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This year marks the 40th anniversary of the scathing ballad "Masters of War," which first appeared on "The Freewheelin' Bob Dylan."

The song's roll call included:

"You that build all the guns/You that build the death planes...

You that build the big bombs/You that hide behind walls

You that hide behind desks/I just want you to know,

I can see through your masks."

The Bob Dylan-Larry Charles film "Masked and Anonymous" spins off elements of Dylan tunes such as "Masters of War," "Desolation Row" and "Jokerman." In the movie, Dylan plays musician Jack Fate, who is sprung out of jail to play a benefit concert in a fictional America that has been rendered desolate by a civil war. The film's setting is that of a frenzied 1960s Moroccan flea market, with Fate, his Don King-inspired manager Uncle Sweetheart (John Goodman), musician Bobby Cupid (Luke Wilson) and others running in and out of the shadows like a pack of wild dogs.

"Masked and Anonymous" recalls the medicine-show atmosphere of Dylan's 1976 "Rolling Thunder Revue," where players wore white-faced makeup, masks and hats. For "Masked and Anonymous," Dylan collaborated with Emmy Award-winning writer and producer Charles ("Seinfeld," "Mad About You") in a piece of art that embraces the cut 'n' paste aesthetic of a Dylan composition.

The film also features Angela Bassett, Penelope Cruz, Jeff Bridges, Cheech Marin, Mickey Rourke and Jessica Lange, who of course lives with Sam Shepard.

Looking for more connections? Shepard and Dylan wrote "Brownsville Girl" from Dylan's "Knocked Out Loaded" (1986) album. Dylan and Shepard also wrote the detached, wandering film "Renaldo and Clara" (1978).

Early last year, Dylan approached Charles in the guise of "Rene Fontaine," the film's "screenwriter."

"Rene Fontaine Dylan has this box of scrap paper," Charles recalls during a recent promotional stop in Chicago. "He says to Sergei Petrov, a.k.a. Charles, 'I don't know what to do with this stuff.' And Sergei starts to collage and juxtapose things; take

this and put this with that. He was amazed that I ... er, Sergei ... was able to make a coherent picture of all these disparate ideas. Sometimes it was just a name. Or sometimes it was just a word. A quote. A line of dialogue."

All written by Dylan ... er, Rene.

Dylan found a perfect foil in Charles, who is making his feature film directorial debut with "Masked and Anonymous."

On this day, Charles, 46, is wandering around the lobby of a fancy Near North Side hotel, wearing Converse high-tops, a jester's top hat and a gypsy's beard. He looks like he never got off the Rolling Thunder Revue.

Charles grew up in the Coney Island neighborhood of Brooklyn, N.Y., where many residents are masked and anonymous. "Coney Island was a colorful, yet bleak place," Charles recalls. "During winters, snow would be drifting along the boardwalk. There were a lot of strange characters with strange raps. It was 'Desolation Row,' these rides going around with no one on them. Woody Guthrie lived in Seagate at the end of Coney Island and which served as the catalyst for the Billy Bragg-Wilco 'Mermaid Avenue' collaboration.

"People in Brooklyn are natural storytellers. They are all alive with ideas and thoughts. As a kid, I was surrounded by this Felliniesque atmosphere."

Charles' father Irving, a frustrated actor and comedian, attended drama school on the G.I. Bill and his teacher was the actor Jason Robards. "My dad always knew people behind the scenes, like the stage manager for 'The Ed Sullivan Show,' Charles says. "Or the lighting guy at the Kraft Music Hall. Or Jason would be in town doing a play. He'd take me backstage. That planted a lot of thoughts in my mind I'd use later on."

Dylan has always been an "icon" to Charles, although they never met until this project.

"He was looking to do something, but many people didn't have a rapport with him," he says. "I was asked if I'd be interested in meeting him. At least I could tell my friends I met Bob Dylan. But when we met, there was rapport and chemistry. We started talking and flying together like two jazz musicians. It was exhilarating for both of us. We found ourselves working very naturally, very intuitively.

"The key thing to remember about anything that Bob Dylan is involved with is that Bob Dylan is the auteur. He has a very fluid sense of language, words and ideas. He doesn't impose any intentionality on them, any deliberate point of view. He allows that to emerge organically out of the ooze of the raw material itself. If that answers your question."

It's quite a task to capture Bob Dylan, a compelling figure, on film.

He is a small guy. When he wears big cowboy hats and Western outfits, he resembles Grand Ole Opry star Little Jimmy Dickens. Sometimes he steps lightly on his tiptoes, as if he is walking away from a well kept secret. "In one sense Bob is total modern primitive in the best sense of the words," Charles says. "Yet there is a rawness and honesty to his visage. He's almost like a silent screen star. His face says so much. He's a natural actor. He's always wearing masks and playing parts in his songs.

"I'm a big fan of late Italian film director-novelist Pier Paolo Pasolini and German director Werner Herzog, who use non-actors in large roles. I thought if I could juxtapose that reality and documentary quality with this poetic and dense language, I'd have something interesting. I tried to encourage Bob to just be present in the scenes, and he was able to do that. Dylan's character is like 'If you want to know who I am, it's all there for you.' You just have to figure it out."

At the end, Jack Fate concludes in regal tones: "I was always a singer, maybe no more than that. Sometimes it's not enough to know the meaning of things. Sometimes when you have to know what things don't mean as well..."

Besides Fate, one of the movie's more compelling characters is animal wrangler (Val Kilmer) who believes "a crack in the sidewalk is more beautiful than any human being." The deranged handler says humans live in fear because they know they are going to die. Animals live in the moment, because they don't comprehend that fear.

"Yes! Yes!" Charles says. "Being born is kind of like a curse, as Bob says. Val brought that to life. I shot it with multiple cameras. I'd throw stuff at him and let him improvise while still doing the text."

Another interesting, albeit brief appearance comes from Ed Harris, who appears in blackface. The Harris character (Oscar Vogel) was one of the first elements Dylan brought to the film. "Bob said that when he was a kid in Minnesota, minstrel shows still came through his town," Charles says. "That stuck with me. I was drawing on who you really are underneath that mask. One of the movie's themes was the idea of the old order and the new order, and the racial divide that has always existed."

Dylan's new gutbucket version of "Dixie" emerged from this segment of the film. It was written by Daniel Decatur Emmett, who during the mid-1800s, performed in traveling circuses as a minstrel.

Charles and Dylan thought long and hard about how music would be used. Dylan's road band appears in the film as Jack Fate's group. The band, of course, is called Simple Twist of Fate. "First, we talked about how to shoot the music," Charles says. "Bob felt he has never been portrayed properly musically on television or film.

"We talked about what he liked when music was done on TV or film. We got some tapes of the Grand Ole Opry show with Hank Williams. It was just a wide angle with the whole band, directly into the camera, directly to the whole audience. We got some old Johnny Cash shows, and it was the same way. Not all this cutting and swooping. Here were these iconic images connecting with you and the studio audience. Dylan never does the same thing twice, so I had to get it all in one take.

"Then he had six songs he chose at the beginning. But in typical Bob fashion, those songs continued to evolve. They were a different six songs by the time we actually filmed them. But shooting digitally, I kept the camera rolling the whole time. So for the days we shot the music, he would do songs in between songs he was doing for the movie. There was old rhythm and blues, his songs and standards."

The "Masked and Anonymous" soundtrack features 14 songs, four done by Dylan. Besides "Dixie," his contributions consist of a lighter, new version of "Cold Irons Bound," a new roadhouse version of "Down in the Flood" and "Diamond Joe," along with Jerry Garcia's tender "Senor (Tales of Yankee Power)," Los Lobos' "On a Night Like This," and best of all, Articolo 31's "Come Una Pietra Scalfiata" ("Like a Rolling Stone").

A limited-edition digi-pak version of "Masked and Anonymous" offers a second disc, "Bob Dylan: The Reissue Series Sampler" featuring seven newly remastered tracks from the upcoming hybrid Super Audio CD reissue series. Besides "Tangled Up in Blue" and "Stuck Inside of Mobile With the Memphis Blues Again," there's a previously unreleased live version of "All I Really Want To Do" from Dylan's 1964 Philharmonic Hall Concert.

Wait. There's more.

The first cut of "Masked and Anonymous" ran three hours. The running time of the theatrical release is 107 minutes. But Charles plans to release multiple versions of "Masked and Anonymous" on DVD.

"Like with Bob's music, there's so many great bootlegs, and they're all valid versions of these songs, but there's no definitive version," Charles says. "I wanted the movie to be like that as well. I wanted an official version, but there will be other versions that will give you insights, fill in the blanks and add new holes at the same time."

Dylanphiles surely will spend lots of time with the DVD director's cut, checking out scenes where a television schedule board includes shows like "Empire Burlesque" (the name of Dylan's 1985 album with members of Tom Petty's Heartbreakers). Charles explains, "The concept of the finished product is kind of an illusion so I wanted to play with that, too."

"Masked and Anonymous" was shot in 20 days on digital video during early summer 2002 in Los Angeles. "I tried to use television techniques, in some degree, in shooting this, because 'Seinfeld' and his HBO series 'Curb Your Enthusiasm' are shot very quickly," Charles says. "There's very little fat and very little waste. I thought it would be self-indulgent to make this into a big-budget movie."

Charles came up with the film's provocative visual motif, which he calls a "mythological Third World America." The country's leader is dying in a presidential palace, which is actually the century-old Casa del Mexicano in East Los Angeles. "When we began this project, I started collecting photographs, mostly from newspapers," he says. "They were pictures of revolutionaries, counter-revolutionaries and insurgents from Third World countries. That gave me a sense of this chaos I wanted to portray."

Speaking of chaos, "Masked and Anonymous" has struck a nerve with film critics, who have been nearly unanimous in their negative attacks.

Charles shrugs his shoulders and says, "I'm at a stage in my life where I'm not intimidated by these things. I have failed and survived. I knew I was on a very interesting journey here and I wanted to make the most of it. I'm a serious, disciplined worker. I knew I could pull it off. It was a life-changing event. There will be a line in my life now, from before I made the movie to after I made the movie.

"The outlook on my own art has changed tremendously. What I learned from Bob is a number of things, but the two that come to mind immediately is that he is a completely instinctive artist who does not question that voice inside his head. Sometimes it synchs up with the audience and sometimes it doesn't. And that's OK.

"I've gone through that. But I didn't have the confidence to realize that when it didn't synch up, that's OK. That's part of the process. Now it gives me confidence to take further risks.

"The other thing is that when Rene Dylan and Sergei Charles were writing, Rene suggested a line for the script, and Sergei said, 'You know, Rene, even in this script, no one is going to understand that line. And Rene said, 'What's so bad about being misunderstood?' And then I realized Bob is at that point where he's willing to risk misunderstanding to reach a deeper level of understanding.

"He's always pushing that barrier."