

Absolutely Free

The Mothers Of Invention

ORIGINAL RELEASE

Verve V/V6 5013 (LP), June 1967

CURRENT RELEASE

Zappa ZR 3835 (CD), July 2012

This album was recorded at TTG Studios in Los Angeles in November 1966. At that time, the Mothers consisted of Jimmy Carl Black (drums, vocals), Ray Collins (vocals), Roy Estrada (bass, vocals), Jim Fielder (twelve-string guitar), Bunk Gardner (woodwinds), Billy Mundi (drums), Don Preston (keyboards), and FZ (guitar, vocals). Jim Fielder quit the band in February 1967, so his name does not appear in the credits. Jim [Motorhead] Sherwood's name appears in smaller type than the others; he had been promoted from roadie to band member between the time the album was recorded and the time it was released. Other musicians heard on the album are John Balkin (bass), Alvin Dinkin (viola), Don Ellis (trumpet), Jim Getzoff (violin), Armand Kaproff (cello), Johnny Rotella (contrabass clarinet), and Marshall Sosson (violin).

Fourteen of the fifteen tracks are vocal, one instrumental. FZ plays three guitar solos on his Gibson ES-5 Switch-master — in 'Invocation And Ritual Dance Of The Young Pumpkin', 'Why Don't You Do Me Right?', and 'Status Back Baby'.

FZ described the album,

It's rock & roll music, but it's an oratorio . . . What it is is maybe eight songs that are edited together — wham! — like that, like one continuous piece of music . . . a panorama of American life today . . .¹

The budget was significantly lower than that of *Freak Out!*:

FREAK OUT! cost \$20,000 — which was preposterous in that day and age. People were shocked. The average rock 'n' roll album then cost \$8,000, mainly because it was a collection of all your hit singles with a couple of Chuck Berry tunes thrown in on the side. When *FREAK OUT!* was released it didn't sell. The first year it didn't do shit, so the company was very upset and when

it came time to do the second album they spent a grand total of \$11,000. We had one day with 15 minutes per song to do the vocals.²

On the other hand, *Absolutely Free* had a higher promotion budget — \$25,000 — and reached #41 on the album chart.

The cover art is by FZ himself.

I am doing the complete layout on the album cover this time . . . I went out and charged \$130 worth of art supplies to MGM, which gives me like a complete studio up there in this dingy little hotel room that I'm staying in. Yesterday I sat in my chair for thirteen and a half hours. I'm doing the mechanicals, the whole bullshit for putting this thing together. And it's really gonna be a mindwarper.³

The front cover photo, which is also found inside the gatefold, was taken by Alice Ochs. It shows FZ with Gail Sloatman, whom he later married. Spanning the gatefold on the front and back covers is a photo montage of the Mothers. The top row shows Billy Mundi (below the fold), Roy Estrada's head on Bunk Gardner's body, Mundi (in top hat), Jimmy Carl Black, Estrada (tiny), Don Preston (tiny), Jim Fielder, Ray Collins, Preston, Estrada, and Black. The bottom row shows Gardner (looking away from the camera), Collins, Fielder, and Mundi. These photos were taken by Gerry Deiter and Marshall Harmon (both of whose names are misspelled in the credits).

On the back cover, below the photo montage, is 'a picture of a distorted, ugly, American city, hand-drawn in Marvy markers.'⁴ The city is full of cars and advertisements. One of the cars says 'VDNN!' — a sound effect that pops up later in 'The Adventures of Greggery Peccary' (*Studio Tan*). Another car is labeled 'Little Deuce Coupe' (see 'Brown Shoes Don't Make It'). The name 'Ruben' appears beneath a pachuco symbol

that shows up again on the covers of *Cruising With Ruben And The Jets* and *One Size Fits All*. ‘Chicken Delete’ is a play on Chicken Delight, a fast-food chain mentioned again in ‘Disco Boy’ (*Zoot Allures*). MGM Records objected to the use of the World War II slogan ‘War means work for all’ above the American flag. As a compromise, it was printed very faintly.

MGM also demurred at printing the lyrics of the songs. Among other substitutions, they wanted to change ‘I’d like to make her do a nasty on the White House lawn’ to ‘I’d like to make her do the crossword puzzle on the back of *TV Guide*.’ They thought that ‘do a nasty’ referred to defecation.⁵ Instead of the censored lyrics, the album was released with a notice that listeners could send away for the (uncensored) libretto by mail. A simplified libretto was included with the *Old Masters Box One* and the CD. A full-page ad for *Absolutely Free* and ‘Big Leg Emma’ ran in the London underground newspaper *International Times*. In white letters on a predominantly black page, it said:

*we can't afford to print the lyrics . . .
 . . . but we can afford to buy an ad.*
 MGM RECORDS⁶

Inside the gatefold, a photograph by Barry Feinstein shows FZ standing and the other Mothers lying: (back) Don Preston, Roy Estrada; (middle) Bunk Gardner, Ray Collins, Jimmy Carl Black; (front) Billy Mundi. Beneath the CD tray is a photo of FZ wearing Jimmy Carl Black’s high school sweater (later worn by producer Tom Wilson on the cover of *We’re Only In It For The Money*) and holding an electric knife and a jar of peanut butter. Printed in blue ink behind the CD libretto is a photograph of FZ with the electric knife, peanut butter, and a hero sandwich containing an electronic circuit board.

The 2012 CD was remastered from the original 1967 analog master. It lacks the reverb of early CD versions. The two bonus tracks are in mono instead of reprocessed stereo.

1–7. *Absolutely Free* (the oratorio) [19:46]

Each side of the original LP is designed as a single continuous work. FZ referred to them as ‘underground oratorios’. The first oratorio, consisting of ‘Plastic People’, ‘Duke Of

Prunes’, and ‘Call Any Vegetable’, bears the same name as the album. FZ is not known to have performed the oratorio as a whole in concert.

1. Plastic People 3:42

Recorded on November 15, 1966. FZ sings lead, with backing vocals by Ray Collins and falsetto by Roy Estrada. Jimmy Carl Black plays timpani. Bunk Gardner plays alto saxophone and bassoon. Billy Mundi plays drums. Don Preston plays Clavinet and electric piano.

‘Plastic People’ is based on Richard Berry’s ‘Louie Louie’ (as acknowledged in the songwriting credits on *YCDTOSA 1*). The frequent stopping and starting — which is typical of the classical oratorio form — make the relationship less obvious in this studio recording than it was in live performances.

FZ explained,

at the time that song was recorded . . . it was a reference to people who were in a certain social set in Los Angeles . . . But the concept has branched out since then, as the term got into general use . . . [T]he term plastic came to be used for anything that anybody else didn’t like. But the original meaning referred to girls who wore white plastic go-go boots with matching hats and went out with guys who wore powder blue alpaca sweaters and had razor-cut hair-dos.⁷

References to Sunset Boulevard, Pandora’s Box, CIA, and Laurel Canyon all relate to the first youth riots in Los Angeles last year.⁸

FZ performed ‘Plastic People’ in concert in 1966 (as heard on *Mystery Disc*), 1968 (as heard on *Electric Aunt Jemima*), 1969 (as heard on *YCDTOSA 1*), and May 1970. An earlier studio recording was released on *Joe’s Corsage*. The *Absolutely Free* version was included on *Understanding America*.

2–4. The Duke Of Prunes (the suite) [5:07]

Probably recorded on November 16, 1966, under the title ‘Remember’. Ray Collins sings lead, with interjections by FZ and Roy Estrada. Jimmy Carl Black plays timpani. Bunk Gardner plays bassoon, soprano saxophone, and flute. Billy Mundi plays drums. Don Preston plays Clavinet, piano, and electric piano.

On the liner of the LP and in the original

libretto, 'The Duke Of Prunes' is listed as 2a, 'Amnesia Vivace' as 2b, and 'The Duke Regains His Chops' as 2c. No title is given on *Absolutely Free* for the three-part suite, but it appears on *Mothermania* as a single track entitled 'The Duke Of Prunes'.

2. The Duke Of Prunes (the track) 2:13

FZ explained,

*'The Duke of Prunes' is a surrealistic love song. Euphemistic sexual imagery popular in country blues tunes, with which many of you might already be familiar, is transmuted in this particular piece from the basic '— me, suck me, till my eyes roll back, baby' to 'prune me, cheese me, go-kart . . .' or something like that. This song is very strange.'*⁹

Ray Collins recalled,

*Frank had this very beautiful tune called 'And Very True'. And when we went in to record it, being a little crazy at the time . . . I just ad-libbed on the spot. The original lyrics I think were 'Moonbeam through the night', something very loving, although Frank doesn't like love songs . . . So later, after we recorded it, I told Frank, 'Well, you know, I just made up those lyrics as we went along, so if not money' — although I didn't say 'Don't pay me' — 'I should at least get album credit for it.' So he says, 'Well, just tell me what you want to put on the album.' And so a couple days later, I said, 'Well, just put "Prune: Ray Collins."' And he put the 'Side 3' part. That was out of his own mind.'*¹⁰

Brett Clement explains that the

*accompaniment . . . alternates regularly between the F- and G-lydian systems . . . [T]he pedals employed here create a semitonal bass motion F (lydian) to E (dorian) . . . Over this oscillating accompaniment, the theme [G C B D A E B F#] is stated three times, the second and third statements being isomelic variations and/or fragmentary versions of the pitch succession of the initial statement . . . [T]his theme unfolds a T7 cycle . . . that of C lydian. The first three pitches of the theme (G-C-B) are the only pitches that are 'out of order' within the T7 cycle. By inverting the order of C and G, and following C with its leading tone B, the pitch C emerges strongly as a tonic in the melodic zone.'*¹¹

FZ's 'oh no!' is a recurring element on *Absolutely Free*.

*I had an idea of the commercial value of any phrase repeated in that context. In other words, the catch phrase of that album, that's the Suzy Creamcheese of that album.'*¹²

The phrase is heard in 'Duke Of Prunes', 'Soft-Sell Conclusion', 'America Drinks', and 'Uncle Bernie's Farm'.

'Duke Of Prunes' dates from FZ's soundtrack for *Run Home Slow*, where it was performed as an instrumental (as heard on *Mystery Disc*). FZ performed the song in concert in 1968, May 1970 (in a medley with 'Who Needs The Peace Corps?'), September 1972, September 1975 (as heard on *Orchestral Favorites*), and fall 1975. Ray Collins sang lead in 1968; on later tours it was performed as an instrumental. FZ played a guitar solo in 1970 and 1972. The known live performances consisted of just 'Duke of Prunes' proper, without 'Amnesia Vivace' and 'The Duke Regains His Chops'. However, The Grandmothers have recreated the entire suite on stage.

3. Amnesia Vivace 1:01

The middle part of the suite detours from the 'Duke Of Prunes' melody to allude to FZ's two favorite types of music: twentieth-century classical and rhythm & blues. It contains musical quotations from the 'Ritual Of The Ancestors' section of Igor Stravinsky's *The Rite Of Spring* (0:00–0:07), the opening bassoon line of *The Rite Of Spring* (0:16–0:21), and the 'Lullaby' from Stravinsky's *The Firebird* (0:22–1:01). FZ remarked,

*I like the idea of incongruity and putting things together, just because why shouldn't you find out what it would sound like if these two things were played together at the same time? . . . We took that chunky part of THE RITE OF SPRING and superimposed on top of it the 'Berceuse' from FIREBIRD SUITE. By putting those two together, that's an homage to Charles Ives. You know, so you have these things colliding, these things that never belonged together in the first place. If you believe there's rules to writing music that can't be broken, then you're going to be a boring composer.'*¹³

FZ's recitation about the Duke and Duchess of Prunes parodies the song 'Duke of Earl', which was recorded by Gene Chandler in 1961 and went to #1 on both the R&B and pop charts in 1962.

The original libretto contains the following stage direction:

(The dashing Duke is on his way home from a football game when he tries to make it with some cheerleaders who beat him in the face & armpits near the parking lot which leads to amnesia.)¹⁴

4. The Duke Regains His Chops 1:53

The final part of the suite returns to the 'Duke Of Prunes' melody. After Ray Collins refers to The Supremes, the song parodies their 'Baby Love', which reached #1 on both the R&B and pop charts in 1964. The Mothers performed 'Baby Love' itself in concert in 1967 (as heard on 'Tis The Season To Be Jelly) and 1968.

5-7. Call Any Vegetable (the suite) [10:56]

Recorded on November 16, 1966. Bunk Gardner plays soprano saxophone. Billy Mundi plays drums. Don Preston plays Clavinet.

On the liner of the LP and in the original libretto, 'Call Any Vegetable' is listed as 3a,

'Invocation & Ritual Dance Of The Young Pumpkin' as 3b, and 'Soft-Sell Conclusion & Ending Of Side #1' as 3c. No title is given on *Absolutely Free* for the three-part suite, but an edited version appears on *Mothermania* as a single track entitled 'Call Any Vegetable'.

FZ explained,

The best clue to this song might lie in the fact that people who are inactive in a society . . . people who do not live up to their responsibilities . . . are vegetables. I feel that these people . . . even if they are inactive, apathetic or unconcerned at this point . . . can be motivated toward a more useful sort of existence. I believe that if you call any vegetable it will respond to you.¹⁵

According to Lorraine Belcher, the inspiration for 'Call Any Vegetable' came when FZ came home unexpectedly and found his first wife Kay

in the bedroom, just passed out, sound asleep, with a potato that she had carved into a dildo . . . Being Frank, he managed to tape-record her explanation . . . She explained to him that she had tried out all the different vegetables . . . and

Igor Stravinsky

Igor Fyodorovich Stravinsky was born in Oranienbaum, Russia, on June 17, 1882. He studied orchestration with Nikolai Rimsky-Korsakov. He moved to France in 1911 and to the United States in 1939. He died in New York City on April 6, 1971.

The second LP that FZ bought (after *The Complete Works Of Edgard Varèse, Volume 1*) was the Camden recording of Stravinsky's *The Rite Of Spring* performed by 'The World Wide Symphony Orchestra' — actually the San Francisco Symphony, conducted by Pierre Monteux. FZ recalled, 'I had only two albums for about three years, and I used to play 'em to death.'⁴³

Stravinsky's work is conventionally divided into three periods: Russian (1900s–early 1920s), neo-classical (1920s–early 1950s), and serial (1950s–1960s). FZ preferred the works of Stravinsky's Russian period:

The one I like most of all is THE SOLDIER'S TALE, in particular 'The Royal March' . . . it's exactly what I look for in music. Of course, I like the big ballets, THE RITE OF SPRING, PETRUSHKA, FIRE-BIRD, and AGON. I don't like the neo-classical period all that much, or the later serial works (apart from AGON).⁴⁴

Although FZ didn't care for Stravinsky's neo-classical works, he likened his own use of doo-wop conventions on *Cruising With Ruben & The Jets* to Stravinsky's use of classical conventions in this period.

FZ remarked,

I think that if there's anything from the composers I like that's incorporated in my guitar playing, it's Stravinsky's idea of economy of means, because I'll take just a few notes and change the rhythm. If you want to look at it in purely scientific terms, you have a chord that tells you where your harmonic

potatoes were the most harmonious . . . Later, he played the tape for me, living in Studio Z.¹⁶

FZ wrote the song in Hawaii in April 1966. The Beach Boys' song 'Vega-Tables' was written around the same time by Brian Wilson and short-term Mothers Of Invention keyboard player Van Dyke Parks. According to Parks's ex-wife,

*Van Dyke had worked briefly with Frank Zappa — one freak-out was enough for us — and Frank was also writing a song about vegetables. We took Brian to meet Frank. That was a fun moment.*¹⁷

FZ performed 'Call Any Vegetable' in concert in 1969, May 1970, summer/fall 1970 (as heard on *Freaks & Motherfu*#@%*), and 1971 (as heard on *Just Another Band From L.A.* and *Swiss Cheese/Fire!*). It was rehearsed in 1987, but not performed on the 1988 tour. It was sung by Roy Estrada and FZ in 1969, by Ray Collins and FZ on the Mothers reunion tour, and by Flo & Eddie thereafter. Unlike 'Duke of Prunes', the whole suite was performed, including a guitar solo and the

'Caledonia, mahogany, elbows' speech. The Holst quotation was performed in 1969 and 1970, but not 1971. In 1970, the suite began with a musical quotation from Stravinsky's *Agon* (heard out of context on *At The Circus*). 'Champagne Lecture' (on *Playground Psychotics*) is an excerpt from a 1970 performance of 'Call Any Vegetable'.

5. Call Any Vegetable (the track) 2:15

Ray Collins sings lead, with backing vocals and recitation by FZ and yodels by Jimmy Carl Black.

The melody of the 'No one will know' section is based on the intro to Don & Dewey's 'Little Sally Walker' (1959).

6. Invocation And Ritual Dance Of The Young Pumpkin 6:59

A musical quotation (0:08–0:26) from 'Jupiter, Bringer of Jollity' from *The Planets* by Gustav Holst (1874–1934) is followed by a long duet by FZ on guitar and Bunk Gardner on soprano sax. Roy Estrada plays bass (with his fingers) throughout the track; John Balkin plays bass (with a pick) during

Igor Stravinsky [cont.]

climate is — where the event is taking place. The chord is like the establishing shot in a movie — where you see the exterior of the building, or the alley with the garbage cans. It tells you where it's happening. Then the action takes place.

*. . . what's really happening in the solo is this: for each harmonic climate that's presented, there are experiments being conducted, in real time, with different notes and weights and measures of those different notes, versus the climate. And every time you change the position of the note, it has a different impact. That's especially true of bent notes.*⁴⁵

FZ employed musical quotations from Stravinsky in several of his own works. He quoted 'Lullaby' from *The Firebird* (1910) in 'Amnesia Vivace' (*Absolutely Free*). He quoted three dances from *Petrushka* (1911): 'The Shrove-Tide Fair' and 'The Crowds' in 'Status Back Baby' (*Absolutely Free*) and 'Russian Dance' in the 'You Didn't Try To Call Me' medley ('Tis The Season To Be Jelly'). He quoted 'Pas De Quatre' from *Agon* (1957) in the 1970 arrangement of 'Call Any Vegetable' (as heard — out of context — on *At The Circus*).

FZ quoted three dances from *The Rite Of Spring* (1913). Quotations from 'Introduction' are heard in 'Amnesia Vivace', 'Fountain Of Love' (*Cruising With Ruben & The Jets*), 'Trouble Every Day' (*Electric Aunt Jemima*), 'Rollo' (*Quaudiophiliac*), and 'In-A-Gadda-Stravinsky' (*Guitar*). A quotation from 'The Augurs Of Spring' is heard in 'Drowning Witch' (*Ship Arriving Too Late To Save A Drowning Witch*), and one from 'Ritual Of The Ancestors' in 'Amnesia Vivace'.

FZ quoted the 'Royal March' from *The Soldier's Tale* (1918) in 'Soft-Sell Conclusion' (*Absolutely Free*). He incorporated it into the 1988 arrangement of 'Packard Goose' (as heard — out of context — on *Make A Jazz Noise Here*). He also narrated a performance of *The Soldier's Tale* at the Hollywood Bowl on September 6, 1972.

the Holst quotation. Both Jimmy Carl Black and Billy Mundi play drums.

The original libretto describes the action: '(A young pumpkin sacrifices herself dancing crazy and sweats; wiping it on the desk leading to amnesia.)'¹⁸ This stage direction and the track title are reminiscent of *The Rite of Spring* — the sections of which have titles such as 'Evocation Of The Ancestors', 'Ritual Of The Ancestors', and 'Dance Of The Young Girls' — and also allude to FZ's nickname for Gail Sloatman.

7. Soft-Sell Conclusion 1:41

FZ recites the monologue and sings lead. Ray Collins, Roy Estrada, and Jimmy Carl Black sing and talk in the background. Collins plays harmonica.

FZ utilizes a technique associated with composer Charles Ives (1874–1954), playing three melodies against each other (0:48–0:54). Bunk Gardner plays 'God Bless America' on soprano saxophone, FZ (wordlessly) sings 'America the Beautiful', and Roy Estrada plays the 'Marine's Hymn' on bass. Later (1:25–1:31), there is a quotation from the 'Royal March' in Stravinsky's *The Soldier's Tale*.

On the LP, the title is 'Soft-Sell Conclusion & Ending of Side #1'.

8. Big Leg Emma 2:32

Recorded at TTG Studios on March 6, 1967. FZ and Jimmy Carl Black sing. Bunk Gardner plays a soprano saxophone solo. Jim Fielder had left the Mothers by this time.

This song was the B-side of the 'Why Don'tcha Do Me Right?' single. It was not on the *Absolutely Free* LP but was added to the CD as a bonus track. FZ said that the single

*was a straight commercial attempt to just go in with a piece of absolute shit for a market that is based on shit. It was an experiment.*¹⁹

He characterized 'Big Leg Emma' as 'straight-shit jug band'.²⁰ The title is taken from 'Big Leg Emma's', recorded by Champion Jack Dupree in 1955.

FZ performed 'Big Leg Emma' in concert in 1967 (as heard on *'Tis the Season to Be Jelly*), 1968, 1969 (as heard on *The Ark*), May 1970, December 1976 (as heard on *Zappa In New York*), winter 1977, and fall 1977.

9. Why Don'tcha Do Me Right? 2:39

Recorded at TTG on March 6, 1967. FZ sings lead and plays a guitar solo. Don Preston plays electric harpsichord. Bunk Gardner does not play.

FZ described 'Why Don'tcha Do Me Right?' as

*straight shit R&B, with a little humor thrown in. Maybe people were offended by the fact that I did a takeoff on 'Wild Thing,' or 'Sit Down I Think I Love You,' or something like that.*²¹

'Why Don'tcha Do Me Right' was released as a single in April 1967. It was not on the *Absolutely Free* LP but was added to the CD as a bonus track.

FZ is not known to have performed 'Why Don'tcha Do Me Right?' in concert, although the 1988 band rehearsed it. An earlier, pre-Mothers recording was released on *Joe's Xmasge.*, and an even earlier version on *Paul Buff Presents Highlights From The Pal And Original Sound Studio Archives*.

10–15. The MOI American Pageant [18:47]

Side two of the original LP is identified as '#2 In a Series of UNDERGROUND ORATORIOS'. It starts and ends with two versions of the same song, 'America Drinks'. FZ is not known to have performed the oratorio as a whole in concert.

10. America Drinks 1:53

Probably recorded on November 16, 1966, under the title 'No Regret'. FZ counts off. Ray Collins sings lead. Bunk Gardner plays soprano saxophone. John Balkin plays electric bass. Don Preston plays piano.

FZ explained,

On this side of the album there are two versions of this set of lyrics. This version which opens side two is in effect an abstraction (in advance of) the set of lyrics which close side two. The opening lines of 'One, two, buckle my shoe' and 'doopie, doopie' are derived from a tune called 'My Little Red Book'.²²

FZ probably knew this Bacharach/David song from the 1966 cover version by Love.

The song also contains musical quotations from 'Entry of the Gladiators' by Julius Fučík (1:20–1:22) and an unidentified piece associated with silent movie chases (1:22–

1:24, 1:33–1:49). The former is also heard in ‘Greggery Peccary’ (*Studio Tan*), ‘Rhymin’ Man’, ‘Jesus Thinks You’re A Jerk’ (both on *Broadway The Hard Way*), and ‘Lonesome Cowboy Burt’ (*Best Band You Never Heard In Your Life*); the latter in ‘I’m A Beautiful Guy’ (*You Are What You Is*). Meanwhile, Roy Estrada is playing the bassline later heard in ‘Jelly Roll Gum Drop’.

Ray Collins flubs the line ‘soft voice and your sad eyes’, singing ‘sad eyes’ first and then mumbling something. The original libretto (clearly written after recording) has ‘sad eyes and your bran flakes’ — definitely not what Collins sang.

After the lyrics to ‘America Drinks’, the original libretto has the following stage direction:

*(There follows a magnificent orchestral ejaculation during which a few of you might fancy a peanut butter & jelly sandwich . . . THEN:)*²³

Verve wanted to replace ‘ejaculation’ with ‘climax’.²⁴

11. Status Back Baby 2:54

Recorded on November 15, 1966. Ray Collins and FZ sing lead, with backing vocals by Jimmy Carl Black and Roy Estrada. Bunk Gardner plays alto saxophone. FZ plays a guitar solo.

After the second verse, the original libretto has the following stage direction:

(Rockin’ sax solo . . . swingin’ groovy guitar solo with group mumbblings & clean fun . . . orgasmic ensemble statement . . . This whole section is very ZORCH & Solid Jackson . . . THEN: THE

*REST OF THE SONG).*²⁵

The ‘orgasmic ensemble statement’ (1:29–2:07) consists of musical quotations from Stravinsky’s *Petrushka*. In addition to these straightforward melodic quotations, Andre Mount argues that there are other, less obvious borrowings from *Petrushka* elsewhere in ‘Status Back Baby’.²⁶

FZ explained,

*‘Status Back Baby’ is a song about young acne America and their daily trials and tribulations. It is unfortunate that many young Americans really do worry about losing status at their high school. De Molay is a religious youth organisation in the United States. A Pom Pom Girl is a young lady who cuts strips of crepe paper all week long after school to make an object known as a pom pom, which is a puffy ball composed of strips of crepe paper. After she has manufactured her own pom pom, she will go to the football game and jump high in the air with her pom pom in her hand shouting, as she does so, these immortal words: ‘We’ve got a team that’s on the beam, that’s really hep to the jive. Come on, Tigers! Let’s skin ’em alive.’ Or, ‘Push ’em back, push ’em back! We like it, sissboombah!’ Then they drink beer and get pregnant in the back of somebody’s car.*²⁷

This song dates from the Cucamonga era. An earlier version was recorded at Pal Studios circa 1963 with Allison Buff, Paul Buff’s first wife, singing lead (as heard on *Paul Buff presents*). FZ performed ‘Status Back Baby’ in concert in 1967, 1968, 1969 (as heard on *The Ark*), and 1971 (as heard on *Playground Psychotics*).

Jim Fielder

James Thomas Fielder was born in Denton, Texas, on October 4, 1947. He started playing guitar at age seven, string bass ten years later. While attending high school in Anaheim, California, he played in The Bohemians with Tim Buckley. He had switched to electric bass by the time he played with Mastin & Brewer (alongside Billy Mundi) and Buffalo Springfield.

Jim Fielder played twelve-string guitar in the Mothers from circa October 1966 through February 19, 1967. He is heard on *Absolutely Free* and parts of *Mothermania* and *Understanding America*. He left for a second stint with Buffalo Springfield.

[The Mothers] had me playing electric twelve-string guitar . . . It wasn’t what I wanted to do. When the offer came through from the Springfield, I took it because I wanted to play bass.⁴⁶

Fielder was a founding member of Blood, Sweat & Tears. He has also recorded with Tim Buckley, Buffalo Springfield, Al Kooner, and others.

12. Uncle Bernie's Farm 2:10

Recorded on November 16, 1966, under the title 'Send Santa Claus Back To The Rescue Mission'. FZ sings lead, with additional vocals by Jimmy Carl Black, Ray Collins, and Roy Estrada. Bunk Gardner plays tenor saxophone. Don Preston plays Clavinet and electric piano.

FZ explained,

*'Uncle Bernie's Farm' is a song about ugly toys and the people who make them. Implied here is the possibility that the people who buy the ugly toys might be as ugly as the toys themselves.*²⁸

'I'm dreaming' (0:00–0:02, 1:49–1:51) is a quotation from 'White Christmas' by Irving Berlin.

FZ is not known ever to have performed 'Uncle Bernie's Farm' in concert. It has been performed by Pojama People.

13. Son Of Suzy Creamcheese 1:34

Recorded on November 15, 1966. Ray Collins sings lead, with backing vocals by Jimmy Carl Black, Roy Estrada, and FZ. Bunk Gardner plays tenor saxophone. Billy Mundi plays drums.

FZ explained,

*'Son of Suzy Creamcheese' is a stirring saga of a young groupie. Her actions are all motivated by a desire to be 'in' at all times. Hence the drug abuse — blowing her mind on too much Kool-Aid (acid) . . . stealing her boyfriend's stash (a hidden supply of drugs) — and leaving Los Angeles for a protest march in Berkeley.*²⁹

'The heat' was a slang term for the police. The Strip is the mile-and-a-half-long section of Sunset Boulevard between Doheny Drive and Crescent Heights Boulevard in Hollywood. The Whisky à Go Go, the Roxy, and the Trip were all on the Strip. Canter's Delicatessen (419 N. Fairfax Avenue) was

*THE TOP FREAKO WATERING HOLE AND SOCIAL HQ, scene of more blatant Gestapo practices than the peaceful natives care to recollect. . . .*³⁰

Vito Paulekas was the leader of the freaks.

FZ told Frank Kofsky,

'Son of Suzy Creamcheese' took a year to learn how to play. Can you tell why? The time, the

*time — it's fantastic. It's four bars of 4/4, one bar of 8/8, one bar of 9/8 — OK? And then it goes 8/8, 9/8, 8/8, 9/8, 8/8, 9/8, then it goes 8/8, 4/8, 5/8, 6/8, and back into 4/4 again. To get it together now, we just toss it off and it becomes a flop.*³¹

The song is influenced by Richard Berry's 'Louie Louie', though not as obviously as 'Plastic People' is.

FZ is not known ever to have performed 'Son of Suzy Creamcheese' in concert, although The Mothers lip-synched to it on a 1967 television broadcast *From The Bitter End* in New York City. Dweezil Zappa performed it on the 2007 Zappa Plays Zappa tour. Sheet music of 'Son Of Suzy Creamcheese' was published in *The Frank Zappa Songbook*.

14. Brown Shoes Don't Make It 7:29

Recorded on November 18, 1966. The vocals are shared by Ray Collins ('TV dinner by the pool'), Roy Estrada ('Watch your brother grow a beard'), Jimmy Carl Black ('Got another year of school'), and FZ ('We see in the back of the city hall mind'). The line 'What would you do, Daddy?', attributed to Suzy Creamcheese in the libretto, is spoken by Lisa Cohen, daughter of The Mothers' manager Herb Cohen. Bunk Gardner plays tenor saxophone, flute, bassoon, and clarinet. Billy Mundi plays drums. Don Preston plays electric piano, piano, and Clavinet. The Mothers are joined on this song by Don Ellis (trumpet), Johnny Rotella (contrabass clarinet), and a string quartet consisting of Jim Getzoff, Marshall Sosson (violins), Alvin Dinkin (viola), and Armand Kaproff (cello).

Don Preston recalled,

*We had to record the song in eight-bar segments. Mostly because the bass player and the drummer didn't read music at all. And I was not a great sight-reader, although I could read some of it . . . What we had to do was learn that eight bars, and then Zappa would record it about twenty times. And then we'd learn the next eight bars, and then Zappa would record that twenty times.*³²

Martin Herraiz notes that 'Brown Shoes Don't Make It' is

rigorously structured in moment form by way of studio editing. The form is composed of 22

moments, alluding to various musical styles, 'popular' and 'classical', each lasting between 5 and 27 seconds (more than one third of these in the range of 21–24 seconds). The only exception is a strictly dodecaphonic 51-second moment, with chamber music instrumentation and lyrics recited in *Sprechstimme*, in clear reference to the Second Viennese School. The song concludes with two exclusively instrumental moments of the same duration (22 seconds each), but quite contrasting to each other.³³

The music heard behind 'We see in the back . . .' (2:12–3:02) is based on 'Waltz For Guitar', a twelve-tone crab canon FZ wrote on December 22, 1958, the day after his eighteenth birthday. The piece contains eight statements of the prime tone row, with no transpositions, inversions, or retrogrades. Brett Clement notes that numerous adjacent pitches in the row differ by interval class 1, always realized as a major seventh or a minor ninth, never as a minor second. He states that 'This characteristic was likely appropriated from Webern, and will remain of import in Zappa's non-serial chromatic works.'³⁴ The music is in two voices (to be played on a single guitar), and the rhythm of the second voice is the retrograde of the first voice. FZ noted,

*There's actually another version for two guitars, so it's a DOUBLE crab canon. I don't know where it is though. I'd been doing 12-tone music for quite some time before I did this, but it was the first time I'd tried to write something for the guitar. I couldn't play it . . .*³⁵

The 'Jelly Roll Gum Drop' bassline is heard again (3:29–3:39). The 'She's a dirty young mind' section (4:52–5:12) is based on the Beach Boys' 'Little Deuce Coupe' (released as the flipside of 'Surfer Girl' in 1963). FZ wrote that this song's reversal of the typical ii-V chord progression was

*One of the most exciting things that ever happened in the world of 'WHITE-PERSON MUSIC' . . . An important step forward by going backward.*³⁶

In the 'Do it again . . .' section (4:27–4:45), Ray Collins's vocal is out of synch with the instruments on the mono LP, but in synch on the stereo LP and CD.

The 'Smother my daughter' section (5:33–6:04) — labeled 'Corny Swing' in *The*

Frank Zappa Songbook — is based on the chord progression of 'Ja-Da' (written by Bob Carleton in 1918) and/or 'Doxy' (written by Sonny Rollins and recorded by Miles Davis in 1954).

According to the Musicians Union session sheets for *Freak Out!*, a song entitled 'Brown Shoes Don't Make It' was recorded on March 12, 1966. However, that was certainly not this recording and probably not the same song, since the one released on *Absolutely Free* was not written until April 1966:

*The words for 'Brown Shoes' were written in a place called The Surfboard Motel, just off Kalakaua Avenue in Waikiki . . . this depleted little motel. The name of the club that we were working at at that time was called Da Swamp . . . And the motel was right in back of the club. And there wasn't too much in the way of swinging social life over there, so I spent some time with a little typewriter, and cranked off 'Brown Shoes' in an afternoon.*³⁷

Other titles that FZ used for two distinct compositions were 'Canard Du Jour' (see *Sbüt Up 'N Play Yer Guitar* and *FZ:OZ*) and 'Grand Wazoo' (see *Grand Wazoo* and *Lost Episodes*).

FZ explained,

*'Brown Shoes Don't Make It' is a song about the people who run the government, the people who make the laws that keep you from living the kind of life you know you should lead. These unfortunate people manufacture inequitable laws and ordinances, perhaps unaware of the fact that the restrictions they place on the young people in a society are a result of their own hidden sexual frustrations. Dirty old men have no business running your country.*³⁸

FZ performed 'Brown Shoes Don't Make It' in concert in 1968, 1969 (as introduced on *Burnt Weeny Sandwich*), late summer 1973 (as heard on *Road Tapes Venue #2*), and 1979 (as heard on *Tinseltown Rebellion* and *Anyway The Wind Blows*). The *Absolutely Free* version was included on *Understanding America*. Sheet music of 'Brown Shoes Don't Make It' was published in *The Frank Zappa Songbook*. Sheet music of 'Waltz For Guitar' was published in *Guitar Player Presents: Zappa!* (1992).

15. America Drinks & Goes Home 2:48

Probably recorded on November 16, 1966, along with ‘America Drinks’. Ray Collins sings lead. Bunk Gardner plays soprano saxophone. Don Preston plays piano. The crowd noise in the background features The Mothers and other freaks, including Terry Gilliam, later animator with Monty Python and director of *Brazil* (1985), which FZ said was his favorite movie. Jimmy Carl Black starts a fight with Roy Estrada. Bunk Gardner tries to pick up two girls. Herb Cohen rings the cash register.

FZ explained,

‘America Drinks and Goes Home’ is an unobvious parody of adult conduct in neighborhood cocktail lounges in America. The humor is aimed at (1) the type of music your parents like to listen to, (2) the manner in which they like to have it performed (the insincerity of the nightclub crooner in his closing address to the alcoholics at the bar), (3) the manner in which the audience persists in talking above the level of the music while it is being performed — which belies their disrespect for music as an art and for anyone involved in the performance of music.’³⁹

Musically, ‘America Drinks & Goes Home’ is a parody of jazz standards and the ii-V-I chord progression, which FZ characterized as ‘a hateful progression . . . the essence of bad “white-person music.”’⁴⁰

I don’t know whether or not you can really imagine a parody of a set of chord changes, but that’s what’s in it. The chord changes amount to a series of ii-V-I’s rotating around the circle of fifths.

Our parody consists of, instead of going around the circle of fifths like the old folks used to do, we made the ii-V-I’s go in funny directions, where they normally wouldn’t go. It’s a little bit more adventurous chord progression than the normal stock ballad chord progression. The words are just about as putrid as I could make them.

And from there we had to decide on a proper musical performance for this ditty. We chose the medium of the cocktail piano, accompanied by strummed guitar, the way the guitar players used to play it in the bars that I worked in as a youth. The guitar player sits on a stool, wearing a tux coat and a bow tie . . . And he strums the chords in all sorts of bizarre inversions to make it sound really ‘modren’. What he’s actually playing is no better than a cowboy music chord

progression. And the piano player does his best to play more notes per bar than is necessary to make the lyric come through. The drummer plays as tastelessly as possible. All these effects were synthesized into the background of ‘America Drinks And Goes Home’.⁴¹

Don Preston added the intro, which he borrowed from

a corny big band . . . most famous for playing New Year’s Eve. And the intro that I play on that song, they played on every song that they played . . . So I thought it would be perfect for this song.⁴²

Collins acknowledges two song requests, ‘Caravan’ with a drum solo (see ‘You’re Probably Wondering Why I’m Here’, *Freak Out!*) and ‘Bill Bailey, Won’t You Please Come Home’.

FZ performed ‘America Drinks And Goes Home’ in concert in 1967, 1968 (as heard on *Electric Aunt Jemima*), September 1972, and December 1976. Ray Collins sang lead in the 1960s; it was performed as an instrumental in the 1970s. Sheet music of ‘America Drinks And Goes Home’ was published in *The Frank Zappa Songbook*. A later studio recording — arranged by FZ — appears on Jean-Luc Ponty’s *King Kong* album.

NOTES

1. FZ, interviewed by Don Paulsen, New York, December 22, 1966.
2. FZ, interviewed by J.C. Costa, ‘A Mother In The Studio’, *International Musician And Recording World*, February 1979, p. 129.
3. FZ, interviewed by Don Paulsen, New York, December 22, 1966.
4. FZ, interviewed by Don Paulsen, New York, December 22, 1966.
5. FZ, interviewed by Frank Kofsky, ‘Frank Zappa: The Mothers Of Invention’, *Jazz and Pop*, September 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, p. 17.
6. Advertisement, *International Times*, August 31–September 13, 1967, p. 16.
7. FZ, interviewed for *Zweites Deutsches Fernsehen*, Manchester, England, November 27, 1970.
8. FZ, ‘Mothers Of Invention: The Lyrics Are Absolutely Free’, *International Times*, August 31–September 13, 1967, p. 10.
9. FZ, ‘Mothers Of Invention: The Lyrics Are Absolutely Free’, *International Times*,

August 31–September 13, 1967, p. 10.

10. Ray Collins, interviewed by David Porter, August 12, 1989, <http://www.united-mutations.com/c/ray_collins_interview_3o3.htm>.

11. Brett Clement, 2009, *A Study Of The Instrumental Music Of Frank Zappa*, doctoral dissertation, University of Cincinnati, pp. 169f.

12. FZ, interviewed by Frank Kofsky, 'Frank Zappa Interview', *Jazz and Pop*, October 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, p. 29.

13. FZ, interviewed by Philip Coulter, 1992, 'I Am All Day And Night, Part 1', *Inside The Music*, CBC radio, January 17, 2009.

14. FZ, *Absolutely Free: The Complete Libretto*.

15. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 10.

16. Lorraine Belcher Chamberlain, interviewed by Nigey Lennon, WUSB-FM Long Island, April 11, 2010.

17. Durrie Parks, 'Additional Notes From Durrie', September 22, 2000 <<http://troun.tripod.com/durrie.html>>.

18. FZ, *Absolutely Free: The Complete Libretto*.

19. Frank Zappa, interviewed by Frank Kofsky, 'Frank Zappa Interview', *Jazz and Pop*, October 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, page 27.

20. Frank Zappa, interviewed by Frank Kofsky, 'Frank Zappa Interview', *Jazz and Pop*, October 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, page 27.

21. Frank Zappa, interviewed by Frank Kofsky, 'Frank Zappa Interview', *Jazz and Pop*, October 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, page 27.

22. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 11.

23. FZ, *Absolutely Free: The Complete Libretto*.

24. FZ, *Absolutely Free: The Complete Libretto*.

25. FZ, interviewed by Frank Kofsky, 'Frank Zappa: The Mothers Of Invention', *Jazz and Pop*, September 1967, reprinted in *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, p. 17.

26. Andre Mount, 'Bridging The Gap': *Frank Zappa And The Confluence Of Art And Pop*, doctoral dissertation, University of California, Santa Barbara, pp. 140–161.

27. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 11.

28. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 11.

29. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 11.

30. FZ, 'Freak Out Hot Spots!' map, *Freak Out!*, 1966.

31. Frank Zappa, interviewed by Frank Kofsky, 'Frank Zappa Interview', *Jazz and Pop*, September 1967, reprinted in *The Age Of Rock: Sounds Of The American Cultural Revolution*, edied by Jonathan Eisen, 1969, page 260, and *Rock Giants*, edited by Pauline Rivelli and Robert Levin, 1970, page 16.

32. Don Preston, interviewed by Prism Films, 'Zappa & MOI: Don Preston Part 4', <<https://www.youtube.com/watch?v=-zX6s-c7alg>>.

33. Martin Herraiz, *O Estranho Perfeito: a Música Orquestral de Frank Zappa*, master's thesis, Universidade Estadual Paulista, São Paulo, Brazil, p. 70.

34. Brett Clement, 2009, *A Study Of The Instrumental Music Of Frank Zappa*, doctoral dissertation, University of Cincinnati, p. 177.

35. FZ, 'Zappa Music To Make Your Skin Crawl', *Guitar Player Presents: Zappa!*, p. 65.

36. FZ, *The Real Frank Zappa Book*, p. 187.

37. FZ, interviewed by Jim Ladd, 'Sunday Special', KLOS-FM, Los Angeles, December 1, 1974.

38. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 11.

39. FZ, 'Mothers Of Invention: The Lyrics Are Absolutely Free', *International Times*, August 31–September 13, 1967, p. 12.

40. FZ, *The Real Frank Zappa Book*, p. 187.

41. FZ, interviewed on WDET-FM, Detroit, November 13, 1967.

42. Don Preston, interviewed by Prism Films, 'Zappa & MOI: Don Preston Part 4', <<https://www.youtube.com/watch?v=-zX6s-c7alg>>.

43. FZ, interviewed by Phil Buchanan, KSAN-FM, San Francisco, December 26, 1975.

44. FZ, interviewed in *Rock et Folk*, June 1980, re-translated by Andy Murkin, <<https://web.archive.org/web/20110604072928/http://homepage.ntlworld.com/andymurkin/Resources/MusicRes/ZapRes/RockFolk2.html>>.

45. FZ, interviewed by Tim Schneckloth, 'Garni Du Jour, Lizard King Poetry And Slime', *down beat*, May 18, 1978, p. 44.

46. Jim Fielder, quoted by John Einarson and Richie Furay, *For What It's Worth: The Story Of Buffalo Springfield*, pp. 165f.