

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 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. 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 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).



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

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 versions 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. 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 gentler 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 tape. 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 cutting “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 uptempo 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.

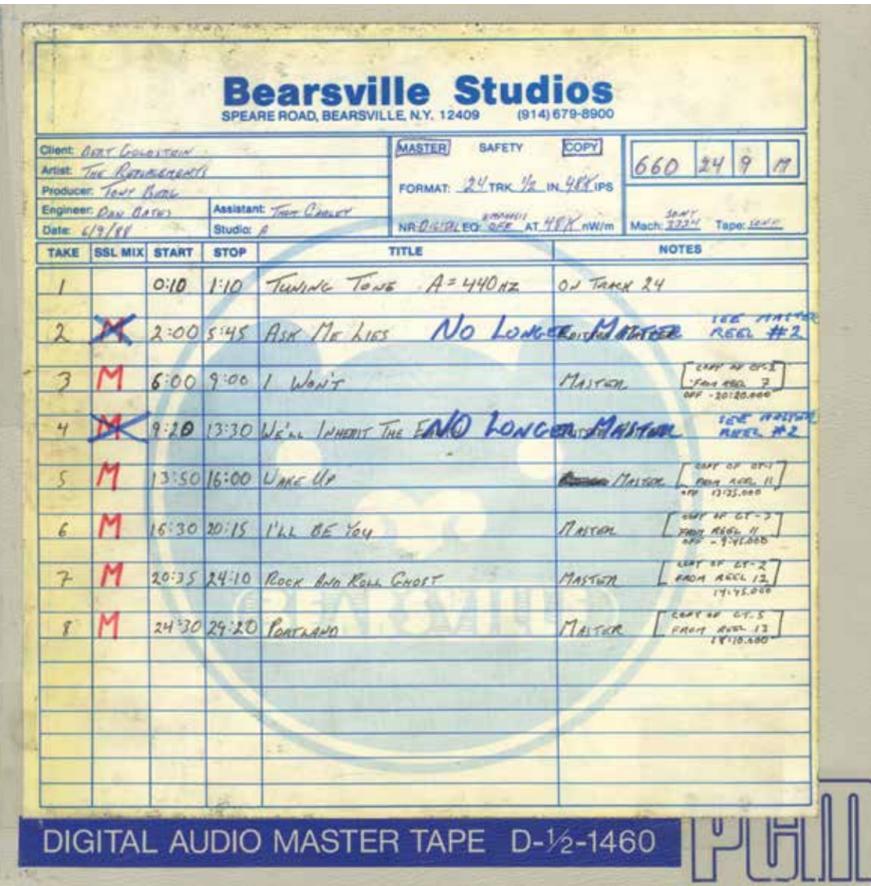
“I came to understand that for someone like Paul, it’s really difficult to reconcile his need to get the stuff recorded and accommodate some technical allowances too,” said Wallace. Often, in the midst of a manic creative spell, Westerberg would be itching to lay down a vocal. By the time Wallace was 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 had a license, 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 folksy 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 Tommy 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.”

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, stripping down, and 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 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.

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 the 'Mats' A&R man 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 Stevie Nicks—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 Sailor 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."

Lord-Alge made it harder to find *The Replacements*' imperfections, but he also made it harder to hear the essence of the band. Wallace and the 'Mats 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 was mitigated by the fact that he'd gotten the band to make its most musically ambitious record, 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 group 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 Replacements*. 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, organized by the 'Mats old manager Peter Jesperson. 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 (this version also uses the band's original sequence of the album).

The Replacements record once buried beneath layers 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).

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