

Music Composed  
and Conducted by  
**HENRY MANCINI**

Executive Producers  
for La-La Land Records  
**MV GERHARD**  
and **MATT VERBOYS**

Reissue CD Produced by  
**NEIL S. BULK**

Original Soundtrack Album  
(RCA LSP-3402) Produced by  
**JOE REISMAN**

Original Soundtrack Album Recorded  
in RCA Victor's Music Center of  
the World, Hollywood, California

Original Soundtrack Album  
Recording Engineer  
**DICK BOGERT**

"He Shouldn't-A, Hadn't-A, Oughtn't-  
A Swang on Me"  
and "The Sweetheart Tree"  
composed by  
**HENRY MANCINI**  
and **JOHNNY MERCER**

Published by Northridge  
Music Company and Warner Olive  
Music LLC (ASCAP)

Score Published by  
Northridge Music Company and  
Warner Olive Music LLC (ASCAP)

"The Desert Song"  
Published by Bambalina Music  
Publishing Company,  
Bill/Bob Publishing Company  
and Warner Bros. Inc. (Warner Bros.,  
Music Division) (ASCAP)

Digital Editing and  
Track Assembly by  
**NEIL S. BULK**

Film Score Remixed by  
**MIKE MATESSINO**

Collection Mastered by  
**MIKE MATESSINO**

Production Assistance  
**FRANK K. DEWALD**

CD Art Direction by  
**JIM TITUS**

Score recorded  
April 19, 20, 21, and 22, 1965

Additional music recorded  
June 22, July 13, August 13,  
and December 21, 1964

**SPECIAL  
THANKS:**

Lisa Margolis	Corey Bailey
Diane Gascoigne	Joseph Billé
George Feltenstein	Kenton Bymaster
Jason Linn	John Yanez
Peter Axelrad	Lukas Kendall
Chris Mangione	James Carrocino
Julie Heath	Marie Merillat
Kim Paine	

**THE GREAT RACE** © 1965 Warner Bros.  
Entertainment Inc., Jalem Productions,  
Inc., Blake Edwards and Tony Curtis.  
Previously unreleased score under  
license from Warner Bros. Pictures  
© 2017 Warner Bros. Entertainment  
Inc., Jalem Productions, Inc., Blake  
Edwards and Tony Curtis. Motion  
Picture Artwork and Photography ©  
2017 Warner Bros. Entertainment Inc.,  
Jalem Productions, Inc., Blake Edwards  
and Tony Curtis. All Rights Reserved.

JACK LEMMON TONY CURTIS NATALIE WOOD

BLAKE EDWARDS'

# THE GREAT RACE

CO-STARRING PETER FALK KEENAN WYNN GUEST STARS ARTHUR O'CONNELL VIVIAN VANCE DOROTHY PROVINE  
LARRY STORCH ROSS MARTIN WITH MARVIN KAPLAN MUSIC BY HENRY MANCINI  
A PATRICIA-JALEM-REYNARD PRODUCTION SCREENPLAY BY ARTHUR ROSS PRODUCED BY MARTIN JUROW  
DIRECTED BY BLAKE EDWARDS STORY BY BLAKE EDWARDS AND ARTHUR ROSS TECHNICOLOR PANAVISION® FROM WARNER BROS.

88843045672



# PUSH THE BUTTON, HANK!

→ BY JEFF BOND

By 1964, director Blake Edwards had been responsible for several hit movies—*Breakfast at Tiffany's*, *Experiment in Terror*, *Days of Wine and Roses*, and his first two Inspector Clouseau movies with Peter Sellers, *The Pink Panther* and *A Shot in the Dark*. The director was in one of the most enviable positions in Hollywood and could do just about whatever he wanted. So, like many directors still do, Edwards decided to follow his commercial hits with a more personal project. For most directors, “personal projects” mean small, independent-style movies. Not for Edwards. His personal project was *The Great Race*, a sprawling, epic-length love letter to silent movie melodramas and Mack Sennett comedies that would quickly become the most expensive film comedy ever filmed.

Inspired by a real-life race from New York to Paris that took place in 1908, the story follows handsome daredevil The Great Leslie (Tony Curtis), who proposes the race to an American automobile company, and the villainous Professor Fate (Jack Lemmon), Leslie’s insanely jealous, dark-hearted rival. They mount their prospective automobiles (Leslie’s specially built Leslie Special and Fate’s heavily armed, booby-trapped monstrosity, the Hannibal Twin 8) and race around the world. They encounter a hell-raising western town called Boracho, become adrift on a small ice floe in the Bering Strait before

landing in Russia, and get involved in revolutionary intrigue in the small kingdom of Carpania. There, the scheming Baron von Stuppe (Ross Martin) plots to replace Carpania’s ineffectual, drunken ruler, Prince Hoepnick (Jack Lemmon again), with his double, Professor Fate. Extricating themselves from the situation, Leslie and Fate get involved in a spectacular pie fight before racing to the finish line in Paris.

Leslie and Fate don’t cross the hemisphere alone—Leslie has his loyal manservant Hezekiah Sturdy (Keenan Wynn), Fate his accomplice Maximillian “Max” Meen (Peter Falk). And both men endure the presence of a beautiful, crusading suffragette journalist, Maggie DuBois (Natalie Wood), who enters the race herself to cover the event, then hitches rides with first Leslie and later Fate after her vehicle breaks down. Her presence leads to romantic friction between her and Leslie, an element that eventually turns the finale of the race upside down and leads to a do-over.

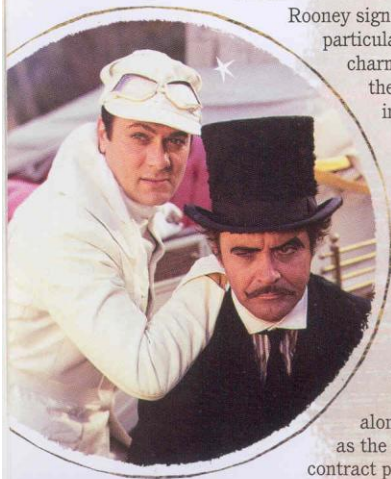
Over four years in development, *The Great Race* might have been a very different picture had its initial casting remained in place. Legendary matinee idol Burt Lancaster was originally



slated to portray "Dr. Leslie" in the movie, while beloved comic actor Danny Kaye (*The Court Jester*) was to play "Dr. Fate" (as the

characters were described in a 1962 *Variety* article), with Mickey Rooney signed to play Fate's assistant, Max. Lancaster wasn't particularly known for comedy, but his physicality, suave charm and background as a circus acrobat made him the Douglas Fairbanks of his day, and he had starred in one earlier genre spoof, 1952's *The Crimson Pirate*. But Lancaster was eventually tied up making John Frankenheimer's thriller *The Train* and dropped out of *The Great Race*. Edwards replaced him with Paul Newman, a race car enthusiast and driver himself. When Danny Kaye departed the project, Edwards cast Jack Lemmon as Professor Fate. Lemmon had won raves—and an Oscar nomination—for his performance in Edwards' *Days of Wine and Roses*, but since his role in 1959's *Some Like It Hot*, he had become one of the most popular American comedy actors.

Newman also soon departed *The Great Race*, along with Mickey Rooney. Natalie Wood had been cast as the film's female lead, largely against the Warner Bros. contract player's wishes. Wood had played in her share of fluffy



comedies and was eager to do more dramatic work along the lines of *Splendor in the Grass*.

Studio head Jack Warner agreed to put Wood on the challenging *Inside Daisy Clover* provided she complete *The Great Race*. Wood was at the height of

her glamour and beauty when she filmed *The Great Race*, but she wrongly assumed Edwards' light comedy would be a short, easy shoot. Instead, it would be a grueling, lengthy ordeal for the actress.

Warner had hoped to cast the suave Robert Wagner as Leslie opposite Wood—the pair had been a real-life Hollywood couple, but prior to production they divorced, adding to Wood's unhappiness and deep-sixing Warner's plans for a promotable onscreen romance for the pair. Edwards even considered Charlton Heston for Leslie, but he instead cast Tony Curtis, Jack Lemmon's co-star from *Some Like It Hot*. Curtis brought a debonair, light comic touch to Leslie, as opposed to the tantalizing prospect of Lancaster or Newman sending up their heroic big screen personas. The final piece in the puzzle was Peter Falk, probably cast as Fate's accomplice because he, like Mickey Rooney, was famously short. Falk, however, was an underrated comedian, and his chemistry opposite Jack Lemmon's braying, fiendish Professor Fate provided the movie's biggest laughs.

*The Great Race* shot over a 100-day schedule on location in California, Oregon, Kentucky, Austria and Paris, and its initial \$6 million budget ballooned to twice



that, making it the most expensive comedy ever made at the time (beating out prior comedy epics such as *It's a Mad, Mad, Mad, Mad World* and *Around the World in 80 Days*). Warner Bros. spent the better part of 1965 promoting the film's summer release, creating an elaborate display of props and vehicles that visitors could view at the studio lot, and mounting a presentation at the New York World's Fair in June. The movie launched big, despite mixed reviews—Hollywood trade papers such as *Variety* and the *Hollywood Reporter* were enthusiastic, but other publications such as *Time*, *Newsweek* and *Life* panned the movie as a “\$12 million romp in Hollywood’s attic.” And while *The Great Race* opened to big business, ultimately earning over \$25 million, its tremendous cost and a bladder-straining, nearly three-hour running time limited the movie’s profits. The movie won an Oscar for Treg Brown’s sound effects and received nominations for its cinematography, editing, sound, and a Best Original Song nomination for Henry Mancini’s song “The Sweetheart Tree.”

The movie was promoted as The Funniest Comedy Ever Made,

although it’s arguable whether it is even in the top ranks of Edwards’ own comedies. But for kids growing up in the 1960s and '70s, the movie became a special favorite. Its initial airing on network television was an event—with its 3-hour running time, the movie ate up an entire evening of primetime entertainment and most kids had to beg their parents to be allowed to stay up late enough to catch the notorious pie fight, let alone the end of the movie. *The Great Race*’s elaborate, large-scale slapstick gags were perfect fodder for kids raised on Bugs Bunny and Tom and Jerry, and Jack Lemmon’s raging insecurity as Professor Fate helped him become a subversive cult hero for



kids, who instinctively recognized Lemmon's performance as the equivalent of a live-action Daffy Duck. Using Treg Brown, the genius behind the sound effects in Warner Bros.' *Looney Tunes* cartoons, to provide the movie's sound effects completed the brilliant cartoon effect. With its armada of post-Victorian machinery (including a pedal-driven dirigible, a noise-seeking aquatic drone, a rickety black biplane and a two-man submarine—not to mention Fate's James Bond-like Hannibal 8 car), *The Great Race* anticipated the steampunk genre and inspired a Saturday morning cartoon series, *The Wacky Racers*. According to Jack Lemmon's son, Chris (in his book *A Twist of Lemmon*), Blake Edwards retained a great affection for the movie and always entertained the notion of doing a sequel, but he was unable to wrest the rights from the studio. In Edwards' concept, Professor Fate would have had a son and Prince Hoepnick two sons—all three to be played by Chris Lemmon.

## Blake Edwards

got the largesse from the studio to make *The Great Race* because of his prior comedy successes *Breakfast at Tiffany's* and *The Pink Panther* movies. Composer Henry Mancini was a big part of the success of those films, and by 1965 he and Edwards were joined at the hip. Mancini eagerly tackled *The Great Race* with an epic-length score of almost two hours—but as always, his touch was light as a feather and perfectly attuned to the project's moods and needs.

Mancini wrote a score that was rambunctious, droll and charming, more an affectionate salute than a lampooning of old-time movie music traditions. While the film opens with a raucous overture, its actual main titles derived from the score's love song, "The Sweetheart Tree." Played first by pianola in imitation of the turn-of-the-century piano accompaniments to silent films, the melody transitions into a gorgeously warm orchestral treatment, dripping with nostalgia and sentiment, branding the film as a sincere love letter to

the early days of film. Mancini asked Johnny Mercer, his lyricist partner from *Breakfast at Tiffany's* hit song, "Moon River," to write a lyric for the melody. In his book, *Did They Mention the Music?*, the composer said that Mercer provided him with two options, one of which began with the line, "There are 99 cars on the freight train." Mancini rejected that approach, but he loved the second one—about carving two lovers' names into the "sweetheart tree." The use of the love song as the film's main title anticipates the climactic plot turn that has the bickering Leslie and Maggie forfeit the race just as they're about to win it in order to settle their romantic issues—much to Professor Fate's fury. Natalie Wood's character, Maggie DuBois, sings the song late in the film, accompanying herself on guitar. Wood's voice was dubbed by session singer Jackie Ward, whose voice graced the theme songs of many television series throughout the 1960s, including *Batman*, *Flipper* and *Love, American Style*.

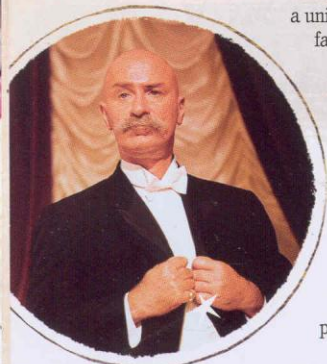
A second song, the brash "He Shouldn't-A, Hadn't-A, Oughtn't-A Swang on Me," counterbalances "The Sweetheart Tree" as saloon singer Lily Olay (Dorothy Provine) briefly rivals Maggie during a stopover in the western town of Boracho. Mancini cited Mercer's lyrics for the saloon song as a classic



example of the lyricist's skill with word-play, although its subject matter—Olay's reaction to being manhandled by a former boyfriend, and an odd detour regarding cross-dressing (not heard in the film)—brands it as politically incorrect.

Mancini wrote two pieces of music for the race itself. His John Philip Sousa-inspired "Great Race March" is a bustling, hyper-patriotic, semi-source piece for a grand marching band, containing a fanfare-like motif often associated with Leslie, as well as references to a host of stirring anthems including "Hail to the Chief," "Columbia the Gem of the Ocean," "Dixie" and "The Caissons Go Rolling Along." The march plays during Leslie's initial daredevil acts and as the New York to Paris Race is about to begin (and at the end of the film as the Paris to New York Race commences). For the race action itself, Mancini wrote a rickety, ragtime melody for piano and orchestra ("They're Off!") that accentuated the turn-of-the-century feel of the race's automobiles and the silent-film comedy-style pratfalls and gags set to confound the racers.

To counterbalance Leslie's patriotic music, Mancini created a uniquely morose, sinister theme for Fate (first heard after the fanfare in "Enter Professor Fate"). Voiced by piano and a gloomy trombone, it indicates the villain's hapless, accident-prone, eternally frustrated status. For Fate's alter ego—the drunken, child-like Prince Hoepnick—Mancini created some of the score's most striking, mock-epic material, including stark brass fanfares almost in the manner of Alex North ("Princely Fanfare," "His Royal Highness"), an elegant, dignified waltz ("First Waltz"), a soothing nighttime lullaby ("Good Night, Sweet Prince") and an Elgar-esque piece of coronation music ("Coronation"). For the film's celebrated, climactic pie fight sequence, Mancini wrote a polka ("Pie in the Face – Polka") that winds up percussively as the first few pies are thrown.



As with all of Henry Mancini's early scores, the composer chose to re-record and rearrange his music for LP presentation, presenting all the film's main themes but none of its incidental music. Hence Mancini's often exciting, sometimes dark, suspenseful underscoring for scenes such as the introduction of Professor Fate's Hannibal Twin 8 ("Fate Is a Fink"), the Native American burlesque and hoedown chase music for the arrival at Boracho ("Smoke Screen"), and the abundance of suspense music for the intrigue in Carpania ("Under Arrest," "Dirty Little Rat," "Strict Orders," "Dey Dere") were left off the album—not to mention the exciting action music for Max and Leslie's rescue attempt ("Leslie Leaps In") and his suspenseful sword duel with Ross Martin's villainous Baron von Stuppe ("En Garde" and "En Garde Again"). This long-awaited release of Henry Mancini's score from the film—nearly two hours of music—shows Mancini's *The Great Race* to be a true comic epic, a mix of beautiful, charming melodies, amusing source cues, slyly subversive heroic fanfares, a consummate villain's theme and a wealth of immersive, handsomely crafted underscoring.



## Disc 1

- 1 OVERTURE** The film's pre-show overture includes arrangements of "He Shouldn't-A, Hadn't-A, Oughtn't-A Swang on Me," a chorus performance of "The Sweetheart Tree," and "The Great Race March."
- 2 MAIN TITLE** (*The Sweetheart Tree*) Mancini's beautifully nostalgic main title music begins with a pianola playing against DePatie-Freleng's animated main titles, which were designed to resemble the program cards displayed

at silent movies. The intentionally compacted sound broadens as the orchestra enters—into the rich mix of a widescreen spectacular.

**3 FANFARE NO. 1 / THE GREAT RACE MARCH** This fanfare introduces the Great Leslie's first daredevil act—an escape from a hot air balloon. Wrapped in a straitjacket, Leslie is raised into the sky by the balloon, to the tune of Mancini's patriotic pastiche march. Meanwhile, Professor Fate and Max—disguised by a mobile shrub—prepare to shoot the balloon out of the sky.

**4 ENTER LESLIE** As Max fires a harpoon into the balloon and Leslie struggles to escape, Mancini presents a jeopardy-laden, minor-mode version of his heroic Leslie theme (with its accompanying patriotic quotes). This is followed by a triumphant “ta-da!” outburst (as Leslie escapes in a parachute), and some plummeting notes as the balloon smashes down on Fate and Max.

**5 ENTER PROFESSOR FATE** Not to be outdone, Fate arranges a stunt in which Max uses a biplane to

snare Fate from the ground and dangle him over onlookers. After another fanfare and snare drum roll, Mancini introduces his diabolical theme for Professor Fate, which plays through the villain's ill-fated flight.

**6 UP YOUR EXHAUST PIPE** Leslie prepares to break a speed record for travel on water in a high-powered speedboat, but Fate and Max have created a noise-seeking homing missile to take Leslie out. Mancini's semi-source Great Race March reprises as Leslie gets underway. The second part of the cue, which demonstrates Mancini's sleekly modernistic approach to action writing, features sinuous strings boiling underneath more minor-mode treatments of Leslie's music as the homing missile changes course to pursue Fate and Max instead of the hero.

**7 FATE AGAIN** Neighborhood kids rush to view Fate and Max's railway-mounted rocket, with which Fate intends to “cover the measured mile in approximately 12 seconds.” Fate's morose villain theme plays during the preparation of the stunt, launching into a bold statement as the vehicle

unexpectedly takes to the air. Mancini's rumbling underscoring for the rocket gathering speed was dialed out of the film in favor of sound effects, but his swelling music for the villains' terror at discovering they're in the air remained.

**8 EXPOSED! / HOLY COW** As Leslie proposes the idea of a race from New York to Paris to his automobile company sponsors, Fate (disguised as a Scottish automobile executive) rises to berate the hero—until Leslie exposes him by yanking off his fake beard. Mancini's tense music shows his understanding of classic melodrama—gleaned from his years of scoring genre films at Universal in the 1950s—as he scores Fate's escape through a boardroom window. Later, as Fate and Max (in a pedal-powered miniature dirigible) observe the unveiling of the Leslie Special, Fate's slinking theme gives way briefly to a fanfare for the car.

**9 FATE IS A FINK** The slinking villain theme switches to a foreboding mood at Fate's mansion as he unveils the Hannibal 8 to Max.

**10 ENTER MAGGIE / FICKLE FATE** Having successfully blackmailed newspaper editor Henry Goodbody (Arthur O'Connell) into giving her a job covering the great race, suffragette Maggie DuBois lights a cigar in Goodbody's office in celebration. Mancini's lighthearted music for Maggie anticipates the deft and charming touch he will bring to many of the film's smaller moments. Later, the villainous music for Fate reprises, and then moves into some brief suspense scoring dominated by brass and low flute as Fate and Max spy on Leslie and Maggie from a Nemo-esque miniature submarine.

**11 THE DESERT SONG** As Leslie romances Maggie inside his tent, this title song from Sigmund Romberg's 1926 operetta plays on a Victrola.

**12 NEW YORK TO PARIS** (*The Great Race March*) A band plays Mancini's Great Race March during the opening festivities of the race in New York City, as Leslie and Hezekiah, Fate and Max, and Maggie prepare their respective vehicles for the starting line.

**13 FANFARE** (*Times Square*) / **THEY'RE OFF** The band plays a brass signal for the drivers to get to their cars, and then Mancini's screwball ragtime race music plays as the racers get rolling. Fate's plans for Max to sabotage most of the competition materialize, and the composer's final moments of comic underscoring play as the villainous pair discover Max has inadvertently sabotaged the Hannibal 8.

**14 PIGEON / STRANDED** Arriving just in time to photograph the stranded Fate and Max, Maggie launches her report back to the publisher via homing pigeon. Mancini's brief, fluttering accompaniment for the pigeon's flight gives way to Fate's theme as the quietly furious Fate fills Max's britches with fire extinguisher foam. Later, Maggie's Stanley Steamer breaks down in the badlands; Mancini plays the "Sweetheart Tree" on banjo, guitar and violin as the reporter fakes a fainting spell to draw Leslie's attention.

**15 SMOKE SCREEN** Mancini moves from the gentle, bright comic music for Maggie talking her way onto Leslie's car, to a swelling desert vista

for a long shot of the Hannibal 8, a pulsating burlesque of "Indian" western movie music as Fate and Max flee what they think is a pursuing Apache war party (actually masquerading townspeople trying to give them a traditional western welcome), and a rousing hoe-down for strings as the Hannibal 8 enters the Old West town of Boracho.

**16 IT LOOKS LIKE A BIG NIGHT TONIGHT** A dancing chorus of saloon gals sings this 1908 song by Egbert Van Alstyne and Harry Williams during a raucous night at Boracho's main bar.

**17 HE SHOULDN'T-A, HADN'T-A, OUGHTN'T-A SWANG ON ME** Dorothy Provine as chief saloon gal Lily Olay sings this upbeat number about domestic abuse (and, in some extended lyrics not heard in the final cut of the film, cross-dressing), while flirting with Leslie at his table.

**18 HE SHOULDN'T-A, HADN'T-A, OUGHTN'T-A SWANG ON ME** (*band*) The saloon band continues to play Lily's song while Fate consults a local about Texas Jack, a jealous gunslinger and Lily's erstwhile boyfriend.



**19 TEXAS JACK** Mancini builds tension with an urgent motif as Texas Jack himself (Larry Storch) steps into the saloon, sizes up the situation and jealously shoves Lily into a table—twice. The gallant Leslie steps in to defend Miss Olay's honor and an epic bar fight begins.

**20 IT LOOKS LIKE A BIG NIGHT TONIGHT** (*piano*) As the bar brawl spreads, the town mayor tries to distract the crowd by getting the band and saloon gals to resume their music.

**21 IT LOOKS LIKE A BIG NIGHT TONIGHT** (*piano*) Fate and Max escape the bar and steal the town's supply of gasoline. Meanwhile, the brawl continues as the song plays on piano.

**22 THAT FINISHES THEM! / OFF TO GROMMET** Bustling, urgent chase music accompanies Fate's flight out of Boracho; then Mancini shifts to a banjo on his "Sweetheart Tree" theme as Fate and Max discover Maggie stowing away on the Hannibal 8. They leave her to be picked up by an aggravated Leslie (driving a horse-drawn Leslie Special).

**23 RISE AND SHINE** After reaching a champagne-lubricated, overnight truce in an Alaskan blizzard, the group awakens hungover (and in Fate's case, seasick) the next morning. Mancini's low-key, charming music—timed to accompany the sight of a polar bear slowly emerging from Fate's car—perfectly encapsulates the surprising (if reluctant) camaraderie among the rival racers, opening up into a grand statement as Fate slips off the side of the ice floe into the ocean and the picture moves into its intermission.

## Disc 2



**1 ENTR'ACTE (The Sweetheart Tree) / RED SKY** Chorus takes up "The Sweetheart Tree" for the film's intermission music, introducing the lyrics that will be sung by Natalie Wood's character later in the film. As the film resumes, Fate and Max glumly fish on the melting ice floe while Leslie commiserates with Maggie. Mancini shifts from his "Rise and Shine" music to a warm treatment of "The Sweetheart Tree" as Leslie and Maggie talk.

**2 ANOTHER FOOT** After a storm reduces the size of the ice floe even further, the group drifts inside a fog bank. Leslie again tries to reassure Maggie that the ice will stay intact long enough for the group to reach land. Mancini moves from his "Rise and Shine" music to "The Sweetheart Tree," and finally into some comic music for bassoon, harp and piano as Fate and Max discuss Fate's romantic prospects with Maggie.

**3 SAVED!** Just as Fate finds himself up to his ankles in water, Leslie sights land, and Mancini plays a bright version of the Great Race March as Fate slides off the ice floe into the ocean.

**4 CAPTURED! / UNDER ARREST** After being greeted by Carpanian General Kuhster (George Macready), Leslie and Hezekiah are escorted to the castle of crown prince Hoepnick. A martial treatment of the Great Race March gives way to a fanfare for the imposing royal residence. Meanwhile, outside the town of Pottsdorf, Max and Fate wash the Hannibal 8 while Maggie swims in a pond. Another gentle

treatment of "The Sweetheart Tree" plays as Max lewdly spies on her. All three are interrupted by the plotting Carpanian traitor, Baron von Stuppe (Ross Martin), who places the trio under arrest. Mancini provides a grim, brief transitional cue.

**5 PRINCELY FANFARE / HIS ROYAL HIGHNESS** As Leslie and Hezekiah mingle with local dignitaries, space is cleared for the arrival of Prince Hoepnick. Mancini provides a brief, bold brass fanfare, followed by an even more grand bit of pomp that ingeniously paves the way for Lemmon's pratfalls and screwball antics as the Prince.

**6 DANCE MEDLEY** When the Prince orders the dance to commence, Mancini introduces an elegant, Middle European-styled waltz ("First Waltz"). This segues to a medley of traditional dance favorites—Johann Strauss' "Blue Danube" and "Tales From the Vienna Woods," and Anton Wallerstein's lively "Jenny Lind Polka." The regal "First Waltz" returns to play in the background as the Prince, Leslie and Hezekiah retreat into Hoepnick's study for some brandy.

**7 WHISPERING / GOOD NIGHT, SWEET PRINCE**

While drinking with Prince Hoepnick, Leslie spies the newly arrived Baron von Stuppe and General Kuhster whispering to one another, and Mancini's brief suspense chord indicates trouble is afoot. The composer provides a gentle lullaby as the thoroughly soused Prince Hoepnick is escorted to bed and tucked in by Kuhster and the Prince's brandy-drinking Pugs.

**8 IT'S A SECRET** Mancini begins a long stretch of nocturnal suspense music for low piano and tremolo strings as Hezekiah spies on von Stuppe and

Kuhster kidnapping the prince, with brass and woodwinds joining in as Hezekiah hitches a ride to the baron's castle.

**9 HEIR TO THE THRONE**

Dragged from his dungeon cell, Fate is introduced by von Stuppe to Prince Hoepnick. Mancini's continued suspense scoring uses upper-range piano notes to underscore Fate's nonplused reaction to the sight of his double, then slowly crescendos as Max mistakenly clonks Hezekiah with a loose prison bar.

**10 DIRTY LITTLE RAT** With Hezekiah unconscious, Max walks out and leaves Hezekiah and Maggie locked in the cell. Mancini's sneaky music for Max involves trilling strings and woodwinds, followed by spinet, marimba and alto flute. At 1:16 the composer introduces a more reflective vibe, which culminates as Max sights some monks outside the palace and joins them.

**11 STRICT ORDERS** Disguised as one of the monks, Max infiltrates the palace dungeon and frees Leslie. He convinces him to return to von Stuppe's castle and help rescue Fate, Hezekiah

and Maggie. Mancini adds more sneaking music for low piano, brass and woodwinds, with a menacing treatment of the Great Race motif for Leslie on horns as the hero joins Max, and the two head for von Stuppe's castle in the Leslie Special.

spinet becomes more rhythmic and pointed as Leslie infiltrates the castle grounds, then quiets into statements for marimba, piano and spinet as our hero enters a moat and swims toward the castle.

**12 DEY DERE** More suspense music for low brass gives way briefly to a treatment of the traditional anthem "America" as Maggie sings the lyrics in a bravado attempt to prevent von Stuppe from torturing the captured Hezekiah. Mancini's snaking suspense line for

**13 LESLIE LEAPS IN** After Leslie climbs a wall into the castle, Mancini's delicate suspense scoring for spinet and piano over a low string sustain provides a hint of Leslie's Great Race motif before swelling into a crescendo as Max heads the car into the castle. In one of the score's most



exciting moments, Mancini leads with one of his fanfares for Carpania, and then moves into a roaring version of his Great Race March and its attendant patriotic quotations as Max barrels into the castle in the Leslie Special. Sinuous, energetic string lines follow, climaxing as Leslie finds himself face to face with Baron von Stuppe—the greatest swordsman in all Carpania.

**14 EN GARDE** Von Stuppe eagerly challenges Leslie to a fencing match with foils. Mancini's slow-boil suspense scoring gradually raises the stakes in support of Treg Brown's gleaming sound effects for the struggle.

**15 EN GARDE AGAIN** After they reach a stalemate with foils, von Stuppe challenges Leslie to continue the fight with sabers, a much more dangerous weapon. Mancini continues to ratchet up the tension underneath the even more extreme sound effects of the saber duel until von Stuppe breaks off and dives into an escape boat in the moat below his castle—unfortunately breaking up the boat in the process.

**16 CORONATION** Mancini provides a wonderfully noble bit of pomp and circumstance for Fate's continued impersonation of Prince Hoepnick at the ceremony crowning him King of Carpania.

**17 FASTER! / FASTER STILL! / ESCAPE!** Leslie, Hezekiah and Maggie (with the real Prince Hoepnick) race toward the coronation in the Leslie Special with Max following behind in the Hannibal 8. Mancini provides an urgent treatment of the Great Race theme, continuing as Max blows the Leslie Special off the road with the Hannibal 8's cannon to take the lead. A brief piece of chase music accompanies Fate after he unceremoniously crowns himself and escapes through town, finally plummeting into a huge cake at a local bakery.

**18 PIE IN THE FACE POLKA** When Kuhster insists he and Fate must vacate the bakery, Fate throws a pie in the General's face just as Leslie, Maggie and the others arrive. Once Kuhster retaliates, the film's highly promoted pie fight begins. Mancini wrote a lively polka for the scene that starts out with some percussive statements as the first few pies are tossed and ends with a flurry of harp glissandos as a

pie-covered Prince Hoepnick wishes the best of luck to the escaping Leslie and his friends.

**19 THE SWEETHEART TREE** *(vocal)* While stopped to clean up and rest at a lake, Maggie picks up a guitar and sings the movie's theme song (with assistance from session singer Jackie Ward—who dubbed Natalie Wood's voice—and animated "follow the bouncing ball" lyrics on the screen). Strings take up the "Sweetheart Tree" theme as Leslie attempts (but fails) to patch up his differences with Maggie.

**20 PARIS** "La Marseillaise" plays as the racers approach Paris in the race's final stretch. Fate, in the lead thanks to Leslie and Maggie's arguing, enters the city in first place. Mancini's screwball ragtime race music plays with a clattering interlude as the Hannibal 8 descends the Montmartre steps.

**21 FINISH LINE** As the racers approach the finish line—with Leslie now in the lead—Mancini reprises his semi-source Great Race March. It continues as Leslie stops the car and kisses Maggie to prove that he

loves her, while a shocked Professor Fate sails past the Leslie Special and wins the race.

**22 PARIS TO NEW YORK** – *End Title* Infuriated that Leslie "cheated" by letting him win, Fate proposes another race, from Paris to New York, which Leslie accepts. The Great Race March plays one last time as the new race begins and the Leslie Special takes off ahead of the Hannibal 8. Pledging to win "my way" this time, Fate orders Max to "push the button!" and fire the Hannibal 8's cannon at Leslie—but instead brings the Eiffel Tower down on top of them. Mancini's march segues to an ebullient series of grand-finale gestures as DePatie-Freleng's exaggerated animated title flourish brings the movie to a close.

**23 END CAST** A brief statement of the "Sweetheart Tree" theme ends on a moment of triumph as the film's cast credits are displayed.

**24 EXIT MUSIC** Chorus takes up the "Sweetheart Tree" song once again to usher patrons out of the theater.

**25 IT LOOKS LIKE A BIG NIGHT TONIGHT** *(complete vocal)*

In the film (disc 1, track 20), the vocal was dropped in three places to feature the orchestral accompaniment to this saloon song. This version includes the entire vocal contribution.

**26 TOCCATA AND FUGUE IN D MINOR** *(excerpts)*

In the grand manner of all classic melodrama villains, Fate plays Bach's Toccata and Fugue on pipe organ in his lair—except that the untalented Fate must rely on an automated pipe organ, revealed when he leaves the bench to have his dinner and the music keeps playing.

**27 PRINCELY ORGAN MUSIC**

This regal pipe organ music plays as Fate is about to be crowned king of Carpania.

**28 GUITAR STRUMS / THE SWEETHEART TREE**

*(alt take)* Hezekiah plays guitar beside a lake as the group camps out in the aftermath of their escape from Carpania. The guitar strums (heard in the film) lead into an alternate performance of "The Sweetheart Tree".

↑ **Disc 3**

*During the 1960s Henry Mancini was one of Hollywood's most popular recording artists, adapting his film and television music by re-recording it for LP presentation to take advantage of what he considered to be superior stereo recording technology then in use by the record industry. These albums were often more "pop" interpretations that focused on source "party" music, presenting a partial, non-chronological assembly of the score. In the case of The Great Race, Mancini's album arrangements use a smaller group of players than the film score.*

**1 OVERTURE** Mancini's overture opens with a raucous instrumental take on "He Shouldn't-A, Hadn't-A, Oughtn't-A Swang on Me" before moving into "The Sweetheart Tree" (arranged for chorus) and a take on his Great Race March.

**2 PUSH THE BUTTON, MAX!** For the album, Mancini adds a jazzy, muted solo trumpet performance to the morose theme for Professor Fate, arranged for trombone, piano, harpsichord, banjo and woodwinds.

**3 THE ROYAL WALTZ** "First Waltz" from the dance at the Carpanian palace gets a brief treatment here.

**4 NIGHT, NIGHT SWEET PRINCE** Mancini's bedtime lullaby music for Prince Hoepnick plays on piano and celesta before swelling into a silky and extended arrangement for strings and alto flute, quite independent of its presentation in the film.

**5 THEY'RE OFF!** Mancini's ragtime tune for the race gets a slightly jazzed-up rendition for brass, woodwinds, banjo and percussion.

**6 THE SWEETHEART TREE** The intermission song arrangement of Mancini's main theme plays complete with pianola accompaniment in one of the album's more authentic arrangements.

**7 THE GREAT RACE MARCH** *(A Patriotic Medley)* Mancini's pre-race medley of patriotic standards gets an authentic, although condensed, presentation.

**8 HE SHOULDN'T-A, HADN'T-A, OUGHTN'T-A SWANG ON ME!**

Dorothy Provine re-recorded her saloon song for the LP with a more heavily produced sound—employing a great deal more reverb than the film track.

**9 MUSIC TO BECOME KING BY** Mancini's pomp-and-circumstance coronation music gets another one of the album's more authentic arrangements, although far less grand than the film rendition.

**10 COLD FINGER** Mancini's droll flute tune from "Rise and Shine" gets an upbeat, breezy jazz arrangement.

**11 PIE-IN-THE-FACE POLKA** The album winds up with a festive—though shortened—version of the climactic pie-fight polka.



**JEFF BOND** is the author of *Danse Macabre: 25 Years of Danny Elfman and Tim Burton* and co-author with Joe Fordham of *Planet of the Apes: The Evolution of the Legend*. Professor Fate continues to be one of his life role models.