





The 1966 thriller *Assault on a Queen* was based on an unlikely premise: Deep-sea treasure hunters discover a sunken German U-boat, repair the submarine and then use it to rob the luxury liner RMS Queen Mary in the middle of the Atlantic. The writer was Jack Finney, author of the book that became the sci-fi classic *Invasion of the Body Snatchers*. Finney's six-part series, "The U-19's Last Kill," was serialized in *The Saturday Evening Post* in 1959 and was subsequently published as the novel *Assault on a Queen*.

Veteran producer Ray Stark bought the rights to the novel in 1960 but shelved it after deciding the plot was too improbable. Then, in 1961, the unthinkable happened: a

Portuguese cruise liner with 900 aboard was hijacked by terrorists, resulting in renewed interest in Finney's "improbable" concept. It went through several hands, eventually landing with producer William Goetz (*Sayonara, Song Without End*) at Seven Arts Productions. Goetz took the production to Paramount, which agreed to distribute the film.

It was Goetz who hired Rod Serling to adapt the Finney novel. *The Twilight Zone* creator, whose script for the 1964 political thriller *Seven Days in May* was a hit for the same production company and studio, did his best with the admittedly far-fetched premise. Goetz, meanwhile, was an old pal of Frank Sinatra's (he was best man at Sinatra's wedding to Mia Farrow in July 1966) and convinced him to star in, and co-produce, the film under his Sinatra Enterprises banner.

With Sinatra on board, *Assault* went from B-movie to A-movie status, attracting other top actors: Verna Lisi, the Italian bombshell who was making a Hollywood splash in movies like *How to Murder Your Wife*, and Tony Franciosa, the award-winning actor who was then bouncing back and forth between TV (*Valentine's Day*) and films (*The Pleasure Seekers*). Jack Donohue, a former actor and dancer who began directing in television with Sinatra's two 1950s TV series and also directed Sinatra's previous film, the comedy *Marriage on the Rocks* (1965), was signed to helm the seagoing adventure.

In the story, Rosa Lucchesi (Lisi) is bankrolling a hunt for sunken treasure off the coast of Florida. Her partner, Vic Rössiter (Franciosa), hires experienced diver Mark Brittain (Sinatra), who adds Eric Lauffnauer (Alf Kjellin), an ex-Nazi U-boat commander, as part of the team. Brittain's partner Linc Langley (Errol John) and a mechanical whiz (Richard Conte) eventually join as well.

The wild twist of the story, of course, is their accidental discovery of a long-lost U-boat, and their plan to become submarine-based pirates on the high seas, starting audaciously with the Queen Mary ("the biggest heist ever," enthuses Rössiter). Meanwhile, Brittain's growing attraction to Rosa heightens the tension with Rössiter. The heist and its aftermath occupy the last 20 minutes of the film.

Assault on a Queen, released in July 1966, received notices that might charitably be described as "mixed," with a few positive reviews ("absorbing and believable," said *The Hollywood Reporter*) and many negative ones ("strictly predictable, fore and aft," declared *The New*

York Times). In a summer of *The Russians Are Coming*, *The Russians Are Coming*; the big-screen *Batman*, based on the popular TV series; and *Who's Afraid of Virginia Woolf?*, the box-office receipts were not stellar, either. Sinatra found that hard-nosed cops and private eyes (*Tony Rome*, *The Detective*) better suited him; and Goetz, after 35 years as a Hollywood producer, retired and never made another film.

Unlike most movie stars of that era, Sinatra demanded control over the music of his films. Of course, Of Blue Eyes knew a little something about music, and the result

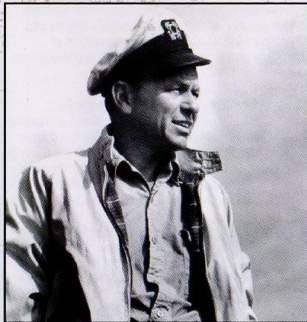
was a number of distinguished scores by the likes of Elmer Bernstein (*Kings Go Forth*, *Some Came Running*) and Jerry Goldsmith (*Von Ryan's Express*, *The Detective*).

It was Sinatra's idea to hire jazz great Duke Ellington (1899–1974) to score *Assault on a Queen*. Their paths had crossed many times over the years and the singer greatly respected the legendary composer and



bandleader. Earlier in the decade, Ellington had even been an artist on Sinatra's own Reprise label (although he was dropped when Reprise merged with Warner Bros. in 1963). Plus Ellington already had film experience, earning three Grammy Awards for *Anatomy of a Murder* (1959) and an Oscar nomination for *Paris Blues* (1961). In fact, with *Anatomy of a Murder*, Ellington became the first African-American to be screen-credited as composer on an American studio film.

Whether it was for promotional and marketing purposes (a new score by the great Duke Ellington) or to literally jazz up the film's soundtrack – from lengthy underwater scenes to romantic interludes to a climactic robbery



sequence – the idea was a smart one. And while it didn't work out the way Ellington might have liked, all of the music in the film is credited to the jazz giant and much of it does help the film.

The film was shot in Florida and California in September and October 1965 and Ellington was announced as composer in mid-November. But, because of his packed schedule, there was very little time for Ellington to write and record the score. He flew to Los Angeles on December 27, 1965, but he was also committed to a five-week European tour with his orchestra (and singer Ella Fitzgerald) that required him to leave on January 21, 1966.

Although Ellington screened the picture with director Donohue ("I thought it was one of the best Westerns I had ever seen," Ellington later remarked, tongue-in-cheek), Sinatra also took an active interest in the score. In his memoir *Music Is My Mistress*, Ellington recalled

that "Sinatra told me confidentially that he wanted to talk to me about certain music for the picture. So one night I flew over to Vegas for a visit and a conference, and all he said was, 'When we open that safe door on the ship, I want you to GO!'"

It's not clear how much material Ellington was able to write during the last week of December, as the entire film wasn't screened for him until January 4, 1966, leaving him a little over two weeks to come up with the rest.

"With the tight deadline imposed by the studio for completion of the score, Ellington was put under a great deal of pressure," A.H. Lawrence writes in *Duke Ellington and His World*. "He frantically worked not only in the office provided for him on the Paramount lot, but also at his Beverly Hills hotel suite, where an electric piano had been installed at his request."

Ellington did generate a fair amount of material, which he recorded with an 18-piece band on January 19 and 20, 1966 (the first day at Paramount, the second day at United Recorders). Eight of the players were from Ellington's own band, including such stellar soloists as Cat Anderson and Cootie Williams on trumpets; Jimmy Hamilton, Johnny Hodges, Paul Gonsalves and Harry Carney on reeds; John Lamb on bass and Louis Bellson on drums. He augmented them with some of the West Coast's finest jazzmen, including Milt Bernhart on trombone, Conte Candoli on trumpet, Buddy Collette on saxophone and Bud Shank on flute.

The next day, Ellington left for New York, where he began rehearsals for the European tour. He appeared on *The Ed Sullivan Show* on January 23, and immediately flew to Lisbon, Portugal, where he had a concert the very next night. He had recorded nine numbers in 13 hours, and that was the sum total of his work on *Assault on a Queen*.

Unfortunately, the film needed more. So Paramount called in outside help: Nathan Van Cleave. Van Cleave (1910–1970) was a veteran composer and orchestrator who had often worked for the studio (notably as composer on the 1964 sci-fi film *Robinson Crusoe on Mars* and as orchestrator on everything from Irving Berlin's *White Christmas* in 1954 to Lyn Murray's *Promise Her Anything* in 1965). Van Cleave would supervise the adaptation of Ellington's material into a full and effective score.

But he couldn't do it alone, so Frank Comstock joined the team to assist in the arranging and orchestrating. Comstock (1922–2013) had arranged for Les Brown's big band in the 1940s and then worked as an arranger-orchestrator for various studios during the '50s and '60s. Both men, interestingly, were becoming better known as TV composers (Van Cleave on Serling's *Twilight Zone*, Comstock on the animated *Rocky and His Friends*, later on *Adam-12*). Another vet, Herbert Spencer, would also be brought in, to orchestrate the main title based on Van Cleave's arrangement:

Their work began as Ellington departed. The rest of the score would be recorded on February 4 and 9, with longtime Paramount conductor Irvin Talbot leading a 19-piece big band on the first date and a full 46-piece orchestra on the second. Soloists were recorded on February 2 (guitar) and March 11 (trumpet).

Five of Ellington's original recordings survived in the final film: "Mama Bahama," heard on the juke box in Blackbeard's Tavern, where we first see Brittain playing cards with his pal; "She Walks Well," Ellington's seductively swinging theme for Rosa, heard in the background as a juke box number but also a major theme throughout the score; "The First Dive," as Sinatra descends to the ocean floor for the first time, recurring often in later sequences; and "Blessings on the Night," an evocative nocturne featuring flute and harp for Brittain and Rosa's first conversation alone on the boat, heard



again in its more complete form when they debate the pros and cons of the robbery and then kiss (this version Ellington titled "Under the Stars"). That appears to be Ellington on piano, too, as no other pianist is listed among the playing musicians on either Ellington date.

The remainder of Ellington's work ("Après Main Title–The Dash"; a theme called "The Work Song" with two versions, "Scubie-Dubie" and "Barnacles"; "Jumping on the Queen"; and "Cool Geets Go Go," for the heist sequence) was adapted by Van Cleave and Comstock for the score as it now exists in the movie. (One cue that Ellington recorded, but wasn't used in the film, survives: his original version of "The Big Heist," a driving, six-minute big-band cue with a Bud Shank flute solo. It is included as a bonus track on this disc.)

The movie opens with "Prelude," which begins with an orchestral version of Ellington's swinging Rosa love theme, "She Walks Well," then (when the film title appears) segues into Ellington's elegant theme for the Queen Mary. The *Queen* theme recurs in many contexts throughout the score.

The first incarnation of "Blessings on the Night ('Blessings on Thee, Old Landlord') is actually a

guitar solo (played by the legendary Tommy Tedesco) heard as a drunken Brittain and Langley return to their boat after the initial encounter with Rossiter and Rosa. **"Can He Swim?"**, a lighthearted accompaniment for Brittain punching out his landlord over unpaid bills, loosely based on "Mama Bahama," follows almost immediately.

Most of **"The First Dive (Raising the Sub)"** (in which Brittain discovers the sunken U-boat) is from Ellington's own recording, and it offers a hint about Ellington's own ideas about dramatic scoring: keep it lively and give the musicians something interesting to play. At the time, Ellington was creating some of his most ambitious music, including his *Concert of Sacred Music* (recorded in December 1965) and his *Far East Suite* (December 1966), and he may have intended to be equally ambitious with this score. The kicky, brassy 18-second intro, and the string overlay for a touch of suspense, were added later by Van Cleave.

"Rosa's Theme," Van Cleave's slow, romantic big-band arrangement of Ellington's "She Walks Well," accompanies her evening visit to Brittain's boat and her attempt to convince him to go along with the piracy scheme. The second, eight-minute, version of "The First Dive" (for the impressive raising of the German sub) contains the Ellington track but is augmented by a new intro, and additional material arranged by Comstock, plus a new ending arranged by Van Cleave based on the Queen Mary theme.

"Skeleton Crew," an eerie piece for their inspection of the interior of the sub, contains a brass sting for the discovery of the dead captain, and was arranged by Van Cleave. **"Blessings Intro"** is another languid Van Cleave

arrangement of "She Walks Well," as Brittain watches Rosa swim around the boat, which leads directly into Ellington's minute-long flute-and-harp version of "Blessings on the Night" as the two talk and she swims away.

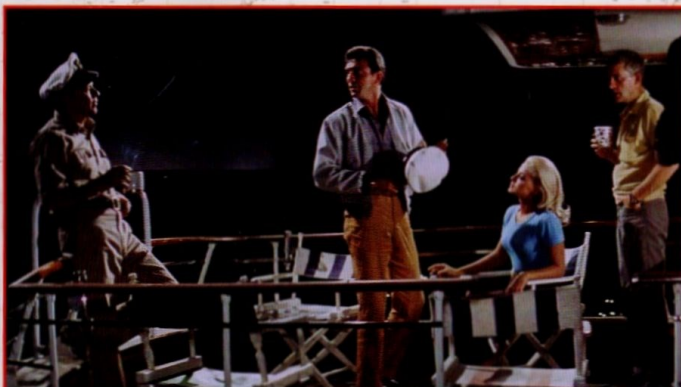
"Drink Up, Lincoln," for Brittain and Langley's conversation, is based on "She Walks Well," and segues straight into a Caribbean-style arrangement of "Mama Bahama" (for Rosa alone in a bar) and then the Ellington "First Dive" for the newly refurbished U-boat. A longer version of the tropically flavored **"Mama Bahama Islander,"** for another scene with Rosa in the bar, follows.



Ellington's own medley of "She Walks Well" and **"Blessings on the Night (The Kiss),"** which Ellington titled "Under the Stars," accompanies the scene of Rosa and Brittain talking on the beach; his gorgeous voicing of flute and harp, gently accompanied by clarinet and Latin percussion, is among the most sublime moments in the score.

The Queen's theme returns in **"Hatch Secured,"** arranged by Van Cleave for a test run of the sub, and again in **"The First Dive (Fifteen Degrees),"** for another run. Upbeat segments of **"The First Dive (The Tanker)"** return, with new string sweetener and big-band tag by Comstock, for the sub's first successful dive with the crew aboard; and again when the sub is once more in the Atlantic Ocean.

"Gentlemen, the Queen," marking their first sighting of the Queen Mary, is a dramatic variation on the Queen theme, arranged by Comstock; **"Explosive Situation"** is a harsh, Comstock-arranged cue, for the torpedo attack on the liner. **"The Big Heist"** is the alternately suspenseful and jazzy 10-minute cue arranged by



Comstock for the robbery itself. Strings, brass and a prominent walking bass are featured; it becomes more intense and exciting as the Coast Guard approaches, derailing the caper. Excerpts from "The First Dive" and "Gentlemen, The Queen" are incorporated. Seven minutes, in which the sub hides from the Coast Guard cutter, then attempts to torpedo it, go unscored. The **"Finale,"** based on both "She Walks Well" and the Queen Mary theme, was arranged by Van Cleave and orchestrated by Comstock.

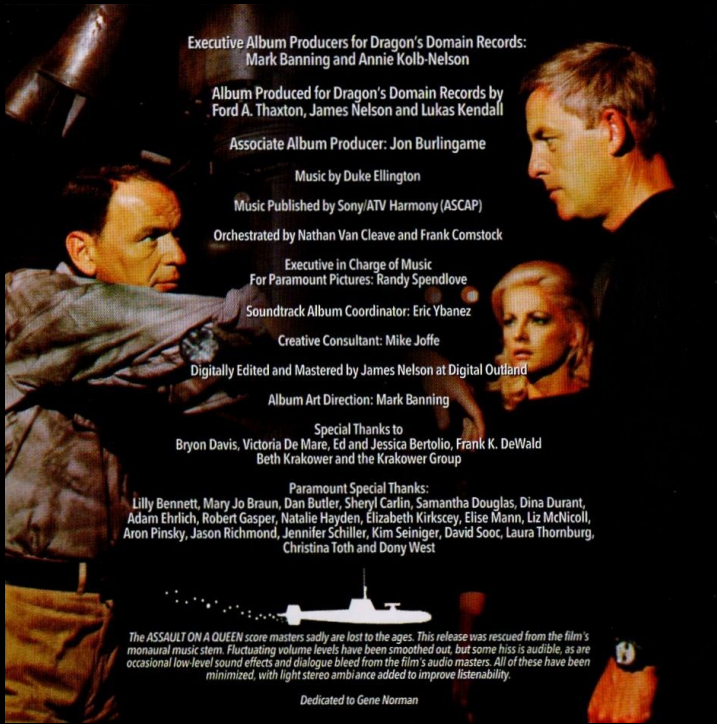
No one outside of the studio knew how the score had been assembled. Ellington revisited L.A. in May 1966 and saw a preview of the finished film, but he kept his opinion to himself. Those critics who mentioned the music were equally divided ("Duke Ellington's score is most listenable and should be a big help in promoting the film," said

Variety; "with all due respect to Duke Ellington, what has a slapdash, jazzy score to do with the ocean floor?" asked *The New York Times*).

The film's box-office failure, and the fact that so much of the final score was not purely Ellington's work, meant that no soundtrack album was issued in 1966. But Sinatra and Ellington remained friends, and a year later even recorded an album together (*Francis A. and Edward K.*, released in 1968).

This premier release of the music from *Assault on a Queen* satisfies, at last, a long-missing entry in the Duke Ellington discography. And in the centennial year of Frank Sinatra, it's especially welcome.

- Jon Burlingame



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Associate Album Producer: Jon Burlingame

Music by Duke Ellington

Music Published by Sony/ATV Harmony (ASCAP)

Orchestrated by Nathan Van Cleave and Frank Comstock

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Special Thanks to
Bryon Davis, Victoria De Mare, Ed and Jessica Bertolio, Frank K. DeWald
Beth Krakower and the Krakower Group

Paramount Special Thanks:
Lilly Bennett, Mary Jo Braun, Dan Butler, Sheryl Carlin, Samantha Douglas, Dina Durant,
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*The ASSAULT ON A QUEEN score masters sadly are lost to the ages. This release was rescued from the film's
monaural music stem. Fluctuating volume levels have been smoothed out, but some hiss is audible, as are
occasional low-level sound effects and dialogue bleed from the film's audio masters. All of these have been
minimized, with light stereo ambience added to improve listenability.*

Dedicated to Gene Norman

THEY STICK UP THE QUEEN MARY IN MID-ATLANTIC



DDR621
DRAGON'S DOMAIN RECORDS

Music From the Motion Picture
Music by Duke Ellington

ASSAULT ON A QUEEN



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MUSIC FROM THE MOTION PICTURE

1. Prelude (2:12)
2. Mama Bahama (1:05)
3. She Walks Well (3:36)
4. Blessings on the Night
("Blessings on Thee, Old Landlord") (0:34)
5. "Can He Swim?"/The First Dive (3:25)
6. Rosa's Theme (4:32)
7. The First Dive (Raising the Sub) (8:04)
8. Skeleton Crew (1:33)
9. Blessings Intro (2:02)
10. "Drink Up, Lincoln" (1:43)

11. Mama Bahama Islander (1:13)
12. Blessings on the Night (The Kiss) (2:41)
13. "Hatch Secured" (1:04)
14. The First Dive (Fifteen Degrees) (2:42)
15. The First Dive (The Tanker) (1:08)
16. "Gentlemen, the Queen" /
Explosive Situation (1:35)
17. The Big Heist (10:14)
18. Finale and She Walks Well (2:39)
19. Bonus Track: The Big Heist
(Album version) (5:49)

Total Time: 57:27

Music published by Sony/ATV Harmony (ASCAP)

ASSAULT ON A QUEEN

MUSIC BY
DUKE ELLINGTON

PARAMOUNT PICTURES in Association with SEVEN ARTS and SINATRA ENTERPRISES Presents
FRANK SINATRA VIRNA LISI "ASSAULT ON A QUEEN" Starring RICHARD CONTI ERROL JOHN ALF KJELLIN
and TONY FRANCIOSA as "Fossiter" Screenplay by ROD SERLING from the Novel by JACK FINNEY
Produced by WILLIAM GOETZ Directed by JACK DONOHUE



ASSAULT ON A QUEEN

Music From the Motion Picture
Music by Duke Ellington

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