

# NICHOLAS NICKLEBY

## Production Notes

*There once lived, in a sequestered part of the county of Devonshire...*

- Charles Dickens, the first line of *Nicholas Nickleby*

From one of Charles Dickens' most masterful novels come some of his most unforgettable characters, vibrantly and movingly brought to life by a star-studded, award-winning cast.

In *Nicholas Nickleby*, when his father dies, young Nicholas' family is left penniless, and he, his sister, and his mother venture to London to seek help from their wealthy Uncle Ralph. Unfortunately, Ralph's intentions are less than beneficent, and the family is split apart. Nicholas is sent to teach at Dotheboys Hall, a squalid school for orphan boys run by the cruel and abusive Wackford Squeers. Within the dark, grim walls of Dotheboys, Nicholas befriends a kindhearted and mistreated boy named Smike, and together they run away, setting off on an adventure to reunite the Nickleby family and build a new home of their own.

United Artists is proud to present a Hart Sharp Entertainment production of *Nicholas Nickleby* in association with Cloud Nine Films. The talented ensemble includes Jamie Bell, Jim Broadbent, Tom Courtenay, Alan Cumming, Edward Fox, Romola Garai, Anne Hathaway, Barry Humphries, Charlie Hunnam, Nathan Lane, Christopher Plummer, Timothy Spall, and Juliet Stevenson. Based on the novel by Charles Dickens, *Nicholas Nickleby* was written for the screen and directed by Douglas McGrath. Produced by Simon Channing Williams, John N. Hart, and Jeffrey Sharp, the film was executive produced by Gail Egan, Robert Kessel, and Michael Hogan. The impressive roster of filmmakers include director of photography Dick Pope, production designer Eve Stewart, editor Lesley Walker, costume designer Ruth Myers, and composer Rachel Portman, with line producer Robert How, hair designer Simon Thompson, and make-up designer Sarah Monzani.

## **ABOUT THE PRODUCTION**

Academy Award®-nominated writer/director Douglas McGrath is best known for his acclaimed adaptation of *Emma* starring Gwyneth Paltrow. But even before *Emma*, he's long been interested in telling the story of *Nicholas Nickleby*. "Many years ago I saw the landmark Royal Shakespeare Company production that ran nine and a half hours long," he says. "It was the most thrilling theatrical experience I ever had, and I never got it out of my head. It was absolutely amazing.

"Strangely enough, though," he continues, "as I was watching it, I saw there was a fairly simple way to cut it down and make a good movie by just following Nicholas' story – the heart of the story – which is a perfectly gripping and wonderful tale in itself."

As actor Timothy Spall says, "It's a bit like getting an ostrich into a thermos flask," but when it came time to choose a new project, McGrath took up the challenge of adapting – and condensing – Dickens' epic novel. The result is a streamlined screenplay that pays homage to Dickens' complex, witty tale and does justice to the vast scope of *Nickleby's* incredible, humorous, and touching journey.

*The hill has not yet listed its face to heaven  
that perseverance will not gain the summit of at last.*

- Charles Dickens, *Nicholas Nickleby*

Once McGrath finished a draft of the script, he showed it to producers John Hart and Jeffrey Sharp of Hart Sharp Productions, a New York-based production company whose recent credits include *Boys Don't Cry* and *You Can Count on Me*. After reading the screenplay, they were immediately smitten with young Nicholas and his colorful circle of friends and enemies.

"I fell in love with Douglas' adaptation," says Sharp. "I felt the story was every bit as relevant to our world today as when it was written. Dickens was one of the foremost social commentators of his day. Particularly with *Nicholas Nickleby*, as its serialization progressed in the newspapers, it uncovered many injustices in the way children were treated at the time. I also love Dickens' theme of creating a family in the absence of one, which is what Nicholas does throughout his journey."

With a script in their hands, McGrath and the producers decided to hold a

dramatic staged reading to explore the material and get a better picture of what they had. “We knew it would give Doug a personal opportunity to hear his words for the first time with actors,” says Hart, “and for us as producers to get a sense of how the adaptation would work with an audience. We also wanted to invite potential studio distribution executives. In particular, Bingham Ray from United Artists expressed early interest in the project and was a big fan of Doug’s from *Emma*.”

On Mondays in New York City, most theatres are dark and the performers have the day off. That made it possible to assemble an excellent group of actors for the reading. “We really hit the jackpot,” says Sharp. “Nathan Lane was starring in ‘The Producers’ at the time, so he came. Tim Curry joined us. Christopher Plummer, Alan Cumming, Anne Hathaway – just an incredible assortment of talented individuals. The reading exceeded our wildest dreams.” UA’s Ray was also impressed, and he greenlit the project; a new *Nickleby* was well on its way.

“The read-through was a joyful experience,” McGrath adds. “We had twenty or so actors lined up in chairs across the stage doing no movement whatsoever, just reading from their scripts, and you could feel the power the story had over the audience. You heard the sniffing and laughing. It’s really a tribute to how strong these characters are, and how rich and involving the story is. Without costumes, sets, lights, or any kind of action, the power of the story really holds.”

The actors felt the magic of the read-through as well. “We had a terrific time,” says Nathan Lane. “It was a wonderful group.”

“A whole load of mad people were there reading the script,” adds Alan Cumming, “and a whole load of mad people were in the audience. It was fun, good Dickensian drama right in the middle of New York City.”

Anne Hathaway says, “I was sandwiched between Christopher Plummer and Nathan Lane. I don’t even think I could say my first line because I was so impressed by the surroundings. As soon as we finished, we knew it would make a great film.”

Another benefit of the read-through? Many of those same actors found themselves starring in the film as well.

*“The pain of parting is nothing to the joy of meeting again.”*

- Nicholas in *Nicholas Nickleby*

When the cast and crew finally came together to begin filming, everyone was excited and energized by the roster of on- and off-screen talent the filmmakers had assembled to bring Nicholas Nickleby to life. People were attracted to the project by the opportunity to work with Douglas McGrath and the chance to enter Dickens' enchanting and much-celebrated world – and to bring to life its characters.

Producer Simon Channing Williams has a history of working on accomplished ensemble pictures. He joined the project as a response to the richness of the script and its plethora of great roles. "It's hard to shape memorable characters," Channing Williams says, "but Doug has done that with this script, and he's done it over and over again. It's terrific, and the presence of such fine acting talent throughout the film pays tribute to what Doug has written and allows that talent to produce some really superb performances."

Nathan Lane, who plays Vincent Crummles in the film, adds, "Doug attracted such a tremendous cast because the screenplay is so well written. Having read the novel again recently in preparation for the film, I was even more impressed by what Doug has done. He's captured the language and humor and included all the great things everyone loves about the novel. It's a really masterful job."

The producers also felt McGrath also did a great job of tapping into the essence of Dickens. "Doug's way into Dickens is quite straightforward," says Sharp. "He believes good conquers evil, and that's very refreshing. Doug is almost from a different time where manners and a sense of courteousness and decorum actually matter. He invests such a sense of optimism into everything he does it would be impossible not to go out and make his movie."

Charlie Hunnam has praise for McGrath's way with actors. "Doug creates an environment for an actor where they feel safe and confident with the material," he says. "From my initial meeting with him I was really excited about the prospect of working with such an articulate, thoughtful, and kind man."

Juliet Stevenson, who plays Mrs. Squeers, had worked with McGrath before. "We worked together on *Emma*," she says, "and I loved working with him. He's a delight, he's very open to ideas, and he runs a very friendly unit."

And the film's Mr. Folair, Alan Cumming, is also a previous collaborator. "The thing about Doug," he says, "is that he gets nice groups of people together. Having a

good time on set is important to him.”

Romola Garai, who portrays Nicholas’ sister, Kate, enjoyed McGrath’s vision. “*Nicholas Nickleby*, like all of Dickens, has been reinterpreted in many different ways,” she says, “but Doug is genuinely trying to offer something different and fresh. He was really engaged in the realities of Victorian life. Perhaps because he’s from the United States he’s able to analyze a situation better from the outside. In England we’re so entrenched in our culture and literature that it’s great to have new and interesting minds to analyze our books.”

For his part, Tom Courtenay (who plays Newman Noggs) quips, “Doug is lovely and laughs at my jokes – what more could I want?”

### **The Cast and Characters**

*“When I speak of home, I speak of the place where...those I love are gathered together; and if that place were a gypsy's tent, or a barn, I should call it by the same good name notwithstanding.”*

- Nicholas in *Nicholas Nickleby*

In looking at the hundreds of characters Dickens created in his writings, Nicholas Nickleby is one of his most pure. “There are no flaws in Nicholas other than his desire to overcome evil and reunite his family,” says Sharp.

“For young people today, it’s very hard to find a hero to really root for,” he continues. “There are superheroes – Spiderman, Batman and the like – but I think Nicholas is a character they can relate to from their own world. In high schools across the globe, students are grappling with issues of violence and evil. It’s important they can identify with a character like Nicholas. In a world as violent as ours, it’s important for everyone.”

Through his adventures, Nickleby faces an incredible series of trials and heartbreaks. As a result, he changes a lot over the course of the film and grows from a naïve teenager into a man. It’s a tricky part to play, and casting Nicholas was naturally of tantamount importance to the success of the project.

“While keeping within the character Dickens created,” says Hart. “Doug envisioned a Nicholas that also embodied a flare of modernity that would appeal to younger audiences. We spent a good while looking for a unique blend of young and

handsome, dashing and contemporary, yet someone who had the maturity to pull off a very serious role.

“Charlie has that sense of gravity about him,” Hart continues, “and has a very strong presence. He was so passionate about the role he flew himself to New York to meet with us. He delivered his lines with a sense of authority that was quite special for someone his age. He really embodies the wonderful, wide-eyed optimism of the character.”

McGrath adds, “Charlie has many important qualities he brings to the role, not least of which is his youth. Nicholas is often cast older than he is, but he’s supposed to be nineteen. To me that’s one of the key points in the story – someone that young has been cut loose and finds himself the head of the family. Charlie’s look helps to sell that dilemma, and he has a natural warmth and vigor which help the audience identify with his situation.”

Of his character, Hunnam says, “Nicholas is a quiet, well-mannered, very moral young man.” It’s precisely because Nicholas is such a good person, though, that he’s so apt to fall victim to bad situations and evildoers. “Having grown up in the quiet Devonshire countryside,” Hunnam continues, “he’s never really encountered people like his Uncle Ralph. He’s very trusting and honest himself, and doesn’t realize that not everybody is like that.”

*...there was something in [his] very wrinkles, and in his cold restless eye, which seemed to tell of cunning that would announce itself in spite of him.*

- Charles Dickens, describing Ralph Nickleby

Nickleby’s Uncle Ralph is played to grim perfection by Christopher Plummer, a revered actor of stage and film. *Nickleby* is an ensemble piece, but Plummer’s character is quite important to the whole – Ralph’s actions ultimately affect each and every other character in the story.

“Ralph Nickleby is a delectable character to sink one’s teeth into,” says Plummer. “He’s a complex man, a businessman whose aim in life has been only to protect his interests and those of his select friends. Nicholas and his sister are Ralph’s nephew and niece, but he doesn’t feel the same as they do about the bonds of family – he never has. At the end of the film, it’s that one major flaw for which he pays the

ultimate price.”

That said, Plummer doesn't feel his character is completely unworthy of sympathy. “It's often hard to picture how our actions affect others,” says Plummer. “Unfortunately, Ralph doesn't see the effects of his actions until it's too late. Ultimately, he sees what he's done, and I believe he truly regrets it. His actions aren't excusable, but at least one is able to see a small kernel of humanity in Ralph Nickleby, and, ultimately, a small glimmer of hope, even for the wicked.”

*Mr. Squeer's appearance was not prepossessing.  
He had but one eye, and the popular prejudice runs in favor of two.*  
- Charles Dickens, *Nicholas Nickleby*

Nickleby's Uncle Ralph sends him to work at Dotheboys Hall under the watchful, evil eye of wicked Wackford Squeers, his icy wife, and creepy family. Recent Oscar®-winner Jim Broadbent was recruited to play Squeers, with Juliet Stevenson as his wife.

“Wackford Squeers is one of the nastiest men in fiction,” says Broadbent. “I love playing the villain, and it's been a while since I've played anyone so horrid. I've played a lot of benevolent characters and it's good to find the unpleasant side of oneself.”

“Mr. and Mrs. Squeers are fantastically sadistic people,” adds Stevenson. “They're completely uneducated people who've discovered a way of making money by running a school for unwanted boys. They have an enormous passion for each other and their own two children, who are disgustingly spoiled and overindulged.”

As to why the Squeers have such a violent reaction towards Nickleby, Stevenson says, “Nicholas is so good and stands for things which are just contemptible to the Squeers, things like compassion, justice and pity. We also explored the idea that Mrs. Squeers is actually attracted to Nicholas. This young boy with amazing blonde hair comes into this dark, grimy place, and she can't quite bear it. In some strangely quasi-sexual way, her cruelty to him is tinged with desire.”

*“I have not so many friends that I shall grow confused  
among the number, and forget my best one.”*  
- Nicholas in *Nicholas Nickleby*

However horrifying Nickleby's sojourn at Dotheboys, good does come of it. It is there that Nickleby meets beaten-down orphan Smike – and it is there the film finds its

other hero. Played by young Jamie Bell, Smike is literally twisted by misfortune and has led an exceedingly miserable life, but Nicholas brings a ray of kindness and hope into Smike's dark world.

"A lot of people see Smike as a half-wit," says Bell, "but he's actually quite clever. He just has no education." Nicholas opens Smike's eyes to a world with actual possibilities instead of just abject sadness. "Before Nicholas comes to Dotheboys, Smike probably hasn't cracked a smile for years. He's very weary, but Nicholas helps him relax. Once Smike trusts Nicholas, Smike opens up in a whole new way with a mixture of emotions, new adventures and new experiences. You don't often get the chance to play a character like Smike." In Nicholas, Smike finds a companion and brother, and together they escape Dotheboys and set off on their own. The story is Nicholas Nickleby's, but the heart of the story becomes as much Smike's as it is Nicholas' own.

*Smike nodded his head and smiled, but expressed no other emotion; for whether they had been bound for Portsmouth or Port Royal would have been alike to him, so they had been bound together.*

- Charles Dickens, *Nicholas Nickleby*

As they begin their journey together, Nicholas and Smike meet a smorgasbord of unforgettable characters portrayed by a remarkable assortment of talent from both sides of the Atlantic. Relative newcomers Hunnam and Bell were in awe of the cast and were glad to have each other on set.

"It was a little intimidating going into these scenes with such heavyweight actors," says Hunnam, "so it was great having Jamie around. There was an easiness between us, and it was like we were discovering everything as we went along together.

"And there was so much to learn from this cast," he continues. "Watching Christopher Plummer work through his role was amazing, an unforgettable lesson in how to create a character. We were very fortunate. You can go to acting school for a hundred years and not learn as much as working with these guys on a film."

Great fun is brought to the movie with the arrival of the Crummles' theatrical troupe. They bring "a sense of color and lightness and fun" according to Nathan Lane, who portrays Vincent Crummles. Alan Cumming, who plays Mr. Folair, says, "All of a sudden, after Nickleby's darkest moments, there are all these people being silly and



daft and camping about. Douglas didn't need to ensure that we kept it light – with Nathan Lane and Barry Humphries in a room together, you have a dangerous cocktail for silliness.”

*Nicholas Nickleby* was originally published in installments. To that, Alan Cumming says, “If Dickens was alive now he'd be writing classy soap operas. Since his stories were originally published in magazines and newspapers, they're episodic. That's why they make really good films: there are constant highs and lows in satisfying bite-sized morsels. In a way Dickens is quite modern – he understood people have quite short attention spans.”

Working on material inspired by Dickens was certainly a draw for Timothy Spall, who portrays Charles Cheeryble. “Dickens is one of my favorite authors and always has been,” he says. “I love him because what he says on one level can seem quite simplistic and sentimental, and on another it's universal and very, very powerful. Not many people are that complex in their writing about the human condition while still being entertaining.”

*Thus two people who cannot afford to play cards for money,  
sometimes sit down to a quiet game of love.*

- Charles Dickens, *Nicholas Nickleby*

Anne Hathaway, the film's Madeline Bray, has her own take on what makes *Nickleby's* journey so fantastic. “Although we follow Nicholas' journey, the young characters, Kate, Madeline, and Smike, are a lovely foil. These young people are trying to make lives for themselves in a world that has not been constructed by them. They deal with it, try to be good people, and find happiness despite adversity through love and helping each other.”

As McGrath explains, “One of the harsh truths of the film is that there is evil in the world. How do you go into a world that is full of hostile and unsympathetic people and find the good people? How do you resist the bad ones and hold on to your natural honor?” Overcoming these obstacles is what makes Nicholas such an inspiring hero. “Nicholas battles the various villains that confront him and retains his own innate goodness, coming out a better, stronger person,” says McGrath.

All in all, McGrath is incredibly pleased with the end result of their hard work.

“There’s everything in it for an audience,” he says. “We get to see someone much like ourselves going through the same kinds of struggles – moral questions, money questions, love questions – all enhanced by being seen through the prism of Dickens’ world. We get to see a story that comes out quite happily, yet is not simplistic or easy – a rich and complicated story that doesn’t deny its villains their humanity nor its heroes their weaknesses. For me, it’s an extremely gratifying story because it satisfies on so many different levels.”

*“It’s always something, to know you’ve done the most you could.  
But, don’t leave off hoping, or it’s of no use doing anything. Hope, hope, to the last!”*  
- Newman Noggs to Nicholas Nickleby

### **The Look of the Film**

*Nicholas Nickleby* was filmed over twelve weeks on location in London and Yorkshire during spring 2002.

Production designer Eve Stewart spoke to McGrath early on in the project and asked that the film’s narrative be moved from the 1830s when it was originally set to the 1850s, feeling the film’s look and feel would benefit from such a change. “I wanted to explore more of the Industrial Revolution,” she says, “and to show the real difference between the idyllic, rural Devon and the Babylonian Mecca that was London at that time.” McGrath agreed to this suggestion, and felt it also helped to develop the narrative thread, as the Nicklebys would need to make sense of this new world and find their way through it.

In giving the film its rich, textured visuals, the production also benefited from designer Stewart’s close working relationship with director of photography Dick Pope; the two have collaborated on four films. “I understand the things he likes to see and the types of color he uses,” Stewart says.

Of the director, Stewart says, “Working with Doug is fantastic. We share a lot of the same humor, the same sense of the macabre. As I’m British, I’ve grown up with rather macabre fairy tales and things that have a dark side. As an American, I think he’s been fascinated to explore that.”

To this end the production packed the London street scenes with ghastly period

details. The undertaker has a coffin with dead infants on display. “That was a true detail,” says Stewart. “I found the babies in an advertisement for an undertakers. A set of quads had died, and in return for the babies the family was given a free funeral. It’s all really horrifying, but I was intrigued to explore that side of London at that time. People didn’t care about life so much. It was very transitory; you died young and were dispensable, especially if you were poor. But I also wanted to show the humor and wit of Dickens, and have taken quite a lot from Murphy’s cartoons of the time.”

Dick Pope’s use of lighting was another very important aspect of the film’s look. “Doug and I talked endlessly about that,” says Pope. “He had this vision of luminosity, faces standing out in dark frame. Everything would fade away around the face, and it would stand out, perfectly lit. We’ve explored that quality. I also really like making period lighting authentic. Believable period lighting is a real challenge, and I love exploring this with lanterns, candles and source lighting.”

Ruth Meyers, the film’s costume designer, has worked on three films with McGrath. “When you get a script from Doug,” she says, “it’s pretty clear the sort of things he’s looking for. He is very descriptive in his dialogue and in what he writes about the film. Since it’s quite a gray film, it was interesting to lighten it wherever possible, like with the theatricals and the wedding. These moments are like little champagne bubbles within the story.

“We’ve deliberately gone for mid-Victorian looks and everything that means,” Meyers continues. “The clothing is less frivolous than the earlier period, and has a structured English establishment look. This becomes very important to the film, since so much of the story hinges on morality.”

The location manager, Ben Rimmer, scouted the Yorkshire moors looking for a Victorian building with an evil quality to stand in for Dotheboys Hall. He came upon Gibson Mill in Hardcastle Crag. Once a working textile mill, the building is now unused and is soon to be converted into a National Trust Visitors’ Centre. The reality of the place contributed to its sinister nature. “It’s always a bonus filming at real locations,” says Jim Broadbent. “Using an unheated, brutal stone Yorkshire building was particularly good at giving us a good kick start into the project.”

The scenes involving the Crummles theatre troupe were filmed at Wilton Music Hall in the East End. Originally built as a music hall, the building is now used both as a

theatre and an entertainment venue. Some of the Victorian street scenes were filmed in Princelet Street in the East End, but the majority was built in a studio in Bushey. Other locations used include Leighton House and Luton Hoo Mansion, while some of the interiors were built at Elstree Studios.

## **Charles Dickens**

*Every baby born into the world is a finer one than the last.*

- Charles Dickens, *Nicholas Nickleby*

Charles Dickens was born in Portsmouth in 1812, then his family moved to London in 1822. Soon thereafter, his father was sent to Marshalsea Debtors' Prison for three months, and young Charles was employed in a blacking warehouse, labeling bottles. In 1827 he became a solicitor's clerk, and five years later a parliamentary reporter. He published his first story in 1833, and the following year became a reporter on the *Morning Chronicle*. In 1836 he married Catherine Hogarth, the daughter of the editor of the *Evening Chronicle*, and together they had ten children.

Dickens first major novel, *Pickwick Papers*, was published in 1837. From then on, Dickens published fifteen novels (often in weekly or monthly installments in periodicals and newspapers), an autobiography, edited weekly periodicals, and wrote travel books. A theatre enthusiast, he wrote many plays, and he performed before Queen Victoria in 1851. In 1853 he gave the first of many public readings of his work.

Dickens' grave concerns about social injustice were reflected in his written work, and those concerns carried over into his everyday life. During his life, he pressed for slum clearance, educational reforms, and improved sanitary measures for the poor. Dickens was a patron of the Great Ormond Street Children's Hospital, and was instrumental in encouraging the Little Sisters of the Poor to come from France to England to establish a home for the old and destitute. In the United States, Dickens lectured against slavery.

Dickens was estranged from his wife in 1858, and maintained relations with his mistress, the actress Ellen Ternan, until his death of a stroke in 1870. He is buried at Westminster Abbey.

## **Nicholas Nickleby: the novel**

Published in 1839, *Nicholas Nickleby* was Dickens' third full-length work of fiction, following *Pickwick Papers* and *Oliver Twist*.

In *Oliver Twist*, Dickens had exposed some of the social injustices brought about by the Poor Law, and he was keen to continue his quest for reform in *Nicholas Nickleby*. In January 1838, Dickens and his illustrator, Hablot Browne, traveled to Yorkshire to investigate the conditions of a number of schools promoting themselves through newspaper advertisements. There they encountered William Shaw, headmaster of Bowes Academy at Greta Bridge (where the fictional Dotheboys Hall is located), in whose school several boys had died or gone blind from mistreatment and neglect. Visiting a cemetery in the area, Dickens found the graves of many of these students, and one in particular gave rise to the character of Smike.

By the time Dickens came to write his 1848 preface to a later edition of the novel, he was able to announce that in the decade since the work had first been published nearly all Yorkshire boarding schools had been forced to close down.

Dickens was fascinated by the theatre, and claims to have attended a show of some sort every night for about three years during his early adulthood. He was also an enthusiastic amateur performer, and *Nicholas Nickleby* is even dedicated to another actor, William Charles Macready. His inclusion in the novel of the hugely entertaining and humorous episode with the Crummles troupe not only brings some light relief to the preceding drama, but also enabled him to celebrate the eccentric world of the stage he knew so well and loved so much.

## **The Era**

The film of *Nicholas Nickleby* is set in the 1850s. Below is a timeline of some world events around that time:

1837	Queen Victoria ascends the throne
1838	Regular Atlantic steamship service begins
1840	Queen Victoria marries Prince Albert

	The Penny Post begins
1845-6	Potato failure in Europe; starvation in Ireland; the Corn Laws (which kept up the price of grain) were repealed
1849	Gold is discovered in California and Australia
1853-56	The Crimean War
1857-58	The Indian Mutiny
1858	The first Trans-Atlantic cable is laid
1861-65	The American Civil War

*The sun does not shine upon this fair earth to meet frowning eyes, depend upon it.*  
 - Charles Dickens, *Nicholas Nickleby*

**THE INTRODUCTION TO THE NEW PENGUIN EDITION  
 OF CHARLES DICKENS' *NICHOLAS NICKLEBY*  
 by Douglas McGrath**

We do very little as we used to. We don't leave calling cards when we visit. Men don't ask their girlfriend's fathers for permission to get married; in fact, lots of people don't marry at all, though they do honor some time-tested customs like having children and going out for cigarettes and never coming back. We don't fight wars the way we used to. Now we go to war by not going: we send laser guided missiles ahead of us, then curl up in front of CNN and assess whether a follow-up visit is worthwhile.

Almost everything has changed except this: after all the battles and bothers of our daily life, we still like to lose ourselves in a good story. Dinner eaten, dishes done, we summon what remains of our energies so that we might, for an hour or two, be enthralled witnesses to the goings-on of the enchanted or the blighted.

Charles Dickens is arguably the greatest storyteller who ever lived. Gasps may go up at this claim. Some readers will go to war for Tolstoy, others cherish the remembrance of Proust, while still others believe that to deny this title to Dostoevsky is a crime. I can only say that I did use the word "arguably."

What cannot be quibbled with is Dickens' artistry: the mirth and majesty and malice contained in his prose staggers even the most implacably well read. Furthermore, Dickens is that rare artist whose work was never resisted by the wider

public. Indeed, people have been unresisting Charles Dickens since he first put Pickwick down on paper. There is the famous, if suspiciously promotional, story of crowds of Americans in a state of near riot at the docks as they waited for the installment of *The Old Curiosity Shop* which contained news of Little Nell's death.

Dickens' popularity is undiminished today, though admittedly things have calmed down at the docks. In just the ten last years, Penguin alone has sold almost 12 million copies of Dickens' 14 novels.

Dickens' success both delighted and distressed its creator. For while his books were received with an enviable enthusiasm, because of the era's porous copyright laws, his books were continuously adapted for the stage without his consent, and with no financial benefit to him. According to the Oxford Reader's Companion to Dickens, the 1845 London theater season boasted 17 versions of "The Cricket on the Hearth." This ongoing fanaticism led the *Saturday Review* to ask, "What will become of the English stage when the public has grown weary ... of dramatic versions of the stories of...Mr. Dickens?"

The *Saturday Review* need not have worried its head. There have been an estimated 3,000 adaptations of his novels, 136 during his lifetime. There have been 87 film adaptations and 71 for television. Besides its film and television adaptations, *Nicholas Nickleby* was adapted for the stage in the early 1980's by the Royal Shakespeare Company in a magical production that lasted over nine hours. It took a whole day to see it. Never in modern times, in the commercial theater, had an audience been asked to pay so much and sit for so long. Yet people were not deterred; they were, in fact, thoroughly terred. It played to sold-out houses in London, Stratford, and New York.

I myself was much inspired by that production. I then read the book and fell even more deeply under its spell. Despite its length and breadth, I longed for years to make a film of it. I happy to say I have done just that, with a dream cast: Christopher Plummer is Ralph, Jim Broadbent and Juliet Stevenson are the Squeers, Tom Courtenay is Noggs, Jamie Bell is Smike, Charlie Hunnam and Anne Hathaway are Nicholas and Madeline, and Nathan Lane, Barry Humphries and Alan Cumming are members of the Crummles troupe.

Why is Dickens so irresistible to dramatists? (Even he couldn't resist himself; he

frequently adapted and performed his own works.) There are four qualities that mark a great piece of dramatic entertainment, on stage or screen, and Dickens handles each of them with the breezy skill of a juggler.

First, he was a virtuosic storyteller, almost helplessly in thrall to his ability to create plot. Every character seems to come with a back-story detailed enough to be the main story in any other book. In the early pages of *Nicholas Nickleby*, Nicholas and Squeers stop at an inn near Grantham on their way to Dotheboys Hall. They fall into conversation with two gentlemen, one gray-haired, one merry-faced. Each of these men offers a story, one titled, “The Five Sisters of York,” the other, “The Baron of Grogzwig.” The first one lasts 8 pages, the second 9. Neither one concerns anything that has happened, or will happen, in the rest of the story. They could stand on their own as complete short stories; they are the literary equivalent of bonus tracks. As a filmmaker for whom everything in the story must have something to do with the larger plot at hand, I found the inclusion of almost 20 pages of irrelevant storytelling fascinating—and helpful. Always needing to trim this long story, this was one of the easiest and most obvious things to omit.

It’s as though Dickens can’t stop himself from telling stories. His fourteen novels total 11,304 pages. Storytelling was his gift and he exercised it as prodigiously as Picasso or Louis Armstrong or P.G. Wodehouse did theirs: as an essential part of their understanding of what it is to be alive.

Of almost equal appeal to dramatists is Dickens’ dialogue. It is exemplary in its clarity and freshness, distinctively true to each character and yet somehow always smacking overall of Dickens. It never seems forced or wrought, yet is often wittily epigrammatic. “Subdue your appetites,” advises the appalling Squeers, “and you have conquered human nature!” Dickens elevates anecdotal dialogue in a way that makes credible even the most outlandish events. When Nicholas shares a dinner with the grandly tattered theatrical, Vincent Crummles, he hears from his host the tragic history of a horse that gave long service to the troupe. It is surely one of the peaks in all comic literature, yet so close does it come to being beyond what we will accept—even from someone as broadly drawn as Crummles—that one wrong word might have thrown it. The wrong word does not appear. I suspect it was Dickens’ talent as a performer that gave him such a pitch-perfect ear for speech. (The story of the horse appears in its



glory in the film. While not directly pertinent to the plot, it tells us so much about Vincent Crummies, and brings so much happiness to all who hear it, that it seemed essential for reasons of character, tone and balance.)

Then there is Dickens' vaunted ability to create characters. In this book alone, only his third, he gave birth to more fascinating people than most authors create in a lifetime: Ralph and Nicholas Nickleby, the Squeers, the Crummies, the Cheerybles, the Mantalins, Smike, Noggs, Brooker, John Browdie, Gride, Peg Sliderskew. This was on top of Pickwick and his pals, as well as Oliver Twist, Fagin, Nancy, Bill Sykes and the Artful Dodger who had peopled his previous books, and who would be followed by Scrooge, Tiny Tim, Micawber, David Copperfield, Pip, Magwich, Miss Havisham, Uriah Heep, Little Nell, The Jarndyces, Sydney Carton, Madame Defarge—on it goes. The list of his characters in the Oxford Companion runs to 18 pages.

Finally -- and perhaps it is the quality that makes what he writes so Dickensian -- Dickens was not just a storyteller but a reform-minded philosopher. He was not only ambitious for himself, but for a better world. He did not create his novels merely to exercise his storytelling skills but to expose the cancers of the society in which his readers lived and, through their exposure, inspire improvement. By creating the stories he did and wounding us when terrible things happen to the people he has made us love, he enlists his readers in his causes. It's a sly type of persuasion, equivalent to the approach Twain took at the beginning of *Huckleberry Finn*: "Persons attempting to find a motive in this narrative will be prosecuted; persons attempting to find a moral in it will be banished."

He shares many qualities with his American contemporary, Mark Twain: both were great wits, both had an ear for refined as well as vernacular speech, and, despite their financial aspirations at which Dickens was more steadily successful (Twain made a series of unlucky investments), both cared very much for the poor and distressed. They each had a compassionate and fondly humorous gift for bringing fictional youth realistically to life. But perhaps most of all, each man seemed to embody the essence of his country. Twain seems as quintessentially American as Dickens seems English. Yet both men were unsparing critics of their homelands, and used their talents to expose, ridicule and correct these failings.

So there we are: gripping plots, sparkling dialogue, unforgettable characters and

numerous ideas for a better world. No wonder filmmakers and playwrights return to Dickens with the dedication of a stalker. Adapting Dickens must be the easiest work in the world, you say.

And yet.

With all Dickens had to think about, one thing that did not occupy him was constructing a story that could be nimbly compressed to the average length of a motion picture. (Interestingly, Dickens' structuring anticipated – perhaps suggested – the crosscutting overlapping storylines that are standard in film storytelling. For a more detailed and graceful explanation of Dickens' influence on film, interested readers should find an essay written by the great Russian filmmaker Sergei Eisenstein entitled “Dickens, Griffith and the Film Today.”)

Most modern films are in the two-hour range. There is the rare case when a filmmaker can persuade a studio to release a film that is as long as three hours. But it is the rare case, and even three hours of a Dickens novel would involve an enormous reduction of the story. The Royal Shakespeare adaptation of this book, and even that had some compressions, was three times that length.

Having previously adapted Jane Austen's *Emma* for the screen, I knew well the painful choices involved. *Nickleby*, at more than twice *Emma*'s length and no less delightful, would require a more extensive, and more excruciating, surgery. I could not merely keep what I loved in the story; the film would run three days. (Don't ask me why, but theater owners steer clear of films that only accommodate a biweekly showing.)

So I did what I did with *Emma*: I reread the novel, and made a note at the top of every page stating the action. Not reading purely for pleasure, my eye assessed everything against the equation, “Keep it or lose it?” Each new page brought alternating waves of delight and alarm. “Oh, no!” I kept thinking. “This is good, too.” I wasn't finding much that I wanted to lose. Most readers begin a new chapter with the hope that it will have something interesting in it. I often kicked off a new chapter with the hope that it contained something boring I could remove.

While my desire to be bored went regrettably unsatisfied, I was able to take a clearer view when I assembled my outline, away from the charm of his prose. I studied it, over and over, searching for the heart of the story. Once I knew what the heart was,

I could more easily decide what was essential to its reconstruction.

The outline revealed that *Nicholas Nickleby* had the same peripatetic looseness of structure that marked the wandering exploits of Dickens' first novel, *The Pickwick Papers*, a style then in vogue by Fielding, Smollett and other of his contemporaries. (Thematically though, *Nicholas Nickleby* shares many of the same interests as its immediate predecessor, *Oliver Twist*: the physical or emotional abuse of young boys; the sense of being young and unprotected in the world; the loss of parents and the sometimes terrifying dependence a child must have on strangers. Given the astonishing fact that Dickens wrote *Pickwick* and *Twist* simultaneously, *Nicholas Nickleby* is their love child: it merges the wandering, comic qualities of the first with the gothic social vision of the second.)

Though the title is *Nicholas Nickleby*, the novel follows the adventures of the whole Nickleby family, not just Nicholas but his sister Kate, his mother, and most importantly his Uncle Ralph. It delves into the lives of their friends and sometimes their friends' friends. This widened focus actually made the book easier to adapt than his more tightly constructed later novels. I needed to narrow its focus and concentrate on the stories that best supported the ideas behind the novel.

As I studied the book, I saw two stories continually intersect, each causing a sharp, sometimes explosive, reaction in the other: it was the story of Nicholas and his Uncle Ralph. They were the heart of the story, their struggle, their contrasting philosophies, the starkly different choices they made. I decided that I would only retain those sections of the novel that best brought to life their intertwining histories.

An audience comes to a film with more rigid ideas about plot than it brings to a novel or play. Maybe it's the word "movie" that plants the idea that things should continue to move, but people do not allow a film the digressions and ruminations that they accept in a novel. Thus went the many side stories and their characters. Sadly went the Mantalinis, beloved of memory, on page and stage. (They were superbly brought to life in the RSC production.) They were influential in Kate's story, but I only used her story in how it affected Ralph or Nicholas. So while we hear of her employment at the Mantalinis, we are denied the pleasure of seeing her under their "demd" supervision. So, too, went the Kenwigs, Miss Petowker, Mr. Lillyvick, Peg Sliderskew and Arthur Gride. There were outright removals, and some people, like

Miss Lacreevy, who were substantially reduced.

Occasionally, I would merge two characters, as I did with Sir Mulberry Hawk and Arthur Gride. They were similar in a number of ways and performed similar services in the plot. One is introduced quite late in the story and again, by the mysterious laws of cinema, it can be unsettling to have a major character introduced in the last part of a movie. It lends the film a quality of being disjointed. (Perhaps because one rarely reads a novel straight through, one is less sensitive to this issue with books.)

Always, in all my decisions, I sought to honor the spirit of the novel. An adapter must sometimes turn a cold eye to the letter of the book. Drawn to be a writer in part because I loved reading great writing, making changes in a cherished author's work was often agonizing. The feelings of presumption and inadequacy were only quelled by the knowledge that my film is not meant to replace *Nicholas Nickleby*, as it never could, but to be a walking, talking supplement, one that might bring new readers to the joys of a classic.

For many people the word "classic" wears the musty shroud of age. But the very thing that makes it a classic, which is to say something that has long outlasted the time in which it was born, is the natural and illuminating way it applies to any era in which it is being read. Dickens' stays fresh because he is not just writing about human events, which are always changing and dating, but human nature, which is constant.

On the surface, the world Dickens offers the 21st century reader in *Nicholas Nickleby* is as different from ours as *Star Wars*. But once you get past the coaches and bonnets and foolscap, you have a world eerily like our own. Nicholas' father, a sweet-natured country gentleman, loses his savings in an unlucky speculation in the financial markets. What could more perfectly describe the cold-blooded fleecing of small-time investors that has highlighted the recent past on Wall Street than this sentence about the failure of Nicholas Senior's investment: "Four stock brokers took villa residences in Italy and four hundred nobodies were ruined."

*Nicholas Nickleby* was conceived in part to expose the notorious Yorkshire boarding schools that were common dumping grounds for illegitimate or unwanted children. Indeed, Dickens based one of the villains of the piece, Wackford Squeers, on the infamous headmaster William Shaw, whose neglectful cruelty caused the blindness of two of his students. The barbarity of the Yorkshire school system is what you might

call the local, or “period,” issue, long gone from our daily worries. But surely the abuse and neglect of children continues its mad way in our world, whether it is the pedophilic scandals of the Catholic Church or the terrible rash of child kidnappings and killings that have recently filled the news.

More and more, as I analyzed the story, I saw that there were three ideas to which Dickens returned again and again. And it was around these three ideas that I organized my film. The first idea is that there is evil in the world, and that it must be confronted.

The next idea is that there is evil in the world but it must be understood. If we do not comprehend its origin, we can only knock it down and wait for its resurrection. Evil does not spring up. It takes the nurturing of violence or, more often, neglect. Surely no murderer ever had his mother sit by his bed too often at night, kissing away his fears. No dictator’s father ever cupped his face too lovingly in his hands. In showing us the seeds of evil, Dickens allows us to understand, even pity, his villains.

This is one of the many qualities that links Dickens to Shakespeare: a thrilling, almost disorienting ability to induce in us a sympathy for the villain. In *Nicholas Nickleby*, one of the triumphs of the storytelling is that by the end, the man we have come to hate the most, the man whose downfall we have prayed for most fervently, is exposed and given his punishment, and it evokes from us no happiness, no victory, only a sort of pitying sorrow. This is because Dickens has shown us how this person has lost his way in the world: the wrong choices he made, and the costs that came with them. As they are revealed to us, so, too, is he revealed to us in a way that surprises and complicates our reaction to him. He is still a villain, but now we know how he became that way. By valuing fortune over affection, he denied himself the vitality of human connection. This, more than anything, seems to be the theme of Dickens’ work: that villainy is born from the feeling that we do not belong in any joyful way to someone else.

And this brings us to the third idea. If the lack of a nourishing human connection is the problem, then what is the answer? Over and over again in his books, Dickens provides it: family.

Being an artist, Dickens does not mean it in the simplistic and manipulative way that our politicians do. He means something more complex. Indeed, in *Nicholas*

*Nickleby*, one of the villains is a part of the hero's family. So, though Dickens offers the idea of family as an answer to the problems of a society whose lust for money permits cruelty to children and widows and men unlucky enough to be born without a sense of vicious competitiveness, his answer carries a question in its wake: what is family? Is it merely one man, one woman, one son and one daughter? Or is it perhaps something larger, more forgiving, more generous in its parameters?

In my film, the story is shaped to answer those very questions. The film begins with a single image of Nicholas' father in the center of the screen, mirroring his place in his family's universe. The next scenes show him proudly raising his two children: coddling them as infants, lifting them to the sun, pushing them in swings, posing for their portraits, tucking them into bed. He is everything to them. And when he dies, the family loses its bearings. They turn to Ralph for help but when he abuses their trust, Nicholas knows he must make his own way in the world. My film begins with a narrator asking us, "What happens if too early we lose a parent, that party on whom we rely for only everything?" At the end of the film, the narrator answers his own question. He says we must "build a new family, person by person."

What is so beautiful and democratic about Dickens' story is that the family Nicholas builds is most unorthodox. He does not, as in a lesser fairy tale, merely fall in with rich people. Except for the Cheeryble Brothers, the people he comes to cherish most are, by the terms of that society, largely outcasts: the alcoholic servant Noggs, the crippled Smike, the destitute Madeline Bray, the coarsely boisterous John Browdie and, of course, the Crummles, a troupe of actors. In Victorian society, especially middle-class society, actors were the very idea of undesirable. But not to Nicholas.

And not to me. Such is the Crummles' value to the story, so fully do they embody its charity and kindness, that I broke my pattern of continuous compression and enlarged their role in the story. In the film, I have Vincent Crummles narrate Nicholas' story. His warm theatricality lends the right tone to the struggles of good over evil, villain over hero; the romance of young lovers; and the sense we sometimes have, especially when the death of a parent comes, of being unable to distinguish life from make-believe. To press the point further, the opening credits are set in a Victorian toy theater and the pieces which are pushed on and off are painted representations of the main characters as embodied by the actors who play them.

In making his film of Mozart's *The Magic Flute*, Ingmar Bergman said, "You can't imagine what it's like to have Mozart's music in the studio every day." Having spent almost two years adapting, directing, and editing this genial, singing, sometimes chilling work, with all its miracles of phrasing and philosophy, I think I can imagine Bergman's joyous wonder. If my pleasure was in any measure tinged with regret by the omissions, compressions and eliminations I had to make, you may proceed unencumbered by such sadness. For here in your hands, in the enduring words of Garrison Keillor, is the "real hot item." Nothing is merged or reduced or removed. Letter, spirit and all.

Lucky you.