Directed by Stephen Frears  
Written by Donald E. Westlake  
Based on the novel by Jim Thompson  
Produced by Robert A. Harris, Jim Painter, Martin Scorsese  
Cinematography by Oliver Stapledon  
Editing by Mick Audsley  
Music Composed by Elmer Bernstein

Anjelica Huston...Lilly Dillon  
John Cusack...Roy Dillon  
Annette Bening...Myra Langtry  
Pat Hingle...Bobo Justus  
J.T. Walsh...Cole

Four Oscar nominations: Best Actress in a Leading Role (Huston), Best Actress in a Supporting Role (Bening), Best Director (Frears), Best Writing, Screenplay Based on Material from Another Medium (Westlake).


Stephen Frears (Screenrush.co.uk):

Armed with a keen visual awareness and compelling ability to tell a story, Stephen Frears became established as a leading director in British cinema and TV in the 1980s. While studying law at Cambridge, Frears' interest in the stage was piqued and soon after obtaining his degree, he joined London's Royal Court Theater. He did not become involved in film until 1966 when Karel Reisz offered an unemployed Frears a job as assistant director on "Morgan" setting the stage for his apprenticeship as assistant director to Reisz, Lindsay Anderson and Albert Finney before he had the opportunity to step into the director's chair for "Gumshoe" (1971), a satire on American detective films with Finney as a romantic dreamer who envisions himself a private eye.

It was not until 1984 that Frears would work on another project intended specifically for theatrical release. During this interval, he worked continuously in TV, refining his craft while developing a reputation for workmanlike efforts and an ability to get along with both writers and actors. Frears returned to feature filmmaking with "The Hit" (1984), a taut, well-crafted thriller which, like "Gumshoe," provided an interesting twist to the crime genre. Terence Stamp played an informer living out his days in a hideout for "Gumshoe" (1971), a satire on American detective films with Finney as a romantic dreamer who envisions himself a private eye.

With "My Beautiful Laundrette" (1985), shot in 16mm on a budget of only $900,000 for British television, Frears achieved a breakthrough. Working with writer Hanif Kureishi, the director portrayed the effects of racism and underemployment on working-class London through the eyes of a young Pakistani attempting to carve his own place in the world. The next Kureishi/Frears effort, "Sammy and Rosie Get Laid" (1987), dealt with these same themes in a multi-layered look at the social relations revolving around a liberal, educated, mixed-race couple (Pakistani and upper-middle-class British) living in a poor section of London. Though the themes were not explored to their fullest, the rich visuals and good performances made for an entertaining film that exposed many of the inequities of British society.

Between these two efforts, Frears directed Alan Bennett's adaptation of John Lahr's biography of playwright Joe Orton, who was brutally murdered at the height of his fame by his longtime lover and roommate Ken Halliwell. Rather than a standard biography, "Prick Up Your Ears" (1987) concentrated mainly on the relationship of these two men as a study of marriage gone tragically sour. In 1988, Frears fulfilled his longtime wish to work in the Hollywood system, a move he hoped would broaden his potential while providing greater financial rewards. "Dangerous Liaisons," an adaptation of Christopher Hampton's play (which itself was based on Choderlos de Laclos' 18th-century novel), displayed the customary Frears trademarks: good performances and witty dialogue. But it was also his most glossy, stylized film, lacking the conviction and force of his earlier efforts.

As if in response to this, Frears' next Hollywood outing, "The Grifters" (1990), retained the stylization (a timeless Southern California floating somewhere between the 1950s and the 80s), but added the grittiness that had informed his British features. Adapted from the novel by Jim Thompson and starring John Cusack, Annette Bening, and Anjelica Huston, the film garnered critical acclaim and confirmed Frears' bankable status in Hollywood, capped by a Best Director Oscar nomination. He followed with "Hero" (1992), a lightweight Capraesque fable about the power of the media and the nature of heroism. Starring Dustin Hoffman, Geena Davis and Andy Garcia, the film received some positive reviews but fizzled at the box office. Moreover, it broke little new ground for the director who reportedly clashed on set with star Hoffman.

Frears had better luck when he returned to England to direct "The Snapper" (1993). Based on a novel by Roddy Doyle and made for British television, this film was a sequel to Alan Parker's "The Commitments" (1991) centering on an Irish working-class family coping with the teenager daughter's pregnancy. It featured a literate script and strong performances, particularly from Colm Meaney as the father confused by circumstances. Frears directed the third installment "The Van" (1996), again starring Meaney, which screened at the Cannes Film Festival. Before its release, however, the helmer had spent almost two years on "Mary Reilly" (1996). Adapted from Valerie Martin's novel that recounted the Dr. Jekyll/Mr. Hyde story from the point of view of a parlor maid, "Mary Reilly" opened to lackluster box office and harsh reviews, with critics carping over the miscast Julia Roberts as Mary and John Malkovich as Jekyll/Hyde.

"The Hi-Lo Country" (1998) reunited Frears with producers Barbara De Fina and Martin Scorsese from "The Grifters" and revealed the director completely at home with the Western genre. Overwhelmed by the weight of responsibility studio money entailed, he insisted the movie be made as an independent and successfully grafted film noir onto the Western, benefiting from a superb, charismatic turn by Woody Harrelson as the "last real cowboy". Keeping to his penchant for variety, Frears next helmed "High Fidelity" (2000), a quirky comedy exploring the romantic misfortunes of its main character. John Cusack starred in a fearless and ferociously funny performance, as well as co-adapting and remaining faithful to Brit writer Nick Hornby's excellent source material, despite switching the London locale to Chicago. The director continued to push the envelope in his career by making his American TV debut at the helm of a live small screen remake of "Fail Safe". The two-hour, black-and-white CBS project was a personal project for producer-star George Clooney and although
Frears did yeoman work, capturing the drama's inherent suspense, it proved too old-fashioned to audiences raised on the razzmatazz of MTV.

Frears surprised Hollywood with his next career move, heading back to Europe to direct the French film "Liam" (2000) which chronicled the effects of Liverpool's Depression on the family of sprightly, if stuttering, 8-year-old (Anthony Borrows). He remained in Europe to make the dark, critically-trumpeted morality meditation "Dirty Pretty Things" (2003) featuring Chiwetel Ejiofor and Audrey Tatou as immigrants caught up in the shadowy secrets of a hotel's black market underbelly. Frears next made the rare jump to television, directing the made-for-British-television movie "The Deal" (Channel Four, 2003), a political drama that focused on the relationship between England's Prime Minister Tony Blair (Michael Sheen) and the Chancellor of the Exchequer Gordon Brown (David Morrissey) and their eventual fallout when Blair dishonored an agreement made between the two allies. Frears won a British Academy of Film and Television Arts Award for Best Single Drama in 2003, an honor shared with producers Christine Langan and Peter Morgan.

Back in the feature world, Frears directed Dame Judi Dench in "Mrs. Henderson Presents" (2005), a moving and amusing story about a recent widow (Dench) of considerable wealth and connections whose dissatisfaction with the prospect of a quiet, lonely life prompts her to buy a theatre. Wary of the local competition, she introduces naked dancing girls, much to the delight of patrons and dismay of the government, which fights to shut the theatre down. Though known for its typically strong performance from Dench, "Mrs. Henderson Presents" did earn Frears a 2005 Golden Globe nomination for Best Motion Picture - Musical or Comedy. Frears again found himself the recipient of critical adulation for his next film, "The Queen" (2006), a quiet and richly textured look at Queen Elizabeth II (an excellent Helen Mirren) during her struggle to publicly mourn the death of Princess Diana in 1997. Newly elected Prime Minister Tony Blair (Michael Sheen again) privately and publicly battles Her Majesty to in some way honor Diana despite the Queen's strict adherence to tradition to mourn the death in private. Mirren was hailed by critics and bestowed various awards for her strong, nuanced performance, while Frears quietly earned his own recognition, including a Golden Globe nomination for Best Director - Motion Picture. Though he was passed over for perennial Hollywood Foreign Press Association favorite Martin Scorsese, Frears went on to earn his second Best Director nomination at the Academy Awards.

From the Wikipedia entry on Frears:
Frears was born in Leicester, England to Ruth M., a social worker, and Dr Russell E. Frears, a general practitioner and accountant.[1] He did not find out that his mother was Jewish until he was in his late '20s.[2] He was educated at Gresham's School, Norfolk from 1954 to 1959, and later went on to study law at Trinity College, Cambridge from 1960 to 1963…. Frears currently lives in London with his wife, the painter Anne Rothenstein, and his two younger children Frankie and Lola. He also has two children, Sam and Will (a stage and film director), from his previous marriage to Mary-Kay Wilmers. Early in his career he made a programme featuring the band The Scaffold and is name checked in their hit song, "Lily the Pink".

Hal Hison on The Grifters, Washington Post, January 25, 1991:

Stephen Frears's 'The Grifters' is a delectable con job of a movie. It seduces you into believing it's merely a cheeky trifle, and then, when you least expect it, lowers the boom.

Indeed, the tone of this nimble, persistently odd movie is wicked and buoyant. With a script from Donald Westlake, who worked from the Jim Thompson novel about a trio of small-time crooks, the picture is brisk and sleekly contoured, with a sophisticated sense of cynical fun. The line Westlake and Frears walk skirts the edge of parody; it's the most puckish of film noirs. Their characters are scoundrels, but they have a hipster's arrogance; they play the sucker for nobody, and the sneaky thrill here comes from watching them work the angles for the upper hand.

Frears plays up the venal gamesmanship of his wise-guy opportunists; clearly, he appreciates the precision craftsmanship that goes into their con artistry. Though the milieu resembles that of "The Sting," in spirit the picture recalls "Beat the Devil" or "Prizzi's Honor." Like Frears's last movie, "Dangerous Liaisons," "The Grifters" is a celebration of amoral scheming; it has a knowing, ironic glint in its eye.

There's a sly deception in the movie's jauntiness, however. It's not what we might have expected it to be: It's not shallow. But it doesn't do what most movie adaptations of Thompson's novels do; it doesn't roll out the existential thunder drums.

Instead, Frears penetrates to the human element in Thompson's tabloid universe, to the core of his characters' lives. The movie has teeth, and it bares them without losing its many skid-row sass. Frears has assembled a sublime cast of actors to play his sleazy pack of operators. Roy (John Cusack), who claims to sell matches and lives in a borderline reputable hotel in L.A., plays the "short con," working low-risk nickel-and-dime grifts designed to keep him in the game but out of trouble.

What Roy shoots for in his everyday life is a kind of bland anonymity; he's low-key to the point of invisibility. Roy is inured to a scaled-back, bunkered-in existence; he doesn't mind being a small-timer. There's a problem, though; his girlfriend, Myra (Annette Bening), is built for limousines and the fast lane. She used to work the high-end cons, suckering oil-rich Texans out of their millions. Recently, though, she's fallen on hard times and casually turns tricks to make ends meet. With her platinum tastes, Myra is itching to get back into the big money, and she sees Roy as her ticket. Roy sees otherwise; if the "long con" artist slips up, he goes to jail, violating the first of Roy's two commandments -- never do time.
With his soulful eyes and tiny, pensive mouth, Cusack is like a Valley Boy Byron; his patter is tough, but he looks too sensitive, too poetic, for the line of work he's chosen. It's shrewd for Frears to have picked the fresh-faced Cusack for the part of Roy, and brilliant of him to choose Anjelica Huston to play the part of his mother. Lily, who's only 14 years older than her 25-year-old son, drops in on him just after he's had a baseball bat shoved into his gut. She's in the business too, handling "playback" at horse tracks around the country for a Baltimore-based bookie (Pat Hingle). But even after she's rushed Roy to the hospital, saving his life, he wants nothing to do with her. They're blood enemies, really, and though Roy's animosity toward Lily has something to do with her abandoning him at an early age, the tension between them goes far beyond that into something Oedipal.

Lily's protectiveness can't be fully explained as blossoming maternal urges, either. Sex is a major figure in the geometry Frears sets up between his characters. The film's real battle is between Myra and Lily, who both want a piece of Roy — who decides he wants nothing to do with either of them. Lily's haughty disdain for Myra is riotously lowdown; she manages to snub her with nearly every feature of her anatomy. Huston's thoroughbred elegance has never seemed swankier than it does here. She appears more womanly here than ever before, and with her snow-white hair cropped close to her head, her limbs seem so impossibly elongated that the sight of her merely walking across a room in her stepladder heels becomes an eye-popping occasion. (Imagine the spirit of Mae West entering the body of a giraffe.)

But if Huston's physical attributes seem grandly overscaled, her emotions are precisely tailored and exact. None of the characters in the novel is fully articulated; they're sketches really, cartoons. But if Huston is a cartoon, she's drawn in flesh and blood. She brings a vital conviction to her scenes; they're scorchingly immediate, and her ability to get in sync with what Lily's feeling is what gives the movie weight. She may be the best performance in movie history; she's pure cat. If Huston anchors the film, Bening supplies it with something else -- something like a champagne tickle. She slithers through the movie, clothes on and clothes off, as if the camera were some sort of aphrodisiac. She's the latest in a long line of movie vixens, but she brings a joyous lack of inhibition to the assignment. She takes naughty manipulation to new levels of abandon.

"The Grifters" is pretty sparsely populated; it's mostly these three rats, but Hingle does execute a suave bit of cruelty as Lily's mobster boss. His presence drops a little gravel into the mix. What's fascinating about the film is how it never loses its Southern California airiness; it never turns dark, even when it turns grim. The range of colors in Oliver Stapleton's cinematography is splashy without being overbright or gratuitously stylish. Frears has taken a novel approach to Thompson's losers; he's decided to have fun with them. And as a result, that's what we get too.
whose novels are so often called "hellish" once described hell as the
College of Agriculture at the University of Nebraska.)

He had 29 novels published in his lifetime, nearly all of
them what were once called paperback pulps—most printed by Lion
Books, whose volumes generally sold for 25 cents and whose
authors included Robert Bloch, the author of "Psycho," and David
Goodis, whose "Shoot the Piano Player" became a film by François
Truffaut. But by the time of Thompson's death, his books were out
of print in this country.

Though written in the 1950s and early '60s, all of
Thompson's crime novels are a nightmarish reflection of the
Depression he grew up in. He created a noirish world of prostitutes,
pimps, con artists, gamblers and corrupt lawmen—the last as
revenge on a father from whom he was alienated.

The French, of course, first appreciated Thompson's brand
of Americana. "In America," says Arnold Hano, Thompson's editor
at Lion Books, "if someone had heard of Jim but had not read him,
they thought of him as a producer of drugstore book-rack fodder. In
France, they thought of him as an American Dostoyevsky. To the
French, he was the inheritor of Poe's legacy, someone who
could open doors to the darkest parts of the human mind."

The torch that lit the way for the Thompson revival was
the French writer-director Alain Corneau's "Série Noire" in 1979,
adapted from "A Hell of a Woman." Two years later, Bertrand
Tavernier turned "Pop. 1280" (yet another thriller about a
murderous sheriff) into "Coup de torchon" and set it in French
Equatorial Africa. The film, starring Isabelle Huppert and Philippe
Noiret, was a huge international hit nominated for an Oscar as the best
foreign film. (As good as the film is, one can't help wonder
what Jean-Luc Godard, who had earlier expressed interest in
acquiring the film rights for the novel, might have done with it.)

What spurred the Thompson revival with American
readers, though, was Barry Gifford's Black Lizard Press. Mr.
Gifford, a Bay Area novelist best known for his "Sailor and Lula"
novels, had read "The Killer Inside Me" when he was 13 and was
"enthralled." In 1982, in Paris, he read several of Thompson's books
in French editions, acquired the rights for his own company, and
reprinted 13 of the most popular crime classics—including "Savage
Knight" (1953), "A Swell Looking Babe" (1954), "After Dark, My
Sweet" (1955), "The Getaway" (1959), "The Grifters" (1963) and
"Pop. 1280" (1964). Black Lizard's paperback editions featured
introductions by Mr. Gifford and appropriately lurid covers from
artist Jim Kirwan that you could indeed judge the books by.

Over the years, Mr. Gifford says, "I've met a lot of people
who think they know Thompson from the movies made from his
books—"The Getaway," for instance, which was the most successful
movie made from a Thompson novel." (The 1972 film, directed by
Sam Peckinpah and starring Steve McQueen and Ali MacGraw,
was a box-office hit—though Thompson received no screen credit
for it.)

"But the movies generally soften or distort Thompson's
vision," Mr. Gifford says. "He's just too raw and to graphic for
mainstream America."

And probably he always will be.

**Donald E. Westlake, LA Times obit, January 2, 2009**

Donald E. Westlake, a prolific mystery writer who won three Edgar
Awards and an Academy Award nomination for screenplay
adaptation in a career spanning five decades, has died. He was 75.

Westlake collapsed and died of an apparent heart attack on
his way to dinner New Year's Eve while on vacation in Mexico, his
wife, Abigail, told the New York Times.

The author of more than 90 books—most of them written
on a typewriter—Westlake wrote under a variety of pseudonyms
including Richard Stark, Tucker Coe, Samuel Holt and Edwin West
-- in part because people didn't believe he could write so much, so
fast.

"In the beginning, people didn't want to publish more than
one book a year by the same author," Susan Richman, his publicist

In recent years, Westlake wrote under only his own name
and the pseudonym Richard Stark. More than 15 of his books were
made into films, and he wrote a number of screenplays -- most
prominent among them, "The Grifters," the adaptation of the Jim
Thompson pulp novel, which was nominated for an Academy
Award in 1991.

As Stark, Westlake wrote a dark, spare series about a one-
named criminal called Parker. "The Hunter," the novel that
introduced Parker, was described by critic Anthony Boucher as "a
harsh and frightening story of criminal vengeance . . . written with
economy, understatement and a deadly amoral objectivity." The
book was later adapted by director John Boorman into the 1967 film
"Point Blank," starring Lee Marvin. And in 1999, the book was the
basis for the Mel Gibson film "Payback."

But writing under his own name, Westlake produced a
series of books, comic in tone, about the criminal turns of John
Dortmunder, whose efforts at organized crime are anything but
organized.

In reviewing Westlake's "Don't Ask" in the Los Angeles
Times some years ago, critic Kenneth Turan called Dortmunder
Westlake's "most durable character."

Turan also noted that in these books, "Whatever can go
wrong in the man's elaborate attempts at larceny invariably does,
and in the most amusing and unexpected ways possible."

Westlake's latest novel, "Get Real," is scheduled for
release in April.

Donald Edwin Westlake was born July 12, 1933, in
Brooklyn, N.Y. He was raised in Yonkers and in Albany and
attended several colleges in New York state but did not graduate.
He served in the Air Force in the 1950s.

His first novel, "The Mercenaries," was published by
Random House in 1960. His early works dealt with organized crime
as seen from within. Critics said his early work showed a rigor and
objectivity worthy of Dashiell Hammett.
Westlake quickly established himself as a master of what Boucher called "sustained narrative and observation within the framework of a self-consistent world, alien to law and convention."

Westlake was given Edgar Awards by the Mystery Writers of America for best novel, "God Save the Mark," in 1968; best short story, "Too Many Crooks," in 1990; and for the screenplay for "The Grifters" in 1991. In 1993, he was awarded the title of Grand Master, the organization's highest honor.

**JUST TWO MORE IN THE SPRING 2011 BUFFALO FILM SEMINARS XXII:**

Apr 19 Jafar Panahi **DAYEREH/THE CIRCLE** 2000
Ap 26 Ridley Scott **BLADE RUNNER** 1982

**PRELIMINARY FILM LIST FOR FALL 2011 BUFFALO FILM SEMINARS XXIII:**

1933 Mervyn LeRoy, GOLD DIGGERS OF 1933
1938 Anthony Asquith & Leslie Howard, PYGMALION
1948 Powell & Pressburger THE RED SHOES
1959 Marcel Camus BLACK ORPHEUS
1963 Martin Ritt, HUD
1967 Arthur Penn BONNIE AND CLYDE
1967 Robert Bresson MOUCHETTE
1967 Frantisek Vlacil MARKETA LAZAROVÁ
1977 Peter Weir THE LAST WAVE
1981 István Szabó, MEPHISTO
1989 John Woo THE KILLER
1997 Erik Skjoldbjærg INSOMNIA
2008 Götz Spielmann REVANCHE
1964 George Cukor MY FAIR LADY

**CONTACTS:**
...email Diane Christian: engdc@buffalo.edu
...email Bruce Jackson bjackson@buffalo.edu
...for the series schedule, annotations, links and updates: [http://buffalofilmseminars.com](http://buffalofilmseminars.com)
...to subscribe to the weekly email informational notes, send an email to [adto list@buffalofilmseminars.com](mailto:adto list@buffalofilmseminars.com)
....for cast and crew info on any film: [http://imdb.com](http://imdb.com)

The Buffalo Film Seminars are presented by the Market Arcade Film & Arts Center and State University of New York at Buffalo with support from the Robert and Patricia Colby Foundation and the Buffalo News.