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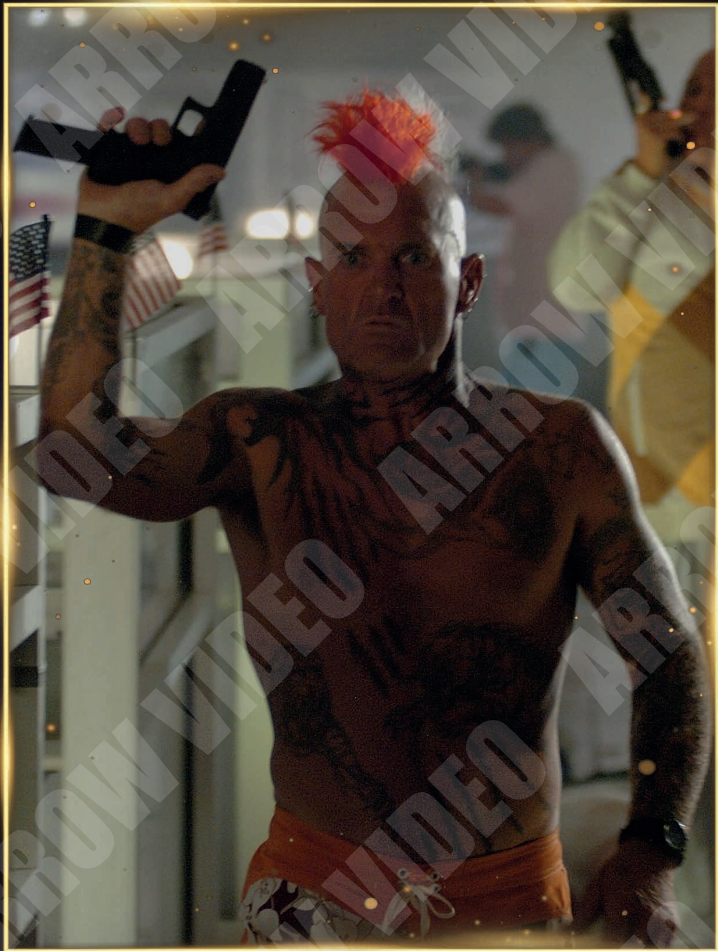
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CAST

Dwayne Johnson Boxer Santaros / Jericho Cane
Seann William Scott Roland Taverner / Ronald Taverner
Sarah Michelle Gellar Krysta Kapowski / Krysta Now
Curtis Armstrong Dr. Soberin Exx
Joe Campana Brandt Huntington
Nora Dunn Cyndi Pinziki
Michele Durrett Starla Von Luft
Beth Grant Dr. Inga Von Westphalen / Marion Card
Wood Harris Dion Element
Christopher Lambert Walter Mung
John Larroquette Vaughn Smallhouse
Bai Ling Serpentine
Jon Lovitz Bart Bookman
Mandy Moore Madeline Frost Santaros
Holmes Osborne Senator Bobby Frost
Cheri Oteri Zora Charmichaels
Amy Poehler Veronica Mung / Dream
Lou Taylor Pucci Martin Kefauver
Miranda Richardson Nana Mae Frost
Jill Ritchie Shoshana Kapowski / Shoshana Cox
Zelda Rubinstein Dr. Katarina Kuntzler
Will Sasso Fortunio Balducci
Wallace Shawn Baron Von Westphalen
Sab Shimono Hideo Takehashi
Kevin Smith Simon Theory
Justin Timberlake Private Pilot Abilene
Lisa K. Wyatt Teri Riley

CREW

Written and Directed by **Richard Kelly**
Produced by **Sean McKittrick**
Produced by **Bo Hyde & Kendall Morgan**
Produced by **Matthew Rhodes**
Executive Producers **Oliver Hengst, Jim Seibel, Bill Johnson**
Executive Producers **Katarina K. Hyde, Judd Payne, Edward H. Hamm, Jr.**
Co-Producer **Dara Weintraub**
Director of Photography **Steven Poster A.S.C.**
Production Designer **Alexander Hammond**
Music by **Moby**
Film Editor **Sam Bauer**
Costume Designer **April Ferry**



NO SOPHOMORE SLUMP: THE DELIRIOUS HEIGHTS OF RICHARD KELLY'S *SOUTHLAND TALES*

by Peter Tonguetta

Quick: What do Peter Bogdanovich, Michael Cimino, Wes Anderson, and Paul Thomas Anderson have in common?

Apart from being among the most talented American filmmakers of their respective eras, each announced their arrival on the scene with a dynamic but not fully realized debut film. Bogdanovich kicked off his career with the riveting if rough study of American violence *Targets* (1968), while Cimino got off to a modest, unpretentious start with a buddy picture, *Thunderbolt and Lightfoot* (1974). And as for the Andersons? Wes and P.T.A. got going with a pair of small, sketch-like pictures – *Bottle Rocket* (1996) and *Hard Eight* (1996), respectively.

For their second films, however, these filmmakers conformed to an even more striking pattern: They followed their inaugural efforts with second films that expanded their palettes – note the larger canvases, grander dimensions, more generous budgets – while consolidating their gifts. Each learned something about their strengths and weaknesses from their debuts, making their follow-ups more finely honed. Sophomore slump? Hardly. To the contrary, Bogdanovich's *The Last Picture Show* (1971), Cimino's *The Deer Hunter* (1978), Wes's *Rushmore* (1998), and P.T.A.'s *Boogie Nights* (1997) – each their maker's second production – were richly and deservedly honored by critics who recognized promise fulfilled.

Of course, not every talented filmmaker experiences unalloyed success with their sophomore films. Tragically, after making a masterpiece with *Citizen Kane* (1941), Orson Welles was unable to see to fruition the full-length version of *The Magnificent Ambersons* (1942), and notoriously, Richard Kelly, after making waves with everybody's favorite turn-of-the-millennium-era cult horror-comedy, *Donnie Darko* (2001), was caught flat-footed with the unrelentingly negative reception of *Southland Tales*, which premiered at the 2006 Cannes Film Festival. Welles and Kelly each serve as cautionary tales for filmmakers who reach for the stars.





However, in this age of compressed critical reappraisals – in which the reputation of a troubled production, such as Kenneth Lonergan’s *Margaret* (2011), can be turned around within a single season – it is hard to remember just how badly *Southland Tales* bombed in the mid-2000s.

In 2016, to commemorate the decade that had passed since the debacle, writer Tatiana Siegel told the definite story in *The Hollywood Reporter*. Despite being approached with studio offers following *Donnie Darko*, Siegel reported, Kelly opted to immerse himself in a script of his own creation called *Southland Tales*, which, in its barest outlines, tells of an imagined 2008 in which the United States government, shaken by atomic bomb attacks in Texas three years earlier, regresses to a quasi-totalitarian state at home and a war footing abroad. Kelly was unapologetic about his ambition. “I’ve always just been so specific in what I do, and it’s hard for me to go and take something, particularly a directing assignment, that just doesn’t feel organic to the kinds of stories that I tell,” he told Siegel.

In fact, Kelly could scarcely have made a film that contrasted more sharply with the inexpensively made *Donnie Darko*, which was ambitious in its conception but rugged and flinty in its realization. Indeed, in Siegel’s telling, *Southland Tales* was something of a beast even to produce, ending up with a budget of \$17.5 million – this for a film whose most famous cast member was a pre-superstar Dwayne Johnson, still most often identified for embodying “The Rock” in the wrestling ring – and drawing on the resources of multiple producing partners, among them Universal, Wild Bunch, and Cherry Road Films.

The southern California-set film has the form of a futuristic crazy quilt, into which are stitched innumerable characters, countless locations, and a slew of subplots. Foremost among those fumbling their way through the apocalypse include Boxer Santaros (Dwayne Johnson), a movie star-turned-screenwriter who had become a Republican Party bigwig before coming down with a major case of forgetfulness after some interdimensional travel; a star of pornographic movies with the go-getting instincts of an Ayn Rand heroine, Krysta Now (Sarah Michelle Gellar); and a police officer experiencing his own, ahem, issues with memory and identity, Roland Taverner (Seann William Scott). Surveilling all is a government-run outfit called USIdent, which – overseen by the wife of a man standing for president, Nana Mae Frost (a well-coiffed Miranda Richardson) – has attempted to assume control of the internet. As if to prove Newton’s law that action has an equal and opposite reaction, USIdent is opposed by a band of merry neo-Marxists.

As the description above suggests but cannot possibly fully express, *Southland Tales* is something of a slice-of-life with a difference. Sprawling epics of earlier eras, such as Robert Altman’s *Nashville* (1975) or Anderson’s *Boogie Nights*, were no less formidable in

scope than Kelly’s, but they had the advantage of depicting places and cultures that actually exist in the real world. Kelly, on the other hand, tasked himself with concocting an alternate universe on his own – albeit one with ample inspiration provided by post-9/11 American life – and making it rich, textured, and lived-in.

Well, is it any wonder that the then-160-minute film sank like a stone with the cognoscenti at Cannes in 2006? “Even with all that happened, I don’t regret it,” Kelly told the *Los Angeles Times* in 2007, by which time he had prepared a shortened version of the film for wide release. Yet, as Siegel described, even the present version of *Southland Tales* proved anathema to most audiences. Upon its release in American theaters in the fall of 2007, the film suffered the fate of other gargantuan masterpieces that were cut down in a panic, including Cimino’s *Heaven’s Gate* (1980) and Sergio Leone’s *Once Upon a Time in America* (1984): where audiences were aghast at the full-length cuts, they were merely indifferent to the shortened versions. Among the most prominent doubters was *Chicago Sun-Times* critic Roger Ebert, who, in a one-star review, confessed his own bafflement, calling Kelly a “cinematic anarchist” who sabotaged his own film. “He apparently has no sympathy at all for an audience unable to understand his plot, and every scene plays like something that was dreamed up with little concern for what went before or would follow after,” Ebert wrote. “It’s like the third day of a pitch session on speed.”

With the distance of time, we can now see that part of Kelly’s problem was how radically he departed from *Donnie Darko*, a film made at the cusp of the 1980s pop-culture nostalgia craze. Fifteen years prior to the premiere of Netflix’s *Stranger Things* (2016–), *Donnie Darko* precisely recreated a period still within the living memory of many audience members: if you were 16 or 17 when you saw *Donnie Darko* in the autumn of 2001, you would have been four or five in 1988, when the movie was set. The film’s nostalgia-coated references to Stephen King’s *It* (1986), Sam Raimi’s *The Evil Dead* (1981), and the presidential contest between George H.W. Bush and Michael Dukakis had a kind of comfy resonance.

Such reference points were startlingly absent from *Southland Tales*, which, instead of marinating in the recent past, took what was a traumatic present moment (post-9/11 America) as a jumping-off point for a nightmarish future (the atomic blasts that open the film are said to have taken place in 2005 while the balance of the story unfolds in 2008 – two years after the film was originally set to open, though just a few months before it actually did). Kelly left viewers with very little to hang onto; the 1980s references in *Donnie Darko* served as guardrails, but the ugly, oppressive America of *Southland Tales* – with screens that spy, breathless newscasts reporting on “human finger” trafficking, Taser-wielding radicals – offered no such comforts.





No plot description can do justice to the moment-by-moment pleasures of the film, many of which spring from one of the most outrageously eclectic casts ever assembled. Again, Kelly took an idea that he had toyed with in *Donnie Darko* – namely, that his films would benefit from resurrecting minor character performers or former lead actors, such as Beth Grant and Patrick Swayze – and simply went further with it.

Southland Tales is jam-packed with just-past-their-prime players, including an entourage of *Saturday Night Live* veterans cast as members of the neo-Marxist resistance (the bold, brassy Nora Dunn, Cheri Oteri, and Amy Poehler). Wallace Shawn, who the intended audience for *Southland Tales* would likely recognize from *The Princess Bride* (Rob Reiner, 1987) or *Clueless* (Amy Heckerling, 1995) rather than *My Dinner with Andre* (Louis Malle, 1981), is given one of the meatiest roles of his career as Baron von Westphalen, a deranged scientist outfitted in garb that would not be out of place in, say, *Mom and Dad Save the World* (Greg Beeman, 1992). John Larroquette and Jon Lovitz show up, as does Zelda Rubinstein, who is asked to intone each of her lines with the same gravely solemnity as she did when calling for Carol Anne in *Poltergeist* (Tobe Hooper, 1982).

Proving that his interest in the castoffs of American pop culture includes those of more recent vintage, Kelly anchored *Southland Tales* with the unlikely trio of Johnson, Gellar (who exhibits a seen-it-all steeliness she has never, before or since, displayed elsewhere), and Scott (who is as believably confused as he was in *Dude, Where's My Car?* [Danny Leiner, 2000] and *Evolution* [Ivan Reitman, 2001], but to more serious ends). At times this ensemble – including narrator Justin Timberlake (genuinely calming amid the chaos) and Mandy Moore as Madeline Frost Santaros, the spouse of the pre-amnesiac Boxer and the daughter of Nana Mae – gives *Southland Tales* the feel of a psychedelic-infused version of the primetime soap opera *Dynasty* (1981–1989), or an apocalyptic gloss on *Beverly Hills, 90210* (1990–2000).

Sarcasm aside, this bounteous, ingratiatingly low-rent supporting cast is no mere window dressing: The sheer delight Kelly takes in indulging his performers is evident in how few of them get lost in the shuffle, and how long he lingers on their reaction shots. In fact, for all of the special effects shoehorned into the film, Kelly and cinematographer Steven Poster adopt a fluid, clean visual style marked by long, winding Steadicam shots that trail one character before picking up another, bobbing in and out of crowds with gleeful abandon. No wonder Kelly and Poster are particularly good with musical and dance sequences (you haven't lived until you've seen Kelly stage The Killers' "All These Things That I've Done" as a glossy, old-school musical number, complete with lip-syncing by Timberlake).

At times, *Southland Tales* dares us to not take it too seriously – how else are we to react to lines like Oteri's "There would be a lot less violence in the world if everyone just got a little more cardio" or Shawn's "Who are you going to trust, Bob? A Nobel Prize-winning scientist or a two-bit porn star?" By the same token, Kelly encourages a certain amount of overacting in his performers – such as Johnson's Boxer, delightfully dweeby at times, perpetually tapping both sets of his fingers together or absentmindedly guzzling a can of beer without detaching it from the plastic that affixes it to a six-pack – that can feel cartoony. Yet the film is big enough to accommodate its digressions into silliness, solemnity, and even *Back to the Future*-style time travel.

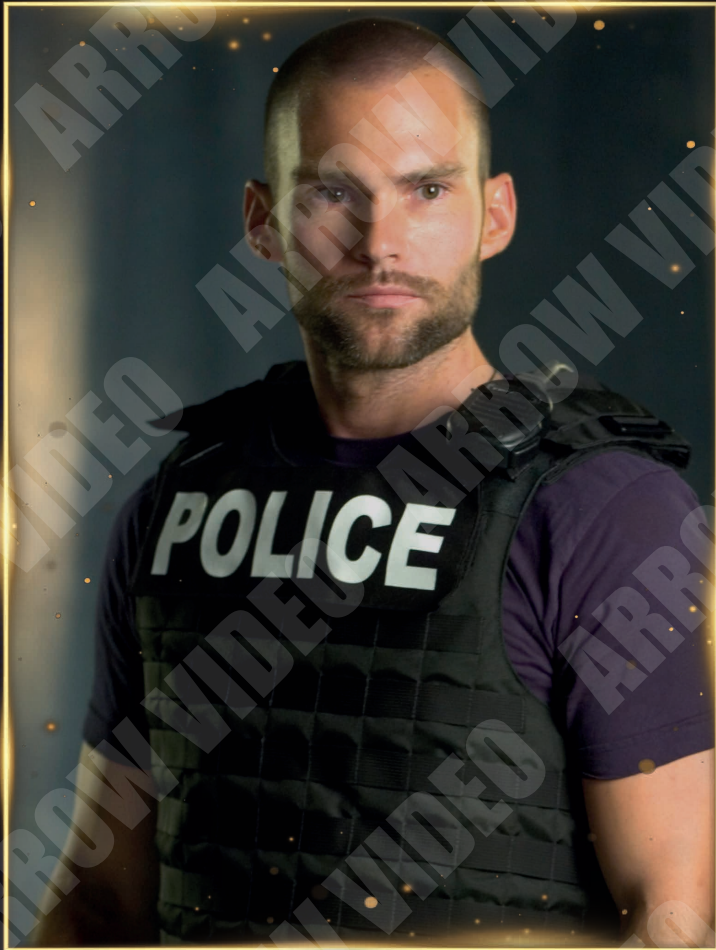
In the end, Kelly's bold recklessness must inspire admiration among those of us who applauded the earlier sophomore efforts of Welles, Bogdanovich, Cimino, and the two Andersons. Lines from T.S. Eliot's *The Waste Land* (1922) are (mis)quoted throughout *Southland Tales* – you know, all that business about the world ending not with a whimper but with a bang – but perhaps a poet of an earlier era, Robert Browning, better encapsulates Kelly's achievement: maybe Kelly's reach *did* exceed his grasp, but without making the attempt to reach such delirious heights – to paraphrase the poet – what's a filmmaking career for?

Peter Tonguette is the author of Picturing Peter Bogdanovich: My Conversations with the New Hollywood Director. He has written for The New York Times, The Wall Street Journal, The Christian Science Monitor, Sight & Sound and many other publications.









FILLING THE POST-*DONNIE DARKO* VOID: THE *SOUTHLAND TALES* OFFICIAL WEBSITE

by Simon Ward

Much of this is from memory, so do not take it as gospel. Memory gospel, if you will.

This is not going to be a nostalgia piece, so I will only give you the very barest autobiographical information for context. I was 15 when *Donnie Darko* (2001) came out, which is exactly the right age for that film. Its cool vibe, brain-expanding concepts and romantic yearning were perfect for anyone beginning to discover alternative films, music and style. *Donnie Darko* spoke to me and I eagerly awaited Richard Kelly's next project.

I can't even remember now how I found the website. At the time I had been scouring the web for any and all news on Richard Kelly's much-anticipated second feature. There had been others hinted at in the years since *Donnie Darko's* release, including his adaptation of Kurt Vonnegut's *Cat's Cradle* (which at one point had Darren Aronofsky attached as director and Leonardo DiCaprio as lead) and *Knowing* (which eventually became the 2009 sci-fi-disaster movie by Alex Proyas, starring Nicolas Cage in one of his last mainstream roles). He had also reportedly turned down the chance to helm *X-Men: The Last Stand* (Brett Ratner, 2006). In 2005 there was *Domino*, which Kelly scripted for Tony Scott. There are clues to the creative routes Kelly was heading towards with *Domino*. Indeed, celebrity, multimedia and America are commented on in Scott's heavily saturated, heavy-handed film. *Southland Tales* was first reported on in 2004 (again, if memory serves) with announcements that it would shortly begin filming. At that point there were reports that Benicio del Toro was in line for the role of Boxer Santaros – which I can find no reference to whatsoever online so perhaps this wonderful casting idea has been dreamt up by me.

Filming did get underway a year later, in August 2005, and not long after that I was directed to the website, most likely by an article such as this: <http://legacy.aintitcool.com/node/21123>.





The ambitions for *Southland Tales* were huge, with the film, the prequel graphic novels and the website all crisscrossing and informing one another. Richard Kelly was quoted as saying that the graphic novels would “work in tandem with the website, creating a more epic multimedia experience for those interested in taking the plunge.” I was ready to take the plunge.

I cannot now remember the URL. Searching for Southlandtales.com takes you to an odd page about the basics of producing a movie. www.krysta-now.com is now a blog in Japanese, but there is a bit of detail regarding what was on this site circa Halloween 2005 on forums.kingdomofloathing.com, in which the wonderfully 2005-era-named ElleDriver describes Krysta’s site: “Sarah Michelle Gellar’s character, Krysta Now, has a website (www.krysta-now.com) the highlights of which include her song ‘Teen Horniness is not a Crime’ and a play on a poem by T.S. Eliot including the lines ‘Join us for an in depth discussion of the penetrating issues facing society today. Issues like terrorism. Civil rights. Education. Crime. Poverty. Abortion. Quantum teleportation. Teen horniness. War.’”

The front page of the official site was Jay Kelly’s painting “Resolve”, which is the Stars and Stripes cleft in twain, with the stripes filled with historical and cultural snapshots and blood-red drips marking the flags. Accompanying this dramatic sight was the fantastic swell of Moby’s ‘It Looks Down’ from the movie’s score. A pronouncement on the page said, “Two roads diverge,” inviting you to click on the left or right sides of the split flag. The aggressive politics of the film are all there in this image and teased that Kelly had grander concerns on his mind with this film than the more intimate *Donnie Darko*. The separation of the flags into left and right was quite clearly asking you to choose your political allegiance. Over the many months of refreshing this website in my hunger for news on the movie, I would choose both.

I cannot recall now but I think it’s a safe assumption that clicking the right side took you to a more corporate site, that of the Treer Corporation. I believe you were redirected to a URL named after the Treer Corporation. There is a real company called The Treer Group, but it is decidedly unrelated to the film. Trust me, I’ve looked.

This unemotional, cold, sterile and disembodied page showed the glittering glass MegaZeppelin, hovering above the Los Angeles skyline. Playing on a loop in the background was the gentle but unsettling ‘Water Pistol’ piano piece from the soundtrack; although it took me months to discover there was any sound at all, after eventually plugging in my headphones and turning up the volume on the library computers at my university – my only internet access. There was an eerie, beautiful but tense feeling radiating from this single page. *Southland Tales* was such a mystery before its premiere that it was very easy to project onto it as an excited viewer and the vibe the site gave off to me was much more

serious, ethereal and mystifying than the postmodern and colorful satire we got. Closer, I guess, to *Donnie Darko*.

On the surface of it there was little to explore, but there were hidden paths everywhere – roads that diverged. There was a link to USIDent, which might have led to a corporate page about the government agency. The most developed section of the site was an early version of the Treer Saltair car advert, with the two metal monsters ‘making it’, and presented as a real advert for the product on the site. The advert at this stage was a mix of storyboards and VFX tests acting as proof-of-concept for the “European version” of what we see in the final film. At the time, without any other context, the sight of the elongating exhaust pipes was a surprise to say the least. It wasn’t as instantly iconic as Frank’s rabbit head mask, but I have clearly never forgotten it.

The look affected throughout the handful of available pages was very reminiscent of the data-driven, multimedia interfaces used throughout the film: screens within screens, clean lines, and whilst it *felt* like there was a great deal of information to explore, it wasn’t saying an awful lot. Maybe even at this early stage in the film’s marketing and the narrative web that was being spun, Kelly was already satirizing and lampooning the internet: daring fans to sift through online bumph in the search for meaning. It’s the internet, it must have the answer *somewhere*. You just have to keep looking. In this way, the internet becomes the new Bible.

Maybe it was all an elaborate ruse. Perhaps it was a marketing idea or narrative thread that went unresolved. Certainly, as the months went on, there was a lot more on the minds of the filmmakers than updating the website: Kelly has gone on the record as saying that doing the graphic novels alone pushed him “to the edge of my own sanity.”

There are only so many times you can watch the humping Humvees, so I would inevitably return to the homepage and choose the left side of the flag. One of the key images that popped from the stripes was of Marilyn Monroe, and I am almost certain that clicking through took you to a pixelated close-up photo of Marilyn. It slowly zoomed in and out. And that was about it. It’s my recollection that another track from the score played continuously – either ‘Live Forever’ or ‘Memory Gospel’, but nothing much else presented itself. I want to say that there was a link to Krysta’s site but I think I am dangerously close to what is a symptom of watching *Southland Tales*: searching for links and forcing meaning to reveal itself. I know I clicked on everything that could have been potentially clicked on and never found anything else. But what bothers me now, 15 years later, is the thought that maybe I missed something. The site is gone now, so I’ll never know.





The site never evolved beyond these six or so pages, then Cannes happened and when Sony bought the film it eventually got usurped by an official marketing page: trailer, poster, release date. The promise of this new, “epic multimedia experience” was unfulfilled. Nowadays there is enough content for everyone, all the time, so it is odd to reflect now on a moment when being a fan meant scratching and searching for any possible information on a film and ascribing desperate value to whatever morsels you found. Finding a site that seems to be giving you a glimpse of secrets, of something precious and inclusive is at first thrilling but, eventually, feels like you’re in one of those clubs where the same people get together every week to talk about the same things and never make any progress. A therapy session for millennial film geeks who think a director they like belongs to them.

Movie marketing now is so different to what it was in 2005, so at that time the idea of a website presented as a real thing, an artefact or element from the film in real life (way before any trailer or official still had been released), was incredible. This was before viral marketing had taken off. The famous Joker reveal for *The Dark Knight* (Christopher Nolan, 2008) was not until May 2007, with the breakthrough *Cloverfield* (Matt Reeves, 2008) campaign a couple of months later in July. What separates those experiences from the *Southland Tales* website is that they had an endgame in sight: their sites were marketing for the movie and were driving audiences towards release dates, whereas the *Southland Tales* sites were meant to be extensions of the film, enriching the narrative and the film’s world. And whilst I spent hours delving into it and, ultimately, never getting anywhere it became frustrating. Without the movie to complement it, the site could only ever just be a rabbit hole that leads to a dead end. When I eventually saw the film I could not say that my enjoyment of it had been heightened by the time I’d spent on the site. I guess I grinned knowingly and sourly when the MegaZeppelin first drifted into the frame.

As I can find not a single other account of the site online now, it must surely have been a Fluid Karma-induced hallucination. Clearly, my character, Jericho Cane, found a website that prophesized and explained everything. He had the answers. But now, all these years later, either he, Boxer Santaros, me, or everyone but me, has woken up in the desert with amnesia.

Simon Ward is a writer of both fiction and non-fiction. His books include The Art and Making of Alien: Covenant, Aliens: The Set Photography, Okja: The Art and Making of the Film and Making Moon: A British Sci-Fi Cult Classic. He also wrote the introduction to Modesty Blaise: The Grim Joker and has provided text and other materials for numerous Blu-rays.

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ABOUT THE RESTORATION

Southland Tales has been exclusively restored by Arrow Films and is presented in its original aspect ratio of 2.39:1 with 5.1 and 2.0 stereo sound. The restored film is presented in both the Theatrical and Cannes Cut versions.

Southland Tales was originally completed in 2K resolution and rendered out as 2K Digital Internegative files, which were used to record film negative elements from which theatrical prints were struck. This same workflow was used for both the Theatrical and Cannes Cut versions of the film. This restoration was sourced from these DI files. The film was graded and restored in 2K at Silver Salt Restoration, London. Grading was supervised and approved by Director Richard Kelly and Director of Photography Steven Poster.

The 5.1 mixes for both film versions were newly remastered from the original sound stems by David Esparza and approved by Richard Kelly.

Restoration supervised by James White, Arrow Films

Sony Pictures Entertainment:
Rita Belda, Michael Friend, Leah Torbati

Digital Preservation Labs:
Steve Kochak, Amanda Rabaldi, Frederick George

This restoration of *Southland Tales* has been approved by Director Richard Kelly and Director of Photography Steven Poster.

All original materials supplied for this restoration were made available by Sony Pictures Entertainment.

Special thanks:
Arthur Bertik & Greg Lea/Deluxe Entertainment
David Cole/Fotokem
Matt Rhodes
Travis Baumann
Brian Young

Very special thanks to Richard Kelly and Steven Poster for their generous participation on this project.





PRODUCTION CREDITS

Discs and Booklet Produced by **Michael Mackenzie**
Executive Producers **Kevin Lambert, Francesco Simeoni**
Technical Producer **James White**
Disc Production Manager **Nora Mehenni**
QC **Alan Simmons**
Production Assistant **Samuel Thiery**
Blu-ray Mastering **Leroy Moore, The Engine House Media Services**
Subtitling **The Engine House Media Services**
Design **Obviously Creative**
Artwork by **Jacey**

SPECIAL THANKS

Alex Agran, Pat Bauman, James Blackford, Daniel Griffith, Jacey, Richard Kelly, Marie Merillat, Derek Mihalik, Anthony Nield, Patricia Ostrowski, Steven Poster, Peter Tonguette, Simon Ward





LIVE

TWO ROADS DIVERGE

AFGHANISTAN

FINGERPRINTS

THE MECHANICALS

DESTROY
CAPITALISM

DETHRONE
GOD

ELIOT
MOST '08

HARL MARK
BOXEN

07-04-08 10:28 017



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