



Pete Calpepper (Keith Carradine), left, gives Sonny Stanton (Noam Jenkins) something to think about in Leonard Farlinger's new film, *All Hat*.

Duster with a modern twang

After talking to all of the principals, **JAMES ADAMS** wonders if the yet-to-be-released *All Hat* might one day be that Canadian cinematic rarity: a success at the box office

A *All Hat* is, in many respects, your classic Canadian movie. It was shot in just 27 days in Southern Ontario late last fall. It co-stars an American actor (Keith Carradine) and cost about \$5.5-million to make (low by Hollywood standards, decent by Carradine), with just over half of those dollars courtesy of Telefilm Canada.

Like any Toronto filmmaker, director Leonard Farlinger is keen to

have its world premiere at the city's fabled international film festival. At the same time, he and producer Jennifer Jonas — who's also his life partner and the mother of their two kids — fret about *All Hat*'s prospects in the theatres of the nation, hoping against reason it will be that great Canadian cinematic rarity: a box-office success.

"I mean, it's not an art film," the 44-year-old Farlinger said with a laugh recently while taking a break from editing *All Hat* in downtown

Toronto. "It's a film you can like, a film you can really enjoy." Heck, it's got horses — lots of horses, in fact, because it's a contemporary western, set in and around the horse-racing and horse-breeding universe of the Fort Erie Racetrack and Slots near the Ontario-New York border.

All Hat also will be released with a soundtrack by Grammy-winning guitarist-composer Bill Frisell.

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A horse story with local colour

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Which is sort of a big deal because, while Frisell, 55, has made dozens of recordings in the last 25 years, creating an oeuvre both retro and spacey, he hasn't worked on many soundtracks. And when he has, "it'd be to add something on, or fix it up," as he explained recently from a studio near his home in Seattle. "Here, I've got to be part of the whole process, from the ground up. Before, it'd be, 'The film's already done,' and it seemed like I'd be showing up just a few days before the film came out in theatres."

All Hat — the title comes from the cowpoke put-down, "Dude's all hat, no cattle" — got its start as Brad Smith's second novel in 2003. And, amazingly enough, it's Smith, whose home is a two-acre spread near Dunnville, Ont., west of Fort Erie, who wrote the screenplay. Usually, writers aren't invited to turn their novels into movies, and they aren't always welcome visitors to the actual shoot. But Smith, a carpenter and car restorer by day, figures he was on-set for at least 65 per cent of the filming. Jonas and Farlinger acquiesced, in part because "one of Brad's great strengths is to create a universe that's authentic. It would have been stupid not to draw on that knowledge."

"Yeah," agreed Smith, 49. "Len really picked my brain a lot."

Refreshingly, the story in *All Hat* the movie hews pretty close to that of *All Hat* the book. It's about Ray Dokes (Luke Kirby), a 39-year-old ex-jailbird who's just served two years for having severely beaten Sonny Stanton (Noam Jenkins), the feckless, conniving son of a wealthy thoroughbred breeder and owner from the Niagara peninsula.

Dokes seems determined to stay out of trouble and is taken under the wing of Pete Culpepper (Carradine), a crusty cowpoke and horse trainer from Texas who's falling ever

deeper into debt as he tries to find the winning pony that will make that debt disappear.

But then Stanton sets his sights on taking over the farm owned by Dokes's former lover, the stubborn, beautiful Etta (Lisa Ray of *Water* fame). Meanwhile, a \$10-million stallion named Jumping Jack Flash goes missing from Stanton Stables, and when it inadvertently comes into Dokes's possession, the ex-con hatches a racetrack sting. If successful, it will set many things a-right, and if not, it will put him behind bars again.

Smith, who confesses "I was into horse-racing well before I became a writer," says he's pleased with the way the movie has turned out, at least so far. "It's never going to look or sound the same as it is in your head," he says. "Hell, [the movie] could even be better than what's in your head or on the page. But it's not the same." Still, before he submitted the script, he told Farlinger, who also served as the movie's story editor, "I won't change the characters and I won't change the story — let's get that straight."

Hiring Frisell, however, was entirely Farlinger's decision. "How'd I get him? Well, I looked at the back cover of one of his records and followed the distribution company's name back to the producer [Lee Townsend]. It was as exotic as that!" he said with a laugh.

Initially Farlinger, a self-described Frisell fan of long standing, thought he'd go with a series of songs from various artists, not least because the last film he'd produced with Jonas, 2006's gritty, ultra-urban *Monkey Warfare*, had "a strong song soundtrack," with works by Leonard Cohen, Outrageous Cherry and Ultimate Spinach, among others. But then, Farlinger continued, "all the movies that were, like, references for *All Hat* — *Hud* and *Unforgiven* and *Shane* — none of them have songs." Soon he was



Farlinger got the horses to race on queue and shot the entire feature in just 27 days last fall.

thinking Frisell's slinky twang, "that Americana sound," would be "so ridiculously right-on."

To seduce the guitarist into participating, Farlinger sent him a rough cut of the movie with excerpts from some of Frisell's more overtly country-flavoured recordings — 1997's *Nashville*, *The Willies* from 2002 and 1999's *Good Dog, Happy Man* — edited into key scenes. The gambit worked: By late November, Frisell said, he was watching the movie in earnest, "letting it sink in — because it's hard for me to write on command: 'Now do a sad song.' And every day I'd write these little melodies."

Just before Christmas, Farlinger travelled to Seattle and for five days watched Frisell, either solo or with his band, tape music for at least 15 scenes. Another round of scoring and recording is due for later this month. "For me, it's just been awesome," Frisell said, "the way everybody's been collaborating, creating this integrated environment."

At first, not everyone shared Farlinger's enthusiasm for Frisell. But this was more a result of unfamiliarity than prejudice. When Farlinger informed Smith, "I think we got Bill Frisell," Smith paused, then asked: "Is he related to Lefty Frizzell?" Replied Farlinger: "Who's Lefty Frizzell?" *

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It rained a lot during the filming of *All Hat*, and when it wasn't raining, it snowed occasionally. And when it wasn't raining or snowing, there was milky sunshine. But aside from the inclement weather, the biggest difficulty for Farlinger and his crew was choreographing the horse races in the film "so that they tell the story," especially the climactic race at the Fort Erie track. "You need take after take to get that," Farlinger said. "You have to really, really break the race down into tiny pieces and then put it altogether. It was a unique challenge."

A total of almost 40 horses were

used at Fort Erie, with three sets of eight thoroughbreds running three races a day for five days before the cameras, while the remaining mixed-blood quarter-horses were used for specialty shots. "Thoroughbreds are quite high-strung," Farlinger explained. "They're bred to run their asses off, not stand around waiting for the camera to roll." Which is why for close-ups of jumping Jack Flash and scenes in which Flash is ancillary to the interaction between the characters, Farlinger used a cross-breed named Bo.

"He was a great horse for the first while," a chuckling Farlinger recalled. "But eventually he got sick of show business... and kinda cantankerous. I mean, it's not like we were doing *Sambiscuit*; it's a character-driven movie where the story is kind of fuelled by working-class dignity."

To be sure, there's not that much talk in the movie. "Cowboys aren't big on dialogue," noted Farlinger. In

the novel, Ray Dokes usually utters no more than one five- to 10-word sentence at a time, leavened occasionally with a three-sentence volley. This conceit works well on the page because Smith buttresses and amplifies the verbal constipation with vivid descriptions of body language, clothing, environments and the like.

It posed a challenge to the filmmakers, however, since the camera can convey in seconds what a novelist does with a multitude of paragraphs or even pages.

"You always think of scripts as dialogue, but they're not," observed Farlinger, whose previous (and first) directing credit was 2000's *The Perfect Son*, starring Colm Feore. "They're so much more about mood and imagery... That's been a lesson for me: Tell it with visuals. I mean, it's something I knew, but this project's really brought that home."

One facet of the film that Farlinger expects will surprise viewers, and pleasantly so, is the performance of Lisa Ray. The 26-year-old daughter of an Indian father and Polish mother, Ray — a model before she started to act — was named one of the 10 most beautiful Indian women of the millennium by *The Daily Times of India*. Not, in other words, the most likely person to cast as Etta. *All Hat*'s feisty, hay-baling, manure-shovelling Ontario farm gal. Still, she wanted the part and spent four hours talking with Farlinger and Jennifer Jonas to get it.

Farlinger found Ray eminently likable and visually arresting, but as he stared at her image on an editing console at *All Hat*'s post-production studio, "I wasn't entirely sure about her as Etta. I wondered, 'Are we going to be able to get past the Indian thing?'" Now he thinks it's worked out fine. "She sorta ends up being like Natalie Wood in one of those old western movies."

In short, there's as much cattle to Lisa Ray as the baseball cap she wears in *All Hat*.

* Texas-born W. O. Rville (Lefty) Frizzell was a major country-and-western star in the fifties and sixties. His hits include *Saginaw*, *Michigan*, *Long Black Veil* and *If You've Got the Money, Honey, I've Got the Time*.