





WALT DISNEY'S 'FANTASIA', the ultimate in visual enchantment and listening pleasure, returns to the screen with all of its timeless and universal charm.

It stands as one of the all-time classics, for not only did it establish animation as the true form of art that it is, but also served to move truly magnificent music into a realm of expression that today's jargon would label as 'total involvement'.

A unique motion picture experience from start to finish, in both conception and production, 'Fantasia' was designed by Disney to create a film capable of giving pleasure to all types and ages of people by appealing to their imagination, humour and love of beauty.

Built on the concept that sound, formed into melodic passages, elicits different images and emotions from different people, Disney played on the imagination of his animation staff. He wanted them to issue feelings to the sounds that would conjure mental pictures of colour and form that could be placed on paper.

In producing this unparalleled masterpiece in the cartoon medium, Disney started by assembling some of the world's finest music. He extracted from the works of Bach, Beethoven, Schubert, Moussorgsky, Tchaikovsky, Dukas, Ponchielli and Stravinsky – all very different in mood and tempo, all indicative of its creator's musical genius.

Under Leopold Stokowski's direction, the 103 musicians of the Philadelphia Symphony Orchestra recorded the music for 'Fantasia' into eight visually exciting and humorous sequences.

Thus done, the music was given to the artists to interpret into a pictorial form. The results border on legend; legend in the sense that it is very rare for a film to be seen and understood by so many people throughout the world. Since not one word of dialogue is heard except for the comments of famed music critic, the late Deems Taylor, which link the eight compositions of the animated feature concert, no interpretation other than one's sense of enjoyment for a completely different and revolutionary form of audio-visual entertainment is needed.

The picture took over four years and a thousand people to make. It was a herculean feat that very likely will never be equalled again. Over sixty animators were used under the guidance of eleven directors. Background paintings alone required the talents of thirty artists. Scores more were employed as story developers, researchers, character designers, special effects experts and inkers and painters. At the end, when a final count was taken, the Disney staff discovered that over a million separate drawings had been used in the making of 'Fantasia'.



Walt Disney's

# Fantasia\*

with  
**LEOPOLD STOKOWSKI**

conducting  
**THE PHILADELPHIA ORCHESTRA**

Narrative introductions  
by **DEEMS TAYLOR**

Produced by  
**WALT DISNEY**

Production Supervision  
**BEN SHARPSTEEN**

Musical Film Editor  
**STEPHEN CSILLAG**

Sound Recording  
**WILLIAM E. GARITY**  
**C. O. SLYFIELD**  
**J. N. A. HAWKINS**

Story Direction  
**JOE GRANT**  
**DICK HUEMER**

Musical Direction  
**EDWARD H. PLUMB**

Colour by  
**TECHNICOLOR**

## TOCCATA AND FUGUE IN D MINOR

by

**JOHANN SEBASTIAN BACH**



OMPOSED at Arnstadt, Germany, some time between 1703 and 1717, Johann Sebastian Bach's (1685-1750) Toccata and Fugue in D Minor presented the greatest problem to the Disney staff. Its nondescript title evoked no definite picture, suggested no definite action, told no story. The artists' solution to the problem came in capturing the obscurity of the music in abstract images projected on the screen.

The Toccata is envisioned as a cacophony of reflections, represented by the different string instruments in the orchestra, flashing and darting in many vibrating colours across the screen as they take up the burden of the theme.

The Fugue opens with the images fading into an undulating, abstract sea of rolling and pitching colours dotted with gem-like sparkles. As the Fugue builds, the screen moves into swirling circles of vaporous clouds rising into pillars until the crescendo is hit against a red-fire sun outlining the silhouette of the conductor.

### CREDITS

Direction ..... Samuel Armstrong  
Story Development ..... Lee Blair  
Elmer Plummer, Phil Dike  
Art Direction ..... Robert Cormack  
Background Paintings ..... Joe Stahley  
John Hench, Nino Carbe  
Animation ..... Cy Young, Art Palmer  
Daniel MacManus, George Rowley, Edwin Aardal  
Joshua Meador, Cornett Wood







THE NUT

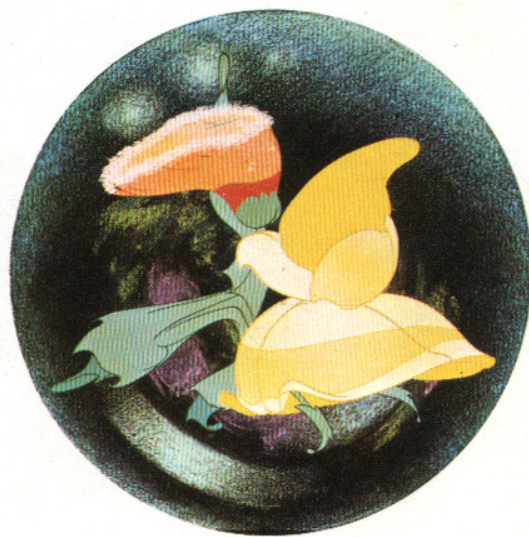


**T**HE full length ballet, 'The Nutcracker' by Peter Ilich Tchaikovsky (1840-1893) was composed for the St. Petersburg Opera House, where it was first performed in December, 1892. In the 'FANTASIA' version, the music of the Nutcracker Suite takes you to a realm of purest fantasy where the things you've dreamed about become reality. You won't see the little girl and the handsome nutcracker prince of the old tale around which the music was written, for they're in the audience, having their glimpse of this enchanted fairyland with you.

With a master of imagination as your guide, you'll discover why the flowers and grasses sparkle in the sunshine . . . what goes on beneath the surface of a quiet stream . . . what makes the leaves change colours . . . what snowflakes really are . . . and that a clump of thistles or a cluster of mushrooms may not be just what they seem.

This triumph of beauty has also been a triumph of technical skill. When Disney started work on 'FANTASIA', many of the problems presented by the Nutcracker Suite were not only unsolved, they were unheard of. No-one at that time knew how to light a scene with incandescent dewdrops or how to animate the intricate geometrical patterns of a host of dancing snowflakes. But when the artists demanded such effects, the Disney technicians achieved them.

They devised new ways of handling paints and pastels. They explored new methods of manipulating the giant multiplane camera, new developments in lighting, unusual process shots and many spectacular tricks that go under the general heading of 'special effects'. In short, the artists conceived the impossible and then the technicians made it not only possible but practical, until finally the fairyland of their imagination was captured and brought to you in 'FANTASIA'.



# CRACKER SUITE

## DANCE OF THE SUGAR PLUM FAIRIES

As dawn breaks over a meadow, tiny, heather winged fairies flit over the flowers with wands glowing like fireflies sprinkling crystal drops of dew on every flower and stem.

## CHINESE DANCE

After vigorously throwing off the morning dew, mushrooms become the personification of a small group of mandarins, dressed in long robes and wearing coolie hats.

## DANCE OF THE FLUTES

Multi-coloured blossoms drift down upon the surface of a brook. As they touch the water, each takes the shape of tiny ballerinas pirouetting with the gentle current.

## ARAB DANCE

Now in the depths of the stream, engulfed in a forest of water plants, beautiful filmy-tailed goldfish perform a graceful languid dance.

## RUSSIAN DANCE

Scores of high kicking thistles reminiscent of an energetic band of Cossacks complete with belted blouses, tall hats and boots are joined by lovely peasant girls, in quaint head-dresses and bulging skirts, beautifully represented by clusters of orchids for a wild folk dance.

## WALTZ OF THE FLOWERS

The autumn fairies appear weaving the browns and golds of fall on everything they touch. As they descend among the milkweed plant, each pod opens to set free seeds, each a tiny ballerina.

by **PETER ILICH TCHAIKOVSKY**

## CREDITS

Direction . . . . . Samuel Armstrong

Story Development . . . . Norman Wright  
Albert Heath, Bianca Majolie  
Graham Heid  
Sylvia Moberly-Holland

Character Designs . . . . John Walbridge  
Elmer Plummer, Ethel Kulsar

Art Direction . . . . . Robert Cormack  
Al Zinnen, Curtiss D. Perkins  
Arthur Byram, Bruce Bushman

Background Paintings . . . . John Hench  
Ethel Kulsar, Nino Carbe

Animation . . . . . Art Babbitt, Les Clark  
Don Lusk, Cy Young, Robert Stokes





What has been heralded as Mickey Mouse's finest acting performance, 'The Sorcerer's Apprentice' by Paul Dukas (1865-1935) made its concert debut for the Societe Nationale de Musique in Paris in 1897.

Mickey's flippant management of power as he directs the stars in the firmament, his panic to destroy a renegade broom, his frantic underwater search for the sorcerer's magical antidote to thousands of brooms and buckets of water, and his woefully cheerful acceptance of the sorcerer's punishment; all stand as stellar examples of the fantastic art-music accomplishment that is 'FANTASIA'.



**F**ROM Mickey Mouse came many things, including what may very well be Walt Disney's unique cartoon achievement, 'FANTASIA'.

During the late thirties, Mickey was in a slump. With the world marching off to war, Mickey's shy, easy manner seemed unsuitable for most productions. Walt sought a way to give his first and most famous star a comeback. For quite some time, Walt had been toying with the idea of using music by classical

composers as the score for cartoons. One selection that appealed to him was Dukas' 'The Sorcerer's Apprentice' because it told a story and had lively music. Walt decided to use it for a Mickey Mouse short.

Nearing completion, the cartoon ran 15 minutes. Cutting it by five or six minutes down to the length of a short would have been costly and detrimental to the storyline.

While trying to decide the fate of the short, Walt met famed conductor Leopold Stokowski at a cocktail

party. "I understand you are doing 'The Sorcerer's Apprentice'," Stokowski remarked. "I would love to conduct it for you." Firmly believing that, in entertainment, only Disney's voice was truly universal, he had always wanted to work with the cartoon producer on a project.

Stokowski came to the studio and was enthusiastic about the work already completed on the short. Out of his meetings with Walt came the idea to do a group of selections of serious music translated into animation. The result was 'FANTASIA'.

# THE SORCERER'S APPRENTICE

by PAUL DUKAS



## CREDITS

Direction . . . . . James Algar  
 Story Development . . . . . Perc Pearce, Carl Fallberg  
 Art Direction . . . . . Tom Codrick, Charles Philippi, Zack Schwartz  
 Background Paintings . . . Claude Coates, Stan Spohn, Albert Dempster, Eric Hansen  
 Animation Supervision . . . . . Fred Moore, Vladimir Tytla  
 Animation . . . . . Les Clark, Riley Thompson, Marvin Woodward, Preston Blair  
 Edward Love, Ugo D'Orsi, George Rowley, Cornett Wood





**CHOREOGRAPHIC** tableau by Igor Stravinsky, 'The Rite of Spring' was composed in 1912 and has been called modern music's Declaration of Independence. Yet, its premiere in Paris was never finished. The audience hooted, whistled and yelled until the curtain had to be rung down. The explosive impacts of discordant sound, its raw violence, its brutal, pounding rhythms were too much for the outraged audience. That was in 1913. Today, the music is better understood, and many musicians, including Stokowski, consider it one of the greatest and most significant compositions of all time.

As originally staged, 'The Rite of Spring' represented primitive life in a series of tribal dances and rituals. But Disney and his artists heard in this awesome music the vast pageant of the primitive, and so, in impressionistic sweeps through time and space, this visualisation tells a story of the first two billion years upon our planet. Music less violent and shocking than Stravinsky's would be in-

adequate to express what is unfolded in 'FANTASIA'—convulsions of a new-born world, cataclysmic upheavals that remoulded the face of the earth, and the death battles of incredible monsters who several hundred million years ago roamed over what is now Paris, New York, London... and our own backyards.

In picturing a primitive world, Disney has let Science write the Scenario. Such world-famous authorities as Roy Chapman Andrews, Julian Huxley, Barnum Brown and Edwin P. Hubbell volunteered helpful data and became enthusiastic followers of the picture's progress.

Scientists tell us that the fifty-ton monsters, flying dragons and sea-serpents you will see are creatures which once actually lived and looked as they appear on the screen. But while scientific authorities have been able to reconstruct the skeletons of the long-extinct dinosaurs so that we have an accurate picture of their size and shape and weight, it was not until 'FANTASIA' that

anyone had seen such monsters live and breathe and move and die. And only after long months of study of skeletal remains, of balance and weight, were the Disney artists able to conclude how these creatures must have moved. Stegosaurus and pterodactyl became as familiar to them as their own pets. Eustacenopteron became plain old Eustace, and all the strange creatures of 'The Rite of Spring', from the one-celled microscopic organisms to the giant killer Tyrannosaurus Rex, were as living personalities to the studio staff.

The drama begins with whirling white-hot gasses, from an explosion on the surface of the sun, spending timeless eons in space until the gasses cool and solidify into a ball of fire. The ball is a hell of boiling seas, scalding fogs, smoking mud flats and blasting volcanos. Then mysteriously life appears, out of the sea at first, then land and the age of the dinosaur has begun. Finally, in a fit of disgust, nature destroys all that she has created and returns all life back to the sea to make a fresh start.





# THE RITE OF SPRING

by IGOR STRAVINSKY

## CREDITS

Direction . . . . . Bill Roberts, Paul Satterfield

Story Development and Research . . . . .

William Martin, Leo Thiele

Robert Sterner, John Fraser McLeish

Art Direction . . . . . McLaren Stewart

Dick Kelsey, John Hubley

Background Paintings . . Ed Starr, Brice Mack

Edward Levitt

Animation Supervision . . . . . Joshua Meador

Wolfgang Reitherman

Animation . . Philip Duncan, John McManus

Paul Busch, Art Palmer, Don Tobin

Edwin Aardal, Paul B. Kossoff

Special Camera Effects . . . . . Gail Papineau

Leonard Pickley







## CREDITS

Direction . . . . Hamilton Luske, Jim Handley  
 Ford Beebe

Story Development . . . . . Otto Englender  
 Webb Smith, Erdman Penner, Joseph Sabo  
 Bill Peed, George Stallings

Character Designs . . . . . James Bodrero  
 John P. Miller, Lorna S. Soderstrom

Art Direction . . . . . Hugh Hennesy  
 Kenneth Anderson, J. Gordon Legg  
 Herbert Ryman, Yale Gracey, Lance Nolley

Background Paintings . . . . . Claude Coates  
 Ray Huffine, W. Richard Anthony  
 Arthur Riley, Gerald Nevius, Roy Forkum

Animation Supervision . . . . . Fred Moore  
 Ward Kimball, Eric Larsen, Art Babbitt  
 Oliver M. Johnston, Jr., Don Towsley

Animation . . . . . Berny Wolf, Jack Campbell  
 Jack Bradbury, James Moore, Milt Neil  
 Bill Justice, John Elliott, Walt Kelly  
 Don Lusk, Lynn Karp, Murray McClellan  
 Robert W. Youngquist, Harry Hamsel



AN OBSCURE German composer named Justin Knecht wrote a second-rate composition called *A Musical Portrait of Nature*. When nature-loving Beethoven heard Knecht's work he declared loudly that Nature had been libelled. To rectify this grievous slander, Beethoven took Knecht's theme, the beauties of the country, and built on it his famed *Pastoral Symphony*, giving it the sub-title *Recollections of Country Life*.

Writing of the *Pastoral Symphony*, Beethoven said, "It is *feeling* rather than tone-painting . . . I leave it to the listener to discover the situations for himself . . . Anyone with a notion of country life will imagine the composer's intentions."

The Disney artists selected a truly classic setting for Beethoven's music, the beautiful slopes of Mount Olympus, traditional abode of the gods. Mischievous fauns, baby unicorns, winged horses: the magnificent black Pegasus and his snow-white mate are seen cavorting in complete bliss under the fabled mount. Cupid arrives to weave his magic gift of love over a group of beautiful centaurettes and noble centaurs.

In a fresh outburst of music, Bacchus, the god of wine, comes in to spread a revelry of song and dance until interrupted by a rain storm. High above, Zeus finds sport in tossing lightning bolts at a dodging Bacchus. Soon tiring, Zeus gives up his game and falls into slumber on a cloud. The rain ceases and Iris streaks across the sky leaving a rainbow in her wake. Then high overhead, Apollo rides down in his golden-chariot; the sun sets, and Morpheus, the god of sleep, falls upon us as Diana grasps the moon as if it were a bow and launches an arrow of fire into a cloud of stars.

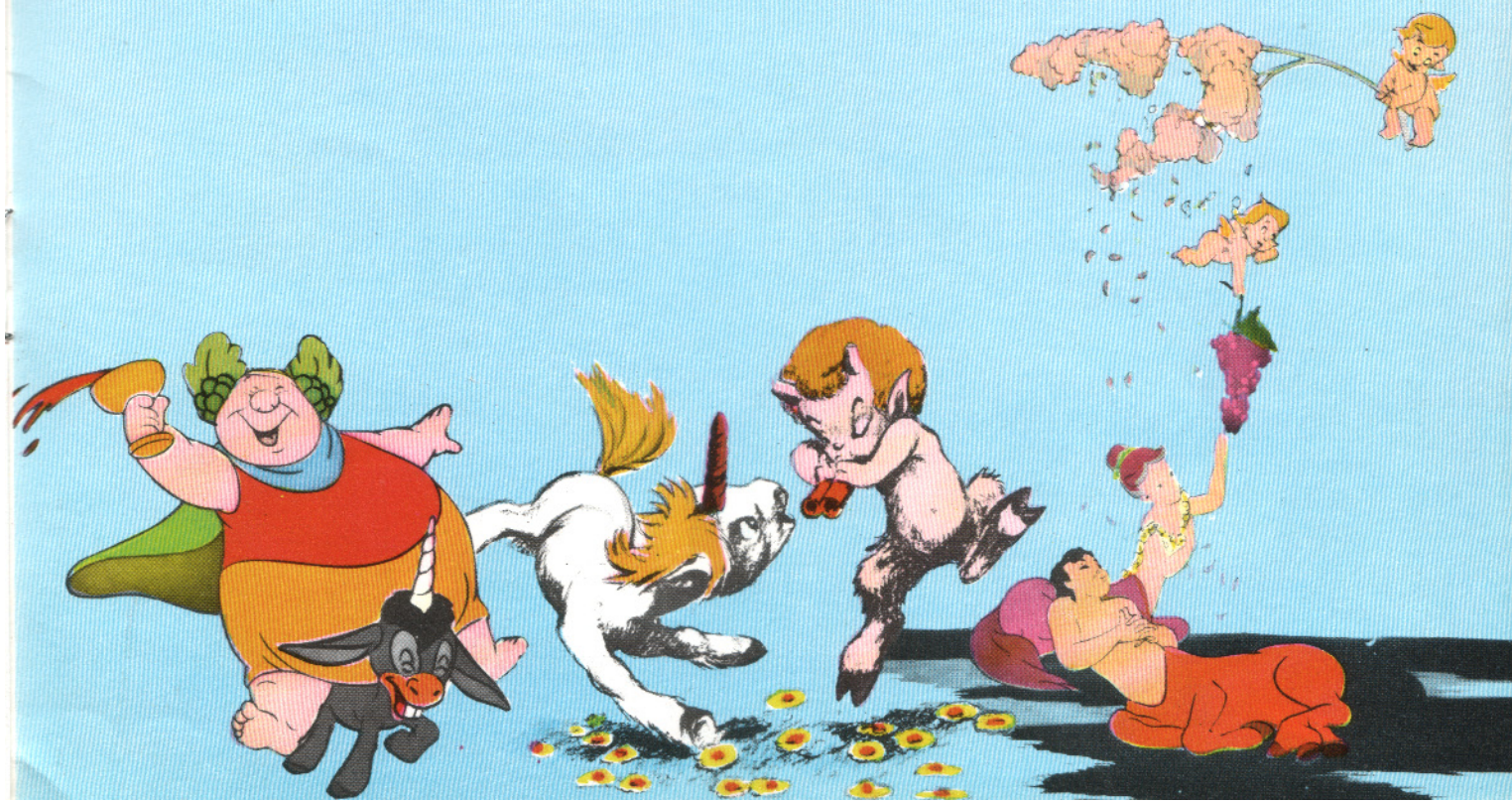






# THE PASTORAL SYMPHONY

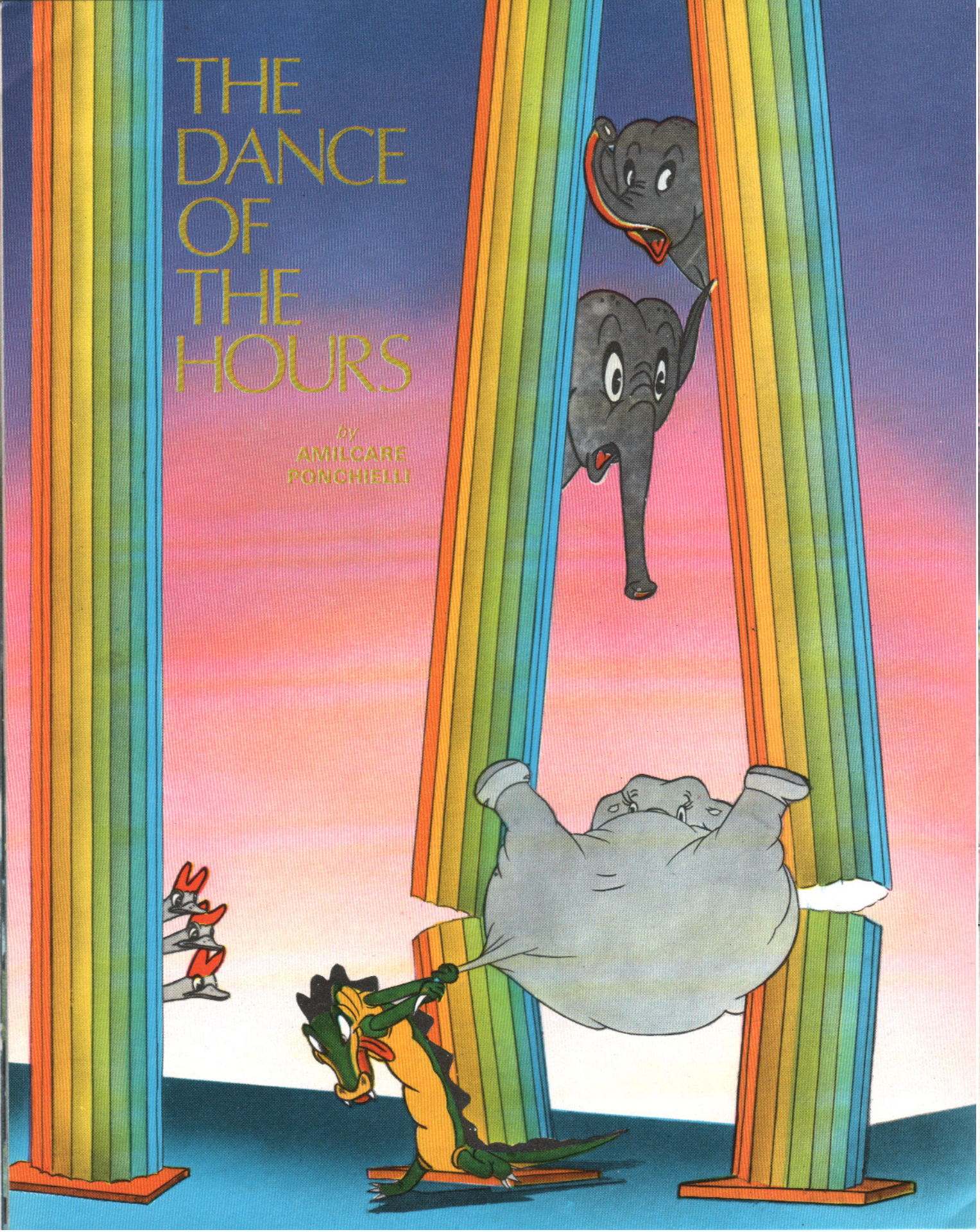
by LUDWIG VAN BEETHOVEN



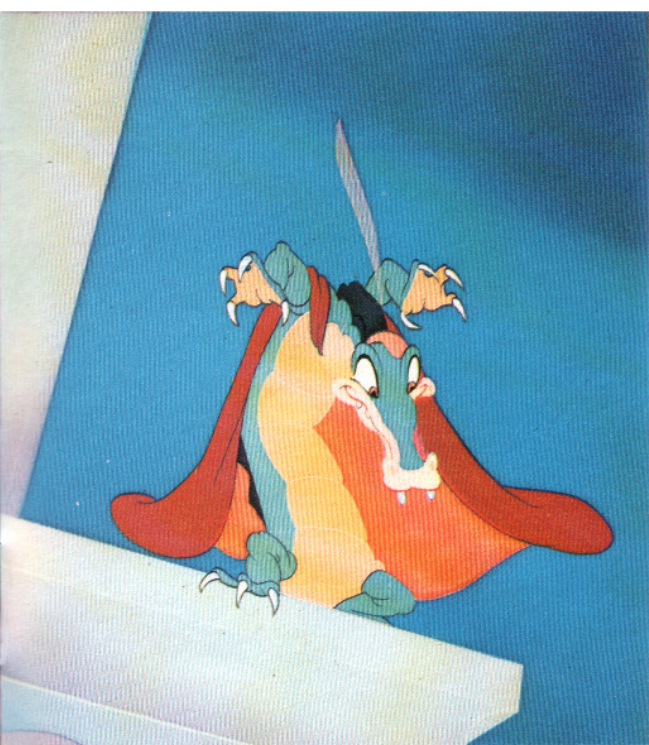


# THE DANCE OF THE HOURS

by  
AMILCARE  
PONCHIELLI







## CREDITS

Direction . . . . . T. Hee, Norm Ferguson  
 Character Designs . . . . . Martin Provinsen  
 James Bodrero, Duke Russell, Earl Hurd  
 Art Direction . . . . . Kendall O'Connor  
 Harold Doughty, Ernest Nordli  
 Background Paintings . . . . . Albert Dempster  
 Charles Conner  
 Animation Supervision . . . . . Norm Ferguson  
 Animation . . . . . John Lounsbery, Howard Swift  
 Preston Blair, Hugh Fraser, Harvey Toombs  
 Norman Tate, Hicks Lokey, Art Elliott  
 Grant Simmons, Ray Patterson  
 Franklin Grundleen



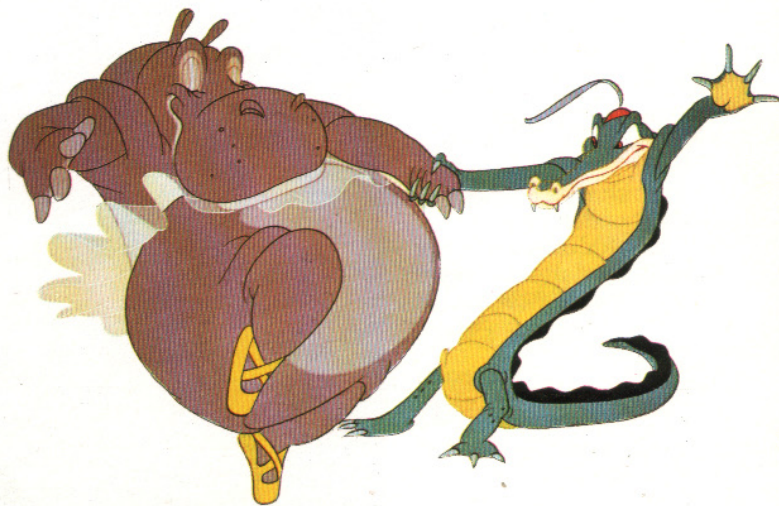
ALTHOUGH Ponchielli's *DANCE OF THE HOURS* was first performed at La Scala, Milan, in 1876, it remains today a glorious example of the danse classique at the pinnacle of its full fruition. The ballet occurs in the third act of the opera *La Gioconda* (The Smiling One) as the Duke Alvisе entertains his guests with a *divertissement* in the grand ballroom of the palace. The distinctive choreography, so charmingly baroque, yet at the same time so daringly conventional, is permeated with the true spirit of the early idiom and presents a significant commentary on the eternal struggle between the powers of light and darkness.

As the curtain rises, Mlle. Upanova, solo ballerina, symbolises the dawn as she summons her dancers, the early hours, to her side in a series of graceful arabesques. The ballet chorus, in classic patterns, *sur les pointes*, follows her about the spacious hall until, in a lovely tableau, they kneel at the edge of a sunken pool. Then, as a nymph arising from the waves, Hyacinth Hippo emerges from the pool. Her hand-maidens circle about her in the vivacious *faux pas*, executed from the second position, portraying with tender nuances the languor of the day.

Now, to the music's *mode minor*, a new *corps de ballet* interprets the twilight hours, and although there is still a gay abandon in the superb pirouettes of Elephanchine, there is a hint of something to come, a half-veiled, illusive mood of breathless desire. And it comes! Ben Ali Gator, *maitre de ballet*, sweeps in with his sinister band, heralding the sullen approach of the hours of the night. In a magnificent *cherchez la femme*, the chorus leaps about in bold double *entendres*, while their leader executes the brilliant triple *entente* with virile grace.

The music's quickened tempo foretells the return of Hyacinth Hippo. She is timorous before Ben Ali Gator, as he, entranced with her beauty, makes a *passe-partout* in her direction. Then, suddenly infatuated, she surrenders to him in the electric measures of the *adagio* as he lifts her triumphantly above his head in a swift *demi-nelson*. In the grand finale, the *tout ensemble* expresses the transience of night and the victory of day in a spirited *allons a buffalo*.

When we see what this talented troupe does to *l'arte des danse* in the true classic tradition, we can only marvel at what the future may hold.







**TONE POEM** by  
Modeste Moussorgsky  
(1839-1881), 'Night  
On Bald Mountain',  
was first sketched in 1860 for  
solo piano with orchestra, then  
re-written three times but never  
performed during his lifetime.

The 'FANTASIA' conception  
takes place in a world plagued  
by hosts of demons, gruesome  
freaks and other macabre deni-  
zens of evil. It's the Witches'  
Sabbath. Spirits, witches, vam-  
pires and skeletons of all those  
not buried in consecrated  
ground rise to await Cherna-  
bog, lord of evil and death.  
Suddenly he appears and holds  
court over their frenzied dance  
until the evil one, tiring of their  
revel, condemns the friends to  
a fiery pit.

#### CREDITS

Direction . . . Wilfred Jackson  
Story Development . . Phil Dike  
Campbell Grant  
Arthur Heinemann

Art Direction . . . Kay Nielsen  
Terrell Stapp  
Charles Payzant  
Thor Putnam

Back. Paintings . . . Merle Cox  
Ray Lockrem, Robert Storms  
W. Richard Anthony

Animation Supervision . . . . .  
Vladimir Tytla

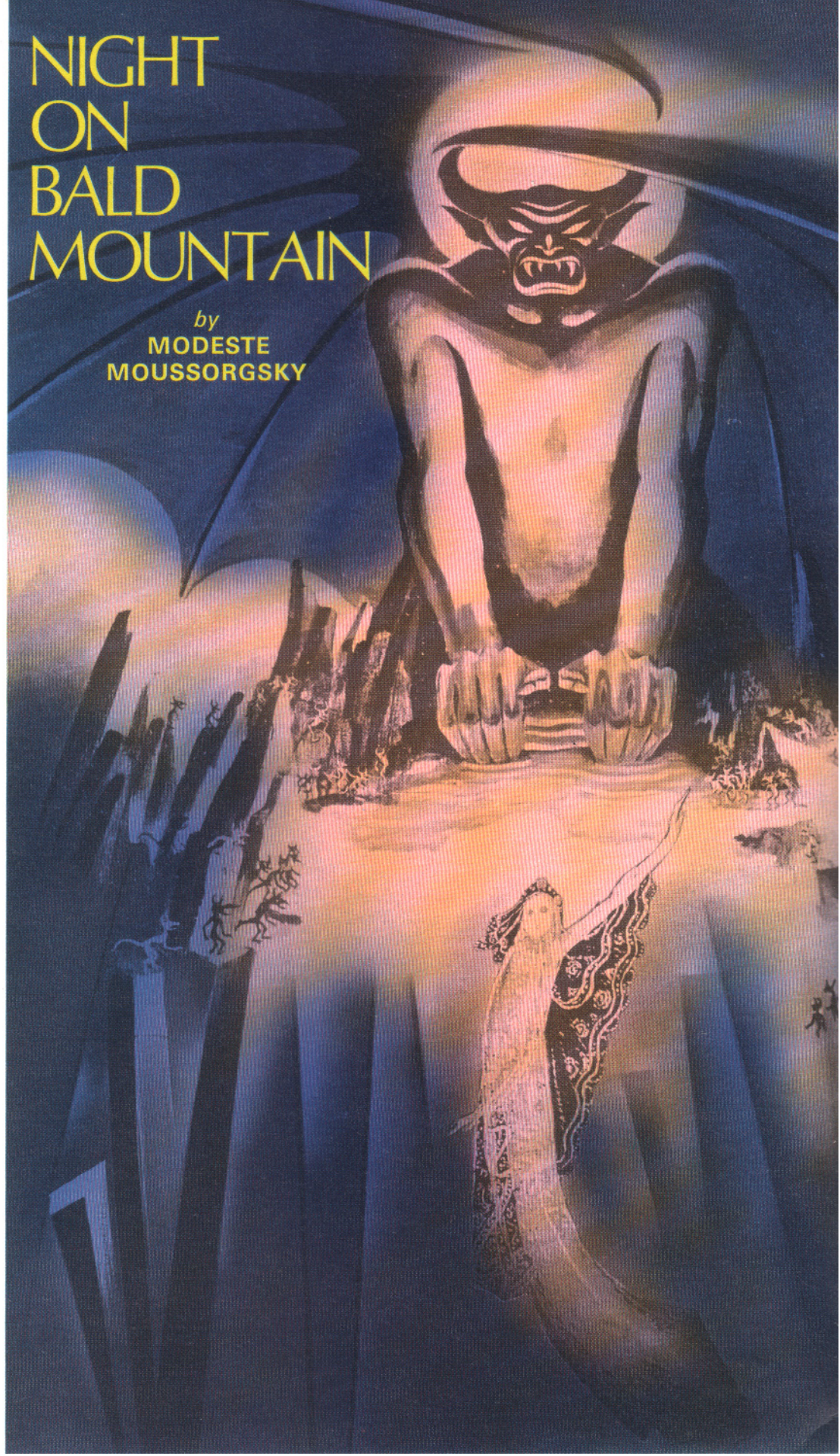
Animation . . . John McManus  
William N. Shull  
Robert W. Carlson, Jr.  
Lester Novros  
Don Patterson

Special Animation Effects . . . .  
Joshua Meador  
Miles E. Pike, John F. Reed  
Daniel MacManus

Special Camera Effects . . . . .  
Gail Papineau  
Leonard Pickley

# NIGHT ON BALD MOUNTAIN

by  
**MODESTE  
MOUSSORGSKY**





# AVE MARIA

by FRANZ SCHUBERT

**T**HE MUSIC of this famous song is by Franz Schubert (1797-1828). The English text was translated from its original German form especially for 'FANTASIA' by Rachel Field.

As the bells, heralding the morning after the 'Night On Bald Mountain' are heard, the 'Ave Maria' segment begins. We see the Mount of Evil now wrapped in a drifting mist as hosts of faithful worshippers holding flickering tapers move in a slow procession. They advance across a meadow and over a bridge until they enter a vast forest. The branches of its trees interlace and curve into the likeness of mighty gothic arches as the morning becomes a blaze of light. Once again, the powers of life and hope have triumphed over the hosts of death and despair.

## CREDITS

Direction . . . Wilfred Jackson

Story Development . . Phil Dike  
Campbell Grant  
Arthur Heinemann

Art Direction . . . Kay Nielsen  
Terrell Stapp  
Charles Payzant  
Thor Putnam

Back. Paintings . . Merle Cox  
Ray Lockrem  
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W. Richard Anthony

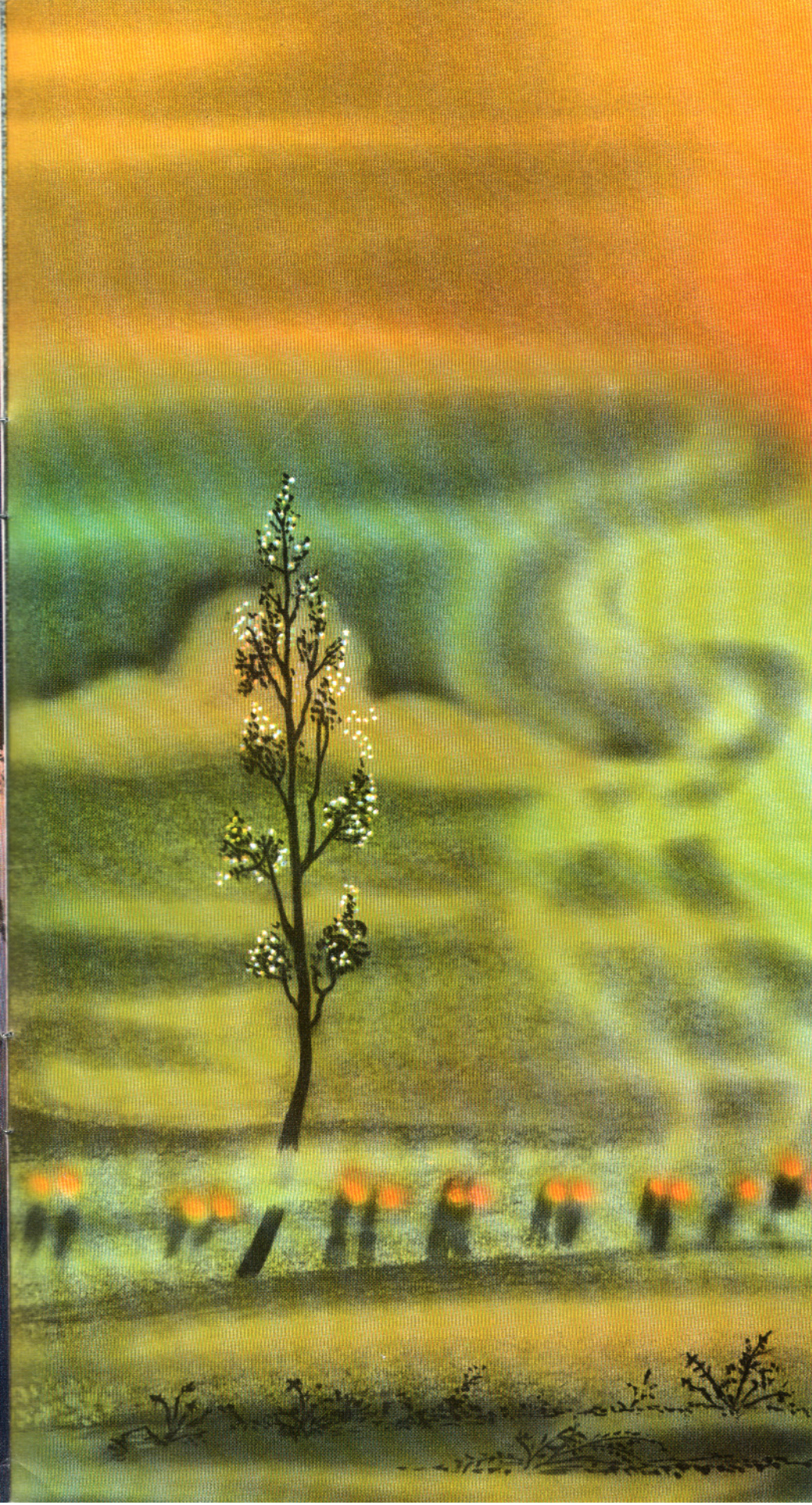
Animation Supervision . . . . .  
Vladimir Tytla

Animation . . . John McManus  
William N. Shull  
Robert W. Carlson, Jr.  
Lester Novros  
Don Patterson

Special Animation Effects . . . .  
Joshua Meador  
Miles E. Pike  
John F. Reed  
Daniel MacManus

Special Camera Effects . . . . .  
Gail Papineau  
Leonard Pickley

'Ave Maria' Chorus . . . . .  
Charles Henderson, Director  
Julietta Novis, Soloist







*In a profession that has been an unending voyage of discovery in the realms of colour, sound and motion, 'FANTASIA' represents our most exciting adventure. At last, we have found a way to use in our medium the great music of all times and the flood of new ideas which it inspires. Perhaps Bach and Beethoven are strange bedfellows for Mickey Mouse, but it's all been a lot of fun, and I want to thank Leopold Stokowski, Deems Taylor and all my co-workers for holding my head up when the water got too deep.*



*The beauty and inspiration of music must not be restricted to a privileged few but made available to every man, woman and child. That is why great music associated with motion pictures is so important, because motion pictures reach millions all over the world. Their influence is immensely powerful and deep. We cannot measure how greatly music and motion pictures contribute towards a higher standard and enjoyment of living, increasing the well-being of each one of us, as well as our nation, by giving us not only recreation and pleasure, but stimulation and nourishment of the mind and spirit.*

*Walt Disney*

*Leopold Stokowski*