

# WILLIAM WALTON'S FILM SCORES: NEW EVIDENCE IN THE AUTOGRAPH MANUSCRIPTS

BY JAMES BROOKS KUYKENDALL



In the mid-twentieth century, William Walton (1902–1983) had a much more prominent name as a film composer than he commands now. In contemporaneous books on film music—and particularly those published in Britain—Walton was regularly cited as a rising luminary.<sup>1</sup> The film industry has grown exponentially in the decades since, and this has put his work in a larger perspective which must include a whole raft of specialist film composers. While a good many studies in film music published in the last two decades still seem to regard him as an obligatory footnote (largely on the strength of his ingenious score for Laurence Olivier's 1944 film of Shakespeare's *Henry V*), he is also now regularly omitted to make room for more recent figures.<sup>2</sup>

Regardless of what will be the lasting significance of Walton's film scores themselves, the critical apparatus that has grown around his entire oeuvre (particularly with the soon-to-be-completed *William Walton Edition*, and before that with the pioneering work of Stewart Craggs)<sup>3</sup> facilitates a more fully contextualized and nuanced understanding of this music than is possible with even the most celebrated "film composer."

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1. A very early example of this—when Walton had completed only one film score—is Kurt London, *Film Music: A Summary of the Characteristic Features of its History, Aesthetics, Technique; and Possible Developments* (London: Faber & Faber, 1936; reprint, New York: Arno, 1970), 217–19. Walton was frequently a subject for Hans Keller, whose film criticism has been anthologized in Keller, *Film Music and Beyond: Writing on Music and the Screen, 1946–59*, ed. Christopher Winkle (London: Plumbago, in association with The William Alwyn Foundation; Rochester, NY: Boydell & Brewer, 2006), 178–80, and *passim*. The most extensive treatment of Walton in a general work on film music is Roger Manvell and John Huntley, *The Technique of Film Music* (London; New York: Focal, 1957); a significant section on Walton lingers even in the 1975 edition revised and enlarged by Richard Arnell and Peter Day, *The Library of Communication Techniques* (London: Focal; New York: Hastings, 1975), 91–107. For a recent study of the era of British cinema in which Walton worked, see Jan G. Swynnoe, *The Best Years of British Film Music, 1936–1958* (Woodbridge, Eng.: Rochester, NY: Boydell, 2002).

2. Exceptional in this regard is the recurring reference to Walton in Mervyn Cooke, *A History of Film Music* (Cambridge; New York: Cambridge University Press, 2008).

3. *William Walton Edition*, general editor David Lloyd-Jones (Oxford; New York: Oxford University Press Music Dept., 1998–). Stewart R. Craggs, *William Walton: A Catalogue*, rev. ed. (Oxford; New York: Oxford University Press, 1990); and Craggs, *William Walton: A Source Book* (Aldershot, Eng.: Scolar; Brookfield, VT: Ashgate, 1993).

Bernard Herrmann has inspired more research than any other composer whose career was principally devoted to film and television, yet even with the constant and increasing flow there is nothing yet approaching a comprehensive study of his scores. Walton has the marked advantage of a much smaller output—and of thus being more easily controlled. Moreover, Walton fits neatly into the category of “concert composer,” and consequently scholars have a ready-made (if somewhat worn) set of tools for dealing with his music.

There are genuine practical obstacles facing the scholar seeking to study film music from notation: scores are simply not readily available for the vast majority of films.<sup>4</sup> The few editions that exist are concert arrangements, sometimes for very different performing forces. The relevant manuscripts (or analogous documents) are often inaccessible; the original musical materials have generally become the contractual property of the film production company, and thus they are often not preserved with the rest of a composer’s manuscripts (if any such collection exists).<sup>5</sup> Beyond the control of musical archivists, librarians, and publishers—the parties most accustomed to the preservation and propagation of such materials—it is perhaps no surprise that many film score manuscripts vanish virtually without trace. To those who control them, the lasting value of the composer’s contribution is the recorded performance on the soundtrack. Although music from the film may be commercially viable in many forms, generally the least of these is the original notation.

In this respect, Walton is an exception: for fully half of the fourteen films scored by Walton, significant portions of the score survive in autograph—principally in the extensive Walton archive at the Beinecke Rare Book and Manuscript Library of Yale University (see fig. 1). Among the extant scores are his important collaborations with Laurence Olivier, particularly the three Shakespeare films which Olivier directed: *Henry V*, *Hamlet*, and *Richard III*. These scores were composed at the height of his career, which makes him very unlike his near contemporary Benjamin Britten. Britten’s many short film scores were written in the comparatively impecunious years 1935–38; the only score to come later was for *Instruments of the Orchestra* (1946), the score for which was destined to

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4. A stimulating discussion of this issue is Ben Winters, “Catching Dreams: Editing Film Scores for Publication,” *Journal of the Royal Musical Association* 132, no. 1 (2007): 115–40.

5. There are some exceptional archives accustomed to handling the detritus of film production, like the Performing Arts Special Collections of UCLA. When a site becomes the natural repository for donated archives, there is a very real threat that the abundance of material can perpetually overwhelm the staff. The finding aides for these (sometimes vast) archives often list boxes upon boxes of “unprocessed” material. For example, see that of the Warner Brothers Studios Music Collection at UCLA, <http://www.oac.cdlib.org/findaid/ark:/13030/kt5h4nf1r5/> (accessed 25 May 2011).

- 1) *Escape Me Never*, c28 (1934), dir. Paul Czinner  
FRKF 609: five large sections of the score
- 2) *As You Like It*, c31 (1936), dir. Paul Czinner
  - a) FRKF 608: ten sections of the score, plus eleven leaves of sketches
  - b) FRKF 636: "Under the Greenwood Tree," ultimately not used in the film
- 3) *Dreaming Lips*, c34 (1937), dir. Paul Czinner  
No traceable autograph material
- 4) *A Stolen Life*, c36 (1939), dir. Paul Czinner  
No traceable autograph material
- 5) *Major Barbara*, c41 (1941), dir. Gabriel Pascal  
No traceable autograph material
- 6) *The Next of Kin*, c42 (1941), dir. Thorold Dickinson  
No traceable autograph material. The claim made in *William Walton Edition* 22 (p. xiii) that "Gay Berlin" in *Battle of Britain* was written for *The Next of Kin* is unsubstantiated.
- 7) *The Foreman Went to France*, c44 (1942), dir. Charles Frend  
No traceable autograph material
- 8) *The First of the Few* [U.S. title: *Spitfire*], c45 (1942), dir. Leslie Howard  
An autograph fair copy of the *Spitfire* Prelude & Fugue concert arrangement is extant (FRKF 607), but no autograph material from the film itself.
- 9) *Went the Day Well?*, c47 (1942), dir. Alberto Cavalcanti  
Sketch for the main-title march is held by Dr. Stewart Craggs, Sunderland, U.K.; ten pages of score for "Plan B" held at Walton's home in Ischia; no autograph material from the film itself is extant.
- 10) *Henry V*, c50 (1944), dir. Laurence Olivier
  - a) FRKF 582: seven sections of the score
  - b) Beinecke Library, Uncat.MSS.647: two sections of the score ("Charge" and "Battle")
- 11) *Hamlet*, c54 (1948), dir. Laurence Olivier
  - a) FRKF 583: virtually the entire score
  - b) Cambridge University Library, Add. 8927: alternate version of the "Funeral March"
- 12) *Richard III*, c63 (1955), dir. Laurence Olivier  
FRKF 584: virtually the entire score (see fig. 7 below)
- 13) *Battle of Britain*, c81 (1969), dir. Guy Hamilton
  - a) FRKF 585: sixteen sections of the score, but including some portions by Malcolm Arnold and Wally Stott
  - b) United Artists (current location unknown): "Battle in the Air"
- 14) *Three Sisters*, c83 (1970), dir. Laurence Olivier  
British Lion Films Ltd. (score not examined)

Fig. 1. Film scores by William Walton. C refers to numbers in Stewart R. Craggs, *William Walton: A Catalogue* (1990). FRKF refers to the collection of Frederick R. Koch, now at the Beinecke Rare Book and Manuscript Library, Yale University (call number GEN.MSS.601).

become the concert work *Young Person's Guide to the Orchestra*. Britten seems to have been happy to put film behind him. Walton returned to film throughout his career. While there was a financial incentive to continue writing film scores, Walton did not accept every offer made to him: after watching the rough cut of David Lean's epic *Lawrence of Arabia*, he declined the offer to compose the score.<sup>6</sup> Additionally, for a long time he resisted his publisher's suggestions to derive concert works from the films.<sup>7</sup>

Probably because Walton did not intend to publish his film music, he seems to have been unconcerned with the presentation of the musical text in a fair copy. For this reason, these sources are particularly valuable: the film score autographs present much more evidence of the compositional process than do those for the rest of his output, with marginalia and stray thoughts on unused staves, as well as sometimes considerable detail to aid the conductor in synchronizing the music with the film. Moreover, they reveal specific aspects of the film-editing process, as changes were marked (or, as significantly, remained unmarked) on the scores as the soundtrack was recorded or during the final audio mixing. Walton's autographs are in some cases the sole witnesses to directorial indecision. In every instance, they bring us closest to Walton at his writing desk, challenged to align his music with the cinematic pacing of the narrative. Close study of these manuscripts yields such abundant information that one can only wish for similar accessibility of film score manuscripts generally.

From very early on Walton exhibited what he called the "stop-watch mentality," calculating the timings of his compositions as a matter of routine procedure. "I am quite certain the habit, a particularly strict form of self-discipline, does a composer far more good than harm when he is working on his own ends. Within or outside the cinema every second counts."<sup>8</sup> There is no trace of this in his first film, *Escape Me Never* (1934), a project which he seems to have approached as if writing incidental music for a play. After this, however, Walton became interested in the correlation between the music and the screen image. Among the autograph materials for his 1936 score for *As You Like It* is a leaf on which he has calculated the timings for specific lengths of film (see detail in fig. 2). Although only portions of the autograph full score are extant, an exceptional

6. See *The Selected Letters of William Walton*, ed. Malcolm Hayes (London: Faber, 2002), 327.

7. See Walton, *Film Suites*, ed. James Brooks Kuykendall, *William Walton Edition* 22 (Oxford; New York: Oxford University Press Music Dept., 2010), vii–xi.

8. William Walton, "Music for Shakespearean Films," *Film and TV Music* 15 (Spring 1956); reprinted in Stephen Lloyd, *William Walton: Muse of Fire* (Rochester, NY: Boydell, 2001), 276–78, at 278. "Music for Shakespearean Films" is an expansion of Walton's "The Music in *Hamlet*," in *The Film Hamlet: A Record of its Production*, ed. by Brenda Cross, 61–62 (London: Saturn, 1948).

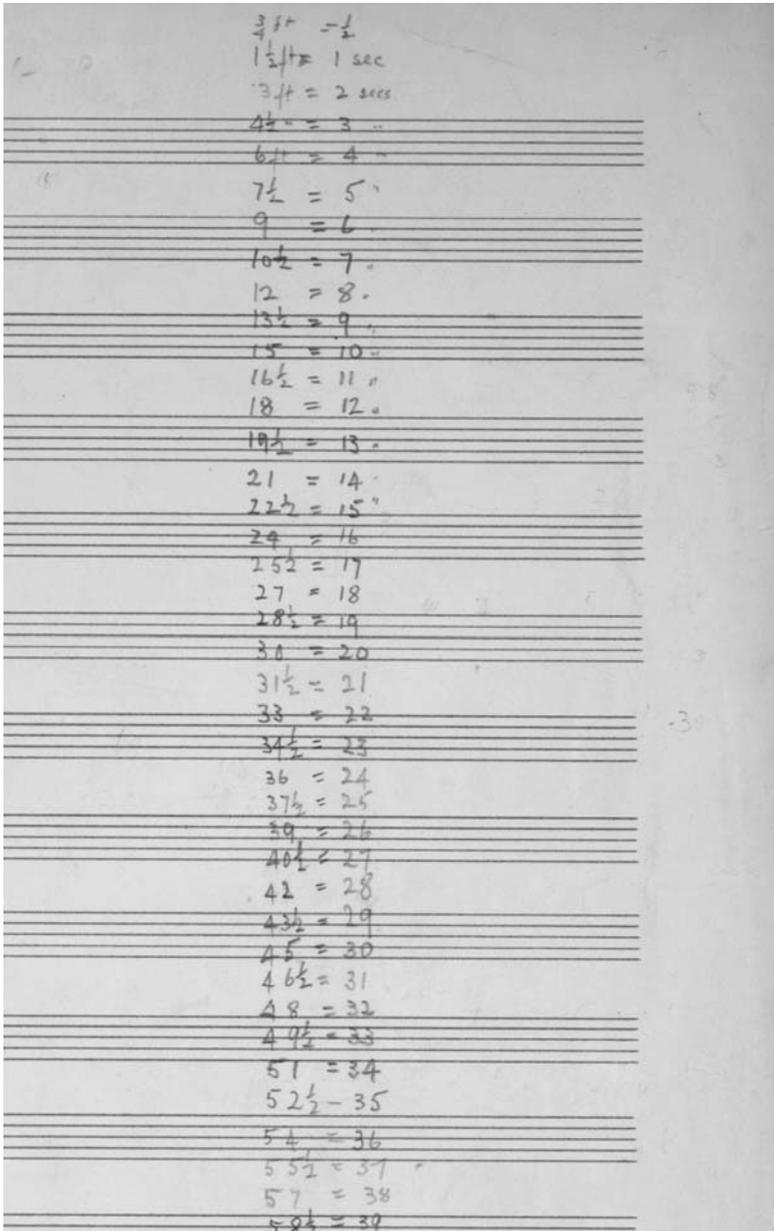


Fig. 2. Autograph calculations of film timings, preserved among materials for *As You Like It* by William Walton. Unnumbered folio (detail). Extract reproduced by permission of Oxford University Press. All rights reserved.

number of sketches have survived. Among these are three different attempts to calculate precise timings for the salient moments during the wrestling scene between Orlando and Charles (based on Shakespeare's act 1, scene 2), as well as at least one musical draft for the scene.

The labor that Walton expended on this brief scene is remarkable, particularly because there is little evidence of it in the film. (The shouting crowd drowns out most of the musical details.) In one sketch leaf he excruciatingly details the timings of each camera cut (fig. 3).

It is striking that Walton made his calculations from lengths of film. He determined that the entire wrestling scene required 132 feet of film in the final cut—amounting to some 87½ seconds. This suggests that he went to the cutting room himself for *As You Like It*. (For subsequent projects he received timed cue sheets with some specific details of the action.) He attempts to divide this scene in various ways; one such attempt seems to emphasize the repeated cutaways that capture Touchstone's reactions to the fight (fig. 4). In this sketch, Walton employs longer and shorter barlines to parse the scene into twelve rhyming units, each pairing a long shot of the match and a cut to Touchstone. Walton's timings here correspond to the final film, but this scheme disregards other cutaway shots to Rosalind, the duke, or the crowd. With this attempt he was less concerned with responding to every edit than to emphasize director Paul Czinner's comic use of Touchstone.

A detailed musical draft for this scene is extant as well. Here Walton uses a complicated system of square brackets above the staves to indicate the camera shots and captions to cue specific actions. “[Orlando] jumps into the ring” gets its own chord (fig. 5). Apparently he found all of this to be much more trouble than it was worth. His brackets here do not match the shots of the edited film. The noisy scene moves so quickly that in the end he opted for a more generic “tense” music, partly derived from the musical ideas in this sketch (unison string tremolo with bass instruments moving haltingly and chromatically below). The music presented on the film soundtrack is so disjointed, however, that one wonders if the fight sequence was re-edited after the soundtrack had been recorded.

This scene is the most extensive example of “Mickey Mousing” (i.e., music imitating the synchronized action on screen) in any of Walton's film music, and it is significant that all this effort yielded very little. Clearly he learned a lesson in the process. There are a few moments in his later film career where precise synchronization was crucial to the effect of the music (e.g., the launch of the first volley of arrows at the culmination of the charge in *Henry V*); generally speaking, however, his interest in precise timings was to match the developing mood of a scene





Fig. 5. As *You Like It* by William Walton: sketch for scene of wrestling match. Unnumbered folio (detail). Extract reproduced by permission of Oxford University Press. All rights reserved.

rather than a specific action. His working method seems to have been to transfer timings provided on his music cue sheets onto the score, sometimes along with details of sounds already on the audio track.<sup>9</sup> In his 1948 score for *Hamlet*, for example, Walton contrives rhetorical pauses in his fugue for lower strings which accompanies Hamlet's soliloquy "O that this too, too solid flesh" (section 3.M.4 in the autograph). Olivier executes this scene with Hamlet's thoughts primarily in voice-over, punctuated by occasional spoken outbursts. The moments when Hamlet speaks aloud correspond to the pauses in the music—so that the music seems to be as much a part of Hamlet's psychological state as his thoughts, and that the audience is jarred into the "real" world when he speaks to the empty, silent room.

In some cases, the transcriptions of source sounds seem to be merely practical concerns. In the later scene where Ophelia floats to her death, Walton transcribes her song from the audio track onto the middle of the page, laying out the underscoring around it (section 14.M.3, Ophelia's theme on oboe, with ostinato accompaniment). At the bottom of the page, his note to the copyist reads "The voice (already recorded) which enters about here (it is immaterial where) need not be copied" (fig. 6).

9. An oft-repeated statement in the Walton literature is that *Henry V*'s famous charge and battle sequence was composed first and then shot to match the music, as was apparently Olivier's first idea. Walton was asked about this by Frederick Sternfeld who was then working on a book on film music (later aborted). The composer responded in a letter of 4 December 1953: "No[,] the music for the battle was recorded in the usual way. I did make a piano guide-track, which may have been some slight use in the early stages of the cutting, but it bore no relation to what came out in the end" (copy preserved in the files of the Music Department, Oxford University Press). The autograph manuscript bears this out, as the captions included there were clearly derived from the edited film. The complete list of captions is reproduced in Walton, *Film Suites*, ed. Kuykendall, xxiv–xxv.

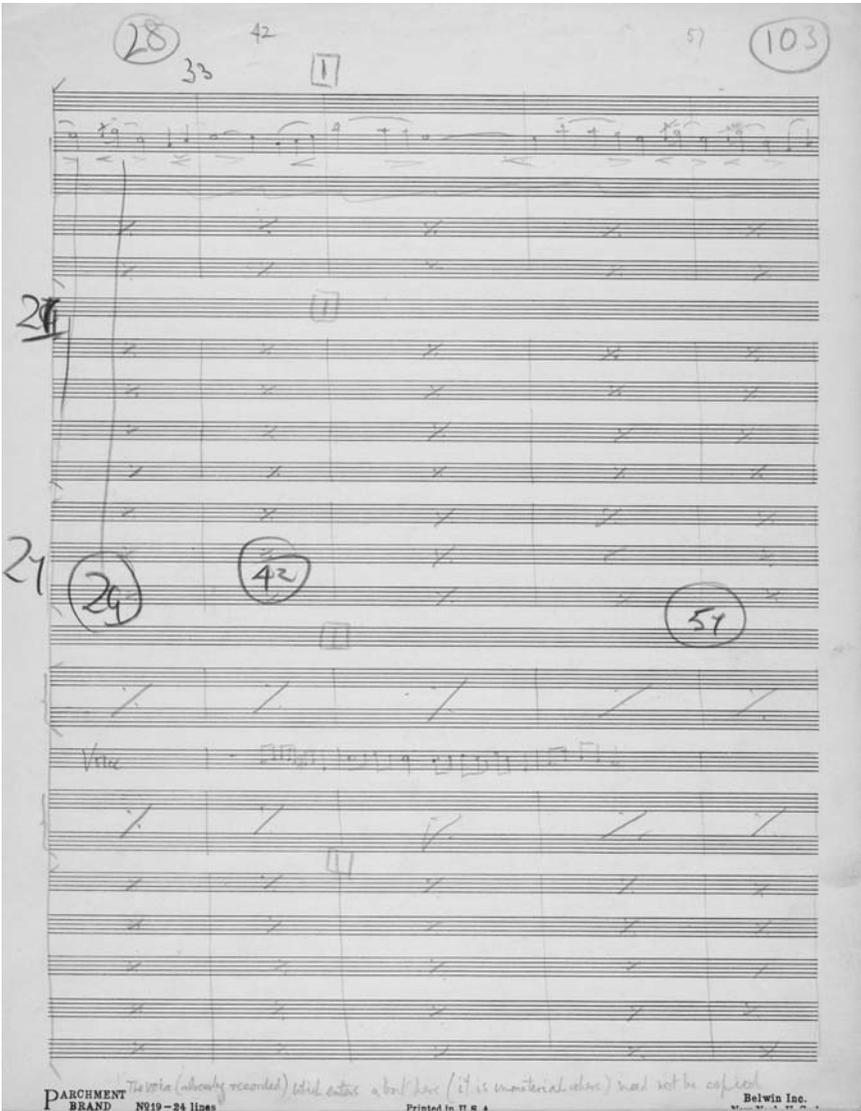


Fig. 6. *Hamlet* by William Walton: autograph full score, cue 14.M.3, p. 4. Extract reproduced by permission of Oxford University Press. All rights reserved.

Even though he gave up on precise synchronizations early on, Walton's later film scores exhibit an almost obsessive accuracy with the timings of the cue sheet. His music was conceived to fit exactly the space allowed for it. For this reason, any discrepancy between the timings in

Fig. 7. Inventory of the extant autograph of Walton's score for *Richard III* (FRKF 584)  
Beinecke Rare Book and Manuscript Library, Yale University, GEN MSS 601,  
box 214, folder 1556

The reel indications below are given as in the manuscript; thus **15.M.3** signifies reel 15, third music cue. General details concerning the paper and pagination are omitted here, and are to be found in Stewart Craggs, *William Walton: A Source Book* (Scholar Press, 1993), 205–16; the cue text incipits are from the same source. When an odd number of pages is given, the last verso is blank; the first recto of each fascicle is generally a title page, counted in this pagination. In addition to Walton's pencil notation, many markings have been added by Muir Mathieson, who conducted the soundtrack recording, and who subsequently adapted the music for publication.

- Opening Titles** [10 pp.]; filed with it is pp. 2–3 of **15.M.3**, detached by Muir Mathieson in preparation of the published Prelude.
- [Coronation fanfare] **1.M.1** [1 p.]
- [Coronation music] **1.M.2** (fanfare)—**1.M.3** (organ processional)—**1.M.4** (fanfare) [4 pp.—a single bifolio]
- [Coronation exit music] **1.M.5.B** [6 pp.]
- [Procession passes] **2.M.1.A**, concludes with cancelled false start for “Now is the winter” [7 pp.]
- “Now is the winter,” **2.M.1.B** [6 pp.]
- “I’ll drown more sailors,” **2.M.2**, recorded but not used in the film [5 pp.]
- [“Set down, set down”] **3.M.1** [1 p.]
- [“Then must I count my gains”] **3.M.2** [4 pp.]
- [“I must perforce . . . farewell”] **4.M.1** [7 pp.]
- [“To wear this ring”] **4.M.2** [6 pp.]
- [“. . . Have patience, madam”] **4.M.3** [4 pp.]
- [Clarence’s nightmare] **5.M.1** [4 pp.]
- [Clarence’s prayer] **5.M.2** [3 pp.]
- [“Madam, his majesty doth call”] **6.M.1** [3 pp.]
- [Richard kicks open the door] **6.M.2** [3 pp.]
- [Clarence is drowned] **7.M.1** [3 pp.]
- [The king’s bedchamber] **7.M.2** (organ “Elegy”) [3 pp.]
- [“Straight shall post to Ludlow”] **7.M.3** [1 p.]
- [“For we’ll not stay behind”] **8.M.1** [8 pp.]
- [“The tiger now hath seized the gentle hind”] **8.M.2** [6 pp.]
- [“Go with them”] **9.M.1** [4 pp.]
- [“Here comes the Duke of York”] **9.M.2** [4 pp.]
- [“He thinks that you should bear me on your shoulder”] **9.M.3** [1 p.]
- [The princes get ready] **9.M.4** / [“And give Mistress Shore one gentle kiss the more”] **9.M.5** / [Catesby’s ride under archway **10.M.1** [4 pp.—a single bifolio]
- [“They smile at me that shortly will be dead”] **10.M.2** (reabeled **11.M.1**) / [“Use my babies well”] **12.M.4** / [The crown over Richard] **13.M.1** [4 pp.—a single bifolio]
- [Jane Shore shuts the door] **10.M.3** [4 pp.]
- [Richard holds his hand to Buckingham] **12.M.1** [3 pp.]
- [“Come madam, come, you must to Westminster”] **12.M.2** [4 pp.]

- [“Come madam, come, I in all haste was sent”] **12.M.3** [3 pp.]
- [Coronation music] **13.M.2** [6 pp.]
- [Anne falls at the foot of the throne] **13.M.3** [4 pp.]
- [“I’m not in the vein”] **14.M.1** [6 pp.]
- [Cushion is pushed in Tyrell’s face] **14.M.2** [11 p.]
- [“Forget not thy son George”] **15.M.1** [8 pp.]
- [Richard rushes out to find Richmond] **15.M.2A** [8 pp.]
- [“Come sirs, convey me to the block of shame”] **15.M.2B** [2 pp.]
- [“For sirs, tomorrow is a busy day”] **15.M.3** / [“Good lords, conduct him to his regiment”] **15.M.4** [9 of 11pp; pp. 2–3 of 15.M.3 is absent, having been filed with the Opening Titles]
- [Stanley rides off] **16.M.1** [4 pp.]
- [Ghosts appearing to Richard] **16.M.2** [19 pp.]
- [“Come, bustle, bustle!”] **17.M.1** [7 pp.]
- [“March on, Join bravely,”] **17.M.2** [20 pp.]
- [“Advance our standards”] **18.M.1** [19 pp.]
- [“Rescue, fair lord, or else the day is lost”] **18.M.2** [4 pp.]
- [“I have set my life upon a cast”] **18.M.3** [6 pp.]
- [Stanley and Richard clash] **18.M.4A** / [Richard’s death throes] **18.M.4B** [5 pp.]
- [Crowning of Henry—End titles] **18.M.4C** [14 pp., including an extra (revised) p. 2]
- Fanfares for reels 16–17 [2 pp., previously misplaced among *Henry V* materials]

#### MISSING?

- [The king greets his queen] **1.M.5** (subsequently used as no. 3 of *Three Pieces for Organ*)
  - [“Shine out, fair sun”] [**4.M.2.B** ? (hypothetical—may be Mathieson’s invention)]
  - [Jane Shore’s entry] [**5.M.3** ? (hypothetical)—may be Mathieson’s invention]
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the autograph and the timings in the final picture almost certainly indicates an editing change made after the rough cut (which had served as the basis for the music cue timings). Thus the autograph is an important source in analyzing the film director’s evolving thoughts on the pacing of the entire production.

A particularly good case study is Olivier’s 1955 film *Richard III*. Virtually the entire score is preserved. An inventory is provided here to illustrate what such a score entails, comprised as it is of a considerable number of short sections (fig. 7). Moreover, Walton’s own copy of the shooting script is now in the collection of the Folger Shakespeare Library (call number W.b.639). This typescript copy is dated 19 July 1954. At the same time, the composer informed Alan Frank, head of music at his publisher Oxford University Press, that he would be writing the score for Olivier’s new film.<sup>10</sup> He had thus committed to the project very early on. Walton has marked up the script with indications of

moments he considered to need musical treatment, occasionally characterizing the moment (e.g., “cocky Richard” on p. 5v; “sprightly Richard” on p. 15v). The film was then shot, the rough-cut assembled, and the cue sheets prepared. During February and March of 1955 Walton composed the score.<sup>11</sup> The coordination of the music with the moving image became the responsibility of the very experienced film conductor Muir Mathieson. There are some notable differences between Walton’s autograph score and the finished film.<sup>12</sup> Some of the changes were clearly made before the score was recorded: in these moments, for example, there are no audible splices or cuts within the musical portion of the soundtrack.

In one instance, the autograph is the sole source revealing that Mathieson was compelled to derive additional music from Walton’s score for a longer cue. Music cue 4.M.3 was written for a change of scene after Richard’s wooing of Lady Anne. She goes to her bedroom; he stands outside reflecting on his success. At this point the shooting script reads:

We watch RICHARD’S shadow as it falls across the threshold of the door; he kicks it sharply open and his shadow is thrown across the floor; we follow it in.

DISSOLVE:

SCENE 28. INT. THRONE ROOM AND TERRACE. DAY.

C.S. of shadow obviously more elaborately costumed. The shadow is seen to be adjusting its gloves.

CUT TO:

SCENE 29. INT. THRONE ROOM AND TERRACE. DAY.

C.S. of a glove being drawn over a deformed hand, and on the back of it we can see woven the device of the Boar’s head.<sup>13</sup>

These directions match very closely what appears in the film, but between the initial conception and the final cut Olivier seems to have wrestled with exactly what to do. The only remaining evidence of this lies in the state of the autograph, which served also as Mathieson’s conducting

10. Internal memo dated 21 July 1954 from Frank to Lyle Dowling, his counterpart at the press’s New York office (preserved at OUP).

11. In a single instance, Walton seems to have reused an earlier work: 7.M.2, the organ elegy played in the dying King Edward’s bedchamber is on an older paper and written in ink in what appears to be Walton’s younger handwriting. It could not predate about 1920, however, as it uses the modern-style bass clef, rather than the reversed old-style used in his earliest scores.

12. What precisely constitutes my text for the “finished film” is a complicated situation, about which more below. My principal source is a 2004 digital transfer of the film (Criterion Collection DVD RIC020 [2004]), 2 DVDs. I have also consulted the LP audio release, *Lawrence Olivier in Association with London Films Presents Richard III* (RCA Victor LM6126 [1956]), 3 LPs. This actually presents a slightly longer text than the film, including a scene otherwise deleted. For an early review that addresses this, see Jack Dieter, “*Richard III*: The Preservation of a Film,” *Quarterly of Film, Radio, and Television* 11, no. 3 (1957): 280–93.

13. Folger Shakespeare Library, W.b.639, pp. 19–20.

score. Figure 8 reproduces this cue. As is evident in Mathieson's crayon markings, dramatic changes have been made, and information is lacking. Walton's timing for this cue is  $23\frac{2}{3}$  seconds. His tempo is eighty quarter notes to the minute (equaling four beats to every three seconds), meaning that the cue would require some 32–33 beats if the tempo remains constant; he has written 33 beats of music. There is only one synchronization caption—"kick" in m. 1.

Mathieson's crayon markings indicate that he prepared the score before the recording sessions by adding supplemental timings—three seconds per 4-beat measure—across the middle of the score: "3 . . . 6 . . . 9 . . . 12 . . ." across the eighth staff. Below this, about the fourteenth staff, however, is a totally different set of timings, also in Mathieson's hand: "10 . . . 13 . . . 16 . . . 19 . . ." These numbers start too high—that is, they must be timed from a point *before* the beginning of the cue, as if in a segue from another cue. Additionally, Mathieson has cut six beats from near the end of the cue (in the process re-barring two measures as four bars of  $\frac{2}{4}$ ), and has then marked "stet."

The end result in the film is a total of twenty-six seconds of music—that is, a good deal more music than is in the autograph cue before us. Richard kicking the door over the string tremolo is there, but it is not the same tremolo, and instead above it is an oboe quotation of part of the leitmotif for Lady Anne. There is no extant autograph material for this extra music; it might easily have been derived by Mathieson or the composer during the recording sessions, and it is based on material the audience has already heard on three occasions. Immediately after the oboe phrase, the music resumes with the pickup to the second measure of Walton's 4.M.3, and Mathieson's cuts are observed. The recording demonstrates that his "stet" refers only to the first two beats at the bottom of the second page, and not the whole of Walton's original 4-beat measure.

All of Mathieson's changes were necessary before the music could be properly recorded, and while they are not difficult to accomplish, they would have been a nuisance after the orchestral parts had been prepared. The question that remains is why a change was made in the editing that would require these musical changes. There is at least a little evidence on which to speculate. The single indication of a synchronization cue is the "kick"; in the final cut of the film, the door is kicked open and the viewer gets a glimpse inside the room—Lady Anne standing beside a bed, awaiting Richard, his long shadow across the floor; then fade to black; then (where the music notated in 4.M.3 begins) an entirely new scene. Olivier had apparently decided after filming the scene not to dwell on what happens after the door is kicked open—possibly fearing

Handwritten musical score for *Richard III*, cue 4.M.3, page 1v. The score includes staves for Flute (Fl.), Piccolo (Picc.), Oboe (ob.), Clarinet (Cl.), Bassoon (Fg.), Horn (Hrn.), Violin I (V.I.), Violin II (V.II.), Viola (V.II.), and Cello (Cb.). The score features complex rhythmic notation, including triplets and sixteenth notes. Key annotations include circled numbers 13 and 14, and markings such as "Nat" and "p stacc". The tempo is marked "♩ = 80" and the time signature is 4/4.

Fig. 8a. *Richard III* by William Walton: autograph full score, cue 4.M.3, p. 1v. Extract reproduced by permission of Oxford University Press. All rights reserved.

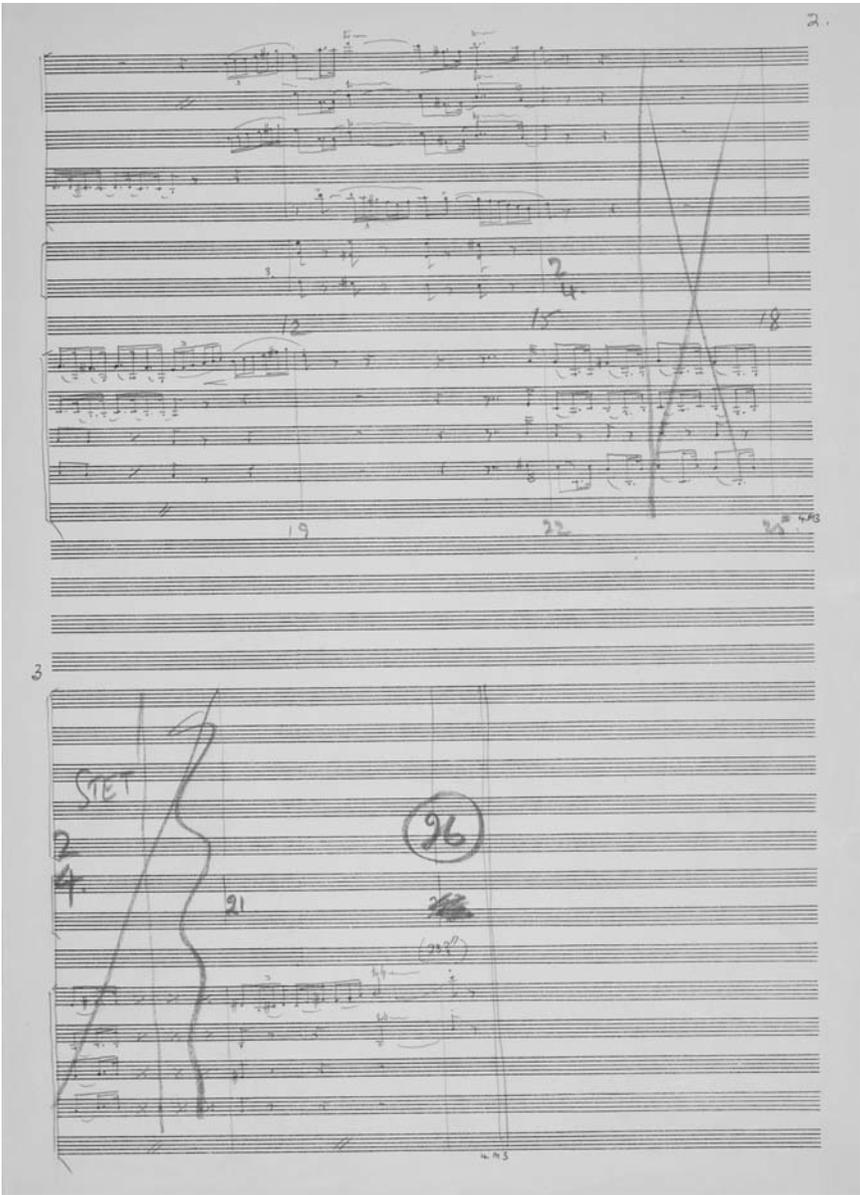


Fig. 8b. *Richard III* by William Walton: autograph full score, cue 4.M.3, p. 2r. Extract reproduced by permission of Oxford University Press. All rights reserved.

that anything closer to the consummation of this seduction might pose problems with getting the film cleared for general release. He would instead fade out after the door was kicked, and then begin the next scene afresh. But sometime after the rough cut was assembled and the musical cue sheets prepared, he restored an earlier idea. This idea must have preceded the actual filming: the direction in the shooting script (“we follow it in”) hardly covers it, and yet the film stock indicates that he had clearly shot the scene. This extra footage required Mathieson to prepare a longer cue—which necessitated supplemental material for the relevant orchestral parts, as the Lady Anne theme appears in a new scoring not found elsewhere, and is thus not merely borrowed from some other place in the score. Mathieson did not write out his solution in the score. Some scrawls on the blank staves immediately below the beginning of 4.M.3 suggest that he began to work out his ideas there, though these are not extensive and do not include this portion of the Lady Anne theme. The sole witness to Olivier’s second (and third) thoughts for this scene is Walton’s autograph—and in this case what is lacking in the autograph is just as significant as what remains.

An example of the sort of liberties allowed to Mathieson comes from the very end of the film, at the moment of Richard’s death. Walton has clearly wearied of the effort to calculate the precise rhythm of Olivier’s fifteen irregular spasms. The composer’s solution was to notate the chords as a series of downbeats, with the instruction “to be recorded ‘wild’”—that is, for Mathieson to conduct the downbeats to coincide with the death throes (fig. 9, detail). But Mathieson takes a far more extensive liberty with the scene. Walton notates a sequence of just two harmonies, repeated several times. Mathieson adjusts this to have a climbing sequence of dissonant chords (represented in the score only by an abbreviated note in crayon).<sup>14</sup>

There are many examples of cuts made after the score had been recorded for the soundtrack, requiring the musical edits to be done technically—that is, with the tape, not in the orchestral parts. While cue 4.M.3 was lengthened, the majority of discrepancies between Walton’s autograph and the released film are truncations: with a film of this length, Olivier was compelled to prune as much as possible.<sup>15</sup> Figure 10

14. Mathieson’s only other significant departure from Walton’s autograph (aside from truncations) is the reordering of some of the material in 15.M.3—a change made before recording, but not for any reason evident through comparison of the shooting script with the film.

15. The shooting script does not include an intermission, but by the time Walton’s cue sheets had been prepared Olivier had introduced one immediately before the scene of Richard’s coronation (an interpolation by Olivier, introduced after act 4, scene 1). Although this produces a neat symmetry (both parts beginning with a coronation scene—the first actually borrowed from *Henry VI pt. 3*), it comes nearly two hours into the film—a little too late, given that only about forty-five minutes remain. In the



The nightmare scene comes from act 5, scene 3. There are several additional ghosts in the Shakespeare text, so Olivier had already cut it significantly before filming.

Walton's autograph lists the scene as lasting 5'02"; it is cut to about 3'15" in the film.

[Sections in **bold** below were cut from the film, apparently as crossfades in the sound editing process]

Walton's timings and captions in AUT	Leitmotif appearances / musical allusions
29" 2/3	little ghosts
37"	Richard asleep
41"	Clar's ghost
59"	Clar speaks
1-24"2/3	Clar stops
<b>1'-28"2/3</b>	<b>Rivers speaks</b>
<b>1'-39"2/3</b>	<b>Rivers stops</b>
<b>1'-42"2/4</b>	<b>Grey speaks</b>
	[flutes: HENCHMEN leitmotif]
	[bassoons: HENCHMEN leitmotif]
	[English horn, violin: HENCHMEN leitmotif]
1'-47"	<b>Grey stops</b>
<b>1'-49"1/3</b>	<b>Clar speaks</b>
<b>2'-5"</b>	<b>Clar stops</b>
2-11"1/3	The little bastards speak
2'-27"	They stop
<b>2'-34"2/3</b>	<b>They start again</b>
<b>2'-55"</b>	<b>They stop</b>
<b>2'-57"1/3</b>	<b>Hastings speaks</b>
<b>3'-12"1/3</b>	<b>Hastings stops</b>
3'-13"1/3	Ann[e] appears
3'-23"	Ann[e] speaks
3'-51"1/3	She stops
4'-0"	<b>Buck speaks</b>
<b>4'-23"</b>	<b>Buck stops</b>
4'26" - 4'29"	Richard screams
4'31"1/3	"Give me another horse
4'36"2/3	Bind up my wounds
4'49"	Have mercy . . . Jesu"
	[trumpets: march coda]
	[trumpet, viola: TWO PRINCES leitmotif]
	[strings: TWO PRINCES leitmotif]
	[oboe: ANNE leitmotif]

Fig. 10. *Richard III*: truncations in cue 16.M.2

A much more complicated situation involves cue 8.M.1, for which Walton wrote eighty-three measures, intended to accompany some two minutes and thirty-four seconds in the film. Walton's music for this sequence has six distinct sections:

- A) the winter journey of the young prince (mm. 1-15)
- B) the archbishop looking out at the falling snow (mm. 16-21); Walton's timing to mark the beginning of this section is 31 seconds.

- C) harpsichord music accompanying the conversation in the queen's chamber (mm. 22–52); Walton has this start at 45 seconds.
- D) a return of the prince's journey-music (mm. 54–62); Walton's timing, with typical precision, is 1 minute 50<sup>2</sup>/<sub>3</sub> seconds
- E) dark and sinister music beginning at 2 minutes 10 seconds (mm. 63–67)
- F) at 2 minutes 19 seconds, the tense and hurried music accompanying Lord Dorset running through the snow and banging on the palace door (mm. 68–83)

Comparing the extant sources for the film, it is clear that this cue suffered one cut before recording, some cutting and splicing during the final editing stage, and some further tampering even after the first release of the film. Although it has Mathieson's crayon markings throughout, if sections D and E were recorded, they were apparently never used and seem no longer to be extant. The only cut marked by Mathieson (and consequently observed at the recording session) is mm. 18–20, which shortens Walton's effective scoring for the falling snow—string harmonic arpeggios (with *glockenspiel*) and tremolos over harp *glissandi*.

On the LP release of the complete soundtrack, this cue fades out at m. 42 (thus lasting only 1 minute 39 seconds), and the dialogue then cuts to the next scene, with Lord Dorset's arrival in the room. A comparison with the shooting script reveals three scenes (i.e., camera shots) here which do not appear on the DVD release: scene 55 in the queen's chamber is followed by 56 ("Countryside—prince up close"), 57 ("Shadows of riders"), and 58 ("Reverse shot of 57"). Only then is scene 59, featuring "Dorset running towards camera." The missing scenes would presumably have been matched to mm. 54–67 of the music. It is clear from the timings provided to Walton that this sequence was shot and edited, but subsequently cut. It seems likely that the film stock for this section is simply no longer extant, and therefore could not be restored in the DVD. The notes with the DVD recount the restoration, asserting that the film now "finally matches the official release script page for page." Criterion has a preeminent reputation in film restoration.<sup>17</sup> This may be as close as may be reached to an established text for Olivier's *Richard III*.

Nonetheless, this situation is frustrating, as it is clear that somewhere something of the original conception of the scene has been altered, and the soundtrack fading indicates a tampering with the musical score. An extreme—and much more frustrating—instance of a similar problem involves Walton's score for the 1969 United Artists (UA) film *Battle of Britain*. Although Walton (in collaboration with his younger colleague

17. "Each film is presented uncut, in its original aspect ratio, as its maker intended it to be seen" reads the mission Web page of the Criterion Collection: [http://www.criterion.com/about\\_us](http://www.criterion.com/about_us) (accessed 25 May 2011).

Malcolm Arnold) composed a score for the film which was recorded for the soundtrack, it was subsequently rejected by the UA administration. It was replaced with a wholly new score by Ron Goodwin, and only due to the strenuous objections of Laurence Olivier (who threatened to remove his name from the picture) was even a small sequence of Walton's music retained.<sup>18</sup> Tapes of the soundtrack recording sessions of the Walton score were rediscovered and released on CD in 2000.<sup>19</sup> A new DVD of the film includes an optional audio track purporting to present "Original William Walton Score."<sup>20</sup>

Unfortunately, on this audio track the Walton/Arnold score was matched to the picture through overconfident guesswork.<sup>21</sup> This is a great pity, because almost all of the musical material survives—complete with detailed cue sheets—at the Beinecke Library. The correct synchronization for all of the surviving material could have been established with very little trouble. (The appendix details the correct placement of the Walton/Arnold score). Indeed, a comparison with the film as released suggests that the cue sheets provided to Goodwin were substantially the same as those provided to Walton.

It is instructive to note how often the music conceived for one scene can be convincing in another—but its effectiveness often wanes 20 or 30 seconds as the scenes diverge. For example, Walton's cue 6.M.1 was conceived for a scene of emergency recovery operations at a British air base that has just been bombed. The cue sheet indicates that Walton's cue is to begin in the very last seconds of the previous scene, as we see a British plane explode at the end of a dogfight. (This is at 0:50:27 on the DVD release.) In the ensuing scene, there are medical vehicles and firefighters combating the general chaos after the attack. A group of injured WAAF officers are getting on to the back of a truck; the section officer, Maggie Harvey, turns from the truck and sees a line of WAAF corpses. She walks closer to them. Obviously shaken, she reaches for a cigarette and begins to light it. The warrant officer yells "Put that cigarette out! Can't you smell gas? The mains have gone." The camera zooms in on Harvey's face, increasingly stressed. She shouts "Don't you yell at me, Officer Warwick!"

18. The story of this fiasco has been told many times. For recent summaries, see Martin Hunt, "Their Finest Hour?: The Scoring of *Battle of Britain*," *Film History* 14 (2002): 47–56; and Walton, *Film Suites*, ed. Kuykendall, xi–xiii.

19. *Battle of Britain: Original MGM Motion Picture Soundtrack* (Rykodisc RCD 10739 [2000]), CD.

20. U.K. release: *Battle of Britain: Special Edition* (MGM-DVD MZI 10001024 [2004]), 2 DVDs (region 2). U.S.A. release: *Battle of Britain: Collector's Edition* (Sony Pictures Home Entertainment 1008312 [2005]), 2 DVDs (region 1). In the U.K. it has subsequently been reissued as a "definitive" edition, although the Walton score remains erroneously synchronized.

21. A self-congratulatory account by those involved appears in Mark R. Hasan, "The Restoration of William Walton's *The Battle of Britain*," *Music from the Movies* 43 (2004): 64–66.

These details and more are listed on the cue sheet that is still affixed to this portion of the score. Walton's music starts with a generic mood of tension, but then (to accompany the poignant moment as Harvey surveys the corpses) a wistful cello solo—not unlike the first movement of Walton's Cello Concerto. This is interrupted by a burst of energetic music (as Warwick yells about the cigarette), a long sustained tremolo and crescendo, and ends with a short, dissonant crash just before Harvey shouts back.<sup>22</sup> On the DVD release, this scene is given no music at all on the Walton audio-track. The correct music appears instead much later (1:10:58). It is prefixed there by an entirely separate cue which apparently preceded it on the recovered tapes. As the appendix shows, the same erroneous segues happened to six other cues—resulting in confusion which would certainly have added to the difficulty of locating the correct placement of the music.

This later (incorrectly matched) scene begins with another dogfight between the RAF and the Luftwaffe. While the generic tension which starts the 6.M.1 cue is plausible at the beginning of this scene, the transition to the cello solo does not match anything about the dogfight, nor (of course) the two plane explosions that seem so incongruously paired with the lyrical music. The energy of the music is renewed at just the wrong moment, and the editors fade out the dissonant crash that concludes Walton's cue because it does not make sense in this context. This apparently was not enough to demonstrate that the cue was misplaced.

Walton decided to use a motive based on Siegfried's horn call to characterize the German pilots, titling it "Young Siegfrieds." On the DVD release, these segments are comically out of place, with the Wagner motive associated with the RAF.<sup>23</sup> Aside from this egregious musical error, the cues are plausible in their wrong locations. A good example is Walton's 4.M.1. The music begins with a "sting" chord, which on the DVD becomes a reaction to the British ambassador's exclamation that time is "running out." There follows a scene of the RAF officers at leisure, wrongly accompanied by the Siegfried theme. A plane attempts to land without its landing gear down and the pilot is signaled by a flare. He makes a steep ascent, an impressive image on the screen that coincides with a grandioso gesture in the music (albeit still referencing Wagner). The cue ends as the plane has landed successfully.

To some extent it works, but the evidence of the autograph reveals that it is all wrong. Walton is not making an "ironic" use of the Wagner

<sup>22</sup>. A photograph of the soundtrack recording session of this instant is reproduced in Cooke, *A History of Film Music*, 250.

<sup>23</sup>. A similar stylistic mismatch is the use of Walton's *nobilmente* English ceremonial march theme to accompany a triumphant Luftwaffe pass-in-review during the opening credits.

motive for the RAF—although such a conclusion would be completely reasonable given the claims of the DVD. Instead the music is supposed to come later, depicting the Luftwaffe officers at their ease. The “sting” of the beginning is a brief shot of an RAF airman dead in the water. The German pilot that shot him down returns to his base for a bath. The increased grandeur of the score accompanies the arrival of a German officer. This—the correct scene for 4.M.1—is rather prosaic, and on the DVD release it appears without music on the Walton side of the audio track. Sadly, even after more than forty years, the *Battle of Britain* music remains unavailable in the form the composer intended, and the existence of the new DVD is likely to make any corrected version unmarketable for any time in the foreseeable future. Were the autographs not extant, however, there would be no way to know that the version presented under the authority of the film production company is not accurate.

Walton manuscript studies have hardly begun. A few scores are scattered among prominent archives (particularly the British Library, the Library of Congress, and the Harry Ransom Humanities Center at the University of Texas) or are held privately, and a few significant works are lost (the autograph full score of *Belshazzar's Feast*, for example, for which Oxford University Press offered a £1000 reward in 1987). The depth and breadth of the Walton holdings at the Beinecke Library make it by far the most important repository, with a range of autograph materials for more than sixty works. The accessibility of materials from across Walton's career as a film composer offers a fascinating glimpse behind the scenes of mid-century British cinema production.

## APPENDIX

*Battle of Britain* (1969): comparison of correct sequence of Walton/Arnold score with the DVD release

Ms. cue designation	correct placement in the film	comments	erroneous placement on DVD release	track title on CD release
2.M.2	0:12:56	wind band version of "Horst Wessel"	0:57:37	<i>Luftwaffe Victory</i> (00:00–00:14)
3.M.1	[0:26:03?]	Source music, not composed: WW indicates on the manuscript "Bagpipe music only going into highland lament"	[missing]	[missing]
3.M.2	[0:26:38?]	Slow waltz arrangement (for jazz band by Wally Stott) of "A nightingale sang in Berkeley Square"; a different arrangement (unnumbered) is also preserved among the Walton autograph materials, and was used in the film as released (0:26:38 and 1:15:55)	[missing]	[missing]
4.M.1	0:31:01	"Young Siegfrieds" scored by Walton	0:16:47	<i>The Young Siegfrieds</i>
5.M.1	0:42:12	"Young Siegfrieds" scored by Arnold	0:57:53	<i>Luftwaffe Victory</i> (at 00:15)
6.M.1	0:50:29		1:10:28	<i>The Few Fight Back</i> (00:00–00:28)
6.M.2	0:53:30	orchestral version of "Horst Wessel"	[missing]	[missing]
6.M.3	0:58:27		1:10:58	<i>The Few Fight Back</i> (at 00:28)
7.M.1	1:01:34		0:08:46	<i>Scramble! / Battle in The Air</i> (00:00–47)
8.M.1	?	WW's reference timing is 2'18"; autograph no longer extant—possibly never recorded	[missing]	[missing]
9.M.1	?	WW's reference timing is 54"; autograph no longer extant—possibly never recorded	[missing]	[missing]
9.M.2	1:20:23		1:21:10 (fades out prematurely)	<i>Scherzo: Gay Berlin</i>
10.M.1	1:32:03	Walton's reworking of 6.M.3 material	1:27:19	<i>Cat and Mouse</i> (00:00–01:17)
12.M.1	1:49:48?	Second version of 'Young Siegfrieds' music by Arnold; the only synchronization cue is 'INTERIOR HEINKEL / 1.5' at the end. The recording includes	1:42:05	<i>Dogfight</i>

		a lengthened introduction, adding about fifteen seconds to the cue.”		
13.M.1	1:58:32	“Battle in the Air”—used in the original release. Walton composed the first part of the cue (up to 2:00:33) and Arnold the second, but an internal repeat (at 2:01:22) complicates this.	[correct]	<i>Scramble! / Battle in The Air</i> (at 00:48)
14.M.1-2	near 2:07:20	Composed by Arnold; no cue sheets or synchronization captions.	1:28:39	<i>Cat and Mouse</i> (at 01:17)
14.M.3	2:09:00*	Introduction and march, scored by Arnold; synchronization captions indicate that this was intended to start at 2:09:00, but the cue is not long enough to last to the end of the credits.	0:09:53	<i>March Introduction &amp; Battle of Britain March</i>
14.M.3A	[2:09:18?]	Alternative march introduction by Arnold, apparently to address the problem of 14.M.3	2:09:39	<i>Finale: Battle of Britain March</i>

## NOTES:

**Ms. cue designation:** on the extant manuscripts and cue sheets, the sequence of the music cues are designated by reel of film. “2.M.2” indicates reel 2, music cue 2. The absence of a 2.M.1 is curious, but suggests merely that when the cue sheets were prepared music was intended for an earlier scene on that reel, but was subsequently cut—possibly even before music was composed for it. On the verso of cue sheet 2.M.2, Walton calculated the timings of a number of cues, including some for which manuscript materials are no longer extant (8.M.1 and 9.M.1), but 2.M.1 is not on this list.

**Correct placement in the film:** all placement timings are based on the U.S. DVD release, *Battle of Britain: Collector’s Edition* (Sony Pictures Home Entertainment 1008312 [2005]), 2 DVDs. Where it is possible, correct placement is determined by comparison of extant UA cue sheets affixed to the sections of the autograph. A question mark indicates that there is no evidence extant among the autograph materials to verify the precise synchronization.

**Track title on CD release:** given to facilitate comparison with the film. These listings correspond to *Battle of Britain: Original MGM Motion Picture Soundtrack* (Rykodisc RCD 10747 [2000]), CD.

## ABSTRACT

William Walton’s manuscripts are generally well-preserved and well-documented. Autograph material survives for half of his fourteen feature film projects. These sources offer a rare glimpse behind the scenes into the production of mid-century British cinema—in particular allowing a more nuanced understanding of the film editing decisions made by Walton’s great collaborator Laurence Olivier, and the post-production role of conductor Muir Mathieson. Sketches reveal Walton’s early attempts to synchronize his music to action on screen, and later giving up this technique. Most surprisingly, the autographs reveal that the recent DVD release of *Battle of Britain* which purportedly restores the discarded Walton score (actually written jointly with Malcolm Arnold) misplaces every cue.