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# *A Royal Scam: The Abstruse and Ironic Bop-Rock Harmony of Steely Dan*

walter everett

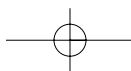
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Steely Dan is nominally a rock band, but their melodic idiosyncracies, rhythmic surfaces, and harmonic and voice-leading techniques are direct descendants of early modern jazz, making theirs arguably the most tonally complex of any rock music with broad popularity. This article illustrates how the group's sophisticated and enigmatic chord constructions, along with a mix of feigned, oblique, and incongruous turns of harmony, intensify the linear aspect of voice-leading connections in the experimental manner of the great bop musicians, and convey the band's penchant for the recondite and the ironic.

Steely Dan, led by co-composing keyboardist Donald Fagen and bassist/guitarist Walter Becker, produced eight gold or platinum albums and six top-twenty singles during the years 1972–80, dissolved for more than a decade, then reunited for a 1993 tour and new top-ten collections in 2000 and 2003. It is nominally a rock band, as its forms, instrumentations, vocal production, rhythmic underpinnings, and many of its harmonic patterns emerged from that world, and its records have typically been marketed for a rock audience. But the group's melodic idiosyncracies, busy rhythmic surface, and harmonic and voice-leading techniques are direct descendants of early modern jazz, making this corpus arguably the most tonally complex of any rock music with such broad popularity.

Having met as college students in 1967, Becker and Fagen discovered a mutual love not of contemporaneous acid rock but of Thelonious Monk, Miles Davis, Charlie Parker, John Coltrane, and Dave Brubeck, all of whose names are dropped into the lyrics of various Steely Dan songs. Their 1974 album, *Pretzel Logic*, includes performances of Duke

Ellington's "East St. Louis Toodle-oo" (the group's only cover of another's composition) and their own "Parker's Band" (an homage to the saxophonist's 1940s sides for Savoy), and a reference to bebop in "Monkey in Your Soul." Seemingly mired in the 1940s and early '50s, Becker and Fagen have expressed neither interest in nor debt to the progressive jazz of Ornette Coleman, the modulating cycles of late Coltrane, the modal scales of late Davis, the jazz-rock fusion of John McLaughlin, Weather Report or Frank Zappa, the emerging funk of Maynard Ferguson and Herbie Hancock, or light adult-contemporary artists such as Doc Severinsen. In the spirit of Ellington, their session players (such as Miles Davis alumni Wayne Shorter and Victor Feldman) work from written parts composed specifically for them, but they would also be given free and sometimes expansive improvised solos (those in "Home at Last" and "I Got the News" redolent of bop but those in "Time Out of Mind" and "My Rival" more reminiscent of Count Basie). So whereas pop-rock musicians Carole King, Bob Dylan, and the Beatles were strong influences upon their music, Steely Dan formed itself around a jazz core.



The present essay draws from theories of harmony and voice leading for both rock music and jazz.<sup>1</sup> The primary purpose is to illustrate how, in much of Steely Dan's music, sophisticated, esoteric, enigmatic, and ambiguous chord constructions, along with a mix of deliberate, feigned, oblique, unexpected, and incongruous turns of harmony, all work to intensify and experiment with the linear aspect of voice-leading connections, sometimes in the manner of the great bop musicians. Examples are selected from the 85 original compositions released under the Steely Dan name.<sup>2</sup> After outlining the relevance of the literary notions of abstruseness and irony, I shall examine four harmonic topics: extended and inflected chords; jazz-based and rock-based chord substitutions; transient modulations; and chords as agents of voice leading rather than harmonic function. Following this overview of Steely Dan's harmonic style, I examine a single composition, "Babylon Sisters," in order to illustrate how these factors are combined for poetic effect.

#### poetic goals of steely dan

The straight-faced Becker and Fagen are devotees of the recondite, the inscrutable, and all manner of twists in the conveyance of meaning. Their obscure, sometimes witty, and rhetorically multileveled lyrics reflect their schoolboy readings

of Allen Ginsberg, Kurt Vonnegut, Terry Southern, Joseph Heller, and William Burroughs, whose surreal, violent, and depressing *Naked Lunch* is the source of the group's moniker. The duo's "pop noir" song texts have been called "cold," "misanthropic," and "arch"; sentiment is rarely apparent on the surface of any but their earliest songs.<sup>3</sup> The noir textual style aptly portrays the songs' dark themes and characters. Perhaps thinking about his then-new Odyssey-inspired "Home at Last," Fagen explains in a 1977 interview that:

it's more interesting to write about somebody who's in a life-or-death situation or having trouble in a relationship; it goes back to Greek drama—they didn't write about people who are having a lot of fun. You've probably never read *The Tragedy of Ozzie and Harriet* by Oeddie Rex or whatever his name was . . .<sup>4</sup>

Following Dylan, the two learned to write song lyrics around the fleeting, disembodied images and emotions related to a topic, rather than in accordance with orthodox linear narratives. Of the ambiguity of their lyrics, Fagen says, "We don't necessarily try to communicate any specific thing to the listener. It's more or less us trying to communicate an impression, and the listener has the freedom to interpret as he wants."<sup>5</sup> Of course, his words are not always to be taken quite at face value; in 1993, he announced, "I'm into my post-ironic phase . . . which of course would include irony as well. And I'm not talking about the new sincerity, of course,

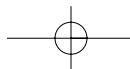
1 Primary sources in jazz theory include Coker 1964 and 1975, Dean-Lewis 1996, Kurzdorfer 1996, Larson 1996 and 1998, Martin 1996a and 1996b, Owens 1995, and Strunk 1979 and 1996. References in rock theory include Burns 1999, and Everett 1997, 1999a, 1999b and 2001.

2 The core group discography is listed under Steely Dan in References, below. Key solo albums produced by Becker and Fagen during the band's 1981–1993 hiatus are also given there. The two entries for Hal Leonard represent fairly accurate "complete" transcriptions of ten best-known Steely Dan tracks (1990) and fairly accurate reductions of 63 songs (1995). The transcriptions accompanying this article were based on the recordings, with consultation of these two sources plus examples found in Pearl 2002.

3 Critical reception to the music of Steely Dan is best documented in the album reviews and occasional feature stories appearing in such periodicals as *Down Beat*, *Musician*, *Guitar Player*, *Rolling Stone*, *Melody Maker*, *Crawdaddy*, *Village Voice*, *Jazz Times*, and *Jazz Magazine*, several of which publications have also run interviews with the principals. A very good bibliography can be found at <[http://two-wugs.net/sd/steely\\_dan\\_bib.html](http://two-wugs.net/sd/steely_dan_bib.html)>; see also the "Metal Leg" topic-indexed bibliography at <<http://www.granatino.com/sdresource/mldex.htm>>. Numerous audio interviews have been archived on internet servers; one useful index with links is <[http://www.broberg.pp.se/sd\\_interviews.htm](http://www.broberg.pp.se/sd_interviews.htm)>.

4 Earth News 1:21–1:40.

5 Sweet 1994, 82.



but rather . . . the pseudo-new sincerity.”<sup>6</sup> The notion of irony is often key, for Becker and Fagen frequently employ such devices as sarcasm (a characterization standing in direct contradiction to what is meant), hyperbole (exaggeration to the point of rendering the underlying facts impotent), and litotes (understatement through the negation of the opposite, as in the line, “You know she’s no high climber” to suggest a woman headed to her end in “Do It Again”). At times, subtexts are brought to the surface through sarcastic humor, as in a line from “Reelin’ in the Years”: “You been tellin’ me you’re a genius since you were seventeen; in all the time I’ve known you I still don’t know what you mean.” At others, layers of text seem broken and disjointed, with important information disguised or omitted entirely, rendering underlying meaning impressionistic, obscure, or downright impenetrable. I hope to show how the superficial obfuscation of structure, and the contrast between the apparent and the intended, are singularly appropriate musical vehicles for the poetic aims of Becker and Fagen in Steely Dan.

“Brooklyn (Owes the Charmer Under Me),” an early Dylan-influenced Becker-Fagen composition from Steely Dan’s first album, illustrates the duo’s approach to the musical setting of their central poetic interests. The first of its three stanzas is shown in Example 1. The intent of this verse seems indecipherable at first—what is the meaning of the refrain (the repeated final line, ambiguously parenthesized for the song’s title), and what connects the four images that lead up to it? The entire notion is abstruse, and remains opaque until one considers the first three lines as a series of treasures, and the “charmer” as a bellyaching Brooklyn apartment tenant living directly beneath the singer. Then, things begin to fall into place: “Brooklyn” is the subject of one long sentence; the downstairs tenant, the “charmer,” is the indirect object; and the series in the first three lines—a list of what Brooklyn “owes” the tenant—makes up the direct object and thus ful-

A race of angels bound with one another,  
A dish of dollars laid out for all to see,  
A tower room at Eden Rock, his golf at noon for free  
Brooklyn owes the charmer under me,  
Brooklyn owes the charmer under me.

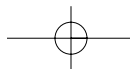
example 1. “*Brooklyn (Owes the Charmer Under Me)*” (Becker-Fagen; composed c. 1969, *Can’t Buy a Thrill* [1972]), verse 1. © 1970 by MCA Music Publishing, A Division of MCA Inc. and Red Giant, Inc.

fills the transitive verb in a grammatically correct but oblique way. Of course, one would likely come to this reading only after hearing the composers’ explanation: according to Walter Becker, Donald Fagen once lived in a Brooklyn apartment above an obnoxious neighbor who would regularly sit on his stoop and shout about the indignities he was forced to suffer.<sup>7</sup> The singer’s portrayal is multiply ironic: by using the word “charmer,” Fagen sarcastically presents the obnoxious behavior as an ingratiating manner or as one of casting a successful spell, and he feigns sympathy with the complainer by suggesting what recompense is due in the most hyperbolic exaggerations imaginable. Later verses suggest further desirable amends, including “an evening with a movie queen,” “a case of aces done up loose for dealing,” and “a piece of island cooling in the sea.” And not only are the images themselves of ridiculously high value, they are all described in an ironically velveteen versification.

In “Brooklyn,” musical irony has the charmer portrayed with shrewd sweetness, in the syrupy portamentos and gradual swells of the pedal steel guitar, and in the slick passing and neighbor chords of the refrain (see the “P” and “N” designations between the staves of Example 2, second system), which resolve gently through the avoidance of any

6 This quote appears on p. 17 of a booklet accompanying Steely Dan 1993.

7 Sweet 1994, 50.





a vague substitute for an interrupted dominant function; the stubbornness of II is matched there by a change from 2/2 to a measure of 3/2, stammering with four “extra” repeated eighth notes (0:49–51). The verse consists thereby of phrases of nine plus eight-and-a-half measures (0:23–37 + 0:38–51), “concluding” on 2 over II. This musical standstill symbolizes the singer’s paralyzing internal conflict (“I foresee terrible trouble and I stay here just the same”) through parallel musical and poetic ambivalences.

But instead of focusing on the structural value of the chordal *roots* of such cadential pillars as V (or II), I wish to examine the nature and treatment of that which is found atop and in between them. The vertical aspect of the group’s harmony is of interest for its extended, modally inflected, applied, and otherwise altered chords. Through the course of their first eight albums, colorful and dense seventh, ninth, eleventh, and thirteenth chords are progressively the rule, with unadorned, unambiguous and naive triads seldom voiced in the last five collections. (This otherwise straight line of progressive complexity curves to a degree with the 2003 album, *Everything Must Go*, which is frequently more conventional than the albums that preceded it.) This quality betrays a jazz heritage, as their final non-triadic sonorities tend to avoid the tonic major-minor seventh chord common to rock. Jazz examples range from the simple major-seventh chord ending Dizzy Gillespie’s “Dizzy’s Business” [1956], shown in Example 3(a), to the tritone-heavy activity that settles into the final tonic thirteenth chord in Lennie Tristano’s 1946 recording of “I Found a New Baby,” transcribed as Example 3(b).

Such dense extensions to the triad often provide motivic material. The chord with added sixth, for instance, is hardly innocent in “Black Cow” [1977], although its initial appearance is the only fully consonant simultaneity present in the song. Here, the sixth scale degree, A in C major, is introduced in a number of non-resolving contexts involving the opening tonic harmony, then becomes the root of a surprising and finger-pointing  $V^{b9}$  of II (accented at 0:30 by the entrance



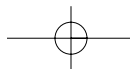
(a) Dizzy Gillespie’s recording of “Dizzy’s Business” (Wilkins, Birks Works [rec. June 6, 1956]), final sonority. © 1956 by Silhouette Music, c/o Quincy Jones Music Publ.



(b) Lennie Tristano’s recording of “I Found a New Baby” (Williams–Palmer; Volume 1 [rec. probably Spring–Summer 1946]), conclusion. © 1925 Universal MCA Music Publishing, a Division of Universal Studios Inc.

### example 3

of the long-sustaining backing singers). The sixth scale degree ultimately becomes the tonal center of the chorus at 1:03, where the singer hits the light of day, breaking away from both the narrative past and from the barroom lush for whom he can care no longer. Such a gradual development of a non-tonic scale degree, in this case the sixth, is a common “character-developing” gambit in classical instrumental styles (one might trace the maturation of  $F\sharp$  through the second movement of Mozart’s piano sonata K. 576, for





instance), and is often linked to the growth of an idea in the lyrics in various popular styles.<sup>11</sup>

As a jab at those who ponder the nature of musical structures, Becker and Fagen even christened one of their favorite constructions (the major-ninth chord whose ninth and tenth were always to be voiced as major-second adjacencies) variously as the “ $\mu$  major,” the “Deus de Musica,” and “M’Lords Consonance,” a sonority whose varied guitar voicings are treated to several pages of tongue-in-cheek exegesis by three members of Steely Dan in an introduction to a late-1970s song folio. Therein, the composers say, “once you become accustomed to this wholesome harmonic mindbath, you’ll soon find yourself sneaking seconds into minor seventh chords and stacking fourths like a Hindemith gone haywire in Harlem.”<sup>12</sup> Example 4(a) shows a guitar voicing of the  $\mu$  chord, from a C-major expansion within “Aja”; Example 4(b) shows the  $\mu$  voicing in the piano’s opening sonority in the same song. A favorite of pianist Fagen’s, the  $\mu$  chord dominates the keyboard part from “Reelin’ in the Years.” As for the stacked fourths, they may have had in mind such a model as Oscar Peterson’s performance of Milt Jackson’s “Bag’s Groove,” excerpted in Example 5.

When ninth and eleventh chords are voiced with their thirds and fifths deemphasized, a bop-related polychord effect takes place. Consider, for instance, the bridge of “Pretzel Logic,” shown in Example 6, where the bass roots support seemingly unrelated constructions above. Sometimes stacked fourths play a role, as in the appearances of  $A_4$  and  $D_5$  above  $E_2$  at 0:41 in the opening of the “Pretzel Logic” bridge. In fact, “slash-chord” constructions (so named because jazz shorthand notation has each upper-voice triad designation

11 Everett 2001, 226–29 discusses an interestingly similar progressive valuation of the sixth scale degree from non-chord tone through chord member to tonicized area in the Beatles’ “I Should Have Known Better.”

12 Warner Bros. Publications, c. 1977.

3:09



(a) “Aja” (Becker-Fagen; Aja [1977]), rhythm guitar underneath lead guitar solo. © 1977, 1978 by MCA Music Publishing, A Division of MCA Inc.

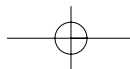
B: I<sub>9</sub>

(b) “Aja” (Becker-Fagen; Aja [1977]), opening piano chord. © 1977, 1978 by MCA Music Publishing, A Division of MCA Inc.

#### example 4

followed by a slash separating it from the unrelated bass note) are a common pianistic effect of Donald Fagen. In Example 6, a pair of two separate tiers follows the double bar: the bass line, E–A–D–G, seems a separate entity from the closely spaced apparent treble-register triads above, which progress by “roots” D–E–C–D.<sup>13</sup>

13 Significant strings of slash chords mark structural points in “Black Friday” [1975], at (0:50–52), “Josie” [1977], (0:46–1:01) and “Third World Man” [1980], (1:46–2:00). Such chords were the topic of an unpublished talk, “Assessing ‘Slash Chord’ Harmony in Jazz-Rock Fusion: Toward a Theoretical Approach to the Music of Steely Dan,” presented by Paul S. Carter at the Music Theory Midwest meeting at Butler University in 1999. Carter focused mostly on this effect in “Josie,” “Do It Again,” “Gaucho,” and “Dr. Wu.” It may be prudent to highlight the facts that whereas slash-chord designations may well reflect the composer-performer’s notion of the identity of the simultaneity’s





example 5. *Oscar Peterson's recording of "Bag's Groove" (Jackson; Jazz 'Round Midnight [rec. December 15 or 16, 1962]). © Reecie Music.*

Swing eighths 0:41

Yes I'm dy'n' to be a star and make them laugh; sound just like a rec-ord on the pho-no-graph. Those days are gone for-ev-er, o-ver a long time a-go, oh yeah.

D/E E/A C/D D/G

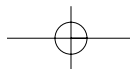
example 6. *"Pretzel Logic" (Becker-Fagen; Pretzel Logic [1974]), beginning of bridge. © 1974 by MCA Music Publishing, A Division of MCA Inc.*

Steely Dan also makes expressive use of altered chords, which are often forms of dominant harmony and are quite

component parts, and that they conveniently symbolize the bifurcated nature of these sonorities, they do not always suggest the shortest route to an understanding of the chords' functions. The functions will typically be bound to the bass, or perhaps to a transcendental bass that is not sounding at the moment, with the tones above best evaluated for their voice-leading and color-creating roles.

jazz-flavored.<sup>14</sup>  $V^{\#9}$  is perhaps their favorite altered chord; one such sonority is given a mysterious texture in "Rikki Don't Lose That Number," given as Example 7(a). But other

- 14 A brief survey of extended and altered dominants includes many form-defining examples, such as  $V^{\#3}$  in "The Royal Scam" (1:40) and "Third World Man" (0:30);  $V^{\flat 9}$  in "Don't Take Me Alive" (0:00–07);  $V^{\#9/7}$  in "Rikki Don't Lose That Number" (1:06–07), "Night By Night" (2:49–52), "Kid Charlemagne" (0:00–10), and "Josie" (1:16–17);  $V^{\#9/\#5}$  in





1:02

But if you had a change of heart, Rik-ki, don't lose that num

E: II<sub>7</sub> II<sub>5</sub><sup>6</sup> V<sub>7</sub><sup>#9</sup> I

(a) "Rikki Don't Lose That Number" (Becker-Fagen; Pretzel Logic [1974]), transition into chorus. © 1974 by MCA Music Publishing, A Division of MCA Inc.

3:01

(b) "Throw Back the Little Ones" (Becker-Fagen-Omartian; Katy Lied [1975]), coda. © 1974 by MCA Music Publishing, A Division of MCA Inc.

### example 7

scale degrees are altered as well; in fact, the last bar of Example 7(b) displays a polychord-like B-major triad atop an A-major triad of indeterminate function concluding the coda of "Throw Back the Little Ones." In "Throw Back," the chorus ends clearly in B, just before this example begins; previously, this cadence had functioned as retransitional preparation for the succeeding verse that begins in E minor.<sup>15</sup> The

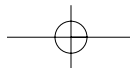
extended root-position major triads moving by step in parallel motion might recall such bop voicings as heard in the opening of each chorus in "Monk's Mood," excerpted in Example 8(a). Donald Fagen has often talked of a fascination with Henry Mancini's *Peter Gunn* and other jazz-derived commercial TV and movie themes; this polychordal ending reminds me of this literature.<sup>16</sup> Consider, for example, the juicy DM/Cm final chord of Fred Steiner's Perry Mason Theme (a piece quoted in another rock composition,

"Daddy Don't Live in That New York City No More" (0:47–48), "FM" (1:36), and "My Rival" (2:11); and V<sup>11</sup> in "Any Major Dude Will Tell You" (2:01–02).

15 David Pearl (2002, 33) hears a 13/<sup>#</sup>11 chord at 1:51 in "Negative Girl." His voicing takes the major second of the "μ" chord and displays it

between the third and raised fourth scale degrees for a particularly Lydian quality, a sonority also featured in the chorus, 1:41–46.

16 See Sweet 1994, 9 for a summary of Fagen's interest in Mancini.



Frank Zappa's "Jezebel Boy," *Broadway the Hard Way* [1988]), given in Example 8(b). The concluding tritone over the bass (as heard in "Throw Back") is another favorite jazz sonority. Lennie Tristano's work in the 1940s has already been noted in this regard; see also the tritones above the bass in his rendering of "Tea for Two," excerpted in Example 8(c), and the right-hand planing of whole-tone formations that descend to members of the expanded  $V^7$  (or to their neighboring  $IV^7$  chord) in his coda to "What Is This Thing Called Love," the beginning of which is transcribed as Example 8(d).<sup>17</sup>

*Jazz- and Rock-Based Chord Substitutions.* According to Steven Strunk, substitute functions preserve "the essential lines of any progression in which the chord is involved" but alter other lines and provide substitute roots for novel colorations.<sup>18</sup> These substitutions are rampant in Steely Dan, and they often suggest irony by implying hypocritically one direction but effecting another; they may also carry an enigmatic quality by simply reducing the communicative power of dominant function. One substitution (that of II for V) has already been mentioned in connection with the vague cadence in "Dirty Work." Tritone substitutions for the dominant, thus dominants built on  $\flat II$ , were pioneered in the 1940s by Dizzy Gillespie. (They are so-named because each of the pair of major-minor seventh chords whose roots lie a tritone apart share an enharmonic diminished fifth for the other chord's augmented fourth, with differing other chord

17 Steely Dan knew Tristano's work well. As an homage, Becker and Fagen took the pen name Tristan Fabriani for the liner notes they wrote for the first Steely Dan LP (See Sweet 1994, 47). Tristano's highly dissonant technique is discussed in Owens 1995, 14 and 22. Tristano mentored tenor saxophonist Wayne Marsh, who, with tenor saxophonist and *Aja* sideman Pete Christlieb, recorded the album *Apogee*, co-produced by Becker and Fagen in 1978. This album includes the track "Rapunzel," a straight bop number co-written by Becker and Fagen. Alto saxophonist Phil Woods, a student of Tristano and a one-time Monk collaborator, plays on Steely Dan's "Dr. Wu" [1975].

18 Strunk 1979, 15.



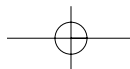
(a) Thelonious Monk's recording of "Monk's Mood" (*Monk: The Thelonious Monk Orchestra At Town Hall [rec. February 28, 1959]*). © Embassy Music Corporation.



(b) "Park Avenue Beat" (*The Perry Mason Theme*) (Fred Steiner, 1957; © Polygram International Publishing, ASCAP), final chords. © 1957 Aspenfair Music Inc./Special Account, c/o CBS Music Operations.

example 8

members substituting for each other.) Example 9 transcribes the conclusion of "These Foolish Things" as performed in 1945 by the Emmett Carls Sextet, with Lennie Tristano on piano and Earl Swope soloing on trombone; note the large-scale use here of the tritone ( $T_6$ ) application on the cadential  $V^7$  as well as the Sextet's coming to rest on a major thirteenth chord. Tritone substitutions for  $V^7$  are quite common in the work of Steely Dan. As outlined in Example 10, the typical major-minor sonority on  $\flat II$  (but jazzed up a bit with an added sixth) appears at the end of the A-minor verse of "Kid



2:48

Ab: V I

(c) Lennie Tristano's recording of "Tea for Two" (*Youmans-Caesar; Volume 1 [rec. with the Emmett Carls Sextet, probably in May-June 1945]*), portion of fifth (Tristano's) chorus. © 1924 Irving Caesar Music Corp., c/o Warner Bros. Inc.

2:30

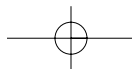
(d) Lennie Tristano's recording of "What is This Thing Called Love" (*Porter; Volume 1 [rec. probably Spring-Summer 1946]*), beginning of coda. © 1929 Harms Inc., c/o Warner Bros. Inc.

example 8. [continued]

Charlemagne," the result of a substitution of  $B\flat^7$  for the  $E^7$  that is clearly the goal of the verse's passacaglia descent pattern. The same  $\flat II^7$  with added sixth is the cadential "dominant" as  $A^{13}$  resolves to the tonic  $G^{\sharp m7}$  (0:40–42) in the verse of "Home at Last" [1977]; it also forms the turnaround from the chorus ( $G^{9/\flat 5}$  moving to the tonicized  $F^{\sharp m7}$  at 1:00–01, illustrating the "slide on down") in "Hey Nineteen" [1980]. Jazz pianist Armen Donelian finds that a major-seventh chord built on  $\flat II$  often expresses dominant-seventh function in bebop, even though the sonorities have only one tone in common (rather than both members of the major-minor's tritone), and Steely Dan uses this more arcane voice-leading chord in a dramatic way for the retransition

from bridge to verse in "Barrytown."<sup>19</sup> Example 11(a) presents the chords for the A-major refrain and the entire bridge of that song, which returns to the tonic A from a tonicization of  $\flat VI$ , F, through the major-ninth chord on  $\flat II$ . Example 11(b) illustrates the voice leading through the vocal and bass parts; the bright sweetness of the half-step resolutions, one involving a chromatic inflection, seems an ironic accompaniment to the cynical put-down in the lyrics. The process of common-tone modulation to F for the bridge is also of interest. As shown in Example 11(a), F is approached by an  $A^7$  chord, which substitutes for  $V^7$  of F by recontextu-

19 Donelian 1996, 235.





F#m E D C#m Bm<sup>7</sup> E<sup>11</sup> A A<sup>7</sup>

REFR I can see by what you carry that you come from Barrytown.

F Am<sup>7</sup> B<sup>b</sup> Δ<sup>9</sup>

BR In the beginning we recall that the world was hurled;

F Am<sup>7</sup> B<sup>b</sup> Δ<sup>9</sup> A

Barrytown people got to be from another world.

(a) "Barrytown" (Becker-Fagen; composed c. 1969; Pretzel Logic [1974]), refrain and bridge. © 1973 by MCA Music Publishing, A Division of MCA Inc. and Red Giant, Inc.

2:00 Vocal Parts

Bass

A:  $\flat\text{II}\Delta^9$  I

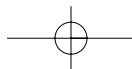
(b) "Barrytown" (Becker-Fagen, composed c. 1969; Pretzel Logic [1974]), vocal and bass parts at retransition. © 1973 by MCA Music Publishing, A Division of MCA Inc. and Red Giant, Inc.

### example 11

substitution is subject to laws of diminishing returns. Passages with similar attributes might be less convincing harmonically, especially when dealing with substitutions for heavily altered or borrowed chords. It is usually more to the point to hear the submerged lines that hold such "progressions" together, as with the chromatic descent to the root of the dominant,  $A-A\flat = G\sharp-G$ , in "Blues Beach."

Other Steely Dan chord substitutions come more from rock syntax than from jazz. Perhaps most common are the Mixolydian  $\flat\text{VII}$  as a stand-in for  $V^7$  and the use of the sub-

mediant for tonic. (A basic characteristic of much rock of the 1960s, the Mixolydian  $\flat\text{VII}$  was pioneered in the late 1950s by Bo Diddley, The Champs, Buddy Holly, and The Coasters.) Both of these substitutions are combined in four Steely Dan songs that feature subtonic-to-submediant cadences. The chorus of "Reelin' in the Years" illustrates. Here, the subtonic G major is understood first (at 0:45) as the Mixolydian dominant-substitute lower neighbor to the tonic, A, but then (1:07–12) passes down to the submediant, a deceptive sort of tonic substitute. The same pair of neigh-



C/B $\flat$  C/F C/B $\flat$   
 I wait, I smoke. I stare in- to my Coke. It's hap- pen- ing a-  
 Am $^9$  B $\flat$ m $^9$  B $\flat$ m $^6$  Gm $^{11}$  C $^7$ # $^9$  A $\flat$  $^7$  A $\flat$  $^6$   
 -gain. I tell my- self that it's o- ver and done, A- men.

example 12. "Negative Girl" (Becker-Fagen; *Two Against Nature* [2000]), verse. © 2003 FREEJUNKET MUSIC (ASCAP) / ZEON MUSIC (ASCAP). Used by permission.

1:39 Bm $^7$  Em $^7$   
 We could rent a par- - a- nym- phic gli- der, my hy- po- thet- i- cal friend  
 1:47 Am $^7$  A $\flat$ M $^7$  E $^7$  1:54 G $^7$ # $^9$   
 and we could sail 'til the bend- ing end.  
 (Sail, sail a- way 'til the bend- ing end.)

example 13. "Blues Beach" (Becker-Fagen; *Everything Must Go* [2003]), bridge. © 2003 FREEJUNKET MUSIC (ASCAP) / ZEON MUSIC (ASCAP). Used by permission.

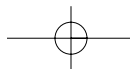
boring and passing  $\flat$ VII functions is found in "Pearl of the Quarter" [1973], "Any Major Dude Will Tell You" [1974], and "Your Gold Teeth II" [1975].

*Transient Modulations.* Strunk reports that "Bop harmony . . . has at the foreground level a strong sense of forward motion: series of unstable chords seem to push forward toward relatively stable harmonic goals which often initiate further progressive movement toward new goals."<sup>22</sup> Cutting their teeth on the ephemeral tonicizations of distantly-related

areas in standards like "Tea for Two" and "Star Eyes," boppers laid the foundation for more progressive relationships (such as those heard in Thelonious Monk's "Ruby My Dear"), which perhaps served as models for John Coltrane's "Giant Steps" in their tonal peregrinations.<sup>23</sup> Such superficially aimless yet propulsive transient modulations, and even exercises in progressive tonality, dominate certain Steely Dan songs. Thus, they represent our third topic, one fraught with abstruse, feigned, and oblique implications. Example 14 suggests

22 Strunk 1979, 7.

23 Hear "Star Eyes" on Parker 1991 and "Ruby My Dear" on Monk 1991.



0:15                      0:22

m. 5                      6                      7                      8

F#m: I                      VI<sub>7</sub>                      V<sub>3</sub><sup>#</sup>                      I                      VI<sub>7</sub>                      V<sub>4</sub>                      D: V<sub>5</sub><sup>6</sup>                      I<sub>7</sub>

example 14. *Voice-leading sketch of "The Caves of Altamira" (Becker-Fagen; The Royal Scam [1976]), verse.*

a punning modulation that accompanies a departure in "The Caves of Altamira." At first (m. 6), the bass  $D_3$  is a neighbor to  $C\sharp_3$ ; this fuctional relationship is reversed in measure 8 at the tonicization of D, the submediant, the result of a chromatic twist on a 4–3 resolution. The arrival on D is very brief, however, as the phrase goes on to cadence in F# major. And one wonders what knowledge of Cathy Berberian inspired the bridge of "Your Gold Teeth," sketched in Example 15, which seems to begin in a solid  $E\flat$  but then hints at weak transient tonicizations of  $G\flat$ ,  $D\flat$ , and F before the home key of C minor is regained with the ensuing verse.

This seems a very deliberate attempt to celebrate incongruity, and perhaps results from the composers' hearing of Berio or some other Berberian performance.

The instrumental bridge and coda of "King of the World," reduced in Example 16, is tonally more secure, but still its Aeolian  $\flat VI-\flat VII-I$  progressions land once on E and then on F, a demonstration of progressive tonality. This cadence takes a pivotal role in an uplifting song-ending "truck-driver's" modulation from C major to D major in "Any World (That I'm Welcome To)" [1975] (at 3:07–08), where the oft-heard  $\flat VI-\flat VII$  of C major pivots as the latter chord moves as  $\flat VI$  to  $\flat VII-I$  in D, not unlike the way the Beatles' "Being for the Benefit of Mr. Kite" jumps from circus ring to circus ring in moving from C minor to D minor and then

$A\flat$      $E\flat$                        $E\flat^{-7}$   
Tobacco they grow in Peking;

$A\flat$      $A^7$                        $B\flat$   
In the year of the locust you'll see a sad thing.

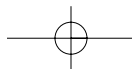
$D\flat$      $G\flat^{\Delta 7}$                        $G^7$                        $A\flat^{\Delta 7/-7}$   
Even Cathy Berberian knows there's one roulade she can't sing.

$D\flat^{\Delta 7}$      $E\flat/A\flat$                       F  
Dumb luck, my friend, won't suck me in this time.

example 15. *"Your Gold Teeth" (Becker-Fagen; Countdown to Ecstasy [1973]), bridge. © 1973 by MCA Music Publishing, A Division of MCA Inc.*

to E minor.<sup>24</sup> Tonal centricity is also heavily challenged in much of the highly experimental album *Two Against Nature*. The backing for Chris Potter's four-minute tenor sax solo that concludes the album-ending "West of Hollywood," for

24 The "truck-driver's modulation," which shifts the tonal center up a step in countless pop and rock songs, is discussed in Everett 1997, 151, note 18. Regarding "Mr. Kite," see Everett 1999a, 110–11. The modulation is referred to as the "pump-up" in Ricci 2000, 130–32.





1:59 DF: monophonic synthesizer (ARP?)  
3:48

The musical notation shows a melodic line in G major. The chords indicated above the staff are: CΔ7, D<sup>add6</sup>, E, CΔ7, D<sup>add6</sup>, CΔ7, FΔ7, G<sup>add6</sup>, E<sup>b</sup>Δ7, F<sup>add6</sup>, D<sup>b</sup>Δ7, E<sup>b</sup><sup>add6</sup>, and F.

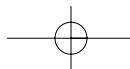
example 16. “King of the World” (Becker-Fagen; *Countdown to Ecstasy* [1973]), interlude / coda. © 1973 by MCA Music Publishing, A Division of MCA Inc.

example, wanders between Gm, Em, Bm, Dm, F#m, Cbm, Fm, Am, Em, Gbm, Ebm, and Gm chords without settling into any particular scale-degree functions. The group’s previous effort, *Gauche*, usually makes its tonal centers clear, but many of its songs abandon tonal identities one after another with decadent impudence, after only the briefest whiff of familiarity; “Glamour Profession” is a fine example.

*Chords as Agents of Voice Leading.* Before turning to an extended look at a single Steely Dan song, “Babylon Sisters,” I shall summarize Steely Dan’s approach to both diatonic and chromatic contrapuntal patterns and the functions that arise from highly idiosyncratic chromatic alterations to voice-leading chords. Linear intervallic patterns (or LIPs) are heard frequently in Steely Dan compositions and in their bop forbears.<sup>25</sup> Example 17, the beginning of Charlie

Parker’s 1951 recording of “Lover Man” as introduced by pianist John Lewis and bassist Ray Brown, approaches the supertonic harmony that opens the verse with two LIPs: a 5–8 alternation over a descent by fifths, and a 7–6 pattern over a chromatic stepwise descent. Four different linear intervallic patterns from the music of Thelonious Monk appear in Example 18. Each features a chromatic descent against some other scale: three cases have a diatonic descent whereas the fourth, from “Sweet and Lovely,” is based on a whole-tone descent. Steely Dan’s many types of LIPs are represented in Example 19, which reduces the verse of “Reelin’ in the Years,” the first phrase of the bridge of “Pearl of the Quarter,” and the second verse of “Monkey in Your Soul.” In “Reelin’,” the learned quality of the counterpoint serves as a poetic foil to the singer’s references to academic life (“The weekend at the college didn’t turn out like you planned; the things that pass for knowledge I can’t understand”). “Pearl” is an ode to a New Orleans hooker with whom the singer is in love; its sequence based on parallel minor tenths and outer-voice parallel sixths seems to suggest a goal-directedness appropriate to the message it sends to Louise by way of a friend, “Please make it clear when her day is done she got a place to go.” Further illustrating the text, it even cadences restfully with a stylized plagal resolution of neighbor and passing tones. Its chromatic basis involving tritones is reminiscent of Monk’s “Round Midnight,” shown in Example 18(c). Towards the end of the “Monkey” example (at 1:25), a bebop-based LIP, which prepares dissonant minor sevenths with consonant common-tone thirteenth,

25 The term “linear intervallic pattern” was coined by Allen Forte and is discussed in Forte 1979, 363–76, and Forte and Gilbert 1982, 83–102. LIPs are common in bop—one good example would be the bridge of Dizzy Gillespie’s June 6, 1956, recording of “Tour de Force” (see 0:35–49 there, on *Birk’s Works*). LIPs common to bop and other jazz styles, and the substitutions that make them highly unusual, are discussed in Coker 1975, 44, Strunk 1996 (especially useful are pp. 63–68), and Larson 1996, 152. By contrast, LIPs are far less common in most forms of rock and pop music of the 1960s, where they are largely confined to bridge sections, as in Brenda Lee’s “Emotions” (1960), The Chiffons’s “One Fine Day” (1963), and Bob Dylan’s “Nashville Skyline Rag” (1969). A rare rock composition featuring a LIP in its verse would be the Rolling Stones’s “Lady Jane” (1966; see 0:45–0:51), which is an attempt to suggest an antique style.



Piano  
 Stg. Bass  
 pizz.  
 Alto Sax  
 Verse  
 7 6 7 6 D $\flat$ : V $_7$  of V of VI V of opening VI VI  
 SEQUENCE OF SEVENTH CHORDS IN DESCENDING FIFTH MOTIONS

example 17. *Charlie Parker's recording of "Lover Man" (Davis–Ramirez–Sherman; Swedish Schnapps + [rec. August 8, 1951]), introduction. © 1941 Universal MCA Music Publishing, a Division of Universal Studios, Inc.*

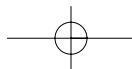
0:09  
 = 5 6 5 6

(a) *Thelonious Monk's recording of "Ask Me Now" (Monk; Genius of Modern Music, Volume Two [rec. July 23, 1951]).*

0:21  
 5 6 5 6 5 6

(b) *Thelonious Monk's recording of "Bye-Ya" (Monk; Thelonious Monk Trio [rec. October 15, 1952]).*

example 18



0:34

6/4 6/5 6/4 6/5

(c) *Thelonious Monk's recording of "Round Midnight" (Monk-Williams-Hanighen; Misterioso [rec. August 7, 1958]).*

2:44

P4 TT P4 TT P4 TT P4 TT

(d) *Thelonious Monk's recording of "Sweet and Lovely" (Lemare-Arnheim-Tobias; Thelonious Monk Trio [rec. October 15, 1952]). © Anne-Rachel Music Corporation, c/o Warner/Chappell Music, Inc.*

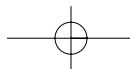
example 18. [continued]

appears among sustaining saxophone lines over the stepwise-descending roots, G-F#-F and E, arriving on the A-major song's dominant.

A more sophisticated bop-based sequence appears in Example 20, which illustrates the bridge between the final cadence of the chorus and Paul Griffin's piano solo in "Sign In Stranger." The LIP is heard in the retransitional last two bars (beginning at 2:46), where a descending-fifths sequence is exploded by the bass-line alternation of rising perfect fourths with descending diminished fifths, producing a chro-

matic sequence that alternates minor-minor seventh chords with major triads. The tritone degradations underline the noir contempt in the lyric's characterization. The chord ending the bridge prepares the  $V^{9/b3}$  chord with which the verse (and the verse-based solo) begins.<sup>26</sup>

<sup>26</sup> In a private conversation of November 1999, Steve Larson pointed me to Dizzy Gillespie's January 9, 1945, performance of Gershwin's "I Can't Get Started" for its linear intervallic pattern alternating tritones with perfect fifths (see 0:40-0:49 on Gillespie 1997, track 1), the basis of the sequence in "Sign In Stranger."



0:30 0:37

10 10 10 10 10 10 10 10 M6 m3 M6 m3 M6 m3 m6 m3 10 10 10 10

(a) "Reelin' in the Years" (Becker-Fagen; *Can't Buy a Thrill* [1972]), LIP model for verse (rhythm and register normalized).

0:59

C: VI 6  $\frac{\sharp 4}{\flat 3}$  6  $\frac{\flat 4}{\flat 3}$  I<sub>6</sub>  $\frac{\flat 4}{\flat 3}$  II<sub>7</sub> I

(b) "Pearl of the Quarter" (Becker-Fagen; *Countdown to Ecstasy* [1973]), bridge (rhythm normalized).

1:01

F $\sharp$ m B D F $\sharp$ m B

Won't you turn that be- bop down; I can't hear my heart-beat. Where's that fat- - back chord I found;

D A<sup>7</sup> D<sup>7</sup> A<sup>7</sup>

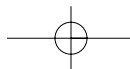
hon-ey, don't you think it was wrong to in- ter- rupt my song? I'll

1:25 D<sup>7</sup> G<sup>13</sup> F $\sharp$ <sup>7</sup> F<sup>13</sup> E<sup>7</sup> Am G C F<sup>7</sup> (to E<sup>7</sup>)

pack my things and run so far from here; good-bye dear. I fear the mon-key in your soul.

(c) "Monkey in Your Soul" (Becker-Fagen; *Pretzel Logic* [1974]), second verse with refrain. © 1974 by MCA Music Publishing, A Division of MCA Inc.

example 19



2:36 Cm/F F Cm/G G<sup>7</sup> Cm<sup>7</sup> B<sup>b</sup>7 A<sup>b</sup> Dm<sup>7</sup> G<sup>7sus</sup> G<sup>7</sup>

Love or leave her, yel- low fev- er, sure, it's all in the game. And who are you?

C: IV V I P bVI II V

2:46 Cm<sup>7</sup> F Bm<sup>7</sup> E B<sup>b</sup>m<sup>7</sup> E<sup>b</sup> Am<sup>7</sup> D

Just an- oth- er scur- vy broth- er.

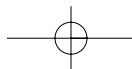
I<sub>7</sub> 5/3 7 5/3 7 5/3 7 V/V<sub>13</sub><sup>9</sup>

example 20. "Sign In Stranger" (Becker-Fagen; *The Royal Scam* [1976]), bridge. © 1976 by MCA Music Publishing, A Division of MCA Inc.

In other cases, planing root-position triads or seventh chords acquire passing functions, a common technique in all sorts of popular music, especially rock.<sup>27</sup> A glance back at Example 2 suggests that "Brooklyn" opens with root-position passing seventh chords filling in the bass-line gap stretching from the neighboring IV<sup>7</sup> down to I (this particular passage

27 Jazz planing is discussed in Larson 1998, 236, and Russo 1968, 282. Cone (1974, 58), Westergaard (1975, 77), and Lewin (1987) describe the flow of parallel root-position triads as doublings of a single part, rather than as parallel-moving parts, in examples from various contexts throughout Western music. The same idea applies in much rock music; examples include the refrain of Jan and Dean's "Dead Man's Curve" (1964), the verse of Dylan's "Like a Rolling Stone" (1965), the final verse of Otis Redding's "Try a Little Tenderness" (1966; see 2:41-2:59 there), and many later pentatonic-minor-based rock songs.

is reminiscent of the same descent in the retransition of Bob Dylan's "If Not for You," *New Morning* [1970]). As shown in the first line of Example 11(a), the refrain of "Barrytown" contains a similar stepwise motion from F<sup>#m</sup> down to Bm, filling in an expansion of II with passing root-position chords. As shown in Example 21, an unusual non-diatonic planing appears in an otherwise G-Mixolydian framework in the chorus of the folk-styled "With a Gun," whose parallel major triads allow two successive hearings of mi-*contra-fa*, indicated by the diagonal lines in the reduction, their harshness certainly appropriate given the text. A striking example occurs in the guitar solo of "Rikki Don't Lose That Number." This song's verses are based upon a D-A-E double-plagal progression, normally heard twice in a row. In the solo, the first appearance is followed by an expanded version



0:31

Did you pay the oth-er man with the piece in your hand and leave him ly'n' in the rain?

example 21. "With a Gun" (Becker-Fagen; Pretzel Logic [1974]), second half of chorus. © 1974 by MCA Music Publishing, A Division of MCA Inc.

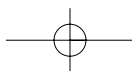
(3:05–22) that fills in the IV–I motion with passing root-position chords taken from the Phrygian scale:  $\flat$ VII–IV– $\flat$ III– $\flat$ II<sup>M7</sup>–I<sup>7</sup>. Passages such as these, and the  $C^{m7}$ – $D^{m7}$ – $E\flat^{M7}$ – $D^{m7}$  vamp making up the well-known chorus to "Do It Again" [1972] (1:37+), pale in comparison with the 53 major triads presented in parallel motion in the coda of "Throw Back the Little Ones," the ending of which was presented in Example 7(b), and with "Time Out of Mind" [1980], which consists entirely of parallel root-position chords. We saw earlier that linear intervallic patterns can occur above chromatically descending bass lines; planing can work the same way, as in the introduction to "Peg," shown in Example 22. Here, as in "Monkey in Your Soul," the chromatic descent moves to the fifth scale degree.

Scale degrees characteristic of Mixolydian, Aeolian, and Lydian modes are often attributes of chords useful for contrapuntal but not harmonic functions. More common to rock than to jazz, such sonorities as the Mixolydian  $\flat$ VII and the Lydian II $\sharp$  are basic to Steely Dan.<sup>28</sup> As mentioned above, the modally inflected  $\flat$ VII works as neighbor to I or as a passing chord from  $\flat$ VI to I, especially in the earlier albums. The coda

28 Strunk 1999, 9, notes that the Mixolydian or Aeolian neighbor motion, I– $\flat$ VII–I, is rare in jazz, but this is a rock commonplace, and is discussed in Burns 1999, 217–18.

to "King of the World," given in Example 16, illustrates one application. Here, E, which had been the tonal center of the prior verse, is tonicized with the Aeolian progression  $\flat$ VI– $\flat$ VII–I, a commonplace cadence in 1960s rock.<sup>29</sup> As we have already seen, the same cadence allows a modulation to F before the repeat. The same Aeolian cadence is colored with extended chords,  $E\flat^{M7}$ – $F^6$ –G, in "Bodisattva" [1973] (1:09–12). The Lydian inflection, a raised fourth scale degree in a major supertonic chord that does not lead up to V but descends chromatically through  $\sharp 4$  in the subdominant, had been a hallmark of the Beatles' early style. Consider, for instance, the refrain of "Yesterday," in Example 23(a), which evokes sort of a music-hall, barbershop-like chromaticism. This effect lingers in "Brooklyn," shown in Example 2, where the  $F\sharp_4$  of the refrain's D-major supertonic chord (at 0:52) melts into an  $F\sharp_4$  over the tonic pedal (follow the alto-register S-shaped slur). The descending Lydian fourth scale degree has other, more complex, manifestations in the music of Steely Dan. The reduction in Example 23(b) shows that

29 Earlier rock examples of the "Aeolian" cadence are heard in The Crystals's "Uptown" (1962); the Beatles's "P. S. I Love You" (1962), "With a Little Help From My Friends" (1967) and "Lady Madonna" (1968); Stevie Wonder's "I Was Made to Love Her" (1967); and the Stones's "Gimme Shelter" (1969).



0:00

I V (N) I

example 22. "Peg" (Becker-Fagen; Aja [1977]), introduction. © 1977 by MCA Music Publishing, A Division of MCA Inc.

the chorus of the cynical Steely Dan song, "Only a Fool Would Say That," transfers the chromatic descent of this progression into the bass, where the unexpected move from would-be applied leading tone  $F\sharp_2$  to  $F\flat_2$  has an appropriately deflating effect. Note that, as in the wistful "Yesterday," because the dominant is not achieved here, the third scale degree is prolonged in the upper voice, perhaps an indication that the fool's dreams for world unity and freedom, ideals elaborated upon in the verses, will of course never come to fruition. "Only a Fool" is from the group's first album; the same Lydian progression (characteristic of many successions based on chromatic descents) appears in F major in the title cut of their last album before dissolving the group, *Gauche*, excerpted in Example 23(c). Here, however, the "IV" chord into which the Lydian chord melts appears over the fifth scale degree, and is thus consumed by it, forming a Hindemith-in-Harlem  $V^{11}$  sonority characteristic of the group's late-seventies work. The poetic effect here is one of imposed disappointment, related to the deflation noticed in "Only a Fool."

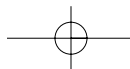
Perhaps Steely Dan's most original contribution lies in their chromatically altered passing and applied chords. For example, the diminished-third chord (which behaves normally in some songs) is given a new functional twist in a transition in "Fire in the Hole," where it can be described as the chord of the doubly augmented octave. Its occurrence in "Fire" ap-

pears right after the double bar line in Example 24 (at 0:42). This sort of hearing adds a new color to the retransition of "Barrytown" (shown previously in Example 11(b)), where the  $B\flat^{M9}$  chord can be heard as based on a doubly-augmented octave,  $B\flat_2-B\sharp_4$ , which resolves through chromatic inflection to  $A_2-C\sharp_5$ .<sup>30</sup>

The refrain of Steely Dan's title song of the film, *FM*, ends on a  $V^{#5}$  preceded by a normally resolving German sixth (entering at 1:34).<sup>31</sup> One also encounters augmented-sixth sonorities that resolve to functions other than the governing dominant. Note the application of a French chord (functionally considered to be an altered dominant seventh) as neighboring sonority to an expanded tonic in Gillespie's performance of "Yesterdays," as reduced in Example 25(a). In the retransition of "My Rival" [1980], the goal V of E is locally tonicized with the progression II (dressed up as  $C\sharp-E\sharp-G\sharp-B-D\sharp$ )—Ger 6/5 (with a major 9th above the bass substituting for the third, spelled  $G\flat-D\flat-F\flat-A$ , at 2:06)

30 Jazz scholar Jim Dapogny noted in a March, 1999, communication that the doubly-augmented octave is common in expansions of  $V^7$ ; think of the dotted-rhythm lines  $G-G\sharp-A-A\sharp-B$  over  $B-B\flat-A-A\flat-G$  in the introduction of a C-major Sousa march.

31 This is a common bop function. Consider, for instance, Duke Jordan's "Jordu," as recorded by Dizzy Gillespie on April 7, 1957, at 0:10 on track 18 of *Birks Works*.





0:17

F: VI<sub>7</sub> "II#" IV I

(a) "Yesterday" (McCartney; *Help!* [1965]), refrain.

0:48 0:52 0:56

talk- in' 'bout a world where all is free. It just could- n't be, and on- ly a fool would say that.

C: II<sub>7</sub> (VI) (IV) I<sub>13</sub>

(b) Voice-leading sketch of "Only a Fool Would Say That" (Becker-Fagen; *Can't Buy a Thrill* [1972]), chorus. © 1972 by MCA Music Publishing, A Division of MCA Inc. and Red Giant, Inc.

1:15

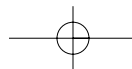
We got heav-y roll-ers, I think you should know. Try a- gain to- mor- - row.

III<sub>7</sub> II<sub>#3</sub> "IV" V<sub>9</sub><sup>11</sup>/<sub>7</sub> I<sub>sus4</sub>

Bb/C Bass

(c) "Gaucho" (Becker-Fagen-Jarrett; *Gaucho* [1980]), verse cadence. © 1980, 1981 Zeon Music (ASCAP), Freejunket Music (ASCAP) and Cavelight Music (BMI).

example 23



0:35

0:42

Bb:  $\flat$ VII N N

++8 10

(a)

Cm7  $A\flat\Delta^7$   $A\flat 6$   $E\flat\Delta^7/G$   $A\flat$   $A\flat/G\flat$   $B\flat/A\flat$  G11 G Cm7  $A\flat$

Am I my-self or just an-oth-er freak? You know there's fire in the hole and noth-ing left to burn

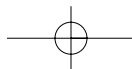
(b)

example 24. "Fire in the Hole" (Becker-Fagen; *Can't Buy a Thrill* [1972]), end of verse into chorus. © 1972 by MCA Music Publishing, A Division of MCA Inc. and Red Giant, Inc.

— $V^9$  ( $F\sharp-E\flat-G\sharp-A\sharp-C\sharp$ ) to a tonicized  $V^{9/\sharp 5}$  ( $B-A-C\sharp-D\sharp-G-B$ ). Even stranger is a passage from the title track of *Aja*, excerpted in Example 25(b). Here, at the end of the chorus, a French-like  $V4/3$  with a typically lowered fifth and an unusual major seventh is applied to the Neapolitan instead of to the dominant. This abstruse event creates an appropriately exotic quality, and the offhand giving way of the tonicized C to the true tonic, B, has an ironic quality owing to the nested double use of lowered second scale degree ( $D\flat_3$  to  $C_3$ , then  $C_3$  to  $B_2$ ). In the C-major verse of "Through With Buzz," shown as Example 25(c), a German

sixth (m. 6) moves to a V that is decorated in a way that suggests an enharmonic resolution on the surface that is soon proved false. This German sixth, an  $A\flat^7$  chord, acts as if its  $E\flat$ , which sneaks into a false bass line as  $E\flat_2$ , is really a  $D\sharp$ , with the resolution suggested in Example 25(d).<sup>32</sup> Example 25(e), however, argues that the E-minor sonority may be an ironic surface illusion: it stands in for a G-major dominant harmony whose root is delayed for nearly four bars,

32 Note also the pop-favored tritone above the root in the repeated last chord of Example 25(c).



0:13      0:15      0:17

D: I $\Delta^7$       Fr $_{+6}$       I $\Delta^7$

The image shows a piano reduction of the opening of 'Yesterdays'. It consists of two staves: a treble clef staff and a bass clef staff. Above the treble staff, there are three measures of music, each with a time signature of 4/4. The notes are: G4, A4, B4, C5 (chord); G4, A4, B4, C5 (chord); G4, A4, B4, C5 (chord). Below the bass staff, there are three measures of music, each with a time signature of 4/4. The notes are: G2, B1, D2, E2 (chord); G2, B1, D2, E2 (chord); G2, B1, D2, E2 (chord). Below the bass staff, there are three chords labeled: D: I $\Delta^7$ , Fr $_{+6}$ , and I $\Delta^7$ .

(a) Reduction of Dizzy Gillespie's recording of "Yesterdays" (Kern-Harbach, Birks Works [rec. June 6, 1956]), opening.

G $\#^7$       E $^9$        $\#^{11}$  C $\Delta^7$   $\frac{9}{\Delta^7}$

sea.      A- ja,      when all my      dime dan-cin' is      through I

run to      you.

F $\Delta^7$  G $^9$       G- $5\frac{4}{3}$       C $\Delta^7$       B $\Delta^9$

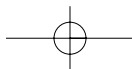
(Fr $\frac{7}{4}$ ) $\#6$        $\flat$ II $^7_5$       V      I

Neapolitan tonicized for 6 mm.

The image shows a piano reduction of the end of the chorus of 'Aja'. It consists of two staves: a treble clef staff and a bass clef staff. The top staff has four measures of music with lyrics: 'sea.', 'A- ja,', 'when all my', 'dime dan-cin' is through I'. The bottom staff has four measures of music with lyrics: 'run to', 'you.'. Above the top staff, there are four chords labeled: G $\#^7$ , E $^9$ ,  $\#^{11}$  C $\Delta^7$   $\frac{9}{\Delta^7}$ , and B $\Delta^9$ . Below the bottom staff, there are four chords labeled: F $\Delta^7$  G $^9$ , G- $5\frac{4}{3}$ , C $\Delta^7$ , and B $\Delta^9$ . Below the bottom staff, there are four chords labeled: (Fr $\frac{7}{4}$ ) $\#6$ ,  $\flat$ II $^7_5$ , V, and I. The text 'Neapolitan tonicized for 6 mm.' is written below the bottom staff.

(b) "Aja" (Becker-Fagen; Aja [1977]), end of chorus. © 1977, 1978 by MCA Music Publishing, A Division of MCA Inc.

example 25



0:07  
5

C G/B A $\flat$ 7 Em Bm Em

He takes all my mon-ey; you know, I'm through with Buzz. Yes, I'm through with

11

G $^7$  C B $\flat$ 7 C $^{+11}$

Buzz, all right, oh yeah, uh huh.

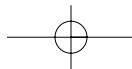
(c) "Through With Buzz" (Becker-Fagen; Pretzel Logic [1974]), reduction of verse. © 1974 by MCA Music Publishing, A Division of MCA Inc.

6

VII $^{\circ}7$ /Em

(d) "Through With Buzz," suggested surface resolution of German sixth.

example 25. [continued]



7 8 9 11 12 13 14

(5 - 6 - 5)

C:  $\text{Ger}_5^+6$   $\text{V}_6^+7$  5  $\flat 7$  I  $\flat \text{VII}^+7$   $\text{L}_{+11}$

(e) "Through With Buzz," expansion of cadential dominant in verse.

example 25. [continued]

finally appearing whole in the second half of measure 11.<sup>33</sup> The harmonic expansion is particularly noteworthy in that the phrase rhythm reflects an odd combination of a three-measure verse (mm. 5–7), answered by an eight-measure refrain (mm. 8–15) that features a subtle shift from common time to cut time (m. 12). Also interesting is the insistence on F#, a strong coloring of both the song's introduction (not shown here) and the Lydian-inflected turnaround (m. 15) for the repeat, and which is perhaps the motivation for the ironic interpolation of E minor and B minor, which grows out of the German sixth's F#. (The ambiguity is rectified later in "Buzz," in the retransition from the bridge, where the German sixth moves (at 1:00) directly to a V<sup>11</sup> chord.)

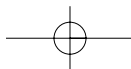
The interval of the augmented sixth can also be obscured by additional voices and rhythmic shifts that detract from

33 This sort of omission of a root (in this case, a bass G<sub>2</sub> supplanted by an inner-voice E<sub>3</sub>) happens to be a technique attributed to Red Garland, a bop pianist to whom Fagen had listened since his boyhood. See Coker 1975, 40–41, for Red Garland's pioneering of rootless voicings. Sweet 1994, 8, states about Fagen's knowledge of Garland that Fagen claims to have bought a copy of Garland's "Jazz Junction" at age eleven, "and ever since I've tried to imitate his style."

the interval's natural intense clarity. We have already seen an instance of this in "Aja"; another example can be found in the retransition in "Black Cow," reduced in Example 26. Here, the A-major chorus—which, as you might recall, represents the culmination of blooming of the added sixth from a tonic C-major chord—returns to C for the ensuing verse, with the bass moving from D<sub>3</sub> to C<sub>3</sub> (at 1:23) as an inner voice rises B<sub>4</sub>–C<sub>5</sub>, thus resolving the augmented sixth. However, the rich, five-note sonority on D<sub>4</sub>, coupled with the suspension of the B<sub>4</sub> across the arrival of the new root, C, nearly cover up the resolution of the dissonance. The abrupt unprepared modulation in "Black Cow" depicts the command that the drinker "get out of here" and the ambiguity of the augmented-sixth resolution fits the illustration of the singer's enlightenment in the bridge giving way to his lover's haze depicted once again in the ensuing verse.

"babylon sisters"

In the 5th century B.C., Herodotus wrote of Babylon as a center of widely sanctioned prostitution. Ever since, the city has been a mythical symbol for corruption, excess luxury and empty pleasures, and a final destination for the exiled. Such a



Chorus 1:19 Retransition 1:23 Verse 1:33

drink your big black cow and get out of here.

A: I III<sub>13</sub><sup>+8</sup><sub>+6</sub><sup>+5</sup><sub>+3</sub> C: I N

example 26. *Voice-leading sketch of "Black Cow" (Becker-Fagen; Aja [1977]), retransition to verse. © 1977, 1978 by MCA Music Publishing, A Division of MCA Inc.*

decadent setting is right in line with Steely Dan's preferred imagery. Walter Becker said once in interview, "I don't know how many songs we've written about whores—it must be every other one."<sup>34</sup> Even through the veiled narrative elements in "Babylon Sisters" we find something along the lines of post-Herodotus myth. The song is presented as Example 27, in a reliable if incomplete piano/vocal reduction. One supportable reading of the song's lyrics declares it to be "the story [of] a man who has lost his sexual potency, and who seeks to try to regain it by hiring a couple of exotic prostitutes for a threesome."<sup>35</sup> Sexual matters aside, excess

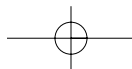
and corruption are palpable, with references to the indulgent drinking of "Kirschwasser from a shell" (mm. 26b–27b), the empty zing of "cotton candy" (mm. 33c–34c), and the singer's burning of bridges as he reaches "the point of no return" (mm. 36c–42c).

Example 28 presents an outline of the song's form. Whereas *Gaucho* was a notoriously difficult album to write, record and mix (the entire process took over two years), the rhythm section for "Babylon Sisters," its lead track, was recorded in only two takes.<sup>36</sup> All instruments were played by hired session people. The rhythm team of Bernard Purdie (drums), Chuck Rainey (electric bass), and Don Grolnick (Fender Rhodes electric piano) was the same group that had put down the first successful track, "Kid Charlemagne," following many aborted sessions for the *Royal Scam* album in 1975. Note the ominous quality of Rainey's double-stopped, open fifths in the song's introduction. These are not the

34 Sweet 1994, 144–45. This is somewhat of an exaggeration, but we've noted the topic of prostitution in "Pearl of the Quarter"; "Here at the Western World" [1976] is another obvious example. The cover for *Can't Buy a Thrill* features a photograph of six soliciting streetwalkers. In a larger sense, dehumanized sex, often with an element of danger fantasy, is of interest to Steely Dan. Beyond the line, "Gettin' in bed and curling up with a girlie magazine" ("Things I Miss the Most" [2003]), *Everything Must Go* features the song, "Pixeleen," which dehumanizes the so-named spy-thriller starlet by fixating on her digitized pixel make-up.

35 Sweet 1998, 64.

36 See Sweet 1994, 99, 134, 141, 142, 145 for production details. Sweet 1998, 64, notes that Fagen, Producer Gary Katz and Chief Engineer Roger Nichols spent three weeks mixing this recording, despite the relative sparseness of its understated final texture.



## BABYLON SISTERS

Words and Music by WALTER BECKER  
and DONALD FAGEN

Moderately slow (♩ = 7♩)

*mf*

G $\flat$  (no 3rd)    C $\flat$  (no 3rd)    A $\flat$  (no 3rd)    F $\flat$  (no 3rd)    A $\flat$ m<sup>7</sup>    E $\flat$ m(add F)    E $\flat$ m(add F)  
 E $\flat$ msus4    E $\flat$ msus4

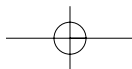
9 G $\flat$  (no 3rd)    C $\flat$  (no 3rd)    A $\flat$  (no 3rd)    C $\flat$  (no 3rd)    F $\flat$  (no 3rd)    B $\flat$ 7-5    E $\flat$ m(add F)    E $\flat$ m(add F)  
 E $\flat$ msus4    E $\flat$ msus4

17 F $\flat$  (no 3rd)    B $\flat$ 7-5    E $\flat$ m (add F)    E $\flat$ m (add F)    B $\flat$ 7sus4    B $\flat$ m<sup>7</sup>    C $\flat$ m<sup>7</sup>  
 E $\flat$ msus4    E $\flat$ msus4

Drive west on Sun- set to the sea.  
 We'll jog with show folk on the sand;  
*Instrumental*

The musical score is presented in three systems. Each system consists of a vocal line (treble clef) and a piano accompaniment (grand staff). The key signature is B-flat major (two flats). The tempo is 'Moderately slow' with a metronome marking of quarter note = 7 quarter notes. The first system (measures 1-8) features a vocal line that is mostly silent, with piano accompaniment starting in measure 2. The second system (measures 9-16) continues the piano accompaniment. The third system (measures 17-24) includes the vocal line with lyrics: 'Drive west on Sun- set to the sea. We'll jog with show folk on the sand; Instrumental'. The piano accompaniment continues throughout. Chord symbols are placed above the vocal line and below the piano accompaniment.

example 27. "Babylon Sisters" (Becker-Fagen; *Gaucho* [1980]), piano/vocal reduction. © 1980 FREEJUNKET MUSIC (ASCAP) / ZEON MUSIC (ASCAP). Used by permission.





25  $E\flat^9$   $D\flat\text{maj}^9$   $A\flat^{13}$   $G\flat\text{maj}^9$   $B\flat^7$   $Cm^7$

Turn that jun-gle mu-sic down, just un- til we're out of town. This is no one- night  
 drink kirsch-was-ser from a shell, San Fran- cis- co show and tell. Well, I should know by  
 My friends say no, don't

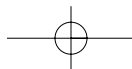
33  $Dm^7$   $B\flat^7$   $Cm^7$   $E\flat/F$   $B\flat\text{maj}^9$

stand. It's a real oc- ca- - sion. Close your eyes and you'll be there. It's ev- - 'ry- thing they say, the end  
 now that it's just a spa- - sm, like a Sun-day in T. J., that it's cheap, but it's not free, that I'm  
 go for that cot-ton can- - dy. Son, you're play-ing with fire. The kid will live and learn as he

39  $E^{7-5}$   $E\flat\text{maj}^9$   $A^{7+9}_{+5}$   $Dm(\text{no } 3rd)$   $Dm^9$   $E\flat(\text{no } 3rd)$

of a per- fect day, dis- tant lights from a-cross the bay. } Bab-y-lon sis- ters, shake it.  
 not what I used to be, and that love's not a game for three. }  
 watch-es his brid-ges burn from the point of no re- turn. }

example 27. [continued]



46 *Dm*(no 3rd) *Dm*<sup>9</sup> *E<sub>b</sub>*(no 3rd) *C*<sup>9</sup> *F*<sup>9</sup> *B<sub>b</sub>maj*<sup>9</sup> *B<sub>b</sub>m*<sup>7</sup> *E<sub>b</sub>*<sup>7</sup>

Bab-y-lon sis- ters, shake it. So fine, so young, tell me I'm the on- ly one.

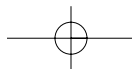
54 *Dm*(no 3rd) *C*<sup>9</sup> *E<sub>b</sub>*(no 3rd) *to Coda* ⊕ *C<sub>b</sub>/F<sub>b</sub>* *G<sub>b</sub>/F<sub>b</sub>* *D<sub>b</sub>/G<sub>b</sub>* *A<sub>b</sub>/G<sub>b</sub>* *B<sub>b</sub>*<sup>7-9</sup> *E<sub>b</sub>m*<sup>7</sup> *D<sub>b</sub>maj*<sup>7</sup>

Here come those San-ta An-a winds a-

62a 1. *C<sub>b</sub>maj*<sup>7</sup> *C<sub>b</sub>*<sup>7</sup> *F<sub>b</sub>*<sup>6</sup> *B<sub>b</sub>b*<sup>13</sup> *E<sub>b</sub>m*<sup>7</sup> *E<sub>b</sub>m*<sup>9</sup> *E<sub>b</sub>m*<sup>6</sup> *E<sub>b</sub>m*<sup>7-5</sup> *E<sub>b</sub>m*(maj7) *E<sub>b</sub>m*<sup>7-5</sup> *E<sub>b</sub>msus4* *B<sub>b</sub>m*<sup>7</sup> 2. *C<sub>b</sub>maj*<sup>7</sup> *C<sub>b</sub>*<sup>7</sup> *F<sub>b</sub>*<sup>6</sup> *F*<sup>7+9</sup> *D.S. al Coda* ⊕

-gain. gain.

example 27. [continued]



*Coda*

58c  $\Phi$  Dm(no 3rd) Dm7 F(no 3rd) Eb(no 3rd) Dm(no 3rd) Dm7 Eb(no 3rd)

*Repeat and fade*

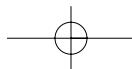
64c 3 3 Ab<sup>9+11</sup> Dm(no 3rd) Dm7 F(no 3rd) Eb(no 3rd) Dm(no 3rd)

got to shake it, ba-by, you got to shake it, ba-by, you got to shake it.

example 27. [continued]

empty fifths of rock's power chords, but a syncopated jazzier's foundation, such as the chromatically related fifths characterizing Henry Mancini's "Pink Panther Theme" (1963). In the intro, the bass supports Grolnick's alternation of a single-line melody with Hindemith-gone-haywire-in-Harlem fourths (m. 6). The track's many overdubs include three more rhythm parts: Grolnick's offbeat staccato Clavinet chords for verses (heard in the right channel), "Crusher" Bennett's percussion (such as the bell tree that marks the introduction's repeat at m. 9, 0:17), and Steve Khan's unobtrusive electric rhythm guitar (in the left channel), which at first doubles the bass and then the Rhodes chords, voicing "μ minor" 9th chords with ninths and tenths a step apart

(mm. 7–8, 14–16). Other than vocals (Fagen's lead and a chorus of six), the remainder of the overdubs consists of reed-heavy winds (alto sax, tenor sax, clarinet, two bass clarinets and flügelhorn, scored by Fagen and Rob Mounsey) that enter at 0:31 in preparation for the sassy "shake it" motto in measure 17, and Randy Brecker's solo muted trumpet (not transcribed) that enters behind the second verse and has its own statement as a brief interlude. Textures are telling: the dark opening fifths predict the chorus's vocal octaves (mm. 42–43, at 1:23), aggressive yet empty like the hookers they would describe, all in contrast with the syrupy siren-like thirds enticing, "tell me I'm the only one" (mm. 52–54, at 1:41). (Fagen is apparently taken in, as he's not "tied to



Mm.	Timings	Formal function
1 – 22	0:00 – 0:44	Introduction
23a – 42a/1	0:45 – 1:22	First Verse
42/2 – 57	1:23 – 1:53	Chorus
58a – 68a	1:53 – 2:14	Retransition
23b – 42b/1	2:15 – 2:52	Second Verse
42/2 – 57	2:53 – 3:22	Chorus
58a – 63b	3:23 – 3:34	Abbreviated Retransition
23c – 31c/1	3:35 – 3:50	Winds Interlude
31c/2 – 42c/1	3:51 – 4:12	Third Verse
42/2 – 57	4:13 – 4:42	Chorus
58b – 67e	4:43 – 5:46	Coda

example 28. *Formal sections of “Babylon Sisters.”*

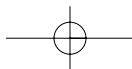
the mast” for protection as he was in “Home at Last” [1977].)

“Sisters” does not give up its tonal secrets easily, with ambiguity on various levels. A quick glance through the score finds a large number of heavily inflected and extended chords full of non-resolving dissonances. The favored “ $\mu$  major” voicing is heard thrice in succession in measures 25–28, with conflicting scale-degree spellings such as G in one chord and  $G\flat$  in another. One chromatic chord in the coda (m. 65c) is a German diminished-third chord (with  $B\flat_3$  over  $G\sharp_1$ ), with an added minor seventh above the bass. Both this (a Mesopotamian sixth?) and the gaudy French augmented-sixth chord of measure 14 act as common-tone embellishments of the roots of the triads that follow (rather than providing any expected resolutions). Numerous sorts of Neapolitan relationships include: a  $\flat$ II chord of  $E\flat$ m in mm. 5 and 13, the latter begging the French chord to take the libertine role of  $\flat$ V, suggested again in m. 63a; one tritone substitute for  $V^7$  of  $E\flat$  with a lowered fifth in m. 39, and another tritone substitute for V of D in m. 53; and various realizations of  $E\flat$  serving as an upper neighbor to the ultimate tonic, D minor, especially in the superficial manifestation in

the chorus, mm. 43–46. While neither “slash” chords nor LIPs play significant roles, there are, however, a few instances of planing, as in mm. 60–62a and in the bare fifths characterizing most of the coda. Related to this parallel motion are the sassy “shake it!” escape chords introduced in m. 13 and given more precise poetic meaning with the lyric in m. 44.

These mysterious, orgiastic surface sounds blend into an appropriately ambiguous, seemingly unhealthy tonal structure. There appears to be no conventional pivot or smooth transition between the competing tonal centers of  $E\flat$  minor and D minor; only the most abstruse transient modulations appear. It seems as if poetically corrupt non-harmonic relationships are to guide the way, obfuscating the structure as well as the surface. Aside from opening away from the tonic, the introduction is not too taxing on the ear;  $\flat$ II is arpeggiated in measures 3–5, leading to the IV that resolves plagally to the tonic in measure 7. Varied repetition helps solidify the pattern, and the introduction closes on the open  $V^7$  with suspended fourth of mm. 21–22. Functional indeterminacy characterizes much of the verse. An almost-diatonic chain of fifths in  $E\flat$  minor descends  $G\flat_2$  (m. 29)– $C_3$  (mm. 32–36)– $F_3$  (m. 37, gaining momentum as a dominant-type chord)– $B\flat_2$  (38)– $E\flat_2$  (40), but it takes a while before these tones emerge from the imbricated passing motions between them. (The  $G\flat$  triad may be heard to be composed-out in the  $B\flat_2$ – $C_3$ – $D\flat_3$  of mm. 23–27 and from the verse’s initial  $B\flat_2$  through  $A\flat_2$  (m. 28), to  $G\flat_2$  (m. 29).) It is difficult even to identify the function of chords, given the stubborn dissonances above the bass notes, the upper-voice motions (one can easily posit various imaginary continuo settings with many implied voices) and the imperceptible rhythmic accent (both the rhyme scheme and the metric patterning are highly irregular).<sup>37</sup> Just when the listener is given a footing

37 The imaginary continuo, a framework for positing heavily implied voice-leading continuity, was proposed in Rothstein 1991. The concept has particular relevance for much of rock’s instrumental technique.



by the tritone substitution-to-the-tonic in mm. 39–40, the rug is pulled away: the E $\flat$  chord must be (ironically) reinterpreted as a root-position Neapolitan that cadences firmly in D minor in m. 42—another “seamless segue from fun to fever.”<sup>38</sup> The passage is also somewhat organized by rhyme scheme (“say” / “day” / “bay,” followed in all three verses) and by a melodic sequence, although the latter degrades from a step descent (mm. 37–38 and 39–40) to a third descent (mm. 40/1 and 42/1).

Drawn in by the “distant lights across the bay” (mm. 40–42, first verse), the singer is pulled “from the point of no return” (same bars, third verse) into the exile of the D-minor chorus, where the Sisters shake their wares. Here (as in mm. 44–45), E $\flat$  is not a goal but only an enticing neighbor, perhaps heard as a tritone-substitute for V<sup>7</sup> but more likely just a Phrygian coloration, or tonal “warp.” The retransition at m. 68a brings the listener through the most decadent chromatic slides to V<sup>m7</sup> of E $\flat$  (the verse’s opening chord); it also provides a hazard warning: “here come those Santa Ana winds again.” Such warm, dry nighttime winds, with speeds of at least 25 knots and perhaps two-to-four times that, bring a high danger of fire and property damage, a pertinent metaphor for the singer’s moral meltdown. Such conditions are, rightly or wrongly, associated with highly aberrant behavior.<sup>39</sup> Despite several returns to E $\flat$  minor, the Sisters always manage to pull the singer back to D minor, in which realm he fades hopelessly away.

Feigned, oblique, incongruous; cold, misanthropic, arch; disembodied . . . the images and events of “Babylon Sisters” exemplify all of these adjectives introduced in this essay’s opening pages. Despite all of its negative attributes, the art

of Steely Dan is one that constantly rewards the attentive listener with new and sophisticated relationships and aids the musician in developing a multi-leveled appreciation for the art of song in general. Becker and Fagen issued an invitation in “King of the World” [1973]:

All I’ve got to say, I’m alive and feeling fine.  
Should you come my way, you can share my poison wine.

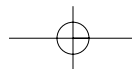
The drink, deliciously toxic, may sometimes seem to have been pressed of forbidden fruit, but it carries all the advantages, for without it one could never see the glory of the royal scam.

#### references

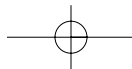
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38 The reader might recall a similar tonicization of  $\flat$ II, which then continued to the larger-scale tonic, in “Aja,” in Example 25(b).

39 According to the University of California at Los Angeles’s Department of Atmospheric Sciences, “local legends associate the hot, dry [Santa Ana] winds with homicides and earthquakes.” See <http://www.atmos.ucla.edu/~fovell/ASother/mm5/SantaAna/winds.html>.



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