Directed and written by Mike Leigh
Produced by Simon Channing Williams
Cinematography by Dick Pope
Film Editing by Robin Sales
Art Direction by Helen Scott
Set Decoration by John Bush and Eve Stewart
Costume Design by Lindy Hemming

Allan Corduner...Sir Arthur Sullivan
Dexter Fletcher...Louis
Sukie Smith...Clothilde
Roger Heathcott...Banton
Wendy Nottingham...Helen Lenoir
Stefan Bednarczuk...Frank Cellier
Geoffrey Hutchings...Armurer
Timothy Spall...Richard Temple (The Mikado)
Francis Lee...Butt
William Neenan...Cook
Adam Searle...Shrimp
Martin Savage...George Grossmith (Ko-Ko)
Jim Broadbent...W. S. Gilbert
Lesley Manville...Lucy Gilbert
Kate Doherty...Mrs. Judd
Kenneth Hadley...Pidgeon
Keeley Gainey...Maid servant
Ron Cook...Richard D'Oyly Carte
Eleanor David...Fanny Ronalds
Gary Yershon...Pianist in Brothel
Katrin Cartlidge...Madame
Julia Rayner...Mademoiselle Fromage
Jenny Pickering...Second Prostitute
Kevin McKidd...Durward Lely (Nanki-Poo)
Sam Kelly...Richard Barker
Charles Simon...Gilbert's Father
Philippe Constantin...Paris Waiter
David Neville...Dentist
Matthew Mills...Walter Simmonds
Shirley Henderson...Leonora Braham (Yum-Yum)
Nicholas Woodeson...Mr. Seymour, Production Manager
Nick Bartlett...Stage Hand
Gary Dunnington...Stage Hand
Dorothy Atkinson...Jessie Bond (Pitti-Sing)
Amanda Crossley...Emily, Jessie's Maid

Kimi Shaw...Spinner
Toksan Takahashi...Calligrapher
Akemi Otani...Dancer
Kanako Morishita...Samisen Player
Theresa Watson...Maude Gilbert
Lavinia Bertram...Florence Gilbert
Togo Igawa...First Kabuki Actor
Eiji Kusuhara...Second Kabuki Actor
Naoko Mori...Miss 'Sixpence Please'
Eve Pearce...Gilbert's Mother
Neil Humphries...Boy Actor
Vincent Franklin...Rutland Barrington (Pooh-Bah)
Michael Simkins...Frederick Bovill
Alison Steadman...Madame Leon
Cathy Sara...Sybil Grey (Peep-Bo)
Angela Curran...Miss Morton
Millie Gregory...Alice
Jonathan Aris...Wilhelm
Andy Serkis...John D'Auban
Mia Soteriou...Mrs. Russell
Louise Gold...Rosina Brandram (Katisa)
Shaun Glanville...Mr. Harris
Julian Bleach...Mr. Plank
Neil Salvage...Mr. Hurley
Matt Bardock...Mr. Tripp
Brid Brennan...Mad Woman (as Brid Brennan)
Mark Benton...Mr. Price
Heather Craney...Miss Russell
Julie Jupp...Miss Meadows
John Warnaby...Mr. Sanders
Kacey Ainsworth...Miss Dorothea Fitzherbert
Ashley Atus...Mr. Marchmont
Richard Atlee...Mr. Gordon
Paul Barnhill...Mr. Flagstone
Nicholas Boulton...Mr. Conyngham
Lorraine Brunning...Miss Jardine
Simon Butteriss...Mr. Lewis
Wayne Cater...Mr. Rhys
Rosie Cavaliero...Miss Moore
Michelle Chadwick...Miss Warren
Debbie Chazen,...Miss Kingsley
Richard Coyle...Mr. Hammond
Monica Dolan...Miss Barnes
Sophie Duval...Miss Brown
Anna Francolini...Miss Biddles
Teresa Gallagher...Miss Coleford
Sarah Howe...Miss Woods
Ashley Jensen...Miss Tringham
Gemma Page...Miss Langton-James
Paul Rider...Mr. Bentley
Mary Roscoe...Miss Carlyle
Steve Speirs...Mr. Kent
Nicola Wainwright...Miss Betts
Angie Wallis...Miss Wilkinson
Kevin Walton...Mr. Evans

Academy Awards: won for Best Costume Design (Lindy Hemming) and Best Makeup (Christine Blundell, Trefo Proud); nominated Best Art Direction-Set Decoration (Eve Stewart and John Bush), and Best Writing, Screenplay Written Directly for the Screen (Mike Leigh); National Society of Film Critics Awards, USA: Won Best Director (Mike Leigh) and Best Film (tied with Being John Malkovich); New York Film Critics Circle Awards: won Best Director and Best Film


Amy Raphael: Do you remember the first time you felt compelled to capture life on film?

Mike Leigh: My grandpa’s funeral when I was twelve. There was thick snow, the place was crammed with Jews, some guys were struggling downstairs with the coffin. One of them had a particularly long nose with a drip at the end of it. I remember standing there, thinking, ‘This would make a great film.’ At the age of twelve I didn’t have the vocabulary to think, ‘This is cinema!’ But that was what I was experiencing.
My journey through education went through quite different phases. North Grecian Primary School was really very encouraging of creative activity. I edited a newspaper and wrote and directed my first play, Muddled Magic. I then didn’t manage to get into Manchester Grammar School, where my father and uncles had been, because I failed their exam (I didn’t know the difference between stalactites and stalagmites). Instead I attended Salford Grammar—Albert Finney had just left as I arrived—and there I became more of an anarchist….I went through some really bad times, some to do with my father. Finally, I kind of screwed up all academic activities and decided—partly because you could do it without a full number of O-levels—to try for drama school. I was very young, only seventeen. By an amazing fluke I not only got into RADA, but they gave me a scholarship. It was very shocking, and not what my father or anyone else was expecting. In fact my old man was outraged by the whole thing. 

RADA was a continuation, in some ways, of the school experience. It was very prescriptive, very old-fashioned, set in its ways and mostly uncreative. But it was terrifically good news for me that I had that experience. On one level it kicked me off into the world of professional practice, but on another it left me questioning procedure on a daily basis. It wasn’t till I took a foundation-year course at Camberwell Art School a little later that it dawned on me what the creative process is all about.

How did your father figure in the bad times you describe? I have to say, with some mixed feelings, that my father was, for all kinds of understandable reasons, culpable of creating some of my problems, which, curiously, have mutated from problems into my phase. North Grecian Primary School was really very

Did you fall out with your father? All the time. I have to say that, without wanting to rattle out skeletons, I had the most fraught teenage years. It was desperate—extremely violent and extremely bad news. I was even sent to a psychiatrist, which turned out to be a pleasant experience. He merely concluded that there was nothing wrong with me at all...

At the same time, my old man was a great guy. I was devastated when he died prematurely in 1985. He was a fundamentalist NHS doctor. There were celebrations in my house when he got rid of his last inherited private patient. He was also a factory doctor. And he was a terrific doctor; I know because I’ve come across people he treated along the way. He was very direct and honest. He had great integrity.

Returning to your childhood for a moment, how did you respond to the formality of your education?

Were you a keen reader in your childhood? Absolutely. I read everything and anything, from Just William and Molesworth to Dickens. As a teenager my favourite H.G. Wells novel was The Bulpington of Blup; I found it fascinating because it’s about this guy, Theodore Bulpington, who has a fantasy character called the Bulpington of Bulp. He is one of the biggest wankers in literature (laughs). It’s great.

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Some general truths about writers and film directors are unavoidable. Film directing is both gregarious and lonely. You do have to be bossy and you have to enjoy telling people what to do, to want to push people around and manipulate them. You have to be a control freak. You inevitably have to be both involved and detached. All of these things apply to me.

Paradoxically, the most solitary part of being a conventional writer is something I can’t, ultimately, deal with. Being alone, ruminating, procrastinating and so on is essential to writing. But for me, when it comes to the crunch, being productive and creative only flourishes in gregarious situations—but if I’m honest, gregarious only when I’m in control (laughs).
You were a creative child, always drawing, painting, making things. Did your father fundamentally dislike your love of art? The truth of it is that being an artist was anathema to my old man. His own father had been to art school in Russia and was a commercial artist who made his living colouring in photographs. He was a very good miniaturist. But during the Depression no one wanted photographs and Grandpa couldn’t feed the family. Later, during the war, when everybody wanted framed pictures of sons killed on active service, he did very well.

I remember used to be taken in the early 1950s to his little factory. These bohemian guys and women were all chain-smoking, talking ribald language and sitting at easels. They were known as ‘The Artists’. I would be allowed to sit at an easel and bugger about. But for my father, being an artist was still associated with a lack of income, and he couldn’t bear it. It frightened him to death. It has taken me long time to realise all this, but it seems obvious now….Much later, long after he was dead, I found out that after his matriculation from Manchester Grammar, he wanted to read English at university. But it wasn’t on—his family insisted he do medicine instead, In some ways he was a man embarrassed by art. And being ‘arty’ was always used in a pejorative way….

Were you angry as a teenager?
I was angry with the establishment and with my folks. But teenagers in the 1950s were! Socially I was extremely active and gregarious. I was known early on as being a good laugh. I was a committed member of the Habonim, the secular Jewish socialist-Zionist youth movement. I was very happy in that context. By about 1956 or 1957—when I was thirteen or fourteen —I was leader of a team of younger kids. On a number of occasions I got kids together and put on plays with them. It’s no coincidence that other alumni include Sacha Baron Cohen, David Baddiel, Jonathan Freedland and Dan Patterson, who invented Whose Line Is It Anyway?, not to mention Arnold Wesker. We did a comedy about Nasser. Nothing was written down but it was all very structured. Having that leadership experience was great and has manifested a massive decision to come out and, in a certain sense, stop hiding, if I’m honest; to gather a group of kindred spirits and say, ‘This is what we are.’ Having agreed to make up a play at the National Theatre, I felt that there was simply no point in showing up and doing another version of Abigail’s Party. I was just formulating the ideas that developed into Two Thousand Years when I went to see Kwame Kwei-Armah’s play Elmina’s Kitchen, which was set in Tottenham with a black cast. I remember thinking, ‘I know what I’ve got to do. It’s clear. I’ve been thinking about it long enough.’

My sister came to see Two Thousand Years in a state of some apprehension. She hadn’t picked up exactly what it was about, but she knew it was a play of a Jewish nature. So she came to London—and she doesn’t come very much—specifically to see it. Afterwards she thought it was great; she had been worrying that it was going to be all about our family in the 1950s. Of course, it was, but not literally. It is not more or less personal than any of my work. The ghetto mentality hang-up of hiding the fact that you’re Jewish is my problem, no one else’s. Its only us Jews who seem to me like a game people play.

How long have you been an atheist?
For as long as I can remember. From a very early age religion just seemed to me like a game people play.

But do you feel Jewish in a cultural or even political way?
In Two Thousand Years, when Tammy is asked that particular question, she says, ‘well, I feel Jewish and I don’t feel Jewish. I’ve never known what it is not to be Jewish.’ Another question is, ‘When do you feel Jewish?’ Sometimes, by default, one feels very Jewish. Yet when I’m in a very Jewish situation, I feel decidedly unJewish. It depends.

It’s very easy and comfortable at this stage of my life and of history to be Jewish and to be upfront about it. That’s a far cry from being part of the Jewish scene.” As a result of Two Thousand Years, lots of Jewish organisations have wanted to involve me. That Jewish scene is an alien world to me, though. I’ve no desire to be any part of it.

But it would certainly be wrong to the point of being disingenuous to suggest that my life is devoid of anything manifestly Jewish. It isn’t. Apart from anything else, a number of my very closest friends are not only Jewish but come from the Zionist youth movement I was in. And, of course, at some level I’m always preoccupied with Jewish cultural things. For example, I’ve read and cherished Isaac Bashevis Singer enormously over the last thirty years or so.

How Jewish do you feel on a specifically political level?
I’m a signatory to Jews for Justice for Palestinians, but on the other hand, I’ve mostly kept a low profile. I’ve been in the closet about it. Although you get a hint of these matters in Hard Labour, it hardly surfaces in my work. Deciding to do Two Thousand Years constituted a massive decision to come out and, in a certain sense, stop hiding, if I’m honest; to gather a group of kindred spirits and say, ‘This is what we are.’ Having agreed to make up a play at the National Theatre, I felt that there was simply no point in showing up and doing another version of Abigail’s Party. I was just formulating the ideas that developed into Two Thousand Years when I went to see Kwame Kwei-Armah’s play Elmina’s Kitchen, which was set in Tottenham with a black cast. I remember thinking, ‘I know what I’ve got to do. It’s clear. I’ve been thinking about it long enough.’

How do your sons feel about you being Jewish?
Their mother, Alison Steadman, is not Jewish, so obviously they’re not Jewish. But they’ve got a Jewish background. They know their relations in Manchester, their cousins and so on. …They’re very relaxed about the Jewish thing—it’s part of what they’re about, but without really being involved with it in any way. They’re not hung up about it like I am. Thinking about it,
I’ve made a series of films that don’t, as it were, have a Woody Allen factor—the little Jewish nerd syndrome.

Do you like Woody Allen?
It varies between blind adulation and deep loathing, depending on which film you’re talking about. *Radio Days* would be on my desert island with me; it you wanted to subject me to excruciating torture, you’d send me there with a copy of *Match Point*. I wouldn’t survive twenty-four hours. *Manhattan* infuriated me because I thought we could all make films like that is someone would just give us a chance. I love *Crimes and Misdemeanors* and *Bullets Over Broadway*. I like Annie Hall but prefer *Hannah and Her Sisters*. I loved *Zelig* but can’t stand *The Purple Rose of Cairo*. But to me *Radio Days* stand head and shoulders above all the others. It’s terrific. And he’s a New Yorker, so it makes sense for him to make Jewish films….

Let’s return to your influences: you may not have been particularly academic but it appears you were turned on by television and film during your formative years.
Very much so. People of my age will remember what a big deal it was at school when anyone came in and announced they had a telly. Gradually everyone got one, but it took some time. Then this massive thing happened when the Coronation came along in 1953. It didn’t mean everyone got a telly but, still, it was a big issue.

What was known as ‘viewing’ became a major part of our lives….

Even before wanting to capture your grandpa’s funeral on film, did you always watch films and want to get behind the camera? I don’t know what chemistry happens to you when you watch a film, what makes it into a particular fascination for you. For all of us, at one level, it’s the same thing: the film telling us a story and our involvement in that. For me—and I have to say the same is true with all art—it’s bound up with a sense of wanting to do it, particularly with film and theatre, though more so with film.

I regard film as my natural habitat. It’s about the joy of what you can do with a camera, with the medium…but even before that, it’s about an exhilaration with people and places, with wanting to grab hold of life and do something with it—to somehow make it, even though it already exists. Despite my enjoyment of pen and brush, it’s never been quite the same turn-on as making films. That’s the ultimate turn-on….

What sort of work were you interested in at the time? What got you excited?
As I’ve said, before I arrived in London in 1960, I’d virtually never seen a film that wasn’t in English. Suddenly, here was world cinema—Eisenstein, Fellini, Bergman, Satyajit Ray, Buñuel, Ozu and Kurosawa. The French cinema entered my life. Renoir became a major influence, René Clair, Vigo…The Nouvelle Vague was just happening. *A Bout de Souffle* blew me away; *Les Quatre Cent Coups* inspired the autobiographical film I was never to make; and the first time I saw *Jules et Jim* I was in love with somebody who was in love with somebody else—and we all fell in love with Jeanne Moreau! Truffaut became a hero. I love the fluidity of *Jules et Jim*, which is interesting when you consider the virtual absence of tracking shots in *Bleak Moments*.

Goderd and Truffaut were definite influences, Truffaut for his humanity, Godard for his opening my eyes to the notion of film as film, the ‘filmness’ of film. Whereas the British New Wave—Karel Reisz, Tony Richardson, Lindsey Anderson—were more of an inspiration than an influence, really. Of course, I loved stuff like Richardson’s wonderfully evocative bus ride round my native Manchester and Salford, or his hunt in *Tom Jones*, both beautifully photographed by Walter Lassally. It was great to see a real world one could relate to depicted on the big screen. I’d spent my childhood and teens loving British and Hollywood films but dreaming of a kind of movie where you’d see characters who were like you and me, warts and all.

Actually, just ahead of the New Wave proper came Jack Clayton’s *Room at the Top*, which I saw at the Rialto in Great Cheetham Street, Salford 7. To walk out of the pictures into the real world you’d just been watching was a genuine breakthrough and very exciting. Laurence Harvey’s northern working-class lad is an embarrassment! (Incidentally, I really admire Clayton’s work. *The Innocents*, which was cut by my recent editor Jim Clark, contains the most spine-chilling scene in all cinema.)

But the thing about the British New Wave was that every film was an adaptation of a book or a play, and, *Bleak Moments* and *Nuts in May* notwithstanding, I realised early on that somehow for me it was going to be all about making things up from scratch. In fact, one of the first films I saw in London was *Shadows* by John Cassavetes, another director I’d cite as more of an inspiration than an influence. We learned that his actors were improvising, that it had all been developed in a workshop situation. For me, this was particularly intriguing, as our RADA course was virtually devoid of improvisation work.

Over the years I’ve had mixed feelings about Cassavetes. Sometimes he was brilliant—I love *The Killing of a Chinese Bookie*, for example. But films like *Husbands* or, in particular, *Gloria* suffer from actors behaving like actors—improvising as themselves, so what pours out of them is actor behaviour, actor thoughts. Which doesn’t work for me.

The other film that set me a-thinking in 1960 was 8½. Nobody on the shoot knew what the whole film was about or what Fellini was up to. He kept it to himself, which struck a deep chord with me! All in all, going to movies of all kinds became my main activity….

What about the theatre?
Well, my arrival in London coincided with the birth of Peter Hall’s Royal Shakespeare Company….They became a major part of my life.

*Topsy-Turvy* (1999)
You were taken to the theatre regularly as a child and the annual treat was, I believe, the visit of the D’Oyly Carte Opera Company.
I remember being interviewed about this film by an upper-class journalist. He thought it remarkable that someone from my background—Jewish, provincial—should have been taken to see Gilbert and Sullivan operas. I told him that had he gone to the Opera House in Manchester in the 1950s, or indeed any Hallé concert, he’d have found a massive number of Jews in the audience.

In the working-class, Jewish East End in the 1920s and ’30s everyone knew and sang Gilbert and Sullivan. It was part of the popular culture. Stephen Rea told me how navvies in pubs in west Belfast used to sing Gilbert and Sullivan. I remember being in a pub in Manchester in 1969. After last orders we were going to go for a curry, but someone suggested going to the D’Oyly Carte night at the Press Club in Albert Square. …

Had it been on your mind to make a period film or was it specifically Gilbert and Sullivan who caught your imagination? Up to 1992 I’d never done a period play or film, at which point I did It’s a Great Big Shame!, which was a conscious exercise in doing a Victorian project. To answer the question: both. Well, one was an excuse for the other. I have three thoughts about the motivation of Topsy-Turvy.

One: above all, Gilbert and Sullivan would allow me to take on the apparent genres of the biopic and the lavish costume drama without any risk of losing the very core of my films, which is character.

Two: there’s no way I would have considered doing this if it was merely to deal with Gilbert and Sullivan. It could only make sense if it was about something important to me, over and above them and their shows. It was time to turn the camera around and look at what we all do. I felt Topsy-Turvy would be an excellent device for exploring matters to do with those of us who are in the business of creating entertainment. Of course, I could make a film about film-makers, but for whatever reason I don’t really fancy it.

Three: having read extensively about this world, deciding to make a film was the next best thing to getting into a time machine to go back and see what it was like. I think we did that in a way. That was certainly part of the buzz of it. It’s a buzz I get—unflinchingly I said not only did there have to be a reasonable amount of the actual music but also everything I had selected as there for a dramatic reason. It as also important that the audience got a chance to savour the treat of Gilbert and Sullivan’s work.

Why didn’t the French like it? They hated it. They said only English and American audiences would get it. In fact, they banned us from going to Cannes. They said the French critics would eat me alive; it would be the end of my career. I remain convinced to this day it would have done very well there. Here’s one of their objections to it: they said the scene in the Paris brothel was fake and unbelievable from a French perspective. Now, when we shot it we had two people from the Institut Français on the set. And when it showed at the Paris Film Festival, I asked if anyone in the audience thought the brothel scene was in any way unbelievable. Not a soul in two screenings thought so.

Another anecdote: in 1997, before making Topsy-Turvy, I was on the jury at Cannes. It was the fiftieth anniversary. A lunch was held for the Palme d’Or winners. I found myself sitting opposite the President of France, who was flanked by Chen Kaige and Gong Li, a fellow juror. To my left was Martin Scorsese and to my right was Francis Ford Coppola. We were chatting away and I asked Scorsese what he was up to. He said he’d been trying for years to make a biopic about the Gershwin brothers. I told him I was hoping to make a film about Gilbert and Sullivan, whereupon Coppola immediately jumped up with great glee; his dad had been an MD [music director] round Broadway theatres and had been a huge fan. At some point during this well-oiled lunch I went to the loo, and there was Francis Ford Coppola singing ‘I Am the Very Model of a Modern Major General’ from The Pirates of Penzance very loudly. Three years later he told our disgruntled French backer that Topsy-Turvy was the best film of 1999 and one of his favourite films ever.

How did the Japanese feel about the film? Even though JVC put a big slice of money into the film, it was never released in Japan, and no one has ever explained why. It wasn’t released in Germany either; they didn’t think the audience
would like it, although it was at the same time that *The Pirates of Penzance [Die Piraten]* played for two years in Berlin. Madness.

Did you ever entertain the idea of an Anglo-Japanese co-production?
Yes. At one stage I had the idea for a really substantial Anglo-Japanese production, but plainly it wasn’t feasible. There was a Dutchman called Tannaker who went to Japan in 1883 and pulled out a hundred or so men, women and children—most of whom were on the run—and shipped them to London. He installed them in Humphrey’s Hall, on the site that is now occupied by Imperial College, and created the Japanese village that Gilbert visited. I wanted to tell the story from the Japanese point of view as well, seeing their journey from Nagasaki. But it wasn’t to be.

We also went to Quantel to look at the digital possibilities. We were trying to work out whether it would be cheaper to build a set or digitally create the sequence where Gilbert walks down the Strand with hundreds of people and carriages... All pipe dreams.

There were so many versions of the film in my mind. Gilbert in his steam yacht, Sullivan at the races; it was all there in the first draft of my shooting script, but we couldn’t afford the time or the money. I think it was for the better. When you are actually dealing with reality as opposed to characters you’ve created for a metaphor, you tend to get so bogged down in the reality you can’t see the wood for the trees. I think what I finally managed to do was to distil it down so that it became a metaphor. It’s still longer than any film I’ve made, and some people think it’s too long. I don’t agree, as it happens. It was much longer—there are all sorts of excised sequences.

Long though it is, it must have been very painful to cut, given that it was close to your heart.
Well, it was closer to my heart than any other film, but I didn’t want to cut things that worked. It did reach a point where there was a stand-off about the length. In fact, there was a terrible battle in this very room, with lots of people shouting and screaming. In the end we all agreed on 159 minutes, which was fine for me, but what was painful was that we were contractually obliged to supply a two-hour version for in-flight screenings. Anyone could have supervised this, but I took the responsibility myself. It was so awful it wasn’t even painful. If anyone ever says to me, ‘I love Topsy-Turvy, I saw it on a plane,’ I entreat them to see it again....

Did you feel as though you had to wait until you’d had a certain amount of experience before you could make such an epic film?
Of course, I don’t think it’s an issue. There had never been an opportunity. I don’t think I’d been expecting it to happen at all. It happened naturally when it happened. The truth is that we were only licensed to do it by the success of *Secrets & Lies*. If you were to ask if I thought it was an advantage to have had that amount of experience, the answer is definitely yes.

You may have been brought up with Gilbert and Sullivan, but where did you start when it came to doing the research?
We put an advert in the Guardian that said, ‘Wanted: researcher for original British feature film. Must have knowledge of nineteenth-century social history, classical music and Victorian comic opera.’ We weren’t very hopeful. Guess how many replies we had? A huge amount: six hundred. Out of them, there were fifty-two serious, qualified candidates. It was extraordinary. The person we chose had two music degrees, was ex-BBC library and all the rest of it. These things are essential....

You already had Jim Broadbent on board as Gilbert, but how hard was it to find Sullivan?
It’s worth remembering that everything I’ve ever cast—with the possible exception of knowing I had to find a woman who could play the central character of an abortionist—starts from the premise that you hire an actor and then invent the character. With Topsy-Turvy we had to find an actor who could not only play Sullivan but could also look like him. And who could play the piano consummately and had a real grasp of music—classical music at that....

How was it working with over a hundred actors?
It was a massively complicated thing to rehearse, technically....

I’ve said before, but in your films more than in those by other directors it’s very hard to imagine other actors playing any of those parts.
That’s right. What’s important with Topsy-Turvy viewing it in the context of its siblings, is that the actors have all created these characters—irrespective of the fact that they’re all drawn from history. They have still taken possession of them. It therefore achieves that status of inevitability to which you refer....

Despite the budget, he film ended up looking sumptuous. It’s rather strange, then, to see your recurring themes—growing old, not having children, relationships, et. al.—addressed in a ‘glossy’ film. I’m thinking of something like the scene with Gilbert and Kitty at the end, as she sits in bed feeling dejected, hurt and unloved, which perfectly illustrates what you’ve saying about Topsy-Turvy as a film about people.
Yes, yes. And that scene was a creative flight of fancy. I worked with Lesley Manville and pushed a long way to get that. What she coming out with has got a damn sight more to do with Fellini than Gilbert and Sullivan....

Despite having to cut it and the budget being slashed, are you happy with the way Topsy-Turvy turned out?
Yes, hugely. I’m very proud of it. It’s a massive achievement by a great team of people on both sides of the camera. It’s just a tragedy about Oslo.

Were you disappointed not even to be nominated for Best Director at the Oscars?
Not really. We got well-deserved craft awards. The only Oscars we’ve ever won were those two, for costume and make-up for Topsy-Turvy. It should have got the design award too, but that went to Sleepy Hollow. And why no best actor award?
Wheeler Winston Dixon, “Mike Leigh, Topsy-Turvy and the Excavation of Memory

Viewed by many as Mike Leigh's most conventional film, Topsy-Turvy (1999) in fact uses the conventions of the biographical narrative film to expose the ruthlessness and insularity of the Victorian era, at the same time as it chronicles, with great fidelity, the difficulties of a working relationship in the creative arts. Since many of Leigh's earlier films, such as Secrets & Lies (1996), Naked (1993), Life Is Sweet (1990), High Hopes (1988), The Short and Curly's (1987), Grown-Ups (1980), Abigail's Party (1977) and Bleak Moments (1971), are superficially far more experimental in their construction than Topsy-Turvy would seem to be, it is easy to mistake Topsy-Turvy as a departure from Leigh's other work, and a potential sell-out to traditional cinematic structure. But I would argue that in Topsy-Turvy Leigh is using the same unsparking gaze that he employs in his earlier works to reveal the structures behind the surfaces of the world of Gilbert and Sullivan, thus making them immediate and accessible to contemporary audiences, along with the era they inhabited. Topsy-Turvy is, in short, a radical work masquerading as a conventional biopic, and shows Leigh striking out into new territory as a filmmaker and social commentator.

Predictably, Leigh himself disagreed with those who found Topsy-Turvy a departure from his earlier work. For Leigh, “the suggestion that it's in a different genre from my other films is preposterous. It's exactly in the mode of its predecessors. Not only do I deal with character and stuff in the same way, but with the exception of the use of flash-forwards, it's shot consistently in the same sort of style and it has the same approach to film narrative. The surface differences are that it's period, and it's not, in the usual way, about ordinary people. But people are people.”

The plot of the film is simplicity itself: Sir Arthur Sullivan (Allan Corduner) and William Schwenck “Willie” Gilbert (Jim Broadbent) have come to a creative impasse. After a string of light comedy musical hits, including The H.M.S. Pinafore and The Pirates of Penzance, Sullivan, who wants to compose “serious music,” has grown tired of Gilbert's increasingly contrived scenarios, as evidenced by the failure of their latest collaboration, Princess Ida. As the fate of the D'Oyly Carte Opera Company rests in their hands, Richard D'Oyly Carte (Ron Cook) and the company's manager, the level-headed Gilbert warily regards a Japanese fan, as the inspiration for The Mikado dawns on him. Helen Lenoir (Wendy Nottingham), attempts to reason with Gilbert and Sullivan, but to no avail. It is only when Gilbert's endlessly patient wife, Kitty (Lesley Manville), drags Gilbert to a touring exhibit of Japanese culture in Kensington that the librettist rouses himself from his creative torpor.

Surrounded by a world of eroticised costumes, samurai swords, Kabuki theatre and tea-drinking ceremonies, Gilbert is transfixied by the spectacle. Returning home with a large samurai sword as a souvenir of his outing, Gilbert furiously paces his study floor until he suddenly gets the inspiration for The Mikado, which would become arguably the team's signature production.

The balance of Topsy-Turvy lovingly documents (or recreates) the mechanics of producing the operetta on the stage of the Savoy Theatre, delving not only into the intricacies of rehearsals and costuming, but also the personal lives of the actors, costumers and others who bring The Mikado to life. This precise detail comes as a result of an enormous amount of detailed research, done, in fact, over a period of years. Indeed, Leigh's choice of Jim Broadbent for the role of the dyspeptic W. S. Gilbert dates back to 1992, when Leigh and Broadbent were shooting the television film, “A Sense of History,” and Leigh suddenly visualized Broadbent as the Victorian lyricist in the middle of a take in his mind's eye. As Leigh recounted this “eureka” moment, “We were shooting that in January of 1992, the year we made Naked. We were on this farm, in sub-zero temperatures, and he was just doing this bit. During the take, I suddenly just went, ‘Ping!: Gilbert’. And when we finished the film a few weeks later, I said to him, ‘Look, I have this idea which is crazy and you won't believe it, but, I think you should play W. S. Gilbert. And I'm gonna lend you some books.’”

Unlike Leigh's other films, Topsy-Turvy is not only a work of social commentary, but also a site of new historicism, an attempt to excavate the past before it evaporates from our collective consciousness. At a running time of 160 minutes, Leigh has afforded himself a generous canvas for this project, and yet the completed film, correct down to last button and corset, cost only £10 million, most of it raised through pre-sales to a variety of distributors, not least USA Films in the United States.

Leigh was riding a wave of comparative commercial success with the enthusiastic reception of Secrets & Lies in 1996, and the perhaps somewhat less adventurous Career Girls in 1997; both were palpable hits on a modest scale. But Leigh's production process of organic development, in which the director generates the script with actors in a lengthy series of detailed improvisation sessions, which are then formalized into a final script, is obviously inimical to Hollywood's script- and star-driven cinema, a cinematic template that the industry has no interest in abandoning. As producer Laura Ziskin of Fox 2000, the supposed 'art' film subsidiary of 20th Century Fox, condescendingly gushed: “I absolutely love his movies – it's mesmerizing filmmaking […] Though they aren't the kind of movies I can feed my machine [emphasis added], there's a kind of life there that keeps all of us on our toes and, hopefully, affects our work.”

Indeed, Leigh's films don't even have titles until long after the actual shooting is complete, and “scripts” are transcribed from the film's dialogue track as an after-the-fact aide de memoire for public consumption only. Thus Leigh's films are, in the best sense of the term, a truly collaborative effort, in which the finished film is the result of an enormous amount of detailed analysis and research by the director, the actors, the set designer, costumers and the entire rest of the company. In Topsy-Turvy, when Allan Corduner as Sir Arthur Sullivan plays the piano, he is actually performing; similarly, when he conducts the orchestra within the film, he is actually leading a group of trained musicians.

Topsy-Turvy came out at the same time that John Madden's Shakespeare in Love (1998) was still very much in the public consciousness, and contemporary reviewers at the time often compared the two films, a dubious enterprise at best. This “serious” approach to the material extended not only to the extended rehearsal and dialogue workshop sessions, but also to the costuming, which had to be correct down to the last detail, to achieve a true sense of the physicality of the period.

Through this unwavering fidelity to the Victorian era, Leigh makes Topsy-Turvy a direct and immediate film, which partakes not only of the late 1880s in Britain, but also connects to the past to such present-day conundrums as the perversiveness of
sues than the action on stage. Following Gilbert's prompt book for The Mikado, Leigh faithfully recreated the original staging, adding his own cinematic flourishes to the proceedings, but, despite being a "closet Gilbert and Sullivan freak", Leigh seems destined never to stay too far from his working-class roots.

Perhaps because of this, although the subject matter of Topsy-Turvy would seem to be inherently commercial, Leigh's approach to the material was resolutely personal, so that the film, despite lavish critical promise, enjoyed only moderate commercial success. Nominated for a number of Academy Awards, the film won only two: Best Costume Design and Best Make-Up, and wound up playing in "selected theatres" rather than a nationwide release pattern, both in the UK and the US. Curiously, although Topsy-Turvy was nominated for Best Picture, Leigh was not nominated for Best Director, a peculiar oversight.

In 2002, during an on-stage interview with Derek Malcolm at the National Film theatre, Leigh expressed his frustration at the continual marginalizing of his works. Asked by an audience member, "Do you ever get frustrated when your films are shown only at selected cinemas?", Leigh replied with some heat: "I am totally frustrated by that. That's never the intention. The idea that a film like this, or any film I have ever made, should be dumped in what are regarded as art house cinemas isn't on. I am not concerned with making esoteric, obscure kinds of films. These are films that can share and talk to anybody about real things." Indeed, Leigh intended Topsy-Turvy for the widest possible audience, even joking with Edward T. Jones that he was considering Arnold Schwarzenegger for both roles, Gilbert and Sullivan, but that to do so "would create havoc with the budget". Similarly, Leigh complained to Ryan Gilbey of The Express that "as a filmmaker I never got the chance to work on a bigger canvas, and there was thus an unfulfilled need in me" that only a production on the relatively lavish scale of Topsy-Turvy could address. More tellingly, Leigh admitted to Larry Worth of The New York Post that "I thought it was about time that I did a proper movie. Just for the hell of it."

But even with a budget £10 million, Leigh couldn't resist referring to the cost of Topsy-Turvy as "peanuts" on a number of occasions, as if he wistfully envisioned even a larger project in his directorial future. Yet despite the fact that numerous critics placed the film on their top ten list for 1995, including Roger Ebert, David Sterritt, Janet Maslin, Mike Clark and Jim Hoberman, the directorial future. Yet despite the fact that numerous critics placed the film on their top ten list for 1995, including Roger Ebert, David Sterritt, Janet Maslin, Mike Clark and Jim Hoberman, the film was, in the view of Barry Diller, chairman of USA Films, "a box-office failure". Indeed, the film returned only $6,201,757 in the United States, and did similarly bleak business worldwide, despite the extensive critical praise, and the Academy nominations. Speaking with Tom King of The Wall Street Journal, Diller commented in typically oblique Hollywood fashion that: "Mike Leigh is a very interesting director and we thought the subject matter was more appealing than it was, but we were wrong. The film is a wonderful movie. But I would consider us a total failure if all we did is get on Top 10 lists and nobody came to see these movies. Like anything, it's either an artful dodge or an artful balance."

Sadly, the film is already out of print on DVD in the United States, mute testimony to its failure to capture the attention of the American spectacle-driven public – indeed, I found my copy of the film ignominiously piled in a close-out bin at Wal-
Mart. A critical success, a commercial failure: this was how the industry ultimately judged *Topsy-Turvy*. Thus, it seems unlikely that Leigh will ever be given a blank cheque to make exactly the sort of film he wants if he ventures beyond the £10 million budget mark, no matter how many kudos he receives. And yet Leigh, despite moments of wishing for mainstream success, remains resolutely his own man. In an interview accompanying the release of his latest film, the highly acclaimed *Vera Drake* (2004), Leigh noted that, despite the financial pitfalls of his production method, he only knew how to make films one way: his own.

In the final analysis, *Topsy-Turvy* is a deeply modern film, at once part of the body of Leigh's work, even as its chronological distance superficially suggests that it will be a conventional film biography. Rather, *Topsy-Turvy* is an investigation into the social, political, sexual and theatrical economies of the Victorian era, meticulously researched and presented, as Leigh hoped, as if it were a documentary. Leigh's inherent socialism is everywhere apparent in the film, yet he seems equally sympathetic to all of his characters, whether at the top of the pecking order, or merely members of the chorus.

And yet the last word is ultimately Leigh's, as he reimagines the emotional landscape of Victorian England in a manner that is accessible and direct for contemporary audiences.

Leigh's *Vera Drake* follows in the path of *Topsy-Turvy* in the fact that it, too, is a period piece, and it may be that, as Leigh has become comfortable with his work as a filmmaker, he feels drawn to re-present the past in light of present social expectations, rather than living exclusively in the present. In an interview during the release of *Vera Drake*, Leigh connected Vera's work as an abortionist with his own father's experience as a general practitioner in the 1950s. Sean O'Hagan noted that Leigh's father did admit to his son that he had occasionally practiced euthanasia, administering lethal morphine shots to very old, very sick patients. Leigh: “He put people out of their misery. Absolutely, but it was not a moral dilemma to him. He saw it as something that was positive, that had to be done, that was merciful. In that way, he was not unlike Vera [Imelda Staunton].”

So, in a sense, Mike Leigh has begun to mine his own past, as well as the past of British culture as a whole. But whether viewing Victorian London in the 1880s, the same metropolis in the bleak post-war 1950s, or an equally drab London in the first years of the 21st century, Mike Leigh's vision is both unique and original, and a testament to the worth and life of the individual artist in an otherwise industrialised regime. His approach to his work, and his execution of it, means that Leigh will forever be an outsider to the mainstream cinema, looking in, which is paradoxically the best position for Leigh to be in. In real life, as in his films, Leigh requires some distance to effectively chronicle the society that he is, somewhat reluctantly, a part of. Only someone looking in from the outside could so effectively document the many ruptures and breaks that form the fabric of British society, past and present, which ultimately, and transcendently, informs the work of Mike Leigh.

H.L. Mencken, “The Passing of Gilbert (1836-1911), Baltimore Evening Sun 30 May 1911

How THE COMMON American conception of the English, as a stodgy and humorless folk, could so long withstand the fact of the Gilbert and Sullivan operas must ever remain one of the mysteries of international misunderstanding. Here, indeed, was wit that Aristophanes might have fathered; here was humor that Rabelais might have been proud to own. And yet it was the work of a thorough and unmitigated Englishman -- of William Schwenck Gilbert, to wit -- a man born in the heart of London, and one who seldom passed, in all his 75 years, out of hearing of Bow Bells. Gilbert died yesterday -- perhaps 15 years too late. His career really ended in 1896, when he and Sir Arthur Sullivan wrote "The Grand Duke", their last joint work. They had quarreled before -- and made up. Now they quarreled for good. Sullivan, searching about for a new partner, found that there was but one Gilbert. Basil Hood, Comyns Carr and Arthur Wing Pinero tried their hands and failed. And Gilbert himself, seeking a new Sullivan, learned that a new Sullivan was not be found. Edward German came nearest -- but "The Emerald Isle" was still miles from "The Mikado."

The Gilbert and Sullivan partnership, in truth, was absolutely unique. One looks in vain for parallels. Beaumont and Fletcher, Meilhac and Halevy, the Goncourts -- these come to mind, but differences at once appear. Sullivan, without Gilbert, seemed to lose the gift of melody, and Gilbert, without Sullivan was parted from that exquisite humor which made him, even above Mark Twain, the merrymaker of his generation. The two men, working together for 15 years, found it impossible, after their separation, to work alone. Sullivan, cast adrift, took to the writing of oratorios and presently died. Gilbert settled down as a London magistrate and convulsed the world no longer.

The great quality of Gilbert's humor was its undying freshness, an apparent spontaneity which familiarity could not stale . . . "The Mikado" was given in Baltimore last year without the change of a line. Not one of Gilbert's jests of 1885 was omitted; not a single "local hit" was inserted to help out the comedians. And yet, after a quarter of a century, how delightfully brisk and breezy it seemed! How the crowds laughed once more at Pooh Bah's grotesque speeches and at the Mikado's incomparable song! And how Sullivan's tripping music tickled the ear! The world will be a long while forgetting Gilbert and Sullivan. Every spring their great works will be revived. At this very moment "Pinafore", now 23 years old, is under way in New York. They made enormous contributions to the pleasure of the race. They left the world merrier than they found it. They were men whose lives were rich with honest striving and high achievement and useful service.
Gilbert Sullivan was one of the most successful and influential composers of the late 19th century. He wrote a succession of operettas with words by W.S. Gilbert. His compositions include his Irish Symphony, a Cello Concerto, cantatas and oratorios, and settings of the Te Deum in addition to works intended to mark public occasions. The orchestral Pineapple Poll was devised by Charles Mackerras as a comic ballet, drawing on the Gilbert and Sullivan operettas.

**Orchestral and Choral Music**
Sullivan’s music for the concert hall has been largely eclipsed by his successful collaboration with W.S. Gilbert. His compositions include his Irish Symphony, a Cello Concerto, cantatas and oratorios, and settings of the Te Deum in addition to works intended to mark public occasions. The orchestral Pineapple Poll was devised by Charles Mackerras as a comic ballet, drawing on the Gilbert and Sullivan operettas.

**Major works and original London runs (Wikipedia):**
- *Thespis*, or, The Gods Grown Old (1871) 63 performances
- *Trial by Jury* (1875) 131 performances
- *The Sorcerer* (1877) 178 performances
- *H.M.S. Pinafore*, or, *The Lass That Loved a Sailor* (1878) 571 performances
- *The Pirates of Penzaance*, or, *The Slave of Duty* (1879) 363 performances
- *The Martyr of Antioch* (cantata) (1880) (Gilbert modified the poem by Henry Hart Milman)
- *Patience*, or *Bunthorne’s Bride* (1881) 578 performances
- *Iolanthe*, or, *The Peer and the Peri* (1882) 398 performances
- *Princess Ida*, or, *Castle Adamant* (1884) 246 performances
- *The Mikado*, or, *The Town of Titipu* (1885) 672 performances
- *Ruddigore*, or, *The Witch’s Curse* (1887) 288 performances
- *The Yeomen of the Guard*, or, *The Merryman and his Maid* (1888) 423 performances
- *The Gondoliers*, or, *The King of Barataria* (1889) 554 performances
- *Utopia, Limited*, or, *The Flowers of Progress* (1893) 245 performances

**Operettas and Other Stage Works**
Operettas with words by Gilbert range from *Trial by Jury* in 1875 to *The Gondoliers* in 1889, followed in 1893 by *Utopia Limited* and, in 1896, by the lesser-known *The Grand Duke. HMS Pinafore, The Pirates of Penzance, Patience* (with its satire on Oscar Wilde), the political satire *Iolanthe*, *The Mikado*, *Ruddigore* and *The Yeomen of the Guard* all continue to bear witness to the deft and witty music of Sullivan and the comic verbal talents of Gilbert. Sullivan also wrote incidental music for the theatre, operas and ballet scores.

**Coming Up in Buffalo Film Seminars XX:**
- Jan 12 Buster Keaton, *The General* 1921
- Jan 19 Fritz Lang, *The Testament of Dr. Mabuse* 1933
- Jan 26 Albert Lewin, *The Picture of Dorian Gray* 1945
- Feb 2 Jules Dassin, *Night and the City* 1950
- Feb 9 Charles Laughton, *Night of the Hunter* (1955)
- Feb 16 Kon Ichikawa, *The Burmese Harp* 1956
- Feb 23 Sam Peckinpah, *Ride the High Country* 1962
- Mar 2 Costa-Gavras Z 1969
- Apr 6 Wolfgang Petersen, *Das Boot* 1981
- Apr 20 Michael Mann, *Collateral* 2004

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