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"Do you know the ways to Monterey? Santa Fe? Whitley Bay?.."

Thankfully, Messrs Bacharach and David got there in the end, polishing yet another pop gem and putting an unremarkable California city on the map forever. Bill DeMain tracks down the great men, revisits their golden years together and discovers how they created the songs that resonate to this day.

The sound of pop music being born.

This is The Brill Building, Manhattan's musical marketplace of talent, tunes and deals. In its stuffy cubicles, just about big enough for a piano and two chairs, some of the greatest ampersands of song -- Goffin & King, Barry & Greenwich, Sedaka & Greenfield and Mann & Weil--will huddle together in the early '60s to hammer out the songs that will connect with each succeeding generation. But right now, in one of these dressed in the de rigueur uniform of the day -- white button down shirt, skinny black tie -- are working together for the first time.

The composer is Burt Bacharach. A staffer for Famous Music Publishing, he's an athletic All-American with thick, wavy hair and the kind of bone structure more commonly found yachting on the Hamptons than gnomishly bent over a Brill Building piano. (Sammy Cahn later said, "Burt's the only songwriter who doesn't look like a dentist.") He has trained his ear to some unusually outré sounds -- Dizzy Gillespie and bebop jazz, Debussy--influences further refined to mould his unique style by years of study at the Mannes School of Music with renowned composition teacher Darius Milhaud ("He told me never to be afraid of writing a tuneful melody," says Burt today). He's been around the globe working as an arranger and accompanist for vocalists Vic Damone, Steve Lawrence and, most prominently, Marlene Dietrich. He also has one minor hit to his name -- The Blob, a horror flick tie-in for The Five Blobs. This was co-written with successful Tin Pan Alley songsmith Mack David who introduced Burt to his younger brother, Hal. A soft-spoken New Yorker with a sweet-natured grin, Hal wrote the lyrics to a few minor hits, including American Beauty Rose and Bell Bottom Blues, and has earned enough clout to be working on a song-by-song basis with a number of different publishers.

"You'd write with one composer in the morning and another in the afternoon," Hal David, now 74, recalls. "I met Burt, we liked each other, we liked the songs he wrote and that's how it began. We worked hard -- I was always writing lyrics, he was always writing melodies. We'd meet around 11 o'clock every day: "What do you think of this? What do you think of that?" Either my lyric would spark him to write a melody or vice versa."

"It was a smoke-filled room with a window that didn't open and a beat-up piano," muses Burt Bacharach. "Your typical image of how songwriters wrote in those days."

And they were very prolific.

"As we were working together on one song, he'd give me another melody or I'd give him another lyric, and very often we were writing three or four songs at a time," Hal David remembers. "A song together, a song to his tune, a song to my lyric and so forth. We kept a number of things going."

Once one of those things was finished, the duo would hawk their wares. "There were 11 floors in The Brill Building and you'd start at the top and work your way down," chuckles Hal.

The wares of Bacharach & David, even in those first years, were strikingly different from the work of the teenybop-oriented competition. The music had a sophistication you would not encounter in the formulaic fare of the late 50s. It married unexpected rhythms with daring melodic leaps; it shimmered with rich jazz-like changes and complex harmonies; it teased with its uneven form and challenged with its mild yet exotic dissonance. And of course, at first, it didn't fly with record company types.

"All those so called abnormalities seemed perfectly normal to me," says Bacharach, today a tanned and trim 67. "In the beginning, the A&R guys, who were like first lieutenants, would say, 'You can't dance to it' or 'That bar of three needs to be changed to a bar of four,' and because I wanted to get the stuff recorded I listened and ended up ruining some good songs. I've always believed if it's a good tune people will find a way to move to it."

The lyrics matched to those tunes were equally unusual: they were grown up. Hal David focused on adult affairs and described all the jealousy, vulnerability, longing and loneliness that comes with the territory. He quietly lists the three qualities he's always sought in his lyrics: "Believability. Simplicity. Emotional impact."

Despite their fair share of flops, the team proved themselves with a pair of back to back hits in 1958-- Magic Moments by Perry Como and The Story of My Life by Marty Robbins (a hit in the U.K. for Michael Holliday). This was enough to hush The Brill Building doubters and encourage the duo to continue their collaboration.

But for the next three years, Burt and Hal worked together only intermittently. Bacharach wrote Any Day Now, Mexican Divorce and big hit Tower of Strength with lyricist Bob Hilliard; collaborating with Mack David and Barney Williams, he penned The Shirelles' classic Baby It's You, and he moonlighted as an arranger for The Drifters on songs such as (Don't Go) Please Stay and In The Land of Make Believe. David meanwhile provided words for various tunes, including Henry Mancini's Baby Elephant Walk, You'll Answer To Me, a hit for Patti Page, and Joanie Summer's minor classic Johnny Get Angry. Then in 1962 fate brought the two maverick songwriters the perfect voice in the fetching shape of a young New Jersey session singer named Maria Dionne Warrick.

Bacharach discovered Dionne when she, her sister Dee Dee and their aunt Cissy (Houston) -- known as the Gospelairees--were adding background vocals to The Drifters' version of "Mexican Divorce." "She had pigtails and dirty white sneakers," Burt recalled in 1970, "and she just shone. The group was dynamite but there was something about the way she carried herself that made me want to hear her sing by herself. After I did, she started to do all our demos."

The enchanting sound of the 21-year-old's voice on a demo of "It's Love That Really Counts" caught the ear of Sceptor Records owner Florence Greenberg, and Dionne was quickly signed. Her first choice for a single was Bacharach & David's "Make It Easy On Yourself," for which she'd done the demo. When the authors told her that the song had already been recorded by Jerry Butler, so the story goes, Dionne, feeling betrayed, shouted, "Don't make me over, man" (as in "Don't try to con me"). By the time she'd cooled down a few days later, Burt and Hal had written her first single, the dramatic -- you guessed it --

"Don't Make Me Over." ("She had to sing an octave and a sixth on that," Burt said, "and she did it with her eyes closed.") When the ballad was pressed, a Sceptor printing error made Dionne Warrick over into Dionne Warwick.

Her voice was a sensitive, soulful instrument with an incredible dynamic range that enabled her to whisper with the demure intimacy of Julie London or soared with the gospel bravado of Aretha Franklin. And she understood nuance like few others. Where other vocalists stumbled awkwardly over a Bacharach melody (even Sinatra couldn't quite negotiate the bumpy terrain of Wives and Lovers), she floated nimbly, easily accommodating odd bars in 5/4, digging deep in all the right places and perfectly conveying the ache and tenderness of David's poignant lyrics.

"Even back then, she had elegance, grace and the ability to sing just about anything," states Bacharach, who toured the US this past summer with Dionne. "And as she grew, we were able to take more chances as writers."

Their startling growth paralleled that of The Beatles, The Beach Boys and the Motown crowd, encapsulating the experimental spirit of the times: check out the smooth bossa strut of Walk on By (Burt was an ardent admirer of Brazilian composers Antonio Carlos Jobim and Milton Nascimento), the tympani-pounding glory of Reach Out for Me, the breathless hormonal rush of I Say A Little Prayer, the intricate spiral staircase of melody on Alfie and the ambitious dynamic shifts of the often-overlooked Check Out Item -- these rank as some of pop's most exhilarating moments.

NEW YORK CITY, LATE SUMMER 1966: Gary Chester is exploding the bridge again. In the control room at A&R Studio A-1, 7999 7th Avenue at 52 Street, young engineer Phil Ramone eases down the drum levels.

"I can't hear anything else!" he laughs. The string mikes are picking up too much of Chester's ballistic playing. Burt likes it when Gary lets go and takes their songs to a new level, but, for some reason, this one isn't happening. Perhaps it's because the team's unofficial mascot, Phil's mom, isn't in her usual spot at the back of the control room, knitting and nodding her approval.

I don't no, we seem to have peaked," says Ramone. Hal David looks up from his book and raises an eyebrow at Phil who goes to find Bacharach conferring with backing singers Cissy Houston and Dee Dee Warwick.

Seated back at the console, Ramone makes an adjustment to the Scully 4-track, lights up a tall Marlboro 100 and smiles at Burt.

"If I didn't love you, I wouldn't sit next to you with this stuff," Bacharach laughs.

"Why don't you play piano on this one, Burt?" asks the engineer.

"Aw, damn, I don't want to," sighs Bacharach.

"C'mon, man, you have to play," cajoles Ramone.

Reluctantly, Burt settles at the keyboard.

"OK, let's try it," says Ramone over the talkback. "I Just Don't Know What To Do With Myself -- take 10."

Bacharach looks over at Gary Chester, nods, swings his right arm and clicks his fingers in a count-off. Bassist Russ Savakus falls in. This time the groove locks. Everyone--18 musicians, four singers, and Dionne--responds to Burt's galvanizing presence in the room. He stands behind the keys. He karate chops the air, raises his chin and purses his lips. He emphasizes every dynamic shift by doing a deep knee bend at the piano.

Behind the glass, Phil is grinning, riding the faders. Hal is listening intently, eyes closed. Rocking to and fro, working the distance between her mouth and the Telefunken 251 mike, Dionne is pounding out the lyrics in the home stretch of a perfect take: "I need your sweet love to ease, I need your sweet love to ease ... all the pain."

At two minutes 46 seconds, the music stops. All eyes are on Burt. He looks at Dionne in the isolation booth and shakes his head in wonder, then back at Phil and Hal. He grinds, "Sensational, that killed me." A bunch of string players spontaneously applauds.

Later, when the session wraps, there'll be time for a celebratory shot of Jack Daniel's at a nearby bar. But, for now, there are two more numbers to complete this afternoon.

BACHARACH ACTED AS producer, arranger, pianist and conductor, mostly out of what he has called "self-defense". After those unhappy compromises in the early days, he insisted on complete control over his distinctively dramatic creations. His training in classical composition always inclined him towards imagining the music's big picture.

"When I was doing those songs with Dionne, I was thinking in terms of miniature movies, you know?" he says. "Three and a half minute movies with peak moments and not just one intensity level the whole way through. I never liked it where there's only one intensity from the singer, from the musical content, from the tracks and orchestration--it tends to beat you up."

Even a partial list of Bacharach & David's Three And A Half Minute Movies is a staggering testament to the success of their vision: Anyone Who Had A Heart, I Just Don't Know What To Do With Myself, Here I Am, Wishin' And Hopin', Are You There (With Another Girl), You'll Never Get TO Heaven (If You Break My Heart), A House Is Not A Home, Message To Michael, Trains and Boats And Planes, The Windows OF The World, What The World Needs Now, (There's) Always Something There TO Remind Me, Do You Know The Way To San Jose, Paper Mache< This Guy's In Love With You, I'll Never Fall In Love Again and Raindrops Keep Fallin' On MY Head.

Throughout their peak years, the consistency of Bacharach & David's work never seemed to waver. Continuing to write in their lucky Brill Building cubicle as well as Burt's bachelor pad on East 61st Street in New York, the two hummed and clicked unstoppably. Burt delivered melody after glorious melody, each one full of unexpected pleasures and unforgettable hooks. His secret, then and now, is to write away from the piano.

"When you're sitting at the piano, you tend to go to what's familiar and you can get trapped by pretty chords," Burt says. "And you go by the step, by the beat."

"It's very hard for me to sit down and , as I'm writing at the piano, perceive this as a full song, knowing whether it's good or not good. It goes by in inches. If you get away from the piano and hear the melodic

contour as well as the harmonisation in your head, you're hearing a long vertical line. I like to take a long look at the song.

I do that when I'm orchestrating too. I have to have a long-range picture of the whole scope of a piece. I get a sense of balance that I couldn't get if I was sitting at the piano. Your hands tend to go places because they've been there before. You'll write what your hands can play instead of what an orchestration can play."

Burt's orchestrations often included introductory phrases and instrumental breaks that were hooks in their own right -- the flugelhorn on I'll Never Fall In Love Again, the marimba on Paper Mache. "When any instrumentalist would have a singular statement to make on a record, I'd write a lyric underneath," he explains. "It might be words that made no sense at all, but it would help them speak through their instrument. There are certain things that can't really be notated in orchestration. It's maybe two eighth notes, a 16th note and another eighth note, and that's the way it should be notated, but that's not the way it totally feels. But if you put words with it, or even vowel sounds, it does make a difference."

Tailoring his lyrics to Bacharach's melodies, David also believed in taking a long, careful look. "The first step is to listen to the music very closely, not so much to learn what the notes are, but to see what the music is saying to you. You should hear it talking to you. Sometimes the placement of the title was not so obvious with Burt's melodies. For instance, the chorus section in I Say A Little Prayer--that's ordinarily where the title would fall, but it seemed to me that the title should come in the less obvious place, in the middle of the verse after 'The moment I wake up, before I put on my make-up'.

Sometimes I'd write against the mood. For instance, Do You Know The Way To San Jose is bright and rhythmic, and because of that you'd think it was instinctively happy. But it wasn't to me."

With a sudden laugh, David half-apologizes, "I do labour over these things. I spend inordinate amounts of time deciding whether 'and' or 'but' is the right word. To a certain extent, lyrics flow easily, but no matter how much they flow at a given time, by the time you get it together, finished and refined to the best of your ability, it's a lot of work."

ALL THIS ATTENTION TO THEIR CRAFT MADE BACHARACH & David, by the late '60s, the most respected American songwriting team since Rogers & Hart. The offers and opportunities came pouring in. While Dionne maintained a steady chart presence, Burt and Hal lent their Midas touch to Sandie Shaw, Jack Jones, Aretha Franklin, Tony Bennett, Jackie DeShannon, Cher, Bobby Vinton, Brook Benton, Tom Jones, Cilla Black, Andy Williams, Herb Alpert, Sergio Mendes & Brasil '66, Barbra Streisand and many others. They scored films too: Casino Royal (in which Dusty Springfield cooed the definitive version of The Look of Love), The Man Who Shot Liberty Valance, Alfie, The Fool Killer, Send Me NO Flowers, After the Fox, What's New Pussycat?, Wives And Lovers, Long Ago Tomorrow, April Fools and the Academy Award winning Butch Cassidy And The Sundance Kid. They also penned what was arguable the first rock opera, a 1965 TV special, On The Flip Side, which cast Ricky Nelson as a pop star whose career was on the slide.

Bacharach, with his sharply handsome looks, twinkling blue eyes, burnished fair hair and boyish charm, became a star in his own right, recording several solo albums of orchestrated instrumentals for A&M, now much sought after by charity-store-browsing, cheesy-listening set that spawned The Mike

Flowers Pops. Burt would occasionally sing on these compositions, in what liner notes described as his "earnest, rumpled baritone". He also headlined sold-out concerts, appeared on TV variety shows and endorsed Martini in commercials.

In 1968, Burt and Hal, along with comic playwrights Neil Simon, penned a Broadway musical, *Promises, Promises*, based on Billy Wilder's film *The Apartment*. Though it was extremely successful, earning a Tony Award and a lengthy run, it caused the first major ripple in the Bacharach-David partnership.

"Burt lost his enthusiasm for writing shows after that," notes Hal. "the experience was different than what he'd expected. He came out of a record-making background, where every time you play something it comes out the same. But in a show, there are so many variables; the tempo can be too fast, too slow, the singers can change lines or notes. If you're a perfectionist, it can drive you crazy."

Bacharach, who caught pneumonia, fought physical exhaustion and says he was generally "wiped out" during the process of mounting the show, comments, "On some nights there might've been five or six subs in the orchestra. And my music is not easy to play. A song like *Promises, Promises* changes time signature in almost every bar."

There were to be no further forays into theatre for the team. They closed out the final week so the '60s with their biggest hit yet, a simple folksy tune complete with ukulele accompaniment, *Raindrops Keep Fallin' On My Head*.

BJ Thomas, who sang the Academy Award winning smash, says he wasn't first in line for the vocal: Burt had originally composed the melody to fit Bob Dylan. In subsequent years Burt has denied it, but this is what I understood at the time. Burt really admired Bob Dylan and the way he phrased. When Bob for whatever reasons didn't do it, I was his second choice. What's funny is that I actually had laryngitis and was barely able to eke out the thing for the soundtrack. But there's only maybe two or three times in my career when I felt like I'd recorded a hit record, no doubt, and that was one of them."

Raindrops was also an example of Burt's increasing need for control over all aspects of record making. "I actually did stop it from coming out," he recalled in 1980. "It was set for release, but I turned down the pressing. I had been torn between two takes -- one that sounded comfortable, one that had a lot of energy. I went with the comfortable. But what I would up doing was making an edit right in the middle of the song, and picking up the fast one in the break. That's how it was finally released."

Without breaking momentum, Burt and Hal greeted the 1970s with a brace of potent dreamy-listening hits, including *One Less Bell To Answer* by The Fifth Dimension and *(They Long To Be) Close To You* by The Carpenters. While neither seems to remember much about the writing of particular songs < David laughs, "People always ask me what inspired such and such song and most times I'm not sure" -- Hal does recall the source of *One Less Bell To Answer*. "Burt and I were in London working on a project, and I was invited to a dinner party. The hostess said to me, 'When you arrive, don't ring the bell, just come in. It'll make one less bell for me to answer.' I was wise enough to know it was a good title!"

As for *Close To You* (which first appeared in 1964 as a B-side to Dionne's *Here I Am*) David admits, "When Jerry Moss at A&M sent over the record of The Carpenters, I didn't think it was a hit. Not that

Karen Carpenter didn't sound great--I just thought it didn't have what it took to really cache on. It shows that nobody, myself included, knows a hit until it becomes a hit."

DESPITE A DECADE OF CONTINUOUS GOOD FORTUNE, trouble was brewing. While he was spending more time pursuing his own career with TV specials and personal appearances, Bacharach's high profile marriage to Angie Dickinson ended. It's not hard to imagine that Burt's continuous presence in the limelight -- their work started to be referred to as 'Burt Bacharach songs'-- was by now irking his less flamboyant writing partner. When he and David got together in 1972 to compose songs for a musicalization of the Frank Capra film *Lost Horizon*, their chemistry faltered. The clunky soundtrack sung by a cast including Peter Finch, Liv Ullman and Charles Boyer, was roundly panned. *Newsweek* magazine called it "excruciating". From there, the reviews just got worse. Despite a heavy push, the dippy would-be-hit from the movie, *The World Is A Circle*, failed to click with anyone.

By this time, apparently frazzled by the extremely negative response to their work, Burt and Hal were hardly on speaking terms. TO compound problems, lest she be sued by her record company, Dionne Warwick was forced to file a \$6 million suit against the songwriters for failing to provide songs for her upcoming albums. David then sued Bacharach over a publishing dispute (Hal refuses to talk about this now). Bacharach filed a countersuit.

They parted, and it wouldn't be until 1979 that the tangled suits were settled out of court. "A part of me wanted to go all the way to court, but it wasn't a big enough part of," Bacharach commented in 1980. "So I pushed to settle it because it was draining my energy. By moving to settle it I wound up paying considerably more than Mr. David -- he would have gone all the way to court."

When the smoke cleared, Hal David eventually went on to collaborate with several different composers, turning out MOR smashes such as Ronnie Milsaps *It Was Almost Like A Song* and the Willie Nelson-Julio Iglesias duet, *To All The Girls I've Loved Before*. From 1980-86 he was president of ASCAP and continues to serve on the board of directors. The eldest of his two sons, Jim, manages Casa David, Hal's publishing company. "Nowadays, I'm writing songs with a few different people," David reports. "Pop songs with Archie Jordan and Kenny Hirsch, and theatre songs with Charles Strouse." Somewhat wistfully Hal adds, "Lyrics seem to be less important than 30 years ago. I wish I didn't think so. Very often the melodies seem less important. The sound and the production seem to be more important.

After what he called the "giant bust" and a period of "hiding out", Bacharach weathered the worst drought of his career. Between 1973-1981, he was absent from the charts while releasing two forgettable solo albums, *Woman* and *Futures*. Then in 1981 he married lyricist Carole Bayer Sager, and the two collaborated on a string of successful if somewhat schmaltzy hits: *Arthur's Theme (The Best That You Can Do)*, *Heartlight*, *On My Own*, and *That's What Friends Are For*, a Number 1 for Dionne Warwick and Friends.

By the '90s, Burt had made a kind of peace with Hal and they got together once more at Dionne's Warwick's request. Working at Burt's home in Del Mar, California, they attempted to rekindle the old magic. The result was one song, *Sunny Weather Lover*, a disappointingly flaccid track on Dionne's 1993 album *Friends Can Be Lovers*.

Currently when he's not spending time with his family or indulging his passion for race horses, Burt chooses his projects carefully. "I still want to keep writing and have hits, but I find it very hard now, because it's just a different kind of scene. It's such a self-contained market. There are so many acts that write their own music and that's closing the doors a bit. I look for the opportunity to write a song for a specific purpose rather than saying, 'Let's see, what do we write today?', and me sitting down with John Bettis, writing a song then peddling it -- I find that now so appealing at this time in my life."

Curiously, this has prompted Burt to return to the dreaded stage. He's currently working on a modern musical retelling of Snow White, which he's writing with Mike And The Mechanics lyricist and former solo artist BA Robertson ("The Living Years is one of the finest lyrics in the last 10 years," Burt declares). He has also collaborated with Elvis Costello on a new song, God Give Me Strength, for the upcoming motion picture Grace Of My Heart.

"Elvis is terrific, a very good musician," he says. "He had a musical input as well as lyrical. We never go together in person, we just did it over the phone, answering machines, fax machines and speaker phones. And it sounds great."

ALMOST 40 YEARS AFTER BACHARACH & DAVID FIRST BEGAN shaking up The Building, the tremors of their seismic influence can still be felt < it's Burt's picture prominently displayed in one corner of the cover of Oasis' Definitely Maybe and you can hear his influence in the syncopated trumpet break in Blur's The Universal; it's there in artists as varied as Prefab Sprout, Luther Vandross, Elvis Costello, Pizzicato Five, Everything But the Girl, Jill Sobule and Gary Clark; it's there in the encomia from songwriters; it's there in lifts and shopping plazas courtesy of Muzak-y renditions of their songbook; but, most importantly, it's there in spirit every time an act breaks the rules and explores a new frontier in melodic pop music.

Of their far-reaching and long-lasting legacy, David modestly concludes, ³When we were writing, Burt and I always tried to find something that was original. There was no fun in being like everyone else.²