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**THE  
REPLACEMENTS  
All  
overbut  
the shouting**  
*an oral history*

**Jim Walsh**

Voyageur Press

“... a lovable and absorbing work, a swan song for an irrepressible, irreplaceable era in American popular music.”

—Elizabeth Hand, *The Village Voice*

“... it's hard to imagine anyone approaching this unholy mess of a subject and doing a better job.”

—Patrick Beach, *Austin American-Statesman*

“... Walsh expertly navigates the divide between the truth and otherwise. It's a compulsively readable and passionately compiled oral history of the infamous Minneapolis foursome who spent the '80s writing a new rock 'n' roll fairy tale while simultaneously ripping out its pages.”

—Ross Raihala, *St. Paul Pioneer Press*

“... uniquely, proudly the story of the Minneapolis band from the vantage point of the Minneapolis scene.... Funny, intense, sad and joyful.”

—Chris Riemenschneider, *Minneapolis Star Tribune*

“Recommended, maybe must reading for fans of the Replacements and indie rock in general.”

—Booklist

“If anyone's going to write a book about The Replacements, Jim Walsh is the man.”

—*The Onion*

“... fittingly irreverent tribute to the Minneapolis miscreants who might have ruled the world in the '80s but for the fact that they always appeared bent on self-sabotage.... Walsh, an insider, gathers a vivid collection of reminiscences to recreate an utterly vanished pre-Internet world.”

—Ian McGillis, *The Gazette* (Montreal)

“... a wonderfully entertaining oral history.”

—*Chicago Sun-Times*

“... the passion [the 'Mats] inspired will be preserved in *The Replacements* for every kid who cares to trace the alternative rock scene back to its roots.”

—*City Pages*

“The rest of us have only seen the Replacements through ‘a crack in the drapes.’ Walsh actually managed to get closer to the band than I ever thought possible.”

—Joe Soucheray, *St. Paul Pioneer Press* and host of KSTP-AM's *Garage Log*

“... a very necessary document of a time when you could still tell something about a person by the shoes—or by the ultimate test: whether or not they liked the Replacements.”

—*HARP Magazine*

“... lovingly compiled with some typically fantastic yarns, vivid memories of great shows and

colourful tales of often insanely wayward behaviour.”

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—*Uncut Magazine*

“... not a moment too soon. Jim Walsh’s oral history adeptly measures the pulse of these Minneapolis heroes, and the myriad voices reveal their grand legacy to both fans and newcomers alike. Long live the ’Mats legend.”

—*Crawdaddy!*

“Get a feel of their real ragged soul from this bio, cobbled together by a guy who was in a Minneapolis band from back in the drunken daze... since we’ve rarely been privy to those fellas’ thoughts, or the cool old pics throughout, this tome is invaluable.”

—*CMJ News Music Monthly*

“Walsh presents the ’Mats in a multidimensional light, illustrating their talents and charisma, while also depicting a band that struggled with many challenges that early success can bring.... But rather than turning it into a tabloid, the impression he leaves is sensitive and human.”

—*ALARM Magazine*

*For The Falls (from South Minneapolis) and all the other new garage bands  
whose parents gave them roots and wings and rock and roll.*

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# PREFACE

The first time I saw the Replacements was at their first bar gig on the night of July 2, 1980. They opened for Minneapolis rockers the Dads, at the old Longhorn Bar in downtown Minneapolis, and they were tremendous, even then: a burst of song-to-song energy with a singer/guitarist whose head positively pushed against his chest cavity; a teenage bass player with flailing, splaying legs and a S Lancelot haircut who would drop to his knees and yell “Fuck you!” to the bar; and his older brother, Young Frankenstein with a wicked falsetto and an even more wicked wrist on guitar. They did covers by 999 and Johnny Thunders, and originals like “Off Your Pants” and “Toe Needs a Shoe (Problem).” By the end of the set, I ended up on the small dance floor with my friend Cecelia and a half dozen other kids, pogo-ing to what everyone in the dank, air-conditioned room agreed was an exciting new find.

The only reason I’d ended up at the Longhorn that night was because I knew the drummer, Chris Mars, from DeLaSalle, the hippie-Catholic high school in downtown Minneapolis where his older brother, Jim, and I had become friends. So that night after my band finished practice, we all went down to the Longhorn, which was the launching pad for Minneapolis’ original music scene of the day. We snuck our guitarist, Kevin, and our drummer, Rick—who were fifteen and sixteen at the time and who smuggled a tape deck in to record the show—through the club’s backdoor near the alley, which was always left wide open in those days.

Before the ’Mats took the stage, I remember watching Paul, whom I’d never met, going to the stage and fussing with something on his guitar, and nervously drinking out of a plastic cup. Water, I think. I remember liking him immediately—he wore a raggedy green-and-white baseball/football shirt and tennis shoes, no safety pins or leather, and he pretty much looked not like a rock star or an anti-rock star or a punk, but like a dozen guys I’d grown up with in South Minneapolis. After the show, Chris introduced me to Paul, who looked at me suspiciously. Already, he didn’t trust people gushing over his music, which is what I did briefly that night. But I think he also recognized in me someone who knew what he was talking about.

A couple months later, after we’d gotten to know each other a little bit, I called him at his folks’ house. He came to the phone and I said, “What are you doing?” He said, “Listening to (Joan Mitchell’s) *Blue*,” as if this was a code between us—an acknowledgement of the fact that we both knew we’d gleaned strength and self-understanding from our older brothers’ and sisters’ sensitive singer/songwriters as much as the ferocious punk rock that was blowing up all around us.

We were the same age. Like me, he was nervous to go on stage that first night at the Longhorn, but he couldn’t help himself. My band, REMs (later Laughing Stock), was just starting up, we were a month or two away from playing out for the first time, and these bastards had beaten us to the punch and won Twin/Tone Records co-founder Peter Jesperson’s affection and devotion, and, yes, that is how it was in those days: healthy competition between young men who wanted to change the world and/or get laid. “We wanted them to fail,” Paul would tell *Magnet* magazine years later about their chief Twin Cities rivals, Hüsker Dü. “We wanted them to be the second-best band in town.” My band wasn’t even in the running, or so it seemed, probably because I liked to watch. And listen.

The ’Mats pissed me off, too, because I was trying to figure out how to be in a band, something that came to them so naturally (Soul Asylum’s Danny Murphy describes them as “four guys in four



different bands,” another way of saying the sum is greater than the parts). One night when Paul and Mars and I were hanging out at Jesperson’s apartment, I bitched at Paul for playing like they were satisfied. It was during the *Hootenanny* days when most of the time they were just being funny, boring, and I needed so much more. It rankled Paul, and he stood in the doorway of Peter’s place, ticked off at me and saying to Mars, “I’m not satisfied. Are you satisfied? Are you satisfied?” The song “Unsatisfied” came soon after; I don’t recount that here to seek muse credit, only to show how songs sometimes happen and to head up the long, cosmic line of people who feel like they had a hand in writing Paul’s (our) songs.

The truth is, there was very little camaraderie in those days. We didn’t hang out much (then or now), other than during sound checks or in the dressing room before or after shows. Whenever we played with the ’Mats, we tried our best to trump them. We’d get up there, at Regina High School, or Duffy’s, or the Longhorn, or the 7th St. Entry, or the Sons of Norway (“We are the sons of no one ...” for a high school dance, and we’d play what was for us a great set, and then they’d come on and be challenged like prizefighters, and they’d be the best band on the planet, which is to say they’d simultaneously crush you and charm the life out of you. “They were more than a band. They were a gang,” was how Marc Perlman, later of the Jayhawks, reacted to seeing them the first time, around 1989, in *Stink*. “Everybody wanted to be the fifth Replacement,” reminisced *The New York Times*’ David Calton in June 2006.

That much has been said about a great many great bands, but after hearing so many stories for so many years, I’ve come to the conclusion that, in fact, we all were/are the fifth Replacement. Peter Dinklage, Jesperson and Slim Dunlap and Steve Foley could have been you or me (the founder of the long-gone ’Mats ’zine *Willpower* once signed his editor’s note with “Bill Callahan, editor and 6789th Replacement”), and maybe that is the ’Mats’ ultimate legacy: It was a shared experience that eschewed the normally exclusionary nature of rock stardom in favor of the larger extended adoptive family. How else do you explain the fact that kids who were born long after the ’Mats broke up feel a kinship with them, feel like they’re part of something, a lifelong member of Our Gang?

My brother and I figured it out one night: We saw the Replacements 150 times over the course of their twelve years. They changed my life, saved my life, made my life richer, and at the moment, I feel not necessarily nostalgic (punk was and is decidedly anti-nostalgia, and if ever a band kicked against the pricks of preservation societies like books and halls of fame it was these guys), but I admit that I feel a need to know if any of it mattered, or if it even happened. I also fear that if some of this doesn’t get written down, it will all be forgotten. And it’s important not to forget, because, for a good while there, they were the best band in the world. Here’s why:

Because they weren’t for everybody, and they didn’t try to be. Because they made it look like it was fun to be alive, to be in a band. Because they were so powerfully awful, and so awfully powerful. Because whenever you saw them play, you savored every moment because you knew the clock was ticking. Because Steve Perry’s cover story for the October 1989 issue of *Musician* magazine called them “The Last, Best Band of the 80s,” and the next month, Jon Bon Jovi wrote a letter to the editor that asked, “How can the Replacements be the best band of the ’80s when I’ve never even heard of them?”

Because when Steve Albini ripped *Tim* in *Matter* magazine, Paul responded in *Rolling Stone*’s year-end issue, naming Albini’s band, Big Black, as best of the year, followed by wusses-of-the-day like Julio Iglesias, etc. Ninety percent of *Rolling Stone*’s readers didn’t get it, but those of us who did never forgot it.

Because when I was writing for *The Minnesota Daily*, the University of Minnesota’s college newspaper, I did an article on *avante* rock, which included stuff like Big Black, led by Albini, who lit light firecrackers on stage and put a microphone up to the Black Cat chaos and blow the hell out

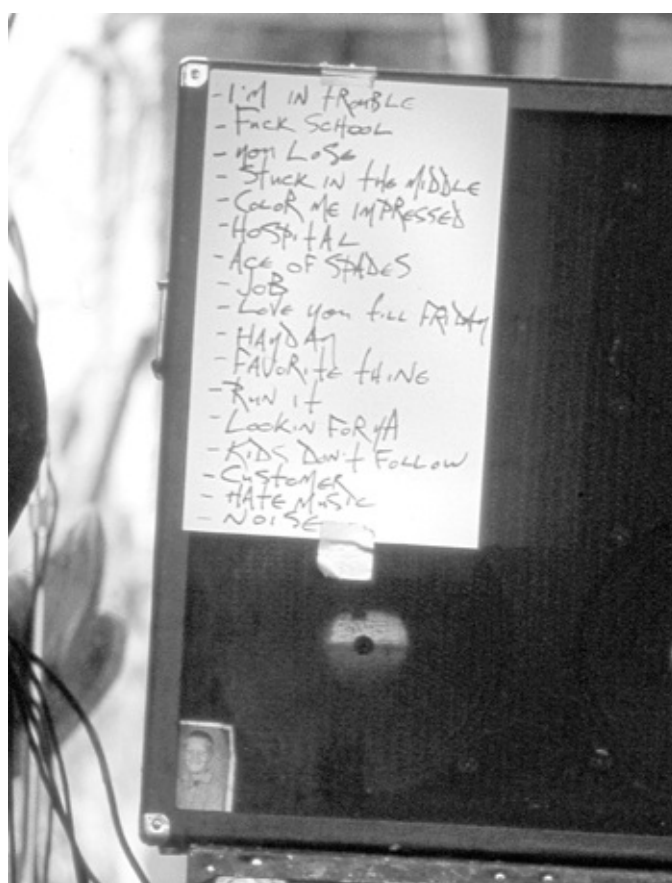
everyone's ears. One night when Paul and I and our wives were having dinner at his house, he looked at the piece, tossed it down, cut to the chase and said, "I wish they'd just flush all that shit down the toilet."

Because—shhh—not everyone in Minneapolis is proud of Prince, but everyone worth a shit love and still loves, the 'Mats. Because of what Jakob Dylan told writer Mark Brown a few years ago:

"I do find (Westerberg) to be one of the better songwriters America has ever offered. I listen to all his stuff. I've always been a huge fan of Paul Westerberg. I really admired and was interested in the fact that he seemed to be this reckless character in this somewhat punk-pop group. He had this attitude then somewhere, these songs started creeping through, songs like 'Sixteen Blue,' 'Androgynous,' 'Unsatisfied,' and 'Answering Machine.' You started to realize he had this undeniable gift for writing that the average guy in these kinds of groups could never touch on. He seemed to resist it for a long time, also, but he obviously was into something he couldn't deny.

"To me, Paul Westerberg sounded like he never wanted to be a songwriter. He just wanted to be engulfed in this rock and roll outfit and make a lot of noise, play songs by the MC5 or something. Then one day it just dawned on him that he had this way of writing things that maybe he did or didn't want to do.

"People have taken advantage of him. I'm sure it must be very painful for him to watch the groups that are far inferior to him being very successful doing a very watered-down, B-version of what he started. But there's always guys like that. America particularly seems to need those people, whether it's him or Alex Chilton. The point is you hope they persevere and keep making good records for the people who do want to hear them. A lot of us *need* those good writers."<sup>1</sup>



Set list and a Bob school photo, Harriet Island, St. Paul, 1983. © Joan E. Bechtold

Because you could go see the 'Mats to see Paul's soft heart, or you could go to see Bob's outfits—tutus, dresses, evening gowns, or garbage bags. Because there has never been a cooler *Saturday Nig*

*Live* host–musical guest combination than Harry Dean Stanton and the Replacements, and in some circles, there are people who can tell you exactly where they were when they saw it, the way their brothers and sisters can about the Beatles on *The Ed Sullivan Show*.

Because of the Turf Club in St. Paul, which for a long time was run by some guys who weren't around in the 'Mats' heyday, but who moved there because they loved the 'Mats so much, and who worked to get a park bench in Bob Stinson's name after he died, and adorned their bar with huge posters of the band members—all of which is the kind of shit that would embarrass the hell out of Paul and the others, but which feels absolutely right, like an absolutely perfect homage, to anyone who grew up listening to Bob play guitar and Paul opening his veins.

Because like so many of us, Jespersen, their manager/mentor/fan/friend, loved them so much, he couldn't contain himself. Because on "Take Me Down to the Hospital," when twenty-one-year-old Paul is screaming, "Pete, Pete, Pete," he was doing so because he was in physical pain, but he was also crying out for someone to help him make sense of all that loneliness at the bottom.

Because of what Courtney Love said about them in *Vanity Fair*. "Commercial success in the alternative world ruins your credibility," the article's author, Lynn Hirschberg, wrote in her notorious piece, "Strange Love," "and Kurt (Cobain) is deeply concerned with staying true to his vision."<sup>2</sup>

Hirschberg went on to quote Love: "I'm neurotic about credibility. And Kurt is neurotic about it too.... But there are all kinds of fame. Like the Replacements had Respect Fame. Big Respect Fame. And that kind of fame can really mess with your head."

Because of what Stewart Cunningham, singer/guitarist for a band called Brother Brick, wrote in the liner notes to *I'm in Love ... With That Song*, a Replacements tribute compilation by twenty-three Australian bands: "The first time I ever met a girl at a gig in Sydney and went home with her was because I was wearing a Replacements shirt.... I was about 19, we were watching the band and she was standing in front of me and she just turned round and started passionately/drunkenly kissing me. When I asked her why she did this out of the blue, she later told me it was cos I was wearing a Replacements shirt and she was a huge fan of theirs."

Because there were a lot of cool bands in the '80s, but there were also a lot of eat-your-vegetable bands, and the 'Mats were all meat and potatoes and slaw with maple syrup dressing. Because they were a mass of contradictions. Because they were kings of irony before irony was everywhere because they were an ongoing critique of absolutely everything, including themselves; and because they hated rock stars, but loved rock. Because their name was one of the greatest rock band names ever, fraught with the duality of pushing the dinosaurs out of the way, and the suggestion that they were merely warm bodies filling a slot. Because their longtime roadie/tour manager, Bill Sullivan, was right one night at the 7th St. Entry in Minneapolis, when, during an awards ceremony, he mocked the common critical saw of the day, saying, "Every Replacements show is like a snowflake—no two are alike."

Because one night at First Avenue, the video for "The Ledge" came on, and when Paul's face filled the screen, the whole place cheered. Because when *Pleased to Meet Me* came out in 1987, Warner Bros. did a six-minute video interview tape, and there has never been a cooler, more uncomfortable-looking rock band. All four (including newly installed guitarist Slim Dunlap) are sitting next to each other in white T-shirts and clownish pants. Paul is chain-smoking and drinking a beer. This is the first thing he says: "We write about what we want to write about, and we act the way we are, we don't pretend, and it's like people won't accept that because they're used to a packaged kind of thing where you have to put on to be accepted. You know, you have to look good on TV, you have to look like you're into it, and sometimes we're not into it, and we don't pretend that we are."

Because one night in 1989, the 'Mats were booked on something called *The International Rock Awards* on ABC with the likes of the Bangles (cute but terrible, no matter what Robbie Fulks says

Living Colour (doing an unwatchable cover of “Johnny B. Goode”), David Bowie (looking ve Michael Douglas), and Lou Reed (looking purposeful, epic-y, New York-y), and it was all very ’80s. taped it.

Halfway through the show, the Traveling Wilburys are awarded “Album of the Year” for *The Traveling Wilburys, Vol. 1*, and the clip of them that follows is actually pretty good. Then a canned female voice that has been creaming over the likes of Hall & Oates, Lita Ford, and Grace Slick in her introductions, says, “We apologize. Here they are—the Replacements.”

The camera floats in over the top of the room, over all the tables stuffed with suits, gowns, silverware, folded napkins, candles, money. Women fan themselves with their programs. As Slim plays the irresistible first chords of “Talent Show,” Paul says into the mic, “What the hell are we doing here?”

The first verse kicks in, and Paul stares straight into the camera as he sings. Then he loses it, and laughs. He sticks his tongue out at the camera and gives the same disdainful look he did at the 7th Street Entry ten years prior when, during “Shutup,” he looked into a camera and said, “Don’t tell me about your cameraman.” He sings, “Well we got our guitars and we got our thumb picks/We go on after some lip-synch chicks.” The network bleeps out the next line, “We’re feeling good from the pills we took,” and Paul rolls his eyes, finishes the lyric, plows ahead.

The song is great, a true rock ’n’ roll moment, and the camera continues to pan the crowd, which for the most part sits in nervous bemusement. The ’Mats are bulls in a china shop, the third-class passengers on the *Titanic* coming up from the céili below to crash the ballroom dance. It is an awesome four minutes, by far and away the highlight of the show, to the point where you can imagine Lou Reed shrinking off to be by himself somewhere. At the end, the camera catches Matt Dillon in the audience, whistling and clapping furiously, which has always made me like his films, though if you put a gun in my ear I could only name two: *The Outsiders* and *Crash*, fittingly. The song ends, and the canned woman’s voice comes up: “Please welcome the trend-setting leader of the Cars, an artist whom the ’80s matter most, Ric Ocasek.”

Not long after the *International Rock Awards*, I sang with the ’Mats in a club in Gainesville, Florida. I was touring with them for a few nights during the Tom Petty tour. We did “California Sun,” and for a moment it felt like the old days, when my band would play with the ’Mats and Paul would ask me to come sing on “Love You Till Friday” or something (one summer afternoon in 1984 he also recruited Mars and me to run over to Blackberry Way and sing backup vocals on “I Will Dare,” which were wisely edited out by Peter Buck and Jespersion). This night, the song was sloppy fun, and even though I remember it as being one of the last great shows I saw from them, it was easy to see the end was near.

“Anything different,” said Mars afterward, happy that we’d taken a flyer together. “Sounded like shit,” said Paul.

They broke up soon after, and at the moment of this writing there are, yet again, rumors flying about a Replacements reunion. Check that. They aren’t rumors. They’re wishes. And they’re being cast out there by a bunch of newbies and grownups who don’t necessarily want to go out and drink and get stupid with the ’Mats, but who want to know that those songs, all those great songs, are alive and being played across the land somewhere, gleaning new meaning and perspectives.

Since that may not happen in this lifetime, after watching the “Talent Show” tape the other night, I popped in a video that Twin/Tone Records made in 1980. It’s a live set from Hüsker Dü and the Replacements. The Hüskers look almost new wave, arty, with Bob Mould wearing a head band and whipping up a hardcore frenzy. People slam dance politely, and smile. Then the ’Mats come on, and the first thing we see is Tommy, in a red and black cowboy shirt, giving the finger to the camera. He’s fourteen years old, and—talk about your *Outsiders*—he looks like something out of a S. E. Hinton

novel.

They blast through a ferocious “Takin’ a Ride” and Paul says, “Thank you.” They do “Staples Her Stomach,” a sweet tribute to masturbation, which at the time was actually somewhat racy. They do “Stuck in the Middle,” and Paul sing-laugh, pointedly, “You’re taking it all too seriously, you’re taking it all too seriously,” as the adulation-storm around him grows. Everybody in the room knows they’re in the presence of budding greatness, the kind that doesn’t happen to everyone, and it feels electric.

At one point, he laughs, like he’s nervous with the attention, like he wants to be a normal guy, but he’s got this thing in him, like the thing in *Alien*—the movie that came out in 1980, the same year that the ’Mats recorded their first record—that’s pressing through his chest to get out. Mars is ripping his keyboard apart, eating the cymbals, and with that engine, they look to be on a mission that they can’t articulate through any mode other than bursts of racket. Bob drags the microphone stand on his guitar—noisy and chaotically, but just once to create a specific noise. People are dancing as Paul sings a worried song about his hero, Johnny Thunders.

I remember the night it was filmed. My brother Jay’s band, the Neglecters, opened for them, and even though they were horribly out of tune, all I know is that on that night, like on so many nights, the Replacements made me feel like I was on fire. They made me want to write better songs and practice harder, they fueled my competitive juices as a musician, and mostly they made me want to write and capture life and lightning in a bottle, and put stuff like this down for posterity: Plenty of bands have been described as “raw,” but the ’Mats were an open wound/heart/book that has yet to scab over.

Another video I’ve got is one someone gave me years ago that I never watched until recently. It’s an outdoor show from a St. Louis–area speedway, and the quality isn’t great. They’re on their way out. Steve Foley is on drums. “They’re Blind” is more poignant than ever, and by the end, they’re sleepwalking through the shit. But those songs still soar on their own power, even as their makers are doing the Wicked Witch of the West meltdown. One of Paul’s most soulful vocals comes on “Bastards of Young,” which he sings with real conviction to a crowd of kindred souls. At the end, he says, “I love you” or “Fuck you.” Hard to tell which.

In researching this book, the word I came across more than any other in interviews with those guys was “scared”—scared to write vulnerable songs, scared to perform live, scared to be part of what “some blowhards call the Greatest Rock and Roll Band in the World.”<sup>3</sup> Pretty sure you and I would be scared, too, if you knew something was passing through you, some holy spirit, and you had no idea what it was or why you’d been tapped for tin-can-to-tin-can shaman-conduit-to-God when all you ever wanted to do was rock.

“It’s almost like it happened to somebody else,” no-shits Paul somewhere in these pages, speaking for all of us who were and weren’t there, including him. Beyond the fact that we crack each other up and we’re both still moved by writing, music, girls, and family, I suppose it’s part of the reason he and I have been close over the years, and why he has enjoyed good rapports with writers such as Mark Brown, David Ayers, Bill Holdship, and Bill Flanagan: They ask questions—good questions—about what it all means and how it all happened, and by doing so helped explain it to the very guys who were responsible for making it happen.

The first night I spent any time with Paul was in the summer of 1980. I had met him a few months earlier, and, like so many would come to, I recognized something of myself in him. This night, though, we may have never been more alike—both singers in bands, both in love with rock ’n’ roll, both girls, and our hometown of Minneapolis. We found ourselves in Peter Jesperson’s apartment, the Modesto, which sat up the street from Oarfolkjokeopus, the record store Peter managed.

Plenty of musicians, writers, and other creatures of the night spent similarly long nights/earrings mornings there, curled up on that apartment floor, listening to the Beatles, Big Star, Prince, Captain

Beefheart, Bowie, the Only Ones, B. B. King, or whatever Peter's passion of the moment was, with Jespersen—bombed on Scotch and more, sometimes incoherent, always zealous—manning the turntable, shaping our tastes, broadening our horizons, teaching us. About music and how to listen. How to live.

After a couple hours of this, Paul and I split. Peter ushered us out the apartment door and into the hallway with a grin, like a big brother unleashing his two young bucks out into the world to romp. We went to a party a couple blocks away, where a band was playing. There was a keg, and we grabbed beers, but the party was a dud. The band was ordinary, a generic sort of leatherpanted new wave thing that happened a lot in those days, and as we stood watching them play an original that could have been a Cars song, I could feel Paul getting antsy.

When they got done with their first set, a couple of the guys from the band came up to us and chatted. It was weird: The 'Mats' first record wasn't even out, yet their legend was already budding in Minneapolis' nascent indie-rock scene, and these guys seemed star struck and/or jealous. When they went to the keg, Paul leaned in to me and said, "Let's jam." I said, "I dunno, man. This is their gig."

It was like he didn't even hear me. He got on the phone that was nailed to a cement pole in the basement, called Mars, and said, "Walsh is here. You come, play drums, I'll play guitar, and he'll sing." It was midnight. I was hoping Mars would say no, that he was in for the night, which is what I said. I was relieved, Paul was disappointed, and in that moment, I knew we were headed down different paths: I was happy to be there, he couldn't stand watching. He needed to be playing, making noise, connecting the best way he could with the world. We left the party and I drove him home to his folks' house, which was next door to my cousins.

Paul, like me and Mars, grew up in the Catholic ghetto of South Minneapolis, and it's only very recently that I've come to know what that means. Some of us read the Bible every day, and others of us did the rosary every night after dinner while the other kids in the neighborhood were outside playing. Some of our parents were alcoholics; some of our parents treated booze and sex like it was one and the same and the road to hell.

Every year on Ash Wednesday since we were in first grade, we had a priest rub our foreheads with ashes and say, "Remember man that you are dust and to dust you shall return." Have that done enough times, and not only will it provide a soul with freedom, inspiration, humility, and beautiful mysterious ritualistic imagery, but it'll fuck with a boy, and a man.

On Good Friday, we did those scary-cool Stations of the Cross, went to confession, and were infused with all those mind-bending parables of sin, death, blood, and resurrection. We grew to see great hypocrisy in flawed adults who told us how to feel, what to repress, what to believe in. We started bands to help make sense of it all, to get girls, to not have to get jobs, and to make our mark.

These days, whenever I think about what makes a great rock band, I think about the 'Mats, and the chemistry on and off stage. I think about how much they loved each other for a brief, shining moment and what happened one night near the end.

During the Petty tour in the summer of 1989, Paul had gotten me a hotel room with the bar somewhere in Georgia ("This is the guy who's gonna write our book," he insisted to their asshole tour manager), and when I woke up the next morning, I went down to the lobby restaurant. The whole bar was there, except Paul. Tommy asked the waiter to pour a cup of coffee for his buddy, so that when Paul came down, it would be cool enough for him to belt it down and they could be on their way. Came a "pussy" (as they often would about their softer sides/sets), but there was real caring in that moment, and I've never forgotten the tenderness of it or the looks that they would exchange between each other on stage, a quadruple-play combo for the ages: Westerberg-to-Mars-to-Stinson-to-Stinson-to-Neptune.

Paul and I don't talk much these days. We're both healthy and fucked up but plugging along, ju

like everyone who came up on the 'Mats, I suppose. We've been through weddings, funerals, births, divorces, and rock shows together. We both have kids and we're still trying to get our voices out there. More than anything, I think, we're looking for peace and quiet.

A few years ago, I called him up to read him something I wrote for the *St. Paul Pioneer Press*. I knew he'd never actually buy the paper, but I wanted him to hear what I had to say. I had recently met one of our mutual boyhood heroes, Jackson Browne, and my column about the experience was about to go to press.

I left four consecutive messages on his answering machine. I read it slowly—a private reading for a private person. He called back almost immediately and left a message on my machine. He said something disparaging about Browne's personal life, and what he said next somehow gets to the heart of why I still love him, why I still listen to him:



Tom Petty tour stop, Gainesville, Florida, August 1989 Author photo

“Yeah, you can write, you can feel, you can think. Whaddaya want, a medal?”

A few years ago, my friend Craig and I were driving home from a music festival I was covering for the *St. Paul Pioneer Press*. It was okay, but we had a 'Mats compilation tape that saved the night. As we drove, we started talking about them, and I finally articulated why they meant so much to me. When they were on, they were *everything*. They were anger, joy, possibility, fear, romance, goofiness, passion. They embodied every emotion, feeling, thought. They taught me the meaning of the word pretentious, but above all, the message of that time, that band, was: Go Forth. Have fun. Question authority. And look at what we're all doing now. We're doctors and bums and lawyers and divorcees and parents and songwriters and screenwriters and artists and copywriters and musicheads and out-of-touch-but-fighting-it teens and twentysomething, thirtysomething, fortysomething, fiftysomething couples.

But enough about now, and me. Back then was an incredible era in American music: a time when college radio, indie labels, fanzines, and independent record stores supported bands in a pre-Internet underground, and everyone felt some ownership in these insanely great bands. We put them all up on our shoulders, pushed them up as far as we could so that they could pop through the ceiling of the glossy music and entertainment of the day, like in *Horton Hears a Who* when the little people say “We are here, we are here, we are heeeere!”

And some of them broke through. Some of them were heard. Some had careers and continue to have careers. The Replacements did not. The Replacements came like a comet, flamed out, and left the rest of us breathless, elbowing each other with “did you just see what I saw?” and vowing to tell anyone within earshot why they were special.



# INTRODUCTION

## Gimme Noise

*The Replacements played rock 'n' roll  
They were the last of a dying breed  
Damn-the-torpedoes types  
They could really let it bleed  
They weren't afraid of anything  
Or anybody  
Like skinny little dogs in a cage  
They'd get drunker than you've ever  
Gotten in your entire life  
And have another drink  
On top of that one  
And walk right out  
Onto the stage*

*I first went to see 'em  
'Cause Jeff Sweeney said I should  
It was Cantrell's in January  
They weren't any good  
The lead guitarist was nekked  
They'd all had too much beer  
They had Marshalls turned up to ten  
Which ordinarily wouldn't be such a bad thing  
But they were trying to tune up  
By ear*

*So I gave 'em another chance  
At the shed, openin' for Petty  
What could go wrong?  
Well, this time they were wearing dresses  
Drinking whiskey  
And never finished a song  
So now I'm angry  
'Cause money don't grow on trees  
Standin' out in the parking lot  
With tickets for the next night  
Already in my hands thinkin' to myself  
Geez, what am I gonna do with these?*

So I went  
Largely to say I was there  
Drove home white-knuckle straight-jacket dumb-ass blind  
They were the greatest rock and roll band  
I ever did hear  
Had to look twice  
To make sure it was the same guys  
An astonishing transformation  
From pupa to butterfly  
Saul to Paul  
Cougar to Mellencamp  
Like crawlin' inside of Exile on Main Street  
And pullin' Never Mind the Bollocks  
Up to your chin like a sonic quilt

They were nice guys  
And they were dicks  
You wouldn't know  
What they'd do  
One show might run 25 songs  
And alter your perspective  
And the next might fall apart  
Before it got to  
Number two

But folks come out to see 'em  
If only to say they saw 'em before  
They were dead  
And others to see  
If they could be  
Anywhere near as good or as bad  
As everybody else said

They snorted lines and lost their minds  
And notched their guns  
All over the sphere  
Got to where they couldn't tell you  
What day it was, what month it was  
They couldn't even zone in on a year

They puked in their hands and tossed it on the ceilings  
Of dressing rooms on tour  
And college rock and roll journalists wrote it all down  
Truth, lies, they weren't sure  
They burned every bridge they didn't blow sky high  
Then started pissin' off each other, too  
It was brother against brother then

*And not enough drugs to do*

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*It all came crashin' down  
'Cause it couldn't do much else  
That way life is a flaming star  
That grows real big  
And red and giant  
And then it falls in on top of itself*

*Chris, he's a painter now  
Solo artist, he's cool  
Slim Dunlap is the proof of the existence of God  
A guitar genius, a role model, a credit to the gene pool  
Tommy moved to California  
To work for Axl Rose*

*I think he should team up with Slash  
And form Slash 'n' Pop  
They'd rock the house  
They'd sell tickets  
It'd be the most  
Paul is in the basement  
Writin' ballads  
Drinkin' O'Doul's  
Bob is up in heaven  
Shootin' speed and smokin' Kools*

*The Replacements played rock and roll  
They were the last of a dying breed  
Pernicious damn-the-torpedoes types  
They could make you holler, make you sweat  
They'd do "Only Women Bleed"  
They were Charles Bukowski  
With watts and vomit  
You paid and you took your chance  
'Cause when they were good  
When they were good  
When they were good  
God got up to dance*

—Tommy Womack, "The Replacements"

**Billie Joe Armstrong:** First time was when I was fifteen years old, at the Fillmore in San Francisco. My sister made me go. They all came out in really bad plaid suits; it was right when *Pleased to Meet Me* came out. It was amazing. It changed my whole life. If it wasn't for that, I might've spent my time playing in bad speed-metal bands.<sup>1</sup>

**Cecelia Deuhs:** When I was sixteen or seventeen, I was a sort-of regular at Jay's Longhorn Bar in Minneapolis, the only "punk rock" club in town. The woman who cut my hair, Margaret, was Jay's [Jay's Longhorn] girlfriend. Margaret worked at the Longhorn most evenings, checking—or not—ID and collecting the cover charge. In the mid- to late '70s, the drinking age wasn't really an issue; there was a show I wanted to see, I'd stop by the salon in my Catholic school uniform to ask Margaret if she'd let me in the club that night.

Her rules were as follows: a two-beer limit and no hanging out with the bands. During my shift at the Y, between handing out towels and making racquetball court reservations, my friend Jim called. The conversation was something like this: "Hey, there's a new band playing at the Longhorn tonight [Paul] Kaiser—another pal—played baseball with one of the guys in grade school. You want to meet us?"

After work I hopped the 16A bus to downtown Minneapolis to see this new band, which turned out to be the Replacements. One of the first things I noticed was how young Tommy was and how funny he was when he'd come to the microphone between songs to say "Thank you." The microphone he used was taller than he was, and his bass sure seemed that way. Paul sang out of the side of his mouth.

**Bill Tuomala:** I was eighteen years old and finishing up my freshman year at the University of North Dakota in Grand Forks. There was a UND-sponsored end-of-the-school-year dance held on a Saturday night in a ballroom at a motel across the river in East Grand Forks. It was May of 1984.

That afternoon was the first time I had heard of the Replacements. Someone in my dorm said they were a punk band from the Twin Cities. Some of us decided to go check the show out. We were all small-town kids who were into classic rock and had no use for punk, but figured we'd go for some kicks. Anticipation in the dorm increased when we were told that punkers from the Cities followed the band around from town to town.

Later, somebody claimed that punkers had been spotted at Taco John's. We were looking forward to the people-watching. After the opening band's set, we watched some punkers near our table. One of them was drunk out of his skull and was laughing and talking with the others. He proceeded to spit up a red liquid down the front of his shirt, yet never quite stopped talking. Minutes later the Replacements hit the stage. The guy who had spit up was fronting the band, still wearing the stained shirt. The lead guitarist was wearing some sort of pants that were loose, flimsy, and sheer—you could say he was letting it all hang out.

They played loud, mostly beyond recognition and the sound often burst into feedback. More than once we ran out to the hallway to escape the noise. They absolutely butchered cover tunes such as "Substitute," "Folsom Prison Blues," and "I'm Eighteen." Lord, were they horrible. Drunk, sloppy, and inept. We hated them.

**Jay Walsh:** My brother Jim told me about them, about this band with a fourteen-year-old kid playing bass. They were playing at the Longhorn one night. I remember walking around that corner of the bar and seeing them onstage. They were all in white T-shirts. Tommy was wearing a baseball cap over his eyes and they were playing "Slow Down." They were so fucking good I was plastered up against a wall watching them. Within ten seconds, I knew they were the best band in town. And that was saying something back then.

**Marc Perlman:** My bandmate Jay [Walsh] cajoled me into checking out this band he was into. I had heard of the Replacements but less about the music and more about how "punk" they were and that they had this nine-year-old bass player. We got to the Entry late. The club was near empty. We missed a good chunk of the set. For all practical musical purposes, the show was long over. Jay was looking

around, offering a disclaimer about the lack of a crowd. The band was long on the other side of the liquor light switch by then.

We only heard two songs that night. A few verses of “Hitchin’ a Ride.” Then “Hello, Dolly.” Then another “Hello, Dolly.” And another. By the eighth “Hello, Dolly” Tommy had a huge shit-eating grin. By the ninth, Chris and Bob had the same shit-eating grin and so did Jay and I, and you realized the guys were more than a band. They were a gang.

**Jodi Chromey:** We were at the Camaraderie, “the Cam” to us regulars, in Eau Claire [Wisconsin] and drunk. I started whining for some change so I could play the jukebox. After much begging, Kelly dropped four quarters into my upturned palm. He had one condition, “You have to play the Replacements.”

I wrinkled my nose and curled my lip. “Who the fuck are the Replacements?” I spent most of my college career trying really hard to love grunge, and doing quite an admirable job of faking it. That was 1994. I was the arts editor for the school newspaper at the University of Wisconsin–Eau Claire. It was practically my job to love grunge. I had never heard of these Replacements.

“You don’t know the ’Mats?” he asked.

I shook my head to dismiss his inane questions and found *All Shook Down* on the jukebox and I picked the first song on the disc, without even looking at the song titles.

*Hush was the first word you were taught ...*

The song started up and Kelly sidled up to me, throwing an arm around my shoulders, “Come on Chromes, you know the words.”

I stared at him open-mouthed, as he sung along. I couldn’t sing. I was too busy listening to the words. I didn’t know who was singing, but he was singing about me. I was sure of it. The hushing and the writing down of dreams, it just fit.

It wasn’t until then that I realized how good that could feel. A six-five girl with too-long arms and too many scratchy opinions, I was born not fit. Nothing ever fit. Not dresses or jeans or depressing songs without a hint of humor. But this song it fit me, from the moment I heard the word “hush.”

**Terri Sutton:** Okay. Fall 1984. Jill Fonaas and I living in the Haight-Ashbury in a roach-infested walkup. I’d just started working for *BAM* magazine, dinosaur-rock free monthly. Jill’s commuting down to Stanford, working at a library, which is hell after staying up until 3 a.m. as we do show nights. A college friend from Minneapolis played us *Let It Be*, and we were instantly smitten—probably something to do with commonalities between Scando-influenced backwaters of Pacific Northwest where Jill and I grew up and Scando-influenced backwaters of Upper Midwest that spawned the ’Mats ... we knew the ’70s-rock references.

All ’Mats records have been on constant play leading up to Berkeley Square show. I take BAR over early because I’m interviewing them. Day-lit bar of Berkeley Square, talking nervously to Sullivan [Bill Sullivan] having my first beer to take the edge off. Interview a blur of nerves: are they mocking me? Probably. Was that a stupid question? Definitely. Then drinking and waiting, as Jill is late, and I don’t yet know all the people I will know—mostly due to the Replacements.

Turns out Jill is having a Replacements-worthy adventure: gets a ride from a notorious inattentive driver who plows into another car and ends up in the hospital—but later shows up at the ’Mats! Jill plucked off the side of the road by friends of the driver, who carry her off to unknown house where she inadvertently locks herself in the bathroom. When she finally arrives at the club half-concussed and bandaged, I am drunk with relief—interview over—and more than a few beers.

Show is nonstop—little fartsing around. Spring-strung Tommy nearly colliding with ceiling, Chris all dazed good nature, Bob the zigzag warrior, and Paul not sick of the songs yet, wrenching up out

himself, out of me, an insistence that we were all worth more than we had grown used to believing. Highlight: DiFranco Family's "Heartbeat" played like they meant it, but of course they did *and* didn't. I sang along: "Heartbeat, it's a LOVE beat"—and it was: a pulse familiar and frizzing with newness like at long last I'd found my people.

**Dan Wilson:** It was at 7th St. Entry. I was in my early twenties, I think. Because of all the talk around town, and the fashions of the time, I figured the Replacements would be another angular punk or new wave band, stylish and ironic. I'd started playing in bands but wasn't serious about it, at least my memory tells me I couldn't have been. Because my memory is of witnessing something more dead serious than I'd ever thought a band could be.

I walked into the club as they started "Johnny's Gonna Die." I am forever thankful for my timing. What a song. I had no idea. The bass player was sixteen, everyone said. A new band. But new wave. This song was more like Bad Company than Elvis Costello. It was rock, pure and giant. But it also seemed to ratchet the stakes up about ten notches. I will never forget how blown away I was by the song and the performance, and I have to admit it made me feel like a hobbyist. I was afraid I'd never be this scary, this passionate, this ruthless, this cruel and pleasing at the same time.

And yet, here it was, in a local dive with about 150 people watching, and the band playing it was a bunch of Minneapolis kids, locals like me. I knew I wouldn't ever sound like this, but "Johnny's Gonna Die" gave me license to try my own thing, and to imagine I could raise the stakes too.

**Bill Schneck:** Bob [Stinson] was at a tryout for the first band I was ever in, Andy Jam and the Duponts. It was about 1979. They were a rich kids' band, and I was their token "poor kid in a leather jacket." Anyway, before I got into the band I had to try out and Bob was at the tryout place jamming before me. He was awesome. It was at a YMCA building by Ramsey High School [in Minneapolis]. Bob didn't get the spot probably because he was too wild and Andy, the leader, wanted to be the showman. I was just learning to play and we were mutually satisfied that I could just hang back and play rhythm guitar. But I distinctly remember Bob. I thought he kicked ass.

First time I saw the Replacements was at sound check when I was with the Neglecters, and we opened for them. I was working at Art Song's Chicken Wings and Slip's Soda Fountain that used to be on the corner of Hennepin and Lake. I worked with this long-haired hippie cook who said he was in a band called Dog's Breath and used to brag that they had a twelve-year-old bass player who was the brother of the guitar player. I put two and two together when we were at the sound check and there was this little bratty kid playing bass along with the crazy ass-kicking guitarist I had met at the tryout.

Years later while playing at a party over Northeast with another band of mine, I was hanging out before we went on and here comes walking up this same long-haired cook. I said, "Hey man, remember me? We used to work together at Art Song's." I told him I learned to play guitar and that I was in the band playing there that night. He said, "Yeah, I used to be in the Replacements." I had to correct him and say, "You were in Dog's Breath before they became the Replacements."

The story I always heard was Westerberg was walking by the house where they practiced, heard them playing, and stole the whole fucking band from this guy. I don't think he liked that I corrected him, but since I was in the band playing that night, and one of my bandmembers was tight with the biggest, baddest dudes at the party, including the bouncer, he didn't fuck with me.

**David Menconi:** I believe it was late January/early February 1985 in Austin, Texas. They played the open-air joint called Liberty Lunch, which management tried to turn into a year-round venue by creating a temporary "ceiling" out of plywood. That did nothing to keep the cold out; it was frigid enough that even people from Minnesota were going to feel it. There wasn't anything like security

Liberty Lunch, so we just walked on into the backstage area—where we found Westerberg and Tommy Stinson huddled around a fire they'd started in a trash barrel. They were throwing everything that would burn in there and passing around a bottle of something strong. After some awkward small talk, I went to leave. Westerberg grabbed my sleeve and mock-whined, "No, don't go." I believe he wanted my coat for kindling.

The show itself was one of those amazing *Shit Hits the Fans*-style debacles. I remember they started a lot more songs than they finished, that everybody went just nuts during "I Will Dare," and that Bob Stinson came out for the encore in the raw, with his guitar strategically placed to keep it PG-13. Like I said, it was cold as hell. But by then, wasn't nobody feeling a thing.

**Missy Roback:** It was 1986, which means *Tim* was out, but the DJ at WFCS in New Britain, Connecticut, was pretty much stuck on *Let It Be*. I think I heard another cut off the album first, but it was the voice in "Unsatisfied" and "Answering Machine" that made me go, "Who is this guy?" He sounded raw and fragile and desperate and pissed. He sounded like how I felt.

I was twenty-three, two years out of college, slowly suffocating in a conservative New England town, not sure what to do with my life, but sure that I needed to get out of Hartford. I went to work at my soul-sucking insurance company job in my purple hair and black clothes. I was confused and angry and sad and not really sure why. At the time, I couldn't even describe these feelings—I just knew that everything felt wrong. "Unsatisfied" made me feel like someone else got it. *This is how it feels*. That is how I feel.

It took me a few more years to escape the suffocating town and quite a few more to start putting my name on my feelings. Songs like "Unsatisfied" and "Answering Machine," and later, "Achin' to Be," didn't give me all the answers, but they helped me feel less alone in the world.

**Kevin Bowe:** The '70s didn't exactly go out with a bang for me. A charming little stint in rehab right at the end of high school ruined my plans for a bong-fueled summer spent playing Who and Stone covers with my equally wasted peers. Apparently rehab wasn't quite enough fun because it was strongly recommended to me by the powers that be to go live in a halfway house, leaving my spoiled suburban life behind to room with a bunch of other lost causes. On weekends they would herd us like shell-shocked sheep out to "sober teen dances." Usually the bands were playing the kind of music that had driven me to try to numb myself with angel dust in the first place.

So there I was trying to disappear into the crowd when four odd-looking, self-conscious, skinny white kids tottered onto the stage. The Replacements. Odd-looking only because they looked just like us, not like the members of Journey. They had the same cheap guitars that kids like me had in our garages—but when they turned up and started rocking, it was like nothing I'd ever heard. Their set was cut short because they got busted drinking in their green room.

But in their forty or so minutes of glory they changed my life. All they had was a few Johnny Thunders covers, maybe a couple of originals, that's about it. Tommy had a stupid pot leaf decal on his bass, which was about as big as he was. Chris had that drop-jawed caveman thing going on while he pounded the drums. Bob was ... Bob. And Paul—obviously nervous and obviously the leader of the best rock 'n' roll band I'd ever seen.

The word "roll" is important here because these guys were not just "rock" like so many other '80s bands. Not technically gifted enough for mainstream music, too distrustful of the in-crowd for punk, too young to be Baby Boom hippies, but too old to be whatever came after that—they were stuck in the middle just like us. And that's what Paul's songs were about, written and played by outsiders for other outsiders. Who knew there were so many of us?

**Craig Wright:** I was in college at Moorhead State University. There was this guy I'd heard a lot about who was notorious for his writing ability, and when we finally met at Ralph's Bar one night, we had the kind of immediate antipathy I've since come to recognize as the annoyingly indecipherable, head-muddled mirage of an approaching lifelong friendship. That first night we met, we walked out of Ralph's Bar to his car to get high, and while we did, he played me "I Will Dare." After three years of nothing but Bruce Springsteen—I wore only jeans and white T-shirts at the time ... amazing—my whole world changed. All my deep, long-forgotten love for plain old pop came bursting up through the dirty, jumpy bass line of that song; Springsteen suddenly seemed massively beside the point.

**Jim Peterson:** I graduated from the University [of Minnesota] in May of 1980, and wasn't really sure what I was going to do next. I thought about grad school, but didn't really know what I wanted to do with a degree, so that didn't seem like a good idea. Plus, although I loved going to school, I needed a break after eighteen years.

I had been hanging out at Oarfolkjokeopus Records pretty religiously for the last couple of years and was good friends with [store managers] Peter [Jesperson] and Terry [Katzman]. Sometime this spring the idea of me working at Oarfolk came up, and it sounded perfect to me. It was the coolest record store I had ever seen, and those guys had a lot of fun there every day.

After I graduated in May, I started working at the store, and I remember that Peter used to listen to band tapes in the office at the back of the store, catching up on paperwork. It was around the same time that I started working at the store that Peter got the original Replacements tape from Paul.

Peter was totally knocked out by it, and played it for everyone, and you could tell the band really rocked and had some great songs. I actually remember the excitement leading up to the first show more than I remember that specific show itself. Seeing them live blew the tape away. I was really impressed that they did a Heartbreakers cover or two, as *L.A.M.F.* was a total favorite record for both Terry and I at that point. And a few of their originals really sounded like the Heartbreakers, too.

**Mark Anderson:** The first time I really heard "Unsatisfied" I was alone at The Cabooze and Sheila was at a Tiger's barbecue. This was in April of '84, back when I was temping for a Richfield landscaping company.

Earlier in the week Sheila said that she'd for sure go to the Replacements show at The Cabooze with me on Saturday night—she wouldn't poop out on me like last time. Last time: The Replacements were at Duffy's, we'd planned on going, we'd been talking about it all week, but when we got to the door they were carding everyone, and Sheila discovered that she'd forgotten her ID.

We drove back to her tiny apartment, and just as we were ready to head back to Duffy's, Sheila said that she felt tired and didn't really feel like going anymore. That night I didn't want to be alone, really wanted to be with Sheila, so we put on Van Morrison *Astral Weeks*, and then I held her as she slept. Around midnight, I walked home alone.

Sheila and I hung out nearly every day back then. She said she just wanted to be friends, but we'd hold hands, kiss, and snuggle now and then. The night before the Replacements' Cabooze show though, the night after I'd spent the day laying sod at some big rich-fuck house by Lake of the Isles, we both got drunk at a party, spent the night at her apartment, and made mad love for the first and last time.

When we woke up naked in her bed the next day, we tried to pretend that this was cool and casual and no big deal, but I sensed that she was freaking out about it. I wanted to go out for breakfast and prolong our night for the rest of the day, but she said she had some things she needed to get done: water her plants, do her laundry, feed her cats.

I wondered, of course, if Tiger had anything to do with what Sheila needed to get done. She m



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