

# ***BABES in ARMS***

**Music by Richard Rodgers • Lyrics by Lorenz Hart**

**with**

**Judy Blazer • Gregg Edelman • Jason Graae • Donna**

**Kane • Adam Grupper • JQ and the Bandits**

**and**

**Judy Kaye**

**Members of the New Jersey Symphony Orchestra**

**conducted by Evans Haile**

80386-2



# BABES IN ARMS

## HISTORY AND SYNOPSIS

A birth announcement graced the Playbill cover at New York's Shubert Theatre on the evening of April 14, 1937: "Dwight Deere Wiman proudly announces the arrival of Rodgers and Hart's blessed event, *Babes in Arms*—worth their weight in gold."

The fifty young performers featured in Richard Rodgers and Lorenz Hart's new musical were hardly newborns, but many were babes on Broadway. Sixteen-year-old Wynn Murray had been singing in a church choir in Scranton, Pennsylvania, when a *Babes* talent scout spotted her; seventeen-year-old Rolly Pickert had been tap-dancing on stilts in Chicago. Siblings Grace and Ray McDonald had been perfecting their dance act in hotels and nightclubs, while teenagers Fayard and Harold Nicholas had recently debuted at the Cotton Club. All were tapped for leading roles in *Babes in Arms*, as were former child film star Mitzi Green, vocalist Ray Heatherton, and an untried actor-singer named Alfred Drake.

In developing their libretto, Rodgers and Hart turned to their cast for inspiration. Grace and Ray McDonald became Sam and Dolores Reynolds, also a brother and sister team; the dancing Nicholas Brothers were transformed into the dancing De Quincy Brothers. Mitzi Green's talent for impressions was written into her role, while her experiences in Hollywood became the basis for Wynn Murray's character. For Rolly Pickert, choreographer George Balanchine devised a Radio City sequence in which a masked Pickert played John D. Rockefeller—on stilts.

The script, set in a fictional actors' colony called Seaport, took an affectionate and mildly satiric look at the town's adolescent population. The Babes in Arms, abandoned by their parents and forced to fend for themselves, burst with youthful pretensions. More than financial and amorous matters concerned them: These kids wrestled with philosophical, political, and moral issues. They sang love duets about psychic phenomena and fought over principles.

Rodgers and Hart conceived their characters as precocious, endearing children; Balanchine and director Robert Sinclair ensured that the performers themselves were as polished as professionals. The critics responded to both images: Brooks Atkinson in the *New York Times* found the cast "as nice a group of youngsters as ever dove "into an ice cream freezer at a birthday party," while Abel Green in *Variety* viewed the show as "a field day for a Hollywood talent scout."

The New York notices were raves, but *Babes* faced financial uncertainty. Despite the limited musical competition—a revue (*The Show Is On*), a biblical spectacle (*The Eternal Road*), and a *Lehar* operetta (*Frederika*)—ticket agencies showed little interest in the new show. (*Variety*'s out-of-town correspondent had warned, "No nudity, no show girls, no plush or gold plate may mean no sale.") During April and May, the show's weekly grosses regularly dipped below the \$15,000 break-even mark. In June, Wiman reduced the top ticket price from \$3.85 to \$3.30,

but business continued to slide.

Just when hope was at its lowest, *Babes* was saved by a twist of fate as remarkable as the one that climaxed the show. First *Frederika* expired, then *The Eternal Road*, then *The Show Is On*, and suddenly—on July 17—*Babes in Arms* became the only musical on Broadway. The following week, the gross jumped fifty percent, and it continued to rise through the remainder of the summer. The new season's first hit musical (Rodgers and Hart's *I'd Rather Be Right*) did not arrive until November 2; by that time *Babes in Arms* had found its audience. When it finally closed on Broadway in mid-December the show had racked up 289 performances and turned a nice profit.

MGM bought the screen rights to *Babes in Arms* in 1938. The following year the studio released a film that bore little resemblance to its stage predecessor: The characters and plot were substantially revised (by ten studio writers), and only two numbers were retained from the score. In 1959, George Oppenheimer wove a new libretto through most of the Rodgers and Hart songs. This revision—about a troupe of summer stock apprentices in Cape Cod—became the only version of *Babes in Arms* available for public performance.

In June of 1987, the original *Babes in Arms* score was presented at the Library of Congress by conductor John McGlinn. Two years later the show made its first New York appearance since 1937, at an Avery Fisher Hall concert conducted by Evans Haile and directed by Sara Louise Lazarus. The acclaimed cast from that performance has been reassembled here to present the *Babes in Arms* score almost in its entirety. (The authors' estates felt that the lyric to the DeQuincy Brothers' song, "All Dark People," might be misinterpreted out of context and asked that the number be omitted.) The songs are accompanied by the original orchestrations of the great craftsman Hans Spialek, enabling listeners to hear "Where or When," "My Funny Valentine," "The Lady Is a Tramp," and the rest of Rodgers and Hart's gloriously sophisticated score as it first emerged out of the mouths of babes.

*Babes in Arms* opens in Seaport, Long Island, on a hectic morning that finds most of the adult population embarking on a five-month vaudeville tour. At the home of twenty-year-old Valentine LaMar the goings-on are especially lively. Soon after his parents' departure, Val discovers at his doorstep a young hitchhiker named Billie Smith. Instantly smitten, he engages her in a discussion of movie stars, self-defense maneuvers, and Nietzsche's theory of individualism—then impulsively steals a kiss. Both admit to a powerful sense of déjà vu ("Where or When"). The town Sheriff arrives to escort Val to a local work farm, but Val, emboldened by Billie's presence, resolves to care for himself. He stalls the Sheriff then sounds a war-cry that summons all the orphaned babes in Seaport ("Babes in Arms").

At the ensuing meeting, a spirited debate brings several babes to the foreground, including Peter Jackson (who advocates communal funding) and Lee Calhoun (a Southern bigot who expounds the theory of superior races). A squabble between pugnacious Gus Fielding and the Sheriff's coquettish daughter Dolores erupts in song ("I

Wish I Were in Love Again"), then in an all-out brawl. The Sheriff appears, and Val, improvising madly, insists that the babes are not fighting, but rehearsing. Rehearsing what? "Why—our show—the Follies—our own Follies." The Sheriff gives them two weeks to stage a revue and raise enough money to become self-sufficient.

The show soon acquires a headliner and a backer. Former child film star Baby Rose (now a hefty sixteen-year-old) is spotted passing through town. Although she is homesick for the civilized savagery of New York City ("Way Out West"), she agrees to remain on Long Island long enough to open the babes' revue. Lee Calhoun, the only babe capable of footing the projected production cast (forty-two dollars and seventy-six cents), steps forward when Billie and Val offer to name the show after him. His sole stipulation—that the two black babes, Ivor and Irving De Quincy, be omitted from the program—results in Billie and Val's first spat: Val, resentful of Billie's willingness to compromise, brands her an opportunist; Billie, who doesn't know what that means, calls him a dope ("My Funny Valentine").

Within two weeks, Seaport's Red Barn is converted into a theater. As audiences watch from their motorcars, Baby Rose delivers a fanciful tale of an opera singer with limited vocal range ("Johnny One-Note"). The Ballet that follows—set during an imaginary performance of *Aïda*—shows the stately Egyptians driven into a frenzy by the rousing music. (The kids of Seaport, lacking money for lavish costumes, make do with Turkish towels, coathangers, lamp shades, and maps.) Backstage, Val frets that the show is failing. Confident that Ivor can give it a much-needed lift, he instructs him to prepare for his entrance. When Lee interferes, telling Ivor that he can't appear in the show because he's "too black," Val sacks Lee in the jaw. Ivor performs to the acclaim of the crowd.

Lee closes the *Follies*, and the other babes are soon shipped to the work farm ("Imagine"). Resisting the prevailing gloom, Billie suggests that good luck may come right out of the sky. Val chides her naiveté—"you may think you're very practical, but sometimes you act your age"—but manages a reconciliation ("All at Once"). Peter arrives to announce he has won the raffle at the Cinema Palace's bank night. The babes assume that he'll share his winnings, but Peter has abandoned his communist beliefs to better enjoy his new-found wealth ("Imagine" reprise 1). In "Peter's Journey," he pictures himself as an Indian prince flanked by two turbaned attendants, wandering past the cardboard skyscrapers of New York to a Radio City floor show. After an underwater tango with a mermaid and a brief detour to an African jungle, Peter flies to Hollywood, where Greta Garbo and Marlene Dietrich so overwhelm him with affection that he marries them both. His daydream complete, Peter bids goodbye to his friends at the work farm ("Imagine" reprise 2).

On the babes' first night off, they gather in a field outside Val's house. Billie, now restless and discouraged, resolves to return to the road ("The Lady Is a Tramp") while Gus denounces Dolores's flirting ("You Are So Fair"). Peter returns, having gambled away his fortune at Belmont Park. (Penniless once more, he is again a communist.) Suddenly, the babes receive word that Rene Flambeau, the great

French aviator is at that moment flying nonstop from Paris to Newark. As the kids anxiously huddle around the radio, Flambeau announces that he is running out of gas and will be making a forced landing some fifteen miles east of New York. He crash-lands on the LaMars' field.

The babes quickly capitalize on Flambeau's misfortune. At Val's urging, they bind Flambeau and carry him off. When reporters arrive, it is Val, disguised as Flambeau, who greets them in broken English: "My friends, I am so happy I can hardly—what you say?—to breathe." In an impassioned speech, Val urges flyers everywhere to make all future landings in Seaport ("ze most beautiful place for ze airport in ze world"). Soon the major aviation companies are bidding for the LaMar property.

Lee, still smarting from Val's punch, rescues Flambeau and informs him of the babes' deception, but Flambeau is taken by their plight and decides to keep silent. All join in a jubilant Finale.

—TOMMY KRASKER

*Tommy Krasker is a musical theater archivist who specializes in restoring shows of the Twenties and Thirties. He is co-author of the Catalog of the American Musical.*

## Babes in Arms: ...Conceal Thy Good Intent?

Rodgers & Hart's *Babes in Arms* made its Broadway debut in 1937. Here, for the first time since then, this extraordinary collection of songs is presented on record in the orchestration created for the original production by Hans Spialek. Are we at last able to hear "My Funny Valentine," "Where or When," "The Lady Is a Tramp," and "I Wish I Were in Love Again," the way the composers intended us to hear them? Have years of over-arrangement, re-orchestration, and bastardization been removed to reveal the purity of the originals? Have we been prevented from hearing these songs "as their creators conceived them" for all this time?

Well, yes and no.

These fashionable phrases are appearing with some regularity on new recordings of the works of the great theater composers. And while there are indeed important discoveries to be made in the examination of these original orchestrations, there is a danger that in striving to reveal "the composer's original intentions" we are tempted to editorialize and assume much more than we should. So let us examine what this album of *Babes in Arms* is, what it is not, why it is what it is, and what that might mean in terms of *urtext*.

What exactly *are* "original orchestrations"? Simply, they are the musical arrangements created for the initial production of a Broadway musical and, with few exceptions, were never created by the composers themselves. The orchestrator has to take into consideration a number of factors that are out of his specific control before he can begin his work—the instrumentation suitable to the score, the keys most comfortable for the cast, the routining of the dance numbers and orchestral sections, the makeup and size of the orchestra, the composer's desires, the producer's demands,

the union's requirement for the minimum number of musicians, and the acoustics of the Broadway theater into which the show is booked. He then writes his orchestrations on a full score, individual parts are extracted for each instrument by the music copyists, and everything is turned over to the production. (One of the most exciting moments in the creation of a new musical is the read-through of the orchestrations, when, for the first time, the cast, authors, and composers get to hear the orchestra.) During the tryout period when time is extremely tight, changes are marked directly on the orchestral parts themselves; history shows that rarely if ever is the orchestrator's full score subsequently corrected to reflect these changes.

Because this process is pretty straightforward, it would seem easy to lock on to what the "originals" are. But there are some problems; for example, although the original orchestrations are designed to fit a specific number of players, it is extremely difficult to ascertain accurately what that number actually was. Some sections of the orchestra are easy to determine: woodwind, brass, and percussion parts are geneRolly organized with one player per book, although some players are called upon to double on more than one instrument. But the string sections are more difficult—with *Babes in Arms*, the violin books are clearly labelled A, B, C, and D—but nowhere is it indicated how many players were assigned to each book. I have only seen one instance where the number of string players is indicated (on the first page of the full score of "If I Loved You" from the original production of *Carousel*, which lists 13 violins, 4 violas, 3 celli, and 2 basses—22 in all!) and that was because that specific orchestra was extremely string-heavy by design. There is also a tradition of reducing the number of players in the orchestra after opening night on Broadway. Road companies often reduce the size still further. And cast albums traditionally add strings (and occasionally other instruments) to enhance the sound for recording. How then do you determine a "correct" number of players for an *urtext* sound? The recent recording of the 1983 revival of *On Your Toes* used the exact number of strings Hans Spialek (who was then alive and attended the recording sessions) said was used in 1937. This *Babes in Arms* album, as well as the recent *Show Boat*, *My Fair Lady*, and *South Pacific*, uses "original orchestrations," but augments the string section. Does this then mean these recordings can legitimately be called "original orchestrations," or are they something else?

Another important issue is the actual material presently available from which to determine these "original" orchestrations. In the best of all possible worlds, there would be the composer's manuscript, the orchestrator's full score, the original script (preferably filled with cues and stage directions) and the set of parts used in the pit. (The piano/conductor score, a reduction of the orchestration, didn't come into existence until the 1940s.) The likelihood of finding all these is rare; the norm is to find incomplete portions of several. In the case of *Babes in Arms*, the only helpful extant material is one set of orchestral parts, presumably from the pit of the original production, copied in ink. As anyone who has ever seen a set of parts used in a Broadway pit will quickly understand, there is a road map of black pencil marks, erasures, paste-overs, cuts, revisions, red pencil

marks, quips, corrections, and comments throughout. Some of the marks refer to performers in the original production (e.g. "play until Mitzi exits."), but, assuming that only this one set of parts was used for *Babes in Arms* pre-Broadway, on Broadway, for a three-month road tour afterward and a production at the St. Louis Muny Opera in 1940 (a good assumption, since the show lay dormant until a reworked version appeared in the 1950s), what are we to make of all the markings? Which are we to follow as indicative of the "authors' intentions"? When were they made? For which of the productions? And by whom?

Case in point: the two ballets. While it appears that the Peter's Journey ballet was not altered much (and is here recorded virtually complete for the first time), the orchestral parts that survive of the Johnny One-Note ballet are nothing short of astonishing. Unlike many of the other numbers, in this one there are so many cuts, re-arrangements, paste-overs and pencil markings throughout, some of which seem newer than others, that when every cut is opened up and the music laid end to end there is a total of 675 bars of "Johnny One-Note"—in less than 40 repetitions of the main tune. It seems unlikely that this is the way it was performed on opening night in 1937.

This brings us to perhaps the most important point. To present any show from this period with any attempted authenticity, choices have to be made. And choices always are made, whether they are admitted to or not. It is impossible to state unequivocally what "was." This recording makes editorial decisions—the "Johnny One-Note Ballet" is a version edited with the record listener in mind—in the spirit of the original, but they are editorial decisions nonetheless. Three of the songs—"Where or When," "I Wish I Were in Love Again" and "Babes in Arms"—have four-bar introductions that are clearly crossed out of all the parts. We have no idea when or why they were cut, but on the present recording they are all reinstated. Nothing remains of the original vocal arrangements either so the vocal quartet contributions provided herein by JQ and The Bandits are new, but in the proper spirit.

That there are choices to be made is, perhaps ironically, as much in keeping with theater tradition as is the material being reexamined today. Choices were always being made in the interests of making the show better. Keys would be changed if it made performers more comfortable. A song that slowed down action would be cut—and if a composer had a special fondness for one, it would probably reappear in a later score. To the creators these shows were living things, not museum pieces.

So why all the fuss about these original orchestrations? If they have been dormant for all these years, is there a good reason? Simply put, are they any good? This answer is easy: yes, by all means. When the Kennedy Center production of *On Your Toes* was being contemplated, John Mauceri found that its orchestrator Hans Spialek, was still alive and living quietly in New York. Spialek couldn't believe anyone wanted to do *On Your Toes* with his orchestrations, and, according to John McGlenn, was terrified about going to the opening in Washington for fear of being laughed out of the theater. Instead, the freshness of the sound to our electronically saturated ears was astounding. The album made of that revival

was critically acclaimed, and proved the time had come for a new generation to appreciate the brilliance of what was all but taken for granted in a period of remarkable creative achievement. As subsequent recordings and concerts have attested, people are indeed responding to an old theatrical sound that is at once fresh, playful and musically elegant.

It is unfortunate that none of the composers and orchestrators from the 1930s are still alive to guide us in our re-examination of this material. (Spialek died shortly after the recording of *On Your Toes*) It would be especially interesting to hear what Richard Rodgers would make of the interest in original orchestrations, since during the Rodgers & Hammerstein era he himself sanctioned and even encouraged updated orchestrations of five of the major Rodgers & Hart shows—*The Boys from Syracuse*, *On Your Toes*, *By Jupiter*, *Pal Joey*, and *Babes in Arms*. The sound of the originals must have been wildly out of fashion for him to encourage these new orchestrations as a way of keeping the shows alive, even though today these arrangements sound more dated than anything from the 1930s.

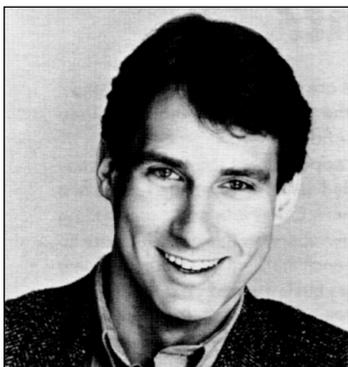
And the orchestrators themselves, brilliant craftsmen though they were, always maintained a sense of amused per-

spective about their work. Robert Russell Bennett once wrote the following: "I was told on many occasions that the arrangement of the music of *The King And I* practically made the show—what would Richard Rodgers have done without me? The answer is easy. He would have engaged some other arranger and the show would have run just as long."

Somewhere between "it doesn't matter at all" and "don't touch a note" lies the spirit of the original. *Babes in Arms* comes from a period of extraordinary creativity, although at the time it seemed merely abundant. There was always the next show to write, orchestrate, and produce. Almost like children, if you will, each show was formed by its creators and then pushed out into the world to stand or fall on its own. We never can go back to childhood, but we can recall the spirit of times gone by with careful reminiscences. That's what new recordings of "original orchestrations" are all about. As long as you understand that this recording is no time machine, you are in for a wonderfully evocative listen.

—THEODORE S. CHAPIN

*Theodore S. Chapin is executive director of the Rodgers and Hammerstein office in New York.*



Gregg Edelman was born and raised in Chicago, Illinois. A graduate of Northwestern University, he moved to New York City in 1982. He has been seen in six Broadway productions: *City of Angels*, *Anything Goes*, *Cabaret*, *Cats*, *Oliver*, and *Evita*. Edelman has also performed in three national tours, three Off-Broadway productions, and two major motion pictures, most recently Woody Allen's *Crimes and Misdemeanors*.

Judy Blazer has performed as a concert soloist in opera at Carnegie, Avery Fisher, and Alice Tully halls, as well as throughout Italy. She was a vocal soloist in the American Ballet Theatre's production of *Everlast* at the Metropolitan Opera House. In addition to her Off-Broadway and regional theater credits, Blazer has recorded the title role in

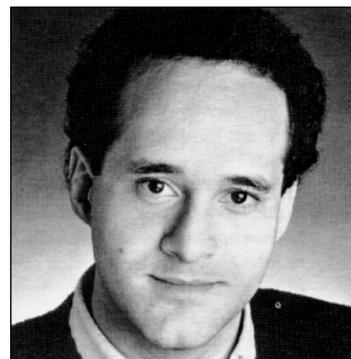


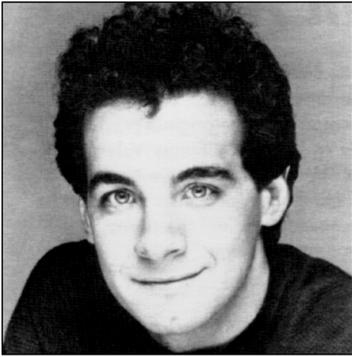
*Naughty Marietta* (Smithsonian), appeared as a guest on "In Performance at the White House" (PBS), and portrayed Ariel for 2½ years on CBS' *As the World Turns*. Most recently, she played Sally in the Broadway production of *Me and My Girl*.



Judy Kaye received the 1988 Tony Award for her performance as Carlotta in *The Phantom of the Opera*. She also received the Theatre World Award and the Los Angeles Drama Critic's Circle Award for her work as Lily Garland in *On the Twentieth Century* on Broadway and on tour. An established concert and recording artist, Kaye has made guest appearances with the London Symphony, and performed in *Orpheus in the Underworld* and *La Bohème* with the Santa Fe Opera. Her recordings include *Kismet*, *What About Love*, Heitor Villa-Lobos' *Magdalena*, and Leonard Bernstein's *Arias and Barcarolles* and *Songs for the Theatre*.

Adam Grupper recently made his Broadway debut as the Baker in the Stephen Sondheim/James Lapine musical *Into the Woods*, and is currently performing in the national tour. Regionally, he has appeared in *While They Slept* with Maureen McGovern and George Rose, and in *Tomfoolery* and *No Way To treat a Lady* at the Florida Studio Theatre. Grupper is a Yale graduate and the 1989 recipient of the National Institute for Music Theatre's Mary Martin Prize.





Jason Graae has appeared in starring roles in *Stardust*, *Snoopy*, and *Do Black Patent Leather Shoes Really Reflect Up?* He recently was a vocal soloist in Twyla Tharp's ballet *Everlast*, with the American Ballet Theatre at the Metropolitan Opera House. Graae has appeared in concert versions of *Babes in Arms* at Avery Fisher Hall and *Sitting Pretty* at Carnegie Hall. His Off-Broadway appearances include leading roles in *Olympus On My Mind*, *Just So*, *Feathertop*, *Promenade*, and *Godspell*.

Donna Kane created the role of Esther in the Broadway production of *Meet Me in St. Louis*. She also starred as Ruby in the New York revival of *Dames at Sea*, receiving the Theatre World Award. Off-Broadway credits include *The Vinegar Tree*, *Johnny Pye and the Foolkiller*, and *Madison Avenue*. She has appeared in

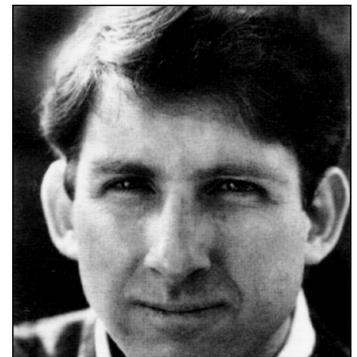


leading roles in numerous regional productions throughout the United States. Kane is a graduate of Mount Holyoke College, where she earned her degree in political science.



JQ and The Bandits (Michael Taranto, Christopher May, David Montgomery, Steven Katz) are known primarily as an a capella doo-wop group whose hundreds of performances have taken them around the world. Discovered on a Greenwich Village street corner, the Bandits have made commercials, jingles, television appearances, and an MTV award-winning video, and have appeared in two feature films. They have performed in a wide variety of venues for diverse audiences, ranging from the White House and London's Berkeley Square Ball for The Duchess of York, to the Super Bowl and Shea Stadium. JQ and The Bandits' debut album is on Bellaphon Records.

Evans Haile produced and conducted the 1989 concert performance of *Babes in Arms* at Avery Fisher Hall. His concert version of Hector Villa-Lobos' theater piece *Magdalena* has been recorded for CBS Records. A graduate of the Juilliard School, Haile was the first conductor awarded a grant from the National Institute for Music Theatre and is an editor of its *Catalog of the American Musical*. He was a co-founder of the award-winning New Amsterdam Theatre Company, and has been active with the opera companies of Washington, Miami, Seattle, Portland, and Santa Fe.




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The New Jersey Symphony Orchestra, founded in 1922, is the largest performing organization in the state, and one of the country's leading orchestras. The NJSO regularly performs over 150 concerts each season, and is heard annually at Carnegie Hall. In addition, it has performed at the Kennedy Center, the United Nations, Avery Fisher Hall, and Philadelphia's Academy of Music, and has been featured in four PBS telecasts and regular radio broadcasts. Under the leadership of director Hugh Wolff, the orchestra has won critical acclaim in the national press.

The Stephen & Mary Birch Foundation, established in 1938, has supported a broad variety of philanthropic undertakings across the nation. Under the stewardship of Patrick and Rose Patek, the Foundation's particularly noteworthy projects include the Stephen Birch Aquarium Museum at the University of California at San Diego, and the construction of the Mary Birch Women's Hospital in San Diego. The Birch Foundation has also significantly supported the Starlight Foundation, an international organization granting wishes to children who are chronically or terminally ill. The Birch Foundation also supports several leading cultural organizations, including the Circle in the Square Theatre, the Whole Theatre, the New Jersey Symphony Orchestra, the Old Globe Theatre, and the San Diego Foundation for the Performing Arts.

# Cast

*in order of appearance*

Valentine LaMar ..... Gregg Edelman  
Billie Smith ..... Judy Blazer  
Gus Fielding ..... Jason Graae  
Dolores Reynolds ..... Donna Kane  
Baby Rose ..... Judy Kaye  
Peter Jackson ..... Adam Grupper  
Quartet ..... JQ and The Bandits

1 Overture (4:35)

2 Where or When (4:22)

*Judy Blazer, Gregg Edelman*

3 Babes in Arms (2:56)

*Company*

4 I Wish I Were in Love Again (4:02)

*Jason Graae, Donna Kane*

5 Way Out West (5:05)

*Judy Kaye, JQ and The Bandits*

6 My Funny Valentine (4:03)

*Judy Blazer*

7 Johnny One-Note (2:12)

*Judy Kaye*

8 Ballet: Johnny One-Note (5:35)

9 Imagine (4:11)

*Judy Kaye, JQ and The Bandits, Jason Graae*

10 All at Once (3:35)

*Gregg Edelman, Judy Blazer*

Peter's Journey

11 Imagine reprise 1 (1:03)

*Adam Grupper, JQ and The Bandits, Jason Graae*

12 Ballet: Peter's Journey (11:25)

13 Imagine reprise 2 (1:04)

*Adam Grupper, JQ and The Bandits*

14 The Lady Is a Tramp (4:20)

*Judy Blazer*

15 You Are So Fair (5:50)

*Jason Graae, Donna Kane*

16 Finale (1:14)

*Company*

Producer: Elizabeth Ostrow  
Engineer: Henk Kooistra  
Assistant engineer: Tom Clark  
Recorded August 7-9, 1989, at the Manhattan Center, New York  
Editing: Henk Kooistra  
Babes in Arms was recorded under license from the Rodgers and Hammerstein Organization  
as agents for the Estate of Richard Rodgers and the Estate of Lorenz Hart.  
Music editor: Larry Moore  
Vocal quartet arrangements: Steven Katz  
Cover design: Bob Defrin

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