11 Writing for the Big Screen: *Shall We Dance* and *A Damsel in Distress*

NATHAN PLATTE

When George and Ira Gershwin returned to Hollywood in 1936, the town had changed. New songwriters, stars, and sound technologies had made the Hollywood musical a much more appealing medium for the Gershwins; their first effort, *Delicious* (1931), had fallen short of George's hopes for the form.[1] Among those in the vanguard of the film musical were Fred Astaire and Ginger Rogers, both of whom had worked with the Gershwins on Broadway and now enjoyed star duo status at RKO. Gershwin's reputation had changed too. His most ambitious composition, the "folk opera" *Porgy and Bess*, had opened in 1935. Some in Hollywood wondered whether the new opera composer would deign to write catchy tunes. "They are afraid you will only do highbrow songs," explained a California-based associate. Gershwin's wired response was unequivocal: "Rumors about highbrow music ridiculous. Stop. Am out to write hits."[2]

As biographer Howard Pollack notes, the two films that Gershwin worked on next at RKO treat stories preoccupied with highbrow/lowbrow, serious/popular distinctions that Gershwin's music repeatedly undermined. In *Shall We Dance* (1937), a Russian ballet dancer is not who he seems. "The great Petrov" (Astaire) is really "Peter P. Peters of Philadelphia, PA," an aspiring tap dancer who has fallen for American musical theater star Linda Keene (Rogers). In *Damsel in Distress* (1937), Jerry Halliday (Astaire) is an American hoofer performing in England. His reputation as a tap-dancing Don Juan makes him *persona non grata* at Totleigh Castle, the home of his romantic interest, Lady Alyce. There, Jerry must navigate a gauntlet of madrigal singers and an operatic butler to win his beloved.

Despite these broad similarities, the films differ in significant ways. For *Shall We Dance*, George and Ira had to slot their contributions within the familiar template of Astaire–Rogers musicals. This meant fashioning songs for specific nodes in reliably bumpy relationships that always unfolded between Astaire's character and Rogers's. For this, Gershwin and script-writers alternately tweaked and overturned examples of his predecessors. In contrast, *Damsel in Distress* was a more novel project: the first RKO film in which Astaire would be "Gingerless."[3] The production – an adaptation of a 1919 P. G. Wodehouse novel selected by the Gershwins – allowed the

https://doi.org/10.1017/9781108528757.011 Published online by Cambridge University Press

composer more creative flexibility. But Gershwin only lived to compose the film's songs. He passed away before the film entered production. Directed by George Stevens, *Damsel* offered a markedly different cinematic setting of Gershwin's music. Whereas director Mark Sandrich had exercised comparative restraint in *Shall We Dance*, filming numbers in stage-like settings, Stevens set Gershwin's music to a more cinematically flamboyant style. The stories and songs from these two films are already surveyed in multiple Gershwin biographies and studies of Astaire and Rogers, so this chapter will examine more closely select numbers from the two films to consider how the mechanisms of film production, especially visual editing and music department practices, constructed complementary views of Gershwin's legacy and music.

First Impressions of Hollywood and *Shall We Dance*

Initially Gershwin had high hopes for music in Hollywood. In 1928, when sound films were rapidly gaining ground among filmgoers and filmmakers, Gershwin informed a reporter that he had "decided that [sound film] constituted a good vehicle for jazz and other forms of modern music."[4] Two years later, Gershwin had the opportunity to see firsthand just what sort of vehicle sound film might be. Although the price was right – Fox Studios lured him west with a contract for $100,000 – Gershwin found Hollywood living exhausting. Every conversation, it seemed, revolved around movies.[5] The film on which George and his brother Ira worked, *Delicious* (1931), showcased Gershwin's name below the title and introduced several new songs and an instrumental work (ultimately revised and retitled the *Second Rhapsody*).[6] Although a commercial success, critics were not ecstatic. The *New York Times* found the dialogue "scarcely inspired," while allowing that "here and there David Butler's direction is effective" and "Mr. Gershwin's melodies are a help."[7] More recent assessments are less charitable. "About thirteen minutes of *Delicious* lived up to the promise movie musicals had intimated from the beginning," writes Richard Barrios. "Unfortunately, there remained about an hour and a half of film."[8] Dispirited by his experiences on and off the studio lot, Gershwin left the production early, mailing in his final contributions from New York. After the film's release, Gershwin confided privately: "I was very disappointed in the picture . . . it could have been so swell but imagination in producing it and cutting it was lacking."[9]

The shortcomings of *Delicious* notwithstanding, two points merit emphasis, as they return in Gershwin's subsequent work for Hollywood. First, Gershwin remained ambivalent toward studio filmmaking:

https://doi.org/10.1017/9781108528757.011 Published online by Cambridge University Press

compartmentalized production practices meant Gershwin had less control over the project and his contributions to it. Second, *Delicious* introduced a narrative pattern that recurred in Gershwin's later productions. In *Delicious*, a Scottish immigrant woman, having illegally entered New York, must choose between a wealthy, American bachelor and a poor, Russian songwriter, both of whom seek to ensure her citizenship through marriage. The film's story, then, hinges on the divisive distinctions of class, nationality, and ethnicity, with music and romance providing opportunities to transcend and reconcile these differences. This narrative trope paired well with the broad outlines of Gershwin's biography (New York born, son of Russian immigrants) and boundary-defying compositional career, which now spanned popular song, musical theater, concert pieces, and opera.

When George and Ira Gershwin returned to Hollywood in the summer of 1936 to begin work on *Shall We Dance*, they found a more satisfying social scene. With Eddie Cantor, Jerome Kern, Harold Arlen, and Yip Harburg all living near George and Ira's Beverly Hills home, "it was more a reunion than a move into a strange new land."[10] Concert pianist, composer, and longtime friend Oscar Levant describes a lively environment at the Gershwins' house, with Arnold Schoenberg stopping by to play tennis and bringing "an entourage consisting of string-quartet players, conductors and disciples."[11] It was easy to be sociable, as RKO's script department was still struggling with the story. George and Ira had arrived in Hollywood with some songs at the ready; others would be written once more narrative details were fleshed out.

At RKO, Gershwin found himself once again among familiar company. Fred Astaire and George had met when both were in their teens, when Gershwin was a song plugger at the publisher Jerome H. Remick & Co. and Astaire was in vaudeville with his sister.[12] In the 1920s, the Gershwins' first big Broadway success, *Lady Be Good!* (1924), also helped establish the Astaires as a reckonable duo. The dual pair of siblings teamed up again for *Funny Face* in 1927. Ginger Rogers encountered the Gershwins when she starred in *Girl Crazy* (1930) and sang "But Not For Me" and "Embraceable You."[13] Nat Shilkret, the RKO music director, had worked with George since the mid-1920s, when he had assisted Paul Whiteman in the recordings of *Rhapsody in Blue* that had featured George as soloist.[14] Later, Shilkret worked with Gershwin on an early recording and broadcast of *An American in Paris* in 1928.[15] Orchestrator Robert Russell Bennett also had worked with George since *Lady Be Good!*, serving among the team of orchestrators that tackled the songs for the Gershwins' shows. The RKO team was uncommonly prepared for working with the Gershwins, although their past experience was based in George Gershwin's 1920s

work, and his shows in particular. This history – and the studios' practice of dividing musical labor among specialists – caused some frustration for George when he found limited interest in his skills beyond songwriting.

Shall We Dance begins in London. Linda Keene (Rogers) is an American musical theater star who, irritated by romantically harassing costars, intends to return to New York. Peter P. Peters (Astaire) is an American too, but his stage identity as Petrov compels him to behave like an aloof Russian ballet dancer. Offstage, he practices tap instead of ballet. Peter has seen a flipbook of Linda dancing and wishes to partner with her. She, exhausted by unwanted advances, is uninterested. A shared ride on an ocean liner brings them closer together, but false rumors of a secret marriage between the two splinters the tentative romance. Resolution arrives later, through a New York stage show.

As a story, *Shall We Dance* is both derivative and reflexive: much of the story's fun depends upon an almost virtuosic array of correspondences. Arlene Croce notes that the film's ocean-liner escapade is modeled after the Bing Crosby vehicle, *Anything Goes* (1936).[16] The Marx Brothers' *A Night at the Opera* (1935) is another source. *Like Shall We* Dance, *A Night at the Opera* features an eventful transatlantic crossing and ends with a pretentious performance in New York (opera for the Marx Brothers, ballet for *Shall We Dance*). In each, the culminating entertainment is punctured with irreverent humor (much to the annoyance of stuffy patrons) and rescued through musical resolution provided by the stars. As the seventh Astaire–Rogers film (and the third directed by Mark Sandrich), *Shall We Dance* alternately plays to and against expectations established in their earlier films. Both stars are introduced through still images that they immediately undermine. Astaire is first shown in a painting; his balletic pose and dress run counter to audience expectations, but the "real" Astaire character appears moments later, practicing tap in a private room. Similarly, Rogers first appears as a picture on a flipbook that Petrov studies admiringly. The animated pages of the book pivot to Linda's actual performance, which concludes – after the curtain has fallen – with her angrily pushing an amorous costar into an onstage pool of water. By introducing Linda through this behind-the-curtain fiasco, the film creates a premise that is particularly apropos for the Gershwins: a musical comedy has gone awry, and it will be up to Astaire, Rogers, and the songwriters to concoct a more satisfying conclusion that bridges the disparate worlds of serious ballet and popular musical theater.

The Gershwins were familiar with the Astaire–Rogers formula and composed several songs before a story was even in place.[17] Their "Let's Call the Whole Thing Off" mimics the spirit of "A Fine Romance"

from *Swing Time* (1936), with both pointing amiably to incompatibilities in the relationship. (In its staging, "Let's Call the Whole Thing Off" also resembles "Pick Yourself Up, Dust Yourself Off" from *Swing Time*, with both featuring comedic tumbles for the duo.) Once the film's script was finalized and production began, George Gershwin watched with fascination from the sidelines, noting to a friend: "I have never really seen a picture made before. It fascinates me to see the amazing things they do with sound recording, for instance."[18] Although Gershwin relished this new proximity to filmmaking, he learned that in studio hierarchy, no amount of external recognition could protect one from a producer's disinterest. The film's culminating ballet suffered just this fate, with Gershwin's concluding song and ballet music summarily rejected by both director Sandrich and Astaire. In efforts to rectify the circumstance, the studio music department worked frantically at cross-purposes. Miscommunications led to frustration, more rejected music, and conflicting accounts of who-did-what-wrong. The debacle merited mention in the respective memoirs of Shilkret and orchestrator Bennett, who handled much of the film's instrumental scoring. Shilkret and Bennett describe an all-night musical triage working with Gershwin's melodies while the composer himself was absent. Gershwin's biographers assert that Gershwin was also there, helping Bennett and Shilkret finish the job.[19]

If the Gershwins had composed their songs to slip smoothly into the Astaire–Rogers relationship, the setting of musical numbers resisted established patterns. The film's first number, "Slap That Bass," is a case in point. On board the ocean liner, the ballet troupe rehearses on deck. Petrov is absent, and an inquiry to his whereabouts initiates a cut to the ship's engine room. The room is a gleaming white, art-deco confabulation staffed by African American men, who sing a syncopated bass line and move in rhythm as they tend the space. As other singers enter the frame, they add textless-lines above the bass line; several others join in with conveniently available instruments. (Although many of the singers heard on the soundtrack are those shown onscreen, the sounds of the instrumentalists were provided by members of the Jimmy Dorsey band.[20]) Petrov watches and listens as one man (Dudley Dickerson) sings the verse of "Slap That Bass." Petrov then takes the chorus and dances for the crew in a man-vs.-machine routine, his combustive taps playing against the rhythmicized squeaks and clangs of the engine. As Todd Decker notes in an illuminating analysis of the scene, the sequence is exceptional in many ways, beginning with Sandrich's elaborate, introductory crane shot, which gradually reveals the scene's African American cast before cutting to Astaire, watching.[21] The scene upholds Morris Dickstein's observation that *Shall We Dance* "works

hard, usually successfully, to find offbeat settings for the songs and dances."[22]

But if the scene stands conspicuously apart from other Astaire–Rogers routines, it connects to the Gershwins' earlier work. For one, the decision to build a near-autonomous scene for an all-black cast (with Astaire as interloper) invokes the Gershwins' most recent major work, the black-cast *Porgy and Bess*. The mingling of rhythmic engine noise and scat from the men resonates with that opera's "Occupational Humoresque," which sets synchronized onstage noises – pounding, sweeping – to a groove before Gershwin's orchestral music enters. (Joseph Horowitz tracks this scenario to director Rouben Mamoulian, who debuted a "symphony of noises" in the play *Porgy*, reprised it under different circumstances in his film, *Love Me Tonight* (1932), and incorporated it yet again in the premiere production of *Porgy and Bess*.[23])

The setting for "Slap That Bass" teases at cultural hierarchies by having Petrov play hooky from a boring, on-deck ballet rehearsal to spend time below with the swinging, singing workers whose toil moves the boat to America. This use of space to emphasize racial and musical hierarchies had precedent in the Gershwins' oeuvre. As noted previously, *Delicious* opens on a New York-bound liner and juxtaposes shots of poor, ethnic immigrants making music as wealthy, white, passengers literally look down on them. One man on an upper deck admits "they look awfully happy," to which his companion responds: "The poor things don't know any better." This sets the stage for *Delicious*'s romantic triangle, which places a Scotch immigrant woman between the affections of a rich, polo-playing American and a poor, Russian composer. Not incidentally, the Russian's compatriots are introduced singing "Ochi Chyornye," the very song Petrov playfully references when he meets Linda. Thus, while "Slap That Bass" is dropped as a surprise variable within the more familiar Astaire–Rogers equation, its ties to Gershwin's earlier efforts as a builder of musical bridges between races and ethnicities gives this scene a distinct cachet.

The scene also reflects racist constrictions placed on black culture and performers. Like *Porgy and Bess* and Hollywood's black-cast musicals of the era,[24] the scene provides a limited number of black performers an opportunity to work while simultaneously reinforcing racial difference and separation: their contributions are tightly circumscribed by setting, narrative, and musical style. Nonetheless, several factors that Decker notes give this scene special value, including the presence of Petrov, whose participation lends the number an interracial dimension. Similarly, the filmmakers' lavishing of resources – special camera work, expensive set, extra chorus, complicated rehearsal period – show an eager effort to mark the Gershwins' first song for the Astaire–Rogers cycle as a unique experience

grounded firmly in the Gershwins' broader legacy. To drive that point home, the Gershwins drop a playful self-reference at the end of the song, quoting a lyric and melodic fragment from "I Got Rhythm": "Today, you can see that the happiest men/All got rhythm!"[25]

The film's next musical number continues in this mischievous vein. Instead of a song or a dance, George Gershwin provides walking music for Linda and her dog, who are soon joined by Petrov. Gershwin composed whimsical clarinet and piano solos (perhaps an orchestral allusion to *Rhapsody in Blue*?) backed by muted brass, saxophones, violins, bass, and drums. Oscar Levant's remark on the instrumentation is often quoted: "George deliberately, and with superb effect, scored [the scene] for only eight instruments as a private commentary on the plushy, overstuffed scoring favored by most Hollywood orchestrators."[26] But Levant's jibe misrepresents both parties (Gershwin's ensemble is not *that* small) and directs attention away from the sequence's more obvious flaunting of cinematic norms. For one, the scene unfolds like a silent film with instrumental accompaniment. Although the setting is a dog-walking area populated with animals and people, there are no sounds or even footfalls. Petrov and a deck officer engage in pantomime so as not to speak over the "background" music that is clearly enjoying foreground exposure. Only at the very end of the sequence does Petrov begin to speak with Linda, signaling the music's imminent closure. Here the filmmakers are once again emphasizing the Gershwin brand – namely George's fame as a composer of instrumental music, not just songs – while simultaneously playing against Astaire–Rogers expectations. At thirty minutes into the film, they still are not quite dancing together. Instead, they will each walk in time to Gershwin's walking bass, a bit of choreographed Mickey-Mousing tucked slyly beneath the clarinet's impish solo. "Walking the Dog" even enjoys an encore. After an intervening scene set elsewhere on the ship, the music returns for a second dog-walking outing. Gershwin injects extra energy by having the walking bass move in double-time while the clarinet continues to lope amiably about at its original pace. Once again, the soundtrack is kept almost entirely clean of other sounds – only a few off-screen barks are inserted to make a comical point about Petrov's growing interest in . . . dogs. And yet this not-dancing number does the same work as Astaire and Rogers's dances in earlier films. Somehow the music magically draws them together, so that by the end they are shown happily walking arm-in-arm and chatting. Oddly, we do not hear their words, which are muted out on the soundtrack. Gershwin's music plays over, not under, their dialogue.

One of the film's most important songs is "They Can't Take That Away from Me," one of the film's final numbers. Linda and Petrov-now-Peter

have just married in New Jersey and are on a ferry returning to Manhattan. An establishing shot of the boat as it makes its way to New York draws a downhearted parallel to their happier partnership on another boat – the ocean liner, when they had enjoyed friendship before rumors of marriage prompted Linda to flee the vessel on a mail plane. Now, having finally succumbed to the pressures of the press, they have reluctantly married in private so that they may dissolve their union in public. In a clever twist on the formula, Rogers has once again rushed into marriage, but instead of attempting to marry Astaire's romantic rival, as in *Top Hat* and *Swing Time*, she and Astaire's character have collaborated on an even graver error: marrying the right person for the wrong reason. Their decision weighs on them. Peter sings "They Can't Take That Away from Me" to reassure his bride that whatever the state of their relationship, memories of what they had will remain. In terms of narrative placement, the song's closest corollary may be "Never Gonna Dance," another exquisitely melancholy number performed at the nadir of the duo's relationship in *Swing Time*. But in that number, they had danced, gliding across a jet-black set. "They Can't Take That Away from Me" offers no such opportunity. After Astaire completes his song, a brief instrumental coda plays as the scene fades to black.

As Pollack notes, the song embodies "bittersweet poignancy," and it is worth considering how visuals – in lieu of a choreographed dance – further serve this theme.[27] Following the establishing shot of a nighttime ferry making its way to Manhattan, a crane shot allows the camera to float over the ferry's deck toward the parked car where Peter and Linda sit. A woman selling flowers on deck calls "Gardenias!" The sound of quietly lapping water mingles with strings playing "They Can't Take That Away from Me." After purchasing a flower for Linda, Peter leads her away from the car, where they come to stand at the boat's edge – a position they had occupied when he sang "I've Got Beginner's Luck" to her on their earlier voyage.[28] The camera closely frames the two from the waist up – low-key lighting allows shadows to shroud them. The lights of the city skyline are only dimly perceptible in the distance. The underscore – which exclusively "plugs" the impending song – is unobtrusive but responsive. As Peter leans toward Linda and tells her "tomorrow you'll be on your way, and I'll [pause] be on my way," the music cadences, then rests. In the musical silence, Linda asks "Where?" Peter responds: "I have to get back to being a bachelor again," a light remark that reignites the musical accompaniment, now with solo winds and more scherzo-like strings. Despite the momentary levity, a shift from the melody of the chorus's A section to its B section anticipates lyrics appropriate to the moment: "We may never, never meet again." As Linda sighs and turns away from Peter, he begins to

sing. Unlike other instances, where an instrumental introduction might signal the start of a song, here Peter's shift from speaking to singing feels unprepared, nearly spontaneous. The underscore has been present for the entire scene; he has only now decided to join it. During the verse, Linda's body faces the camera directly, her gaze shifts from looking down at her gardenia to up at Peter's face. As Peter commences with the chorus – "The way you wear your hat" – she turns away from her partner. From this semi-profile position directed away from Peter, her eyes roam more easily, visualizing the images the lyrics evoke – "The way your smile just beams." For a minute and half, the camera is motionless. The song's repeating rhythmic kernel – three eighth notes followed by a quarter note, all on the same pitch – ebb and flow, from accompaniment to melody, weaving a murmuring spell. Not until Peter has sung the verse and the first three-quarters of the chorus is there a cut to a close-up of the two. The tighter frame compels Peter, rocking gently in time with the music, to move still closer to Linda as she continues to gaze away from him. Timed to align with the return of the A section, this closer shot shows Linda's eyes are moist. When Peter's melody crests on the final "No, no, they can't take that away from me – no . . . " a cut to an extreme close-up of Linda's stock-still face shows her transported. With so little motion from the characters and camera, every movement matters. Sandrich's direction here achieves a remarkable feat: by favoring Roger's face and culminating in a boldly disruptive close-up, he makes her act of listening as integral to the performance of the song as Astaire's singing.[29] Performed in shadows, the song's *mise en scène* is so plain as to be drab, but the restraint marks a meaningful departure from the Astaire–Rogers formula. This unusual scenario – Astaire and Rogers, *unhappily* married – unfolds as unadorned, unforgettable intimacy.

Gershwin famously complained that the film let the song be "thrown away" without sufficient plugging.[30] But this widely quoted objection about the melody's scarcity is at odds with the film, which revisits Gershwin's melody in two significant scenes. The first is when Peter and Linda have each returned to their adjacent suites following their marriage. A shot through the exterior windows of the hotel shows Peter and Linda in their respective rooms, each regarding the lone door separating their spaces. Through this sequence, there is no dialogue, only an instrumental arrangement of "They Can't Take That Away from Me," laced with quavering vibraphone sonorities and meandering counterlines in the strings. No dialogue or sound effects compete with the melody, but the circumstances are suspenseful. Linda finally moves toward the door, tries the handle, and jumps back when the lock rattles – the sudden sound elicits a reciprocating jump forward from Peter in the other room. Despite the

colorful writing and exposed melody, narrative tensions draw attention away from the music.

The melody returns in the film's extended ballet finale, in which Petrov dances to "They Can't Take That Away from Me" with the willowy Harriet Hoctor. In this part of the ballet, Hoctor is choreographed to represent Linda, who has severed her relationship with Petrov over a misunderstanding. The ballet between Petrov and another blond dancer to the familiar melody adds yet another layer of bittersweet sentiment. By dancing with another woman who eventually disappears into the stage wings, Petrov reenacts through ballet his romantic loss. But once again unusual circumstances create tension, diminishing enjoyment of the melody for its own charms. The scene is clearly "wrong" in the Astaire–Rogers sense, in that Astaire does not otherwise dance with anyone but Rogers in the earlier films. This mismatch is emphasized when Rogers enters the theater just after Hoctor leaves the stage, raising the possibility of a happier reunion, but closing the door on any opportunity for Astaire and Rogers to dance to the song – at least in this film. Twelve years later *The Barkleys of Broadway* (1949) brought Astaire and Rogers together to reprise the song with dancing. Critic Arlene Croce concedes that the later film at least "rights the wrong committed by *Shall We Dance*, but neither the choreography nor the performance is what it might have been in 1937."[31] But it is precisely this "what might have been" that makes the delayed gratification of the *Barkleys* performance one of the most satisfying scenes from the film and a fitting finale to their partnership, set to Gershwin's song.

Damsel in Distress

For their next project, the Gershwins convinced studio producer Pandro Berman to purchase the P.G. Wodehouse novel *Damsel in Distress*. The Gershwins had worked with Wodehouse, whom they met during their London sojourn in the 1920s, and Wodehouse's book (although published in 1919) seems to match uncannily Gershwin's own circumstances: the novel concerns an American composer of musical comedies named George Bevan, who finds himself romantically involved during a stay in England. Wodehouse biographer Robert McCrum asserts that Gershwin's attraction to the project was in part his self-identification with the protagonist (whose name is changed to Jerry in the film), and it is not difficult to see why.[32] One passage from the novel could almost describe Gershwin's experiences of late, as an observer of his own work from the margins of the *Shall We Dance* set:

https://doi.org/10.1017/9781108528757.011 Published online by Cambridge University Press

> George . . . looked down upon the brilliant throng with impatience. It seemed to him that he had been doing this all his life. The novelty of the experience had long since ceased to divert him. It was all just like the second act of an old-fashioned musical comedy . . . a resemblance which was heightened for him by the fact that the band had more than once played dead and buried melodies of his own composition, of which he had wearied a full eighteen months back.[33]

When it comes to the setting of Gershwin's music to film, the most significant contrast between *Shall We Dance* and *Damsel in Distress* is that Sandrich privileges a theatrical unity of space and George Stevens, director of *Damsel*, does not. Many of the numbers in *Shall We Dance* could easily be set on a stage; the camera frame frequently serves as proscenium. Outdoor spaces are tightly, even comically, defined. Astaire and Rogers fall on their roller skates when they fail to abide by the skating circle in "Let's Call the Whole Thing Off." Linda and Peter's back-and-forth pacing in the confined dog-walking area of the ocean liner offers another source of humor. Their other dance numbers – "They All Laughed" and "Shall We Dance" – are set on literal stages before onscreen audiences. In *Damsel in Distress*, director Stevens chaffed against such restrictions. In "I Can't Be Bothered Now," Astaire's dance floor is a busy street, a setting that practically requires director and sound team to flaunt the film's unrealistic audio mixing. Astaire's taps easily drown out the steady traffic passing by him. Toward the end of the song, the orchestration incorporates car horns – a device lifted from Gershwin's *An American in Paris* – just before Astaire leaps onto a double-decker bus and is carried out of the frame. Did Stevens perhaps have the opening paragraph of Wodehouse's novel in mind when he introduced this clever exit? The novel begins: "Unfortunately, in these days of rush and hurry, a novelist works at a disadvantage. He must leap into the middle of his tale with as little delay as he would employ in boarding a moving tramcar . . . Otherwise, people throw him aside and go out to picture palaces."[34]

Stevens and the film's writers – one of whom included Wodehouse – took the sentiment to heart. Action and interest are heightened through the presence of Gracie Allen and George Burns, who serve as Astaire's American sidekicks. Their onscreen characters' names are, helpfully, Gracie and George. In the film they do double duty by accompanying Astaire in two rollicking dance numbers and focusing comic energies in a film nearly overrun with them. Although the film is nominally about whether Jerry (Astaire), an American stage star performing in London, will succeed in wooing the emotionally erratic Lady Alyce (Joan Fontaine) of Totleigh Castle, this narrative thread delivers relatively little narrative satisfaction. Rather, it is Jerry's routines with Gracie and George and

Stevens's dynamic camera work during Gershwin's songs that inject the film with peculiar mirth and beauty.

When Jerry sings "Things Are Looking Up" to Lady Alyce on the grounds of Totleigh Castle, Stevens rapidly deconstructs the proscenium-like frames that dominate *Shall We Dance*. At the start, Jerry and Alyce are in the center of the frame, medium distance, as though the spectator were enjoying a good seat at the theater. But as Astaire continues singing, he begins to wander the garden paths, compelling Alyce and camera to follow. As they meander, Stevens uses long trucking shots to have the camera glide alongside them. The spectator's view is repeatedly interrupted, however, by trees along the path that interrupt the sightline between moving camera and principals. The point of this curious gimmick becomes clear when Jerry and Alyce begin to dance. Fontaine lacked training as a dancer and was "terrified" by the prospect of being Astaire's partner.[35] The filmmakers worked overtime to downplay this reality. The previously inconvenient trees now have a critical part to play: by interrupting the choreography, they force viewers' imaginations to fill in the gaps. Stevens also uses high angle shots of the couple dancing up steps and down a hill – Astaire is always closer to the camera and dominates the frame. But these various devices cannot be attributed solely to a desire to conceal Fontaine's dancing. By having the camera move almost continuously throughout the sequence, Stevens suggests not just that the onscreen characters are moved to dance by the Gershwins' song, but also that the lyricism of the melody merits a sympathetic motion that only cinema can deliver. The effortless glide of the camera merges particularly well with the smooth, sure contours of Gershwin's refrain, which uses scalar motion with repeated pitches, parallel harmony, and seamless, rhythmic easing from eighth notes, to triplet quarter notes, to quarter notes, to a half note: "I've been looking the landscape over / and it's covered with four-leaf clover."

"A Foggy Day" follows mere minutes after "Things Are Looking Up," but a plot twist now threatens their affair. Having seen an unflattering news item, Alyce now believes Jerry to be an incorrigible womanizer. Jerry is unaware of her change in attitude. As he whistles and sings outside the castle, waiting for the evening's ball to commence, Alyce looks down on him from a window. The spatial separation (their distance precludes even showing both in the same shot) reflects the new status of their relationship and allows Stevens to move even further from the manners of staged theater. Jerry whistles, then sings "A Foggy Day" as obligatory mists pile past him. As he continues singing, Jerry walks the fog-filled grounds – traversing much of the same terrain as he had with Alyce minutes earlier. Although Astaire walks during the song, John Mueller notes that through this sequence "the simplest walk is a dance, and the shifts of momentum,

the slight hesitations, the quiet gestures combine with Stevens's evocative photography to make this stroll down a foggy country lane one of the most visually arresting dance moments in his career."[36] Once again, Stevens's camera is nearly always in motion, a dance partner for Jerry. The blocking for the sequence is also unusual: Astaire often faces away from the camera while singing. With his face concealed and his figure at a distance, the close miking of his voice gives the performance an ethereal sheen. The song nearly becomes a voiceover, wafting over silent, dreamlike visuals.

Stevens also opts for more distance from his subject, and that distance only grows over the course of the song, allowing for an especially striking effect in the song's final shot. For the chorus's final lines ("For, suddenly, I saw you there – and through foggy London Town / The sun was shining ev'rywhere"), Stevens's visuals mimic the song's sentiment. A choreographed fog bank moves steadily toward the camera through beams of light as Jerry emerges at a great distance from the camera. As Deena Rosenberg notes, Gershwin's music here deploys harmonic complexity and bluesiness to characterize the song's "fog" and hymn-like chordal simplicity to represent the cloud-dispelling sun: "as the sun comes out, the song switches clearly into major for the first time. The shining sun with which the song concludes comes as both a rhythmic release and a melodic breakthrough into an apparently simple sing-song chant."[37] But this readily perceived musical contrast is complicated by Stevens's visuals, as the commixture of sun and fog over Astaire's distant body renders his presence almost ghostly. In the film's world, sunshine does not dispel fog; their coexistence renders an effect eerie but beautiful. Would the swathing of a Gershwin ballad in this otherworldly aura have carried special meaning so shortly after Gershwin's death? How many might have recalled that Jerry's character in Wodehouse's novel is a composer named George? Although the point of Stevens's haunting depiction of "A Foggy Day" is to elude single readings, the scene shows cinema to be an accommodating space for contemplating loss and presence through one of Gershwin's final songs.

If Stevens's direction of "Things Are Looking Up" and "A Foggy Day" wrap Gershwin's songs in visually cinematic reveries, the film's other songs are beset with comical hijinks. Stevens already had used comedy as a reliable frame around songs in Astaire and Rogers's *Swing Time*. Physical incompatibility and pratfalls serve as introduction to that film's "Pick Yourself Up." When Astaire croons "The Way You Look Tonight," Rogers's character becomes an absorbed listener, not realizing until the end that she has left shampoo lather in her hair. Such humor is relatively restrained, however, when compared with *Damsel*, where few musical performances go unthwarted. The film's first song, "I Can't Be Bothered Now," cleverly mocks its own title: a street performer impersonating Jerry

Halliday is interrupted by Jerry himself. Although neither was anticipating being "bothered now" they embrace the moment, with Jerry gratifying delighted onlookers with an impromptu song (that is itself interrupted by the aforementioned car horns). Later, when Jerry is denied entry to Totleigh Castle, he sneaks in the back entrance with a group of madrigal singers. When the singers strike up their song, "A Jolly Tar and the Milk Maid," Jerry is obliged to follow along, ducking among the ranks of singers like Harpo and Chico Marx's infiltration of an opera chorus in *A Night at The Opera*. Standing among women and reading from their scores, Jerry delivers solo lines intended for a female singer: "I happen to be / a mother of three." Some look momentarily surprised, but the castle's mistress, monitoring the performance closely, is appalled. The group's selection was one of two pieces that the Gershwins had composed for choral performance. (The other, "Sing of Spring" serves as a musical backdrop for another comical romp, with the singers only occasionally onscreen.)

After *Shall We Dance*, George had expressed some impatience with Astaire and Rogers's vocal performances, explaining that "the amount of singing one can stand of these two is quite limited."[38] *Damsel*'s choral numbers, Gershwin hoped, would give the audience "a chance to hear some singing besides the crooning of the stars."[39] Gershwin's deliberate effort to sideline Astaire, then, is foiled by the song's integration into the story, which requires Astaire's comical intervention. The ploy is repeated again in the film's last song, "Nice Work If You Can Get It." Jerry has again made a surreptitious entrance into the castle and must hide among the ubiquitous singers and participate in their performance. Whereas "Jolly Tar's" irrepressibly bouncy melody and formal-yet-funny lyrics emulate Gilbert and Sullivan operetta, "Nice Work" features a trio of women singing in close, bluesy harmonies akin to the Andrews Sisters, with Astaire punctuating the performance with smartly syncopated entrances. The ending of a phrase with "who could ask for anything more?" was a canny reference back to "I've Got Rhythm," from *Girl Crazy* (1930).[40]

The notion of interruption – with Jerry repeatedly barging in on others' performances – extends beyond Gershwin's songs. Reggie, a character played by band leader Ray Noble, exists primarily to provide musical disturbances. He announces his entrance into the film with a trumpet call from atop the castle that suddenly breaks into a swinging, hot riff – much to the annoyance of Lady Alyce's father. His wholly unexplained indoor performance on bagpipes is brought to a wheezing halt by a scorching glare from the master of the castle, Lord Marshmoreton. Ray Noble's band also enjoys an onscreen cameo. When they accompany the madrigal singers in "Nice Work If You Can Get It," their hot rhythms offend Marshmoreton's sister. Even Keggs, the opera-loving butler, runs

afoul of the mistress, who considers nineteenth-century arias just as vulgar as American swing. When Keggs grows unable to manage his singing urges, he must bolt from the castle. Once outdoors, he is free to bellow "Ah! Che a voi perdoni iddio" from Flotow's *Martha.* The peculiar outburst – which receives sympathetic orchestral support – gives even Jerry pause.[41] In all cases, these recurring bouts of musical comedy do little to serve character or narrative. Like the comic episodes from the Marx Brothers films, they serve more to characterize the register of the film, clearly delineating it from the more emotionally earnest Astaire–Rogers formula executed in *Shall We Dance*.

The film's *raison d'être* for humor and cinematic fantasy is "Stiff Upper Lip," a simple patter song in which Ira collated various British expressions. Colloquialisms are pitched for playfulness rather than accuracy. Exhortations of "stout fella" and "old bean" coexist with "old man trouble" (a "Fascinating Rhythm" quote). George considered it no more than "a little English comedy song."[42] That it was then chosen for the film's most elaborate musical number reflects, in part, the absence of Rogers. As music, romance, and dance could not produce catharsis in the Gingerless world of *Damsel*, cinematic energies had to be released elsewhere. In this case, the alternative spectacle came from choreographer, Hermes Pan. After visiting the carnival with his children, Pan pitched a funhouse dance number to Astaire. After Astaire's dance with machinery in "Slap That Bass," having Astaire maneuver on and around swirling parts was a fitting next step. "But there's no reason," Astaire responded, not unreasonably. Pan replied, "Let them find a reason."[43] If plausibility was not a concern for Pan, neither was it for the scriptwriters. Jerry, Gracie, and George visit a fair on the pretext of interrupting an ill-advised proposal. During their stay, they wander into a prank elevator that dumps them down a slide into a fun house. With no exit in sight, they gamely sing and dance for eight and a half minutes.

After instructing art director Van Nest Polglase to "give me everything you can think of," Pan crafted a routine around the funhouse's mechanized movements, which included turntables, rhythmically shifting floors, and rotating tunnels. This "everything but the kitchen sink" aesthetic extended to musical arranging, with orchestrator Robert Russell Bennett arranging his most complicated cue. After breaking the sequence into nine sections, Bennett gave each distinct instrumentation.[44] Although the ensemble changes are not so drastic as to distract, they allow Bennett to shift coloration like a twisting kaleidoscope. The early segment featuring Gracie's performance of Ira's lyric is the closest Bennett comes to a standard theater orchestra: flute, oboe, four clarinets (one bass), trumpets and trombones, rhythm section, and four violin parts. For the section labeled "Fun House Dance," Bennett removed the violins, rebalancing

the wind section for three clarinets and three flutes. By giving the upper winds a rhythmically square setting of the melody, Bennett makes the band sound bright and brittle as the trio of dancers take their first tentative steps on moving floor boards. As the dancers loosen up and tackle two rapidly moving treadmills, two flutes switch to clarinets, and the band begins to swing. "Turn Table I" has the trio of dancers working on a carousel-sized turntable. Bennett returns to square rhythms and layers in carnivalesque instrumentation: calliope and mallet percussion.[45] When Gracie and Jerry briefly partner, Bennett adds three horns, baritone, and tuba before shifting to a jaunty march drawn from "Swiss Miss" in the Gershwins' *Lady Be Good*. Astaire and his sister had danced to this "Oompah Trot" in their first show with the Gershwins; here, Astaire reprises the steps with Gracie in the last show he and George worked on together.[46]

When a dance chorus crowds onto the turntable – curiously, there are no children in this funhouse[47] – Bennett shifts to a more typical big band sound, with heavily swung rhythms and exuberant falls tossed among a clarinet, four saxophones, three trumpets, three trombones, and rhythm section ("Turn Table II" and "Table Dance"). At "Fun House Part II," two inebriated gentlemen attempt to navigate the same gauntlet threaded by Jerry. For this, Bennett sets "Stiff Upper Lip" as a galumphing 6/8 march. Big band becomes marching wind band, with baritone and horns reinstated alongside piccolo and E♭ clarinet. For the routine's final and lengthiest segment, the trio dance in front of a series of flexed mirrors. With cameras emphasizing their distorted reflections, the fun house – and, by extension, the cinematic apparatus – comes closest to stretching the film's stars beyond recognition. But, of course, Astaire, Allen, and Burns are too familiar to be hidden that easily, and Gershwin's "Stiff Upper Lip" melody – given its own funhouse mirror treatment – is the same. To match the three dancers, Bennett selects three soloists to play the melody, but in different keys. Solo trumpet plays through a stuffy harmon mute in G major; tenor sax, in E♭major; and piccolo, in B major. If the unflattering mix of tone colors does not unsettle, hearing Gershwin's melody in parallel, augmented triads will. (The rhythm section plays along in E♭, as if nothing here were unusual, but interjections from the full band are less tonally secure). As the dance trio moves on to other mirrors, Bennett reprises earlier melodies from the routine. The tune played by calliope is swung by the most robust trumpet section yet (now at four, up from three). The "Swiss Miss" march is plied by jaunty saxophones as piccolo, clarinet, and xylophone tear through a rapid descant above them. As the dancing chorus returns for the big finish (also viewed through bent mirrors), Bennett unleashes the full big band, with trombones gleefully smearing their glissandi and trumpets ripping up toward their highest notes. It is

a jubilant finish that every member of the effort – from dancer to arranger to set designers to piccolo player – has earned.

The sequence is an affront to critical assessment. "Stiff Upper Lip" is not the Gershwins' finest work, nor was it intended to be. Astaire's contribution is modest: in choreography and execution he makes no attempt to elevate his role above that of Allen and Burns. And although the concept of the routine came from choreographer Hermes Pan, the funhouse distracts from choreography per se, subsuming it to novel machines and mirrors. Stevens's camerawork is similarly engaging – he even mounts one camera to a turntable for dizzying effect – but is also constrained by the unusual set. Bennett, in comparison, enjoyed relative freedom with his shape-shifting ensemble. However one chooses to parse it, the routine remains a collaborative marvel, eschewing greatness and, for that matter, authorial control. In some respects, it is a fitting analogy for Gershwin's Hollywood experience, which required entrusting so much to a studio machine whose musical transformations could depart wildly from original expectations. Whatever its shortcomings, the routine remains irrepressibly memorable. It garnered Pan an Academy Award for Best Dance Direction. "Astaire, Burns, and Allen become *plus surréalistique que les surréalistes*" wrote Basil Wright in *World Film News*. "This sequence is pure Jabberwocky."[48]

After *Damsel in Distress*

Damsel in Distress was not the last production for which George Gershwin wrote songs. Before his death, he and his brother Ira also contributed material to the *Goldwyn Follies*, although the writing of the songs long predated the start of the production. Once again, the question of whether social and cultural divisions may be transcended is central to the plot. A Hollywood producer realizes his films fail because they no longer appeal to everyday Americans. To address this, the producer hires a young woman from outside Hollywood as his consultant. "Miss Humanity" informs the producer when Hollywood artifice strains credulity. This conceit allowed the filmmakers to pad the production with absurd scenarios and musical numbers that justify Miss Humanity's corrective presence. The Gershwin numbers – "Love Walked In" and "Love Is Here to Stay" – enjoy more normal exposure. The first song is sung by a cook (Kenny Baker) as he slings burgers at a diner. Miss Humanity enters his establishment and is immediately entranced. She requests that he sing the song again, so he does – resetting the needle on his phonograph to restart the orchestral accompaniment. If Gershwin had been bothered by the insufficient plugging of his songs in *Shall We Dance*, he could not have objected

to this indulgent encore, although the cook continues to flip meat while he sings. (The song is sung a third and fourth time later in the film.) But ultimately these Gershwin songs required rescuing from the dismal plot and performances that *Follies* offers. One does not watch the film so much as wince at it. Producer Samuel Goldwyn, whose credits include such distinctive work as *Dodsworth* (1936), *Wuthering Heights* (1939), and *The Best Years of Our Lives* (1946), had intended the film to be the first of a series of *Follies* films. Although it is tempting to wonder if the film might have fared better if George had lived to assist with its production, the best that can be said of Goldwyn's cinematic experiment is that he chose not to repeat it.

On June 10, 1937, Gershwin mentioned in a letter to his mother that he had "had quite enough of Hollywood and can't wait until the Goldwyn picture is finished, so that I can go to New York and possibly to Europe." In the next sentence he wrote: "Of late I haven't been feeling particularly well." One month later, on July 11, 1937, George Gershwin died from a brain tumor. Gershwin's death came as a terrible surprise, but his interest in filmmaking had been fading for months. After *Shall We Dance*, he admitted that he no longer minded leaving background music in his films to the "hacks," a remark that biographer Walter Rimler registers as "strangely vituperative," as it applied to longtime colleagues Shilkret and Bennett.[49] And yet it is in step with Gershwin's frustrations with the studio machine and his limited capacity to shape his own work. Before coming to Hollywood, Gershwin had promised that his only desire for film was "writing hits." Gershwin was perhaps hurt that Hollywood's powerbrokers and music staff seemed intent on holding him to that statement. And yet, if Gershwin was done with Hollywood, Hollywood was nowhere near done with him.

After Gershwin's passing, the teams assigned to *Damsel* and *Follies* had to finish their respective scripts, complete filming, and proceed through postproduction. This included Bennett's composition of colorful and boisterous incidental music for *Damsel* based on Gershwin's song melodies. Bennett's contribution – as with the song arrangements described earlier – are a distinguishing facet of the film. In the years that followed, Gershwin's music and legacy continued to enjoy prime placement in works like Warner Bros.' *Rhapsody in Blue* (1945, a biopic of the composer), the aforementioned *Barkleys of Broadway*, and MGM's *An American in Paris* (1951), a jukebox musical built around Gershwin songs and concert music. Gershwin's friend, Oscar Levant, starred in all three, playing himself in the first and changing in name only for the latter two.

But Gershwin's impact spanned far beyond the reuse of his music in Hollywood studio films. Film composers, orchestrators, and writers of

the studio era took careful note of Gershwin's jazz-infused symphonic style and deployed it frequently. In the months following Gershwin's death, lightly veiled tributes found their way to Hollywood screens. After performing Gershwin's Concerto in F at the Gershwin Memorial Concert at the Hollywood Bowl, Oscar Levant tucked references to *An American in Paris* and "Bess, You Is My Woman Now," in the score for *Nothing Sacred* (1937), a screwball comedy set in Gershwin's hometown of New York. Writers and musicians at Warner Bros. quietly drew on Gershwin's memory when they set about imagining a composer and orchestrator who battle for the affections of a young woman in *Four Daughters* (1938). The script by Julius Epstein and Lenore Coffee describes the composer's music as "of the Gershwin type," a resemblance further encouraged by the composer's collaboration with an orchestrator.[50] (In a bit of dialogue cut from the film, the fictional composer even defends Gershwin's music to another musician of conservative tastes.) Heinz Roemheld, the staff musician tasked with providing a fictional composition by the fictional composer, modeled his melody on the so-called "Love Theme" from *Rhapsody in Blue*. In 1941, Warner Bros. redeployed a plot point from *Delicious*, in which a Russian composer writes a "New York Rhapsody," for *City for Conquest*, where an aspiring, working-class composer finally succeeds in premiering his "Magic Isle Symphony," a tribute to New York that – although composed by Max Steiner – features several Gershwin-inspired flourishes. Steiner, who had served as music director for a shaky RKO adaptation of *Girl Crazy* (1932), would later explicitly invoke Gershwin's style for *They Made Me a Criminal* (1939), when, alongside a blue-note love theme, he wrote "Gershwinesque." Months later, Steiner would return to this theme, remove its blue notes and swung rhythms, and repurpose the melody as the Tara theme for *Gone with the Wind* (1939).[51]

Alongside these explicit and more oblique tributes are the memoirs of people working in Hollywood who relished Gershwin's brief time with them there. Oscar Levant writes in adoring terms of George's contributions to the social scene in Southern California in a chapter of *A Smattering of Ignorance* titled: "My Life: Or the Story of George Gershwin." Harpo Marx, whose dinner date with Schoenberg and Gershwin was covered by the *Los Angeles Times*, described George's basement as "my regular nighttime hideout . . . There was a ping-pong table there, two pianos, and built-in kibitzer – Oscar Levant. It was the best clubhouse in town."[52] Dimitri Tiomkin offers a particularly touching tribute. After having championed Gershwin's work during his earlier career as a piano soloist – Tiomkin gave the European premiere of

Gershwin's Concerto in F – Tiomkin and Gershwin crossed paths again in Hollywood, where Tiomkin had found work as a composer. Frank Capra had given Tiomkin a tremendous opportunity to write for large orchestra and chorus in *Lost Horizon* (1937). In his autobiography, *Please Don't Hate Me*, Tiomkin wrote:

> At the Hollywood premiere of the picture, I met George Gershwin going into the theater. "They tell me, Dimi, you have something special here," he said. He spoke with his usual smiling courtesy, but I thought I detected an amused skepticism – the Russian pianist who played Gershwin jazz at the Paris Opera now a composer for Hollywood films.
>
> During the picture I sat just behind him, and soon he turned, nodded, and gave the Broadway-Hollywood sign of excellence – thumb and forefinger making a circle. That, I felt, was tops in criticism.[53]

One of the crowning paradoxes of George Gershwin's silver screen legacy is the disconnect between Gershwin's versatile skills as a composer and the studios' narrow interest in Gershwin as a songwriter. Although Gershwin's onscreen doppelganger, Astaire, managed to breach cultural, social, and stylistic barriers in order to find romance and terpsichorean satisfaction, Gershwin, the multifaceted and stylistically pluralistic composer, only rarely managed to do more in Hollywood than write hits. But as the recurring narrative tropes from Gershwin's films show, the studios' fascination with Gershwin's music had much to do with the cinematic realization of it through particular stories, characters, and visual frames. For this, the studios did not need all of George Gershwin: what they needed was what he had already accomplished in concert halls and on Broadway stages. The main title music of *Shall We Dance* – another Bennett arrangement – conveys this succinctly. When George Gershwin's name appears on the screen, the orchestra halts on a sustained chord, and a quote from *Rhapsody in Blue* issues forth. The calling card is unsubtle, and it offers an insight into how we might approach Gershwin's Hollywood films. The value of these films resides not only in the new music they elicited from Gershwin in his final year, but also the opportunity they presented for construing Gershwin's life, music, and iconic status, a task that required considerable coordination among scriptwriters, stars, directors, choreographers, and orchestrators – many of whom had enjoyed relationships with the man extending as far back as the *Rhapsody* (and sometimes further). Although it is ironic that these individuals at times crowded out Gershwin himself, films like *Shall We Dance* and *Damsel in Distress* remain compelling frames through which to experience Gershwin's legacy as it was built by those who had worked so closely with him.

Notes

1. Howard Pollack, *George Gershwin: His Life and Work* (Berkeley: University of California Press, 2006), 489.
2. Edward Jablonski, *Gershwin: A Biography* (New York: Da Capo Press, 1987, 1998), 297.
3. Astaire uses this whimsical descriptor in his memoir, *Steps in Time* (New York: Harper & Brothers, 1959), 218.
4. Pollack, *George Gershwin*, 482.
5. Ibid., 484.
6. James Wierzbicki, "The Hollywood Career of Gershwin's *Second Rhapsody*," *Journal of the American Musicological Society* 60/1 (Spring 2007), 133–86.
7. Mordaunt Hall, "The Screen," *New York Times* (December 26, 1931), 15.
8. Richard Barrios, *A Song in the Dark: The Birth of the Musical Film*, 2nd edn (New York: Oxford University Press, 2010), 340.
9. Cf. Pollack, *George Gershwin*, 489.
10. Jablonski, *Gershwin*, 300.
11. Oscar Levant, *A Smattering of Ignorance* (New York: Doubleday, Doran & Co., 1940), 187.
12. Kathleen Riley, *The Astaires: Fred & Adele* (New York: Oxford University Press, 2012), 45.
13. Ginger Rogers, *Ginger: My Story* (New York: Harper Collins, 1991), 75.
14. Nathaniel Shilkret, *Nathaniel Shilkret: Sixty Years in the Music Business*, ed. Niel Shell and Barbara Shilkret (Lanham, MD: Scarecrow Press, 2005), 58.
15. Ibid., 99.
16. Arlene Croce, *The Fred Astaire & Ginger Rogers Book* (New York: Outerbridge & Lazard, 1972).
17. Other songs written before the script was in place included "They All Laughed" and "Hi-Ho!" The latter went unused – perhaps due to the proximity of "Heigh-Ho" in *Snow White and the Seven Dwarfs*, which was in production and set to be distributed by RKO. The Gershwin's song is included in *The Songs of George & Ira Gershwin: A Centennial Celebration*, vol. 2 (Miami: Warn Bros., 1998).
18. Jablonski, *Gershwin*, 306.
19. Shilkret, *Nathaniel Shilkret*, 173–74; Robert Russell Bennett, *The Broadway Sound: The Autobiography and Selected Essays of Robert Russell Bennett*, ed. George Ferencz (Rochester, NY: University of Rochester Press, 1999), 155–56; Jablonski, *Gershwin*, 304; Pollack, *George Gershwin*, 675; and Edith Garson's supplement in Isaac Goldberg's *George Gershwin: A Study in American Music* (New York: Frederick Ungar, 1958), 343.
20. Todd Decker, *Music Makes Me: Fred Astaire and Jazz* (Berkeley, CA: University of California Press, 2011), 283.
21. Ibid., 277–86.
22. Morris Dickstein, *Dancing in the Dark: A Cultural History of the Great Depression* (New York: W.W. Norton, 2009), 392.
23. Joseph Horowitz, "*On My Way*": *The Untold Story of Rouben Mamoulian, George Gershwin, and* Porgy and Bess (New York: W.W. Norton, 2013), 118.
24. Arthur Knight, *Disintegrating the Musical: Black Performance and American Musical Film* (Durham, NC: Duke University Press, 2002), 128.
25. Steven Gilbert, *The Music of Gershwin* (New Haven, CT: Yale University Press, 1995), 219.
26. Levant, *A Smattering of Ignorance*, 208.
27. Pollack, *George Gershwin*, 672.
28. The two scenes are visually complementary. In "I've Got Beginner's Luck," Astaire is positioned on the left; Rogers, the right. The placement is reversed in "They Can't Take That Away from Me." In the earlier song, Rogers's body is angled toward Astaire, whom she gazes at during the song, looking away to smile after punchlines. She is turned away from Astaire for most of "They Can't Take That Away from Me," forcing him to address her over her shoulder. In "I've Got Beginner's Luck," Astaire has a white flower pinned to his lapel; in the later song, Rogers holds a white flower and regards it during Astaire's singing. For the earlier song, the entire performance is shot in one take; in the "They Can't Take That Away from Me," Sandrich moves the camera increasingly closer to Rogers's face.
29. Edward Gallafent, *Astaire and Rogers* (New York: Columbia University Press, 2004), 71.
30. Jablonski, *Gershwin*, 302; Pollack, *George Gershwin*, 675.
31. Croce, *The Fred Astaire & Ginger Rogers Book*, 176.

32. Robert McCrum, *Wodehouse: A Life* (New York: W.W. Norton, 2004), 245.
33. P.G. Wodehouse, *Damsel in Distress* (London: Herbert Jenkins, 1919, 1956), 94.
34. Ibid., 1.
35. Cf. John Mueller, *Astaire Dancing: The Musical Films* (New York: Alfred A. Knopf, 1985), 135.
36. Ibid., 136.
37. Deena Rosenberg, *Fascinating Rhythm: The Collaboration of George and Ira Gershwin* (Ann Arbor, MI: University of Michigan Press, 1991), 362.
38. Cf. Pollack, *George Gershwin*, 675.
39. Cf. Jablonski, *Gershwin*, 311.
40. Gilbert, *The Music of Gershwin*, 219.
41. Tenor Mario Berini's performance was dubbed in for the occasion. Mueller, *Astaire Dancing*, 136.
42. George Gershwin to Henry Botkin, May 17, 1937, in Robert Wyatt and John Andrew Johnson (eds.), *The Gershwin Reader* (New York: Oxford University Press, 2004), 261.
43. John Franceschina, *Hermes Pan: The Man Who Danced with Fred Astaire* (New York: Oxford University Press, 2012), 94.
44. Bennett's orchestration is held in RKO Studio Records Collection at UCLA Special Collections, Boxes 68 M, 69 M, and 1006 M. Special thanks to Todd Decker, for sharing his research notes on the *Damsel in Distress* files, and to David Lim, who helped arrange and transcribe my digital images of this arrangement.
45. The RKO rehearsal pianist Hal Borne also contributed a few pages during the calliope-sounding passage.
46. Riley, *The Astaires*, 65, 81.
47. Thanks to my daughter, Anna Platte, for noticing this peculiar detail.
48. Basil Wright, "Fred Astaire at Blandings Castle," *World Film News* 3/2 (May–June 1938), 83.
49. Walter Rimler, *George Gershwin: An Intimate Portrait* (Urbana, IL: University of Illinois Press, 2009), 137–38.
50. Julius Epstein and Lenore Coffee, "Four Sisters, Rev. Temp. Script" (February 12, 1938) Robert Blees Papers, The University of Iowa Libraries, Iowa City, Iowa, 29.
51. Nathan Platte, "The Epic and Intimately Human: Contemplating Tara's Theme in *Gone with the Wind*," in Stephen C. Meyer (ed.), *Music in Epic Film: Listening to Spectacle* (New York: Routledge, 2017), 149–69.
52. Isabel Morse Jones, "Music and Musicians," *Los Angeles Times* (January 3, 1937), C9.
53. Dimitri Tiomkin and Prosper Buranelli, *Please Don't Hate Me* (Garden City, NJ: Doubleday, 1959), 186–87.