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VENGEANCE BLACKENS THE SOUL

Shirley Walker's Animated Music for
BATMAN: MASK OF THE PHANTASM

By Randall Larson

The Dark Knight fights to save Gotham city from its deadliest enemy.

- *Tagline, BATMAN: MASK OF THE PHANTASM*

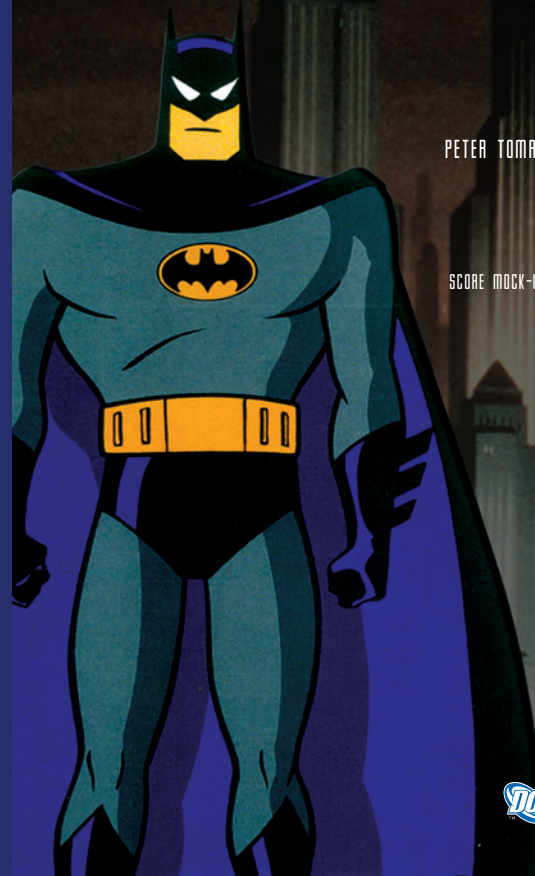
BATMAN: MASK OF THE PHANTASM was a 1993 animated feature from Warner Bros. that was an offshoot of the studio's animated television show, BATMAN: THE ANIMATED SERIES, which had debuted on the Fox Network in 1992 (eventually moving to the WB Network in 1995). Winner of two Emmy Awards, the animated BATMAN TV series had been prompted by the success of Tim Burton's feature film version of BATMAN in 1989, with also a nod in its visual stylization to the classic Max Fleischer SUPERMAN cartoons of the 1940s.

BATMAN: THE ANIMATED SERIES had been the first attempt at producing a serious animated series from a studio then best known for LOONEY TUNES and TINY TOON ADVENTURES CARTOONS. The show was much more adult oriented than previous superhero cartoon series, and helped Warner Animation to become one of the top producers of television animation.

The success of the television series resulted in the development of a full-length animated film, initially intended for direct-to-video distribution. "It was basically an expanded episode," said co-director Eric Radomski in an article in the June 1994 issue of Comics Scene. "We boarded the script and did all of our designs and shipped it overseas. We were treating it with more quality, but we originally didn't intend it for the big screen."

The animated feature film introduced a new villain, never named on screen but identified in the credits as The Phantasm, a murderer with an axe for one hand who targets Gotham's crime bosses and whose caped appearance initially makes witnesses suspect it to be Batman. Meanwhile, an old flame of Bruce Wayne's named Andrea Beaumont reappears in Gotham City, stirring painful memories of the past for Bruce, who is torn between his desire for Andrea and the promise he

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wildly flailing strings, bridged by a statement of Phantasm's theme, until Joker traps Andrea, who is saved by the sudden arrival of Batman, who has also solved the mystery.

TRACK 16: PHANTASM AND JOKER FIGHT [6:01]

Batman/Bruce urges Andrea/Phantasm to leave. He can't condone her actions but he can understand them. She vanishes and Batman pursues Joker into the old fairground miniature model of Gotham City. A clever bit of mickey-mousing occurs at 0:49 as woodblocks and strings mimic the Joker's creeping up, wearing one of the skyscraper models in the exhibit, and then the miniature city comes to life in electronic fury, spawning a cheerful mix of carnival music that turns wicked and brassy as Batman and Joker battle like giant monsters through the expansive miniature Gotham cityscape. A massive mélange of surging dissonance and rhythm, punctuated by statements of the Main Theme, accompanies their climactic fight. Batman dethrones Joker when he tries to escape wearing jetpack, and then Andrea returns to provide the coup de grâce. Batman warns her off, realizing the fairgrounds is wired to explode. "One way or another it ends tonight. Goodbye, my love," she tells him as a series of massive explosions detonate throughout the ancient park, a severe shrieking of choir and orchestra elevating the sonic chaos to cataclysmic proportions. As Andrea/Phantasm and Joker disappear into the smoke, Batman escapes via a drainpipe.

TRACK 17: BATMAN'S DESTINY [1:46]

Later, in the batcave, Alfred comforts a mourning Bruce Wayne, grieving the apparent loss of Andrea in the explosion. Bruce spots something gleaming further back in the cave, and discovers it is the locket he'd seen in Andrea's apartment. Their Love Theme swells up a final time as he realizes she is alive – but gone from him forever. At 0:39 we segue to a cruise ship, far from Gotham City, Andrea sad but resolute. A final segue takes us back to Gotham, the surging Main Theme for orchestra and choir as Batman, equally resolute, reassumes his role

as Gotham's dark knight, undistracted by the complications of romance.

TRACK 18: I NEVER EVEN TOLD YOU [4:23]

The End Title song, composed by Siedah Garrett and Glen Ballard, and performed by singer/actress Tia Carrere.

BONUS TRACKS

TRACK 19: THEME FROM BATMAN: MASK OF THE PHANTASM [2:06]

This alternate version of the End Title presents Shirley's Phantasm theme in complete form.

TRACK 20: WELCOME TO THE FUTURE! [1:01]

This is a source music cue heard during the flashback where Bruce and Andrea visit the World's Fair and take a Disneyesque ride through the "World of the Future" pavilion ("the shimmering utopia where we shall all spend the rest of our lives"). The choral song "Welcome Gotham to the Future!" is a carefree chant of hope, and the setting in which Bruce and Andrea first fell in love.

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made to the memory of his parents – his responsibility as Gotham's crimefighter, Batman. As the police draw in, an unexpected encounter with Batman's deadliest foe, The Joker, leads to an unexpected climax.

Veteran TV animation screenwriter Alan Burnett was assigned to write the story, collaborating on the final script with writers Paul Dini, Michael Reaves (who wrote the climax), and Martin Pasko (who wrote most of the flashback segments). Quoted by Dini and Chip Kidd in Titan Books' 1998 book, *BATMAN ANIMATED*, Burnett explained that he "wanted to do a love story with Bruce because no one had really done it on the TV show. I wanted a story that got into his head."

MASK OF THE PHANTASM was directed by Eric Radomski

and Bruce Timm, both of whom came from the *ANIMATED SERIES*, with Timm a veteran writer, producer, and animation designer and artist for Warners. Actor Kevin Conroy, voice of Bruce Wayne/Batman from the *ANIMATED SERIES*, reprised the role in *PHANTASM*, as did Bob Hastings as Commissioner Gordon, Efrem Zimbalist Jr. as Alfred, and Mark Hamill as The Joker. Also lending their voices to the film were Dana Delany as Andrea Beaumont, Hart Bochner as City Councillman Arthur Reeves, Abe Vigoda as mobster Sal Valestra, and Stacy Keach as Carl Beaumont.

Warner Bros. decided early in production to debut *PHANTASM* in theaters rather than going straight to video as originally intended. This gave animators less than a year

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production time (most animated features take more than two years to produce), in which they also had to reconfigure for a widescreen image. Warners increased the production budget to \$6 million, allowing for some very elaborate set pieces, including the opening title sequence, involving a flight through Gotham City rendered entirely through CGI. As it turned out, the film was completed in only eight months.

The film was nominated for an Annie Award for Best Animated Feature from the International Animated Film Association, but lost out to *THE LION KING*. The British magazine *Empire* cited it as the best animated film of 1993, and in 1995 Siskel and Ebert gave the film a very positive response, especially in comparison with *BATMAN RETURNS* and *BATMAN FOREVER*.

PHANTASM was followed in 1998 by another animated Batman feature released directly to video called *BATMAN & MR. FREEZE: SUBZERO*, and another in 2003 called

BATMAN: MYSTERY OF THE BATWOMAN. An animated spinoff debuted in 1999 called *BATMAN BEYOND*, set slightly in the future with a next generation Gotham crimefighter, which also generated a direct-to-video feature film.

A final coda to the story of the Phantasm occurred in the season two finale of the *JUSTICE LEAGUE UNLIMITED* series. A companion to *BATMAN BEYOND* set in the same future era, it is revealed that an assassin hired to kill the parents of the young boy who would become the future era Batman was, in fact, Andrea Beaumont, the Phantasm (the assassin is never named but a flashback of the event clearly shows it to be the Phantasm). In the end, though, Beaumont refuses to complete the assignment, the respect for life that Bruce Wayne had been able to instill in her winning the day.



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TRACK 11: THE BIG CHASE [5:40]

Andrea returns from her evening with Reeves to find Batman waiting in her room. Andrea brusquely tells him to get out. The music begins as he leaves, the Love Theme welling up as she collapses onto the bed in tears, her strong façade shed. Cut to Velestra's home as the sinewy Phantasm theme accompanies the villain's intrusion into the abode; but rather than the sickly mobster, Phantasm finds Sal's booby-trapped corpse. Phantasm leaps out of the room moments before it explodes, as an ascension of bold horn chords heralds the arrival of Batman in his batplane, and a rooftop chase is on, driven by Shirley's propulsive brass and percussion, layered by statements of the Main and Phantasm themes. The arrival of police allows Phantasm to escape, and now Batman is fleeing from the cops, emphasized by a huge orchestral conflagration, with rivulets of the Main Theme scouring through the dissonance until police bullets hit some gas cylinders, which explode, accompanied by a mighty cadence of choral and brass. The cataclysmic orchestration continues unabated as the tremendous chase continues, until Batman is picked up by Andrea and whisked to safety.

TRACK 12: NOWHERE TO RUN [2:01]

Andrea and Batman return to Wayne Manor, where Alfred treats Bruce's wounds as Andrea reveals what really happened after Bruce's proposal. Choir takes us back into another flashback, just after Bruce has dropped her off at home in "Birth of Batman." Brooding chords underline her accidentally interrupting a confrontation between Carl Beaumont and Sol, Bronsky, and Velestra, who threaten his life because he doesn't have the money to repay their shady loans.

TRACK 13: A PLEA FOR HELP [1:01]

After telling Bruce the truth about her father, Andrea readies to leave, but Bruce, waiting for her to ask for his help, gently grasps her arm, and embraces her, enhanced

by a warm reprise of the Love Theme emphasized by bells and soaring strings.

TRACK 14: A TALL MAN / ARTURO AND HIS PAL / MAKES YOU WANT TO LAUGH / WHAT'S SO FUNNY? [4:04]

Four short scenes combined. After Andrea leaves, Bruce gazes at the photo of Carl Beaumont and the mobsters and recognizes a crook who later became The Joker, his realization punctuated by a menacing upsurge of brass. A crashing crescendo of brass and concerto piano segue to the next scene, as Reeves learns that Batman escaped from the police the night before. The Joker's organ-and-piano theme splays across the soundscape at 0:24 as, illuminated by lightning, the grinning crime boss confronts Reeves. Brooding intonations of strings and horns accompany Joker's threatening conversation with Reeves. Joker overhears a call to Reeves from Andrea and realizes her connection to his old pal, Carl. "It makes you want to laugh," he giggles insanely, his piano theme reverberating as he bears down on Reeves, who in the next scene is seen confined to a hospital with cackling, unstoppable laughter. At 2:42, "What's so funny?" emits a rustling of strings, as Batman searches Andrea's apartment. A filigree of flutes gleams brightly as he notices a locket he'd given Andrea, years ago.

TRACK 15: ANDREA REMEMBERS / TRUE IDENTITY [3:18]

Immediately following "What's So Funny?" we return to flashback as Andrea remembers the death of her father, as a melancholy assemblage of strings brings her back to their rented villa in Europe, recalling the unexpected sight of Sal Velestra walking out the front door, and the sight of her father, murdered, inside. Choir returns us to present day, and a tearful Andrea completes her reflection. Cut to the ruined fairgrounds as the Phantasm confronts The Joker in his dusty lair. But he's already deduced Phantasm's true identity; Andrea, avenging her father's death. A tremendous fight ensues, brass and drums and

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parents. Shirley reprises the crescendo from "The Promise" with brass and pipe organ as Batman's shadow falls on the large Wayne gravestone, emphasizing the connection between the dead parents and Bruce's embodiment as Batman. An interlude of harps and strings is heard as Batman is spotted by Andrea, visiting her mom's grave.

TRACK 7: FIRST LOVE [1:58]

Another flashback memory is prompted by Batman's observing Andrea and Councilman Reeves sharing an intimate restaurant dinner. Recalling a visit to the World's Fair, Bruce remembers how he and Andrea fell in love. Shirley laces the festive music with her gentle Love Theme. In the film this cue is bridged by the chorus of the "Welcome to the Future" exhibit (see Track 20), with Shirley's Love Theme segueing back out of it as Bruce ponders a futuristic car which will later inspire the design of his batmobile.

TRACK 8: CITY STREET DRIVE / SAL VELESTRA / GOOD SAMARITAN [2:16]

Continuing from the World's Fair flashback, Andrea introduces Bruce to her father, business tycoon Carl Beaumont, along with a young Arthur Reeves. A brief cut away showing mobster Sal Velestra driving through the city streets on his way to see Carl is accompanied by a menacing intonation of horns. After more dialog with Carl and Bruce, Sal is ushered in with a reprise of the gangster's threatening chords. Bruce has a bad feeling about the man. After he and Andrea leave the building, they come upon a street vendor being accosted by thugs; Bruce charges in to help out, accompanied by a rousing energy of brass and percussion, but the toughs get away.

TRACK 9: BIRTH OF BATMAN [6:01]

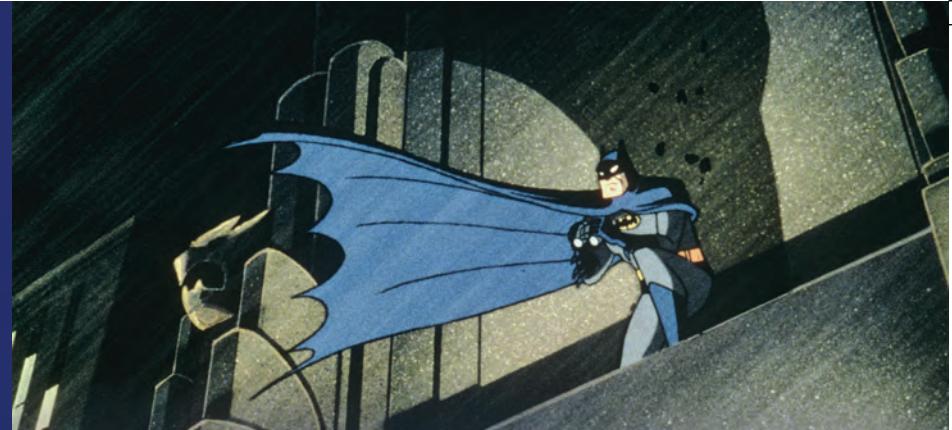
This track covers several scenes in sequence. After his experience with the street thugs, Bruce begins to design a Batman costume, but is torn between his attraction to

Andrea and his responsibility as Gotham's crimefighter. He visits his parents' gravesite. Shirley's evocative music underscores the multifaceted emotions of the scene, and then brings us out of the flashback, at 1:20. Batman pays a nighttime visit to Velestra's office after closing time; a bold statement of the Main Theme brings him there, followed by a brooding mysterioso as he searches the place. When he spots a photo of all three mobsters with Andrea's father, choir heralds a new flashback, as Bruce proposes to Andrea overlooking the beach, but their happy embrace is interrupted by dozens of bats, which emerge from a cave in front of them and take flight right; the Love Theme overcome by generous swaths of the Batman Theme as this portent takes wing. Bruce drops Andrea off at her dad's mansion, but spots Velestra waiting there, the music droning menacingly. Next day, Bruce explores the cave where the bats had come from and discovers a large series of caverns beneath his estate. Alfred arrives with a note from Andrea; she has declined his proposal and gone off with her father on business to Europe. The Love Theme is heard sadly as Bruce reads the note; we then segue to a rich intonation of the Batman Theme as Bruce buries his heartbreak in his promise, and adopts his Batman guise for the first time. Choir brings us out of the flashback and back into Velestra's office, present day. Cut to Sal Velestra driving into the ruins of the Gotham World's Fair on a reluctant rendezvous, escorted by a heraldic charge of horns.

TRACK 10: THE JOKER'S BIG ENTRANCE [3:02]

A bleak piano motif over swirling layers of synth and cathedral organ introduces Batman's arch nemesis, The Joker, who has made the ruined fairgrounds his lair. The mysterious chords segue into happy carnival music as Joker takes Sal to his lair, using the dilapidated but working Welcome to the Future ride as a conveyance. A quiet underscore accompanies their conversation as Sal pays Joker to eradicate the Batman.

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"Vengeance blackens the soul, Bruce. I've always feared that you would become that which you fought against. You walk the edge of that abyss every night, but you haven't fallen in and I thank heaven for that."
- Alfred to Bruce Wayne

Music for the Phantasm

BATMAN: THE ANIMATED SERIES had originally taken as its musical theme a variation of what Danny Elfman had written for Burton's BATMAN movie, and appropriate enough approach since the animated series was definitely trying to emulate Burton's movie. After a few episodes, though, a new theme was written in a similar style by Shirley Walker, who was the lead composer for the series. Shirley had been the conductor on Elfman's first BATMAN film score, so she knew the feeling of the material well, and came up with a similar sensibility that was very appropriate for the animated show.

"There was a darkness to the Batman character that we wanted music to be stating," Walker recalled in a 1998 interview. "Danny captured the darkness of the character,

and that's something we wanted to do, but certainly there wasn't a conscious attempt to make it sound like the Danny Elfman music." Notably, the animated Batman series was composed for orchestra – not synths or samples – supplemented by electronic elements for texture and tonality.

While other composers – Lolita Ritmanis, Michael McCuiston, Kris Carter, and Harvey Cohen – came into score the series' individual episodes or portions thereof, Walker remained the series' music supervisor, and so it was natural when the feature film project came about that Shirley was called into provide its score.

The resultant work is a potent and passionate composition, and one that Shirley considered her personal favorite, commenting that it "was probably the best score I've had the chance to write, because it's consistent all the way through. MASK OF THE PHANTASM was a fabulous experience. Warner Bros gave me a great orchestra, I had time, and I had the enthusiastic support of everyone who was on the series. It was pretty exciting for me."

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Music by Shirley Walker

Starting out as a conductor and orchestrator, Shirley Walker was a prominent figure in film music for more than 20 years, and one of the first women to succeed in a film scoring career in the midst of what had been a male-dominated vocation since the 1930s. Gaining prominence as an orchestrator, conductor, and “additional music composer” for the scores by Danny Elfman, Hans Zimmer, Trevor Jones, Carter Burwell, David Newman, Brad Fiedel, and many others led to Shirley’s recognition as a first-rate composer. Director/composer John Carpenter gave her the opportunity to demonstrate her mettle as solo composer for MEMOIRS OF AN INVISIBLE MAN (1992), and he called her back four years later as co-composer of ESCAPE FROM L.A. Included in Sci-Fi Universe magazine’s “The 25 Most Intriguing Women In Science Fiction,” Shirley’s music energized Warner animation’s super hero TV shows, where she supervised the music for the BATMAN, SUPERMAN (eventually combined as THE BATMAN/SUPERMAN ADVENTURES), and BATMAN BEYOND animated series, while over at HBO she provided haunting and muscular scores for SPAWN.

Shirley provided compelling scores for the Asteroid miniseries, the short-lived TV series SPACE: ABOVE AND BEYOND and THE OTHERS, along with feature films like TURBULENCE, WILLARD (in which she ingeniously added an entire section of accordions to her orchestra), and the FINAL DESTINATION series, which gave Shirley Walker a reputation as a thriller composer – a position counterpointed against her kindly appearance and quiet, generous manner. Shirley Walker passed away much too early, at the age of 61 on November 29, 2005, after suffering a brain aneurism. Her last film score was for BLACK CHRISTMAS, a remake of the 1974 holiday slasher movie.

In the realm of the super-hero, Shirley provided potent heroic music that was as human as it was epic in scope, from the dark, rhythmic sonorities of BATMAN to SUPERMAN’s heraldic theme or SPAWN’s poignant and

spooky tonalities. “For me, it is a process of decision-making,” Shirley said of her approach to scoring action in a film like MASK OF THE PHANTASM. “The first decision I make is, ‘am I going to play against the scene or am I going to have cues and play with the theme?’ Some action themes just soar when you’re playing the emotion of the character and you’re ignoring all the other specific things that are happening and you aren’t shifting back and forth between suspense and terror and intensity and all this. That’s the biggest choice and that’s where you can lose a score, actually, if you’re wrong in that choice or your filmmakers don’t appreciate the choice when they wanted a muscular, pounding kind of sound.”

With the majority of her four dozen film and television scoring assignments spent in the realm of science fiction, fantasy, or horror, this charming lady of movie music found the genres a nice environment in which to work and experience all manner of musical mores. “Science fiction was where I happened to get started, and I love it because it’s so fantastical,” she said. “I get to write things that are just so much bigger than life, or they’re creepy and weird.”

Tracks of the Phantasm

Shirley Walker’s score to BATMAN: MASK OF THE PHANTASM was originally released on CD by Reprise Records in 1993, with 10 score tracks and the Tia Carrere end credits song – a total duration of just under 33 and a half minutes. This recording nearly doubles the length and includes eight previously unreleased tracks, several extended tracks, and an alternate version of the main theme.

TRACK 1: MAIN TITLE: BATMAN: MASK OF THE PHANTASM [5:01]

The score opens with a dark flavoring as orchestra and choir intone Shirley’s evocative main theme over a shadowy flyover of Gotham City, as the film’s art-deco styled titles appear on screen. The theme is one of

elegant, Gothic beauty, as the melody’s dramatic chords and shaded choral textures lend it a massive but graceful potency. Interestingly, as an in-joke among the music staff, the powerful choral chanting consists of the names of orchestrators Lolita Ritmanis, Michael McCuistion, and Peter Tomashek sung backwards! The title sequence lasts just under two minutes; then segues to the opening scene as Batman interrupts a gathering of counterfeiters and a vibrant fight ensues. While Batman fights the hoods, their boss, Chuckie Sol, escapes but is confronted by the Phantasm, whose ghostly theme emerges from spooky high-end synth tones. Fleeing in his car through a high-rise parking garage, Sol drives off the edge and crashes into the adjoining building. The cue ends as Batman spots the Phantasm and start

TRACK 2: THE PROMISE [1:25]

This elegant and subdued variation of the main theme is heard during a flashback as Bruce Wayne, reminded during a dinner party of old flame, retreats to his study and remembers meeting Andrea as each were visiting the Gotham cemetery. The expressive cue has a dramatic early crescendo as Bruce stares up at a portrait of his parents before the choir takes him back to their gravesite; he meets Andrea as he overhears her talking to her mother’s grave. This track contains the complete version of this sequence, bridged by a dialog sequence sans music, taking up where the music continues at 0:44 with a warm sonority as Bruce and Andrea walk out of the cemetery, and Bruce alludes to a promise – a secret vow – he made at his own parents’ grave.

TRACK 3: SKI MASK VIGILANTE [4:28]

This is the complete version of the cue that begins immediately after Andrea drives off in “The Promise.” Still in flashback, Shirley’s main theme brings us into night time and we find a group of hoods robbing a warehouse. Not yet having adopted the Batman persona, Bruce interrupts the robbery and jumps aboard the gangsters’ truck as the last

of them makes an escape. Shirley’s frantic action cue enlivens this wonderfully-animated sequence as a police car gives chase but crashes, after which Bruce manages to disable the big rig.

TRACK 4: FANCY FOOTWORK [0:40]

This pleasant scherzo is heard the next day as Andrea comes to visit Bruce while he is practicing martial arts (“Jujitsu,” he explains. “Gesundheit!” she replies, adding, “That was a joke.”). Proving her own abilities at the form, the two spar gently. And fall in love. The choir returns at the end of the cue, bringing Bruce out of his remembrance and back into the dinner party.

TRACK 5: PHANTASM’S GRAVEYARD MURDER [3:52]

Heralded by chimes, the scene shifts to the dark Gotham graveyard where mobster “Buzz” Bronsky comes to pay his respects at the grave of Chuckie Sol, only to have the Phantasm appear and pay his own form of respects to Bronsky. The Phantasm’s eerie music is offset against Shirley’s energetic action material as Bronsky attempts to flee but falls into an open grave and meets his demise when a large angel gravestone is pushed on top of him

TRACK 6: BAD NEWS / SET TRAP / MAY THEY REST IN PEACE [1:51]

Three short cues combined. The following day, sickly crime boss Sal Velestra reads about Bronsky’s murder in the newspaper, attributed to Batman, and is panicked. Flailing strings and rapid piano fingering accompany his sudden breathing difficulty as he reaches for an oxygen mask. Cut to Councilman Reeves’ trap to capture Batman, using the bat-signal and a gang of tough cops. A sinuous mysterious of strings stands aside for the Batman theme as the bat-signal shines into the clouds, but Batman is far away, investigating the Bronsky murder site. Dark intonations of strings and horns resonate from the orchestra as Batman stops by the grave of Bruce Wayne’s