distractions and alienation of everyday modern life. Using the song as a theatrical platform, Berkeley made Ruby Keeler’s face an icon of the decade by bringing the pastoral idyll of the previous year’s “By a Waterfall” to the city. Instead of the actor Dick Powell dreaming of Keeler transformed into a fantasy of cavorting aqua-babes, the couple fall asleep together on the subway after Powell gets off work. Rocking to the rails, Powell dreams Keeler as the female life-force of the city: its vitality, its democratic populism, its industrial blood.

The scene opens with Powell selling tickets at a Broadway theater while Keeler waits for him ten feet away; he looks through all the customers and sings straight at her, “I only have eyes for you.” The show sells out, Powell leaves his cage, and the couple hits the street with no apparent destination; Powell continues to sing as they walk in the midst of metropolitan crowds heading to their appointments. His devotion to Keeler is seconded by an Irish mailman (who takes a chorus) and an Italian couple who own a newsstand (each gets a line); the immigrant voices usher the couple to the subway station. Yet despite the urban millions, the dynamic soundscape, the rush of city life, even the subway’s roar, mass society “all disappear[s] from view” when the love object is around. Berkeley makes this line cinematically literal twice: first when the couple stands in the middle of two intersecting streams of pedestrians and the crowds dissolve, leaving them alone on the corner, and second, after they get on a full subway car and Berkeley erases the other passengers.

The urbanite dreams not of the pastoral but of machine-made abundance. As Powell serenades her, Keeler falls asleep; Powell then sings to the female models in the subway ads around him—for cigarettes, hair-dye, and cosmetics—and each model’s face morphs into Keeler’s. After the third face turns into Keeler’s, the ad’s black background pulls Powell (and the viewer) inside it; suddenly we are all in the ad-space where Keeler’s face floats disembodied in the ether. Rubin calls this typical Berkeleyesque dreamscape “spectacle space”—an immaterial, boundaryless, shifting space upon which the director projects his most imaginative cinematic creations.104

Keeler’s face comes toward the viewer and then splits into several identical cutout placards that float downward single-file into the visual field. The placards multiply until dozens of Keeler faces are being marched around three different geometric groupings (a rounded triangular one and two trapezoids). Then for the first time we see human bodies; the
placards fall, revealing chorus girls all of the same general size and shape as Ruby, all “coiffed and dressed exactly like Keeler.” To make the message clear that these are standardized Ruby Rs, the chorus girls then pick up flat masks of Keeler’s face and hold them to their faces.

A quick cut moves us to a multileveled edifice upon which the women wave their dresses and do little else. The all-white structure comprises three staircases, a revolving platform, and a half Ferris wheel; the women walk mechanically in their white gowns, sashaying their skirts right and left on different levels and in different directions.169 The constantly circling camera meanwhile creates a sense of vertigo out of the music’s intricate rhythmic crosscurrents, the female bodies in motion, the black and white patterns, and the gauzy, shiny fabrics. The only constant is Keeler, who is always in the middle of the fantasy somewhere; the camera often searches her out and dwells on no other face. The camera scans through all the mass-produced Rubies—the girls “matched like pearls” for the effect—but Keeler is the only subject.165

After two minutes of this parade, the women reassemble into a rectangular grid, all seated on the ground; they look like lily pads and flutter their arms oddly as if in a tableau of riverine life. After fifteen seconds, the women somersault forward and turn up new placards, each a jigsaw-puzzle piece that together form Keeler’s face as seen through Berkeley’s classic top-shot. The camera then penetrates the left eye of the puzzle and locates the “real” Keeler, who walks forward into a gilt-edged frame magically hovering in the air. For the moment Keeler becomes a live-action cameo: the ultimate elevation of the average Jane into Victorian womanhood. Extending the fantasy, the camera pans down to capture twenty women sitting and talking below on a gently curving, twenty-foot-long Victorian couch.

The women stand up and form a single file. They melt into one woman and then morph into a long, vertical handle that attaches to the gilt-edged frame to display Keeler alone in the blank black space. Keeler then steps out of the frame and miraculously the cameo shrinks to “real-life” size. She picks it up and holds it like a mirror. Then, signaling the audience to watch with her, Keeler turns the mirror toward the viewer and it has become a camera lens, through which we see Powell and Keeler sleeping on the subway. And we’re back in real narrative space.

What’s more, the viewer is returned to a surprisingly “real” depiction of 1934 America. The couple wake up in a silent, empty train yard, at the “end of the line” (so the subway sign says)—as if they are unsure where
they live or what the future holds; it is the Depression, after all. The couple must climb down off the back of the train and into the abandoned train yard like hoboes. Behind them seven or eight trains stand sentinel in the shadows like industrial icons awaiting new marching orders. It is cold and rainy; Keeler shivers, and Powell chivalrously wraps his jacket around her. The camera pulls back into a long shot that reveals eight sets of rails gleaming in the moonlight, a symbol of exciting but uncertain journeys. Powell sweeps Keeler off her feet into his arms and resumes his serenade but with a more melancholic tone. He begins walking, crossing diagonally from the top right of the visual field to the bottom left; the camera remains still the entire time and frames the couple as only a minor aspect of the train yard. As Powell sings slightly mournfully “I only have eyes for you,” holding Keeler in his arms, the couple crosses the threshold of train-powered modernity.167

This closing shot consummates the marriage of technology and survival technology as theorized in this work: the standardized modern white female, the (subway) train riding into the (uncertain) future, American popular music as the artistic currency of continuity. As Rubin notes, Keeler is “extraordinarily ordinary and infinitely replicable”—the average Jane apotheosized for proud average Joes who are lent voice and words by the great American songwriters of Tin Pan Alley and boosted by the foundation of the African American beat. Americans need these songs in 1934. The emotional costs of the industrial revolution, the anxieties of mass production, the mediation of the female-powered dynamo—they’ve all disappeared from conscious view. In the dreamscape, Berkeley’s camera-as-mechanical-penis has eyes for hundreds of Ruby Ks; but the male-viewer-as-Dick Powell only has eyes for you.168

Yet in “Dames,” the very next number in the film, Berkeley delivers a surfeit of abstract patterns that only emphasizes the industrial subjugation of the female individual to larger impersonal machine dreams. The scene opens with Dick Powell imperiously directing a meeting of wealthy investors for a new Broadway show, and he rhetorically asks them: “What makes a hit show?” The white men debate vociferously—it’s the songs, the story, the cast, the publicity—until Powell dismisses all these noble ideas with a wave of his hand. “Admit it,” he sings, “it’s all those cute/cunning/young/beautiful/dames.” With the confidence of a Ziegfeld, Powell refuses several urgent phone calls—from wealthy investors, bank presidents, George Gershwin, successful playwrights—and waves in a bevy of chorus girls. As Powell takes cards from their elegantly
gloved hands, Berkeley provides a typical parade-of-faces motif while the women are serenaded with “Dames.” “Your knees in action/that’s the attraction,” Powell croons, somehow innocently. As the song-and-dance man presiding over a board room of rich investors, Powell might as well be the CEO of American interwar popular culture.

American pleasure has to be regulated, however, so Powell picks up an alarm clock and orders the girls home for morning rehearsals. Upon exiting, the women walk behind seven-foot-high cardboard clocks; here again the clock as icon signals the shift from nature’s time to industrial time. Then the lights dim, the clocks roll away into the grooves of the stage floor, and five seconds later the lights come up on pairs of women waking up in nearly two dozen double beds, in white satin nightgowns.

The women wake each other with pantomimed shrieks of joy. First they push the canopied beds into an oval and perform bending, stretching, and kicking exercises (one on the bed, one standing beside it). They then rearrange the beds into three runways, and, four abreast, they link arms and parade down the center. At this point, two nearly identical platinum blondes fall intimately into the camera lens with cheesecake smiles for their favorite machine, a shot that kicks off what might today be a Victoria’s Secret video. The shot wipes into a spectacle of twenty-eight free-standing bathtubs in a triangular pattern, each featuring a full-length neon-framed makeup mirror that glows against the black background; it looks like the skyline of a miniature city. Half the women bathe, the other half wait on them. When the camera zooms in too close on one woman’s bubbles, she admonishes its mechanical desire, clouding the lens with a large sponge. The women towel each other off, then seductively stand and powder their skin. The mechanical penis has come to chorus-girl camp.

Next Berkeley references an iconic shot from King Vidor’s The Crowd, one of the first American cinematic critiques of mass society and corporate culture. Vidor’s original overhead shot (still used, most famously in Billy Wilder’s The Apartment) frames a long open room filled with rows of desks to accentuate the lack of privacy and individuality in corporate culture. Here, their morning ablutions finished, the women apply powder and lipstick at desk-shaped makeup tables lined up in rows similar to corporate offices of the time. But Berkeley’s shot is the antithesis of Vidor’s. Here the chorus girls happily, though mechanically, move their faces from side to side; then quickly they’re out on the street,
purposefully walking to work. The city streets are sexualized by this glorified crowd of young women, framed as the only workers in the city.\textsuperscript{110}

Their function in this number is to eroticize the nine-to-five workday; and in their jobs as “dames,” Berkeley presses them into industrial overdrive. They trade their stylish clothing for work clothes: white frilly blouses and black stretch pants, the raw material for Berkeley’s geometrical time-lapse black-and-white graphics. First, they do jumping jacks lying down on a stepped stage of six horizontal rows; different rows kick in at different times, like parts of a machine starting up. The women then collapse into single file and Berkeley rotates the camera 180 degrees. The girls bend over, and the camera runs the gauntlet through their black-sheathed upper thighs as each face drops into view, and then pulls back—an act of mechanical penetration. The women then gather in four long rows that expand and contract like live paper dolls; a few shimmy, a few tap-dance, but it is only to break up the collective patterns.

Next, a hundred or so “dames” pack themselves tightly underneath a top-shot that frames them as an enormous white carnation. Out of the center of the flower, surreally, one girl flies up at the camera; she hovers, smiles, and returns. Then two more women fly up at the camera as if to kiss it. The fourth girl brings a black ball with her and gives it to the camera; the camera then drops the ball on the women, who scramble quickly into a complex geometric figure reminiscent of Parcheesi boards and marching-band formations. The camera drops the black ball on the women four more times, and each time the women spread into pulsating flower-patterns and mandalas.\textsuperscript{111}

Now the mechanical penis reaches the climax of its fantasy. A new backdrop appears: a graphic diamond shape composed of alternating black and white patterns around a black center. Berkeley slowly peels back the two-dimensional graphic to reveal lines of women in black and white. The women are packed together and literally form the walls of a tunnel through which the camera moves slowly and inexorably toward its goal, the diamond-shaped black hole at the center. Berkeley rotates the camera slowly as it moves through the dozens of women toward its goal; leaving Freud aside for the moment (difficult as that is), such slow rotation gives the viewer a sense of vertigo and a proto-psychedelic sense of what Rubin calls “controlled disorientation.” When the camera reaches the black core of the design, one woman miraculously appears in the black ether; after two seconds of silence, she begins to sing “Dames.”
The camera then slowly pulls back, and we have a new cinemascpe: a hundred women are arranged on a flat blank black artist’s canvas in groups of three to seven in patterns seemingly culled from Greek urns. These standardized dames are the unifying, repetitive element in a Berkeleyesque cinematic painting. What happens last? This singing all-blonde pleasure machine is frozen into a wallpaper design that Dick Powell pops his head through to sing the last line of the musical: “To bring you memories of those beautiful dames.” Berkeley’s dame is Ziegfeld’s girl transmuted—from the 1920s glorified average-jane-as-fashion-plate to 1930s Machine Age fantasy boilerplate. The cinematic transformation of Ziegfeldian stage conventions is complete: the standardized white female body, the fable of abundance, living architecture, mechanized choreography, and fetishized mass fantasy.

The message implicit in “I Only Have Eyes for You” suggests that to remove any woman from the “Berkeleyesque” would be to find her uniquely compelling and beautiful. Even on the chorus-girl assembly line, every woman is a jewel with stunning facets that need only a circling camera to reveal in the industrial light of day. Pull the girl off the line and she still has character; there’s a universe in that woman as implied by the hundreds of placards and cookiecutter Ruby Ks. In this number, the Berkeleyesque is akin to the Fordist production line: the Machine Age woman will still be your baby, just as many Americans give their mass-produced cars pet names to personalize and individualize them. Berkeley here skillfully weaves what Rubin calls his grand “major key” themes—“spectacle, grandiosity, glitter”—with his “minor key” ones (“intimacy, banality, poignancy”). On the other hand, “Dames” reduces women to artistic lines for use in industrial graphics. Anchored by neither character nor function, these dames are used only to fetishize the workday and mass production, using the chorus girl as visual candy to render insignificant the plight of the average worker. Because “Dames” is the climax of the musical-within-the-movie Dames, it disturbingly reflects back on the optimism of “I Only Have Eyes for You.” Taking the two together, Ruby Keeler seems less an object of romance than a commodified product for which the nation’s corporations have endless replacements. As Rubin notes, “the dames of ’Dames’ are all completely anonymous.”

Warner Brothers was at least indirectly aware that they were selling a female-powered dynamo. The trailer for Dames focused on the presence of “350 of the most gorgeous creatures on earth”; Footlight Parade sold itself as a parade of “300 of the world’s Most Beautiful and Talented Girls.” In
Berkeley’s vision of the machine of female beauty, these two production numbers communicated very different—and complementary—visions of hope that kept the concepts of progress and technoprogress alive.

**Coda: The Missed Opportunity of Mechanized Choreography**

In *Ziegfeld Girl* (1941) Berkeley finally produced a homage to the man he called “the master.” The plot revolves around the struggles of three young female hopefuls (played by Judy Garland, Lana Turner, and Hedy Lamarr) as they go through the process of glorification. The movie reveals “how Ziegfeld girls were chosen, where they came from, how they behaved, and what . . . happened to them.” The movie was “designed to out-Ziegfeld Ziegfeld,” and in the climactic number, “You Stepped out of a Dream,” Berkeley believed he finally had. Women walked up and around a gold-and-silver-adorned sixty-foot-high spiral staircase illuminated by the glittering light from a massive cut-glass chandelier, each girl encased in a filmy shroud only to emerge shimmering in sequins, as if dipped into a pool of silver. “With all due respect to the master,” Berkeley proudly reflected, “Ziegfeld could never have done on a stage what we did in that finale.”

Only once did Berkeley deviate from his Ziegfeldian roots and use his cinematic aesthetic to create a trenchant piece of social commentary: “Remember My Forgotten Man” (from *Gold Diggers of 1933*). The opening production number of the film features women dressed only in necklaces of gold coins, singing “We’re in the Money”; the women “appear as sparkling currency or ‘canned goods’ to be pried open for pleasure.” Then, focusing all his trademark elements onto unemployed men, Berkeley poignantly evokes the lack of self-worth and feelings of failure of homeless veterans of World War I, especially that of the Bonus Marchers who had encamped in Washington, D.C., early in 1932.

After Joan Blondell sings the somber ballad, “Remember My Forgotten Man”—recalling the previous year’s big hit, “Brother, Can You Spare a Dime?”—Berkeley uses repetition and his parade-of-faces motif to show a seemingly infinite number of gaunt, lean, somber, hungry male faces. In a montage of marching men, Berkeley first shows the soldiers returning victoriously from war; then men in a soup line; then men seemingly just “in line” somewhere, waiting, it’s unclear for what. They seem to be waiting in ethereal space, going nowhere, disconnected from the nation.
After the montage of aimless men, the scene dissolves into a dynamo-driven set and the men begin to march, singing a powerful battle cry. The camera pulls back to watch endless ranks of men marching on a huge semicircular three-tiered structure that looks like a cutaway section of the top half of an enormous wheel; the top two levels are arched slightly. As the soldiers march up and back—in contrasting directions, of course, and at variable speeds—from underneath the structure comes a dense phalanx of men, ten across, directly at the camera. The deep male voices gain strength and the polyrhythmic visual effect creates a sense of the potential power of the masses. Yet the large three-tiered structure also suggests machinery at rest, and still the soldiers seem caught in its power. The image projects a plea for a renewal of emphasis on human needs in the face of technological unemployment. But “Remember My Forgotten Man” contains the first and last of Berkeley’s social commentary.

In creating a surfeit of images—in current terms, a sensory overload—that rolled nonstop at passive viewers, Berkeley mediated the tensions of the machine age. He combined grandiose dreams of mass-produced possibility with the vertigo of abstract kaleidoscopic patterns to produce lush fantasies mixing machine aesthetics and female abundance. Whereas Ziegfeld was a captain of industry, Berkeley was a creative technocrat. The aesthetic question for Berkeley seemed less, “How has the machine influenced human motion and audience desire?” and more, “How can machines provide us with interesting visual patterns of masses of people?” In the Berkeleyesque, audiences did not see individual bodies so much as masses of bodies in the process of creating, dissolving, and recreating images. But it’s Ziegfeld’s tradition: “The chorus girl spectacle of film musicals—the cookie-cutter line of leggy chorines—was a standard showstopper element directly inherited from . . . Ziegfeld.”

Ironically, Berkeley’s favorite dancer was Fred Astaire. But their ideas about dancing (and dance on film) were diametrically opposed, and Berkeley never expressed interest in directing him. He rarely directed dynamic individual actors, singers, or dancers; not until *Lady Be Good* (1941) would he direct a single dancer with a distinctive style (Eleanor Powell) to power one of his grand production numbers. The individuality necessary to tap dancing was contrary to the “Berkeleyesque,” whose aesthetic was expressed in the perpetual motion of masses in interlocking patterns.

Tap dance was the Machine Age form that best displayed the rhythmic flow of an individual dancer, and is the subject of the next chapter.