**In Proximity**

**Rachel Morrison and Ryan Coogler on cinematography, directing, and THE FIRE INSIDE**

**Season 2 Episode 8**

**Final Transcript**

[Music/Old Radio Sounds by Ken Nana]

[VOICEOVER]

**Paola Mardo:** You’re listening to P-R-O-X.

[VOICEOVER ENDS]

**Ryan Coogler:** Talk about—talk about The Fire Inside. Talk about how you got it and how you made this transition and what it was like.

**Rachel Morrison:** Well, I'd been reading things for a long time looking for something that felt necessary. I mean, I can't think of a better term for it. Like, I just—you know, as much as I love to be entertained, I do think, you know, we have a responsibility to take the skill set that we have and use it for good and that we have an opportunity to use filmmaking to kind of say something. And so, when I read Barry's script, he had always wanted a woman to direct. He, I think, had me in mind. I don't know at what point, but they brought it to me, and it just made sense.

[0:38 - In Proximity Theme Music by Ludwig Göransson]

[VOICEOVER]

You're listening to In Proximity. This is the last episode of our second season. Please keep following the show on your favorite podcast app and on social media. We’re @ProximityMedia. We hope to be back in your feeds very soon. Now for our season finale we have Director and cinematographer Rachel Morrison. She is the first woman to be nominated for the Academy Award for Best Cinematography for her work on Mudbound. As the DP on Black Panther, she is the first woman to lens a Marvel superhero film. In television, she's directed episodes of The Morning Show, Impeachment: American Crime Story, and The Mandalorian. Her feature directorial debut, The Fire Inside, is coming to theaters this Christmas. The screenplay is written by Barry Jenkins based on the true story of Claressa "T-Rex" Shields, the first American woman to win Olympic gold in boxing.

The Fire Inside premiered at the Toronto International Film Festival this past September to a standing ovation and rave reviews. Rachel spoke with our founder, Ryan Coogler, just a few weeks before the premiere. She was on her patio in Los Angeles and Ryan was at his home in the Bay, so you might hear some leaf blowers in the background.

On this episode, they talk about collaborating on Fruitvale Station and Black Panther, and deep dive into Rachel’s career journey from photography, film school, and reality TV to cinematography and directing.

[VOICEOVER ENDS]

**Ryan Coogler:** Hey, what's going on, everybody? This is Ryan Coogler on In Proximity. We here with Rachel Morrison, who is a director who just finished up her directorial debut, The Fire Inside. Super excited to talk with her because I first met Rachel as a cinematographer, and I got to work with her on my—my debut feature film, Fruitvale Station, when we became very close friends and collaborators. We had a chance to work together again on Black Panther. She was the cinematographer on that.

And Rachel has been able to forge an incredible career both as a cinematographer and as a filmmaker, both in film and in television. And I've been front row, watching—watching it unfold, you know, the past decade and some change and just really happy to have her here. Rachel, what's up?

**Rachel Morrison:** What's up? I'm really happy to be here. It's like, always so nice to see your face. Also, it's really strange to hear you refer to me as a director. It's still strange. But it's, like, I mean, I guess partly, I need to learn how to just embody that, but also, I don't stop being a cinematographer. I was, like, waiting for you to say "director and cinematographer," and you just said "director," and I was like, “wait! But I'm still a DP. I'll always be a DP.”

**Ryan Coogler:** Yeah. It might be strange for you to hear, but it's not—it's not at all strange for me to say. I always knew it was going to—it was going to happen for you and, and just proud of you, you know, knowing everything that, that it took for you to get here with this movie. You know, so I'm excited to talk about it.

But first, we going to jump into our Get Real segment.

**Rachel Morrison:** All right.

**Ryan Coogler:** Oh, wow. Okay. So this is the first question. If you could pick a different job on a film set for a day, which job would you choose?

**Rachel Morrison:** Ooh.

**Ryan Coogler:** And it's got to be a different job from what we—what we normally do. So, for you, you can't—you can't direct or be the cinematographer.

**Rachel Morrison:** Okay. I think I might be the dolly grip. When you shoot studio mode, and you're not handheld, the camera sits on a dolly, and the, the dolly grip pushes the dolly and the camera along the track and can basically raise and lower and push the camera from left to right and creates, creates a path for the camera to track the action of the actor.

You're right there in the mix on things. It's still intuitive, and you get to, you know, use some instinct in accordance with, like, what the actor's doing. And it's just—it's, it's fun. It's good people and toys.

**Ryan Coogler:** It's a wild-ass job.

**Rachel Morrison:** It really is. It's like, you get to play with big toys.

**Ryan Coogler:** That's great. I think I would do craft service.

**Rachel Morrison:** That's a good, good answer.

**Ryan Coogler:** I think I'd do—I think I'd do craft service, and I'll do the coffee.

**Rachel Morrison:** You are an excellent barista. I would love, love, love any craft service with you behind the coffee machine. You're hired.

[LAUGHTER]

**Ryan Coogler:** What's the next one? Oh, wow. Can you share the most memorable behind-the-scenes photo you've taken on your phone. Yeah, I got—I guess I got to pull my phone out.

**Rachel Morrison:** That's like thousands and thousands and thousands of BTS photos to go through in my mind in a second.

**Ryan Coogler:** Yeah. I'm, I'm looking. I think it's probably—for me, it's not a photo. It's a video. Yeah, it's a video. And it's from when we were doing pickups or reshoots or additional photography. It's got all these different names to it. But it would be from Panther.

**Rachel Morrison:** You still have it all on your phone now?

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** Amazing.

**Ryan Coogler:** I mean, I hope I do.

**Rachel Morrison:** This is a really hard question.

**Ryan Coogler:** It is, man. Oh, I see it. Yeah, this video is from October 25th. So the last scene we did in Panther, we shot the entire scene in additional photography, but it was at a location that was—that we shot the very first day of photography, where kids are playing basketball, and the script is set in Oakland. In the movie, we shot the kids in Atlanta, and it was like a block away from where Reverend Dr. Martin Luther King Jr. is buried. And, and we wrote a new scene for when T'Challa and Shuri go back to this place where—spoiler alert—where they finally killed they uncle. And we shot a new basketball game with new kids, and T'Challa and Shuri kind of walk up.

And I got a—I got a video of Chadwick, Letitia, and my little brother Keenan playing basketball with the kids that we cast. I didn't—I actually didn't think much of it when I shot it, but after Chad passed away, I was going back through stuff, and I found this video, and it's just pretty incredible video, man. Like, you seeing these kids, and you kind of get a feel for how—for how humble Chad was, you know what I mean? And Chad could play, man, so he was just knocking down these jumpers quietly, you know what I mean? And the kids was getting rebounds for him. And it's just a reminder of how, like, you know, just how youthful he is and also, like, our capacity to take things for granted, you know what I'm saying?

**Rachel Morrison:** That's really beautiful. And I–I remember that well. I–I think I'm too overwhelmed to come up with a single instance. But I think, along those lines, for me, it's, it's the intersection between, like, work and life or, like, family and work. So it's—I have vivid memories of, I think two days before I gave birth, like, doing a shoot that pregnant, nine months pregnant, like, the moments when my kids visited set, and they got to, to meet Mandalorian, or, you know, there's a picture of him with Baby Grogu.

**Ryan Coogler:** Mandalorian? What were you doing on that? You were doing cinematography?

**Rachel Morrison:** No, no. I directed an episode.

**Ryan Coogler:** Oh, okay. I was just checking.

[LAUGHTER]

**Rachel Morrison:** Oh. God, Coog. Oh, man.

[7:32 - KN 9 to 5 by Ludwig Göransson]

**Ryan Coogler:** We can just start off on how we met. It would've been 2012, right? So 12 years ago.

**Rachel Morrison:** Crazy.

**Ryan Coogler:** Just over 12 years ago because we shot that movie in the summer. We probably would've met like February or March, right, of 2012?

**Rachel Morrison:** That sounds right, yeah.

**Ryan Coogler:** And I—I was gearing up to shoot, you know, and meeting with people for different roles. And Ilyse McKimmie works at the Sundance Labs, and I'd just gone through the screenwriting lab with them in 2012. You know, I–I was set up with Nina Yang Bongiovi and Forest Whitaker at Significant to, to shoot. And it was—you know, I was trying to find a crew, and I was leaning on Sundance for resources and recommendations. And Ilyse said, "Hey, you should meet with Rachel Morrison."

And I think we met. We jumped on a—we jumped on a Skype, I think.

**Rachel Morrison:** Yeah. It was—it was way before Zoom. It was Skype. I thank Ilyse for—for, you know, introducing me to the, the brother that I always wanted and never had, like, from a conversation that we had—you know—a year before that where she had basically asked me to, you know, describe the movie I wanted to be making, and I—I think I inadvertently described Fruitvale.

**Ryan Coogler:** That's crazy.

**Rachel Morrison:** And she clocked it. And a year later, when you were looking for a DP, and I think you probably said you wanted somebody who had a background in documentary, which I had. She put those pieces together.

**Ryan Coogler:** Yeah. She described you like, like y'all had spoke the day before. That's funny. I don't—I don't know if I ever—if I ever knew it was a conversation from that far before. And then what I did was I went to go see the Sound of My Voice. It was playing at a theater in the city, and I watched it. And I knew you had shot that, that film on a SLR, right, on a DSLR, and I'd known that going into it. You know, I thought your work was just beautiful. I remember some of those shots. Was there a shot, Rach, like, like where the camera was, like, on a string or something?

**Rachel Morrison:** Sounds right.

**Ryan Coogler:** So, yeah, I'm almost positive it was before because I remember speaking with you about it, and, and I didn't know at the time what I was looking for, but I knew that I had found it, you know, once we met and started working together.

**Rachel Morrison:** Yeah. I think we were on the Skype for like two hours. I remember, I think, crying at some point. Like, it was very—

[LAUGHTER]

**Ryan Coogler:** I don't know about that.

**Rachel Morrison:** It was very—like, you left such a mark on me not just in terms of creative visual storyteller but just, like, as a human. I think I'd been through, like most of us, you know, you make work for the work, but you sometimes—like, if the collaborator isn't a great fit, it can be almost, you know, toxic to the soul. And so you're—I had started to really try to, in determining what I wanted to make, really also looking at: is this somebody I want to make this with? Because it is—when you make a film together, it's like going to war. Like, you, you have to be ready to take a bullet for somebody. And, like, I just knew in that moment, like, I would do that and more for you.

**Ryan Coogler:** Right on, Rach. Yeah, yeah. I do remember I was talking for a long, long time. And we got to it shortly after. Like, you—I think you were in—it was like, you were in Oakland a few weeks later. Yeah, and I remember feeling like I was in good hands, and I was excited about the style in which you—which you were down to work. Like, you operate—and I think, like, you know, we could talk about Fruitvale a little bit.

Like, I remember some of the things we would—we would discuss, and, and I know it was really important to me to shoot—to shoot film just because, like, I was in film school at that time when they switched over because we were getting a lot of access to cutting-edge equipment between Robert Zemeckis being an alum and George Lucas being an alum, and we had this great relationship with Sony where they were sending us—you know, sending us the stuff that would eventually become the vintage, right? But when I first got in, the projects were shot on film, you know? So I got to shoot a short called Locks on film, but then, after that, everything was digital, you know, and—and all the classes that came after—that came after my class, you know, they never touched film.

**Rachel Morrison:** Oh, wow.

**Ryan Coogler:** And I knew that I liked it. Like, I actually—I knew that I loved—I loved the process of working with that film. I loved how that film looked more than, than the digital films I shot even though I was—I was better, and my classmates were better. You know, I remember I was talking about it and—how shooting film would cost us, you know, a little bit more. We might not be able to shoot as many days, but it was also important to you. But then we were trying to figure out whether it would be 35 or, or 16.

**Rachel Morrison:** Mm-hmm, mm-hmm.

**Ryan Coogler:** You want to talk about that story?

**Rachel Morrison:** It's one of the times that I feel like I was just so wrong. Like, I wanted to shoot 35, and I don't even entirely remember why other than, you know—

**Ryan Coogler:** I remember.

**Rachel Morrison:** Oh, okay.

**Ryan Coogler:** You wanted to shoot 2-perf 35 because it shot with depth of field.

**Rachel Morrison:** Right. That was why.

**Ryan Coogler:** Yeah. You want—you wanted it—you wanted it shot with depth of field.

**Rachel Morrison:** Right. And I was—I was throwing things like The Fighter at you, and you were—

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** But—

**Ryan Coogler:** Threw Rat Catcher at me?

**Rachel Morrison:** Yup. I don't think Rat Catcher was 2-perf, but it was 35.

**Ryan Coogler:** Yeah. But you, you were saying with the shot with depth of field, you can be with people more. You weren't wrong, I don't think, you know what I'm saying? Like, for the executives and other folks. Rach, why don't you explain, like, what a shot with depth of field is and why it's shallower on 35 than on, on 16.

**Rachel Morrison:** Well, now we experience it with digital, too, with, like, 65 and, and larger sensors. But basically, the bigger the sensor is, the more that you can essentially separate the foreground from the background. So, at a 2.8 on 35, aperture, T2.8 on 35, the background will be softer relative to the foreground than that—you know, that same stop on 16.

**Ryan Coogler:** And this was—this was a time when, when depth of field really mattered. And folks are probably going to take it for granted now. Like, when you—when you have your iPhone, for instance, or your—whatever kind of smartphone you usually taking pictures with, a lot of times, these, these phones will have something called Portrait Mode, which does a digital version of what Rachel's talking about, just blurring of the background.

And we were—we were debating, you know, what kind of camera to use, what technique to use, and I was advocating for Super 16, which I—actually, I hadn't shot Super 16, either. I'd only shot standard 16. And the films that I was referencing were, most recently, the two Aronofsky films they had put out.

**Rachel Morrison:** The Wrestler versus The Fighter.

**Ryan Coogler:** Yeah, it was—it was The Wrestler and also Black Swan, which was shot with, with the—the Arri 416, you know, this camera I thought I was, like, dying to get my hands on. And, Rach, you were saying—you were saying, "Yo, I do love that camera." You kept saying that.

[LAUGHTER]

**Rachel Morrison:** Yeah. Well, it's—it, it's still, like, the best—I think it's the best camera ever made. And it's the most—it's the most ergonomic. It's—everything about it. I love that camera.

**Ryan Coogler:** So, like, so I remember vividly us going back and forth, back and forth. And it was like, we were at a restaurant in Oakland, and you were like, "Yo, let's flip a coin." You know, like, heads, 35; tails, 16. And I'm like, all right, cool, you know? Let's put it all on the line.

I flip it, and it lands heads, and you like, "Great!" And then you see my face, my heart breaks, and you were like, "Yo, I think I just saw your heart break." You know, and you was like, "Yo, I think we got to shoot 16. Like, I've never seen that look on your face."

[LAUGHTER]

**Rachel Morrison:** I remember this now. It's so true. It's so true.

**Ryan Coogler:** I might be the first person in history to, like, lose a coin toss and still get—and still get what I wanted.

**Rachel Morrison:** But you were so right. I mean, you were so right. I can't imagine that movie any other way.

**Ryan Coogler:** So let me ask, like, you got any memorable days, like, from Fruitvale? We shot 20 days. And I remember—I remember—was it, like, one of your first times in Oakland, or had you been before? Because I remember when you—that you came we scouted Highland Hospital. I remember. That was where we met, physically.

**Rachel Morrison:** I think I'd been to Oakland before. I don't think I'd, like, dug in on Oakland the same way. I definitely fell in love with that city. The memorable days for me—I mean, so many, but the BART station and just—you know, we basically were given access to those trains from 1:00 a.m. to 5:00 a.m., which was—I forget why we couldn't shoot anything else on the same days.

**Ryan Coogler:** We chose rehearse for the other time.

**Rachel Morrison:** Yeah.

**Ryan Coogler:** So we could be more efficient in the four hours.

**Rachel Morrison:** Yeah, and then, I actually found—did I send you a picture of it? I found that laminate.

[LAUGHTER]

**Rachel Morrison:** Coog, coming from football, ran the set like football plays, and it was—it was profound. And, actually, I've used that. Like, there have been a few times now, you know, in directing, whether it's commercial or whatever, where I've done a similar system. Effectively, we taped out the whole platform in a—in a church parking lot, right?

**Ryan Coogler:** We were actually in a—we were actually at a elementary school parking lot, and it was a Catholic school which is next to a church.

**Rachel Morrison:** Oh, wow.

**Ryan Coogler:** Yeah, but it was—it was St. Liz in East Oakland, St. Elizabeth, and it was the school that, that Zinzi, one of our cofounders at Proximity, it was a school that she went to from kindergarten through 8th grade.

**Rachel Morrison:** And that's something that was so special about the film, I'm sure, even more so for you, but it was, like, shooting at your aunt's, shooting at Zinzi's school, shooting at the—you know, the real—the real hospital, the real morgue. There was so much. It was infused with so much both reality of what had happened and the place, but also your experience growing up. Like, to actually bring something home and really embed the home into the work. It was palpable, and you certainly did a brilliant job of reminding us all, you know, why we were there and what we were making.

And taping out the parking lot like the platform, and we figured out exactly where the camera needed to be, what lens we were going to put on it, where the grip, you know, was gonna stand with the solid, where the gaffer was gonna stand, mostly people holding lights in their hands, and really rehearsed the whole thing like theater including the lighting design. That was just unique. Anytime you have a situation that's unique, and you have to solve it in a unique way, then it really brought everybody together, too. Like, to have, you know, limited time and—what did they say about how limits create art? Or—

**Ryan Coogler:** Mm-hmm.

**Rachel Morrison:** You know, I was just shooting a commercial a few weeks ago where, I guess for the first time in a while, it was a lot of things that could only be done once. So it was, you know, cowboys bucking on horses, and the horses could only go once, or speed week with cars going 400 miles an hour. And there was something so thrilling about it, to, like—

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** Goes back to instinct, right? It's like—

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** You get one crack at it.

**Ryan Coogler:** I got—I got goosebumps, with you just talking about it. Yeah.

**Rachel Morrison:** Yeah. And, and that's—I mean, that's how those nights were. Like, we had, you know, one crack at it with very limited time. You know, and, obviously, I mean, we were even shooting on the platform where Oscar was killed so we—you felt him in, in every moment.

**Ryan Coogler:** Yeah.

**Rachel Morrison:** That was memorable.

[18:41 - In Proximity Theme Music by Ludwig Göransson]

**Ryan Coogler:** Yeah. I think you operated every shot in that movie except for the steady cam. And it was probably why I knew you would always be a director. People are very comfortable around you, you know what I'm saying? Like, it's a—you have a confidence but also, like, a humility that, I think, enables people to, like, have their guard down. So it was great. Some of those scenes, Octavia's in the bed, and, and I think Mike and Mel are in this bedroom in this first scene, and it's a lot of—it's a lot of, like, not necessarily like intimacy in a way that we talk about it now, like with intimacy coordinators and these things that have developed, but that film had a lot of people in private moments, you know?

**Rachel Morrison:** Mm-hmm, mm-hmm.

**Ryan Coogler:** And it was great, like, having you right there with the camera, and we could get slim crew-wise. You know, you get the lighting how you wanted it, you know, "Everybody out!" you know what I'm—you know what I'm saying? And it's—you know, and it's us in there making the thing. And I think that went a long way for all of the performances, you know? And I know—I know all the actors left that movie loving you.

**Rachel Morrison:** I—I mean, that is still the thing. Like, as I move into directing, I guess, operating is the hardest thing to give up, and sometimes—I mean, it may not be something I give up. In terms of watching directors who like to be next to the camera versus directors who are away at video village, and when I shoot for directors who are away at video village, the first person that the actor looks at after a vulnerable moment, an intimate moment, is the operator because the director is not standing right there.

So, especially when you're handheld, like, attenuating, you know, the, the emotion and experience of a scene through operating and really trying to, like, dance with the performance, dance with the actor, dance with what they're giving you is—I just think it's such a critical part. And so it's like, when I show up on a set, and the operator hasn't even read the script, I'm just like, how? How can they—how can they dance in the same way? I don't know. There is something really, really magical about being that stripped down and, and just being in a small space with the actors.

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** Yeah.

**Ryan Coogler:** Big time. Yeah, big time.

[20:41 - Good Times by Ludwig Göransson]

**Ryan Coogler:** Rach, how'd you get here? We just talked about how we met. Like, how did you get to that moment?

**Rachel Morrison:** I mean, for me, it started in photography, and it started—I mean, I think it started because I was surrounded by a lot of, let's just call it mortality. And so, you know, photo was a way to capture moments and to, like, attempt to, like, let them live on, you know? And so I started taking pictures really young. Like, there are pictures that are, like, clearly a five-year-old with a—looking up, and nothing's framed quite right. But it—you know, it was making memories, I guess.

**Ryan Coogler:** Who put the camera in your hand, Rach?

**Rachel Morrison:** My mom did. My mom had an Olympus—I think it was an OM-1 or OM-2, and she was, like, the family photographer, which is amazing, although it meant that there are not as many pictures of her as I would like. But, yeah, and then I guess I—I took it from her neck and put it on mine and then never really looked back.

I mean, I feel so incredibly fortunate to have kind of found a passion early and always knew to some extent what I wanted to do. I mean, it became a little muddy when I was choosing between photo and film, but, you know, there are times where I probably could've—I could've gone to some pretty dark places, and I think that the saving grace was that I had this passion, which, you know, a lot of people, whether it's a sport or an instrument, you know, that having something that you love is the thing that really propels you forward, you know, despite all odds, I guess.

**Ryan Coogler:** How did you choose between the moving image and the single?

**Rachel Morrison:** It was so hard. And, you know, in retrospect, kind of like you said, you know, you didn't—you didn't know what you were looking for, but you knew when you found it. Like, in retrospect, I think the distinguishing difference that made me make the choice that I made, although I couldn't have distilled it down to this at the time, was looking at a life of effective isolation. The type of photography I was interested in was actually, like, conflict photography or at least photojournalism. But so that's not—you're not working with a crew. You're not lighting. You're actually—it's a single person and the camera, and it was a life of solitude versus the filmmaking life, which is a collaborative life. And I do—I love people. As much as I—I have social anxiety at times and all of these things, but, like, I'm a people person. I—I get so much from being with people, meeting new people, sharing stories, sharing experiences.

And so I think that was really it, but also it was—the movies that were transformative to me, like I would be sobbing hysterically. And as much as there were photos that made a huge impact and that I can kind of account in vivid detail, they never transported me the same way. And I think, you know, there was something about the ability to really, you know, build empathy through the work or move somebody that I found that film could do that in a way that, that photo couldn't quite get there.

**Ryan Coogler:** It's amazing. And just give us like the—like, a CliffsNotes, like, professional and academic history for you, like how, how you wound up in Los Angeles making—you know, making movies.

**Rachel Morrison:** I—I went to school for photo and ended up tacking on a double major in film, and—

**Ryan Coogler:** What school?

**Rachel Morrison:** I went to NYU.

**Ryan Coogler:** NYU.

**Rachel Morrison:** Yeah. I went to Tisch for photo. And Tisch for photo was incredible because the discipline is, I think, 100 students in the entire four classes within a 35,000-student university. So you have the, the—you basically get the benefits of a small school within a major establishment.

But, yeah, I got out of school and, for a minute, it seemed like I was going to get to do the thing that I loved. Like, I was—I did a documentary in Ukraine, actually, and I did a documentary in Argentina. And I was traveling, and I was shooting, and I was like, this is it. This is the dream.

And then, I think, 9/11 happened, Basically, like, the world imploded, and so did venture capitalism, and, like, there was no work. Like, all of these amazing, artistic endeavors got sidelined, and I ended up in reality television. I was getting paid, and it was so close to what I love, but it was almost the opposite of it. It wasn't at all the stories I wanted to be telling. And so I knew if I didn't do something drastic, I would get stuck there.

And I applied to AFI because it was, you know, to my mind, the gold standard for cinematography. It was also an incredible experience, I think mostly for, I mean, building a skillset but also building the confidence, which I think, especially for a female DP who is by nature the exception to the rule, you really have to come out confident. And I think that's, more than anything, what I got out of AFI, was, like, I felt skilled.

The thing is back in—a million years ago when we all went to school, it was kind of the way to make films because you needed a crew, and you were shooting on film, and it was—like, you, you couldn't make something that looked good on an iPhone or on a DSLR. And so that was—

**Ryan Coogler:** Yeah. Technology didn't exist.

**Rachel Morrison:** Yeah, technology didn't exist.

**Ryan Coogler:** Yeah. Looking back on it, it was such a drop-off from, like, what you would see in a movie or in a commercial or on television or a music video and, like, what you could—you know, what you could have access to, you know what I mean? Like, with prosumer technology.

**Rachel Morrison:** Yeah. But I came out of school with debt, a lot of debt, and ended up sort of back in reality TV because it was the only thing I knew how to do to pay off the debt. And that's the trap with film school. I would say, of my classmates, maybe half, you know, got out, and the other half came out with so much debt that they then ended up back as gaffers or ACs. Or the thing that they were trying to get away from, reality television, ended up being the thing that they needed to get—to get—

**Ryan Coogler:** To pay down they debt.

**Rachel Morrison:** To pay down their debt, yeah.

**Ryan Coogler:** And, and to live.

**Rachel Morrison:** So, after AFI, I ended up on a show called The Hills, which is—what was interesting about it is that we were lighting every day. It was two years straight, basically, of lighting. So it actually was incredibly great practice. There was something else that actually came in really handy at that time, is that I was shooting with multiple cameras.

**Ryan Coogler:** Right.

**Rachel Morrison:** We would always shoot two, sometimes three cameras. And learning how to position the cameras in a way that you could get, it's always going to be a compromise when you're not single camera, but, like, how do you compromise the least? How do you get the closest eye-lines with two cameras? How do you light so you can get the closest—so it actually—there was a lot that came from it that was useful to me, but I wasn't telling the stories I wanted to be telling, and it was breaking my heart a little bit.

So that was a solid two years for me. And then, once I got the—I think it was the private loans paid off, and the public loans had a much better interest rate, I was like, I'm done. I can't. And that was that scary moment. I mean, people talk about putting, you know, their life savings on a—maxing out every credit card to make their first film or whatever that is. For me, that was basically saying, "I'm not going to do this thing anymore." And it was terrifying because it was the only thing that I had ever been paid for.

**Ryan Coogler:** So what was the job that, like, got you on track?

**Rachel Morrison:** Well, I mean, maybe Sound of My Voice because it led me to you. Zal was a—we were in school together.

**Ryan Coogler:** At AFI?

**Rachel Morrison:** At AFI. So it, it actually, you know, obviously paid itself off tenfold in that respect, as well, but, you know, we shot that movie not even on 5Ds because we couldn't get the 5Ds to focus. We shot on 7Ds.

**Ryan Coogler:** So the 5D, the depth of field was too shallow. Is that—is that what was going on?

**Rachel Morrison:** Because we were pulling our own focus. You couldn't even, at the time, really have a focus puller keep up with it. I had to trick the lens open by, like, putting my hand in front. And then, when the lens opened all the way up, you'd lock it so that it could stay on one aperture. I think when we started shooting the movie, they only had 30 frames a second, and then, like day two, they had an update for 24. That's, like, how—

**Ryan Coogler:** You had a firmware updates, yeah.

**Rachel Morrison:** And we were Frankensteining equipment together to be able to hold it kind of like a normal camera.

**Ryan Coogler:** So it's not swinging all over the place.

**Rachel Morrison:** I mean, that, that is the thing you learn. Like, I look at what Sean Baker did with Tangerine on an iPhone, and, like, if the story is good enough, it can transcend the medium.

**Ryan Coogler:** Oh, yeah. Oh, yeah. Or, you know, the other thing you do is you lean into the flaws, you know what I mean?

**Rachel Morrison:** Yeah, embrace it for what it is.

**Ryan Coogler:** I remember watching Sound of My Voice, being impressed by some of the ways you guys used it, you know, because it was so compact. You know, like, it was shots where I went, oh, I wonder how they did that. Oh, yeah, like—you know, the camera was small. Like, they—and that part is, you know, going back to Fruitvale even, us having that limited time, you know, there was, like, a sense of desperation in the performances and then desperation in how he moved. And it ended up becoming, like, an advantage, you know what I'm saying, like, this crazy limitation that, you know, we would sit in prep and say, "Yo, how are we going to do this?" you know, ended up, you know, maybe making the thing better, you know what I mean?

**Rachel Morrison:** Well, and it was that—DLSR time was actually this very unique, very short window before iPhones had gotten everywhere where, like, we stole scenes on a Virgin America flight with the purple light because nobody knew that you could shoot video on these cameras. So, like, that, that didn't last long, but for a year or two, you were—you were holding up a still camera and shooting video, and people didn't realize. And so there were just things you could get away with at the time.

[30:47 - Juno Arp Stinger by Ken Nana]

**Ryan Coogler:** So Sound of My Voice, Fruitvale, you start a working relationship with Rick Famuyiwa, shoot Dope. I remember you shot Cake with Jennifer Aniston. And then comes Mudbound with Dee Rees. You guys form a working relationship. And around that time, I remember you started working with John Ridley. You start directing episodes of television.

**Rachel Morrison:** Mm-hmm. In the same way that Ilyse clocked something that we had talked about and, a year later, put us together, I met John Ridley, I think, with Fruitvale at the Indie Spirits.

**Ryan Coogler:** Yeah, because the year—the year Fruitvale came out was the same year that 12 Years came out.

**Rachel Morrison:** Yeah. And a conversation that we had was memorable enough to him that he altered the course of my life by calling me up and saying, "I want you to direct this thing."

**Ryan Coogler:** Wow.

**Rachel Morrison:** You know, you and Rick and everybody I'd ever shot for, but really you were championing me from the beginning, saying, "You think like a director. You should be directing." I, at the time, was still, you know, being headstrong and resistant about it. But when John called, I knew enough not to look a gift horse in the mouth. Like, that—maybe, maybe that's the result of all the mortality and loss in my life. But, like, when you get an opportunity, you run towards it, not away from it. And so it was all from one conversation.

**Ryan Coogler:** And I would check in with you, and you would—you would show me, you know, episodes you directed of American Crime and shots you designed that you were really excited about. And then we got to work together again on Panther.

**Rachel Morrison:** Wait. Actually, I want to—one other thing about Panther, I mean, when you look at your life in retrospect, right, and this is—I know for all the, like, the younger listeners, when I couldn't do Creed with you because Wiley was due right in the middle of the shoot—

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** We had been talking about it for ages, and then, you know, you called me with the dates, and I was like, "Oh, fuck." And you knew. Right away, you knew. But when I couldn't do Creed with you, I thought my career was done. As an independent cinematographer, like, you just—you pray, A, that, like, any of your films will have some level of traction, that your director maybe gets a shot to make something a little bit bigger, and then you pray that they'll take you with them, which, you know, a lot of directors don't have the tenacity or don't have the stronghold or whatever it is.

And, and here you were fighting to take me with you on Creed, and then I couldn't do it because of Wiley, and I thought I was done.

**Ryan Coogler:** That's crazy.

**Rachel Morrison:** I mean, it's also a testament to you that you somehow convinced Marvel to hire me without the $40-million stepping ground and basically, I made this leap from, you know, $10 or $15 million to whatever we had on Panther, a lot more than that.

**Ryan Coogler:** What did you guys have on Mudbound?

**Rachel Morrison:** $9 million.

**Ryan Coogler:** Damn. I never thought about that. But it wasn't, like, a difficult thing. They were—they were right, you know what I'm saying? Like, to, like—

[LAUGHTER]

**Rachel Morrison:** I mean, I'm thankful every day that we met and that you put me up for all of it.

**Ryan Coogler:** It was a crazy shoot. It was nuts. I thought we was going to get fired every day, you know what I mean?

[LAUGHTER]

**Rachel Morrison:** I think we all did.

[33:52 - Prox Stinger Beat by Ken Nana]

**Ryan Coogler:** You know, shortly after that, boom, you're like, "Hey, I'm about to maybe do this boxing movie." So talk about—talk about The Fire Inside. Talk about how you got it and how you made this transition and what it was like.

**Rachel Morrison:** Well, I'd been reading things for a long time, looking for something that felt necessary. I mean, I can't think of a better term for it. Like, I just—you know, as much as I love to be entertained, I do think, you know, we have a responsibility to take the skillset that we have and use it for good and that we have an opportunity to use filmmaking to kind of, I don't know, say something. And so, when I read Barry's script—

**Ryan Coogler:** Barry Jenkins.

**Rachel Morrison:** Sorry, yes. Barry Jenkins and Elishia Holmes, who are—both are producers, and then Barry Jenkins was also the screenwriter, sent me the script for what was, at the time, Flint Strong, and is now The Fire Inside. He had always wanted a woman to direct. He, I think, had me in mind. I don't know at what point, but they brought it to me, and it just made sense.

I mean, first of all, I think Claressa's a badass, and I think it's crazy that nobody knows who she is. I mean, she's arguably the best female boxer ever, certainly one of the top. And so I just felt like her story deserved to be out in the world. And I was excited to do the thing I hadn't done, which is the post-production side, right?

Like, as a cinematographer, you're deeply embedded in prep, you're deeply embedded in the shoot, but then the second principal photography wraps, you're like, I hope this thing continues on the journey that we, you know, set it off on together. You hope that the director doesn't, you know, play too schmaltzy a score or make the three-and-a-half-hour movie that nobody wants. Like, you have no control. You totally give this thing up and just hope that it gets raised well.

And I think there was a part of me that was like, I'd love to actually, like, raise the child myself, and, like, you know, choose the music myself, and make some decisions in the post. And I tend to love things that I don't know already. I think I—I was yearning to learn again.

**Ryan Coogler:** It's a great feeling, learning, right?

**Rachel Morrison:** It really is. It really is. And so that part of it was exciting and not too terrifying. Working with actors in a way that I had never actually worked with them was terrifying. I didn't go to film school for directing. I didn't take the directing courses or read the directing books. I was always camera, camera, camera, you know, visual storytelling.

And so I did do some of those things. I took a couple of classes. I read a couple books. But you really have to experience it for yourself.

**Ryan Coogler:** What was it like? Talk to me about that first day on set.

**Rachel Morrison:** So the first day on set was exhilarating and terrifying and all of the things. It also was a night scene with small children, which is not how you should start any movie.

**Ryan Coogler:** Woowee. Yeah.

[LAUGHTER]

**Rachel Morrison:** But then, you know, if you can survive that, then you're—then you're coasting for the rest of the film.

**Ryan Coogler:** Yeah. Yeah, oof, that's how we started Panther and Fruitvale, night scene with kids.

**Rachel Morrison:** I wonder what that is, like why that always ends up first.

**Ryan Coogler:** I mean, it's, it's nice to start with something crazy challenging, too, though, you know what I'm—you know what I mean? Like, you get to dive right in. But let me ask you this. What was the first day of post like? How did you find it? Did you find that you liked it, or did you find that it was not what you thought?

**Rachel Morrison:** Well, I mean, this—this film was such a unique story, as you know. Like, we, we started the film pre-pandemic. We shot two days. They went incredibly well, which is probably why we still have a movie today. The world shut down. We spent two years, you know, trying to get the movie back off the ground. Managed to get it back off the ground, which is a miracle, but with some pretty major changes in the interim. One of our lead actors wasn't able to come back after the pandemic, just scheduling and some other reasons, and, you know, there are a lot of things that I now look back on, like, oh, things happen for a reason.

**Ryan Coogler:** Oh, yeah.

**Rachel Morrison:** Like, I ended up with the actor that I had wanted for the role in the first place. I mean, the other actor did an incredible job and is also part of the reason why we still have a film, but now I have Brian Tyree Henry, who's just—like, he's magic.

But when we got re-greenlit, there was this idea that we could just hit the play button. And nobody had accounted for inflation. Crew rates had gone up. Materials had gone up. Locations had gotten expensive. And so the first thing I had to do to even be able to make the movie was cut the movie. This was before shooting. I had to cut every scene that wasn't holding the movie up just to be able to get the new greenlit.

And so the interesting thing is that the assembly cut was an hour and 51 minutes. The edit was the already trimmed version of the movie. Like, there was no fat left. I think some people have this, like, choose-your-own-adventure, wealth-of-riches situation, and it's: how do you pare down three and a half hours into 90 minutes? There's one very short scene on the cutting room floor, and otherwise, the assembly cut basically is the movie.

**Ryan Coogler:** Is what you shot.

**Rachel Morrison:** Maybe one or two things got shifted in order, and then it was just about nuance. And I would say, for the most part, I loved—I loved the process. Sitting in an editing room all day is really hard for me. By the end, I think we had a pull-up bar across the door jamb, and, like, at reel changes, we would do push-ups, and, like, I'd need to run around the block. Like, I just get restless. I have too much energy to, like, sit in a room for, you know, many hours straight a day.

So I learned that about myself, and I'm not surprised by it. But, like, where some directors like to sit with their editor through every moment and watch every iteration of every change, I think I quickly learned that, like, for my own, like, sanity, I was better off giving my editor notes, taking a walk, coming back, and, like, learning that that's just a better way of working for me.

And my editor, Harry Yoon, is, like, the best. I really lucked out. He's a dream.

**Ryan Coogler:** That's amazing. Are you ready for this next stage that nobody tells you about?

**Rachel Morrison:** No. I mean, I'm terrified. No. To be honest, in all of the years that you and everybody else was saying I should direct, I think the thing holding me back the most was this next stage. I just—I've never wanted to be front and center on a thing. The nice thing about being the DP is you actually—you do have a decent amount of power, but you're not in the spotlight. Like, the red carpet terrifies me. Having to dress up terrifies me. Having to speak in public terrifies me. Like, having to answer things off the cuff terrifies me. And being the face of a thing terrifies me. Like, in the past, like, I've been very fortunate that a lot of the movies that I shot, that I chose, did succeed and, and were well received.

But there have been a few that didn't quite work, and even in those moments, oftentimes, it was like, "But the cinematography is the saving grace of this movie," or, "But the cinematography really shines," and you can still dodge that bullet.

**Ryan Coogler:** Yeah, yeah.

**Rachel Morrison:** And, suddenly, it's like you can't run away from it.

**Ryan Coogler:** I always look at it like, for your own sanity and from experience, like, your actors are still going to be front and center. That will be who your average moviegoer cares about and, like, wants to hear from, you know what I mean?

**Rachel Morrison:** Mm-hmm.

**Ryan Coogler:** People like us, you know what I'm saying, like the cinephile who, who, like, wants to know, like, "What was—what was on the director's mind," you know what I'm saying? Like, it is—it is far fewer of us than we think, and that's the thing. Like, I always joke, but, like, the best director in the world is like a D-list celebrity. You know, your average person ain't really tripping, you know what I'm saying? I try to remind myself of that, like, you know, when I’m going into the press and these other things.

**Rachel Morrison:** Yeah.

**Ryan Coogler:** If I'm on the red carpet, I'm usually on the red carpet next to a movie star, you know what I'm saying? And that's—that's what everybody's gonna look at. Just be honest and present, and, and when you feel like you got to get up and move—you know, it's a—it's a bunch of press in there. Say, "Hey, I need five minutes to walk around," you know what I mean? Take it, you feel me? And then come back. But I think you're going to do—you're going to do great.

**Rachel Morrison:** I appreciate that. I—I think if there's 99 great reviews and one bad one, it's gonna sting in a way that I am not used to. And, and I don't have a particularly thick skin. I know I'm going to have to grow it, and that is part of what I am challenging myself to do, you know, is you really just have to put yourself out there and know that, I mean, art is subjective, and not everyone is going to love the same piece of art. But I—I definitely can see myself—you know, this is my baby now. I mean, it was always my baby. I was always incredibly committed to and proud of the work that I did as a DP, but I've been raising this thing for a long time.

**Ryan Coogler:** Yeah.

**Rachel Morrison:** So I think everything's just going to take on a little more weight.

**Ryan Coogler:** Yeah, no question. No question. I was talking to a really dope artist friend of mine—writer—who was saying, like, they're about to release a new piece, and they was saying they not reading the reviews. You know, he said he going to put the work out. He's going to put his work out, let that talk, and kind of be done with it. That was powerful.

So I would say, like, try not to leave yourself open unnecessarily. You did great work. I've seen the film. You can trust in that you did your absolute best, and I think what you made is beautiful.

**Rachel Morrison:** I feel cautiously optimistic, also, because it's a studio, and they've tested it, and I have a sense of, like, I think it's going to really resonate for people, but for the people who it doesn't, like, all that matters to me is that Claressa feels like we did justice to her and her journey. You know, and Jason, like, I'm so excited. I mean, Jason's sort of the unsung hero, but he's still coaching kids at Berston for free. Well, he works a cable job, and there's a movie about his life coming out on, you know, I don't know, 1500, 2000 screens.

**Ryan Coogler:** Beautiful.

**Rachel Morrison:** I'm excited for that.

[43:52 - Prox Recs Theme by Ken Nana and Ludwig Göransson

**Ryan Coogler:** This is our Proximity Recs section, Prox Recs, where we recommend something for listeners. It could be anything that inspires you as a creative. It could be a book, it could be a movie, a TV show, a podcast, a quote. It could be—it could be anything. You know, is there anything that you—that you engaging with right now that's inspiring you, Rach, that you would recommend?

**Rachel Morrison:** Yeah. You know, I've thought about it in relation to what I assumed we'd be talking about, and I read this book before I started the journey of directing, and I'm about to read it again before I put this baby out in the world. It's a book by Brené Brown called Daring Greatly, and it's about the power of vulnerability. And it starts with a Teddy Roosevelt quote, "It is not the critic who counts, not the man who points out how the strong man stumbles or where the doer of deeds could've done them better. The credit belongs to the man whose actually in the arena, whose face is marred by dust and sweat and blood, who strives valiantly, who at best knows, in the end, the triumph of high achievement and who, at worst, if he fails, at least fails while daring greatly."

**Ryan Coogler:** Wow. That's beautiful.

**Rachel Morrison:** So yeah, make yourself vulnerable.

**Ryan Coogler:** Yeah. I love it. I'm going to recommend a book that's a collection of short stories that Stephen King just dropped. It's called You Like It Darker. It's, it's great to see, like, a bestselling author like King switch off into short stories and go back and forth. And some of these stories are, like, like a couple pages long, and it's really sharp and fun. It's the last thing that I've read for pleasure.

And pairing with that, it's a podcast called The Kingcast. It's a couple of Stephen King fans who, who get other Stephen King fans to come on and talk to them about they favorite Stephen King books. So that's just, like, a little nerdy thing to recommend. Not as elevated as Rach, but I bring the dessert to the meal, you know what I'm saying?

**Rachel Morrison:** Not true.

**Ryan Coogler:** Thank you again, Rachel Morrison, director/cinematographer extraordinaire. Congratulations on finishing your film, The Fire Inside. Beautiful journey, and I feel like I was court-side for all of the ups and downs, and honestly, I always knew this moment that's coming in a few days was going to come, and it was going to be right. I'm so proud of you, and I'm so grateful to you for joining us on In Proximity.

**Rachel Morrison:** Oh, man, thank you. It's been such an honor to watch you grow, too. I mean, we were babies together, and to see all the incredible things you've done and are continuing to do, and really just to be on this journey called life together is such an honor.

[46:33 - In Proximity Theme Music by Ludwig Göransson]

[VOICEOVER]

**Paola Mardo:** In Proximity is a production of Proximity Media. If you like the show, help us spread the word. Send a link to your friends and loved ones. Follow, rate, and review In Proximity on Apple Podcasts, Spotify, or your favorite podcast app, and follow us on social media. We're @ProximityMedia on Instagram, TikTok, Twitter.

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In Proximity executive producers are Ryan Coogler, Zinzi Coogler, Sev Ohanian, and Paola Mardo. That's me. Our theme song and additional music is composed by Ludwig Göransson.

Caitlin Plummer is our Producer. Celine Mendiola is our Associate Producer. Our editors are Cedric Wilson and Judybelle Camangyan. Ken Nana is our Sound Designer and Mix Engineer. Isabella Miller is our Production Assistant. Alexandria Santana is our Social Media Coordinator.

Special thanks to all the other folks who help make this show possible, the whole Proximity Media team, and to you for listening to In Proximity.

That’s a wrap on season two. Stay tuned. We’ll be back again soon.

[VOICEOVER ENDS]

[In Proximity Theme Music by Ludwig Göransson]

**Rachel Morrison:** I went to NYU.

**Ryan Coogler:** NYU. And what was life like for you? You was riding around on your—on your motorcycle and shit, right? It was—like, paint the picture, you know what I mean?

**Rachel Morrison:** Oh, my god. Oh, my god. Paint a picture. I was—I was riding around on a motorcycle in raver pants, which is, like, it doesn't get any less safe than that, and a leather jacket and a lip ring, and I thought I was a badass. Rach, my wife, jokes that, like, I think the world is my living room, but I've always been a little bit just kind of my own weird rule-breaker.