

ORIGINAL MUSIC FROM THE MOTION PICTURE  
COMPOSED AND CONDUCTED BY MICHEL LEGRAND

UNIVERSAL MUSIC  
Special Markets  
80015686-02



**“After cycles of pictures about mechanical monsters and psychic obsession,” said a 1977 studio press release,**

**“The Other Side of Midnight signals a return of the romantic melodrama.”** Based on Sidney Sheldon’s 1974 bestseller, the film stars Marie-France Pisier (*Cousin Cousine*) as Noelle Page, a young actress who beds her way into becoming the mistress of a wealthy Greek tycoon (Raf Vallon), all the while plotting revenge on the pilot who deserted her in World War II Paris, Larry Douglas (John Beck), and his wife (Susan Sarandon).

Sheldon (1917–2007) started his writing career in Hollywood, scripting big-budget musicals such as *Easter Parade*, *Annie Get Your Gun* and *Billy Rose’s Jumbo*; he won an Original Screenplay Oscar for *The Bachelor and the Bobby-Soxer* (1947). He won a Tony Award as part of the team of book writers for 1959’s Best Musical, *Redhead*, before moving fulltime into television, writing every script for *The Patty Duke Show* (1963–1966) while also producing and writing nearly every episode of *I Dream of Jeannie* (1965–1970).

In 1969, Sheldon turned to writing novels. The Mystery Writers of America nominated his first book, *The Naked Face* (1969), for an Edgar Allan Poe Award. *The Other Side of Midnight* (1974) catapulted him to the top of *The New York Times* Bestseller List, where it remained for 53 weeks. (A sequel, *Memories of Midnight*, was released in 1990.) Later global bestsellers such as *A Stranger in the Mirror*, *Bloodline* and *Rage of Angels* helped cement his 1997 *Guinness Book of World Records* citation as the “World’s Most Translated Author.”

*The Other Side of Midnight* began as *Orchids for Virginia*, a screen treatment about a troubled marriage that Sheldon submitted to RKO in the late 1940s. As Sheldon related in his 2005 memoir, *The Other Side of Me*, RKO’s head of produc-

tion Dore Schary passed on the idea, saying, “I’m not going to make a picture about a man who’s unfaithful to his wife and plans to murder her.” In the early ‘70s, Sheldon took the idea to producer Frank Yablans, who was then president of Paramount Pictures. “He hadn’t even written Chapter One yet, maybe just an outline,” Yablans remembered in *Millimeter* magazine. “He told me the story in a very brief meeting and I loved it. It was a helluva story ... [so] I paid Sheldon \$100,000. Remember, this is without reading one page of the book. At the time many at Paramount questioned my judgment; when the book became a huge best-seller I felt vindicated. Of course by then I was ... at Fox. Paramount had decided to pass on Sheldon’s first draft screenplay and I immediately re-purchased the rights. Sidney’s first draft was over-written and overly long but the foundation was there.” The screenplay eventually went through 11 drafts and four screenwriters before Yablans settled on Herman Raucher’s (*Summer of ‘42*) adaptation.

“Raucher gave me what I needed most,” Yablans said in the film’s DVD commentary, “and that was the ability to condense the material and give us a proper structure. [But] he didn’t give me what I wanted in terms of scope and grandeur and romance.” For that, Yablans brought on Oscar winner Daniel Taradash (*From*

*Noelle, fascinated by life, believing in love and happiness, the corruption of her innocence still ahead of her, greets Paris with a beautiful expectation.*



Here to Eternity)—“I just knew that he could capture that period that we needed so desperately in the film.”

“What the film is selling is luxury and voluptuousness, fancy sex in sumptuous settings,” said John Simon in *New York* magazine, “in short, the kind of opulence and ostentation that only a housewife in a steamy kitchen or a shopgirl whose feet are killing her can dream up.” Capturing those sumptuous settings were Oscar winner Fred Koenekamp (*The Towering Inferno*) behind the camera and three-time Oscar-winning production designer John DeCuir (*Cleopatra*), who constructed 136 sets for the film. Five-time Oscar winner Irene Sharaff came out of retirement, designing two complete wardrobes, with over 70 costumes, and receiving her 15th (and final) Oscar nomination.

*Weary and dejected after her purse has been stolen on her first day in Paris, Noelle seeks a moment's rest in the lobby of an exclusive hotel. When the management is about to eject her, Larry Douglas comes to her rescue.*



**Y**ablans wanted a director “who understood the old-fashioned Hollywood kind of moviemaking, with its glamour and its glitz and its color.” When Ronald Neame (*The Poseidon Adventure*) was forced to bow out due to an emergency, Yablans chose Charles Jarrott (*Anne of the Thousand Days*; *Mary, Queen of Scots*) because “he could take new people—

new actors, new actresses—and mold them, create wonderful performances.”

“There are certain pictures that cry for stars. *Midnight* doesn’t,” said Yablans in *W*, a semi-monthly published by *Women’s Wear Daily*. “I’m going for performances, so I put this film together like a repertory company.” Finding a suitable French actress to play Noelle proved to be difficult. “People must have thought we were crazy,” Yablans said in a studio press release. Along with Jarrott and executive producer Howard W. Koch Jr., “the three of us would walk up the Champs Elysées staring at every pretty young girl, hoping she would be Noelle.”

Marie-France Pisier held degrees in both law and political science, was a political activist and one of 300 feminists (including Simone de Beauvoir) who signed a manifesto admitting to having had an illegal abortion, running the risk of imprisonment. She began her acting career in 1962, working with Francois Truffaut on *Love at Twenty*. Though she was originally rejected for the role of Noelle (and reportedly threw her script out the window when she got the phone call), Pisier was hired two months later, after *Cousin Cousine* became a sleeper hit in the U.S. “It worked out all right in the end,” Pisier said in the *New York Post*. “There’s a good, clean-cut American girl in the cast and I’m the European bitch.”

“Clean-cut” Susan Sarandon was hired because Yablans “liked my sense of



*Paris in the last days of peace. Larry, an American who has enlisted in the Canadian Air Force, on leave in the City of Lights, strolls in front of the Eiffel Tower with Noelle.*

humor," she said in *The Village Voice*. "When he asked what I thought of *The Great Gatsby*, I said it stank. I didn't realize that he'd had any involvement with *Gatsby*." Arthur Bell in the *Voice* described Sarandon's role as "[going] from secretary to adver-

*Washington, far removed from the battlefields of Europe, is a pleasant city for young men and women, and Larry and Cathy improvise a picnic on the steps of the Lincoln Memorial.*



tising exec to deserted wife to alcoholic to nun—in slightly less than three hours. Along the way, she's left to die in a cave, drugged, put in a boat to drown, and given the most memorable line of the year—"If you don't love me, don't lay me."

John Beck lived on a farm 40 miles northwest of Hollywood, raising organic fruits and vegetables, rabbits, chickens and ducks. He was featured in commercials for Head and Shoulders and Coppertone before landing roles in Woody Allen's *Sleeper* and as James Caan's best friend in *Rollerball*. In an article in *The New York Times*, one "cynical observer" connected with the film predicted "all

those women going on vacation in July who only see one picture a year will run to find out what that rat Larry is really like."

**T**hough the film opened to generally negative reviews, the *New York Daily News* said, "You can soak yourself in the production the way you would an Elizabeth Arden bubble bath or a

Stolichnaya double vodka martini." Another *Daily News* critic called it "gorgeous trash, the kind of lushly photographed soap opera paperback fiction that keeps women quiet in beauty parlors and men like Ross Hunter salivating."

At a rainy public screening, Barry Gray of the popular Manhattan neighborhood newspaper *Our Town* reported, "the audience hung on every word and during the passion parts, the silence was that of an enraptured audience taking notes. They also made appreciative noises in all the right places from laughter to gasps, with the best noise at the box office where every seat had been sold, and on the way out ... the line stretched a full crosstown block with ticket holders clutching umbrellas and panting in anticipation." Referencing the negative critics, Gray said, "I guess their seats weren't facing the screen."

Because *Midnight* had a built-in fan base from the novel, Twentieth Century Fox offered the film as a package deal with *Star Wars*, an unknown title that worried the studio. When *Star Wars* became a cultural phenomenon, Fox went to court on charges of "block booking," forcing theaters to guarantee showings of a less popular film (*Midnight*) in order to exhibit the more high-profile title. Though it didn't gross *Star Wars* numbers, *Midnight* still generated a



*Noelle has finally accepted her abandonment by Larry Douglas. Having learned how to use men to obtain power over them, she has become through a series of love affairs a famous, beautiful actress in Paris.*

respectable \$24.6 million gross, not a bad return on an \$8.5 million investment.

**Y**ablans was enamored of Michel Legrand's score for *The Umbrellas of Cherbourg*, which he considered "one of the great scores of all time. We needed that kind of feel in [Midnight]. ... I just

felt he was the right person for it." After scoring the cat-and-mouse love games of *The Thomas Crown Affair* and the yearning obsession of *Summer of '42* (and

winning two Oscars in the process), Legrand was indeed the "right person" to bring a contemporary flair to this period melodrama.

The "Prologue" opens with soaring shots of decaying Greek ruins and the sunlit Mediterranean blue of the Aegean with a bouzouki setting the musical stage. As the camera pans to the prison where Noelle and Larry wait their fate for murdering Catherine (Sarandon), Legrand's lush main theme soars in the strings. With Legrand trademarks like repeated chromaticism, intervallic sequences and unexpected

modulations, the theme provides a romantic backdrop to Noelle's vengeful machinations. "When [Michel] played the opening music," Jarrott said in the DVD commentary, "it was fantastic but I couldn't quite get the feel of the

theme." After asking the composer to play the theme with one finger on the piano, he said, "I'm not getting that. It's just a bit too heavy on the orchestrations at the beginning." Legrand quickly fixed the problem "and it was fabulous!"

The film features a number of silent montages that allows Legrand's score to breathe. New lovers Noelle and Larry explore the City of Lights in the "Paris Montage" and Noelle's theme accompanies her on the "Drive To Demeris," with the bouzouki once again providing Greek flavor.

The lilting waltz of "Chanson Pour Noelle" serves as source music at the ball for Noelle's first meeting with Demeris. Further source music can be found in the classical string stylings of "Late Dinner At Demeris" and "After Dinner At Demeris." Other than these few isolated incidents, Noelle's theme hovers like a musical specter over the lives of Larry and Catherine throughout the film.

Inexplicably, a few film critics reacted harshly to Legrand's musical melodrama. But though *Variety* gave the score faint praise in its film review, it was more generous—and accurate—in its appraisal of the soundtrack: "An album of Michel Legrand music is usually worth having and this one is no exception, what with a lot of big, lush themes and orchestrations." For

*The job is to be pilot of the plane Demeris has given to Noelle. When she meets Larry for the first time since their parting in Paris seven years earlier, Noelle realizes that her lover does not remember her.*



*Noelle eventually becomes the mistress of Demeris and at a dinner party given by him, during his speech, to reinstate her independence of all men, walks out on Demeris.*



this premiere CD release of *The Other Side of Midnight*, Intrada was provided access to the original two-track stereo album master prepared by the composer in 1977 for the 20th Century Records LP, vaulted in beautiful condition by UMG. The twelve tracks of our CD are presented in the same order as the original album.



*Noelle is subjected to final betrayal by man and she goes to her death before a Greek firing squad, executed for a crime that has not taken place.*

**“I’m not going to pretend that *Midnight* is great literature,”** Yablans said in *W*. “But it was a major bestseller for two years and, as a film, it presents a terrific showcase for two sensational women.” *The Other Side of Midnight* also presents a terrific showcase for Michel Legrand’s distinctive brand of Gallic romanticism. After nearly 40 years, the soundtrack CD premiere is indeed “worth having.” Now film music fans can fall in love with Legrand’s beautiful score all over again.

–*Jim Lochner*

Jim is a freelance writer and owner of *Film ScoreClickTrack.com*.

He is currently writing a book on Charlie Chaplin’s film scores, to be published by McFarland.

## INTRADA SPECIAL COLLECTION | VOLUME 290

Composed and Conducted by MICHEL LEGRAND

Album Produced by MICHEL LEGRAND and NORMAN SCHWARTZ

Orchestra Assembled by NAT PECK

Director of Recording: KEITH GRANT

(by arrangement with OLYMPIC SOUND STUDIOS, London, England)

Orchestrations and Arrangements by MICHEL LEGRAND

Recorded at EMI STUDIOS, London, England

Mixer: PETER MEWS

Assistant Mixer: MIKE JARRETT

Supervising for 20th Century-Fox: LIONEL NEWMAN

A Recording Production of GRYPHON PRODUCTIONS, INC.

NAT SHAPIRO, Executive Director

ARLENE CHAPMAN, Assisting Producer

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VOLUME 290

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# The Other Side of Midnight

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**MICHEL LEGRAND**

INTRADA





**THE OTHER SIDE OF MIDNIGHT**  
ORIGINAL MOTION PICTURE SOUNDTRACK  
COMPOSED AND CONDUCTED BY MICHEL LEGRAND

1. Prologue (Noelle's Story) • 3:25
  2. Chanson Pour Noelle • 2:05
  3. The Other Side Of Midnight (Noelle's Theme) • 3:50
  4. Larry's Return • 3:23
  5. Late Dinner At Demeris' • 2:56
  6. Paris Montage • 6:43
  7. The Other Side Of Midnight (Noelle's Theme) • 5:25
  8. Drive To Demeris' • 3:05
  9. Larry And Noelle • 2:08
  10. After Dinner At Demeris' • 2:48
  11. Demeris' Party • 2:47
  12. Epilogue (Adieu Noelle) • 2:50
- Total CD Time: 41:46



**“The  
Romance  
of  
Passion  
and  
Power”**

TWENTIETH CENTURY-FOX PRESENTS A FRANK YABLANS PRESENTATION A MARTIN RANSOHOFF-FRANK YABLANS PRODUCTION "THE OTHER SIDE OF MIDNIGHT"  
A CHARLES JARROTT FILM STARRING MARIE-FRANCE PISIER JOHN BECK SUSAN SARANDON RAF VALLONE PRODUCED BY FRANK YABLANS EXECUTIVE PRODUCER HOWARD W. KOCH JR.  
DIRECTED BY CHARLES JARROTT SCREENPLAY BY HERMAN RAUCHER AND DANIEL TARADASH BASED UPON THE NOVEL BY SIDNEY SHELDON MUSIC BY MICHEL LEGRAND PRODUCTION DESIGNER JOHN DeCUJR

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