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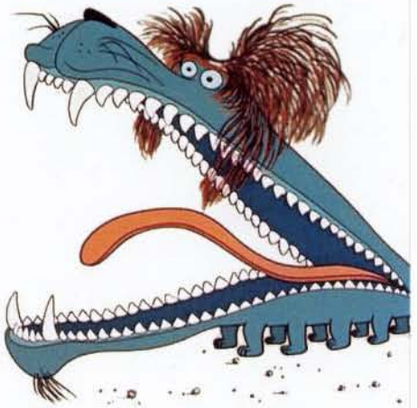


In 1980, Bay Area animation company Korty Films decided to make a feature.

It was hilarious.
It was groundbreaking.
It was buried.

Final Cut-Out

The Making of *Twice Upon a Time*

by Taylor Jessen

Henry Selick was a heartbeat away from beating the shit out of David Fincher. In a basement studio in Mill Valley, California, the future directors of *Nightmare Before Christmas* and *Fight Club* were fighting over a nightmare sequence. They were designing an FX shot where an ordinary live-action office, frozen in time, had to be enveloped in evil black clouds of nightmares rising between rows of desks. They had been given total autonomy to do the sequence as they saw fit. Now all that stood between them and some really cool shots was their ability to think them up. Plus their budget, which was $2,000. They'd figured out how to do it cheap, and they'd figured out how to make it look good. The cheap part involved India ink and a fish tank. The looking good part involved planning, finesse, and lots of overtime. They weren't sleeping much. Three times a production assistant had been filling up the tank and he'd fallen asleep, the water overflowing onto a bank of lights. It was spring 1982, the beginning of the third year of production on the film *Twice Upon a Time*.

John Korty, 1969

Fincher and Selick were about to beat the shit out of each other, and the producer was a basket case. Bill Couturie was standing on the Warner Bros. lot in Burbank. He had brought a "wow" reel of cut workprint to show Ladd Company to convince them to raise the budget. It was sensational: no surprise considering he had the likes of Selick and Fincher on his crew. Judging from their polite response, Couturie was hopeful that Ladd Company would indeed provide additional monies. He put the film in the back of his rental car, ate lunch, came back, opened the trunk and saw the reel was missing. The can of film, plus the jacket he'd left on top of it, had been stolen. No one ever found them, and no one ever figured out why they'd been stolen in the first place. It could have been someone with a union grievance protesting their non-union movie. Maybe someone was pissed off at George Lucas, the film's executive producer. Regardless, Couturie turned the color of pea soup because that was the only print available, and they needed it to make the big presentation to Lucasfilm later that week.

The producer was a basket case, and the head of Ladd Company was skittish. Alan Ladd Jr., known to all and sundry as Laddie, was nervous because his company had a Best Picture nomination and everything was going great, which is usually when the rug gets pulled out. Ladd Company was just two years old, and already had a mixed record. *Outland* had done poorly the previous summer, and *Looker* had done worse. But *Body Heat* was a critical success, and they'd also picked up a little English film for distribution called *Chariots of Fire*. *Chariots* was nominated for Best Picture. The future looked bright, too; *Blade Runner* was coming out in June, with its hot properties Harrison Ford and Ridley Scott. A normal person would feel great about all this. As studio head, the most Ladd could do was downgrade his terror to percolating uneasiness. Here was the man who had originally green-lit *Star Wars*: the executive who'd made Twentieth Century Fox more solvent than some countries. Now he was on his own. He might get part of the praise, he knew, but as head of the studio he'd always get all the blame.

Laddie was skittish, and the director of *Twice Upon a Time* seemed distant. John Korty was the founder of Korty Films, the independent Bay area studio producing *Twice Upon a Time*. He had dreamt up the characters, pioneered his own cut-out animation technique, and co-written the story. Yet to his artists Korty seemed aloof. He was keeping odd hours—eight-thirty to six-thirty: puzzling to the animators in the group who'd be staying all night. Besides that, he'd agreed to direct a live-action TV movie during the first few months of production, and had been gone for weeks. And when he was present, his manner was frustrating, not because he was dictatorial but because he was so laissez-faire. His artists would come to him with questions about acting and he'd wonder if they had the shape of the character's leg right. To Korty all this was par for the course. He was an indie filmmaker who worked his own way, and he gave his artists the autonomy he'd naturally expect himself. He wasn't someone who could hover. They'd do their scenes, he'd keep his hands off. The extra directing job was purely practical—they needed the income to pay the bills. Meanwhile the banker's hours were a symptom of something else: Of the various Korty projects in development, the biggest and ugliest was his divorce, and with two boys to attend to, that meant getting home in time for dinner.

As Korty went home that night Bill Couturie was arriving at San Francisco International, and in the airport's short-term parking lot, he patted his pockets and realized that the bastard who'd taken the can of film and the leather jacket didn't just have ten minutes of really fine animation; he also had the keys to Bill's car.

■ ■ ■

"Let's pretend that I'm a damsel in distress." The Fairy Godmother, a tough broad who talks exclusively in East-Coast Sarcasmese, is seated in her office, an Airstream hanging from a giant balloon above a fairy-tale landscape. Fairy Godmother—FGM for short—is exactly that, a dispensary agent for good advice and magic dimes. She's got a little rescue job to attend to, but she's overworked so she's farming it out to a professional rescuer. The first guy the agency sends up is Rod Rescueman, and she's about to give him the Practical.

Rod is a hulking varsity-football type with impossibly broad shoulders, spindly legs, and a head that's all neck. He's wearing his learner's-permit superhero costume: blue tights, pink shorts, horned hat, cleats. "You'll be the damsel in distress," he affirms.

"Better me than you," FGM replies.

"Well I couldn't rescue myself, that doesn't count."

"It rarely does. Okay—make it a little more interesting," she continues, snapping her fingers at a nearby coat rack, "I'll be a damsel in distress currently on fire." Her fairy wings, actually a huge moth, flutter over and attach themselves to her back. She alights atop her desk.

"At this moment on fire," Rod nods indif-

ferently.

"Here we go," says FGM, and with a wave of her wand her desk explodes in flames. Rod throws his arms before his face and jumps aside. His shifting weight tilts the trailer. FGM's desk chair rolls away, crashing into the wall. "Oh help," she announces, Ernestine Tomlin-like. "Damsel in distress currently on fire, oh help."

Rod is aghast. "This is the test, so I should do something—"

"This is where you jump in and do something."

"Okay, you're on fire…"

"Currently."

"Excuse me, ma'am!"

"Yes?"

Beat.

"Superheroes are very polite," Rod explains.

"Skip polite, go right to action." She's losing her patience now. "I now feel molecules charring internally."

"Gotcha." Rod runs to the other end of the trailer, which again tilts and sends her desk chair rolling.

"Oh-help-damsel-in-distress-currently-on-fire."

"Would you like to be rescued?"

"More than life itself," says FGM. The flames freeze briefly so she can get the words out.

"Let me just suck those flames up then!" Rod declares. And, inhaling deeply, he does so.

"My hero."

"Thank you!" he blurts, exhaling the flames and frying her to a blackened crisp.

The tip of the FGM's wand cracks off its coal-black stump and falls with a tinkle of broken glass. Rod looks horrified.

"Oh, jeez," says FGM. "This is pain."

■ ■ ■

Twice Upon a Time is a sweet, sophisticated comedy about two unlikely heroes: Ralph, a sheep-sized All-Purpose Animal, and Mum, a Chaplinesque mime. They work in Frivoli, a candy-colored world somewhere out there just out of reach where dreams are made. The consumers of these dreams are the Rushers of Din, the busy humanoid residents of a monochromatic world bearing a striking resemblance to San Francisco. Every night the diminutive, purple Figmen of Imagination soak up sweet dreams from Frivoli, then land

on the Rushers and bestow them. But there's another factory on the outskirts of Frivoli past the barbed wire, surrounded by inclement weather. It's a castle, Murk, and inside lives the villain of the piece: Synonamess Botch. He manufactures nightmare bombs in the MurkWorks, and his legions of vultures deliver them to the Rushers of Din. Botch isn't satisfied with the friendly competition—in fact he wants to end the rivalry in one fell swoop by putting every nightmare he's got into Din and setting them off simultaneously. But to get the bombs into position, he's got to stop time and freeze the Rushers in their tracks—so he finds our heroes, Ralph and Mum, and tricks them into going to Din, to find the Cosmic Clock and turn off time. Along the way we meet FGM, Rod Rescueman, an aspiring actress named Flora Fauna, a MurkWorks scream-writer named Scuzzbopper, and a hunched-over hero named Greensleeves.

Twice Upon a Time looks unlike anything in the history of animated features, not superficially but categorically. The few lucky enough to have seen it projected describe a film seemingly animated in stained glass, aglow from inside, teeming with characters that fill the frame like Constructivist poster graphics.

It's also funny as hell. Far from reading overwritten lines alone in a studio booth, the actors all recorded together and every word came from their heads. They had improvisational cred to beat the band—between them their resumes featured The Committee, Radio Free Oz, and *Rocky & Bullwinkle*. It was the kind of movie where Marshall Efron, voice of Botch, could come to a session and say: "Wanna see something unusual? From around the world, every kind of salami, drying in this closet"—and in the next month's dailies, there'd be the animated Salami Closet.

The whole movie bursts at you that way, straight from id to screen by way of an actor and an animator. It's a rush familiar to viewers of *Whose Line Is It Anyway?* because it's fast, real, and dangerous. All this freewheeling improvisation did get them in story trouble, naturally. But part of the reason the film has garnered such a dedicated cult following is that in addition to being hip, thrilling, and gorgeous, it's not your usual manipulative kiddie fare. Far from following an emotional checklist à la Disney—meet cute here, tug heart there—the movie steamrollers hugging and learning and explodes in goofball glee. Its tone is reminiscent of Monty Python, its form of

This Is Spinal Tap. It's a wised-up fairy tale in cut-out style, and as such beat both *Shrek* and *South Park* to the punch by fifteen years.

It deserved a wide release. But its distributor, Warner Bros., never gave it one. Outside of test screenings, a two-week run in Westwood, California, and a handful of revivals, no one ever saw the movie screened. As it disappeared from sight, Korty Films and, soon after, Ladd Company, disappeared with it.

■ ■ ■

Twice Upon a Time animator Chuck Eyler designed a T-shirt that many crewmembers still have: it's a parody of the MGM logo, with Ralph the All-Purpose Animal in place of Leo the Lion. Below him a legend reads *Pas Trop Loin d'Hollywood, Pas Trop Pres.* "Not Too Far From Hollywood, Not Too Close" was a slogan that was surely dear to the hearts of many in the Bay Area film community in the late 1960s, when Francis Coppola and George Lucas first came to town. In spring 1968 Coppola and Lucas had been on the road making *The Rain People*, shooting on location in a caravan moving west. The freedom was intoxicating, and at night they'd get to talking—if you could do a movie on the road, who the hell needed Hollywood? There were much friendlier climes for setting up a studio. San Francisco, for example.

John Korty had already done that, and part of the reason Lucas and Coppola came was to follow his lead. In 1968 Korty and Lucas met on a panel of film directors lecturing to English teachers, and when Korty started talking about the three features he'd cast, shot and edited in Marin County, no sooner was the talk over than Lucas put Korty on the phone to Coppola, shouting "You've got to hear this—he's doing what we've been talking about!" And when Coppola and Lucas eventually visited Korty in Stinson Beach and saw his 35mm mag sound mixer and Steenbeck table and editing room and arc projectors, their jaws dropped. Coppola said, "My God, if you can do it, we can do it."

Korty had come to Stinson Beach in the early 1960s and by 1968 already had three indie features under his belt: *The Crazy-Quilt* (1966), *Funnyman* (1967), and *Riverrun* (1968). None is yet available on video, but the *Twice Upon a Time* crew had access to them during production. "They've got a kind of Altman vibe to them," says scene animator Chuck Eyler, "a real spirit."

Korty was born in Indiana and went to Antioch College in Ohio. He made his first animated film by bleaching the image off a Mickey Mouse cartoon, then hand-painting the frames. Korty was a conscientious objector, and he did his alternative service making films for the American Friends Service Committee. Out of it came his first documentary, *The Language of Faces*, about a Quaker protest where a thousand people encircled the Pentagon in silence for three days. Korty relocated to Marin County in the early 1960s and started making features. Korty has always been fascinated by improvisation, and when it came time to do his first feature he let his actors depart from the scene description and improvise several versions, each one capturing the odd rhythms and syncopations of spontaneous invention. "I owe a big debt of gratitude to John and Faith Hubley," says Korty, "who did exactly the same thing with their kids, with Dizzy Gillespie, with various actors when they made animation."

Korty's first west coast animation project took its soundtrack from the skit "Breaking the Habit" by Henry Jacobs, from the classic Hip LP *The Wide Weird World of Shorty Petterstein*. The cut is a riff on socially acceptable drug addiction, with two men chatting laconically about how they can break their habit any time. "I had a martini before I came down today," one of them drawls, lighting up two cigarettes at once, "just to prove to the gang that it doesn't mean a thing." Korty animated the three-and-a-half minute short using cut-outs, and the piece was nominated for an Academy Award.

Korty's special technique, Lumage, was a form of cut-out animation never before seen in an American feature. Cut-out features in general are almost unheard of—the nearest most people have ever experienced is *South Park*, and even that is computer-animated. But

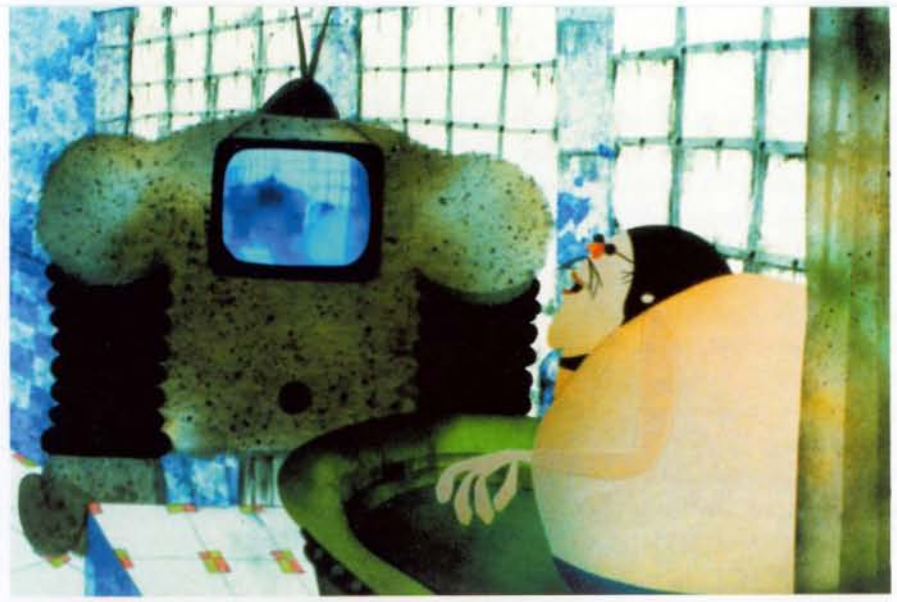
in fact the cut-out technique is as old as the animation art form itself; and one of the earliest feature-length animated films, Lotte Reiniger's 1926 fairy tale *The Adventures of Prince Achmed*, was animated using hinged cut-outs in silhouette. Cut-out animation reached its zenith in Soviet Bloc-era Eastern Europe in the 1950s and 1960s, partly because resources were so scarce but also because cut-out animation retains a funky charm. Instead of creating drawings and shooting them later, the animator manipulates cut-out characters directly under camera. The results are necessarily rougher than traditional animation, but also more spontaneous. Korty's technique represented an innovation in both material and lighting: in Lumage, short for Luminous Image, the cut-outs are translucent fabric lit from below. On the animation stand—and on screen—they literally glow.

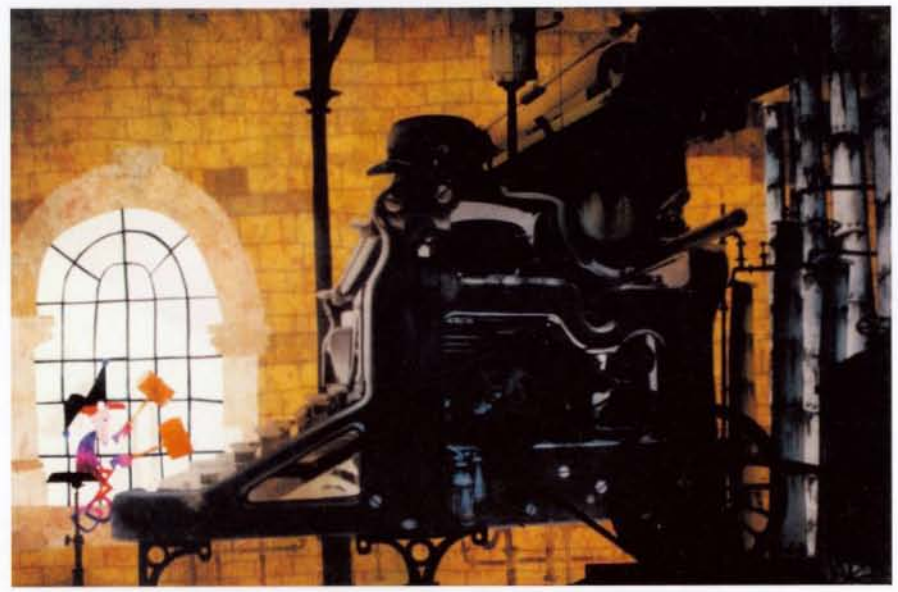
The material Korty used was Pellon, a lightweight synthetic fabric often used as a stiffener. "For a long time I was paranoid and trying to keep that word secret," Korty laughs. He looked for the right material for years, trying everything he could get his hands on—ColorAid paper, Japanese tissue paper, some thick unwieldy stuff called ArtFabric—before a costume-designer girlfriend finally hipped him to Pellon. It was strong, and it was dimensionally stable, which meant the corners wouldn't curl up under hot lights and he could dye it. Pellon under a magnifying glass looks like nothing so much as a piece of flattened fiberglass insulation. Full of airspace, the light picks up the hue of the dye and passes through. "I really love the texture," says Korty. "I still do." Once he found the brand name, Korty kept it close to his chest as he would any trade secret.

Throughout the 1970s Korty Films contributed a steady stream of Lumage shorts to *Sesame Street*. Their longest-running series was "Thelma Thumb", starring the voice of Judith Kahan as the diminutive Marcia Middlewell who responded to crisis by ducking into a phone booth, crying "Zapper Jiffy Squincher Scrum—Make Me Into Thelma Thumb!," shrinking to the size of a pepper shaker and flying to the rescue. Kahan was a former member of the Massachusetts improv group The Proposition. With Korty's interest in improv it was only natural that he attracted actors of similar background to his stable, including thespian James Cranna, who voiced Thelma's pet magpie Cyrus. Cranna was a former member of The Committee, San Francisco's long-running improvisational satirical review founded by Alan Myerson and Irene Riordan in 1963.

Since Korty Films had incorporated in 1966, Korty's special technique had gained him notoriety, but no matter what the project, even on budget and on time they were always in the red. Animation wasn't paying the bills. So Korty played director-for-hire, directing TV movies and the occasional theatrical feature. Korty doesn't consider his TV work slumming; he did it steadily for almost thirty years and loved it. But he admits his level of personal satisfaction varied wildly from film to film. "In the eighties," he says, "every third or fourth film might be one that, in the best of all worlds, I might not have done." But he has no reason to be embarrassed—*The People*, a 1972 sci-fi sleeper with William Shatner, remains a cult favorite, and 1974's *The Autobiography of Miss Jane Pittman* won him an Emmy. *Farewell to Manzanar,* a Japanese internment drama that can now be found in nearly every school library in California, was originally a Korty-directed telefilm in 1976.

Korty wanted to maintain a regular payroll for his staff, artists whom Korty had handpicked and nurtured throughout the 1970s such as cartoonist/screenwriter Brian Narelle and designer Harley Jessup. One good way to maintain overhead, Korty knew, was to embark on an extended project like a feature film. He thought maybe he could write one around two characters he'd been toying with, a man and his dog. Mum was a mime: tall, mustachioed, dressed in black with bellbottoms in place of feet, and wearing his heart badge-like on his chest. "I was interested in a sort of Matisse look to animation," Korty says, "flat graphic designs and very graceful freeform cut-out shapes." Mum's companion was Ralph the All-Purpose Animal, ectomorphic imitator of everything from bees to elephants whose





normal appearance was that of a big orange spectacled dog with wings. The dog talked, the man didn't. The dog led, the man followed. To Korty, the two had serious buddy potential.

■ ■ ■

Producer Bill Couturie arrived at Korty Films in the late 1970s. Couturie was a post-graduate at UCLA with a background that Korty liked—animation and documentary film. (After leaving Korty Films, Couturie won an Oscar for the 1989 documentary *Common Threads: Stories from the Quilt.*) Korty promised Couturie that if he helped find the development money for their animated feature, he'd hire him as producer. Korty and Couturie proceeded to slowly raise a sum in the low hundreds of thousands from independent investors. "We knew it would be in the Korty Films style," says Couturie, "but we also knew it had to be much more sophisticated. We didn't think it would hold for a feature-length film. It needed to have more depth, literally." That meant multiplane animation, and that wouldn't be cheap.

The company invested their development money in a demo reel. James Cranna, Judith Kahan and other Korty regulars were gathered to contribute voices. Walt Kraemer was recruited as recordist and sound designer. Kraemer's company Imagination Inc. had been producing radio advertisements since 1972 using improv actors, who were encouraged to create whole scripts from scratch in the studio. "Walt is an editing genius," says Julie Payne, a Committee veteran and the voice of Flora Fauna, who'd worked on Kraemer's commercials for years. There would be up to four actors in the booth at once on *Twice Upon a Time*, which meant lots of overlapping dialogue; so Kraemer built a set of combination headphone/microphone headgear, which the actors can be seen wearing in the film's end credits.

Marshall Efron, whom Korty had used in his early feature *Funnyman*, provided a voice and a physical likeness to villain Synonamess Botch. Julie Payne played aspiring actress and flower-based humanoid Flora Fauna. James Cranna came up with a less-than-heroic save-the-day type called Supergoofer. Hamilton Camp, a Committee veteran and regular Kraemer cast member, played Greensleeves, the hunchbacked Figmen manager and purveyor of dreams to the Rushers of Din. Bud Cort was cast as Ralph the All-Purpose Animal.

"I was interested in a sort of Matisse look to animation—flat graphic designs and very graceful freeform cut-out shapes." – John Korty

The actors acted, the animators animated, and by 1979 they had a ten-minute demo reel. It was speedy, bizarre and beautiful. Korty and Couturie started shopping it around, hunting for a big fish to be Executive Producer. After May 1977, of course, every filmmaker's first choice for executive producer was *Star Wars* auteur George Lucas. Korty stood a better chance than most because he and Lucas were colleagues. That summer, in fact, Lucas had called Korty out of the blue to ask him to lunch so he could vent about *Star Wars*. Despite the film's monster success Lucas was still bitterly disappointed with the film's scope, and over their three-hour lunch Lucas poured out highlights from his five-year battle. "And I'm sitting there listening, nodding my head," says Korty, "and in the middle of this I think, 'My God, I'm getting the interview that everybody wanted, and there's absolutely nothing I can do with it!'"

Lucas was perfect, says Bill Couturie, because he was an Independent as well as independently wealthy. "George was richer than God," Couturie says, "and he liked unconventional fare. In those days he wanted to encourage experimentation, and certainly this was an experimental film." Korty courted Lucas for months. Animator Nancy Morita remembers an early pitch meeting with Lucas as the target, where Korty took special care to cater a huge spread of cheese, wine, and comestibles for his VIP guest. After making his pitch to Lucas, Korty asked George if he wanted to stay for lunch. "George said 'No, I'm gonna get a hamburger,' and the meeting ended," Morita says. "Afterwards John had us come up to the kitchen and finish off the food."

Finally they arranged a private screening of the demo reel in George's own San Anselmo facility. Even then Korty did it with trepidation. "I was very hesitant to ask favors of him," Korty says, "but we decided that we had nothing to lose by showing it to him. Even just for his advice." By the end of the screening they had their executive producer.

Lucas said they should pitch Laddie right away. Alan Ladd Jr. was the man who had said "yes" to *Star Wars* at a time when Lucas was known only for his box-office loser *THX 1138*. When Lucas had gone overbudget for the nth time on *Star Wars*, Ladd had gone before the board of Twentieth Century Fox to plead for more cash. That meant a lot to Lucas, particularly given his general distrust of the L.A. film crowd.

The Korty Films team flew down to Burbank to pitch *Twice Upon a Time* to Ladd. Ladd had split with Fox in 1979 to found his own ministudio, Ladd Company, on the lot at Warner Bros., where he had an exclusive distribution deal. They had plenty in development, but their first picture, *Divine Madness*, wouldn't debut until October. Here, Ladd saw, was a project that would be relatively cheap, require no baby-sitting, and re-establish his relationship with George Lucas. Besides, he thought, it was cute. He green-lit it. Actually he had no idea what to expect. "I don't know how to read animated movies," Ladd says. "I never had much success with it.

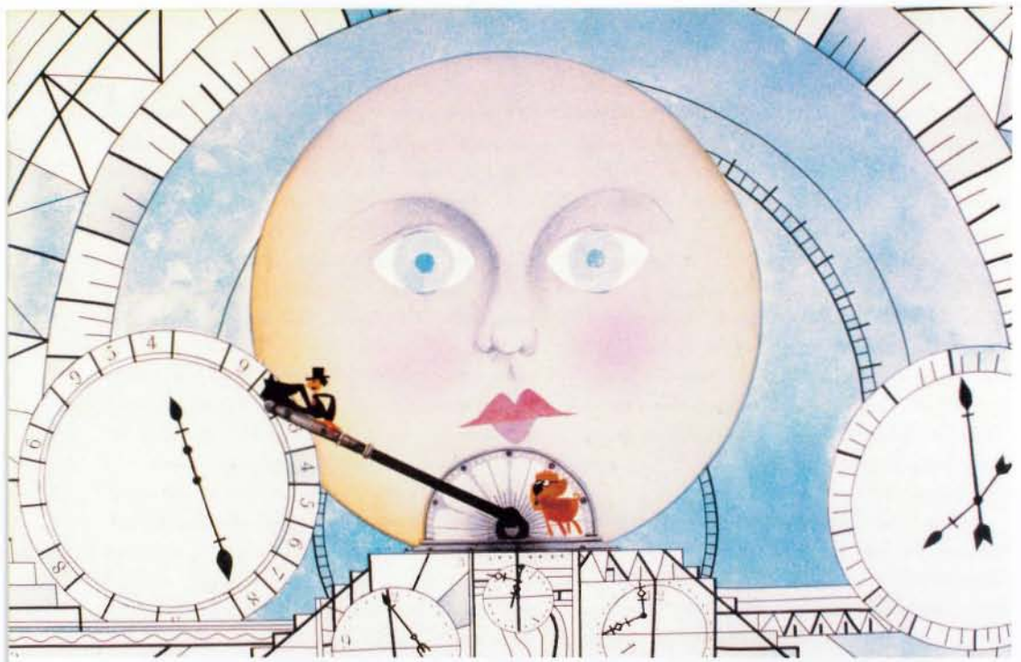
"And I'd been there before with George, of course, with *Star Wars,*" Ladd says. "You read a script about Wookies and Jawas and stuff like that—I couldn't tell you what those were, either. So I just left it up to George and John to execute what they were going to do and go from there. I just said, 'Hey, it's your baby, guys. Let me see it when it's over.'"

Suddenly, in January 1980, Korty had his executive producer, his Hollywood production backing, and his distributor—and also had inadvertently reunited George Lucas and Alan Ladd Jr. for the first time since they'd produced the biggest-grossing movie of all time. "I don't think the Ladd Company was thrilled to do the film," admits Bill Couturie. "But I think at the same time they thought, two and a half million dollars, a movie with George's name on it, how bad can it be?"

■ ■ ■

Daily Variety and *The New York Times* both noticed the Lucas-Ladd reunion, *Variety* reporting it on page 1. The film would begin production in July and debut in spring 1982. The budget was called "less than $3 million." "I thought maybe we could do it for a million and a half," says Korty. "But my problem as a filmmaker is that when I really want to do something, I always underestimate the budget."

"I remember I budgeted this thing at about five million," says Bill Couturie. "And the executive in charge at Lucasfilm said, 'We can't get you five million, Bill. Make it two and

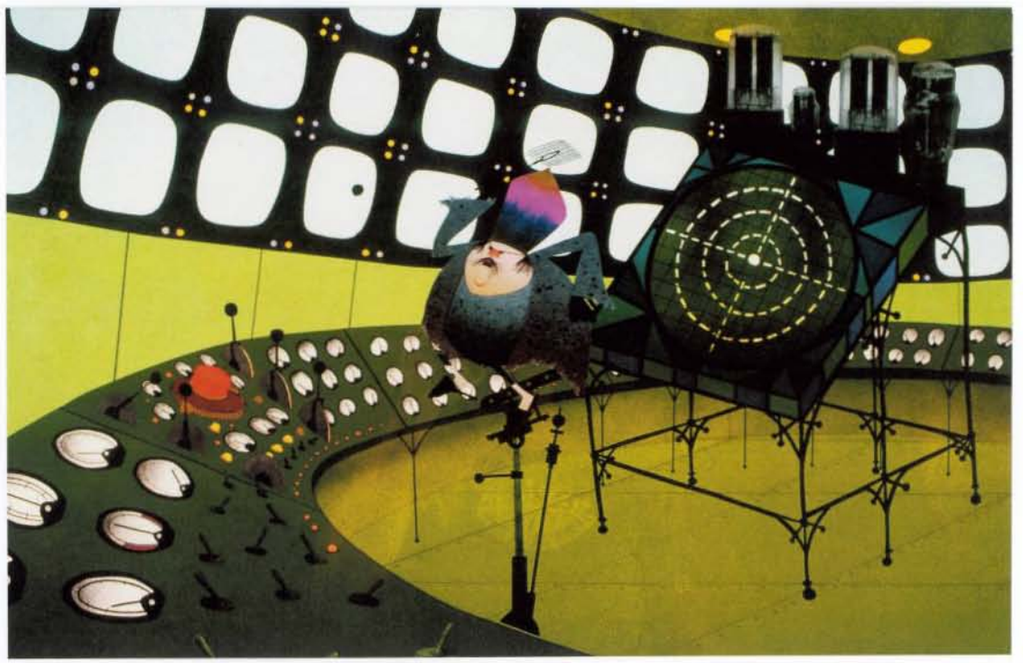


a half.' So I came back at 2.499 and they said, 'No, no, no. It's got to be more than just cosmetically below two and a half, it's got to actually have some separation.'" They finally settled at $2.3 million.

George Lucas took a look at the existing script and decided it left a lot to be desired, so he hired Marshall Efron to craft a revision. "They had a draft that they had had for a long time," says Efron, "but it was unworkable. It had no through-line." Efron and his writing partner Alfa-Betty Olsen eventually produced a new draft, but it was a full-on musical and the producers didn't like it.

"I don't remember the number of screenplay drafts," says associate producer Suella Kennedy, one of four credited screenwriters on *Twice Upon a Time*. "I think there were at least three or four. The heroes' journey had been worked out at that point, but the details were being filled in." As drafts came and went, some characters were added or changed. Brian Narelle gave Botch a pet rat/armadillo named Ratatooie, and Supergoofer was re-christened Rod Rescueman when someone realized the name was taken. (Since 1965, Disney's Goofy character had been appearing regularly in comics in the guise of his alter ego "Super Goof.")

While waiting for a script, Korty prepared his production headquarters in Mill Valley to become Mission Control. Since 1972 Korty Films had operated out of 200 Miller Avenue, a three-story Victorian in a quiet neighborhood with a creek and deer browsing in yards at night. Korty had rented it for $300 a month for almost a decade and didn't want to give it up. The windows were full of light, but the ceilings were low. Building a multiplane camera setup would be tough. Technical director and physics whiz John Baker focused on fitting Camera 1 into the house's second-floor master bedroom. "They figured they'd be in full production within three months," Baker says, "and there was a lot of pressure to get things rolling immediately." To zoom X and pan Y, he calculated, they would need seven-foot beds which had to fit in a room fifteen by fifteen feet with an eight-and-a-half-foot ceiling. Baker ignored the fact that it was impossible and went straight to work. He cranked up his Apple II and wrote code day and night until he came up with a computer-aided design program to help test different camera geometries. He went through fifty designs before he found a winner. The camera would indeed



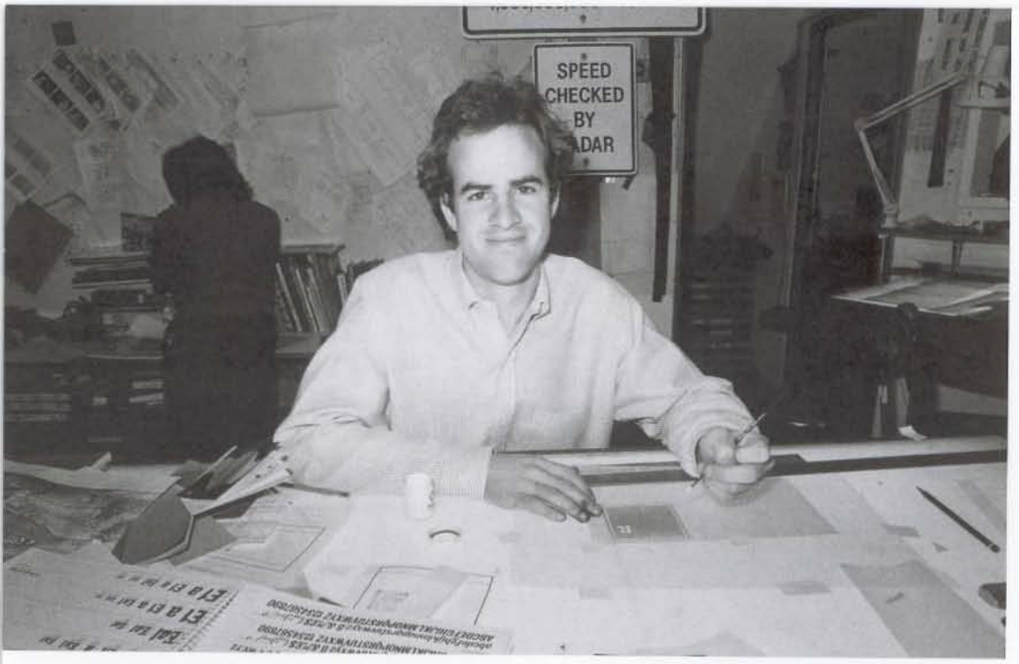
fit—within a half-inch of the ceiling.

Shortly after the movie was green-lit Korty was offered a movie-of-the-week to direct for CBS, *A Christmas Without Snow*. Korty accepted, and *Twice Upon a Time* went on without him. In Korty's absence sequence director Brian Narelle became de facto director. No doubt the move made sense to Korty: they needed the money, and his absence would give his artists more room to breathe creatively. Instead many animators felt abandoned. "We needed his approval," says animator Peggy Yamamoto, "and he wasn't available."

Korty admits he wasn't the controlling personality his artists probably needed. "I was much more of a hands-off person," says Korty. "I'm sure that in their minds I was not the kind of director they wanted. I think Chuck Swenson was very important because he had been exactly that kind of animation director. He was the guy who went from artist to artist saying 'How's it going?' and 'How long will this take?'"

Charles Swenson had worked in every aspect of animation, and his comic temperament complemented the team well. In 1970 he had directed the "Dental Hygiene Movie" within the Frank Zappa concert film *200 Motels*, wherein a cartoon Jeff Simmons freaks out in his motel room, shrieking "I'M-STEAL-ING-THE-ROOOOOM!" He wrote and animated his own self-produced feature *Dirty Duck* in 1975, and directed the darkly surreal *The Mouse and His Child* for Sanrio in 1977. Swenson came on board the production as co-director as well as co-writer in late 1980. He worked with the animators on a day-to-day basis and drew storyboards incredibly fast.

Swenson had just finished an animated pilot for CBS called *Carlton Your Doorman* featuring the voice of Lorenzo Music. When he came north from L.A. Swenson brought Music along, thereby solving a casting issue that had vexed the production from the beginning. The producers had already decided Bud Cort wasn't working in the role of Ralph the All-Purpose Animal. "Sometimes I'd crack up at the things they said in the sessions," says Walt Kraemer; "I never cracked up with Cort." When Swenson arrived he suggested they audition Lorenzo, and when the cast got a taste of his laconic-bordering-on-stoned comic delivery, he got the role and Cort was dropped. "It changed the energy a lot, positively," says Kraemer. Music later became



Harley Jessup. Photo © 1982-2006 Richard Downing

famous for playing Garfield the Cat in his many TV incarnations in the 1980s.

Swenson clicked immediately with the improv nature of the recording sessions. "With everything I've done before and since," Swenson says, "I got all the actors together and treated it like a rehearsal." Swenson insists group interaction is the reason the best dialogue-based animation works. "To me," he says, "when it's hyper-planned and you can do the lines separately in different countries, you lose some of what the actor can bring to the project."

The recording sessions were a joy for everyone concerned. "Maybe it's just the allure of Marin County," says Judith Kahan, "but I always felt smarter when I got there. There was an air of intellectual delight working with Korty, that even in lighthearted work like this there was more to it than just making funny cartoons."

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Swenson's arrival gave the crew added focus, but they were still behind schedule. The call went out for more animators. Deborah Short, Will Noble, Kris Moser and George Evelyn came on board from Mill Valley Animation. Other animators came from (Colossal) Pictures, and at least one came from the feature *Plague Dogs,* also being produced in the Bay Area.

All the animators had to perform an audition where they were given an envelope full of unidentified modular parts and had to shoot something quickly, usually in the hour Korty went to lunch. Animator Kris Moser was given Mum fragments, she says, "so I had Mum chasing his own body parts around." Since most animators weren't trained in cut-outs, it was creative touches like this that got most of them their jobs. It was a typical Korty gesture to give any talented artist an opportunity, no matter what his field of expertise. "A lot of us were amateurs," says Eric Stoelting, who designed and built animation stands for the production. "We were brought in because we had talents that John liked, and we grew into whatever was needed."

As more staff arrived, 200 Miller Avenue got increasingly cramped. In the first floor living room were Couturie and Korty; on the fun room porch, line producer Barbara Wright; on the sun porch, Suella Kennedy. On the second floor, the master bedroom was Camera 1, another big room became the "Mission

Chuck Eyler and Peggy (Okeya) Yamamoto. Photo © 1982-2006 Richard Downing

Control" offices of Swenson and Narelle, and the big room at the front of the house filled up with animation desks and light tables. The third floor, a glorified attic, also swelled with artists' desks. Space was at such a premium that when sequence animator Peter Crosman spotted a non-functioning tub adjoining the second-floor bathroom, he called dibs instantly and schlepped a light table onto it. Eventually Korty had to rent a trailer for the backyard to make room for five more animator's stations.

Camera 1 was the sexiest room at 200 Miller, and the scariest. At the base of the animation stand was the main camera light source, shining up through a sheet of translucent white Plexiglas. The backgrounds were laid directly on the Plexi. Above it were four huge seven-foot-wide panes of glass for different levels of animation. "It was as big a piece of optical glass as you could get in an aluminum frame," says Charles Swenson. "Actually life-threatening." They opened like a fan on hydraulic lifts to allow access. Animators would open them, prop them up with a wood chock just in case, move their cut-outs, lower the planes, shoot a frame, and repeat.

The planes could all move laterally, and the mirrors could tilt. Since the camera was locked down, all pans and tilts were accomplished by manipulating the planes and mirrors with a motion control system. The whole thing was run by one Apple II computer.

Artist Harley Jessup, who has since worked as visual effects art director at ILM and production designer for Pixar's *Monsters, Inc.*, was Art Director on *Twice Upon a Time.* "Pat Maloney designed Frivoli," says Jessup, "and Carlo Marchiori and Henry Selick worked on Din stuff. I concentrated on Murk." At his third floor desk Jessup would create his backgrounds on acetate using transparent paints, colored gel, and Pellon, and then tote them down to Camera 1 where he would carefully arrange them into a multi-layered set for the animators to perform in.

"Once you had all your character parts ready on trays," says sequence animator John Armstrong, "and Harley Jessup had dressed the set for you, and you were ready to go, you would literally take control of that camera room and camp out. Usually there would be an animator for every character in the scene. One guy would be Mum and the other guy Ralph, and you would work in tandem, and

David Fincher (left) and Henry Selick at work on tank FX. Photo © 1982-2006 Richard Downing

then on top you'd be listening to rock and roll and talking about anything except the film you're working on. This person would be your best friend for the next week."

Because they were working in a three-dimensional camera space, some unusual effects were possible. There's an early P.O.V. shot looking down from a gallows pole through a trapdoor, and the reason the noose in the foreground looks so real is that it *is* a noose. "I said, we have this three-dimensional animation stand," says Korty; "why don't we just make a little hangman's noose and hang it from the lens?" Later, when Botch uses a projector to show his guests some slides, the crew rigged a light bulb on a cord and stuck it between the animation layers to get an authentic lens flare.

Baker's crew had installed a video tap in Camera 1 so animators could see the camera's P.O.V. while they worked. Sequence director Carl Willat used it to plan and execute an amazing shot toward the end of the film, when Botch throws Scuzzy's "Great Amurkian Novel" unceremoniously out a window. Willat used a grease pencil to mark the path of flight of each page on the video monitor. "The scene includes maybe a hundred individually articulated sheets of paper fluttering away," says Willat.

Ibor, Botch's robot bodyguard, has a TV set for a head and communicates exclusively through well-chosen video clips. When Botch claims he's taking the gloves off, for instance, Ibor sarcastically retorts with the 1966 Noxzema Shaving Cream girl purring "Take it off! Take it *all* off!" Willat animated many of Ibor's scenes using a real TV monitor between animation layers.

On *Twice Upon a Time*, if a technique worked—any technique—it was in. To simulate stinkweed in bloom, animator Deborah Short had her camera assistants smear gel toothpaste on the glass and move it around by hand. A shot with a Dream Rocket spinning out of control was bestowed a trail of smoke courtesy of out-of-focus poppy seeds. For a sequence where Botch shows off his lava lamp collection, animator Peter Crosman arranged for the characters to pass behind real glass bowls, pieces of cel on glass, and multicolored flubber.

As word got around the animation community that something unusual was afoot, famous visitors began to drop by. "Chuck Jones came once for a tour," says Deborah Short. "He said

A film still with the tank FX.

'This is the new UPA!' Which made us feel great." The sense of exultation among the animators was palpable. "It's what I imagine Disney probably felt like in the early 1930s," says John Armstrong. "It's discovery, that's the thing. When you're trying new things that haven't been done before, it's a kick."

It was also terrifying. Every shot in the film was a performance created under camera. If you screwed up, you started over. "No one does animation quite so seat-of-the-pants anymore," says Deborah Short. "It wasn't exactly a technique that was going to spread like wildfire, because it was like, 'Aaaaugh! A light bulb burned out while we were shooting! The shot's lost!'"

Scene animator David Pettigrew, who was responsible for many Rod Rescueman scenes, calls *Twice Upon a Time* the most difficult project he's ever worked on. "Oftentimes it would take twelve hours just to set up the shot," Pettigrew says, "so you were already burned out by the time you started animating. And the heat from the lamps was buckling the backgrounds. And you couldn't go back because you couldn't match a shot. So once you fired up the camera, the pressure was on. It was like shooting live."

Also nerve-wracking was the fact that "dailies" were hardly daily. They were shooting on six-hundred-foot reels, none of which could be wasted, so reels would remain loaded for weeks as they were slowly used up. "We literally wouldn't have dailies," says John Armstrong, "we'd have weeklies or monthlies."

As shots started to come back, a sense of one-upsmanship crept into the production. "Everyone was feeling very competitive," says scene animator Mark West, "trying to top each other." So people started staying late, and thinking up more elaborate business for their characters.

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David Fincher was a camera assistant on *Twice Upon a Time*. It was his first film credit. As a second-grader in Marin County he'd shared a classroom with kids with shaved heads who'd been in *THX-1138,* and his younger sister had answered a classified ad in the early 1970s and been hired as a voice-over talent in one of Korty Films' *Sesame Street* shorts. Fincher spent his high school years in Oregon, working as a projectionist and ENG cameraman for local TV stations, before

returning to the North Bay to find work in the area's small but close-knit community of filmmakers. His friend Paul Kaplan had gotten a job printing translights for Korty Films and one day he told Fincher they were hiring.

"I got hired to move Xerox machines," Fincher says, "and get light bulbs for clip-on lamps, and load cameras and stuff. Then I worked in the darkroom for six months, and eventually I moved back over and was assistant cameraman. I was a general factotum. Like—'Solve this.' It was a great place. I remember I spent—good God—sixteen hours a day there, seven days a week, for a couple years."

"Fincher had done a lot of home movies," says John Baker. "He could talk up a storm, he had the lingo down, he was a really nice guy." Korty wanted to hire Fincher, but initially wasn't sure where he belonged. When Fincher eventually went to the darkroom, Baker says, "it turned out to be a perfect example of the Peter Principle, because he hated the darkroom and spent all his time with Carl Willat thinking up wild shots. So I told Korty, either fire him or move him to another department because the darkroom stuff isn't getting done."

"Fincher knew more about film and effects, and certainly opticals, than practically anybody else there," says Carl Willat. "He was very observant. I'd be working on a sequence with spotlights, and Fincher would come up and say, 'You ever notice how inside a spotlight some of the light rays converge in the middle and make a bright spot?' And he'd go get photographs of a spotlight and show me. And I'd say, 'Oh yeah,' and I'd end up modifying my technique."

"Fincher was arguably the most talented of the bunch," says Bill Couturie. "And I had to weekly keep John Korty from forcing me to fire him. He was exactly the same then as he is now. He acted like he had invented the medium, which made John crazy." Still, though, he was young, he was talented, and most importantly *he was practically working for free.* Commonsense prevailed. "Clearly," Couturie says, "it was my duty as a producer to exploit him as long as I could."

There's a sequence about halfway through the film where Ralph and Mum have to cross a busy street in Din. Ralph turns into a bee and, with Mum clutching him tightly, flies them both through the intersection at bumper level. Fincher decided that a Steadicam would be just the ticket for photographing the sequence, so he tried to hire one locally, only to be told that all available Steadicams were rented out to Industrial Light & Magic. When Fincher called ILM asking to borrow one and he explained how he intended to use it, his contact politely asked, "Where'd you get that idea?" In fact at that moment ILM was using Steadicams to shoot the speeder sequence in *Return of the Jedi*, negotiating a redwood forest at an extremely low frame rate to give the impression of zooming at 100 miles per hour. Fincher's roommate, an ILM employee named Craig Barron, subsequently was reprimanded under suspicion of revealing company secrets. "I'm sure they told him, 'Don't be talking about this stuff outside school,'" Fincher says. "They're very protective of their secrets. They were justifiably freaked out."

Fincher tended to provoke that reaction a lot. He was already a director in spirit if not title. He'd come up with a brilliant idea, delegate it to someone else and disappear. "He would tell people at one house he was at the other house," says Chuck Eyler, "and you would go there and he's told that house the same story." The running joke was that to find him you'd have to cast a copy of *American Cinematographer* on a string, and when you reeled it in he'd be at the other end. The crew were annoyed by him and loved him and complained about him. Eventually Charles Swenson assigned him to work on the nightmare FX crew.

For the big nightmare sequence, Ralph and Mum would be wandering around an office in Din amongst a crowd of pencil-pushing Rushers, all frozen in time. They would accidentally set off a nightmare bomb and the office would slowly be enveloped in a black cloud of nightmare smoke. Peter Crosman, Mark West, John Armstrong and David Fincher formed a guerilla unit under the direction of ex-Disney animator Henry Selick.

The crew of *Twice Upon A Time.* Photo © 1982-2006 Don Kennedy

In the 1970s Selick had attended CalArts and worked as an animator on Disney's *The Fox and the Hound.* He had been on the lot when Don Bluth's group famously defected, demoralizing many animators. Selick applied for an NEA grant to do his own short film at the American Film Institute, and when he returned to Disney in 1980 things looked as bleak as ever. When a former professor told him about Korty's project, Selick decided to check it out. "It just felt light on its feet," says Selick, "and funny, and fresh, and simple." He and his wife pulled up stakes and moved north in fall 1981.

Among his other duties, Selick would be directing the nightmare FX crew as they simulated nightmare bomb explosions in Din. With a miniscule budget of $2000, they decided to stage simulated 3-D environments in a fish tank and pump in clouds of India ink. A number of different sets were staged quite elegantly in a large fish tank using hi-res photos hot-glued to Plexiglas. For shots at the end of the film where the ink had to appear to retreat suddenly, sets were staged upside-down, the ink was poured in from the top, and the film was reversed.

"They wanted to animate it with cut-outs," Fincher says, "and we said, 'You should do this in a tank. We can do it. We can pull it off.'" And they did, in five twenty-hour days. "We shot that stuff in a basement, in a little shop area under a law firm on Miller Avenue," he says. "We made the tank as big as we could afford to. You had to front-light and back-light in the same space. It was a total cluster-fuck."

Between shots the pitch-black solution was flushed straight into the local storm drains. "I bet now we'd have the EPA after us for all the gallons of black ink we dumped," says Selick. "This was super-ultra-low tech."

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Throughout production, management negotiated with the artists regarding how much camera time they'd need. Some animators would hold to the schedule, some wouldn't. "It was like herding cats to get those animators to do things on a schedule," says pro-

duction coordinator Leigh Blicher. Scene animator Carol Millican came to the production from the animated feature *Plague Dogs*, and she says the contrast between the two productions couldn't be greater. Artists on *Plague Dogs* were in by nine and out by six. *Twice Upon a Time* was the opposite: "You worked on your scene until you were ready," Millican says, "and then you said 'Well, hey, I'm ready to shoot it, and I think I need to be in this room, and so what's it looking like for when you're going to be done?'"

As 1980 and 1981 came and went, the quality of the individual shots in the movie went up and up but the quantity stayed distressingly low. To the animators, at least, the reason was obvious—everyone was playing an endless game of "Top This." They were staying late, and they were doing it by choice, not because of management's insistence. "I don't think there was ever a case," says Korty, "of somebody being overworked, in the sense that we said we wanted someone to do four weeks' work in three weeks. We were basically saying, 'Here's something that should be done in two weeks.'" At the end of two weeks, Korty says, and maybe at the end of four weeks, it wouldn't be done. The budget slowly ballooned from the original $2.3 million to close to $5 million.

Fincher thinks this freewheeling attitude towards overtime was not about perfectionism so much as the desire to make the best of a good work opportunity in a town where filmmaking wasn't the dominant industry. "The thing you have to understand about the whole San Francisco film industry is that it's incredibly incestuous," he says. "It's very tight-knit, very insular. When you make movies in L.A., the crew does its thing and it's onto another gig the next day. In San Francisco that's not the case. A six-day job becoming a nine-day job is a *good* thing. It's not like it reflects badly on the town."

"We were losing control of any supervisory limits," Korty says. "And we figured if people were taking that approach, then they had to take some risk." Artists were asked to defer their overtime hours, in return for which they would be paid double or triple overtime from the movie's profits. Most of the crew agreed, with only a few holdouts. If they'd had to fork over all that overtime pay during the production, says Korty, "the budget probably would have been six or eight million, and Ladd Company probably wouldn't have paid it, and then the whole thing would have shut down."

This kind of talk made the crew realize that indeed the last cutoff point was approaching, and it became Crunch Time. Management had to build more cameras. Being alone in the Lumage industry, they had no choice. "If you're doing a traditional animated movie," says Carl Willat, "and you get behind schedule, you can farm out the animation overseas. But if you're working in a technique no one else is using, you have to build another camera setup and train more people."

"We started with one main camera room and finished with five," says Brian Narelle. "We started with eight main animators and went to twenty-two." At its peak the crew numbered near sixty-five.

Animator Randy Hamm threw down the gauntlet when he pitched a pup tent in the backyard. "That signaled a new assault on the material," says Peter Crosman. "It was the ultimate statement. It egged us on." Animators took turns in the tent. Other crewmembers stowed sleeping bags under their desks. "Once, in the trailer," says Chuck Eyler, "George Evelyn and I were animating one afternoon, and we just looked at each other, nodded, and slid under our desks and went to sleep."

People weren't going home, they weren't showering, they were keeping their shoes on for three days. One night Deborah Short was driving home, weaving back and forth on the road, and Mill Valley P.D. pulled her over. When she told the cop where she worked, he said, "Oh, right…just go home." A Zen Comedy mindset started to engulf them. "Time was our friend, time was our enemy," says George Evelyn. "We were sitting in a trailer racing against time to animate a sequence about time and clocks. It did something to my head. We were laughing Zen and weeping Zen."

Carl Willat planned his "Death of Ibor" shot for months. When his turn finally came in Camera 1, he and girlfriend designer Heidi Holman went inside and locked the door. They worked together, or one would work alone while the other napped. It was an extremely ambitious shot where Ibor, clutching Flora Fauna, races uncontrollably around the MurkWorks because Flora has managed to

"Black Monday." This page (left to right): unknown, Margaret Hale, Kerry Peterson, Barbara Wright, Suella Kennedy. Opposite page, (background, left to right): unknown, Mark West, David Pettigrew, John Baker, Heidi Holman, Rick Ewald (in booth), Bill Couturie, John Korty, Brian Narelle, Harley Jessup. (foreground, leaning against table): Kris Moser, Henry Selick. Photo © 1982-2006 Richard Downing

Henry Selick (seated in left photo) looks on as Carl Willat works on his scene. Photos © 1982-2006 Richard Downing

open a panel on his back and futz with his wiring. Ibor crashes, releases Flora, and explodes. At the end of their first day's work, with Willat's brain going nutso, a feeling of hopelessness set in and he finally told Holman "It's doomed. This is not working." But they couldn't give up the room, so they sacked out in sleeping bags. At five a.m., slightly refreshed, Willat woke up and shook Holman awake. "No! It'll work! I know how to do it!" And they worked for one more day. Finally they unlocked the door and gave up the room. What they got back with the dailies was an extraordinary twenty-two seconds of animated filmmaking: Ibor, clutching Flora in his oversized hands, is speeding down a hallway when he begins to wobble and throw sparks. The sparks were LED lights streaked under an open shutter, and the smoke was airbrushed on the glass frame-by-frame. Ibor continues to play video on his TV eye as he spins around. The video came from a TV monitor between layers, its angle adjusted every frame as Ibor spun. When Ibor finally crashes, his arms accordion, he releases Flora and, in his terminal moments, turns to the camera, plays the Looney Tunes "That's All Folks!" theme, and explodes. In frame-by-frame you can see Ibor's screen shatter, his furry exterior fly off, his steel frame deform. It's a single continuous shot, accompanied by lateral and vertical camera movement, and was created entirely in-camera.

"We exploited ourselves better than any employer could have," says Chuck Eyler. "Crosman was bragging about putting in a hundred hours a week by Wednesday. The subtext was, 'How much do you really care?'"

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Scenes like Willat's had the curious effect of both holding up the production and keeping it going. While time and cash were eaten up, Bill Couturie found himself with more money shots he could use to convince Ladd Company to raise the budget. "We were getting a lot of pressure from the studio to finish," says Couturie. "I had to go down and show them scenes all the time, and try to say, 'See? See? See, it's good, huh? Huh? Look! Can you give me some more money?'"

The first full rough cut screening was in May 1982 in a theatre in San Rafael. The score was a scratch track of classical music. "The film worked," says Richard Downing. "We could stay with it and follow it, and at the end we all said 'Whoa!' We were hanging out and talking about how well it was going, and Kaj Pindal said, 'Well, there's still time to ruin this film.'"

Pindal had come to *Twice Upon a Time* from the National Film Board of Canada, for whom he had animated and directed many well-loved shorts including *I Know An Old Lady Who Swallowed a Fly* and the Oscar-nominated *What on Earth!* At first he was looking forward to animating cut-outs, but after a few sessions spent picking up his characters' eyes with surgical tweezers he said "No more" and switched to doing pre-animation pencil tests. Pindal says they didn't follow the usual storyboard-to-animatic process. "Korty was a documentary filmmaker," he says, "and he wanted to collect the footage and edit it his way." On a normal animated feature the whole film would be storyboarded, then a full-length animatic would be created using still images from the boards. Over the course of the production the stills would be replaced by rough animation, then cleaned-up animation, and finally finished shots. But most of *Twice Upon a Time* didn't follow a strict storyboard. "And as the shots started to roll in," Pindal says, "everyone could see that each proceeding shot was more beautiful than the one before, but what we got back were pieces that didn't necessarily fit."

Predictably, that left the editors with a lot of unusable footage and a lot of holes. "The script was never locked down," says Henry Selick, "causing some really fantastic early animation to be cut out. I guess the real problem was that John tried to use his live-action approach of improvisation and continuous editing in an animated feature—with the end result that some great stuff was lost." Carlo Marchiori was another Academy Award-nominated animator from the National Film Board of Canada and a classical muralist who came on board the film for six months while he paid off his mortgage. "Korty, poor soul, probably had a lot of headaches around this thing," Marchiori says. "It was just like making a movie in mosaic, Byzantine-style, you know?"

In Fall 1982 as the crew scrambled to finish the final scenes, Ladd Company acquired a print and began to test it. Korty's production team attended a preview screening in Northridge, California with top brass from Ladd Company and Warner Bros. When candy-colored Frivoli appeared on screen, the walkouts began. Editor Jennifer Gallagher recalls how the theater itself added insult to injury: "There was a big door at the back, and it made this tremendous creak, and then it would slam shut."

"All kinds of young people started jumping up and leaving," says Korty. "And all the impression we had was, they were saying to each other, 'Oh my God, this is a kid's film. We didn't know we were coming to see a kid's film.' That was the beginning of the anxiety about the fact that we would not be able to get the youth audience."

Throughout its creation *Twice Upon a Time* had always been a subversive piece of comedy, but it had also remained kid-friendly. The level of profanity had never gone past mild oaths. Then late in the mixing process, with Bill Couturie making regular day trips to L.A. to supervise the mixing at Lionsgate Studios, Walt Kraemer got a call from Couturie asking if he could borrow Kraemer's special microphone-headsets to do wild line pickups. "Then suddenly all this dialogue with four-letter words started to come in," Kraemer says.

Most of the new dialogue was cruder material for Botch, voiced by Marshall Efron. The line "Oh, the mantle of responsibility" became "Oh, the shit I have to go through." Botch now said "shit" at least three times in the film. Efron, for one, wasn't vexed about the issue. "Was it PG?" he says, when asked today about the movie's rating. "That never concerned us. I can be very foul. It loosens me up. I riff. In a session I'm on automatic pilot—I'm enjoying myself."

"I didn't even think about ratings in those days," admits Korty. "Because when we started the film, ratings were not a big issue. At least not in my mind. I wasn't concerned about whether it was G or PG." The studio, on the other hand, was extremely concerned. The dominant market force in 1982 was the as-yet-unnamed Generation X: teens and 'tweens who weren't going to sit still for a movie that was, in the immortal words of Roy Neary's kid in *Close Encounters of the Third Kind,* "rated G for kids." And the studios knew it. Thus the makers of "family" films like *Popeye*, *Tron* and *E.T.: The Extra-Terrestrial* all took pains to secure PG ratings, because a G film just wouldn't play.

Couturie admits that looping the word "shit" into *Twice Upon a Time* was a ruse to automatically incur a PG rating. "It's such a different world, it's hard to remember it," Couturie says, "but it was a time when family films were considered the kiss of death. Even Disney was trying to get away from them." Alan Ladd Jr., who had the word "shit" added to *Chariots of Fire* in 1981 to earn a PG rating

Co-director Charles Swenson. Photo © 1982-2006 Richard Downing

for an otherwise G-rated film, concurs: "I don't think it would have been possible to distribute a G-rated movie in that era. I'm sure whatever the rating decision was, we all talked about it."

That they didn't talk about it enough, that the whole crew wasn't brought into the process and the issue discussed early and often, is clear from the still-livid reactions of many in the crew. Korty in particular would prefer that the PG version never again be distributed. "If we were going to make a movie where animated characters were swearing at each other," he says, "then we would have made a different kind of script. And I can imagine movies like that being funny. But with the kind of idea we had, it just wasn't appropriate."

It's hard to judge the PG version of *Twice Upon a Time* on its own merits, since it's a bit...scarce. (Put it this way: There are more known copies of the Magna Carta, and Londoners can see *them* seven days a week.) But, twenty years later, everyone involved in the production agrees that adding the raunchy dialogue was a mistake. "Obviously, in retrospect, that was foolish," says Couturie. "Because [the movie] was so inherently sweet, the thought that somehow we were going to make it racy was just ridiculous." In the end they paid for two sound mixes—one G-rated, one PG-rated—at considerable extra expense. When the PG dialogue eventually made its way back to the animators, dismay set in.

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Sound work came last on the production schedule, and despite disappointments over the profanity, *Twice Upon a Time* ended up fetching an extremely rich sound design at almost no cost. Lucasfilm put the crew in a brand-new ILM soundstage. They were given unlimited mix time, remembers supervising sound editor John Benson, in hopes that they'd get all the bugs out before it was time to mix *Return of the Jedi*. "We just played," Benson says. "It was probably the most fun I ever had cutting sound. I spent months working on the Garbagerie."

The music represented a much different creative challenge. The movie needed songs. Band after band submitted tunes, and dozens of songs drifted in and out of rough cuts without sticking. In particular they needed a title theme, the pursuit of which turned into a tortuous two-year process. Ladd Company wanted the Bee Gees. Korty wanted Manhattan Transfer. When they got neither, Couturie kept hunting.

Comptroller and line producer Barbara Wright supervised all the movie's budgeting and business affairs, running the gamut from making sure the kitchen was stocked twenty-four hours a day to finding the $75,000 necessary to build Camera Four. Wright was in daily contact with Bill Couturie during his day trips to L.A. as he took meeting after meeting with music industry bigwigs. "He basically was going from one powerhouse manager to another, guys who hated each other, and turning the screw, trying to make deals for their artists to sing the theme song," Wright says. "And I just thought, oh *maaaaaan*! We're going to get in trouble with this, baby!"

In 1982 Couturie screened the still-incomplete film for a collective of songwriters based in Studio City. Bruce Hornsby was a talented, unknown keyboardist in the process of cutting his first album. Maureen McDonald was a singer with a band that had been together ten years. For Couturie, though, the real catch was Maureen's brother. Michael McDonald was, in 1982, perhaps the hottest pop property of the year.

"I don't remember our songs as much as I remember the actual animation," Michael says today. "Mostly I remember thinking, 'God, this is so beautiful and artistic for commercial animation.' In hindsight, it's probably one of the projects that I'm the most proud ever to have been involved in on any level."

Together and separately the group of friends wrote and recorded four pop songs for the film. Hornsby contributed "Heartbreak Town" to run over the opening credits. Maureen wrote a ballad, "Life Is But A Dream," and Michael and Maureen worked up demos for the tunes "Twice Upon a Time" and "Out On My Own." Couturie was there the night Michael cut the demo of the title track, and he was electrified. "'Twice Upon a Time' was clearly a number one record," he says.

Unfortunately for Couturie, he never got Michael to sing for the movie. Michael was producing his sister's debut LP while simultaneously recording his own solo LP and juggling Farewell Tour commitments with the Doobie Brothers. Overextended as he was, and wearing his producer's hat with regards to Maureen, the siblings agreed that Maureen and her band should perform the film's songs. "I saw this as a great opportunity for them as a new act," Michael says. "I steered it in that direction because I thought it might help break their record."

"At that point in his career, people were lined up out the door to have Michael sing on soundtracks," says Maureen. "So he was careful about picking and choosing. I never, ever was naïve about the fact that part of my getting a record deal in the first place was because of Michael's involvement. There was always the pull for Michael to be involved in the projects that we did."

Meanwhile Couturie, unaware of Michael's decision, tried to clear Michael's performance with his manager, the notoriously antagonistic Irving Azoff. When Azoff said Couturie couldn't have Michael for his film, Couturie played Azoff a cassette copy of Michael's "Twice Upon a Time" demo. "Irving went ballistic," says Couturie. "He said, 'How dare you go to my artist behind my back!'" Not getting Michael's performance remains one of the heartbreaks of Couturie's career. "This would have been a number one song," he says, "and it was the title of our movie. Whether that would have made it into a blockbuster, I doubt it. Whether that would have gotten enough people out to pay for it I think is a distinct possibility."

Korty Films secured the local team of Dawn Atkinson and Ken Melville to compose the movie's score. The two composers had their own commercial music company, and between them their credits included jingles for corporate clients such as Levi's, Del Monte, and Hewlett-Packard, as well as the blissfully non-corporate Ernie Fosselius parody film *Porklips Now*, produced by Bill Couturie. Naturally this small-time composing duo were shocked when, in November 1982, thanks to a single phone call from Lucasfilm V.P. Howard Kazanjian, they found themselves at Abbey Road Studios directing the London Symphony

Orchestra.

"It was a huge deal," says Atkinson. "When we arranged for me to go to conduct, they had never had a female conductor, ever." Recording the score was the last step in the production, and when the mix was complete they arranged a screening of the finished movie for George and Marcia Lucas at Lucasfilm. "We watched the whole movie," says Atkinson, "and there was sort of dead silence afterwards."

"George and Marcia were sitting behind Dawn and me," says Melville, "and George was incredibly wishy-washy. He just said, 'Well, it's good, I liked it, it was very nice.'" Marcia, on the other hand, was refreshingly direct. "Marcia said, 'I don't get it,'" Melville says. "'What's that little green guy doing in there?'"

The "green guy" was Greensleeves. Fans of the film often wonder why Greensleeves, manager of the Figmen, practically disappears from the film after the first act. In fact Greenie was originally present throughout the film. He accosted Ralph and Mum, he got drunk with the Mainspring, he even had a death scene. But Greenie was a stumbling block, because he didn't serve the plot. Greenie spent most of the film getting drunk, and at the end he died and passed on his job to Ralph and Mum. He wasn't helping the movie, and Marcia, crack editor that she was, spotted the fact instantly.

Melville remembers Marcia's on-the-spot suggestions: "'The part where the green guy comes in, take all that out. Move this other stuff to the front. Push this other stuff behind it.'" In addition Marcia told them they should add an opening narration, and that the first proper scene should be Botch egging on his minions. Everyone took notes. "It was genius," says Melville: "She just rattled off the entire re-edit." So radical was the re-edit, in fact, that the movie had to be re-scored. They set a date for January 14, 1983 to return to London and record new cues.

The crew had known well in advance that they weren't going to make a 1982 holiday deadline. "We saw it coming by August or September," says George Evelyn. "We just looked at the shot list and we knew." The mood had become dire. At the top of the stairs at 200 Miller was the Wall of Angst. It started simply enough, with a face and the legend "You Want It When?" Then people started marking it up. "They'd add whiteout," says Chuck Eyler, "and the eyes got bigger. Then the mouth got wider. Then it became a Buddha face. Then Christ. Then near the end, someone wrote 'Is the baby dead yet?'" And finally: "The corpse is beginning to smell."

Around Halloween 1982, Korty and Couturie went down to L.A. for a meeting with Ladd Company. On their return they told the crew that management had officially pulled the plug. They could ride on as long as they liked, but Ladd Company would not be paying their way. "Production kind of tapered off after Black Monday," says Kris Moser. By Christmas, most of the crew had gone home.

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Over the course of production the target for the film's release date had slipped from Spring 1982 to Holiday 1982. Now Ladd Company were officially aiming for mid-April 1983. The team in charge of the *Twice Upon a Time* rollout included Ladd, his partners Gareth Wigan and Jay Kanter, marketing director Bob Dingilian, and distribution director Ashley Boone. Marketing an animated feature in 1983 would not be a pleasant experience. "In those days," says Gareth Wigan, "I don't think anyone between the age of fourteen and thirty would be seen dead in an animated movie."

In retrospect, 1983 represents something close to the all-time nadir for animation in the United States. In 2006 there are over fifteen new animated features scheduled for theatrical distribution in the U.S.; in 1984 there were none. In 1983 there were four, none of them from Disney. *Twice Upon a Time* would be the first animated feature out of the gate that year.

Neither was it a good time for Ladd Company. They had got their Best Picture Oscar for *Chariots of Fire* in spring 1982, but there their luck had stopped. They had expected a hit with *Blade Runner* but the picture earned wildly mixed reviews and by 1983 it still wasn't in profit. *Night Shift* had been a moderate hit, but *Love Child, Five Days One Summer* and *Lovesick* had all quickly come and gone. By spring 1983 Ladd Company was tens of millions of dollars in debt. Their primary focus that year would be *The Right Stuff*, due in the Fall. The novel by Tom Wolfe had been a best-seller, and filming had begun in spring 1982. Now Ashley Boone was trying to deliver a knockout promotional campaign involving Omega wristwatches, AC-Delco spark plugs, and 100 million matchbook covers. The movie cost $27 million. The promotional campaign would cost another $10 million. That left precious little for Korty and company.

The big marquee name on *Twice Upon a Time* was George Lucas, but he was keeping his distance. Depending on whom you talk to, Lucas abstained from the film's publicity because he had *Star Wars* obligations, because he was naturally shy, or because he harbored an active loathing for the movie. Rumors abounded. "David Fincher had ingratiated himself with the matte painters at ILM," says George Evelyn, "so he always knew the scuttlebutt from the George Lucas side." Late in the production, Evelyn was under camera psyching himself up for an eighteen-hour session. "I was ten frames into it when Fincher walked in with this look of demented glee on his face. He closed the door behind him and said, 'Yeah, I was just talking to our friends at ILM…George *hates* our movie.' Then he got his impish look and said, 'I'm gonna go upstairs and tell Carl.'"

Fincher doesn't remember the incident, but he says Lucasfilm's perspective on *Twice Upon a Time* probably shifted radically over time. "In terms of all the pictures on Lucasfilm's slate that year, we knew we were the red-headed stepchild," he says. "What we were being told was, this is a pet project of Lucasfilm, and making Lumage movies was something they were committed to 'in the future.' Of course, I think in the end this did not look like the mother lode, like a huge franchise. But I never got any intimations that Lucas didn't like the movie." (Lucas declined to comment for this article.)

Top to bottom: Animator George Evelyn, designer Heidi Holman and animator Randy Hamm. Photos © 1982-2006 Richard Downing

At any rate, Lucas was under considerable stress in spring 1983—*Return of the Jedi* wasn't quite done and had to be ready by May; and his marriage was falling apart. George and Marcia Lucas eventually filed for divorce in June, following the release of *Jedi*. As the weeks passed, it became clear that Lucas would not be going on breakfast television to promote *Twice Upon a Time*.

Warner Bros. dipped into a toes-only test rollout of *Twice Upon a Time* in March 1983. Before that, though, Couturie insisted on a Hollywood premiere. Couturie naturally wanted Warners to pay for it, but in the end Korty Films picked up the tab. "The studio at that point would not have given us a glass of Kool-Aid," Couturie says, "much less a premiere." Most of the crew bombed down to L.A. to attend. The movie screened Friday, March 18 in the United Artists Cinema Center, a low-rent multiplex a block south of Wilshire in Westwood, the cheapest of many theaters surrounding UCLA.

The following Friday *Twice Upon a Time* played in four outer-region theaters in Seattle, Washington. The Seattle exhibitors double-featured it with *The Secret of NIMH*. Yes, *NIMH* was a thriller and *Twice Upon a Time* a comedy, but hey, they were both animated, right? "Theater owners are not known for their sophisticated discrimination," Korty deadpans.

The movie played additional test screenings in Portland, Oregon. Heidi Holman, Carl Willat and Harley Jessup went north with the film and took notes on the crowds' reactions. Audiences, they found, weren't ready for a feature-length Committee skit like *Twice Upon a Time*. With seven major speaking characters spitting out rapid-fire dialogue, many viewers couldn't follow the story. Most disconcerting of all, however, was that the PG dialogue was driving families away. "At the test screenings in Oregon," says George Evelyn, "Botch would start swearing and parents would walk out with their children."

It was left to Warner Bros. to put *Twice Upon a Time* into release in late April as planned. The momentum, if any, was peaking. A *Twice Upon a Time* piece in *American Cinematographer* had just hit newsstands, and critics were reacting to advance copies; Kenneth Turan, then with *California* magazine, made it his Critic's Choice for the month. It was time for *Twice Upon a Time* to take its bow.

April turned to May. May turned to June. June turned to July. "I couldn't find a reception from the Warner Bros. people," says Alan Ladd Jr. "Even though we had a fully autonomous unit ourselves in terms of the distribution, the financing, you always want the support of the major company behind you."

Ladd's relationship with distributor and landlord Warner Bros. had been deteriorating. Between 1980 and the end of production on *Twice Upon a Time*, the senior management triumvirate at Warner had come and gone. Chairman Ted Ashley and Vice Chairman John Calley both retired in November 1980. Then Vice Chairman Frank Wells had an epiphany and left the company to climb the highest peaks on the seven continents on January 1, 1982. In their place CBS' Robert Daly became Chairman, and Terry Semel became President and CEO. That left two people at the top of the Warner hierarchy who hadn't invited Ladd on the lot in the first place and who saw his ministudio as a cash vacuum with little hope of producing a hit.

The regime change at Warner Bros.—and the unhappy fact that this overbudget movie was still cheap enough to write off—brought *Twice Upon a Time* to an ignominious end in August 1983. On July 11, Korty sent his crew a jubilant memo announcing that *Twice Upon a Time* was finally coming to theaters: it would open in Westwood on August 5. "If *Twice* succeeds in Westwood," Korty rallied, "the wide release can happen in the Fall, and we may yet make Flora and Rod, Botch and Ratty, Mum and Ralph into household words."

Twice Upon a Time opened in Westwood's United Artists Cinema Center on the first Friday in August. To everyone's surprise, another animated film opened that day, too: *Daffy Duck's Movie: Fantastic Island*, the latest in the popular Looney Tunes franchise. *Twice Upon a Time* played for two weeks, and disappeared.

Warners had opened two of its own animated features at once: an unprecedented (and still unrepeated) marketing strategy. Animation fans would well wonder why. Experts disagree on the Right Way to market a movie, but generally all campaigns follow this flowchart: 1) Find the other movies on the year's schedule that appeal to your film's core audience, and 2) Don't open your movie the same day they do. Warner Bros. bypassed this tenet. There must be a reason, one would think, and one would be right.

"It was clearly a giant 'Fuck You'," says Bill Couturie. "Studios do that sometimes. To prove they were right, they want to bury a movie just to show that they knew what they were doing when they didn't want to make it."

David Fincher suspects that they only got the screening because a two-week L.A. run was required before Warner could sell the movie to pay TV. "They ran it, and then they ran away from it," he says. "I mean, what are you going to do?...There's this really interesting paradigm in Hollywood where you want to make movies as cheaply as possible, because if they hit, you make more money. But you also want to spend as much as you can, because otherwise there's no impetus for them to release the fucking thing. So you're always weighing the bat."

The animators reeled. In the swing of a bat, their hopes for overtime compensation had evaporated. "I was out $30,000 in unpaid overtime at the end of production," Chuck Eyler says.

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John Baker says he fully expected the company to regroup, recover and start planning their next feature. "After *Twice Upon a Time* a lot of people felt that the company was ready to rock and roll," Baker says, "ready to go out there in the industry and compete." But with no new feature in the pipeline, Korty had to lay off most of his crew. Some animators went to (Colossal) Pictures; some went on unemployment.

"John was pretty demoralized by the whole experience," says Barbara Wright. Korty returned to directing TV movies. In early winter 1984 Korty left to direct the CBS telefilm *Second Sight: A Love Story*.

"He faxed me a letter," Wright says, "saying that he wanted to close the company, and could I please release everybody, and get it all done in two weeks."

There was a yard sale. Korty's former staff got first pick. Deborah Short bought Camera Three. (She and Peter Crosman later named their production company after it.) Mark West,

"We exploited ourselves better than any employer could have. [Peter] Crosman was bragging about putting in a hundred hours a week by Wednesday. The subtext was, 'How much do you really care?'" – Chuck Eyler

who had lost so much overtime, was given a light table and animation desk. "Korty knew he couldn't make things perfect," West says, "so he tried to compensate people however he could." The leftovers were sold to the local film community for a song. Even then they were left with equipment so esoteric they couldn't give it away. "If we had been doing cel work," says Korty, "and we had Oxberry stands, we could have sold them, but we had all this money invested in equipment that could only be used for a unique, proprietary method of animation." Camera One, a ton of metal and mirrors, had to be cut to pieces with a metal saw and carted away.

Korty kept renting the property at 200 Miller as long as he could. He lived in it for a year while he moved out, making a hundred trips in his station wagon to new digs in Sausalito. He found himself faced with 3,000 square feet of drawings, cut-outs, and magnetic tape, and he made a rash decision. "This was a big mistake, I think," he says, "but there was an animation fanatic around, and I don't even remember his name. And he said, 'Oh, gee! Could I have this? Could I have that?'" Korty gave it to him. He and the fan have not kept in touch. Nearly all the character cut-outs, the storyboards, the huge translight backgrounds, and the original session tapes are gone. What's left of the Korty Films *Twice Upon a Time* archive now fills part of a filing cabinet.

Even by Hollywood standards, it was an unusual way to wrap a film. When *Twice Upon a Time* crashed and burned, they didn't strike the set, they struck the whole building. For years all that remained of the film and its production company were vague local memories of some nocturnal cult of creative fanatics. Animator George Evelyn is a current Mill Valley resident, and some time ago he was walking by 200 Miller and he met the new occupants in the front yard. "I asked if they knew that a semi-famous movie was animated in their house," Evelyn says. He told them it had been used by a film crew, and one of them burst out laughing. "Oh, there were *cameras* in there!" she cried. "We thought they were Satanists!" It had taken ten coats of primer to cover the black paint in the master bedroom.

By June 1984, the former glory of Korty Films was history. So was Ladd Company. Ladd faced one loss after another in the months following *Twice Upon a Time*'s release. *The Right Stuff* was released in October 1983 to excellent reviews, but the public erroneously concluded it was a documentary and stayed home. *Star 80* and *Mike's Murder* also earned poor receipts. The final nail in the coffin had been Sergio Leone's *Once Upon a Time in America*, which cost $54 million but earned less than ten. Warner Bros. dumped Ladd altogether in April 1984, ironically the same week Ladd released *Police Academy*, a surprise hit.

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Twice Upon a Time did have a run on home video, but even that was problematic. HBO aired the movie twelve times in June 1984. To Korty's chagrin, it was the same PG version that played theatrically. (Because there were so few VCRs in America at the time, this endearingly crude gem is impossibly scarce, even in the busy Internet trading community.) Korty made a mental note to get involved should Warner Home Video ever get hold of the film. In 1991 he convinced WHV to release not just a videotape but a laserdisc, with crisp stereo sound and exquisite picture quality. Unfortunately, while the original G-rated soundtrack did exist for most of the film, there were three naughty moments that couldn't be fixed. In each case, the offending seconds of film have simply been excised, and both tape and laserdisc contain three jarring jump cuts.

The never-seen definitive version of *Twice Upon a Time*, then, still awaits release on DVD—where the voluminous extras that have survived over the years would also find a well-deserved home. Of course some fans pine for more than that.

"If I had George Lucas's money," says producer Alan Ladd Jr., "I'd buy it back and re-release it. But I don't think that's probably going to happen."

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It's easy to generalize about what went wrong with *Twice Upon a Time*. They were trying to stuff a skeleton into a skin. The plot was too convoluted. The improvisation should have ended with a locked script and a tight story reel. The director should have put a tighter leash on his animators. Control, control, control.

On the other hand, it's the very out-of-control comic bliss of the dialogue and the visuals that makes the movie so rich on repeated viewings. *Twice Upon a Time* is a visual feast built on a collision of eclectic styles. Much of the fun comes from the four wildly contrasting worlds of Murk, Frivoli, Din in Motion and Frozen Din. Color mixes with black and white; pink Frivoli contrasts with blue Murk; jerky stop-motion animation competes with smooth reality footage; the true-life perspectives of Din in Motion are traded for a cubist universe of cut-outs and skewed vanishing points when time stops.

Backgrounds tease with their wealth of detail. Colors dance on characters' bodies like caustic light from a river of watercolors. And then there's that amazing glow. All these innovative stylistic elements combine to make a film unlike anything in American animation, before or since.

"I feel that *Twice Upon a Time* was the most interesting technique this side of the Iron Curtain," says John Armstrong. "There was nothing else like that being done, and I was so thrilled by the process I wanted it to go on forever."

Equally unique are the film's voice characterizations. The rhythms of improvisation have been nearly banished from modern commercial animation, to the art form's detriment. The people who get *Twice Upon a Time* are the same people who have been enjoying *Dr. Katz* reruns for years; like *Katz*, *Twice Upon a Time* was "retro-scripted" by improv masters. It gets under your skin because the comedy isn't based on scripted punchlines, but real human interaction—the kind that doesn't wear out. "In improvisation," says Botch performer Marshall Efron, "if it's true and correct it'll hit you the right way over and over again."

The film involves you, invites you in, makes you feel smarter. Certainly that feeling flows from the philosophy of the director, whom all agree is a terrifically principled filmmaker. "John Korty's heart has always been in alternative cinema," says former National Film Board of Canada animator Derek Lamb. "He was part of the San Francisco group where they knew how Hollywood worked but really wanted to create something with more humanity and art than what was coming out of L.A. He is a man of sensitivity and wit, he has kept the faith and introduced a lot of good people to the business."

"Korty's whole philosophy was like finding paths and paving them," says Chuck Eyler. "At some Universities they'll leave everything unpaved, and wait for people to start making paths, and when the paths become defined they pave them. Korty wanted to make a film that way. He wanted it to make itself.

"A woman at (Colossal) once said to me, 'What a mess! That movie had twenty-eight directors.' I said, 'Yeah, I was one of them!' That's what was so cool for us," says Eyler. "There was an established framework, and all we had to do was jump in and make it cool."

"*Twice Upon a Time* was graduate school," says Carl Willat. "We worked ourselves to death for no money on a project that never saw the light of day, stayed up all night for two years, and met a bunch of really great people we'd work with again later in life. I learned everything about animation from working on this film. Without it my life would not have been nearly as rich."

In short, *Twice Upon a Time* is the funniest, most exquisitely hand-crafted write-off in the history of animated features. "In the business of making movies, there's no reason for this movie to exist," says David Fincher. "It's totally mad. And wonderful for that reason."

Taylor Jessen writes stories, plays, absurd vignettes, impossible screenplays, and poetry. He is a regular contributor to *Animation World Magazine*. You can find his complete portfolio, as well as an exclusive 20th anniversary retrospective on *Twice Upon a Time* from cast and crew, on the Internet—just Google "Ironybread."