# THE MAKING OF


Fantasia *comes on the screen with an Art Deco title-flash that reflects the period in which it was made.*

# FANTASIA

"In a profession that has been an unending voyage of discovery in the realms of color, sound, and motion," wrote Walt Disney, "*Fantasia* represents our most exciting adventure. At last, we have found a way to use in our medium the great music of all times and the flood of new ideas which it inspires."

This Walt's-eye view of *Fantasia* appeared in the program for the film's world premiere, on November 13, 1940, at the Broadway Theater in New York—the theater that was called the Colony when Mickey Mouse made his debut there in *Steamboat Willie,* the first sound-on-film cartoon short, only a dozen years before. The statement was characteristic of the way Walt Disney's mind worked. The Tom Sawyer in Walt, hungry for respectability, insisted with his third word that the making of animated cartoons was a profession. He had vowed, when he was snubbed as a mere "cartoon-maker" seventeen years before, that his animated productions would someday be treated to the same kind of gala premieres accorded live-action films. But the Huck Finn in his personality chafed at wearing a tuxedo, and tended to see his "professional" life as an "exciting adventure," an "unending voyage of discovery" down some mythic Mississippi of the imagination.

This book on the making of *Fantasia* accompanies Walt Disney on that voyage of discovery, permitting us to watch his creative processes at work. Its principal source material has been the hundreds of pages of stenographic notes from *Fantasia* story meetings, where Disney himself took the lead.

From the beginning, Disney films were made by the story conference method. Walt—he insisted on being called by his first name—would bring together about a dozen artists and musicians in one room to play with ideas until they suggested other ideas, hopefully better, simpler, clearer, more entertaining ideas.

Everybody in the room could keep track of this play of ideas in sequence, because the ideas weren't just talked about, they were drawn as story sketches and pinned to storyboards. Storyboards were fiber boards, four feet by eight, on which the story sketches were fastened with pushpins, in rows that could be read from left to right. The sketches were made large enough so that each participant in the story meeting could see them clearly from his chair. Disney himself hadn't made a drawing since the twenties, but, in the words of Great Britain's political cartoonist and caricaturist, Sir David Low, his "was the direction, the constant aiming after improvement in the new expression, the tackling of its problems in an ascending scale and seemingly with aspirations over and above mere commercial success."

And the way Walt directed, at his best, was simply to stand up in front of a storyboard and act out the way he thought the action and dialogue should go.

For his early features, such as *Fantasia,* Disney had a stenographer present at each story meeting to record in shorthand what each participant said; these minutes—with any profanity removed—were typed, mimeographed, and circulated to those involved before the next meeting. That way each person could remember what Walt wanted, and could start figuring out ways to give it to him.

On December 8, 1938, for example, while discussing *Fantasia*'s visual complement to Igor Stravinsky's *Rite of Spring,* Walt suddenly exclaimed: "It'll be—boy! You'll really go through space!" He was talking about starting the segment with the camera in outer space, and then showing the audience what it would look like to travel from outer space to earth. And this was a quarter of a century before any astronaut had left and then reentered the earth's atmosphere. "I think it would be a terrific idea," he said, "that idea of endless space."

And, as the film so brilliantly demonstrates, his artists found a way to put that "terrific idea" on the screen for him.

To better understand the dynamics of those meetings, I have interviewed or studied interviews with scores of collaborators who watched Walt operate. "Innocence in action" is the way one of them described him. From their accounts, it is not surprising that Walt got on so well with his principal collaborator on *Fantasia,* the crowd-pleasing conductor of the Philadelphia Orchestra, Leopold Stokowski. They both had an abiding faith in the ability of the average person to appreciate the good, the true, and the beautiful.

"In my business, we'd say it another way," explained Disney. "We say that the public—that is, the audience—would always recognize and appreciate quality. It was this faith in the discrimination of the average person that led us to make such a radically different type of entertainment as *Fantasia.* We simply figured that if ordinary folk like ourselves could find entertainment in these visualizations of so-called classical music, so would the average audience."

Walt's original dreams for *Fantasia* were aimed at capturing an audience of millions for a musical film. He wanted it to be seen on a wide screen and heard with dimensional sound, so that in *The Sorcerer's Apprentice,* for example, when the brooms escape Mickey's control and march to the fountain with their water buckets, the sound would surround the audience, and the shadows of the marching brooms would reach the sides of the theater. He considered showing the abstract sequence to Bach's *Toccata and Fugue* in 3-D, providing cardboard Polaroid glasses with the program. He even discussed wafting flower scents through the audience as he presented a flower ballet to *The Nutcracker Suite.*

Disney wanted the theaters to showcase *Fantasia* as they had showcased *Gone with the Wind,* with reserved seats and matinee and evening performances, so that word of mouth could gradually build the movie's reputation as a new and revolutionary kind of film entertainment. RKO, Disney's distributor, had little enthusiasm for Walt's daringly innovative plans. They readily relaxed their contract with him and let Disney set up his own distribution unit headed by a young film salesman named Irving Ludwig. Ludwig, who was later to found Disney's own distribution company, Buena Vista, engaged

prestige theaters in major cities, installed dimensional sound systems at thirty thousand dollars a unit, put in special lighting and curtain controls to set off each sequence in the film, and hired and trained the theater staffs so that audiences would be treated with the courtesy later to be associated with Disneyland.

So Disney *did* present the first stereophonic sound in *Fantasia*, calling it Fantasound; but stereoscopic cinema, aromatic cinema, and the cameras and projectors for the double-width frames needed for a wide screen were experiments that were too expensive for him in 1940.

When *Fantasia* did not immediately prove popular with the mass audience, the bankers brought pressure on Disney to cut it from 130 minutes (with intermission) to 81 minutes, and RKO took it from two shows a day and put it in general distribution on a double bill with a Western. Marketed that way, it produced a loss for Walt Disney Productions.

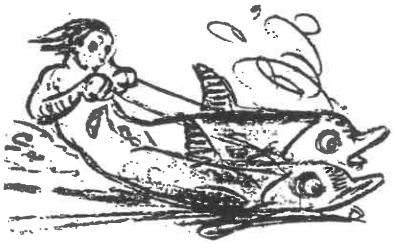
*Fantasia* was reissued once, in 1946, restored to its original length, and still did not recoup its original investment. "But I don't regret making it," Walt said in 1951. "It's what we should have been doing with our medium at that time."

In 1956 Disney reissued *Fantasia* a second time. And suddenly this sixteen-year-old film was appreciated by the millions for whom it was made. *Fantasia* has now been reissued numerous times, and has been in continuous release—always playing somewhere in the world—since 1969. It is among the two hundred highest-grossing films of all time. But even when it represented a financial loss to Walt Disney, after two releases and more than ten years, he spoke of it with enthusiasm in his voice and eyes. So it is easy to understand how he inspired his artists to make it in the first place.

Stokowski wrote: "I enjoyed working with Walt because of his boundless imagination and simple direct approach to everything. He had the ability to find and attract highly talented designers in form and color. His instinct for perceiving great gifts in young artists reminded me of Diaghilev."

It was an apt comparison. Serge Diaghilev, founder of the Ballet Russe, integrated the ideals of other art forms—music, painting, drama—with those of the dance to fulfill his ideal of the combination or interpenetration of the arts. Walt Disney, founder of the Walt Disney Studio, combined the ideals of music, painting, drama, and dance with those of film to create an entirely new form of film art, so that Erwin Panofsky, the distinguished art critic and historian, would write in his seminal essay, *Style and Medium in the Motion Pictures*: "Within their self-imposed limitations, the earlier Disney films, and certain sequences in the later ones, represent, as it were, a chemically pure distillation of cinematic possibilities."

By the time they began their collaboration on *Fantasia*, Disney was thirty-six, a slim, dark-haired intense man with a film star's thin mustache and eloquent eyebrows; Stokowski was fifty-six, tall, imperious-looking, and crowned with a halo of white hair that caught spotlights wonderfully—and both men were old hands at realizing



*ert Hurter was a Swiss-born artist who, in the rds of master animators Frank Thomas and ie Johnston, "could find a face and a personality in rything around him." Walt used Hurter not as animator, but as an inspirational story sketch ist. When Walt began to plan his Concert Feature, had Hurter do these inspirational sketches for Greek mythology sequence.*

possibilities. Since making the first sound-on-film cartoon in 1928, Disney had produced the first three-strip Technicolor film of any kind, *Flowers and Trees* (1932), and played so adeptly with images that changed shape and size and color to music that historian Lewis Jacobs, in *The Rise of the American Film* (1939), called him "the first of the sight-sound-color film virtuosos." But beyond that, he was recognized around the world as possibly the greatest fantasist since Hans Christian Andersen. He had just released *Snow White and the Seven Dwarfs*, the first feature-length cartoon ever made, and during most of the time that *Fantasia* was in production, *Snow White* was earning box-office revenues that would make it the highest-grossing film in history. (It would take second place to *Gone with the Wind* in 1940.) There were only two filmmakers in those days who were always described as geniuses, without argument: Chaplin and Disney—and Chaplin was having difficulty with the transition to sound.

Sound was Stokowski's playground. "He took over a provincial orchestra in Philadelphia in 1912," wrote Harold C. Schonberg, former chief music critic of the *New York Times*. "Soon he made it the greatest virtuoso orchestra in America and, most likely, the world." Through his concerts, his recordings, and his films—and his widely publicized romance with the preeminent screen goddess, Greta Garbo—Stokowski had become, by 1938, perhaps the best-known symphonic conductor of all time.

The flamboyant Stokowski was an adventurer in sound as the down-to-earth Disney was an adventurer in film. The *New York Times* called Stokowski an "audio prophet," and his biographer, Abram Chasins, wrote that "whether we're listening to an FM radio or an LP recording or a stereophonic soundtrack of a film, we must never forget how big a role Stokowski played in its effectuation." *Fantasia* was the medium through which Stokowski made his greatest contribution to sound-on-film—which was just what Disney had wanted.

Disney's natural self-confidence was greatly reinforced by the phenomenal success of *Snow White*. The average theater admission in 1938 was twenty-three cents, and most children were admitted for a dime, yet Disney's $1.5 million feature grossed $8.5 million around the world in its first release. With the profits he began building the new, superbly equipped, $3 million Studio in Burbank, into which he and his staff moved over the period from August, 1939, until the spring of 1940, and where *Fantasia* was completed the following November. He wanted to do things with the animated film that had never been done before, and he was sure that with *Snow White*'s profits, his new studio, and a staff that had mushroomed from eight hundred in 1937 to more than a thousand while *Fantasia* was in production, he would do them. "*Fantasia* was made at a time when we had the feeling that we had to open the doors here," Disney answered, when he was asked why he made the film. "This medium was something we felt a responsibility for, and we just felt that we could go beyond the comic strip, that we could do some very exciting, entertaining, and beautiful things with music and pictures and color."

Indeed, before *Fantasia*, the most usual thing for the ani-

mated film to be compared to was the comic strip. And it is true that the taproots of the early animated films were such comic strips as Winsor McCay's *Little Nemo*, George Herriman's *Krazy Kat*, and Bud Fisher's *Mutt and Jeff*. Comic strip graphics were crossbred with the broad, visual comedy of the slapstick film shorts, those of Charlie Chaplin particularly, and the result, broadly speaking, was the animated film before Disney.

Disney upgraded form and content until, after *Fantasia*, Sir David Low would write, "In *Fantasia* he lifts the art of drawing movement right out of the 'comic' and essays for the first time serious studies of a higher plane. *Walpurgis Night (Night on Bald Mountain)* and the prehistoric sequences *(Rite of Spring)* drive right to the foothills of the New Art of the Future."

It is not true, as Deems Taylor wrote of the origin of *Fantasia* in his 1940 book on the film (a canard that has had wide circulation), that "it all began as a search for a starring vehicle for Mickey Mouse." Disney never said that; and Ben Sharpsteen, *Fantasia*'s production supervisor and Disney's close collaborator from 1929, has flatly denied the oft-reported story that, as Sharpsteen put it, "*The Sorcerer's Apprentice* was made to . . . upgrade Mickey Mouse as a character. There was no such thing."

Essentially, *The Sorcerer's Apprentice* sprang from Disney's desire to go beyond the usual animated cartoon with its combination of comic strip graphics and slapstick comedy. And the most important combination in *Fantasia* was the wedding of film graphics to classical music. Indeed, the most important factor carrying the animated film beyond its roots in comic strips and slapstick film shorts was music.

"Music has always played a very important part since sound came into the cartoon," said Walt. And, indeed, he had created the Silly Symphonies in 1929 precisely to let music take precedence over action in some of his cartoons.

Whereas in the Mickey Mouse films it was the job of the composer and/or musical director to fit the music to the action, in the Sillys, it was up to the directors and animators to fit the action to the musical score. Most often these were original scores by studio musicians; but sometimes the scores included snatches of popular songs or concert music. In fact a few bars of *Dance of the Hours*, one of the selections in *Fantasia*, can be heard in a 1929 cartoon called *Springtime*. But Walt had been trying to figure out a way to use what he called "the great music of all times," because "for my medium, it opens up unlimited possibilities."

Ben Sharpsteen, in spelling out what those possibilities were, recalled that the general public, the audience at which Walt Disney always aimed, was not so comfortable in the late 1930s with music written for the concert hall. "*The Sorcerer's Apprentice* was—to use a term—highbrow music," said Sharpsteen. "Considering it was highbrow music, it was in the reach of the public. . . . There was talk about using Dopey in it—but no, Walt didn't like the idea of taking somebody from *Snow White*, and so Mickey Mouse was, when you come right down to it . . . a good choice."

*Walt Disney crouches in front of a storyboard for* The Sorcerer's Apprentice *and acts out the sequence of drawings for Deems Taylor, who wrote and delivered the narrative introduction, and Leopold Stokowski, who conducted the Dukas score.*

Disney's Story Department started planning a *Sorcerer's Apprentice* short using a recording by another eminent twentieth-century conductor, Arturo Toscanini. Toscanini had conducted a military band in Italy during World War I, and in 1935 he had so loved Mickey Mouse's burlesque of a bandmaster in *The Band Concert* that he prevailed upon the manager of the theater in which he saw the cartoon to stop the show and run the short again.

Leopold Stokowski, too, had gone on record as being an admirer of the art of Walt Disney—and it was Stokowski whom Disney now met in a chance encounter.

Various versions have been given of how the unlikely collaboration of Disney and Stokowski came about, though none are from Disney himself. But in a letter that Stokowski wrote in 1967, the conductor said that it resulted from a chance encounter, and not at a Hollywood party, as has frequently been written.

"I first met Walt Disney in a restaurant," Stokowski recalled. "I was alone having dinner at a table near him and he called across to me, 'Why don't we sit together?' Then he began to tell me that he was interested in Dukas's *The Sorcerer's Apprentice* as a possible short, and did I like the music. I said I liked it very much and would be happy to cooperate with him."

Disney, of course, would have been well aware of Leopold Stokowski. Though not a great concertgoer before he started making *Fantasia*, Walt was a great moviegoer. The year before, he had seen *The Big Broadcast of 1937*, in which Stokowski conducted Bach's *Fugue in G Minor*, and in this year of 1937, Stokowski was in the hit musical *100 Men and a Girl*, with the popular young coloratura soprano film star Deanna Durbin. Stokowski played himself and conducted the "100 men" of his orchestra accompanying Miss Durbin. Durbin had already auditioned to be the voice of Snow White, but Walt found her voice "too mature." Stokowski's film with Deanna Durbin was among the most popular of 1937. "Stokowski knew the visual value of the conductor, for the audience as well as the players," wrote Yehudi Menuhin. "For the first half of the century, Stokowski epitomized for most Americans what the symphony conductor should look like, how he should behave, and in large measure he helped to popularize the symphony orchestra in North America." Walt Disney was always well aware of whatever—or whomever—the mass audience liked.

"Ah, what a scurrying there was to hide the Toscanini record we had been working with when it became known that Stokowski was due to arrive," recalled Jim Algar, whom Walt had chosen to direct *The Sorcerer's Apprentice*.

On November 15, 1937, the Story Department sent all Disney employees a special notice: "We are preparing a special short subject in collaboration with Leopold Stokowski, who will conduct his renowned symphony orchestra, 100 men strong, in his own interpretation of the world-famous descriptive score of *The Sorcerer's Apprentice*."

The importance that Walt attached to this project can be seen in the interoffice communication of November 16 to all those

*opold Stokowski poses with his caricature by a sney artist (above). Looking at Stokowski's ir while watching him record the* Fantasia *sound ick, Walt whispered to Dick Huemer: "He looks like ırpo Marx." Another Disney caricaturist saw okowski (opposite, below) as "Stokisaurus," a ıosaur whose double tail resembled the conductor's w-hammer coat. But Disney and Stokowski ok each other quite seriously as artists. A formal rtrait of the maestro is autographed "For Walt sney, Leopold Stokowski" (opposite, above).*

who were asked for story suggestions—which, as usual, included everybody from the people actually working in the Story Department to Alois, the Swiss gardener. (The *Atlantic Monthly* reported in "Walt Disney: Genius at Work" that Alois paid particular attention to the petunias under the Story Department window so that he could hear what stories were being considered—and won several of the five-dollar bonuses that Walt frequently offered for good story ideas. Unfortunately, the *Atlantic* did not report what the gardener's ideas were, but the anecdote was a good example of the ways Walt got his whole studio involved in his productions.)

"*The Sorcerer's Apprentice* will be released as a 'special,' " the Story Department's notice continued, "so we are naturally hopeful of a special response to the attached outline. It offers a challenge to the best imaginations on the lot. Please *give*."

As was Walt's way, the Story Department then gave a synopsis of the story, followed by a list of twenty questions designed to stimulate imaginations all over the lot into writing (or, preferably, drawing) answers to such queries as: What could Mickey do with the stars in the heavens? What transition do you see from the dream back to reality and Mickey's predicament? What tie-in between water in the dream and the water actually in the room?

From the beginning Walt described *The Sorcerer's Apprentice* to his staff in terms that would later apply to the whole of *Fantasia*: he called it a "musical fantasy offering an opportunity for a new type of entertainment," adding that "the picture will be made without dialogue and without sound effects, depending solely on pantomime and the descriptive music," and asking his staff to "please avoid slapstick gags in the ordinary sense; work instead toward fantasy and business with an imaginative touch. . . ."

Like all Disney directors, Jim Algar was an always-on-the-job extension of Walt's overall supervision of everything. As such he was present through the night of January 9-10, 1938, when Leopold Stokowski and a full orchestra of hand-picked musicians (but not the Philadelphia Orchestra) recorded *The Sorcerer's Apprentice*. Algar remembered "Stokowski's recording session for *Sorcerer* at 12:00 midnight to 3:00 A.M. in a big soundstage on the Selznick lot (the Hyperion Avenue soundstage wasn't large enough), with cables and wires running every which way to the sound trucks outside. . . . One rehearsal and Stokowski galvanized eighty-five musicians to a pitch of tenseness that produced in three short hours the complete seven-track recording of Dukas's music, then stepped down soaked with perspiration from head to foot. No mere handkerchief could mop his steaming brow: he was handed two man-sized bath towels. The reason Stokowski preferred recording at 3:00 A.M.? 'The men drink coffee to keep awake; it makes everybody alert.' "

Roy Disney, Walt's business manager brother, was sweating, too, as he watched the costs mount on this two-reel short to $125,000.

One of the chief reasons Walt was able to sell Roy on the untried idea of a concert feature was, according to Ben Sharpsteen, that *The Sorcerer's Apprentice* "had cost three or four times as much as a Silly Symphony should have cost. We realized that we could never get our money back on it. Walt—and this was a big factor with Walt,


Disney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how alert he was to opportunities—saw this trouble in the form of an opportunity."

Sharpsteen described how Walt's thought processes led him to the idea of a concert feature:

" 'This thing can't earn its money back this way. How can we merchandise it so it *will* make money? Here's an idea!' Quality came first in his opinion; the box office will follow quality. This was the birth of a new concept, a group of separate numbers, regardless of their running time, put together in a single presentation. Instead of calling it a vaudeville show, it turned out to be a concert—something novel and of high quality."

It has been written that the idea of expanding the film from *The Sorcerer's Apprentice* to a concert feature was Stokowski's, but that is not what Stokowski recalled. "When it [*Sorcerer*] was almost finished," he wrote, "Walt said to me: 'Why don't we make a bigger picture with all kinds of music?' and that led to *Fantasia*."

Stokowski returned to the Disney Studio early in September, 1938. Joining him to act as musical adviser on the concert feature was Deems Taylor, who had composed the first American opera ever presented at the Metropolitan Opera House, *The King's Henchman*, in 1927, with a libretto by Edna St. Vincent Millay, and who was then well known to a national radio audience as the intermission commentator for the New York Philharmonic Symphony radio broadcasts. Taylor wrote and delivered the spoken introductions to all the selections on the *Fantasia* program. (On the 1982 digital sound track, Taylor's introductions are spoken by someone else.)

Walt picked two of his artists, Dick Huemer and Joe Grant, to make a preliminary selection of music that might be suitable for animation. The happy-go-lucky Huemer had been an animator and director for Disney before Walt discovered his gift for story (he and Grant would later work out the screen story for *Dumbo*) and Huemer loved music of all kinds. "Meet Dick Huemer; he goes to operas," was the way Walt often introduced him. As head of Disney's Character Model Department, Grant had designed the Wicked Queen for *Snow White*, and he had a talent for imagining personalities in anything—including music.

In September, 1938, Disney, Stokowski, Taylor, Grant, Huemer, and the heads of various Disney departments got together for a three-week conference at which hundreds of recordings were played and the concert feature program was picked. Stokowski, sharpening the focus on Disney's "musical fantasy," called their project a "fantasia," which is a musical term for a composition in a fanciful or irregular form or style. It was just a working title, but its universality appealed to everybody—*fantasia* means *fantasia* in every language—and it stuck.

Stokowski, who made his first phonograph record in 1917, was a pioneer among conductors in his dedication to the improvement of recorded sound. In Walt Disney, who always wanted to be the first to use any technological advance, he found a kindred spirit. Disney and Stokowski agreed that the playback of Stokowski's recording of *The Sorcerer's Apprentice* did not—could not—duplicate the full, rich orchestral sound heard on the sound stage. Disney assigned Bill

Garity and the Walt Disney Studio Sound Department to develop a new system of multiaural sound that could create a more convincing illusion of a live performance.

Stokowski understood that "recording for motion pictures . . . cannot possibly sound exactly like the original because the original sounds from the orchestra came from a hundred different instruments and directions, whereas the reproduced music in the motion picture house comes from a relatively small number of sound diffusers or loudspeakers. In the original version of *Fantasia* we diffused the sound in two ways—one was from back of the screen from three separate groups of loudspeakers—left, center, right—the other was from loudspeakers all round the theater. . . . In *Fantasia* we had three separate sound channels, which put at our disposal several new possibilities. When the sound waves of all the instruments are combined in a single channel, they often interfere with each other and cause cross-modulation, which makes the music sound distorted. With three separate channels, it is possible to send out the music on each channel from relatively few instruments. This reduces cross-modulation and gives greater purity to the sound of the instruments. Another great advantage of three sound channels is that the tone of the various instruments can be blended in the air after the sound has left the speakers. This corresponds somewhat to the blending of colors in *pointillisme,* the method of painting in which the colors are not mixed on the canvas, but are blended in the space between the canvas and our eyes as we look at the picture."

Disney called the result of the research Fantasound. To get the best possible quality, Walt had Stokowski record all the music in *Fantasia* (except *The Sorcerer's Apprentice,* which had already been recorded in Hollywood) at the venerable Philadelphia Academy of Music, legendary for its superb acoustics. There, Abraham Lincoln had spoken, Jenny Lind had sung, and Stokowski had drawn the sounds from his Philadelphia Orchestra, making them world-famous.

"You know, we had nine separate sound tracks in *Fantasia,*" said Dick Huemer, who was among the group of story directors, studio musicians, and technicians that Disney took to Philadelphia. "So we had nine separate command posts in the basement of the theater, each one recording one of the sound tracks from its own mike placed in a different spot. And I remember that in the basement, right underneath the audience, was a big, round brick wall. Across the top of this there were stringers or beams very much like the sounding board of an instrument. I guess the architect's idea was that the theater would reverberate like a huge instrument or something—and maybe it does, because those acoustics are famous.

"One night when we finished, Walt said, 'Where should we go to eat?' Now I was a New Yorker. I'd been to Philadelphia. And Bookbinder's is one of its most famous restaurants. So I suggested Bookbinder's. And Walt loved the place. After that, it wasn't, 'Meet Dick Huemer; he knows all about opera.' It was, 'Meet Dick Huemer; he knows all the best restaurants in Philadelphia.' But that tells you an important thing about Walt: it was important to him to know what you knew—and he always remembered."

*"Happy-go-lucky Dick Huemer," Time magazine called him. Huemer became a top Disney storyman because he shared Walt's passion for analyzing stories until it was understood clearly how a real-life situation could be exaggerated to present an entertaining animated caricature of life on the screen. Disney teamed Huemer and Joe Grant, head of his Character Model Department, as story directors for* Fantasia, *but Huemer always insisted that "Walt was his own best storyman."*

*'isney sits with Igor Stravinsky, the only living ser on the* Fantasia *program, and examines the or* Rite of Spring *just before Christmas, 1939.*

Stokowski seemed to have as much fun listening to the sound as Walt had seeing to the visuals. John Hench, who was working in Story Development at the time, remembers that "Stokowski was fascinated by the mixing board—the sound control panel. For *Fantasia* he recorded each section separately—strings, winds, horns, etc. —and he mixed them all himself. He said this was the ultimate in conducting: he could dial up the strings or turn down the others, getting exact mixtures of sounds. With the panel he could control the entire orchestra. That little board on the Hyperion Avenue Studio's sound stage gave him a great sense of power."

The results were unique. "For example," Stokowski wrote in *Music for All of Us*, "in the thunderstorm part of Beethoven's *Pastoral Symphony* are certain intense phrases for bassoon, clarinet, and oboe, which have an urgent, agitated expression. These phrases are almost inaudible in the concert hall because the rest of the orchestra is playing loudly and furiously. In *Fantasia* we were able to give these important passages their true value by making the melodic lines for bassoon, clarinet, and oboe soar above the rest of the orchestra without emasculating the rushing stormy music of all the string instruments. Because of the inherent lack of balance in the orchestration, I have never before heard these phrases given their due prominence and tonal importance."

Stokowski had recorded each section of the orchestra individually, then mixed the nine separate optical tracks that resulted on four master tracks. These tracks were heard by the audience for Fantasound from three sound horns behind the picture screen instead of the usual one, plus sixty-five small house-speakers placed strategically throughout the auditorium. Thus, when a muted horn in *Rite of Spring* heralds the approach of Tyrannosaurus Rex, the horn sounds from the auditorium, far from the screen. As the monster comes closer to the screen, so does the horn call. When he crashes into the clearing, there is a crashing dissonance issuing from the very point on the screen where he appears.

The adventure that was the making of *Fantasia* lasted about three years, from the preparation of a rough continuity for *The Sorcerer's Apprentice* in November, 1937, to the cliff-hanger finish of camera work on the *Ave Maria* two days before the world premiere in November, 1940. It must have been one of the most exuberant periods in the history of film art. The *Atlantic Monthly* sent Paul Hollister to the Studio to write "Walt Disney: Genius at Work," and he asked Bill Tytla, one of Disney's greatest animators, why people liked to work there.

Tytla "tousled his hair, scowled hard into his Coke to aid thinking, and answered: 'You know, you and I have seen some outfits that *had* it. They had *something*. The thing here is like that—you know, you can't help feeling that you're going to grab that goddam Holy Grail. That sounds terrible. I just can't express it exactly.' "

No one could express it, exactly, but all kinds of artists felt that something big was happening and dropped by the Disney Studio

*Disney listens to Stokowski record for* Fantasia *at Philadelphia's Academy of Music. The music bill alone amounted to more than $400,000 of* Fantasia's *total cost of $2,280,000. Walt's suspenders are a switch from his customary belted slacks, but the cigarette burning in the ashtray is typical.*

to watch. Walt greeted them in an office where the windowsills, desktop, bookshelves, and the top of the grand piano formed a route for a parade of full-color ceramic statuettes. In those days, his Character Model Department didn't just produce two-dimensional model sheets to guide the animators; they sculpted three-dimensional clay models that were then painted and glazed, so that the animators could see their characters in the round, from all angles. Very often Walt found himself giving these statuettes to visiting VIPs.

When members of the Association of American Artists visited the Studio, pipe-puffing Thomas Hart Benton posed with a little centaur from *The Pastoral Symphony,* and Grant Wood grinned at a centaurette. Kirsten Flagstad, the century's greatest Wagnerian soprano, was photographed with Walt and the same centaurette. Maude Adams, who originated the role of Peter Pan in James M. Barrie's play, was shown Freddy Moore's model sheets of Mickey Mouse as the Sorcerer's apprentice, and Katharine Cornell, another of the century's greatest actresses, held Hyacinth Hippo as she studied model sheets of unicorns. Another statuette of Hyacinth in her tutu brought smiles to the faces of choreographer George Balanchine and Igor Stravinsky, the great composer, who came to the Studio together at Christmas of 1939 to see the models and model sheets and hear the sound track for Stravinsky's *Rite of Spring.* Dr. Edwin Hubble of the Mt. Wilson Observatory and Dr. Julian Huxley, the author and biologist, also studied the models and model sheets for the Stravinsky sequence and expressed their appreciation of the Studio's efforts on behalf of prehistoric authenticity. A wave of excitement went through the Studio, and some artists dreamed of *Rite of Spring* being shown one day in schools—which it now is. Novelist and Nobel laureate Thomas Mann looked at *Sorcerer* storyboards and pointed out that Goethe, a subject of his recent book *Three Essays,* had written the poem *Der Zauberlehrling (The Apprentice Magician),* on which Dukas based his music.

By the time *Fantasia* was in production two cels (celluloids on which the animated figures were painted) from *Snow White* were in the collection of the Metropolitan Museum of Art in New York. Yet the artists at the Disney Studio understood almost to a man that theirs was a kinetic art, and no still painting or sequence of drawings could ever represent what that art really was when projected at twenty-four frames a second.

Animation began on January 21, 1938, when Jim Algar, as director, assigned Preston Blair the scene in *The Sorcerer's Apprentice* in which Mickey wakes from his dream, and continued until the retakes were completed on *Ave Maria* in November of 1940; through it all there was a terrific concentration on the one aspect of graphic art that could never be explored before animation: how things *moved.*

Specifically, the word "animation" is used to designate the creation of artificial movement by cinematic synthesis. In any kind of cinema (a word derived from the Greek word for movement) what we see is really only a series of still pictures. These static images that were photographed on a long reel of film are projected by a beam of light onto a screen at the rate of twenty-four images, or "frames,"

*Kirsten Flagstad, the century's greatest Wagnerian soprano, poses with models for* Dance of the Hours *and* The Pastoral Symphony. *Madame Flagstad holds a centaurette that is half zebra and half human. The human half was designed to be bare breasted, but the Hays Office, Hollywood's censorship organization, insisted on garlands, or at least a pair of flowers, for modesty's sake (opposite, above).*

*T. Hee, caricaturist and co-director of* Dance of the Hours, *shows a model sheet of unicorns for* The Pastoral Symphony *to actress Katharine Cornell. Her attention is focused on the star of* Dance of the Hours, *Hyacinth Hippo (opposite, below).*

*Standing before a storyboard, Walt Disney shows a model of Mlle. Upanova, the ostrich ballerina, to choreographer George Balanchine and composer Igor Stravinsky (left).*

*The Association of American Artists visited the Studio in a body (above). Studying models of* Fantasia *characters are (left to right): George Biddle, A.A.A. director Reeves Lewenthal, Thomas Hart Benton, Ernest Fiene, Grant Wood, and Georges Schreiber.*

per second. At this rate, because of a phenomenon known as the persistence of vision, the luminous impression of each image upon our eyes lasts until the next image supplants it. In consequence, we experience the illusion of seeing continuous movement. Watching separate images of Mickey Mouse waving, for example, our eyes are still taking in the drawing of Mickey with his hand down when we see the drawing of Mickey with his hand up, so our brain thinks that it has just seen the drawing of Mickey wave. To make an animated cartoon of any length, therefore, the artist draws and photographs the successive phases of its actions much as a live-action camera would automatically record them, but he caricatures these actions to make them convincing despite their lack of realistic detail. This is why Walt Disney called his medium "a caricature of life."

Walt had finally refined his Studio's approach to the making of the twenty-four images needed for every second of screen time until it was the efficient, nine-step operation that produced, between 1934 and 1942, the five great Disney features: *Snow White, Pinocchio, Fantasia, Dumbo,* and *Bambi.* There was actually a flow chart where the steps were called *Walt, Story, Sound, Director, Layout, Animation, Background, Inking and Painting,* and *Camera,* and that's pretty much how all those pictures were made.

Walt and the artists in his Story Department would originate and develop the ideas that formed the basis of Disney's pictures and, like *Fantasia,* they were often Disney's ideas. His story artists would explore these subjects in sketch form, making small drawings in colored pencil portraying various situations and gags that might add up to a good theme, a smooth continuity, a compelling plot. As animator and storyman Frank Thomas slyly put it: "The challenge to the storyman was how to make a rich, colorful, complicated story of great philosophic importance in six or seven simple little happy sequences with a mixture of awesome fantasy and great comedy." When these sketches were tacked up in sequence on the storyboards, they were studied in relation to the story as a whole. When the story artists decided that a board was ready, it would be acted out for Walt by a storyteller who pointed to the appropriate sketch and tried to suggest with his voice and his body movements what the animator could do with it. At these meetings, Walt and the other viewers were expected to pitch in enthusiastically to strengthen the story with their own ideas. So Mickey Mouse bringing the broom to life and leading him to the well would start out with a story artist making a sketch of those actions for the storyboard and then acting out for Walt and the story staff—and eventually for the director Walt was assigning to the picture—just how somebody with Mickey's personality might perform such actions.

Ordinarily, when Walt gave his okay to a storyboard, the dialogue and sound effects that were called for would be recorded, and composers and lyricists would start working on the songs and the musical score. In *Fantasia,* of course, there was no dialogue or sound effects, and the music was recorded before animation began.

Walt would give the approved storyboards to a director, who would assign the various scenes to his animators. The director would

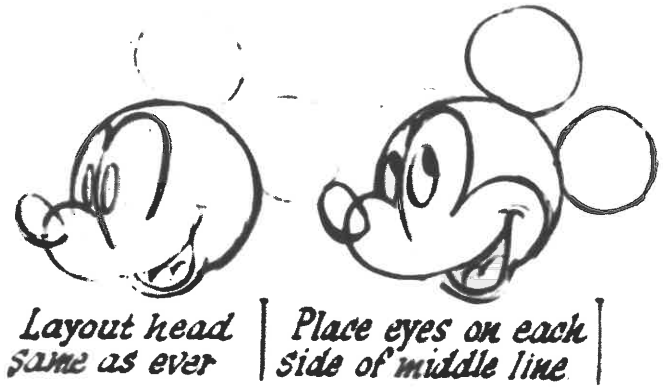
rehearse the action of his sequence with them; guide them in their interpretation of each individual scene in relation to the picture as a whole; designate the music, dialogue, and sound effects to be used; and supervise the cutting and staging. He was also supposed to improve the storyboards (Walt called it "plussing" them) by giving the characters gestures that would make their personalities more believable, and by adding gags and developing continuity. And he was supposed to answer all the questions of the animators and make all the final decisions in connection with his sequence. Of course, he could always be second-guessed by Walt.

Working with the director, the story layout artist was responsible for the graphic development of each scene, which meant researching and then executing the locales and props in detail and in perspective, and giving them the most effective camera angles and moods. He planned the exact size of each scene, the general color schemes, and all the working details of the backgrounds and characters. He was responsible for the plan of action that the animator followed in relation to the background and the music. So he had to understand action and be able to give the animator characters that "worked" and scenes in which the action was possible.

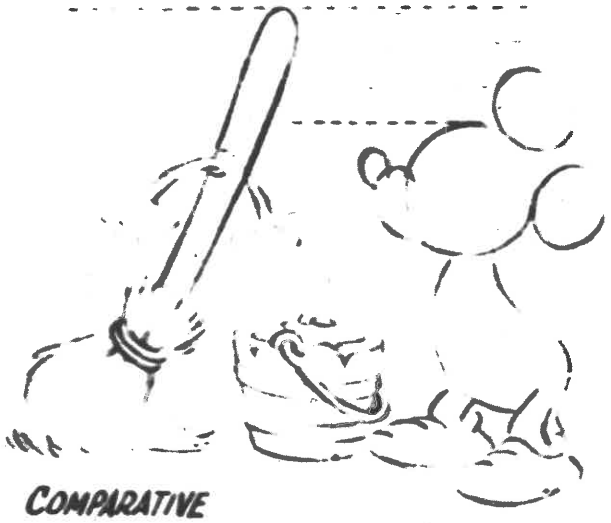
In effect, the director "saw" the story in time and the layout artist saw it in space. When the story was ready for actual animation, the director would make out an exposure sheet, a long sheet of paper on which every horizontal line represented one frame of film. Using this sheet the director could choreograph the actions in time by showing the animator exactly how many drawings he wanted him to use to create an action on the screen. The layout man, on the other hand, would choreograph the actions in space by giving the animator layout drawings made in blue pencil that showed him the spatial relationships of everything in the setting and what general paths of action his characters had to follow lest they walk through props. For example, layout man Zack Schwartz gave animator Les Clark drawings of the courtyard where Mickey was to command the broom to fill the buckets and the path that Mickey and the broom would follow from the courtyard down the stairway to the vat in the Sorcerer's gloomy cavern. And the director told Clark how he wanted Mickey to lead the broom: "He turns and starts, sergeantlike, but kidlike he looks back to see if it's still working, and yes it is." The director had shot live action of a child leading an imaginary broom, and he showed it to Clark. "I like the way the kid in the live action handles his elbows, arms, and head," he said. But then he exhorted Clark to give him far more in animating Mickey than there was in the live action of the boy playing the apprentice. "You can get a whale of a lot of spirit in Mickey marching along there. You know, he feels he's some punkin—let him step high, wide, and handsome, like an Elk on parade."

Inevitably, no matter how careful the preparation, the animator would finally find himself alone in his room with a blank sheet of paper, like the princess in the fairy tale who must spin straw into gold. The story could only reach the screen through what he put on that paper, and there is no record of Rumpelstiltskin ever helping an animator. Walt constantly reminded everyone that the ultimate suc-

*Walt decided to "plus" Mickey in* The Sorcerer's Apprentice *and "Mickey expert" Fred Moore was called in to help redesign the Mouse. He gave Mickey pupils in his eyes for the first time to increase his range of expression, as in this guilty upward glance at the Sorcerer. It was also decided to let the broom straws part to look like flippers, so that the broom could walk like a seal.*









cess of all his stories depended upon that solitary pencil-pusher's ability to dramatize personality in action. Disney's sketch artists could develop the story with appealing pictures of Mickey leading a broom; the director could conceive its timing, acting, and continuity; the layout man design its setting and give it its sense of scale; but unless the animator made you care, the picture would be a beautiful bore. "In our animation," said Walt, "we must show not only the actions or reactions of a character, but we must picture also with the action . . . the *feeling* of those characters."

By making a series of pencil drawings of the successive phases of each action, the animator animated his scene. And he hoped that, projected at the proper speed, those drawings would give


*Original animation drawings from* The Sorcerer's Apprentice.

not only the illusion that we were seeing the same actions that he visualized in his imagination, but also a character who was feeling and thinking as well as moving. We can see the inspirational drawings that Les Clark started with showing Mickey leading the broom, as well as some of the animation drawings he made, but we can only see on the screen the spirit with which he imbued Mickey Mouse in motion. Mickey skipped about to the musical beat with a hippity-hop action that is the essence of Mickey's jaunty little-boy determination. He hopped down the stairs backward. He bowed the broom through the courtyard. He did a cakewalk down the steps, among the vats, and over to the Sorcerer's chair, into which he flopped, and then, with supreme self-confidence, stuck his feet up on the table and continued conducting the actions of the broom with his hands.

And that is what a good animator does: he creates a semblance of movement that causes us to suspend disbelief. And so, in animation rooms all over the Studio during the making of *Fantasia,* these "actors with pencils," as animators are often called, were digging into their psyches and trying to imagine the dumb despair a dinosaur shows when it knows it is going to die; how the smallest mushroom in a group moves when he is trying to get in step; how the god of evil reacts when he realizes that the power of good is too strong for him; and how Mickey Mouse shows his feelings when he realizes that he has brought a broom to life. They had lots of advice, of course, from Walt to the story artists to the director and layout man, to their fellow animators who made drawings for them; but, finally, it was pretty much like giving Fred Astaire advice on how to do a tap dance. Only he could move the arms and legs.

Much of the atmosphere in which all these dramas are enacted is provided by the background paintings. Think of the contrast between the light, sunny courtyard where the broom gets the water and the Sorcerer's gloomy cavern where things go out of control. Such backgrounds were executed in transparent watercolor, with attention paid to the psychological effects of color to intensify the details, props, and atmospheric effects indicated in the layout artist's design.

The animator's drawings were traced onto cels by inkers (since 1960, they have been Xeroxed onto cels), then painted on the reverse side by painters using predetermined colors manufactured and patented by the studio. Each cel was then sent with its appropriate background to the camera department. Together, these "cel set-ups" were photographed one frame at a time onto a continuous roll of film.

Many *Fantasia* scenes were photographed on Disney's legendary multiplane camera, which was developed to give the illusion of depth to scenes in *Snow White* and won a special Academy Award in 1937 for its design and application to production.

Even as the premiere of *Fantasia* loomed ahead, the Disney Studio developed a horizontal multiplane camera on which to shoot the long procession of pilgrims that Walt envisioned for the *Ave Maria* finale. Such an experiment was typical of the Studio in its Golden Age, when every possibility of the process of animation was being meticulously explored.

But the primary emphasis was always on how things moved. "How do you see the dewdrops forming?" story artist Bianca Majolie asked Walt one day, when she was sketching up the tiny fairies waving their wands in the Sugar Plum sequence of *The Nutcracker Suite*. "I think they roll out of their wands," Walt answered. "One dewdrop could land and a whole string of drops run off. I wouldn't complicate it—I think they should be flying around and several of them converge and sprinkle this spider web. . . ."

It was his genius to imagine how things might look and sound and move, particularly move; and often they were things that neither he nor anybody else had ever seen before. In another part of the Studio, animation directors asked the impossible of Margie Belcher, an inventive dancer who later became famous as Marge Champion, and transmuted her inspired responses into movements for ostrich ballerinas and dancing blossoms. Elsewhere, the 115-pound actor who had modeled for Jiminy Cricket in the award-winning *Pinocchio* now pretended he was Zeus, throwing lightning bolts at Bacchus from a cloud, while a chubby man posed for the hindquarters of a centaur. Meanwhile, a young artist named John Hench had sneered at ballet dancers in Walt's hearing; Walt arranged for Hench to watch the Ballet Russe from backstage as he had formerly arranged to have vaudeville tickets to Joe Jackson & His Bicycle for animators working on the Seven Dwarfs, so that they would think in terms of stylized movements. Hench returned with drawings for the *Nutcracker Suite* that benefited from his exposure to the dance—as well as the beginnings of friendships with dancers that have lasted a lifetime.

And then, suddenly, it was all over. *Fantasia* was in the can. Walt's voyage of discovery brought him into port in New York at the Broadway Theater where, before the opening night, he flopped sideways into a seat, lifted his legs over the armrest and stretched them into the next seat, ran his hand through his hair, and listened as they tested the sound for *Night on Bald Mountain*. He was very nervous.

"I never liked this stuff," he admitted to a reporter from the New York *World-Telegram* about classical music. "Honest, I just couldn't listen to it. But I can listen to it now. It seems to mean a little more to me. Maybe it can give other people the same thing. When I heard the music it made pictures in my head. Then the boys listened and they had ideas. I had a lot of ideas, but they voted some of them down. Anyway, here are the pictures. . . .

"Stravinsky saw his *Rite of Spring* and said that that was what he had in mind all the time. None of that matters, I guess. This isn't a picture just for music lovers. People have to like it. They have to be entertained. We're selling entertainment and that's the thing I'm hoping *Fantasia* does—entertain. I'm hoping, hoping, hoping."

Storms that had been sweeping eastward since the beginning of that week brought rain that fell on New York City on and off all Wednesday, November 13, the day of the premiere, then suddenly stopped just before the theater opened. Huck Finn put on a tux and became Tom Sawyer for the premiere.

"Motion picture history was made last night," wrote Bosley Crowther in the *New York Times*, praising *Fantasia* as a film that "dumps conventional formulas overboard and reveals the scope of films for imaginative excursion. . . . *Fantasia* . . . is simply terrific."

From the beginning, most film critics, art critics, and dance critics shared the view of Otis Ferguson of the *New Republic* that *Fantasia* was "one of the strange and beautiful things that have happened in the world."

*Dance* magazine devoted its lead article to the film, saying that "the extraordinary thing about *Fantasia* is, to a dancer or a balletomane, not the miraculous musical recording, the complete range of color, or the fountainous ingenuity of the Disney collaborators, but quite simply the perfection of its dancing."

The *Art Digest* ran a signed editorial by its editor and publisher, Peyton Boswell, calling *Fantasia* "an aesthetic experience never to be forgotten. Compressed within this new art form – for that is the designation that must be accorded the latest of the animated films – are extracted essences from all the older arts, given realization through the imagination and magic of Disney's genius."

The most significant dissenters were the music critics. In general they objected to *Fantasia*'s basic notion of coexpressing so-called "classical" music with *any* visual complement. Virgil Thompson, the composer and critic, applauded the sound (". . . once the public has heard a good transmission of music, I doubt if it will ever again be satisfied with poor") but denigrated "Mr. Stokowski's musical taste" – except in *The Sorcerer's Apprentice* and *Rite of Spring*.

"Only the geology lesson to Stravinsky's fine score is in any way superior to the famous Silly Symphony of several years back in which Donald Duck conducted the *William Tell Overture*," wrote Thompson, remembering *The Band Concert* but confusing Donald Duck with Mickey Mouse.

In the Sunday *New York Times*, music critic Olin Downes wrote a long and closely reasoned essay on "Disney's Experiment." "Musicians and music lovers as a class were thrilled by the quality of the tone transmission, as was the writer," he said. But he felt that much of *Fantasia* distracted from or directly injured the scores. He recalled that "the last great artistic synthesis" of sight and sound "was that achieved in the first decade of this century by the original Diaghilev ballet," and he analyzed in detail the way that Fokine's choreography for Rimsky-Korsakov's *Scheherazade* – which did not follow at all the composer's captions in the score – was nevertheless "a companion creation of a parallel character which completed and did not belie the nature of the score. . . .

"For all that," Downes concluded, Disney's "initial attempt is invaluable. It opens a field in which he and others will advance and create wonder. And then comes the next step for which we all wait and pray, the advent of the great American composer, the Stravinsky, if you like . . . to companion the genius of the movies."

But there were to be no more experiments like *Fantasia* for Walt Disney. We can see now that the film was a victim of World War II. It tells what the times were that the proceeds from the premiere

of *Fantasia* went to British War Relief, for the Battle of Britain, in which Hitler tried and failed to achieve his dream of invading England, had ended only thirteen days before. Thirteen months later the United States came into the war. The artist who had used the money that *Snow White*'s success brought him to build the most modern film studio in the world was faced first with the cutoff of his European markets (45 percent of his income), and then by the diminished popularity in time of war of such gentle fantasies as *Pinocchio, Fantasia,* and *Bambi.* (All three would eventually rank, in less bellicose times, among the most popular films in history.) Disney and his Studio survived by making propaganda films for the government and training films for the military until peace came again.

In New York, *Fantasia* ran at the Broadway Theater for a year. Elsewhere in the country, *Fantasia* met resistance from patrons who complained that it was different from other Disney films and from parents who balked at paying roadshow prices for children. In any case, electronic equipment was needed by the government for the war effort. The costly Fantasound installations for *Fantasia* were abandoned in 1941.

Walt had intended that the reproduction of *Fantasia*'s music would always be state-of-the-art for its time. "After the two and a half years which went into the making of *Fantasia,*" said a press release that Disney put out with his film, "Disney and Stokowski feel that it is not a finished product but an indication of the great possibilities the future may develop in this new entertainment medium. . . . *Fantasia* is not the final expression of this new union of color and music and action. It is the beginning of a new treatment and technique for the screen, as well as an indication of the greater development of sound recording and reproduction."

In 1956, flushed with the success of Disneyland the year before, Walt reissued the film a second time—with the original optical Fantasound tracks rechanneled on four-track magnetic film, with the fourth track emanating from speakers in the auditorium. (Optical sound tracks are produced on photographic film with photographic means, then modulations are electrically converted from light impulses to audible sound during projection. In magnetic recording, the sound is reproduced by magnetic means on tape or film with an iron oxide coating. Magnetic recording is usually accomplished in synchronization with motion picture film and later transferred by optical means to photographic film.) It was the magnetic version, with at least some of the fidelity and spread of Fantasound, that first transformed *Fantasia* into a money-maker.

Then came 1969, and a new generation embraced the film, at least partially for new reasons. The twenty-nine-year-old film was now seen as a psychedelic experience.

Since then *Fantasia* has earned the Disney organization about $2 million a year—every year. But the sound track recorded in 1938 has steadily deteriorated, despite a simulated stereo version in 1977. So in 1981 Walt Disney Productions decided to give *Fantasia* the first digitally recorded motion picture score, thereby making it state-of-the-art once more.

Digital technology measures sound and then converts th measurements into a series of numbers (or digits). The series i stored on a tape memory, then reconverted into accurate reproduc tions of the original sound measurements by a computer that gen erates a normal audio signal. The advantages: as many copies as ar needed can be made from the digital original with no error, no dis tortion, and virtually no loss of quality, and the frequency respons is accurate from zero to the highest recordable frequency.

For the rerecording of *Fantasia,* the new digital techniqu was used in conjunction with the patented Dolby noise-reductio method. The result is sound that emerges from a deep silence wit the same clarity as Disney's colors: there is no machine noise, n hiss, nothing except the pure sounds of the orchestra itself.

The conductor who rerecorded the score of *Fantasia* was Ir win Kostal, who won Oscars for his musical supervision of *West Sid Story* and *The Sound of Music.* But it is still, for the most part, th Stokowski interpretation of the pieces played.

"Whoever agrees to walk in Stokowski's footsteps, as it were must also accept Stokowski's straitjacket," wrote Martin Bern heimer in the *Los Angeles Times.* "The new *Fantasia* may boast state of-the-art stereo advantages, complete with Dolby and digita devices, but it can provide the maestro-in-residence with few inde pendent options. Tempos and cuts have been predetermined. Ac cents are dictated, further, by the movements of the figures in th film. The new *Fantasia* conductor must be a master of timing an matching and cueing. That is ultimately more important than bein a master at interpreting Bach and Beethoven."

What Kostal could certainly achieve, on the centenary of Sto kowski's birth, was a recording fidelity that Stokowski, though h had died only five years before, never knew. For the *Night on Bal Mountain* sequence, Kostal used Moussorgsky's own, wild orchestra tion rather than the tamer Rimsky-Korsakov scoring that Stokowsk thought 1940 audiences would be more likely to accept.

"We can go from zero to ninety decibels and really rock th theater, if we want to," said Kostal, "with no distortion."

In the digital *Night on Bald Mountain,* Kostal achieves th apotheosis of *Walpurgisnacht*—and it's likely that if Stokowski an Disney could have heard it, Stokowski and Mickey Mouse would bot have shaken Kostal's hand.

The famous moment when Mickey shakes hands with "M Stokowski" and offers the maestro "my congratulations, sir!" on hi conducting of *The Sorcerer's Apprentice* remains in the film, an that's fitting. For the digital *Fantasia* is just the latest developmer in the evolution of a film that began when Disney and Stokowsk collaborated on a special short called *The Sorcerer's Apprentice* an that grew into the concert feature we know today as *Fantasia.*

"That word 'evolution,' I keep using that," said Ben Shar steen in discussing *Fantasia,* "but it applies so much to Walt's pra tice—that one thing evolved from another and sometimes thing played out and died on a dead end street—but oftentimes it led t something else, and . . . the making of *Fantasia* was one of thos kinds of progressive evolutions."

*In 1940,* Fantasia *was the first film to be released with stereophonic sound. In 1938, live-action film crews photographed human characters for the first time on the Disney lot, for the orchestral sequence that introduced the film (opposite). First to go before the camera was Leopold Stokowski. In 1982,* Fantasia *was the first film to be recorded, edited, and dubbed in digital audio. Irwin Kostal (above), who won Academy Awards for adapting the music in* West Side Story *and* The Sound of Music, *conducted the new sound track based on Stokowski's original one.*