

(L-R) Tommy Stinson, Paul Westerberg, Chris Mars, and Slip Dunlap



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THE REPLACEMENTS DEAD MAN'S POP



THE RECORDING AND RESURRECTION OF THE REPLACEMENTS’ *DON’T TELL A SOUL*

BY BOB MEHR

By the time we made that record, the band had been around for almost ten years. Everything had changed. It seemed like we had two choices. One was to be punks on our way out the door . . . the other was to follow suit and get a hard rock sound—which we really weren’t about. The truth was, we liked pop music, catchy melodies, and simple songs. But to write real pop music in that era, you were dead. You were makin’ dead man’s pop.” —PAUL WESTERBERG

DECEMBER 7, 1987: PORTLAND, OREGON

The skinny, sharp-boned, unmistakable figure of Paul Westerberg is swinging from a crystal chandelier backstage at the Pine Street Theatre. As his bandmates and tourmates cheer him on, Westerberg rises higher and higher on each pass, a whiskey-soaked Icarus, before suddenly yanking the entire fixture down on himself. “They always fall,” says Westerberg, with the certainty of a man who’s torn down a few in his time. “But damn, it feels so good for that one split second.”

The moment is an exclamation point on The Replacements’ *Pleased To Meet Me* tour. The Minneapolis band—Westerberg, bassist Tommy Stinson, drummer Chris Mars, and new guitarist Slim Dunlap—have spent eight months on the road promoting the album. The closing run of dates, up and down the West Coast, finds them paired with their pals The Young Fresh Fellows. A week of chaos begins with Fellows frontman Scott McCaughey and the ‘Mats, as they’re known, drinking in a Seattle hotel room and daring one another to shave off their eyebrows. “We looked like freaks when we got done,” mused Westerberg. “Us and the Fellows, we weren’t good for one another, but God, we had the best time together.”

After shows in Los Angeles and San Francisco, the finale would come in Portland. The drunken mayhem at Pine Street began with the ‘Mats and the Fellows tossing a couch out of the theater’s second-floor dressing room window and ended with Westerberg’s plummet. In between, the bands made desperate attempts to play. “We were actually so hapless during our set, they came up and grabbed instruments and started playing for us,” recalled McCaughey.

Backstage, Westerberg had grabbed McCaughey’s tour bag, taken every piece of clothing from it, and put it all on. He and the band then began stripping and tossing the garments out into the crowd. The ‘Mats ended the set playing in their underwear. “We flopped like murder,” recalled Westerberg.

Portland was the last act in a year of barnstorming shows that had brought The Replacements terrific buzz and acclaim. The tour, a banquet of excess onstage and off, cemented their reputation as the most exciting, unpredictable, and dangerous rock ‘n’ roll band in the world.

After four years and four albums on their hometown indie Twin/Tone, The Replacements had made the jump to major label Sire/Warner Bros. with 1985’s *Tim*. A critical success, it encouraged the label to make a bigger push to promote the follow-up, *Pleased To Meet Me*—an effort undercut by MTV’s decision to ban the group’s controversial teen suicide-themed single “The Ledge,” as well as the ‘Mats’ own hijinks while promoting the record during a series of anarchic radio station appearances.

With the tour concluded, *Pleased To Meet Me* had pushed past 170,000 in sales, more than double *Tim*’s total, but still not quite the ultimate heights everyone believed the band could reach. Warner Bros. had enough faith that it picked up the multi-album option on the band’s contract. The company also decided to form a new radio promotions department under its reactivated Reprise banner, ostensibly to focus on hipper, up-and-coming acts like The Replacements. Everything was lining up so the next album would be the one that finally broke them, turned them into stars.

But one thing those around the band didn’t realize was the toll the *Pleased To Meet Me* tour had taken on The Replacements. “By the end of that tour, we were wasted: morally, physically, and mentally,” said Westerberg. And they were still missing their eyebrows.

Returning to Minneapolis, Westerberg spent the winter of 1988 recuperating from the road and writing songs in his basement. Since The Replacements had formed nine years earlier, he’d been writing to

impress—first, it was the guys in the band, then the small army of critics who championed his work. By the time Westerberg was in the major-label spotlight, he admitted, “I might have gotten to the point where most of my songs were written for beer-swilling 19-year-old males.”

The new songs he was turning out were somehow different than anything he’d written before—the imagery was more poetic and metaphorical, the melodies more nuanced and delicate. “I knew I was changing,” said Westerberg. “I wasn’t feeling like The Replacements. I was just feeling like myself for the first time.”

He was coming up with far more character-driven pieces, partly after deeper immersion in the work of writers like Flannery O’Connor and Tennessee Williams. Ultimately much of the new material—songs like “Achin’ To Be” and “Darlin’ One”—played as portraits of the women in his life: his wife, his sister, girls he’d met on the road. Of course some of Westerberg’s female protagonists were merely disguised versions of himself. “It is easier for me to say what’s on my mind by using a character. And it’s generally a woman,” he said. At the same time, many of the new tunes—raw reflections like “They’re Blind” and “Rock ‘N’ Roll Ghost”—were more nakedly autobiographical than ever.

Much of this material would make it onto the next Replacements LP; others, like “Last Thing In The World” and “We Know The Night” would be recorded and remain unreleased. Still others never made it out of the basement. “Every time I would ever go to his house, he would play me a bunch of new songs that killed, none of which ever saw the light of day,” said Slim Dunlap. “He would just tape over something when the next song idea came along.”

Westerberg had written the bulk of the new material on his Yamaha acoustic guitar. Initially he had the notion the next album should follow suit and be all acoustic, sans drums. This was not a particularly feasible plan for a band that had made its reputation as a raucous rock ‘n’ roll outfit. Instead, Westerberg’s compromise was to stop categorizing the songs, as he had in the past, strictly as rockers or ballads. “Instead, I decided to make the ballads more rockin’ and the rockers more tuneful,” he said.

As part of The Replacements’ option pickup, Warner/Sire had doubled the band’s recording budget to \$300,000. The ‘Mats would have more time and resources than ever before to make the album. But who the hell was going to produce it?

That was the question that had always bedeviled the band’s A&R man, Michael Hill. Hill had overseen the producer search on *Pleased To Meet Me*, which had turned into a comic spectacle as the band systematically offended, frightened, and rejected every prospective candidate in turn. Desperate, Hill came up with the inspired last-minute idea of enlisting Jim Dickinson—The Rolling Stones session player, Big Star producer, and Memphis music philosopher—who managed to cajole, distract, and trick the ‘Mats into making one of the best, most consistent records of their career.

Serious thought was briefly given to reuniting the band with Dickinson for a follow-up. Both the label and band’s management firm, High Noon, were warm to the idea, especially if they could bring in a hotshot mixer to polish off the album’s singles (something they’d experimented with on *Pleased*, enlisting Jimmy Iovine to do a radio edit of “Can’t Hardly Wait”). But the Dickinson option faded quickly, in part because of The Replacements’ reluctance to go with someone who knew them too well. “I think they learned a lot about how to make a record watching me,” noted Dickinson presciently, “and took it out on the next couple of producers.”

Scott Litt was, for a time, another favored candidate. After being rejected for *Pleased*, Litt had gone on to produce R.E.M.’s million-selling breakthrough, *Document*. But the last thing the ‘Mats wanted at that point was to look like they were riding the coattails of their Georgian friends and rivals (besides, Litt was already booked to work on R.E.M.’s debut for Warner Bros., who’d just signed the band).



Other suggestions, from Talking Heads’ Jerry Harrison to Pat Benatar guitarist Neil Giraldo to Bon Jovi/Aerosmith man Bob Rock, went nowhere with the band. Neither did guitarist and Warner artist Ry Cooder. “The feeling was that maybe Westerberg and Cooder could work together—you know, curmudgeon to curmudgeon,” joked Hill. A few longshot candidates—including Westerberg’s suggestion, Pete Townshend—were approached but either proved unable or unwilling to take on the task.

By April 1988, with the producer search completely stalled, Warner VP Michael Ostin called Hill and suggested a name that hadn’t been on anyone’s radar: Tony Berg. Berg was an unlikely choice; he was young, just 34, and his résumé seemed an odd fit for the ‘Mats. A gifted guitarist, he’d been in the band for the original production of *The Rocky Horror Picture Show* and later served as Bette Midler’s musical director. He was not unfamiliar with difficult creative personalities, having served for several years as guitarist, arranger, and right-hand to madman producer Jack Nitzsche. Berg then began producing demos in his garage studio that led to major-label deals for Michael Penn and Eric Johnson. He’d just completed his first big project, the debut by MCA baby band Broken Homes, and was working as coproducer on the sophomore album from Charlie Sexton (who’d once been considered for The Replacements’ guitar spot after Bob Stinson’s departure).

Berg was at Bearsville Studios in Upstate New York, working on Sexton’s album, when Michael Hill called. Although Berg technically had no production credits—the Broken Homes record had yet to be released—“Tony was very erudite about music,” said Hill. Berg and Westerberg talked on the phone, and Paul suggested he send a postcard listing his ten favorite records. “I wrote, ‘These records mean a lot to me; I hope you respond to them,’” recalled Berg. “I added, ‘But if you don’t, you can go fuck yourself.’ I got a call immediately—Paul said to come to New York and meet.”

Westerberg took an instant shine to Berg, in part, he would later admit, because Berg looked good: He was the spitting image of English rocker Cliff Richard. Berg said the right things too, selling the production as an effort to find the delicate balance between a great songwriter and a great rock band. As they talked, Westerberg pointedly mentioned the now-infamous story of how The Replacements had tossed their Twin/Tone master tapes into the Mississippi River—“As if to tell me, ‘This is who we are and what we do,’” said Berg. Suddenly, Westerberg grabbed Berg’s leg, pulled off his boot, and poured a beer in it. “He drank out of my shoe, slammed it down, and said, ‘You’re our man!’”

Berg’s schedule showed a gap at the end of May. The Replacements could start their sessions in a few weeks up in Bearsville. A studio complex founded by Bob Dylan’s manager Albert Grossman in 1969, Bearsville was nestled in the woods just west of Woodstock, its bucolic grounds dotted by residences, including a series of small cabins for the bands to stay in. Working there wasn’t unlike being sent away to summer camp. Bars and booze were hard enough to find, much less any real excitement or trouble.

“That was the underlying attraction for the record label,” said Westerberg. “Get this semi-straightforward producer, get the band away from the city and all of its trappings, stick ‘em out in the woods in the fresh air, and maybe we’ll get some rockin’ music out of them. It didn’t quite work out that way.”

Tony Berg would come to view the ten days he spent in the studio with The Replacements philosophically. Over the years Berg would become a respected industry veteran with over 100 productions to his credit. Back in 1988, however, he admits he was not fully prepared for the chaos of The Replacements. “They were like pirates—it was like producing pirates! They had everything but the Jolly Roger waving,” said Berg, laughing. “They came into Bearsville like a band of cutthroats—they lived up to their reputation and then they disappeared. There wasn’t a dull minute.”

For the first couple of days, Berg managed to keep the ‘Mats’ gang dynamic at bay. He settled in with Westerberg to go over songs, rehearsing in Bearsville’s barn studio. “Paul and I would sit down with two acoustic guitars and dig in, and it didn’t include the band that much initially,” said Berg. His plan was to track the band live, keeping the spontaneous performances and later adding a smattering of overdubs. “To produce much beyond that would be false,” noted Berg. “I felt the work that needed to be done was mostly arrangemental.”

“Paul was responding very well to the dialogue. We talked about guitar parts. And then, more profoundly, we discussed lyrics.” In Berg’s mind, Westerberg was seeking to push further in the direction his new songs were headed, even if that meant making something like a solo record.

“The thing that conspicuously pissed off Tommy and Slim was that Paul was allowing me to dig into the songs with him. Chris was quite receptive and fairly . . . I wouldn’t say passive, but not resisting the way the other guys were. They were hostile.”

Berg’s task was made doubly difficult in that he was dealing with a group that was simultaneously congealing—this was Dunlap’s first time in the studio with them—and falling apart, with Bearsville another step in Mars’ growing estrangement from music and the band. At least Mars was docile; Dunlap, on the other hand, held Berg in open contempt. The producer compared the guitarist to *Lil’ Abner*’s Pappy Yokum: “It felt like they’d brought their country uncle. He could play. But he was extremely ornery.” “Slim was our bulldog; he was playing a role,” noted Westerberg. “He would say stuff to Tony that we never would have.”

Despite the simmering animosity, the band worked hard in Bearsville, recording for 12-hour stretches each day, beginning around 11 a.m. with a meal—burgers, typically—then proceeding to drink and play. “We had a regimen,” said Stinson. “We’d loosen up and get to the place it’s got to be.”

The Bearsville version of songs like “I’ll Be You” and “Darlin’ One” were still evolving—lyrics, tempos, and melodies had yet to take their final form. Even so, “I recall thinking this is one of the greatest collections of songs that I’ve heard,” said Berg. “And that included a few songs that didn’t ultimately make it to the released version of that album. One song in particular, ‘Portland,’ I thought was absolutely brilliant.”

A kind of apologia for the Pine Street Theatre debacle the previous winter, the song—which closed with Westerberg’s remorseful sign-off, “Portland, we’re sorry”—was a spiritual sequel to 1983’s “Treatment Bound.” In one early take, you actually hear Stinson jokingly singing the opening of “Treatment Bound” over the music to “Portland.” The lyrics found Westerberg surveying the state of the ‘Mats five years on, looking at a gang of fading souls (“Sitting in between a ghost and a walking bowl of punch”) as the band’s shine starts to dim (“Bring in the next little bunch”).

Tommy Stinson’s instincts would elevate “Portland” in particular. He had requested a classical bass for the track and was given a gorgeous German model from a rental company in New York City. Although he’d never played upright before, he proceeded to work the instrument with a cellist’s grace—before jumping on and destroying it, at a cost of some \$4,000. After hearing the playback, Tommy decided the track also needed bongos. “Which was funny to me, because ‘Portland’ was essentially a country song,” said Berg. “But he was absolutely right.” (Stinson’s bongos can be heard during a couple other Bearsville moments as well).

In addition to the more pop-oriented material, the band worked up a few fast and furious numbers, including “Last Thing In The World,” a catchy bit of bubblegum punk, and a rockabilly instrumental that would eventually morph into “I Won’t.” Berg contributed bits and pieces, usually playing something on synth. On the clattering “Wake Up” he came up with a closing countermelody—answering the guitar riff with a flourish of digital strings. It was an incongruous, but inspired, addition the band loved.

While the session seemed to be going well on the surface, the stifling environment at Bearsville soon began to take its toll. After a week in the woods, The Replacements had come down with a severe case of cabin fever, à la *The Shining*. “In each of our cottages there was a little kitchenette with knives,” said Stinson.

“Every night we’d go to one of the cottages and start playing ‘Dodge Knife.’ That’s like dodgeball but with knives. It got very . . . troubling.” According to Berg, “They had car accidents. They trashed the studio. They trashed the living quarters. They were on medication that you would normally prescribe for horses and bears. They were just a mess.”

On day seven The Replacements had been cutting live for a particularly inspired stretch when Berg realized his Sony digital recorder had been using an unformatted reel. The entire section had been lost. He fired the engineer on the spot for the oversight, but the damage had been done with the band.

That night, while recutting Tommy Stinson’s part on “Asking Me Lies,” Berg wanted Stinson, the bassist later claimed, to funk-slap the instrument; Berg said he simply wanted a “funkier” part. The discussion ended abruptly when Tommy hurled a half-gallon of gin through a studio window. Then Westerberg lit the remnants of a guitar he’d smashed on fire in a garbage can on the studio floor. “You didn’t want to be around us,” said Stinson. “We were gone-crazy-devil-drunk.”

The chaos climaxed with a Stinson-Westerberg game of “I Dare Ya.” “I believe I was dared to walk across the studio console,” recalled Westerberg. Bearsville was home to a truly magnificent Neve 8088 board that had been custom-built for The Who. Westerberg was instantly up on the \$250,000 console, Jack Daniels bottle in hand, nimbly tiptoeing around the faders and knobs. “He was very light on his feet,” observed Stinson.

At the sight of this, Berg became apoplectic. A screaming argument with Westerberg erupted, a week’s worth of frustration spilling out. As things boiled over, each man tried to flee the studio in a different direction, but they simply wound up following one another down the hall. “By the end of it, Tony and I were in tears, crying and yelling,” said Westerberg.

They arrived at the studio canteen, where the members of Metallica, in Bearsville to mix . . . *And Justice For All*, sat quietly eating Chinese takeout. As The Replacements’ screaming meltdown passed dramatically before them, their jaws visibly dropped. “They had this look like, ‘What the fuck is this?’” said Westerberg. “I’m sure we looked like a bunch of lunatics. I like to think that we scared Metallica.” (Years later, Tommy Stinson would encounter Metallica’s James Hetfield at a strip club in Hollywood. “Hetfield is eying me and he says, ‘You were in The Replacements, right? You were in Bearsville, right?’” recalled Stinson. “Then Hetfield goes, ‘You guys were fuckin’ nuts. You scared us.’”)

Before escaping the studio, Berg, remembered the story Westerberg had told him about throwing their tapes in the river. As a precaution, he grabbed the session masters. “They were acting so irrationally, I thought they might do something horrible,” he said.

After a few more hours of drinking, The Replacements came back to the studio to hear the day’s work and were furious to discover Berg had taken the tapes. Westerberg summoned Berg to his cabin for a showdown. “I arrived and faced these four furious renegades,” recalled Berg. He somehow managed to placate the band, despite Dunlap hissing at him, “Are you with us or agin’ us?” After a long night’s sleep, an uneasy denouement was reached. The sessions carried on without incident for a few more days before the band packed up and headed home.

“We went up there, hit a fucking tree, threw knives at each other, walked across the board, smashed up some shit, scared Metallica,” said Westerberg. “But we felt like, ‘Okay, that’s it, we’re done with the fucking woods.’”

Any hope of continuing the project in another more hospitable location with Tony Berg was soon abandoned. A couple weeks after Bearsville, Berg traveled to the band’s Minneapolis home base, ostensibly to help The Replacements cut a cover of “Cruella De Ville” for an alt-rock Disney compilation on which they’d agreed to appear. Before they could even get in the studio or discuss plans to resume making the record, things came to a head between the ‘Mats and Berg at a local bar. In the aftermath, Berg abruptly quit, or The Replacements fired him. In any case, the band was back to square one.

“It was frankly getting scary at that point,” said Replacements A&R man Michael Hill. “We were sort of terrified of what was going to happen with the project.” They’d wasted half the year already; there would be no album before 1989’s first quarter. If more time passed, the mercurial Westerberg might decide against recording the current batch of songs altogether.

For a fleeting moment thought was given to hiring a capable engineer and letting the band self-produce the album. “We would’ve never got it done,” admitted Westerberg. “It would’ve been a fight, fight, fight. Besides, I wanted someone to come in and call the shots so I wouldn’t have to take the fall for everything.”

In the midst of all this, Michael Hill had been working to get influential Warner Bros. label president Lenny Waronker on board to help The Replacements. “I would talk about Westerberg’s songcraft. That’s something that really interested him, because Lenny’s, above all, a song man,” said Hill.

“Michael thought Paul and I might be able to have a relationship,” said Waronker, who listened to the Bearsville tracks and was wowed by Westerberg’s songs. “I realized Paul was a force. I thought, ‘Jesus Christ, no wonder.’ The guy . . . he has the gift. That’s when I got to know Paul.” In talking to him, Waronker sensed that Westerberg wanted to move away from The Replacements’ chaotic posturing, that he was interested in trying to make a different kind of record. “If the stance gets in the way, to the point to where it stifles musical growth, that’s when you really have to take a hard look,” said Waronker, who took it upon himself to solve The Replacements’ producer problem.

At Waronker’s suggestion, The Replacements were pointed in the direction of an up-and-coming 28-year-old producer named Matt Wallace. Baby-faced and soft-spoken, Wallace seemed unassuming—gentle even—in every way. But his looks and manner belied a bulldog tenacity that would serve him well in producing the ‘Mats.

Wallace had started as a teenage singer and multi-instrumentalist playing around the San Francisco suburbs. In high school he’d built a little four-track studio, dubbed Dangerous Rhythm, in his parents’ garage, ostensibly to record his own band. “But I got derailed and started making other people’s records,” he said. He eventually opened a professional operation in Oakland and went on to produce Faith No More and Sons Of Freedom, both on Slash Records. Slash was distributed by Warner Bros., which tapped him to produce a single for the company’s 1987 reboot The New Monkees, establishing a relationship between Wallace and Waronker.

Wallace, a Replacements fan since *Let It Be*, had been dying to work with the band. He’d thrown his hat in the ring for the ‘Mats gig back in the spring; after Berg’s departure it sounded like he might have a shot. Wallace had made plenty of indie records but didn’t have any mainstream commercial success—Faith No More had yet to break big. Crucially, though, he had Waronker’s support. “I felt like Matt had the right personality to get in there with the band and make it work,” said Waronker. “Plus, he could play so many instruments, I thought he’d be a good adjunct to the band in that way. He had a pop sensibility, so anytime there was a potential hook, he might be able to embellish that.”

Westerberg agreed to a trial session with Wallace after they spoke on the phone. Paul and Slim Dunlap would fly to L.A. first and work on a song. If everything seemed all right, they’d come back out with Tommy Stinson and Chris Mars. “By the way,” he told Wallace at the end of their conversation, “we drink a bit.” “That’s fine, I don’t drink at all,” replied Wallace. “We’ll get along famously.”

Paul and Slim arrived in Los Angeles on September 1, 1988, and set up in a small room at Cherokee Studios in Hollywood. They spent a few days working on “They’re Blind,” with Dunlap playing bass and Wallace programming beats on a drum machine. “From the moment I met Matt,” said Westerberg, “I thought, ‘This guy is very smart, has a sense of humor, and is gonna roll with it.’ I liked him right away.”

“The fact that I had so little of a track record actually appealed to Paul and the band,” said Wallace. “They do like the underdog mentality. But they also liked the fact I wasn’t established, didn’t have my own sound. And I think they felt like they could push me around and do what they wanted to do. He’s the producer, but we’re going to do our thing.”

Still, after Bearsville and Berg, there was natural uncertainty about the young, unproven Wallace. “I don’t think I ever thought anyone was the right guy for that record,” said Stinson. “But Matt was somehow less wrong. He had a little bit of weight behind him. Plus, we were going to be doing it in L.A., in the city, as opposed to the middle of nowhere, so it made more sense that way too.”

The couple months off after Bearsville had given Westerberg time to write new material, including several tempo numbers such as “Anywhere’s Better Than Here” and “Talent Show,” to balance out the Berg sessions’ dolor. In a way, Bearsville had served as the preproduction the ‘Mats had always strenuously avoided. “By the time we got to California,” said Westerberg, “we were really ready to go in and make that record.”

The Replacements started cutting rhythm tracks in the main room at Cherokee, an expensive high-tech studio founded by the ‘60s Midwest bubblegum musicians the Robb Brothers. As at Bearsville, workdays began around 10 a.m. and went for 12- to 14-hour stretches, fortified by little other than grains and hops. “Those guys didn’t eat anything,” said Wallace. “The caloric ingestion was pretty much all alcohol.” Much of Wallace’s energy was spent trying to hide the daily afternoon liquor delivery until they’d recorded something usable.

Almost immediately the same group psychosis that had marred the Bearsville sessions took hold. During a take, Tommy’s Gibson Thunderbird bass began to wobble out of tune. Suddenly Wallace saw him begin to smash the instrument wildly. As Stinson sent shards and splinters flying around the studio, Westerberg pulled out a crisp \$100 bill and lit it on fire. Meanwhile, Dunlap and Stinson were challenging Wallace at every turn. “I was really young, and I probably had no business working with this band, which I was reminded of pretty regularly,” chuckled Wallace.

Michael Hill, who had come to town to monitor the situation, could see things heading south with yet another producer. “I began to wonder, ‘Are these guys just unproducible?’” he said. Wallace seemed on the verge of giving up: “Every single day that first week I wanted to quit,” he confessed. Even as he thought about throwing in the towel, Wallace began to forge a bond with Westerberg. He would be the only producer to work with Westerberg more than once, and they would develop an enduring personal friendship as well.

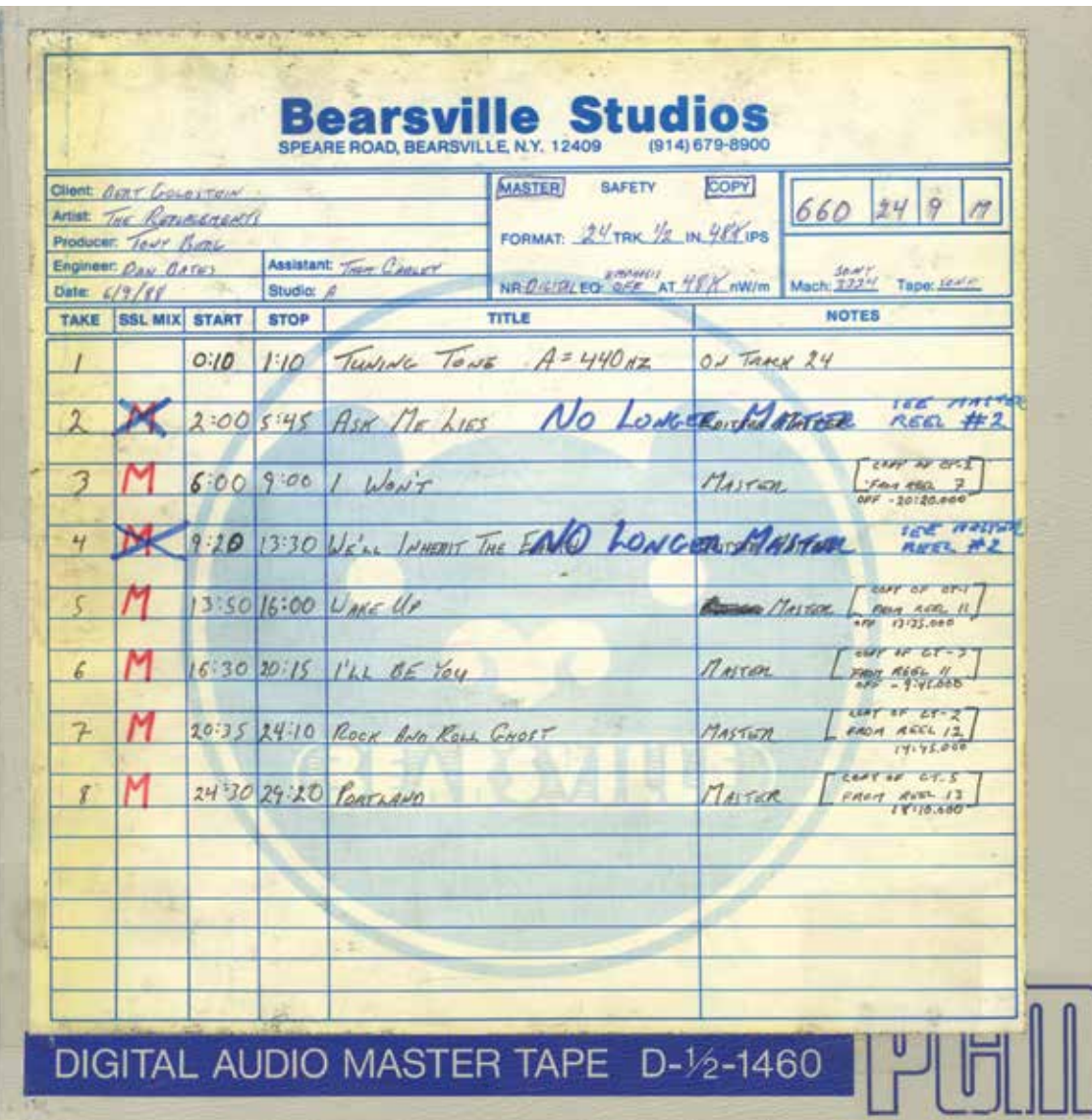
“I came to understand that for someone like Paul, it’s really difficult to reconcile his need to get the stuff recorded and accommodate some technical allowances too,” said Wallace. Often, in the midst of a manic creative spell, Westerberg would be itching to lay down a vocal. By the time Wallace was set up, Westerberg would beg off, saying the moment had passed. Still, the producer learned how to anticipate his needs as the session wore on. “With The Replacements, there wasn’t a lot of latitude,” said Wallace. “You had to wing it, but you also had to *naïl* it. Because you might not get a second chance.”

Wallace finally won Stinson over by insisting they record one of his songs, “First Steps.” (The track was later erased, along with several others, by the band, but the song turned up on the debut of Stinson’s first post-‘Mats project, *Bash & Pop*.) “Even though Paul was the singer and songwriter, Tommy’s really the heart and soul of the thing,” recalled Wallace. “This wasn’t a Paul Westerberg record we were making; it was a Replacements record.”

A breakthrough moment came during the second week of the session, as Wallace packed the band into his 1982 Honda Accord for a midday booze run. The ‘Mats, none of whom knew how to drive, were the worst kind of nervous backseat drivers. As a prank, Wallace decided to pull a heart-stopping hand-brake turn in the middle of the street. “It frightened the shit out of those guys,” he recalled. “They were yelling at me.” He’d finally turned the tables, if just for a moment. “I decided right then,” said Wallace, “I am going to finish this record no matter what.”

Having expelled much of their negative, nervous energy over the first week, The Replacements got down to the serious work at hand.

For the first time on a ‘Mats record, Chris Mars played drums to a click track in his headphones to ensure his time was as tight as possible. “Chris was bang on it,” said Wallace. “He was the most solid guy in the band in terms of time, really.”





Even with Mars locked in tight, the songs still had a natural, human feel, as the band tracked all their rhythm parts live. “All four of us went in and did as many takes necessary to find the one that seemed to flow all the way through,” recalled Mars. “We’ve been playing together for so long that we need to be in there . . . to give each other a bad look or smile when someone needs it.”

Mars’ playing would move in manifold directions stylistically: from the driving open high hat feel of “Achin’ To Be,” which evoked Creedence Clearwater Revival’s Doug Clifford, to the shifting dynamics carrying the drama of “Back To Back.” Although it would be multi-instrumentalist Wallace who was enlisted to handle percussion on the emotive “They’re Blind” when the band decided to add live drums to the track late in the mix.

The biggest difference for the band in the studio was the presence of Slim Dunlap. Dunlap’s contributions were paramount in shaping the sonic feel of the album. “Slim, he knows really subtle things to put in songs to give it more ambience,” noted Mars. “He’s not a hot dog. He’s really good. He could look at us objectively. . . . Kinda shed some light on a few things for us.”

With the addition of Dunlap—at 37, almost a generation older than the others—the breadth of the band’s music was bound to expand. “Slim knew about old country and blues,” said Westerberg. “I was very fortunate in a way, because I had a guitar player who was seven years older than me, and a bass player who was seven years younger. And that covered a very broad spectrum. I tended to lean toward Tommy more—the younger, wilder side—but everything that Slim said was not lost on me. I listened to him a lot.”

With Dunlap encouraging and aiding Westerberg, the two of them would end up weaving a tapestry of sounds into the songs: from the unexpected, hurtling banjo that cuts through the climax of “Talent Show” to the keening dulcimer fills on “I’ll Be You,” the distorted James Cotton-style harp on “I Won’t” to the shimmering xylophone and melodic coloring on “Back To Back.” While Westerberg supplied all the lead and a good portion of the backing vocals, The Replacements’ makeshift men’s choir could be heard on several tracks. Stinson, Mars, Dunlap, and even Wallace variously provided backing parts, creating a multifaceted vocal character for the record.

“Darlin’ One” is a perfect example of The Replacements’ collective effort. Westerberg’s bird-on-a-wire lyrics had been floating around for several years. The music—martial rhythms and an expansive chorus—was written by the band during soundchecks on the *Pleased To Meet Me* tour (it would be the only group writing credit on the album) and further honed at Bearsville. By the time they got the track to Cherokee, the song had gained a true grandeur, with the vaulting high harmonies in the chorus and Dunlap’s backwards Beatles guitar shaping it into a new kind of Replacements anthem.

Mostly written during the physical and spiritual hangover following the *Pleased To Meet Me* tour, the new songs were downbeat, if not downright defeated. “Anger is not on the top of my list anymore,” Westerberg admitted at the time. “It’s been replaced by despair.”

That was clear in the first song recorded for the album, “They’re Blind.” Westerberg and Dunlap built it up as a lilting, doo-wop-tinged ballad, while working the lyrics into a lament about the record business: “And the things you hold dearly / Are scoffed at and yearly / Judged once and then left aside.”

“Talent Show” explores a similar theme: Over a folky riff, Westerberg placed the ’Mats in the music industry’s maelstrom, vying for attention on the big stage (“Got our guitars and we got thumb picks / And we go on after some lip-synch chicks”). The track itself is like a Replacements concert in miniature, the band falling apart and pulling it back together for a triumphant finale. After Bearsville, Westerberg scrapped the wistful band narrative “Portland” and cannibalized its drawling chorus (“It’s too late to turn back, here we go”) for the coda to “Talent Show.” He insisted that the song, with its prominent acoustic guitar opening, lead off the album to signal a different kind of ’Mats record.

“Asking Me Lies,” meanwhile, is an attempt at ’70s bubblegum R&B à la Westerberg favorites The Jackson 5. Filled with surrealist imagery and non sequiturs (“At a Mexican bat mitzvah for seven hundred years”), it also includes some of his sharpest wordplay (“Well, the rich are gettin’ richer and the poor are gettin’ drunk / In a black-and-white picture there’s a lot of gray bunk”). The track joined the high-velocity blues basher “I Won’t” and the stomping “Anywhere’s Better Than Here” in livening up the album’s energy.

“We’ll Inherit The Earth” was another anthem for the dispossessed, a cousin to *Tim*’s centerpiece “Bastards Of Young” that utilized similar biblical themes. Although the ’Mats ended up with a grandiloquent version—Mellotron, typewriter sounds, and various other effects in the mix—the original version was more straight ahead and powerful in its elemental form.

Needing a final touch for the song’s ending, the band dispatched recording engineer Mike Bosley to scare up some ambient sounds. “The band wanted a wind noise, and there was a guy down the hall at Cherokee doing a cartoon session with a sound library,” said Bosley. “He had what we needed, but then the guy

wanted to charge us \$30 to use his wind sound. We paid up, but I remember Paul saying, ‘Goddamn it, now every time we hear that song we’ll go there’s our \$30 wind sound.’”

The song’s closing passage finds Westerberg whispering the phrase that would come to serve as the album’s title: “Don’t tell a soul.” “*Or Don’t Tell Sow*, as we called it in the band,” said Westerberg, who’d originally seized on *Dead Man’s Pop* as the title—a fact reported in several music magazines at the time. “We actually kicked around a bunch of different titles, like *Festicle*, which was a combination of ‘festival’ and ‘testicle.’ We were gonna name it after Tad Hutchinson [from The Young Fresh Fellows] and call the record *Tit For Tad*, but we chickened out.”

The band would acknowledge the Fellows in the album credits, with the dedication “L.L.Y.F.F.” (Long Live Young Fresh Fellows) and nodded to the fans who’d come to the Pine Street Theatre show with an etching in the album’s run-out groove that read, “Portland we’re sorry.”

Despite his reputation as post-punk rock’s preeminent wordsmith, Westerberg never committed his songs to paper and refused to include lyrics on Replacements albums. “He figured if you don’t write it down, they have to interpret it mentally,” said Stinson. “That way your song can mean anything to anyone.” Westerberg would willfully disguise details—writing in the third person, changing genders and identifying traits—on his most revealing songs. “Looking back,” said Stinson, “a lot of that stuff was autobiographical.”

With “Achin’ To Be” Westerberg claimed the song’s protagonist was a composite of several people, though one clear inspiration was his younger sister Mary. A Minneapolis rock scene habitué and budding radio deejay, Mary was experiencing the same post-adolescent uncertainties Paul had gone through prior to *The Replacements*. (The parallel between brother and sister was made explicit in the video later shot for the song, which cast Mary as both Paul’s shadow and reflection.) But “Achin’” also spoke to Westerberg’s confounding personal nature: “Thought about, not understood / She’s achin’ to be” might be his most autobiographical line, despite the gender switch.

The most potent bit of soul mining for Westerberg came on “Rock ’N’ Roll Ghost.” “I was starting to feel like these songs, even if they’re not hits or whatever, I gotta lay some of these out,” he said. “Rock ’N’ Roll Ghost” had begun as an ode to his high school friend and musical mentor, John Zika, whose 1977 suicide deeply affected the young Westerberg. “Out of the blue one day I was thinking about him,” he recalled. “I don’t want to get spiritual and shit, but . . . I felt his presence.”

Written in an unadorned style, the lyrics play like Westerberg’s internal monologue as he talks himself through a loss he never really processed (“I was much too young, much too cool for words”). The track was built around Westerberg’s echoing slide guitar—a loving nod to Big Star’s “Nighttime”—Dunlap’s gauzy keyboards, Mars’ claves and Stinson’s sandpaper percussion.

Setting up to record the vocal at Cherokee, Westerberg asked the rest of the band to leave the room, then pulled a screen across the sound booth so Wallace couldn’t see him either. On his third and final pass at the track, Westerberg became increasingly emotional and added a new unplanned ending:

*There’s no one here to raise a toast
I look into the mirror and I see . . .
A rock ’n’ roll ghost*

“That wasn’t written,” said Westerberg. “It was a little bit scary.” It finally dawned on him: The song wasn’t about John Zika, but about himself. The realization overwhelmed him. “That was my real first breakdown in the studio,” recalled Westerberg. “I went running down the hall, and Tommy came after me. Had to go sit in the alley and have a cigarette and wipe my tears away.”

Please revise: The up and down emotional mood of the record would be perfectly captured by noted photographer David Seltzer in his images for the album’s cover and packaging. The sumptuous black-and-white shots mixed intimate close-up portraits of the band with pictures of the group gleefully messing around, dolling themselves up in drag.

While they were recording at Cherokee, Paul and Tommy had run into Kim Buie, a longtime ’Mats fan and Island Records A&R rep, at Club Lingerie. She casually mentioned she was working with singer-songwriter Tom Waits. Westerberg instantly snapped to attention: “I wanna meet Tom.”

Waits and the ’Mats had developed a mutual admiration society from afar. Waits had seen and been thoroughly entertained by the group’s chaotic concert at Los Angeles’ Variety Arts Center the previous year. He’d praised the band in interviews with *Musician* and *Playboy*. “The Replacements? They seem broken, y’know?” said Waits. “One leg is missin’. I like that.”

He was particularly amused by the notion of a teenage Tommy Stinson earning his education on the road rather than in a classroom. “The idea of all his schoolmates stuck there with the fucking history of Minnesota,” said Waits, “and he’s on a bus somewhere sipping out of a brandy bottle, going down the road of life.”

Westerberg, usually sparing in his praise of other musicians, had also been touting Waits publicly. He noted in interviews that his older brother had turned him on to Waits’ boozy boho LPs back in the ’70s and that his work had been a direct influence on *Pleased To Meet Me’s* “Nightclub Jitters.”

The Waits/Replacements summit would happen on September 15, 1988. The band had spent much of the day blowing off steam in the studio, recording a bunch of covers (including Slade’s “Gudbuy T’Jane”) and a few loose originals, among them the bouncy rocker “Ought To Get Love” and a majestic nocturnal evocation called “We Know The Night.”

That evening the band got together with Waits and his wife and collaborator Kathleen Brennan at the Formosa Cafe in West Hollywood. Though Waits and Westerberg could both be shy in such situations, they hit it off grandly. Waits was particularly enamored of the wry, laconic Slim Dunlap, who seemed like a character straight out of one of his own songs.

The band invited Waits back to Cherokee to hear their new tracks. “And the band is drinking a lot, of course,” recalled Wallace. Around midnight, Brennan got tired and taxied home. The moment she left, Waits reached for a bottle of Jack Daniels and began chugging. “And he just turned into Tom Waits,” said Wallace. “It was like Dr. Jekyll to Mr. Hyde.”

Before long, they were playing oldies—including a gloriously ramshackle version of Billy Swan’s “I Can Help”—as well as each other’s songs. “The drunkest men in the world,” recalled Westerberg, “me singing ‘Ol’ 55’ and him singing ‘If Only You Were Lonely.’”

The ‘Mats decided they should get Waits to sing on “We Know The Night.” They began working out a vocal arrangement with him. “It was me and Tommy and Tom, knee to knee, with acoustic guitars,” recalled Westerberg, “and Chris and Slim on piano and percussion.” They ran down the lyrics and vocal parts and took a first pass.

“We’ll get those rises and falls,” said Waits after the take, “and those retards.”

“The re-tards?” asked Westerberg.

“Well, you got two of them,” cracked Stinson. “One on each side.”

The three of them delivered a countrified rendition of the song, a howling celebration of life lived in the margins of society.

*We don’t know prime lending rate
And we don’t know the pain of a broken day
We don’t know what’s wrong or what’s right
We know the night*

Working up a Jimmy Reed–style original, “Lowdown Monkey Blues,” Waits and Westerberg traded off improvised verses. “Well, I can jump like a frog, I can fly like a bird,” growled Waits. “I can fly through the sky on your gospel word.”

“I’m a lowdown, lowdown sack of shit,” countered Westerberg. “But at least I know what I am, and you have to deal with it.” Behind him, Waits audibly cracked up.

Waits then set up behind a B-3 organ as they began orchestrating another new tune, the stomping gospel number “Date To Church.” After a few passes at the song, things began to really warm up. “Let’s give it the fucking gusto,” said Westerberg.

With the band on its feet, Waits began playing fat fills and delivering a wild hellfire preacher rap. “There was a whole track of Waits yakking behind Paul,” said Dunlap. “He was going, ‘Jesus has the tools! Jesus is the carpenter!’—all this religious stuff. Oh, man, it was awesome.”

The ‘Mats and Waits spent the rest of the wee hours playing and draining bottles of whiskey until the sun came up. For one night at least, the pressure of making an important record was totally forgotten. The Replacements had found solace with a kindred spirit, a fellow traveler down the road of life.

As the band worked to finish the album, there was no escaping the existential pressure hanging over its commercial fate. It wasn’t just new Warner Bros. labelmates R.E.M. who’d zoomed past The

Replacements and up the *Billboard* charts. Fellow Sire-signed U.K. hard rockers The Cult had scored a Top 40 hit and sold half a million copies of their third album, *Electric*. Even label newcomers Jane’s Addiction had enjoyed some chart success with *Nothing’s Shocking* (helmed by Dave Jerden, another producer the ‘Mats had rejected).

Most of The Replacements’ early punk contemporaries had long since bitten the dust; even their determined hometown rivals Hüsker Dü had called it quits earlier that year. Westerberg was almost 30, and he felt the sell-by date for the band nearing.

Late into the recording process he was still trying to come up with more songs, hoping to deliver that one hit that could change their fortunes (one such number, “Dance On My Planet,” survives as an embryonic acoustic demo). “Everything was coming to a head. The underlying feeling was that this record has to break, or we’re done,” said Dunlap. “This one has to be that record. And everyone was counting on Paul to pull it over.”

Warner Bros. president Lenny Waronker—who had Godfathered the project in a sense—came to the studio to listen to the band’s progress. Waronker had a dry, biting sense of humor that Westerberg appreciated. “We were talking about something [while listening to the playback], and for some reason I just blurted out, ‘Boy, I don’t ever want to become a famous celebrity,’” recalled Westerberg. “Without missing a beat, Lenny turned down the volume and said, ‘With a voice like that, you don’t have to worry about it, Paul.’ And then he turned it back up. I liked that he gave me a little shit.”

The tracks Waronker heard were eye-opening. “I remember listening [to ‘Talent Show’] where the band falls apart halfway through the record, and then somehow gets up and finishes it off. It made me laugh, and it also made me think, ‘Oh, boy, if they’re going to that extreme, it may be a tough haul.’ But they always went the distance in terms of being on the edge.”

Waronker was less keen on what the band had done with “They’re Blind.” “We made it as pretty as possible so we could let Slim cut loose with this blues solo,” said Westerberg. “I always wanted to do something like that—blues-pop. Play something that was so beautiful, and then come in with this guitar from outer space. But when Lenny heard that, he was like, ‘Nah.’” Waronker suggested that Dunlap go back and add a more conventional, melodic lead. “We went in and put that Spanish guitar on it, changed the tempo, recut the vocal, and it wrecked the whole thing,” said Westerberg.

What The Replacements needed, and what Warner Bros. was ultimately looking for, was a hit. “In some ways, a hit covers up for a lot of errors,” said Waronker. The Replacements’ most promising tune was “I’ll Be You,” which cast Westerberg as a hardheaded protagonist, the proverbial “rebel without a clue,” chasing a rock ‘n’ roll dream “too tired to come true.” At Bearsville it had been a pleasant, if somewhat airy, synth-driven number. Over time the ‘Mats pumped it up, adding piano, a call-and-response chorus, and a vocal jump in the third verse to heighten the song’s drama.

Listening back, Waronker agreed that “I’ll Be You” had hit potential, but he felt that something was still missing. They didn’t know what else to add. At a loss, they began messing with the pitch. Westerberg became enamored with the vari-speed effect and wanted to make it go faster and faster. In the end, Wallace barely altered the track at all (“He maybe sped it up four percent or something,” noted Dunlap). But when Waronker heard the song again a couple of days later, suddenly he was sold. “Lenny couldn’t figure out what we’d done to it, but he loved it,” laughed Westerberg. “We really felt like we’d pulled one over on the old man.”

After nearly a month at Cherokee, The Replacements headed to Capitol Studios to cut a few more vocals. “Capitol was appealing because Paul was enamored of the chambers, since Sinatra had recorded in there,” said Wallace. “Every time he’d go in and do a vocal, he’d say, ‘Put a little Frank on it.’”

Following a short break, the band reunited with Wallace in Minnesota in early October to finish some final overdubs at Paisley Park Studios, the new \$10 million, 65,000-square-foot studio and production facility built by Prince in the Minneapolis suburb of Chanhassen. For much of the recording, Wallace had been laboring under the impression that the project was his to mix. But by the time they reached Paisley Park, it was clear that the record was going to be taken away and handed off to a more proven, hitmaking mixer.

In an attempt to make a case for himself, Wallace spent the last day in the studio hurriedly throwing together a mix of the record. The results weren’t enough to sway anyone, though they provided a clear template for how Wallace and the band felt the record should sound. The Wallace mix, along with several other tape reels, would go missing after the Paisley Park sessions.

In the meantime, The Replacements’ managers at High Noon had been working behind the scenes to lobby the band to let a pro mixer finish the record. From a strictly commercial perspective the instinct was correct: Pairing an alternative band and indie producer with a mainstream radio mixer was a formula that would





ultimately make Nirvana's *Nevermind* a success a few years later. In fact, a prime candidate for *Don't Tell A Soul* was engineer Andy Wallace, the hard-rock hitmaker who would give *Nevermind* its sheen.

Facing all kinds of pressure from management and the label, and with the band's long-term survival seemingly at stake, Westerberg finally acquiesced. "Mistakenly I figured, 'Well, we've already got the stuff down on tape, and it sounds good—what bad can happen here?'" To many on the outside, the move was seen as a crass attempt to court airplay. "It was an insurance policy," said Michael Hill. "The radio people, the promo guys, the label, they all felt more comfortable if they knew someone with that kind of track record was involved. Subsequent to The Replacements, most 'alternative rock bands' used those mixer guys. It wasn't some kind of giant sellout, it was a practical thing. Whether it was necessary, that's another question."

After considering several candidates, High Noon zeroed in on Chris Lord-Alge. A New Jersey native and self-described "Lord of the Mix," Lord-Alge had become known for his dynamic range: booming drum sound, effects-laden guitars, and liberal use of compression. Lord-Alge loved to wow his clients—from James Brown to Steve Winwood—by putting their songs, as he put it, "on steroids."

In early November, Westerberg and Dunlap headed back to Los Angeles to hang around as Lord-Alge mixed the album at Skip Saylor Recording. Lord-Alge did the job he was paid for: He boosted the drums, swathed the vocals in reverb, chorused and harmonized the guitars, and gave the record a muscly radio-ready sound. Some of the sonic accoutrements were aesthetic choices; others were made to mask the band's flaws. "I remember fixing a bunch of it just instinctively," said Lord-Alge. "Part of the charm [of The Replacements] is that it's sloppy; it's like a Rolling Stones record. When the stuff is not really loud, or it's just mushed together, you don't notice any problems. But when you really pump the stuff up, then you notice the issues."

Ultimately Lord-Alge made it harder to find The Replacements' imperfections, but he also made it harder to find their essential sound. Wallace and the band went over to the studio every couple of days to listen, and heard the sound of the record they'd made change drastically. They had wanted to make something timeless. Instead, they got an album that would—for better or worse—forever sound like 1988. "We had some very interesting raw stuff on there that they were determined to get on the radio," recalled Westerberg. "They basically said this is the sound of the radio right now, and we're giving it to you."

Wallace's disappointment in the mix was mitigated by the fact that he'd ultimately gotten the band's best effort, and somehow survived the whole ordeal. "When it was done, I dropped off Slim and Paul at LAX so they could go home . . . and this is the entire Replacements story in a nutshell," said Wallace. "You start with them and get run through the grinder and all the craziness you have to deal with. Then at the end it's all wrapped up with Paul saying to me, really sweetly and emotionally, 'Goodbye, friend.' That was the poignant payoff after all we'd been through."

For The Replacements, the payoff from *Don't Tell A Soul* was not quite enough to ensure the band's future.

The record spawned a small radio hit in "I'll Be You" (#1 Alternative, #51 Pop), got MTV to finally pay attention and play their videos, and moved some 300,000 units in total. The album undoubtedly gave the band its largest mainstream exposure, and for many, *Don't Tell A Soul* would serve as an entry point to their Replacements fandom. Despite all this, the record had the distinct feeling of a letdown as it failed to reach the chart heights or gold-album expectations that so many had for the band.

The response also showed public perception of the band shifting. The Replacements, who'd long been universally adored press darlings, found that critics were sharply divided on the album. Meanwhile, old school 'Mats diehards were put off by what they deemed as the record's pandering radio sound. In the end, *Don't Tell A Soul* would become The Replacements' best-selling album, and also their most divisive. A perfect encomium for a band built on such contradictions.

In the wake of the long *Don't Tell A Soul* tour, Westerberg considered quitting the band, then started recording solo tracks that eventually morphed into The Replacements' 1990 swan song, *All Shook Down*. Though Stinson and Dunlap would play a prominent role on the record, only a couple tracks featured the whole group playing together. By the time they toured behind it, Chris Mars had left the group. The 'Mats would play their final show—handing off their instruments and symbolically breaking up onstage—in Chicago's Grant Park on July 4, 1991.

Over the years, as The Replacements' reputation and legend grew, their eight-album catalog would be given periodic reappraisal. Early records like *Sorry Ma, Forgot To Take Out The Trash*, *Stink*, and *Hootenanny* would be hailed as punk-pop and alt-rock masterpieces. Mid-period efforts *Let It Be, Tim*, and *Pleased To Meet Me* would become revered as all-time classics, and even *All Shook Down* would become a beloved and influential entry in the band's discography. But *Don't Tell A Soul* would remain an outlier—the dated sound and last-minute production compromises making it feel somehow less pure than its siblings.

In 1997 Michael Hill produced a Replacements compilation called *All For Nothing/Nothing For All*. The set included, for the first time, material from the shelved Bearsville/Tony Berg sessions, with "Portland" hailed upon its official unveiling as one of the band's best songs. More than a decade later, in 2008, a reissue campaign for The Replacements' catalog resulted in an expanded release of *Don't Tell A Soul*. While the canonical mix remained intact, a selection of bonus tracks—harder hitting early versions and intriguing alternate takes—offered a tantalizing vision of what might have been.

In 2012 Slim Dunlap suffered a debilitating stroke in his Minneapolis home. As part of an effort to raise money for his medical costs, Paul Westerberg and Tommy Stinson reunited under The Replacements banner, recording an EP that launched the *Songs For Slim* benefit project. The momentum from that—and Dunlap's encouragement—would carry Westerberg and Stinson into a full-scale 2013-2015 Replacements reunion tour. (Chris Mars, enjoying a successful second career as a visual artist, would sit out the tour but contribute his own tracks and artwork to *Songs For Slim*.)

In the midst of this activity, in late 2014, Dunlap's wife, Chrissie, was cleaning the basement of the couple's house when she found several dusty reels of what appeared to be Replacements tapes hidden away in a cupboard. Although somewhat haphazardly marked, the song titles and studio designations—Cherokee, Paisley Park—made it clear these were the reels from the *Don't Tell A Soul* sessions that had never made it to the Warner Bros. vaults. The band had absconded with them from Paisley Park back in 1988. Rather than let his bandmates throw the tapes in the river, Slim Dunlap had wisely stashed them away for a quarter century.



Having become the band's biographer and de facto archivist, I was dispatched by The Replacements' management to pick up the tapes and review them. After transferring the material and listening back, it was clear these reels included the full recording of The Replacements/Tom Waits session, plus in-progress versions of album tracks from Cherokee Studios. But the true revelation was a reel containing Matt Wallace's "lost mix" of the album. Though accomplished in a frenzied state over the course of a single day, Wallace's version of *Don't Tell A Soul* sounded like a radically different, and much better, album than the one that had been commercially released.

Prompted by this discovery, discussions began with the band and Warner's reissue arm, Rhino, about creating a boxed set built around a new Wallace mix of the album, using his '88 quick mixes as a guide. In addition, further archive investigations yielded more than 20 tracks of unreleased material from the era, including the bulk of the Bearsville sessions and other rarities. Additionally, mixing commenced for The Replacements' 1989 "Inconcerated" show, a multitrack recording made during a Milwaukee stop on the *Don't Tell A Soul* Tour, of which only a handful of songs had ever been made public.

That package, *Dead Man's Pop*, is what you now hold in your hands, just in time for the 30th anniversary of *Don't Tell A Soul*. While it's impossible to unhear a record that's been around for three decades, this version, *Don't Tell A Soul Redux*, is the album the band made and intended to release. In addition to Matt Wallace's mix, *Redux* also restores several crucial elements from the sessions, including original drum tracks, vocal takes, and tempos that were altered in post-production.

The Replacements record once buried beneath swaths of effects has been given new life, and it feels like a timely resurrection. Hopefully you will agree. In any case, it's too late to turn back, so here we go . . .

Bob Mehr is the author of The New York Times bestseller Trouble Boys: The True Story Of The Replacements (Da Capo/Hachette Book Group).

Thanks to Matt Wallace, Tony Berg, Michael Hill, Lenny Waronker, Chris Lord-Alge, Scott McCaughey, Mike Bosley, and Eric Waggoner.

A NOTE FROM MATT WALLACE

It's extremely rare for any producer or mixer to be able to go back to a record, decades after the fact, and change history. I certainly never expected to have that opportunity with The Replacements, but thankfully, I've been given it with *Don't Tell A Soul*.

Back in 1988, I was a young, unproven producer, whose only notable credits were The New Monkees' "What I Want" single and Faith No More's "We Care A Lot." That spring I repeatedly made my interest known while several other candidates were interviewed for the job of making The Replacements' new album. At one point another producer was actually hired, yet somehow I felt I'd still get a chance to work with the band. For months I pestered the folks at Warner Bros., and thanks to some inside info from Dorothy Beaulieu in A&R Administration, I hung in there waiting for my shot. As all the other producers eventually fell away, I was the only one left standing.

In the late summer of '88, Paul Westerberg, Tommy Stinson, Chris Mars, Slim Dunlap, and I set about making the record at Cherokee Studios, and later at Capitol Studios, both in Los Angeles. It was a tough process to say the least—due in part to my lack of obvious success, their trepidation about working with a "newbie," and their general distrust of the record industry. That said, we all rose to the challenge of making the biggest, deepest, widest, and most fearless Replacements record possible.

While The Replacements had long established their punk and indie rock bonafides, as the years wore on, that crusty exterior broke open to reveal a band with a more melodic and, dare I say, pop interior. The 'Mats weren't pop in the sense of the Top 40 circa 1988, but more like the very best of '70s AM radio—the kind of station that unabashedly played rock, country, and rhythm and blues all within the same hour. This was a band that could go from brutal to beautiful, not just over the course of an album, but also within a song, or even in the space of a single verse.

As we headed to Paisley Park Studios outside Minneapolis that fall to complete the record, the question of who would mix the album loomed ominously over the project. Naturally I was hoping I would be given that opportunity. During the sessions, Paul and I often discussed the idea of mixing the record in a way that would sound timeless, so you couldn't tell if it was recorded in 1968 or 1988. We were hoping to eschew any fashionable or contemporary sonics as we believed that we'd made a classic album and didn't want the technical imprint of a specific era to be forever stamped on the tracks.

In my eagerness and youthful naïveté, I decided to make a case for myself by rough mixing the entire album during the final few hours in the studio, dedicating about 30 to 45 minutes per song. In retrospect, if I had just focused on doing a few songs really well, it would have better demonstrated my abilities as a mixer. Still, even with my rough mixes, I felt a blueprint had been laid down, one that I thought was a good, honest representation of the band and the record we'd made.

The truth, however, was that the label and the band's management felt they needed someone better established and hired Chris Lord-Alge, who was one of the most successful and accomplished mixers in the business. Chris was specifically tasked with giving the album a commercial sheen and hopefully delivering a radio hit. (Ironically, as soon as The Replacements session ended, I began work on what would become Faith No More's *The Real Thing*, which would go platinum, spawn a Top 10 single in "Epic," and give me the commercial cred that I'd previously lacked to mix The Replacements record.)

Personally, my disappointment lingered over how things turned out on *Don't Tell A Soul*. But there were other records to be made and other artists to work with (including Paul, whose 1993 solo debut, *14 Songs*, I produced).

Many years later, in early 2015, The Replacements' biographer and archivist Bob Mehr contacted me with news that a cache of *Don't Tell A Soul*-era tapes had been found in Slim Dunlap's basement, of all places. Among these reels were my rough mixes from Paisley Park. Listening to them for the first time in decades, I was reminded of what the record could have been. It was then that Bob suggested the band and Rhino might be interested in reissuing *Don't Tell A Soul*, with the idea that I would be able to mix the record at last. It took a few more years, but finally the stars aligned in early 2019, and I was given a chance to finish the job I'd started more than 30 years before.

The primary approach for my mix—and to be fair, our original intention all along—was to allow the spirit, chaos, and soul of The Replacements to come to the forefront. We wanted the band's sometimes sporadic but always inspired background vocals to be fully audible so the listener might have more of a fly-on-the-wall feeling when listening to the tracks. A lot of the guitar parts and melodic elements shine



here because they are more prominent and kept drier, without additional chorus or other effects to soften or obscure them.

These mixes don't have any "gated reverb" type of processing, and most of the ambience you hear on the drums is actually the room sound at Cherokee Studios. A touch of standard room- or plate-type digital reverb was used only when necessary. And overall the "big mono" approach—where most of the instruments are stereo but amorphous and clumped in the middle—was changed so that the listener can now hear more of the discrete, individual parts.

The overall goal was to let the original performances stand on their own without having to be "strengthened" or "propped up" with audio effects. Listening back, I'm genuinely thrilled at how alive everything sounds. And I'm frankly surprised at how much the band and I got right so many years ago.

All these songs were mixed from the original master multitrack recordings, though you will hear some notable differences. "They're Blind" was the very first song The Replacements (originally just Paul and Slim) and I worked on during the sessions. The version here plays at the correct, slower tempo compared to the one on *Don't Tell A Soul*, which was ultimately sped up during the mix. The original vocal take and guitar solo have also been restored.

Similarly, the original mix of "I'll Be You" was intentionally sped up at the suggestion of Lenny Waronker, then president of Warner Bros. Records. Paul recently reminded me that we were aiming for a slightly groovier, "Stonesy" version of the song. Again, the band's original intent has been honored with this amended mix.

Going back to the masters also yielded several exciting discoveries. I was thrilled to find that Chris Mars' original drum performance on "Talent Show" was still intact. (His kick opening had been manipulated during the mix.) As were the live drum sounds on "I Won't," which we had dumbed down late in the sessions by triggering a thudding, caveman-like kick and snare beat. Once I fully restored Chris' live drums to lead the charge, these songs came alive again.

In keeping with the sound and spirit of what was recorded during the main sessions, we decided against using a handful of late-stage production overdubs done during the '88 mix. In a sense, that allowed me to make the songs truer to what we had tracked. You can also hear the difference on something like "We'll Inherit The Earth." While I was convinced at the time that it was the right idea to add a typewriter and other odd sound effects, the new version of the song is more appropriately raw and stripped down, and in line with the band's original vision.

As I write this I'm sitting in my studio listening to *Don't Tell A Soul* as I always hoped and dreamed it would sound. The true spirit of The Replacements was always there on the recordings we did back in 1988, and now you can hear and feel it clearly. I sincerely hope you will be as thrilled with the results as we are.

I owe a huge thanks to Paul, Tommy, Chris, and Slim for giving me the opportunity to capture their band at the peak of its powers. This was the project of a lifetime for me when we recorded it 30-plus years ago, and it's even truer today as we've finally fulfilled our original vision.



WHAT'S MADE MILWAUKEE FAMOUS: THE STORY OF THE REPLACEMENTS' INCONCERATED

BY BOB MEHR



Consumed with writing and recording (and rerecording) their seventh album, *Don't Tell A Soul*, The Replacements spent nearly all of 1988 off the concert stage. This was an unprecedented situation for the band, who were together nearly a decade at that point. Even in their earliest or slowest years, they'd never done less than 30 or 40 gigs annually. In 1988, however, they played only once: a mid-December arena date in New Jersey opening for Keith Richards and The X-Pensive Winos.

The 'Mats decided to make up for lost time in 1989. Supporting *Don't Tell A Soul*, released in February, they began what would be their longest and most sustained year of road work. They would play nearly 100 shows, starting with a headlining run of theaters that winter and ending with a long North American tour supporting Tom Petty And The Heartbreakers through the summer.

By the end of May, The Replacements were already well into the fourth leg of the tour. That week would be an important one for the band as they readied a new single, made a belated return to network television, and recorded a live album.

Pausing their tour, the band headed to New York City, where they would make their first American network television appearance since an infamous *Saturday Night Live* shot in 1986, a chaotic evening on and off set that resulted in the group getting banned for life by NBC.

This time, The Replacements had been booked to play the inaugural International Rock Awards, a "tribute to the world's foremost rock 'n' roll artists." Airing live May 31 on ABC in the United States and 40 other countries, the Coca-Cola-sponsored startup ceremony boasted a solid roster of stars, including David Bowie, Keith Richards, Eric Clapton, Tina Turner, and Lou Reed, among others.

For their performance, the show's producers wanted The Replacements to play their recent near-hit "I'll Be You," which had peaked outside the Top 40 a few weeks earlier—"number 51 with an anchor," cracked Paul Westerberg. Although they were about to release "Achin' To Be" as a single, Westerberg insisted on playing "Talent Show" for the TV spot. A song about a group of scruffy underdogs competing on the big stage against the glitterati, it seemed a more fitting choice.

The network censor found a red flag, however: the second verse's line about "feeling good from the pills we took." Recalled Replacements guitarist Slim Dunlap, "They said, 'That can't go on the air in any way, shape, or form. If you sing it that way, we'll have to censor it.'" Westerberg was unusually—suspiciously, even—obsequious about the matter. "If ya gotta bleep out the line, that's fine," he told the producers.

Show day began with a limousine depositing The Replacements—already deep into their cups—at Greenwich Village's National Guard Armory, the ramshackle venue where the awards were being held. Instead of individual dressing rooms, the Armory had a communal area for the artists to get ready in. "We basically shared a dressing room with Keith Richards and Eric Clapton and Alice Cooper, all these people," recalled Westerberg. "We're huddled in the corner looking at each other, and looking at them, and thinking, 'What are we doing here?'"

Richards was the first to arrive, knapsack on his back and a bottle of whiskey in hand. Westerberg made a beeline and re-introduced himself. "Keith doesn't remember me," he recalled, "but I go over and say, 'Hey, we played with you a few months ago,' and he was like, 'Oh, right, maaaan, good to see you.' He lit my cigarette and I looked to the band like, 'C'mon,' and everybody whipped over. Keith was so charming and nice. The flipside was Dave Edmunds, who wanted to kill us."

"Edmunds was looking at us like, 'I'm gonna get out of this chair and murder you—for no reason.' I guess we didn't look like we belonged there. We didn't belong there." (Edmunds' enmity may have had more to do with the band palling around with his old rival Richards.)

As more performers made their way into the dressing room, an increasingly surreal scene developed. The Replacements found themselves commiserating with Cooper as he pulled on his leather pants; listening respectfully as Clapton laid out his Armani duds and espoused the best methods for ironing clothes; and sharing drinks with Robert Palmer, who had his entire contingent of video vixens in tow.

When David Bowie arrived, he immediately spotted bassist Tommy Stinson's polka-dot suspenders and teased hair and walked over to get a better look. With an eyebrow arched, Bowie absorbed the 'Mats wild energy for a moment, then smiled and cooed admiringly, "My, aren't you the bright young things."

"David Bowie sits on a couch and starts talking to me," says Stinson. "He's like, 'How's it going for you guys?' He knew about us, and he was being totally sincere. We felt we were way out of place. Years later I've come to realize maybe we weren't so out of place. We just did our best to get to the moment [onstage]."

Not surprisingly, the first-ever International Rock Awards telecast proved to be less a well-oiled machine than a lively mess. The award being handed out was in the shape of a golden hip-swiveling Elvis Presley ("And the Elvis goes home with . . ."). The Traveling Wilburys won album of the year, Guns N' Roses picked up artist of the year, and Bono and Madonna were best male and female vocalists. Most of the big winners were no-shows.

The Replacements appeared toward the end of the broadcast, following performances by Bowie's Tin Machine and Lou Reed. One of the show's production assistants, aided by John Oates of Hall & Oates, managed to distract Westerberg long enough to get the flask out of his hand and push him onstage. The band's reputation preceded them. "We apologize," came the group's sardonic introduction, "Here they are: The Replacements."

"What the hell are we dooin' here?" bleated a pallid Westerberg into the microphone in his Minneapolis honk, a camera crane swooping in. Then he stuck his tongue out at a cameraman who got too close. The band's wives and managers watched from a table in front of the stage. Nearby, Tina Turner covered her ears from the volume, while actor and 'Mats fan Matt Dillon whistled and hooted in appreciation.



Sure enough, the line about pills was muted from the broadcast as planned. The rest of the performance was loose and euphoric. Stinson got on the mic and poked fun at the Elvis award. They all seemed to be laughing at some private joke. Then, as the song's "It's too late to turn back" coda began, Westerberg sang, "It's too late to take pills" instead—several times. The censors missed it completely and let it go live on the air.

"The reaction afterward was nightmarish," said Dunlap. By the closing all-star jam, led by Richards and featuring most of the evening's performers, the 'Mats had already been hustled out of the building by the show's staff. The band had waited three years to return to network TV, only to spit in ABC's eye as well.

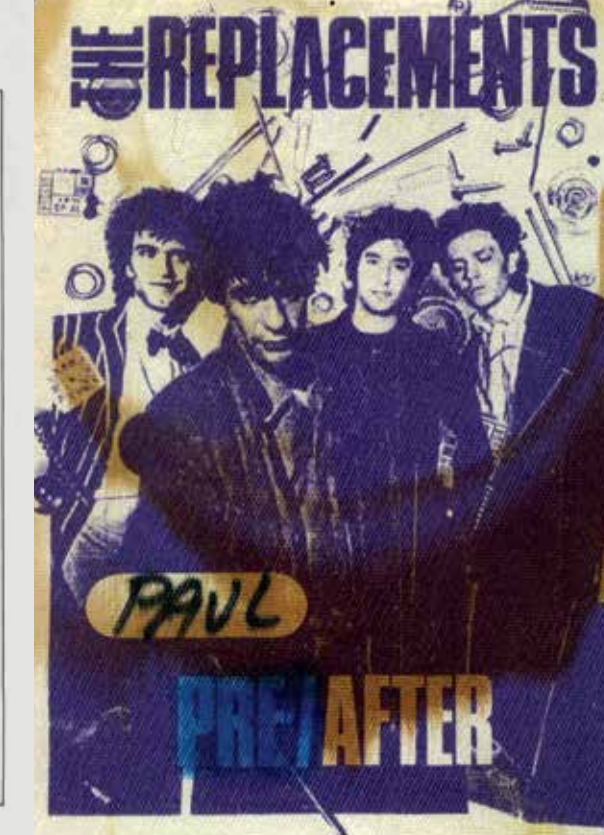
Warner Bros. and The Replacements' managers were left to deal with the relatively mild furor (at least compared to the *SNL* debacle) over their televised hijinks. The band were unbothered as they topped a plane back to the Midwest early the following morning. They were scheduled to resume their tour with a show at Union Ballroom at the University of Wisconsin-Milwaukee. This was more than the usual Friday night college campus gig, as the record company had earmarked the June 2 date for a live recording.



TRAVELERS SERVICES

REPLACEMENTS/ DON'T TELL A SOUL YEAR

DATE	CITY	VENUE	RELEASE	SHOW #
MAY 1989				
SUN 21	DEVELOP, CT	PARADEMENT THEATRE		49
MCH 22	OKLAHOMA CITY, OK	TRAVEL DAY		
TUE 23	OKLAHOMA CITY, OK	FRETLES		50
WED 24	KANSAS CITY, KS	MEMORIAL HALL		51
THU 25	OWAS, NE	PERRY PARK		52
FRI 26	CEDAR RAPIDS, IA	PARADEMENT THEATRE		53
SAT 27	ROME	TRAVEL DAY		
SUN 28	ROME	DAY OFF		
MCH 29	NEW YORK, NY	EQUIPMENT SET UP		
TUE 30	NEW YORK, NY	SOUND CHECK		
WED 31	NEW YORK, NY	AAC INT'L MUSIC AWARDS		54
JUNE				
THU 1	INDIANAPOLIS, IN	TRAVEL DAY		
FRI 2	INDIANAPOLIS, IN	UNIV. OF WISCONSIN		55
SAT 3	MINNEAPOLIS, MN	FORN		56
SUN 4	INDIAN, IN	CIVIC CENTER		57
MCH 5	ROCKFORD, IL	TRAVEL DAY		
TUE 6	ROCKFORD, IL	***DAY OFF***		
WED 7	ROCKFORD, IL	CORONADO THEATRE		58
THU 8	DAVENPORT, IA	OSL BALLROOM		59
FRI 9	ST. LOUIS, MO	MISSOURI STATE THEATRE		60
SAT 10	CHICAGO, IL	JANNON BALLROOM		61
SUN 11	FLY HOME			



To that point, The Replacements live discography was rather meager: a version of Motörhead’s “Ace Of Spades” on an early indie comp; a B-side pass at Hank Williams’ “Hey Good Lookin’;” and 1985’s covers-heavy, cassette-only “official bootleg” *The Shit Hits The Fans*. Over the years at least a couple other professional (or profession-able, as Westerberg might say) Replacements recordings had been made and mothballed for various reasons.

As far back as 1981, just after the release of the band’s debut LP, the group’s first label, Twin/Tone, had recorded and filmed a hot, sweaty, and occasionally out-of-tune gig at Minneapolis’ 7th Street Entry that remains officially unreleased to this day (although widely available online).

After signing to Sire/Warner Bros. in 1985, and releasing their major-label debut, *Tim*, that fall, the ‘Mats’ A&R man, Michael Hill, thought to bottle The Replacements’ live magic. With Sire head Seymour Stein’s encouragement, Hill brought in Randy Ezratty’s Effanel mobile unit to capture an epic, incendiary February 1986 gig at Maxwell’s in Hoboken (coming just a couple weeks after their *SNL* appearance). Due primarily to founding guitarist Bob Stinson’s sudden departure from the group a few months later, plans to release that recording were abandoned. The show remained in the vaults for another 31 years, until Rhino put it out in 2017 as *For Sale: Live At Maxwell’s 1986*.

By 1989, Hill decided it was time to get a Replacements show on tape once again. The label wanted to use some live tracks as part of a special promo release for the forthcoming single, “Achin’ To Be.” Warner Bros. hired Timothy Powell and his Chicago-based Metro Mobile Unit to record the University of Wisconsin-Milwaukee gig. (Powell would also be on hand two years later for the WXRT radio broadcast of The Replacements’ final show in Chicago’s Grant Park.)

Hill and Warner Bros. saw the UWM show as a safe bet, a good place to capture the ‘Mats on familiar turf. The Replacements had long regarded neighboring Wisconsin as a kind of second home. At least that was the case with the college town of Madison, where they developed their first following outside of Minneapolis. Milwaukee was a somewhat different story. The ‘Mats Brew City debut came in 1983 at the Crystal Palace, the initial stop on their first-ever national tour, opening for the Circle Jerks. Gigs at Papagaio’s and Century Hall would follow, and while most of the shows had been solid, a few had been of the helter-skelter variety.

The band’s most recent stop in Milwaukee certainly qualified as such. An August 1987 show on the *Pleased To Meet Me* tour at the Eagles Club saw drummer Chris Mars donning the greasepaint as his alter-ego “Pappy the Clown.” Pappy’s infrequent appearances on the road were usually a sure sign that things were going to get weird. Duly, the band started hot, before the set took a sudden nose dive. The ‘Mats owed Milwaukee one. The UWM concert was poised to be a payback.

Ads in the school’s newspaper hyped the gig as “ANOTHER BIG THING in an INTIMATE PLACE.” The Replacements would be delivering the finale of UWM’s ’88-’89 concert series, which had already included shows by Iggy Pop, Jane’s Addiction, and Living Colour.

The band arrived in town the day before the concert, meeting up with their retinue of buses and professional crew members (this was their first tour with either) at the Marc Plaza Hotel near campus. After a good

night’s rest and recovery from their NYC escapades, they headed to the venue. Drinking their way through the backstage rider, the band was loose but not overly lubricated, and clearly relaxed—even going out to shoot pool with a group of fans in the student union.

Come showtime, a capacity crowd of some 1,000 patrons—each paying \$15.50 a ticket, many travelling from nearby Madison and Chicago—filled the old ballroom. The crowd was buzzing, expecting something special, and The Replacements were ready to deliver.

“Hell-o!” exclaimed Westerberg as the band hit the stage to cheers, “We back!”

Laying hard into “Alex Chilton,” the band crackled with livewire energy from the first moments. “I can already tell we’re better than last time,” Westerberg observed.

Although the 29-song set would occasionally nod to the ‘Mats Twin/Tone catalog—“Color Me Impressed” and “I Will Dare,” among a few others—the bulk of the performance focused on the band’s three major-label albums, with an emphasis on *Don’t Tell A Soul* (eight of its 11 tracks) and its predecessor, *Pleased To Meet Me* (seven of 11).

In between the Sire tracks, the band would throw in plenty of surprises: Only Ones and Heartbreakers covers, a brief, aborted attempt at Westerberg’s still-unfinished ballad “Sadly Beautiful,” and a version of “Cruella De Ville” off *Stay Awake*, a Disney tribute album “that we got totally tricked into doing,” scoffed Westerberg.

The specter of the ‘Mats’ recent International Rock Awards appearance loomed large over the proceedings. “Did you see that fucking TV show?” Stinson asked the audience at one point. “Is that why ya came?” On “Talent Show” Westerberg twisted the song’s climax: “Hey, here we go on next,” before adding sarcastically, “but we won’t say nothin’ bad on TV.” Later he manages to throw a Thin White Duke reference into “Bastards Of Young” (“Clean your baby boom / Trash David Bowie’s dressing room”).

Just as the band hit an early stride on “The Ledge,” they experienced a sound issue onstage, as faulty wiring on one of Dunlap’s amps created an ugly squall of noise (which has largely been cleaned up for this release). Somehow the band’s annoyance at the situation added further drive to the already-tense suicide narrative. “That’s an amplifier and that’s a guitar player,” said Westerberg at song’s end. “They’re not made for each other.” Chided Stinson, “We’re about as technical as oatmeal . . . that’s the problem.”

They recovered nicely, segueing into a delightfully jaunty “Waitress In The Sky” before delivering a truly thunderous “Anywhere’s Better Than Here.” (As the band’s technical rider forewarned, “The Replacements reserve the right to play loud!!!”)

The performance found Westerberg playing up the many facets of his onstage personality: jibing the crowd, delivering his best lounge singer stylings on “Nightclub Jitters,” grumpily soliciting audience requests

(“Whaddya wanna hear? Make it quick, we ain’t got all night”), or poking fun at this own guitar heroics (“Now fucking get a load of this!” he commanded before his “Valentine” solo).

“This is a new single kind of thing,” he said, introducing “Achin’ To Be.” Westerberg’s lyrical improvisations filled the song, and much of the set at UWM. “She’s kind of like my mother / She treats me like my dad,” he says, creating a startling new verse before blowing the payoff. “Damn it, we lost it!” What’s not lost is the subtle shift in Westerberg’s vocals. He’s singing more melodically, with a phrasing that’s nimbler and more confident.

Musically, much of the set’s appeal rests in hearing how Slim Dunlap had fully integrated into the band. The guitarist exerted a crucial impact on *Don’t Tell A Soul*—musically, atmospherically, and attitudinally—and has a similar effect onstage. With his unique thumbpicked playing style, he weaves in and around Westerberg’s chunky rhythm, both stabilizing the sound and taking it to more ethereal places.

While the collective madness of the Bob Stinson era was never repeated, in a funny way Dunlap’s dependability allowed The Replacements, especially Westerberg, to retain and even exaggerate the more outré elements of their live show. “If we all fuckin’ fell over on our faces,” Westerberg noted, “Slim would stand up there and play his parts to the bitter end. He’s the screwdriver. We’ve got three loose screws, and he keeps it together.”

After a decade together as a rhythm section, Chris Mars and Tommy Stinson seem to have reached a peak as well, their lockstep movements no doubt further drilled during the hundreds of hours spent recording in ’88, and the months touring in ’89. Even the background vocals—haphazard, if present at all, in the past—sound worked out to great extent, adding a whole new element. Mars, for one, delights in providing the dramatic crescendo of “The Ledge” while Dunlap does his best cartoon villain voice on “Cruella De Ville.”

Still, this is The Replacements. Much of the show is loose, carefree, and occasionally careless. No band ever made clunkers sound so good, or mistakes work in their favor so often—or at least serve as comic fodder. After they flub the ending of “Another Girl, Another Planet,” Westerberg notes how the song goes awry in the same spot each time. “Tomorrow night, we’ll get it,” he says, a promise along the lines of “Free beer tomorrow.”

Their cover of the Heartbreakers’ “Born To Lose” was sharper. They’d honed it a couple months earlier at a show at New York’s Beacon Theatre with the song’s author, Johnny Thunders. For the ‘Mats—whoose first shows ten years earlier included several Heartbreakers tunes—that was a full-circle moment. Thunders’ biggest compliment was reserved for Chris Mars, as he told Westerberg, “Ya got a good drumma.”

The UWM show would close with a typically perverse flourish, sandwiching a long, cockeyed take on “Here Comes A Regular” between anthems like “Never Mind” and “Left Of The Dial.” “Just to appease you loudmouths, we’re gonna play this one,” announced Westerberg ahead of a set-capping, trash-to-treasure take on KISS’s “Black Diamond.”

“Thank you very much, guys,” offered Westerberg as the band departed to cheers. “See you again, I hope.” The Replacements would be back in 1991, playing the penultimate show of their career at Milwaukee’s Summerfest before their Chicago swan song in Grant Park (the reunited version of the group would return to town in 2015, playing the Eagles Ballroom).

The UWM show is audible proof that the *Don’t Tell A Soul*-era Replacements were a more grounded, ostensibly professional band—yet as wild and weird as ever. “Forgive me if I don’t shed a tear for the demise of the old Replacements,” began critic Thor Christensen’s rave review in the daily *Milwaukee Journal*, celebrating the group’s shift from total chaos to controlled chaos. “The silly hijinks were gone, but the ‘Mats renegade spirit remained intact. The result was almost two hours of the boldest rock you’ll hear anywhere.”

Following the show, the Milwaukee multitrack tapes were quickly shipped out to Warner Bros. headquarters in Burbank, where the concert was mixed just six days later at The Enterprise studio by engineer Toby Scott, who’d worked extensively with Bruce Springsteen.

With “Achin’ To Be” being readied for release to radio at the end of June 1989, A&R man Michael Hill selected a quarter of the best UMW tracks to add to a promo single going to various stations and program directors across the country. He settled on a broad mix of performances: *Don’t Tell A Soul* material (“Talent Show,” “Anywhere’s Better Than Here”), a pair of ‘Mats’ catalog classics (“Answering Machine,” “Here Comes A Regular”) and their cover of The Only Ones’ “Another Girl, Another Planet.”

Inconcerated (or *Inconcerated Live* as it was more formally identified) would be variously pressed in limited editions on CD and as a single-sided LP. “Another Girl, Another Planet” would additionally turn up as a commercial B-side to the “Achin’ To Be” seven-inch. It would also later appear on a flexi-disc inside an issue of *The Bob* magazine, and eventually on 1997’s Hill-curated Replacements compilation, *All For Nothing/Nothing For All*.

Given the dearth of official and/or professionally recorded live Replacements material, *Inconcerated* would become a coveted collector’s item—bootlegged numerous times as well. But in the decades since, nothing else from the Milwaukee show had ever surfaced. For nearly 30 years, fans have been clamoring to hear the whole concert.

At last, the entire *Inconcerated* show is presented on this boxed set, part of a broader reexamination of The Replacements’ *Don’t Tell A Soul* period. This version of the concert was newly mixed from the original masters in April 2019 by Brian Kehew, previously acclaimed for his work on *For Sale: Live At Maxwell’s 1986*. It should be noted that thanks to Kehew’s sonic wizardry, a good chunk of the concert—several tracks marred by severe amp noise and once feared unusable—has been happily salvaged.

A perfect companion to *For Sale*, *The Complete Inconcerated Live* captures the ‘Mats’ second iteration in all its evolving glory. A moment in time in Milwaukee in 1989, now forever part of The Replacements’ canon.

Thanks to Bobby Tanzilo, Peter Jest, Rich Menning, Cheryl Pawelski, Donna Crossin, and Thor Christensen.

DISC ONE
DON'T TELL A SOUL REDUX
(Previously Unreleased Matt Wallace Mix)

- TALENT SHOW
- I'LL BE YOU
- WE'LL INHERIT THE EARTH
- ACHIN' TO BE
- DARLIN' ONE
(Paul Westerberg, Tommy Stinson, Slim Dunlap, Chris Mars)
- BACK TO BACK
- I WON'T
- ASKING ME LIES
- THEY'RE BLIND
- ANYWHERE'S BETTER THAN HERE
- ROCK 'N' ROLL GHOST

Tracks 1–11
Produced by MATT WALLACE and THE REPLACEMENTS
Recorded at CHEROKEE STUDIOS, Los Angeles, CA;
CAPITOL STUDIOS, Los Angeles, CA; PAISLEY PARK STUDIOS, Chanhassen, MN
Original Release Mixed by CHRIS LORD-ALGE, SKIP SAILOR,
Los Angeles, CA
Previously Unreleased Matt Wallace Mix First Mixed by
MATT WALLACE at PAISLEY PARK STUDIOS, Chanhassen, MN
Engineers: JOHN AKRE, MIKE BOSLEY, PETER DOELL,
JOHN BEVERLY JONES, MATT WALLACE
Assistant Engineers: MIKE BOSLEY, PETER DOELL,
HEIDI HANSCHU, PAT MACDOUGALL
Original Release Mastered by BOB LUDWIG at MASTERDISK,
New York, NY
Production Assistant: KYLE DAVIS

DISC TWO
WE KNOW THE NIGHT: RARE & UNRELEASED

- PORTLAND (Alternate Mix, Bearsville Version)
- ACHIN' TO BE (Bearsville Version)
- I'LL BE YOU (Bearsville Version)
- WAKE UP (Alternate Mix, Bearsville Version)
- WE'LL INHERIT THE EARTH (Bearsville Version)
- LAST THING IN THE WORLD
- THEY'RE BLIND (Bearsville Version)
- ROCK 'N' ROLL GHOST (Bearsville Version)
- DARLIN' ONE (Bearsville Version)
(Paul Westerberg, Tommy Stinson, Slim Dunlap, Chris Mars)
- TALENT SHOW (Demo Version)
Originally appeared on Don't Tell A Soul (Expanded Edition), Rhino 513981 (9/08)
- DANCE ON MY PLANET
- WE KNOW THE NIGHT (Alternate Outtake)
- OUGHT TO GET LOVE (Alternate Mix)

- GUDBUY T'JANE (Outtake)
(Jim Lea, Naddy Holder)
Originally appeared on Don't Tell A Soul (Expanded Edition), Rhino 513981 (9/08)
- LOWDOWN MONKEY BLUES (Feat. Tom Waits)
(Paul Westerberg, Tom Waits)
- IF ONLY YOU WERE LONELY (Feat. Tom Waits)
- WE KNOW THE NIGHT (Rehearsal, Feat. Tom Waits)
- WE KNOW THE NIGHT (Full Band Version, Feat. Tom Waits)
- I CAN HELP (Feat. Tom Waits)
(Billy Swan)
- DATE TO CHURCH (Matt Wallace Mix)
Original version appeared on "I'll Be You" single, Sire #2992 (4/89)
- Tracks 10–20
Recorded and Engineered by MATT WALLACE at CHEROKEE STUDIOS, Los Angeles, CA, September/October 1988
Assistant Engineer: MIKE BOSLEY
- TOM WAITS appears courtesy of Island Records, Inc.

DISC THREE
THE COMPLETE INCONCERATED LIVE, PART 1

- ALEX CHILTON (Live)
(Paul Westerberg, Tommy Stinson, Chris Mars)
- TALENT SHOW (Live)
Alternate mix appeared on Inconcerated Live promo CD, Sire #3633 (8/89)
- BACK TO BACK (Live)
- I DON'T KNOW (Live)
(Paul Westerberg, Tommy Stinson, Chris Mars)
- THE LEDGE (Live)
- WAITRESS IN THE SKY (Live)
- ANYWHERE'S BETTER THAN HERE (Live)
Alternate mix appeared on Inconcerated Live promo CD, Sire #3633 (8/89)
- NIGHTCLUB JITTERS (Live)
- CRUELLA DE VILLE (Live)
(Mel Leven)
- ACHIN' TO BE (Live)
- ASKING ME LIES (Live)
- BASTARDS OF YOUNG (Live)
- ANSWERING MACHINE (Live)
Alternate mix appeared on Inconcerated Live promo CD, Sire #3633 (8/89)
- LITTLE MASCARA (Live)
- I'LL BE YOU (Live)

Tracks 1–15
Recorded by TIMOTHY R. POWELL for METRO MOBILE RECORDING at UNION BALLROOM, UNIVERSITY OF WISCONSIN-MILWAUKEE, Milwaukee, WI, June 2, 1989
Originally Produced by MICHAEL HILL
Assistant Engineers: KEVIN EASTON, ISA HELDERMAN

DISC FOUR
THE COMPLETE INCONCERATED LIVE, PART 2

- DARLIN' ONE (Live)
(Paul Westerberg, Tommy Stinson, Slim Dunlap, Chris Mars)
- I WILL DARE (Live)
- ANOTHER GIRL, ANOTHER PLANET (Live)
(Peter Perrett)
Alternate mix appeared on Inconcerated Live promo CD, Sire #3633 (8/89)
- I WON'T (Live)
- UNSATISFIED (Live)
- WE'LL INHERIT THE EARTH (Live)
- CAN'T HARDLY WAIT (Live)
- COLOR ME IMPRESSED (Live)
- BORN TO LOSE (Live)
(Johnny Thunders)
- NEVER MIND (Live)
- HERE COMES A REGULAR (Live)
Alternate mix appeared on Inconcerated Live promo CD, Sire #3633 (8/89)
- VALENTINE (Live)
(Paul Westerberg, Tommy Stinson, Chris Mars)
- LEFT OF THE DIAL (Live)
- BLACK DIAMOND (Live)
(Paul Stanley)

Tracks 1–14
Recorded by TIMOTHY R. POWELL for METRO MOBILE RECORDING at UNION BALLROOM, UNIVERSITY OF WISCONSIN-MILWAUKEE, Milwaukee, WI, June 2, 1989
Originally Produced by MICHAEL HILL
Assistant Engineers: KEVIN EASTON, ISA HELDERMAN

Played and Sung by PAUL WESTERBERG,
SLIM DUNLAP, TOMMY SINSON, CHRIS MARS

All Songs Written by PAUL WESTERBERG except where indicated

Reissue Credits
This Reissue Produced for Release by BOB MEHR and JASON JONES
Don't Tell A Soul Redux Mixed for Release by MATT WALLACE at STUDIO DELUX,
Van Nuys, CA, May 2019
We Know The Night: Rare & Unreleased and *The Complete Inconcerated Live* Mixed for Release
by BRIAN KEHEW at TIMELESS RECORDING, Los Angeles, CA, May 2019
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