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To create his controversial sci-fi epic *The Fountain*, director **DARREN ARONOFSKY** had to slash the Hollywood budget, ditch the usual digital f/x, and return to his roots as an indie filmmaker
by Steve Silberman

Weeks before shooting his second movie, *Requiem for a Dream*, Darren Aronofsky took the film's star, Jared Leto, to see *The Matrix* at a Brooklyn mall. It was the spring of 1999, and Aronofsky had already established himself as one of the most promising directors of his generation. His indie debut, *π* - a brainy thriller filmed for \$60,000 - had been a sleeper hit at the Sundance Film Festival the year before, earning him an award for best director.

"I walked out of *The Matrix* with Jared and I was thinking, 'What kind of science fiction movie can people make now?'" Aronofsky says. "The Wachowskis basically took all the great sci-fi ideas of the 20th century and rolled them into a delicious pop culture sandwich that everyone on the planet devoured. Suddenly Philip K. Dick's ideas no longer seemed that fresh. Cyberpunk? Done."

Challenged and exhilarated, the director started taking walks around Manhattan with an old college buddy, Ari Handel, to toss around ideas for a new film they would eventually call *The Fountain*. After spending eight years at New York University mapping the brains of rhesus macaques, Handel had quit neuroscience to become a writer. Aronofsky and Handel's freewheeling conversations ranged over primate neurology, the physics of space travel, and the history of Mayan civilization. One of the director's first concepts for the script, Handel says, was a dramatic juxtaposition: "I remember Darren saying, 'How cool would it be to cut from a battle scene in some historical period to a man traveling alone in space for an unknown reason?'"

For Aronofsky, the seminal science fiction films of previous eras - like *2001: A Space Odyssey* and *Star Wars* - had dared to reimagine space and time. "2001 was the first sci-fi movie to deal with real physics," he explains. "Kubrick introduced his audience to a zero-g world with no up and down or left and right. Then Lucas came along with *Star Wars* and kicked it all into hyperdrive." He felt that in the past three decades, the visual innovations introduced by these directors had degenerated into a set of stale conventions, particularly an overreliance on digital imagery. After seeing *The Matrix*, Aronofsky became determined

to be the next director to push the genre into new territory. "No matter how good CGI looks at first, it dates quickly," he says. "But 2001 really holds up. So I set the ridiculous goal of making a film that would reinvent space without using CGL."

Seven years later, Aronofsky has done just that. Opening in the US on November 22, *The Fountain* has already proven to be his most controversial and divisive film. Some early reviews have been scathing, and its first press screening at the Venice Film Festival was greeted by a chorus of boos. The following night, though, festivalgoers gave the movie a 10-minute standing ovation.

Expectations for Aronofsky's third feature run particularly high because his first two were so full of promise. In 1998, *π* rebooted film noir with an edgy mix of home-brew computing, day-trading, and kabbalah. Then *Requiem for a Dream* - based on Hubert Selby Jr.'s harrowing portrait of addiction - won praise in 2000 for its radical cinematography, taut script, and Oscar-nominated performance by Ellen Burstyn.

Like *Pulp Fiction* and *The Matrix*, both movies announced the arrival of a new kind of filmmaker influenced as much by TV, the Internet, break beats, and manga as by the canon of the silver screen. Aronofsky's hip hop montages - obsessive loops of

iconic images and sounds - were imitated in dozens of music videos. The young director even got a bitchy smackdown from fellow auteur Gus Van Sant, who accused him of having "MTV eyes."

But *The Fountain* is a major departure from Aronofsky's previous work. Gone are the twitchy visuals and funky Brooklyn storefronts - "I burned out on my own schtick," he says. Here the director's canvas is stretched from the top of a Mayan pyramid to a modern neuroscience lab to the incandescent core of a nebula in deep space. And while *π* and *Requiem* were intimate art house fare, *The Fountain* - equal parts sci-fi, swashbuckling adventure, and medical thriller - tries to be three blockbusters in one.

Former X-Man Hugh Jackman and acclaimed British actress Rachel Weisz play time-tripping lovers whose devotion spans a millennium. In the 1500s, a conquistador named Tomas, played by Jackman, is dispatched to the Yucatan jungle by Queen Isabel (Weisz) on a desperate mission to find the tree of eternal life prophesied in Mayan myth. *Cut*. In the present day, Weisz is a writer named Izzi suffering from advanced brain cancer, and Tom is her neuroscientist husband obsessed with finding a cure. *Cut*. Five centuries later, Tom pilots a bubblelike biosphere toward a star that is about to explode. Tattooed and gaunt, he's haunted by memories of Izzi's deathbed request to help her finish writing a book called *The Fountain*.

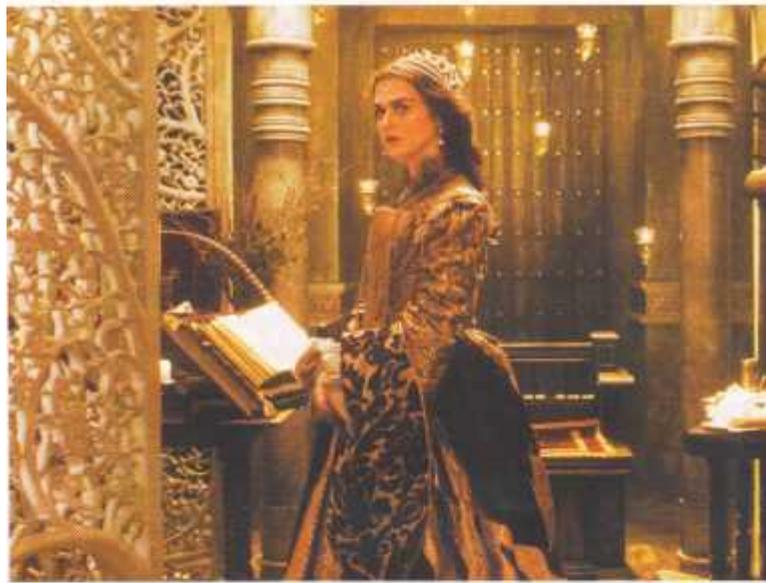
"Darren has grown up," says Weisz, who is also Aronofsky's fiancée. "This is a more mature film than *π* and *Requiem*. It asks the most adult question of all: How do we relate to our own mortality? But it's still *messing* with you on so many levels."

Like Burstyn's skittering hallucinations in *Requiem*, *The Fountain's* most haunting images linger in the mind long after

the credits roll. When Tomas reaches toward the tree of life, golden filaments bristle and rise to meet his fingers. At the film's climax, Tom and his bubble are blown through galactic clouds and pillars of dark matter that look like nothing else in science fiction. By bucking the conventions of CGI and using an ingenious application of microphotography to simulate space, Aronofsky has given the scenes in the nebula a handwrought quality that evokes the luminous etchings of William Blake.

Perhaps the most surprising thing about the movie, though, is that the director was able to finish it at all. Just before the scheduled start of shooting in 2002, the film's original star, Brad Pitt, abruptly bailed. Costar Cate Blanchett left shortly thereafter. At various points in the production, Aronofsky's backers pulled out, studio executives questioned his sanity, and the script went through a radical reincarnation. *The Fountain* - an allegory about the promise of eternal life - died several ugly deaths on its way to the screen.

The inside story of the film is a classic tale of a prodigy tempted to excess by Hollywood megabudgets and the commercial potential of boldface names. But in the end, Aronofsky's determination to reinvent sci-fi without CGI helped save *The Fountain* and his own indie soul.



"EVERYONE IN HOLLYWOOD SAID NO TO *THE FOUNTAIN*

at least once, including the people who eventually made it," Aronofsky told me in May in his cluttered office in Hell's Kitchen. Weisz was three weeks away from having their first child, a boy.

Lanky and rabbinically handsome, the 37-year-old Aronofsky has the unaffected charisma of the hip basketball coach at a Jewish summer camp. He grew up in a close-knit Brooklyn neighborhood just down the boardwalk from Coney Island's Cyclone roller coaster and clanging arcades. The endorphin rushes of the midway are still hard-coded in his memory. "To me, watching a movie is like going to an amusement park," he says. "My worst fear is making a film that people don't think is a good ride."

Aronofsky's first love was not movies but TV. The son of two public school teachers, he would set his alarm at night so he could sneak downstairs and watch *The Twilight Zone*. Before he was old enough to ride the D train to Greenwich Village, his cinematic exposure was limited to second-run blockbusters at a dilapidated popcorn palace called the 77 Cent Theater. He jokingly attributes *The Fountain's* convoluted timeline to his family's habit of walking in on the middle of the first feature, staying through the second, then sticking around to catch the beginning of the first.

When he got his first computer, a TRS-80, in grade school, Aronofsky spent weeks making ASCII animations. He traces his career to the moment in 1986 when he saw a lobby card advertising Spike Lee's debut, *She's Gotta Have It*. Shot in Brooklyn in 15 days for \$175,000, it grossed more than \$7 million. Lee dubbed his DIY approach "guerrilla filmmaking" - a term Aronofsky eagerly adopted. "I had no idea that this kind of thing was going on until I saw that movie," he says. "It opened my eyes."

A year later he enrolled at Harvard University, where he met many of his future collaborators, including Handel. The cohorts of Aronofsky's college radio show, Jeremy Dawson and Dan Schrecker, became his visual f/x supervisors. While earning his MFA at the American Film Institute in the mid-'80s, Aronofsky hooked up with the future producer of his films, a fellow Spike



The Fountain travels from 16th-century Spain (Rachel Weisz plays Queen Isabel, top) to the 2500s. Special-effects wizard Peter Parks created the ethereal nebula shots (center) by photographing a few microliters of iodine and baby oil in his 400-year-old workshop (bottom).

Lee fan named Eric Watson. He also met his gifted director of photography there, Matthew Libatique. Their first team effort, a short called *Protozoa*, starred the 24-year-old Lucy Liu.

After seeing Shinya Tsukamoto's hyperkinetic *Tokyo Fist* at Sundance in 1996, Aronofsky declared in his journal, "I want to bring cyberpunk to America." A year later, the director and his Brooklyn posse launched Protozoa Pictures to make *n*.

Financed with \$100 loans from friends, catered by Aronofsky's mother, and promoted with a graffiti campaign, was guerrilla filmmaking with mystical ambitions. Max Cohen, a migraine-afflicted mathematician, builds a computer to scan for hidden patterns in the stock market and ends up shadowed by a Hasidic conspiracy. Extracting maximum visual impact from a minuscule budget, Aronofsky and Libatique modified cameras with heat lamps and drills, shooting the film on high-contrast reversal stock that turned every surface into a jagged edge - a perfect visual metaphor for Max's migraines and pervasive paranoia. "This film was constructed entirely out of its limitations," Aronofsky raged at the time.

He vowed to pay everyone back by slaving at Kinko's if *n* flopped. Instead, its breakout at Sundance was every director's dream. When Artisan Entertainment picked up the film for distribution, a *Variety* headline blared, "*n* = \$1,000,000!"

AS ARONOFSKY STOOD ON THE THRESHOLD OF SUCCESS,

his mother and father were both diagnosed with cancer just weeks apart. "I was turning 30 and dealing with mortality for the first time in my life," he recalls.

The themes of *The Fountain* began to emerge. Handel immersed himself in books on astronomy, concepts of the afterlife, and the etiology of brain cancer; his former research career at NYU inspired Tom's quest for Izzi's immortality. Conquistadors came into the mix when Aronofsky read *The Conquest of New Spain*, Bernal Díaz del Castillo's bloody 16th-century account of his days in Cortes' army.

On New Year's Eve, 1999, Aronofsky and his friends built a sweat lodge in a Mexican fishing village called Puerto Morelos to celebrate the end of the millennium. "The Mayan story in the film really came alive on that trip," the director says. At 2 am, a crimson moon rose out of the ocean "like a devil's horns soaked in blood. It was a heavy omen."

At that point though, everything seemed to be going his way.

in the crumbling temples of Tikal.

"To convince Warner Bros. to give us the big budget to make this very experimental film, we knew we needed real stars," Handel says. The director sent an early copy of the script to Brad Pitt, who was already an Aronofsky fan. Fifty pages into the script, the actor phoned Aronofsky in tears; the director told him to finish and call back. In June 2001, the press announced that Warner Bros. had "fast-tracked" Aronofsky's new film, with Pitt and Cate Blanchett as the A-list leads.

"Darren has a kind of tenacity that I've never come across before," says actress Rachel Weisz, his fiancée. "Tenacity or madness."

The budget for *Requiem* had been a paltry \$5 million. Backed by Warner Bros. and Village Roadshow Pictures - the company that financed *The Matrix* - *The Fountain* was budgeted at \$70 million. Elaborate sets, including a pyramid 10 stories high, were mounted on the Gold Coast of Australia. A huge crew was assembled there, and the former indie filmmaker suddenly found himself choreographing epic battle scenes and massive f/x sequences. As the director schemed to fly in hundreds of Guatemalan warriors to fight Pitt, the film's bottom line was stretched to the breaking point.

The superstar actor began demanding extensive script revisions during conferences at his house in the Hollywood hills. The studio was asking for its own rewrites as well. In mid-2002, after endless script wrangling, Village Roadshow announced that it was withdrawing its support. Everyone on the project was immediately laid off. Weeks passed. Eventually another production house, New Regency, stepped in, and set construction recommenced down under. "We had cleared every hurdle you can imagine," Watson says. "There was a sense that now, finally, we were going to make this movie. The momentum was there."

Then, just seven weeks before the first day of shooting, Pitt called Aronofsky and told him he was pulling out. "After working together for two and a half years, Brad lost trust in me and faith in the project," Aronofsky admits. "He told me he felt like he was breaking up with a girl."

Pitt went off to film *Troy*, a sword-and-sandal potboiler that earned tepid reviews. Blanchett took a paycheck for her time and moved on to other projects. As *The Fountain* ground to another full stop, the sets and props were auctioned off, and a wave of Brad-bashing was unleashed on the entertainment Web site

Brad Pitt called Aronofsky to say he was leaving the film. "He told me he felt like he was breaking up with a girl."

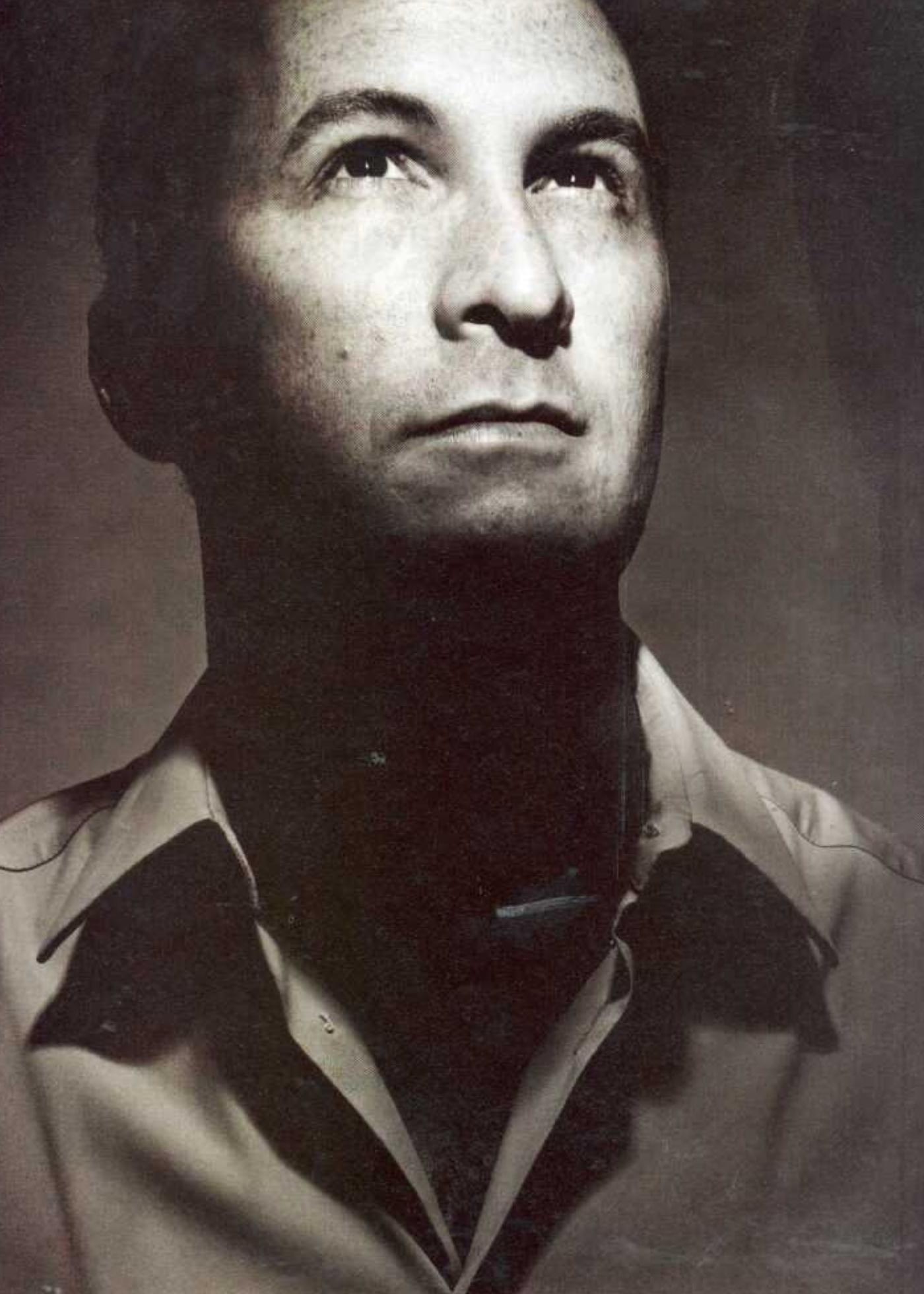
Riding the *Requiem* buzz, Aronofsky was tapped by Warner Bros. to reinvent the Batman franchise, and he quickly started pushing to get the studio interested in *The Fountain* as well. Producer Eric Watson recalls, "We came in and said, 'Batman is great, but we have this other script...'" Batman eventually fell through. Aronofsky's gritty take on the caped crusader - battling switchblade-toting pimps in what the script describes as "an almost ORGASMIC release of RAW PENT UP violence" - would have earned an R rating, and Warner Bros. balked. By then, however, *The Fountain* was already under way.

Aronofsky and his crew flew to Central America to consult with legendary Mayan experts like Moises Morales Marquez, who has guided scholars through the ruins of Palenque for half a century. They made a pilgrimage to the Guatemala location used by George Lucas for the rebel-base scene in the original *Star Wars* film, high

Ain't It Cool News: "We estimate there are over 1,500 people here in Australia, including family and children, who are now displaced and unemployed," wrote an alleged member of the *Fountain* crew. "PS - New Aussie phrase - when someone shafts you: 'You've been Pitted.'"

AFTER A MONTH OF SELF-IMPOSED EXILE IN INDIA

and China, Aronofsky returned home to New York, where he spent months holed up in his apartment in a haze of Xbox snowboarding games. But he couldn't get the aborted project out of his mind. He had come so close to shooting *The Fountain* that he felt it existed in some parallel universe. He hired artist Kent Williams to create a graphic novel based on the screenplay, published last year by DC Comics - the only version of the story Aronofsky thought the world might ever see. **230***



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Finally, one sleepless summer night in 2003, Aronofsky stared at the rows of books he and Handel had read to research the film. "I could feel that *The Fountain* was not out of my blood," he recalls. "And then I remembered: I don't have to write for the studio or Brad Pitt or any other movie star. I decided to start acting like an independent filmmaker again."

After two weeks of manic revision, the director handed a new, slimmed-down version of the script to Watson, who pronounced it filmable for half the cost of *Fountain 1.0*. Aronofsky's strategy for

what his next project would be. "Hopefully, an Aronofsky picture," Jackman shot back. He took the role of Tom the following day. Weisz and Jackman agreed to work at a discount, and Aronofsky got an even better bargain than he thought, for both have recently become major stars. Weisz won an Oscar in March for her performance in *The Constant Gardener*, and 2006 has been Jackman's breakthrough year, with lead roles in *X-Men: The Last Stand*, Woody Allen's *Scoop*, and Christopher Nolan's *The Prestige*.

Warner Bros., which had already sunk nearly \$20 million into the project, agreed

something fresh and original with them," he says. To reinvent space organically, Dawson and Schrecker hunted down old cloud-tank technicians and even hired artists to paint the nebula scenes by hand. But nothing looked good enough.

Then Aronofsky's team discovered the work of Peter Parks, a marine biologist and photographer who lives in a 400-year-old cowshed west of London. Parks and his son run a home f/x shop based on a device they call the microzoom optical bench. Bristling with digital and film cameras, lenses, and Victorian prisms, their contraption can magnify a microliter of water up to 500,000 times or fill an Imax screen with the period at the end of this sentence. Into water they sprinkle yeast, dyes, solvents, and baby oil, along with other ingredients they decline to divulge. The secret of Parks' technique is an odd law of fluid dynamics: The less fluid you have, the more it behaves like a solid. The upshot is that Parks can make a dash of curry powder cascading toward the lens look like an onslaught of flaming meteorites. "When these images are projected on a big screen, you feel like you're looking at infinity," he says. "That's because the same forces at work in the water - gravitational effects, settlement, refractive indices - are happening in outer space."

The microzoom optical bench furnished Aronofsky's film with something neither a computer nor an old-fashioned matte painter could deliver - chaos, in all its ultra-high-definition fractal glory. "The CGI guys have ultimate control over everything they do," Parks says. "They can repeat shots over and over and get everything to end up exactly where they want it. But they're forever seeking the ability to randomize, so that they're not limited by their imaginations. I'm incapable of faithfully repeating

Parks can make a dash of curry powder look like an onslaught of meteorites.

resurrecting the film was to "take it back to the family," as he puts it. Warner Bros. had leaned on him to hire an in-house visual f/x supervisor, but now his college pals Dawson and Schrecker would run the show, as they had for *n* and *Requiem*.

A new Izzi was also close at hand: Weisz, the dusky-haired beauty the director had met on a press junket in 2001. "If that many people had tried to shut me down, I would have believed them and given up," Weisz says. "But Darren has a kind of tenacity that I've never come across before - tenacity or madness. So *The Fountain* didn't have Brad Pitt anymore, for however many gazillions he cost. Writing a cheaper version of the movie let Darren take a more indie route to getting it made."

Aronofsky spotted Jackman in a Broadway musical called *The Boy From Oz*. Backstage, he asked the versatile Australian actor

to a new deal - with a bond company looking over Aronofsky's shoulder. To cut costs, he shot scenes conceived for jungle locations on a Montreal soundstage. "On the set, I got to meet a different person from the Darren I know at home," Weisz recalls. "He got us to do some really crazy shit. Darren just keeps the cameras rolling, take after take, which pushed me and Hugh to places of extreme vulnerability and nakedness. It was sexy to see someone be so good at what they do."

The studio bean counters, however, remained skeptical that the director could deliver a supernova without supersizing the bottom line. It wasn't the first time that Aronofsky had been challenged to turn practical limitations into subversive opportunities. "The whole approach of my team is to take old-school techniques and street technology and figure out how to do

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anything, but I can go on producing chaos until the cows come home."

It was, in fact, a reel of Parks' simulated solar flares that finally convinced the creative department at Warner Bros. to forgo the usual terabytes of digital data. "The studio gave Darren a really hard time," Parks recalls. "Nobody believed he could make this film without CGI.

The studio thought he was crazy. He had to fly that reel across the Atlantic five or six times." But synthesizing a nebula in a drop of fluid to Aronofsky's liking turned out to be the hairiest job that Parks and his son had ever taken on. With a stack of Hubble photographs for inspiration, they worked from before dawn till late at night for 10 weeks. The cost of a single f/x sequence from ILM can reach several million dollars, but Parks shot all the footage Aronofsky needed for just \$140,000. Digitally composited by a Toronto-based f/x house called Intelligent Creatures, Parks' imagery gave *The Fountain's* space scenes a cinematic richness that couldn't have been simulated by an army of Pixar animators.

The tagline of *n* was "faith in chaos," and even when *The Fountain* was spinning out of control, Aronofsky says, "I just trusted that things hadn't clicked yet for reasons I would understand later. In the end, I got to make the movie I wanted to make."

AT THE FILM'S EXPLOSIVE CLIMAX, *The Fountain's* three time streams rush together in a visual extravaganza that is so over the top, it's reminiscent of *2001's* controversial "stargate" sequence - and may leave as many moviegoers scratching their heads.

But the scenes that give the film its gravity are those the young director of

n and *Requiem* wouldn't have imagined: Izzi, radiant with acceptance at the threshold of death; Tomas walking angrily away from an open grave in the snow; a lone space traveler making ink from the ailing tree of life to etch into his skin. *The Fountain* may be too downtempo for fans who rallied to Aronofsky's B-boy bravado. But the director will earn a new audience for making one of the most visually original and emotionally complex science fiction films in history.

After *The Fountain* wrapped, Aronofsky jetted back to India to trace the Ganges to its source in the Himalayas. His parents are healthy again after successful cancer treatment, and in May, Henry Chance Aronofsky was born.

New projects are already piling up on the director's desk. Aronofsky and Watson are planning an adaptation of *Flicker*, Theodore Roszak's novel about a critic who sees subliminal portents of the apocalypse in B movies. Aronofsky will also produce an original animated musical by Dawson and Schrecker this fall and is rumored to be developing a script based on the life of Timothy Leary.

None of these projects suggest that the former guerrilla filmmaker who vowed to bring cyberpunk to America is going mainstream. In recent weeks, he and Handel have started taking long walks around New York City again, brainstorming their next collaboration. "It's another fantasy film. Unfortunately, it's an even bigger idea than *The Fountain*," Aronofsky says. "So it's going to take some time to do. But hopefully not six years." • • •

Contributing editor Steve Silberman (digaman@wiredmag.com) wrote about *DIYscience* in issue 14,06.

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