

# TCM THE PLOT THICKENS

## EPISODE THREE: CYBILL

**BEN MANKIEWICZ:** So the magazine cover I'm looking at right now is 50 years old. It's the April, 1970 issue of *Glamour Magazine*. I don't spend much time reading *Glamour*...from any year... but this one has Cybill Shepherd on the cover. There's a quality to Shepherd, even at 19, that cuts through the golden blonde hair and the upturned nose. She looks as if she just overheard you saying something incredibly inappropriate at a party -- she's smiling, sort of daring you to say it again.

That cover caught the attention of Peter Bogdanovich and his wife Polly Platt. They saw the magazine standing in a checkout line. It led to an audition, which took Cybill Shepherd out of Memphis and into Hollywood stardom.

[THEME MUSIC]

And it did more than that -- it caused Peter Bogdanovich both ecstasy and agony in equal measure.

**CYBILL SHEPHERD:** Who is it?

**BEN MANKIEWICZ:** Hello, its uh Ben Mankiewicz for--

**CYBILL SHEPHERD:** Cool!

**BEN MANKIEWICZ:** Now, 50 years later, Cybill Shepherd still has that way of looking at you. It strikes me, as she walks down a flight of stairs to the living room of her Sherman Oaks home, how recognizable she still is.

**CYBILL SHEPHERD:** How are you doing?

**BEN MANKIEWICZ:** I fell hard for Cybill the first time I saw her TV series *Moonlighting*, in 1985. I was 18.

**MOONLIGHTINGCLIP:** Let's just forget this whole detective business. You can just take me home.

**BEN MANKIEWICZ:** She played Maddie Hayes, a former model who finds herself running a detective agency.

**MOONLIGHTINGCLIP:** What's the point if you won't even let me try?

**BEN MANKIEWICZ:** My movie star crushes before then were more age appropriate. But Cybill was a fully formed, bad ass woman.

**MOONLIGHTINGCLIP:** There has to be an easier way, we talked to newspaper people, the police, the DA's office and none of them have ever heard of Michael Rye, much less know who he is.

**BEN MANKIEWICZ:** Smart, funny, sexy, and maybe just a little mean.

**MOONLIGHTINGCLIP:** What are we doing here? This is a bar where a lot of nefarious types go to get wrecked. Oh, is this your regular hang out?

**BEN MANKIEWICZ:** But before Cybill Shepherd was Maddie Hayes, she was Jacy Farrow. Jacy, the teenage ingenue of Peter Bogdanovich's second film, his best film, *The Last Picture Show*.

**CYBILL SHEPHERD:** I was on the cover of *Glamour* and a 101 pictures inside and that made my career. He saw one of those. And said that's Jaycee.

**BEN MANKIEWICZ:** And changed your life?

**CYBILL SHEPHERD:** Absolutely.

[THEME MUSIC]

**BEN MANKIEWICZ:** I'm Ben Mankiewicz and this is The Plot Thickens, a new podcast from Turner Classic Movies. This is episode three: Cybill.

I asked Peter where he got the idea for *The Last Picture Show*. It was another random moment in a store. This time Peter is shopping for toothpaste.

**PETER BOGDANOVICH:** And, um, I saw that paperback in the drug store and it said, *The Last Picture Show*. I picked it up and I thought, that sounds like a movie I ought to direct. And I look at the back and it says, teenagers in Texas. I said, "I don't give a shit about teenagers in Texas." Put it back.

**BEN MANKIEWICZ:** A few weeks later, a friend of Peter's, actor Sal Mineo, famous for *Rebel Without a Cause*, brought the same book over to Peter's house.

**PETER BOGDANOVICH:** He says, "I always wanted to play the lead in this but I'm too old now. Maybe you might be interested in making it. It's a good book." Then I said, "oh, okay." I put it aside.

**BEN MANKIEWICZ:** And for a while, Peter forgot about *The Last Picture Show*. Then a producer showed up with a cop and told him he should make a movie out of it.

**PETER BOGDANOVICH:** Uh, finally I said, "Polly, will you read this fucking thing and see what you think?" So she reads it and she says, "Well," she said, "it's a very good book but I don't know how you make it as a picture." That was the key line 'cause I always liked the idea of how do you do it? It always inspired me to think how do you do it? I was of the opinion that anything could be made into a picture.

**BEN MANKIEWICZ:** The novel *The Last Picture Show* was written by Larry McMurtry, a Pulitzer prize winner. *Picture Show* is a coming of age novel, a melancholy story about teenagers in small town Texas.

**THE LAST PICTURE SHOW CLIP:** Thought you might want to go to the picture show. Yeah, might as well go.

**BEN MANKIEWICZ:** Duane Jackson and Sonny Crawford are the two main characters, played in Peter's movie by a young Jeff Bridges and Timothy Bottoms. They're friends, but they fight over the most beautiful girl in town. That's Jacy, Cybill's character.

**THE LAST PICTURE SHOW CLIP:** I want us to get married. What? I really do. Get married? Just as soon as you want to.

**BEN MANKIEWICZ:** Since *Picture Show*, Jeff Bridges has become an Oscar Winner. One of the finest actors of his generation. Perhaps even bigger than his Academy Award for *Crazy Heart* is his status as A-list stoner icon for his performance in *The Big Lebowski*. But before all of that was *The Last Picture Show*, his first major role.

**THE LAST PICTURE SHOW CLIP:** I don't have a goddamn thing to stay for.

**BEN MANKIEWICZ:** Ben Johnson plays a character named Sam the Lion.

**THE LAST PICTURE SHOW CLIP:** First time I watered a horse from this tank was more than forty years ago.

**BEN MANKIEWICZ:** He's a wise old cowboy, a father figure. Johnson had been a real-life cowboy, a rodeo champ and stuntman. John Ford had cast him in his Westerns in small parts. Not too many lines. When Peter was working on a book about Ford, he went to the set of one of those westerns and met Ben Johnson.

**PETER BOGDANOVICH:** And I liked him. And I thought he'd be perfect. Just grey him up a little bit 'cause he was too young. So I sent him the script and offered it to him. And he called me back, he said, no I can't do it Pete Why? Too many words. Too many words Pete. Oh Ben, you'd be wonderful in this. Nope, nope, can't do it. So I called Ford and I said, I've got this really great part for old Ben, but he says there's too many words. Oh, he always says that. When we were doing *Yellow Ribbon* he came on the set, he told it at the script girl, any words for me today? And she'd say, yes, he'd sulk. And if you said, no you just have to ride the horse, he'd be happy. Where is old Ben? He's in Tucson, Well, give me his number I'll call him. Would you? Yeah, I'll call him for you. 15 minutes later he calls me back. He'll do it. Yeah?

**BEN MANKIEWICZ:** Turns out Johnson still wasn't convinced. But he did go see Peter with the script in hand. He still had the same complaint.

**PETER BOGDANOVICH:** Oh Pete, there's too many God damn words. And he went on and on and on. And finally he, finally he closes it, he slams the script closed and he goes, oh alright, I'll do the God damn thing. And what, what promoted that moment was when I said, Ben, you in this part could win an Oscar. And he said, why do you say that? I said, 'cause I think it's true. Alright, I'll do the God damn thing. That's how it went. And he won the fucking Oscar. I didn't think he would but I thought he might.

**BEN MANKIEWICZ:** Along with assembling his cast, Peter also hand-picked his crew, the people who would help him create the look and feel of his first big movie. He hired Frank Marshall again, that college kid he'd met at a party in L.A., the one who helped him on that first low budget movie, *Targets*.

**FRANK MARSHALL:** I was working in a restaurant in Aspen and in the Marina and then I sort of took the sleeping bag tour of Europe. I got a letter there. American Express from my dad said, that guy Boggsanovich called again. You need to call him and about five days later I flew right home and it was different because he was now working for a real production company, which was BBS productions and I had to go meet the producer Harold Schneider.

**BEN MANKIEWICZ:** The movie business was still so new to Frank. When Schneider asked him how much money he wanted, he had no idea how to answer.

**FRANK MARSHALL:** I didn't even know what per diem meant back then. So, I like one hundred fifty dollars a week he said I'll give you one hundred and forty, I said done. So, two days later I had shaved, I'd gotten a butch haircut because, I didn't really have long hair, but I knew I was going to Wichita Falls, Texas. So, I cut my hair and I went down and I started working as location manager.

**BEN MANKIEWICZ:** Peter's wife Polly was the costume and set designer. She made sure the movie had visuals telling you right away this was the 1950s. After the movie came out, Hollywood took notice of that style, so really, *Picture Show* launched Polly's career, too.

Together Frank and Polly scouted locations, deciding where to shoot each scene.

**FRANK MARSHALL:** I did learn my first lesson of location scouting. I took Peter to see something he fell in love with and then I couldn't get it. So, I learned, make sure you can get the place before you show it to the director.

**BEN MANKIEWICZ:** Along the way, Peter made one of the boldest decisions of his film making career, he chose to shoot *The Last Picture Show* in black and white. But he didn't come to this decision on his own. He got advice from one of his heroes.

After the break, Peter meets Orson Welles.

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**BEN MANKIEWICZ:** Shortly after the release of Peter's first movie, *Targets*, he got a call from Orson Welles. Welles was in his 50s then, but to young filmmakers like Peter, Orson Welles was already a legend. He was the director who broke all the rules with *Citizen Kane*, he was the Broadway phenomenon who appeared on the cover of *Time Magazine* at the age of 23, and he was the radio producer who caused mass panic with his 1938 broadcast of *War of the Worlds*.

**WAR OF THE WORLDS CLIP:** Wait a minute, something's happening, a shape is rising out of the pit [man screams]

**BEN MANKIEWICZ:** By the late 60's, Welles wasn't directing much, but he was still doing a little acting to make money. Orson had read the monograph Peter had written about him for the Museum of Modern Art seven years earlier. Finally, Orson Welles wanted to meet Peter Bogdanovich.

Orson was staying at the Beverly Hills Hotel and invited Peter to lunch at the hotel's Polo Lounge. It's the kind of place where Hollywood takes notice of who is lunching with whom. Part of the fun is afterwards, you get to drop a few names. I've been there twice. Both times with my dad and Warren Beatty. See, you can't help it. Anyway, everyone would have noticed Orson.

**PETER BOGDANOVICH:** I brought him a copy of, the John Ford book I had done. And after lunch he said, isn't it too bad you're a big director now and you can't do a little book like this about me. I said, no I'd love to do, I'd love to a book, uh, an interview book. He said, good, let's do it.

**PETER BOGDANOVICH ARCHIVAL TAPE:** This is Peter Bogdanovich. I first met Orson Welles toward the end of 1968 and not long after we met in late January of 1969 we began taping our conversations for a book about his career that he hoped would set the record straight.

**BEN MANKIEWICZ:** For the next few years they met often for these interviews. Peter recorded all of them on an old tape recorder.

**PETER BOGDANOVICH:** Believing in omens, you started shooting *Citizen Kane* a year after the day I was born.

**ORSON WELLES:** Oh shut up. That's not the day you were born.

**PETER BOGDANOVICH:** People get. You said people get better as they get older. So don't.

**ORSON WELLES:** As they get older, not as they ripen.

**BEN MANKIEWICZ:** Peter was 29 when he started these interviews with Orson, who was 53. To call Orson Peter's mentor seems insufficient. I think in some ways Orson reminded Peter of his dad. Like Borislav Bogdanovich, Orson was an artist. And just like Borislav, Orson had sophisticated taste.

**PETER BOGDANOVICH:** He knew about everything. He was very general educated. He had general knowledge of just everything that is going on, you know. more than me. I was much more single minded.

**BEN MANKIEWICZ:** When Peter started doing test shots on location, he realized color made everything look too pretty. *The Last Picture Show* was not supposed to be pretty. Peter wanted sad Texas, drab Texas, the kind of place you stay because you have nowhere else to go. So he called on Orson.

**PETER BOGDANOVICH:** I'd like to get that same depth of field you had in *Kane* and *Touch of Evil* and most of your pictures. The depth of field. And he said, you'll never get it in color. [IMITATES ORSON] And I said, I don't know, you got faster film now or something. You'll never get it in color. Well, what do I do? Shoot it in black and white. Well, I'd like to but I don't think they'll let me. Have you asked?

**BEN MANKIEWICZ:** And when Peter asked, the producers, to his surprise, said yes. That left one final decision: who would play Jacy, the girl who comes between the movie's protagonists, Jeff Bridges and Tim Bottoms. Peter cast Cybill Shepherd in the role and it became the decision that changed the course of Peter's life.

**PETER BOGDANOVICH:** I fell in love with Cybill Shepherd on *Picture Show* and Polly was there. It was a mess.

**BEN MANKIEWICZ:** Quickly, Peter's most important creative moment became one of his most turbulent.

**PETER BOGDANOVICH:** My marriage broke up. My father died. I fell in love with Cybill and all that happened while we were shooting this picture. 10 weeks.

**BEN MANKIEWICZ:** Cybill and Peter met for the first time at her audition. At a hotel on Central Park South in New York City. Peter didn't ask Cybill to read lines. That might have been the way other directors, most directors, cast their films, particularly with a newcomer to acting like Cybill. But not Peter. Instead, he watched Cybill. How she moved, the way she spoke.

**CYBILL SHEPHERD:** And so, I came in. I was in my cut-off jeans and started picking at the at a flower, a rose, kind of destroying it on a coffee table. And I think that he liked that.

**BEN MANKIEWICZ:** Peter's wife Polly thought Cybill was perfect for the part of Jayce. There isn't much footage of Polly out there, but she was interviewed in a 1991 documentary about working on *Picture Show*. She's in Texas, sitting on the side of the road as pickup trucks drive by, when she's about what made Cybill stand out.

**POLLY PLATT:** What was specifically wonderful about Cybil was that she also had what I called a sexual chip on her shoulder as if she was daring you to try anything. And I thought it was incredible. That was what made her so perfect for the part. She just seemed perfect. And that's

Jaycee. And there is one in everybody's life. I believe if it's in the second grade or the eighth grade, she is that girl who seems to have it all.

**BEN MANKIEWICZ:** The character of Jacy is a contradiction. She's a naive small-town Texas girl and a cunning seductress. She's a product of the 1950s, when the movie is set, but seems to embody the freedom and exploration of the early 70s, when the movie was made. Jacy wants more than what her mother settled for: a small-town life and an unfulfilling marriage. Jacy uses sex to get what she wants. Once in a while, it backfires.

**THE LAST PICTURE SHOW CLIP:** I know you could do it. Now I'll never not get to be a virgin. What do we tell everybody? The Whole class knows. I just want to cry. I think you are the meanest boy I've ever saw. My Mother was dead right about you.

**BEN MANKIEWICZ:** In real life, Cybill was 20 and having an affair with her co-star Jeff Bridges. Bridges was 21. He came from an elite acting family. His father Lloyd Bridges was a TV and movie star. But *The Last Picture Show* was Jeff's big break. The movie that got him noticed in Hollywood. His performance in *Picture Show* earned him his first Oscar nomination. But about halfway through shooting the film, he lost his girlfriend to the director. Bridges never had a chance. He got called away for a week of military service. He was in the coast guard. Peter stepped in and made a move on Cybill.

**PETER BOGDANOVICH:** It all happened when I said to her, you're going to be alone tonight? And she said, I'm always alone. Whatever that meant. And I thought that was a hint. So, the next thing I knew we, we were lovers.

**BEN MANKIEWICZ:** Peter, don't forget, was married to Polly and they had two young daughters one three, the other a newborn.

**PETER BOGDANOVICH:** I wasn't, I didn't, didn't, I wasn't consciously unhappy. I just suddenly it's just like overwhelms you, you know. Completely when you're making a movie, and you're sort of helping the, the ingénue find the part. You're creating a person there. And, uh, you know, you're falling, I said to her once, I don't know who I want to sleep with more you or Jacy. Jacy was the character's name.

And I fell madly in love with Cybill. Which is an occupational hazard if you're a director. It really is.

**BEN MANKIEWICZ:** And Cybill fell in love with Peter.

**CYBILL SHEPERD:** I mean, that was it. That was the first great love of my life. Not that I hadn't had lovers. Lord mercy.

**BEN MANKIEWICZ:** There were five more weeks of shooting to get through when Peter and Cybill began their affair. It was no secret on set. Even Polly knew. She moved out of the hotel room she and Peter were sharing. But they kept working together.

**POLLY PLATT:** I wasn't going to let it interfere with my participation in my part of the picture. And I sort of put it all on the shelf. In other words, I just moved it aside and I thought that it really wasn't important. And I really believed that every director would have an affair with his leading lady. And my husband was not going to be any exception.

**BEN MANKIEWICZ:** Polly died in 2011, so we can't know for sure how she was feeling. She gave that interview 20 years after *Picture Show*, so maybe that's why she's able to talk about it like that. She doesn't sound hurt. She sounds detached.

Frank Marshall was apparently the last to know about the affair. He was stunned.

**FRANK MARSHALL:** I remember the moment. We were at the Ramada Inn in Wichita Falls and the Dailies room was upstairs. As well and I was running up to make sure the projector was right and everything and Polly was coming downstairs with her clothes. And I went, what are you doing. She said what do you mean what am I doing don't you know, and I went, what. And she said, Peter's having an affair with Cybill and I almost fell off the stairs, cause I had no idea.

**BEN MANKIEWICZ:** Frank believed Peter and Polly had a great relationship, more than just a marriage, they had this creative partnership. Polly told him Peter and Cybill were having a fling - that it would end after the movie.

**FRANK MARSHALL:** And I think she thought that that would be it. On that movie.

**BEN MANKIEWICZ:** Yeah, I think it's pretty clear that she thought all right this is gonna be this little...

**FRANK MARSHALL:** Yeah, this is, you know, that yeah this is the sort of living out what the old directors did.

**BEN MANKIEWICZ:** Yeah.

**BEN MANKIEWICZ:** Polly wasn't alone. Even Peter and Cybill believed the affair would end once work on the film was done.

**PETER BOGDANOVICH:** Cybill and I kept saying, this is just during the movie. We're not going to have this, you know, happily married. That was absolutely not correct. We couldn't stay away from each other.

**BEN MANKIEWICZ:** And you tried.

**PETER BOGDANOVICH:** It Just didn't work

**BEN MANKIEWICZ:** Polly thought the whole thing played out like a movie with a lousy script. She said as much to a biographer years later. "He used to say he felt old and she made him feel young," Polly said of Peter, "and he'd never been with a girl like that." Then she said something remarkable. "I

understood his desire -- I wanted it for him, but I didn't want the consequences, of course. And I couldn't imagine how horrible the future would be."

**BEN MANKIEWICZ:** The randomness of life is so strange. Maybe if Jeff Bridges doesn't have to leave for a week.

**PETER BOGDANOVICH:** It might not have happened.

**BEN MANKIEWICZ:** It might not have happened.

**PETER BOGDANOVICH:** Yeah, that's right. It might not have happened.

**BEN MANKIEWICZ:** *The Last Picture Show* was only Peter's second movie. But he directed as though he'd always been a filmmaker. He was confident and seemed to know what he wanted at every turn. For example, on Peter's set, the crew wasn't allowed to speak to the actors. Peter didn't want anyone else getting inside their heads. He wanted them all to himself. When he wasn't directing them, he was eating his meals with them.

**PETER BOGDANOVICH:** So I didn't want them taking away time with them, when I could be with them, you know.

**BEN MANKIEWICZ:** And because they were so young you didn't want anybody else, you thought they could be what, influenced?

**PETER BOGDANOVICH:** Yeah, or, or damaged. For example, Stephen J. Friedman, who gets credit as producer. He had nothing to do with it, he just owned the rights. But he came to visit. And I couldn't stand him, but he, um, I saw *Cybill* was kind of down. I said, what's the matter? Nothing. I said, what's the matter? Well, Mr., uh, Friedman said, I'm out of my mind. What did he say? He said, he thought my performance could be a little bit more enthusiastic. I said, I'm going to kill the motherfucker. And I called Bert and I said, if he, if that Friedman isn't out of, out of, which, out of Texas. I forgot Wichita Falls, out of Texas by tomorrow I'll kill him. What happened? And I told him, I said, get him the fuck out of here. 'Cause he was out the next day. So. That's what I meant about talking to the actors. I wouldn't allow that.

**BEN MANKIEWICZ:** Peter's control over the actors created a wedge between him and the crew. But Peter didn't really care. What he wanted. All he wanted. was to get the performances he was looking for.

**PETER BOGDANOVICH:** And I knew that they had to be close to me, and I had to be close to them to get what I wanted. And, uh, I just didn't want to waste time. Have, have them wasting their time talking to the crew when they could be associating the other actors or me.

**BEN MANKIEWICZ:** When Peter didn't get what he wanted he could be difficult. It wasn't the demands he was making, it was the way he made them. Like the time he blew up at his director of photography,

Robert Surtees. Surtees was 64 years old, a three-time Oscar winner for Best Cinematography. Peter was just 31, an unknown director with one movie.

**BEN MANKIEWICZ:** Did you fight with, uh, Surtees on *Picture Show*?

**PETER BOGDANOVICH:** Well, we had one scuffle, I guess. I was, I'm real rough on him.

**BEN MANKIEWICZ:** There's a scene at the end of *Picture Show* where Jeff Bridges's character, Duane, is heading off to Korea. He's in his military uniform. He and Timothy Bottoms character, Sonny, have just spent a night going to the movies and drinking beer.

*THE LAST PICTURE SHOW*CLIP: Why don't you take care of the car for me? What your Ma don't need it?

**BEN MANKIEWICZ:** They are about to say goodbye. Duane asks Sonny if he's seen Jacey lately, and what follows is a vulnerable moment between two friends.

*THE LAST PICTURE SHOW*CLIP: I ain't over her yet, I ain't over her yet, it's the damndest thing.

**PETER BOGDANOVICH:** And the line is when he says, um, about Jacey. He says, I ain't over her yet, it's the damndest thing. Before we shot it I had walked Jeff up the street and walked him back with my arm around him just talking. And I said, okay, let's do the shot. And we did the shot. And it was brilliant. And then Surtees would go to me and he says, we'll have to take it again. I said, why? He said, the light was under exposed. I said, you couldn't know that? He says, well you moved, you were walking down the street. I said, well you can walk back. And I, and I, I got very angry. He walked off the set. And, um... Anyway, somebody came over and said, Bob is very upset. And so, so I did, I don't know that I apologized but I said, I'm, it was a mistake. Well, we got past it.

**BEN MANKIEWICZ:** Imagine being 31 and running a set like that, never second-guessing yourself. But in way, Peter was prepared. He'd seen thousands of movies growing up, then there were those monographs he written for MOMA, and all those directors he'd interviewed, the greats who came before him, John Ford, Howard Hawks, Alfred Hitchcock. Those conversations with those men imprinted in Peter not just what a director did -but who a director was.

**PETER BOGDANOVICH:** Well, you know, it would seem to me logical that if you're going to make pictures you should talk to the people who made them and made good ones. My father was like that. He studied, he studied the other painters, the great painters that he admired, he studied them. He looked at their work. I did study the pictures, not like pedantically but I learned lot, you know.

**BEN MANKIEWICZ:** Peter recorded hours and hours of conversations with directors and actors. They are a detailed record of Peter's obsession with film. A record of how he learned to become Peter Bogdanovich, the director.

**THE GRAPES OF WRATH CLIP:** just where do you think you are going? We're strangers here mister. We heard about there was work in a place called Tavares. Yeah well, you're headed the wrong way.

**BEN MANKIEWICZ:** In 1969 Peter interviewed actor Henry Fonda about how John Ford directed him in *The Grapes of Wrath*, the great 1940 adaptation of John Steinbeck's novel. It's the story of the Joad family, who lose their farm during the depression and head to California in search of work and opportunity. Fonda plays Tom Joad, who gets into trouble and has to leave the family. There's a scene towards the end of the movie where Tom says goodbye to his mother.

**THE GRAPES OF WRATH CLIP:** Tommy, Ain't you gonna tell me goodbye? I didn't know Ma. I didn't know if I ought to.

**BEN MANKIEWICZ:** Peter asks Henry Fonda, did they rehearse that scene?

**HENRY FONDA:** We rehearsed it a lot, technically, but every time we would get to the position and sit down, Ford would cut the rehearsal. So Ma and I never said those words and I get emotional now remembering it. We never said those words out loud until we were in the take. This was Ford's whole idea. He didn't want to dissipate the emotion and that's typical of him and everything he's done that I've done. Don't dissipate the emotion. Get it in the first take. Get the emotion, the first emotion, get the fresh emotion, all that.

**GRAPES OF WRATH CLIP:** Give me your hand Ma. Goodbye. Goodbye Tommy.

**HENRY FONDA:** it was like getting a racehorse up to it and not letting him go until finally we were just like this: "let us show you!" It's a hell of scene.

**BEN MANKIEWICZ:** Peter soaked all of this up and tucked it away for when he needed it. When he might need to coax a big emotional moment from one of his actors. Turns out he needed it on *The Last Picture Show*.

If things were already turbulent on set, they were about to get much worse. Not long after Peter and Cybill started sharing a motel room, Peter got a call from his mother. His father had a stroke.

**PETER BOGDANOVICH:** I had to go over to go see him. And the only time I could go was on a Saturday night, 'cause we shot 6 days a week. So I went on a Saturday and came back on a late Sunday.

**BEN MANKIEWICZ:** Borislav was unconscious when Peter got there.

**PETER BOGDANOVICH:** But my mother said, "I don't want you to go to the hospital cause he's not, he's not conscious and he has things all over him. In his ears, I don't want you to see him that way."

**BEN MANKIEWICZ:** Borislav died a few days later, just after Thanksgiving, 1970. Peter never got to say goodbye. He went back to Arizona for the funeral. But he couldn't stay long. The cast, the crew, everyone was in Texas waiting for Peter to return to work.

My dad died 5 and a half years ago. His absence can still interrupt a day for me, grind it to a halt. I can't imagine directing a movie, your first big movie, just days after losing your father.

Then, in a cruel intersection of art and life, after Peter gets back to Texas, One the first scenes he has to shoot is a funeral. In the film, Ben Johnson's character, Sam the Lion, has a stroke and dies.

**BEN MANKIEWICZ:** And then you come back and you shoot Sam the Lion's funeral.

**PETER BOGDANOVICH:** Yeah.

**BEN MANKIEWICZ:** What do you remember of that, those couple of days?

**PETER BOGDANOVICH:** And I just felt very, I identified with that scene. I don't know, it was, it was just like this weird. Now I'm burying Ben Johnson, just buried my dad. I don't know what to say about it. It was just a strange coincidence.

**BEN MANKIEWICZ:** Peter had already storyboarded the funeral scene before his father died. He knew how it would go. He decided not to open with a traditional wide shot, which would've been the typical approach. Instead he remembered something Hitchcock once told him. Something he never forgot.

**PETER BOGDANOVICH:** I remember Hitch said to me once, [HITCHCOCK IMPRESSION] never use an establishing shot to establish. I thought about that for a while, and I didn't know quite what he meant. And then I figured it out. And if you look at *The Last Picture Show*, the, uh, the funeral scene, Ben Johnson's funeral scene, I don't go to the wide shot until the very end of the sequence because of what Hitchcock said. He's right. Wait until it has dramatic impact. It would have none at the beginning, that wide shot. 'Cause it's just a funeral. But with the end, it has a dramatic impact at the end of the sequence.

**BEN MANKIEWICZ:** Shooting took only ten weeks on *The Last Picture Show*. In the final scene, Sonny, that's Timothy Bottoms character, returns to the home of Ruth Popper, a depressed, lonely housewife married to the high school gym teacher. Sonny and Ruth had been having an affair. Until Sonny abruptly dropped her for Jacy.

**THE LAST PICTURESHOW CLIP:** Hi. Can I have a cup of coffee with you?

**BEN MANKIEWICZ:** It's one of those movie moments that's impossible to forget once you've seen it. Ruth, played by Cloris Leachman, doesn't so much yell at Sonny, as lay bare every drop of emotional pain she's been holding onto. She's been rejected. First by her husband, then by Sonny. And she's stuck here in this stifling, tiny Texas town.

**THE LAST PICTURE SHOWCLIP:** What am I doing apologizing to you? Why am I always apologizing to you. You little. Three months I've been apologizing to you without you even being here. I haven't done anything wrong. Why can't I quit apologizing? You're the one ought to be sorry.

**BEN MANKIEWICZ:** The story is that you literally said to both of them, for, for Cloris Leachman in that last scene, don't rehearse it.

**PETER BOGDANOVICH:** Yeah, don't rehearse it, just do it for me.

**BEN MANKIEWICZ:** This is where Peter remembered how John Ford directed Henry Fonda.

**PETER BOGDANOVICH:** And then after she did it, I said, you got it. She just won the Oscar. She said, no I can do better. I said, no you can't.

**BEN MANKIEWICZ:** You wouldn't let her do it again?

**PETER BOGDANOVICH:** No.

**BEN MANKIEWICZ:** Peter's prediction was right -- Cloris Leachman won the Academy Award for best supporting actress.

**PETER BOGDANOVICH:** 'Till this day she says, I could have done it better. I said, Cloris you won the fucking Oscar. What do you want? And you probably won it for that scene. 'Cause it was the last thing people saw. I remember Burt, um, Burt Schneider says to me one time, after we'd finished the picture. He's the producer. We were finishing the picture and he says, do you think maybe you should cut that last scene and have the kid drive the truck, turn around, and go drive back and that's the end? I said, Burt, I made the picture because of that last scene.

**BEN MANKIEWICZ:** What Peter couldn't have predicted, even the most confident 31-year-old version of Peter Bogdanovich, was the reaction critics had to the film. Bert Schneider, the producer, was the first to give Peter the news.

**PETER BOGDANOVICH:** Well, I was directing Doc, *What's Up Doc?*, um, at Warner Bros., right here on this lot. And, um, they had, they had a little, uh, kind of bungalow for me on the set. And, uh, Bert calls me and he says, are you sitting down? And I said, well, I am now. And he said, let me read you the opening sentence from *Newsweek*. *The Last Picture Show* is not only the best film in a rather dreary season who, it is also the best film by a young American director since *Citizen Kane*. Oh shit. Really? He says that? He said, yep. Jesus. A knock on the door. Peter, we're ready for you. And I walked out and I'm thinking, I'm a pretty good director. According to *Newsweek*. And, uh, so I felt very good. And that was a good, good day. I had fun.

**BEN MANKIEWICZ:** Peter Bogdanovich had just been compared to Orson Welles, his hero, the director of *Citizen Kane*. And Orson was thrilled for his young protege.

**PETER BOGDANOVICH:** He read the reviews, because he said to me, [ORSON WELLES IMPRESSION] reading your reviews is like opening presents for Christmas. Which was very sweet.

**BEN MANKIEWICZ:** The association would be prescient, as the lives of the two men would grow more deeply intertwined. The most powerful male figure in Peter's life, his father, was now gone. And Orson in some ways, would take his place. As for Cybill, everything was about to change.

**CYBILL SHEPERD:** I got the greatest education in film that anyone could ever get from Peter Bogdanovich.

**BEN MANKIEWICZ:** Why does it make you emotional to think about how Peter was your acting coach, helped gave you this career, helped give you this career?

**CYBILL SHEPERD:** Kleenex. Isn't there a Kleenex in there? Cause I'm grateful.

**BEN MANKIEWICZ:** And Peter? He was set to become a star.

**DICK CAVETTE:** My next guest is a young director who's second film has been an enormous success. All of his life he has wanted to make movies and he did.

**BEN MANKIEWICZ:** But he discovers that stardom isn't all it's cracked up to be.

**PETER BOGDANOVICH:** Success is very hard to handle. And then failure after success is even harder. I had all of that in the '70s. I had three hits in a row and three flops in a row.

**BEN MANKIEWICZ:** Next time on the plot thickens.

Angela Carone is our Director of podcasts. Our story editors are Joanne Faryon and Susan White. Editing by Mike Voulgaris. Thomas Avery of Tunewelders composed our music. Mixing by Tim Pelletier and Glenn Matullo. Production support from Yacov Freedman, Susana Zepeda, Julie Bitton, Mario Rials, Heather Geltser, Philip Richards, Ben Holst, Dipanker Mazumder, Bailey Tyler, Zara Chowdhary, Jeff Stafford and Millie De Chirico. Our web team is Josh Lubin, Mike McKenzie, and Matthew Ownby. Special thanks to Scott McGee, Steve Denker, and the WarnerMedia Podcast Network. TCM's General Manger is Pola Chagnon.

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I'm your host Ben Mankiewicz, thanks for listening. See you next time.