothy’s Kansas song are intriguing, Edens’s initial plans for the Munchkin number are perhaps even more compelling. His ideas (almost certainly coordinated primarily with Langley) laid the dramatic and structural groundwork for Arlen and Harburg’s subsequent efforts for Munchkinland. Once again, the primary materials are particularly engaging: copies of Langley’s scripts from late April through early May 1938 reveal that the placement of Edens’s Munchkin sequence—very soon after Dorothy’s house lands in *Oz*—remains basically unchanged throughout the entirety of the film’s production. Similarly (and as we will later explore), the internal format of Edens’s Munchkin number—an extended, multipart song-and-patter sequence, entirely rhymed—provided the basic framework for Arlen and Harburg’s Munchkin routine.

Several extant sources show that Edens's Munchkin sequence draws on the song-and-patter conventions of comic operetta, especially those of Gilbert and Sullivan. This influence on Edens is not surprising: as we recall, Gilbert and Sullivan's operettas had extended enormous influence on both Harburg and Ira Gershwin—and indeed on the development of the American musical overall. During the late nineteenth and early twentieth centuries, several of the British partners' most famous operettas (*H.M.S. Pinafore*, *The Pirates of Penzance*, *The Mikado*, among others) had been successfully produced in New York. As musical theater scholars William Everett and Paul Laird explain:

[Gilbert and Sullivan] had a tremendous influence on Broadway in terms of vocal style [...], effusive marches, comic patter songs, lighthearted waltzes, and various combinations of recitatives, solos, duets, small ensembles, and choral numbers fused together into coherent musical-dramatic scenes.<sup>26</sup>

Perhaps Edens had gained familiarity with such Gilbert-and-Sullivan-inspired techniques by way of the Gershwins, with whom he had worked closely on Broadway and who had incorporated aspects of the "G & S" style within several of their musicals. Nevertheless, Edens's Munchkin number for *Oz* (and Arlen and Harburg's subsequent musical number) include just this sort of musical potpourri—a cohesive musical-dramatic scene including a mixture of spoken and sung recitatives, solos, choral and instrumental ensembles, marches, and so forth. Edens's handwritten draft lyrics for the routine (c.March/April 1938) attest to the many diverse sections of his design:

- A. Dorothy Opens Door—
- B. Fanfare
- C. Hail to the Heroine
- D. Good Morning
- E. Dorothy Asks What & Why?
- F. Munchkin Spokesman Explains

- G. Tribute From Munchkins:
  - (1) August Justices
  - (2) Army & Navy
  - (3) Fire Department
  - (4) Dancing Girls
  - (5) Five Little Fiddlers
  - (6) Ensemble
- H. The Good Witch
- I. Dorothy explains “Kansas”
- J. Ensemble

But how might Edens’s Munchkin sequence have been incorporated into the screenplay? The following comparison—of Edens’s outline given immediately above with several pages of Langley’s later May 4-6 script—provides some clues.

Additionally, the section of Langley’s May 4-6 screenplay cited below discloses that by this date, Edens (likely with Langley) had tightened up his routine somewhat, as the number now includes only eight main sections. As might be anticipated, the sequence as a whole (like Arlen and Harburg’s) is strongly narrative, with each of its many continuous segments telling part of the story through music: the Munchkins celebrate the death of the Wicked Witch of the East, hail Dorothy as their heroine, and greet her via a series of individual groups. Two reprises appear at the end: Dorothy describes her Kansas home in a recap of “Mid Pleasures and Palaces,” then the crowd joyously sings a reprise about the evil witch’s demise. Curiously, this excerpt contains some well-known dialogue (changed slightly by *Oz*’s final cut), as well as a familiar phrase for the title of Edens’s last segment: “The Wicked Old Witch Is Dead” (a line Arlen and Harburg later borrowed for the most famous section of their Munchkin number: “Ding-Dong! The Witch Is Dead.”). We will pick up the action in this May 4-6 script just after the house lands in Oz, after which the dialogue leads directly into Edens’s Munchkin number:



FULL SHOT – ROOM –

All four legs of the bed are spread-eagled on the floor and the furniture has been jerked out of place. A chair or two lie on their backs. There is dead silence on the SOUND TRACK as Dorothy gets off the bed and tip toes to the door.

WIPE TO:

MED. SHOT -- INT. FRONT DOOR

Dorothy opens the door slowly and peers out.

FULL SHOT – MUNCHKIN COUNTRY— (First full/colour shot)

quite empty of all sign of life. The only sound is the twittering of a bird or two in the distance.

MED. SHOT – DOOR — EXT.

Dorothy comes cautiously out, with Toto under her arm, and looks about. Music comes up softly.

Dorothy (after a pause)

I've got a feeling we're not in Kansas any more.

CLOSE SHOT –

A bush of small flowering shrub. Two Munchkins are peeping through the leaves, so that only their eyes are visible.

CLOSE SHOT—A TREE—

A cautious Munchkin eye is peering round.

Dorothy (a little bewildered, after a hesitation)

Oh dear! We're not in Kansas any more.

Witch (politely)

I beg your pardon?

Dorothy

You'll think me very dull; but were [sic] am I?

Witch  
(with a giggle)

Where are you? You're in Munchkinland.

Dorothy

America or Canada?

Witch

You're in Oz. I'm the Witch of the North—a good witch, so of course nobody could be more pleased than I am that somebody's killed the Wicked Witch of the East at last. I tried hard enough; goodness knows. Who hasn't. Where did you say you thought you were in?

Dorothy

America or Canada.

Witch

Never heard of them. But then you never heard of Munchkinland, so it just goes to show!

(she turns and waves to the hidden Munchkins, some of whom have come out of cover and are watching from a distance)

It's all right! She's a good witch! You can come and thank her!

FULL SHOT –

SHOOTING from behind Dorothy and Witch. Music strikes up and the Munchkins begin marching over a rise in the ground singing "The Wicked Witch is dead." The procession comes towards Dorothy and the Witch and then pulls up in front of them.

(Details of Musical welcome to follow later, grouped thus:)

- (1) "Hail to the lovely little lady"
- (2) Song by Three Munchkins.
- (3) Welcoming Committee
- (4) Army
- (5) Navy
- (6) Flower Song (this should be treated with actual hollyhocks swaying to the music, as if they were responsible for the singing)
- (7) Reprise of Mid Pleasures & Palaces (Dorothy)
- (8) Reprise of the Wicked Old Witch is Dead

As this reprise begins, CAMERA PANS up to sky; and a tiny black dot begins approaching rapidly until we make out the Wicked Witch of the West on her broomstick.<sup>27</sup>

Again, during these months (c.March/April/early May 1938), Edens and Langley likely worked together on this scene. Its specific placement—occurring shortly after Dorothy is knocked unconscious during the tornado—takes on greater significance when we recall that it had actually been Langley’s decision to treat Dorothy’s Oz journey as a dream.<sup>28</sup> Certainly, prior to *Oz*, various Hollywood films had featured dream sequences or other surrealistic aspects. For example, toward the middle of the 1930 MGM musical *Madam Satan*, a series of exotic musical numbers are performed during a lavish masquerade ball aboard a Zeppelin. But the particular location of Langley’s dream sequence for *Oz*—beginning early on in the narrative during the tornado, followed shortly thereafter by Dorothy’s welcoming by the Munchkins—may very well have reminded Edens of a strikingly similar dramatic setup for a movie released in December 1931: the dream sequence in *Delicious* (Fox studios)—the first film musical on which the Gershwin brothers had worked. And as it happens, about twenty minutes into *Delicious*, the ingenue protagonist—a young Scottish immigrant named Heather (played by Janet Gaynor) falls asleep on shipboard while traveling to New York. She dreams of arriving at Ellis Island, where she is welcomed to the foreign land by a series of fantastical characters who greet her individually in various groupings (including, perhaps most memorably, a row of marching, taller-than-life Uncle Sams). A satirical, five-minute Gilbert-and-Sullivan-esque song-and-patter routine ensues, entitled “Welcome to the Melting Pot.” American music scholar Howard Pollack describes the various musical episodes—choral ensembles, solo vocal sections, short recitatives, and so forth—within this surreal scene:

[In *Delicious*,] the ‘Dream Sequence,’ for its part, lampoons the hype associated with the American ‘melting pot.’ After reporters from various dailies conduct

the most superficial of interviews with Heather, a chorus of Uncle Sams, an imaginary Mr. Ellis of Ellis Island, and finally a wiggling Statue of Liberty welcome her to the ‘melting pot,’ a clear send-up of immigration policy. Of all the film’s sequences, this one most closely approximated Gershwin’s theater music, anticipating especially *Of Thee I Sing* in its evocation of various ceremonial styles, but with enough unusual inflections to signal satiric intentions, including a tongue-in-cheek reference to the composer’s own “‘S Wonderful.’”<sup>29</sup>

The parallels between *Delicious* and *Oz*—an early dream sequence followed by a “song-and-patter welcoming scene”—are arguably too close for happenstance. Surely Edens knew the multipart Gershwin routine—as perhaps did Langley. And when Arlen and Harburg joined *Oz* slightly later in May 1938 (officially signing on shortly after Langley’s screenplay above), they definitely would have known it—especially Arlen, whose idol was Gershwin.<sup>30</sup> We might recall that Arlen and Harburg’s own song-and-patter routine for 1936’s *The Singing Kid* (the reprise for Al Jolson of “I Love to Sing-a”) also anticipates Edens Munchkin sequence, as do what performer/archivist/historian Michael Feinstein calls the “extended musical sequences in mock Gilbert and Sullivan style” within the Gershwins’ music for *Strike Up the Band* (1927).<sup>31</sup> Edens may or may not have known these additional scenes, but the dramatic analogies between the dream sequences in *Delicious* and *Oz* are much closer.

At this point, an important distinction should be made between the narrative aspects of Edens’s Munchkin routine and its actual content. While the number’s placement and inner formal design are fascinating—even innovative—its music and lyrics are admittedly mediocre. In this respect, the difference between Edens and songwriters the likes of the Gershwins or Arlen and Harburg is especially glaring. Looking first at Edens’s lyrics, we find that his routine essentially offers a series of children’s songs—numbers targeted almost exclusively to very young audiences.

Overall, his verses are simple and homespun, but frequently become too sweet and rather trite. A few examples from his drafts will illustrate. The opening lines for the Munchkins, for example, seem to come out of a Germanic, Grimm-like fairy tale:

The witch is dead! Ha, Ha, Ha.  
 The witch is dead! Ha, Ha, Ha.  
 Zod and Zed.  
 Gingerbread.  
 Violets blue  
 And roses red  
 The wicked old, wicked old, wicked old, wicked old, wicked old witch is dead.

A series of verses from his “Hail to the lovely little lady” are somewhat more inventive, and offer a bit of wordplay:

Hail to the lovely little lady  
 Hail to the merry little maids.  
 She saved us from the wicked witch’s subjugation  
 She saved us from the witch’s prestidigitation  
 She saved us from the knavery  
 She saved us from the slavery  
 She saved us from the bounder  
 She mashed her flat as a flounder  
 So, Hail to the lovely one  
 Hail to the merry one.  
 Hail, Hail Hail.

But eventually, the Good Witch sings a snippet that is particularly sugary and banal:

Good morning----Good morning  
 Isn’t this a lovely morning  
 All our lovely sky was dark and gray  
 Until you came along and made it bright and gay

The flower girls then join in with more sweetness:

The sunlight is shining  
 Ev’ry cloud has got a silver lining  
 You have made this all come true  
 So good morning to you.

Later in the routine, five little fiddlers sing numerous stanzas that again are perhaps too cute, with a few nursery rhyme references thrown in:

If you are feeling blue  
 Don't dismay  
 If you are feeling blue  
 Don't let it bother you  
 Get out your fiddle and start to play.  
 If you should meet a witch  
 Don't run 'way  
 Don't let her get your goat  
 You've got the antidote  
 Get out your fiddle and play.  
 There is a magic charm  
 In a simple tune  
 Hi diddle diddle  
 The cat played his fiddle  
 And the cow jumped over the moon  
 And that is  
 Just what I recommend  
 When you're down  
 Get out your violin  
 Go to town  
 You can be hilarious  
 On a Stradivarius  
 Tune it up and carry us away  
 Get off the griddle  
 You can solve every riddle  
 If you get out your fiddle and play.<sup>32</sup>

Edens's music for the Munchkins does not begin to compare with analogous efforts by Arlen or Gershwin, whose compositional gifts were on a completely different plane. Yet even given the expected absence of Arlen or Gershwinesque flair, Edens's musical sketches for the Munchkins are second rate. From a melodic, rhythmic, and harmonic standpoint, the various sections are adequate but predictable, targeted once again almost exclusively to children. And while Edens does introduce changes of meter, they are routine as well: a straightforward waltz moves next to a formulaic march.

Edens's compositional skills have certainly been criticized before, although perhaps too severely. For instance, in 1987, film scholar Gerald Mast gave a particularly harsh assessment of Edens's songs for MGM's adaptation of *On the Town* (1949)—i.e., Edens's own songs (written roughly a decade after *Oz*) to replace much of *On the Town*'s original 1944 Broadway score by Bernstein, Comden, and Green. Mast writes:

The new songs [that producer] Freed stitched into the existing score of *On the Town* (1949) were especially embarrassing. Freed assigned Roger Edens, his superb vocal arranger and right-hand man for two decades, to supply replacements for all but three Bernstein originals. Every Edens song for the film ("Prehistoric Man," "Main Street," a vapid title tune, and "You're Awful"—is hackwork—the kind of musical garbage that proved the inferiority of Hollywood musicals to Broadway buffs. Freed, who came from the Tin Pan Alley of Gershwin and Berlin, could not understand the songs and sounds of modernist Bernstein. Freed's musical ear lived firmly in the songpast. His musicals were as much in the songpast as they were about it.<sup>33</sup>

One could certainly take issue with Mast's remarks about Freed's "songpast" lineage during his post-*Oz* years.<sup>34</sup> Nevertheless, his brutal evaluation of Edens's contributions to *On the Town* goes too far. Clearly, Edens's greatest musical talent—certainly no small gift—was in brilliantly adapting and/or arranging music of others, as well as placing musical numbers appropriately within films' narratives—skills that would become increasingly important throughout the ensuing stages of *Oz*'s production.

Edens's two sketched *Oz* numbers, then, are certainly *not* "hackwork" or "garbage," but they lack the spark Freed had heard in Arlen and Harburg's songs for *Hooray For What!* (1937). Moreover, Freed had probably taken note of Arlen and Harburg's versatility: not only could they write charming ballads and parody numbers, but *Hooray For What!*'s "Apple Tree" scene had included the all-important swing element—something clearly missing from any of Edens's *Oz* drafts. Thus, it is no small

wonder that Edens was passed over for the *Oz* assignment he was likely seeking (although he still served as the film's musical supervisor). Freed's decision to hire only Arlen and Harburg for *Oz* is significant: as was common at the time, he could have solicited numbers from other songwriters for interpolation into the movie. But in choosing just *one* songwriting team, Freed helped ensure the musical integrity and cohesiveness of *Oz*'s song score as a whole.<sup>35</sup>

Edens's songs may have gone unused, but Freed retained the narrative placement and multipart structure of the Munchkin routine. Still, Freed was definitely unhappy with the initial concept and dramatic function of Dorothy's Kansas ballad as envisioned by Edens and the early scriptwriters. We recall that Edens's Kansas song (possibly an adaptation of the Bishop/Payne "Home, Sweet Home!") had firmly expressed Dorothy's earnest love for her Kansas farm. But in reading through the early script drafts, it seems the screenwriters were trying to use his Kansas song to depict Dorothy's *idyllic vision* of the joys and comforts of home life—not necessarily her reality. In fact, in the scripts up to late April/early May 1938, it is the dialogue only—not Dorothy's song—that conveys her desire to leave Kansas: Aunt Em is far more cruel than what we have come to know in the finished film; consequently, Dorothy continually seeks her unattainable love. Some rather strident, jarring lines from the beginning of Langley's May 4-6, 1938 script reveal Dorothy's troubles: she explains that her aunt and uncle "never really wanted me here; they just thought they were obliged to take me out of the Asylum because nobody else was going to."<sup>36</sup> A bit later in the May 4-6 prologue (after the evil schoolteacher takes Toto away and the Cyclone begins), Dorothy tells Aunt Em that she wants to leave Kansas: "You don't want me here ... any more than you wanted Toto ... you don't love



me, and Uncle Henry doesn't either."<sup>37</sup> In turn, Aunt Em reprimands her: "Well, really, that's hardly fair when your Uncle Henry and I took you out of an Orphanage Asylum and brought you up like you were our own; just because we had to send Toto away to save a lot of trouble. It's ungrateful, Dorothy, ungrateful."<sup>38</sup> To this, Dorothy asks Aunt Em directly if she loves her, but Aunt Em "is obviously confused at the point-blank question and at a loss to say something adequate. A window bangs open and she seizes on it as an escape."<sup>39</sup>

The dialogue and various plot devices used to portray Dorothy's misery at home would eventually be softened somewhat. But clearly, Edens's Kansas song—with its sweet, bucolic sentiments about Dorothy's *love* for home, even if only an idealized image—is incongruous with her bleak circumstances. Additionally, there is *nothing* about Edens's Kansas number to get Dorothy *off* the farm. Further still, the various song slots for the ballad seem all too brief—certainly not substantial enough to build up the dramatic tension, launch's Dorothy's travels, and carry her through the rest of the film.

#### Freed's "Snow White Memo": April 25, 1938

As early as April 25, 1938—prior to Arlen and Harburg's arrival and just before Langley's May 4-6 script—Freed dictated a lengthy memo giving his assessment of the film up to that point. Among other things, he stresses that music and comedy could only succeed against a solid base of emotion and sentimentality, and he clearly articulates his dissatisfaction with the dramaturgical setup of the Kansas number.<sup>40</sup> While not specifically mentioning Edens's Kansas song, he describes his wish that Dorothy's

opening ballad should motivate her Oz adventure. To achieve this objective, he proposes a more substantial musical sequence on the farm, in which Dorothy's song itself, rather than dialogue, would accomplish the driving force behind her Oz adventures and the film's entire narrative. Of particular note is Freed's suggested model for Dorothy's Kansas song and scene—the opening musical sequence within Disney's *Snow White*:

Arthur Freed  
April 25, 1938

#### NOTES ON 'WIZARD OF OZ'

The main objective above everything else is to remember that we are telling a real story in our screen play of the 'WIZARD OF OZ'. Our story has not the construction of fantasy although it includes fantasy. In Kansas it is our problem to set up the story of Dorothy, who finds herself with a heart full of love eager to give it, but through circumstances and personalities, can apparently find none in return. In this dilemma of childish frustration, she is hit on the head in a real cyclone and through her unconscious self, she finds escape in her dream of Oz. There she is motivated by her generosity to help everyone first before her little orphan heart cries out for what she wants most of all (the love of Aunt Em) – 'which represents to her the love of a mother she never knew'. Too much stress cannot be placed on the soundness of the sentimental and emotional foundation of this story because it is only against such a canvas [that] the novelty and comedy and music of our venture can ever mean anything. When we get to Oz, there must be a solid and dramatic drive of Dorothy's adventures and purposes that will keep the audience rooting for her.

None of our treatments have conveyed this and once this is done, I feel we have licked our biggest problem. Music can be a big help properly used as an adjunct and accent to the emotional side of the story because the masses can feel music. As an illustration of this, the whole love story in 'SNOWWHITE' is motivated by the song 'SOMEDAY MY PRINCE WILL COME' as Snowwhite is looking into the well. Dialogue could not have accomplished this half as well. I make this illustration for the purpose that we plant our 'WIZARD OF OZ' book in a similar way through a musical sequence on the farm. Doing it musically takes all the triteness out of a straight plot scene and I am sure we will never get the feeling of planting something.

I think more thought should be given to [the Princess and Prince of Oz—the operatic characters added to Baum's original] if they are to be of any value to us. Their story should in some way affect Dorothy's life and the fulfillment

of her desires in order to give it any dramatic interest. Possibly, the work that is being done in planting them in Kansas will solve this situation.

[...] We must remember at all times that Dorothy is only motivated by one object in Oz; that is, how to get back home to her Aunt Em and every situation should be related to this main drive.

[...] I would like to repeat again the urgent necessity of getting a real emotional and dramatic quality through the Oz sequences. I would like to see Dorothy in some spot in Oz with her companions utterly crestfallen and lost with a complete feeling of despair. Therefore, I believe at this time, we should go into this phase of the story very fully so that when the picture is over, besides our laughs and our novelty we have had a real assault upon our hearts.<sup>41</sup>

Freed's desire to "plant [...] a musical sequence on the farm" similar to the opening of *Snow White*—during which the protagonist sings a song that motivates her story—is invaluable to *Oz*'s eventual musical-dramatic success. Significantly, in *Snow White*, the wishing well scene, lasting roughly three-and-a-half minutes, is far longer than the various prologue slots for Dorothy's Kansas number in the *Oz* scripts to date. And to be sure, in the Disney scene to which Freed refers, Snow White sings a song into the well—a musical sequence that propels her journey. But in reality, the song she sings in this scene is *not*, as Freed states, "Some Day My Prince Will Come," which occurs much later in film (about two-thirds into the narrative), and becomes her theme song. Rather, the number she *actually* sings into the wishing well is entitled, appropriately enough, "I'm Wishing"—a sweet ballad "for the one I love to find me," during which the well itself repeatedly echoes back fragments of her song. About halfway through this echoing number, Prince Charming is briefly shown approaching the well; he eventually joins Snow White, and after only a line or two of dialogue, sings a short follow-up number entitled "One Song"—a ballad pledging his "constant and true" love. In this way, the entire musical sequence at the beginning of *Snow White* really comprises two brief, complementary ballads. The action then quickly cuts to the Evil Queen as she plots

Snow White's murder, and the Prince—whom Snow White has only fleetingly seen—does not reappear until the end of the film, although she yearns for him throughout the bulk of the remaining narrative. In this way, Snow White's "I'm Wishing"—fulfilled only temporarily with Prince Charming's "One Song"—indeed motivates (as Freed describes in his April 25 memo) "the whole love story in *Snow White*," even if he erroneously recalled that "Some Day My Prince Will Come" filled this spot. (A YouTube post for "I'm Wishing"/"One Song" is available here:

<https://www.youtube.com/watch?v=54QeNL5ih6A>)

Freed's confusion is understandable: both "I'm Wishing" and "Some Day My Prince Will Come"—are songs of romantic longing. On the other hand, Dorothy would need to yearn for a utopian land far from home. Arlen and Harburg would of course meet this requirement with "Over the Rainbow," but opinions vary as to whether or not they read Freed's April 25 memo: when Freed dictated it, the *Oz* songwriters were not yet on board. About two weeks later, however, things had changed: Arlen and Harburg began their assignment on May 9. And one day after that, on May 10, producer LeRoy called for a screening of *Snow White*—a showing presumably attended by LeRoy, Freed, and Edens—and likely Arlen and Harburg as well.<sup>42</sup> The screening surely clarified Freed's mistaken memory of the wishing well scene. More importantly, it probably suggested how *Oz* needed not only to model, but also significantly to deviate from *Snow White*. Thus, even if Arlen and Harburg did not see Freed's memo, his ideas were certainly communicated to them when *Snow White* was screened, or very near that time frame.<sup>43</sup>

### Arlen and Harburg Take Things to a New Level

Clearly, then, during these early days of their assignment, Arlen and Harburg would have been informed of what had been done on the film to date: the desire to adopt a strongly narrative approach, the showcasing of Garland's versatility as both balladeer and swing singer, the wish to emulate various aspects of *Snow White*, and so forth. And they surely reviewed Edens's two *Oz* numbers and the script's tentative song placement. Edens probably even played through these ideas for the incoming songwriters (or at least *talked* them through), knowing by then he had not landed the job himself.<sup>44</sup> Hence, Arlen and Harburg were of course influenced by MGM's previous plans. But a crucial distinction is in order here: the surviving sources provide no evidence that the partners directly *collaborated* with Freed and Edens on the songs' genesis. Instead, when it came to writing the movie's songs, Arlen and Harburg were basically left alone. As Harburg recalled, they typically worked away from their MGM bungalow:

[Harold and I] didn't have to go to the studio. Mostly we worked at home. . . . We worked a good deal at night. . . . [It was] better for creation.<sup>45</sup> [*Oz*] was a chance to express ourselves in terms we'd never been offered before. I loved the idea of having the freedom to do lyrics that were not just songs, but *scenes*. It gave me a wider scope. Not just 32-bar songs, but what would amount to the acting out of entire scenes, dialogue in verse and set to Harold's modern music. All of that had to be thought out by us and then brought in and shown to the director so he could see what we were getting at. Things like the three Lullaby girls and the three tough kids who represented the Lollipop Guild. And the Coroner . . . it wasn't in the book.<sup>46</sup>

### Frankenstein's Bride in the Land of Oz? Exploring the Genesis of "The Jitterbug"

It is perhaps surprising that Arlen and Harburg's first submitted song for *Oz* was *not* "Over the Rainbow," especially given Freed's discontent with Edens's Kansas number and his wish for a more substantial musical sequence on the farm.

And while on the topic of the duo's early efforts for the film, we might clarify some of the journalistic literature on *Oz*: claims are occasionally found that the partners began their assignment with what Arlen called "the lemon drop songs"—the composer's description of the lighter numbers for the Munchkins, Scarecrow, Tin Man, and so on.<sup>47</sup> But in truth (and as confirmed by numerous sources), the songwriters initially focused their attention on the haunted forest scene about two-thirds into the film's narrative. The number they would write—an up-tempo song-and-dance routine entitled "The Jitterbug"—grew out of the early plot conception for Dorothy as "an orphan from Kansas who sings jazz"—the aspect of Garland's character that had arguably been one of (if not *the*) primary reason behind Freed's choice of Arlen and Harburg, after he had heard Hugh Martin's swing-induced arrangement of "In the Shade of the New Apple Tree" in *Hooray For What!*

Granted, in early May 1938, *Oz*'s original "opera vs. jazz" subplot—i.e., the specific idea of prominently featuring some type of highbrow/lowbrow showdown between Garland and operatic soprano Betty Jaynes—had essentially been abandoned. But significantly, Langley's May 4-6, 1938, screenplay still includes brief references to the operatic parts initially conceived for Jaynes and tenor Kenny Baker—both MGM contract players slated to play the Princess and Prince of Oz. Such references within the May 4-6 script, while quite limited, indicate that the studio was still trying to use Jaynes and Baker somewhere in the film, even at this relatively late casting stage. About a month later, by early June 1938, the roles for Jaynes and Baker are completely gone from the script, as are

any suggestions of “classical” music. But when Arlen and Harburg signed on to *Oz* in early May, the residual notion that Dorothy should in part be a jazz singer certainly remained in the narrative.

As is widely known, “The Jitterbug” did not survive the film’s assembly line production—ultimately falling victim to MGM’s cutting room blade shortly before the release of *Oz*’s final cut (a topic explored toward the conclusion of this dissertation). But the number’s genesis was in no way a “miscalculation” by Arlen and Harburg, as musical theater specialist Ethan Mordden has incorrectly assumed.<sup>48</sup> On the contrary, early in their *Oz* assignment, the pair was clearly under the impression that at least some of Garland’s music should feature her swing abilities, presumably to balance the as-yet-unwritten operatic music for Jaynes and Baker, however minimal it might have been. A swing number would also help display Garland’s wide-ranging talents—serving as a contrast to whatever ballads and/or medium-tempo numbers Arlen and Harburg might eventually write for her character. Furthermore, throughout the fourteen weeks of Arlen and Harburg’s *Oz* assignment—even *after* the operatic roles were deemed extraneous to the story and subsequent narrative adjustments had been made—there was no indication that “The Jitterbug” would eventually be cut. In fact, quite the opposite was true: a *great* deal of time and effort (and money, of course) was devoted to what became an ever more substantial song scene—developments that occurred both during Arlen and Harburg’s tenure and especially afterwards, when the studio spent a massive sum to rehearse and shoot “The Jitterbug Sequence” during *Oz*’s production phase. It also bears noting that

if Arlen and Harburg had wished to adjust the number in any manner (or perhaps replace it with something less jazz-oriented), they *definitely* could have done so while still under contract for the film. In short, they clearly had time to make such a change, but chose not to do so. They were obviously pleased with their efforts, and felt the routine was both musically and dramatically appropriate for the film's narrative, whether or not Dorothy's character would in part be delineated specifically as a swing singer.

Given the significance of "The Jitterbug" to the duo's original musico-dramatic design (not to mention that the number is probably the most famous deletion among Hollywood movie musicals), we should take a look at Arlen and Harburg's early plans for the routine. The number's initial dramatic concept almost certainly came from Harburg, who was likely inspired by a section of Baum's novel in which the Wicked Witch sends a swarm of bees to destroy Dorothy and her companions. Curiously, Harburg had read Baum's book only upon his arrival at MGM. "[Freed] had sensed my love of whimsy," Harburg remembered. "Arthur [had] picked [Arlen and me, because] *Hooray [for What!]* had expressed] a bang-up satiric point, anti-war, but all done with whimsy. He told me to read [Baum's] *The Wizard of Oz*. I read the book and I loved it. It was my sort of thing."<sup>49</sup> In Baum's novel, Harburg would have read the following passage—a scene that comes immediately after the Witch's unsuccessful attempt to sabotage the travelers via a flock of evil crows, whom the Scarecrow fortunately kills:



When the Wicked Witch looked out again [at Dorothy and her friends] and saw all her crows lying in a heap, she got into a terrible rage, and blew three times upon her silver whistle. Forthwith there was heard a great buzzing in the air, and a swarm of black bees came flying towards her. ‘Go to the strangers and sting them to death!’ commanded the Witch, and the bees turned and flew rapidly until they came to where Dorothy and her friends were walking. But the Woodman had seen them coming and the Scarecrow had decided what to do. ‘Take out my straw and scatter it over the little girl and the dog and the lion,’ he said to the Woodman, ‘and the bees cannot sting them.’ This the Woodman did, and as Dorothy lay close beside the lion and held Toto in her arms, the straw covered them entirely. The bees came and found no one but the Woodman to sting, so they flew at him and broke off all their stings against the tin, without hurting the Woodman at all. And as bees cannot live when their stings are broken [...] that was the end of the black bees, and they lay scattered thick about the Woodman, like little heaps of fine coal.<sup>50</sup>

Harburg’s playful imagination turned Baum’s black bees into a clever musical-dramatic pun: for *Oz*’s creepy forest scene, the “jitter bugs” were animated, pink-and-blue mosquito-like insects whose bite gave the travelers “the jitters,” sending them into a frenzied “jitterbug” dance—a slang term already in use for the swing dance craze that had begun in the early 1930s.<sup>51</sup> And just a few weeks into the partners’ assignment, the sources reveal that both music and lyrics for “The Jitterbug” were well underway: by May 23, 1938—on several inserted pages within Langley’s May 14 screenplay—the first indications of Arlen and Harburg’s endeavors for the number appear: on the initial added page, the heading “NECESSARY CHANGE” is written in pencil. Beneath this marking, a brief overview of the routine unfolds, including some lead-in dialogue and a single paragraph description what the screenwriters call the “Jitter-Bug” song, where the travelers and the trees “are all singing and shivering to the music.”<sup>52</sup>

But at this point within the inserted May 23 pages, the short reference to “The Jitterbug” concludes, without any citation of Harburg’s lyrics. Perhaps Arlen and Harburg were not quite finished with the number’s chorus by the time these inserted pages were typed. Just two days later, though, the duo had clearly submitted the number to the studio—an event of enough significance to be announced in *The New York Times*: on May 25, 1938, an article about “Current Screen News” states: “The first song for ‘Wizard of Oz’ was turned in today; it is “The Jitterbug,” by Yip Harberg [sic] and Harold Arlen, and Judy Garland will sing it.”<sup>53</sup> Accordingly, on May 28, 1938, an MGM studio manuscript was submitted for copyright to the Library of Congress (including just a melodic line with lyrics, only for the AABA chorus).<sup>54</sup> The number’s first extant piano-vocal manuscript with *both* lyrics and accompaniment (again for the chorus only) surfaces on June 30, 1938, although this copy clearly represents only a slight revision to the chorus, which had certainly been completed weeks earlier.<sup>55</sup> By July 2, 1938, an extended, lead-in verse—with hilarious, individual lines aptly tailored specifically to each character—has been added to the existing chorus. The number would now be more than just a solo for Garland; it would also serve as the film’s only substantial ensemble exclusively for the four singing principals. A few pages bearing this July 2 date (inserted into the draft script of June 13 by Florence Ryerson and Edgar Allan Woolf) give us an idea of the entire number—the lead-in verse and its AABA chorus—showing how the routine would have fit into the narrative. The travelers cautiously enter the haunted forest and the Lion is particularly terrified, after which the ensuing drama unfolds.<sup>56</sup>

Lion  
I surrender!

A large blue and pink spotted mosquito lands on his nose. He opens his eyes, looks at it cross-eyed, then slaps it with his paw.

Lion (fearfully)  
Something bit me!  
(weird music starts – he begins to shiver)

Oh...oh..oh...!

CLOSE SHOT – TREES  
Dorothy suddenly jumps and slaps her ankle.

Dorothy  
Oh! Something bit me, too!

Music up louder

Tin Man (slapping his neck)  
And me – but how?

Scarecrow (as he jumps)  
The Witch is at the bottom of this!

The music grows spookier and spookier.

FULL SHOT – TREES ALL ABOUT

All the branches and leaves are quivering in rhythm.

JITTER BUG NUMBER

This number is sung as they “jitter” and shiver their way along the path.

---

[The routine’s lyrics—for both the lengthy lead-in verse and the AABA chorus—are then typed into the July 2, 1938 script pages, almost exactly as they appear in a corresponding piano-vocal manuscript of just a few days later, dated July 7, 1938. These lyrics—as reproduced below—are almost the same as heard on the number’s original music tracks, prerecorded several months later during post-production, after Arlen and Harburg had left the film.<sup>57</sup> As evidenced by the original prerecordings (and as indicated in the July 7 piano-vocal manuscript), the comical lyrics for the extended lead-in verse are delivered as spoken recitative:]

---

[Lead-in Verse]

Dorothy  
Did you just hear what I just heard?

Lion  
That noise don't come from no ordinary bird.

Dorothy  
It may be just a cricket  
Or a critter in the trees.

Tin Man  
It's giving me the jitters  
In the joints around the knees.

Scarecrow  
I think I see a jijik  
And he fuzzy and he's furry  
I haven't got a brain  
But I think I ought to worry.

Tin Man  
I haven't got a heart  
But I've got a palpitation.

Lion  
As Monarch of the Forest  
I don't like the sitchy-ation.

Dorothy (to Lion)  
Are you gonna stand around  
And let him fill us full of horror?

Lion  
I'd like to roar him down.....  
But I think I lost my roarer.

Tin Man  
It's a whois.

Scarecrow  
It's a whozis?

Lion  
It's a whatzis.

Scarecrow  
It's a whatzis?

Tin Man  
Whozat?

Scarecrow  
Whozat?

Lion  
Whozat?

[AABA Chorus] Dorothy (singing chorus)

[A] Who's that hiding  
In the tree top?  
It's the rascal  
The Jitter Bug.

[A] Should you catch him  
Buzzin' round you  
Just look out for  
The Jitter Bug.

[B] Oh, the bees in the breeze  
And the bats in the trees  
Have a terrible, horrible buzz  
But the bees in the breeze  
And the bats in the trees  
Couldn't do what the Jitter Bug does.

[A] So be careful  
Of that rascal  
Keep away from  
The Jitter Bug.

Toto is picked up by a winged monkey on last note of song.

---

Over the next several weeks, "The Jitterbug" continued to expand: by Arlen and Harburg's last submitted piano-vocal manuscript for the number—turned in at the end of their assignment in mid-August 1938—a mostly

instrumental, 22-bar “interlude” section has been added to the above chorus (a section clearly heard on the number’s original music tracks mentioned previously).<sup>58</sup> But even though the film’s music tracks survive, we will probably never know precisely how the scene looked and sounded before its excision: regrettably, the deleted footage of “The Jitterbug” sequence was lost at some point after *Oz*’s production. Actually, the scene’s only surviving footage comes (interestingly enough) from Arlen, who just happened to take some silent, behind-the-scenes home movies during a rehearsal of the number. From this footage—along with the original music tracks, the surviving script drafts, and the finished film itself—we can vaguely determine how the number would have fit into the final cut we’ve come to know: upon visiting the Great Head of Oz to seek their various wishes, Dorothy and her friends receive instructions to bring him the broomstick of the Wicked Witch, before their requests will be granted. The frightened companions tentatively set foot into the Haunted Forest, locked arm-in-arm. The Lion reads a sign that states, “I’d turn back if I were you” and tries to run away, but (in a bit of vaudeville schtick), his friends carry him back as his legs are still running in the air. The group slowly moves forward, but the Witch immediately begins to plague them. After the Tin Man is mysteriously lifted into the air and the Lion is obviously frightened (“I *do* believe in spooks...”), the scene cuts to the Wicked Witch’s castle, where a brief vestige of the cut “Jitterbug” number actually remains in the completed movie—never changed after the routine’s deletion: just before the spot in which the jitterbug attack would have occurred, the Witch, standing beside her window, delivers a

completely incongruous line to the Winged Monkeys: “I’ve sent a little insect on ahead to take the fight out of them.” The action then cuts back to the travelers in the forest, who (as indicated in the draft scripts cited previously) have been stung by the insects, sending them into the frenetic song-and-dance routine. The four friends are so exhausted by the end of the number that when the Winged Monkeys swoop in, they have no trouble capturing Dorothy and Toto, leaving the three others behind. The Scarecrow’s straw limbs have been thrown all about, but as the Tin Man and Lion stuff him back together, the trio resolves to rescue Dorothy.<sup>59</sup> Thus, “The Jitterbug” (had it been retained) would have been *strongly* narrative, as the number clearly delineates character while story and song are tightly woven together.

Arlen’s footage, although choppy and hardly complete, indeed shows the four lead characters rehearsing a jitterbug-type dance. Both the dancing and the up-tempo swing music (about which more will be discussed momentarily) are decidedly lighthearted and fun—even intentionally silly. (Arlen’s behind-the-scenes rehearsal footage has been posted to YouTube—introduced by stills from the movie and set to the number’s original music tracks. Viewers should keep in mind that this footage is of course *not* identical to the now-lost Jitterbug sequence that was deleted from *Oz*’s final cut:

<https://www.youtube.com/watch?v=h0SahQIa9KA>)

Also significant is Harburg’s placement of the number, two-thirds into the film’s narrative, immediately before the movie’s climax of Dorothy’s capture by the Winged Monkeys. In this dramatic placement, Harburg was likely modeling

the narrative placement of “Silly Song” in *Snow White*—a playful, yodeling song-and-dance routine occurring two-thirds into that movie’s narrative, sung by the dwarfs to Snow White—just a few scenes before the story’s climax of the Evil Queen’s visit to the dwarf’s cottage (where she tricks the young maiden into biting the poisonous apple). (*Snow White*’s “Silly Song” can be seen here: <https://www.youtube.com/watch?v=f1KPJYDU15I>.) Granted, the two “silly” scenes are not exactly analogous: in *Snow White*, the dwarfs yodeling number leads first into Snow White’s lovely theme song, “Some Day My Prince Will Come,” after which there are a few brief scenes and musical snippets before the Evil Queen’s arrival at the dwarf’s cottage. By contrast, “The Jitterbug” routine in *Oz* would have led *immediately* into Dorothy’s capture. Still, the parallels are very close, made even more intriguing by the fact that *Snow White*’s “Silly Song” scene includes a pestering insect (who is animated, naturally enough for Disney)—a buzzing, swirling bumble bee that occasionally lands on the dwarfs. (The bumble bee becomes even more prominent a couple of scenes later, when the dwarfs fall asleep for the night.) In any case, in both *Snow White* and *Oz*, the dramatic placement of these cheerful routines seems quite intentional: a decidedly giddy, fun-loving song-and-dance sequence takes place before the sudden agitation of the narrative’s climax: an evil action caused by the ingenue’s nemesis. Thus, the dramatic tension is deliberately forestalled—set up first with an upbeat number—making the ensuing fear all-the-more intense when an innocent victim is unexpectedly caught off-guard. Surely, musical theater scholar Raymond Knapp slightly misreads the intent of “The Jitterbug” scene when he



offers a possible rationale for the routine's deletion: "[‘The Jitterbug’ number, whatever its virtues,]—in part because it unfolds *as* a fairly elaborate song, with a healthy dose of verbal and musical wit, doesn't really convey fear very well and suffers in this regard when compared with the chanted fragments ‘Lions and tigers and bears, *oh my*, and ‘I *do* believe in spooks, I do I do I do I do I *do* believe in spooks!’”<sup>60</sup> But the fact that the number “doesn't convey fear very well” was arguably the whole point of the routine in the first place: its carefree merriment—just before the onset of an abrupt attack—was likely the number's well-calculated dramatic objective.

The apparent *intentional* frivolity of “The Jitterbug”—combined with a knowledge of Arlen and Harburg's pre-*Oz* history—raises the strong likelihood that the number is actually a fun-loving parody—a comical send-up of something the duo and others would have known. Such a possibility would very much be consistent with Arlen and Harburg's penchant for lampooning preexisting material—a topic outlined earlier in this dissertation. As illustrated, the partners had spoofed familiar music, lyrics, and/or common dramatic tropes in several of their previous collaborative efforts, both on Broadway (in *Life Begins at 8:40*, 1934; Bert Lahr's “The Song of the Woodman,” 1937; and *Hooray For What!*, 1937) as well as in Hollywood (especially Al Jolson's *self*-parody number, “I Love to Sing-a,” written for *The Singing Kid* and released by Warner Brothers in 1936). In fact, the very song that had landed Arlen and Harburg the *Oz* assignment was the swinging spoof from *Hooray For What!*: “In the Shade of the New Apple Tree.” It seems all the more plausible, then, that the pair would begin

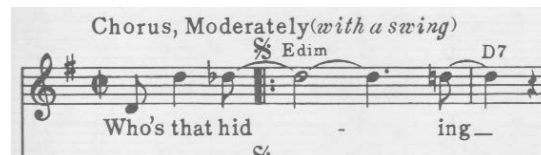
their *Oz* job by writing another swinging sendup. And as it happens, the probable inspiration behind the swinging motive of “The Jitterbug” can be found in one of the most famous horror film themes in history—a musical passage already noticed by many within Hollywood’s film music community by 1938. Indeed, the opening 2-bar phrase of “The Jitterbug”’s chorus—which is repeated three times—is melodically and harmonically *very* similar to the initial 2-bars of Franz Waxman’s memorable “Bride” theme for the female monster in *The Bride of Frankenstein* (Universal, 1935)—a sweeping, romantic motive that is also repeated three times upon most of its iterations within Waxman’s score.<sup>61</sup> Certainly, the tempo and meter of “The Jitterbug” chorus are completely different from Waxman’s female monster music: Arlen and Harburg’s number is an up-tempo swing tune in cut time; on the other hand, Waxman’s luxurious theme (occurring much of the time in that film in 3/4 meter) is taken at a moderate pace, approximately  $\text{♩} = 72$ . Otherwise, though, the two themes are quite analogous. The melodic similarities are particularly obvious. Both themes share an initial three-note motive: a rising octave on the dominant, followed by a half-tone descent to a sharpened subdominant:  $\hat{5} - \hat{5} \text{ 8ve} - \# \hat{4}$ . In Waxman’s slower tempo, as music theorist Clive McClelland writes, the three-note figure, “with its rising octave portamento [comes across] rather in the manner of an eighteenth-century seufzer or ‘sigh’ motive.”<sup>62</sup> The three-note figure is shown in the next example:

### 3.3. Waxman's "Bride" motive (*The Bride of Frankenstein*, 1935)<sup>63</sup>



But Arlen takes the motif and truly makes it swing. At the opening of “The Jitterbug,” the ascending octave on the dominant becomes a pick-up of two eighth notes, which then lands on the  $\sharp 4$  before the downbeat, thereby automatically creating a syncopated, swing-feel accent. And within this jazz context, the  $\sharp 4$  really acts as a blue note: the sharp 4 (or flat 5) of the standard blues scale:

### 3.4. Arlen's opening motive for chorus of “The Jitterbug”



Placing Waxman side-by-side with Arlen also reveals several compelling harmonic parallels. In the Waxman—as heard, for example, in the picture’s “Main Title” (the “overture” that accompanies the movie’s opening credits)—the “Bride” theme occurs after the film’s other two motives have been introduced, both of which have been mired in tonal instability. (The film’s “Main Title” is found here: <https://www.youtube.com/watch?v=UqaZc2WTQjA>.) In this opening cue, when the relatively stable “Bride” motive is heard, it stands out amid the previous unrest—initially conveying the sense of a dominant harmony moving toward tonic resolution. Instead, though, the resolution is tenuous at best—delayed until the theme has been repeated three times—and even then is fleeting

and unconventional within the context of common practice harmony. As film music scholar James Wierzbicki explains:

The first instance of the ‘bride’ theme...hints at tonal stability. The initial sonority—glorious, in the context of what has come before it—is that of an E major triad. But after the pitch B soars an octave and then settles on A-sharp [or B-flat, enharmonically], the supporting pitches are C, D, and F-sharp. [As with the earlier ‘Monster’ theme,] this is a configuration based on a whole-tone scale and thus impossible within the context of tonal music. However much the A-sharp is melodically emphasized, the underlying harmony negates its potential for pointing toward a resolution (the way the seventh tone of a major scale, the so-called ‘leading tone,’ points upward to the scale’s tonic pitch). Instead of resolving, the harmonic-melodic pattern simply repeats itself twice and then, after ascending through a brief sequence of unstable harmonies... evaporates in a chord that, like the initial sonority, might be described as an E major triad with an added sixth or a C-sharp minor triad with an added seventh. No matter how it is labelled, however, the chord is functionally significant only as a momentary respite in an otherwise turbulent sequence.<sup>64</sup>

Wierzbicki’s description of Waxman’s harmony is particularly helpful, especially as we now take a look at the theme in its entirety as it is heard in the film’s “Main Title.” (For consistency’s sake with Ex. 3.3. above, the theme’s sharpened subdominant is spelled below with a B-flat, rather than an A-sharp.)

### 3.5. Waxman, “Bride Theme” in “Main Title” (*The Bride of Frankenstein*, 1935)<sup>65</sup>

The musical score for the 'Bride Theme' from 'The Bride of Frankenstein' (1935) is presented in three systems. The first system shows the initial chords and a melodic line in the right hand (RH) starting with a triplet. The second system continues the melodic line with triplets and includes a left hand (LH) part. The third system shows the final part of the theme, including a crescendo and a final chord. The score is marked with 'mf espr.' and '8va - 7'.

Arlen's harmonic pattern clearly mirrors Waxman, although its progression is not *precisely* the same. Rather, the opening eight bars of "The Jitterbug" chorus—the initial [A] section of its 32-bar, AABA form—have all the earmarks of a deliberate spoof. Over the course of these eight bars, the melodic motive—the three upward-octave sweeps followed each time by a half-tone descent—is set against a repeating harmonic pattern that refuses to resolve until the last two measures: the eighth-note pickup on the octave ( $\hat{5} - \hat{5} 8ve$ ) seems at first to serve as a dominant harmony, but is quickly negated before the downbeat by the melodic move to the flat 5, creating an impression of a *flatted* dominant harmony ( $\flat V$ ). But on the downbeat, this flatted dominant does not resolve to a major or minor tonic triad, but rather moves to a fully diminished seventh chord on the tonic ( $i^{07}$ ). Not surprisingly, this back-and-forth progression—from the flatted dominant to a fully diminished seventh on the tonic—repeats three times until mm.7-8, when the entire sequence is finally resolved to the major tonic triad. In this way, Arlen's resolution to the tonic, like Waxman's, is delayed until after the third repetition of the melodic motive. Fittingly, Harburg's lyric poses a question via the three melodic sweeps in mm.1-6, then provides an answer by mm.7-8 with the song's title: "Who's that hiding / in the tree top? / It's that rascal / The Jitterbug."<sup>66</sup> The chorus's opening [A] section is shown below:

### 3.6. Arlen and Harburg, “The Jitterbug,” chorus, opening [A] section



In *The Bride of Frankenstein*, the most significant occurrences of Waxman’s “Bride” theme take place within the “Creation” sequence near the film’s conclusion—the now-iconic scene in which the Bride comes to life in the laboratory amid a lightning storm. Arlen and Harburg certainly could have recalled this particular scene or others within that movie when tossing around ideas for *Oz*’s haunted forest number.<sup>67</sup> Alternatively, perhaps they were thinking more generally about “spooky” or macabre music when the “Bride” theme came to mind. In either case, Waxman’s “Bride” music is mysterious and eerie enough on its own terms to have stuck in Arlen’s ear especially. And surely, the songwriters’ circumstances at the beginning of their *Oz* assignment—the necessity for a swing tune in the haunted forest—might have evoked Waxman’s otherworldly—even exotic—female monster theme. In turn, they clearly sent up

Waxman's music in an affectionate, whimsical way—in a manner similar to that of their previous parody numbers.

Certainly, musical borrowing was a common practice among Hollywood composers. But such “cribbing” typically involved borrowing music already in the public domain (i.e., written prior to the copyright law of 1924), in order to avoid possible copyright infringement. Therefore, an *overt* usage of Waxman's 1935 theme could have resulted in litigation for MGM. But the lampoonish nature of Arlen and Harburg's routine was likely intended as an inside joke among their artist colleagues—a tongue-in-cheek parody disguised by a swing tempo and jitterbug dance—adequately camouflaged to avoid recognition by both audiences and MGM's legal department.

Did Arlen know Waxman? The sources provide no answer, although Arlen's Hollywood circle certainly encompassed not only songwriters but composers of underscoring as well. Composer Hugo Friedhofer was clearly among Arlen's West Coast cohorts, and Waxman may well have been, too. Curiously, Arlen and Waxman's paths almost certainly crossed later in 1939, when Arlen and Harburg wrote songs for the MGM Marx Brothers' vehicle *At the Circus* (released October 1939), for which Waxman did the underscoring.

There is yet a further link in the chain stemming from Waxman to Arlen and Harburg: the same three-note melodic motive—a soaring octave on the dominant, followed by a half-tone descent to a sharpened subdominant—is also heard at the very opening of the chorus of “Bali Ha'i”—the alluring ballad from Rodgers and Hammerstein's 1949 Broadway musical *South Pacific*. Curiously,

the “Bali Ha’i” motive (as in “The Jitterbug”) is placed on a pick-up of two eighth notes, then lands on a fully diminished seventh harmony built on the tonic. In this case, though, the motive and its attendant harmony occur only once, after which the pattern is modified for the chorus’s second phrase. Still, the similarities to “The Jitterbug” (and to the Waxman, for that matter) are very close.<sup>68</sup>

### 3.7. Rodgers and Hammerstein, “Bali Ha’i,” opening motive and beginning of chorus



Here again the motive signals something exotic and romantic—be it a beguiling bride, a spooky insect, or a mystical paradise island. And apparently, the parallels between “The Jitterbug” and “Bali Ha’i” were quite obvious to Arlen, although he took no offense with Rodgers’s use of the theme. On the contrary: rather late in Arlen’s life, he told his biographer Edward Jablonski that he did not mind when “The Jitterbug” ended up in so beautiful a song as “Bali Ha’i.”<sup>69</sup>

### Arlen and Harburg’s Working Methods

The story of “The Jitterbug”’s genesis suggests that Arlen and Harburg were already having great fun on their *Oz* assignment and were enjoying a friendly



collaboration. Yet very little detailed study has been devoted to their working methods. Documents allow us to fill in that lacuna.

In the earliest stages of a song's creation, the songwriters must have discussed the number's potential musical style, dramatic purpose, and so on. But what happened next? The inevitable question eventually arises: which came first—music or lyrics? For some of the *Oz* songs, Arlen seems to have composed the music first. This was definitely the case for “Brain”/“Heart”/“Nerve,” which, under the title “I’m Hanging On to You,” was an unused trunk song written for *Hooray For What!*, the duo’s 1937 Broadway musical. As discussed previously, this soft-shoe number was originally conceived for vocalist/arranger Kay Thompson, but was dropped from that show during its Boston previews when Thompson was cruelly dismissed and replaced with Vivian Vance.<sup>70</sup> For *Oz* the following year, Arlen and Harburg (in a bit of self-borrowing) pulled the number out of their files: likely with only minor adjustments to the tune, Harburg created new lyrics for Arlen’s preexisting music, tailoring the song to the unique personalities of Dorothy’s three friends by creating different words for each character. Harburg’s discarded ideas for this number are delightful.<sup>71</sup> His draft lyrics for the Scarecrow, for example, include such couplets as:

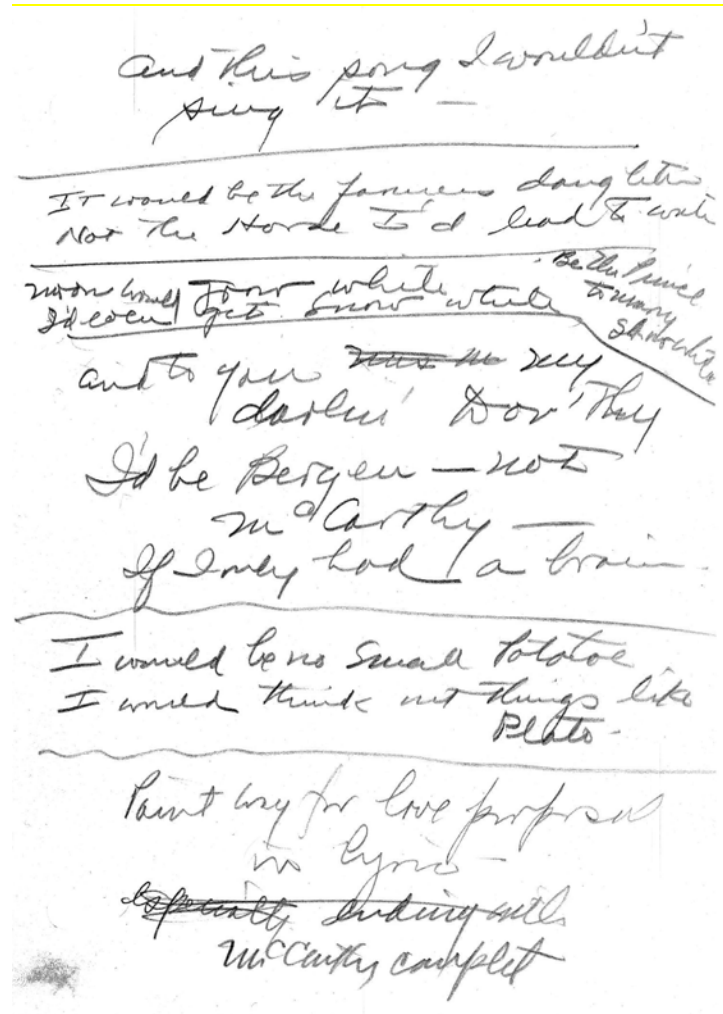
And to you my darlin’ Dor’thy—  
I’d be Bergen—not McCarthy—  
If I only had a brain.

Or the following:

I would be no small potatoe—  
I would think out things like Plato—  
[etc.]

It would be an understatement to say that Harburg's holograph draft lyrics are fascinating. To offer an initial example, the above couplets for "Brain" appear in his handwritten sketches as follows—squeezed-in toward the middle of the page among several other discarded bits and pieces for the number: <sup>72</sup>

3.8. Harburg, holograph draft lyrics for Oz, excerpt



Yet while Arlen's music clearly came first for "Brain"/"Heart"/"Nerve," no consistent pattern of collaboration can be determined for the *Oz* songwriters. Instead,

their artistic interactions likely ran the gamut of collaborative possibilities. As Harburg told Walter Cronkite about working specifically with Arlen:

I don't think the creative process has any formulas or any recipes. [...] You could start a song with a word. You could start it with a title. You could start it with just a four-bar line of music. You can start it by a man giving you the whole chorus, and saying, "Here it is." Or you can start it by my having four lines of lyric, and giving it to him. Everything is fair. [...] Anything that sets off the spark for a song is right.<sup>73</sup>

In a later interview, Harburg confirmed that his collaborative method with Arlen encompassed a great deal of back-and-forth: "We'd instinctively give each other clues about what we were thinking. I'd incorporate his ideas into my lyrics. He'd incorporate my ideas into his music."<sup>74</sup> And as it happens, a few of Harburg's draft lyrics for *Oz* suggest that at least in some cases, textual ideas might have preceded music. In fact, his *Oz* sketches reveal that he frequently brainstormed several ideas in the early stages of his work—quickly jotting down his first thoughts for a given number before setting them aside in an incomplete state, perhaps to share later with Arlen. For instance, Harburg's initial jottings for "If I Were King of the Forest" include such unmetered (and eventually discarded) phrases as "Call me Rex" and "I wanna Be King," as well as single words and phrases that ultimately made it into the finished number (e.g., "Rhinoceros," "Imposserous" and "Monarch of all I survey"). Such ideas often occur amid random ideas for other songs. For example, see "Call me Rex" toward the bottom of the following page:

## 3.9. Harburg, holograph draft lyrics for Oz, excerpt

If I only Had a brain  
 fight my foe for  


---

~~Rhinos~~ ~~show my~~  
 and defeat with equal  
 Powers  
 any more or any more  


---

 The chipmunk wants his  
 chip  
 The mongoose wants his  
 mongoose  
 The muskrat wants  
 his muskrat  


---

 Call me Rex.  
 Eagle Beagle - Regal  
 Empire Dictator.  

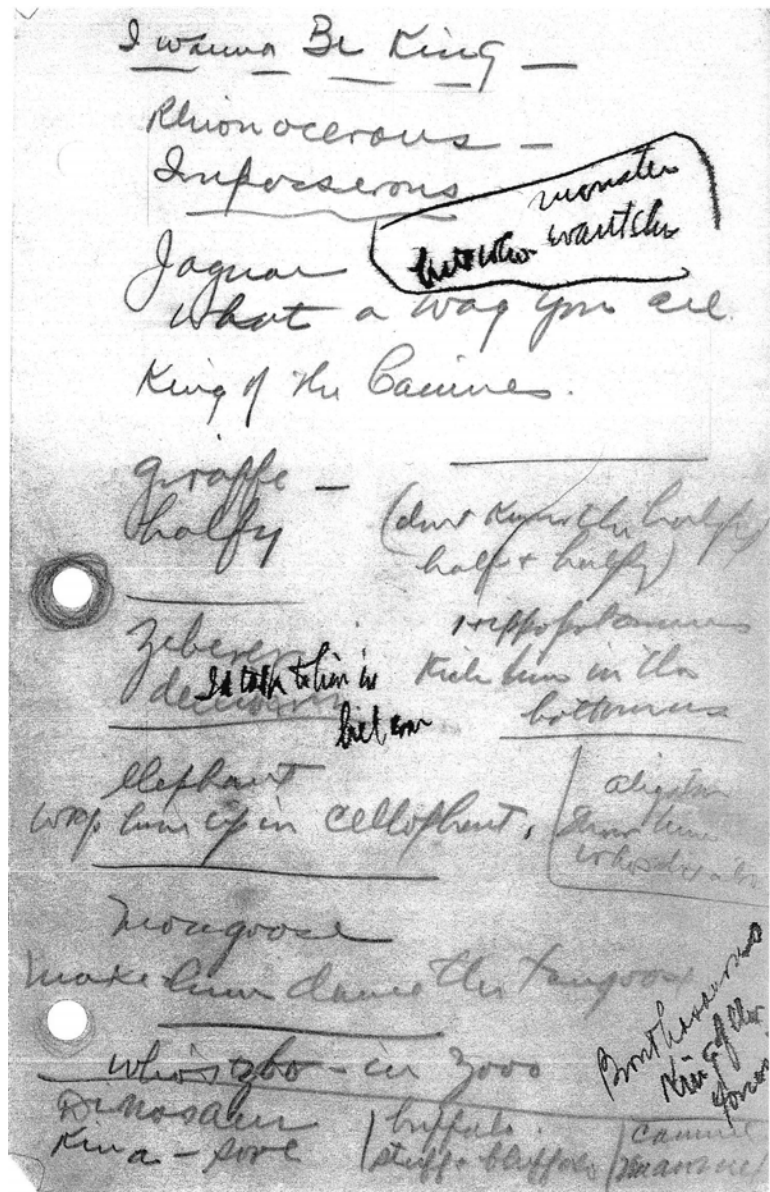

---

 I never knew - they only are  
 and in my heart I'd say much I'd miss

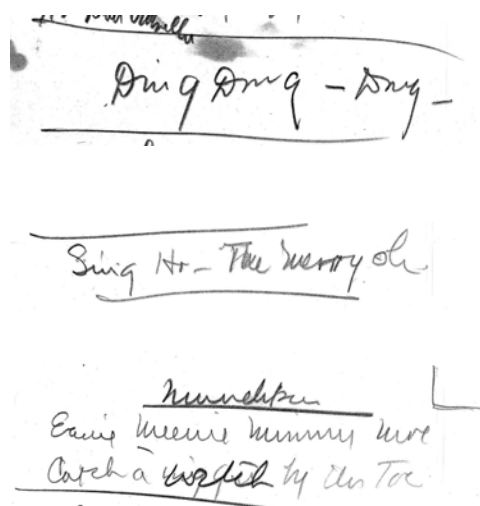
And at the top of the page below, one can immediately read "I wanna Be King,"

"Rhinceros," and "Imposserous":

## 3.10. Harburg, holograph draft lyrics for Oz, excerpt



For the pair's Munchkin routine, Harburg's early drafts range from short phrases like "Ding Dong—Ding" and "Sing Ho—The Merry Oh" (both of which, in slight variation, found their way into the completed number), to strictly metered couplets that went unused (e.g., "Eenie Meenie Minny Moe"/"Catch a Witch by her Toe"):

3.11. Harburg, holograph draft lyrics for *Oz*, excerpt

These last examples in particular reveal that Harburg may occasionally have offered Arlen a word, phrase—or even a fairly complete line—in order to get a song started. And once a number was on its way, the partners (by their own accounts) appear to have worked both independently and in direct collaboration until a song was completed.<sup>75</sup>

At this point, a third party entered the picture: virtually all the extant MGM piano-vocal manuscripts for the *Oz* songs include the phrase “Transcribed by Sam Messenheimer” beneath Arlen’s name.<sup>76</sup> However, the remaining sources offer no additional information concerning a figure named Messenheimer, who (by his ASCAP entry) was apparently a composer, saxophonist, and pianist who had also arranged songs for numerous MGM musicals.<sup>77</sup> Fortunately, Messenheimer’s surviving stepson—K. Cochran, who was remarkably an eyewitness to the last stages of the *Oz* songs’ genesis—kindly agreed to several interviews during which he recalled details of his stepfather’s

contributions. A college student in the late 1930s, Cochran remembered “tagging along with my stepfather” to numerous late-night sessions in the small music den of Arlen’s home in Laurel Canyon, where he observed his stepfather working with the duo near the piano. From Cochran’s recollections, it appears that Messenheimer served as an amanuensis to Arlen and Harburg—a transcriber who took down the contents of each song by listening repeatedly to Arlen’s playing. Arlen—a top-notch singer as well as pianist—may very well have sung the lyrics to Messenheimer many times, probably with Harburg singing along. According to Cochran, Messenheimer often sat beside Arlen on the piano bench, making sure music and lyrics were notated precisely as the songwriters wished. Messenheimer surely worked very quickly; therefore, his original “take downs” were probably rather messy. Presumably, then, nearly all the surviving studio piano-vocal manuscripts of the *Oz* songs are Messenheimer’s fair copies of his original drafts. In turn, Arlen and Harburg likely proofed these fair copies before submitting them.

Arlen’s use of a transcriber for *Oz* is apparently representative of his typical working method: two documents at the Library of Congress confirm that throughout his career, he regularly worked with a musical secretary.<sup>78</sup> Arlen was not unique in this respect. Many songwriters of the era (e.g., Kern, Porter, Berlin) routinely employed the services of such assistants, although the degree of input from these amanuenses varied considerably, depending (among other factors) on the level of musical training and/or the preferences of the individual composer. In Arlen’s case, he definitely possessed the expertise to notate his own compositions, but likely found the task tedious and time-consuming. Having songs transcribed as quickly as possible clearly proved far more expeditious, and in the case of film musicals, swiftly moved the numbers to their next

developmental stages along the studio's assembly line. Moreover, Arlen had come to stage and screen musicals from many years in the jazz world, both as a young artist and during his early songwriting days for Harlem's famed *Cotton Club*. He was at heart an improvisatory musician. A secretary nearby (or the knowledge that one would be provided) probably freed him up at the keyboard, possibly more than if he had periodically been forced to stop playing in order to write down his thoughts. And for the purposes of this project in particular, Arlen's custom of utilizing a transcriber helps explain the scarcity of *Oz* manuscripts in his own hand: aside from a few holograph sketches (which are now presumably lost or still held by the Arlen Estate), the composer likely wrote down very little for the movie himself, relying instead on Messenheimer.

Even with such information at hand, the *exact* extent of Messenheimer's contributions remains unknown. He appears to have transcribed what was effectively finished; therefore he should not be considered a collaborator. Furthermore, given Arlen's musical proficiency and superb keyboard skills, the composer was in all likelihood very specific about how his ideas were notated. Thus, Messenheimer probably strove for accuracy above all else. That said, we must allow the possibility that Messenheimer suggested ideas such as voice leading or practical harmonic voicings for the accompaniments (e.g., keeping left-hand stretches within an octave for the average pianist), especially since some of the MGM piano-vocal manuscripts were marked specifically for publication. In fact, some rather persuasive evidence supports this possible scenario: the few available Arlen holographs with harmonic indications (for *Oz* and other productions) suggest that the composer seldom notated accompaniments in full, preferring instead to sketch a minimum number of vertical sonorities by means of chord



symbols and/or single-stemmed harmonies in closed position. In the manuscript below, for example, we can examine the composer's typically minimalist method of harmonic notation in what is evidently the only surviving Arlen holograph for "Over the Rainbow" that includes a harmonic component—a document not previously published:<sup>79</sup>

### 3.12. Arlen, holograph with harmonic component, "Over the Rainbow"



Actually, the musical content sketched in the manuscript above is *not* terribly different from Arlen's only surviving holograph lead sheet for "Over the

Rainbow” (shown in the next example)—a document that includes just the ballad’s melodic line. According to a note in Harburg’s hand from c.1968 (enclosed with this lead sheet in its folder at Yale’s Harburg Collection), this is the manuscript that Arlen gave Harburg at the time of *Oz*’s production, in order for him to set the song’s lyric:<sup>80</sup>

3.13. Arlen, holograph lead sheet, “Over the Rainbow”

Music  
Harold Arlen

Over the Rainbow

BRIDGE F major

Carl Fischer, New York.  
No. 32-10 lines.

For *Oz*, then, we should strongly consider the possibility that Messenheimer provided at least some degree of authorial input within the cumulative process, since he may have made accessible piano arrangements for the numbers, and in so doing, might have slightly modified the partners' essentially completed (yet not fully notated) ideas. For instance, the earliest extant piano-vocal manuscript for "Over the Rainbow" (dated June 29, 1938)—as taken down by Messenheimer—shows the ballad now with melody, harmony, and lyrics neatly written out in full, presumably representing Arlen and Harburg's clearly dictated intentions, but perhaps streamlined a bit to be "set in stone" on paper. In the example on the next page—from the June 29, 1938 MGM manuscript—a brief introduction and the chorus's initial five bars are shown:<sup>81</sup>

- 3.14. Arlen and Harburg, "Over the Rainbow," MGM piano-vocal manuscript, June 29, 1938, (trans. Sam Messenheimer), introduction and mm. 1-5 of chorus

3537  
6-29-38

# "Over the Rainbow."

175139  
11/24/37

Production "Wizard of Oz"

Lyric by  
E.Y. Harburg

Music by  
Harold Arlen

Transcribed by Sam Messenheimer

Dorothy - spoken

It's not a place you can get to by boat or by a train, it's somewhere far away, behind the moon,

Slowly

Sung

beyond the rain. Some-where.

f accel

Rit. (a little)

tempo

ov-er the rain-bow way up high... There's -

32

Even if cumulative authorship is too generous a designation for Messenheimer's contribution, he was still a crucial conduit—a means of transmitting the partners' songs to the studio and publisher in written form.<sup>82</sup> Furthermore, a Messenheimer

“transcription” served an essential legal purpose: a piano-vocal manuscript that could be sent to the U.S. Copyright Office at the Library of Congress.

### Authorship, Influence, and Borrowing

The different types of authorship discussed thus far (cumulative versus collaborative, in various degrees and contexts) should be distinguished from the closely related concept of influence—a topic frequently deliberated within scholarly discourse concerning the intertextuality among musical compositions. Indeed, a blurry line often emerges amid such discussions: where exactly does influence end and authorship begin? And with artists the caliber of Arlen and Harburg, that line is particularly fascinating. Both were musical-dramatic sponges who absorbed countless influences consciously and subconsciously, but whose resulting achievements were virtually always highly innovative.

As discussed, various MGM personnel working on the film (especially Edens and Freed) provided an *immediate* influence on Arlen and Harburg. Perhaps more intriguing, though, are the myriad *external* influences that kindled the partners’ creativity. We have already seen how Waxman’s famous “Bride theme” likely inspired the opening eight bars of “The Jitterbug”’s chorus. Thus, Waxman’s contribution—as the initial influence behind Arlen and Harburg’s efforts—should definitely be acknowledged as part of the number’s overall cumulative authorship. But as our present thesis concerns the songs within *Oz*’s final cut (and since “The Jitterbug” was deleted from the finished film), Waxman’s cumulative input—within the context of this project, at least—is perhaps best appreciated for the pattern it established early on in Arlen and Harburg’s assignment: clearly, from the outset of their fourteen-week contracts, the duo was *not* reluctant to

borrow existing material. Sometimes this borrowing entailed a direct spoof (as with the Waxman parody). On other occasions, they might have needed to meet more straightforward musical-dramatic demands. Even their act of self-borrowing for “Brain”/“Heart”/“Nerve” can be seen in this light—as part of a larger, practical pattern of periodically repurposing previously-written music.

But before delving into such a quagmire, several additional external influences on Arlen and Harburg should be explored, especially those stemming from their individual backgrounds. The partners’ song score for *Oz* owes much to the spirit of vaudeville, particularly their treatment of Dorothy’s three companions. Vaudeville echoes are hardly surprising: Ray Bolger, Jack Haley, and Bert Lahr (as well as Garland and Frank Morgan, for that matter) were ex-vaudevillians, and the songwriters had previously worked with Bolger and Lahr in New York. Markedly, the repetitions of “Brain”/“Heart”/“Nerve” give each performer a vaudevillian “turn” at the soft-shoe number, showcasing their individual talents: Bolger the star hoofer, Haley the gentle crooner, and Lahr the burlesque, loveable clown.

Several other of Arlen and Harburg’s *Oz* songs reflect the distinctive imprint of Gilbert and Sullivan. As examined earlier, the lengthy, multi-section song-and-patter format of Edens’s Munchkin number already bears a Gilbert-and-Sullivan-esque stamp, likely inspired by the Gershwins’ occasional experiments with extended, G&S-type musical sequences (e.g., within their 1927 Broadway show *Strike Up The Band*, and their song score for the 1931 film musical *Delicious*). But Arlen and Harburg had also experimented with this sort of multipart song-and-patter design, both on Broadway (e.g., in *Life Begins at 8:40*, 1934) and in Hollywood (*The Singing Kid*, Warner Bros., 1936).

The similarity among all these examples is no coincidence: as discussed, Ira Gershwin and Yip Harburg not only shared a close friendship, but also a longtime affection for Gilbert and Sullivan's satirical, comic operettas. Edens evidently followed suit in an admiration for G&S, particularly given the structure of his Munchkin routine—not to mention his association with the Gershwin brothers on Broadway. (He had played in the pit of *Girl Crazy* in 1930, likely among other Gershwin-related endeavors.<sup>83</sup>) Clearly, the spirit of Gilbert and Sullivan was in the air from the late 1920s through the mid-1930s, at least within the Gershwin-Arlen-Harburg-Edens circle. (The G&S influence also stretched to Larry Hart, whose musicals with Rodgers from this period occasionally display such characteristics.) It is no surprise, then, that Arlen and Harburg adopted Edens's plans for a G&S-inspired Munchkin number when they signed on to *Oz* in late spring 1938. And in fact, the extended format of Edens's Munchkin welcome (a multipart, operetta-like song-and-patter routine, completely in rhyme) provided an immediate influence on the design of Arlen and Harburg's own "Munchkin Musical Sequence": a multi-section song-and-patter routine, entirely in rhyme, in which numerous episodes are contained within a roughly six-minute frame, centered around the internally-reprised march "Ding Dong! The Witch is Dead." An outline of Arlen and Harburg's routine illustrates their structure:

---

Come out, come out, wherever you are...	-solo for Glinda, the Good Witch
It really was no miracle...	-solo for Dorothy, then repeated by Munchkin ensemble (with occasional solo patter lines)
We thank you very sweetly...	-short transitional patter lines for individual Munchkins & Glinda
Ding Dong! The Witch is Dead	-AABA march number for Munchkin ensemble

As Mayor of the Munchkin City...	-more patter lines for individual Munchkins (Mayor, Barristers, and Coroner)
Ding Dong! The Witch is Dead	-reprise of AABA march number for Munchkin ensemble
The Lullaby League, The Lollipop Guild	-two back-to-back trios for select Munchkins, sung in unison
Concluding welcome section...	-Munchkin ensemble (with occasional patter lines)

-at the very end of the routine, the music is cut off with the sudden appearance of the Wicked Witch, who enters with an explosion of red smoke

-dialogue ensues about the ruby slippers, after which Dorothy is sent off with more singing:

Follow the Yellow Brick Road/ You're Off To See the Wizard	-Munchkin ensemble <sup>84</sup>
---	----------------------------------

---

Certainly, Edens's influence is immediately apparent—enough that he certainly deserves some credit as a contributing author of this sequence—but only in so far as its multi-section formal design is concerned. Indeed, Arlen and Harburg brought Edens's structural ideas to an entirely new level of musical/textual sophistication—far exceeding the quality of Edens's earlier attempts. Edens admittedly inferior efforts had essentially been targeted only toward children's audiences: cute, sentimental lyrics with pleasing but bland music. But significantly, Edens's number lacks what is arguably the essential element of G&S: lighthearted satire. On the other hand, Arlen and Harburg's decidedly *unsentimental* routine can be appreciated by children and adults, due in large part to this very ingredient: a whimsical wordplay and gentle parody fundamentally indebted to Harburg's lifetime passion for the British pair. This crucial feature of the duo's Munchkin number is aptly described by Harburg's biographers, Harold Meyerson and Ernie Harburg, whose commentary also provides a valuable socio-cultural context:



The Munchkinland operetta is more formally ambitious than anything Yip was to undertake in his later Broadway shows—in part because it comments upon a social formality and order that was fading from the American scene. The sequence isn't simply musicalized speech; it's musicalized speeches—of mayors and council members, union leaders and the heads of ladies' auxiliaries, coroners and soldiers. Indeed, the integrated operettas of the late twenties and thirties—the *Of Thee I Sing* trilogy; *Hallelujah, I'm a Bum* [songs by Rodgers and Hart]; *The Phantom President* [again, songs by Rodgers and Hart]; and Yip, Ira, and Harold's 'Beautifying the City' sequence from *Life Begins at 8:40*—dealt disproportionately with public and political rituals. They were send-ups of the conventions of straight society, of the hollow rites of—the precise targets varied—small town/old style/WASP/bourgeois establishments. It was a form that more or less was played out by 1933, perhaps because for the first time there was a national establishment, the New Deal coalition, from which the Gershwins and Harburg no longer felt estranged. The integrated musicals of the forties are largely devoid of the kind of public ceremony that was the basis of their thirties counterparts. In Munchkinland, the comic send-up of recital, speech, and ceremony that Yip and Ira and Hart derived from W. S. Gilbert is revived one last time—necessarily, in the fantasy context. The send-up is a gentle one, of course. The operetta, like a number of songs in Yip's later shows, is a day-of-deliverance celebration: politics, as far as Yip was concerned, at its apogee, not its nadir. Both the celebration and the comedy revolve around the number of ways the witch can be said to be dead. The lyric begins to run gently amok when Yip starts placing normally unstressed syllables on emphasized notes: 'Which is not a healthy *sitch*-uation for a wicked witch.' It settles down to a study of how many ways death can be adverbialized: completely, sweetly, neatly, legally, morally, ethically, spiritually, physically, positively, undeniably, absolutely, reliably—culminating with 'not merely' and 'sincerely.' The establishment is smothering fact with ceremony, treating death as if it were policy—but it is a little people's establishment; it is withal a celebration, and Yip's laughter is finally more emphatic than derisive.<sup>85</sup>

Granted, some of Meyerson and Ernie Harburg's terminology is problematic. For example, the reference to the routine as an "operetta" in and of itself, and the use of "integrated." But otherwise their observations are quite perceptive. And certainly, Arlen's equally inventive music for the Munchkins should not be overlooked. More will be said momentarily of his special contributions to "Ding Dong! The Witch is Dead" and "We're Off To See the Wizard." But for now, we must at least mention Arlen's playful music for the routine's second section: here, Dorothy begins by speaking a line in 2/4

meter over an accompaniment with an energetic motor rhythm (“It really was no miracle / what happened was just this”). This snippet of spoken recitative leads into her first *sung* line of the routine, the initial four bars of which outline an ascending, arpeggiated tonic triad on even eighth notes—a passage punctuated by brief rests but not reaching the upper tonic until the end of the phrase (“The wind began to switch / the house to pitch”). These initial four bars by Dorothy are answered by a complementary four-bar phrase with a similar melodic rhythm that eventually moves to the dominant (“and suddenly the hinges started to / unhitch”):

3.15. Arlen and Harburg, “Munchkin Musical Sequence,” 2<sup>nd</sup> section, Dorothy’s 1<sup>st</sup> sung line

The image displays a musical score for Dorothy's first sung line. It is divided into two main sections. The first section, labeled 'this:', features a vocal melody in treble clef and piano accompaniment in bass clef. The lyrics are 'this: The'. The second section, labeled 'The', continues the melody and accompaniment. The lyrics are 'wind be - gan to switch, the house to pitch, and sud - den - ly the hing - es start - ed to un - hitch. Just then, the'. Above the second section, the chords D+, G9, and Dm are indicated. The tempo/mood is marked '(Spoken:)'.

At bit later in this section, Arlen introduces a momentary but masterful stroke—a passage that occurs at one of the spots described previously by Meyerson and Ernie Harburg: for when (as they write) “the lyric begins to run gently amok when Yip starts

placing normally unstressed syllables on emphasized notes,” Arlen’s music briefly becomes syncopated. The meter up to this point has been a steady 2/4; within this stability, the Munchkins eventually sing the familiar lines Dorothy had sung moments before: “The wind began to switch” / “the house to pitch” / “and suddenly the hinges started to unhitch.” But after several bars, each time the “wrong” syllable or word is accented, Arlen suddenly ties a quarter-note over the barline. And for the last few words of the section, the meter abruptly shifts to 3/8 for a single bar—then immediately back to 2/4—in order to match the lyric: “it landed on the wicked witch in the middle of a ditch / *which* is not a healthy *sitch*-uation for a wicked witch.” In the surviving MGM piano-vocal manuscript for the routine, this short passage of rhythmic-metric displacement unfolds as follows. (We might notice that Messenheimer here transcribed “sitch-uation” with “seat-uation”—an error Harburg likely picked up before the number was published.).<sup>86</sup>

3.16. Arlen and Harburg, “Munchkin Musical Sequence,” 2<sup>nd</sup> section, Munchkins’ syncopation

The image shows a handwritten musical score for the "Munchkin Musical Sequence." It consists of three systems of music, each with a vocal line and a piano accompaniment. The lyrics are written below the vocal line.

System 1: The lyrics are "land-ed on the wick-ed witch in the mid-dle of a ditch which...". The music is in 2/4 time.

System 2: The lyrics are "... was not a health-y seat - - - u - a - tion for a wick-ed". The music is in 2/4 time.

System 3: The lyrics are "witch... The house be-gan to pitch". Above the first measure, there is a box containing the text "ALL MUNCHKINS". The music is in 2/4 time.

In this case (as in several other places throughout the partners' song score), Arlen's music is fitted hand-in-glove with the intricate wordplay of Harburg's lyric. In fact, the musical content *so* tightly adheres to the words, the passage as a whole suggests the duo gave priority to its textual content. Thus, rather than "Yip [...] placing normally unstressed syllables on emphasized notes" (as Meyerson and Ernie Harburg suggest), this section of the routine may actually represent an instance in which the reverse was true: Arlen may have *set* Harburg's preexisting, metrically irregular lines to syncopated music in order to emphasize Harburg's funny rhyme.<sup>87</sup>

Novelist Salman Rushdie is also fascinated with *Oz*'s Munchkin scene, especially with Harburg's verbal wit and ingenuity. (An ardent devotee of the movie, Rushdie has acknowledged that "[MGM's *Oz*] was my very first literary influence"—one that "made a writer out of me."<sup>88</sup>) Of Harburg's lyrics in this sequence—and with great deference especially to "Ding Dong! The Witch is Dead" and "We're Off to See the Wizard"—Rushdie describes the number, even creating his own spellings of Harburg's lyrics—referring to them toward the end of the following citation as "punning, concertinaed words":

The Munchkins were made up and costumed exactly like 3D cartoon figures. The Mayor of Munchkinland is quite impossibly rotund; the Coroner (*and she's not only merely dead / She's really most sincerely dead*) reads the Witch of the East's obituary from a scroll while wearing a hat with an absurdly scroll-like brim; the quiffs of the Lollipop Kids, who appear to have arrived in *Oz* by way of Bash Street and Dead End, stand up more stiffly than Tintin's. But what might have been a grotesque and unappetizing sequence in fact becomes the moment in which *The Wizard of Oz* captures its audience once and for all, by allying the natural charm of the story to brilliant MGM choreography (which alternates large-scale routines with neat little set-pieces like the dance of the Lullaby League and the Sleepy Heads awaking mob-capped and be-nightied of cracked blue eggshells set in a giant nest), and above all through Arlen and Harburg's exceptionally witty 'Ding, Dong, the Witch is Dead'. [...] In Dorothy's intro to 'Ding, Dong', Harburg embarked on a pyrotechnic display

of A-A-A-A rhymes (*the wind began to switch / the house to pitch; until at length we meet the witch / a-thumbin' for a hitch; and what happened then was rich...*), a series in which, as with a vaudeville barker's alliterations, we cheer each new rhyme as a sort of gymnastic triumph. This type of verbal play continues to characterize ['Ding Dong' and 'We're Off to See the Wizard'.] In 'Ding Dong', Harburg begins to invent punning, concertinaed words:

Ding, Dong, the witch is dead!  
*Wicholwitch?*  
 --The wicked witch!

And this technique found much fuller expression in 'We're Off to See the Wizard', becoming the real 'hook' of the song:

We're off to see the Wizard  
 The wonderful *Wizzerdvoz*;  
 We hear he is  
 A *Wizzavawizz*,  
 If ever a *Wizztherewozz*  
 The *Wizzerdevoz* is one because...<sup>89</sup>

While on the topic of *Oz*'s Munchkin sequence, we might consider why Harburg chose "Ding Dong" as the initial lyric for the routine's famous celebratory march. Of course, the ringing of bells is in itself celebratory. Additionally, "Ding Dong Bell" (or "Ding Dong Dell") is the title of a traditional English nursery rhyme. But intriguingly, Harburg and/or Arlen might have borrowed the notion from the Gershwins: the revised, 1930 production of the brothers' 1927 musical *Strike Up the Band* contains a similar march number that had been cut from the original show—a choral ensemble with a familiar-sounding title.<sup>90</sup> Near the end of the second act, a female chorus was called upon to summarize the plot for the audience ("If you slept through our show / 'Twill only take a minute / To tell you ev'rything that happened in it"). This short summation by the girls led into an upbeat wedding march for a chorus of both men and women—"Ring-a-Ding-a-Ding-Dong Dell"—after which the brief finale of Act II ensued with reprises.<sup>91</sup>

The parallels between the Gershwins' "Ding Dong" ensemble and Arlen and Harburg's "Ding Dong! The Witch is Dead" are compelling: as we remember, *Strike Up the Band* had been one of the Gershwins' most satirical musicals, but the 1930 production (including the "Ding Dong" number, among other revisions) evidently softened much of the show's original bitterness;<sup>92</sup> similarly, *Oz*'s Munchkin sequence is a subtle parody of conservative, small town festivities. Moreover, both "Ding Dong" numbers are triumphant choral marches surrounded by other ensemble passages. All such resemblances strongly support the possibility of a Gershwin influence on Arlen and Harburg.

From the Gershwins we move back to Gilbert and Sullivan, where yet another link between Arlen and Harburg's *Oz* efforts and their English predecessors can be traced. Indeed, while the Lion's "If I Were King of the Forest" is clearly vaudevillian at its best, the first section of this "mock aria" also seems an affectionate send-up of Ko-Ko's number from *The Mikado*, "Tit Willow"—an influence noted as early as 1939 by the musicologist and film music critic Bruno David Ussher: "I was greatly amused by the song of the discourage[d] lion who hopes to bolster up his spirits. The tune is deliberately fashioned after "Tit-Willow" from *The Mikado*, yet it took originality to accomplish this with so much genuine humor."<sup>93</sup> Ussher's observations are dead-on: in both cases, a grand opening gesture in the melody is followed by three short answer phrases, separated by brief rests:<sup>94</sup>

## 3.17. Arlen and Harburg, “If I Were King of the Forest,” opening vocal gestures

3.18. Gilbert and Sullivan, “Tit Willow” (from *The Mikado*), opening vocal gestures

Yet another operatic spoof occurs within Lahr’s set piece, although unlike the specific “Tit Willow” parody just mentioned, Arlen and Harburg’s jesting here is more of a generalized stylistic send-up of pretentious operatic conventions: after the Lion’s faux coronation, Lahr lampoons the mannerisms and coloratura bravado of an operatic baritone when he proclaims that he is “Monarch of all I survey—Mah ah ah ah ah ah ah ah narch of all I survey.” In the number’s studio piano-vocal manuscript (August 2, 1938), this florid passage is marked *ad lib*, but the coloratura syllables are indeed written

out as indicted here, suggesting Lahr was not simply improvising, but that Arlen and Harburg had tailored the number directly to Lahr's comic strengths.<sup>95</sup>

3.19. Arlen and Harburg, "If I Were King of the Forest," send-up of coloratura bravado



Arlen and Harburg had previously written a remarkably similar passage of comic coloratura for Lahr within the "Song of the Woodman"—their mock aria for the comedian's Broadway appearance in 1937's *The Show is On*. The opening of that specialty number is a faux recitative, and in the analogous passage, the lyrics (by Harburg's own account) spoof one of the most famous lines from Robert Browning's poem "Pippa Passes." As in "If I Were King of the Forest," Lahr's delivery intentionally pokes fun at the high-toned trappings of opera: "All's right with the world. All's rah-lah-lah-lah-lah- rahhhhhght with the world."

As has been demonstrated, several of Arlen and Harburg's *Oz* songs include fun-loving parodies. In fact, the lampoonish tone of their song score would have been even



greater in *Oz*'s final cut had "The Jitterbug" not been deleted. But of course, not all of Arlen and Harburg's efforts for *Oz* are send-ups. For instance, both the music and lyrics of "The Merry Old Land of Oz" are quite sincere. This genuinely "merry" number offers a 32-bar, AABA chorus that is repeated (plus a short tag). The straightforward song is essentially devoid of syncopation or other jazz inflections, and trots along at a moderate tempo in cut time. Although no actual spoofing occurs, the Lion is given a couple of comic lines, including "That certain air / Of savoir faire"—a phrase, as Meyerson and Ernie Harburg write, that Lahr appropriately mangles "in his best Bronxese."<sup>96</sup> Before the number actually begins, a bit of dialogue is exchanged—a moment in which the movie briefly takes on a British feel: the four comrades have just been permitted entry into the Emerald City to see the Wizard. They immediately meet the Cabby (Frank Morgan), who tells them—in a decidedly Cockney accent—that he'll take them "to a little place where you can tidy up a bit." The group climbs into the open carriage and Dorothy inquires about the purple horse, after which the Cabby explains, "'e's the 'orse of a different color you've heard tell about." Fittingly, the underscoring cue at this point (created months after Arlen and Harburg had submitted the song) includes several direct quotes of Big Ben beneath the dialogue. The vocal number itself then begins, which now leans toward an *American* and British mood. (More on this in a moment.) The number's simple, repeated AABA form allows for a lengthy tracking sequence that follows Dorothy and her friends through a series of activities: during the chorus's first statement, the group is trailed while inside the buggy as the horse repeatedly changes color. The chorus's opening [A] section is shown below ("Ha-Ha-Ha / Ho-Ho-Ho / and a couple of Tra-la-las / That's how we laugh the day away / in the Merry Old Land of Oz"; etc.):<sup>97</sup>

### 3.20. Arlen and Harburg, “The Merry Old Land of Oz,” opening [A] section

Chorus, Moderately *con-Spirito*

Ha - ha - ha! Ho - ho - ho! and a coup - le of tra - la - las, That's

how we laugh the day a - way, In The Mer - ry Old Land Of Oz.

For the second chorus (a section Arlen and Harburg titled “Renovation Sequence”), the companions enter the “Wash and Brush Up” shop, where each is appropriately tidied up to meet the Wizard. Via a long trucking shot, the camera follows the comrades as they move along the stages of a conveyor belt of sorts: the Scarecrow is stuffed with fresh straw, the Tin Man is buffed, and Dorothy, Toto, and the Lion are given permanents. The elongated tracking sequence here was not entirely new for Arlen and Harburg. Actually, “The Merry Old Land of Oz”—a traveling number staged by *Oz*’s choreographer, Bobby Connolly—is highly reminiscent of one of the reprises of “I Love to Sing-a” in *The Singing Kid*—the first of the three 1936 Warner Brothers’ musicals to which Arlen and Harburg had submitted material (primarily for Al Jolson, the picture’s star). Not coincidentally, the extended “I Love to Sing-a” reprise—occurring about two-thirds through *The Singing Kid*—was also staged by Bobby Connolly: a long traveling number starts out as a rehearsal for Jolson’s radio show. But the reprise continues through

several offices, down an elevator ride, through a lobby, and eventually spills out onto the city streets—all while a comic quartet (the Yacht Club Boys) interrupts Jolson with a variety of musical styles whenever he attempts to sing “My Mammy”—one of Jolson’s signature (but by-then dated) hits, intentionally included as a self-parody. (This extended reprise is posted here: <https://www.youtube.com/watch?v=KDwsbjmNGYI>)

The “I Love to Sing-a” reprise and “The Merry Old Land of Oz” are surely very similar in that both are lengthy tracking sequences. But significantly (and quite *unlike* the Jolson scene), “The Merry Old Land of Oz” is not interrupted by a variety of musical snippets and styles. Rather, the musical style here progresses along unbroken—in all of its jolly simplicity—until Dorothy and her friends have reentered the city square. Near the end of the number, the laughter inherent in the song’s tag continues only briefly before the merriment is suddenly cut off by the Wicked Witch, who is seen flying overhead writing “Surrender Dorothy” in the sky. Still, the peppy yet uncomplicated character of “The Merry Old Land of Oz” once again raises the question of influence: what might have inspired a moderate tempo song in duple time—a decidedly *unsyncopated* number in which the opening laughing syllables are placed on a repeated, foursquare rhythmic pattern? A look at the archival sources provides some clues. The early *Oz* scripts—at least up until the July 28, 1938, screenplay by Langley, Ryerson, and Woolf—include a suggested song slot for a number to be sung by the Cabby: “The Horse of a Different Color.” As the song is described in that late July script, the action unfolds as follows:

Dorothy (to Cabby)

What sort of a horse is that? I never saw one like it before.

Cabby

And never will again I fancy! There's h'only one of 'im – and 'e's h'it! 'Es the 'Orse of a Different Color you've heard tell about.

By now the Scarecrow is in the carriage. The Cabby clucks to his horse and the buggy starts off. We carry them in a TRUCKING SHOT through the town, with the Cabby singing, 'The Horse of a Different Color' number.

During the course of this, every little while, the horse is obscured, or we cut away from it, and when we come back, the horse is a different shade. The streets of the Emerald City are full of quaint shops with the people of Oz happily going about their business. They are dressed in all the different shades of green.

As the number finishes, the background music continues in time to the clumping of the horse's hooves.

Suddenly a terrifying SOUND is heard above them. Everybody turns and looks up.<sup>98</sup>

In this late July script, the action then cuts to the Wicked Witch's skywriting, and the lyrics for "The Merry Old Land of Oz" do not appear. But Arlen and Harburg apparently took the suggested song slot for "The Horse of a Different Color" to heart, and began a number with that very title. No substantial sources remain for the song (save for a few of Harburg's draft phrases). But Harburg in fact told Aljean Harmetz in the early 1970s that he and Arlen had started to write such a number, yet realized there was already too much music during the entrance into the Emerald City to sustain another song.<sup>99</sup>

By the August 8-12, 1938, screenplay (the last script for which Arlen and Harburg submitted material before their contracts ended), all references to "The Horse of a Different Color" number are gone. And it is only in this mid-August 1938 script that the lyrics for "The Merry Old Land of Oz" appear. Moreover, the only extant piano-vocal

manuscripts for “The Merry Old Land of Oz” are dated August 5, 1938. Such evidence strongly suggests that the duo wrote the now-famous number near the end of their assignment. But curiously, the original concept for a number about an open carriage drawn by a single horse must have lingered in the partners’ imaginations. And indeed, all such horse-drawn vehicles—an open carriage—a buggy—a coach—are not terribly far removed from a “one-horse open sleigh”—the famous words and imagery, of course, from the chorus of “Jingle Bells” (written by American composer James Pierpont and first published in 1857).<sup>100</sup> Taking this one step further: the duple meter and opening rhythmic pattern of “Jingle Bells”’s chorus (in 4/4: quarter-quarter-half / quarter-quarter-half) are almost identical to that in “The Merry Old Land of Oz” (in cut time: quarter-quarter-half / quarter-quarter-quarter-two eighths). Likewise, the moderato tempo and buoyant nature of both numbers are the same.<sup>101</sup>

3.21. James Pierpont, “Jingle Bells” (1857), chorus, opening 4 bars



3.22. Arlen and Harburg, “The Merry Old Land of Oz,” first [A], opening 4 bars

Chorus, Moderately *con-Spirito*

Furthermore, would anyone argue that the horse-drawn vehicle in *Oz*'s final cut looks as much like a sleigh as a carriage or buggy, especially since it is open? Perhaps Arlen and Harburg saw some of the original artwork for the scene's set design, or at least were privy to the art department's plans. Regardless, yet further analogies between "The Merry Old Land of Oz" and "Jingle Bells" are apparent. In fact, the famous Christmas song might very well have reminded the *Oz* songwriters of laughing. The verse of "Jingle Bells" includes the familiar lyric, "o'er the hills we go / laughing all the way." This is obviously rather close to Harburg's "that's how we laugh the day away," and to the laughing syllables that open "The Merry Old Land of Oz": Ha-Ha-Ha / Ho-Ho-Ho." Similarly, a Christmas song about a one-horse open sleigh could easily have sparked the image of Santa Claus in the songwriters' minds—and along with that image, his famous saying: "Ho-Ho-Ho...Merry Christmas."

And as for "Merry": of course, Santa's expression and/or the general holiday spirit might have inspired this word. But its specific usage in "The Merry Old Land of Oz"—for the song's oft-repeated title line—may have been inspired by a preexisting, "merry old" model. To demonstrate this possible influence, we should first look at the title phrase of Arlen and Harburg's number, which unfolds in cut time, as shown in the next example:<sup>102</sup>

3.23. Arlen and Harburg, “The Merry Old Land of Oz,” [A] sections, last 2 bars



This rhythmic pattern is virtually identical to the poetic meter of the second line from “Old King Cole”—the beloved British nurse rhyme. The first two lines of this nurse rhyme are indicated below. The second line is underlined to demonstrate its rhythmic and textual similarity to the analogous phrase in “The Merry Old Land of Oz”:

3.24. “Old King Cole,” British nurse rhyme, first two lines

*Old King Cole was a merry old soul,  
And a merry old soul was he;*

The bridge of “The Merry Old Land of Oz” moves away from its strong ties to “Jingle Bells” and “Old King Cole” (“We get up at twelve and start the day at one / Take an hour for lunch and then at two we’re done...”). But its last bar (“jolly good fun”), leads right back to the spirited gaiety of these influences with the return of [A]. And certainly, the lyrics of the subsequent tag reinforce the fusing of these two inspirations: “with our Ho-Ho-Ho-Ho Ha-Ha-Has / in the Merry Old Land of Oz.”

To the Moon and Back “Over the Rainbow”: Authorship in Dorothy’s Ballad

Finally one comes to the most famous song of the film, “Over the Rainbow.”

Arlen and Harburg were obviously open to external influences and borrowed material, and this iconic song exhibits numerous uncharacteristic qualities. To the late Alec Wilder, at least (a noted Arlen enthusiast and respected composer himself), “Over the Rainbow” clearly lacked Arlen’s imprint. In his 1972 volume on American popular song, Wilder writes:

I think I have made it abundantly clear by now that I greatly admire Arlen’s talent. And what pleases me and excites me most about it is his highly personal style, as individualistic as a Rodgers release or a Porter lyric. So when I fail to burgeon with praise over *Over the Rainbow* it is not because I don’t like it as a song, but because I am disappointed that it bears no mark of Arlen’s very special style. When Miss Garland sang it, and it was her *pièce de resistance*, I was always deeply touched. But I was never listening to an Arlen song; I was listening to a very good, well-made ballad. This may account in part for the occasional confusion I confessed in reviewing Berlin’s music. For, in spite of the glittering parade of great songs, I could not find, search though I did, a specific style. [...] In the case of Arlen, I am not only impressed but even exalted by his very personal point of view. I am concerned with a single man. With Berlin, who is like the spokesman for a school of popular music, I can’t find the man. And maybe I shouldn’t try. Yet with Arlen I usually can, except in *Over the Rainbow*. His profile is visible in the verse [not used in the film], but in the chorus I can find only the song.<sup>103</sup>

Wilder’s conclusions about “Over the Rainbow” merit careful consideration, even if his commentary about American vernacular song of this era is occasionally idiosyncratic. And in the case of “Over the Rainbow”—controversial though it may be—Wilder’s assessment is spot on. Curiously, the ballad’s overall musical character seems far more indebted to late Romantic opera than to Arlen’s typical manner, even given the great stylistic diversity of his oeuvre. A search has yielded a possible operatic inspiration



for this Arlen anomaly: the chorus's familiar 8-bar [A] section bears a striking resemblance to the repeated 8-bar refrain of the "Song to the Moon," from Dvořák's opera *Rusalka* (1901). Aside from the obvious parallels in textual imagery ("rainbow" and "moon" are close cousins indeed), these two strains share several specifically *musical* features: an analogous melodic contour (an octave leap followed by a gradual scale-wise descent back to the tonic); the same formal structure (two symmetrical four-bar phrases); and a similar harmonic progression (which is essentially identical in mm.1–3). The comparison below reveals these commonalities: the published version of each is shown first (3.25. and 3.26.), followed by a chart that condenses the parallels (3.27.). A note of clarification: the melodic and harmonic analysis of "Over the Rainbow" is an adaptation of that provided by music theorist Allen Forte in his 1995 volume on American popular song.<sup>104</sup>

### 3.25. "Over the Rainbow," chorus (mm.1-8); published version:

Form: [2+2]

Melodic Contour:  $\hat{1} - \hat{8}ve - \hat{7} - \hat{6} - \hat{5} -$

Chorus, Moderately (*Not fast*)

Harmony:  $I^{+6} \quad iii \quad IV \quad [V]$

+ [2+2]

$\hat{4} - \hat{3} - \hat{2} - \hat{1}$

$IV \quad I_6 \quad [V] \quad [V] \quad V^{+9} I$   
4

3.26. “Song to the Moon” (orig. in Czech, under the title “Měsíčku na nebi hlubokém”);  
refrain, first statement; first eight measures; published version:

Form: [2+2]  
Melodic Contour:  $\hat{1} - 8ve - \hat{7} - \hat{6} - 5 - 4 - 3 - + [2]$

Harmony: I iii IV VI vi ii<sub>7</sub>

+2]  
3 - 2 -  $\hat{1}$

I<sub>6</sub> 4 V<sub>7</sub> - I

3.27. Comparison Chart of Musical Parallels:  
“Over the Rainbow” (Arlen) / “Song to the Moon” (Dvořák)

Overall Melodic Contour:

Measure #:	1	2	3	4	5	6	7	8
Arlen:	$\hat{1} - 8ve - \hat{7} -$	$\hat{6} -$	$\hat{5} -$		$\hat{4} -$	$3 -$	$2 -$	$\hat{1}$
Dvořák:	$\hat{1} - 8ve - \hat{7} -$	$\hat{6} - 5 - 4 -$	$3 -$		$3 -$	$3 -$	$3 -$	$2 - \hat{1}$

Overall Harmonic Movement:

Measure #:	1	2	3	4	5	6	7	8
Arlen:	I <sup>+</sup> <sub>6</sub>	iii	IV	[V]	IV	I <sub>6</sub> [V] 4	[V]	V <sup>+</sup> <sub>9</sub> I
Dvořák:	I	iii	IV	VI	vi	ii <sub>7</sub>	I <sub>6</sub> 4	V <sub>7</sub> - I

Overall Form for Both:

[2 + 2] + [2 + 2]

Surely, the influence proposed within the preceding commentary raises a number of issues. But before addressing such topics, a few further remarks should be made specifically about the musical comparison presented above. Granted, “Over the Rainbow” is in cut time, while “Song to the Moon” is in 3/4. But the difference in meter is inconsequential, for the underlying harmonic rhythm and plaintive tempo of both is basically the same. For a pianist of Arlen’s caliber, the metrical difference is even less significant. One can almost hear him improvising the Dvořák—easily moving back-and-forth between 3/4 and duple time. And admittedly, one of Arlen’s melodic trademarks is his usage of octave leaps. But we can easily shoot down this relatively minor counterargument. The use of the octave is ubiquitous in Western music of all genres, both during the common practice period and within American popular song of the mid-twentieth century. Additionally, given Arlen’s fondness for the octave, its occurrence at the opening of Dvořák’s refrain might have been an aspect of the aria that was particularly appealing to him. We should discuss another potential objection to the Arlen-Dvořák analogy: although the underlying harmony of the first three bars is the same in each case (I-iii-IV), the progressions clearly deviate from each other in m.4: here, Dvořák borrows from the relative minor and moves to a major VI (sharpening the tonic by a half-tone). By contrast, in m.4 of “Over the Rainbow,” Arlen moves to a secondary dominant of some type. (Forte does not indicate the specificity of this secondary dominant, but it is arguably a  $V_6/IV$ .) However, over the *next* four bars of both passages (i.e., mm.4-8), the musical resemblances—while not precisely analogous—are nevertheless somewhat alike: each melody continues its scale-wise descent to the lower-octave tonic by the end of eight bars; meanwhile, each harmonic progression

eventually concludes with what essentially constitutes a  $\text{I}_4^6\text{-V-I}$  cadence (in mm.7-8 in the Dvořák; and in mm.6-8 in the Arlen, with two secondary dominants preceding his final  $\text{V}^{+9}\text{—I}$ ). We should clarify that Arlen's harmonic language is far more complex than what is indicated in the above reduction. As Forte describes, in fact, Arlen incorporates numerous extended sonorities at key moments (frequently on off-beats), as well as a good deal of chromaticism within the inner voices. Still, Arlen's fundamental harmonic movement mirrors Dvořák's. And incidentally, the musical parallels to Dvořák are confined to the opening [A] section of Arlen's chorus, as the 8-bar bridge and tag of "Over the Rainbow" clearly move in a different harmonic and melodic direction. But the connection to Dvořák seems all the more significant when we consider the chorus's overall form. Indeed, as a whole, the chorus falls into a 32-bar, AABA pattern—plus the 8-bar tag (which happens to be based on the bridge material). However, in the case of "Over the Rainbow," the [A] section is not only heard three times, but its repetitions are *literal*—that is, there is no musical variation upon the restatements of [A], although the lyrics are certainly different each time. It is curious that Arlen chose *not* to modify at least one of these 8-bar [A] repetitions—perhaps for an overall 32-bar form of  $\text{AA}^1\text{BA}$ ,  $\text{AABA}^1$ , or maybe even  $\text{AA}^1\text{BA}^{11}$  (plus the tag in all possibilities, naturally). One further note about the ballad's form is necessary here: after completing "Over the Rainbow" for its use in the film, Arlen and Harburg did write the lovely lead-in verse for the chorus to which Wilder alludes in the above citation—a verse that indeed sounds like Arlen, but that (to this author, at least) also takes some inspiration from Kern. This introductory verse, occasionally heard in cover versions of the ballad, begins as follows: "When all the world is a hopeless jumble and the raindrops tumble all around / Heaven opens a

magic lane.” As mentioned much earlier in this dissertation, Arlen and Harburg added such verses to the choruses of the *Oz* songs for their original publication, in order to replace the dialogue that had introduced the songs in the film and to set them up dramatically outside the context of the movie.

If the resemblances between “Over the Rainbow” and “Song to the Moon” came down to the musical parallels outlined above (along with the shared “rainbow”/“moon” imagery, of course), one might attribute the kinship to mere happenstance, or perhaps to an extraordinary synchronicity. Yet the possibility of Dvořák as a “before-the-fact author” grows even more plausible when one considers dramatic context: in each case, a *young female protagonist*—near the *beginning of a musical fairytale*—directs a *song of longing* toward a *celestial object*. Both Dorothy and Rusalka are troubled by their circumstances and want to cross over into another world. As we will see, Rusalka’s plea is for romantic, human love; on the other hand, Dorothy’s supplication is decidedly unromantic—an entreaty for an idyllic realm. Regardless, both pieces are the first significant musical statements by the protagonist within their respective narrative contexts. Moreover, each defines the protagonist’s character early on in the story, sets up the ensuing drama, and establishes a wistful, melancholic mood.

Dorothy begins “Over the Rainbow” about five minutes into *Oz*’s final cut. The lead-in dialogue smoothly prepares the number, but might seem especially intriguing to us now—especially given the lunar reference at the end of these introductory lines. In fact, according to the ballad’s earliest studio-piano manuscript (June 29, 1938, shown previously in Ex.3.14., p.189), Harburg clearly wrote the last few lines of dialogue that segue directly into the song (underlined in the following for clarity): “Someplace where

there isn't any trouble...do you suppose there is a such a place, Toto? There must be. It's not a place you can get to by a boat or a train. It's far, far away...Behind the moon, Beyond the rain." Also particularly intriguing at this juncture are Harburg's remarks about the ballad's dramatic objective: "[Harold and I] both decided [the number] would be a song of yearning. [Its object would be to] delineate a character called little Dorothy [and to] give an emotional touch to the scene where she is frustrated, in trouble. [The] troubles of a child, of course."<sup>105</sup>

By comparison, Rusalka (an ingénue water spirit) begins "Song to the Moon" approximately twenty minutes into Act I of a lengthy three-act opera—the plot of which derives principally from Fouqué's *Undine* (1811), although Hans Christian Andersen's *The Little Mermaid* and the French legend of Melusine are also part of the opera's background.<sup>106</sup> The aria's narrative goal is somewhat similar to that of "Over the Rainbow," even if Rusalka's petition concerns romantic love: the young mermaid figure has fallen in love with a human prince who comes to swim in her lake, and she longs to be human so that she can be with him. Over the course of the aria, she confides her secrets to the moon, begging it to tell her beloved prince that she is waiting for him.<sup>107</sup> Within the opera's otherwise more complex music, Dvořák intentionally seems to evoke a simpler, *song-like* quality in this aria, likely to suit the role of the ingénue water fairy. Perhaps it was this very quality—the aria's song-like nature—that Arlen found particularly attractive. Even the aria's form is simple and song-like. In fact, it is *not* through-composed, as might be expected for an aria written around 1900. Rather, its overall structure might be described as a double "verse-refrain": a brief orchestral introduction leads to an initial verse (24 bars), which is followed by a shorter refrain (16

bars). The refrain itself consists of two 8-bar units—the first of which is shown in the example above (3.26.), and is, as discussed, the passage highly reminiscent of “Over the Rainbow.” The refrain’s second 8-bar unit is a varied repeat of its first eight bars. (The harmonic progression is essentially identical, but the melodic line differs in its initial four measures—now beginning *without* the opening octave leap.) Not surprisingly, the aria’s remaining form is quite straightforward: after a brief orchestral interlude, both the verse and refrain are repeated (with different text). Finally, another orchestral interlude leads to the aria’s climactic coda of fourteen bars. Perhaps most importantly for our purposes, then, the specific 8-bar passage analogous to “Over the Rainbow”—the first eight measures of the refrain—is heard twice within the aria.

In the above musical example of the Dvořák (3.26.), the English translation is not literal, nor is the aria’s entire text presented. Therefore, a far more accurate and complete translation of the Czech libretto is given below—a translation that also outlines the aria’s formal design. The text highlighted in bold represents the two 8-bar strains resembling the [A] sections of “Over the Rainbow.” We should clarify that there are no *direct* textual analogies between Harburg’s lyrics for “Over the Rainbow” and the libretto of “Song to the Moon,” except perhaps Rusalka’s occasional reference to her beloved’s “dreaming.” Still, it is difficult to deny that the aria’s general dramatic content (and of course its imagery) are highly related to Dorothy’s ballad:<sup>108</sup>

## 3.28. “Měsíčku na nebi hlubokém” (“Song to the Moon”); original Czech and English translation

<u>Czech</u>	<u>English</u>
1 <sup>st</sup> Verse (24 bars): Měsíčku na nebi hlubokém, světlo tvé daleko vidí, po světě bloudíš širokém, díváš se v příbytky lidí.	Moon high and deep in the sky Your light travels far, You travel around the wide world, and see into people's homes.
Refrain—1 <sup>st</sup> Statement (16 bars in total): -1 <sup>st</sup> 8 bars, as in example 3.26. (analogous to [A] sections of “Over the Rainbow”): <b>Měsíčku, postůj chvíli, řekni mi, řekni, kde je můj milý!</b>	<b>Moon, stand still a little while and tell me where is my dear.</b>
-varied musical repeat for 8 more bars (with same text): Měsíčku, postůj chvíli, řekni mi, řekni, kde je můj milý!	Moon, stand still a little while and tell me where is my dear.
2 <sup>nd</sup> Verse (24 bars): Řekni mu, stříbrný měsíčku, mé že jej objímá rámě, aby si alespoň chvíličku vzpomenul ve snění na mě.	Tell him, silvery moon, that I am embracing him. For at last momentarily Let him recall dreaming of me.
Refrain—2 <sup>nd</sup> Statement (16 bars in total): -1 <sup>st</sup> 8 bars (analogous to [A] sections of “Over the Rainbow”): <b>Zasvit' mu do daleka, zasvit' mu, řekni mu, řekni, kdo tu naň čeká!</b>	<b>Illuminate him from far away and tell him, tell him who is waiting for him.</b>
-varied musical repeat for 8 more bars (with same text): Zasvit' mu do daleka, zasvit' mu, řekni mu, řekni, kdo tu naň čeká!	Illuminate him from far away and tell him, tell him who is waiting for him.
Coda: O mně-li duše lidská sní, ať se tou vzpomínkou vzbudí! Měsíčku, nezhasni, nezhasni! Měsíčku, nezhasni!	If his human soul is really dreaming of me, may the memory awaken him! Moon, don't disappear, don't disappear! Moon, don't disappear!

At this point, we must attend to an inescapable question: how might Arlen and/or Harburg have known Dvořák's *Rusalka*—and more specifically, “Song to the Moon”? We might initially field such a query by narrowing down the possible channels of familiarity. It is actually quite improbable that Arlen or Harburg knew the opera *Rusalka* as a whole from their youth, or even during their early adulthood. Granted, both *Rusalka*



and “Song to the Moon” are very famous today, due primarily to the efforts of soprano superstar Renée Fleming, who, after performing “Song to the Moon” in 1988 at the Met’s National Council Winners Concert, went on to portray the title role of *Rusalka* in full productions at Seattle Opera (1990), Houston Grand Opera (1991), San Francisco Opera (1995), and in four Met revivals (1997, 2004, 2009, 2014). Moreover, Fleming’s recordings and concert performances of “Song to the Moon” have helped establish it as one of today’s “greatest hits” of opera.<sup>109</sup> But the reception of the aria—and *Rusalka* in its entirety—are considerably more complex. A few basics should be summarized up front: as might be expected, *Rusalka* premiered in Prague (specifically at the National Theater on March 31, 1901), and soon became Dvořák’s most popular opera both in the composer’s native land and in other European countries.<sup>110</sup> And although *Rusalka* was first performed in the USA on March 17, 1935, this event was *not* a full production, but rather a concert version given at Chicago’s Sokol Hall.<sup>111</sup> In truth, it was not until *after* the time frame of *Oz* that the opera itself began to take hold in England and the States.<sup>112</sup>

It is far more likely that Arlen and/or Harburg knew “Song to the Moon” as a stand-alone concert aria, recital piece, or from an individual recording. Throughout the first few decades of the 1900s (during the songwriters’ childhoods and early adult years), the aria *on its own* gradually gained considerable popularity in this country. *San Francisco Opera* chronicler Jeffrey S. McMillan provides a useful history of the aria’s early reception in the United States:

Music from *Rusalka* was first heard in America thanks to the creator of the title role, soprano Růžena Maturová. In 1903, representatives of the Czech community in Chicago invited this reigning diva of Prague’s National Theatre to headline a Chicago benefit. Maturová made the long journey and sang Czech folk songs and “Song to the Moon” from *Rusalka*. Before returning to her

homeland, she repeated her program for another Czech community, this time in Omaha, Nebraska. [*Rusalka*] received an additional boost from another Czech soprano, Emmy Destinn, who, unlike Maturová, left Bohemia to establish an international career. One of the Met's leading pre-WWI artists, Destinn sang "Song to the Moon" at a [Sunday night concert at the Met] in 1912 and recorded the aria, in German, for the Victor record company in 1915.<sup>113</sup>

In addition to Destinn's recording, the aria became a popular choice for recital programs and eventually for radio broadcasts, especially in the New York City area.<sup>114</sup> Within this context, it is *especially* significant that one of Arlen's mentors during his early New York days was the influential African American musician Will Marion Cook, who rather famously had studied with Dvořák at the National Conservatory in New York.<sup>115</sup> It is quite possible, then, that Cook introduced Arlen to "Song to the Moon." Additionally, Cook's wife was the gifted African American soprano Abbie Mitchell, who easily could have had "Song to the Moon" among her ready-to-go repertoire for recitals and concert appearances. Before leaving this topic, we might suggest that someone on the West Coast within Arlen and Harburg's artistic milieu—either at the time of *Oz* or before—might have told them specifically about *Rusalka*, its fairytale plot, and the particular dramatic placement of "Song to the Moon" early in Act I. Both songwriters were surrounded by top-tier professionals within both "popular" and "classical" spheres: to mention only a few possibilities at MGM alone, we could cite MGM music director Herbert Stothart (who not only had a traditional musical education, but had come to Hollywood in 1929 after years of working on Broadway operettas), Roger Edens (whose background in New York encompassed a wide range of repertoire), and any number of the studio's orchestrators, many of whom came from Europe to the USA and eventually to Hollywood prior to World War II. Beyond these possibilities, Arlen and Harburg's Hollywood landlord was operatic star Lawrence Tibbett—the lyric baritone at whose

Beverly Hills home the duo had lived for a couple of years before *Oz*. Surely Tibbett had an extensive collection of opera recordings and scores on hand for the songwriters to peruse during their stay. Arlen was also good friends with several film composers such as Hugo Friedhofer, who likely knew late Romantic operatic repertoire quite well.<sup>116</sup> Further still, George and/or Ira Gershwin—both clearly within Arlen and Harburg’s inner orbit—might have been familiar with *Rusalka* or “Song to the Moon,” especially given George Gershwin’s developing interest in opera that resulted in 1935’s *Porgy and Bess*.

In the final analysis, the possible means by which Arlen and/or Harburg knew “Song to the Moon” or *Rusalka* are virtually infinite. Additionally, when all is said and done, we must admit that one cannot *prove* influence definitively—that is, short of a “smoking gun” of sorts. And granted, the likelihood of discovering such a smoking gun—something, say, along the lines of a document in Arlen’s hand admitting to borrowing the Dvořák—seems quite slim at best. In fact, even after much investigation into the available archival sources and secondary literature, neither Arlen nor Harburg ever appears to have mentioned *Rusalka* or “Song to the Moon.” But in the same breath, we should clarify that such a comment, however offhand or formal, might have caused a good deal of legal trouble. For even though the Dvořák aria was not under US copyright, an admission (indeed, only a hint) of directly borrowing his music might still have resulted in major problems for MGM and the songwriters—especially for Arlen. To cite just one well-known example of this type of litigation: in 1921, Puccini’s publisher Ricordi sued songwriter Vincent Rose—the composer of “Avalon”—claiming that the opening bars of Cavaradossi’s aria “E lucevan le stelle” from *Tosca* had been plagiarized by Rose for use at the beginning of the song’s chorus. And as it happens, the opening

melodic contours of both “Avalon”’s chorus and Puccini’s aria are somewhat similar: the passage in “Avalon” is in major, while Puccini’s is in minor. In reality, though, the claim of plagiarism in this instance seems a bit of a stretch, for the parallels are brief and remote: “Avalon” is a moderate-tempo, cheerful number (made quite famous, incidentally, by Al Jolson, who co-wrote the song’s lyrics), while Puccini’s mournful farewell aria, performed at a decidedly slower tempo, is drastically different in almost every way.<sup>117</sup> Furthermore, the song’s purported resemblance to Puccini involves only “Avalon”’s melodic component—not its harmonic, formal, and dramatic aspects as well. Certainly, the musical analogy here is not *nearly* as close as that between “Over the Rainbow” and “Song to the Moon.” Regardless, in 1921, the court decided in favor of Ricordi, and Puccini was awarded a fine of \$25,000—a sizeable amount for the era. We can only imagine what kind of sum Dvořák’s estate or publisher might have sought had similar litigation been waged in 1938-1939 against Arlen and Harburg, particularly if the suit had involved MGM—the largest (and *wealthiest*) movie studio in Hollywood.

If Arlen consciously borrowed the Dvořák, then, he likely took that little tidbit of information to his grave. Maybe Harburg knew about it—maybe not. In truth, though, Arlen’s own comments about the genesis of “Over the Rainbow” have always seemed a bit hard to believe. His story sounds rather like a studio publicist or agent might have given it to him. Still, he continued to give this account when occasionally asked about the song’s origins—especially from the early 1960s until his last major interviews in the early 1970s. Perhaps not coincidentally, this time frame lines up rather well with the post-1950s establishment of MGM’s *Oz* as a cultural phenomenon—a period during which both Arlen and Harburg were interviewed numerous times about the film, by then

an American institution. All of this is not to discredit the composer before even presenting his words. Certainly, we must keep in mind that Arlen might have been telling the truth. As mentioned, there is always the possibility of a “remarkable synchronicity” or “happenstance” resemblance between the respective pleas of Dorothy and Rusalka. It is also conceivable that Arlen was *subconsciously* inspired by Rusalka’s aria, perhaps only to realize the influence at a later time. Nonetheless, his remarks on the topic should be taken with a certain degree of skepticism—with an awareness that he might have needed to conceal having borrowed the Dvořák. Perhaps the best example of Arlen’s account comes from February 1964, when the composer told Walter Cronkite the following details during a nationally televised, hour-long interview entitled *The*

*Twentieth Century: The Songs of Harold Arlen:*

We had finished most of the songs...all of the songs but the one for Judy in Kansas—the one for [the] Dorothy character in Kansas, and I knew what I wanted. And Arthur Freed, the associate producer, couldn’t understand what I was worried about. Most people don’t understand what you’re worried about because they think you do this...[Arlen motions here as if he is simply picking a song out of the sky]...and on out it comes. But when you have to labor, most writers don’t like that. It’s nice to be gentle about getting’ at the piano and, you know, foolin’ around a little while and coming up with an idea. But when it doesn’t come, it becomes one of those things that bug ya. And most of us don’t like to be bugged, not too long. And I said to Mrs. Arlen, I said, ‘Let’s go to Grauman’s Chinese.’ I said, ‘You drive the car. I don’t feel too well right now.’ I wasn’t thinking of work. I wasn’t conscious of thinking of work. I just wanted to relax. And as we drove by Schwab’s Drug Store on Sunset, I said, ‘Pull over, *please*.’ [laughs] And she knew what I meant, and we stopped and I took my...I don’t...I really don’t know why, bless the, uh, muses, and I took out my little piece of manuscript and put down what you know now as ‘Over the Rainbow.’ Of course, it needed Mr. Harburg’s lyric.’<sup>118</sup>

In 1961, a few years before the Cronkite interview, Arlen had given a few further details about the moment of inspiration to his biographer Edward Jablonski: according to this somewhat earlier account, the Arlens had reached the celebrated spot on Sunset

Boulevard, when what Arlen described as a “broad, long-lined melody” came to him out of the blue. And for this interview, Arlen added: “It was as if the Lord said, ‘Well, here it is, now stop worrying about it!’”<sup>119</sup>

Arlen also spoke about the inspiration for the ballad’s 8-bar bridge—an aspect of the story that seems more plausible: Jablonski explains this influence within his 1996 biography of the composer: “The next day [Arlen] contrived a simple, contrasting bridge, which he based on the idea of a child’s piano exercise.”<sup>120</sup>

No one will ever know how much of Arlen’s story is fact or fiction. We could nitpick by pointing out that the chorus of “Over the Rainbow” (as heard in *Oz*’s final cut) was submitted by June 29, 1938—well before the duo had turned in several other *Oz* songs. Thus, Arlen’s remark that they had finished “all of the songs but the one for Judy in Kansas” is almost certainly inaccurate. Still, Arlen’s more significant details about the ballad’s opening ideas suddenly occurring to him outside Schwab’s Drug Store seem particularly fabricated—somewhat *too* Hollywoodesque. Indeed, the legendary soda fountain was a favorite among Tinseltown mythmakers—the famed spot where stars such as Lana Turner was supposedly discovered, and Charlie Chaplin and Paulette Goddard purportedly made their own milkshakes. In the end, the truth might lie somewhere between Arlen’s story and the reality that Dvořák indeed provided the musical source for “Over the Rainbow.” It is not inconceivable, in fact, that “Song to the Moon” popped into Arlen’s mind (or perhaps was playing on the car radio) just as the Arlens drove past the fabled landmark.

If Arlen’s story seems a bit spurious, Harburg’s numerous accounts (for indeed, the lyricist *frequently* spoke about the ballad’s genesis) are undeniably embellished. And

at this point, we must admit the following: the gifted lyricist was also a gifted storyteller, primarily when it came to describing how a given song was written. With his captivating delivery and natural charm, he occasionally exaggerated details in order to hold the attention of audiences or journalists. As Arlen's biographer Jablonski rather diplomatically writes, "[Harburg] often revealed a wily leprechaun's way with an anecdote and rarely resisted the temptation to make a story more colorful—more mythical, so to speak."<sup>121</sup> Additionally, Harburg periodically (and unnecessarily) inflated his own brilliance. To make matters more challenging for current researchers, Harburg's stories about "Over the Rainbow" grow increasingly embellished as the years pass, and several details directly contradict those of Arlen. Nonetheless, at least one example of Harburg's account should be included: on December 20, 1970, for instance, at an event held at New York City's 92<sup>nd</sup> St. Y, Harburg gave the audience a particularly rich and extended version:

You always have trouble writing a ballad. Of course, I was writing for a situation of a little girl who was desperate, had never seen anything beyond an arid Kansas where there was no color in her life; there were no flowers [according to Baum]. It was all brown and sepia and at a moment when she was troubled in a childish way, she wanted to escape in a song of escape—where could she go? The only thing colorful that she's ever seen in her life was the rainbow. The book had no reference to a rainbow. In fact, it gave the makers of the picture, the producers, the director, the idea of having the first part done in routine everyday black and white, so that when she got over the rainbow, she got into a colorful Munchkinland. So I had that idea in mind: of a little girl wanting something; a place somewhere that was over that rainbow and I told Harold about it and we went to work on a tune.<sup>122</sup>

We might interject here that in the quote above, Harburg essentially takes credit for introducing the rainbow concept to the MGM film. Granted, the original Baum novel of 1900 did not include a rainbow. But there is considerably more to this topic, and good

reason to doubt Harburg's claim. (Accordingly, we will return to this subject shortly.

Nevertheless, Harburg continued his story for the 92<sup>nd</sup> St. Y. audience:

I can't tell you the misery that a composer goes through when the whole score is written but he hasn't got that big theme song that Louis B. Mayer is waiting for... The contract was for fourteen weeks and we were on our fourteenth week. We didn't get paid after the fourteenth week. He surely sweated it out, but he couldn't get a tune.<sup>123</sup> It was about twelve o'clock at night and he said, 'please, please, come right over, I've got the tune.' Well, I walked over [to his house]. It was Beverly Hills at the time, in 1937—we weren't afraid of being mugged. And he played me this tune and he played it this way: [Harburg played "Over the Rainbow" slowly and heavily on the piano.] I said, 'Harold, that's for Nelson Eddy.' It was a symphony. 'It's not for a little girl yearning to be over a rainbow,' and his spirits fell and we both more or less respected each other and I went home, very sad and he did too and for two weeks after, without money from Metro, he was still working on that tune and finally he called me over and he said 'Yipper, I feel this tune—this is a great tune, now you must write it.' When a composer like Harold says that you've got to, as Willy Loman's wife [in Arthur Miller's play, *Death of a Salesman*] says, 'Pay attention.' I said, 'All right, I'll try to write it, but at least the middle, the release, can you bring it down, can you make it, if not a little girl, at least adolescent?' He couldn't get a middle until finally one day—they had a little dog, Pan, a silly little dog who ran away and Harold had a little whistle for her and it went like this: [Yip played the bridge for the song.] I said, 'Harold, this is the crazy life we lead—this is the way songs are written.'<sup>124</sup>

For his 1996 biography of Arlen, Jablonski was sure to include an additional detail about this particular 1970 event: Arlen himself was evidently in the audience that evening at the 92<sup>nd</sup> St. Y. When he heard Harburg describe the "dog whistle" inspiration for the ballad's bridge, the composer apparently called out, "Not true." As Jablonski writes, "the group seated around Arlen, including singer Margaret Whiting, tittered. Harburg recognized the distinctive voice but, unperturbed, continued with his stories."<sup>125</sup>

Much could be said about Harburg's comments quoted above from the 92<sup>nd</sup> St. Y event: timelines and specific dates might be corrected (it was summer 1938—not 1937, for instance), Arlen did not remember an urgent midnight call from the lyricist (but rather



that their next meeting occurred the following day), and so on. But Harburg is correct on many details, such as the stress faced by composers writing under a deadline, the fourteen-week contract, etc. And arguably, Harburg's most intriguing comments are likely quite accurate: upon Harburg's first hearing, Arlen's original music for the song's [A] section seemed better suited to him for an operatic singer like Nelson Eddy than "for a little girl yearning to be over the rainbow." This aspect of Harburg's story, in fact, remained quite consistent over the years. Moreover, on several occasions, Arlen himself stated that when he first played the opening of "Over the Rainbow" for Harburg, the lyricist felt it too operatic for the young Dorothy. In the early 1970s, for example, Arlen admitted the following to Max Wilk: "I guess the story's been around a long time [...] about how Yip didn't like my original melody of 'Over the Rainbow.' He thought it was something for Nelson Eddy to sing..."<sup>126</sup> During the same early 1970s time frame, Wilk also spoke to Harburg about this aspect of the story. The lyricist's comments are quite revealing:

As far as [the opening music of 'Over the Rainbow'] is concerned [...] Harold struck a brave and inspired symphonic theme. It is not a little child's nursery song. It's a great big theme that you could easily build a symphony around. Hum those first bars of 'Over the Rainbow'—da *dum*, da da da da *dum*. It's strong. And the fact that we covered it up in a nursery story—behind it is this big, sad statement. I'll admit that at first the song bothered me because it was so powerful. But then we brought it down with those colorful and childlike words. I don't think there's more poignancy to anything that is adult than there is in a child's idea. Children are so clear about life...and they never cover up.<sup>127</sup>

Certainly, Harburg's initial reaction to the song lends further support to the claim of its aria-like roots, and his comments above suggest he might even have been aware of a cover up. Regardless, by virtually all accounts, the partners—having reaching somewhat of a stalemate on the appropriateness of the [A] sections—turned to their good

friend Ira Gershwin, who helped break the friendly standoff. Performer/archivist/historian Michael Feinstein (who worked for Ira Gershwin for many years before the lyricist's passing in 1983) tells the story as he knew it first-hand from Ira, filling in some of the musical details:

Yip, incidentally, [credited] Ira for coming up with the idea of making 'Over the Rainbow' into more of a pop song. When Arlen originally played the melody for him, it was ponderous and operatic-sounding. 'My God, Harold,' Yip said, 'this is a twelve-year-old girl singing a song of yearning. It isn't Nelson Eddy.' Arlen was crestfallen. Yip called Ira in and Ira suggested to Harold, 'Can you play it in more of a popular style with rhythm?' Arlen played the melody again with a kind of stride accompaniment and that's when Yip was able to start to work on the lyrics, beginning with the title.<sup>128</sup>

Apparently, Ira also suggested the lyrics for the ballad's short tag. Feinstein picks up the story from here on:

[Ira] never asked for credit when he supplied the last line of 'Over the Rainbow.' Yip and Harold [...] were working in his living room on the [song] score for *The Wizard of Oz*, struggling for a last line. Ira said, 'How about, 'If happy little bluebirds fly beyond the rainbow, why, oh why, can't I?' I asked Ira why he chimed in uncharacteristically that way. 'They'd been working at the piano for a long, long time,' he said, 'and I wanted to make it a short evening.' Then he added quickly, 'But don't tell anyone.'<sup>129</sup>

### An Over The Rainbow Operetta?

The preceding commentary about "Over the Rainbow"—Arlen and Harburg's remarks concerning its genesis, Ira Gershwin's involvement, the likely impact of Dvořák, and so on—certainly supports the notion of the song's overall cumulative authorship. But there is yet another highly significant influence on the ballad that factors into the equation: it is perhaps rather stunning to learn that Arlen and Harburg's "Over the Rainbow"—written by the pair during summer 1938 and receiving its copyright specifically on July 18, 1938—was preceded by another musical entity written some

twenty-three years earlier under this very same title: a 1915 fairytale operetta for children in two acts entitled *Over The Rainbow*—with a libretto by Edith Sanford Tillotson and music by Fred W. Peace, published by Tullar-Meredith Co. in New York City. The following should immediately be acknowledged: the ensuing discussion is highly indebted to *Oz* historians and journalists Jay Scarfone and William Stillman, who, within their very recent 2018 volume on *Oz*, briefly revealed the existence of this 1915 operetta.<sup>130</sup> Yet it is only with the present dissertation that this archival information has been made known to the scholarly community and perhaps to a wider readership than that of Scarfone and Stillman’s book.

According to Scarfone and Stillman, the sixty-minute Tillotson/Peace *Over The Rainbow* operetta “was popularly staged by students across the country until at least 1948”—a statement confirmed for this project by several searches on *Newspapers.com*.<sup>131</sup> In fact, the two-act operetta was widely performed in various amateur venues, especially at church and elementary schools. Strikingly, as Scarfone and Stillman explain, “[Tillotson’s] plot is similar to a scenario right out of the *Oz* books (one of Frank Baum’s popular characters [in the fifth novel of his *Oz* series] was Polychrome the Rainbow’s daughter).”<sup>132</sup> Scarfone and Stillman do not reproduce any of the operetta’s contents in their volume. But fortunately, an extant piano-vocal score was located for this study at Brown University’s John Hay Library. From this score, it does seem that Tillotson was deliberately trying to model Baum, although nowhere is this connection made explicit to the reader. Still, the similarities to Baum’s *Oz* books (and to MGM’s *Oz*, for that matter) are immediately clear within the first few pages: the cast list on the second page indicates that the leading child’s role—the youngest of four sisters—is named Dorothy,

“a tot who is not afraid to speak out.” The plot appears next, which is summarized below:

- Act I: four little sisters are in their play room on a rainy afternoon. They grow tired of their books and toys and fall asleep, but Dorothy tries hard to remain awake, hoping there will be a rainbow. As they sleep, the sun comes out; the Rainbow Queen—in her fairyland home “Over the Rainbow”—has heard the children’s conversation, hangs out a rainbow, and crosses it with her Maids of Honor to wake the children and invite them to her fairyland home.
- Act II: in “Rainbow Land,” the Queen accompanies the little girls through fairyland and introduces them to its fantastical inhabitants: “all of the Fairies—i.e., the Winds, the Dewdrops, the Snowflakes, Frost Sprites, Flower Artists, Fireflies, Sunbeams and Moonbeams, sing and drill.” Finally, the children feel they must return home. “The Queen explains that no one will be worried by their absence, as Fairyland takes no heed of time, and this visit has not consumed more than a moment of time as measured by clocks. She warns them never to tell any grown up folk of their visit, as it probably would be doubted and called a dream. After singing they bid each other farewell, and the children return to their home ‘Over the Rainbow.’”<sup>133</sup>

At the very end of Act I, a major ensemble number—“I Am the Queen of the Rainbow Land”—begins with recitative and a brief solo from the Queen. This introductory material leads into a waltz-tempo chorus for all the children (marked “All The Fairies” in the piano-vocal score)—a section including *numerous* repeated phrases utilizing the specific three-word lyric, “over the rainbow.” For present purposes, this section of the ensemble might be described as the “Over the Rainbow Waltz Chorus.” Within the number overall (and amid intermittent solo material from the Queen and individual fairies), this waltz chorus occurs three times, eventually providing the closing music to Act I. Importantly, except for the use of the same three-word phrase, what has been called here the “Over the Rainbow Waltz Chorus” is not *at all* similar—musically or lyrically—to Arlen and Harburg’s “Over the Rainbow.” But the waltz chorus’s numerous repetitions and prominent placement at the end of Act I make quite a

substantial impression. Indeed, it is not surprising that the operetta as a whole was given this title.

The excerpt below (example 3.29.) shows the Queen's opening music, which leads directly into the first statement of the "Over the Rainbow Waltz Chorus" (example 3.29. (cont'd.)). The number's simple, sentimental nature is apparent right away: the material is clearly targeted to a very young audience, but is nonetheless endearing.<sup>134</sup>

3.29. Tillotson/Peace *Over The Rainbow* (1915 operetta), end of Act I (pp.16-17), leading into "Over the Rainbow Waltz Chorus"

16 OVER THE RAINBOW.

**I AM QUEEN OF THE RAINBOW LAND.**  
SONG BY QUEEN, FAIRIES, CHILDREN, MAIDS OF HONOR, AND ALL.

QUEEN. (*Recit.*) SOLO.

I am the Queen of the Rainbow land, O-ver that country I rule;..... Have you not heard of our  
*f* *colla voce.* *moderato.*

fair - y hand? Is it not taught you in school? Well, 'tis no mat-ter, for here we are,

Gay lit-tle fair-ies and elves.... Come to in-vite you... to trav-el far,..... So you may see for your-  
*f*

selves,... Come to in-vite you... to trav-el far,..... So you may see for yourselves.  
*rit.*

3.29 (cont'd.). Tillotson/Peace *Over The Rainbow* (1915 operetta), end of Act I (pp.16-17), leading into “Over the Rainbow Waltz Chorus”

OVER THE RAINBOW. 17

ALL THE FAIRIES. WALTZ CHORUS.

O - ver the Rain - bow, o - ver the Rain - bow, O - ver its

*Tempo di Valse.*

shin - ing strand,..... Arching the sky it sparkles on high In - vit - ing your mer - ry

band,..... Fair - ies and elves you'll see for yourselves, We'll trav - el it hand in hand,.....

O - ver the Rain - bow, o - ver the Rain - bow Right in - to Fair - y Land!.....

Although the “Over the Rainbow Waltz Chorus” shown above is very different musically from Arlen and Harburg’s “Over the Rainbow,” we should, at this point, ask what might seem an obvious question: how might the identical three-word title of this 1915 operetta (a phrase that also features prominently within its lyrics) end up as the song title of Arlen and Harburg’s 1938-1939 ballad for Dorothy? Quite frankly, the parallels

between the Tillotson/Peace *Over The Rainbow* and MGM's *Oz* are far too numerous—and all-too-strong—to think that MGM did not know about this operetta. Most significantly, the exact phrase “Over the Rainbow” is employed in each case for a major musical statement shortly before the transition into a fairytale realm. In both, the notion of a “rainbow” serves as a dramaturgical setup—a bridge—from one world into the other. Curiously, this description sounds remarkably similar to several of Harburg's comments about the origins of the rainbow concept for *Oz*—remarks he repeated on numerous occasions in his later years. In the early 1970s, for example, Harburg told Harnetz the following:

[Baum's] book had said Kansas was an arid place where not even flowers grew. The only colorful thing Dorothy saw, occasionally, would be the rainbow. I thought that the rainbow could be a bridge from one place to another. A rainbow gave us a visual reason for going to a new land and a reason for changing to color. ‘Over the Rainbow Is Where I Want to Be’ was my title, the [dummy] title I gave Harold. A title has to ring a bell, has to blow a couple of Roman candles off. But he gave me a tune with those first two notes. I tried *I'll go over the rainbow, Someday over the rainbow*. For a while I thought I would just leave those first two notes out. It was a long time before I came to *Somewhere over the rainbow*.<sup>135</sup>

A few years earlier, Harburg was one of several lyricists interviewed for Walter Cronkite's 1964 televised program about Arlen. Not surprisingly, Cronkite asked Harburg about the genesis of “Over the Rainbow.” Here (as in his later 1970 92<sup>nd</sup> St. Y. lecture), Harburg essentially takes credit for coming up with the rainbow concept and the ballad's specific three-word title:

A little girl in Kansas, which is an arid, colorless place...almost no flowers there because it's so dry... The only thing in her life that was colorful at that point was, I thought, the rainbow...is the only thing of color that she had ever seen. And, uh, she was dissatisfied. She was having trouble at home, as all children

do at the time, and wanted...had the natural impulse of running away from home...where can she run to?... And the only colorful place that she's ever known was that rainbow...And I began fitting 'on the other side of the rainbow'...that didn't fit...uh...'I wanna be...somewhere...you finally arrive at *over* the rainbow... it's *somewhere over* the rainbow is that land.<sup>136</sup>

Granted, some of Harburg's remarks from both of these interviews might very well be factual, especially his description of Dorothy's unhappiness at the beginning of the film. But did Harburg himself really create the particular title "Over the Rainbow"—and the entire rainbow concept—for MGM's *Oz*? He certainly suggests as much in the citations above (and on other occasions not included here)—*and* makes it rather clear that these ideas came to him at the time of the film's production. (In other words, according to Harburg, he was not reusing these concepts from one of his earlier endeavors.) Harburg's biographers, Harold Meyerson and Ernie Harburg, would definitely like to believe him, for they named their book on the lyricist as follows: *Who Put the Rainbow in 'The Wizard of Oz'?* Therefore, we might first consider the probability of Harburg's familiarity with the Tillotson/Peace operetta of 1915. Naturally, it is *possible* that Harburg knew this production in his youth. In fact, a performance of the fairytale stage piece was held in Brooklyn at the Bushwick Avenue German Presbyterian Sunday School by a cast of fifty, over two nights on April 15 and 16, 1915.<sup>137</sup> At this time, regardless of Harburg's exact birth year (which, as stated earlier, was either 1896 or 1898), the lyricist would have been in his late teens. But in all likelihood, the chances that a teenage Harburg would have attended such an event seem—in short—to be a long shot: would a young man of Jewish descent—a budding lyricist who frequented first-rate Yiddish theater on the Bowery among other professional productions—really have been interested in an amateur children's operetta at a Presbyterian Sunday School? Probably not.



Thus, with great deference to Harburg, it is far more probable that during his many interviews about *Oz*, the lyricist was covering up for someone else at MGM (or perhaps several people) who lifted the rainbow concept and specific three-word title from the existing Tillotson/Peace operetta. And in turn, these ideas were very likely given to the songwriters—before they began writing their ballad for Dorothy. As Scarfone and Stillman write, “[If Harburg did not know about the 1915 operetta], then he almost certainly became aware of [it] commensurate with MGM’s preproduction survey of musical fantasies comparable to its *Wizard of Oz*.”<sup>138</sup> Additionally, the three-word phrase “Over the Rainbow” appears verbatim at the beginning of Harburg’s self-professed “dummy title” for the ballad—i.e., the temporary title he gave to Arlen before the composer started writing. As he mentioned to Harnetz, this draft title was: “Over the Rainbow is Where I Want to Be.” Even more significantly, the exact title “Over the Rainbow” appears rather boldly—finished—at the very top of Arlen’s holograph lead sheet for the song—a document shown previously in this section, but presented here again for clarity.<sup>139</sup>

## 3.30. Arlen, holograph lead sheet, “Over the Rainbow”



As mentioned earlier, this holograph (by Harburg’s own written statement in the 1970s) was the manuscript that Arlen gave him so that he could set the song’s lyric. Therefore, the specific song title “Over the Rainbow” very likely existed *before* Harburg began fitting lyrics to Arlen’s melody. And at this point, we must admit that some of Harburg’s statements to Harnetz suggest the lyricist already knew the now-familiar three-word song title *as he was setting* Arlen’s melody, especially given the following remarks cited previously: “A title has to ring a bell, has to blow a couple of Roman candles off. But [Arlen] gave me a tune with those first two notes. I tried *I’ll go over the*

*rainbow*, *Someday over the rainbow*. For a while I thought I would just leave those first two notes out. It was a long time before I came to *Somewhere over the rainbow*.” In each of these cases, the phrase “over the rainbow” appears intact, but Harburg is describing his struggle to find just the right lyric to *precede* that phrase. And within the Cronkite interview, Harburg seems uncharacteristically hesitant and uncomfortable when he gives a supposed example of a draft lyric *without* that specific three-word phrase: “And I began fitting ‘on the other side of the rainbow’ ...that didn’t fit...uh...‘I wanna be...somewhere...you finally arrive at *over* the rainbow... it’s *somewhere over* the rainbow is that land.” Of course, in the case of the Cronkite conversation, we should cut Harburg a bit of slack. He was being filmed for a nationally-televised interview—talking face-to-face with one of the world’s best-known journalists—about what was, even by then, one of the best-known songs of the twentieth century.

But Harburg stuck with this basic story throughout the subsequent years—even if his colorful embellishments grew over time. But why such a cover up? Naturally, his own artistic reputation was at stake, for surely he wanted the public to think the song’s title was his own, original idea. But putting all artistic or creative considerations aside: for legal reasons alone, Harburg would have avoided confessing to such reuse of material. Admittedly, in 1938-1939, an operetta published in 1915 would actually *not* have been protected by the US copyright law of 1924, but rather would have been in the public domain. Still, as Scarfone and Stillman explain, MGM’s top-notch legal department would have done their utmost to squelch any notions of possible outside precedents in order to avoid a lawsuit:

[In 1938-1939], as now, there were tremendous corporate safeguards mounted [at MGM] to deflect any liability of third-party influences. For example, when Victor Fleming's *Test Pilot* (1938) became a smash hit and top moneymaker, Dolores Lacy Collins filed a million-dollar lawsuit against MGM/Loew's claiming plagiarism of her late husband aviator James H. Collin's 1935 memoir of the same title. Though a judge ruled in Metro's favor, the process was burdensome.<sup>140</sup>

But who specifically at MGM might have introduced the rainbow concept and “Over the Rainbow” title to the studio? More likely than not, it was the two *Oz* screenwriters who came on board the picture after Noel Langley: Florence Ryerson and Edgar Allan Woolf. According to Harnetz, Ryerson and Woolf were officially assigned to *Oz* on June 3, 1938, and signed off approximately two months later on July 27.<sup>141</sup> The two writers had been working as a team at MGM since the early 1930s but had yet to submit a highly successful script.<sup>142</sup> By contrast, many of their crucial contributions to *Oz* made it all the way to the film's final cut. As a rule, their ideas leaned toward the sentimental: softening Aunt Em's character, adding the charlatan yet softhearted fortune teller Professor Marvel, ensuring that no one would intentionally be killed in the film (we might recall that Dorothy melts the Witch *by accident* in the finished movie), and so forth.<sup>143</sup> But Ryerson and Woolf's often sweet, nostalgic input on the movie greatly upset Langley, who had understood his May 14 script had been accepted without reservation. Langley was so angry to find “another bunch of writers [working] on *Oz*,” he caused quite an uproar—a bit of chaos that eventually led to his dismissal from the film on June 10, 1938.<sup>144</sup> (In truth, Langley's removal from *Oz* was only temporary, for he was reassigned on July 30, shortly after Ryerson and Woolf had been dismissed.)<sup>145</sup>

Regardless, during the period in which Ryerson and Woolf worked on *Oz*—from June 3-July 27, 1938—a number of changes were made to the plot. And from the

surviving *Oz* scripts, it seems likely that Ryerson and Woolf gave the rainbow ideas to Arlen and Harburg very shortly after the two screenwriters had been assigned to the movie, during the first few weeks of June 1938. In fact, up until this time frame within the surviving screenplays, there is no mention of a rainbow—not within the early Mankiewicz’s draft portions from March 1938, nor within any of Langley’s submissions between March and June 4, 1938.<sup>146</sup> However, by mid-June, 1938 (the time of Ryerson and Woolf’s arrival), various celestial images start to crop up among the *Oz* sources: the term “rainbow” itself first appears among the extant *Oz* screenplays within a Ryerson and Woolf script portion dated June 16, 1938. (Indeed, the word’s appearance here seems to mark its first occurrence within any of the *Oz* sources—i.e., not just the surviving scripts.) And perhaps unexpectedly, the term in this June 16 draft does not occur during the barnyard scene, but rather within Ryerson and Woolf’s description of Munchkinland: Dorothy has just arrived in the colorful new world, and the Munchkins have begun to peek out from behind their hiding places to see the young girl. Dorothy walks through the village and comes upon a soda fountain, after which Ryerson and Woolf write the following description of the scene—apparently their experimental (but later discarded) ideas for using Technicolor most effectively, and for the introduction of Glinda, the Good Witch:

...as Dorothy comes around the corner of the house. A beautiful foundation is playing against a background of dark green trees. Since it is a soda fountain, we can go hog-wild on color. It plays streams of raspberry, lemon, strawberry, orange and mint...all the colors of the rainbow.

As Dorothy stares at this lovely display, it grows misty, the colors begin to whirl and take form. The pink becomes a lovely lady’s face. The yellow turns into golden hair. The green and orange into filmy robes. In a moment, Glinda, the Witch of the North, stands on the fountain, as on a pedestal, a vision of beauty.<sup>147</sup>

Two days later—by a script portion dated June 18, 1938—the term “rainbow” appears again, but Ryerson and Woolf’s “soda fountain” has now morphed into a fountain of a different sort. Very soon after Dorothy’s house lands in *Oz*, a variation on the above scene description occurs:

As Dorothy goes through the door, the CAMERA TRUCKS after her and then, over her shoulder, to a full SHOT of the Munchkin Country. It is comprised of sweeping hills and valleys, and dips and waves in the ground; the grass is spangled with daises, buttercups and red poppies; flowers grow everywhere, three or four times life-size so that hollyhocks stand twenty feet in the air. The sky is bright blue with little white clouds; the trees all have blossoms on them, suggesting a sort of permanent Spring—apple, cherry, peach and pear trees are everywhere, and a little stream runs near with huge lily-pads on it; the lilies are the size of barrel-taps. Feeding the stream is an exquisite fountain with water of all colors of the rainbow. The scene is quite empty of all signs of life, and the only sound is the twittering of a bird or two in the distance.<sup>148</sup>

To jump ahead momentarily: by a Ryerson and Woolf script of July 28, 1938 (after Arlen and Harburg had written “Over the Rainbow,” actually), the rainbow idea had firmly been implanted into the film. By this time, Ryerson and Woolf had devised a concept for an elaborate, collapsible “rainbow bridge”—to be conjured up by the Wicked Witch to trap Dorothy as she attempts to escape the Witch’s castle.<sup>149</sup> We might remember that the notion of a traveler crossing a rainbow bridge is found in Act I of the Tillotson/Peace libretto: the Queen has heard the four little sisters playing, hangs out a rainbow, and crosses it with her entourage to invite the children to her fairyland home. Certainly, Tillotson (or Ryerson and Woolf, for that matter) might have taken the notion of a “rainbow bridge” from—of all places—Richard Wagner: in *Das Rheingold* (the first of the four Ring Cycle operas), Wotan rather famously leads the gods across a magic “rainbow bridge” to a castle he names Valhalla.<sup>150</sup> But regardless of where Ryerson and

Woolf took the rainbow bridge idea, it was *not* meant to be in MGM's *Oz*. By one account, at least, Noel Langley (who as mentioned was reassigned to the film on July 30) convinced the studio that Ryerson and Woolf's "Rainbow Bridge sequence" was not only pointless, but far too expensive to film.<sup>151</sup> Nevertheless, the final takeaway from this archival evidence serves to underscore the claim stated only briefly above: all such rainbow ideas in *Oz* appear *not* to have stemmed from Arlen and/or Harburg, but rather from Ryerson and Woolf, who likely brought them to the film from the Tillotson/Peace operetta (and in the case of the later-abandoned rainbow bridge concept, perhaps from Wagner as well).

Yet there is more archival documentation to substantiate this assertion. Let us return to early June 1938—near the beginning of Ryerson and Woolf's *Oz* assignment. As reviewed previously, within the surviving *Oz* screenplays leading up to Ryerson and Woolf's arrival—those from March, April, and May 1938 by Mankiewicz and Langley—the song slots for Dorothy's opening Kansas number are filled by Edens's sentimental "Home Sweet Home in Kansas" (sometimes also called "Mid Pleasures and Palaces" or the "Kansas Song")—likely an adaption of the 1823 Bishop/Payne parlor song "Home, Sweet Home!" We might also recall that Edens's Kansas song is free from any type of rhetorical device to propel Dorothy's *Oz* journey. Indeed, she sings about how much she *loves* home—not about *leaving*. But by early June 1938—the time period coinciding with Ryerson and Woolf's assignment to the film—the dramaturgical setup for Dorothy's travels (as we know it today) begins to take shape. Of particular interest here are two *Oz* screenplay portions by Ryerson and Woolf dated June 9 and 10, 1938—both of which contain an essentially identical, highly descriptive song slot for Dorothy's ballad. From

these script drafts, it seems that Ryerson and Woolf are working out the dramatic impetus for Dorothy's journey *directly with* Arlen and Harburg—perhaps sharing the rainbow ideas from the Tillotson/Peace operetta with the songwriters, but trying to determine how best to use them in *Oz*. (On a related note: as we will soon discover, Harburg spent considerable time with *Oz*'s screenwriters—contributing to and helping edit the film's script. He even told Harnetz that he had spent significant time working on the screenplay at Ryerson's home: "At [Ryerson's] house in the [San Fernando] Valley...we'd work there for many a day."<sup>152</sup>) Be that as it may, the June 9 and 10 script portions stand out rather conspicuously among *Oz*'s surviving screenplays: in stark contrast to earlier screenplay drafts containing references to Edens's homespun Kansas ballad, the apparent combined forces of Ryerson, Woolf, Arlen, and Harburg now clearly want to get Dorothy *off* the farm via some type of dramatic trope—one apparently still in development. We should remember as well that Freed had emphasized his desire for such a dramatic setup in his April 25, 1938 memo, within which he gave a strong directive to "plant [...] a musical sequence on the farm" similar to the wishing well scene near the beginning of Disney's *Snow White*. By the June 9 and 10 script portions, it is clear that Ryerson and Woolf, almost certainly in tandem with Arlen and Harburg, are heeding Freed's advice. In fact, the lead-in dialogue and description for the still-unwritten ballad have Harburg's earmarks all over it—foreshadowing numerous thematic ideas that later appear in the duo's "Over the Rainbow." Actually, from these screenplay drafts forward, the seeds of Arlen and Harburg's "Over the Rainbow" begin to grow. The descriptive song slot is preceded by dialogue, in which Dorothy first talks to two of the farmhands:<sup>153</sup>



Dorothy:

Oh dear, oh dear...I wish I could go away...

Hunk

Go away where?

Dorothy

I don't know where...but I'm sure there's some place...there must be.

NOTE: Here is where we plan to cue into our number. As discussed yesterday, this will be a song in which Dorothy tells how she is sure there is a land somewhere...a place where everything is lovely, where everyone is happy...the most beautiful place in the world. Or, perhaps it isn't in the world. Perhaps it's in a star... In other words, when she sings this song now she believes that this land is far away. But when she reprises on it in the Oz Sequencing, she has learned that the land she is singing about is Kansas...the farm...home. Which lends it pathos.

The music is started by Hunk, who produces another harmonica (the one Aunt Em took away from him yesterday), and by Hickory, who uses his hammer, a piece of sandpaper, etc., on his metal contraption to get a novel musical effect. This, of course, leads into an orchestrated accompaniment.

On the last lines of the second chorus we

CUT AWAY TO:

THE ROADWAY

approaching the farm.

---

The sentiments expressed within the above excerpt are actually rather close to those of *Oz*'s final cut, although of course, Dorothy ultimately sings her ballad *alone* in the barnyard (holding Toto), rather than with the two farmhands listening. Still, as Harburg accurately mentioned in his interviews with Cronkite and Harnetz, Dorothy is troubled and wants to run away from home. The lead-in dialogue cues in a "song of yearning"—a ballad of escape to a utopian land. Here, Dorothy is sure "there is a land

somewhere”—a line that *clearly* anticipates Harburg’s lyric for “Over the Rainbow.”

Importantly, before proceeding, we might be reminded of the famous lyric Harburg would eventually write for the ballad’s first [A] section:

[A]     Somewhere over the rainbow  
           Way up high,  
           There’s a land that I heard of  
           Once in a lullaby,

Within the June 9 and 10 script portions, however, it seems Arlen and Harburg (and Ryerson and Woolf, naturally) are trying to *avoid* borrowing the “rainbow” imagery and specific phrase “over the rainbow” from the Tillotson/Peace operetta. Instead, they appear to be considering the “wishing on a star” trope: as the song slot indicates, “perhaps [the land] isn’t in the world. Perhaps it’s in a star...” In Harburg’s final lyric for “Over the Rainbow,” this star device materializes within the ballad’s bridge:

[B]     Someday I’ll wish upon a star  
           And wake up where the clouds are far behind me,  
           Where troubles melt like lemon drops,  
           Away above the chimney tops  
           That’s where you’ll find me.

But perhaps the *most* fascinating aspect of the June 9 and 10 song description concerns its striking similarity to the lyrics of a popular 1917 number by Jerome Kern and P.G. Wodehouse: “The Land Where the Good Songs Go”—a visionary wanderlust ballad included in that team’s Broadway show, *Miss 1917*. Interestingly, for this 1917 Kern/Wodehouse musical, George Gershwin conducted and played in the pit orchestra.<sup>154</sup>

Gershwin apparently liked “The Land Where the Good Songs Go” well enough that he made a piano roll of the song in January 1918, performing the ballad in an up-tempo style.<sup>155</sup> Might Ira have mentioned this 1917 song to Arlen and Harburg in summer 1938, knowing the type of ballad they needed for little Dorothy? Regardless, Kern’s contribution for “The Land Where the Good Songs Go,” while certainly beautiful, does not appear to have influenced Arlen’s music for “Over the Rainbow.” But the above June 9 and 10 song slot *strongly* suggests that Harburg originally wished to emulate the pristine dramatic/textual content of Wodehouse’s lyric. We might even say that if Dvořák’s “Song to the Moon” served as Arlen’s musical model for “Over the Rainbow,” Wodehouse’s lyric for “The Land Where the Good Songs Go” likely provided the ballad’s textual model.

Wodehouse’s lyrics are worth quoting in full, especially given their resemblance to the June 9 and 10, 1938 script portions for *Oz*, as well as their clear parallels with Harburg’s finished lyrics and lead-in dialogue for “Over the Rainbow.” Two additional aspects of the Kern/Wodehouse ballad should be noted: curiously, Wodehouse’s lyrics for the song’s often-included verse begin with a prominent lunar reference (“On the other side of the moon”); and a bit later in Wodehouse’s verse, yet another star reference surfaces (“beyond the last little star”). The *numerous* analogies between the lyrics of “The Land Where the Good Songs Go” and “Over the Rainbow” are indicated below:

3.31. “The Land Where the Good Songs Go”;  
(1917; Kern/Wodehouse)

Analogous imagery/dramatic themes in Harburg’s  
lyrics and lead-in dialogue for “Over the Rainbow”

Verse 1:

*On the other side of the moon,  
Ever so far,*

*Beyond the last little star,  
There’s a land, I know,  
where the good songs go,  
Where it’s always afternoon;  
And snug in a haven of peace and rest,  
Lie the dear old songs that we love the best.*

lead-in dialogue: “*Behind the moon, beyond the rain*”

lead-in dialogue: “*It’s far, far away...*”; & chorus’s bridge:

“*and wake up where the clouds are far behind me*”

chorus’s bridge: “*Someday I’ll wish upon a star...*”

chorus’s 1<sup>st</sup> [A] section: “*There’s a land that I heard of*”

Chorus:

*It’s a land of flowers  
And April showers  
With sunshine in between,  
With roses blowing and rivers flowing,  
’Mid rushes growing green;  
Where no one hurries  
And no one worries  
And life runs calm and slow:  
And I wish some day I could find my way  
To the land where the good songs go.*

as above: chorus’s 1<sup>st</sup> [A]: “*There’s a land that I heard of*”

chorus as a whole: overall longing for a utopian, idyllic land

“ “

“ “

“ “

“ “

“ “

“ “ (esp. here chorus’s bridge: “*where troubles melt...*”)

chorus’s bridge: “*Someday I’ll wish upon a star...*”

as above: chorus’s 1<sup>st</sup> [A]: “*There’s a land that I heard of*”

Verse 2:

*Dear old songs forgotten too soon—  
They had their day,  
And then we threw them away;  
And without a sigh we would pass them by,  
For some other, newer tune.  
So off to a happier home they flew,  
  
Where they’re always loved and they’re always new.*

chorus’s last [A] and tag: “*Bluebirds fly/Birds fly*” &  
“*If happy little bluebirds fly*”

Chorus (repeat):

*It’s a land of flowers...*[etc.]

The first few weeks of June 1938, then, encompass Ryerson and Woolf’s script portions of June 9 and 10 (containing the all-important song spot cited above), and the screenplay drafts of June 16 and 18 (including the first occurrences of “rainbow” within the surviving sources). Perhaps by this time, all parties involved—Arlen, Harburg, the screenwriters, producers (and MGM’s legal department, naturally)—had decided it was worth the gamble to borrow the specific “over the rainbow” title and imagery from the Tillotson/Peace operetta. In all probability, these ideas were simply too well-suited to the movie to use anything else. During these same weeks, Arlen was likely struggling to find

what he described (as we recall) the “broad, long-lined melody” for Dorothy’s number. All such cosmic ideas—the moons and stars of Wodehouse’s lyric, and of course the rainbow concept now floating around the studio—might very well have reminded him of Dvořák’s “Song to the Moon.” Whether this epiphany occurred to him consciously or subconsciously is certainly open for debate. And we may never know if Arlen’s Schwab’s Drug Store anecdote was actually a smokescreen created to cover up the borrowing. Regardless of the [A] section’s genesis, still further archival sources from June 1938 disclose that the songwriters evidently finished up the ballad rather quickly: it seems beyond coincidental that within only eight days of the term “rainbow” first appearing in the June 16 script (Ryerson and Woolf’s “soda fountain” idea), the first completed lyrics for Arlen and Harburg’s “Over the Rainbow” occur in a June 24 screenplay portion—but only for the 32-bar AABA chorus.<sup>156</sup> At this point, the song’s tag may not yet have been completed, but almost without question, the melody of each [A] section concluded on the lower-octave tonic (as in Dvořák’s refrain). And just five days later (June 29)—perhaps after Ira’s ideas for the tag’s lyrics—the first studio piano-vocal manuscript for the ballad emerges as transcribed by Messenheimer (shown previously), indicating the partners had submitted their completed ideas for the number’s use within the finished film. In fact, this piano-vocal manuscript includes the memorable tag with its ethereal melodic climb to the *upper*-octave tonic (“Why, oh why, can’t I?”)—a hopeful concluding statement that ensures Dorothy will indeed cross over into the land about which she is dreaming.<sup>157</sup>

As the preceding discussion has demonstrated, the genesis of “Over the Rainbow” was shaped by a diverse panoply of contributing authors and influences: Arlen, Harburg,

Ira Gershwin, Dvořák, Tillotson and Peace, Wodehouse and Kern, Ryerson and Woolf, and so forth. And as we will see, especially as understood as a fixed work within *Oz*'s final cut, this chain of cumulative authorship will continue down MGM's assembly line to include (among myriad others) the ballad's arranger, orchestrator, director, and—particularly in this case—its indispensable star performer. Certainly, Garland's relationship and significance to the completed song—and scene as a whole—are virtually impossible to overstate. Yet despite the many influences and likely direct borrowing from preexisting entities, we must never lose sight of Arlen and Harburg's brilliance. Indeed, that the songwriters borrowed outside material in no way diminishes their own innovation. From these existing inspirations—along with their individual and combined gifts—Arlen and Harburg penned an original masterwork.

#### Swinging Down the Yellow Brick Road:

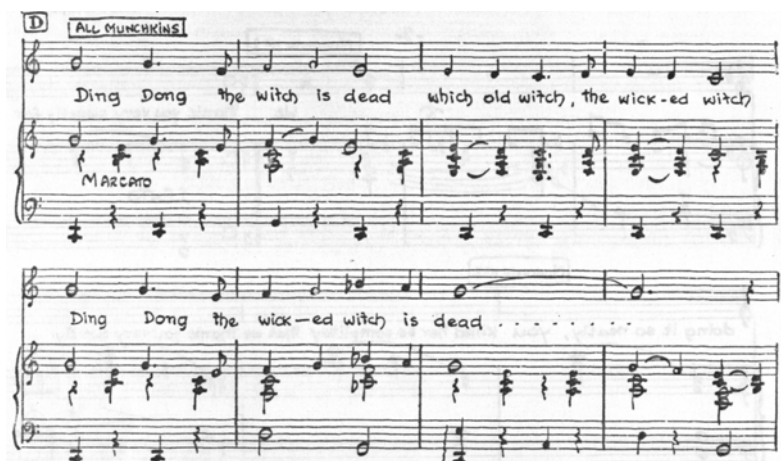
##### The Crucial Jazz Element in Arlen and Harburg's Song Score

There is one further influence within Arlen and Harburg's song score that simply cannot be ignored, for it has heretofore been unexplored: Arlen's jazz background, which is sprinkled throughout the film in subtle tinges.<sup>158</sup> This crucial element of several numbers gives much of *Oz* a distinctly American flavor, especially throughout the movie's lengthy middle section.

In *Oz*'s final cut, the first hints of jazz occur during the “Munchkin Musical Sequence” each time the understated blue note of “Ding Dong! The Witch Is Dead” fleetingly passes by. In this case, the blue scale degree is a flat 7 on the central word “witch,” in m.6 of the chorus. The example below shows the opening [A] section of the chorus in its published key, C major (which also happens to be the key in which the

march is heard in the finished film). Here, the flat 7 (B-flat) appears in the second bar of the second system:<sup>159</sup>

### 3.32. “Ding Dong! The Witch Is Dead,” chorus, opening [A] section



The bridge of “Ding Dong” moves to the submediant harmony (A minor), and quickly furnishes another jazz-influenced coloration: during its initial four bars, we hear in the accompaniment what might be described as a spooky jazz quality, due to the chromatic movement of the tenor voice. The inner tenor line moves in whole notes as follows: E—F-natural—F-sharp—F-natural, producing a series of added sixth harmonies above the submediant—a sonority frequently employed in jazz, especially above a minor triad. Appropriately enough, this eerie chromaticism occurs on the lyric “She’s gone where the goblins go below... / Below below yo.” In the following except, we can see the tenor line slowly moving over the course of these four bars: the sequence begins with the E over the initial submediant triad, moves next to an added *minor* sixth with the F-natural, then to an added *major* sixth with the F-sharp, and eventually back to an added *minor* sixth with another F-natural:<sup>160</sup>

## 3.33. “Ding Dong! The Witch Is Dead,” bridge, first 4 bars



Since “Ding Dong” is internally reprised within the “Munchkin Musical Sequence,” these muted jazz inflections are heard numerous times, thereby giving the routine as a whole—not just the “Ding Dong” march—an occasional jazz quality. Regardless, when the routine concludes (and following the dialogue concerning the ruby slippers), the Munchkins send Dorothy off to Emerald City with a brief, jaunty dance in 6/8: “Follow the Yellow Brick Road.” As we will see, this transitional passage was actually written by Arlen and Harburg months after they left the film, during *Oz*’s production phase. And in truth, there is no jazz element within this short added section. Instead, this dance-like music consists entirely of simple, even rhythms completely free of syncopation—rhythms that are performed (or perhaps we could say “executed”) without a jazz swing feel. If anything, the mood here is briefly that of a march or traditional Irish (or Irish-American) jig.<sup>161</sup> Accordingly, as the Munchkins begin the passage, Dorothy’s tentative, initial steps along the Yellow Brick Road gradually evolve into lighthearted skipping. At first, her skipping pattern is simple—a plain, forward-moving cantering step—in accord with the straightforward music:<sup>162</sup>



## 3.34. “Follow the Yellow Brick Road,” opening 8 bars

Handwritten musical score for the opening 8 bars of "Follow the Yellow Brick Road." The score is in 6/8 time and features a vocal line and a piano accompaniment. The lyrics are: "Fol-low the yel-low brick road, Fol-low the yel-low brick road, Fol-low the yel-low brick road, Fol-low the yel-low brick road." The piano accompaniment includes a tempo marking "mp" (mezzo-piano) and a key signature of one flat (B-flat major). The score includes various musical notations such as notes, rests, and bar lines.

But very soon, the Munchkins' farewell to Dorothy picks up a decided jazz undertone. After only twenty bars, the jig-like “Follow the Yellow Brick Road” segues directly into the related—yet now clearly *swinging*—“You’re Off to See the Wizard”:<sup>163</sup>

## 3.35. “You’re Off to See the Wizard,” opening 8 bars

Handwritten musical score for the opening 8 bars of "You're Off to See the Wizard." The score is in 6/8 time and features a vocal line and a piano accompaniment. The lyrics are: "You're off to see the wiz-ard - The won-der-ful wiz-ard of oz - You'll find he is a whiz of a wiz' if ev-er a wiz' there was -". The piano accompaniment includes a tempo marking "Tempo con spirito" and a key signature of one flat (B-flat major). The score includes various musical notations such as notes, rests, and bar lines.

A note of explanation up front: both “Follow the Yellow Brick Road” and “You’re Off to See the Wizard” are cheerful, upbeat passages in 6/8 meter, and each is

performed at the same moderate tempo. But the key difference in “You’re Off to See the Wizard”—the small but highly significant detail that gives this music a swinging, jazz feel—occurs within its initial two bars (and on the title line to boot): “You’re off to see the Wizard” (or more frequently heard later in the film as “*We’re* off to see the Wizard”). Indeed, the number’s opening motive is *inherently* syncopated, due to the rhythmic figure on the word “Wizard” in m.2: an eighth-note lands on the downbeat (“Wiz-”), and is followed by quarter-note tied to another eighth (“ard—”):<sup>164</sup>

### 3.36. “You’re Off to See the Wizard,” opening motive



Granted, the presence of syncopation alone does not constitute swing and/or jazz. Furthermore, the concept of “swing” is yet another thorny topic among scholars and performers alike, and resists a concise definition or description.<sup>165</sup> But in this case, a definitive swing feel is created by numerous factors. First, the off-beat syncopation in m.2 is especially unexpected within the context of Dorothy’s sendoff: throughout the previous jig, in fact, the rhythmic pattern of a quarter followed by an eighth is never broken (“Follow, follow, follow, follow”). Therefore, we might expect to hear this same pattern throughout “You’re Off to See the Wizard.” But instead, the listener is caught off-guard (whether consciously or not) when the pattern changes in m.2.

Yet even on its own terms—i.e., apart from Dorothy’s sendoff, and even outside the confines of the film—“We’re Off to See the Wizard” certainly still swings. The opening motive is established within a steady, medium-tempo 6/8 dance meter, clearly

felt in two. But after only one bar, the number's stability is briefly interrupted by the heavy stress placed on a traditionally weak beat (as stated, a quarter-note tied to another eighth, immediately after the downbeat of m.2, on "—ard"). The syncopated motive swings particularly hard because the second beat of m.2 is void of a melodic event. In other words, the listener expects some type of melodic activity on the second beat of the bar, but instead there is none. As jazz musicians might say, that second beat is "empty." We might have anticipated an eighth-note triplet on the downbeat of m.2 (with the appropriate number of syllables in the lyric). However, we only hear the *beginning* of the triplet, which is then carried over into the absent second beat. Beyond such rhythmic interest, the syncopated figure is catchy because of its ascending melodic motion—a perfect fourth back to the upper tonic, which had briefly been touched on the downbeat of m.1, on the word "off." Further still, the syncopation is even more memorable since it falls on the key word of the entire motive: "Wizard." And whenever this music is sung within the film, the gifted vocalists execute the motive with a natural ease and swing feel that is anything but stilted or square.

In sum, the seemingly simple (yet subtly complex) motive of "You're Off to See the Wizard" constitutes a great hook. Accordingly, just as "Follow the Yellow Brick Road" morphs into the hook of "Off to See," Dorothy's skipping motion transforms into a more complicated, jazz-like dance step, which nonetheless looks effortless in Garland's performance as she leads the procession toward the border of Munchkinland. The complex step, as dance specialist Claudia Funder observes, "is [now] launched from a placement of the foot behind, not in front. This is not easy [...], because to step behind every couple of steps is not a naturally forward moving device. [...] Dorothy is literally



tempo swing passage—is considerably more important to the movie overall than “Over the Rainbow,” which is specifically *Dorothy’s* theme. Support for this assertion is abundant: after its initial iteration for Dorothy’s sendoff, “Off to See” is reprised three times within the center section of *Oz* along the Yellow Brick Road, after Dorothy acquires each new friend. And of all the music in the film, “Off to See” is easily the theme that represents the comrades’ genuine friendship and unity, as they bond more and more over the course of their journey until all four sing this theme in union. Actually, Rushdie sees this very image—the quartet of friends linked arm-in-arm skipping along the path—as the film’s most iconic moment. He even detects that the group’s skipping becomes more pronounced as the movie continues:

If asked to pick a single defining image of *The Wizard of Oz*, most of us would, I suspect, come up with the Scarecrow, the Tin Man, the Cowardly Lion and Dorothy s-skipping down the Yellow Brick Road (in point of fact, the skip continues to grow throughout the journey, become a full-fledged h-hop). How strange that the most famous passage of this very *filmic* film, a film packed with technical wizardry and effects, should be by some distance the least cinematic, the most ‘stagey’ part of the whole!<sup>168</sup>

*Oz’s* theme song, then—its leitmotif (to use Rushdie’s term)—*swings* throughout the middle of the film. And arguably, the group’s skipping itself gradually acquires a swing movement (or to use Rushdie’s language once again, a “full-fledged h-hop”). Certainly, Arlen’s jazz heritage is apparent at the very core of *Oz* (albeit in a subdued presentation)—and along with it, the composer’s improvisatory nature. Curiously, even the form of *Oz’s* theme song seems improvised—something hardly unusual for Arlen, whose songs frequently break away from the standard 32-bar, AABA structure common to mid-twentieth-century American popular music. It is worth noting here that unlike

“Off to See,” many of Arlen and Harburg’s *Oz* songs essentially fall into a standard form of some type: “Over the Rainbow,” “Brain”/“Heart”/“Nerve,” and “The Merry Old Land of Oz” all exhibit an overall 32-bar, AABA chorus.<sup>169</sup> And although the “Munchkin Musical Sequence” includes several short sections with unusual structures of their own, a typical 32-bar AABA chorus is used for its central march, “Ding Dong! The Witch is Dead!.” This short survey of song form in *Oz*’s final cut leaves the following material by Arlen and Harburg unclassified: “If I Were King of the Forest” (whose mock aria structure clearly deviates from the standard popular song format); a very brief, 26-bar number for off-screen choir, “Choral Sequence to ‘Gates of Emerald City’” (about which more will be discussed later); “Follow the Yellow Brick Road” (which, as more of a short introductory jig, does not really constitute a completed musical form); and the number currently at hand—“We’re Off to See the Wizard.” Yet the form of “Off to See” (perhaps surprisingly for a film’s theme song) is particularly unconventional—and thus, especially Arlenesque. The music *sounds* as if Arlen were improvising—spontaneously making up the design as he goes along. If a form can even be ascribed to the number, we might say that it comprises an overall ABA<sup>1</sup> design:

[A = 8 bars] + [B = 10 bars, + 2-bar instrumental fill] + [A<sup>1</sup> = 4 bars, + 4-bar instrumental tag]

Arlen’s holograph lead sheet for “We’re Off to See the Wizard”—hitherto unpublished—shows the number in its entirety, where its ABA<sup>1</sup> form is easily enough discerned. As with his holograph lead sheet for “Over the Rainbow” discussed earlier, the holograph below was almost certainly the document that Arlen gave Harburg to set the number’s lyric. The manuscript not only reveals the music’s unusual formal design, but also something of the composer’s creative nature. For with Arlen, he apparently

notated his ideas quite quickly. And even if his manuscript is perhaps somewhat less than polished, his thoughts are presented with great clarity and assurance. Although much more could be said about this holograph, we should at least note the following: Arlen's indication that the 2-bar instrumental fill at the end of [B] should be whistled, and his crossing out of the 4-bar instrumental tag (which he has marked here "1<sup>st</sup> ending")—presumably a way of telling Harburg he need not set the melodic line in these final measures. A crossed-out, 2-bar sketch for the beginning of "Ding Dong!" appears at the bottom of the manuscript, perhaps suggesting Arlen was comparing the opening motive of "Off to See" with that of the march he had previously written:<sup>170</sup>

3.37. Arlen, holograph lead sheet, "We're Off to See the Wizard"

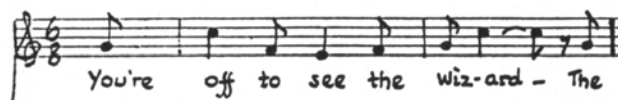


Significantly, the jazz inflections during the heart of *Oz* are due not only to “We’re Off to See the Wizard.” For the memorable song scenes along the Yellow Brick Road also famously include the three sequential statements of *Oz*’s character song: “If I Only Had a Brain”/“a Heart” /“the Nerve”—a soft-shoe number that, for all its laid-back ease, also happens to be a medium-tempo swing tune. Certainly, numerous soft-shoe numbers do *not* swing, as many lack syncopation and/or other jazz qualities. For example, Vincent Youmans straightforward “Tea for Two” (1924)—possibly the most famous soft shoe of all—is devoid of such traits. But *Oz*’s “Brain”/“Heart”/“Nerve” *definitely* embodies a swing feel—a fact that should come as no surprise given Arlen’s jazz proclivities. Perhaps most fascinating of all, “Brain”/“Heart”/“Nerve” and “We’re Off to See the Wizard” are *highly-related* medium-tempo swing tunes. Indeed, the swinging syncopation in “Brain”/“Heart”/“Nerve” is the result of the chorus’s opening motive—a rhythmic figure that is essentially the same as that found in “We’re Off to See the Wizard.” A side-by-side comparison of these opening motives immediately reveals their similarity:<sup>171</sup>

### 3.38. Comparison of opening motives:

“We’re Off to See the Wizard” and “Brain”/“Heart”/“Nerve”

“Off to See”:



“If I Only Had a Brain” (“Heart”/ “Nerve”):





Of course, there are a few rather obvious differences here: perhaps most conspicuously, “Off the See” is written in 6/8 meter, while “Brain” (as well as “Heart” and “Nerve,” for that matter) are notated in cut time. However, this apparent dissimilarity is actually insignificant, especially when it comes to the execution of the music. (More on this topic shortly.) But as for the difference in meter: the chorus of “Brain”/ “Heart”/“Nerve”—like most other soft shoes in 32-bar, AABA form—would by its very nature be notated in cut time, since this was essentially the default meter during the period for the sheet music publication of popular songs in duple time—whether ballads, medium-tempo numbers, or even up-tempo swing tunes.<sup>172</sup> And in this case, the standard usage of cut time has forced Messenheimer (as Arlen’s transcriber) to notate the rhythms quite strictly: a dotted eighth—sixteenth pattern is used for “I would while away the”; subsequently, an eighth—quarter figure appears on “hours.” Notably, for the second bar of “Brain”/ “Heart”/“Nerve” (and unlike “Off to See”), Arlen immediately repeats the motive (“conferrin’ with the flow’rs”), adding to the chorus’s swinging nature.<sup>173</sup>

### 3.39. “If I Only Had a Brain,” opening 2 bars, cut time notation



Importantly, though, no singer of that period—certainly no one of any stature or talent within the vernacular domain—would execute the rhythms strictly as notated. Rather, an experienced popular vocalist would instinctively understand the song’s intended, relaxed style—perhaps without ever looking at the printed music. (In fact,

many of the era's greatest popular singers did not read music, and instead learned their repertoire by ear from vocal coaches—a phenomenon still common today.) Nonetheless, for *Oz*, a singer the likes of Bolger, Haley, or Lahr would have intuitively recognized the loose, swing feel of the vocal line. In turn, each of these vocalists performs the song in *Oz*'s final cut with a natural swing feel—especially Haley, who (interestingly enough) takes considerable rhythmic liberties with the line, thereby giving his performance of the chorus an especially swing-like quality (even if his intonation is at times suspect). In *Oz*'s release print, the swinging performances of “Brain”/“Heart”/“Nerve” represent a *stylized* execution. And as with any good swing performance, such an execution cannot, in all practicality, be notated exactly.

The remaining differences between these motives are relatively insignificant, yet should be clarified briefly: both choruses begin on the tonic harmony, and (logically enough) each motive outlines the tonic triad. But in “Brain”/“Heart”/“Nerve,” the pickup begins on the melodic mediant, and is filled in with a passing tone on its way to the melodic dominant by the downbeat of m.1. By contrast, the pickup to “Of to See” is an eighth-note on the melodic dominant, which lands on the upper melodic tonic in m.1. Additionally, the melodic motion differs: “Brain”/“Heart”/“Nerve” moves downward; “Off to See” ascends upward. Otherwise, their resemblances are abundantly clear. And in the completed movie, the motives *sound* very much the same due to their swing execution, regardless of the rhythmic notation employed.

Taking the above discussion a step further, we can now more fully appreciate Arlen and Harburg's innovative musical and dramatic concept for the Yellow Brick Road. For virtually the entire stretch along the fabled pathway—from Dorothy's sendoff

by the Munchkins until all four friends are linked arm-in-arm (roughly twenty minutes at the film's very core)—Arlen and Harburg's song score features a subtle, medium-tempo swing feel, within both solo and ensemble numbers:

[after the brief, jig-like introduction, "Follow the Yellow Brick Road"]:

-first, the Munchkins sing their swinging farewell to Dorothy:

-“You’re Off To See the Wizard” (ensemble)

-this is followed by three successive “one-two punches” of understated swing, as each iteration of “Brain”/“Heart”/“Nerve” is paired with a reprise of “Off to See”:

Dorothy meets the Scarecrow:

-“If I Only Had a Brain” (solo) [brief dialogue]

-“We’re Off To See the Wizard” (duet)

Dorothy and the Scarecrow meet the Tin Man:

-“If I Only Had a Heart” (solo) [brief dialogue]

-“We’re Off To See the Wizard” (trio)

Dorothy, the Scarecrow, and the Tin Man meet the Lion:

-“If I Only Had the Nerve” (solo, shortened here to AA form for the Lion, due to his extended mock aria later in the film; at the end of the second A, a new ending with individual lines for all four friends leads directly [without dialogue] into:

-“We’re Off To See the Wizard” (quartet)

As heard in *Oz*'s final cut, then, these two related, medium-tempo swing numbers—“Off to See” and “Brain”/“Heart”/“Nerve”—are performed back-to-back several times, thus making their motivic connection even stronger. But why would Arlen and Harburg choose a medium-tempo swing tune for the sequential solos by the Scarecrow, Tin Man, and Lion? As we remember, “Brain”/“Heart”/“Nerve” was originally a trunk song from the partners' 1937 Broadway show *Hooray For What!*,

which (under the title “I’m Hanging on to You”) was written for the production’s star, Kay Thompson. And since Thompson was a dancer as well as a vocalist, the song presumably would have served as a medium-tempo dance number for her character—likely for a humorous scene, given Thompson’s stage persona and her role in that show as a comic singing spy. A couple of years later for *Oz*, Arlen and Harburg surely wanted at least one medium-tempo swing number—especially for the already-cast hoofers Bolger and (originally) Buddy Ebsen. The medium-tempo swing chorus would work quite well for both dancer/singers, offering them a vehicle to perform a gentle, soft shoe routine with a subtle jazz feel. In hindsight, we now know that Ebsen was never given that opportunity, due to his role switch with Bolger and eventual replacement by Haley. And sadly, while Bolger does dance a bit in *Oz*’s final cut during his singing of “Brain,” his *very* extensive dance routine following his vocal performance—one that was actually shot to playback—was deleted during the film’s preview stage.

Early on in their assignment, Arlen and Harburg also probably recognized that the repetitions of a *medium*-tempo swing tune in the middle of the film would balance and complement “The Jitterbug”—the decidedly *up*-tempo swing number planned for later in the narrative. And at this point, the following timeline becomes increasingly important: “We’re Off to See the Wizard”—the movie’s theme song, so clearly related motivically to “Brain”/“Heart”/“Nerve”—was one of the *last* numbers submitted by Arlen and Harburg during summer 1938. Indeed, the only surviving studio piano-vocal manuscript for “Off to See” is dated August 3, 1938—just a few weeks prior to the conclusion of the duo’s contracts. Furthermore, the first appearance of the number’s lyrics occurs within the August 8-12, 1938 screenplay—the last script for which Arlen and Harburg submitted

material that summer. Almost without question, then, Arlen *intentionally* created the opening motive for “Off to See” to match the preexisting initial motive in the chorus of “Brain”/“Heart”/“Nerve,” which had already been turned in to the studio several weeks earlier (incidentally, via separate studio piano-vocal manuscripts for each of the chorus’s three statements). It is quite possible, in fact, that Arlen waited until the end of their *Oz* assignment to submit “Off to See,” perhaps to ensure that the three song scenes along the Yellow Brick Road were in place first, after which he could confidently turn in “Off to See” and its corresponding motive—music that would unify these scenes as the travelers move forward toward Emerald City.<sup>174</sup>

Naturally, the jazz component in *Oz* would have been far greater if “The Jitterbug” had not been cut. In retrospect, the excision of this single number permanently altered Arlen and Harburg’s original musico-dramatic proportions. Yet as we have seen, the residual jazz element in *Oz*’s release print is still quite substantial. Additionally (as mentioned earlier), the repetitions of “Brain”/“Heart”/“Nerve” serve as a vaudevillian “turn” for each of Dorothy’s companions. All in all, the combined influences stemming from swing and vaudeville make for a very *American* journey down the Yellow Brick Road. Such influences imbue the film overall with an Americanness that arguably only the jazz-inspired music of George Gershwin might have equaled—that is, had he lived long enough for such a possibility to have existed and whose partnership with Ira might have produced a comparable achievement.

#### Reprise: MGM’s *Oz* as an “Integrated” Movie Musical?

The preceding survey of the many diverse influences within Arlen and Harburg’s *Oz* songs should in no way suggest that their efforts for the film are disorganized or

haphazardly arranged—for nothing could be further from the truth. Harburg in particular ensured that the musico-dramatic structure of their song score was streamlined and cohesive. Over the course of the pair’s assignment, in fact, Harburg occasionally stepped away from writing the songs to collaborate with some of *Oz*’s screenwriters (especially Langley, Ryerson, and Woolf, as discussed previously). In a unique role for a studio-era lyricist, Harburg wrote the lead-in dialogue for the songs (smoothly inserting them into the narrative), helped edit the script, and even rewrote one of Langley’s slated song slots as a comedic dialogue scene instead: the lightly satirical section in which the Wizard, although revealed to be a humbug, still grants the wishes of Dorothy’s comrades in a mock “awards ceremony.”<sup>175</sup> But even in these periodic collaborations, Harburg seems to have worked somewhat independently at times. In addition to the “awards ceremony,” several screenplay drafts include individual song scenes submitted separately by Harburg.

Perhaps most significantly, Harburg is primarily responsible for successfully adapting *Oz*’s evolving screenplay to suit the film’s songs, thereby achieving the strong narrative structure desired by Freed and Edens. In the early 1970s, Aljean Harmetz interviewed Harburg on this topic for her *Oz* volume, during which the lyricist explained how he accomplished the narrative cohesion in the film. Perhaps surprisingly, both Harmetz and Harburg used the now-problematized term “integrated” to describe this phenomenon. But we must remember that by the 1970s, “integrated”—although *presently* a hot-button label among scholars and creative artists—had (wrongly or rightly) been adopted within the musical theater community, and was thus employed fairly casually. Harburg’s terminology during the time of *Oz*’s production is interesting by comparison: just before the film’s official release in summer 1939, Harburg did *not* use

the word “integrated” when interviewed by *The Los Angeles Times*. Instead, he explained that he hoped to accomplish with his lyrics what L. Frank Baum had achieved with his *Oz* books, and described his and Arlen’s approach for the film as follows: “We think we’ve found a way to eliminate stop-plot numbers from the screen.”<sup>176</sup>

Yet in light of current scholarly discourse on “integration,” Harburg’s remarks to Harnetz from the 1970s are especially curious. For her book—a study targeted mainly toward a general audience—Harnetz summarized and published several of Harburg’s statements, but left many compelling observations unpublished within her notes. The quote below, then, includes essentially all of Harburg’s remarks on this topic from what were actually two phone interviews. His unpublished comments appear in parentheses, and brackets are occasionally used for clarification:

[There was] a lot of trouble with the [Oz] script. Songs seem simple...They’re not. The process of putting music in is very intricate. (I knew how to change plot around to make the plot fit the songs.) I liked a lot of things Langley had and threw the other stuff out. I clarified the story. I edited the whole thing and brought back Langley’s story, which was simpler. And I added my own. (The whole Munchkin sequence was done in prose. I threw it out and lyricized it. That was daring...the whole ten minutes in rhyme...never done before or since...all rhymed up. [The script was] all cluttered up. Not until the songs came in did you know how to eliminate.) The function of song is to simplify everything, to take the clutter out of too much plot and too many characters, to telescope everything into one emotional idea. You have to throw out the unnecessary (to make the songs work). And lots of things not in the script have to be invented to make the songs work. (All the songs in *Wizard* were plot. [It was] a kind of revolution in picture musicals, but then [the studios] reverted right back [to what they had been doing.]) ([At Florence] Ryerson’s house in the Valley...we’d work there for many a day. I was in on all the dialogue. Freed said, ‘Let’s get a score out of this;’ [It was not his idea for an] integrated score. I realized this was a whole new development for musicals. It had to be. [I knew] *Love Me Tonight* [and] *High, Wide and Handsome* [and the] Lubitsch films.) The trouble was, the stories didn’t give the lyric writer enough leeway. ([As for integration,] ‘We’re Off to See the *Wizard*’ became a motif throughout the show.) [...] Freed accepted the

integrated concept [that I suggested] quickly. He was very encouraging. Also, I must give credit to Roger Edens. Freed respected him and he had very good taste. Freed always got encouragement from Edens. They were two people who weren't afraid to try new things. Freed appreciated a good song. His own songwriting was not above average.)<sup>177</sup>

Harburg's comments demand that we delve more deeply into the ever-complex issue of integration. But before unpacking this citation, we need to make a couple of corrections. Perhaps Harburg was misremembering some of his *Oz* experiences, or maybe he was taking credit for certain accomplishments achieved by others. Regardless, we know from the archival sources that Freed and Edens had already planned *Oz* as a "integrated" movie musical à la *Snow White*, well before Arlen and Harburg arrived at the studio. Additionally, Edens and Langley had written the Munchkin scene in rhyme before the partners came on board. And even if Arlen and Harburg reached new narrative heights with what had been done prior to their arrival, the Munchkin scene is not, as Harburg states, ten minutes long (it is in fact closer to six minutes in length)—nor was this achievement entirely unprecedented. For again, the Gershwins (and to some extent Rodgers and Hart) had experimented with such extended, operetta-like sequences prior to 1938-1939. Furthermore, we should scale back two other claims: certainly, within the time frame of his contract, Harburg wrote a great deal of *Oz*'s dialogue, including (as stated) the crucial lead-in lines to the songs. And he definitely contributed heavily in clarifying and uncluttering the *Oz* script. But "in on all [the dialogue]" and "edited the whole [script]" are clearly overstatements.

Yet despite the occasional self-aggrandizement, most of Harburg's assertions above are valid. And in truth, we should look past such periodic embellishments to focus specifically on his *methods* of achieving *Oz*'s strongly narrative structure—statements



that are quite reliable. For when it came to his artistic philosophies and the actual techniques of his craft, Harburg was very much a straight shooter. Thus, his observations about the intricate “process of putting music in” to an existing script can be taken at face value. Of particular interest are the following comments, which bear repeating: “I knew how to change plot around to make the plot fit the songs...Not until the songs came in did you know how to eliminate...The function of song is to simplify everything, to take the clutter out of too much plot and too many characters, to telescope everything into one emotional idea...You have to throw out the unnecessary...[and] lots of things not in the script have to be invented to make the songs work...All the songs in *Wizard* were plot.”

For Harburg, then, a musical’s songs should be given primacy over its narrative. In other words, a production’s songs reign supreme. And thus, the songs wag the plot. We might even make a convincing case, as does Arlen chronicler Walter Rimler, that in Harburg’s estimation, “songs could do more than advance the plot. They could *be* the plot.”<sup>178</sup> Intriguingly, though, Harburg’s theories turn the all-too-commonly accepted notion of what constitutes “integrated” on its head. As previously explained within this section, the 1943 debut of *Oklahoma!* spawned a faulty but blanket usage of the “integrated” label—one that has dominated both popular and scholarly spheres (and that has only recently been challenged within academia): songs in a so-called integrated musical supposedly support the primacy of the *drama* overall. By this principle, songs are subordinate to the governing narrative. We might recall Gerald Mast’s 1987 description of the term, which perhaps best represents the manner in which the concept was promulgated within scholarship until the roughly the last decade: “Many [integrated] twentieth-century musicals aimed for and achieved an homogenous synthesis of dramatic,

theatrical, and performance components. [...] Integration implies...the coordinated ability of all elements of a musical show to push the story forward out of proportion to the individual weight of each element. [...] Each [element] functions dramatically to propel the book forward.”<sup>179</sup>

But clearly, Arlen and Harburg’s song score for *Oz* does *not* conform to this model, regardless of how firmly the concept has been entrenched within the realms of musical theater. Granted, Arlen and Harburg’s efforts for the film present an especially strong cohesion of song and plot. Additionally, the movie’s songs are unusually character specific for the era. Yet when all is said and done, the duo’s overall musico-dramatic design does not exhibit the purported ideal of a homogeneous, “integrated” whole—certainly not one in which the songs support a dominant, overriding narrative. Actually, by Harburg’s own account, the *Oz* screenplay—due in large part to his input—was written to accommodate the film’s songs, rather than the other way around. In fact, musical theater scholar Dominic McHugh has offered the following observation on this very topic for the present dissertation: “[Arlen and Harburg’s procedure for *Oz*] is the opposite of the integrated approach, if one believes in it.”<sup>180</sup> Moreover, the many varied influences within the *Oz* songs—especially the vaudevillian and jazz-inspired qualities of several numbers—draw attention to the act of performance, rather than embedding it.<sup>181</sup> By Mast’s standards, at least, this occasional emphasis on the performance component of Arlen and Harburg’s *Oz* material would easily rule out their song score as “integrated,” especially given Mast’s claim that the story in such musicals should be “[pushed] forward out of proportion to the individual weight of each element.”<sup>182</sup> It is thus far better (and

certainly safer amid the current academic climate) to refer to their *Oz* endeavors as “strongly narrative,” as we have from the start of this project.

Having dismissed Arlen and Harburg’s efforts for the movie as “integrated,” we might look at the performance element of their material from a different vantage point—one that brings us full circle back to the *Oz* songs’ overall cumulative authorship. Indeed, not only is every *Oz* number well written to character, but each is also beautifully tailored to the individual strengths and talents of the film’s vocal leads—Garland, Bolger, Haley, and Lahr. Hence, each performer is allowed to shine to such an extent that they clearly serve as coauthors of the individual song segments in *Oz*’s final cut.

#### Arlen and Harburg Submit Their Songs

By the second week of August 1938, Arlen and Harburg had turned in all their numbers except “Follow the Yellow Brick Road” (to be explored later in this study). And as it happens, the mid-August time frame by which virtually all the songs were submitted lines up quite well with two other dates confirmed by the archival records: the conclusion of Arlen and Harburg’s fourteen-week contractual period (which had begun on May 9), and the date of the last screenplay bearing substantial evidence of their continuous involvement with *Oz* (August 8–12, 1938).<sup>183</sup> Significantly, this August 8–12 script discloses Arlen and Harburg’s original musico-dramatic conception for the movie—a strongly narrative structure from start to finish. At this point, having explored much about how these songs were written and their many influences (generally discussed *out* of the order in which they appear in *Oz*’s final cut), it is now useful to see the partners’ song score laid out sequentially. Curiously, throughout the first two-thirds of

this mid-August screenplay (and discounting a few minor deviations), the pair's song placement unfolds in much the same manner as in the finished movie. And here, we can clearly see Harburg's principles at work: for each song scene, the plot is changed around "to make the plot fit the songs." Furthermore, each song telescopes "everything into one emotional idea." For all intents and purposes, then (and as suggested above), Arlen and Harburg's songs become the plot:

- "Over the Rainbow": early in the Kansas prologue, the seemingly simple yet sophisticated ballad immediately defines the complexity of the adolescent protagonist, while providing the necessary dramaturgical setup for the Oz sequence and wistfully conveying one of the fable's principal themes: the underlying tension between the dream of leaving home and the desire to return.
- partial reprise of "Over the Rainbow": in Munchkinland, two phrases from Dorothy's ballad are indicated before one of the film's most iconic lines—"Toto, I've a feeling we're not in Kansas anymore." This brief recap of Dorothy's Kansas song in Munchkinland was planned even before Arlen and Harburg's arrival at MGM, but the duo surely approved of the idea as well. The concept was eventually dropped, but replaced during *Oz*'s post-production phase by a substantial *underscored* reprise of the song's [A] section at this spot.
- "Munchkin Musical Sequence": after Dorothy meets Glinda, the action is continuously carried forward by numerous song-and-patter episodes within an extended frame of roughly six minutes. Conceived entirely in rhyme, the G&S-inspired routine—an affectionate send-up of small town celebrations—begins with the Good Witch's summons to the Munchkins and culminates with the first appearance of the Wicked Witch. The many segments contained within this structure ("The Lullaby League," "The Lollipop Guild," and so forth) are centered around the only complete AABA chorus—"Ding Dong! The Witch is Dead," which is internally reprised.
- "You're Off to See the Wizard": as Dorothy leaves Munchkinland and sets out toward Emerald City, the transition between scenes is beautifully achieved through the first statement of *Oz*'s swinging, traveling theme song.

- “If I Only Had a Brain”/“a Heart”/“the Nerve”: while Dorothy journeys along the Yellow Brick Road, the unique identities of her three companions are clearly distinguished as each character is introduced: the Scarecrow, Tin Man, and Lion sing the same chorus, but with different lyrics tailored to their special needs and individual predicaments. The repetitions of this swinging soft shoe give each performer—Bolger, Haley, and Lahr—a vaudevillian turn at the number, while also functioning as an ongoing reprise that links the three scenes musically.
  - “We’re Off to See the Wizard”: in a similar manner, *Oz*’s theme song—already heard at the end of Munchkinland as “*You’re Off to See...*”—now becomes the unifying number for the companions’ journey: the music is reprised after each statement of “Brain”/“Heart”/Nerve”—i.e., after Dorothy acquires each new friend (first as a duet, then trio, then quartet)—pushing the travelers onward as they skip arm-in-arm toward Emerald City.
- “Choral Sequence to ‘Gates of Emerald City’”: as the comrades walk out of the deadly poppy field, an off-screen heavenly choir joyously begins singing the number’s well-known lines: “You’re out of the woods / You’re out of the dark / You’re out of the night.” The song continues as the unseen voices next usher the comrades along the final stretch of the Yellow Brick Road—until (as the last lyrics state) they “march up to that gate and bid it open.”
- “The Merry Old Land of Oz”: the first statement of this number’s AABA chorus allows the companions to ride in the horse-drawn carriage, while the Cabby explains the metropolis’s carefree attitude; during the second AABA chorus and tag, the friends are spruced up by the Emerald City dwellers for their visit to see the Wizard.
- “If I Were King of the Forest”: the lengthy, multi-section faux coronation aria further delineates the Lion’s character, while providing Lahr a vehicle for numerous operatic spoofs.

In *Oz*’s final cut, the Lion’s “aria” marks the conclusion of Arlen and Harburg’s song score. However, the screenplay of August 8–12, 1938, includes a significant amount of material created by the songwriters to follow the Lion’s showcase—all of which was deleted after their departure from the film. In fact, if we consider what the partners submitted by mid-August 1938, their musico-dramatic curve would have continued along as follows:

- “The Jitterbug”: this song-and-dance routine—an up-tempo swing tune conceived as the only substantial ensemble exclusively for the four singing principals—prepares the narrative’s climax: as the travelers enter the Haunted Forest, the comic routine occurs just before the plot’s climactic events surrounding Dorothy’s capture. The dramatic arc of Arlen and Harburg’s song score would have peaked with this number.

“The Jitterbug,” in turn, would have been balanced by several vocal reprises during the final third of the movie, complementing the story’s falling action and dénouement:

- “Over the Rainbow”: while held captive in the Witch’s castle, Dorothy sings a partial reprise of her number. The August 8-12, 1938 screenplay reveals that the ballad’s initial [A] section should be heard in the underscore, after which Garland would actually begin singing with the song’s bridge material. For this reprised bridge, Harburg created different lyrics from those heard in the film’s opening barnyard scene. This partial recap of Dorothy’s ballad unfolds in the August 8-12, 1938 screenplay as follows:

---

MEDIUM SHOT – DOROTHY

“Over the Rainbow” theme comes in softly. She stands in the middle of the room looking round desperately; then runs to the door and tries it without success. She backs away in terror to the table with the crystal and the hour-glass on it and falls sobbing with her head on her arms beside her; she half raises her head and sings softly, with great feeling and pathos.

“Some day I’ll wake and rub my eyes  
And in that land beyond the skies  
You’ll find me— ”

She breaks off while music continues the next eight bars, as if she is too overcome to sing, then finishes the last eight bars;

“Somewhere over the rainbow, bluebirds fly  
Birds fly over the rainbow ... why then oh why can’t I?”

Dorothy (sobbing)  
I’m frightened – I’m frightened... Oh, Auntie Em—I’m  
frightened...

---

Notably, during *Oz*'s production phase, most of the above scene was shot, with Garland singing *live* on the set (a very atypical procedure for the studio). And in fact, her powerfully moving vocal performance of this reprise is preserved on *Oz*'s original music tracks. In *Oz*'s final cut, though, only the following sequence of shots is preserved: the Witch threatens Dorothy by turning over the hourglass, showing the young girl how much longer she has to live. The Witch then exits, leaving Dorothy locked in the castle. A closeup ensues on the hourglass with the sand running through it. But at this point, the final cut suddenly cuts to a medium shot of Dorothy: she moves closer to the Witch's magic crystal, begins sobbing more profoundly, and sits down. Dorothy then delivers the familiar line above, "I'm frightened – I'm frightened... Auntie Em—I'm frightened..." during which the [A] section of "Over the Rainbow" begins in the underscore (created during *Oz*'s post-production phase). Subsequently, the crystal ball itself dissolves into a "trick shot" of Aunt Em on the Kansas farm, calling: "Dorothy...Dorothy, where are you?"

- "Ding Dong! The Witch is Dead": in the August 8-12, 1938 screenplay, after the Witch is melted, Dorothy's triumphant return to Emerald City is marked by a choral reprise of the partners' "Ding Dong" march (followed a few scenes later by Harburg's mock awards ceremony).<sup>184</sup> This reprise was also recorded and shot.
- "The Merry Old Land of Oz": unlike the above two cases, this third reprise was *never* recorded or shot. However, in the August 8-12, 1938 screenplay, the ensuing action unfolds: before Dorothy clicks her heels together, the crowd begins a soft ensemble reprise of "The Merry Old Land of Oz"—the number that had first been sung when the companions entered Emerald City. This reprise was likely intended by the songwriters as a choral finale—perhaps now to be taken at a slower tempo than heard previously—thereby bringing closure to duo's projected cyclical structure and setting up a smooth transition to the Kansas epilogue.

With the above concept in mind, Arlen and Harburg completed their *Oz* contracts, entrusting their efforts to the hands of many talented others down the line. Evidently, they were briefly called back to the *Oz* set (perhaps on a few separate occasions) from late November through December 1938. During this period they would accomplish the

following: recording rehearsal demos for “Munchkin Musical Sequence” and “Choral Sequence to ‘Gates of Emerald City’” (both of which correspond quite faithfully to the songs’ respective piano-vocal manuscripts but *not* to the completed film—further evidence they were uninvolved with arrangement and orchestration); and as stated, writing “Follow the Yellow Brick Road”—their only substantial addition to the song score after mid-August 1938.<sup>185</sup>

## Arrangement

### “Routining” the *Oz* Songs: Edens’s Continued Authorship

During the arrangement stage, the significance of Roger Edens’s authorial input emerges yet again. Edens—the extraordinary pianist who had been Garland’s coach and accompanist for years—served as *Oz*’s musical supervisor and Freed’s chief assistant. In a 1958 interview, Edens recalled that he had also done a great deal of “arranging” for *Oz*, without specifying precisely what he meant by this often ambiguous term.<sup>186</sup> While surviving records provide no further clarification, by “arranging,” Edens presumably meant “routining” (described momentarily)—a duty for which he is well remembered.<sup>187</sup> Indeed, Edens performed this task on numerous MGM musicals, both before and especially after *Oz* as part of what would soon become MGM’s celebrated “Freed Unit.” In this capacity, he seems to have served as an intermediary figure who took the reins from Arlen and Harburg and—likely in consultation with the film’s directors, choreographers, and *Oz*’s music supervisor Herbert Stothart—developed and adapted the duo’s songs before they were orchestrated and prerecorded.



For film musicals, the first steps of routining usually involved coaching and rehearsing: determining appropriate keys and tempi, working on interpretation, diction, and so on. Given his wide-ranging musical skills, Edens was an ideal candidate for such work. As Larry Blank explains:

Edens was a major accompanist and ‘arranger’ with singers and artists before going to the Hollywood studios. Pianists for singers were automatically arrangers in that they would adjust keys and accompaniments for vocalists.<sup>188</sup>

### Key Choices and Tempi

While coaching Garland for *Oz*, then, Edens was the individual most likely to have suggested she sing “Over the Rainbow” in A-flat major for the movie—a key that sits so beautifully in her voice. (Messenheimer had taken down the ballad in its published key of E-flat major, which is clearly apparent in the June 29, 1938 piano-vocal manuscript, shown earlier on p.189.) Similarly, in *Oz*’s final cut, the key of “Brain”/“Heart”/“Nerve” was adjusted to suit the individual vocal ranges of Bolger, Haley, and Lahr. Messenheimer had actually notated each of the in-house piano-vocal manuscripts for “Brain”/“Heart”/“Nerve” in F Major (the song’s published key). But within the finished movie, the number is transposed down a bit for each performer: Bolger sings “Brain” in D major, and Haley and Lahr sing their respective turns of “Heart” and “Nerve” in E-flat major. Almost without question, all such key choices were worked out by Edens during coaching sessions with *Oz*’s cast members before the numbers were sent on to be orchestrated. (Edens himself did not orchestrate any of the *Oz* songs.)

As each number was coached and rehearsed, Edens likely found a suitable tempo range—tailored not only to character, but also to the strengths of individual performers and ensembles. For instance, each iteration of “Brain”/“Heart”/“Nerve” is performed at a different tempo—custom-fitted to the personalities of the Scarecrow, Tin Man, and Lion, as well as to the unique talents of Bolger, Haley, and Lahr. (The varying repetitions of this number will be explored later, within the section on “Orchestration.”) Nonetheless, such preparation regarding tempo was necessary to prepare the cast for prerecording sessions, during which numerous “takes” of a given number were recorded, often at slightly different tempi.

#### Overall Format, Modulations, and Timings

But routining/arranging entailed additional duties: laying out the overall format of numbers with choreographers and/or directors, inserting modulations, timing the songs (adding necessary extensions to accommodate staging or choreographic demands), and other details required to adapt Arlen and Harburg’s material to the film’s requirements. Edens very likely notated his arrangements in order to give them to the songs’ orchestrators, but regrettably, none of these manuscripts has survived. Still, we can determine much of his input from the surviving sources. A few examples will illustrate his adaptation.

Arlen and Harburg’s piano-vocal manuscript of “Munchkin Musical Sequence” (dated July 5, 1938, as transcribed by Messenheimer) only loosely corresponds to the number in the completed film. As shown below, this manuscript begins in F major with Glinda’s initial solo section in 3/4: “Come Out, Come Out Wherever You Are”:

- 3.40. MGM piano-vocal manuscript for “Munchkin Musical Sequence,” July 5, 1938, (trans. Sam Messenheimer), mm.1-4

3545  
7-5-38

# "MUNCHKIN MUSICAL SEQUENCE."

Production "WIZARD OF OZ"

Good Witch, Munchkins, Dorothy, Mayor, Barristers, Coroner, Fathers,  
Tots, Kids etc...

Lyric by E.Y. Harburg      Music by Harold Arlen

Transcription by Sam Messenheimer

Good Witch

Come out, come out wher-ev-er you are and

mp

Later on in this manuscript, when Glinda finishes her opening statement (on the phrase “a miracle occurred”), the meter changes to 2/4, and during the following eight-bar transition to the second section Dorothy *speaks* the well-known lines in notated rhythm: “It really was no miracle / what happened was just this.” In the following excerpt, we can see this meter change at letter [A], as well as the 8-bar transition, beginning just as Glinda’s line ends on the downbeat of m.2 (on the second syllable of “occured” [sic]):

3.41. MGM piano-vocal manuscript for “Munchkin Musical Sequence,” July 5, 1938,  
(trans. Sam Messenheimer), transition to second section

The image shows a handwritten musical manuscript for the "Munchkin Musical Sequence." It consists of three systems of music, each with a vocal line and a piano accompaniment. The first system begins with a boxed letter "A" above the vocal line, which has the lyrics "mira-cle oc-cured." followed by "It". The second system has the lyrics "real-ly was no mir-a-cle, what hap-pened was just this" followed by "bung". The third system has the lyrics "wind be-gan to switch the house to pitch and" followed by "Cin spirite" and "poco staccato". The piano accompaniment features various musical notations, including chords, eighth notes, and dynamic markings like "f" and "poco staccato".

Significantly, there is *no modulation* here at letter [A], nor during the 8-bar transition. Instead, at the meter change to 2/4, four instrumental bars continue along in F major, leading directly into the four bars spoken by Dorothy (seen in the second system above, beginning with the previously-mentioned line: “It really was no miracle...”). This 8-bar transition segues next into Dorothy’s *sung* lines, also in F major (shown in the third system above: “The wind began to switch / the house to pitch”). Intriguingly, Arlen and Harburg’s own demo recording for the “Munchkin Musical Sequence” (dated November 22, 1938) correlates very well to this in-house piano-vocal manuscript from July 5: one can hear Arlen singing and playing Glinda’s opening music in F major, and at letter [A] (and during the following section for Dorothy), the key remains F major. It is quite

likely, in fact, that Arlen was reading the July 5 piano-vocal manuscript when recording the November 22 demo.

By *Oz*'s final cut, however, a few adjustments have been made—almost certainly by Edens during the routining/arrangement stage: the number opens with Glinda (Billie Burke) singing in E-flat major—a whole-step down from the F major of the July 5 piano-vocal manuscript. Perhaps E-flat was simply a more comfortable key for Burke than F. Also in the finished movie: at letter [A], a modulation *down a minor third* has been inserted during the eight-bar transition as Dorothy speaks her lines—from E-flat major to C major. In fact, by the time Dorothy begins singing (“The wind began to pitch”), C major has solidly been established. The modulation to C probably ensured that Garland would sing this section in a relaxed key within her lower tessitura—a range very close to that of the spoken lines she had just delivered.

### Adding Extensions

Another example of Edens's likely routining/arranging is also found within the “Munchkin Musical Sequence.” In the July 5 piano-vocal manuscript (the same score as shown previously, but now later in the routine), the conclusion of the first AABA chorus of “Ding Dong! The Witch is Dead” (in C major) is followed by a 6-bar instrumental transition. This brief transition modulates to G major, and leads into the routine's next section (beginning as the Mayor sings, “As Mayor of the Munchkin city / in the county of the land of Oz”). The 6-bar instrumental transition is shown in the next example, beginning in m.3 of the top system. After the transition, the Mayor enters in the last bar

of the second system, and the key change to G major is noted; his solo line continues at letter [E] (m.1 of the bottom system):

- 3.42. MGM piano-vocal manuscript of “Munchkin Musical Sequence,” July 5, 1938, (trans. Sam Messenheimer), instrumental transition to “As Mayor of the Munchkin City”

ENTRANCE OF Mayor and Five City Fathers, Barristers etc.

dead.

Brass MARCATO

Mayor

As

Rit.

E

May-or of the Munch-kin ci-ty... in the coun-ty of the land of

Tempo

In *Oz*’s final print, however, this 6-bar instrumental transition has been expanded to twenty measures—with additions based on material from the [A] section of “Ding Dong.” The now-20-bar passage moves from C major through several keys until landing in G major for the Mayor’s entrance. Watching this scene in the completed movie, one reasonably infers that the inserted music was added to allow more time for several characters to enter the scene through the center back doorway: first, three Munchkin heralders with trumpets proceed through the door, followed by the Munchkin Mayor himself (who bows to Dorothy and tips his hat), then by the other town dignitaries.

### Time Frame of Edens's Routining

Most of the film's solo songs and small vocal ensembles seem to have been routined/arranged during fall 1938—well after Arlen and Harburg had completed their contracts.<sup>189</sup> Additional routining (for the larger ensembles, revisions to the smaller numbers, etc.) was surely completed later—during *Oz*'s production phase—even longer after the duo's departure. Considering such information, chances are quite slim that the songwriters collaborated with Edens on the songs' routining. Instead, for this type of activity—adapting the musical numbers to suit the needs of cast members, staging, and choreography—Edens likely worked with several different personnel: individual performers and ensembles, *Oz*'s directors (principally Victor Fleming), and especially the movie's primary choreographer, Bobby Connolly. Connolly's assistants, Dona Massin and Arthur “Cowboy” Appel, probably also participated with most scenes. As mentioned, Stothart would likely have been in the loop as well—kept informed of the songs' progress at this stage before he and his crew received the numbers for further development (orchestration, prerecording, and so forth).

### Song-and-Dance Routines for “Brain” and “Heart”

Certainly, *Oz*'s major ensembles (like the “Munchkin Musical Sequence” and “The Merry Old Land of Oz”) feature rather complicated staging; thus, in terms of routining/arranging, these large-scale production numbers would have required considerable coordination among Edens and other personnel. But a good deal of planning was also necessary for the film's song-and-dance routines, such as “The Jitterbug” (the number for solo quartet, cut during *Oz*'s previews) and two other *solo* song-and-dance numbers: “If I Only Had a Brain” and “If I Only Had a Heart.”

Actually, up to and throughout *Oz*'s preview period, the sung choruses of both "Brain" (by Bolger) and "Heart" (by Haley) were immediately followed by soft-shoe dances, although as already noted, Bolger's extensive dance routine was deleted just prior to *Oz*'s official release. Regardless, Edens likely routined both song-and-dance scenes—and perhaps on more than one occasion for each. As we will see, in fact, several unforeseen changes occurred with these numbers during *Oz*'s production. This was particularly true for "Brain," which was re-recorded and re-shot several times.

### Choral "Arranging"?

Before discussing the *Oz* songs' orchestrations, we should acknowledge that the term "arranging" can also denote *choral* arranging. And certainly, several of the songs within *Oz*'s final cut include a choral component (e.g., "Munchkin Musical Sequence," "Follow the Yellow Brick Road," "The Merry Old Land of Oz," and "Choral Sequence to 'Gates of Emerald City'"—later expanded and retitled "Optimistic Voices"). Surviving records do not specify who completed the choral arrangements heard within these numbers. Still, such vocal parts were almost certainly arranged primarily by Ken Darby—a member of Stothart's team who received screen credit on *Oz* (under the ambiguous, incomplete listing for "Orchestral and Vocal Arrangements"). In fact, Darby—arguably more than any other musician assigned to *Oz*—was particularly adept at choral arranging. Darby had come to MGM from years as a singer and choral arranger for various mixed groups and especially for *The King's Men*—his own successful male quartet (in which he sang bass) that had appeared in several films and had made numerous recordings, some backing Bing Crosby. Like Edens, then, Darby can clearly



be seen as a contributor to the *Oz* songs' overall cumulative authorship, particularly since most (if not all) of his choral arrangements were written long after Arlen and Harburg had left the production. Accordingly, Darby's efforts for *Oz* will be discussed in subsequent sections of this dissertation devoted to production and post-production.

## **Orchestration**

### "Arranging" vs. "Orchestrating": Distinguishing the Terminology

Progressing along *Oz*'s assembly line, the vague term "arranging" requires further clarification: within the context of commercial music, "arranging" is sometimes used interchangeably and/or conflated with "orchestration." In actuality, though, these duties are distinct. Arranging for film musical scores involves creating "settings" or "backgrounds" for songs: planning the overall format of numbers (sometimes overlapping with routining, as described above), possibly modifying harmonic content and/or adding original material (thereby blurring the lines between arranging and composing), perhaps even borrowing from preexisting music. Orchestration (if strictly defined) is more specific, and refers to assigning instruments within a composition. For movie musicals, arranging and orchestration are generally carried out by the same person—an "arranger/ orchestrator." Again, Larry Blank provides further insight:

The orchestrators [of the *Oz* songs] . . . were naturally arrangers as well as orchestrators. None of them simply assigned notes to the instruments. They all created backgrounds for the singers and countermelodies. It was part of the job. . . . Arranger/orchestrators could include anything that came to their imagination or fingers, using quotes from existing material, classical or popular, other works from the same composers and anything that they [themselves] might have created.<sup>190</sup>

Before leaving the topic of terminology: among professionals in the commercial music field, the term “chart” is also commonly used interchangeably with both “orchestration” and “arrangement.”

The following illustration shows the first page of *Oz*’s Pre-Recordings log. The orchestrator for each of the film’s songs is listed within the bottom portion of this document (beneath the double line), in the fourth column from the left:<sup>191</sup>

### 3.43. *Oz*’s Pre-Recordings log, 1938-1939

PROD. 1060 WIZARD OF OZ		PRE-RECORDINGS			SCORER Herbert Stothart		
SONG NUMBER	TITLE	COMPOSER	LYRICS	COPYRIGHT & DATE		MPPA	PUBLISHED
3511	Jitter Bug	Arlen	Harburg	168650	5-28-38	5-28-38	
rev	(sequence)			171654	7-18-38		
				179010	8-12-38		
3554	Ding Dong the Witch Is Dead	Arlen	Harburg	175157	8-22-38		
3525	If I Only Had a Heart	Arlen	Harburg	171656	7-18-38		
3537	Over the Rainbow	Arlen	Harburg	171647	7-18-38		
rev				175159	7-18-38		
3564	If I Only Had a Brain	Arlen	Harburg	171652	7-18-38		
	(additional verse)			177783	10-1-38		

NUMBER	TITLE	COMPOSER/ARR.	ORCH.	TAKE NO.	PERFORMED BY	DATE	TIME
01 rev	If I Only Had a Brain (Song & Dance)	Arlen	Cutter	2002-13/15/16/19; 2012-2/5/8; 2017-3/5/7/8/10/11; 2501 to 2503 (see log)	Bolger; Garland; orch	9-30-38	1:19 3:07
	" New Endings	Stothart	"	2575-1; 2578-1; 2583-6 to 11; 2003 to 2004 (see log)			
02	If I Only Had the Nerve	Arlen	Cutter	2032-1	B Lehr; B Ebsen; Bolger; Garland; orch	"	1:44
03	Wonderful Wizard Of Oz	"	"	2005 to 2010; 2025 to 2028 (see log) 2095-3; 2102-1; 2109 to 2111; 2113 to 2117; 2119 to 2122 (see log)	B Lehr; B Ebsen; Bolger; Garland; orch	"	2:30
	Off To See the Wizard			2588 to 2590 (see log)	Piano; harp	7-9-39	1:01
04	If I Only Had a Heart (Song & Dance)	Arlen	Cutter	2011-7/8/9; 2013-2/3/4/7; B Ebsen; A Caselotti; orch 2011-3/4/5/10/13/21/22; J Haley; orch 2014 to 2016		9-30-38 10-8-38	3:00 1:19
05	Jitterbug	Arlen-Harburg	Salinger	(see log)	Garland; Ebsen; Bolger; Lehr; orch	10-6-38	3:29
06	Over the Rainbow	Arlen	Cutter	2019-1/2/4/6/7/8 2029-2	Garland; orch	10-7-38	2:13
07	(Recitative) If I Were King Of the Forest & )	Arlen-Stothart	"	2020 to 2024 (see log) 2028-1/2; Garland; Ebsen; Lehr; 2030-6/8/9; 2557-1/2/3	Bolger; orch	10-11-38 5-8-39	3:43 1:02
08	Munchkin Musical Sequence	Arlen	Arnoud	2040-2041; 2057 to 2090; B Burke; Garland; B Blotcher; 2092-2093 (see log)	L Bridges; chorus; orch	12-14-38	9:14
	Coroner Sequence			2505-1 to 8; 2578-7/10			
	Leaving Munchkinland	Stothart	Cutter	2580-1/3		7-9-39	1:22
	Clinka's Last Appearance			2582-1/2		7-9-39	1:29
09	" Tin Man	Stothart	Cutter	2096-4; 2097-3 2552-1/2; 2553-7/8	Haley; orch	5-8-39	1:14
010	Yellow Brick Road	Arlen	Cutter	2098 to 2101; 2103 to 2106 (see log) see also #6			
	Marimba Notes			2018-1/2/3		10-1-38	1:19

### Orchestrating the *Oz* Songs: the French Connection

A quick note should be made concerning the various MGM personnel involved in the *Oz* songs' orchestration: Stothart himself, even as *Oz*'s music director, did not orchestrate any of the music in the movie, but instead assigned members of his staff to score each of the film's songs or background music cues. And as the above document indicates, Stothart assigned one principal arranger/orchestrator for Arlen and Harburg's songs: Murray Cutter (née Maurice Cotto; 1902-1983)—a talented French émigré who received on-screen credit for *Oz* under the listing "Orchestral and Vocal Arrangements" (the same generic, incomplete heading used for *Darby*, as noted earlier). Cutter's background deserves at least a brief summary, especially since he arranged and orchestrated all of Arlen and Harburg's numbers in *Oz*'s final cut except "Munchkin Musical Sequence," which was arranged and orchestrated by the *uncredited* Leo Arnaud—another gifted French transplant who ended up in Hollywood. (Arnaud's name also appears on the above document—appropriately enough, two columns to the right of the listing for "Munchkin Musical Sequence." Arnaud's background will be covered shortly.) In any case, Cutter grew up in a musical family in Nice, France, and began his musical life as an organist and pianist. He later performed with popular and concert orchestras throughout France before touring Europe with American dance bands for six years. After coming to the US in 1927, he settled in Chicago, where he studied piano with Carl Reekzeh and counterpoint with the prolific composer and church musician Leo Sowerby. Cutter was soon playing and directing in theater pit orchestras in Chicago, Philadelphia, and New York, eventually arranging for Paul Whiteman and working on Broadway shows. In November 1936, Cutter left Whiteman and moved to the West

Coast. He landed a job as an orchestrator at MGM for Stothart, starting with the studio's 1937 film version of Cole Porter's *Rosalie*. By 1938, he had been assigned as one of the orchestrators on *Oz*, and as we know, his efforts are heard in virtually all the songs in the finished movie. Significantly, Cutter also orchestrated *many* of *Oz*'s underscoring cues composed by Stothart and/or others, including the following: the "Main Title" (the overture accompanying the film's opening credits, composed by Stothart); "Munchkinland" (the underscoring as Dorothy first enters Technicolor, also written by Stothart); and "Poppies" (composed by Stothart's assistant, Bob Stringer, heard during the poppy scene). One of the era's top orchestrators, Cutter remained part of Stothart's team at MGM for several years before moving over to Warner Brothers in 1946 to work for composer Max Steiner, with whom he shared a long-term collaboration.<sup>192</sup>

The credentials of arranger/orchestrator Leo Arnaud (née Noël Léon Marius "Leo" Arnaud, 1904-1991) should also be surveyed—even if his sole contribution to *Oz*'s final cut was for "Munchkin Musical Sequence." In fact, Arnaud—one of Hollywood's leading orchestrators throughout the mid-twentieth century—is perhaps a bit more famous today than Cutter, if only for one composition that would forever put him on the map: several years after *Oz*, Arnaud would write the popular trumpet fanfare—originally entitled "Bugler's Dream" (1958)—later used by television networks as the Olympic theme during the mid-1960s-1980s (and occasionally to this day).<sup>193</sup> Born in Lyon, France, Arnaud's musical studies encompassed a wide variety of endeavors: percussion, harmony and counterpoint, cello and trombone, conducting, and jazz. He eventually studied with Vincent d'Indy and became associated with Maurice Ravel. (In return for Ravel's instruction on orchestration, Arnaud gave Ravel advice on jazz rhythms and

syncopation. He also assisted with the notation of trombone solos in Ravel's music.) In 1931, Arnaud emigrated to the US and worked principally as an arranger in New York, but performed as a jazz musician as well. In the mid-1930s, he relocated to California, joining MGM in 1936. Aside from *Oz*, Arnaud was associated with more than 150 films as an arranger, orchestrator, and/or composer in a career spanning over forty-four years.<sup>194</sup>

American musician Conrad Salinger arranged and orchestrated the ill-fated "Jitterbug" number. Although this contribution to *Oz* was deleted, Salinger (1901-1962) was involved with *Oz*'s recording sessions and, curiously enough, shares a French connection with Cutter and Arnaud: upon graduating from Harvard, Salinger studied harmony and orchestration with Nadia Boulanger at the Paris Conservatoire in 1923. His other teachers in France over a six-year period included Charles Koechlin, and (possibly) Ravel and Paul Dukas. Returning to the States in 1929, Salinger worked on Broadway for several years and was a staff arranger at Harms, Inc. (one of the largest publishers on Tin Pan Alley). Eventually he too landed in Hollywood: after *Oz* he became one of the most important musical figures in MGM's Freed's Unit, working side-by-side with Edens and other handpicked members of Freed's team for the studio's most prestigious series of movie musicals through the early 1960s.<sup>195</sup>

#### MGM's Musical "House Style"

Salinger's early association with French music is certainly intriguing. However, as for the orchestrators of the *Oz* songs, it is Arnaud and especially Cutter's French ancestry that is of greatest interest. Given this heritage, it should come as no surprise that

many (though by no means all) of the *Oz* songs' orchestrations exhibit a decidedly French character—one steeped in the impressionism of Debussy and Ravel. The orchestrations of numerous underscoring cues in *Oz* are also imbued with an impressionist quality—a luminous orchestral texture for which MGM (and Stothart in particular) were well known. During its heyday, in fact, MGM's music department cultivated a "house style" of sorts—a unique sound that would set their scores apart from those of other studios. In this endeavor, MGM's music department mirrored the efforts of the studio as a whole, which carefully crafted a distinctive "house look" for the screen. A bit of explanation is in order at this point: although all the Hollywood studios of this period followed similar production practices, they nonetheless tended to specialize in certain types of films and developed an individual, identifiable appearance. MGM's house look was generally one of lush spectacle, glamour, and gloss. No set was too lavish; no special effects too expensive.<sup>196</sup> MGM's resolve to carve out a niche for itself extended to every department in the studio, including music—and even more specifically, to the music department's orchestration staff. Harnetz offers a somewhat helpful (albeit oversimplified) explanation of this phenomenon:

Just as films from different studios had a different look during the thirties and forties, so they also had a different sound. Warner Bros. accompanied the harsh and grainy look of their films with dissonant musical scores full of brass. You could always hear the trumpets and the horns in a Warners movie. [...] The 20<sup>th</sup> Century-Fox sound was also brassy, but it was more strident than Warners, a kind of booming sound that was brassy and shrill. The lush look of MGM films was duplicated in the lush, sweet sound of their musical scores. At MGM, it was strings, strings, and more strings—what someone best described as 'a great wash of mush.' The background treatment of the themes in *The Wizard of Oz* was done in an impressionistic style that was popular during the late thirties, the dreamy idiom of such French composers as Debussy and Ravel.<sup>197</sup>

Harmetz's assessment of MGM's musical house style is basically accurate, especially considering that she is a non-musician. But her commentary is somewhat problematic. The implication in her last statement above—i.e., that the background treatment of *all* the themes in *Oz* was done in an impressionist style—is misleading. In truth, some of the film's cues, both in their composition and orchestration, reflect the influence of late Romanticism and the Russian/Slavic nationalists. And while MGM orchestrations certainly tended to favor strings (particularly those orchestrations overseen by Stothart), whoever described the sound as a “great wash of mush” seems not to have been an admirer of what is typically quite a refined string texture. In fact, Stothart frequently used the term “exquisite” to describe the elegant, polished sound he wanted from his orchestrators and orchestral musicians.<sup>198</sup>

Clearly, for MGM's orchestration staff as a whole during this period, the French influence was very much favored—a preference confirmed by film historian-musicologist William H. Rosar, who fortunately interviewed both Cutter and Arnaud before they passed away:

Murray Cutter, a Frenchman by birth, told me how francophile the MGM scoring staff was in the old days (well, Franco-Russian I suppose), something he and his compatriot Leo Arnaud, who had known Ravel in Paris, played up to the hilt. It was a sensibility that was very much fostered by Stothart who, I have heard from those who worked with him, was like an over-soul whose charismatic presence was felt everywhere [around the music department], even though he was actually never [MGM] music department head.<sup>199</sup> Bob Stringer, who [...] was music editor on *Oz* as well as writing a few cues for the score, was also heavily into French impressionist music and actually quotes a passage from Ravel's *Daphnis et Chloé* in [his cue for] “Poppies.”<sup>200</sup> [Stothart's very charismatic and powerful personality hovered over] the MGM music department for a long time. Even as late as [André] Previn's [1962] score for *Four Horsemen of the Apocalypse*, either the producer or director (Minnelli) was not happy with what Previn had written [and instead wanted] ‘Stothart strings.’ [And] that was almost twenty years after Stothart had died!<sup>201</sup>

Rosar's comments are supported by a 1941 article in an issue of MGM's in-house publication, *The Lion's Roar*, which describes Stothart's advocacy of using the impressionist style of Ravel and Debussy for the texture of film scores:

[Stothart] induces audience moods by applying psychology to music. Most of his effects on the mind are achieved, not by use of melodic strains, but by musical effects and color rather than definite melodies: shimmering indefinable effects like the French music of Ravel or Debussy; mood creating chords and effects with just enough melodic line to avoid the toneless.<sup>202</sup>

Concerning Stothart and his team, the following distinction should be made:

Stothart's preference in orchestral texture is quite different from his very Wagnerian-inspired, leitmotivic placement of underscoring within the *Oz* score as a whole (a subject to be examined later). His varying musical influences were rather humorously (and accurately) assessed by Leo Arnaud, who once said of Stothart, "He was an alcoholic on Wagner drying out on the sweet wine of French music."<sup>203</sup>

#### Orchestrators as Contributing Authors: The Time Frame of the *Oz* Songs' Orchestrations

Although the manuscript orchestrations for the *Oz* songs are no longer extant, the few related archival materials that survive (plus modern reconstructions) offer great insight into the process of orchestration. Before addressing this topic, though, the following questions should be considered: what was the time frame during which the orchestrators worked on the film's songs, and how does this factor into the thesis of cumulative authorship? A few of Cutter's own comments help address these concerns: in the early 1970s, Cutter told Harnetz that Stothart held a very loose rein on his arrangers/orchestrators. Cutter was given instructions such as, "This song should be two choruses, this song three, this song is for the Tin Man, so make it sound metallic," after



which he was apparently left on his own.<sup>204</sup> Cutter's remarks are interesting in themselves, of course, but they also support the hypothesis that the songs had been routinized by Edens by the time they reached the arranger/orchestrators.

As for the actual creation of the songs' orchestrations: almost certainly, all the numbers' orchestrations were written after Arlen and Harburg had left *Oz*. As the next several sections will demonstrate, some songs were prerecorded with the MGM orchestra in late September/early October 1938; the orchestrations for these numbers were likely created shortly beforehand, in late August through September 1938. The songs' remaining orchestrations were definitely written months later—well into *Oz*'s production and post-production periods in late fall 1938 through spring 1939.

But how can we assert such a timeline? The sources provide many clues. As stated, several songs were indeed prerecorded *directly with orchestra* in early fall 1938. According to the film's Daily Music Reports, Pre-Recordings log, and original music tracks, *Oz*'s vocal leads—Garland, Bolger, Lahr, and Buddy Ebsen, who was later replaced by Jack Haley—spent several days between September 30 and October 11, 1938, in prerecording sessions with the MGM studio orchestra. During this initial round of sessions they recorded their solo numbers (“Over the Rainbow,” “Brain”/“Heart”/“Nerve,” etc.) and small vocal ensembles (e.g., “We’re Off to See the Wizard,” “The Jitterbug”). Clearly, then, many of the songs' orchestrations were completed prior to these orchestral prerecording sessions. But some of the more complicated numbers were prerecorded later—during *Oz*'s production phase—with piano accompaniment alone, and with piano and vocals on separate tracks (e.g., “The Merry Old Land of Oz,” “Munchkin Musical Sequence”). The two tracks were eventually combined, forming “piano/vocal

tracks.” These numbers were then shot to playback—using the combined piano/vocal tracks—after which the separate piano tracks were discarded. During the film’s post-production phase, the discarded piano tracks were replaced with recently written orchestrations on new tracks that had been recorded independently. Therefore, as with Edens during the routining/arrangement stage, the orchestrators of the songs in *Oz*’s final cut—Arnaud and particularly Cutter—clearly surface as contributing authors.

#### “Over the Rainbow”: Background Details on its Orchestration

One of the numbers prerecorded with orchestra in fall 1938 was “Over the Rainbow”: the studio records plainly document that Garland and the MGM studio orchestra recorded the ballad’s chorus on October 7, 1938. The above timeline helps pin down when the orchestration was created: given that the chorus of “Over the Rainbow” was one of the numbers prerecorded directly with orchestra (i.e., not with piano tracks), we know with certainty that Cutter had already completed its necessary orchestration before the October 7 recording session. But why just the ballad’s chorus? The answer is complicated.

On the original music tracks for this October 7, 1938 session, there is *no* lead-in instrumental introduction. Garland and the orchestra begin immediately on the downbeat of m.1 of the chorus’s [A] section, on the opening lyric, “Somewhere over the rainbow...” In *Oz*’s final cut, though, Garland’s singing is preceded by a short orchestral introduction, heard beneath Dorothy’s lead-in dialogue. The ballad’s introductory portion was completed several months *after* the prerecording of the chorus—as part of *Oz*’s underscoring—during the film’s post-production phase in spring 1939. This 15-bar

orchestral introduction—a separate underscoring cue with its own title, “Introduction to ‘The Rainbow’”—was written by Stothart, also orchestrated by Cutter, then recorded on April 13, 1939. In the completed movie, Stothart’s introductory cue begins in the middle of Aunt Em’s reprimanding exit line that leaves Dorothy alone with Toto (...“and find yourself a place where you won’t get into any trouble!”), and eventually encompasses Harburg’s rhymed lines that lead into the song’s chorus (“It’s not a place you can get to by a boat or a train. It’s far, far away, Behind the moon, Beyond the rain”). The first several bars of Stothart’s surviving piano-conductor part (dated April 11, 1939) appear in the following example:<sup>205</sup>

- 3.44. MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-6

The image shows a handwritten musical score on a single page. At the top left, there is a box containing the number "6966" and the date "4-11-39". To the right of this box, the title "Introduction to 'The Rainbow'" is written in a cursive hand. Below the title, in smaller text, it says "(Prod. : 'Wizard of Oz' - M.G.M. 1939)". Further right, it says "by Herbert Stothart". The score itself is written on two systems of staves. The first system has a treble clef and a key signature of two flats (B-flat and E-flat). It begins with the tempo marking "Quaintly" and the time signature "C" (common time). The music consists of a series of eighth and sixteenth notes. The second system also has a treble clef and the same key signature. It begins with a dynamic marking "mf" and the tempo marking "express.". The music continues with similar rhythmic patterns. There are some additional markings like "Ves." and "Celli + Tr." at the end of the second system.

### Cutter's Orchestration of "Over the Rainbow": Specific Characteristics

The two recorded portions of "Over the Rainbow"—introduction and chorus—were eventually spliced together during *Oz*'s post-production phase, forming the ballad as it exists in *Oz*'s final cut. Cutter's orchestration of both sections warrants considerable commentary, as his unique gifts constitute an integral part of the song's identity in the completed movie. Indeed, in the now-famous scene, Cutter's delicate orchestral texture—perhaps as much as Harburg's lyric—creates an atmosphere of childlike simplicity and innocence. We might even argue that Cutter's orchestration and Harburg's lyric—more than any other factors—disguise the ballad's probable operatic roots stemming from Dvořák's "Song to the Moon." And intriguingly, Stothart's contribution went far beyond simply writing the 15-bar introduction—certainly enough that he too should be considered a contributing author. As will be illustrated, Stothart very likely impacted Cutter's orchestration more than one might initially presume.

There is yet further justification for substantial discussion concerning this particular orchestration: as mentioned earlier, Cutter's chart for "Over the Rainbow" has been the subject of a very recent archival find. In early 2019, performer/archivist/historian Michael Feinstein discovered an original piano-conductor score and set of orchestral parts for the ballad. Feinstein sent the newly discovered manuscripts to orchestrator/performer Joan Ellison, who reconstructed Cutter's original orchestration for a performance by the Pasadena Pops, held on September 14, 2019. Ellison's restoration could not be obtained in time for this project, but many of her comments on the topic will be included in this discussion. Beyond Ellison's efforts, British arranger/orchestrator/conductor John Wilson also supplied his reconstruction of the ballad for this study (as

well as his restoration of the entire *Oz* score). Due to copyright restrictions from Warner Brothers, the actual contents of Wilson's score cannot be reproduced, although his painstaking reconstruction provides a solid basis for exploration.

As for the size of MGM's orchestra: the number of pieces required for *Oz*'s orchestral recording sessions varied throughout the film's production, depending on the nature of the particular orchestration at hand. Another of Stothart's assistants on *Oz*, George Bassman, told Harnetz that the orchestra was as large as ninety pieces for "The Cyclone"—the major underscoring cue for *Oz*'s tornado scene. (Bassman co-wrote this cue with Stothart and George Stoll, but orchestrated it himself.) During the same interview with Harnetz, however, Bassman told her that an orchestral size of "fifty was more common."<sup>206</sup> And according to Rosar, for "Over the Rainbow," the orchestra could actually have been a fairly small ensemble of around thirty to forty musicians, especially since the full string complement may not have been used. Ellison mentions that Feinstein found twenty-six original orchestral parts, but that one of these—for tuba—was almost certainly added for a performance of "Over the Rainbow" by Garland *after Oz*'s debut. Therefore, it seems plausible that twenty-five orchestral parts were prepared for the October 7, 1938 recording session. But there were surely more than twenty-five orchestral musicians in attendance that day. Considering that one stand of strings would have shared a single part between two players, we need to add roughly ten or fifteen string players to the ensemble. Thus, Rosar's approximation—an orchestral size of around thirty to forty—is likely quite accurate. Anything larger than this type of quasi-chamber orchestra would have overwhelmed a solo vocalist, even if singing close to the microphone. Moreover, Cutter's orchestration for the ballad is decidedly lightweight

(more on this below)—in keeping with its purpose as an accompaniment for solo singer and with the song’s intimate nature.

The specific instrumental breakdown for “Over the Rainbow” was missing from the available music department records collected for this project. However, both Ellison and Wilson seem to have obtained this information, perhaps made available to them by the Warner Brothers archivists for their respective reconstructions. Ellison has not yet discussed all of these details. But we can still get a very good idea of Cutter’s orchestration from her comments to date, and especially from Wilson’s restoration. In fact, in Wilson’s reconstruction, “Over the Rainbow” is scored specifically as follows: Flute I and II; Alto Flute; Oboe; Clarinet I, II, and III in B-flat; Bass Clarinet in B-flat; Bassoon; Horns I and II in F; Trombones I, II, and III; Percussion (specifically vibraphone, fast motor); Harp; Guitar; Celeste; and Strings (Violin I and II, Viola, Cello, and Double Bass).

Cutter himself offers an intriguing starting point for commentary concerning the orchestration’s character: in the early 1970s, he mentioned to Harmetz that his chart was “the first arrangement ever” of the ballad—“as pretty as I could make it, with lots of strings and a touch of woodwind.”<sup>207</sup> Cutter’s self-assessment is most apt: from the first bars of Stothart’s introduction, his orchestration (partially outlined in the above piano-conductor part) establishes a pristine setting that is maintained during the subsequent chorus, providing a uniform sonority throughout the ballad as a whole. From what was likely a chamber-size orchestra, Cutter employs his resources sparingly. As he told Harmetz—and as gleaned from Wilson’s restoration—the foundation of the texture is provided by strings: the lower strings (along with low woodwind and brass) are often

sustained, while the upper strings frequently display more movement and rhythmic flourishes. Perhaps more importantly, throughout most of the introduction and chorus, Cutter specifies that virtually all the strings be played *con sordino*, producing a glimmering effect favored by Stothart.<sup>208</sup> Against this muted string texture, the occasional woodwind and string solos stand out.

On her website, Ellison recently posted the first page of the ballad's newly discovered piano-conductor manuscript—an image reproduced below. From this document (undated but c. September 1938), it seems Feinstein may have found manuscripts only for the song's chorus—i.e., not for Stothart's introduction as well. In fact, on her site, Ellison discusses only her reconstruction of the chorus, although she briefly mentions a few aspects of the introduction. And as one can plainly see, in the manuscript's top left-hand corner, someone of the era has boldly written-in “STOTHART INTRO,” as if to alert the conductor that an introduction would indeed eventually precede the chorus he was about to record with the orchestra. Additionally, just as on the original music tracks from October 7, 1938, the chorus begins immediately on the downbeat of m.1, without any hint of a lead-in introduction:

3.45. MGM piano-conductor part, “Over the Rainbow,” undated but c.September 1938, p.1

The image shows a handwritten musical score for the song "Over the Rainbow" by Harold Arlen. The title "OVER THE RAINBOW" is written in large, bold, capital letters at the top. Below the title, the composer's name "Harold Arlen" is written. The score is written on multiple staves. The top staff is for the vocal line, with the lyrics "where over the rain-bow way up high" and "land that I heard of once in a lul-la-py". Below the vocal line, there are staves for various instruments, including "Celeste", "FL.", "VINS. CONT.", "HYP. OBOE", "CEL. FL.", and "Hns.". The score includes musical notation such as notes, rests, and dynamic markings. There are also some handwritten annotations and markings, such as "S. TOWN INTER O" and "Pw".

For Ellison, the most significant discovery about Cutter’s orchestration concerned the violin parts, which (as seen above) are notated with sextuplets in four parts from the downbeat of m.1. Furthermore, she noticed the marking in m.2—i.e., the indication that this sextuplet pattern should *continue* throughout the [A] sections (“VLNS. CONT.”)—a rhythmic figure she had not seen in any previous transcriptions and that is essentially inaudible on the original music tracks. As she explains:



The biggest question mark [for the restoration] hung over the violin parts. You'll see in the first blurry measure of the conductor score [...] that the violins are supposed to be playing sextuplets in four parts and that it supposedly continues — which they *do*, as it turns out. But they don't appear in any previous transcriptions that I've seen or heard, and it took some very close listening [of the original music tracks] to find them because they are playing very softly with mutes, and may not be close to a microphone. But if you listen closely you *can* faintly hear them playing the written sextuplets on the 2nd half of measure 1 and then beginning at measure 5 onwards. And in the [...] unused faster takes from the [October 7] session [...], the violins are more often audible throughout [the A sections]—when they had to play it faster, they got louder. Moreover, there is a subtle, impressionistic feel of movement and a wash of sound in that frequency range that can't be accounted for anywhere else in the orchestration. All of this led to the conclusion that they *were* actually playing the parts as written throughout [i.e., as sextuplets throughout the A sections], and the conductor was just sitting on them to keep the volume down. Additionally, the parts are fairly marked-up, but there's no indication at all of anything being cut. [...] You can also hear the violin sextuplet figures very distinctly on [Stothart's] short introduction into the song, which was actually written and recorded months *after* 'Over the Rainbow' and clearly made to fit with [the] orchestration [of the chorus]. [...] So the existence of those shimmering violin parts is a huge missing piece restored.<sup>209</sup>

In Wilson's earlier reconstruction, the sextuplets at the end of Stothart's introduction are indeed transcribed correctly, in four-part string divisi. But he obviously did not hear the pattern continuing throughout the chorus's [A] sections. In fact, once the chorus begins in his score, the violins are *tacet* for several bars before reentering in larger note values in the second [A]. Still, near the very end of the ballad (after Dorothy sings "Why oh why can't I?"), Wilson quite accurately includes the sextuplet pattern again for two measures, with its 4-part string divisi. And even if Wilson did not hear the string sextuplets *throughout* the [A] sections (as did Ellison), one marvels at the overall accuracy of his restoration, especially considering he did not have an original conductor part and separate instrumental parts when creating his reconstruction. Instead, he

transcribed Cutter's efforts almost entirely by ear from the music tracks and a few music department records.

Cutter's string-heavy orchestration floats along in this manner, with the occasional harp glissando and solos from woodwinds and strings. His chart is certainly not devoid of a distinct pulse, however: as shown earlier (Ex.3.44., p.292), Stothart's introduction is marked **C** (common time). But four bars before Garland's entrance at m.1 of the chorus, the meter changes to cut time and the tempo picks up slightly. At this same spot, a pattern of subtle off-beat accents begins that continues throughout the chorus's [A] sections. The off-beats alternate back-and-forth between the celeste and flute for one bar, then the harp and (possibly) oboe for another bar. (Oddly, on the original music tracks and in the finished film, the oboe is *not* clearly audible within this pattern; accordingly, in Wilson's restoration, only the harp is notated. Therefore, perhaps the oboe was cut in these bars during the October 7, 1938 session.<sup>210</sup>) Regardless, these off-beats, along with Garland's vocal, help mark the duple time. The off-beat pattern is abbreviated in the first bars of the recently discovered piano-conductor part above (Ex.3.45., p.297): the abbreviation is missing from m.1, but the celeste and flute are plainly seen beginning in m.2, and the harp and oboe are marked in m.3. The off-beat articulations *in every bar* of the chorus's [A] sections are unique to Cutter's orchestration; indeed, they do not appear consistently in Arlen and Harburg's piano-vocal manuscript (partially shown in Ex.3.14., p.189). And importantly, the off-beats achieve more than marking the duple time: they also ensure that the chorus is felt as much as a ballad as a *foxtrot*—a default label during this era for various types of show-

tunes in cut time. Composer and musical theater specialist Mark Grant explains the origins and significance of the foxtrot:

[During the first decades of the twentieth century] the foxtrot may have coevolved out of a universally felt need to find an all-purpose popular rhythm to replace the duple gait of the march. [...] [But] unlike the march (or other earlier dances in duple such as the two-step and the turkey trot), the foxtrot is danced in four. There are many variations, but the basic pattern consists of a long gliding step equaling two beats followed by two quick, short steps taken one step per beat. [...] Whatever the breakdown, stepping and gliding smoothly alternate in a four-beat box-step pattern. Thus the foxtrot combines slow and fast, rhythmic flexibility and downbeat regularity, in a unique way. It can be made to swing or syncopate, yet it gives off a subtle lilt even when the rhythm is foursquare and unswinging. It can be elegant and romantic or peppy and jazzy with a simple alteration of the basic tempo. [...] Above all, a sung foxtrot rhythm always has a marked downbeat and feels danceable. [The foxtrot provided] a template for all-purpose songwriting. [...]. The foxtrot is in four beats with the accents on the first and third beat. But the oom-pah of the march and the oom-pah-pah of the waltz are gone. The four beats of a foxtrot-based song typically correspond to the step-pause step-pause (slow, slow) rhythm of the feet. The foxtrot thus does not have heavy-footed beats; it has a cushioned, nonstomping downbeat and nontapping afterbeats. [Kern's groundbreaking] "They Didn't Believe Me" [from the 1914 musical *The Girl from Utah*] was a slow ballad written in cut time (2/2). Usually cut time indicated a brisk tempo. But despite the time signature on the printed page, the chorus of "They Didn't Believe Me" went at a new, different, walking gait. [...] "They Didn't Believe Me" was thus the first use of the most dominant song pattern of the next forty years: a slow or moderato foxtrot written in cut time, of which two measures constitute a single unit perceived by the ear as four beats.<sup>211</sup>

The [A] sections of "Over the Rainbow"—certainly as heard in *Oz*'s final print—fit Grant's description of the slow foxtrot to a tee: a slow-tempo ballad in cut time (thus with primary accents on beats 1 and 3), but with Cutter's understated afterbeats in each bar on 2 and 4. Additionally, the two-measure phrases of the [A] sections comprise single units, and are perceived by the ear as four beats. (Indeed, one only need think of the chorus's first phrase, which spans two bars: "Somewhere over the rainbow"). And

perhaps most intriguingly, the off-beat accents marking the duple time help camouflage the influence of Dvořák's aria (which as we recall, is in triple meter).

Ellison makes several other interesting observations about the newly discovered manuscripts, some of which are already included in Wilson's earlier reconstruction. She notes, for instance, that there was originally a drum set part intended for the ballad, which was likely deleted:

There was a drum set part marked 'Brushes if wanted' and '*pianississimo*,' and a drummer [was present] at the session, but it's also inaudible [on the music tracks] and probably just got cut at some point. Maybe the drummer played the bird whistle, instead....<sup>212</sup>

Ellison's comment about the bird whistle during "Over the Rainbow" leads naturally into the following commentary. In fact, the bird whistle, no matter who played it, may have been one of the elements of Cutter's orchestration influenced by a popular French orchestral piece of the early twentieth century.

#### Dorothy Meets Mother Goose: Orchestrating "Over the Rainbow"

Cutter's treatment of both Stothart's introduction and Arlen and Harburg's chorus owes much to the impressionist orchestral texture of several movements within Ravel's *Mother Goose Suite* (*Ma mère l'Oye: Cinq Pièces Infantines*)—a set of children's fairy tale pieces originally written for piano in 1908-1910 and orchestrated by Ravel in 1911. Stothart very much admired the *Mother Goose Suite*—enough that he cribbed part of it within his score for the 1937 MGM film *The Good Earth*. About fifty-two minutes into this lengthy two-hour movie, a powerfully moving scene unfolds: the mother of the once-prosperous Chinese family, now stricken with famine, is forced to kill the family

steer in order to survive. Without any dialogue, she slowly draws the knife, although the actual slaughter is not shown. Stothart takes advantage of the dramatic tension in an underscoring cue entitled “The Ox is Sacrificed”: in a mournfully ironic way, he quotes one of the most joyous passages in the final movement of the *Mother Goose Suite*—the last bars of “The Fairy Garden” (“Le jardin féerique”)—a musical picture of Prince Charming awakening Sleeping Beauty with a kiss: here, in both Ravel’s movement and Stothart’s cue for *The Good Earth*, the orchestra traces a long, slow crescendo that builds to a grand finale celebrating all that is good and beautiful.<sup>213</sup>

The admiration at MGM for Ravel’s *Mother Goose Suite* extended to the French-born Cutter as well. According to Rosar, Cutter and Stothart almost certainly discussed the desired character for the orchestration of “Over the Rainbow,” at which time Stothart very likely suggested Cutter use the Ravel suite as a model for the ballad’s orchestration:

Murray Cutter was Stothart's orchestrator and right hand man in those days and I have no doubt that the two conferred about the style of the [orchestration for ‘Over the Rainbow,’] which was influenced by Ravel's *Mother Goose [Suite]*—a piece that Stothart loved. The connection between Ravel’s *Mother Goose* and *Oz* should be obvious—both are fairy tales of sorts, and I suspect that the Ravel influence was something Stothart brought to the project when he got the [*Oz*] assignment. [In fact,] though Cutter told me that he jumped on the bandwagon when he realized how popular French music was in the U.S., I am beginning to think that the Ravel influence in *Oz* [actually] comes from *Stothart’s* love of French music. In other words Cutter was following Stothart’s lead in this instance. Cutter was probably a quick study and a word or two from Stothart was probably all he needed [to write the ballad’s orchestration].<sup>214</sup>

Of the five movements in Ravel’s orchestral suite, Cutter takes inspiration for “Over the Rainbow” primarily from the middle three: *Petit Poucet* (Mvt. 2, variously translated as *Tom Thumb*, *Hop o’ My Thumb*, or *Little Thumbling*); *Laideronnette*, *Impératrice des Pagodes* (Mvt. 3, *Little Homely*, *Empress of the Pagodas*); and *Les*

*Entretiens de la Belle et de la Bête* (Mvt. 4, *The Conversations of Beauty and the Beast*).

Of these three inner movements, Cutter draws most heavily from the second: *Petit Poucet* (*Tom Thumb*). A strong case could be made, in fact, that Cutter's orchestration of "Over the Rainbow" is an homage to Ravel's second movement. In fact, as Rosar has remarked to this author, "[Within Cutter's orchestration of the ballad,] one can hear [the influence of the *Mother Goose Suite*] already in Stothart's 'Introduction to 'The Rainbow,' which recalls [Ravel's] *Hop O' My Thumb*.'" <sup>215</sup> Additionally, for reasons that will become clearer below, Cutter and/or Stothart may very well have been familiar with Ravel's note in the full score of *Petit Poucet*, which appears at the top of the first page: here, Ravel includes a quote from Charles Perrault's fairy tale about Tom Thumb's journey through the forest, where he becomes lost in spite of having marked his path with breadcrumbs. In English translation, the Perrault quote reads: "He believed that he would have no difficulty in finding his way by means of the breadcrumbs, which he had strewn wherever he had passed; but he was greatly surprised when he could not find a single crumb; the birds had come and eaten them."

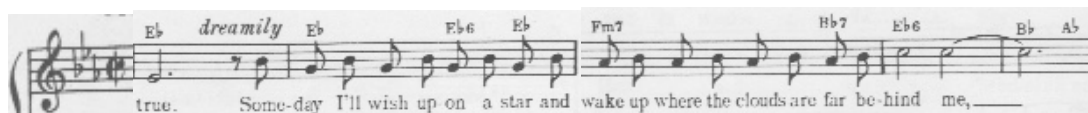
From the outset of Stothart's introduction to "Over the Rainbow," the orchestral texture fashioned by Cutter evokes the same ambiance as Ravel, as Tom Thumb strews breadcrumbs along his path. (Is it perhaps more than coincidence that in *Oz*'s final cut—during this very section of Stothart's introduction—Dorothy delivers her lead-in dialogue as she walks across the barnyard, while tossing Toto crumbs from the crueler Aunt Em just gave her?) Stothart's piano-conductor part for this cue (dated April 11, 1939—the same manuscript as shown earlier) opens with an oscillating eighth-note figure in the tenor voice:

- 3.46 MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-6



Stothart clearly based this rocking motion on Arlen’s material from the ballad’s bridge:

- 3.47. “Over the Rainbow,” bridge, first four bars



For the orchestration of Stothart’s introduction, Cutter treats this bridge material in a particularly Ravelian manner: in what seems a deliberate nod to *Petit Poucet*, Cutter assigns the rocking eighth-note motion primarily to *con sordino* violins.<sup>216</sup> This specific texture immediately recalls the insistent, wavering eighth-note pattern heard throughout Ravel’s second movement—also assigned to the violins and marked specifically *con sordino*. Admittedly, the notes in the Ravel do not oscillate back and forth like Arlen’s bridge. But Cutter’s choice of muted strings for the murmuring eight-note movement mirrors Ravel’s, as seen in the very opening of *Petit Poucet* below:

- 3.48. Ravel, *Petit Poucet* (Tom Thumb), p.1, second movement of *Ma Mère l'Oye: Cinq Pièces Enfantines* (Mother Goose Suite)

**II.. Petit Poucet**

*Il croyait trouver aisément son chemin par le moyen de son pain qu'il avait semé partout où il avait passé; mais il fut bien surpris lorsqu'il n'en put retrouver une seule miette; les oiseaux étaient venus qui avaient tout mangé. (Ch. Perrault.) \**

**Très modéré ♩ = 58**

2 GRANDES FLÛTES

1 HAUTBOIS

1 COR ANGLAIS

2 CLARINETTES en Sib

2 BASSONS

2 CORs en FA  
*Chromatiques*

**Très modéré ♩ = 56**

*Sourdines*

VIOLONS

*pp*

*Sourdines*

*pp*

ALTOS

VOLONCELLES

CONTREBASSES

Hrb

Vous

Alt.

veller

C.B.

\*He thought he would be able to find the path easily by means of the bread he had strewn wherever he had walked. But he was quite surprised when he was unable to find a single crumb; the birds had come and eaten them all. (Charles Perrault)



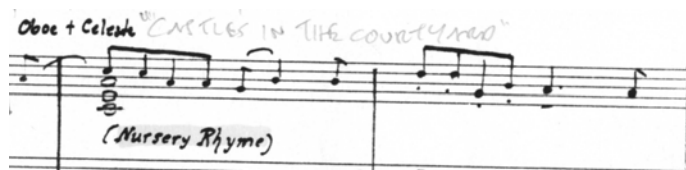
The ethereal atmosphere of Ravel's second movement creates the impression of a lullaby or nursery song—another quality emulated by Cutter and Stothart in “Over the Rainbow.” Granted, the rocking eighths of Arlen's bridge at the beginning of Stothart's introduction already evoke this character. But Stothart also incorporates two brief quotations that add to the nursery-like feeling: first, within the initial two bars, a snippet of “Home, Sweet Home!” is heard—assigned by Cutter to two solo first violins. This quote is apparent in Stothart's piano-conductor part below; the descending thirds are in the top of the right hand, marked “Quaintly”:

- 3.49. MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.1-2



Stothart's second quotation occurs a few bars later (beginning in m.7 of the introduction)—a fragment of a traditional child's nursery song. This tune has been identified variously within the literature as “Round and Round the Village,” or perhaps as an approximation of both “Round and Round the Village” and “Miss Lucy Long.”<sup>217</sup> Whatever its exact identity, this nursey rhyme melody is specifically marked in the piano-conductor part, where the desired orchestration of oboe and celeste is indicated:

- 3.50. MGM piano-conductor part, “Introduction to ‘The Rainbow,’” April 11, 1939, mm.7-9



In the example above, someone in very recent years has lightly (and mistakenly) written-in “Castle in the Courtyard.” Maybe this was an initial guess as to the tune’s identity, although no such nursery rhyme under this title can be found among traditional anthologies. (Regardless of its exact name, this melody is quoted frequently throughout the film.) Nevertheless, as Stothart had designated in his conductor part, this tune in Cutter’s finished orchestration is assigned to solo oboe and celeste. In *Oz*’s final cut, the timbre of the celeste is rather buried, but the oboe introduced in m.4 very much stands out amid the texture. In this respect, Cutter’s orchestration once again strongly reflects the opening of Ravel’s *Petit Poucet*, which also features a prominent oboe solo starting in m.4. (The oboe solo beginning in the fourth bar of the Ravel can be seen in Ex.3.48, shown previously on p.305.)

In *Oz*’s final cut, when Garland sings the bridge of “Over the Rainbow” (“Someday I’ll wish upon a star...”), Cutter doubles her vocal line by placing the same rocking eighth-note figure in the upper woodwinds. But what occurs *against* this eighth-note motion throughout the bridge is arguably more significant: one of the B-flat clarinets in a very low “chalumeau” register plays a prominent solo line under Garland’s vocal—a countermelody only partially outlined in Arlen and Harburg’s June 29, 1938 piano-vocal manuscript. The next example (from this June 29 manuscript) shows the

ballad's bridge, where Arlen's simple countermelody is seen in the top voice of the left hand:

3.51. MGM piano-vocal manuscript for "Over the Rainbow," June 29, 1938, (trans. Sam Messenheimer), bridge

Actually, Cutter's assignment of this countermelody to solo B-flat clarinet does not emulate any particular passage within the *Mother Goose Suite*.<sup>218</sup> Rather, according to Rosar, the prominent clarinet line beneath Garland's singing has the character of the "crooning," big band clarinet solos popular during the 1930s-1940s, especially for ballads. Cutter gave Arlen's relatively plain countermelody to one of the top studio/session clarinetists on the West Coast at that time—Henry "Pee Wee" Emerson, who played in the MGM studio orchestra for many years. Emerson possessed a distinct, highly desired sound.<sup>219</sup> As can be heard in the finished film, Cutter (almost certainly in

consultation with Emerson) embellishes Arlen's unadorned line quite substantially.

Cutter essentially rewrites Arlen's melody, tailoring it to suit Emerson's special tone and style. Although the solo was likely notated in full, Emerson's crooning delivery gives the impression that he is ad-libbing. Rosar provides further details on the topic:

In those days the composers and orchestrators would write special solos for studio musicians whose sound they knew and wanted to hear, and so it was that Cutter wrote that wonderful crooning obbligato [under Garland's vocal] for [clarinetist] Henry ('Pee Wee') Emerson... I would not be surprised if Cutter conferred with Pee Wee in writing the part because...it has very much the character of an improvised obbligato that was so common in the big bands,... in addition to the wide crooning style of playing that was popular then. Pee Wee was known to be an avid collector of woodwind instruments, some of them exotic, and was evidently encouraged to try them out in different film score cues. Sometimes it was decided to use them; other times not. [The] countermelody that begins under... 'Someday I'll wish upon a star'...sounds [like it might have been recorded] close to the microphone, [and Pee Wee may have played the solo] standing up.<sup>220</sup> [Pee Wee had] played at Loew's State Theatre in Los Angeles before joining the MGM studio orchestra, probably as soon as [the MGM orchestra] was formed... You can [also] hear [Pee Wee] crooning away at various points in Bronislaw Kaper's 'Tahitian Love Song' for *Mutiny on the Bounty* (1935) scored by Stothart, who must have loved [Pee Wee's] tone. [This type of clarinet crooning comes from the] big band clarinet solo sound that was popular in those days, largely from radio performances which were [recorded] so that the [soloist] could play that softly 'at the mike' and be audible. The crooning style of playing mirrors Garland's singing [of the ballad].<sup>221</sup>

On a related note, Emerson can be seen in some rather well-known footage from MGM's 1946 movie musical, *Till the Clouds Roll By*—the studio's biopic of Jerome Kern: near the conclusion of this film, a young Frank Sinatra sings "Ol' Man River" in front of the MGM studio orchestra and chorus. According to Emerson's grandson, it is

indeed Pee Wee playing clarinet in the orchestra—clearly visible behind Sinatra’s left shoulder, particularly near the beginning the song.<sup>222</sup>

But perhaps we should return to *Oz*’s barnyard scene and Garland’s performance of “Over the Rainbow.” Emerson’s clarinet is faintly heard once again a bit later in the ballad: after Garland sings the AABA chorus, a four-bar instrumental interlude ensues during which his solo clarinet is indeed audible, although not as conspicuously as his previous countermelody solo. Instead, during these four instrumental bars, we prominently hear Arlen’s bridge material played by the flutes. Even though she is not singing here, the central focus remains on Garland: having just finished the chorus’s last [A] section (on the lyric “Birds fly over the rainbow / why then, oh why can’t I?”), she looks upward toward the sky, where she hears the birds singing. The twittering of birds during the instrumental interlude of “Over the Rainbow” is definitely audible on the ballad’s original music tracks; thus, it was recorded during the session held on October 7, 1938. As Ellison suggests, perhaps the drummer used a bird whistle to create the effect, since his part was likely cut. Nevertheless, the sound of birds was clearly an intentional aspect of Cutter’s orchestration (possibly suggested by Stothart). And once again, the bird calls in “Over the Rainbow” are *highly* reminiscent of Ravel’s second movement from the *Mother Goose Suite*—*Petit Poucet*—in which the composer uses three solo first violins (*without* mutes), solo bassoon, and flutes to imitate the birds that chirp along Tom Thumb’s path. In the following excerpt from *Petit Poucet*, the birds’ twittering begins at rehearsal no.5:

- 3.52. Ravel, *Petit Poucet (Tom Thumb)*, mm.51-54, twittering of birds (solo violins, bassoon, flute)

The musical score is for measures 51-54 of Ravel's *Petit Poucet (Tom Thumb)*. The score is written in 3/4 time and includes various musical notations such as dynamics (pp, p, mf), articulation (accents, slurs), and performance instructions (sans Sourdine, sur la touche). The instruments listed on the left are: Flute (Fl.), Oboe (Ob.), Cor Anglais (Cor A.), Clarinet (Cl.), Bassoon (Bass.), Horns (Corns.), Violins (Viol.), Viola (Vcllo.), Cello (Cello.), Double Bass (C. B. Div.), and Tuba (Tuba.). The score is divided into measures 51, 52, 53, and 54. The first violin part (Viol. I) has a solo section in measure 51, marked 'Solo' and 'p'. The bassoon part (Bass.) has a solo section in measure 51, marked 'Solo' and 'p'. The flute part (Fl.) has a solo section in measure 51, marked 'Solo' and 'p'. The other instruments play accompaniment. The score includes various musical notations such as dynamics (pp, p, mf), articulation (accents, slurs), and performance instructions (sans Sourdine, sur la touche).

There is one further similarity between Ravel's *Mother Goose Suite* and Cutter's orchestration of "Over the Rainbow"—a parallel also observed by Rosar: at the very end of the ballad in *Oz*'s final print (during the last four bars of the song, just after Garland sings "Why, oh why, can't I?"), a prominent harp arpeggio slowly ascends through the tonic harmony of A-flat major, scored against *con sordino* strings. Similarly, the last six measures of Ravel's fourth movement of the *Mother Goose Suite* (*Les Entretiens de la Belle et de la Bête*) feature a gradual, ascending harp arpeggio, set against a muted string section. Granted, in the Ravel, the harp ascends through the <sup>b</sup>II harmony, while the tonic (F major) is grounded in the lowest strings; by the last two bars, the resolution to the tonic occurs. Additionally, the Ravel features sustained strings here, but the analogous spot in Cutter's orchestration includes the sextuplet pattern in violin divisi. Still, the climbing harp gestures, despite such differences, are quite similar in effect. The concluding page of the Ravel is shown below, where the harp arpeggio and muted strings begin in m.5:

3.53. Ravel, *Les Entretiens de la Belle et de la Bête* (*The Conversations of Beauty and the Beast*), concluding bars

The musical score is for the concluding bars of "Les Entretiens de la Belle et de la Bête" by Maurice Ravel. It is a full orchestral score with parts for the following instruments: Flute 1 (Fl. 1), Flute 2 (Fl. 2), Clarinet (Cl.), Bassoon (Bsn), Contrabassoon (C. Bsn), Cor Anglais (Cora), Harp (Harpe), Violins (Vons), Viola (Alt.), Violoncello (Vclle Solo), Violoncello (Vclle), and Double Bass (C. B.).

The score is written in 3/4 time and features a variety of dynamics and articulations. The key signature is one flat (B-flat major or D minor). The tempo is marked "Ral." (Ritardando). The score includes the following markings:

- Fl. 1:** *Ral.*
- Fl. 2:** *pp*
- Cl.:** *pp*
- Bsn:** *pp*
- C. Bsn:** *pp*
- Cora:** *Sourdine*, *pp*
- Harpe:** *pp*, *ppp*
- Vons:** *pizz.*, *Div. en 4*, *Sourdines*, *Ral.*, *Div. en 2*, *pp en se perdant*
- Alt.:** *pizz.*, *Div. en 4 arco*, *Div. en 2*, *pp en se perdant*
- Vclle Solo:** *Sourdine*, *pp*
- Vclle:** *pizz.*, *Div. en 3*, *Unia*, *en se perdant*
- C. B.:** *pp*, *arco*, *pp*, *en se perdant*



Thus, in their final moments, the orchestrations of both the Ravel and “Over the Rainbow” leave the listener with a celestial gesture. Adding to this effect in *Oz*’s final cut is an ascending harp glissando on the tonic, two bars from the end of Cutter’s chart.

#### Orchestrations for “Brain”/“Heart”/“Nerve”: Preparation Pre- and Post-Filming

When Cutter orchestrated the chorus of “Over the Rainbow” in late August or September 1938, he could not have viewed the footage of Garland singing that portion of the ballad, since the barnyard scene had not yet been filmed, of course. But this was not always the case for the songs’ orchestrators. In fact, for the songs in *Oz*’s final print that were prerecorded with piano/vocal tracks—then shot to playback using those piano/vocal tracks—the orchestrators *would* have had the opportunity to watch that footage and to tailor the orchestration to the specific actions on screen.

The time frame during which an orchestrator worked on a given number—i.e., pre- or post-filming—was dictated by the nature of the chosen process. From the outset, some songs were designated to be prerecorded directly with orchestra (requiring that orchestrations be written *before* filming), after which these numbers were shot to orchestral/vocal tracks. Other songs were to be prerecorded with piano tracks, then filmed to those piano/vocal tracks; for these, orchestrations were created *after* filming and later wedded to the existing vocals. These complicated, rather mechanical stages were well organized and efficient. They had to be. Still, as with virtually any creative endeavor, things did not always progress smoothly along *Oz*’s assembly line. Due to unforeseen circumstances, some numbers were filmed more than once, necessitating re-routining, re-recording, and—more to issue now under consideration—re-orchestrating.

Such was the case with the trio of song scenes in *Oz*'s final cut for the Scarecrow, Tin Man, and Lion: "If I Only Had a Brain"/"a Heart"/"the Nerve." Since these numbers were all orchestrated by Cutter, one might assume they were orchestrated via the same sequential stages, but each accompaniment was actually created quite differently.

Scoring the Scarecrow: Orchestrating (and Re-Orchestrating) "If I Only Had a Brain"

The production history of "Brain" is particularly complex. For Ray Bolger—already a well-known hoofer by the time of *Oz*—an extended song-and-dance sequence of "If I Only Had a Brain" was originally planned. Bolger made an initial prerecording of the "Brain" chorus with the MGM orchestra on September 30, 1938. Garland was also present that day to record her single line in the number ("With the thoughts you'd be thinkin' / you could be another Lincoln / if you only had a brain"). The next day—October 1, 1938—the orchestra recorded Bolger's subsequent instrumental dance music. According to his assignment, Cutter had orchestrated both portions of the original routine—chorus and dance. By this point, Edens had surely worked out what he must have thought would serve as the number's final routining—coordinating the sequence with Bolger, Cutter, and other personnel, especially Bobby Connolly (*Oz*'s primary choreographer). Roughly twelve days later, by October 13, *Oz*'s filming/production phase got under way. At this time, *Oz*'s director was Richard Thorpe—the second in what would become *Oz*'s long line of directors—who began shooting with the cornfield scenes (including Bolger's "Brain" routine, naturally).<sup>223</sup> So far, at least, things probably seemed status quo for Edens, Cutter, Bolger, Connolly, et al. But on October 13 (the first day of shooting, in fact), Buddy Ebsen (who, in an early role change with Bolger, had

ended up as the Tin Man) suffered a near-fatal allergic reaction to his aluminum makeup. After this, as *Oz* historian John Fricke writes, “everything fell apart,” and production on the movie was temporarily suspended.<sup>224</sup> Meanwhile, *Oz* producer Mervyn LeRoy was unhappy with the film’s daily rushes and decided to fire Thorpe. By October 25, 1938, George Cukor took over as *Oz*’s director—temporarily, at least.<sup>225</sup> And by early November 1938, “Brain” was reshot—but this time, it was filmed under director Victor Fleming (who would remain the movie’s director for most of the remainder of *Oz*’s production).<sup>226</sup> Apparently, though, the “Brain” scene was still deemed unacceptable. And actually, *Oz* historians Jay Scarfone and William Stillman propose it may have been Cukor, not Fleming, who suggested Bolger make another prerecording of “Brain”:

Cukor aided Mervyn LeRoy by assessing the overall production, troubleshooting the obstacles thus far, and recommending revisions for the appearance and delivery of the actors—the latter being a specialty of Cukor’s since he was considered a superior director of dialogue. As such, it could well have been Cukor who recommended a rerecording of Bolger’s “If I Only Had a Brain” number. In the original September 30, 1938, rendition, Bolger’s interpretation has a subtle, awed quality that may have come across as trite onscreen, which was precisely what Cukor sought to remedy.<sup>227</sup>

For over six decades, Bolger’s original prerecording of “Brain” from September 30, 1938, was thought lost, but after it was discovered, it was included on a 2009 Warner Home Video collection. Today (as might be expected), the recording can be found on YouTube: <https://www.youtube.com/watch?v=rMLGP9ryqHE>. As Scarfone and Stillman suggest, this original rendition—recorded directly with the MGM studio orchestra—is indeed subtle: Bolger’s singing is understated and introspective—very different from the more spirited version in *Oz*’s final cut. Significantly, Cutter’s orchestration here is also quite different from that in the finished film. Like Bolger’s singing, this initial orchestration is somewhat delicate: Cutter provides a straightforward

setting throughout both the chorus and instrumental dance. Since both portions of the number had likely been routined already, Cutter had probably consulted with Edens, likely timing some events within the orchestration to suit whatever movements were planned for Bolger's upcoming shoot. In fact, a few spots especially in the dance music seem like they were written to match the specific choreography prepared for Bolger. Overall, though—and particularly during Bolger's singing of the chorus—Cutter's orchestration offers more of a general template with a consistent boom-chick accompaniment—not really intended to mirror all of Bolger's planned actions.

On the 2009 Warner Home Video collection, just before the September 30, 1938, prerecording is heard, the on-screen commentary suggests that this original rendition “was ultimately felt to be too low key to launch the pivotal meeting of Dorothy Gale and her initial companion and was replaced [with] the more buoyant 1939 rendition used in the final version of the film.”<sup>228</sup> However, the process by which this replacement came about was far more involved than this short summary suggests. According to Fricke, Bolger re-recorded the “Brain” chorus on February 28, 1939—but this time around, with piano accompaniment alone.<sup>229</sup> And in fact, this piano/vocal prerecording from February 1939 is clearly found on *Oz*'s original music tracks. Compared with the reflective, wistful performance of his September 1938 prerecording, Bolger's singing on this second version of “Brain” is far more animated and joyous. Also of note: on this prerecording, Bolger's singing of the chorus segues directly into a solo piano recording of the number's dance portion.

The second prerecording of “Brain” from February 1939 was considered acceptable, and in turn was used when the “Brain” scene was shot yet again in spring

1939—for the third time. This third filming of the scene was once more directed by Fleming, although it was now staged by the highly sought-after Hollywood choreographer Busby Berkeley—known especially for his extravagant dance sequences for the many backstage musicals at Warner Brothers. Berkeley had just come to MGM and was brought to the *Oz* project specifically to re-choreograph Bolger’s dance routine.<sup>230</sup> The exuberant footage taken this time around constitutes most of the Scarecrow’s scene as we know it today. (In *Oz*’s final cut, the observant viewer can actually see remnants of Fleming’s initial footage of the scene from November 1938. For instance, the length of Garland’s pigtails changes back-and-forth, with their longer length a residual from Fleming’s first shoot.)

Perhaps it bears repeating that for this third filming of “Brain” in spring 1939, the scene was shot to the playback of Bolger’s piano-vocal tracks (recorded several weeks earlier in February 1939). As a result, Cutter would have had a chance to view this footage when writing his second orchestration for the number. (We will recall that Cutter’s first orchestration for “Brain,” completed back in fall 1938, had gone by the wayside when Bolger’s first prerecording was rejected.) But this time, Cutter’s brand new orchestral accompaniment—written March/early April 1939 and recorded separately by the MGM orchestra on April 11, 1939—clearly reveals that he had watched Fleming’s recent footage with Berkeley’s lively choreography. Actually, Cutter’s second orchestration—much of which made it into *Oz*’s final print—is far more energetic than his first. Furthermore, this orchestration is custom-fitted to most of Bolger’s sprightly on-screen choreography. Indeed, numerous musical gestures mirror Bolger’s specific moves, which often occur suddenly and showcase his famous wobbly legs and loose-

limbed approach.<sup>231</sup> An important clarification should be made, however: Cutter does not “mickey mouse” Bolger’s actions—that is, his accompaniment does not *exactly* mimic or synchronize all of Bolger’s movements with exaggerated musical events. Instead, Cutter’s efforts are much more sophisticated—complementing both the fluidity of Bolger’s moves and further delineating the Scarecrow’s delightful character.

A few examples from *Oz*’s final cut will illustrate Cutter’s technique for Bolger’s scene. Wilson’s reconstruction of the *Oz* score has once again proven invaluable for commentary on Cutter’s orchestrations. In the finished film, Bolger’s performance of “Brain” is taken at a lilting, moderato tempo (in cut time, roughly  $\text{♩} = 64$ ). This medium tempo allows Bolger to deliver the chorus’s vocal line (with its initial swing motive) in a relaxed manner. Appropriately enough, he is seated casually next to Dorothy when he begins singing. The accompaniment (as in Cutter’s first orchestration for “Brain”) features a boom-chick pattern, which in Wilson’s restoration is found in the piano, double bass, and rhythm guitar. Against this boom-chick foundation (and *unlike* Cutter’s initial orchestration), a dialogue of sorts quickly develops between Bolger’s performance and several other orchestral instruments: his often abrupt choreographic movements are matched by specific orchestral gestures, frequently in the winds and/or brass.

Cutter’s orchestral characterization begins early on: after the first 4-bar phrase of the opening [A] section (mm.3-4, when Bolger finishes “I could while away the hours / conferrin’ with the flowers / consultin’ with the rain”), he quickly rocks back, lifts his legs slightly, and wipes his brow. During this brief move, the ocarina (a ceramic folk instrument with a piccolo-like tone) plays a short descending fill. Wilson’s inclusion of the ocarina is accurate, and its usage in *Oz* is well-known to ocarina aficionados.<sup>232</sup>

Cutter's choice of this folk instrument rather than a standard piccolo adds to the folksy charm of the Scarecrow and his rural surroundings. And in this instance, at least, the brief instrumental fill is already found in Arlen and Harburg's piano-vocal manuscript for the number, seen in the example below in the top line of the second staff.

3.54. Instrumental fill during opening [A] section of "Brain" (mm.3-4)



In *Oz*'s final print, however, most of Cutter's other orchestral responses to Bolger's singing do *not* appear in Arlen's original accompaniment for the song. For example, a few moments after the ocarina fill, Bolger unexpectedly rolls down the hill during the instrumental break at the end of the first [A] (the conclusion of m.7 into m.8). For this instrumental fill—and again matching Bolger's choreography—Cutter writes a series of descending triplets in the trumpets and trombones, at a forte dynamic. This brassy gesture finishes with a punctuation on the last beat of m.8 (in timpani and bass drum), just as Bolger stops rolling. Immediately afterwards, during the second [A] (on "I'd unravel every riddle / for any individdle / in trouble or in pain"), Cutter includes an ascending quarter-note line for unison, pizzicato strings—appropriately enough, just as

Bolger slowly stands up. And at the very end of this ascending line (after “in trouble or in pain”), Bolger makes another sudden move—almost falling back down to the ground—but Dorothy catches him. Cutter marks Bolger’s near-collapse with a short, descending glissando for a half-bar in the flutes and clarinets.

Throughout the bridge, several other instrumental gestures subtly complement Bolger’s actions. The most significant occurs right after Bolger abruptly spins around (after “the ocean’s near the shore”). Here, Cutter writes a brief, *ascending* glissando in the upper strings, harp, clarinets, and flutes. A few bars later (“and then I’d sit / and think some more”), Cutter provides a *descending* glissando for these same instruments as Bolger spins again and suddenly sits down. Cutter’s technique of shadowing Bolger’s movements continues along in this fashion until the end of the routine. In fact, during the last two bars of the final [A]—as Bolger spins, loses his balance, and eventually falls—Cutter includes a climactic, dotted eighth-sixteenth figure (in trumpets and trombones)—concluding with an accent on the second beat of last bar (in bass drum), just as Bolger hits the yellow-brick pavement.

Cutter’s orchestration certainly matches many of Bolger’s movements, but his efforts do not upstage the choreography. Rather, he offers a refined orchestral painting that underscores Bolger’s actions, without calling attention to itself. Yet while Cutter’s gestures are subtle, they are sufficiently animated to help define the Scarecrow’s cheerful persona—orchestral effects that constitute *his own* contribution to “Brain” in *Oz*’s final cut.

It is somewhat astonishing that Bolger’s subsequent dance routine was deleted, considering the number was re-choreographed by Berkeley, re-orchestrated by Cutter, re-



recorded by the studio orchestra, and re-shot by Fleming in spring 1939. But it was cut—and after *Oz*'s first preview, no less. Only Bolger's singing of the chorus remains. The footage was not lost, however, and is widely available today for commercial release (typically as part of a "Special Edition" DVD set) and on YouTube:

[https://www.youtube.com/watch?v=sSFQy\\_cLvLU](https://www.youtube.com/watch?v=sSFQy_cLvLU). In this outtake version, as soon as Bolger finishes singing the chorus (in D major, as in *Oz*'s final cut), a modulation occurs and the number segues directly into the dazzling, three-minute dance routine designed by Berkeley. Bolger dances to three successive instrumental statements of the AABA chorus (plus a short tag): two choruses now in G major (at a slightly faster tempo than his previous singing), and a third chorus that modulates again to E-flat major (at a considerably faster tempo for the routine's last section). Over the course of this instrumental music, Bolger's dancing becomes increasingly complex. While clearly impressive, some of the choreography might seem a bit over-the-top, especially due to the use of special effects: for example, Bolger is occasionally seen flying, bouncing off "bendable" fences that propel him back-and-forth across the yellow brick road, temporarily suspended in mid-air, and battling a giant pumpkin. Cutter's orchestration throughout much of this dance sequence continues to mirror Bolger's movements. Without Wilson's reconstructed orchestral score for this excised segment, Cutter's specific choices are difficult to discern. Still, some general observations can be gleaned from the music tracks of the April 11, 1939 orchestral recording session. For instance, Cutter's chart often marks Bolger's elaborate movements through gestures in muted brass (trumpets and trombones), rim shots from the snare drum, and "licks" from the

xylophone and orchestra bells. And when the Scarecrow flies, his take-offs and landings are matched by ascending and descending lines in the upper strings and woodwinds.

In his later years, Bolger himself commented, “My wife and I were so disappointed [by the deletion of the dance portion, but] the executives thought it was too much fantasy...with the idea of the wind scooping [the Scarecrow] right up in the air.”<sup>233</sup> Perhaps the finished film also benefits in stylistic consistency by the dance’s deletion: in the final cut, Bolger subtly swings the melodic line of “Brain” as he sings, especially its opening motive. But in the deleted dance portion, the orchestral musicians “play the ink” (as instrumentalists often say)—that is, strictly as notated, and the discarded dance portion consequently comes across with much less of a swing feel.

#### Making the Tin Man Sound Metallic: Cutter’s Orchestration for “If I Only Had a Heart”

A number of unexpected problems also plagued the production of “Heart.” As noted, Buddy Ebsen found himself in the role of the Tin Man after switching parts with Bolger during *Oz*’s casting period. And logically enough, Ebsen made a prerecording of the “Heart” chorus with the MGM orchestra on September 30, 1938—the same day as Bolger’s first prerecording of “Brain.” Adriana Caselotti (who the previous year had recorded the speaking and singing voice of Disney’s *Snow White*) was also present during the September 30 recording session for “Heart”: MGM had hired Caselotti specifically for a single line during the song’s bridge—“Wherefore art thou, Romeo?” In fact, Caselotti’s voice can be heard on Ebsen’s prerecording (as she is in *Oz*’s final cut)—delivering the sweet, off-screen voice of Juliet.

Ebsen's rendition of "Heart" is widely available commercially, and (like Bolger's first version of "Brain") can currently be found on YouTube: <https://www.youtube.com/watch?v=M2LgxILpO44>. Remembered today primarily as an actor for his later television roles in *The Beverly Hillbillies* and *Barnaby Jones*, Ebsen actually started his career as a dancer on Broadway during the 1920s-1930s. By the mid-1930s he was in Hollywood, where he was cast at MGM in both musicals and straight dramatic films. For a dancer, Ebsen had a fine singing voice. It is not surprising, then, that his prerecording of "Heart" is very strong—arguably better in some respects than Jack Haley's now-famous version: Ebsen sings the AABA chorus once through (in E-flat major), with a gentle, laid-back ease and good intonation. The next day—October 1, 1938—the orchestra recorded the Tin Man's subsequent dance music, which (as heard on *Oz*'s original music tracks) is in A-flat major and is rather lengthy, adhering to the following 6-part form:

$$A(8) + A(8) + B(8) + A(8) + B(8) + A(8)$$

(To this, a short tag very likely would have been added during post-production.)

As with "Brain," Edens had almost certainly routined the chorus and dance sections of "Heart" prior to the September 30 and October 1 prerecording sessions of the Tin Man's music, presumably working in conjunction with choreographer Bobby Connolly and Ebsen himself. And we can definitely say that Cutter—certainly before these orchestral sessions—had prepared his orchestrations of both the chorus and dance segments. Also like "Brain," "Heart" was slated to be shot to the playback of Ebsen's

orchestral/vocal tracks. Up to this point, at least, “Heart” was on its originally scheduled path.

But as mentioned, shortly after *Oz* began filming—on October 13, 1938—Ebsen suffered the allergic reaction to his Tin Man makeup.<sup>234</sup> Jack Haley was soon hired for the role, and made his own prerecording of the “Heart” chorus with the MGM orchestra on November 8, 1938. Rather conspicuously, on the music tracks for Haley’s November 8 prerecording, Adriana Caselotti is *not* present. Indeed, the “Wherefore art thou, Romeo?” line is missing. Therefore, for *Oz*’s final cut, the engineers must have punched-in her single line from Ebsen’s September 30 session, which (even in these pre-magnetic tape days) had probably been on a separate track. Regardless, on this November 8 recording, Haley (like Ebsen) sings the chorus straight through one time: AABA, in E-flat. As far as Cutter’s efforts are concerned: the orchestration heard on Haley’s November 8 recording of the chorus is essentially identical to that in Ebsen’s version from September 30. In all likelihood, on November 8, the orchestra simply reused the instrumental parts that had been used for Ebsen’s session several weeks earlier. The prerecording of Haley’s chorus, then, is not terribly different from Ebsen’s original (except for the obvious change in vocalist). Haley’s chorus was essentially set: an orchestral/vocal prerecording, ready to be shot to playback.

The *dance portion* of Haley’s routine, on the other hand, seems to have been changed somewhat—perhaps based on Ebsen’s original, but now tailored to Haley’s strengths. For Haley, who (unlike Ebsen) was better known as a crooner than dancer, the Tin Man’s dance portion was apparently *shortened* substantially from the fairly long

dance section planned for Ebsen. As shown previously, Ebsen's dance music—recorded October 1, 1938—had outlined the following 6-part form:

$$A(8) + A(8) + B(8) + A(8) + B(8) + A(8) [+ \text{a likely tag}]$$

In *Oz*'s final cut, however, Haley's dance portion only comprises a 4-part form, which proceeds as follows:

$$A(8) + A(12) + B(8) + A(8) [+ \text{short tag}]$$

Curiously, though, amid the primary materials for *Oz*, there is no separate orchestral recording of this instrumental dance portion of Haley's routine—not even an annotation that such a recording was made by the studio orchestra. Granted, a recording of the short tag can be found (dated May 8, 1939). Yet for the body of the dance portion itself, a decision must have been made to use the existing recording of Ebsen's dance music from October 1, 1938—but to edit it down significantly, thereby making a more concise dance segment for Haley. In fact, in *Oz*'s final cut, the content of Haley's dance music is quite similar to that heard on the October 1 recording created for Ebsen, but a few sections have clearly been cut out completely. Additionally, four bars of the third [A] section in Ebsen's music have been spliced onto the *second* [A] section of Haley's—thereby creating the unusual twelve-bar second [A] section in “Heart”'s chorus in the finished film.

At some point during fall 1938, the two portions of Haley's routine were evidently fused together: Haley's prerecording of the song's AABA chorus (from November 8, 1938) and the shortened instrumental dance (originally recorded for Ebsen on October 1, 1938). The short tag recorded on May 8, 1939, was added to the routine

later, during post-production. Even with all this adjustment, Cutter likely did not have to re-orchestrate anything in fall 1938: his original charts had been used for Haley's November 8 recording and for the October 1 recording of Ebsen's orchestral dance, which was edited down for Haley by recording engineers.

The orchestral/vocal prerecordings for Haley's entire routine were now ready to be shot to playback—and apparently with little time to spare: according to Scarfone and Stillman, in mid-November, 1938, Fleming took three days of initial footage of the Apple Orchard scenes, with Haley's Tin Man costume shiny and sparkling. But this footage was ruled unusable when someone (likely on the continuity staff) recognized that in the screenplay, the Tin Man is supposed to have been caught in the rain for two years; therefore his costume should have been rusted. The Apple Orchard segments were reshot at a considerable expense of sixty thousand dollars—the equivalent (according to Scarfone and Stillman) of over one million dollars today. Still, after makeup and wardrobe adjustments, the Tin Man scenes were filmed again between November 15-19, 1938, with Haley now appearing rusty.<sup>235</sup>

These details not only demonstrate the assembly of the "Heart" routine, but also confirm much about how the number was orchestrated for *Oz*'s final cut: in contrast to "Brain," Cutter had completed his orchestration for both the chorus and dance of "Heart" well before the scene was shot to playback—actually, before Ebsen's prerecording session of September 30, 1938. Thus, Cutter could not have viewed the completed footage of the number before he orchestrated the scene, although it is obvious that the orchestration is highly coordinated with the Tin Man's actions. Therefore, Cutter had almost certainly worked closely with Edens and Connolly (and probably Ebsen at that

point)—making sure his orchestral effects would be timed to suit the number’s planned choreography.

The earliest piano-vocal manuscript for “Heart” (from July 5, 1938, as transcribed by Messenheimer) is notated in cut time, as with those for “Brain” and “Nerve,” also from summer 1938. But at some later date, probably just prior to Ebsen’s prerecording of “Heart” in September 1938, one of the song’s surviving piano-vocal scores was made over as a conductor part. Unfortunately, this manuscript is undated and has few (if any) orchestral cues during the song’s chorus. And although this conductor part includes the phrase “Transcribed by Sam Messenheimer” at the top right, it is clearly in a different hand. Perhaps one of Stothart’s assistants (possibly even Cutter) re-notated the number. Whoever wrote out the score, it is indeed marked “Conductor” at the top left—a designation that essentially confirms its use during prerecording. Significantly, the meter marking on this conductor part is **C** (common time)—a decided contrast to the cut time of “Brain”:

3.55. MGM piano-conductor part for “If I Only Had a Heart,” undated but c. September 1938

Conductor! 1060

IF I ONLY HAD A HEART.

Prod. - "Wizard of Oz."

Lyric by E.Y. Harburg

Music by Harold Arlen

Transcribed by Sam Messenheimer

Tin Man

When a man's an empty Kat-tle he

But why would someone on Stothart's staff re-notate the number in common time? It may have been an issue of tempo: in *Oz*'s final cut, Haley sings the chorus of "Heart" at a considerably slower tempo than Bolger performs "Brain." Ebsen had also taken a slower tempo. Bolger sings "Brain" (notated in cut time) at roughly  $\text{♩} = 64$ , with the quarter notes going by at about 128. But the tempo of Haley's performance of "Heart"—with its re-notated common time meter—is approximately  $\text{♩} = 104$ , and is felt more in four than in two. Thus, it appears that from the outset, "Heart" was to be taken at a slower tempo than "Brain"—a more relaxed feeling in keeping with the Tin Man's lyrics and more gentle character.

There may have been another reason for the common time: during the [A] sections of "Heart" in *Oz*'s final cut, Cutter creates a "heartbeat" effect beneath Haley's singing with a steady ticking rhythm on every quarter note. In Wilson's restoration, this consistent "pulse" is articulated by a light boom-chick pattern in the piano, bassoon, and pizzicato lower strings (viola and cello). Furthermore, Cutter had been given instructions to make the Tin Man's number "sound metallic."<sup>236</sup> Cutter commented to Harnetz about how he achieved this effect: "I tried to make ["Heart"] sound orchestrally like the tin outfit he was wearing. It's always a matter of color, something like coloring a picture. I used wood blocks, percussion, and brass mutes. The mutes were not to make it sound soft but to make it sound nasal."<sup>237</sup>

Wilson's reconstructed score shows how he did this. During the [A] sections of the first chorus, the metallic color is created through off-beat accents in every bar. These accents are played by xylophone and muted trombone (on beats two and four) and small cymbal (played with a metal beater, only on the second beat of each bar). The following



is added to the texture during these initial [A] sections: the downbeat of every bar is accented by muted trumpets, and the third beat of each measure is punctuated by lower woodwinds (clarinets and alto sax). The use of muted brass produces a bright and pinched nasal quality. There are additional metallic sounds: Arlen's short fill at the end of m.4 (after "and yet I'm torn apart")—the ocarina solo in "Brain"—is here replaced with a new, more shrill idea: a solo first violin plays a trill on a high B-flat, followed by a quick glissando down the octave to the lower B-flat by the third beat. (The same glissando occurs in the second [A] section.) Finally, the solo flute contributes another metallic timbre: in descending sextuplets the flute gesture occurs sporadically throughout, strikingly using the whole-tone scale, contrasting with the E-flat major tonality.

In the bridge of "Heart," the quarter-note heartbeat disappears for four bars, and the orchestra takes on a more romantic character. Cutter writes long, legato lines for strings, clarinet, and alto saxophone to fit the Tin Man's daydream ("Picture me—a balcony / above a voice sings low"). But when he hears Juliet's voice in the distance ("Wherefore art thou, Romeo?"), the throbbing heartbeat returns. (This throbbing sound is *not* audible on Ebsen's or Haley's pre-recorded music tracks; perhaps it was added by the sound effects crew during post-production.)

As the dance portion of "Heart" begins, the tempo picks up and the modulation to A-flat occurs. Many of the metallic noises here were actually created by the sound effects crew during post-production: the Tin Man's clanking initial steps, his squeaking stiff knees, and so forth. Still, Cutter's orchestration often reflects the Tin Man's actions. For example, Wilson indicates that a percussionist plays a ratchet during the Tin Man's

first steps—an instrument barely audible in the final cut. Later on, when Haley memorably taps his legs, bangs his chest, then toots his funnel hat, the orchestration's rhythm marks his charming choreography: a repeated triplet pattern is followed by a rest and two quarter notes. In Wilson's restoration, two small Chinese gongs play the triplet figure (although MGM might have used an aluminum trash can), and a percussionist blows a train whistle for the tooting quarters. Cutter certainly employs instruments *other* than percussion to paint the Tin Man's movements: toward the end, for instance, when the wind repeatedly blows his hollow body sideways, ascending and descending scales are played in unison by the violins, violas, flutes, clarinets, piccolo, and bassoon.

Cutter's orchestration decidedly helps delineate the Tin Man's character—differentiating his persona from that of the Scarecrow. It is ironic that the Tin Man's dance music was retained, while Bolger's dance segment was deleted. But Haley's dancing is convincing. Because of his costume, the Tin Man's movements are purposefully stiff, and Cutter's orchestration matches this. The orchestra again plays very strictly in rhythm, its “stiff” execution mirroring the Tin Man's rigidity.

#### Orchestral “Vim and Verve”: Cutter's chart for “If I Only Had the Nerve”

Compared with the problematic assembly of both “Brain” and “Heart,” the production of “If I Only Had the Nerve” was relatively smooth, although a few unexpected obstacles were encountered along the way. Still, things seemed fairly routine on September 30, 1938: like Bolger and Ebsen, Bert Lahr prerecorded his turn of the song that day with the MGM studio orchestra. In fact, the whole quartet was required for

Arlen and Harburg's abbreviated version of the Lion's number: two [A] sections followed by an ending for the four characters:

Lion:	[A]	Yeah, it's sad believe me missy, When you're born to be a sissy, Without the vim and verve, But I could show my prowess Be a lion, not a mou-ess If I only had the nerve.
-------	-----	--

	[A1]	I'm afraid there's no denyin' I'm just a dandelion A fate I don't deserve. I'd be brave as a blizzard. I'd be gentle as a lizard. I'd be clever as a gizzard If the wizard is a wizard Who will serve...
Tin Man:		
Scarecrow:		
Dorothy:		

	["Quartet Ending"]	
Scarecrow:		Then I'm sure to get a brain
Tin Man:		A heart
Dorothy:		A home
Lion:		The nerve

This number then segues directly into a reprise of "We're Off to See the Wizard," sung by the full quartet as they skip toward Emerald City.<sup>238</sup>

Curiously, on *Oz*'s original music tracks for the September 30, 1938 session, an initial prerecording of "Nerve" was made in which Lahr sings different opening lyrics from those in *Oz*'s final cut (and from those in the song's published version, for that matter). For the initial two lines, Lahr sings:

[A]	Yeah, it's sad to be admittin', I'm as vicious as a kitten, [etc.]
-----	--

On this initial September 30 prerecording, Lahr sings the rest of the number's lyrics as heard in the completed film, and Bolger, Ebsen, and Garland respond with their solo lines as indicated above. One of the piano-vocal manuscripts for "Nerve" includes this "admittin / kitten" couplet—scribbled in below Harburg's original "missy / sissy" lyrics. But a decision must have been made during prerecording to go back to Harburg's original ideas. And as it happens, on September 30, a *second* prerecording of "Nerve" was made with Lahr and the studio orchestra alone. This very short recording (which was surely punched into the first) consists of Lahr singing only the opening three lines, now with the familiar lyrics heard in *Oz*'s final cut:

[A]	Yeah, it's sad believe me missy, When you're born to be a sissy, Without the vim and verve,
-----	---

Yet the prerecording of "Nerve" required further editing: after Ebsen's withdrawal, Haley had to record the Tin Man's two solo lines for the number's "quartet ending" in a session all his own. (The date of this brief session probably occurred when Haley was recording "Heart" in November 1938.) On this music track, Haley listens to the playback of the earlier prerecording and on cue sung his lines "I'd be gentle as a lizard" and "a heart." These lines were then punched into the prerecording of "Nerve," replacing Ebsen's voice. The highly edited orchestral/vocal prerecording of "Nerve" was thus ready to be shot to playback. (On a related note: Haley re-recorded almost all of Ebsen's vocals. Still, Ebsen's distinctive mid-western accent is audible in two places in *Oz*'s final cut: when Dorothy, the Scarecrow, and the Tin Man sing the trio reprise of "Off to See" and when the Lion joins them in the quartet reprise. Time

constraints may have prevented re-recordings in these cases, and so Ebsen's voice is heard though Haley is seen on the screen.)

On the September 30, 1938 prerecording, "Nerve" is taken at roughly  $\text{♩} = 122$ —only a bit slower than Bolger's rendition of "Brain" but a good deal faster than Haley's "Heart." Lahr's relatively brisk tempo—and his comically brusque delivery of the melody—are clearly in keeping with the Lion's faux bravado. But Cutter's vigorous orchestration also helps delineate the Lion's character: at the end of m.4 (after "Without the vim and verve"), Arlen's brief fill is heard again, which earlier featured the folkish ocarina and then was replaced with the "metallic" violin glissando. This time around, Cutter fittingly assigns Arlen's fill to solo bassoon—an instrument whose dark, reedy timbre has often been used by composers for comic effect. As "Nerve" continues, so does Cutter's orchestral characterization. After Lahr sings "Be a lion, not a mou-ess / If I only had the nerve" (at the end of the first [A]), Cutter punctuates the song's title line—and the Lion's brassy disposition—with a suitably brassy melodic lick by muted trumpets and trombones: a descending eighth-sixteenth figure from the flat  $\hat{6} - \hat{5}$ . And during the Lion's second [A], the humorous color of solo bassoon is apparent once again, now playing a countermelody against Lahr's vocal line (heard beneath "I'm afraid there's no denyin' / I'm just a dandelion / A fate I don't deserve").

The orchestral/vocal prerecording for "Nerve" was now set for filming. Unlike "Brain" and "Heart," Fleming's initial footage of "Nerve" taken in November 1938 was apparently successful enough that a re-shoot was unnecessary. This is not to say that the filming of "Nerve" went off completely without a hitch. As it happens, a poignant anecdote about this particular shoot is well-known among *Oz* devotees: in the familiar

scene, the Lion unexpectedly jumps out from behind trees and tries to bite Toto, but Dorothy slaps him, after which he begins to cry and admits to being a coward. Lahr's burlesque "put 'em up" comedy and sudden sobbing are undeniably hysterical—so much so that Garland could not stop laughing during filming. John Lee Mahin, one of several uncredited script doctors on *Oz*, was on the set that day and vividly recalled the manner in which director Fleming reprimanded Garland (an action that certainly would not be tolerated today). As Mahin told Harnetz in the early 1970s:

[During the scene, Dorothy] slapped the Lion and he broke into tears. And she was to continue bawling him out. But Lahr was so funny that she burst into screams of laughter instead. Vic [Fleming] was patient at first. She went behind a tree. I could hear her saying, 'I will not laugh. I will not laugh.' Then she'd come out and start laughing again. They must have done the scene ten times, and eventually she was giggling so much she got hysterical. She couldn't stop laughing. And Vic finally slapped her on the face. 'All right now,' he said, 'go back to your dressing room.' She went. And when she came back, she said, 'O.K.' And they did the scene.<sup>239</sup>

This story underscores the significance of Lahr's comedy to the completed movie. His Cowardly Lion serves as *Oz*'s lovable clown—an essential comic foil to the earnestness of the other leads, occasionally breaking the narrative's tension. And clearly, Cutter's orchestration here and elsewhere enhances Lahr's shtick. Throughout *Oz*'s final cut, in fact, Cutter's orchestrations of almost all the songs—and Arnaud's for "Munchkin Musical Sequence"—serve as a crucial (albeit often overlooked) aspect of dramatic characterization.

## Chapter 4      Production (c.mid-October 1938—mid-March 1939) -also called “Principal Photography”

### Prerecording with Orchestra or Piano

#### Prerecordings with Orchestra (Fall 1938): Personnel and Overview of Technology

Clearly, several songs in *Oz*’s final cut were prerecorded directly with the MGM studio orchestra during fall 1938. As we have seen, between September 30-October 11, 1938—just prior to the beginning of production on October 13—*Oz*’s vocal leads spent several days prerecording their solo numbers and small vocal ensembles with orchestra; once filming began (and with a few unexpected interruptions and revisions), these orchestral/vocal tracks were then used when the songs were shot to playback. Within the completed movie, examples of this type of *modus operandi*—i.e., songs prerecorded *with orchestra*—include the following:<sup>1</sup>

“Over the Rainbow”:	-Garland; chorus; rec. Oct.7, 1938
“If I Only Had a Heart”:	-Haley; chorus; rec. Nov. 8, 1938; (plus abbrev. dance portion orig. rec. for Ebsen on Oct. 1, 1938)
“If I Only Had the Nerve”: (abbrev. chorus + “quartet ending”)	-Lahr/Bolger/(orig. Ebsen)/Garland; rec. Sept.30, 1938; (w/Haley’s punched-in lines rec. c.Nov.1938)
“We’re Off To See the Wizard”:	-separate prerecordings made on Sept. 30, 1938, for: -duet (Dorothy & Scarecrow) -trio (Dorothy, Scarecrow, & Tin Man) -quartet (Dorothy, Scarecrow, Tin Man, & Lion) -personnel as required: Garland/Bolger/Ebsen/Lahr (Ebsen’s vocals never replaced by Haley)

By the time *Oz* was produced in 1938-1939, such orchestral recording sessions took place on MGM’s well-known “scoring stage”—not on a “sound stage” (or “shooting stage”) where the movie was actually filmed. In fact, the songs and underscoring for *The Wizard of Oz* were some of MGM’s earliest musical cues to be recorded on this particular

scoring stage, which was subsequently used throughout the heyday of the studio era. And even though the old MGM studios are now owned by Sony Pictures Studios, this original scoring stage has been maintained over the years: in 2004, it was dedicated to Barbra Streisand and continues to serve as one of the most frequently used scoring stages in Hollywood. Not surprisingly, with its unmatched acoustics, it was (and remains) state of the art.<sup>2</sup>

#### 4.1. MGM's scoring stage today



We might consider the various personnel in attendance during these recording sessions: on the scoring stage itself, the cast members required for a given song cue were present, along with the orchestral musicians called for that specific orchestration, and of course the conductor would have been on the podium. The conducting duties for *Oz* may very well have been split: in Rosar's assessment, Stothart, as *Oz*'s music director, might



have conducted all the film's underscoring cues. However, Stothart's assistant—George (“Georgie”) Stoll—may have conducted all of *Oz*'s song cues, while Stothart supervised Stoll from inside the recording booth with the engineers. (*Oz* was evidently Stoll's first job at MGM; he had previously worked at Paramount.) Regardless, we know from *Oz*'s original music tracks that this was indeed the setup for Garland's October 7, 1938 prerecording session of “Over the Rainbow”: Stothart's distinctive voice is heard from inside the booth over the P.A. system, and Stoll is at the podium with Garland and the orchestra. On one particular take of the ballad, Stoll can be heard talking directly to the orchestra, saying, “I'll give it to you, boys,” presumably referring to the downbeat or tempo. At the very end of this recording, Stothart is again heard from the booth, giving Stoll instructions for the next take and asking him to move the tempo faster in the chorus's last few bars.<sup>3</sup>

Whether it was Stothart or Stoll on the podium, conductors of film scores during this era generally preferred to use the condensed format of piano-conductor parts. Such short scores, typically comprised of three or four staves, were far less cumbersome for conductors than full orchestrations, which would have required numerous, potentially noisy page turns. And incidentally, the orchestrator for the cue at hand was usually present at its recording session, along with the conductor. In fact, it was customarily the orchestrator of a given cue—sitting either at a desk next to the podium or inside the booth—who followed the cue's full orchestration as the music was being recorded. In the case of *Oz*, then, Cutter would have attended virtually all the recording sessions for the movie's songs. Arnaud likewise would have been present for “Munchkin Musical Sequence” and Salinger for “The Jitterbug.” And as it happens, Salinger's voice can be

heard inside the booth on one of the original music tracks for “The Jitterbug,” prerecorded October 10, 1938.<sup>4</sup>

*Oz*’s original music tracks of all the film’s songs and underscoring, preserved from the 1938-1939 recording sessions, comprise roughly fourteen hours of music that fill fifteen CDs. These recordings are not available to the general public, but in 1995, a very small sampling was released commercially on a two-CD set, with the spoken comments of musicians and other personnel edited out.<sup>5</sup> The producers’ notes for this two-CD set include a helpful overview of the technological process by which the *Oz* score was recorded:

Much of the score for [*Oz*] was recorded by several microphones placed strategically throughout the [scoring] stage, each creating discrete recordings called ‘angles’ [...], capturing the vocals and different sections of the orchestra. Each angle was then edited using portions of many different ‘takes’ of each [cue]. Finally, the edited vocal and orchestral angles were mixed to monaural composite tracks (‘comps’) in preparation for final use in the film.<sup>6</sup>

These “comps” used for the completed movie comprise only *one* constituent part of *Oz*’s soundtrack. As in virtually any film of that era, the soundtrack of *The Wizard of Oz* consists of three basic components: music, sound effects, and dialogue.

The process by which the film’s music was recorded was complex, and the audio technology in use at MGM during this era deserves further exploration. Rosar provides more details about this understudied subject:

MGM was apparently [already using] two-channel recordings [by] 1929—very soon after the coming of sound movies. [...] But [the engineers] did not *always* record using two channels, [which is really just] two different mike setups, each mike setup having its own channel on the recording console [“A” and “B”] and recorded on a separate optical music track. [The choice of using two-channel recording] may have depended upon budget. This is a little-researched topic so we are lacking information about why [two-channel recording] was sometimes

used, but evidently it was only for mixing purposes, not to yield a stereo recording. [To clarify even further,] the two (or more) separate optical music tracks were physically linked together to be played back in synchronization and fed into a single channel—into which also was fed the dialog and sound effects, which were on separate tracks to begin with. The final result was the mixed ‘composite track’ combining dialog, effects, and music [i.e., the ‘soundtrack,’] which was then recorded directly along the edge of the film itself. [The original *Oz* soundtrack is monoaural—not stereo—although] Stokowski [with the Philadelphia Orchestra] and others were experimenting with stereo recording early in the 1930s and even earlier.<sup>7</sup>

As Rosar explains, the *Oz* soundtrack (dialogue, sound effects, and music) was indeed “recorded directly along the edge of the film itself.” This process is known generally as “sound-on-film”—a technology that became commercially viable by the late 1920s. In sound-on-film, sound waves were converted into light waves that were then photographically inscribed onto the film strip. This allowed for a single strip of film to carry both pictures and the soundtrack, which was imprinted alongside the pictures and read by special projectors.<sup>8</sup> Rosar continues, explaining the different microphone setups used during *Oz*’s recording sessions:

The word ‘angle’ is borrowed from photography. [That is,] much as one photographs a subject from different ‘camera angles,’ the mikes [for the *Oz* orchestral sessions were placed] in different positions relative to the orchestra and singers to record it/them from a given vantage point or ‘angle.’ In the old days [the engineers] rarely used more than a few microphones, so one ‘angle’ might [have been] the mike at the front or back of the recording stage, whereas another setup might [have been] with the mike(s) right above the orchestra. They called the first a ‘long shot’ (like a long shot in a movie, a shot taken of something from a distance) [and] the other [was called] a ‘close shot’ (as if close to the orchestra or singer(s)). So ‘close shot’ and ‘long shot’ were the two basic mike setups that were recorded on separate optical tracks. By blending them together they got a nice full sound, or sometimes they favored one or the other [i.e., a ‘close shot’ or a ‘long shot’] behind dialog so that the music had [either] a closer or more distant presence in the mixed composite recording.<sup>9</sup>

As noted, there were numerous “takes” of each cue during *Oz*’s prerecording sessions. On the film’s original music tracks, every take is “slated” at the beginning, much like individual dramatic scenes are slated just prior to filming. One first hears the voice of a staff member who calls out a series of details: the particular scene number, the take number, then “1, 2, 3.” Immediately after this, the slate clap is heard, followed by a short piano vamp (presumably to let the musicians know the conductor was about to give the downbeat). The piano vamp is sometimes followed by a short comment from the conductor, after which the music itself begins.

Most of the prerecordings used for *Oz*’s final cut consist not of a single take, but more typically of several takes edited together. This type of editing can be illustrated by reviewing Garland’s prerecording session for “Over the Rainbow” on October 7, 1938. In this case, the editing was fairly simple: the ballad’s chorus was rather short, the number was for solo vocalist (i.e., not an ensemble), and a small number of takes were made. Orchestrator/performer Joan Ellison describes the surviving takes from that day, and which were used for the completed film:

[The session for “Over the Rainbow” was held] in the MGM scoring stage with its plywood walls, with Judy singing at the same time as the orchestra and Georgie Stoll conducting. They did eight takes that day, splicing together the beginning of take 5 with the rest of take 6 to be used in the film, and the rest is history. The first four takes have been lost, but takes 5-8 survived and can be heard on the recent *Oz* DVD release and elsewhere. [As stated] takes 5 and 6 were the ones used in the film; Judy coughs at the end of the first section of the [chorus in take 5], so they used [that] take up until the cough and then spliced it with the rest of take 6.<sup>10</sup>

Prerecordings with Piano (Made During *Oz*'s Production Phase)

As has been shown, some songs in *Oz*'s final cut were prerecorded directly with orchestra during fall 1938. Several others (either as originally planned or due to unforeseen circumstances) were prerecorded later—throughout *Oz*'s production phase—with piano accompaniment alone, then shot to these piano/vocal tracks. During post-production, the separate piano tracks were eliminated and replaced with newly-created orchestral tracks. In general, the more complicated ensembles in the film were assembled in this manner, but as we recall, Bolger's "Brain" also ended up following this path. In all likelihood, these piano-vocal sessions took place on the same scoring stage used for the orchestral sessions, although of course, a pianist in lieu of an orchestra would have been present along with the required singers. A partial list of songs in this category in the finished movie include:

"If I Only Had a Brain"	-Bolger; re-recording of chorus w/piano; rec. Feb. 28, 1939; -re-orchestration by Cutter; written March/early April 1939 and rec. April 11, 1939
"Munchkin Musical Sequence"	-Billie Burke, Garland, prof. ensemble singers, etc.; -rec. w/piano Dec.14-16; Dec.19; Dec. 22, 1938; -orchestration by Arnaud; written March/early April 1939 and rec. April 13, 1939
"The Merry Old Land of Oz"	-Frank Morgan, Garland, Bolger, Haley, Lahr, prof. ensemble singers; -rec. w/piano Dec.28, Dec.30, 1938 & Jan.3, 1939; -orchestration by Cutter; written c.April 1939 and rec. May 8, 1939

Yet another complex technological process created the voices of the Munchkins—an achievement for which we are indebted primarily to Doug Shearer (MGM's chief sound engineer) and Ken Darby (one of Stothart's assistants and *Oz*'s choral arranger, who had sung professionally with his own male quartet prior to arriving at MGM). The

piano-vocal sessions for “Munchkin Musical Sequence” took place over the course of several days in mid-December 1938. Although the *Oz* principals like Garland and Bolger all sang for themselves, the Munchkins’ singing and most of their dialogue was pre-recorded (or later post-dubbed) by professional vocalists. Actually, the three other men from Darby’s professional quartet recorded the voices of the three “tough guys” of the “Lollipop Guild.” Similarly, a group of three girls called the “Debutantes” sang the voices of the “Lullaby League.”<sup>11</sup> In these days before magnetic tape, Shearer and Darby (who had made several recordings with mixed choral groups) devised a method to produce the helium-like quality of the Munchkins’ voices. Darby himself explained the process to Harmetz in the early 1970s:

In those days, we didn’t have the technical facilities we have now, like speeding up tape. I had to figure out how to make the Munchkins sound high-pitched. I worked it out mathematically, using a metronome. Then I went to the head of the sound department, Doug Shearer. I told him that if we could record at seventy-two feet per minute instead of the normal ninety feet per minute and if we sang at a slower pace in a different key, when we played it back at ninety it should sound right. He said there was no way to do that because we didn’t have a variable-speed recorder. Then he said he would try to manufacture a new gear for the sound-recording machine. And it worked. I had the singers sing very slowly and distinctly so the words would be clear when we played it back at a faster speed. *Ding ... Dong ... the ... witch ... is ... dead.* When we played it back, it was a perfect one-fourth higher.<sup>12</sup>

Conversely, the ominous vocal quality of the Winkie Guards (also performed by professional singers) was created by Darby, as he told Harmetz:

I got men with deep voices and had them singing in a fairly low register while we recorded it at a faster-than-normal speed. When we played it back at a normal speed, it dropped a perfect fourth lower and made them sound like monsters.<sup>13</sup>

By one account, Edens supervised the singers during all the recording sessions of the songs, both those with orchestra and piano.<sup>14</sup> Clearly, whoever decided which takes would be used and edited for the completed film—likely Edens, Freed, and/or Stothart (possibly among others)—deserves further authorial credit, since their judgment helped determine the finished “works” in *Oz*’s final cut.

### **Shoot to Playback**

The prerecordings of the *Oz* songs served two basic functions. First (as detailed above), these music tracks were eventually incorporated into the movie’s soundtrack, which also included dialogue and sound effects. The soundtrack was then recorded directly along the edge of the film. Secondly, these same prerecordings, whether made with orchestral or piano accompaniment, were pressed into large, acetate “transcription discs.” These phonograph records were subsequently played back on the set throughout the six-odd months of *Oz*’s production phase—c.mid-October 1938—mid-March 1939—as the numbers were “shot to playback.” The use of prerecordings during filming merits a brief historical overview, especially since this technological procedure is one of the most fundamental and distinctive aspects of the movie musical genre. Furthermore, shooting to playback has, from its inception in the early days of sound film, affected virtually all musicians involved in creating movie musical scores.

### The Shoot to Playback System: Artistic and Technological Advantages

Early screen musicals (c.1927-1929) were a rather cumbersome affair; for technical reasons, they had to be recorded live, with onstage orchestras. During these

first few years of “talking pictures,” the newly invented but noisy “sound camera” needed to be encased in an bulky, static soundproof booth. Not surprisingly, the promising development of pre-recording songs—the shoot to playback system, invented in late 1929—was quickly adopted, and was in use by every major Hollywood studio by early 1930.<sup>15</sup> This system enabled musical numbers to be recorded separately, then played through loudspeakers on the set during filming, with vocalists lip-syncing to their own recordings (or as was sometimes the case, to recordings made by other singers). As Graham Wood describes, this practice freed up the camera from its relative immobility and permitted great creativity on the part of directors and editors. Naturally, these radical changes challenged actors and technicians, but the artistic gains of the process were soon very clear.<sup>16</sup> As might be expected, the system also offered numerous *technological* advantages. Film scholar John Cunningham offers a useful summary of these more practical benefits:

[During the studio era] the classic and usual [recording] technique [for movie musicals] was to pre-record all the songs *before* actual production of the film. This was done for several reasons, [primarily because] during a musical number, people [on the set were] typically moving around a great deal, and if [a number] were recorded with a boom (overhead) microphone during shooting, the distance between the singer -- usually doing some sort of dance moves -- and the microphone would constantly vary, creating a vocal track that ‘comes and goes.’ Also, most classic musical numbers [...] used many moving camera shots. Sometimes the camera would be on a crane and follow the singing actors all over the place [...]. Cranes, camera dollies and their crews (sometimes four or five crew members to operate a crane) always make a certain amount of noise. With the singer pre-recording the musical numbers and lip-syncing to their playback during shooting, the crew could make virtually all the noise they wanted because the song playback was blaring out of the speakers. Another reason [for shooting to playback:] a pre-recorded song eliminated any unwanted background noise from the location -- it gave a ‘clean’ recording. [For example, imagine] a scene with a waterfall in the background. [...] If the song were recorded ‘live’ (on location during photography) the waterfall would compete with the voice. Pre-recording a ‘clean’ musical track and lip-syncing to it on location meant that there was no waterfall sound competing with the



song. Then, during mixing, the sound of a waterfall would be added -- with the benefit that the filmmakers [would] now have total control over the waterfall because it [was] added *later* as a sound effect. In the days before magnetic sound recording, the songs were pre-recorded both to optical soundtrack [for use in the finished film] and to [acetate] disc (phonograph records). On the stage they were played back via phonograph [...].<sup>17</sup>

Cunningham further explains the advantages of shooting to playback, focusing next on the concept of “repeatability”—an industry term describing the system’s ability to replicate exactly the same timing for a given musical number upon repeated takes and numerous shots:

Another reason [...] the numbers were pre-recorded as opposed to sung ‘live’ during photography [was] repeatability. Since a given musical number [was] photographed in a number of ‘shots,’ the actor/singer [needed to] be able to repeat *exactly* from take to take and shot to shot the same movements, etc., and also the same pacing and expression in a song. If they tried (and they did--a time or two) to record [a] number live, not only [did] they have a heck of a time trying to follow the actor around the stage with a mike, *and* [...] have an orchestra present, but the pacing of the song would invariably vary ever so slightly from take to take. Then, if this [happened], the film editor [had difficulty] assembling the final edited song, because for an editor everything [needed to] match, and that [included] the pacing of a musical number. By lip-syncing to a pre-recorded track, the pacing of the musical number [stayed] exactly the same from take to take and shot to shot, so that in the editing room everything [fell] properly into sync. The alternative to this is to have very static musical numbers and just have the mike up above. This was done in the very early days of talking pictures. If you look at some of these films now the musical numbers are very stagy and confined. The actors couldn't move around much at all because if they did their sound would be off-mike. [During the studio era the singers] were *very* well trained and the big studios had lots of money for re-takes should they slip up and make a mistake. And, occasionally, you can see a tiny little error here or there in the lip-syncing.<sup>18</sup>

### Oz’s Many Directors

The technology employed to shoot the *Oz* songs brings us next to the subject of the movie’s directors: in sum, Victor Fleming (*Oz*’s sole credited director) shot all of Arlen and Harburg’s numbers in the final cut except “Over the Rainbow,” which was

filmed near the end of production by King Vidor, the picture's fifth director. But as with virtually all-things *Oz*, the history surrounding the movie's directors is far more complicated than the previous statement implies. For indeed, *Oz* is well-known among film specialists for its long line of directors over a lengthy and often rocky production phase. *Oz* historian John Fricke provides a helpful survey of the many twists and turns at the beginning of the movie's production period:

*Oz*'s principal photography finally got under way on October 13 [1938] with director Richard Thorpe. (Original director Norman Taurog had shot a few early tests and was then reassigned to another picture.) Thorpe began his work in the cornfield and moved on to the scenes in the Witch's castle. [But when Ebsen was poisoned by the aluminum dust in his makeup], everything fell apart. [...] Meanwhile, [producer] LeRoy had already berated the cast over his dissatisfaction with the rushes and decided to fire Thorpe. On October 25, George Cukor was announced as his replacement, but Cukor—in preproduction on *Gone With The Wind*—could only remain with *Oz* for a few days. Nonetheless, his contributions were pivotal, as he effected major changes in Garland's makeup, costume, and (Thorpe-directed) 'fancy-schmancy' performance. Under Cukor's supervision, Judy was transformed from a rouged, blonde 'Lolita' Gale to (at least the MGM approximation of) a Midwestern farm girl. [...] At the same time, modifications were made in Bolger and Hamilton's makeup, and on November 4, the film began again under the direction of Victor Fleming.<sup>19</sup>

#### Fleming's Direction: An Overview

Scarfone and Stillman offer a succinct sketch of Fleming's personality and approach toward *Oz*:

[In his six years at Metro before *Oz*], Fleming had cultivated a reputation for handling megastars such as Jean Harlow, Spencer Tracy, Wallace Beery, Myrna Loy, and Clark Gable, MGM's king of the lot, with the respectable but down-to-earth ease of a mentoring pal or an older brother. While lunching with Ed Sullivan at the Brown Derby, Fleming told [him] that the hallmark of a great performer is an almost animal intelligence in grasping a character and knowing instinctively how to project it so that an audience will understand it. 'All the great performers,' said Fleming, 'are emotionally unstable, and have such heights and depths that they live in a world apart from most of us.' In particular, Fleming had a personal and professional affinity for Clark Gable, and the two

often spent time after hours engaged in outdoor sportsman's activities. [...] Fleming also had an aptitude for rehabilitating floundering productions with the aid of his friend and trusted collaborator, screenwriter John Lee Mahin. [...] Together, Fleming and Mahin had finessed the scripts of several previous Fleming directed films that were successes: *Red Dust*, *Bombshell*, *Treasure Island*, *Captain Courageous*, and *Test Pilot*. Fleming had most recently salvaged *The Great Waltz* (1938). [...] On November 3, 1938, the Hollywood Reporter noted that the cinematic duo of Fleming and Mahin would do 'their stuff again' for the studio, 'this time on *Wizard of Oz*, Mahin's third important ailing patient in a row [...] and Fleming's second.'<sup>20</sup> [...] [For *Oz*,] Fleming himself retained the adventuresome spark of youth, telling Alexander Kahn of the United Press: 'It is not difficult for adults to accept the [*Oz*] story and enjoy it as much as children. For, as you know, we are all Peter Pans to some degree.' [...] Fleming [also] told Alexander Kahn that, with *The Wizard of Oz*, he hoped to balance the picture's fantasy with a measure of realism in order to present a satisfying entertainment. 'Such attempts at pure fantasy have been tried without success,' said Fleming, 'but in *Snow White*,' we found fantasy that could be realistic. For the time being the audience actually could believe in dwarfs, a witch and a poisoned apple. Disney was using real characters and outside of a little magic they did real things.'<sup>21</sup>

### Chronology of Fleming's Shoot

Fleming's direction of *Oz* stretched from November 4, 1938 through mid-February 1939—an intensely “productive” production phase during which most of the finished movie was filmed. The chronological details of Fleming's directorial efforts could easily fill volumes, but fortunately, Fricke's concise rundown furnishes a valuable alternative:

A known 'savior' of troubled Metro product, Fleming brought a businesslike but childlike enthusiasm to his goals for *Oz*: 'People may be 60 when they come into the theatre, but by the Great Horn Spoon, they'll be exactly six while they're looking at the picture.' Billie Burke later compared him to 'a schoolboy, so excited about the film's possibilities.' And Fleming, a 'man's man' in his friendships with Clark Gable and other coworkers, told script adjunct Mahin that he was doing *Oz* for his two young daughters: 'I want them to see such a picture [about] a search for beauty and decency and love...' As Fleming came aboard, so did Jack Haley, borrowed from Fox to replace Ebsen. [...] Fleming moved along with great tact, drive, and determination. In November, he reshot Dorothy's encounter with the Scarecrow, then moved on to the Apple Orchard, the meetings with the Tin Woodman and Lion, and the trip through the poppies.

In December, he redid the Witch's Castle sequences and tackled two weeks in Munchkin Village. The little people had arrived in Culver City in November and spent four weeks in rehearsals, fittings, and makeup tests. [...] January 1939 saw Fleming move into the Haunted Forest with the Winged Monkeys and [eventually deleted] 'Jitterbug' number and then onto the first scenes in the Emerald City—including the encounter with the Guardian of the Gate, 'The Merry Old Land of Oz,' the [later excised] reprise of 'Ding-Dong! The Witch is Dead,' and the Wizard's balloon ascension. From the end of the month into February, the cast shot 'King of the Forest,' the ominous corridor walk into the presence of the Wizard, and scenes in the throne room.<sup>22</sup>

### The Genesis of "Follow the Yellow Brick Road"

Fleming's role takes on even greater significance for this project upon considering that he is responsible for one of the numbers in *Oz*'s final cut. Indeed, we owe a debt of gratitude to Fleming for the existence of "Follow the Yellow Brick Road." While shooting "Munchkinland" in December 1938, he apparently requested additional music and lyrics to help set up "You're Off to See the Wizard"—the Munchkins' choral send off to Dorothy.<sup>23</sup> But perhaps unexpectedly, Fleming seems first to have turned to Georgie Stoll (Stothart's assistant) for this added material, after which Stoll must have approached Arlen and Harburg. In fact, an inter-office memo dated December 21, 1938—from Keith Weeks (*Oz*'s production manager) to producer LeRoy—reads as follows:<sup>24</sup>

#### INTER-OFFICE COMMUNICATION

To Mr. LeRoy –cc to Messrs. Chic, Freed, Stothart  
Subject Wizard of Oz – Prod 1060  
From Keith Weeks Date Dec 21 1938

The decision reached by Messrs. Fleming, Stoll, and Connolley [sic] on Stage #27 this morning, following the discussion about the music for the end of the Munchkinland sequence, was –

1. Fleming wants Stoll to work the details out today with the music writers—He wants some additional music and lyrics to get the effect he desires.

2. Mr. Stoll is to present his ideas tomorrow on the set in the form of a piano recording.

3. If these ideas, lyrics and music are approved and work satisfactorily, Mr. Stoll will make the final sound track as quickly as possible, probably Thursday evening or Friday of this week. This will be the track to which Mr. Fleming will photograph the action.

Keith Weeks

---

Accordingly, Arlen and Harburg were brought back to the production (perhaps only for a couple of days) to write the now-familiar music and lyrics—what would become the short, jig-like introduction to “You’re Off to See the Wizard.” In turn, Stoll presumably discussed the matter with the songwriters, explaining Fleming’s wishes. And by the very next day—according to a script page submitted by Harburg on December 22—the expedient lyricist had already submitted the lead-in dialogue for Dorothy and several solo Munchkins, who, at an increasingly faster tempo, individually repeat the line “Follow the Yellow Brick Road.” These solo lines are interrupted by Dorothy’s tentative first steps at the beginning of the spiral pathway. At the end of his script submission, Harburg indicates that these spoken lines should segue directly into music. The dialogue of Harburg’s December 22 script portion is rather close to that of *Oz*’s final cut:<sup>25</sup>

---

From E.Y. Harburg [12-22-38 handwritten here]

[...]

Glinda

Oh very good; but very mysterious. He lives in the Emerald City and that’s a long journey from here. Did you bring your broomstick?

Dorothy

I’m afraid not.

[Good] Witch

Well then you'll have to walk. The Munchkins will see you safely to the borders of Munchkinland, and remember, never let those ruby slippers off your feet for a moment or you'll be at the mercy of the Wicked Witch of the West.

Dorothy

But how do I start for Emerald City?

[Good] Witch

(taking her by arm to the very point of yellow spiral)

It's always wise to start at the beginning. And all you do is follow the yellow brick road.

Dorothy

But what happens if I –  
(she breaks off)

[Good] Witch

Just follow the Yellow brick road.

Long shot – THE BUBBLE

As it floats away over the countryside to a ripple of music.

CLOSE SHOT – DOROTHY

Dorothy (cont'd.)

--People come and go so suddenly!...  
(looking down bewildered and mumbling to herself)

Follow the yellow brick road.....  
(she takes a few steps and mumbles...questioningly)

Follow the yellow brick road?

Munchkin Voice No. 1

Follow the yellow brick road.

Munchkin Voice No.2

Follow the yellow brick road.

The voices get faster and should be bass, tenor,  
Donald Duckish, etc., into music.

---

Although no piano-vocal manuscript survives to confirm a compositional date for the jig-like “Follow the Yellow Brick Road,” Arlen and Harburg likely wrote the c.20-bar passage by the December 22 date of Harburg’s script portion above. Nevertheless, Fleming clearly seems to have acted as a collaborator during the genesis of “Follow the Yellow Brick Road,” although once submitted, this music too was subject to the cumulative input of future arrangers, orchestrators, and others.

### Vidor Takes Over

As many *Oz* fans know, Fleming was not able to finish his assignment on the film. Fricke explains the transition in directors:

[In mid-February] *Oz* hit one final, major production snag: On February 14, Fleming (under protest and duress) agreed to take over direction of a foundering *Gone With The Wind*. He insisted on staying at MGM to complete most of the *Oz* Technicolor sequences and oversaw some of the special effects tornado footage; the film unit gave him a farewell party on February 17. To finish *Oz*, LeRoy called on King Vidor, and it fell to the picture’s fifth director to handle [among other details] the Kansas scenes. These included ‘Over the Rainbow,’ which gave Victor special pleasure.<sup>26</sup>

“As a director,” Scarfone and Stillman write, “Vidor was golden at MGM. His [silent film] *The Big Parade* (1925) became the studio’s greatest commercial success at that time and was critically hailed as an important document of World War I.”<sup>27</sup> Scarfone and Stillman continue:

But Vidor would never commit to a long-term contract at MGM, preferring instead to freelance for other studios. His two most recent successes just prior to *The Wizard of Oz* were *Stella Dallas* (1937), with Barbara Stanwyck [...] and *The Citadel* (1938), an English film [...] for which [MGM] was distributor. Part of Vidor’s appeal to complete *Oz* was that he was already experienced with the peculiarities of working with Technicolor cameras as the primary director of Metro’s *Northwest Passage* in 1938 [delayed for release until 1940]. [In fact,] in addition to overseeing *Oz*’s [sepia-toned] Kansas scenes [...] Vidor

oversaw Technicolor ‘pickup shot,’ or retakes, as needed for continuity [as well as a few other Technicolor scenes].<sup>28</sup>

Though Vidor’s *Oz* assignment spanned only ten days, his input was critical. If for no other reason, his contribution to the film is forever secured in movie history by his direction of “Over the Rainbow” in February 1939—one of *Oz*’s last scenes to be shot. And as Scarfone and Stillman explain, “Unlike the fantasy scenes under Fleming’s direction, in which the camera fluidly floated, Vidor’s direction of the Kansas sequences was straightforward.”<sup>29</sup> Still, for Garland’s performance of the ballad, Vidor was able to add just enough motion during her singing to create a graceful elegance. As Vidor himself told Harmetz in the early 1970s:

It was a Monday when I took over the picture. [...] I went to Fleming’s office across the hall from mine. We had lunch together, but we didn’t talk about the picture. Fleming was a close friend, but he played the part of being gruff, brusque, taciturn. So instead of telling me what I wanted to know, he’d say, ‘Oh, you know what to do.’ I’m not even sure that he took me down to see the sets. [...] I staged ‘Over the Rainbow’ with Judy walking. Previous to this, when people sang, they stood still. I used ‘Over the Rainbow’ to get some rhythmical flow of movement into a ballad.’<sup>30</sup>

Vidor’s comment is essentially true: though prior to *Oz* singers in movie musicals did not *always* stand still, the staging in films, especially for ballads, was frequently rather static up to this point. Vidor struck just the right balance in Garland’s all-important scene. As Scarfone and Stillman explain: “[In his later years,] Vidor remained proud of having staged Judy Garland singing ‘Over the Rainbow’ with unsophisticated simplicity yet fluidity of motion as Dorothy meanders and muses about an untroubled life beyond her own backyard.”<sup>31</sup>



### Directors, Performers, and Viewers as Co-Authors of the Songs

Few would argue that a consideration of this developmental stage must also account for the contributions of *Oz*'s performers, especially Garland, Bolger, Haley, and Lahr. To a great extent, the *Oz* songs are inextricably connected to these gifted artists. Etched indelibly in our collective memory is Garland's inimitable performance of "Over the Rainbow"—a cinematic moment so powerful that vestiges of that performance remain in virtually every subsequent rendition of the ballad by other artists, and even by Garland herself. The same can be said to a lesser degree of Bolger's "Brain" and Haley's "Heart." Although Nathan Lane and others have successfully delivered the Lion's "Nerve" and mock aria, Lahr's masterful portrayal of the character's pseudo prowess is permanently attached to this material.

For each song in the completed film, the combined visual and prerecorded audio components thus create yet another layer—the infinite "recorded performance Text"—of the fixed "work." Indeed, as we recall, this dissertation's overarching thesis asserted that every fixed, recorded work (or song scene) within *Oz*'s final cut offers an open, recorded performance Text—a completely unique aggregate of the many audio and visual recordings made for each song. That is, each diegetic musical number in the finished film can be understood as a compilation of various "glimpses" of the original, fleeting live performance Texts, secured permanently on many different audio and filmed recordings.<sup>32</sup> And as the previous commentary has demonstrated, from these numerous recordings, certain takes were selected, edited, and unified—thereby producing that brand new layer. Consequently, the film's vocalists (particularly the four singing principals)—

along with directors Fleming and Vidor—must be added to the ever-increasing chain of the songs’ authors.

In turn, each recorded performance Text has been continually dispersed toward amenable audience members, who—within the “social space” of Barthes’s work/Text model—have developed countless interpretations with every viewing, thus becoming authors themselves. In this respect, this project’s thesis aligns with much of Raymond Knapp’s theory concerning the key role of performance in musicals. As only briefly noted earlier, the central argument of Knapp’s 2006 study holds that performances in stage and screen musicals can play an intensely intimate role for audience members by providing important vehicles through which they can develop and perform their own personal identities.<sup>33</sup> For Knapp, the various songs and scenes within musicals have the potential to help audiences explore social and existential choices, and can even model specific types of behavior.<sup>34</sup> As he writes, “Musicals have proven to have an extraordinary capacity to overlap significantly with the lives and souls of their various constituencies, who learn to express themselves, to act, to conceive of themselves and the world around them, and often even to *be* themselves more fully and affirmatively by following their rhythms, living out versions of their plots, and singing their songs.”<sup>35</sup>

In his chapter on “Fairy Tales and Fantasy,” Knapp demonstrates how this unique capacity of musicals is achieved in *Oz*. For example, he focuses on the film’s underlying realism (as opposed to the animation of *Snow White*), and how audiences therefore relate to *Oz*’s very *real* actors:

Despite its over-the-top costumes, settings, and performances, [*Oz*’s] realistic core is omnipresent, with its central characters more empathetic not only because we know them from an opening context (Kansas) [...], but also because we invest in them as performers, especially those we recognize from other

films. Thus, for example, we connect with Dorothy *and* Judy Garland, who through this role is both making the transition into stardom and delaying the transition into adulthood. Similarly, because many of the *Oz* characters appear more naturalistically in the opening Kansas sequence, we connect more easily with them when they reappear in full costume.<sup>36</sup>

Knapp's premise—of audiences connecting both with *Oz*'s performers and the realistic characters they play—is certainly not far removed from this project's notion of a recorded performance Text. Particularly during *Oz*'s diegetic (and very realistic) song scenes, this recorded performance Text emanates endlessly toward receptive viewers, who engage with that Text in a social realm—and often (as Knapp might say) model the characters' behavior and investigate their own social and existential choices. But this dissertation's thesis takes Knapp's concept a step further: as a result of the social interaction between audiences and the recorded performance Text, each viewer creates a potentially limitless number of meanings, therefore becoming (along with the on-screen performers and countless others along the assembly line) a contributing author of the work.

## Chapter 5 Post-Production (c.mid-March—mid-August 1939)

### Creation of Underscoring

After roughly five months of filming, production on *Oz* was completed by the second week of March 1939.<sup>1</sup> Much work remained during the ensuing five months of post-production to prepare the picture for its first preview in June and subsequent release that August: editing, special effects, publicity, and—most significantly for our discussion—the creation of the underscoring and the orchestral accompaniments for those numbers that had been shot only to piano/vocal tracks. The responsibility for all this music would fall to *Oz*'s music director, Herbert Stothart.

Many of Stothart's contributions to *Oz* have already been discussed, but at this point his career should quickly be surveyed: a native of Milwaukee, Herbert Pope Stothart (1885-1949) was educated in his home city before attending the University of Wisconsin-Madison, where he was involved in conducting and composing for theatrical productions. After teaching at the university for a few years, he moved to New York to pursue a career as a conductor on Broadway. During these New York days he also wrote songs with lyricists Oscar Hammerstein II and Otto Harbach, and collaborated with composers Rudolf Friml, George Gershwin, and Vincent Youmans. One of these collaborations with Friml—the 1924 operetta *Rose Marie* (with a book and lyrics by Harbach and Hammerstein II)—proved Stothart's greatest Broadway success, running for 557 performances. For this production, Stothart contributed the underscoring as well as many of the songs.<sup>2</sup>

With the advent of sound in Hollywood—and the film studios desperate for composers with theatrical experience—Stothart moved to the West Coast in 1929 to become one of MGM’s house music directors. Music theorist Ronald Rodman continues with Stothart’s biography:

[Stothart] quickly went to work adapting Lehar’s operetta *Gypsy Love* for sound film. The result was *The Rogue Song* [1930], one of the first films to exploit an opera star, Lawrence Tibbett, as a screen attraction. Following the success of this and other early projects, Stothart was appointed music director for a series of musical films starring Jeannette MacDonald and Nelson Eddy—MGM’s answer to RKO’s couple of Fred Astaire and Ginger Rogers. The MacDonald/Eddy films were loosely based on popular operettas of the 1910s and 1920s. Like the Astaire/Rogers series at RKO, MGM’s ‘operetta musicals’ proved a successful formula: from 1935-1942, MGM produced eight films in the series.<sup>3</sup>

Five of these MacDonald/Eddy musicals had been released prior to *Oz*: *Naughty Marietta* (1935); *Rose-Marie* (1936, MGM’s adaptation of the aforementioned 1924 stage show on which Stothart had worked); *Maytime* (1937); *The Girl of the Golden West* (1938); and *Sweethearts* (1938). Rodman proceeds with Stothart’s biography:

Yet the success of these [film operettas] was arguably due less to MacDonald and Eddy singing old-fashioned favorites of Herbert, Friml, and Romberg than to Stothart’s clever adaptations. Indeed, Stothart jettisoned many of the original musical numbers, especially the more old-fashioned ones, and replaced them with material in a variety of styles ranging from popular tunes in the public domain to grand-opera arias that showcased MacDonald’s voice. The new musical numbers in the films helped delineate character even as it was tailored to the specific talents of the two stars. [...] Stothart’s working procedure in adaptation was pastiche [i.e., incorporating numerous disparate elements within a score, typically borrowed material in many styles along with originally-composed music].<sup>4</sup>

Although Stothart was chiefly associated with adapting musicals at MGM, he also served as a composer, contributing to many of the studio’s most prestigious productions throughout the 1930s-1940s. His scoring was versatile and he wrote music for films of numerous genres, including *Mutiny on the Bounty* (1935), *David Copperfield* (1935), *A*

*Tale of Two Cities* (1935), *Romeo and Juliet* (1936), *The Good Earth* (1937), *Mrs. Miniver* (1942), and *The Picture of Dorian Gray* (1945). Stothart's songs (e.g., "I Wanna Be Loved By You") appeared in over fifty films, and he was nominated for twelve Academy Awards—winning the "Best Original Score" Oscar for his efforts on *The Wizard of Oz*.<sup>5</sup>

During the production of *Oz*, Stothart's already heavy workload was made more intense by the fact that he was concurrently working on another picture for the studio—an operetta entitled *Balalaika*. Additionally, according to George Bassman (one of Stothart's assistants on *Oz*), Stothart was apparently ill at this time and needed help to complete the considerable requirements for the *Oz* assignment.<sup>6</sup> Therefore, Stothart began composing for *Oz* and divided up the remaining work on the film's background music amongst several assistant composers: the previously-mentioned George Bassman, Bob Stringer, and George Stoll.<sup>7</sup> As noted in Chapter 3, Stothart did not do any orchestration for *Oz*, even for the material he himself composed for the film. Rather, Murray Cutter (who also orchestrated most of the film's songs) and George Bassman completed the orchestration for the majority of the movie's underscoring, along with an occasional contribution by Paul Marquardt.

By approximately March 15, 1939, shortly after *Oz*'s production had wrapped, the footage taken during that five-month period had been assembled into a lengthy, two-hour "rough cut" (the first print of a movie after preliminary editing, in which filmed scenes are assembled into a coherent sequence). In conjunction with the rough cut, a "cutting continuity" script was prepared (dated March 15, 1939) that provided a shot-by-shot, line-by-line written transcription of the film's contents at this preliminary stage of

editing.<sup>8</sup> *Oz* would require even further editing to bring its final timing down to the desired range. In fact, most pictures of the era ran about ninety minutes—especially if, like *Oz*, they were candidates for double bills. Yet it was this two-hour (now-lost) rough cut that Stothart received, and from which he began to “spot” the film (to determine the placement and function of underscoring within a movie’s narrative). From a musical perspective, we should remember that the rough cut viewed by Stothart was footage of a film *musical*, not of a straight dramatic film. Therefore, the movie already contained music at this point: all of Arlen and Harburg’s songs that had been shot to playback, including those portions that would later be cut.

At this early stage, plans were in place for a film with *complete* underscoring—one with background music filling-in virtually every moment between the songs, including underscoring to accompany the dialogue.<sup>9</sup> This initial directive was almost certainly inspired by the nearly continuous score for Disney’s *Snow White*, which seamlessly connects the film’s many songs to an underscore that accompanies almost all the dialogue of the movie’s animated characters. Although MGM would eventually abandon this approach in favor of intermittent background music that allowed some dialogue to remain unaccompanied, *Oz* was still quite a substantial assignment for Stothart, requiring the creation of numerous underscoring cues. Logically enough for a movie musical, Stothart based a good percentage of these cues on material already provided by Arlen and Harburg’s songs. And as might be expected with a narrative film, most of their songs are employed leitmotivically: “Over the Rainbow” is associated chiefly with Dorothy; “If I Only Had a Brain”/“a Heart”/“the Nerve” with the Scarecrow, Tin Man, and Lion, and so forth. The frequent leitmotivic fragments are

integral to the delineation of *Oz*'s characters or representation of ideas, often accumulating or changing in significance as they recur in new contexts.

Sometimes these leitmotivic excerpts are substantial enough to function as underscored reprises. One of many such instances occurs after Dorothy famously opens her bedroom door and enters the Technicolor world of *Oz*: at first, we hear snippets of “Over the Rainbow” and “Ding Dong! The Witch is Dead,” intertwined with other material in a sublimely impressionist orchestral setting. But after Dorothy delivers one of the movie's most famous lines—“Toto, I’ve a feeling we’re not in Kansas anymore”—the entire [A] section of “Over the Rainbow” is prominently presented in the underscore, forming a partial orchestral reprise.<sup>10</sup> Certainly, from a theoretical standpoint, the initial diegetic appearance of every song in the movie forms the basis of its status as an individual, fixed work. But arguably, within the context of the finished film, each work is also comprised of its numerous underscored (non-diegetic) occurrences—whether leitmotivic fragments or underscored reprises—thereby making Stothart (and any of his team involved in their creation) contributing authors.

While on the subject of authorship in *Oz*'s underscore, we must address a more practical issue that emerges directly from the extant archival sources—a troublesome matter concerning the different notions of what constituted “composing” during Hollywood's studio age. At this time, “composition” was essentially defined by the very commercial world of Hollywood (or more specifically, by ASCAP) as the writing of melodic material alone, whereas the creative endeavor associated with the art of variation was considered “arranging.”<sup>11</sup> Interestingly, a poignant commentary on this issue comes from what might seem an unlikely source, Igor Stravinsky, who once quipped, “In



Hollywood, Haydn would have been credited as the composer of the *Variations on a Theme by Haydn* and Brahms as their ‘arranger.’”<sup>12</sup> These opposing views about “composition” are plainly borne out by the surviving *Oz* materials: on the piano-conductor parts for the film’s underscoring cues—more specifically, those underscoring cues based in varying degrees on Arlen and Harburg’s songs—Stothart (and occasionally his staff) are justifiably credited as the cues’ composers. This attribution seems entirely reasonable, since Stothart (sometimes with assistance from others) composed virtually all the music within these cues, incorporating thematic material from a variety of sources: snippets of Arlen and Harburg’s tunes, fragments of other existing melodies, and/or portions of originally-composed melodies by Stothart or his team. In simpler terms, perhaps, this attribution is in line with the view of composing as understood within the realm of so-called art or classical music: the person who actually wrote the music (except for its preexisting melodic content) is credited. However, a problem arises when consulting *Oz*’s cue sheet—that is, as previously noted, the studio’s detailed document of every musical cue in the film, which determined who received royalties: here, the specific names of these cues (as titled by Stothart and his staff) are often missing altogether. Instead, only the cues’ melodic content is listed, sometimes with errors and/or omissions. Moreover (and even more unjustly), *Arlen and Harburg* (or sometimes just Arlen) are frequently credited as the “composers” of various passages within these cues—attribution that appear to have been made by MGM music clearance personnel whenever a familiar melody from one of Arlen and Harburg’s songs just happened to stand out within the orchestral texture. Indeed, on this legal document, credit for these musical segments is given only to the author(s) of whatever tunes were heard by MGM’s

legal staff, even if someone else really wrote the cue as a whole. Film historian-musicologist William H. Rosar offers further commentary about this discrepancy in attribution:

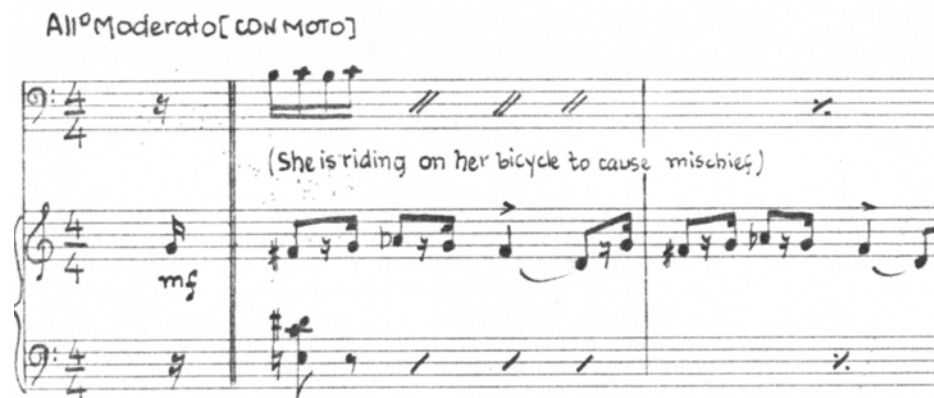
The bane of Stothart's existence was being called an 'arranger' by [those] songwriters who defined composing as writing melodies. [...] What I call the 'ASCAP Definition of Composing' mainly defines [composition] as songwriting, but that has changed a good deal since the early days, when film composers did not qualify to join ASCAP as members unless they had written songs. [...] In the world of popular and commercial music, he who writes the tune is considered the 'composer.' [But] the American Society for Music Arrangers argued for years that arranging was really a form of composing. [In *Oz*,] authorship is clearly an issue on the conductor parts for the underscoring, on which Stothart (et al) is often [rightfully] credited, but Arlen and Harburg are not [whereas on the cue sheet, Arlen and Harburg are frequently given credit for these same musical passages]. This presents a real conflict, because it suggests two different schemes of attribution: (1) crediting the person who literally wrote the music except for the [preexisting] melodic material and (2) crediting only the author of the [preexisting] melodic material. The ASCAP scheme clearly favors the latter, and not the former (thus the tendency for Stothart to be called an 'arranger' by MGM songwriters).<sup>13</sup>

Several archival sources for *Oz*'s very first cue—its “Main Title”—illustrate this problem of conflicting attribution: on the two extant conductor parts for this cue, Stothart's name alone is clearly (and deservedly) credited in the top right-hand corner. But one of these surviving copies shows a number of handwritten annotations by MGM's music clearance staff, who have identified only a few melodic fragments on the manuscript—identifications that are somewhat inaccurate at that. In fact, someone has misidentified the first several bars of this cue as “Ding Dong! The Witch is Dead!,” when in reality, these opening measures are Stothart's own motif (arguably a variation on “Big Ben”). Turning next to the film's cue sheet, we might expect to see the words “Main Title” noted as the picture's first cue. But surprisingly, nothing at all is listed under that name. Rather, only the few melodic snippets are recorded—mistakes and all. Perhaps

most significantly, though, *Arlen* is given legal credit as the “composer” of this entire musical segment, rather than Stothart, who (by any musically informed assessment) clearly wrote the cue—keenly transforming Arlen’s tunes by combining them with his own material.<sup>14</sup> And in the end, from a financial standpoint, Arlen received royalty fees for this opening cue, which (by “art music” criteria, at least) was actually composed by Stothart.<sup>15</sup>

For present purposes, though, we should set aside all such problematic issues related to authorial attribution in *Oz*’s underscoring. Instead, let us return to the underscore’s actual contents: in addition to incorporating Arlen and Harburg’s material, Stothart and his staff contributed a considerable amount of original writing. Some of this original music has become as familiar as the movie’s songs, especially the quasi-Russian chant of the Winkie Guards, composed by Stothart (“O-Ee-Yah! Eoh-Ah!”)—and, lest we forget—*Oz*’s most famous leitmotiv, the sinister Wicked Witch theme (also used for Dorothy’s evil schoolteacher Miss Gulch, the Witch’s Kansas counterpart):<sup>16</sup>

- 5.1. Wicked Witch theme (excerpted here from piano-conductor part for cue entitled “Miss Gultch, the Ultimate Witch”), mm. 1-3



This malevolent leitmotiv was expressly written for *Oz* by Bob Stringer (one of Stothart's assistants, as noted), who derived the passage by distorting the initial melodic and rhythmic motive of "We're Off to See the Wizard": what is a swinging, playful motive in Arlen and Harburg's number (outlining a major tonic triad) is compressed by Stringer into a rhythmically stringent and tightly chromatic theme, repeated against a highly dissonant harmony. In a 1983 interview with Rosar, Stringer himself offered a few further details about how he came up with the now-familiar motive:

I didn't realize [the theme] was so famous [but today there are] nine million kids in the U.S.A. and they all know "Da De Da Dum...", the "Witch's Theme," all based on "We're Off to See The Wizard..." I thought that if some little kid was saying "We're off to see...", and they were being nasty like those monkeys were and the witch, how would they say it? "Da De De Dum," being nasty and I tried to copy that with oboes and French horns, [...] making fun of it or being nasty. [...] [The "Witch's Theme"...] Yes, that little paraphrase was mine on the witch.<sup>17</sup>

Clearly, Stringer is the principal author of the Wicked Witch theme. But in *Oz*'s final cut, the Witch's twisted leitmotiv can also be understood as an indirect extension of the cumulative authorship of "We're Off To See the Wizard," especially since Stringer extracted his ideas from Arlen and Harburg's material.

The *Oz* underscore is also permeated with musical quotations—a technique favored by Stothart not only for movie musicals, but for the many different types of film scores he supervised. However, according to a recent article by film music scholar Nathan Platte, *Oz*'s background music contains many *more* quotations than that of other efforts by Stothart, and the range of borrowed repertoire in the movie—from "classical" music to popular songs—reflects an unprecedented level of musical pastiche for Stothart and his associates.<sup>18</sup> A sampling of only the most obvious quotes would have to include

the following: Schumann's children's piano piece, "The Happy Farmer" (Op. 68, No. 10) is referenced on several occasions throughout the movie's opening Kansas segment, where the theme's bucolic associations complement the rural setting. Transformed from its customarily unhurried tempo to an agitated *allegro*, this theme initially occurs during the very first shots of the movie (after the opening credits), accompanying Dorothy as she runs home from school. The Schumann quote resurfaces a bit later when the captured Toto escapes Miss Gulch's bicycle basket, and is briefly recalled a final time during the Cyclone sequence. Within these early sepia scenes, the attentive listener can also hear two brief quotes from Arthur Pryor's 1905 "A Whistler and His Dog": a snippet of this familiar melody is fleetingly introduced just before Toto jumps out of the bicycle basket; within moments, the cheerful Pryor tune is converted to a slower and more somber accompaniment, as Dorothy and Toto attempt to run away from home and wander down the lonely path toward the fortune teller. Later in the film, when the grouchy trees throw apples at Dorothy and the Scarecrow, a humorous reference is made to "In the Shade of the Old Apple Tree"—the popular 1905 ballad by Harry Williams and Egbert Van Alstyne. (Coincidentally, it was Arlen and Harburg's swinging spoof of this song—"In the Shade of the New Apple Tree" in 1937's *Hooray For What!*—that had landed the *Oz* job for the songwriters). Regardless, a bit further on in *Oz*'s background music, Dorothy becomes sleepy after running partway across the poisonous poppy field; here, the beginning of Brahms's "Lullaby" underscores her sedation. Jumping to the chase-and-rescue sequence around the Wicked Witch's castle, two well-known quotations are incorporated: Mendelssohn's *Scherzo for Piano in B Minor* (Op. 16, No. 2) furnishes music for Toto's escape from the castle; a moment later, Dorothy's rescue is

accompanied by an extensive passage from Mussorgsky's "Night on Bald Mountain."

And in numerous spots throughout *Oz*, "Home, Sweet Home!" (Henry Bishop and John Howard Payne's 1823 parlor song) is woven into the texture of the background music, especially within the underscore's final cues.

Admittedly, the practice of borrowing or "cribbing" from other composers was hardly unusual in Hollywood. Yet while critics of film music have occasionally maligned the use of borrowed material as an artistic weakness, Stothart actually championed the practice.<sup>19</sup> In one respect, Stothart maintained that "period pieces" could be embellished by historically appropriate quotations. But even for films that did not evoke a particular historical era, Stothart believed that the inclusion of preexistent music—especially classical music—had the potential not only to enhance a movie's dramaturgy, but could also introduce the public to masterworks.<sup>20</sup> Nonetheless, the heavy emphasis on borrowed material in *Oz* seems to accomplish even more than Stothart's stated objectives. In fact, according to Platte, Stothart intentionally incorporates familiar melodies previously associated with silent film musical accompaniments, thereby reinforcing *Oz*'s nostalgic character by recalling an earlier era of film exhibition.<sup>21</sup> Indeed, many of the pieces quoted in *Oz* frequently accompanied silent films of the 1910s and 1920s, and would have reminded adult audiences in 1939 of the moving-picture shows they had seen during childhood. On a related note: the type of musical pastiche found in *Oz*'s underscore is somewhat reminiscent of "compilation scores" from the silent era, which often included references to widely recognized classical repertoire, folk tunes, and popular songs, in addition to newly composed music.<sup>22</sup> Additionally, some of the musical references in *Oz*'s background music might

have been familiar to audiences from their common usage in animated films. As Platte explains:

The connection between animated films and *Oz* is ... compelling in the context of Ted Eshbaugh's animated version of *The Wizard of Oz* (1933). Composed by Carl Stalling, [the score for this unreleased, c.9-minute short subject] contains numerous quotations, including "Home, Sweet Home" and "The Whistler and His Dog," both of which figure prominently in Stothart's MGM score [for *Oz*]. [...] Musical quotations in cartoons and silent film, however, hardly represent separate traditions. As Daniel Goldmark notes in *Tunes for 'Toons*, Carl Stalling's musical quotations in cartoon scores reflected his earlier work as a pianist for silent films. Musicians accompanying silent films frequently compiled scores comprising various popular and classical melodies. Indeed, Pryor's "The Whistler and His Dog" is the first work listed under the category "Dogs" in Erno Rapée's 1925 *Encyclopedia of Music for Pictures*.<sup>23</sup>

In sum, then, the underscoring in *Oz* contains a wide variety of elements: material from Arlen and Harburg's songs (often employed leitmotivically), some originally composed music not based on the songwriters' material, and many quotations of familiar pieces (which frequently lend the underscore a nostalgic tone). Due to its diverse musical ingredients, the *Oz* underscore alone is already quite complicated, even if *Oz* were a straight dramatic film. But for a *movie musical*, the level of complexity in *Oz*'s background music is highly unusual. Granted, by 1939, Stothart had become quite adept at coordinating underscoring with diegetic musical numbers to serve the needs of movie musicals. As mentioned, Stothart had already worked on numerous screen versions of popular stage operettas, having been appointed in the mid-1930s as music director for the MacDonald/Eddy films, five of which had been released before *Oz*. For these pictures, Stothart excised outdated or unwanted numbers, and subsequently turned to his typical procedure of pastiche to replace them.

Certainly, the level of pastiche in *Oz*'s background music stems in part from Stothart's prior use of the technique in the first five MacDonald/Eddy pictures (and naturally, from his penchant for quotation in general). In these screen operettas, Stothart (likely in consultation with other studio personnel) was clearly in charge of the selection and placement of both diegetic musical numbers and non-diegetic underscoring. Additionally, he was free to interpolate whatever outside material and/or originally-composed music he deemed most appropriate to suit the films' dramatic needs. Unlike the MacDonald/Eddy movies, however, *Oz* was not a movie adaptation of an earlier stage show. Consequently, Stothart's role on *Oz* would be considerably more complex: to oversee the entire score for an *original* movie musical—that is (as noted earlier), a screen musical with brand new songs.

This seemingly small detail brings us to one of the more idiosyncratic—but significant—aspects of the music in *Oz*: unlike most original film musicals, for which songwriters exerted little or no control over the placement of their numbers, Arthur Freed had offered Arlen and Harburg the unusual opportunity to influence *Oz*'s screenplay. Thus, Arlen and especially Harburg had already determined how their songs would be incorporated into the film's narrative. We might also be reminded that all the songs' key choices had been established (by Edens, in consultation with the cast and others). And naturally, all the musical numbers had been prerecorded and filmed. Stothart was therefore required to work *around* the songwriters' newly composed material as presented to him in the rough cut. In this regard, Stothart emerges as the key figure in shaping the *Oz* score overall: at the end of the figurative assembly line, Stothart reconciled the score's two basic components: Arlen and Harburg's original song score



(with its novel, strongly narrative structure, already shot to playback) and the film's background music (with its disparate elements). From these two components—each unique in its own way—Stothart constructed an even more distinctive, dramaturgically cohesive whole.

The film's recording logs and other studio materials indicate that a considerable portion of *Oz*'s underscore was written and orchestrated within four weeks of Stothart having received the rough cut—in time for the first three recording sessions set for the background music in mid-April 1939. The cues recorded in these initial orchestral sessions include (among *numerous* others): “The Cornfield” (for Dorothy's first encounter with the Scarecrow); “Crystal Gazing” (the “oriental” music as Dorothy meets the charlatan fortune teller); and “Miss Gultch/The Ultimate Witch” (containing the Wicked Witch theme). A few weeks later, most of the remaining underscoring had been composed and orchestrated for the next three recording sessions in early May 1939. Only a small listing of the cues recorded at this time are mentioned here: “Trouble in School” (incorporating the Schumann quote, heard during the opening sepia scenes while Dorothy runs along the dirt road); the “Main Title;” the “March of the Winkies” (including the “O-Ee-Yah” Winkie chant); “The Cyclone” (some of *Oz*'s most elaborate music, written to accompany the farmhouse whirling through the air and Dorothy's amazement at the fantastical characters flying past her window); and “Delirious Escape” (for the entire montage near the film's conclusion as Dorothy leaves *Oz*—from the moment she clicks her heels three times, through her famous repeated line, “there's no place like home...”).

### Continued Development of the Songs

During the same period in which Stothart and his staff created *Oz*'s underscoring, they also contributed directly to the ongoing evolution of the film's songs. For instance, the team created orchestrations for those numbers that had been filmed only to prerecorded piano/vocal tracks. Indeed, by post-production, the piano tracks of these numbers were pulled and replaced with newly written orchestrations on separate tracks that had been recorded independently. Examples of such post-production activity include Cutter's second orchestration for "If I Only Had a Brain," written c.March/April 1939 and recorded April 11, 1939 (discussed in Chapter 3); Arnaud's orchestration for "Munchkin Musical Sequence," written c.March/April 1939 and recorded April 13, 1939; and Cutter's orchestration of "The Merry Old Land of Oz," written c.April 1939 and recorded May 8, 1939.

The post-production musical team provided other details as well: as necessary, introductions or tags were added to Arlen and Harburg's numbers. Perhaps the most significant of such background music is Stothart's 15-bar "Introduction to 'The Rainbow'"—the underscoring cue that immediately precedes Garland's performance of "Over the Rainbow" near the beginning of the film.<sup>24</sup> As discussed in Chapter 3, Stothart's introduction was composed by early April 1939, then orchestrated by Cutter, and eventually recorded on April 13, 1939. Since the merits of both Stothart's introduction and Cutter's orchestration have already been explored, suffice it to say here that this lead-in underscoring was hardly conceived as a separate entity or mere afterthought. Rather, the orchestral introduction fashioned by Stothart and Cutter comprises an essential component of *Oz*'s iconic barnyard scene, providing a seamless

transition into Arlen and Harburg's ballad. The two musical sections—introduction and chorus—are indeed so inseparable that combined, they form one unit within *Oz*'s release print—a single, fixed work created by multiple successive hands.

In some cases, Stothart and his associates made post-production modifications to Arlen and Harburg's songs that went well beyond what has been described thus far. On occasion, they significantly altered the *main body* of a given number, making changes that would profoundly impact the song's appearance in the finished film. Two examples in particular—"If I Were King of the Forest" and "Choral Sequence to 'Gates of Emerald City'"—will illustrate the team's most substantial revision to Arlen and Harburg's originally-conceived material. Accordingly, the versions of these numbers in *Oz*'s final cut—understood as separate, fixed works—represent in each case an *especially* complex, piecemeal assemblage, created over many months by numerous cumulative contributors.

"If I Were King of the Forest":

In August 1938, Arlen and Harburg submitted a lengthy, multipart faux aria for the Cowardly Lion, including the operatic spoofs discussed earlier in this dissertation, and—more importantly for present purposes—the Lion's "soliloquy" on courage that remains in *Oz*'s final cut as the number's last segment. For this spoken recitative portion, Arlen had written a decidedly abstract accompaniment: marked *rubato* on the number's August 2, 1938 piano-vocal manuscript, a series of ambiguous tone clusters grows more and more unstable, providing a custom-tailored backdrop for the Lion's increasingly bizarre rhetorical questions (building to such absurdities as "What puts the 'ape' in apricot?"). The first several bars of Arlen's accompaniment for the soliloquy are shown below:<sup>25</sup>



Apparently, however, someone along the assembly line deemed Arlen's abstruse music unsuitable for the Lion's speech. In fact, in the second bar above of the August 2 manuscript (evidently the copy used during the number's prerecording session on Oct. 11, 1938), someone has crossed out the first measure of Arlen's accompaniment for this portion, indicating that it should be cut; consequently, Arlen's abstract music appears never to have been prerecorded.<sup>26</sup> Additionally, this same piano-vocal manuscript later shows quite plainly that Arlen and Harburg never intended this recitative section to serve as the aria's final segment. Instead, in the songwriters' original conception, the recitative/soliloquy would constitute the number's penultimate section, to be followed by a triumphant 16-bar conclusion—an ending that *was* prerecorded in October 1938. The following shows the beginning of the partners' conclusion:<sup>27</sup>

- 5.3. Arlen and Harburg's original conclusion (initial bars) for  
 "If I Were King of the Forest," MGM piano-vocal manuscript  
 (trans. Sam Messenheimer), August 2, 1938

The manuscript is a handwritten piano-vocal score for the song "If I Were King of the Forest". It consists of four systems of staves. The first system shows the vocal line with the lyrics "What put the 'ape' in apricot - What have they got that I ain't got - Courage! For". Above the staff, there are handwritten annotations: "-8-", "ALL", and "LION". A large handwritten "66" is written below the staff. The second system shows the piano accompaniment with the lyrics "cour - age is the thing — of Kings — wis". A handwritten "Tempo" is written above the staff, and a large handwritten "67" is written below the staff. The third system shows the vocal line with the lyrics "cour - age I'd be King — of Kings — and". A large handwritten "69" is written below the staff. The fourth system shows the piano accompaniment with the lyrics "whole year round — I'd be hailed and crowned by". A large handwritten "71" is written below the staff. The manuscript is written in ink on aged paper.

To complicate matters further, at some later point in production (clearly before the March 15, 1939 continuity script), Arlen and Harburg's 16-bar conclusion was deleted, leaving the now-familiar soliloquy on courage as the aria's last section (where it would remain permanently), but temporarily without an accompaniment. It is not known why the songwriters' original 16-bar conclusion was deleted, but the decision may have been based on a short passage of Harburg's lyric, in which the Lion sings that "with courage I'd be King of Kings" (seen in the third system of the example above)—a line that might have been considered blasphemous to studio higher ups. Nevertheless, the aria's lack of a concluding accompaniment for the soliloquy was solved by the time the number reached post-production in spring 1939. Indeed, Stothart and his assistants replaced Arlen's discarded enigmatic accompaniment with underscoring that eventually introduces an Elgarian march. (In *Oz*'s final cut, this march begins immediately after the following line of the Lion's speech: "What makes a king out of a slave?") This march-like accompaniment beneath the Lion's soliloquy is actually an arrangement of Arlen's material from the aria's *second* section, heard in the completed movie only moments earlier (starting on the lyric, "Each rabbit would show respect to me / the chipmunks genuflect to me"). A few bars of Stothart's march accompaniment are indicated in the example below, beginning in the last bar of the top system:<sup>28</sup>

- 5.4. Stothart's march accompaniment for Lion's "soliloquy" (initial bars),  
MGM piano-conductor part, April 24, 1939



Further still, during the film's subsequent preview period, an 8-bar ensemble response within the middle of this aria (also part of Arlen and Harburg's original concept) was deleted in order to shave off seconds for the movie's final cut, and was later patched over with a brief musical passage (once again created by Stothart and staff) recorded on June 29, 1939. Throughout *Oz*'s various production stages, several additional alterations were made to Arlen and Harburg's initial conception for the Lion's showcase, confirming the gradual, multi-authored compilation of the completed work within the movie's release cut.<sup>29</sup>



“Choral Sequence to ‘Gates of Emerald City’” / “Optimistic Voices”

Even more post-production revision to Arlen and Harburg’s material by Stothart and staff is apparent in *Oz*’s final cut a few scenes before the Lion’s aria: recall that the songwriters, in the summer of 1938, had submitted a joyful number for an off-screen celestial choir to escort Dorothy and her companions as they march along the Yellow Brick Road toward the Emerald City skyline in the distance. In *Oz*’s release print, this choral segment is perhaps best known informally by its very familiar opening lyrics, “You’re Out of the Woods.” But originally, as revealed by Arlen and Harburg’s piano-vocal manuscript for the number (dated August 2, 1938), the duo had given this material a rather cryptic and admittedly cumbersome title: “Choral Sequence to ‘Gates of Emerald City’.” Curiously, though, this piano-vocal manuscript corresponds only *very* roughly to what would become, by post-production, a significantly longer three-part number (which, as we will soon discover, bears yet another name).

Still, before we get ahead of ourselves, we should remain focused on the August 2, 1938 piano-vocal manuscript—a document that indeed correlates only with the first portion of the number as heard in the finished film—and rather loosely at that: the notation shows a unison choral line of just 26 bars in overall ABA<sup>1</sup> form, with a relatively sparse accompaniment that ends inconclusively on a dominant seventh. By August 12, 1938 (just ten days after the date on this manuscript), Arlen and Harburg, with their *Oz* contracts drawing to a close, received copyright as sole authors of the brief 26-bar number, under the peculiar “Choral Sequence” title already noted. The beginning of the August 2, 1938 manuscript is shown below:<sup>30</sup>

- 5.5. Arlen and Harburg, "Choral Sequence to 'Gates of Emerald City'," MGM piano-vocal manuscript, August 2, 1938 (trans. Sam Messenheimer), mm.1-7

3552  
-2-38

*Choral Sequence to "Gates of Emerald City"*  
(Prod.: "Wizard of Oz" - No. 1060)

Lyrics by E.Y. Harburg      Music by Harold Arlen  
Transcr. Sam Messenheimer

*Alla Marzia*

You're out of the woods, you're out of the dark, you're out of the

*poco a poco cresc.*

night . . . . . Step in-to the sun, step in-to the night . . . . .

The brevity, unison melodic line, and unresolved concluding harmony of the August 2, 1938 manuscript are perhaps the result of the number's earliest origins. Evidently, this vocal anthem began its life as a 26-bar introductory verse to a discarded choral piece called "The Land of Oz" (for which only lyrics survive): during the 26-bar verse, the group would march up to the gates, and upon entering the city would be welcomed by a chorus of townspeople whose first lines were, "Behold! You are in the Em'rald City of Oz / We're told that a more enchanted land never was."<sup>31</sup> But by early August 1938, the songwriters had apparently abandoned this "Land of Oz" number, and had temporarily replaced it with the song described earlier in this project entitled "The

Horse of a Different Color”—a solo opportunity for the Cabby of the horse-drawn carriage: the short, 26-bar verse would be followed by some brief dialogue at the city gates (permitting the comrades entrance to the metropolis), after which the Cabby and a crowd of villagers would welcome the travelers in a large production number in Emerald City square. In the screenplay of July 28, 1938, a brief reference to a piece called “The Horse of a Different Color” is still found.<sup>32</sup> But approximately two weeks later—by the August 8-12, 1938 screenplay (the last script for which Arlen and Harburg had significant input)—the number slotted for the city square has clearly been replaced yet again: the brief 26-bar verse was still set to accompany the travelers up to the gates, but the subsequent dialogue scene would instead lead to the now-famous musical montage for choral ensemble and vocal soloists: “The Merry Old Land of Oz.”<sup>33</sup> Several weeks afterwards—by the October 10, 1938 shooting script (well after Arlen and Harburg had left *Oz*)—the scene in which the four friends march toward the gates and enter the city remains relatively untouched: in fact, this October 10, 1938 screenplay includes an uninterrupted printing of the “Choral Sequence” lyrics (almost exactly as they appear in the duo’s August 2, 1938 piano-vocal manuscript), followed eventually by the lyrics for “The Merry Old Land of Oz.”<sup>34</sup>

Arlen and Harburg surely knew that their 26-bar introductory verse (again, conceived for an unseen heavenly choir) would be recorded by a choral ensemble during *post*-production, well after the partners had left *Oz*. Thus, no prerecordings for their “Choral Sequence” exist from fall 1938. However, by December 13, 1938 (during *Oz*’s production phase), the songwriters were evidently briefly called back to the studio to make a recording of this short musical passage—a demo on which both of them are heard

singing the unison melodic line, with Roger Edens on piano.<sup>35</sup> Most intriguingly, this demo (which was likely played for rehearsals, and perhaps later during filming) corresponds quite faithfully to the songwriters' August 2, 1938 piano-vocal manuscript, although Edens fills out the sparse accompaniment. Significantly, then, this December 13, 1938 demo recording supports the assertion that Arlen and Harburg likely had no input on the elaborate arrangement, orchestration, and other musical developments that would ultimately be given to these 26-bars by subsequent personnel.

At some later point in *Oz*'s production phase (certainly after the demo just mentioned), the rather straightforward scene leading up to the city gates was *significantly* expanded to form a much longer filmed sequence consisting of three main sections. Indeed, by the March 15, 1939 continuity script prepared with *Oz*'s rough cut, a cutaway to the Witch's castle has been inserted: first, Dorothy and her friends begin their approach to the city in the distance, but these shots are now followed by a brief scene within the castle interior, where the Witch, determined to intercept them, grabs her broomstick, delivers a now-famous line ("To the Emerald City—as fast as lightening!"), and flies out the window.<sup>36</sup> The action then quickly cuts back to the companions, who march up to the massive doors and ring the bell.

And by *Oz*'s post-production, it was almost certainly Stothart who, when spotting the rough cut, decided how to use Arlen and Harburg's "Choral Sequence" as one component of what was, by this time, an extended three-part dramatic sequence. Fittingly, he would accommodate this chain of cinematic events with a fairly lengthy, three-part underscoring cue. Numerous post-production materials—including a conductor part of May 2, 1939—reveal that Stothart laid out this cue, no longer called

“Choral Sequence to ‘Gates of Emerald City’,” but instead given its own title:

“Optimistic Voices.”<sup>37</sup> The completed cue (which begins in *Oz*’s final cut just as Dorothy says, “Come on, let’s get out of here. Look—Emerald City is closer and prettier than ever!”) unfolds as follows: (1) Arlen and Harburg’s original choral sequence (to which a 5-bar introduction has been added) underscores the initial shots of the travelers starting their approach to the city; (2) Stothart’s own underscoring is heard during the cutaway to the Witch’s castle (appropriately offering an eerie contrast to Arlen and Harburg’s jaunty material and including a snippet of Stringer’s Wicked Witch theme); (3) the cut back to the companions is accompanied by a varied repeat—not a literal return—of the choral sequence’s A1 section. A subsequent 4-bar tag, based on “We’re Off to See the Wizard,” accompanies the Doorman, whose head pops out of the door’s window and shouts, “Who rang that bell?” Obviously, several structural components of the finished cue—its 5-bar introduction, the spooky cutaway music, the varied return of A1, and the short tag—were *not at all* part of Arlen and Harburg’s initial ideas for this number. The beginning of Stothart’s cue is given below (excerpted from the May 2, 1939 conductor part):

## 5.6. MGM piano-conductor part, "Optimistic Voices," May 2, 1939, mm.1-9

Loew's Incorporated

## OPTIMISTIC VOICES.

7021  
5-2-39

Lyric by "WIZARD OF OZ"-Prod. 1060.  
E.Y. HARBURG

Music by  
HAROLD ARLEN  
HERBERT STOTHART

All<sup>o</sup> Moderato [ HEAVENLY VOICES ]

ms Quasi chimes

GIRLS TRIO

GIRLS CHOIR

YOU'RE OUT OF THE WOODS, YOU'RE OUT OF THE DARK, YOU'RE OUT OF THE NIGHT

FL.  
HU.

Beyond the formal extensions to Arlen and Harburg's material, Stothart and staff made a substantial modification concerning choral texture: for the completed cue (and as clearly shown above), the songwriters' originally-conceived unison choral line was arranged in close, three-part harmony (SSA) for a girls' trio (à la The Boswell Sisters). To this trio, a four-part girls' choir (SSAA), floating on "Oohs" and Ahs," was added to the background. Stothart might have created such a choral arrangement, but it seems far more likely that the tightly harmonized melody and background vocal parts were the work of Ken Darby (perhaps in consultation with Stothart), especially given Darby's

expertise with this type of arranging for small vocal ensemble. After Cutter orchestrated the entire three-part cue, it was recorded in two sessions: May 6 and July 9, 1939.<sup>38</sup> During these sessions, two professional girl trios whom Darby might have known professionally—The Debutantes and the Rhythmettes—performed all the vocal music.<sup>39</sup>

Because Stothart had composed the music for the cutaway, it was necessary that he be credited, along with Arlen, as co-composer of the three-part cue—not only on the piano-conductor part shown above of May 2, 1939, but also on *Oz*’s cue sheet (which again, determined royalties).<sup>40</sup> (As might be expected, Harburg is credited for the lyrics on all such documents.) And significantly, the finished cue—under the title “Optimistic Voices”—received its own copyright number on September 16, 1939 (after the film’s release), with Arlen, Harburg, and Stothart listed as authors.<sup>41</sup> But clearly, Stothart did *not* collaborate with Arlen and Harburg in writing “Optimistic Voices,” as is often reported erroneously within the existing literature on *Oz*. As explained above, more than a year earlier, Arlen and Harburg had already received copyright as sole authors of their 26-bar “Choral Sequence to ‘Gates of Emerald City’.”<sup>42</sup>

## **Previews**

The weeks during and after *Oz*’s preview phase (c.mid-June—mid-August 1939) saw the elimination of several key portions of Arlen and Harburg’s song score. From the duo’s perspective, the most drastic cut came early on: “The Jitterbug” song-and-dance routine—the only ensemble exclusively for the four singing principals, so carefully placed by the songwriters two-thirds into the film’s narrative—was deleted after *Oz*’s first preview (likely in Santa Barbara or San Bernardino), even though the elaborate

number had taken five weeks and roughly \$80,000 to rehearse and shoot. Since *Oz*'s release, much speculation has been offered to explain the famous excision: various writers have argued that the reference to the then current "jitterbug" dance craze might have dated the movie; others believe that something simply *had* to be cut to shorten the film, and that a musical number in this spot was considered less essential than quickly-moving dramatic action;<sup>43</sup> still others maintain that an up-beat swing routine in the middle of the haunted forest might have seemed inappropriate.<sup>44</sup> All such conjecture likely has some degree of validity, but a definitive explanation will probably never be found, especially since the scene's only surviving footage comes from Arlen's silent home movies of a rehearsal. Moreover, Arlen's footage shows only brief, chopped-up portions of that rehearsal—certainly not the entire, finished segment as it appeared at *Oz*'s first preview. Nevertheless, the few archival sources that *have* remained yield yet another possible reason for the cut: the complete routine—as heard on its prerecordings from October 6, 1938—is significantly longer than the last piano-vocal manuscript submitted for the number by Arlen and Harburg several months earlier in summer 1938. On these original prerecordings, the routine not only includes Arlen and Harburg's intentions for an initial *vocal* statement of their material (i.e., a lead-in verse, 32-bar chorus, and a mostly instrumental 22-bar interlude), but also two subsequent *instrumental* statements of the chorus, followed by a 12-bar instrumental tag—all clocking in at nearly three-and-a-half minutes.<sup>45</sup> These extensions to Arlen and Harburg's submission were probably made by Edens, who likely routined the number along with *Oz*'s choreographer, Bobby Connolly. In retrospect, had the routine remained closer to Arlen and Harburg's original length, it might have stood a better chance of thwarting its ultimate fate. On the



original prerecordings, in fact, the number *without* the musical extensions comes in at just under two minutes.

By most accounts, it was during the next preview (June 16, in Pomona) that Garland's performance of "Over the Rainbow" almost joined this permanently deleted footage on the cutting room floor. As Scarfone and Stillman explain:

Both Arthur Freed and Judy Garland recollected [that the ballad was deleted at] the Pomona preview. [...] The oft-cited rationale for cutting the song—that it was undignified for Judy Garland to perform a musical number in a barnyard [was one excuse.] A number of reviewers for *The Wizard of Oz* would [also] criticize the overall lagging pace of the Kansas prologue, and it is conceivable that some preview audience members made similar complaints, especially as one of the important questions asked on the comments survey would have been 'Did any parts seem too long? If so, what parts?' 'Over the Rainbow' was the only Kansas scene that could be trimmed to [the prologue's] entirety without creating serious continuity issues. In 1970, [producer] Mervyn LeRoy affirmed this rationale, recalling that studio executives thought the opening Kansas scenes took too long and that the film's pace could be accelerated by dropping the number.<sup>46</sup>

Elsewhere in their *Oz* volume, Scarfone and Stillman had disclosed the existence of the 1915 Tillotson/Peace operetta *Over The Rainbow*. It is therefore rather surprising that they do not offer the following argument: perhaps some of the audiences members at the Pomona preview (children and/or their parents) noticed the film's usage of the specific three-word title "over the rainbow"—a phrase identical to what might have been a particularly popular stage piece for youngsters in the area. Such comments, whether verbal or written via a printed survey, might very well have sent MGM's legal team into overdrive to get the ballad out of the movie. Thankfully, cooler heads prevailed, and the song was permanently restored by the next preview.

At some point after *Oz*'s third preview (June 27, possibly in San Luis Obispo), the two substantial reprises planned by Arlen and Harburg were permanently deleted as well:

Dorothy's partial recap of "Over the Rainbow" in the Witch's castle and the brief choral return of "Ding Dong! The Witch is Dead," which escorted Dorothy and her comrades back to Emerald City with the Witch's broomstick, where they were welcomed in a triumphant procession to the Wizard's palace by some three hundred Emerald City dwellers. (By now this choral reprise, lasting just over a minute, had been entitled "Ding Dong! Emerald City"—sometimes also known as the "Triumphal Return" scene—and had been fashioned likely by Darby and/or orchestrator George Bassman into a medley based primarily on "Ding Dong! The Witch is Dead," but also including fragments of "We're Off to See the Wizard" and "The Merry Old Land of Oz."<sup>47</sup>) During post-production and previews, the following additional deletions were made to Arlen and Harburg's submitted material, all of which have been mentioned previously: several cuts within "If I Were King of the Forest," and Ray Bolger's extended dance routine following his singing of "If I Only Had a Brain" (the dazzling segment choreographed by Busby Berkeley, likely gone after *Oz*'s first preview).<sup>48</sup> On the whole, these deletions were less consequential to the pair's initial musico-dramatic conception for the film, but still might have added to the movie's appeal.

### **Final Cut Released**

By *Oz*'s premiere in mid-August 1939, approximately twenty minutes had been deleted from the rough cut, bringing the finished picture down to 101 minutes.<sup>49</sup> Still, the excisions of "The Jitterbug" and the two reprises had abruptly truncated Arlen and Harburg's original dramatic arc, leaving the last third of the film dependent upon underscoring to achieve a sense of musical closure. The absence of diegetic song during

*Oz*'s concluding thirty-odd minutes might even render the film a hybrid genre of sorts: two-thirds movie musical; one-third straight dramatic film. (Clearly, any consideration of *Oz* as a so-called integrated musical loses credibility with the realization that the final third of its song score is missing.)

Not surprisingly, Harburg was quite upset about the overall dramatic integrity of the completed movie: "I am always disappointed when I see [*Oz*], because they deleted several songs at the end of the picture and they made it a chase and I feel the loss of music there."<sup>50</sup> On another occasion he was more emphatic: "[Because 'The Jitterbug' was cut,] the movie suffers musically in the final third of the story. . . When will they ever learn?"<sup>51</sup> Harburg also disliked what he saw as an overt sentimentality tacked on to the film's ending by various personnel beyond his control—adjustments he attributed mostly to the preferences of Arthur Freed, whose tastes he believed tended toward the saccharine: "[Freed was] responsible for [the] 'Home, Sweet Home,' God bless our home tripe. The picture didn't need that. 'Over the Rainbow' [as it was sung] said it better."<sup>52</sup> Harburg's recollection that Freed was responsible for the sentimental tone of *Oz*'s final scenes might be accurate, although by some accounts, it was screenwriter Noel Langley who devised much of *Oz*'s culminating ideas, particularly the repetition of Dorothy's famous mantra, "There's no place like home."<sup>53</sup> Most likely, these ideas were mutually endorsed by several MGM personnel, much to Harburg's chagrin.

Be that as it may, Harburg's criticisms are understandable, especially since so many decisions were made after his contract expired in mid-August 1938. And whether or not we agree with his feelings about *Oz*'s conclusion, he is certainly not alone in his opinion. For some commentators, in fact, various aspects of the film's narrative overall

seem a bit cliché: the treatment of Dorothy's Oz experience as a dream, the "damsel in distress" trope when Dorothy is held captive in the witch's castle, the subsequent "chase" to rescue her, and so forth. Still, these plot devices—changes to Baum's original story by MGM screenwriters—are perhaps less trite by 1939 standards, particularly for a film ostensibly directed toward children.

Regardless, at this point, we must admit another weakness in the movie's narrative not found in Baum's novel—an almost imperceptible contradiction contrived by MGM to ensure a sentimental, Hollywoodesque happy ending: at the beginning of the movie, Dorothy's earnest yearning to leave home in "Over the Rainbow"—strong enough to motivate her journey and carry her through most of the film—is, upon more than a momentary reflection, quite incongruous with the picture's final message that we shouldn't look further than home to find the desires of our hearts. Critics from various disciplines have denounced this inconsistency in the film's plot—perhaps none more lovingly than Salman Rushdie, an enthusiastic admirer of the film. Rushdie's observations about the narrative's incongruity are worth quoting at length, as they bear heavily on the remainder of the present discussion regarding the film's songs:

[Toward the conclusion of *Oz*,] as the Wicked Witch of the West *grows down*, so Dorothy is seen to have grown up. This, in my view, is a much more satisfactory reason for her new-found power over the ruby slippers than the sentimental reasons offered by the ineffably soppy Good Witch Glinda, and then by Dorothy herself, in a cloying ending that I find untrue to the film's anarchic spirit.<sup>54</sup> [...] Anybody who has swallowed the scriptwriters' notion that this is a film about the superiority of 'home' over 'away,' that the 'moral' of *The Wizard of Oz* is as sickly-sweet as an embroidered sampler – 'East, West, home's best' – would do well to listen to the yearning in Judy Garland's voice [when she sings 'Over the Rainbow' at the beginning of the movie], as her face tilts up towards the skies. What she expresses here, what she embodies with the purity of an archetype, is the human dream of leaving, a dream as least as

powerful as its countervailing dream of roots. At the heart of *The Wizard of Oz* is a great tension between these two dreams; but as the music swells and that big, clean voice flies into the anguished longings of the song, can anyone doubt which message is the stronger? In its most potent emotional moment, this is unarguably a film about the joys of going away, of leaving the greyness and entering the colour, of making a new life in the 'place where there isn't any trouble.' 'Over the Rainbow' is, or ought to be, the anthem of all the world's migrants...It is a celebration of Escape, a grand paean to the Uprooted Self, a hymn – *the* hymn – to Elsewhere.<sup>55</sup> [...] [But near the end of the movie], here is Glinda, telling Dorothy she had to learn the meaning of the ruby slippers for herself. DOROTHY: *If I ever go looking for my heart's desire again, I won't look further than my own back yard. And if it isn't there, I never really lost it to begin with. Is that right?* GLINDA: *That's all it is. And now those magic slippers will take you home in two seconds...Close your eyes...click your heels together three times...and think to yourself...there's no place like...* Hold it. Hold it. How does it come about, at the close of this radical and enabling film, which teaches us in the least didactic way possible to build on what we have, to make the best of ourselves, that we are given this conservative little homily? Are we to believe that Dorothy has learned no more on her journey than that she didn't need to make such a journey in the first place? Must we accept that she now accepts the limitations of her home life, and agrees that the things she doesn't have there are no loss to her? '*Is that right?*' Well, excuse *me*, Glinda, but is it hell. Home again in black-and-white, with Auntie Em and Uncle Henry and the rude mechanicals clustered round her bed, Dorothy begins her second revolt, fighting not only against the patronizing dismissals of her own folk but also against the scriptwriters, and the sentimental moralizing of the entire Hollywood studio system. *It wasn't a dream, it was a place*, she cries piteously. *A real, truly live place! Doesn't anyone believe me?*<sup>56</sup>

In answer to Dorothy's question: yes, many viewers over the decades *have* believed her, but likely were not bothered by the apparent flaw within the movie's plotline, or perhaps never even noticed a problem. With all due respect to Rushdie (and to Harburg and any other such critics), the last third of MGM's *The Wizard of Oz* smoothly transcends what might be considered rather minor narrative imperfections. Naturally, any number of reasons might account for the conclusion's success: the exceptional performances of the film's principals are surely significant as *Oz* draws to a close, particularly the emotional depth, vulnerability, and genuineness of Garland. But

the film's ability to overcome any perceived shortcomings is arguably due as much to Stothart's scoring as to anything else, which skillfully mitigates several instances of narrative weakness during *Oz*'s last scenes. Above all, the movie's culminating background music helps conceal the deletions of Arlen and Harburg's material: due to the songs' frequent leitmotivic presentation throughout the film's concluding half-hour, bits and pieces of the partners' numbers are heard within the underscore until the very end of the movie. Moreover, several of the leitmotivic fragments toward the latter part of *Oz* serve as underscored reprises, thereby replacing the vocal reprises that might be expected during the final third of the film. Partial orchestral reprises of "Over the Rainbow" are heard, for instance, when the comrades are temporarily denied entry to the Wizard's Palace, and when Dorothy is trapped in the Witch's castle.

Intriguingly, Stothart places these two particular underscored reprises on occasions when Dorothy is especially homesick, achieving an effective nostalgia that—in combination with Garland's utter sincerity—renders these potentially syrupy dramatic scenes entirely credible.<sup>57</sup> In the first case, when the palace Guard initially refuses to let the companions see the Wizard, the heartbroken Dorothy begins sobbing. As her crying becomes especially intense (just before her line, "*Auntie Em was so good to me*"), the bridge of "Over the Rainbow" (in slight variation) begins dolefully in solo oboe and clarinet. The bridge material is then taken over prominently by sweetly-orchestrated violins, just as the Guard, who has overheard Dorothy's sobs, begins weeping uncontrollably himself. Appropriately enough, on this cue's piano-conductor part (several bars before this underscored reprise begins), the entire section is marked "Sentimentale," and someone has written-in the following commentary about the on-

screen actions: “Dorothy’s heart is broken – she is genuinely homesick / She moves them all to tears.”<sup>58</sup>

5.7. MGM piano-conductor part, “At the Gates of Emerald City,” April 28, 1939, mm.5-19

The image displays a handwritten musical score for the MGM piano-conductor part of the film "The Wizard of Oz," specifically the scene "At the Gates of Emerald City" (April 28, 1939, mm.5-19). The score is written on four systems of staves, each with a treble and bass clef. The key signature is one sharp (F#), and the time signature is common time (C). The first system includes a tempo marking "rall." and a section labeled "Sentimentale". The second system features a "(Rhythm)" marking and the lyrics "[Dorothy's heart is broken - she is genuinely homesick]". The third system continues the piano accompaniment. The fourth system includes a "Clar." marking and the lyrics "[She moves them all to tears]". The score is characterized by its handwritten notation, including various musical symbols such as notes, rests, and dynamic markings.

Even more poignantly nostalgic is the underscored reprise of “Over the Rainbow” that occurs when Dorothy, sobbing once again, is trapped alone in the Witch’s castle:

right after the spot that would have contained the partial *sung* recap of the ballad, its [A] section begins instead in the clarinet (on Dorothy's line, "*I'm frightened...I'm frightened, Aunt Em, I'm frightened...*"). But after only two bars, the theme is conspicuously taken over by solo English horn. The instrument's distinctive, melancholic timbre is heard just as the image of a desperate Aunt Em—the only visual reminder in the land of *Oz* of Dorothy's Kansas home and of her maternal figure—gradually appears inside the crystal ball ("*Dorothy...Dorothy, where are you?...?*"). This sepia-toned image then terrifyingly dissolves into the Wicked Witch herself, as the second half of the ballad's bridge accordingly morphs into a harrowing underscored accompaniment.

By all available accounts, neither Arlen nor Harburg ever appears to have commented specifically on the nature of *Oz*'s underscoring, although the nostalgic character of these and numerous other background cues probably added to Harburg's overall dissatisfaction with the narrative's conclusion. Regardless, to the extent that it is possible, we should try to put ourselves in the songwriters' shoes in mid-August 1938, when they submitted their songs to the studio: at that time, they certainly could not have anticipated such a nostalgic orchestral application of their material throughout so much of the movie. As we now more fully understand, this underscoring was created by an entirely different group of musical personnel near the end of MGM's metaphorical assembly line, many months after Arlen and Harburg had left the production. Of course, it is possible that the songwriters (perhaps especially Arlen) were instead *grateful* for the film's background music. Indeed, is it too much to suggest that two factors alone—the superb craftsmanship of *Oz*'s underscoring and Judy Garland's authenticity—salvage the film's conclusion from the inconsistencies and sentimentality of its narrative?



## Part III

## Conclusion

### Chapter 6    Beyond the Yellow Brick Road

#### Arlen and Harburg: Post-*Oz*

It is indicative of the movie industry's fickle nature that in the years immediately after *Oz*, Arlen and Harburg—having just demonstrated the success of a highly narrative song score for an original, live-action film musical—were offered nothing by Hollywood even remotely comparable to their innovative recent achievement. As Harburg himself recalled, “Show business is a strange thing. Right after we did the [songs for *Oz*], Harold and I went through a period where we didn't get too much work.”<sup>1</sup> But it is Arlen's biographer, Edward Jablonski, who perhaps best sums up the songwriters' post-*Oz* predicament: “[One irony] in connection with *The Wizard of Oz* [is that] after it Arlen and Harburg were not given any assignments that were equal to their now obvious abilities.”<sup>2</sup> Yet during this period, from roughly mid-1939 through the mid-1940s, the partners submitted a number of fine songs for the movie projects that *were* in fact presented to them—films with inherent artistic limitations. Despite such constraints, their material shows remarkable diversity: *Oz* was immediately followed by a second assignment for MGM—*At the Circus* (released fall 1939)—a Marx Brothers comedy for which they wrote a decidedly *non*-narrative song score including what would become one of Groucho Marx's signature tunes, “Lydia, the Tattooed Lady.”<sup>3</sup> In this Gilbert-and-Sullivan-esque catalog number, Groucho (via Harburg's clever double-entendres) describes the bodily decorations of a promiscuous circus woman. A couple of years later, the duo wrote four songs for another MGM comedy—a 1942 Abbott and Costello vehicle

entitled *Rio Rita*—only one ballad of which made it to the final print: “Long Before You Came Along” (sung in the film by John Carroll and Kathryn Grayson).<sup>4</sup> Not surprisingly for this type of comic picture, along with the single Arlen/Harburg ballad, two songs by the team of Harry Tierney and Joseph McCarthy were also incorporated into the final cut.<sup>5</sup>

By 1943, MGM gave Arlen and Harburg their first opportunity since *Oz* to write once again for Arthur Freed. But this time around, their songs for Freed would not be for an original movie musical. Rather, their material was interpolated into the studio’s film adaptation of the 1940 Broadway musical *Cabin in the Sky*—a successful, forward-looking show that had starred an African American cast (including Ethel Waters and Dooley Wilson), but that had also featured, naturally enough for an existing stage show, a song score of its own—in this case by composer Vernon Duke and lyricist John LaTouche. In the end (and after a difficult production period during which the studio stood up to various racial biases), MGM’s *Cabin in the Sky* was a major success—a triumph especially for Vincent Minnelli, who made his Hollywood directorial debut with this film.<sup>6</sup> Still, by its release, the movie had become a rather loose stage-to-screen transfer: of the show’s original songs by Duke and LaTouche, only three were retained by MGM (including “Taking a Chance on Love”—the hit number from the original Broadway show that actually features lyrics by both LaTouche and Ted Fetter). Nevertheless, for their part in the MGM adaptation, Arlen and Harburg apparently wrote eight additional songs, but only three were preserved for the picture’s release print—the most enduring of which is the lovely ballad introduced in the movie by Ethel Waters,

“Happiness Is a Thing Called Joe.” This number was nominated for a “Best Song” Oscar in 1943 and has been covered by innumerable jazz artists to the present day.<sup>7</sup>

Arlen and Harburg collaborated again in Hollywood in 1944 for the MGM Marlene Dietrich vehicle *Kismet*, which included the graceful songs “Tell Me, Tell Me, Evening Star” and “Willow in the Wind” (along with underscoring, as it happened, by Stothart).<sup>8</sup> (This MGM film should not be confused with the 1953 stage musical of the same name, with music adapted from Alexander Borodin by Robert Wright and George Forrest.) In any case, in Jablonski’s estimation, Arlen and Harburg’s songs for *Kismet* were “merely incidental, wasted, and [like one of the movie’s characters] also vanished into the desert.”<sup>9</sup> Fortunately, later in 1944, the duo returned to Broadway for a more significant project: the Civil War-period musical *Bloomer Girl*—a successful book show that ran 654 performances.<sup>10</sup> According to Steven Suskin:

[*Bloomer Girl* tried] to follow the success of [Rodgers and Hammerstein’s] *Oklahoma!* [by] employing the same choreographer [Agnes de Mille], designers, and two of the leading players [Celeste Holm and Joan McCracken]. Though certainly not in the same league, *Boomer Girl* was entertaining and nostalgic enough for wartime audiences and flourished. Arlen [and Harburg’s collaboration] included ‘The Eagle and Me’ and the gentle ‘Evelina.’<sup>11</sup>

Throughout the early to late 1940s, though (and even in-between some of the aforementioned projects), Arlen and Harburg temporarily went their separate ways, each finding other collaborators. By now Arlen was working principally with lyricist Johnny Mercer—recapturing and expanding upon the jazz and blues-inspired style he had nurtured during his early *Cotton Club* years with Ted Koehler. Arlen and Mercer certainly wrote a few song scores for Broadway during their tenure. For instance, they collaborated on *St. Louis Woman*—a 1946 musical featuring a wealth of impressive songs, most especially the soon-to-be standard torch, “Come Rain or Come Shine.”<sup>12</sup> But

as Suskin explains, the show's songs were unfortunately "overcome by the fatal flaws [in the production]." <sup>13</sup> As a whole, Arlen and Mercer had better luck in Hollywood, where the team wrote *many* highly successful numbers for movie musicals released throughout World War II. Examples of such pictures include: *Blues in the Night* (a 1941 film noir based around the movie's title blues number, which was nominated for a "Best Song" Oscar); *Star Spangled Rhythm* (1942, starring Bob Hope and Bing Crosby, including "That Old Black Magic" and "Hit the Road to Dreamland"); *Here Come the Waves* (1944, again starring Crosby, with the ever-popular "Ac-cent-tchu-ate the Positive"); and *The Sky's the Limit* (1943, starring Fred Astaire, containing the hymn-like "My Shining Hour" and "One For My Baby"—a number that has aptly been described as the "ultimate saloon song," sung in the film by Astaire and later famously covered by Frank Sinatra). <sup>14</sup> It should come as no surprise that numerous Arlen/Mercer tunes are now firmly established within the American Songbook as jazz standards; in fact, Arlen likely wrote more jazz standards with Mercer than with any other collaborator.

Meanwhile, Harburg worked mostly in New York, which was generally more receptive to his liberal politics. Of particular note in this regard is the 1947 success of *Finian's Rainbow*—Harburg's satirical fable about racism and capitalism, with music composed by Burton Lane. For this show, Harburg coauthored the book (with playwright Fred Saidy) and wrote all its lyrics. <sup>15</sup> In Suskin's view:

[*Finian's Rainbow* is] a perfectly fanciful musical comedy, one of the very few to explore the field mined by [the Gershwins' 1931 political operetta] *Of Thee I Sing*. Mixing a little social significance with some fantasy and lots of entertainment, *Finian's Rainbow* got its message across. Lane wrote a superb, highly melodic [song] score (with lots of Irish charm). Harburg did the best work of his career, probably because he was a leprechaun by nature. The songs are gems, with the shifting harmonies of "Old Devil Moon" and the grand,

sweeping-but-hesitating waltz “When I’m Not Near The Girl I Love” the enchanting standouts.<sup>16</sup>

Suskin’s assessment is convincing, but two other “standout” numbers from the show should be added to his list, both of which have become standards over the years: “How are Things in Glocca Morra?” and “Look to the Rainbow.” We might also take issue with Suskin’s comment that *Finian’s Rainbow* represents Harburg’s finest career moment, as that distinction could just as easily be applied to *Oz*.

Unfortunately, not long after the success of *Finian’s Rainbow*, Harburg was blacklisted in Hollywood for his affiliation with various leftist organizations. Even though Harburg was definitely not a member of the Community Party, there was no hiding his very liberal politics.<sup>17</sup> as far back as 1943, Harburg had worked on Henry Wallace’s presidential campaign. By 1947, the conservative writer Ayn Rand had told the House Unamerican Activities Committee that Harburg and Jerome Kern’s song, “And Russia is Her Name,” was a good example of pro-Soviet sentiment among Hollywood writers. Further still, Harburg was mentioned (along with others) in a 1950 publication entitled *Red Channels: the Report of Communist Influence in Radio and Television*, whose goal was to expose so-called un-American work in the media.<sup>18</sup> All these activities were enough that in 1950, Harburg was removed from the creative team working (ironically enough) on an especially “Americanesque” MGM picture for Freed—a musical version of Mark Twain’s *Adventures of Huckleberry Finn*.

McCarthyism kept Harburg from working in Hollywood for a full decade—most significantly, perhaps, from Judy Garland’s “comeback” picture in 1954, *A Star is Born*, with songs to be composed by Arlen.<sup>19</sup> With Harburg’s blacklisting, Arlen turned instead to Ira Gershwin for the film’s lyricist. Harburg’s sad fate was arguably the music lover’s

gain: for *A Star is Born*, Arlen and Ira Gershwin crafted an exceptional song score, particularly the quintessential torch, “The Man That Got Away,” sung indelibly in the film by Judy Garland. (The picture also marked a reunion for Arlen and Garland, who had not worked together since *The Wizard of Oz*.) Also in 1954, Arlen and Ira Gershwin contributed several songs for the Bing Crosby-Grace Kelly picture *The Country Girl*.<sup>20</sup> While the film itself gained critical acclaim, none of the Arlen/Gershwin songs proved particularly successful.

Yet another opportunity arose for Arlen in 1954: now back in New York, he joined a creative team including the young novelist (and first-time librettist) Truman Capote for the Broadway musical *House of Flowers*.<sup>21</sup> The show overall met with mixed reviews, although the strength of the Arlen/Capote songs was recognized early on. (In more recent years, many commentators have ranked them among the best in Arlen's catalog.) The reception of *House of Flowers* is typical of Arlen's later endeavors, particularly those for the Broadway stage. As Larry Stempel notes, “while Arlen's contributions remained of a consistently high level [...], most of these shows were marred by serious weaknesses in their librettos or productions.”<sup>22</sup> Despite the initial box office failure of *House of Flowers*, several of its songs live on, the most famous of which today is the moving ballad “A Sleepin' Bee.” A few years before Arlen's struggles with *House of Flowers*, Harburg also experienced Broadway misfortune: in 1951 (and still in New York due to his backlisting), Harburg collaborated with composer Sammy Fain and book co-writer Fred Saidy for a most peculiar musical—*Flahooley*—an allegorical satire of corporate culture that featured puppets and dolls.<sup>23</sup> The show was a flop—evidently

too politically-charged and/or disappointing for most critics—and closed after only forty performances.<sup>24</sup>

After more than a decade apart (indeed, it had been over ten years since the success of *Bloomer Girl* in 1944), Arlen and Harburg eventually reunited in the late fifties, most notably for one last Broadway production in 1957: the satirical, tropical-themed show, *Jamaica*.<sup>25</sup> Here again, as with *Finian's Rainbow* and *Flahooley*, Harburg co-authored the musical's book with Fred Saidy. *Jamaica* was originally conceived for Calypso singer Harry Belafonte, who withdrew due to illness. The production subsequently became a vehicle for his replacement, Lena Horne (by then a major Hollywood star), who, according to Gerald Bordman, “proved a big enough box-office lure to help [the show run] well over a year.”<sup>26</sup> The hit production also benefitted from the casting of Ricardo Montalbán, who starred in the show as Horne's love interest.<sup>27</sup>

Harburg's blacklisting was lifted in the early 1960s, but it was too little too late. By then popular musical tastes had shifted radically, especially in Hollywood. Certainly the 1960s saw the occasional full-scale movie musical in the manner of Hollywood's studio age, such as Disney's 1964 hit, *Mary Poppins*, or the stage-to-screen adaptation of *The Sound of Music* in 1965. But the tide was turning for the Hollywood musical: in 1962 alone, for instance, there were three film musicals starring Elvis Presley, and 1963 saw the first of the new “beach party” pictures starring Frankie Avalon and Annette Funicello, aimed at the teen market.<sup>28</sup> Not surprisingly, Harburg's West Coast endeavors slowed to a trickle: he and Arlen wrote an original song score for the 1962 animated picture, *Gay Purr-ee*—a feature-length cartoon that tells the love story of a country cat and her admirer (voiced by Judy Garland and Robert Goulet, respectively).<sup>29</sup> Arlen and

Harburg's songs for the film, while perhaps not representative of their best efforts, are still fairly strong (e.g., "Paris is a Lonely Town," "Little Drops of Rain"). Regardless, the movie waned at the box-office.<sup>30</sup> The next year, the partners wrote the title song for what would be Garland's last film—the 1963 British-American feature *I Could Go On Singing*. Arlen and Harburg's sole contribution to the film is arguably a step up from their songs for *Gay Purr-ee*.<sup>31</sup> By this time, though, Arlen had begun to retreat from the world of entertainment and was soon in virtual retirement. As John Lahr explains, "Rock 'n' Roll now ruled the airwaves, putting paid to the musical idiom that Arlen had dominated for nearly forty years."<sup>32</sup> A rather rapid decline in Arlen's output ensued, although he did take on a few select projects with lyricists including Martin Charnin, Dory Langdon Previn, and Leonard Melfi. Among those who tried to coax Arlen back to work was Harburg, with whom he wrote only a few further songs: the beautiful ballad, "The Silent Spring" (from 1963), and two songs from more than a decade later, "Looks Like the End of a Beautiful Friendship" and "Promise Me Not to Love Me" (both from 1976). Sadly, these last two Arlen/Harburg collaborations would be among Arlen's final songs—for Parkinson's disease had been taking its toll on the composer, effectively ending his compositional career.<sup>33</sup> Throughout the 1960s-1970s, Harburg also recognized the signs of the times: the brand of songwriting at which he and Arlen excelled was now out of fashion, and neither found much use in the popular music of the day.<sup>34</sup>

Instead, in their later years, the two *Oz* songwriters tended to reflect on happier times of the past. Despite the occasional criticism about *Oz* (indeed, Harburg never seems to have liked its conclusion, and Arlen was forever disillusioned by the near-



deletion of “Over the Rainbow”), the partners now looked back upon the film as a whole quite fondly, and often reminisced positively about their experiences in writing its songs. And as fate would have it, Arlen and Harburg were never given another opportunity in the same league as *Oz*—neither in studio-era Hollywood nor for contemporaneous Broadway. Of course, the innumerable circumstances that coalesced and presented themselves to the duo in the spring and summer of 1938 were never replicated. But oddly enough, they were never even approximated. The only exception to this assertion *might* be the opportunity set before Arlen and Harburg for the 1944 Broadway production of *Bloomer Girl*, for which they wrote several fine songs. Still, in this writer’s estimation, their song score for *Bloomer Girl*, unlike that for *Oz*, is not uniformly successful, nor does it ever attain the level of excellence apparent in *all* their *Oz* songs. Moreover, *Bloomer Girl* was in no way directed toward children, and lacked (among other key factors) the crucial fairytale, fantastical element with which Harburg in particular connected in *Oz*. If anything, Arlen and Harburg’s collaborations *prior* to *Oz* occasionally capture the charm, exuberance, and dramatic range of their songs for Dorothy and her friends—especially their thoroughly delightful 1934 song score (written in collaboration with Ira Gershwin) for *Life Begins at 8:40*—a Broadway revue, as we remember, that featured soon-to-be *Oz* stars Ray Bolger and Bert Lahr. One could also look to the team’s 1937 collaboration for *Hooray For What!*—the Broadway production that had landed them their *Oz* assignment in the first place; indeed, despite the fact that the show was an antiwar satire, Arlen and Harburg’s entirely even song score imparts a similar *joie de vivre* and sophistication as the material they would soon write for Judy Garland and company. In hindsight, though, for everyone involved in MGM’s *The*

*Wizard of Oz*, the film seems to have been a once-in-a-lifetime experience. Since then, audiences have been forever grateful for that one-time event and for Arlen and Harburg's beloved contribution to the film—an accomplishment that represents the pinnacle of their collaboration, and the achievement for which their partnership is best remembered today.

### ***Oz's Release Print and Its Songs: Authorship *Ad Infinitum****

Upon its release, MGM's *The Wizard of Oz* proved to be one of the top-grossing pictures of 1939, and although the movie did not receive universal acclaim, critical response was generally positive overall. Additionally, amid intense competition in 1939—a year often cited as the greatest in cinematic history—*Oz* was nominated for five Academy Awards including “Best Picture,” up against an impressive list of contenders: *Mr. Smith Goes to Washington*, *Dark Victory*, *Gone With the Wind*, *Goodbye Mr. Chips*, *Love Affair*, *Ninotchka*, *Of Mice and Men*, *Stagecoach*, and *Wuthering Heights*. And while *Oz* ended up losing “Best Picture” to *Gone With the Wind* (the evening's big winner), it did garner two Academy Awards, both for the film's music: “Best Song” went to Arlen and Harburg for “Over the Rainbow,” and as noted Stothart won for “Best Original Score.” A special statuette for “Best Juvenile Performance” was also presented to Judy Garland.

Initial financial outcome was another matter altogether. *Oz* actually lost money in its original release—an economic reality brought about by a number of circumstances, including an enormous budget that had ballooned far beyond early projections, a large number of low-priced children's tickets, the advent of World War II in Europe, and competition from the year's other highly successful films. Perhaps surprisingly, MGM

did not reap substantial profits from *Oz* until 1956, when the film was first broadcast on television. Subsequent yearly television broadcasts (which began in 1959)—along with movie-theater re-releases, cable broadcasts, home video/DVD productions, and so on—have gradually secured the film’s status as one of the most commercially successful and iconic pictures of all time. Indeed, thanks in large part to its annual television broadcasts from the 1950s-1970s, the movie, according to the Library of Congress, has been seen by more viewers than any other motion picture in history.<sup>35</sup>

In recent decades, various manifestations of Baum’s tale have followed on the heels of the famous 1939 film. Such latter-day *Oz* incarnations include (among many others): the 1974 animated movie *Journey Back to Oz* (featuring the voice and singing of Liza Minnelli as Dorothy), the 1975 Broadway show *The Wiz* (which provided the basis for the 1978 motion picture of the same name, starring Diana Ross, Michael Jackson, and Lena Horne), the 1985 Disney film *Return To Oz*, a 2005 Disney television movie *The Muppets’ Wizard of Oz*, and the current Broadway musical *Wicked*, with music and lyrics by Steven Schwartz.<sup>36</sup> This trend shows no signs of diminishing: in 2011, Andrew Lloyd Webber’s stage adaptation of the 1939 MGM film opened on London’s West End. For this production, Lloyd Webber wrote six of his own songs, which were added to the movie’s existing songs by Arlen and Harburg. (Incidentally, the entire production was orchestrated by Larry Blank.<sup>37</sup>) And in February 2019, Universal Studios announced that its film adaptation of *Wicked* will be released on December 22, 2021, timed specifically for that year’s holiday season.<sup>38</sup>

Despite the profusion of *Oz*-related productions (and even with *Wicked*’s popularity gaining ground among today’s younger generations), the phenomenal success

of the 1939 MGM movie stills overshadows all previous and subsequent treatments of Baum's tale in the American mind (and likely in worldwide consciousness as well). So influential is this film that it, and not the novel or other dramatic presentations, is generally the source of people's familiarity with the Oz story.<sup>39</sup> But with so many existing versions, what has made the MGM motion picture in particular so remarkably successful, even some eighty years after its initial release? There are of course no easy answers to such a question. The movie's reception, like that of any other iconic cultural artifact, is tremendously complicated. In retrospect, the timing of the film's original release—into a Depression-weary society on the eve of World War II—while perhaps negatively affecting profits, certainly contributed to its powerful initial resonance. Rather eerily, within one week of the national release of *The Wizard of Oz*—a film espousing kindness, charity, and dedicated to the “Young in Heart”—Germany's invasion of Poland would initiate the war in Europe.<sup>40</sup> Throughout the ensuing turbulent decades (and as its audience grew exponentially due to television exposure), the film's abiding messages have continued to comfort untold numbers of viewers: the value of friendship and family, the confidence gained by facing fear, and the triumph of good over evil.

Apart from the film's historical reception, numerous intrinsic properties of MGM's *The Wizard of Oz* have also engendered its success. The significance of *Oz*'s principals in this regard has hopefully been demonstrated throughout this dissertation, although the importance of Garland's sincerity to the movie's general integrity is perhaps impossible to calculate. In addressing other such inherent features, the story itself should be singled out: Baum's allegorical fable (both in his original novel and MGM's adaptation) can be read on several levels—whimsical fairy tale, adventurous quest, social

critique—making the plot intriguing to adults as well as children. Numerous philosophical elements are inherent to its narrative as well. (For example, Dorothy and her companions already innately possess the qualities they seek.) Yet while giving Baum his due, we certainly should not underestimate the contributions of *Oz*'s many screenwriters, who (despite whatever criticisms have been levied against them) made several crucial adjustments to Baum's tale, arguably improving upon his narrative greatly. No one would deny that the exceptional response to the movie is also due to a long list of additional talents: a consummate cast alongside Garland, the production gifts of Freed and LeRoy, the film's series of five directors (culminating with Fleming), *Oz*'s choreographer (Bobby Connolly), cinematographers, art directors, set and costume designers, editors, and many others. Much ink has been spilled over the movie's then-novel technical innovations and special effects, which still captivate audiences today. Few can forget, for instance, the impressive Cyclone sequence, the disembodied head of "The Great and Powerful Oz," or Dorothy opening her bedroom door in sepia-toned Kansas and entering Technicolor Munchkinland. Indeed, one of the most characteristic and successful features of *Oz* is the way in which it employs the medium of film.

But for all the movie's dazzling technical display and ingenuity, many of its most memorable moments—even in the highly cinematic land of *Oz*—are those that are (perhaps rather paradoxically) the *least* filmic—and conversely, the most realistic and stage like: the song-and-dance routines as Dorothy befriends each companion, the quartet of comrades skipping down the Yellow Brick Road, the simple yet elegant blocking of Dorothy's barnyard scene, the Cowardly Lion's operatic parody, and so forth. This brings us full circle, back to the *Oz* score—both its background music created under

the direction of Stothart and *especially* Arlen and Harburg's song score. Without question, this ever-famous music is an irreplaceable component of the movie's overall intrinsic value. At least one musical theater specialist, in fact—the distinguished writer Ethan Mordden—has gone as far as to suggest that Arlen and Harburg's songs are the “single most important factor in the film's success.”<sup>41</sup> Mordden continues:

Harold Arlen and E.Y. Harburg's songs do what few film scores have been able to do so far. [They] set a style that works for one picture and will never work for anything else. *Oz* stands as one of the most original and distinctive documents of American art...midway between the eccentric [movie musicals of the] 1930s and the normalized 1940s.<sup>42</sup>

Mordden's argument is certainly valid insofar that it places Arlen and Harburg's artistic achievement for *Oz* within its proper historical context, and acknowledges their unique contribution to the evolution of the Hollywood musical. In truth, though, Mordden does not suggest a rationale for the songs' *inherent* success in the final cut—i.e., what makes them “great” on their own terms. In Mordden's defense, clarifying the songs' innate success was perhaps not his objective in this particular commentary. Nevertheless, by attributing the film's “score” entirely to Arlen and Harburg, Mordden reveals a general lack of musical familiarity with the presence of the *Oz* score's two components (songs *and* background music), and also overlooks the significant developments made to the songs by subsequent musical personnel. Furthermore, the quest to determine the most valuable *sole* ingredient of an artistic achievement as complex as MGM's *Oz* seems rather quixotic.

Still, the question remains: what makes the songs in *Oz*'s final cut *intrinsically* successful? Again, such an admittedly open-ended query could solicit myriad opinions. But perhaps at least one satisfactory response can be found by turning initially to

journalist William K. Zinsser, a contemporary of the *Oz* songwriters, who made the following observations in 1960:

In *The Wizard of Oz*, Arlen and Harburg succeeded remarkably in entering the world of children. Though there are few surer ways of making enemies than to dramatize a childhood classic, only the most churlish devotee of Frank Baum's fantasy land would deny that this film caught the spirit of, as one of the songs was titled, 'the merry old land of Oz.' Of course the actors, especially Ray Bolger as the scarecrow and Bert Lahr as the faint-hearted lion, were accountable for much of the movie's spell, but it was the score that set and sustained the mood. Even so, MGM had its worries. 'This score is above the heads of children,' one executive told Harburg. He was wrong, needless to say, though it is true that the music and lyrics are more sophisticated than they seem. 'If I Only Had a Heart,' for example, is no simple nursery rhyme. At any rate, Arlen and Harburg had the satisfaction of appealing to children without talking down to them.<sup>43</sup>

Granted, Zinsser (like Mordden) incorrectly assumes that the film's "score" consists only of Arlen and Harburg's material. But he clearly gets to the core of the songs' inherent value: it is indeed this quality of youthful naiveté veiled by sophistication—of childlike innocence mixed with adult sensibilities—that makes the songs in *Oz*'s final cut successful for each new generation. In short, Arlen and Harburg—along with the songs' many successive contributors—did not talk down to children. They talked *up*. This essential aspect of writing well for children would be echoed some nine years later in 1969 by one of the best authors of twentieth-century children's literature, E.B. White, who shared the following thoughts on the topic:

Anyone who writes *down* to children is simply wasting his time. You have to write *up*, not down. Children are demanding. They are the most attentive, curious, eager, observant, sensitive, quick, and generally congenial readers on earth. They accept, almost without question, anything you present them with, as long as it is presented honestly, fearlessly, and clearly. I handed them, against the advice of experts, a mouse-boy, and they accepted it without a quiver. In *Charlotte's Web*, I gave them a literate spider, and they took that. Some writers for children deliberately avoid using words they think a child doesn't know. This emasculates the prose and, I suspect, bores the reader. Children are game for anything. I throw them hard words, and they backhand

them over the net. They love words that give them a hard time, provided they are in a context that absorbs their attention.<sup>44</sup>

The songs within MGM's *The Wizard of Oz* indisputably embody this wondrous quality—an ineffable ingredient necessary to attain the highest order of children's art. With every stage of the songs' cumulative creation, each contributor (knowingly or not) “wrote up” to children: primarily Arlen and Harburg, naturally, but also *Oz*'s arrangers, orchestrators, performers, directors, editors, and so on down the figurative assembly line. As a result, the individual songs within *Oz*'s final cut (much like Baum's story) can be understood on many levels, appealing to children and adults alike. And thus, these fixed “works” (along with innumerable other components) have endeared the movie to the hearts and minds of countless audiences over the decades, thereby facilitating the film's iconic status.

Moreover, the movie's songs, both within and outside the film's context, are so ingrained in our popular culture that many viewers (and likely most baby boomers) can easily rattle off portions of these tunes from memory. “Over the Rainbow,” to cite only one example, has enjoyed an extraordinary reception independent of the film, even after winning the “Best Song” Oscar for 1939. By 2002, for instance, “Over the Rainbow” had been selected as the top “Song of the Century” on a list compiled by both the *Recording Industry Association of America* and the *National Endowment for the Arts*, only to be chosen once again in 2004 as the “Number One Movie Song of All Time” for the *American Film Institute*'s “100 Years, 100 Songs” chart.<sup>45</sup> As is well known, since the movie's debut, “Over the Rainbow” gradually became Garland's signature number—one that she performed throughout her career into the late 1960s. Yet although many other artists have created cover versions, the song has never fully eclipsed its association with



her, and—perhaps more significantly for the present discussion—her celebrated performance of the ballad *within its original context* in the classic 1939 film. The song, its performer, and its initial setting are thus inextricable. As an individual, fixed work—created by numerous sequential hands—this scene lives on in perpetuity. This phenomenon certainly occurs as well with the other song scenes in *Oz*’s release print—all of which are cinematic moments frozen in time, yet timeless in their reception.

The cumulative creation of the *Oz* songs—from their genesis by Arlen and Harburg through the numerous assembly line stages beyond the duo’s artistic control—did in fact stop, at least temporarily, with the completion of *Oz*’s final cut. Each finished “work,” as a fixed entity—encompassing primarily its diegetic appearance but also any existing underscored occurrences—is encapsulated within this singular, edited version of the film. Yet while every work is certainly completed, its chain of authorship—via an unlimited recorded performance Text—endures *ad infinitum*. Indeed, these songs were forever released into the future when *Oz* debuted, and have since unfolded continuously toward receptive audiences—past, present, and future. In turn, each audience member now becomes a contributing author, bringing, as musical-theater scholar Jim Lovensheimer observes, “his or her own social and historical identity to the experience.”<sup>46</sup> In this way, attentive audiences share an ongoing dialogue with the many talented individuals who originally created the songs, spawning a potentially infinite number of interpretations. And surely, for the vast majority of audiences, these miniature masterpieces represent not only cherished memories from childhood, but priceless treasures for a lifetime.

---

## Notes

### Abbreviations

WBCA	Warner Brothers Corporate Archive—Oz materials
USC	University of Southern California—Cinematic Arts Library
MHL	Margaret Herrick Library/Academy of Motion Pictures Arts and Sciences
IU	Indiana University—Lilly Library—Wizard of Oz mss., 1938-1939
YALE	Yale University—Irving S. Gilmore Music Library— The E.Y. Harburg Collection (mss. 83), I. Writings 1929–1968
NYPL	New York Public Library for the Performing Arts, Lincoln Center (NYC)
YHF	Yip Harburg Foundation (NYC)
HAY	John Hay Library, Brown University
COL	Columbia University, Popular Arts Project, Columbia Center for Oral History
LC	Library of Congress (Washington, DC)
SA	Shubert Archive (NYC)

### **Notes for Chapter 1: Whose Song Is It Anyway?**

<sup>1</sup> Harburg, “Reminiscences of E. Y. ‘Yip’ Harburg” (February 1959), COL, 24-25.

<sup>2</sup> Arlen, to Murray Schumach, “Composer Tells of Movie Abuses—Arlen Says Industry Spurns Quality Song Writers,” *New York Times*, August 10, 1961.

<sup>3</sup> Harburg, to Max Wilk, *They’re Playing Our Song* (1973: Westport, CT: Easton Studio Press, 2008), 296.

<sup>4</sup> Disney’s *Snow White and the Seven Dwarfs* was released in December 1937. According to a recent article by musicologist Daniel Batchelder, Disney employed its own studio composers, all of whom had worked on theatrical cartoon shorts, to create the film’s score. Frank E. Churchill is responsible for all the songs, along with the bulk of the background score; Paul J. Smith and Leigh Harline (the latter of whom would go on to compose most of Disney’s *Pinocchio* in 1940) added additional underscoring. Larry Morey, culled from the studio’s story department, wrote the lyrics. For more information on *Snow White*’s score, see Daniel Batchelder, “*Snow White and the Seven Dwarfs*: Master Score by Walt Disney (review),” *Notes*, 73, no.1 (2016): 157-161.

<sup>5</sup> Aljean Harmetz, *The Making of The Wizard of Oz* (1977: Chicago: Chicago Review Press, 2013), 18-19. Harmetz indicates (p.18) that MGM’s *The Wizard of Oz* cost more and took longer to make than any other movie made by MGM in 1938. She also notes (p.19) that the final cost of *Oz* was \$2,777,000, and that the final shooting schedule alone lasted twenty-two weeks. By comparison, the *average* big-budget MGM film of the era cost \$1.5 million and had a shooting schedule of eight weeks.

<sup>6</sup> For further details concerning L. Frank Baum's original *Oz* novel and its sequels, see Michael Patrick Hearn's introduction to *The Annotated Wizard of Oz, Centennial Edition* (New York: W.W. Norton, 2000), xiii—cii. As Hearn explains (pp.xl-xli), L. Frank Baum's *The Wonderful Wizard of Oz*—complemented by W.W. Denslow's charming illustrations—was first published in 1900 by the George M. Hill company of Chicago, and was the best-selling children's book of the 1900 Christmas season. The 44-year-old Baum intentionally set out to create a distinctly American, “modernized fairy tale”—one without the stereotyped princes and princesses, family curses, and gory violence so common to European stories by the likes of Hans Christian Andersen and the Brothers Grimm (p.xlviii, xlix). The novel brought Baum personal fortune after years of ill-fated business ventures, and inaugurated a highly successful book series (fourteen volumes in all) based on the imaginative *Oz* tale.

<sup>7</sup> For more information regarding the pre-1939 fascination with Baum's tale, see Jonas Westover, “‘Starring Montgomery and Stone!’: *The Wizard of Oz* Music Extravaganza (1902) and the Birth of a Brand,” in *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond*, eds. Danielle Birkett and Dominic McHugh (New York: Oxford University Press, 2018), 7-25; and Mark Evan Swartz, *Oz Before the Rainbow: L. Frank Baum's The Wonderful Wizard of Oz on Stage and Screen to 1939* (Baltimore: The Johns Hopkins University Press, 2000). Swartz notes (p.2) that the preoccupation with Baum's *Oz* books inspired myriad toys and games during the first few decades of the twentieth century, even generating a display at the 1933 Chicago World's Fair. Arguably more significant to the growing *Oz* phenomenon, though, are the numerous *dramatic* adaptations of Baum's tale from 1902 onward. Part I of Swartz's study focuses specifically on the early *stage* versions of the fable, summarized as follows: on June 16, 1902, a musical extravaganza entitled *The Wizard of Oz*—directed by Julian Mitchell and staged by Fred Hamlin—premiered at Chicago's Grand Opera House to great popular success and critical acclaim. The opulent show—only tangentially related to Baum's original 1900 story—starred the vaudevillian team of David Montgomery and Fred Stone, who played the Tin Woodman and Scarecrow. A New York engagement soon followed, opening on Broadway in January 1903 at the new Majestic Theatre on Columbus Circle. This New York production—once again directed by Julian Mitchell and starring “Montgomery and Stone”—also proved tremendously successful. In fact, Swartz states (p.104) that by the time the show ended its roughly nine-month run on October 3, 1903, it was the longest running musical of the season. The production then toured the country in road shows, and was still being staged with some regularity into the next decade (p.2).

Particularly relevant to the current dissertation is Fred Stone's performance as the Scarecrow. Indeed, Ray Bolger (who famously plays the Scarecrow in the 1939 MGM film) idolized Stone's dancing. At the age of fifteen or sixteen, Bolger had seen Stone in a show called *Jack O'Lantern*. As Swartz observes (p.250), “Bolger's performance in the MGM film owed much to that of his predecessor. His wobbly legs and loose-limbed approach to his role were much in keeping with Stone's legendary portrayal.”

According to Swartz (p.57), opening night of the 1902 show contained twenty-eight musical numbers, including eight songs co-written by Baum and composer Paul Tietjens, as well as four instrumental pieces by Tietjens alone. (The remaining songs were written by several different songwriters; also included were numerous interpolations from other productions of the era.) Some of the songs from the 1902

Chicago show were carried over to the 1903 New York engagement, but new musical numbers and interpolations were continually added to the ever-evolving production. Swartz also notes (p.242) that the 1902 show “had yielded no enduring standards,” and in large part its musical numbers had little to do with the story. By the late 1930s, when MGM began developing a film musical version of Baum’s fable, associate producer Arthur Freed wanted entirely new songs that served the plot and characters. Even more significantly, neither Harold Arlen nor Yip Harburg appears to have been familiar with any of the music from the 1902-1903 stage extravaganza of *Oz*.

In Part II of his study, Swartz details the many pre-1939 *screen* versions of *Oz*, most of which were silent films. Swartz provides a helpful survey of these film adaptations within the introduction of his book (p.2). The following is a recap of Swartz’s discussion: in 1908, Baum toured the States with a multimedia show—*Fairylogue and Radio Plays*—that included numerous slides and brief motion pictures based on his 1900 novel. By 1910, the Selig Polyscope Company (the same studio that had made the shorts for Baum’s multimedia show) produced a somewhat longer and more complete motion-picture version entitled *The Wonderful Wizard of Oz*. Three silent films were produced in 1914, all by Baum’s own “Oz Film Manufacturers Company”: *The Patchwork Girl of Oz*; *The Magic Cloak of Oz*; and *His Majesty, The Scarecrow of Oz*. A feature-length silent film produced by Chadwick Pictures—*The Wizard of Oz*—appeared in 1925. This free adaptation of Baum’s story, directed by Larry Semon (who also starred in the picture as the Scarecrow) featured the then-novice actor Oliver Hardy as the Tin Woodman. The first animated motion-picture version—*The Wizard of Oz*—emerged in 1933. This short cartoon was produced by Canadian animator Ted Eshbaugh, but legal problems prevented its release. From September 1933-March 1934, NBC radio aired a *Wizard of Oz* show starring Nancy Kelly as Dorothy. The program was sponsored by Jell-O and aired three times a week.

<sup>8</sup> Garland turned seventeen during *Oz*’s production.

<sup>9</sup> Several reliable sources confirm that Arlen and Harburg knew Freed would serve as *Oz*’s associate producer, and they provide details verifying that Freed himself hired the duo. See, for example, Harmetz, *The Making of The Wizard of Oz*, 71–74; and Edward Jablonski, *Harold Arlen: Rhythm, Rainbow, and Blues* (Boston: Northeastern University Press, 1996), 121–124.

<sup>10</sup> Stephen Banfield, *Jerome Kern* (New Haven, CT: Yale University Press, 2006), 63.

<sup>11</sup> Arlen, to Max Wilk, *They’re Playing Our Song* (1973: Westport, CT: Easton Studio Press, 2008), 169.

<sup>12</sup> Aljean Harmetz, *The Making of The Wizard of Oz* (1977: Chicago: Chicago Review Press, 2013), 62-65.

<sup>13</sup> Howard Pollack, *George Gershwin: His Life and Work* (Berkeley: University of California Press, 2006), 211.

<sup>14</sup> Johnny Mercer, to Harmetz, *The Making...*, 63.

<sup>15</sup> Harry Warren, to Max Wilk, *They’re Playing...*, 133-134.

<sup>16</sup> Jule Styne, to Max Wilk, *They’re Playing...*, 185.

<sup>17</sup> Author’s correspondence with Larry Blank, October 2016.

<sup>18</sup> Irving Berlin evidently escaped the studio moguls’ typically dismissive attitude toward songwriters. As musical-theater scholar Jeffrey Magee explains, “Berlin was unusual [in Hollywood] in insisting on creative control in an industry where songwriters (as in early

Broadway) were seen as makers of raw material that producers and directors could use as they saw fit.” See Jeffrey Magee, *Irving Berlin’s American Musical Theater* (New York: Oxford University Press, 2012), 194. And while Gershwin was generally discontented with the Hollywood system, he presumably managed to orchestrate at least some of his own work (and to supervise most of the remaining arrangements and orchestrations) for his last Hollywood musical, *Shall We Dance* (1937). See Howard Pollack, *George Gershwin: His Life and Work* (Berkeley: University of California Press, 2006), 670. (On p.812, Note 13, Pollack explains that this information about Gershwin and *Shall We Dance* comes from a 1937 letter that Richard Rodgers wrote to his wife.) According to Larry Blank, another exception to the general loss of creative control among Hollywood songwriters is exemplified by Rodgers and Hammerstein’s *State Fair* (released August 1945)—the team’s only musical written expressly for the screen. Interestingly enough, although *State Fair* was filmed in California, Rodgers and Hammerstein insisted that its songs be written on the East Coast. (Years earlier, Rodgers especially had grown cynical about Hollywood after he and his first lyricist partner, Larry Hart, had encountered various negatives experiences with the studios.) But with the release of *State Fair* in summer 1945, Rodgers and Hammerstein—especially by this point in their partnership—had clearly established themselves as a duo on Broadway with the debuts of *Oklahoma!* (in spring 1943) and *Carousel* (spring 1945). Moreover, they had already formed the Rodgers and Hammerstein copyright and organization. Thus, when their “product” arrived in Hollywood with *State Fair*, they were extremely wealthy and had acquired a great deal of power and artistic control over their work.

<sup>19</sup> For a discussion of nostalgia in *Oz*’s underscore, see Nathan Platte, “Nostalgia, the Silent Cinema, and the Art of Quotation in Herbert Stothart’s Score for ‘*The Wizard of Oz*’ (1939),” *The Journal of Film Music*, 4, no.1 (2011): 45-64. Platte’s valuable article is referenced numerous times within the present dissertation.

<sup>20</sup> “Underscoring” and “background music” are used interchangeably within the industry, although “underscoring” is more prevalent within academia. Underscoring is also commonly called “incidental music,” particularly on Broadway and in television.

<sup>21</sup> Graham Wood, “Distant Cousin or Fraternal Twin? Analytical Approaches to the Film Musical,” *The Cambridge Companion to the Musical* (Cambridge: Cambridge University Press, 2002), 213.

<sup>22</sup> Sondheim, comment made on stage during “An Evening with Stephen Sondheim,” Friday, June 1, 2018, at Rutgers University, Mason Gross School of the Arts, Nicholas Music Center.

<sup>23</sup> Ronald J. Compesi, *Video Field Production and Editing*, 7<sup>th</sup> ed. (New York: Routledge, 2016), 21-22. Film production is sometimes subdivided into more than three phases. For example, some professionals refer to a movie’s “development” phase that precedes “pre-production;” other filmmakers add a “distribution” phase following “post-production.” Nevertheless, the division of movie production into three main phases is commonly understood within both the industry and academia. For a helpful overview of the three stages of filmmaking, see the website created by the University of Texas, at: <<https://www.ischool.utexas.edu/~navajo/Film/filmindex.html>>

<sup>24</sup> In fact, from the *late* 1910s especially, studios had adopted a business model known as “vertical integration”—i.e., the control by one company, or a small group of companies, of all aspects of production, distribution, and exhibition. See Annette Kuhn and Guy

Westwell, *A Dictionary of Film Studies* (Oxford: Oxford University Press, 2012), 407-409

<sup>25</sup> Annette Kuhn and Guy Westwell, *A Dictionary of Film Studies* (Oxford: Oxford University Press, 2012), 407-409.

<sup>26</sup> Harmetz, *The Making...* 13.

<sup>27</sup> By the end of the 1930s, MGM's Culver City property had grown to six working studio lots, covering more than 180 acres. The main lot alone was a virtual city unto itself, replete with its own police and fire departments, telegraph and post office, water tower and well, art department, laboratory, and backlot amenities like the mill, electrical, paint and lock shops, as well as the needed wardrobe, make-up, property, lighting and camera departments, and so on. For more information, see:

<<http://www.culvercity.org/info/10202.asp>>

<sup>28</sup> According to musicologists David Beard and Kenneth Gloag, the concept of a specifically *musical* work “can be dated back at least as far as the fifteenth century, when composers such as Dunstable and Dufay were increasingly identified on musical sources; there is also evidence of the concept in writings by Renaissance humanists. [...] However, from the late eighteenth century onwards musical works became the basic unit of artistic production and consumption, largely as a result of increased links between music and state institutions and wider access of the public to ‘art’ music. Subsequently, through German Romanticism, a new concept of an autonomous [...] often purely instrumental work [...] arose, along with determining criteria such as structure, unity [...], wholeness, coherence and genius. However, the work concept developed in dialogue with other tendencies, such as programme music, which promoted the idea that music's meaning lay beyond itself, in a set of musico-poetic images, and the rise of the virtuoso performer-composer, which often led to a sense that [in the words of musicologist James Samson] the ‘performance exceeded the work’ [...]. Certain technical practices have also existed in a critical relationship to the concept of the musical work, including borrowing, quotation [...], re-composition, arrangement and transcription.” See David Beard and Kenneth Gloag, *Musicology, The Key Concepts* (London/New York: Routledge, 2005), 142-143.

In recent years within musicology, the question of what constitutes a musical work has been discussed most notably in an exchange between musicologist Richard Taruskin and philosopher Lydia Goehr. This scholarly discourse began in the late 1980s with Taruskin's critique of the quickly-growing (and supposedly “authentic”) “historically informed performance” practice movement. A helpful summary of Taruskin's early arguments is found in Chapter 3 (pp.37-53) of Nick Wilson, *The Art of Re-enchantment: Making Early Music in the Modern Age* (New York: Oxford University Press, 2014). As Wilson explains, “Whilst [Taruskin's] motives were ‘exposing the conceptual constraints that prevented ‘historical performance’ from being truly historical,’ he actually cast doubt on the whole ‘authenticity’ project, suggesting that ‘talk of authenticity might better be left to moral philosophers, textual critics, and luthiers.’” On one hand, Taruskin argued that early music performers were not really being authentic at all in their practices: it was impossible to know what the composer's intentions were, and early music performance was really about how modern performers *wanted* it to sound. But Wilson (p.40) clarifies that there was considerably more to Taruskin's critique—the potential problem of reification: “Taruskin's complaint with

early music performers is that they held an idealized notion of the musical work that turned ideas into objects, and put objects in place of people. The musical work was ‘something wholly realized by its creator, fixed in writing, and thus capable of being preserved.’” By the early 1990s, philosopher Lydia Goehr had entered the discussion: in her well-known 1992 volume, *The Imaginary Museum of Musical Works*, Goehr gave prominence to the ‘work-concept’ as opposed to the ‘musical work.’ As Wilson notes (p.40-41), “[Goehr’s] theory, which Taruskin enthusiastically supported in his Foreword to the 2007 revised edition [of Goehr’s 1992 volume], entails what she describes as a historically based ontology of the musical work. Goehr’s main claim is ‘that the work-concept began to regulate musical practice at the end of the eighteenth century.’ In other words, at around the time Beethoven was composing the *Eroica Symphony* (No.3), musical production began to be understood in terms of ‘the use of music material resulting in complete and discrete, original and fixed, personally owned units. The units were musical works. Goehr famously remarks that ‘Bach did not intend to compose musical works.’ For in his time, pieces of music were very much crafted in terms of their (one-off) functional or ritual purpose and context, rather than as individually tradable ‘units’ in their own right.”

<sup>29</sup> A helpful overview of Barthes’s biography and career is provided by Thomas Looser in the following scholarly encyclopedia entry: “Barthes, Roland,” *Theory in Social and Cultural Anthropology: An Encyclopedia*, eds. R. Jon McGee and Richard L. Warms (Thousand Oaks, CA: SAGE Publications, 2013). Available at: <<http://dx.doi.org/10.4135/9781452276311.n18>> According to Looser, the French literary theorist, philosopher, critic, and semiotician Roland Barthes (1915-1980) “was a unique, idiosyncratic, and, at times, contradictory thinker, who was nonetheless deeply influential in the formation of trends central to postwar social sciences and humanities. Especially for the trajectory of anthropology and social theory, his most lasting and important legacy may derive from the ways in which he put the field of semiology into practice. The themes and tensions seen in his writings on semiology, however, carry through much of his quite diverse career. [...] He was nondisciplinary as much as he was interdisciplinary in his thought. His preference for short essays, too, was part of his refusal of any ‘doctrinal’ approach, and he denied having any audience in mind at all for any of his writing. Over the course of his career, Barthes wrote on literature for a variety of academic, popular, and political contexts [...], but he also studied and wrote works of sociology; he held teaching positions at some of the world’s best universities; but he also wrote for the underground wartime resistance newspaper *Combat* and founded his own theatrical group.

If Barthes is thus difficult to classify in terms of discipline, he is often more simply framed as a formative figure in the development of both structuralism and poststructuralism: He has been labeled as one of the seminal ‘gang of four’ of structuralism [i.e., the anthropological movement seeking to analyze social relationships in terms of highly abstract relational structures often expressed in a logical symbolism], which also included Claude Lévi-Strauss, Jacques Lacan, and Michel Foucault, and along with Lacan and Foucault [Barthes] is also then typically associated with the emergence of poststructuralism.”

<sup>30</sup> Ajoy Kumar Kundu, Pramod K. Nayar, and Shweta, *The Humanities: Methodology and Perspectives* (Dehli: Pearson, 2009), 59.

<sup>31</sup> William E. Deal and Timothy K. Beal, *Theory for Religious Studies* (New York: Routledge), 43.

<sup>32</sup> Roland Barthes, "From Work to Text," in *Image-Music-Text*, edited and translated by Stephen Heath (New York: Hill and Wang, 1977), 155–164. For a succinct definition of Barthes's concept of the "work," see Matthew Creasy, "Manuscripts and Misquotations: Ulysses and Genetic Criticism," *Joyce Studies Annual* (2007): 48.

<sup>33</sup> W.B. Worthen, *Shakespeare and the Authority of Performance* (Cambridge: Cambridge University Press, 1997), 6-7. For consistency and clarity, I have here changed Worthen's lowercase "t" to uppercase.

<sup>34</sup> Bruce Kirle, *Unfinished Show Business: Broadway Musicals as Works-in-Progress*, Theatre in the Americas Studies (Carbondale: Southern Illinois University Press, 2005); See especially Chapter 2 (pp.41-74), "The Star as Cocreator: Performing Jewishness During the Melting Pot."

<sup>35</sup> For example, in his 2015 article for the *Journal of the American Musicological Society*, Dominic McHugh uses the term "performance text" on two occasions—once within a discussion of Richard Rodgers's compositional process, and a second time within commentary about Kurt Weill; see Dominic McHugh, "I'll Never Know Exactly Who Did What': Broadway Composers as Musical Collaborators," *Journal of the American Musicological Society* 68, no. 3 (2015): 617 and 647. In her 2011 feminist history of the Broadway musical, Stacy Wolf employs the term "performance 'text'" within her commentary about the typically collaborative environment among creators of Broadway stage shows; see Stacy Wolf, *Changed for Good: A Feminist History of the Broadway Musical* (New York: Oxford University Press, 2011), 14-15. Finally, "performance text" is used on numerous occasions throughout Dominic Symonds and Millie Taylor's 2014 volume, *Studying Musical Theatre: Theory and Practice* (London: Palgrave/Macmillan, 2014): 26, 60, 187, 213, 215.

<sup>36</sup> Theoretically, this application of Barthes's binary model could apply to live musical performance in any musical genre, not only musical theater. Additionally, we might note here that musicologists with specialties other than musical theater have also considered live performance a text, and certainly have distinguished between the concepts of work and text. For example, musicologist James Grier adopts Jerome McGann's theory of the work as a social phenomenon. (See James Grier, *The Critical Editing of Music: History, Method, and Practice*; Cambridge: Cambridge University Press, 1996, p.16). Grier eventually concludes (p.23) that "the work exists in a potentially infinite number of states, whether in writing (the score) or in sound (performance). The text is one of those states."

<sup>37</sup> Kirle indeed suggests that musical texts are open and fluid—products of the particular cultural moment in which they are performed. But Kirle offers a slightly different slant on the term "fixed" from that of the present study: for Kirle, the world of the author stays fixed while the world of the audience is ever-changing (258/back cover).

<sup>38</sup> Leo Feist initially published six of the *Oz* songs individually: "Over the Rainbow," "If I Only Had a Brain," "Ding-Dong! The Witch is Dead," "The Merry Old Land of Oz," "We're Off to See the Wizard," and "The Jitterbug." Additionally, a booklet containing a collection of the film's songs was available for purchase.

<sup>39</sup> Arlen, to Murray Schumach, "Composer Tells of Movie Abuses—Arlen Says Industry Spurns Quality Song Writers," *New York Times*, August 10, 1961.



<sup>40</sup> Harburg, to Max Wilk, *They're Playing...*, 297.

<sup>41</sup> John Lahr, "Come Rain or Come Shine: The Bittersweet Life of Harold Arlen," in *The New Yorker* 81, no.28 (September 19, 2005): 88-94.

<sup>42</sup> Yip Harburg, "Lyrics and Lyricists" Series, Ninety-Second Street YM-YWHA, Feb.2, 1972; in Harold Meyerson and Ernie Harburg, *Who Put the Rainbow in The Wizard of Oz? Yip Harburg, Lyricist* (Ann Arbor: University of Michigan Press, 1993; paperback reprint, Ann Arbor: University of Michigan Press, 1995), 2-3.

<sup>43</sup> Barthes, in *Image-Music-Text*, 142-148; also see Raman Selden and Peter Widdowson, *A Reader's Guide to Contemporary Literary Theory*, 3<sup>rd</sup> ed. (Lexington, KY: University Press of Kentucky, 1993), 131-32.

<sup>44</sup> Dominic McHugh, "'I'll Never Know Exactly Who Did What': Broadway Composers as Musical Collaborators," *Journal of the American Musicological Society* 68, no. 3 (2015): 648.

<sup>45</sup> Arlen, to Lewis Funke, "Arlen the Tunesmith," *New York Times*, July 4, 1943, X4.

<sup>46</sup> Kim Kowalke, "Theorizing the Golden Age Musical: Genre, Structure, Syntax," *Gamut: Online Journal of the Music Theory Society of the Mid-Atlantic* 6, no. 2, Article 6 (2013): 143. Available at:

<<https://trace.tennessee.edu/gamut/vol6/iss2/6>>

<sup>47</sup> Additionally, Loew's, Inc. operated a chain of theaters across the country under the Loew's name.

<sup>48</sup> Larry Blank correspondence with author, October 2016.

<sup>49</sup> In two standard reference books on English literature, the term "cumulative" is employed to denote the authorship of folktales. See "Folktale," in William Harmon, *A Handbook to Literature*, 10<sup>th</sup> ed. (Upper Saddle River, NJ: Pearson Prentice Hall, 2006), 222; and "Folktale" in Kathy Howard Latrobe, Carolyn S. Brodie, and Maureen White, *The Children's Literature Dictionary: Definitions, Resources, and Learning Activities* (New York: Neal-Schuman Publishers, Inc., 2002), 76.

<sup>50</sup> Theresa Tinkle, "The Wife of Bath's Textual/Sexual Lives," in *The Iconic Page in Manuscript, Print, and Digital Culture*, eds. George Bornstein and Theresa Tinkle (Ann Arbor: University of Michigan Press, 1998), 76.

<sup>51</sup> Robert Meyer-Lee, "Manuscript Studies, Literary Value, and the Object of Chaucer Studies," in *Studies in the Age of Chaucer* 30 (2008): 32.

<sup>52</sup> For further information on the Broadway environment and music publishers during the first half of the twentieth century, see Steven Suskin, *The Sound of Broadway Music: A Book of Orchestrators and Orchestrations* (Oxford: Oxford University Press, 2009), especially the opening chapter ("VERSE: On Orchestrators and Orchestrations," pp.3-11) and the second ("REFRAIN: Men of Notes (and a Few Women, Too, Section I. The Dreyfus System," pp.11-23).

<sup>53</sup> The wide spectrum of interaction among musical collaborators on Broadway is skillfully explored within Dominic McHugh's previously-cited article: "'I'll Never Know Exactly Who Did What': Broadway Composers as Musical Collaborators," *Journal of the American Musicological Society* 68, no. 3 (2015): 605-652.

<sup>54</sup> Ethan Mordden, *When Broadway Went to Hollywood* (Oxford: Oxford University Press, 2016), 23.

<sup>55</sup> Theodore W. Adorno, "On Popular Music" (with George Simpson), in *Studies in Philosophy and Social Sciences* 9, no.1 (1941): 17-48.

<sup>56</sup> Adorno's early comments on American popular song from 1941 should also be understood within the context of his larger argument against capitalism, which was developed further in an influential 1944 book chapter entitled "The Culture Industry: Enlightenment as Mass Deception," published in English in Max Horkheimer and Theodor Adorno, *Dialectic of Enlightenment*, trans. John Cumming (New York: Herder and Herder, 1972).

<sup>57</sup> Adorno, "On Popular Music," sect.17.

<sup>58</sup> Harriet Hyman Alonso, *Yip Harburg: Legendary Lyricist and Human Rights Activist* (Wesleyan University Press, 2012), 72. In Alonso's otherwise helpful description of work-for-hire contracts in studio-age Hollywood, she suggests that such agreements were similar to those for contemporaneous Broadway revues; however, she provides no support for what is likely an inaccurate assumption.

<sup>59</sup> The partners' Oz contracts, MGM Music Dept. Collection, USC, PR/Box 1A, 1B.

<sup>60</sup> Howard Pollack, *George Gershwin: His Life And Work* (Berkeley: University of California Press, 2006), 667.

<sup>61</sup> The comparison of Arlen and Harburg's salary with that of other songwriters of the era is discussed by Edward Jablonski in his 1996 biography of Arlen: *Harold Arlen: Rhythm, Rainbows, and Blues* (Boston: Northeastern University Press, 1996), 127.

<sup>62</sup> The following site, <<https://www.businessinsider.com/the-cost-of-living-2014-10>>, states that the average yearly income in 1938 was \$1731. A second source, <<https://www.archives.gov/publications/prologue/2012/spring/1940.html>>, confirms the low incomes for most Americans in the late 1930s: the 16th decennial census of population that began on April 1, 1940, indicates that the average yearly income at that time was \$1,368.

<sup>63</sup> Harnetz, *The Making...*, 82.

<sup>64</sup> Oscar Levant, *A Smattering of Ignorance* (New York: Doubleday, Doran and Co., Inc., 1940), 110-111. A note of clarification: within the passage cited here, Levant actually uses the phrase "assigned to write" the score, rather than "assigned to supervise."

<sup>65</sup> Harnetz, *The Making of The Wizard of Oz* (1977: Chicago: Chicago Review Press, 2013).

<sup>66</sup> John Fricke, Jay Scarfone, and William Stillman. *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary Pictorial History* (New York: Warner Books, 1989).

<sup>67</sup> Jay Scarfone and William Stillman, *The Road to Oz: The Evolution, Creation, and Legacy of a Motion Picture Masterpiece* (Latham, MD: Rowman and Littlefield, 2019).

<sup>68</sup> *The Wizard of Oz* (1939), Original Motion Picture Soundtrack. Two CD Set: Deluxe Edition, Rhino R2 71964. Liner Notes by John Fricke. Turner Entertainment Co., 1995.

<sup>69</sup> Michael Patrick Hearn, *The Wizard of Oz: The Screenplay*. Edited and Introduction by Michael Patrick Hearn (New York: Bantam Doubleday/Dell Books, 1989).

<sup>70</sup> *The Wizard of Oz Continuity Script, March 15, 1939* (Turner Entertainment Co. and MGM/UA Home Video, 1993).

<sup>71</sup> Mark Evan Swartz, *Oz Before the Rainbow: L. Frank Baum's The Wonderful Wizard of Oz on Stage and Screen to 1939* (Baltimore: Johns Hopkins University Press, 2000), 18.

<sup>72</sup> Marius Bewley, "The Land of Oz: America's Great Good Place," originally published in *Masks and Mirrors: Essays in Criticism* (New York: Atheneum, 1970): 255-67; reprinted in L. Frank Baum, *The Wizard of Oz*, ed. Michael Patrick Hearn (New York:

Schocken Books, 1983), 199-206; Ray Bradbury, "Because, Because, Because, Because of the Wonderful Things He Does," originally published as a preface for Rayland Moore's *Wonderful Wizard, Marvelous Land* (Bowling Green, Ohio: Bowling Green University Popular Press, 1974): xi-xviii; reprinted in L. Frank Baum, *The Wizard of Oz*, ed. Michael Patrick Hearn (New York: Schocken Books, 1983), 247-51; Gore Vidal, "On Rereading the Oz Books," originally published in *The New York Review of Books*, Oct. 13, 1977: 37-42; reprinted in L. Frank Baum, *The Wizard of Oz*, ed. Michael Patrick Hearn (New York: Schocken Books, 1983), 256-70.

<sup>73</sup> Carol Pearson and Katherine Pope, *The Female Hero in American and British Literature* (New York: R.R. Bowker, 1981); Edward W. Hudlin, "The Mythology of Oz: An Interpretation," *Papers on Language and Literature*, 25, no.4 (Fall 1989): 443-462.

<sup>74</sup> Sheldon Kopp, "The Wizard Behind the Couch," *Psychology Today* (March 1970): 70-73, 84; Osmond Beckwith, "The Oddness of Oz," originally published in *Children's Literature*, Vol. 5 (1976): 74-91; reprinted in L. Frank Baum, *The Wizard of Oz*, ed. Michael Patrick Hearn (New York: Schocken Books, 1983), 233-46; John Algeo, "The Wizard of Oz: The Perilous Journey," *American Theosophist* 74 (Fall 1986): 291-97; Samuel Bousky, *The Wizard of Oz Revealed* (Weed, CA: Writers Consortium, 1995).

<sup>75</sup> Henry M. Littlefield, "The Wizard of Oz: Parable on Populism," *American Quarterly* 16, no. 1 (Spring 1964): 47-58; Barry Bauska, "The Land of Oz and the American Dream," *Markham Review* 5 (Winter 1976): 21-4; Hugh Rockoff, "The Wizard of Oz as a Monetary Allegory," *Journal of Political Economy* 98, no.4 (1990): 739-761; William Leach, *Land of Dreams: Merchants, Power, and the Rise of a New American Culture* (New York: Pantheon Books, 1993); Gretchen Ritter, "Silver Slippers and a Golden Cap: L. Frank Baum's *The Wonderful Wizard of Oz* and Historical Memory in American Politics," *Journal of American Studies*, 31, no.2 (1997): 171-202.

<sup>76</sup> Michael Patrick Hearn, ed. *The Annotated Wizard of Oz, Centennial Edition*. Introduction and Notes by Michael Patrick Hearn (New York: W.W. Norton, 2000); Mark Evan Swartz, *Oz Before the Rainbow: L. Frank Baum's The Wonderful Wizard of Oz on Stage and Screen to 1939* (Baltimore: The Johns Hopkins University Press, 2000).

<sup>77</sup> Harvey Greenberg, "The Wizard of Oz: Little Girl Lost—and Found," *The Movies on Your Mind* (New York: Saturday Review Press, 1975): 169-80; Jerry Griswold, "There's No Place But Home: *The Wizard of Oz*," *Antioch Review* 45 (1987): 462-75; John Beebe, "The Wizard of Oz: A Vision of Development in the American Political Psyche," in Thomas Singer, ed. *The Vision Thing: Myth, Politics, and Psyche in the World* (London: Routledge, 2000).

<sup>78</sup> Salman Rushdie, *The Wizard of Oz* (Worcester: The British Film Institute, 1992); Rushdie's book began as an essay for the May 11, 1992 issue of *The New Yorker*: "Out of Kansas"; John Updike, "Oz is Us," *Due Considerations* (New York: Random House, 2007): 212-20. Updike's essay was also originally published in *The New Yorker*, September 25, 2000.

<sup>79</sup> Samuel Schuman, "Out of the Fryeing Pan and into the Pyre: Comedy, Myth and *The Wizard of Oz*," *Journal of Popular Culture* 7 (Fall 1973): 302-4; David Downing, "Waiting For Godoz: A Post-Nasal Deconstruction of *The Wizard Of Oz*," *Christianity and Literature* 33, no. 2 (1984): 28-30; Linda Hansen, "Experiencing the World as Home: Reflections on Dorothy's Quest in *The Wizard of Oz*," *Soundings* 67 (1984): 91-

102; Paul Nathanson, *Over the Rainbow: The Wizard of Oz as a Secular Myth of America* (Albany, NY: State University Of New York Press, 1991).

<sup>80</sup> Lynette Carpenter, "There's No Place Like Home: *The Wizard of Oz* and American Isolationism," *Film and History* 15 (May, 1985): 37-45; Stuart Culver, "What Manikins Want: *The Wonderful Wizard Oz* and *The Art of Decorating Dry Good Windows*," *Representations* 21 (1988): 97-116; Francis MacDonnell, "The Emerald City was the New Deal": E.Y. Harburg and *The Wonderful Wizard of Oz*," *Journal of American Culture* 13 (Winter 1990): 71-75; Richard F. Selcer, "Home Sweet Movies: From Tara to Oz and Home Again," *Journal of Popular Film and Television* XVIII/2 (Summer 1990): 52-63; Andrew Gordon, "You'll Never Get Out of Bedford Falls! The Inescapable Family in American Science Fiction and Fantasy Films," *Journal of Popular Film and Television* 20, no. 2 (Summer 1992): 2-8; Neil Earle, *The Wonderful Wizard of Oz in American Popular Culture: Uneasy in Eden* (Lewiston, NY: Edwin Mellon Press, 1993); Edward Recchia, "There's No Place Like Home: The Midwest in American Film Musicals," *Midwest Quarterly* 39, no. 2 (Winter 1998): 202-15; Joshua David Bellin, *Framing Monsters: Fantasy Film and Social Alienation* (Carbondale: Southern Illinois University Press, 2005); originally published as "I Don't Know How it Works": *The Wizard of Oz* and the Technology of Innovation," *The Arizona Quarterly*, 60, no.4 (Winter, 2004): 65-98.

<sup>81</sup> Madonna Kolbenschlag, *Lost in the Land of Oz: The Search for Identity and Community in American Life* (San Francisco: Harper & Row, 1988); Bonnie Friedman, "Relinquishing Oz: Every Girl's Anti-Adventure Story," *Michigan Quarterly Review* 35, no.1 (1996): 9-28; Linda Rohrer Paige, "Wearing the Red Shoes: Dorothy and the Power of the Female Imagination in *The Wizard of Oz*," *Journal Of Popular Film and Television* 23 (1996): 146-153; Alexander Doty, "My Beautiful Wickedness": *The Wizard of Oz* as Lesbian Fantasy," *Flaming Classics: Queering the Film Canon* (New York: Routledge, 2000).

<sup>82</sup> Allen Forte, "Over the Rainbow," in *The American Popular Ballad of the Golden Era, 1924-1950* (Princeton: Princeton University Press, 1995): 231-236.

<sup>83</sup> Ronald Rodman, "There's No Place Like Home": Tonal Closure and Design in *The Wizard of Oz*, *Indiana Theory Review*, 19, no.1-2 (Spring/Fall 1998): 125-143.

<sup>84</sup> Rodman, "There's No Place Like Home," 132.

<sup>85</sup> Rodman, "There's No Place Like Home," 143.

<sup>86</sup> Rodman, "There's No Place Like Home," 127.

<sup>87</sup> Raymond Knapp, *The American Musical and the Performance of Personal Identity* (Princeton: Princeton University Press, 2006).

<sup>88</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 1.

<sup>89</sup> Nathan Platte, "Nostalgia, the Silent Cinema, and the Art of Quotation in Herbert Stothart's Score for *The Wizard of Oz* (1939)," *The Journal of Film Music*, 4, no.1 (2011), 45-64.

<sup>90</sup> Platte, "Nostalgia, the Silent Cinema,..." abstract.

<sup>91</sup> Platte, "Nostalgia, the Silent Cinema,..." abstract.

<sup>92</sup> Edward Jablonski, *Harold Arlen: Happy With the Blues* (Garden City, NY: Doubleday, 1961); Edward Jablonski, *Harold Arlen: Rhythm, Rainbows, and Blues* (Boston: Northeastern University Press, 1996).

<sup>93</sup> Alec Wilder, "Harold Arlen." In *American Popular Song: The Great Innovators, 1900–1950*, ed. James T. Maher (New York: Oxford University Press, 1972).

<sup>94</sup> Max Wilk, *They're Playing Our Song* (1973: Westport, CT: Easton Studio Press, 2008).

<sup>95</sup> Charles Hamm, *Yesterdays: Popular Song in America* (New York: W.W Norton & Co., 1979), 165.

<sup>96</sup> Allen Forte, "Over the Rainbow," in *The American Popular Ballad of the Golden Era, 1924–1950* (Princeton: Princeton University Press, 1995): 231-236.

<sup>97</sup> Larry Stempel, "Arlen, Harold," *Oxford Music Online* (Accessed Jan.2, 2020); Available at: <<http://www.oxfordmusiconline.com>>

<sup>98</sup> Wilfrid Sheed, "Harold Arlen: The Songwriter's Songwriter," in *The House That George Built: With a Little Help From Irving, Cole, and a Crew of About Fifty* (New York: Random House, 2007): 79-94; Richard Corliss, "That Old Feeling: The Rainbow Man: Richard Corliss Sings a Thank-You to Songwriter Harold Arlen on his 100th Birthday," in *Time*, Online Edition, Feb. 28, 2005; Available at:

<<http://www.time.com/time/columnist/corliss/article/0,9565,1034170-1,00.html>>; John Lahr, "Come Rain or Come Shine: The Bittersweet Life of Harold Arlen," in *The New Yorker* 81, no.28 (September 19, 2005): 88-94.

<sup>99</sup> Walter Frisch, *Arlen and Harburg's Over the Rainbow* (New York: Oxford University Press, 2017). Within this publication, Frisch kindly cited the present project (at that time a "dissertation in progress"), and graciously acknowledged me for various information and primary source material.

<sup>100</sup> John Lahr, "The Lemon Drop Kid," in *The New Yorker*, 72, no. 29 (September 30, 1996): 68-74; Philip Furia, *The Poets of Tin Pan Alley: A History of America's Great Lyricists* (New York: Oxford University Press, 1990); Lehman Engel, *Their Words are Music: The Great Theatre Lyricists and their Lyrics* (New York: Crown Publishers, 1975); Thomas Hischak, *Boy Loses Girl: Broadway's Librettists* (Oxford: Scarecrow Press, 2002); Thomas Hischak, *Word Crazy: Broadway Lyricists from Cohan to Sondheim* (Westport, CT: Praeger Publishers, 1991).

<sup>101</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow in The Wizard of Oz?: Yip Harburg, Lyricist* (Ann Arbor: University of Michigan Press, 1993; paperback reprint, Ann Arbor: University of Michigan Press, 1995).

<sup>102</sup> Thomas S. Hischak, E.Y. 'Yip' Harburg," *Oxford Music Online* (Accessed Jan.2, 2020). Available at: <<http://www.oxfordmusiconline.com>>

<sup>103</sup> Deena Rosenberg, "E.Y. 'Yip' Harburg," *American Song Lyricists, 1920-1960*. Dictionary of Literary Biography, 265, Philip Furia, ed. (Detroit: Gale Group, 2002): 219-247.

<sup>104</sup> Harriet Hyman Alonso, *Yip Harburg: Legendary Lyricist and Human Rights Activist* (Wesleyan University Press, 2012).

<sup>105</sup> Danielle Birkett, *Fairy Land Was Never Like This!: Finian's Rainbow and the Fantastical Representation of E.Y. Harburg's Socio-Political Ideals*. PhD thesis, University of Sheffield, 2016.

<sup>106</sup> Danielle Birkett and Dominic McHugh, eds., *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond* (New York: Oxford University Press, 2018).

<sup>107</sup> Ryan Bunch, "Oz and the musical: The American art form and the reinvention of the American fairy tale," *Studies in Musical Theatre* 9, no.1 (2015): 53-69 and abstract.

<sup>108</sup> The following chapters represent the variety of topics and approaches within the Birkett/McHugh Oz volume: Benjamin Sears, “The Road to Oz: From Book to Movie Musical”; Hannah Robbins, “Friends of Dorothy: Queerness in and beyond the MGM Film”; Walter Frisch, “Beyond the Rainbow: Afterlives of the Songs from *The Wizard of Oz*”; Paul Laird, “*The Wizard of Oz* and *Wicked*: Resonances, Legal Issues, and the Appropriation of a Classic”; Jonas Westover, “‘Starring Montgomery and Stone!’: *The Wizard of Oz* Musical Extravaganza (1902) and the Birth of a Brand”; Claudia Funder, “Dancing Through Oz: Choreographic Context in *The Wizard of Oz*”; Ryan Bunch, “Ease on Down the Road: Black Routes and the Soul of The Wiz”; Dominic McHugh, “We’re Not in Kansas Any More: Three Stage Adaptations of the MGM Film”; Danielle Birkett, “The Merry Old Land of Oz?: The Reception of the MGM Film”; and Nathan Platte, “Sounds Must Stir the Fantasy: Underscore as Special Effect in *The Wizard of Oz* (1939).”

<sup>109</sup> Laura Lynn Broadhurst, “Arlen and Harburg and More, Oh My! The Cumulative Creation of the Oz Songs,” *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond*, eds. Danielle Birkett and Dominic McHugh (New York: Oxford University Press, 2018): 53-78.

<sup>110</sup> Carol Oja’s *Bernstein Meets Broadway: Collaborative Art in a Time of War* (New York, Oxford University Press, 2014) actually explores more than the single show *On the Town*. In fact, the monograph examines the early days of Bernstein’s career during World War II, centering around both the debut in 1944 of *On the Town* and the ballet *Fancy Free*. <<https://global.oup.com/academic/product/bernstein-meets-broadway-9780199862092?cc=us&lang=en&#>>

<sup>111</sup> Tim Carter, *Oklahoma! The Making of an American Musical* (New Haven, CT: Yale University Press, 2007). The monograph studies of individual Broadway shows published with Oxford University Press’s Broadway Legacy series include (among others): *South Pacific: Paradise Rewritten* (Jim Lovensheimer, 2010); *Loverly: The Life and Times of My Fair Lady* (Dominic McHugh, 2012); *Show Boat: Performing Race in an American Musical* (Todd Decker, 2012); and *Bernstein Meets Broadway: Collaborative Art in a Time of War* (Carol Oja, 2014). Bruce McClung’s 2007 monograph *Lady in the Dark* is published by Oxford, yet technically not part of the Broadway Legacy series. A second edition of Carter’s study on *Oklahoma!* is forthcoming by OUP for the series, as is a volume on *Gypsy* by Jeffrey Magee.

<sup>112</sup> H. Stephen Wright, *The Materials of Film Music: Their Nature and Accessibility*, in *Film Music I*, ed., with an introduction by Clifford McCarty (New York: Garland Pub., 1989), 5.

<sup>113</sup> For more on the MGM dumping of 1969, see especially Joshua Figueroa, “Somewhere Under a Golf Course, The Destruction of MGM’s Musical Legacy,” post of October 24, 2018, at <<https://www.kmfa.org/pages/2888-somewhere-under-a-golf-course-the-destruction-of-mgm-s-musical-legacy>>. As Figueroa writes: in 1969, after years of mismanagement and a reported net loss of \$35 million, MGM underwent a hostile corporate shakeup. While shifting leadership had become a regular occurrence in the years previous, this reorganization landed the millionaire investor Kirk Kerkorian at the head of MGM. Kerkorian immediately brought on a hatchet man to clean house: the infamous James T. Aubrey, also known as ‘The Smiling Cobra.’ Formerly the head of television production at CBS, Aubrey was hired as the President of MGM and soon went

to work destroying everything that MGM had built in the last 40 years, including its music. Aubrey believed the studio's music library to be a waste of valuable real estate and ordered the destruction of every note written by MGM in the last forty years of movie making. Literally *tons* of sheet music were thrown into a landfill which today stands as the Mountaingate Country Club in Los Angeles, California. The buried pages contained penciled performance notes, full scores, instrument parts, compositional musings, and more. Composer and conductor André Previn, who began working at MGM at sixteen years old, describes the materials thrown away as 'all irreplaceable.' And Aubrey didn't stop with just music. On May 3, 1970, MGM's vast collection of props, costumes, and sets was sold in a now notorious auction in Los Angeles, California. Dorothy's ruby slippers, one of the most iconic costume pieces in cinematic history, were auctioned off for a measly \$15,000." On this topic, also see Seth Abramovitch, "'Over the Rainbow' Escapes MGM Purge for Stage Revival," *Hollywood Reporter*, Sept. 10, 2019. Available at: <<https://www.hollywoodreporter.com/news/rainbow-escapes-mgm-purge-stage-revival-1235696>>

<sup>114</sup> For more about the various sets ruby slippers and the pair famously held at the Smithsonian, see: <<https://www.smithsonianmag.com/smithsonian-institution/return-dorothys-iconic-ruby-slippers-now-newly-preserved-ages-180970574/>>.

<sup>115</sup> Seth Abramovitch, "'Over the Rainbow' Escapes MGM Purge for Stage Revival," *Hollywood Reporter*, Sept. 10, 2019. Available at: <<https://www.hollywoodreporter.com/news/rainbow-escapes-mgm-purge-stage-revival-1235696>>

<sup>116</sup> The term "principal sources" is quite common among musicologists, used to denote the most significant primary sources consulted for documentary studies. Examples include Robyn Stowell, who examines "Four Principal Sources" used to create an authoritative text for the Beethoven violin concerto (*Beethoven: Violin Concerto*; Cambridge, 1998); Michael Burden, whose monograph on Purcell's manuscripts is entitled *Purcell Manuscripts: The Principal Musical Sources* (Cambridge, 2000); and Neal Zaslaw, who examines the "principal sources" for Mozart's symphonies (*Mozart's Symphonies: Context, Performance Practice, Reception*; Oxford, 1991).

<sup>117</sup> Arlen's holograph lead sheet for "Over the Rainbow": YALE, I. Box 2, Folder 14.

<sup>118</sup> Hearn, *The Wizard of Oz: The Screenplay...*, 152.

<sup>119</sup> According to William H. Rosar, these surviving conductor parts are customarily assumed to be keyboard reductions of the now-missing orchestrations, and as a general rule, this might very well be true. But in some cases, a given conductor part might actually represent a fair copy of a preliminary sketch. In other instances, a copyist might have consulted both the full orchestration and a sketch in order to prepare a conductor part. Therefore, it is sometimes difficult to determine the precise materials on which these conductor parts were based, since of course, the original orchestrations for *Oz* were discarded in the late 1960s. Compounding this challenge is the fact that Stothart's sketch material also appears to be missing, along with that of the other individuals who worked under his direction on *Oz*.

<sup>120</sup> The information regarding the Stothart Estate's archival holdings for *Oz* was kindly provided by Peggy Alexander (Head of Performing Arts Special Collections, UCLA Library), and by Marilee Bradford.

<sup>121</sup> *The Wizard of Oz, Original Motion Picture Soundtrack*, Deluxe Edition, two-CD set; Turner Entertainment Co./Rhino Records, 1995; #R2-71964.

<sup>122</sup> *Somewhere Over the Rainbow: Harold Arlen*, Documentary (Deep C Productions, 1999), Don McGlynn, director.

<sup>123</sup> *Hollywood Dreams*, Hollywood Bowl Orchestra (Philips/Polygram Records, 1991), John Mauceri, conductor.

<sup>124</sup> Wilson's completion date of 2007 is given in the following article:  
<<https://www.thelantern.com/2010/01/classic-film-brought-to-life-with-live-score/>>

<sup>125</sup> Author's correspondence with Michael Feinstein, Dominic McHugh, and Ben Winters, 2009-2020.

## **Notes for Chapter 2: The Songwriters Behind the Curtain:** **Introducing Arlen and Harburg**

<sup>1</sup> John Lahr, "Come Rain or Come Shine: The Bittersweet Life of Harold Arlen," *The New Yorker* 81, no.28 (September 19, 2005): 88-94.

<sup>2</sup> Harold Arlen, quoted by Alec Wilder in *American Popular Song: The Great Innovators, 1900-1950*, ed. James T. Maher (New York: Oxford University Press, 1972): 255.

<sup>3</sup> The biography presented here of Arlen's early life has been summarized primarily from Chapter 1 ("The Cantor's Son") of Edward Jablonski's second biography of Arlen, published in 1996: *Harold Arlen: Rhythm, Rainbows, and Blues* (Boston: Northeastern University Press, 1996): 1-13; Some information (particularly the preference of Arlen's piano teacher for Chopin's *Études*) was gleaned from Chapter 1 ("Buffalo Rhythm") of Jablonski's first biography of Arlen, published in 1961: *Harold Arlen: Happy with the Blues* (New York: Da Capo Press, 1961; paperback reprint, New York: Doubleday, 1985): see especially p.27.

<sup>4</sup> Steven Suskin, *Show Tunes: The Songs, Shows, and Careers of Broadway's Major Composers*, Revised and expanded 3rd edition, Forward by Michael Feinstein (New York: Oxford University Press, 2000): 149. This overview of Arlen's early years in New York has been summarized from Chapter 2 ("The Buffalodians and the Big Time") of Jablonski, *Harold Arlen: Rhythm, Rainbows, and Blues* (Boston: Northeastern University Press, 1996): 14-25.

<sup>5</sup> Summary of Chapter 3 ("Pickup And Jots") of Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 26-32.

<sup>6</sup> For more information about Arlen's *Cotton Club* years and collaborations with Ted Koehler, see Chapter 4 ("Cotton Club") of Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 37-60. Also see the sections concerning Arlen's Cotton Club days within Nathan Sloan's recent PhD dissertation: *Jazz in the Harlem Moment: Performing Race and Place at the Cotton Club* (Stanford 2016).

<sup>7</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 43-44.

<sup>8</sup> *Let's Fall In Love*, Directed by David Burton. Released by Columbia Pictures; December 26, 1933. [Source: Turner Classic Movies:  
<<http://www.tcm.com/tcmdb/title.jsp?stid=3846>>]



<sup>9</sup> The film *Let's Fall in Love* not currently available commercially, and from the secondary literature, it is unclear how many songs Arlen and Koehler originally wrote for the movie. Harnetz (*The Making...*, p.62) states, "Of the five songs [Arlen and Koehler wrote for the film], two were thrown out, two were a meaningful part of the film, and one was used for background music." But the entry for the film in Jablonski's work list (p.367 of *Harold Arlen, Rhythm, Rainbows...*) indicates that six songs were written, of which three were used.

<sup>10</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 76-77.

<sup>11</sup> Larry Stempel, "Arlen, Harold," *Oxford Music Online* (Accessed January 2, 2020); Available at: <<http://www.oxfordmusiconline.com>>

<sup>12</sup> Philip Furia, *The Poets of Tin Pan Alley: A History of America's Great Lyricists* (New York: Oxford University Press, 1990): 244-50. Naturally, while many of the Arlen/Koehler songs display an indebtedness to jazz, the blues, and synagogue music, exceptions do exist: Arlen's stylistic versatility is already apparent, for example, in such rare (but nonetheless significant) *non*-blues-inspired Arlen/Koehler classics as "I Love a Parade" (a march tune written for a 1931 *Cotton Club* revue) and one of the songs noted herein, "Let's Fall in Love"—a mainstream pop ballad almost entirely devoid of blue notes and with only subtle, graceful syncopation.

<sup>13</sup> On Arlen's tendency to break the traditional AABA formal structure, see Larry Stempel, "Arlen, Harold," *Oxford Music Online*, Available at: <<http://www.oxfordmusiconline.com>> (Accessed January 2, 2020); and Walter Frisch, "Arlen's Tapeworms: The Tunes That Got Away," *The Musical Quarterly*, 98, no.1-2 (Spring-Summer 2015): 139-170. Arlen's penchant for octave leaps is discussed by several commentators, among them Alec Wilder in *American Popular Song: The Great Innovators, 1900-1950*, ed. James T. Maher (New York: Oxford University Press, 1972): see especially pp.262, 265, 267, 274, 276, and 277. Significantly, however, in Wilder's discussion of "Over the Rainbow"—the only *Oz* song he addresses—he makes the convincing assertion that the [A] section's opening octave leap is perhaps the *only* Arlen trademark in the chorus. Regarding Arlen's melodic inventiveness, see Wilder, *American Popular Song*, p.253.

<sup>14</sup> See John Lahr, "The Lemon Drop Kid," *The New Yorker*, 72, no. 29; (September 30, 1996): 68-74.

<sup>15</sup> Some sources state that 1898 was Harburg's birth year. 1896 is used here, as this is the date used by the Harburg Foundation in their literature on the lyricist.

<sup>16</sup> Deena Rosenberg, "E.Y. 'Yip' Harburg," in *American Song Lyricists, 1920-1960*. Dictionary of Literary Biography, 265, Philip Furia, ed. (Detroit: Gale Group, 2002): 221-22.

<sup>17</sup> Intriguingly, of the major mid-twentieth-century American popular songwriters, only Berlin and Harburg emerged from such dire economic circumstances.

<sup>18</sup> The biography presented here of Harburg's childhood has been summarized from Chapter 1 of Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 5-14; Deena Rosenberg's essay on Harburg in *American Song Lyricists, 1920-1960*. Dictionary of Literary Biography, 265, Philip Furia, ed. (Detroit: Gale Group, 2002): 221-22; and from John Lahr, "The Lemon Drop Kid," *The New Yorker*, 72, no. 29 (September 30, 1996): 68-74 (see especially 71-72).

<sup>19</sup> Rosenberg, *American Song Lyricists...*, 222.

<sup>20</sup> Yip Harburg, from his essay entitled “From the Lower East Side to ‘Over the Rainbow,’” published in Bernard Rosenberg and Ernest Goldstein, *Creators and Disturbers: Reminiscences by Jewish Intellectuals of New York* (New York: Columbia University Press, 1982): 141; These remarks are also quoted by Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 15-17.

<sup>21</sup> The account presented here of Harburg’s early association with Ira Gershwin and his studies at Townsend Harris High and City College is summarized primarily from Rosenberg’s essay on Harburg in *American Song Lyricists...*, see especially 221-22. On a related note: the two aspiring lyricists—Ira and Yip—immersed themselves in a wide variety of literature—a diverse background abundantly apparent in an eclectic list of writers that Harburg later named among his influences: “My roots are Shakespeare, Wordsworth, Shelley, Shaw: the English language. If you want to write songs and you don’t know A. E. Houseman, if you don’t know Dorothy Parker, Frank Adams, [humorist Bert L.] Taylor, [W.S.] Gilbert, you cannot begin to be a good lyric writer.” (Yip Harburg, in an interview with Deena Rosenberg, June, 1978; also quoted by Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 18.)

<sup>22</sup> Yip Harburg, to Studs Terkel, in *Hard Times: An Oral History of the Great Depression* (New York: Pantheon, 1970): 20; also quoted by Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 25.

<sup>23</sup> Summary of Deena Rosenberg’s essay on Harburg in *American Song Lyricists...*, 222.

<sup>24</sup> John Lahr, “The Lemon Drop Kid,” *The New Yorker*, 72, no.29 (September 30, 1996): 72.

<sup>25</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 36.

<sup>26</sup> Geoffrey Block, “The Broadway Canon From *Show Boat* to *West Side Story* and the European Operatic Ideal,” *The Journal of Musicology*, 11, no. 4 (Fall 1993): 527.

<sup>27</sup> Yip Harburg, “Harburg on Arlen,” series of interviews with Deena Rosenberg, Feb., 1977; quoted from Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 65.

<sup>28</sup> For more information about “Brother, Can You Spare A Dime?,” see Deena Rosenberg’s essay on Harburg in *American Song Lyricists...*, 223-24; and Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 45-55.

<sup>29</sup> The story about Harburg asking Mercer to join him in writing lyrics for “Satan’s Li’l Lamb” is recounted by Edward Jablonski in *Harold Arlen: Rhythm, Rainbows, and Blues* (Boston: Northeastern University Press, 1996): 151.

<sup>30</sup> Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 58. Technically, the lyrics of “It Only a Paper Moon” are credited both to Harburg and Billy Rose. With characteristic wit, Harburg later quipped, “The only thing Billy contributed [to “It’s Only a Paper Moon”] was the use of the Selwyn Theatre for eleven performances.” (Jablonski, *Rhythm, Rainbows...*, 58.)

<sup>31</sup> Harmetz (*The Making...*, 65) briefly discusses *Moonlight and Pretzels*—what she calls a “now forgotten film.” According to IMDB, the film was released in August 1933. And curiously, much of *Moonlight and Pretzels* appears to have been shot in New York; See the 1933 *Time* magazine review of the film:

<<http://www.time.com/time/magazine/article/0,9171,753922,00.html>>

It is therefore possible that Harburg and Gorney wrote the film’s songs on the East Coast.

<sup>32</sup> According to Harold Meyerson and E. Harburg (*Who Put the Rainbow...*, 367), this production of the Ziegfeld Follies (i.e., the 1933-1934 edition) opened January 4, 1934.

<sup>33</sup> Rosenberg, *American Song Lyricists...*, 228.

<sup>34</sup> According to Suskin (*Show Tunes...*262), Ira would soon join his brother George and DuBose Heyward on *Porgy and Bess*, which eventually made its Broadway debut in October 1935.

<sup>35</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 76.

<sup>36</sup> Summary of Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 58-61.

<sup>37</sup> Harold Arlen, quoted by Edward Jablonski, *Harold Arlen: Happy with the Blues* (Garden City, NY: Doubleday, 1961; paperback reprint, New York: Da Capo Press, 1985): 110; An abbreviated version of Arlen's quote also appears in Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 77.

<sup>38</sup> Harold Arlen, to Max Wilk, *They're Playing...*, 167-168.

<sup>39</sup> Harold Arlen, to Max Wilk, *They're Playing...*, 177.

<sup>40</sup> Harold Arlen, quoted by John Lahr in "The Lemon Drop Kid," *The New Yorker*, 72, no. 29 (September 30, 1996): 68.

<sup>41</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 78.

<sup>42</sup> Yip Harburg, "Harburg on Arlen," series on interviews with Deena Rosenberg, February, 1977; Harburg's quote also appears in Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 91.

<sup>43</sup> Yip Harburg, in an undated interview with Jonathan Schwartz, WNEW; Harburg's quote also appears in Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 78.

<sup>44</sup> Christopher Caggiano, booklet notes for 2010 CD recording of *Life Begins at 8:40*; cond. by Aaron Gandy; prod. by Tommy Krasker; executive prod. Betty Auman; PS-1090, PS Classics. The original production of *Life Begins at 8:40* opened at the Winter Garden Theatre, August 27, 1934. Two songs—"You're a Builder-Upper" and "Fun to Be Fooled"—became instant hits, and a third—"Let's Take a Walk Around the Block"—soon followed.

<sup>45</sup> Caggiano, booklet notes for 2010 CD recording of *Life Begins at 8:40*.

<sup>46</sup> Harold Meyerson and Ernie Harburg, *Who Put The Rainbow...*, 78.

<sup>47</sup> Harold Meyerson and Ernie Harburg, *Who Put The Rainbow...*, 87; Rosenberg, *American Song Lyricists...*, 228. For more on "If I Were King Of the Forest," see John Lahr, *Notes On A Cowardly Lion: The Biography Of Bert Lahr* (Berkeley, CA: University of California Press, 1969; paperback reprint, New York: Alfred A. Knopf, 2000); and Harold Meyerson and Ernie Harburg, *Who Put The Rainbow...*, 149-152.

<sup>48</sup> Caggiano, booklet notes for 2010 CD recording of *Life Begins at 8:40*.

<sup>49</sup> Rosenberg, *American Song Lyricists...*, 228. According to Rosenberg, the idea of a loosely-structured, mock operetta routine was new for Harburg, but not for Ira, who was returning to a concept he and his brother had mastered in the trilogy of political operettas created with George S. Kaufman and Morrie Ryskind.

<sup>50</sup> Caggiano, booklet notes for 2010 CD recording of *Life Begins at 8:40*.

<sup>51</sup> See the entry for *Life Begins At 8:40* at the Internet Broadway Database, at <<http://www.ibdb.com/production.php?id=11891>>: and Suskin, *Show Tunes...*, 261.

<sup>52</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 93.

<sup>53</sup> According to Tim Dirks (for <<https://www.filmsite.org/jazz.html>>), it should be made clear that *The Jazz Singer* was *not* the first sound film, nor the first "talkie" film, nor the

first movie musical. Yet although it was not the first *Vitaphone* (sound-on-disk) feature, it was the first feature-length Hollywood “talkie” film in which spoken dialogue was used as part of the dramatic action. However, it is only part-talkie (25%) with sound-synchronized, vocal musical numbers and accompaniment. (The first “all-talking”—or all-dialogue—feature-length picture was Warners' experimental entry—the gangster film *Lights of New York* (1928).) There are only a few scenes in *The Jazz Singer*, besides the songs, in which dialogue is spoken synchronously. A musical score [...] and musical sound effects accompany the action and title/subtitle cards throughout the entire film. The characters are given individual musical themes. For more on the history of the Hollywood film musical, see Steven Cohan's introduction to *Hollywood Musicals: The Film Reader*, ed. Steven Cohan (London and New York; Routledge, 2002), 1-10; Traubner, Gayda, and Snelson, “Film musical,” *Oxford Music Online*. Available at <<http://www.oxfordmusiconline.com>>; and Tim Dirks's history of the genre, at <<https://www.filmsite.org/musicalfilms2.html>>

<sup>54</sup> Steven Cohan, *Hollywood Musicals: The Film Reader*, ed. Steven Cohan (London and New York: Routledge, 2002): 5.

<sup>55</sup> Cohan, *Hollywood Musicals: The Film Reader*, 5.

<sup>56</sup> The description given of Busby Berkeley's formula is summarized from Michael Feinstein, *Nice Work If You Can Get It: My Life in Rhythm and Rhyme* (New York: Hyperion, 1995): 252.

<sup>57</sup> Traubner, Gayda, and Snelson, “Film musical,” *Oxford Music Online*. Available at: <<http://www.oxfordmusiconline.com>>

<sup>58</sup> On the mid-1930s revival of the Hollywood musical, see Steven Cohan's introduction to *Hollywood Musicals: The Film Reader*, especially pp.7-10. See also Tim Dirks's valuable history of the film musical genre, at <<https://www.filmsite.org/musicalfilms2.html>>

<sup>59</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 93.

<sup>60</sup> John Lahr, “Come Rain or Come Shine: The Bittersweet Life of Harold Arlen,” *The New Yorker* 81, no.28 (September 19, 2005): 88-94.

<sup>61</sup> Harmetz, *The Making...*, 66.

<sup>62</sup> Harburg, as quoted in Bernard Rosenberg and Ernest Goldstein, *Creators and Distributors: Reminiscences by Jewish Intellectuals of New York* (New York: Columbia University Press, 1982), 149. Also quoted by Alonso, *Yip Harburg: Legendary Lyricist...*, 71-72.

<sup>63</sup> Arlen, to Wilk, *They're Playing...*, 170-171.

<sup>64</sup> Harburg, “Reminiscences of E. Y. ‘Yip’ Harburg” (February 1959), COL; also quoted in Alonso, *Yip Harburg: Legendary Lyricist...*, 72.

<sup>65</sup> Harmetz, *The Making...*, 65.

<sup>66</sup> *Strike Me Pink*, Directed by Norman Taurog. Produced by Samuel Goldwyn for United Artists. Released January 1936. Arlen's contract and subsequent work on *Strike Me Pink* in 1935 are discussed by Edward Jablonski in *Harold Arlen: Rhythm, Rainbows...*, 96-100.

<sup>67</sup> According to Jablonski (*Harold Arlen: Happy...*, p.100), the final cut of *Strike Me Pink* contains four of the five songs Arlen and Brown had written. In the work list of Jablonski's 1996 biography of Arlen (*Harold Arlen, Rhythm, Rainbows...*, p.368), Jablonski provides a song list for the film.

<sup>68</sup> Edens's role as Merman's accompanist on *Strike Me Pink* is discussed in both biographies of the composer by Jablonski: *Harold Arlen: Happy...*, (p.100) and *Harold Arlen: Rhythm, Rainbows...*, (p.44).

<sup>69</sup> Rosenberg, *American Song Lyricists...*, 229.

<sup>70</sup> Rosenberg, *American Song Lyricists...*, 229.

<sup>71</sup> For more on "Last Night When We Were Young," see Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 94-98; and Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 99-100.

<sup>72</sup> *Stage Struck*; Directed by Busby Berkeley. Produced by Hal Wallis for Warner Brothers. Released September 1936; *The Singing Kid*; Directed by William Keighly. Released by Warner Brothers. September 1936; *Gold Diggers of 1937*; Directed by Lloyd Bacon. Musical sequences directed by Busby Berkeley. Produced by Hal Wallis for Warner Brothers. Released December 1936. (Source: Jablonski, *Rhythm, Rainbows...*, 368-369.)

<sup>73</sup> Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 101.

<sup>74</sup> Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 102.

<sup>75</sup> The number of songs Arlen and Harburg originally wrote for *Stage Struck* is somewhat unclear, even between Jablonski's two biographies of Arlen: in his first biography (*Harold Arlen: Happy...*, p.103), Jablonski mentions the songwriters wrote four songs for the film, of which two were used. But in the work list of his later Arlen biography (*Harold Arlen: Rhythm, Rainbows...*, p.368), he lists seven songs, several of which were clearly cut from the movie's release print. Indeed, the film is currently available commercially, and only two Arlen/Harburg songs—"Fancy Meeting You" and "In Your Own Quiet Way"—occur in the final cut.

<sup>76</sup> Harburg, "Reminiscences of E. Y. 'Yip' Harburg" (February 1959), COL; also quoted in Alonso, *Yip Harburg: Legendary Lyricist...*, 72-75.

<sup>77</sup> Suskin, *Show Tunes...*, 153.

<sup>78</sup> According to IMDB, *Merry Go Round of 1938* was released Nov.14, 1937.

<<https://www.imdb.com/title/tt0029234/>>

<sup>79</sup> According to Jablonski (*Harold Arlen, Rhythm, Rainbows...*, 104), Lahr still occasionally performed "Song of the Woodman" even after *Oz*—on stage, television, and eventually in an Arlen tribute. Oddly, though, Jablonski does not mention Lahr's performance of the number in *Merry-Go-Round of 1938*.

<sup>80</sup> Harnetz, *The Making...*, 65.

<sup>81</sup> Synopsis derived by combining the plot summary for *Hooray for What!* found in Playbill online (at <https://www.playbill.com/production/hooray-for-what-coms-0000029210>) with the synopsis given by Thomas Hirschak in *The Oxford Companion to the American Musical* (New York: Oxford University Press, 2008), 350.

<sup>82</sup> See Jablonski (*Harold Arlen, Rhythm, Rainbows...*, 114) for comment about Thompson as a radio personality; and Suskin (*Show Tunes...*, 263) concerning Martin's debut as vocal arranger on *Hooray for What!*

<sup>83</sup> The ballet choreography for *Hooray for What!* was assigned to a rising Agnes de Mille (who worked with Arlen on the show's antiwar "Hero Ballet"), while the production's other dances were choreographed by Robert Alton and John Pierce. The tryout program reveals the musical was originally "staged and directed" by Vincent Minnelli and that the book's co-writer, Howard Lindsay, was to direct the dialogue. By the New York

opening, however, these credits would be tweaked: the program now indicates that the production was “staged and supervised” by Minnelli and that Lindsay had “staged” the book. See Dan Dietz, *The Complete Book of 1930s Broadway Musicals* (Lathan, MD: Rowman and Littlefield, 2018), 478. For more on *Hooray for What!* and especially Kay Thompson’s life and career, see the biography on Thompson by Sam Irvin, *Kay Thompson: From Funny Face to Eloise* (New York: Simon and Schuster, 2011).

<sup>84</sup> Gerald Bordman, *American Musical Theatre: A Chronicle*; Third Edition (Oxford and New York: Oxford University Press, 2001): 559.

<sup>85</sup> Suskin, *Show Tunes...*, 153.

<sup>86</sup> For the opening night cast of *Hooray for What!*, see the Internet Broadway Database’s entry at: <<https://www.ibdb.com/broadway-production/hooray-for-what-12323#OpeningNightCast>>

<sup>87</sup> For more on *Hooray for What!*, see Dan Dietz, *The Complete Book of 1930s Broadway Musicals* (Lathan, MD: Rowman and Littlefield, 2018), 478-479; and Jackson Upperco, “Ripe for Revival—1937 edition,” posted Sept. 30, 2013, at <<https://jacksonupperco.com/2013/09/30/ripe-for-revival-1937-edition/>>.

<sup>88</sup> Thomas Hischak, in *The Oxford Companion to the American Musical* (New York: Oxford University Press, 2008, p.350) describes “Down With Love” “anti-romantic.”

<sup>89</sup> Jablonski’s comments about Freed’s trip to New York appear in *Harold Arlen, Rhythm, Rainbows...*, 122.

<sup>90</sup> Michael Sragow, *Victor Fleming: An American Movie Master* (New York: Pantheon Books, 2008), 283.

<sup>91</sup> Traubner, Gayda, and Snelson, “Film musical, §3: 1940–59.” *Oxford Music Online*. In the decades following *The Wizard of Oz*, the important developments in the film musical made at MGM came from the production unit headed by Freed. The “Freed Unit”—a term nearly synonymous with “MGM musicals”—was responsible for an unprecedented series of classics, including the following (among numerous others): *Meet Me in St. Louis* (1944), *The Harvey Girls* (1948), and *Easter Parade* (1948) [all three of which starred Garland], *On the Town* (1949), *An American in Paris* (1951), *Singin’ in the Rain* (1952), and *The Band Wagon* (1953). By the late fifties, the Freed Unit had also employed the young André Previn, who became known through his work as conductor and music supervisor on *Gigi* (1958). In addition to providing consistent vehicles for Garland, Freed nurtured the young talents of Vincent Minnelli, Gene Kelly, Debbie Reynolds, and Stanley Donen.

<sup>92</sup> Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 119.

<sup>93</sup> Edward Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 117.

<sup>94</sup> Freed’s interest in Arlen and Harburg’s “Apple Tree” number is discussed by virtually every commentator on *Oz*, including: Harold Meyerson and Ernie Harburg, *Who Put...*, 116-17; Harmetz, *The Making...*, 72; and Jablonski, in both of his biographies of Arlen: *Harold Arlen: Happy...*, 118; and *Harold Arlen: Rhythm, Rainbows...*, 117-119.

<sup>95</sup> These two Freed memos from early 1938: Arthur Freed Coll., USC; Box 56, Folder 1.

<sup>96</sup> Arlen’s absence from the list of composers on the late February memo might simply have been an oversight on Freed’s part, especially since Harburg’s name is clearly apparent here among the list of lyricists. It is only on the undated Freed memo that *both* Arlen and Harburg’s names appear, but oddly, they are not clearly paired as a team. On a related note: it has been widely reported in the popular literature that Freed originally

planned to partner Kern with either Ira Gershwin or Dorothy Fields, but this conclusion is not necessarily substantiated by the available archival sources.

<sup>97</sup> In his various writings on the film, *Oz* historian John Fricke maintains that a heart attack and stroke were the factors involved in Kern's decision to turn down MGM's contract for *Oz*. But musicologist Stephen Banfield, in his *Jerome Kern* (New Haven: Yale University Press, 2006, 62-63) provides a somewhat different account of the events in Kern's life during this period. Banfield indeed acknowledges that Kern had a heart attack in the spring of 1938, writing: "In March [1938, Kern] suffered a heart attack with the possible complication of a mild cerebral hemorrhage or stroke" (62). But Banfield never associates this illness with Kern's decision to turn down the *Oz* job, stating instead (63) that Kern "turned down an offer of writing the songs for [*Oz*] because he was busy with a new stage musical, *Gentlemen Unafraid*, for the St. Louis Municipal Opera, where it premiered on 3 June 1938." Banfield apparently took this information from p.371 of Gerald Bordman's biography of Kern (*Jerome Kern: His Life And Music*; Oxford, 1980), where Bordman writes the following: "Kern's absorption in [*Gentlemen Unafraid*] was such that he rejected MGM's offer to do a musical version of *The Wizard of Oz*."

<sup>98</sup> Harold Arlen, to Max Wilk, *They're Playing...*, 169.

<sup>99</sup> Temple's audition for MGM is discussed by Fricke, Scarfone, and Stillman in *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 20; by Scarfone and Stillman, *The Road to Oz...*, 80-82; and by Harmetz, *The Making...*, 111-112.

<sup>100</sup> Scarfone and Stillman, *The Road to Oz*, 147-148.

<sup>101</sup> According to Fricke, Scarfone, and Stillman (in *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, p.41), an MGM interoffice communication as early as May 3, 1938 "noted that Arlen and Harburg had finally been signed for *Oz*." This May 3, 1938 MGM memo, however, was not found among the available archival sources collected for this dissertation. It is possible that such a memo existed at a California location at the time of the 1989 Fricke/Scarfone/Stillman anniversary volume, but has since been lost. Alternatively, this memo might have been re-housed during the 1990s when Turner Entertainment took over MGM's classic film library. Thus, the memo might currently be held in Atlanta within the legal files for Turner Entertainment.

<sup>102</sup> Harry Warren, quoted in Scarfone and Stillman, *The Road to Oz*, 148.

<sup>103</sup> Jablonski, *Harold Arlen, Happy...*, 118.

<sup>104</sup> Harmetz, *The Making...*, 72.

<sup>105</sup> For example, Jablonski (in *Harold Arlen: Rhythm, Rainbows...*, 117-118) states: "In the Shade of the New Apple Tree" [is] a gentle parody of the popular song of 1905 sentimentalizing an old apple tree. [...] The melody is quaintly turn-of-the-century, with such Harburgian twists as 'Your dress is another's / But your smile is still your mother's and 'Though you bob your hair and show your knee.' [The song,] with its gentle melody, swinging rhythm, amiable harmonies, and whimsical AABC structure, was an unlikely prelude to the music [in the show] that followed." Harold Meyerson and Ernie Harburg (in *Who Put...*, 117), write: "What 'Apple Tree' combines is Arlen's swinging looseness—complete with octave leaps and a complex rhythms—with a gentle harmony and lightly nostalgic lyric. [...] For Freed, 'Apple Tree' was both swinging in a commercial sense and old-fashioned in accord with the needs of the picture. It somehow managed to express both the family values that MGM promoted and a hipness suitable

for an age of swing.” And Rosenberg (*American Song Lyricists...*, 230) describes the song as follows: “‘In the Shade of the New Apple Tree’ combined a certain old-fashioned sentiment with a swinging looseness and modernity.”

<sup>106</sup> On p.72 of her *Oz* volume, Harnetz simply writes that “Apple Tree” was “designed to be sung as an old English madrigal,” without specifying where she received this information. In her unpublished notes from her interview with Harburg, however, it is clear that he described the song in this manner.

<sup>107</sup> According to a Library of Congress website, in 1937 Arlen recorded several songs from *Hooray for What!* in addition to “In the Shade of the New Apple Tree” (Vic 25714, ALB-603). See: <<https://www.loc.gov/item/smor.19371201/>>

<sup>108</sup> According to Sam Irvin’s biography of Kay Thompson (*Kay Thompson: From Funny Face to Eloise*, New York: Simon and Schuster, 2011, p.68), the first of such swing recordings of “In the Shade of the New Apple Tree” was made by Jack Jenny and His Orchestra (featuring vocalist Adelaide Moffett) on January 14, 1938. This rendition maintains a swing feel throughout.

<sup>109</sup> Don Walker’s original orchestration for “In the Shade of the New Apple Tree”—as performed by Jack Whiting, June Clyde and the backup vocalists and dances—is indeed missing at the Shubert Archives. However, Walker’s orchestrations *do* survive there for a version of the number entitled “Stone’s Apple Tree Specialty”—what appears to have been a short-lived replacement for the song, for stand-in cast member Dorothy Stone. On this matter, see Suskin, *The Sound of Broadway...*, 431.

<sup>110</sup> These lyrics for “In the Shade of the New Apple Tree” are excerpted from an extant copy of an original script for the 1937-1938 Broadway production of *Hooray for What!*, SA.

<sup>111</sup> Harold Meyerson and Ernie Harburg, *Who Put...*, 117.

<sup>112</sup> “In the Shade of the New Apple Tree,” chorus, mm.1-8; pub. Chappell & Co., 1938.

<sup>113</sup> *Playbill* from original 1937 Broadway production of *Hooray for What!*, SA.

<sup>114</sup> Jablonski, *Harold Arlen, Rhythm, Rainbows...*, 117.

<sup>115</sup> Suskin, *Show Tunes*, 263.

<sup>116</sup> Author’s correspondence with Hugh Martin, July-August 2009.

<sup>117</sup> Mark Eden Horowitz’s correspondence with Hugh Martin, August 2009; copied to author.

<sup>118</sup> San Francisco’s 42<sup>nd</sup> St. Moon Theater Company’s staged concert version of *Hooray for What!* took place in November 2004, a review of which can be found here:

<<https://socialistaction.org/2004/12/04/review-of-the-musical-hooray-for-what/>>

The NYC theatre group *Medicine Show Theatre Ensemble* staged revivals in 1983 and 2008. The following article provides details:

<<https://www.newyorktheatreguide.com/news-features/hooray-for-what-at-the-medicine-show-theatre>>

<sup>119</sup> Release date of *Every Sunday* given by John Fricke, *Judy: A Legendary Film Career* (Philadelphia: Running Press, 2011), 126.

<sup>120</sup> Fricke, *Judy: A Legendary Film Career* (Philadelphia: Running Press, 2011), 119.

<sup>121</sup> Other “highbrow”/“lowbrow” scenes featuring Garland (alone or with other singers) include:

-“Opera vs. Swing” (a duet with MGM opera singer Betty Jaynes, in the studio’s *Babes in Arms*, released September 1939):



<<https://www.youtube.com/watch?v=CtUwC1y8bdQ>>

-“Tom, Tom, the Piper’s Son” (a Garland solo that affectionately parodies elite art, in MGM’s *Presenting Lily Mars*, 1943):

<[https://www.youtube.com/watch?v=G\\_aAREfKf70](https://www.youtube.com/watch?v=G_aAREfKf70)>

-“The Joint is Really Jumpin’ Down at Carnegie Hall” (another Garland solo sending up high art, in MGM’s *Thousands Cheer*, 1943):

<<https://www.youtube.com/watch?v=aMtPeclbdxs>>

<sup>122</sup> Arthur Freed’s Jan.31, 1938 cast list: Arthur Freed Coll., USC; Box 56, Folder 1; According to Fricke, Scarfone, and Stillman (*The Official 50<sup>th</sup> Anniversary...*, 19), Freed forwarded a copy of this Jan.31 memo to LeRoy on Feb.10, 1938.

<sup>123</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 26-27.

<sup>124</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 15.

<sup>125</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 21-22. Fricke adds two further details here regarding Bert Lahr’s casting: 1) on July 25, 1938, the *Hollywood Citizen News* announced Lahr’s definitive casting; 2) Lahr apparently did not sign his *Oz* contract until the second week of September 1938.

<sup>126</sup> Author’s correspondence with John Fricke, March 2014.

<sup>127</sup> Author’s correspondence with John Fricke, March 2014..

<sup>128</sup> Warren G. Harris, *Clark Gable: A Biography* (New York: Random House, 2005), 169-170.

<sup>129</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 41.

<sup>130</sup> Warren G. Harris, *Clark Gable: A Biography...* 169-170.

<sup>131</sup> Chrystopher J. Spicer, *Clark Gable: Biography, Filmography, Bibliography* (Jefferson, NC: McFarland and Co., 2002), 323, note 13.

<sup>132</sup> Harmetz, *The Making...*, 112

<sup>133</sup> Harmetz, *The Making...*, 111.

<sup>134</sup> On p.7 of Harmetz, *The Making...*, she includes the following descriptions of Freed by various friends and associates: “a very pushy person” (Frank Davis, a junior MGM producer); “a very ruthless, ambitious man” (Jack Cummings, L.B. Mayer’s nephew); and “maddeningly inarticulate” (Harmetz herself, but taken from Harburg’s assessment). On p.54, she writes of Langley’s opinion on Freed: “[Langley] liked Freed as he felt that Freed liked him. But he also though of Freed as ‘a diplomat,’ skilled in the politics of power at MGM.”

<sup>135</sup> Harmetz, *The Making...*, 111.

<sup>136</sup> Harmetz, *The Making...*, 111.

<sup>137</sup> Harmetz, *The Making...*, 111.

<sup>138</sup> Harmetz, *The Making...*, 73.

<sup>139</sup> Harmetz, *The Making...*, 83.

<sup>140</sup> Harmetz, *The Making...*, 83.

<sup>141</sup> Wilk, *They’re Playing...*, 139.

---

### **Notes for Chapter 3: Pre-Production**

<sup>1</sup> The duo's *Oz* contracts, MGM Music Dept. Collection, USC, PR/1A, 1B.

<sup>2</sup> May 14, 1938, screenplay, WBCA; mentioned by Harburg in two documents (July 30, 1938; August 1, 1938), IU, Box 3, Folder 7; Box 3, Folder 8.

<sup>3</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 28.

<sup>4</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 28-29.

<sup>5</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 39.

<sup>6</sup> Albert Johnson, "Conversation with Roger Edens," *Sight and Sound* 27, no. 4 (Spring 1958): 179.

<sup>7</sup> Gerald Mast, *Can't Help Singin': The American Musical on Stage and Screen* (Woodstock: Overlook Press, 1987), 146-147.

<sup>8</sup> James Bradley Rogers, *Integration and the American Musical: From Musical Theatre to Performance Studies* (PhD diss., University of California, Berkeley, 2010), 20.

<sup>9</sup> James Bradley Rogers, *Integration and the American Musical....*, 1. On this topic in particular, I am most appreciative for Carol Oja's input and expertise.

<sup>10</sup> James Lovensheimer, *The Musico-Dramatic Evolution of Rodgers and Hammerstein's South Pacific* (PhD diss. Ohio State University, 2003), 30-31.

<sup>11</sup> This list of "integrated" Broadway shows is indebted to Geoffrey Block's chapter on integration in *The Oxford Handbook of the American Musical*, eds., Raymond Knapp, Mitchell Morris, and Stacy Wolf (New York: Oxford University Press, 2011), 97-110 (Chapter 7).

<sup>12</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 122.

<sup>13</sup> Author's correspondence with Dominic McHugh, August 2017.

<sup>14</sup> Tim Carter, *Oklahoma! The Making of an American Musical* (New Haven, CT: Yale University Press, 2007), esp. pp.173-174, 185-186, 206-211. My deepest thanks to Dominic McHugh for his feedback and expertise on this topic.

<sup>15</sup> Geoffrey Block, "Integration," in *The Oxford Handbook of the American Musical*, eds. Raymond Knapp, Mitchell Morris, and Stacy Wolf (New York: Oxford University Press), 102.

<sup>16</sup> Edens's materials are in the Roger Edens Collection, USC, Box 12A.

<sup>17</sup> A brief history of "Home, Sweet Home!" is provided in Bruce Carr and Nicholas Temperley's entry on Sir Henry R. Bishop (1786-1855) for *Oxford Music Online* (Accessed Jan.2, 2020): "Eclipsing all else in popularity [in Bishop's oeuvre] is the ballad *Home, Sweet Home*. It was foreshadowed in *Who Wants a Wife?* (1816) and as a 'Sicilian Air' in a volume of *National Airs* which [Bishop] edited in 1821. Then [Bishop] used it as the theme-song of *Clari* [*The Main of Milan*] (1823), with the now famous words by the American poet John Howard Payne, and repeated it in various transformations throughout the opera. Its fame was immediate, and spread quickly through Europe. It was used not only in the overture of Bishop's *Home, Sweet Home* (1829) but also as a leading motif in Donizetti's *Anna Bolena* (1830), and it appears to have taken a permanent place in European and American folksong. It reached its height of popularity after 1850, when Jenny Lind made it her own and it became the staple item of every ballad concert." A popular early sheet music publication was issued



(released March 1937)—the screen adaptation of Romberg’s popular stage operetta and one of the most successful in MGM’s series of Jeanette MacDonald/Nelson Eddy pictures. At the beginning of *Maytime*, an elderly, former operatic diva (MacDonald) befriends a young couple in love, but the main narrative soon ensues: in a flashback, she tells them about her career and tragic love affair with a fellow singer (Eddy). By the film’s conclusion, the story returns to the present: MacDonald’s character dies, but the spirits of the two long-lost lovers are reunited. For *Oz*, then, Langley’s adaptation of Baum is certainly not far removed from *Maytime*: a dream sequence for Dorothy, framed by the added Kansas prologue and epilogue scenes.

<sup>29</sup> Pollack, *George Gershwin...*, 486.

<sup>30</sup> My thanks to William H. Rosar for alerting me to this dream sequence in *Delicious*.

<sup>31</sup> Michael Feinstein, “Scoring a Change in the Musical,” *The Washington Post*, May 31, 1987. Available at:

<<https://www.washingtonpost.com/archive/lifestyle/style/1987/05/31/scoring-a-change-in-the-musical/89e6c1e7-a182-4d23-b377-ff5f3cef1458/>>

<sup>32</sup> Edens’s draft Munchkin lyrics, the Roger Edens Collection, USC, Box 12A.

<sup>33</sup> Gerald Mast, *Can’t Help Singin’...*, 239.

<sup>34</sup> Oddly, following his harsh criticism of Edens’s songs, Mast immediately notes that Arlen and Harburg’s forward-looking collaboration for *Oz* is a notable *exception* to Freed’s “songpast” lineage. Still, he says little about Arlen and Harburg’s *Oz* songs to defend this remark.

<sup>35</sup> Hearn, *The Wizard of Oz: The Screenplay...*, 16.

<sup>36</sup> *The Wizard of Oz*, Temporary Complete Screenplay by Noel Langley, May 4-6, 1938, p.4. This quote excerpted from the copy of this script at WBCA.

<sup>37</sup> *The Wizard of Oz*, Temporary Complete Screenplay by Noel Langley, May 4-6, 1938, p.14. This quote excerpted from the copy of this script at WBCA.

<sup>38</sup> *The Wizard of Oz*, Temporary Complete Screenplay by Noel Langley, May 4-6, 1938, p.14. This quote excerpted from the copy of this script at WBCA.

<sup>39</sup> *The Wizard of Oz*, Temporary Complete Screenplay by Noel Langley, May 4-6, 1938, p.14. This quote excerpted from the copy of this script at WBCA.

<sup>40</sup> Scarfone and Stillman, *The Road to Oz*, 138.

<sup>41</sup> Arthur Freed memo, April 25, 1938, p.103; Arthur Freed Coll., USC, Box 56, Folder 1.

<sup>42</sup> Scarfone and Stillman, *The Road to Oz*, 147.

<sup>43</sup> In their 50<sup>th</sup> anniversary volume on *Oz* (p.42), Fricke, Scarfone, and Stillman suggest that Arlen and Harburg read Freed’s April 25 memo, after which they “realized the necessity for a song that could bridge the transition between Kansas and Oz.” On the other hand, in his second biography on Arlen (*Harold Arlen: Rhythm, Rainbows...*, p.130), Jablonski states, “Whether Arlen saw the [April 25] memo is uncertain [...] but the placement and types of songs were undoubtedly discussed in the early conferences.”

<sup>44</sup> The possibility that Edens played or talked through his *Oz* efforts with Arlen and Harburg seems all the more likely when we remember that Edens and Arlen had been good professional colleagues during their early New York years.

<sup>45</sup> Harburg, to Harmetz, unpublished notes for *The Making of The Wizard of Oz*, Yip Harburg Foundation, New York City.

<sup>46</sup> Harburg, to Wilk, *They’re Playing...*, 296.

<sup>47</sup> Jablonski, *Rhythm, Rainbows...*, 130.

---

<sup>48</sup> Mordden, *The Hollywood Musical*, 156.

<sup>49</sup> Harnetz, *The Making...*, 73-74, and within Harnetz's unpublished notes provided by the Harburg Foundation, New York City.

<sup>50</sup> Michael Patrick Hearn, ed, *The Annotated Wizard of Oz, Centennial Edition*, Introduction and Notes by Michael Patrick Hearn (New York: W.W. Norton, 2000), 208-209.

<sup>51</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 399. According to Knapp, Cab Calloway recorded "The Jitterbug" in 1934, and the dance craze itself, which dates back to at least 1932, was basically a rechristening of the 1927 "Lindy Hop," named after Charles Lindberg's solo "hop" across the Atlantic that year. Knapp further explains that the name "Jitterbug" had effectively replaced "Lindy Hop" well before 1937.

<sup>52</sup> *The Wizard of Oz*, Temporary Complete Screenplay by Noel Langley, May 14, 1938, p.63; WBCA.

<sup>53</sup> "Screen News Here and in Hollywood," Special to *The New York Times*, May 25, 1938.

<sup>54</sup> MGM piano-vocal manuscript lead sheet of "The Jitterbug" (melody only, *not* "Transcribed by Sam Messenheimer"), dated by MGM May 23, 1938; stamped for copyright "May 28, 1938" by LC Copyright Office, Washington, DC.

<sup>55</sup> MGM piano-vocal manuscript of "The Jitterbug," chorus only, June 30, 1938 ("Transcribed by Sam Messenheimer"), WBCA.

<sup>56</sup> *The Wizard of Oz*, Screenplay draft, June 13, 1938, pp.A-1-88, scenes 1-187, by Florence Ryerson and Edgar Allan Woolf, with inserted pages through July 2, 1938. The Jitterbug scene shown here occurs on pp.85-87, which are dated July 2, 1938. IU, Box 1, Folder 10.

<sup>57</sup> The July 7, 1938 piano-vocal ms. of "The Jitterbug"—here entitled "The Jitterbug Sequence"—is the first manuscript to include both the song's extended verse used for the film and the chorus; WBCA.

<sup>58</sup> MGM piano-vocal manuscript of "The Jitterbug," Aug.13, 1938 (marked "Rev/complete"); WBCA. This Aug.13, 1938 piano-vocal manuscript includes the 22-bar interlude section and the short verse specially-written for the number's publication—*not* the extended lead-in verse recorded for the film. It appears to be the last manuscript Arlen and Harburg submitted for the number. For "The Jitterbug"'s use in the film and its prerecording session in fall 1938, Edens (or someone else on MGM's staff) apparently took this Aug. 13, 1938 manuscript (with the interlude), cut the short lead-in verse written for publication, and (among other alterations to the number) substituted instead the extended lead-in verse from the July 7, 1938 manuscript.

<sup>59</sup> Synopsis summary of Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 41.

<sup>60</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 139-140.

<sup>61</sup> According to Rosar, many Hollywood composers took note of Waxman's "Bride" theme very early on after *The Bride of Frankenstein* premiered.

<sup>62</sup> Clive McClelland, "Of Gods and Monsters: Signification in Franz Waxman's film score *Bride of Frankenstein*," *Journal of Film Music* 7, no.1 (2014): 6. Repository copy available at:

<<http://eprints.whiterose.ac.uk/118268/7/Of%20Gods%20and%20Monsters%20AAM.pdf>>.

<sup>63</sup> My example of the "Bride" motive (Ex. 3.3) is excerpted from Franz Waxman, *The Bride of Frankenstein*, "Main Title," arranged by Patrick Russ, Copyright 1935 USI A MUSIC PUBLISHING.

<sup>64</sup> James Wierzbicki, "Wedding Bells for *The Bride of Frankenstein*: Symbols and Signifiers in the Music for a Classic Horror Film," *Philosophy and Film* (Summer 2001): 112.

<sup>65</sup> Ex.3.5 is also excerpted from Franz Waxman, *The Bride of Frankenstein*, "Main Title," arranged by Patrick Russ, Copyright 1935 USI A MUSIC PUBLISHING.

<sup>66</sup> "The Jitterbug," chorus, mm.1-8; copyright 1938 (Renewed 1966) Metro-Goldwyn-Mayer, Inc., NYC; Copyright 1939 (Renewed 1967) Leo Feist, Inc., NYC.

<sup>67</sup> From a dramatic standpoint, *Oz* and *The Bride of Frankenstein* share another intriguing connection: both prominently feature forest scenes. As stated, this sequence in *Oz* occurs about two-thirds through the film. Perhaps not coincidentally, *The Bride* actually contains two forest scenes, both toward the middle of the narrative: 1) the first occurs during daytime, as the Monster wanders through an expressionistic, sunlit woods and meets a young shepherdess; her screams alert nearby hunters who attack the monster; 2) the second (more famous) segment takes place a bit later, during which the Monster escapes from prison and wanders through the forest at night, as the local townspeople hunt for him. Admittedly, Waxman's famous "Bride" theme is actually not heard during either of the movie's forest scenes. But their similarity to *Oz*'s haunted forest scene may have reminded Arlen and Harburg of Waxman's music in general for the film, and subsequently the spooky "Bride" theme.

<sup>68</sup> "Bali Ha'i," Richard Rodgers and Oscar Hammerstein II, copyright 1949, Williamson Music, Inc., NYC/Chappell & Co., NYC.

<sup>69</sup> Hearn, *The Wizard of Oz: The Screenplay...*, 26, and author's personal correspondence with Mr. Hearn.

<sup>70</sup> Unfortunately, no archival sources for "I'm Hanging On to You" appear to have survived for the song, but the secondary literature is quite consistent in its description of the number's reuse for *Oz*.

<sup>71</sup> Harburg's draft *Oz* lyrics: YALE, I. Box 2, Folder 14.

<sup>72</sup> Harburg's draft *Oz* lyrics: YALE, I. Box 2, Folder 14.

<sup>73</sup> Harburg, to Walter Cronkite; February 9, 1964, episode, *The Twentieth Century* (CBS-TV).

<sup>74</sup> Harmetz, *The Making...*, 80.

<sup>75</sup> Harburg's draft *Oz* lyrics: YALE, I. Box 2, Folder 14.

<sup>76</sup> Messenheimer's role was first revealed in my book chapter on which this dissertation is based.

<sup>77</sup> "Messenheimer, Sam," in the *ASCAP Biographical Dictionary*, 4th ed. (New York: R.R. Bowker, 1980), 343-344.

<sup>78</sup> See Edward Jablonski, “Harold Arlen: Rainbow’s End,” Library of Congress, Edward Jablonski Papers, 11/2; and Letter of July 23, 2004, Lawrence Stewart to Gary Carver, Library of Congress, George and Ira Gershwin Collection, 135/7.

<sup>79</sup> My thanks for this holograph of “Over the Rainbow” to Mr. Sam Arlen, Arlen Estate.

<sup>80</sup> Arlen’s holograph lead sheet for “Over the Rainbow”: YALE, I. Box 2, Folder 14.

<sup>81</sup> Piano-vocal ms. of “Over the Rainbow,” June 29, 1938, introduction and chorus, mm.1-5; WBCA.

<sup>82</sup> My thanks to William H. Rosar for his kind assistance in the search for Messenheimer’s stepson and for his feedback concerning Arlen’s use of an amanuensis.

<sup>83</sup> For more on Edens biography, see:

<<http://www.playbill.com/article/roger-edens-composer-to-garland-merman-and-more-gets-nyc-songbook-feb-12-26-com-103933>>

<sup>84</sup> As discussed in the “Production” section of this dissertation, “Follow the Yellow Brick Road” was written by Arlen and Harburg in December 1938—well after their original *Oz* assignment had concluded.

<sup>85</sup> Meyerson and E. Harburg, *Who Put...*, 139-140.

<sup>86</sup> Piano-vocal ms. of “Munchkin Musical Sequence,” July 5, 1938, second section, p.5, WBCA.

<sup>87</sup> In his *American Popular Music: From Minstrelsy to MP3*, musicologist Larry Starr offers a succinct, uncomplicated definition of “syncopation” that is helpful in this context: “rhythmic patterns in which the stresses occur on what are normally weak beats, thus displacing or suspending the sense of metric regularity.” See Larry Starr and Christopher Waterman, *American Popular Music: From Minstrelsy to MTV* (New York: Oxford University Press, 2003), 466; a condensed PDF version of the 2007 edition of this book is available here: <[https://static.america.gov/uploads/sites/8/2016/05/American-Popular-Music\\_English\\_508.pdf](https://static.america.gov/uploads/sites/8/2016/05/American-Popular-Music_English_508.pdf)> Keeping Starr’s definition in mind, this brief passage of metric irregularity in Arlen and Harburg’s “Munchkin Musical Sequence” is actually not terribly complicated—at least from a musical standpoint (i.e., without Harburg’s wordplay): the meter has been going along for quite a while at a regular, steady clip in 2/4. Assuming Arlen indeed *set* Harburg’s lyric, when he comes to the line “which was not a healthy situation for a wicked witch,” he suddenly accents the second quarter note of the bar (m.4 of example 3.16., p.196, on “which”)—a normally weak beat—then ties that accented note over the barline. Thus, this second quarter note is already syncopated. But the tie over the barline also makes the downbeat of the next bar absent (or “empty,” as jazz musicians often say), thereby increasing the syncopated feel. In other words, one expects to hear an articulation on the downbeat of m.5, but it is missing. And two bars later, Arlen repeats the pattern on “sit—uation”: he ties the quarter over the barline, and the downbeat of the next bar is empty. In sum, the accents on what are normally weak beats—and the subsequent ties over the barlines—displace the sense of metric regularity, producing syncopation and therefore emphasizing the funny rhyme.

<sup>88</sup> Rushdie, *The Wizard of Oz...*, 9, 18.

<sup>89</sup> Rushdie, *The Wizard of Oz...*, 36-39; Rushdie suggests Harburg’s lyrics in “Ding Dong” surpass the quality of Arlen’s music in the number, although I strongly disagree with this assessment.

<sup>90</sup> Howard Pollack, *George Gershwin...*, 403.

<sup>91</sup> Rob Lester, program notes for 1930 production of *Strike Up the Band*; Accessed Oct.18, 2019. Available at: <<https://www.talkinbroadway.com/page/sound/july0711.html>>.

<sup>92</sup> Pollack, *George Gershwin...*, 402-405.

<sup>93</sup> Dr. Bruno David Ussher was a pioneer in the field of film music criticism. Born in Germany, Ussher studied musicology with Arnold Schering and Hugo Riemann and philosophy with Oswald Spengler. After moving to Los Angeles in 1910, he served as a Los Angeles music critic for many years for different Los Angeles magazines, newspapers (*Evening Express*, *Examiner*), and scholarly journals into the 1950s. During the years 1938-1941, his column appearing in the *Los Angeles Daily News* (not connected with the current *Los Angeles Daily News*) regularly covered film music. Ussher's intriguing commentaries on *Oz* are included in a 2003 collection of his essays entitled *Music In The Films: 1937-1941*, held by the Cinematic Arts Library at USC. (<<http://www.usc.edu/libraries/archives/arc/findingaids/ussheer/>>)

<sup>94</sup> "If I Were King of the Forest," opening vocal gestures, pub. ed., 1938 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.; "Tit Willow" ("Song Ko-Ko"), pub. ed; this version copyright 1885 by B.F. Banes & Co.

<sup>94</sup> "Ding Dong! The Witch Is Dead," bridge, pub. ed., 1938 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.

<sup>95</sup> Piano-vocal ms. of "If I Were King of Forest," WBCA.

<sup>96</sup> Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 149.

<sup>97</sup> "The Merry Old Land of Oz," pub. ed., 1938 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.

<sup>98</sup> *The Wizard of Oz*, Dialogue Continuity Screenplay by Noel Langley, Florence Ryerson, and Edgar Allan Woolf; July 28, 1938, pp.66-68; WBCA.

<sup>99</sup> Harmetz, *The Making...*, 83.

<sup>100</sup> "Jingle Bells," by James Lord Pierpont, originally published under the title, "One Horse Open Sleigh," Boston: Oliver Ditson & Co., 1887.

<sup>101</sup> Although "Jingle Bells" has often been notated in 4/4 meter, the song's first publication (by Oliver Ditson & Co.) is in 2/4. This meter is clear in an archival copy of the 1887 Ditson publication, available at the following Library of Congress site: <<http://memory.loc.gov/cgi-bin/ampage?collId=sm1820&fileName=sm2/sm1857/620000/620520/mussm620520.db&recNum=1>>

<sup>102</sup> MGM piano-vocal ms. of "The Merry Old Land of Oz," WBCA.

<sup>103</sup> Alec Wilder, *American Popular Song: The Great Innovators, 1900-1950* (New York: Oxford University Press, 1990 [orig. ed.1972]), 268-269.

<sup>104</sup> Allen Forte, *The American Popular Ballad of the Golden Era, 1924-1950* (Princeton, NJ: Princeton University Press, 1995), 232-233. In m.2, Forte uses an upper-case Roman numeral "III" to denote the minor sonority of that bar. Additionally, in m.7, I have included the added "9" to the dominant. For an alternate reading of the harmony in m.4 of the chorus—one that differs from Forte's and therefore mine presented here—see Walter Frisch, Arlen and Harburg's *Over the Rainbow* (New York: Oxford University Press, 2017), 59-60.



--Ex.3.25: "Over the Rainbow," pub. ed., opening chorus, 1938 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.

<sup>105</sup> Harmetz, *The Making...*, 77, and within Harmetz's unpublished notes provided by the Harburg Foundation, New York City.

<sup>106</sup> Jan Smaczny, *Rusalka* (iii), <<http://www.oxfordmusiconline.com>>; accessed Dec.2, 2019.

<sup>107</sup> Charles Osborne, *The Opera Lovers Companion* (New Haven: Yale University Press, 2004), 124.

<sup>108</sup> English translation of "Song to the Moon" by Marc Verzatt; available at: <[https://www.opera-arias.com/dvorak/rusalka/měs%C3%ADku-na-nebi-hlubokém-\(song-to-the-moon\)/>](https://www.opera-arias.com/dvorak/rusalka/měs%C3%ADku-na-nebi-hlubokém-(song-to-the-moon)/>)

<sup>109</sup> Jeffrey S. McMillan, "Rusalka in the New World," *encorespotlight.com* (online journal for the San Francisco Opera), available at: <<https://sfopera.com/globalassets/main-site-assets/pdf/program-articles/rusalkanewworld.pdf>>, p.44.

<sup>110</sup> Smaczny, *Rusalka* (iii), <<http://www.oxfordmusiconline.com>>; accessed Jan.2, 2020. According to Smaczny, the first performance of *Rusalka* in Vienna was given in 1910 by a Czech company. Its German début was on March 10, 1935 in Stuttgart, in a translation by J. Will.

<sup>111</sup> McMillan, "Rusalka in the New World," *encorespotlight.com*. Of this concert version, McMillan writes (p.44): "Presented to honor the 85th birthday of Tomáš Masaryk, Czechoslovakia's first president, this concert version featured 63-year-old tenor Otakar Mařák—nicknamed "the Czech Caruso" in his heyday—as the Prince.

<sup>112</sup> Smaczny, *Rusalka* (iii), <<http://www.oxfordmusiconline.com>>; and McMillan, "Rusalka in the New World," *encorespotlight.com*.

<sup>113</sup> McMillan, "Rusalka in the New World," *encorespotlight.com*, 44. The inserted phrase "Sunday night concert at the Met" taken from Beth Bergman, program notes for Feb. 2, 2014 Metropolitan Opera broadcast of *Rusalka*, available at: <[2014https://www.operanews.com/Opera\\_News\\_Magazine/2014/2/Departments/Metropolitan\\_Opera\\_Broadcast\\_Rusalka.html](https://www.operanews.com/Opera_News_Magazine/2014/2/Departments/Metropolitan_Opera_Broadcast_Rusalka.html)>]

<sup>114</sup> Numerous searches via the databases for *The New York Times* (ProQuest Historical) and *Newspapers.com* confirm the popularity of "Song to the Moon" in the USA as a stand-alone concert aria for both recital programs and on radio during the early decades of twentieth century. The aria was not always listed under its now-familiar English title, however. Indeed, searches specifically for "Song to the Moon" across the USA from 1901-1940 yielded only a few hits. By contrast, searches for "Rusalka" using this same search criteria—i.e., across the USA, from 1901-1940—yielded roughly 500 hits (although some of these were admittedly references to a ship by this name). Nevertheless, concert and radio broadcast listings mentioning "Rusalka's aria," "Rusalka's song," or other such titles were abundant. Among these searches, several radio broadcasts stood out as particularly significant: a March 17, 1924 announcement in *The Brooklyn Daily Eagle* describes an upcoming radio broadcast on WEAf in Manhattan: the late evening program would feature the "Air from 'Rusalka'" sung in Czech, though the soprano to sing it is unclear, as several sopranos are mentioned in this posting. A December 5, 1934 announcement in the *Times Union* (Brooklyn) states that

Czech soprano “Eva Hadrabova, Soprano of Vienna Opera Co.” would sing “Rusalka’s aria” with orchestra (among other favorites) on WABC radio in New York City. Perhaps most intriguingly, a Sunday, February 20, 1938 announcement in *The New York Times* (and roughly thirty-five regional papers around the country—the *San Francisco Examiner*, *The Knoxville News-Sentinel*, *The Chicago Tribune*, etc.) includes a featured article about Hungarian soprano and Metropolitan Opera star Rosa Pauly, who would sing a nationally-broadcast concert from New York City over CBS stations at 8pm that night on the “Sunday Evening Hour,” with an orchestra conducted by Fritz Reiner. As this posting states in the *Fort-Worth Star Telegram*: “The Hungarian soprano is to sing two famous arias tonight, Rusalka’s Song from Dvořák’s ‘Rusalka,’ and the Czardas from Strauss’s ‘Die Fledermaus.’ Later she will offer three songs.” Since this February 20, 1938 broadcast was nationwide, it is not inconceivable that Arlen (and/or Harburg) might have heard it. And although the *Oz* songwriters certainly could have become familiar with the aria via a source other than this radio concert, its time frame of late winter 1938 is curious—just a few months before the partners needed for similar song of longing for little Dorothy.

<sup>115</sup> Marva Griffin Carter, “Cook, Will Marion,” <<http://www.oxfordmusiconline.com>,> accessed Jan.2, 2020.

<sup>116</sup> My thanks to William H. Rosar for the information concerning Hugo Friedhofer.

<sup>117</sup> Gerry Zwirn, *Top C Turvy: An Olla Podrida of Opera Anecdotes* (Bloomington, IN: Authorhouse, 2019), 69.

<sup>118</sup> Harburg, to Walter Cronkite; February 9, 1964, episode, *The Twentieth Century* (CBS-TV); and as transcribed from Arlen documentary, *Somewhere Over the Rainbow: Harold Arlen* (Deep C Productions, 1999), Don McGlynn, director.

<sup>119</sup> Jablonski, *Harold Arlen: Happy...*, 120.

<sup>120</sup> Jablonski, *Rhythm, Rainbows...*, 132.

<sup>121</sup> Jablonski, *Rhythm, Rainbows...*, 132.

<sup>122</sup> Harburg, to audience at 92<sup>nd</sup> St. Y “Lyrics and Lyricists” series program, December 20, 1970, as quoted by Meyerson and E. Harburg, *Who Put the Rainbow...*, 129.

<sup>123</sup> Harburg, to audience at 92<sup>nd</sup> St. Y “Lyrics and Lyricists” series program, December 20, 1970, as quoted by Meyerson and E. Harburg, *Who Put the Rainbow...*, 129. Also quoted by Alonso, *Yip Harburg, Legendary Lyricist...*, 83.

<sup>124</sup> Harburg, to audience at 92<sup>nd</sup> St. Y “Lyrics and Lyricists” series program, December 20, 1970, essentially as transcribed in Alonso, *Yip Harburg, Legendary Lyricist...*, 83. In Alonso’s book, a mistake seems to have been made (perhaps during publication) with the citation for this particular quote, which is clearly a continuation of Harburg’s comments from the December 20, 1970 program at the 92<sup>nd</sup> St. Y. In her endnotes, however, this portion of the quote appears to have been cited erroneously as having been part of Harburg’s interview with Paul Lazarus in March 1980.

<sup>125</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 133.

<sup>126</sup> Arlen, to Wilk, *They’re Playing...*, 170.

<sup>127</sup> Harburg, to Wilk, *They’re Playing...*, 170.

<sup>128</sup> Michael Feinstein, *Nice Work If You Can Get It: My Life in Rhythm and Rhyme* (New York: Hyperion, 1995), 285.

<sup>129</sup> Feinstein, *Nice Work...*, 285.

<sup>130</sup> Scarfone and Stillman, *The Road to Oz...*, 150-151.

<sup>131</sup> Scarfone and Stillman, *The Road to Oz...*, 151. My own searches for performances of the 1915 Tillotson/Peace operetta on *Newspapers.com*—using the criteria “Over the Rainbow” and limited to a date range between “1915-1937” (obviously well before the initial publication of Arlen and Harburg’s ballad in 1938) yielded roughly 5,100 hits from newspapers throughout the country—performances in both large cities and small towns. Virtually all these performances took place in elementary schools or church nursery schools. A typical example is a posting of Tuesday, November 27, 1919, in *The Liberal News* (Liberal, KS):

**OPERETTA DREW  
LARGE AUDIENCE  
TUESDAY NIGHT**

“Over the Rainbow” Well Rendered  
By Grade Children—Proceeds  
to be Used in Buying  
Victrolas.

In spite of the rainy evening it was a large and appreciative audience who went “Over the Rainbow,” back to the land of make-believe, fairies and elves with the school children Tuesday evening.

The curtain rose upon the four little sisters, tired of their books and toys on the long, rainy afternoon. One by one the little tots fell asleep, only the youngest managing to keep awake until the sun came out and Alice Eidson, the Rainbow Queen, descended to invite the children to her palace in Rainbow Land. Here the children, upon promising never to tell any grown up folk, who are too literal and would call it only a dream, are shown the wonders of Rainbow Land. They see the Sunbeams and Moonbeams busy at work. The Four Winds tell their story in song as do the Dew Drops, the Snow Flakes, Frost Sprites, Flower Artists and Fire Flies. After seeing all these delightful things the four children depart for their home “Over the Rainbow.”

The Operetta is a beautiful one and too much praise cannot be given the excellent manner in which it was rendered. Each little child knew his or her part perfectly and there wasn’t a mistake in the entire performance.

The splendid manner in which the children kept together in their motions and drills was unusual for those of their age. Another pleasing feature was the fact that each little voice rang out clear and distinct and could be heard throughout the house.

The solo part by little Phyllis Spradling as one of the Fire Flies deserves special mention. It was plainly one of the most popular events of the evening with the audience for the sweet little childish manner in which it was rendered. It would be impossible to mention each individual part but it can be truthfully said that without exception each did creditably.

The operetta was under the direction of Miss Irene Meyer, music instructor in the schools, ably assisted by Mrs. F. A. Lake. The splendid manner in which it was rendered speaks well for their ability with children for there was an entire absence of the usual prompting and the inability to make themselves heard over the house, which so often characterizes such performances. The

proceeds of the evening will be used in purchasing Victrolas for the school. It is to be hoped that this is not the last entertainment of its kind which will be given this winter. Anything rendered by the school children is always of interest and an entertainment of the class of the one Tuesday evening would never fail to draw a large audience.

**Commence Building Work**

The brick masons this week began work on the filling station which the Liberal Auto Supply company is constructing on West Second street. The building is to be of brick and stucco, with cement driveways, constructed after the plan of those in the large cities and when finished will be a valuable addition to the business houses on that street.

**To Begin Drilling Near Hansford**

Jack Craig of the Beaver Oil & Gas company, came from Liberal Monday to look after business matters here. Mr. Craig says everything is in readiness to start the drill on his company’s test on the Miller anticline, on the north line of Hansford county, but that they are being held up on account of the failure of a shipment of casing to arrive. This casing has been on the road about three months and the company has three men out trying to locate it. Business will pick up over on the Coldwater as soon as this casing arrives. —Hansford Headlight.

**CITY’S WHITE  
WAY FINALLY  
ON THE WAY**

**Shipment of the Cable Was Made  
the 12th of the Month From  
New York—Potts Herer  
for Some Time.**

It does seem that Liberal is some of these days going to have a real White Way. After much delay and putting off of buying or authorizing of installation of the system the last necessary link in the completion of the White Way, the cable, has been shipped from New York a couple of weeks ago and should arrive some time next month at least, judging that shipment by average transportation service. After the arrival of the cable it will not take much more time to get the system in working order.

But unless the infernal coal miners and operators are made to get together for the public good there will be no need of the system after we have it for we can’t get coal to run it in another couple of weeks. Wouldn’t such a circumstance be a pretty specimen of luck?

<sup>132</sup> Scarfone and Stillman, *The Road to Oz...*, 150.

<sup>133</sup> This plot summary of the 1915 operetta *Over the Rainbow* is drawn from Scarfone and Stillman, *The Road to Oz...*, 151-152; and from plot as printed in the extant piano-vocal score of the operetta, HAY.

<sup>134</sup> Piano-vocal score, p.2; *Over The Rainbow* Operetta, HAY.

<sup>135</sup> Harmetz, *The Making...*, 81. For her *Oz* volume, Harburg also told Harmetz that he “refused to corner Arlen” with a title or lyric before Arlen had at least written part of a tune. (See Harmetz, *The Making...*, p.75) In this case, Harburg was almost certainly exaggerating the extent to which he gave Arlen compositional freedom. But more importantly, by even bringing up such a topic to Harmetz, he was also probably covering

up the likelihood that he and Arlen had been given the preexisting title “Over the Rainbow.”

<sup>136</sup> Harburg, Cronkite interview, transcript provided by Harburg Foundation, and as transcribed from Arlen documentary, *Somewhere Over the Rainbow: Harold Arlen* (Deep C Productions, 1999), Don McGlynn, director.

<sup>137</sup> Scarfone and Stillman, *The Road to Oz...*, 151. The specific performances of the Tillotson/Peace *Over The Rainbow* operetta to which Scarfone and Stillman refer (i.e., on April 15 and 16, 1915, at Brooklyn’s Bushwick Avenue German Presbyterian Sunday School) was confirmed for this study via a search on Newspapers.com. Indeed, an announcement entitled “Bible School News” appearing in the *Brooklyn Daily Eagle* on April 10, 1915, includes the following description of the upcoming performances: “Fifty children of the Bushwick Avenue German Presbyterian Sunday School will present a two-act musical operetta, entitled “Over the Rainbow,” in the auditorium of the church. Bushwick Avenue and Ralph Street. Thursday and Friday evenings, April 15 and 16, at 8:15 o’clock. The occasion is the tenth anniversary of the Cradle Roll of the school.”

<sup>138</sup> Scarfone and Stillman, *The Road to Oz...*, 151.

<sup>139</sup> Arlen’s holograph lead sheet for “Over the Rainbow”: YALE, I. Box 2, Folder 14.

<sup>140</sup> Scarfone and Stillman, *The Road to Oz...*, 105.

<sup>141</sup> Harmetz, *The Making...*, 46 and 51.

<sup>142</sup> Harmetz, *The Making...*, 46.

<sup>143</sup> Harmetz, *The Making...*, 43-54.

<sup>144</sup> Harmetz, *The Making...*, 43.

<sup>145</sup> Harmetz, *The Making...*, 57.

<sup>146</sup> In her *Oz* volume (*The Making...*, 43), Harmetz notes that Langley’s final script before his temporary removal from the film was the May 14, 1938 screenplay, but that changes were made to this draft between May 14 and June 4, 1938, by Langley, Freed, LeRoy, and Harburg. Significantly, though (and according to my copy of this script provided by WBCA), no mention of a “rainbow” is made within this draft, even though changes were clearly made until June 4.

<sup>147</sup> Script portion of June 16, 1938, found within June 9-18, 1938 screenplay draft (pp.1-44, scenes 1-93) by Ryerson and Woolf; the citation here of a soda fountain playing “all the colors of a rainbow” appears on p.28; IU, Box 1, Folder 8.

<sup>148</sup> Script portion of June 18, 1938, found within June 9-18, 1938 screenplay draft (pp.1-44, scenes 1-93) by Ryerson and Woolf; the citation here of an “exquisite fountain with water of all colors of the rainbow” appears on pp.26-27; IU, Box 1, Folder 8.

<sup>149</sup> *The Wizard of Oz*, Dialogue Continuity Screenplay by Noel Langley, Florence Ryerson, and Edgar Allan Woolf; July 28, 1938, p.97; and Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 39.

<sup>150</sup> J.K. Holman, *Wagner's Ring: A Listener's Companion & Concordance* (Pompton Plains, NJ: Amadeus Press), 127.

<sup>151</sup> Hearn, *The Wizard of Oz: The Screenplay...*, 22.

<sup>152</sup> Harmetz’s unpublished notes for *The Making...*, provided by the Harburg Foundation, New York City.

<sup>153</sup> The significant song slot cited here appears on p.7 of two essentially identical script portions of June 9 and 10, 1938, within a “Dialogue Continuity” script by Ryerson and Woolf dated *overall* June 10, 1938. This June 10, 1938 “Dialogue Continuity” script is

held at IU: “p.7” of the June 9 portion is in Box 1, Folder 8; “p.7” of the June 10 portion is in Box 1, Folder 9.

<sup>154</sup> Pollack, *George Gershwin*..., 88-89.

<sup>155</sup> William Hyland, *Gershwin: A Biography* (Westport, CT: Greenwood Publishing Group, 2003), 20.

<sup>156</sup> In the barnyard scene of the June 24, 1938 script portion by Ryerson and Woolf (IU, Box 2, Folder 6, p.7), the lyrics for the ballad’s tag are missing completely, and oddly, the bridge lyrics are those used in the cut reprise of “Over the Rainbow” in the witch’s castle: “some day I’ll wake and rub my eyes / and in that land behind the skies,” etc. These “rub my eyes” bridge lyrics remain printed for the barnyard scene in the extant *Oz* scripts for many weeks. Perhaps Harburg indeed turned in the “rub my eyes” lyrics for the barnyard scene on June 24, but five days later—by the June 29, 1938 MGM piano-vocal manuscript (transcribed by Messenheimer)—had come up with the “wish upon a star” idea for the bridge. The “wish upon a star” lyrics were indeed used for the ballad’s first published version (issued by Feist before the release of the film), and of course Garland famously sings these words in the barnyard scene of the final cut. But the presence of the “rub my eyes” bridge lyrics for the barnyard scene within the June 24, 1938 script (and in successive screenplay drafts) may simply have been an ongoing mistake: on June 24, 1938, Harburg perhaps turned in both sets of bridge lyrics—one for the barnyard scene; the other for the castle reprise. But maybe the script department got them confused, and typed up the wrong version (i.e., the “rub my eyes” bridge) for the barnyard scene in the June 24 script, and simply did not correct the mistake for a long time. Certainly, the correct “wish upon a star” lyrics appear in this spot (pp. “REEL 1 PAGE 6”) within the March 15, 1939 cutting continuity script.

<sup>157</sup> Piano-vocal ms. of “Over the Rainbow,” June 29, 1939, WBCA.

<sup>158</sup> In his 2005 *Time* essay on Arlen, Richard Corliss quickly notes that “the jazz inflections [in *Oz*] are muted,” especially compared with Arlen’s heavily imbued jazz efforts from earlier in his career. See Corliss, “That Old Feeling: The Rainbow Man,” *Time*, Feb. 28, 2005, <<http://content.time.com/time/arts/article/0,8599,1034170-2,00.html>>. Aside from Corliss’s brief remark (and my own comments on this topic in my 2018 OUP *Oz* songs chapter), it seems no other writer has mentioned this crucial jazz element in Arlen’s music for the film.

<sup>159</sup> Piano-vocal ms. of “Munchkin Musical Sequence”: “Ding Dong! The Witch Is Dead,” chorus, opening [A] section; WBCA.

<sup>160</sup> “Ding Dong! The Witch Is Dead,” bridge, pub. ed., 1938 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.

<sup>161</sup> In his recent chapter on *The Wiz* (“Ease on Down the Road: Black Routes and the Soul of *The Wiz*,” in Danielle Birkett and Dominic McHugh, eds., *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond*; New York: Oxford University Press, 2018, p.185), Ryan Bunch writes the following: “‘Follow the Yellow Brick Road’ is a bouncy jig in 6/8 time, typical of the folk traditions of Anglo-American song and dance, as Dorothy takes her first steps on the road. [...] When [Dorothy] reaches the border of Munchkinland, the song transitions into ‘You’re Off to See the Wizard.’ [...] Munchkin fiddlers play her off, scratching on the strings of their instruments in the manner evocative of a hoedown as she breaks into a skip-like dance down the road.

Whether heard as European or Anglo-American, this music is coded white.” Bunch’s assessment of “Follow the Yellow Brick Road” as a jig in 6/8 is indeed quite accurate, but he appears to have misread the crucial change in character of the subsequent “You’re Off to See the Wizard,” missing the syncopation and inherent swing feel of its opening motive.

<sup>162</sup> In her chapter on the dancing in MGM’s *Oz* (“Dancing Through Oz: Choreographic Context in *The Wizard of Oz*,” in Danielle Birkett and Dominic McHugh, eds., *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond* (New York: Oxford University Press, 2018, p.109), Funder accurately describes Dorothy’s choreography in “You’re Off to See the Wizard” as a “cantering skip.” But Funder (like Bunch in the chapter noted above) misses the important syncopation and inherent swing feel of the number’s opening motive.

Example 3.34.: “Follow the Yellow Brick Road,” opening 8 bars, pub. ed., Copyright 1939 (Renewed) Metro-Goldwyn-Mayer, Inc., 1939 (Renewed) EMI Feist Catalog, Inc., Rights Throughout the World Controlled by EMI Feist Catalog Inc.

<sup>163</sup> Piano-vocal ms., “You’re Off to See the Wizard,” WBCA.

<sup>164</sup> Piano-vocal ms., “You’re Off to See the Wizard,” WBCA.

<sup>165</sup> J. Bradford Robinson, “Swing,” in *Oxford Music Online*. Accessed Jan.2, 2020. Available at: <<http://www.oxfordmusiconline.com>>

<sup>166</sup> Claudia Funder, “Dancing Through Oz: Choreographic Context in *The Wizard of Oz*,” in Danielle Birkett and Dominic McHugh, eds., *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond* (New York: Oxford University Press, 2018), 103-119.

<sup>167</sup> Rushdie, *The Wizard of Oz...*, 44.

<sup>168</sup> Rushdie, *The Wizard of Oz...*, 47.

<sup>169</sup> In *Oz*’s final cut, Lahr does not perform an entire AABA chorus of “Nerve,” due to his extended, solo mock aria later in the movie.

<sup>170</sup> Arlen’s holograph lead sheet for “We’re Off to See the Wizard”: YALE, I. Box 2, Folder 14.

<sup>171</sup> Piano-vocal ms., “You’re Off to See the Wizard,” WBCA; Piano-vocal ms., “If I Only Had a Brain,” Harburg Foundation, New York City.

<sup>172</sup> On the topic of cut time as the default meter for mid-twentieth-century ballads, see Forte, *The American Popular Ballad of the Golden Era, 1924–1950* (Princeton: Princeton University Press, 1995): 18.

<sup>173</sup> Piano-vocal ms., “If I Only Had a Brain,” Harburg Foundation, New York City.

<sup>174</sup> The scenes along the Yellow Brick Road might have been unified by yet another number, if Harburg’s recollections are accurate: in his later years, Harburg recalled that he and Arlen had written a song entitled “Lions and Tigers and Bears,” but that only part of the number was used in the film. (See Harmetz, *The Making...*, 83.) No musical manuscripts or other archival sources survive for such a song; moreover, the now-famous line chanted by Dorothy, the Scarecrow, and the Tin Man—“Lions and Tigers and Bears, Oh My!”—already appears within the May 4-6, 1938 screenplay, prior to Arlen and Harburg’s arrival at MGM. Therefore, perhaps the songwriters set all (or maybe even part) of this line to music at some point during their assignment, but only the repeated chant was deemed necessary. And in all likelihood, the number was never even taken down by Messenheimer. Still, assuming the number existed in the first place, it

might have been motivically related to “Off to See” and “Brain”/“Heart”/“Nerve,” thereby adding to the swing feel in the movie’s central section.

<sup>175</sup> Typescript drafts, Harburg’s awards ceremony (July 30, 1938; August 1, 1938), IU, Box 3, Folder 7; Box 3, Folder 8.

<sup>176</sup> Harburg, to Philip K. Scheuer, *Los Angeles Times*, August 13, 1939, p.49.

<sup>177</sup> Harburg, to Harnetz, *The Making...*, 57, 75, and 87, and within Harnetz’s unpublished notes provided by the Harburg Foundation, New York City.

<sup>178</sup> Rimler, *The Man That Got Away: The Life and Songs of Harold Arlen* (Urbana: University of Illinois Press, 2015), 71.

<sup>179</sup> Gerald Mast, *Can’t Help Singin’...*, 146-147.

<sup>180</sup> Author’s correspondence with Dominic McHugh, August 2017.

<sup>181</sup> I extend my thanks to Dominic McHugh, who provided great insight on this topic.

<sup>182</sup> Gerald Mast, *Can’t Help Singin’...*, 146-147.

<sup>183</sup> August 8–12, 1938 screenplay, MGM/Turner Script Collection, MHL and WBCA.

<sup>184</sup> In August 8–12, 1938 screenplay, reprise entitled, “The Wicked Old Witch Is Dead.”

<sup>185</sup> The recording dates for these two demos are not available among the extant sources. However, both demos are commercially available on the Turner/Rhino CD set: *The Wizard of Oz (1939), Original Motion Picture Soundtrack*, Rhino R2 71964/Turner Entertainment Co., 1995. According to the track information included with this set, the demo of “Munchkin Musical Sequence” was recorded on November 22, 1938; the demo for “Choral Sequence to ‘Gates of Emerald City’” (incorrectly listed as “Optimistic Voices” on the Turner/Rhino track listing) was recorded on December 13, 1938.

<sup>186</sup> Johnson, “Conversation with Roger Edens,” 180.

<sup>187</sup> A scholarly definition of “routining” appears not to have been published. For further discussion of the topic without a specific definition, see Stephen Banfield, *Sondheim’s Broadway Musicals* (Ann Arbor: University of Michigan Press, 1993), 86, 359–364; and Todd Decker, *Music Makes Me: Fred Astaire and Jazz* (Berkeley: University of California Press, 2011), 16, 69–95, 238–239.

<sup>188</sup> Author’s correspondence with Larry Blank, October 2016.

<sup>189</sup> A rehearsal/ recording schedule (September 22, 1938) supports asserted time frame, Arthur Freed Collection/Wizard of Oz, USC, Box 56, Folder 1.

<sup>190</sup> Author’s correspondence with Larry Blank, October 2016.

<sup>191</sup> Information regarding the songs’ orchestrations and prerecordings gleaned from a comparative study of numerous sources, including the film’s Pre-Recordings log (shown in Ex.3.43, p.283), Daily Music Reports, and original music tracks—all held at WBCA; additional copies of *Oz*’s Pre-Recordings log and Daily Music Reports at MGM Music Dept. Collection, USC.

<sup>192</sup> For more on Cutter’s background and career, see Don Rayno, *Paul Whiteman: Pioneer in American Music*, Volume 2 (Lanham: Scarecrow, 2009), 466; and N. William Snedden, Part II of II “Who’s Who”: Biographical Profiles for 28 Prolific Orchestrators, July 20, 2018; available at: <<https://billsnedden.wordpress.com/2018/07/26/hollywood-golden-age-film-music-orchestration-2/>>

<sup>193</sup> For more information about Arnaud’s “Bulger’s Dream,” see Jon Burlingame’s article on the topic for The Film Music Society, at:

<[http://www.filmmusicsociety.org/news\\_events/features/newsprint.php?ArticleID=022114](http://www.filmmusicsociety.org/news_events/features/newsprint.php?ArticleID=022114)>

<sup>194</sup> For further details on Arnaud's biography, see N. William Snedden, Part II of II "Who's Who": Biographical Profiles for 28 Prolific Orchestrators, July 20, 2018; available at: <<https://billsnedden.wordpress.com/2018/07/26/hollywood-golden-age-film-music-orchestration-2/>>

<sup>195</sup> For more on Salinger, see:

<<http://www.robertfarnonsociety.org.uk/index.php/legends/conrad-salinger>>, and <<https://billsnedden.wordpress.com/2018/07/26/hollywood-golden-age-film-music-orchestration-2/>>

<sup>196</sup> Susan Hayward, *Cinema Studies: The Key Concepts*, 3<sup>rd</sup> ed. (London and New York: Routledge, 2006): 363-69; and Harmetz, *The Making...*, 3.

<sup>197</sup> Harmetz, *The Making...*, 95.

<sup>198</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>199</sup> William H. Rosar, comments to Joan Ellison, October 2019, available at: <<http://www.joanellison.com/blog/2019/10/6/restoring-the-original-over-the-rainbow>>

<sup>200</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>201</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>202</sup> "College Professor Goes Musical," *The Lion's Roar*, Vol. 1, No. 3, 1941.

<sup>203</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>204</sup> Harmetz, *The Making...*, 97.

<sup>205</sup> Piano-conductor part, "Introduction to 'The Rainbow,'" mm.1-6, WBCA.

<sup>206</sup> Harmetz, *The Making...*, 94.

<sup>207</sup> Harmetz, *The Making...*, 97.

<sup>208</sup> Indeed, the marking *con sordino* is frequently found not only in the extant sources for the *Oz* score, but in those for other films scored by Stothart as well.

<sup>209</sup> Joan Ellison, "Restoring the Original 'Over the Rainbow,'" post of October 6, 2019, at <<http://www.joanellison.com/blog/2019/10/6/restoring-the-original-over-the-rainbow>>

<sup>210</sup> It is possible that other instruments were playing these off-beat accents as well: upon repeated listening to the original music tracks, one hears metallic strikes on the off-beats—perhaps played by a glockenspiel with mallets, close to the microphone. In *Oz*'s final print, this percussive effect sounds like chimes in the distance.

<sup>211</sup> Mark N. Grant, *The Rise and Fall of the Broadway Musical* (Boston: Northeastern University Press, 2004), 136-138.

<sup>212</sup> Joan Ellison, "Restoring the Original 'Over the Rainbow,'" post of October 6, 2019, at <<http://www.joanellison.com/blog/2019/10/6/restoring-the-original-over-the-rainbow>>

<sup>213</sup> Steven Errante, Program Notes for *Mother Goose Suite*, Wilmington Symphony, available at: <<https://www.wilmingtonsymphony.org/program-notes/mother-goose-suite>> According to Rosar, this cue in *The Good Earth* (i.e., "The Ox is Sacrificed") was orchestrated by Leonin Raab. Also according to Rosar, the particular recording of the *Mother Goose Suite* within Stothart's private collection was a two-disc set of 78s issued by RCA Victor, under British conductor Albert Coates.

<sup>214</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>215</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.



<sup>216</sup> According to Wilson's reconstruction, the alto flute also plays the rocking eighth-notes at the beginning of Cutter's orchestration of Stothart's introduction, but is only faintly heard in *Oz*'s final cut.

<sup>217</sup> The nursery rhyme snippet within Stothart's "Introduction to 'The Rainbow'" has been identified by Platte ("Nostalgia, The Silent Cinema...", 48) as "Round and Round the Village," and by Frisch (*Arlen and Harburg's Over the Rainbow*, 66) as coming close to both "Miss Lucy Long" and "Round and Round the Village."

<sup>218</sup> Admittedly, Ravel includes numerous clarinet solos within the *Mother Goose Suite*: a brief B-flat clarinet solo occurs near the beginning of *Petit Poucet*; a solo clarinet in A (in a low register) is featured in *Laideronnette, Impératrice des Pagodes*; and a solo B-flat clarinet represents the "Beauty" in *Les Entretiens de la Belle et de la Bête*. But none of these solos exhibits the same quality as that heard during the bridge of "Over the Rainbow" in *Oz*.

<sup>219</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>220</sup> Joan Ellison, "Restoring the Original 'Over the Rainbow'," post of October 6, 2019, at <<http://www.joanellison.com/blog/2019/10/6/restoring-the-original-over-the-rainbow>>

<sup>221</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>222</sup> My thanks to William H. Rosar, who shared with me his correspondence with Emerson's grandson.

<sup>223</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 30.

<sup>224</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 19.

<sup>225</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 19.

<sup>226</sup> Scarfone and Stillman, *The Road to Oz...*, 211.

<sup>227</sup> Scarfone and Stillman, *The Road to Oz...*, 211.

<sup>228</sup> On-screen notes before Bolger's September 30, 1938 prerecording of "Brain," seen on 2009 Warner Home Video release of *The Wizard of Oz*.

<sup>229</sup> The date on which Bolger re-recorded "Brain" was not available among the sources collected for this project. However, Scarfone and Stillman (in *The Road to Oz...*, 211) give a general date of February 1939 for this prerecording session (along with the April 1939 session date for the scene's instrumental dance music). Fortunately, a more specific date—February 28, 1938—is provided on the track listing of the Rhino/Turner 2-CD set.

<sup>230</sup> John Fricke, DVD commentary for *The Wizard of Oz, Three-Disc Collector's Edition*, Warner Brothers/Turner Entertainment Co., 2005.

<sup>231</sup> Mark Evan Swartz, *Oz Before the Rainbow...*, 250

<sup>232</sup> For more on the use of the ocarina in Cutter's chart for "Brain," see:

<<http://www.campin.me.uk/Music/Ocarina/>> and

<<https://theocarinanetwork.com/ocarina-used-in-the-wizard-of-oz-t16979.html>>

<sup>233</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 1995, 30-31.

<sup>234</sup> Harmetz, *The Making...*, 264.

<sup>235</sup> Scarfone and Stillman, *The Road to Oz...*, 231-232.

<sup>236</sup> Harmetz, *The Making...*, 97.

<sup>237</sup> Harmetz, *The Making...*, 97.

<sup>238</sup> Oddly, this quartet reprise of “Off the See” does not appear in the last screenplay—August 8-12, 1938—to which Arlen and Harburg submitted material. They may indeed have come up with the concept, but the idea might not have been properly communicated to the script department and their typists. Alternatively, the songwriters might have suggested the reprise at a later date—i.e., after completing their contracts. At the very least, they likely consented to the idea for such a reprise in this spot after they had left the production.

<sup>239</sup> Harmetz, *The Making...*, 163.

#### **Notes for Chapter 4: Production**

<sup>1</sup> As noted previously, information regarding the songs’ prerecordings sessions gleaned from a comparative study of numerous sources, including the film’s Pre-Recordings log, Daily Music Reports, and original music tracks—all held at WBCA; additional copies of *Oz*’s Pre-Recordings log and Daily Music Reports at MGM Music Dept. Collection, USC.

<sup>2</sup> My thanks to William H. Rosar for this information about MGM’s scoring stage. Photo credit: <<http://musicbehindthescreen.blogspot.com/2013/03/scoring-stages-sony-mgm.html>> For more on MGM’s scoring stage also see:

<<http://jerrygarciasbrokendownpalaces.blogspot.com/2012/03/mgm-scoring-stage-sony-pictures-studios.html>>

<sup>3</sup> Author’s correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>4</sup> William H. Rosar kindly provided the information regarding the customary practices of studio-age film score conductors and orchestrators.

<sup>5</sup> *The Wizard of Oz, Original Motion Picture Soundtrack*, Deluxe Edition, two-CD set; Turner Entertainment Co./Rhino Records, 1995; #R2-71964.

<sup>6</sup> Producers’ notes (p.46), contained within the booklet notes for: *The Wizard of Oz, Original Motion Picture Soundtrack*, Deluxe Edition, two-CD set, Turner Entertainment Co./Rhino Records, 1995; #R2-71964.

<sup>7</sup> Author’s correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>8</sup> Explanation of “sound-on-film”: <<https://www.moma.org/collection/terms/157>>

<sup>9</sup> Author’s correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>10</sup> <<http://www.joanellison.com/blog/2019/10/6/restoring-the-original-over-the-rainbow#comments-5d9a118c7e19f6412ae9cc78=>>>

<sup>11</sup> Harmetz, *The Making...*, 97.

<sup>12</sup> Harmetz, *The Making...*, 97.

<sup>13</sup> Harmetz, *The Making...*, 97-98.

<sup>14</sup> Hugh Fordin, *The World of Entertainment! Hollywood’s Greatest Musicals, The Freed Unit at MGM* (Garden City, NY: Doubleday, 1975), 20.

<sup>15</sup> Rick Altman, *The American Film Musical* (Bloomington: Indiana University Press, 1988), 151.

<sup>16</sup> Graham Wood, “Distant Cousin or Fraternal Twin?...” 214.

<sup>17</sup> John Cunningham, “The Recording of Musical Numbers for Musical Films,” online essay, 1997, available at: <<http://www.reelclassics.com/Techtalk/musical-article.htm>>

---

<sup>18</sup> John Cunningham, "The Recording of Musical Numbers...." available at:

<<http://www.reelclassics.com/Techtalk/musical-article.htm>>

<sup>19</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 18-19.

<sup>20</sup> Scarfone and Stillman, *The Road to Oz...*, 216.

<sup>21</sup> Scarfone and Stillman, *The Road to Oz...*, 219-220.

<sup>22</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 18-19.

<sup>23</sup> Fleming's principal role, confirmed by MGM inter-office memo, Dec.21, 1938, Arthur Freed Coll., *The Wizard of Oz*, USC, Box 25, Folder 1.

<sup>24</sup> MGM inter-office memo, Dec.21, 1938, Arthur Freed Coll., *The Wizard of Oz*, USC, Box 25, Folder 1.

<sup>25</sup> Script portion by Harburg, Dec.22, 1938, Arthur Freed Coll., *The Wizard of Oz*, USC, Box 56, Folder 1.

<sup>26</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 18-20.

<sup>27</sup> Scarfone and Stillman, *The Road to Oz...*, 220.

<sup>28</sup> Scarfone and Stillman, *The Road to Oz...*, 220-221.

<sup>29</sup> Scarfone and Stillman, *The Road to Oz...*, 221.

<sup>30</sup> Harmetz, *The Making...*, 164-165.

<sup>31</sup> Scarfone and Stillman, *The Road to Oz...*, 221.

<sup>32</sup> Granted, the terms "diegetic" and "non-diegetic" have been somewhat problematized in recent film scholarship. For example, see Nina Penner, "Rethinking the Diegetic/Nondiegetic Distinction in the Film Musical," *Music and the Moving Image* 10, no. 3 (2017): 3-20. Accessed March 1, 2020. doi:10.5406/musimoviimag.10.3.0003. In Penner's view, problems arise with the use of the terms diegetic and nondiegetic in connection with film-musical numbers. As a replacement, she defines two scalar concepts, one tracking the number's level of realism, the other its degree of formality. However, for the purposes of this study, "diegetic" is understood rather traditionally—as music that exists or occurs within the world of the film's narrative, rather than as something external to that world. Usually, such music emanates from a character or ensemble visible on screen. By contrast, "non-diegetic" generally refers to a film's underscoring. While the distinction between diegetic and non-diegetic elements in musicals is sometimes deliberately blurred by composers and directors for dramatic effect, the line between these categories is fairly distinct in *Oz*, with at least one notable exception: at the very beginning of the choral number "Optimistic Voices" (as the comrades start their approach toward the Emerald City), the four friends briefly acknowledge the celestial voices accompanying them on their journey, suggesting to audiences that this music might be diegetic—i.e., a part of their world. But very shortly, as the choral music continues, viewers see the quartet (now via a long shot) skipping along the Yellow Brick Road, thus indicating instead that this music is perhaps coming from a source *outside* their world—i.e., via non-diegetic underscoring.

<sup>33</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 1.

<sup>34</sup> Celia Wren, "Putting it Together: Creating Theatre Means You Never Go it Alone-and in Musical, The Spectator's Psyche is a Collaborator, Too," Review of *The Alchemy of Theatre*, edited by Robert Viagas, and *The American Musical and the Performance of*

*Personal Identity*, by Raymond Knapp, *American Theatre* 24, no.2 (February 2007): 46-47.

<sup>35</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 9.

<sup>36</sup> Knapp, *The American Musical and the Performance of Personal Identity*, 132-133.

### **Notes for Chapter 5: Post-Production**

<sup>1</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 29.

<sup>2</sup> The biggest hit from the Broadway production of *Rose Marie* (1924) was easily “Indian Love Call”—the duet later made even more famous by Jeannette MacDonald and Nelson Eddy in MGM’s 1936 screen adaptation of the operetta.

<sup>3</sup> Ronald Rodman, “Tonal Design and the Aesthetic of Pastiche in Herbert Stothart’s *Maytime*,” in *Music And Cinema*, ed. James Buhler, Caryl Flinn, and David Neumeyer (Hanover and London: Wesleyan University Press/University Press of New England, 2000): 188-189.

<sup>4</sup> Ronald Rodman, “Tonal Design and the Aesthetic of Pastiche...”: 188-189.

<sup>5</sup> William H. Rosar and Kate Daubney, “Stothart, Herbert Pope,” *Oxford Music Online*. Accessed January 25, 2020. Available at: <<http://www.oxfordmusiconline.com>>

<sup>6</sup> At a Stothart Retrospective held at USC in 1984, George Bassman told the audience about Stothart’s illness during *Oz* and his resultant need to get help from assistant composers. Bassman reiterated this information in an interview conducted in 1985 by William H. Rosar.

<sup>7</sup> I am indebted to William H. Rosar for providing me with the information concerning Stothart’s heavy schedule during this period and his decision to assign some of the *Oz* work to associate composers. Bassman mentioned these details in an interview conducted in 1985 by William H. Rosar.

<sup>8</sup> *The Wizard of Oz Continuity Script, March 15, 1939* (Turner Entertainment Co. and MGM/UA Home Video, 1993); and Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 29.

<sup>9</sup> The plans for a complete underscore for *Oz* were apparently still in place as late as early May 1939. Indeed, film music critic Bruno David Ussher notes the following in a May 3, 1939 article for the *Los Angeles Daily News*: “Stothart tells me that *The Wizard of Oz* will be one of the few pictures for which a 100 per cent musical background score is under preparation. This will include some music highly fantastic and grotesque as well as humorous episodes.” Ussher’s comments here are available within *Music In The Films*, Edited and Introduction by G.D. Hamann (Hollywood: Filming Today Press, 2003): 88. Nevertheless, it is unclear precisely when MGM changed this initial concept in favor of intermittent background music.

<sup>10</sup> When Arlen and Harburg left *Oz*, a partial *sung* reprise of the song had been planned at this spot.

<sup>11</sup> I am most grateful to William H. Rosar for drawing my attention to the conflicting views about what constituted composition in “commercial” versus “art” music during the studio age, and to Hollywood/ASCAP’s position on this issue.

<sup>12</sup> Stravinsky's quote appears in *Memories and Commentaries: Igor Stravinsky and Robert Craft* (Garden City, New York: Doubleday & Co., 1960): 104.

<sup>13</sup> Author's correspondence with William H. Rosar, Fall/Winter, 2019-2020.

<sup>14</sup> WBCA holds the copy of the conductor part for *Oz*'s "Main Title" with the handwritten comments by MGM's music clearance staff. WBCA also maintains a copy of the film's cue sheet (although a duplicate copy is available at USC).

<sup>15</sup> My thanks to William H. Rosar for his input on this topic.

<sup>16</sup> Conductor part for "Miss Gultch, The Ultimate Witch," held at WBCA. On this conductor part, the character of "Miss Gulch" is incorrectly spelled with an added "t." The "Chant of the Winkies" is technically entitled "March of the Winkies": this cue was composed by Stothart and credited as such on a conductor part and the film's cue sheet (both held at WBCA).

<sup>17</sup> Stringer discusses the theme's creation in "My Years at MGM," an interview with William H. Rosar (commencing 6/10/1983).

<sup>18</sup> Nathan Platte, "Nostalgia, the Silent Cinema, and the Art of Quotation in Herbert Stothart's Score for *The Wizard of Oz* (1939)," *The Journal of Film Music* 4, no.1 (2011): 49.

<sup>19</sup> Platte, "Nostalgia, the Silent Cinema,...", 49; and Rodman, "Tonal Design and the Aesthetic of Pastiche in Herbert Stothart's *Maytime*," in *Music And Cinema*, ed. James Buhler, Caryl Flinn, and David Neumeyer (Hanover and London: Wesleyan University Press/University Press of New England, 2000): 189-190.

<sup>20</sup> Christopher Palmer, *The Composer In Hollywood* (London and New York: Marion Boyars, 1990): 156.

<sup>21</sup> Platte, "Nostalgia, the Silent Cinema....," abstract, 59, 61.

<sup>22</sup> For further information regarding the history of compilation scores, see Phil Powrie and Robynn Stilwell, *Changing Tunes: The Use of Pre-Existing Music in Film* (Ashgate, 2006): 121.

<sup>23</sup> Platte, "Nostalgia, the Silent Cinema....," 49.

<sup>24</sup> Piano-conductor part for Stothart's "Introduction to 'The Rainbow'"; April 4, 1939, WBCA.

<sup>25</sup> MGM piano-vocal manuscript for "If I Were King of the Forest"; August 2, 1938, WBCA.

<sup>26</sup> The August 2, 1938 piano-vocal manuscript copy of "If I Were King of the Forest" held at WBCA includes *numerous* handwritten annotations not found in the other extant copies of this number—markings almost certainly dating from the pre-recording sessions in October 1938.

<sup>27</sup> Piano-vocal manuscript, "If I Were King of the Forest"; August 2, 1938, WBCA.

<sup>28</sup> The April 24, 1939 piano-conductor part is entitled specifically "If I Were King of the Forest (Recitative)"; WBCA.

<sup>29</sup> Stothart and his team certainly made additional revisions to Arlen and Harburg's submitted material for Lahr's faux aria. For example, on the Warner Brothers copy of the number's August 2, 1938 piano-vocal manuscript, the brief fanfare introduction heard in *Oz*'s final cut (a five-bar passage played by brass and timpani) is written out on a very small, single-staff piece of manuscript paper that is taped to the top of the document. But the notation is clearly *not* Messenheimer's. In fact, this small piece of manuscript appears to have been hastily tacked on to the document shortly before the October 11,

1938 prerecording session for this portion of the number. And indeed, the fanfare introduction is clearly audible on this October 11, 1938 prerecording. Therefore, it seems quite likely that Stothart and/or Cutter composed the short fanfare, after which it was orchestrated by Cutter in time for that particular session.

<sup>30</sup> Piano-vocal manuscript, “Choral Sequence to ‘Gates of Emerald City’”; August 2, 1938, WBCA.

<sup>31</sup> Harburg’s lyrics to this now-lost chorus (“Behold! You are in the Em’rald City of Oz”) appear on a typed lyric sheet held at YALE (Box 2, Folder 14), printed below the familiar lyrics for the lead-in verse. The document is reproduced here:



THE LAND OF OZ

Verse;

You're out of the woods  
You're out of the dark  
You're out of the night  
Step into the sun  
Step into the light  
Keep straight ahead for  
The most glorious place  
On the face of the earth or sky

Hang onto your breath  
Hang onto your heart  
Hang onto your hope

March up to that gate and bid it Open...  
Open!

(Business of gate and dialogue  
until they enter)

Behold! You are in the Em'rald City OF OZ  
We're told that a more enchanted land never was  
Behold your dream as it gleams in the sun  
Every beam is a jewel that shines for a deed well done  
Look high! There's a magic MAKE BELIEVE in the air  
And Oh! If you still can use a dream... Take your share!  
A more entralling vision of a wish-come-to-life never was  
So here's to the hearts that believe and belong  
To the land of OZ.

<sup>32</sup> The last reference within the extant *Oz* screenplays to “The Horse of a Different Color” number appears to be within the July 28 script: *The Wizard of Oz*, Dialogue Continuity Screenplay by Noel Langley, Florence Ryerson, and Edgar Allan Woolf; July 28, 1938, pp.66-68; WBCA.

<sup>33</sup> August 8–12, 1938 screenplay, MGM/ Turner Script Collection, MHL and WBCA.

<sup>34</sup> October 10, 1938 script, marked “Complete OK screenplay” (considered the “final” shooting script); MHL and WBCA.

<sup>35</sup> This demo exists among *Oz*’s original music tracks, but was also selected for the small sampling of tracks commercially released by Rhino: *The Wizard of Oz, Original Motion Picture Soundtrack*, Deluxe Edition, two-CD set, Turner Entertainment Co./Rhino Records, 1995; #R2-71964.

<sup>36</sup> The cutaway scene within the castle interior is printed on “REEL 7 PAGE 5” of *The Wizard of Oz Continuity Script, March 15, 1939* (Turner Entertainment Co. and MGM/UA Home Video, 1993).

<sup>37</sup> As shown in Ex.5.6., both Stothart and Arlen's names appear on the May 2, 1939 MGM piano-conductor part for "Optimistic Voices" (held at WBCA). And not surprisingly, on the Daily Music Report (also held at WBCA) for the first recording session of this underscoring—May 6, 1939—both Stothart and Arlen's names appear once again as the cue's composers.

<sup>38</sup> The recording sessions for this cue clearly appear on the Daily Music Reports for May 6 and July 9, 1939.

<sup>39</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 97.

<sup>40</sup> As noted in previous citations, copies of *Oz*'s cue sheet are held at WBCA and USC.

<sup>41</sup> The copyright date (September 16, 1939) and number (203764) for "Optimistic Voices" are on file at the US Copyright Office at the LC, and are handwritten at the very top of the May 2, 1939 WBCA copy of the MGM piano-conductor part for this cue.

<sup>42</sup> The copyright date (August 12, 1938) and number (173786) for "Choral Sequence to 'Gates of Emerald City'" are on file at the US Copyright Office at the LC, and are printed on *Oz*'s Pre-Recordings log (WBCA and USC).

<sup>43</sup> Harmetz, *The Making...*; on p.85, Harmetz writes, "The film was too long. Something had to be removed, and "The Jitter Bug" was less necessary to the plot than most of the other songs. Besides, the word "jitterbug" was already attached to a popular dance." She then quotes Harburg, who admittedly stretched the truth in defending his and Arlen's use of the term when he told Harmetz the following: "When we wrote the song [...] the word ["jitterbug"] had no meaning. Our "Jitter Bug" was a bug who gives you the jitters. But they began to worry that 'The Jitter Bug' might date the picture.'" Surely, though, Harburg *had* to know the term "jitterbug" was already attached to the dance craze of the era, prior to the production of *Oz*.

<sup>44</sup> Fricke, *The Wizard of Oz* (1939), Original Motion Picture Soundtrack, Liner Notes, Rhino, Turner Entertainment Co., 30.

<sup>45</sup> Regarding the prerecording sessions for "The Jitterbug": according to *Oz*'s Daily Music Reports and the original music tracks, the number's extended lead-in verse and the numerous subsequent statements of the chorus were prerecorded by the MGM studio orchestra and Garland, Bolger, Ebsen, and Lahr on Oct.6, 1938. According to information from the original music tracks and the Rhino/Turner CD-set, the mono composite recording was apparently made on December 22, 1938.

<sup>46</sup> Scarfone and Stillman, *The Road to Oz...*, 281.

<sup>47</sup> Two versions of the brief "Ding Dong! Emerald City" choral reprise were actually made: one version was recorded January 10, 1939 (based entirely on "Ding Dong! The Witch is Dead"), but was discarded early on. A second version—the medley reprise mentioned in this chapter and based primarily on "Ding Dong! The Witch is Dead" but also including fragments of "We're Off to See the Wizard" and "The Merry Old Land of Oz"—was recorded May 4 and May 8, 1939.

<sup>48</sup> Information regarding deleted scenes, previews, and release: Harmetz, *The Making...*, 85, 282–288; and Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...* 115–122.

<sup>49</sup> The Hollywood premiere of MGM's *The Wizard of Oz* took place on August 15, 1939—a gala event held at Grauman's Chinese Theatre. This West Coast opening was quickly followed by the movie's premiere run in New York City at the Capitol Theatre,

beginning August 17. And by the third week of August, 1939, *Oz* had rolled out to major cities across the country.

<sup>50</sup> Harburg, to Paul Lazarus, WBAI, March 2, 1980; cited by Harold Meyerson and Ernie Harburg, *Who Put the Rainbow...*, 152.

<sup>51</sup> Harburg, holograph annotation, piano-vocal manuscript, "The Jitterbug," YALE, I. Box 2, Folder 14.

<sup>52</sup> Harnetz, *The Making...*, 73, and within Harnetz's unpublished notes provided by the Harburg Foundation, New York City.

<sup>53</sup> Fricke, Scarfone, and Stillman, *The Wizard of Oz: The Official 50<sup>th</sup> Anniversary...*, 28.

<sup>54</sup> Rushdie, *The Wizard of Oz...*, 10.

<sup>55</sup> Rushdie, *The Wizard of Oz...*, 23

<sup>56</sup> Rushdie, *The Wizard of Oz...*, 55-57; Rushdie also particularly dislikes MGM's decision to treat Dorothy's *Oz* journey as a dream.

<sup>57</sup> In his article "Nostalgia, the Silent Cinema..." Platte also observes these two underscoring cues and their markings, placed on occasions when Dorothy is particularly homesick.

<sup>58</sup> MGM piano-conductor part, "At the Gates of Emerald City," April 28, 1939 (WBCA); written by Stothart; orchestrated by Cutter; recorded May 7, 1939.

## **Notes for Chapter 6: Beyond the Yellow Brick Road**

<sup>1</sup> Wilk, *They're Playing...*, 298.

<sup>2</sup> Jablonski, *Harold Arlen: Happy...*, 122.

<sup>3</sup> *At the Circus*, MGM, released November 1939 (produced by Mervyn LeRoy)

<sup>4</sup> *Rio Rita*, MGM, released May 1942 (produced by Pandro Berman)

<sup>5</sup> For more information on Arlen and Harburg's songs for the MGM film *Rio Rita*, see Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 173, 179, 371, 393.

<sup>6</sup> *Cabin in the Sky*, MGM, released May 1943.

<sup>7</sup> For more information on Arlen and Harburg's songs for the film version of *Cabin in the Sky*, see Jablonski, *Harold Arlen: Rhythm, Rainbows*, 174-179; For further details on the original stage show, see Suskin, *Show Tunes...*, 278-279.

<sup>8</sup> *Kismet*, MGM, released August 1944.

<sup>9</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 173-174.

<sup>10</sup> *Bloomer Girl*, opened October 5, 1944; Shubert Theatre.

<sup>11</sup> Suskin, *Show Tunes...*, 263-264.

<sup>12</sup> *St. Louis Woman*, opened March 30, 1946; Martin Beck Theatre.

<sup>13</sup> Suskin, *Show Tunes...*, 265.

<sup>14</sup> *Blues in the Night*, Warner Bros., released December 1941; *Star Spangled Rhythm*, Paramount, released December 1942; *Here Come the Waves*, Paramount, released December 1944; *The Sky's the Limit*, RKO, released September 1943; "One For My Baby" is described as "the ultimate saloon song" by Richard Corliss in *Time* (Feb. 28, 2005). Available at <<http://www.time.com/time/columnist/corlisyarticle/0,I9 053645I 7, 0,00.html>>



- 
- <sup>15</sup> Rosenberg, *American Song Lyricists...*, 230-240. *Finian's Rainbow*, opened January 10, 1947, 46<sup>th</sup> St. Theatre.
- <sup>16</sup> Suskin, *Show Tunes...*, 291-292.
- <sup>17</sup> Rosenberg, *American Song Lyricists...*, 240.
- <sup>18</sup> Alonso, *Yip Harburg: Legendary Lyricist...*, 190.
- <sup>19</sup> *A Star is Born*, Warner Bros., released September 1954.
- <sup>20</sup> *The Country Girl*, Paramount, released November 1954.
- <sup>21</sup> *House of Flowers*, opened December 30, 1954, Alvin Theater.
- <sup>22</sup> Larry Stempel, "Arlen, Harold," *Oxford Music Online* (Accessed Jan.2, 2020); Available at: <<http://www.oxfordmusiconline.com>>
- <sup>23</sup> *Flahooley*, opened May 14, 1951, Broadhurst Theatre.
- <sup>24</sup> Rosenberg, *American Song Lyricists...*, 241.
- <sup>25</sup> *Jamaica*, opened October 31, 1957, Imperial Theatre.
- <sup>26</sup> Gerald Bordman, *American Musical Theatre: A Chronicle*; Third Edition (Oxford and New York: Oxford University Press, 2001), 661.
- <sup>27</sup> William Everett and Paul Laird, *The A to Z of the Broadway Musical* (Lanham, MD: Scarecrow, 2009), 162.
- <sup>28</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 312.
- <sup>29</sup> *Gay Purr-ee*, Warner Bros., released December 1962.
- <sup>30</sup> Jablonski, *Harold Arlen: Rhythm, Rainbows...*, 311-314.
- <sup>31</sup> *I Could Go On Singing*, United Artists, released March 1963.
- <sup>32</sup> John Lahr, "Come Rain or Come Shine: The Bittersweet Life of Harold Arlen," *The New Yorker* 81, no.28 (September 19, 2005): 88-94.
- <sup>33</sup> After several years living essentially as a recluse, Arlen passed away from cancer at his New York City apartment on April 23, 1986, at age 81.
- <sup>34</sup> On March 5, 1981, at age 84, Harburg suffered a fatal heart attack while driving in Los Angeles.
- <sup>35</sup> Source: <<http://www.loc.gov/exhibits/oz/ozsect2.html>>
- <sup>36</sup> For more information about the 1974 animated film, *Journey Back To Oz*, see: <<http://www.imdb.com/title/tt0067280/>>; The 1975 Broadway musical *The Wiz* featured African American performers and was a vehicle for Stephanie Mills as Dorothy. This show was adapted by Universal in 1978 for the film starring Michael Jackson as the Scarecrow and Diana Ross as Dorothy. Disney's 1985 *Return To Oz*, directed by Walter Murch, stars Fairuza Balk as Dorothy and Piper Laurie as the Aunt Em. Disney's *The Muppets' Wizard of Oz* was an original made-for-television movie that aired on ABC TV (May 20, 2005). The current Broadway musical *Wicked* features music and lyrics by Stephen Schwartz, and is based on Gregory Maguire's book *Wicked: The Life and Times of the Wicked Witch of the West*. Maguire's narrative offers a revisionist look at Baum's Oz stories and the 1939 MGM film.
- <sup>37</sup> Further information about Lloyd Webber's Oz production can be found at: <<http://www.broadway.com/buzz/andrew-lloyd-webber-follows-the-yellow-brick-road-to-new-version-of-the-wizard-of-oz/>> and <<http://www.broadway.com/buzz/andrew-lloyd-webber-write-six-new-songs-wizard-oz-musical/>>
- <sup>38</sup> Source: <<https://variety.com/2019/film/news/wicked-movie-release-date-universal-2021-1203132911/>>

---

<sup>39</sup> Mark Evan Swartz, *Oz Before the Rainbow: L. Frank Baum's The Wonderful Wizard of Oz on Stage and Screen to 1939* (Baltimore: The Johns Hopkins University Press, 2000), 1.

<sup>40</sup> After premieres in several small cities and two gala openings in Hollywood and New York, MGM's *The Wizard of Oz* opened nationally on August 25, 1939; Germany invaded Poland on September 1, 1939. The film's opening title states, "For nearly forty years this story has given faithful service to the Young in Heart; and Time has been powerless to put its kindly philosophy out of fashion. To those of you who have been faithful to it in return...and to the Young in Heart...we dedicate this picture."

<sup>41</sup> Ethan Mordden, *The Hollywood Musical* (New York: St. Martin's Press, 1981), 156.

<sup>42</sup> Ethan Mordden, *The Hollywood Musical...*, 156.

<sup>43</sup> William K. Zinsser, "Harold Arlen: The Secret Music Maker," *Harper's* (May 1960): 46-47.

<sup>44</sup> E.B. White, *The Art of the Essay No. I*, Interviewed by George Plimpton and Frank H. Crowther, *The Paris Review*, Issue 48 (Fall 1969).

<sup>45</sup> Information regarding the Recording Industry of America and the National Endowment for the Arts "Songs of the Century" list is available at:

<<http://edition.cnn.com/2001/SHOWBIZ/Music/03/07/365.songs/index.html>>;

Information regarding the *American Film Institute's* "100 Years, 100 Songs" list is available at: <<https://www.afi.com/afis-100-years-100-songs/>>

<sup>46</sup> Jim Lovensheimer, "Texts and Authors," in *The Oxford Handbook of the American Musical*, edited by Raymond Knapp, Mitchell Morris, and Stacy Wolf (New York: Oxford University Press, 2011), 27.

---

## Bibliography

### *Primary Sources*

Brown University. John Hay Library. Harris Collection of American Poetry and Plays. Music Scores and Collections. Providence, Rhode Island.

Columbia University. Popular Arts Project. Columbia Center for Oral History. New York, New York.

Yip Harburg Foundation, New York, New York.

Indiana University. Lilly Library. Wizard of Oz mss., 1938-1939. Bloomington, Indiana.

Library of Congress. Performing Arts Reading Room. Music Division. Washington, D.C.

Library of Congress. US Copyright Office. Washington, D.C.

Margaret Herrick Library. Academy of Motion Picture Arts and Sciences. Special Collections. Turner/MGM Script Collections. Beverly Hills, California.

New York Public Library for the Performing Arts, Lincoln Center. The E.Y. Harburg Collection of Music. New York, New York.

The Shubert Archive. New York, New York.

University of Southern California. Cinematic Arts Library. Arthur Freed, Roger Edens, and MGM Music Department Collections. Los Angeles, California.

Warner Brothers Corporate Archive. *The Wizard of Oz* Materials. San Fernando Valley, California.

Yale University. Irving S. Gilmore Music Library. The E.Y. Harburg Collection (MSS 83), I. Writings. II. Harburgiana. New Haven, Connecticut.

---

*Secondary Sources*

- Adorno, Theodore W., George Simpson. "On Popular Music," *Studies in Philosophy and Social Sciences* 9, no.1 (1941): 17-48.
- Alonso, Harriet Hyman. *Yip Harburg: Legendary Lyricist and Human Rights Activist*. Middletown, CT: Wesleyan University Press, 2012.
- Altman, Rick. *The American Film Musical*. Bloomington, IN: Indiana University Press, 1989.
- Banfield, Stephen. *Jerome Kern*. New Haven, CT: Yale University Press, 2006.
- Banfield, Stephen. *Sondheim's Broadway Musicals*. Ann Arbor: University of Michigan Press, 1993.
- Barthes, Roland. "From Work to Text," In *Image-Music-Text*, edited and translated by Stephen Heath. New York: Hill and Wang, 1977.
- Batchelder, Daniel. "Snow White and the Seven Dwarfs: Master Score by Walt Disney (review)," *Notes* 73, no.1 (2016): 157-161.
- Baum, L. Frank. *The Annotated Wizard of Oz*. Edited by Michael Patrick Hearn. New York: W.W. Norton, 1973, 2000.
- Block, Geoffrey. "The Broadway Canon From *Show Boat* to *West Side Story* and the European Operatic Ideal," *The Journal of Musicology* 11, no. 4 (Fall 1993): 525-524.
- Block, Geoffrey. *Enchanted Evenings: The Broadway Musical From Show Boat to Sondheim*. New York: Oxford University Press, 1997.
- Block, Geoffrey. "Integration." In *The Oxford Handbook of the American Musical*, eds. Raymond Knapp, Mitchell Morris, and Stacy Wolf. New York: Oxford University Press, 2011.
- Bordman, Gerald Martin. *American Musical Theatre: A Chronicle*, 3rd ed. New York: Oxford University Press, 2001.
- Bunch, Ryan. "Oz and the Musical: The American Art Form and the Reinvention of the American Fairy Tale." *Studies in Musical Theatre* 9 (2015): 53-69.
- Caggiano, Christopher. Booklet Notes for *Life Begins at 8:40*; CD recording, cond. by Aaron Gandy; prod. by Tommy Krasker; executive prod. Betty Auman; PS-1090, PS Classics, 2010.

- 
- Carter, Tim. *Oklahoma! The Making of an American Musical*. New Haven, CT: Yale University Press, 2007.
- Cohan, Steven, ed. *Hollywood Musicals, The Film Reader*. New York: Routledge, 2002.
- Compesi, Ronald J. *Video Field Production and Editing*, 7<sup>th</sup> ed. New York: Routledge, 2016.
- Corliss, Richard. "That Old Feeling: The Rainbow Man: Richard Corliss Sings a Thank-You to Songwriter Harold Arlen on His 100th Birthday." *Time*, Online Edition. Feb. 28, 2005. Available at: <http://www.time.com/time/columnist/corliss/article/0,9565,1034170-1,00.html>
- Creasy, Matthew. "Manuscripts and Misquotations: Ulysses and Genetic Criticism," *Joyce Studies Annual* (2007): 44-66.
- Cunningham, John. "The Recording of Musical Numbers for Musical Films." Online essay, 1997. Available at: <http://www.reelclassics.com/Techtalk/musical-article.htm>
- Darby, William and Jack Du Bois. *American Film Music: Major Composers, Techniques, Trends, 1915–1990*. Jefferson, NC: McFarland and Company, 1991.
- Daubney, Kate and William H. Rosar. "Stothart, Herbert." *Oxford Music Online*. Accessed January 2, 2020. Available at: <http://www.oxfordmusiconline.com>
- Decker, Todd. *Music Makes Me: Fred Astaire and Jazz*. Berkeley: University of California Press, 2011.
- Decker, Todd. *Show Boat: Performing Race in an American Musical*. New York: Oxford University Press, 2012.
- Dietz, Dan. *The Complete Book of 1930s Broadway Musicals*. Lathan, MD: Rowman and Littlefield, 2018.
- Engel, Lehman. *Their Words are Music: The Great Theatre Lyricists and Their Lyrics*. New York: Crown Publishers, 1975.
- Everett, William and Paul Laird, *The A to Z of the Broadway Musical*. Lanham, MD: Scarecrow, 2009.
- Everett, William and Paul Laird, *Historical Dictionary of the Broadway Musical*. Latham, MD: Rowman and Littlefield, 2015.

- 
- Feinstein, Michael. *Nice Work If You Can Get It: My Life in Rhythm and Rhyme*. New York: Hyperion, 1995.
- Feuer, Jane. *The Hollywood Musical*, 2<sup>nd</sup> ed. Bloomington: Indiana University Press, 1993.
- Ford, Fiona. 'Be it [N]ever so Humble? The Narrating Voice in the Underscore to *The Wizard of Oz* (MGM, 1939).' In *Melodramatic Voices: Understanding Music Drama*, edited by Sarah Hibberd, 197-214. Burlington, VT: Ashgate, 2011.
- Fordin, Hugh. *The World of Entertainment! Hollywood's Greatest Musicals*. Garden City, New York: Doubleday, 1975.
- Forte, Allen. *The American Popular Ballad of the Golden Era, 1924–1950*. Princeton: Princeton University Press, 1995.
- Fricke, John. *Judy: A Legendary Film Career*. Philadelphia: Running Press, 2011.
- Fricke, John. *The Wizard of Oz, Original Motion Picture Soundtrack*, two CD set, Liner Notes, Turner Entertainment Co./Rhino Records, 1995; #R2-71964.
- Fricke, John, Jay Scarfone, and William Stillman. *The Wizard Of Oz: The Official 50<sup>th</sup> Anniversary Pictorial History*. New York: Warner Books, 1989.
- Frisch, Walter. *Arlen and Harburg's Over the Rainbow*. New York: Oxford University Press, 2017.
- Furia, Philip. *The Poets of Tin Pan Alley: A History of America's Great Lyricists*. New York: Oxford University Press, 1990.
- Gershwin, Ira. *Lyrics on Several Occasions*. orig. pub. New York: Knopf, 1959. reprint Pompton Plains, NJ: Limelight, 2004.
- Grant, Mark N. *The Rise and Fall of the Broadway Musical*. Boston: Northeastern University Press, 2004.
- Hamm, Charles. *Yesterdays: Popular Song in America*. New York: Norton, 1979.
- Harmetz, Aljean. *The Making of The Wizard of Oz*. Chicago: Chicago Review Press, [orig. pub. 1977]; updated ed. 2013.
- Harmon, William. *A Handbook to Literature*, 10<sup>th</sup> ed. Upper Saddle River, NJ: Pearson Prentice Hall, 2006.
- Harris, Warren G. *Clark Gable: A Biography*. New York: Random House, 2005.

- 
- Hayward, Susan. *Cinema Studies: The Key Concepts*, 3<sup>rd</sup> ed. London and New York: Routledge, 2006.
- Hischak, Thomas. *Boy Loses Girl: Broadway's Librettists*. Oxford: Scarecrow Press, 2002.
- Hischak, Thomas. "Harburg, E.Y." *Oxford Music Online*. Accessed January 2, 2020. Available at: <<http://www.oxfordmusiconline.com>>
- Hischak, Thomas. *The Oxford Companion to the American Musical*. New York: Oxford University Press, 2008.
- Hischak, Thomas. *Word Crazy: Broadway Lyricists From Cohan To Sondheim*. New York: Praeger, 1991.
- Howard Latrobe, Kathy, Carolyn S. Brodie, and Maureen White. *The Children's Literature Dictionary: Definitions, Resources, and Learning Activities*. New York: Neal-Schuman Publishers, Inc., 2002.
- Irvin, Sam. *Kay Thompson: From Funny Face to Eloise*. New York: Simon and Schuster, 2011.
- Jablonski, Edward. *Harold Arlen: Happy With the Blues*. Garden City, NY: Doubleday, 1961.
- Jablonski, Edward. *Harold Arlen: Rhythm, Rainbows, and Blues*. Boston: Northeastern University Press, 1996.
- Jasen, David A. *Tin Pan Alley: the Composers, the Songs, the Performers, and their Times: the Golden Age of American Popular Music From 1886 to 1956*. New York: D.I. Fine, 1988.
- Jasen, David A. *Tin Pan Alley: An Encyclopedia of the Golden Age of American Song*. New York: Routledge, 2003.
- Kalinak, Kathryn. *Settling the Score: Music and the Classical Hollywood Film*. Madison, WI: University of Wisconsin Press, 1992.
- Kirle, Bruce. *Unfinished Show Business: Broadway Musicals as Works-in-Progress*, Theatre in the Americas Studies. Carbondale: Southern Illinois University Press, 2005.
- Knapp, Raymond. *The American Musical and the Performance of Personal Identity*. Princeton: Princeton University Press, 2006.
- Knapp, Raymond, Mitchell Morris, and Stacy Wolf, eds. *The Oxford Handbook of The American Musical*. New York: Oxford University Press, 2011.

- 
- Kowalke, Kim. "Theorizing the Golden Age Musical: Genre, Structure, Syntax," in *A Music-Theoretical Matrix: Essays in Honor of Allen Forte (Part V)*, ed. David Carson Berry. *Gamut: Online Journal of the Music Theory Society of the Mid-Atlantic* 6, no. 2, (2013): 133-184. Available at: <<https://trace.tennessee.edu/gamut/vol6/iss2/6>>
- Kuhn, Annette and Guy Westwell. *A Dictionary of Film Studies*. Oxford: Oxford University Press, 2012.
- Kundu, Ajoy Kumar and Pramod K. Nayar, and Shweta, *The Humanities: Methodology and Perspectives*. Delhi: Pearson, 2009.
- Lahr, John. "Come Rain or Come Shine: The Bittersweet Life of Harold Arlen." *The New Yorker*. 81, no.28 (September 19, 2005): 88-94.
- Lahr, John. "The Lemon Drop Kid." *The New Yorker*. 72, no. 29 (September 30, 1996): 68-74.
- Lahr, John. "The Lion and Me." *The New Yorker*. 74, no.35 (November 16, 1998): 62.
- Lahr, John. *Notes on a Cowardly Lion*. [orig. pub. 1969]; paperback reprint Berkeley, CA: University of California Press, 2000.
- Langley, Noel, Florence Ryerson and Edgar Allan Woolf. *The Wizard of Oz: The Screenplay*. Edited and With an Introduction by Michael Patrick Hearn. New York: Delta, 1989.
- Levant, Oscar. *A Smattering of Ignorance*. New York: Doubleday, Doran and Co., Inc., 1940.
- Looser, Thomas. "Barthes, Roland," *Theory in Social and Cultural Anthropology: An Encyclopedia*, eds. R. Jon McGee and Richard L. Warms. Thousand Oaks, CA: SAGE Publications, 2013. Available at: <<http://dx.doi.org/10.4135/9781452276311.n18>>
- Lovensheimer, Jim. *South Pacific: Paradise Rewritten*. New York: Oxford University Press, 2010.
- Neumeyer, David, ed. *The Oxford Handbook of Film Music Studies*. New York: Oxford University Press, 2014.
- Magee, Jeffrey. *Irving Berlin's American Musical Theater*. New York: Oxford University Press, 2012.
- Martin, Hugh. *Hugh Martin: The Boy Next Door*. Encinitas, CA: Trolley Press, 2010.
- Mast, Gerald. *Can't Help Singin': The American Musical on Stage and Screen*. Woodstock, NY: The Overlook Press, 1987.



- 
- McCarty, Clifford. *Film Composers in America: A Checklist of Their Works*. Glendale, CA: J. Velintine, 1953.
- McClelland, Clive. "Of Gods and Monsters: Signification in Franz Waxman's film score *Bride of Frankenstein*," *Journal of Film Music* 7, no.1 (2014): 5-19. Repository copy available at: <http://eprints.whiterose.ac.uk/118268/7/Of%20Gods%20and%20Monsters%20AAM.pdf>.
- McClung, Bruce. *Lady in the Dark: Biography of a Musical*. New York: Oxford University Press, 2007.
- McHugh, Dominic. "'I'll Never Know Exactly Who Did What': Broadway Composers as Musical Collaborators," *Journal of the American Musicological Society* 68, no. 3 (2015): 605-652.
- McHugh, Dominic. *Loverly: The Life and Times of My Fair Lady*. New York: Oxford University Press, 2012.
- McHugh, Dominic and Danielle Birkett, eds. *The Wizard of Oz: Musical Adaptations From Baum to MGM and Beyond*. New York: Oxford University Press, 2018.
- McMillan, Jeffrey S. "Rusalka in the New World," *encorespotlight.com* (online journal for the San Francisco Opera), available at: <https://sfopera.com/globalassets/main-site-assets/pdf/program-articles/rusalkanewworld.pdf>
- Meyer-Lee, Robert. "Manuscript Studies, Literary Value, and the Object of Chaucer Studies," *Studies in the Age of Chaucer* 30, no.1 (2008): 1-37.
- Meyerson, Harold and Ernie Harburg. *Who Put the Rainbow in The Wizard of Oz? Yip Harburg, Lyricist*. Ann Arbor: University of Michigan Press, 1993; paperback reprint, 1995.
- Mordden, Ethan. *The Hollywood Musical*. New York: St. Martin's Press, 1981.
- Mordden, Ethan. *When Broadway Went to Hollywood*. New York: Oxford University Press, 2016.
- Oja, Carol. *Bernstein Meets Broadway: Collaborative Art in a Time of War*. New York: Oxford University Press, 2014.
- Platte, Nathan. *Musical Collaboration in the Films of David O. Selznick, 1932-1957*. Ph.D. diss., University of Michigan, 2010.

- 
- Platte, Nathan. "Nostalgia, the Silent Cinema, and the Art of Quotation in Herbert Stothart's Score for *The Wizard of Oz* (1939)," *The Journal of Film Music*, 4, no.1 (2011): 45-64.
- Pollack, Howard. *George Gershwin: His Life and Work*. Berkeley: University of California Press, 2006.
- Rimler, Walter. *The Man That Got Away: The Life and Songs of Harold Arlen*. Urbana: University of Illinois Press, 2015.
- Rodman, Ronald. "'There's No Place Like Home': Tonal Closure and Design in *The Wizard of Oz*." *Indiana Theory Review* 19, no 1-2 (Spring/Fall 1998): 125-143.
- Rodman, Ronald. "Tonal Design and the Aesthetic of Pastiche in Herbert Stothart's *Maytime*," In *Music and Cinema*, ed. James Buhler, Caryl Flinn, and David Neumeyer. Middletown, CT: Wesleyan University Press, 2000, 187-206.
- Rogers, James Bradley. *Integration and the American Musical: From Musical Theatre to Performance Studies*. Ph.D. diss., University of California, Berkeley, 2010.
- Rosar, William H. "Music for the Monsters: Universal Pictures' Horror Film Scores of the Thirties." *Quarterly Journal of the Library of Congress* 40/4 (1983): 390-420.
- Rosenberg, Deena. "E.Y. 'Yip' Harburg." In *American Song Lyricists, 1920-1960*. Dictionary of Literary Biography 265. Philip Furia, ed. Detroit: Gale Group, 2002, 219-247.
- Rushdie, Salman. *The Wizard Of Oz*. Worcester: The British Film Institute, 1992.
- Scarfone, Jay and William Stillman, *The Road to Oz: The Evolution, Creation, and Legacy of a Motion Picture Masterpiece*. Latham, MD: Rowman and Littlefield, 2019.
- Schatz, Thomas. *The Genius of the System: Hollywood Film Making in the Studio Era*. New York: Pantheon, 1988.
- Schwarz, Mark Evan. *Oz Before the Rainbow: L. Frank Baum's The Wonderful Wizard of Oz on Stage and Screen to 1939*. Baltimore: Johns Hopkins University Press, 2000.
- Sheed, Wilfrid. *The House That George Built: With a Little Help From Irving, Cole, and a Crew of About Fifty*. New York: Random House, 2007.
- Sloan, Nathan. *Jazz in the Harlem Moment: Performing Race and Place at the Cotton Club*. PhD diss., Stanford 2016.

- 
- Smaczny, Jan. *Rusalka* (iii), *Oxford Music Online*. Accessed January 2, 2020.  
Available at: <<http://www.oxfordmusiconline.com>>
- Spicer, Chrystopher J. *Clark Gable: Biography, Filmography, Bibliography*. Jefferson, NC: McFarland and Co., 2002.
- Sragow, Michael. *Victor Fleming: An American Movie Master*. Lexington, KY: University Press of Kentucky, 2008.
- Starr, Larry and Christopher Waterman. *American Popular Music: From Minstrelsy to M.T.V.* New York: Oxford University Press, 2003. Updated and revised edition: *American Popular Music: From Minstrelsy to MP3*. New York: Oxford University Press, 2006.
- Starr, Larry. *George Gershwin*. New Haven: Yale University Press, 2008.
- Stempel, Larry. "Arlen, Harold," *Oxford Music Online*. Accessed Jan.2, 2020.  
Available at: <<http://www.oxfordmusiconline.com>>
- Stothart, Herbert. "Film Music." In *Behind the Scenes: How Films Are Made*, edited by Stephen Watts. New York: Dodge, 1938, 139-146.
- Stringer, Robert. "My Years at MGM." Interview with William H. Rosar, Commencing June 10, 1983.
- Suskin, Steven. *Show Tunes: The Songs, Shows, and Careers of Broadway's Major Composers*, 3<sup>rd</sup> ed. Foreword by Michael Feinstein. Oxford: Oxford University Press, 2000.
- Suskin, Steven. *The Sound of Broadway Music: A Book of Orchestrators and Orchestrations*. Oxford: Oxford University Press, 2009.
- Symonds, Dominic and Millie Taylor. *Studying Musical Theatre: Theory and Practice*. London: Palgrave/Macmillan, 2014.
- Tinkle, Theresa. "The Wife of Bath's Textual/Sexual Lives," In *The Iconic Page in Manuscript, Print, and Digital Culture*, eds. George Bornstein and Theresa Tinkle. Ann Arbor: University of Michigan Press, 1998, 55-88.
- Traubner, Richard, Thomas Gayda and John Snelson. "Film Musical." *Oxford Music Online*. Accessed Jan.2, 2020. Available at:  
<<http://www.oxfordmusiconline.com>>
- Ussher, Bruno David. *Music In The Films*, Edited and Introduction by G.D. Hamann. Hollywood: Filming Today Press, 2003.

- 
- White, E.B. *The Art of the Essay No.1*. Interviewed by George Plimpton and Frank H. Crowther. *The Paris Review*, Issue 48 (Fall 1969).
- Wierzbicki, James. *Film Music: A History*. New York: Routledge, 2009.
- Wierzbicki, James. "Wedding Bells for *The Bride of Frankenstein*: Symbols and Signifiers in the Music for a Classic Horror Film." *Philosophy and Film* (Summer 2001): 103-116.
- Wilder, Alec. *American Popular Song: The Great Innovators, 1900–1950*, ed. James T. Maher. New York: Oxford University Press, 1972, 1990.
- Wilk, Max. *They're Playing Our Song*. Westport, CT: Easton Studio Press, 1973, 2008.
- Wolf, Stacy. *Changed for Good: A Feminist History of the Broadway Musical*. New York: Oxford University Press, 2011.
- Wood, Graham. "Distant Cousin or Fraternal Twin? Analytical Approaches to the Film Musical." In *The Cambridge Companion to the Musical*, ed. William A. Everett and Paul R. Laird. Cambridge: Cambridge University Press, 2002, 212-230.
- Worthen, W.B. *Shakespeare and the Authority of Performance*. Cambridge: Cambridge University Press, 1997.
- Zinsser, William K. *Easy To Remember: The Great American Songwriters and Their Songs*. Jaffrey, New Hampshire: David R. Godine Pub., Inc., 2000.
- Zinsser, William K. "Harold Arlen. The Secret Music Maker." *Harpers* (May 1960): 42-47.