



Production Notes

THE WOMEN

Directed by Diane English

Starring
Meg Ryan
Annette Bening
Eva Mendes
Debra Messing
Jada Pinkett Smith

Release date: October 23, 2008

Running time: 114 minutes

Rated: PG (Mild sexual references, coarse language and drug references)

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MEG
RYAN

ANNETTE
BENING

EVA
MENDES

DEBRA
MESSING

JADA
PINKETT SMITH



It's all about...**THE**
women

Written for the Screen and Directed by Diane English

CARRIE
FISHER

CLORIS
LEACHMAN

DEBI
MAZAR

WITH BETTE
MIDLER

AND CANDICE
BERGEN

PICTUREHOUSE PRESENTS IN ASSOCIATION WITH INFERNO AND DOUBLE EDGE ENTERTAINMENT AND SCION FILMS A JAGGED FILMS AND INFERNO PRODUCTION WITH SHUKOVSKY ENGLISH ENTERTAINMENT MEG RYAN ANNETTE BENING EVA MENDES DEBRA MESSING JADA PINKETT SMITH "THE WOMEN" WITH BETTE MIDLER AND CANDICE BERGEN CASTING BY AMANDA MACKEY, C.S.A. & CATHY SANDRICH GELFOND, C.S.A. MUSIC BY CHRIS DOURIDAS MUSIC BY MARK ISHAM EDITOR TIAN NOLAN COSTUME DESIGNER JOHN DUNN PRODUCTION DESIGNER JANE MUSKY DIRECTOR OF PHOTOGRAPHY ANASTAS MICHO, A.S.C. EXECUTIVE PRODUCERS JIM SEIBEL JOEL SHUKOVSKY BOBBY SHENG JEFF ABBERLEY JULIA BLACKMAN JAMES W. SKOTCHDOPOLE BOBBERNEY CAROLYN BLACKWOOD PRODUCED BY VICTORIA PEARMAN MICK JAGGER BILL JOHNSON DIANE ENGLISH BASED ON THE PLAY BY CLARE BOOTHE LUCE AND THE 1938 FILM "THE WOMEN" SCREENPLAY BY ANITA LOOS AND JANE MURFIN WRITTEN FOR THE SCREEN AND DIRECTED BY DIANE ENGLISH

INFERNO

JAGGED
FILMS

NEW LINE CINEMA
A Time Warner Company

BASED ON THE
PLAY BY CLARE BOOTHE LUCE

AND THE 1938
FILM "THE WOMEN"

SCREENPLAY
BY ANITA LOOS AND JANE MURFIN

WRITTEN FOR THE SCREEN
AND DIRECTED BY DIANE ENGLISH

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SCION

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TheWomenTheMovie.com

THE women

PRODUCTION NOTES

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SYNOPSIS

What happens when you combine a brilliant, all-female, all-star cast, headed by Meg Ryan and Annette Bening; celebrated comedy writer/director/producer Diane English ("Murphy Brown"); and a classic story about a circle of New York friends? The answer is *THE WOMEN*, a smart, sparkling comedy about contemporary womanhood and the power of female relationships. Based on George Cukor's 1939 film and Clare Boothe Luce's 1936 stage play, *THE WOMEN* whisks us into a busy pocket of Manhattan society, where the publishing, fashion and finance industries play. At the center of the tale is Ryan's character, Mary Haines, a thoroughly modern woman suddenly confronted with an age-old dilemma: a cheating husband. The ladies in her life swiftly rally to Mary's side, led by her best friend, Sylvie Fowler, a dynamic magazine editor played by Bening. But when Sylvie betrays Mary in a Faustian bargain, the entire group is shaken to the core – and two women face the most painful breakup of all - their friendship.

Like its predecessors, *THE WOMEN* unfolds in an entirely female world; men are richly portrayed, but are never seen onscreen. Making her feature debut, English creates a multi-generational tapestry that encompasses post-feminist baby boomers, post-menopausal women and pre-teen girls. Fittingly, *THE WOMEN* boasts one of the most impressive rosters of female actors ever assembled in one film. Joining Ryan and Bening in the principal cast are Eva Mendes, Debra Messing, Jada Pinkett Smith, Candice Bergen, Bette Midler, Cloris Leachman, Carrie Fisher, and Debi Mazar. The supporting cast includes superb veterans Joanna Gleason and Lynn Whitfield as well as fresh young faces Tilly Scott Pedersen and India Ennenga.

In creating a 21st Century version of *THE WOMEN*, English maintains the wit, pacing and outrageousness of the original while reflecting the immense changes to women's lives since the 1930s. And while Luce's play was a poison pen letter to the society women she loathed, English's film is a valentine to today's woman, an appreciation of her efforts to navigate a complex web of choices, roles and responsibilities. English's women are a diverse lot, professionally, economically and ethnically; not all of them are married, nor are all of them heterosexual. What they are is funny, enterprising, and very protective of their own. *THE WOMEN* portrays their troubles and triumphs with a gimlet eye and generous heart; it is a comedy of both style and substance.

Mary Haines (Meg Ryan) appears to have a perfect life: a beautiful home in Connecticut, a lovely 12-year old daughter, a successful Wall Street honcho husband, and a part-time career as a designer for her father's clothing company. Mary not only seems to have it all, she seems to do it all: whether it's planting perennials in the garden; following in her mother's footsteps as co-chair of a Central Park women's committee; or personally doing the cooking for a benefit luncheon, despite having the full-time help of her beloved housekeeper Maggie, (Cloris

Leachman) and a nanny, Uta (Tilly Scott Pederson). If she's a little frazzled at times, who can blame her?

One thing Mary can always count on is the wonderful company of her girlfriends, like her best pal, style maven Sylvie Fowler (Annette Bening). A woman of impeccable chic and rapier wit, Sylvie is happily single and at the top of her field as the newly-installed editor of the venerable women's magazine CACHET. Mary and Sylvie's close-knit circle also includes Edie Cohen (Debra Messing), an eccentric mother-hen to her girlfriends as well as her ever-expanding brood of children. And then there's humor essayist Alex Fisher (Jada Pinkett Smith), a glamorous ladies' lady with her own special gift for telling people the last thing they want to hear.

But for these longtime friends, all hell is about to break loose. The trouble starts at in the Beauty Salon at Saks Fifth Avenue, of all places, where Sylvie sits down with the hot new manicurist in town, Tanya (Debi Mazar). Within moments, chatty Tanya is spilling the beans about the store's resident gold-digger, a perfume "spritizer girl" named Crystal Allen (Eva Mendes) who has landed one very big, married fish: a Wall Street tycoon named Stephen Haines. The anguished Sylvie finds herself in a dilemma, one that soon spreads to her girlfriends: what, if anything, to tell Mary? But before the friends can come to an agreement, Mary – who has just been fired from her job by her own father – ends up getting a manicure at Saks. From Tanya.

Mary's female comrades close ranks around her, each offering strong opinions about what she should do. Ultimately, Mary decides to heed the advice of her mother Catherine (Candice Bergen), an irreverent parent who has grappled with any number of life issues, from straying husbands to aging. Together, Mary, Catherine and Mary's daughter Molly (India Ennenga) take an all-girl break at Catherine's summer cottage in Maine.

Meanwhile, Sylvie is having her own troubles at work, where her efforts to remake CACHET have yet to yield much success. With her dream job in danger, Sylvie tries to recruit famed gossip columnist Bailey Smith (Carrie Fisher) to write for the magazine. But Bailey – who is penning an exposé of Wall Street marriages – drives a hard bargain, with a nasty price: Mary's privacy. Backed into a corner, Sylvie chooses career over her best friend.

For Mary, Sylvie's betrayal is the cruelest blow of all. She cuts Sylvie out of her life and embarks on an extended period of soul-searching, with detours for sloppiness and sugar. Eventually, she lands at a women's health camp high in the Berkshires, where she meets Leah "The Countess" Miller (Bette Midler), a flamboyant, reefer-loving Hollywood agent, whose buoyantly pragmatic philosophy proves inspirational.

Returning to New York, Mary begins to reconnect with the woman she has always been, but lost sight of in trying to be all things to all people. She finds a fresh clarity about what, and who, matters most to her in this world. That understanding will prove crucial on the day she comes face to face with the person who hurt her most deeply, but whose absence she feels most keenly: Sylvie.

And so it is with a new sense of certainty that Mary Haines strides forward into her new life. She knows what she wants, and with a little help from all the women in her life, she's going to get it, too.

ABOUT THE PRODUCTION

In 1994 Diane English, the award-winning creator/writer/producer of the landmark sitcom "Murphy Brown," read an article in *Variety* about a potential remake of *THE WOMEN*, the classic 1939 comedy directed by George Cukor at MGM. Based on the hit 1936 play by Clare Booth Luce, the film told the story of a wronged society wife and her circle of friends. It boasted an all-female cast of stars, including Norma Shearer, Joan Crawford, Rosalind Russell, Paulette Goddard and Joan Fontaine.

The article piqued her interest and got her thinking. "I remembered the old movie and how exciting it was to see all those great actresses up on the screen together. And how fun it was that there was not a man in sight," English remarks. "But I also remembered that the movie had very old-fashioned ideas that were in great need of updating."

The film and play were very much products of their era, when women were expected to pursue marriage first and foremost. More specifically, the original works focused on a particular milieu – Manhattan high society – which Luce first skewered as a writer/editor at the magazine *Vanity Fair*. Luce, who married powerful *Time* magazine publisher Henry Luce in 1935, had a field day with Gotham's leisure set with "The Women," her second play. The film's screenplay, by Anita Loos (the novel "Gentlemen Prefer Blondes") and Jane Murn, maintained Luce's acerbic perspective.

"The original play and film were written as a poison pen letter to shallow society women who would stab each other in the back over a man," says English. "It was catty and incredibly fast paced and had a real rapier wit. I had to figure out a way to shift the focus. I wanted to celebrate women, but still try to preserve the hallmarks of the original, which included the biting wit."

Her strategy was to keep the underlying story, about Mary Haines, a happily married woman who discovers her husband is having an affair with a salesgirl named Crystal Allen. But she broadened the spectrum of women who comprise Mary's circle of friends and family, creating characters of different backgrounds, generations, professions, marital status and sexual orientation. Mary herself is a very recognizable contemporary woman; bright and accomplished but also over-extended, with a part-time career in fashion, a prominent role in charity committees, and a strong inclination to try to please everyone. Edith Potter, a mother of six who pretends to dislike gossip, became Edie Cohen, a nurturing, artistically inclined mother of four. The original film's sole bachelorette, the sardonic plain-Jane writer Nancy Blake became Alex Fisher, an acclaimed humor essayist and sexy lesbian playgirl.

Perhaps most critically, English re-invented the character of Sylvia Fowler, Mary Haines' best friend. As portrayed by Rosalind Russell in the Cukor film, Sylvia was a catty society wife with a penchant for collecting and spreading gossip. English transformed Sylvia into Sylvie Fowler, a happily single top magazine editor who has been Mary's devoted best friend since college. In the original, Sylvia gleefully stirs the pot of Mary's troubles; in English's telling, Sylvie's betrayal of Mary's privacy is part of a Faustian bargain she makes reluctantly and regrets profoundly.

In describing her approach, English explains, "I wanted to turn the film into a love story between two straight women. The original is all about whether Mary Haines will reconcile with her husband, who betrayed her trust. In my version, I want the audience to care more about whether Mary Haines will reconcile with her best friend Sylvie Fowler, who also betrayed her trust."

But there was one original aspect of the film and play that English wouldn't touch: there would not be a single man onscreen. That became a stumbling block as English sought to bring her script to the screen. Says English, "It was difficult to get this film made because it's an all-female cast and today movies don't really serve the female audience. The movie business caters to young men who have demonstrated their willingness to go to the movies in large numbers, often seeing a film over and over. Once in a while there's a *SEX AND THE CITY* and everyone sits up in shock and says, 'Wow, women actually will go to the theatres in large numbers!' And then they forget very quickly and we have to start all over again. So it became a personal mission of mine to try to change that way of thinking. The more people who told me to walk away, the more determined I became."

That determination finally paid off in 2003, when English hosted an all-girl get-together – a viewing party for the television series "*Sex and the City*," as it happens – at her home in Martha's Vineyard. One of the guests was producer Victoria Pearman, who came with a mutual friend.

Pearman was a fan of English's work, and knew that she had written an updated version of *THE WOMEN*, which had yet to make it into production. "It was such a good project and I couldn't understand why it had stalled," the producer recalls. At Pearman's request, English gave her a copy of the script. "I read it and fell in love with it," reports Pearman. "I asked Diane, 'Is there anything I can do to help?' And she said, 'Well, what are your ideas?' I told her a couple of ideas about financing, what I would've done. She said, 'Well, would you do it?' And I said, 'Sure,' just as a girlfriend. And then she says, 'No, no, I mean, officially – would you come on board as a producer?'"

Pearman and Mick Jagger formed Jagged Films several years earlier and made the Rolling Stones/Martin Scorsese film *SHINE A LIGHT* for Paramount in the same year

as *The Women*. "Mick was incredibly enthusiastic about *The Women*", says Pearman, "and completely got behind the project." With Jagger's blessing, Pearman took the script to financiers and international sales company, Inferno who were equally enthralled and the partners, Bill Johnson and Jim Seibel, came on as producer and executive producer, respectively. "That summer," says Pearman, "I was at my home in Martha's Vineyard, and I shamelessly pitched the project to Bob Berney of Picturehouse who was visiting the island for a mutual friend's birthday party. He loved the idea." After meeting with Diane English back in Los Angeles, Berney agreed to distribute the film. "It was very serendipitous," added Pearman, "as New Line was then the parent company of Picturehouse, so it made perfect sense and we were able to keep the film in the Time Warner family. We had the blessing of Bob Shaye and Michael Lynne, the founders of New Line. Carolyn Blackwood at New Line was instrumental in getting the project up and running with so many complicated elements and multiple partners. We could not have done all this without her and the complete support of Jeff Berg and Hal Sadoff at ICM, who were instrumental in making an unprecedented deal with Dove to be co-financiers of the film, promoting their "Campaign for Real Beauty". Now the next phase could get underway: casting.

In the mid-1990s, there had been a period of momentum for English's version of *THE WOMEN* and different actresses had been in discussions about leading roles. Among them was Meg Ryan, whose unique ability to shift easily from comedy to drama made her a natural choice for the complex role of Mary Haines. More than a decade after those initial talks, Ryan reaffirmed her commitment to *THE WOMEN*. The actress appreciated English's take on the film as a love story between two straight women, Mary and her best friend, Sylvie. "This movie is about what happens when girlfriends break up," Ryan observes. "It's sometimes a lot worse than when a male-female relationship breaks up. I thought it was interesting to make a movie about that."

Annette Bening was cast as Sylvie Fowler, the other partner in the film's central love story. The combination of English's screenplay, the subject matter and the chance to work with Ryan made *THE WOMEN* too good to pass up. Says Bening, "I thought Diane's script was very funny and smart and insightful about women: a really good piece of entertainment. I knew that Meg Ryan was going to be doing it, and I liked the character, Sylvie, who's a businesswoman and a real wise-cracker. I've never done a film quite like this, and I just relished the idea. It is definitely a comedy, but it's really about something very deep, which is how women connect to each other and take care of each other."

Eva Mendes was cast as Crystal Allen, the slithery shopgirl who gets her hooks into Mary's never-seen husband. Mendes admits to some initial trepidation about immersing herself in Crystal's cut-throat skin. "Crystal's exactly the kind of woman that I'm scared of; she uses everything she has to get what she wants," Mendes

remarks. "At first it was a little hard getting into her. And then Annette said, 'Have fun, just go for it.' I thought, 'Yeah, that's right.' Crystal's just doing what she thinks she needs to do to survive. After that, I had a lot of fun with Crystal and fell completely in love with her."

Debra Messing portrays Edie Cohen, a doting mother forever in search of the perfect creative outlet. When Edie is first introduced, she's busy playing with her little girls – and Messing brought something of herself to the part. "I have a clown nose that I brought in to show Diane," the actress recalls. "I said, 'I knew you wouldn't believe me that I actually had one. But I have one and my son has one. And we walk around the apartment in New York City with our matching clown noses on.' Diane loved it, and it ended up in the film."

Jada Pinkett Smith took on the role of Alex Fisher, the acerbic, highly opinionated writer who finds herself at loss for words during the film's antic climax. "Alex has this real tough exterior but when things get down to what I'd call 'the real deal,' she completely loses her cool. She becomes this big 'ol softie," says Pinkett Smith. Like her co-stars, the actress was eager to be part of a film that was all about women, and made by women. "I met Diane and Victoria and just fell in love with them. I want to support female directors and women who want to direct; there needs to be more of us behind the scenes. Diane had wonderful vision, a stellar cast, and it was THE WOMEN. I was like, 'Absolutely! I'll be a part of this.'"

A dazzling roster of comic actresses joined the ensemble in supporting roles. Cloris Leachman plays Mary's no-nonsense housekeeper Maggie, who tries (in vain) to remain emotionally detached during her employer's time of crisis. Carrie Fisher portrays Bailey Smith, a merciless gossip columnist who manipulates Sylvie into betraying her best friend. Bette Midler plays the Hollywood mega-agent Leah "The Countess" Miller, a woman of many marriages and no regrets. Debi Mazar plays chatty Saks Fifth Avenue manicurist Tanya, who opens a world of trouble when she begins gossiping about her co-worker Crystal.

Mazar had auditioned for the role of Tanya back in 1995; she was delighted when English phoned her over a decade later. "Diane English offered me the part of the manicurist after all those years," the actresses marvels. "I had morphed two times with pregnancy, but she had faith in me." Mazar's character has become a beauty celebrity thanks to her custom colors and a big fan named Madonna. In real life, Mazar and Madonna have been good friends since the singer came to Manhattan as a young unknown. Tanya's connection to Madonna came as a surprise to Mazar, one she loved. "For me to play Tanya and talk like a young Madonna fan was funny and fantastic," she enthuses. "I got to channel all the gals I knew who were like Tanya – who I always hooked up Madonna concert tickets for the past two decades!"

There was another actress who pledged her support to English and *THE WOMEN* from the beginning: Candice Bergen, who starred in English's "Murphy Brown" for its 10-year run. Bergen dispenses copious wit and irreverent wisdom as Catherine Frazier, Mary Haines' mother. In a felicitous bit of symmetry, Bergen played Ryan's mother in *RICH AND FAMOUS*, the final film from George Cukor, director of 1939's *THE WOMEN*. Says Bergen, "It was Meg's first job. She said she was terrified, but of course at the time who knew? And Meg's wonderful to work with, so alive and so detailed."

Bergen applauds English for creating a film that retains the spark of the original while speaking to contemporary audiences. Says Bergen, "I had very high expectations, since it's Diane. Because it is an issue: is the story still relevant so many years later? And, the way it's written, it is. She's done a wonderful job of adapting *THE WOMEN* to the present."

Assembling the cast for *THE WOMEN* was not a quick process, given the intricacies of the actresses' personal and professional schedules. But it could not have worked out better, affirms English. "I couldn't be more thrilled with this cast. Meg was with it from the beginning. Annette was dream casting to step into the Roz Russell part. Eva really had some big Manolos to fill, in that she took the Joan Crawford part. The great thing there is that she is so funny, you can't fully hate her. As far as comic timing, there is no one like Debra Messing. An ensemble always needs that kind of comic glue. Jada will make everyone say, 'Why isn't she doing more comedy?!' She is so funny in this. Candice, of course, is my muse. I told her I could not make the film without her in it. Cloris nearly steals the movie at age 82. Debi Mazar auditioned for her part ten years ago and ten years later gets the call! Carrie has a great cameo as a gossip columnist and plays her entire scene on an elliptical trainer. And Bette is just the icing on everyone's cake. Audiences start giggling the minute she comes on screen."

THE WOMEN also features two talented young actresses as members of the Haines' household: young India Ennenga portrays Ryan's daughter, Molly, a bright girl about to enter the minefield of her teens; and Danish actress Tilly Scott Pederson plays the Haines' nanny, Uta, who is enthralled by supermarket tabloids. Rounding out the ensemble in small but critical roles are esteemed veterans Joanna Gleason as a society matron, and Lynn Whitfield as a Saks Fifth Avenue fashion buyer.

Prior to the start of production last summer, English gathered her primary cast – Ryan, Bening, Mendes, Pinkett Smith and Messing – at her home for five days of rehearsals and simple hanging out. "I wanted the cast to appear onscreen as if they had known each other forever. I wanted that interaction to ring true, to be authentic. By the end of those five days we had really spilled all of our personal stories, and formed lifelong bonds. We read the script aloud the first day and then just let it settle in while we all went shopping. Then we attacked it the following day, going

scene by scene, discussing the intention, throwing in our two cents, improvising some things. I did my final rewrite based on that rehearsal period. So by the time we got on set and faced our incredibly short shooting schedule, everyone was prepared. Everyone knew their characters, was invested and knew what they had to do. It was great."

THE WOMEN began production on August 19, 2007 in Boston, and filmed for 36 days in Massachusetts and New York City. The behind-the-camera team included the gifted director of photography Anastas Michos, ASC (MONA LISA SMILE), who hired a largely female crew; production designer Jane Musky (HITCH), editor Tia Nolan (BEWITCHED), and costume designer John Dunn (I'M NOT THERE).

An atmosphere of calm and camaraderie prevailed, recalls Pinkett Smith. "There was communication without a lot of words because we're all women; we're married, we have children. It was a really nurturing environment; we'd be on the set and in the make-up trailers, telling stories about our husbands and our kids. It was a lot of fun."

In part the relaxed tone was set by English, who earned the nickname "Unflappable." English credits the intensive rigors of television production with giving her solid footing for her first feature. "Running a half hour television comedy is a real test of endurance; you have to write scripts, give direction, cut last week's episode and plan next week's, all at the same time," she notes. "And if you're successful, the show goes on for ten years and there's no let-up. So it was really fantastic preparation. It's all about decision-making and having confidence in those decisions. Or the confidence to say, I don't know, I need some help. That's probably the most important thing."

Leachman, who has worked with directors including Mel Brooks, Peter Bogdanovich and James L. Brooks, praises English for her skill and equanimity. "Diane was exceptional. Just the most gentle, easy person," says Leachman. "I had great fun making the film. The first scene I did, there were about six of us; just to stand there with these extraordinary actresses – and they're extraordinary women – was tremendous. And we worked very hard; we wanted it to be wonderful, because Diane gave us such wonderful material."

Fans of the original film will find certain beloved touchstones intact, including a talismanic nail varnish, a dressing room confrontation, and a glamorous fashion show, in this case attired by celebrated designer Narciso Rodriguez, with custom shoes by Manolo Blahnik. "Fans of the original will definitely recognize some major set pieces," promises English, noting that her film is upfront about its focus. "The old movie's tagline is 'It's all about men!'. Ours is, 'It's all about the women.'"

It's an emphasis that Mendes welcomes. "I love men and God bless men, but I think that nothing can replace that female bond," the actress says. "I have the same friends I've had since I was 12, 13 years old and we've gone through everything together. And that is invaluable."

THE women

CREDITS

Picturehouse Presents

In Association With Inferno and Double Edge Entertainment and Scion Films

A Jagged Films and Inferno Production

With Shukovsky English Entertainment

Meg Ryan

Annette Bening

Eva Mendes

Debra Messing

Jada Pinkett Smith

"THE WOMEN"

Carrie Fisher

Cloris Leachman

Debi Mazar

India Ennenga

Jill Flint

Ana Gasteyer

Joanna Gleason

Tilly Scott Pedersen

Lynn Whitfield

with

Bette Midler

and

Candice Bergen

Casting by
Amanda Mackey, CSA
& Cathy Sandrich Gelfond, CSA

Music Supervisor
Chris Douridas

Music by
Mark Isham

Editor
Tia Nolan

Costume Designer
John Dunn

Production Designer
Jane Musky

Director of Photography
Anastas Michos, ASC

Executive Producers
Jim Seibel
Joel Shukovsky
Bobby Sheng

Executive Producers
Jeff Abberley
Julia Blackman
James W. Skotchdopole

Executive Producers
Bob Berney
Carolyn Blackwood

Produced by
Victoria Pearman
Mick Jagger

Produced by
Bill Johnson
Diane English

Based upon the play by
Clare Boothe Luce
And the 1939 motion picture "The Women" screenplay by Anita Loos and Jane
Murfin

Written for the Screen and
Directed by
Diane English

Unit Production Managers James W. Skotchdopole
Julie Hartley
First Assistant Director Christopher Surgent
Second Assistant Director Takahide Kawakami

CAST

Mary Haines	Meg Ryan
Sylvie Fowler	Annette Bening
Crystal Allen	Eva Mendes
Edie Cohen	Debra Messing
Alex Fisher	Jada Pinkett Smith
Leah Miller	Bette Midler
Catherine Frazier	Candice Bergen
Bailey Smith	Carrie Fisher
Maggie	Cloris Leachman
Tanya	Debi Mazar
Molly Haines	India Ennenga
Annie	Jill Flint
Pat	Ana Gasteyer
Barbara	Joanna Gleason
Uta	Tilly Scott Pedersen
Glenda Hill	Lynn Whitfield
Natasha	Natasha Alam
April Cohen	Emily Seymour
	Allison Seymour
May Cohen	Lauren Lefebvre
	Lindsay Lefebvre
June Cohen	Isabella Panteledes
	Olivia Panteledes
January Cohen	Madaleine Black
	Meredith Black
Lingerie Sales Woman	Jana Robbins
Dora	Maya Ri Sanchez
Jimmy Choo Wearer	Ruby Hondros
Make Over Lady	Nicole Robinson
Salon Assistant	Danielle Perry

Taylor	Lindsay Flathers
Jean	Christy Scott Cashman
Gilda	Celeste Olivia
Cory	Denece Ryland
Sweet Woman	Allyssa Maurice
Ashley	Jordan Schechter
Helene	Marina Re
Admissions Nurse	Stephanie Clayman
OB-GYN	Maria Elena Ramirez
Scrub Nurse	Pamela Lambert
Nurse at Recovery Hotel	Ellen Withrow
Associate Producers	Mark Mascolo
	Taline Khojikian
Production Supervisor	Tracey Landon
Post Production Supervisor	Nancy Kirhoffer
Script Supervisor	Annie Welles
Art Director	Mario Ventenilla
Art Department Coordinator	Miriam Schapiro
Art Department Production Assistant	Chris Plummer
Storyboard Artist	Karl Shefelman
Set Decorator	Debbie Cutler
Leadman	Peter Decurtis
Set Dressers	Tim Lewis
	John O'Neil III
	Aimee Butterfield
	Wayne Kimball
	Mario Presterone
	Cleo Wang
Buyer	Vanessa Knoll
"A" Camera Operator	Susan Starr
"A" Camera First Assistant	Heather Norton
"A" Camera Second Assistant	Beka Venezia
Camera Loader	Liz Heslep
Additional Camera	Robert Bullard
Additional Camera Assistants	Damon Lemay
	Jan Burgess
	Charlie Lew
Steadicam Operator	Brant Fagan
Still Photographer	Claudette Barius
Sound Mixer	Tom Williams C.A.S.
Video Playback	John Trunk
Boom Operator	Joel Reidy
Utility Sound	Brian Courchine

Production Accountant	Jenny Fitzgibbons
First Assistant Accountant	Jim Gowdy
Second Assistant Accountant	Caitlin Osgood
Payroll Accountant	Sean Murphy
Accounting Assistant	Lauren Coombs
Post Production Accountant	Emily Rice
Production Supervisor Boston	Benjamin Dewey
Production Coordinator	Mary J. Donovan
Assistant Production Coordinator	Angela Minuty
Travel Coordinator	Mathew Provost
Production Secretary	Cuyler Bryant
Production Office Assistants	Ian Barbella
	Christopher Analoro
Travel by	Travelcorps
	Julie Shapiro
Production Legal by	Alison Cohen
	Frankfurt, Kurnit, Klein and Selz
Completion Guaranty Provided by	Film Finances, Inc.
Picturehouse Consultant	Wren Arthur
Second Second Assistant Director	Kenyon Noble
Key Set Production Assistant	Scott Duskin
Staff Set Production Assistants	Ali Walker
	James Berkery
	Kenneth Donaldson
	Stuart Valberg
Additional Set Production Assistants	Kerry Carter
	Ross Tatelman
	Trevor Cohen
	Sean Tufts
Chief Lighting Technician	Jack English
Best Boy Electrician	Brian A. Pitts
Supervising Electrician	Ed Marcotti
Lamp Operators	Bobby Clark
	Josh Dreyfus
	Geoff Dann
	Arnold F. Brown
	Tim Dunbar
Board Operator	Peter Boynton
BC Generator Operator	Lon Carracappa
Generator Operator	Brenden Keefe
Rigging Gaffer	Michael Dynice
Best Boy Rigging Electrician	John DeSimone
Rigging Electricians	Aaron Tyburski

	Cynthia Fand
	Robert Beinhocker
Key Grip	Matt Blades
Best Boy Grip	Woody Bell
Dolly Grip	David Larue
Key Rigging Grip	Andrew Bell
Best Boy Rigging Grip	Mike Araujo
Rigging Grip	Chris Popoloski
Company Grips	Bill LeClair
	David Romano
	Sean Hadley
Property Master	David Allen
Property Assistants	Ryan Webb
	Jennifer Engel
First Assistant Editor	Lee Grubin
Post Production Coordinator	David Townsend
Post Production Assistant	Benjamin Wiser
Sound Post Production	Sonic Magic Studios
Sound Design & Supervision	Jay Nierenberg
Sound Mixed by	Jonathan Wales, CAS
	Scott Hinkley
Dialogue and ADR Supervisor	Cathie Speakman
Sound Effects Editors	Stuart Provine
	Cody King
	Jeffrey R. Whitcher
	Angelo Palazzo
	Paul Menichini
Dialogue Editors	William Dotson
	Pembroke Andrews
	Vic Radulich
	Todd Niesen
Foley Editor	Joshua Adeniji
Sound Recordists	Richard Kitting
	Jason Gaya
Assistant Sound Editors	Robert Dehn
	Phillip Young
	Levent Erdogan
	Daryl Fontenault
Foley Mixer	Zach Michaelis
Foley Artist	Vicki O'Reilly Vandegrift
ADR Mixers	Andrew Morgado
	Judah Getz
ADR Recorded at	Sonic Magic Studios
ADR Voice Casting	The Reel Team

Construction Coordinator	Steve DeBoer
General Foreman	James Hurd
Propmakers	James David Frary
	Dayne Deboer
Construction Production Assistant	Colby Peterson
Graphic Artist	Derek Kardos
Draftsman	Darrell Keister
Scenic Charge	Emily Gaunt
Scenic Foreman	Anthony Passi
Camera Scenic	Michele Mayas
	Ralph Contrado
Scenics	Anthony Phelps
	Roberto Gallo
	Eric Levenson
	Hannah King
Product Integration	Laurie Gershon
Makeup Department Head and	
Makeup Artist to Annette Bening	Julie Hewett
Key Makeup Artist	Melanie Hughes Weaver
Makeup Artist to Meg Ryan	Elaine Offers
Makeup Assistant	Kelley Mitchell
Hair Department Head	Frances Mathias
Hair Designer to Annette Bening	Cydney Cornell
Hairstylist to Meg Ryan	Jonathan Hanousek
Hairstylist to Jada Pinkett Smith	Araxi Lindsay
Key Hairstylist	Roxanne Wightman
Mary Haines fashion show designs	
provided by	Narciso Rodriguez
Assistant Costume Designer	Sharon Globerson
Designer Liaison	Karen Duffy
Wardrobe Supervisor	Virginia B. Johnson
Key Costumer	Liz Clifford
On-Set Costumers	Michael Burke
	Sarah Mink
Shoppers	Sara Mills-Broffman
	Amy Whitten
Stitcher	Laurie Bramhall
Wardrobe Production Assistants	Carrie Davis
	Lena Zwarensteyn
	Luke Brown
Additional Costumers	Tina Ulee
	Barbara Rotundo

	Robin Olinsky
Intern	Jessica Rodrigues
Location Manager	Tim Gorman
Assistant Location Manager	Jeff Dionne
Location Assistant	Derek Cunningham
Location Scouts	Steve Oare
	Matthew Peters
Location Unit Production Assistants	Cortney Norris
	Darcy Forlenza
	Tyler Mathers
Jagged Films Liaison	Janice Reynolds
Assistant to Diane English and Joel Shukovsky	Daniel Hamilton
Assistant to Bill Johnson and Jim Seibel	Christian de Gallegos
Assistant to James W. Skotchdopole	Jared Marshall
Assistant to Annette Bening	Meredith Mohr
Cast Assistant	Natalia Anderson
Casting Associate - New York	Kate Bulpitt
Casting Boston	Carolyn Pickman
Extras Casting	CP Casting
Extras Casting Coordinators	Matt Bouldry
	Marisa Kushner
Animal Trainer	Gleanna Doyle
Visual Effects by	CUSTOM FILM EFFECTS
Visual Effects Supervisor	Mark Dornfeld
Visual Effects Producer	Michele Ferrone
Visual Effects Coordinator	Paulina Kuszta
Digital Editorial	Adam Gass
	Dennis Dorney
Digital Composer/Coordinator	Shaina Holmes
Digital Compositors	Jamie Baxter
	Steve Caldwell
	Sam Dabbs
	Sarah Grieshammer
	RJ Harbour
	Nicholas Kim
	Evelyn Lee
	Mark Sawicki
	Amani Williams
IO	Ryan Beadle
Unit Publicist	David Linck
Set Medic	Heather Quam
Security	Rob Fasano

Studio Teacher	Marilyn Costello
Stand-In for Meg Ryan	Jackie Lane
Stand-In for Annette Bening	Sandra Flaherty
Stand-In for Debra Messing	Erin Shea
Stand-In for Jada Pinkett Smith	Seba Johnson
Stand-In for Eva Mendes	Maya Ri Sanchez
Catering By	Tomkats Catering
Craft Service	Charlie Scimone
Craft Service Assistant	Marcio Alves
Transportation Coordinator	Marc Scott
Transportation Captain	Rob Wright
Transportation Co-Captain	Bob Dudley

DRIVERS

Daniel Redmond	Charles Cronk
Dave Demuth	Quinlan Sullivan
Kevin Wright	James Rebeiro
Mike Gwynn	Micahel J. Druan
Mike Indelicato	Billy Gillespie
Paul Stamatopolous	Bob Albano
Denny Braun	Vin Troini
Billy Coyman	Brian Benny
Jim Morin	Freddie Donehey
Ed Martin	John Dacy
Joe Flaherty	Dave Knecht
John Nearen, Jr.	Michael Dudley
Joseph Spinello	Dennis Murray
Ed King	Ed McGonigle

Helicopter Pilot	Al Cerullo
Aerial Director of Photography	Steve Koster
First Assistant Camera	Carlos Sibils

Mary Haines photography by Victoria Pearman

NEW YORK UNIT

Unit Production Manager	Daniel Hank
Location Manager	Barbara Heller
Gaffer	James Dolan
Extras Casting	Meredith Jacobson

Additional Music and Arrangements by	Cindy O'Connor
Recorded and Mixed by	Dennis Sands at .1 Studios Santa Barbara
Assisted by	Adam Olmsted
Music Editor	Jennifer Nash

Electronic Prerecords by Tyler Parkinson

PERFORMED BY

Vocals Holly Palmer
Trumpet Hubert Fredericks
Trombone Julian Johnson
Organ Roma Farfisa
Vibes Bobbi Bertone
Sitar T. Jones
Piano Connor Synd
Bass Clark Carter
Drums and Sampling Isak Rahm with the Sodden Dog
Chamber Orchestra
Music Consultants Cutting Edge Music Services, LLC

SOUNDTRACK ALBUM AVAILABLE ON UNIVERSAL MUSIC

“Beautiful”

written by Lucy Schwartz, David Schwartz and Gabriel Mann
performed by Lucy Schwartz
produced by Larry Klein and Walter Becker

“Happiness”

written by Alison Goldfrapp and William Owen Gregory
performed by Goldfrapp
courtesy of Mute Records
under license from EMI Film & Television Music

“Rabbit Fire” / “Robot Rabbit” / “Half Fare Hare” / “Beanstalk Bunny” / “What's
Cookin' Doc” /

“Bewitched Bunny” / “Windblown Hare” / “Hot Cross Bunny”
written by Carl W. Stalling
courtesy of Warner Bros. Entertainment, Inc.

“Hey Now”

written by William Garland
performed by Red Garland
courtesy of Concord Music Group, Inc.

“The Races”

written by Inara George and Greg Kurstin
performed by The Bird and The Bee
courtesy of The Blue Note Label Group
under license from EMI Film & Television Music

“Highway 14”
written by Alan Pasqua
performed by Alan Pasqua
courtesy of Alan Pasqua/Cryptogramophone

“Giraffe In Green”
written by Jun Miyake
performed by Jun Miyake
courtesy of Beams Records/Tropical Music

“I Feel It All”
written by Leslie Feist
performed by Feist
courtesy of Universal International Music, B.V.
under license from Universal Music Enterprises

“Don’t Wanna Feel Lonely”
written by Norma Ray and Thomas Feurer
performed by Angelux
courtesy of Crucial Music

“I’ll Cry For the Both of Us”
written by Jessie Baylin and John Keller
performed by Jessie Baylin
courtesy of The Verve Music Group
under license from Universal Music Enterprises

“Everything Good Goes Away”
written by Ruby James and Rene Reyes
performed by Ruby James
courtesy of Ruby James, LLC

“Someday Soon”
written by Samuel Dixon, Jimmy Hogarth and Katie Tunstall
performed by KT Tunstall
courtesy of Relentless Records under exclusive license to Virgin Records
under license from EMI Film & Television Music

“Caravan Girl”
written by Alison Goldfrapp and William Owen Gregory
performed by Goldfrapp
courtesy of Mute Records
under license from EMI Film & Television Music

“Womankind”
written by Annie Lennox and Nadirah Seid
performed by Annie Lennox
courtesy of ARISTA Records
by arrangement with SONY BMG MUSIC ENTERTAINMENT

“Money Can’t Buy It”
written by Annie Lennox
performed by Annie Lennox
courtesy of SONY BMG MUSIC ENTERTAINMENT (UK) Limited/Arista Records
by arrangement with SONY BMG MUSIC ENTERTAINMENT

“After The Rain”
written by Little Dragon
performed by Little Dragon
courtesy of Peacefrog Holdings Ltd.

“Away In A Manger”
traditional
performed by Les Deux Love Orchestra
courtesy of Heart Times Coffee Cup Studios

“Count On Me”
written by Lucy Schwartz
performed by Lucy Schwartz
produced by Mitchell Froom
vocals produced by David Schwartz and Gabriel Mann

Title Design and Graphic Sequences by	Right Lobe Design Group
Post Production Services and Avids	
provided by	Global Entertainment Partners
Dailies by	Deluxe Digital Media
Camera Cranes by	Movie Mobile
Camera Dollies by	High Output – Boston
Camera Equipment by	Panavision
Grip and Electric Equipment furnished	
by	Cinelease

Digital Intermediate by	EFILM Digital Intermediate Colorist
	Mike Hatzer
DI Colorist Assist	Chris Jensen
Digital Intermediate Producer	Christian Prejza
Digital Intermediate Editor	Martha Pike

Assistant DI Producer Stephen Byrne
Insurance Provided by C.M. Meiers / Fireman's Fund
Dolby Sound Consultant Bryan Arenas

MPAA # 44249

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Filmed and Released on Fuji
I.A.T.S.E.

American Humane Association monitored the animal action. No animal was
harmd in the making of this film.

With Special Appreciation to Bob Shaye and Michael Lynne

Based upon the 1939 motion picture "The Women"
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The filmmakers invite you to visit campaignforrealbeauty.com
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The Women Behind The Women

THE WOMEN
A Picturehouse Release

ABOUT THE CAST

ANNETTE BENING (Sylvie Fowler)

Annette Bening has been nominated for an Academy Award® for her work in three prestigious films: THE GRIFTERS (as Best Supporting Actress) as well as AMERICAN BEAUTY and BEING JULIA (as Best Actress).

The gifted star has also appeared on stage in numerous productions, earning a Tony Award nomination for her role on Broadway in "Coastal Disturbances" in 1987 before she made her screen debut opposite Dan Aykroyd in the comedy THE GREAT OUTDOORS in 1988.

Roles in films such as VALMONT and POSTCARDS FROM THE EDGE led to her success in THE GRIFTERS in 1990. Leading roles in the films LOVE AFFAIR and BUGSY coincided with her real-life coupling with co-star Warren Beatty. Other films included GUILTY BY SUSPICION, REGARDING HENRY, MARS ATTACKS, RICHARD III, THE AMERICAN PRESIDENT, MRS. HARRIS, THE SIEGE, WHAT PLANET ARE YOU FROM?, IN DREAMS, OPEN RANGE and RUNNING WITH SCISSORS.

A native of Topeka, Kansas, she grew up in San Diego and studied drama at San Francisco State University and the American Conservatory Theater in San Francisco before traveling to New York City and finding success there on stage.

CANDICE BERGEN (Catherine Frazier)

Candice Bergen was born into a show business family that was headed by her father, ventriloquist Edgar Bergen, and her mother, Frances, an actress and dancer. She made her professional debut at the age of 6 on her father's popular radio show, but delayed entering show business while completing her education and learning photography as an avocation.

She made her film debut as a co-star in the 1966 drama THE GROUP, following with roles in the films THE SAND PEBBLES; THE DAY THE FISH CAME OUT; THE MAGUS; THE ADVENTURERS; THE EXECUTIONER; GETTING STRAIGHT; SOLDIER BLUE; CARNAL KNOWLEDGE; THE HUNTING PARTY; T.R. BASKIN; 11 HARROWHOUSE; THE WIND AND THE LION; BITE THE BULLET; THE DOMINO PRINCIPLE; OLIVER'S STORY; STARTING OVER (for which she earned an Academy Award® nomination for Best Supporting Actress); RICH AND FAMOUS; GANDHI; 2010; and STICK, before finding success in television as the star of creator and producer Diane English's acclaimed situation comedy, "Murphy Brown," for which she won five Emmy® Awards as Best Actress in a Comedy Series.

Her recent films include MISS CONGENIALITY, SWEET HOME ALABAMA, VIEW FROM THE TOP and THE IN-LAWS. She currently co-stars on the celebrated ABC

television series "Boston Legal," and recently received her second Emmy® Award nomination as Best Supporting Actress in a Drama Series for her work on that program.

INDIA ENNENGA (Molly Haines)

Despite her young age, India Ennenga has already distinguished herself as a tremendous actress. In the last year, this talented and precocious actress has completed two feature films in addition to THE WOMEN. In Brooks Branch's highly anticipated independent film MULTIPLE SARCASMS, she portrays Timothy Hutton and Dana Delaney's daughter, co-starring with Mira Sorvino, Stockard Channing and Mario Van Peebles. She also starred opposite Jason Behr in Stephen Clark's low budget feature film FROST, which made its World Premiere at Slamdance 2008. The film also stars Lucy Gordon, Monet Mazur and Krysten Ritter. Additional credits include the title character in the award winning short film, CELAMY, produced by Kulture Machine; and 26 episodes of the cartoon, "Pinky Dinky Doo," a co-production of Sesame Workshop and Nickelodeon, in which India played the lead character, Pinky. The popular "Pinky" has aired for the last couple of years on both Noggin and Nickelodeon and India is presently recording the second season.

CARRIE FISHER (Bailey Smith)

Since her feature debut opposite Warren Beatty in SHAMPOO in 1975, Carrie Fisher has been a compelling force in the film industry. She attained international recognition as Princess Leia, a role that made her a cultural icon, in the box office sensation STAR WARS and the smash hit sequels THE EMPIRE STRIKES BACK and RETURN OF THE JEDI. Other acting credits include THE BLUES BROTHERS, GARBO TALKS, THE MAN WITH ONE RED SHOE, HANNAH AND HER SISTERS, THE BURBS, THIS IS MY LIFE, WHEN HARRY MET SALLY, AUSTIN POWERS, JAY AND SILENT BOB STRIKE BACK, along with CHARLIE'S ANGELS II, WONDERLAND, STATESIDE, "Weeds," "30 Rock," and the upcoming COUGAR CLUB and FANBOYS. Along with Julia Roberts, Fisher is one of the top grossing females of all time (having more to do with the films she was in, than with her...but still...)

Fisher became a sensation with The New York Times bestseller, POSTCARDS FROM THE EDGE, for which she won the Los Angeles Pen Award for Best First Novel. Two additional best selling novels, SURRENDER THE PINK and DELUSIONS OF GRANDMA, followed. Along with writing THESE OLD BROADS for ABC TV, Fisher also wrote the screenplay based on her best seller POSTCARDS FROM THE EDGE, which starred Meryl Streep and Shirley MacLaine. She is currently working on a project for John Wells as well as having various other television and film projects in the works. On top of all that, she still finds time to write original pieces and conduct interviews for various leading magazines and newspapers, including Harper's Bazaar, Vogue, Details, Travel & Leisure, and The New York Times.

Ms. Fisher's fourth and most recent novel, "The Best Awful," received rave reviews and is out in paperback now. She is currently adapting "The Best Awful" for HBO, with Bruce Cohen and Dan Jinks producing.

Carrie Fisher's experience with mental illness and addiction has made her a very popular speaker on the lecture circuit as well. She has appeared on the Senate floor urging state legislators to increase government funding on medication for people living with mental health issues. She has received dozens of various awards for her courage and commitment to fighting mental illness and the stigmas that are associated with it. Her outrageous sense of humor makes her an ideal speaker for other compelling issues such as surviving single motherhood and growing up Hollywood with a point of view that few celebrities have.

Ms. Fisher completed the first run of her hit autobiographical one-woman show, "Wishful Drinking" at The Geffen Playhouse in Los Angeles.

She resides in Los Angeles with her daughter, Billie, and occasional house-guests. And her mother lives next door to her, as well.

JOANNA GLEASON (Barbara Delacorte)

Joanna Gleason is best known for Broadway shows including "Into The Woods," for which she won the Best Actress Tony, "Joe Egg," "Nick and Nora," "Dirty Rotten Scoundrels," "The Real Thing," "I Love My Wife," and Off Broadway shows including "The Normal Heart" and "Something You Did." She has appeared in Woody Allen's CRIMES AND MISDEMEANORS and HANNAH AND HER SISTERS, BOOGIE NIGHTS and MR. HOLLAND'S OPUS, as well as the hit movie SEX AND THE CITY and the upcoming THE REBOUND. She lives with husband, actor Chris Sarandon, in Connecticut.

CLORIS LEACHMAN (Maggie)

Cloris Leachman has gained worldwide acclaim for her film and television work, especially in comedy films directed by Mel Brooks such as YOUNG FRANKENSTEIN (playing the diabolical 'Frau Blucher') and HIGH ANXIETY (as the ultra-strict 'Nurse Diesel').

During her versatile career she has earned an Academy Award® as Best Supporting Actress for her dramatic role in Peter Bogdanovich's THE LAST PICTURE SHOW in 1971 as well as five Emmy® Awards: two for "Malcolm in the Middle" (2006 and 2000) and one for "Promised Land" (1998), "The Mary Tyler Moore Show" (1975) and "A Brand New Life" (1973).

Her most recent film work includes roles in SKY HIGH, SCARY MOVIE 4, SPANGLISH, BEERFEST, THE LONGEST YARD, BAD SANTA, ALEX AND EMMA

and MANNA FROM HEAVEN as well as the television productions "Malcolm in the Middle," "Lake Placid 2," "The Wedding Bells," "Two and a Half Men" and "The Ellen Show," among many others.

Cloris Leachman is currently touring the U.S. with her new one-woman show "Cloris!" and her autobiography, also titled "Cloris!" will be published in 2009.

DEBI MAZAR (Tanya)

Debi Mazar, a New York native, made her feature film debut in Martin Scorsese's GOOD FELLAS as Ray Liotta's junkie mistress. She went on to work with such noted directors as Oliver Stone, Spike Lee, Joel Schumacher, Barry Levinson, Jodie Foster, F. Gary Gray, Michael Mann and Woody Allen.

Mazar also made her mark in the independent film world co-starring in such offbeat films as Nick Cassavete's SHE'S SO LOVELY and Steve Buscemi's directorial debut, TREES LOUNGE. Some of Mazar's other notable films include BATMAN FOREVER, MALCOLM X, BE COOL, COLLATERAL and THE INSIDER.

She made her television debut on Steven Bochco's "Civil Wars," and her character was then added to "LA Law." Mazar then developed and starred in her own sitcom "Temporarily Yours," created by Michael Patrick King. She was also a regular on the series "That's Life" with Ellen Burstyn.

Mazar currently portrays uber-publicist "Shauna" on HBO's hit series "Entourage."

Mazar is married to Gabriele Corcos. They have two young daughters and live in Los Angeles and Florence, Italy. The couple has a very successful Internet cooking show, underthetuscangun.com

EVA MENDES (Crystal Allen)

Eva Mendes captured the attention of moviegoers in a small, but pivotal role in the critically acclaimed film, TRAINING DAY. Since then, she has proven adept at both comedic and dramatic roles, and has worked with an esteemed and diverse group of directors and co-stars. Her upcoming films include the independent feature, LIVE!, in which she stars and which marks her debut as an executive producer; and the fantasy thriller, THE SPIRIT, opposite Samuel L. Jackson and Gabriel Macht, directed by SIN CITY and 300 creator Frank Miller, which will be released Christmas Day 2008.

Recent credits include James Gray's critically acclaimed WE OWN THE NIGHT, opposite Joaquin Phoenix, Mark Wahlberg and Robert Duval; the comedy blockbuster HITCH, opposite Will Smith; the record-breaking box office GHOST RIDER, opposite Nicolas Cage; and Bart Freundlich's TRUST THE MAN, opposite Julianne Moore, Maggie Gyllenhaal and Billy Crudup. Additional credits include

Carl Franklin's *Out of Time*, opposite Denzel Washington; Robert Rodriguez's *Once Upon A Time in Mexico*, opposite Johnny Depp; *2 Fast 2 Furious*; *All About the Benjamins*, opposite Ice Cube; and the Farrelly Brothers' *Stuck on You*, opposite Matt Damon and Greg Kinnear.

Mendes was recently engaged by Calvin Klein Fragrances for an upcoming Calvin Klein Fragrances advertising campaign, as well as a second global campaign for Calvin Klein Underwear, both of which will debut worldwide in Fall 2008. In addition to numerous other prestigious international advertising and endorsement campaigns, Mendes was previously an international spokesperson for Revlon Cosmetics and has been an active participant and ardent supporter in Revlon's commitment in the fight against breast cancer.

Mendes, who is Cuban-American, was born in Miami and raised in Los Angeles. She began acting in college and went on to study with the respected acting coach Ivana Chubbuck.

DEBRA MESSING (Edie Cohen)

Debra Messing has found success in both television and film. She is best known for her Emmy® Award-winning performance as "Grace Adler" on the critically acclaimed television series "Will & Grace," which also garnered her six Golden Globe nominations, four Emmy nominations, two American Comedy Award nominations and one individual People's Choice Award nomination. Last year, Messing was seen in USA Network's miniseries "The Starter Wife," for which she received an Emmy and Golden Globe nomination. Because of the successful run of the miniseries, the network decided to turn it into a regular television series, with Messing reprising her lead role.

Messing has also been seen in numerous feature films including *THE WEDDING DATE*, opposite Dermot Mulroney; *ALONG CAME POLLY*, with Ben Stiller and Jennifer Aniston; *PURPLE VIOLETS*, directed by Edward Burns; Woody Allen's comedy *HOLLYWOOD ENDING*, opposite Woody Allen and Tea Leoni; and *THE MOTHMAN PROPHECIES*, opposite Richard Gere. Most recently, Messing wrapped production on *HUMBOLDT PARK*, where she stars opposite John Leguizamo and Alfred Molina.

Well-versed in stage work, she has appeared on Broadway in Tony Kushner's acclaimed play "Angels in America: Perestroika," as well as in such off-Broadway productions as "Four Dogs and a Bone" and "Collected Stories".

Born in Brooklyn, New York and raised outside of Providence, Rhode Island, she studied drama at Brandeis University before earning her MFA at New York University.

BETTE MIDLER (Leah "The Countess" Miller)

Bette Midler grew up in Honolulu, Hawaii, where she began singing at an early age. After playing an extra in the film, HAWAII, she finally earned enough money to move to New York City where she starred on Broadway, playing Tzeitel, the oldest daughter in the hit musical, "Fiddler on the Roof."

Once she began singing in clubs around town, word reached the owner of the famed Continental Baths, who immediately offered her a job. Performing at the Baths, she developed the trademark act that would soon make her one of the most renowned talents of a generation. Her performances of songs like "Boogie Woogie Bugle Boy," "Delta Dawn" and "Superstar" were unforgettable and caused audiences to fall in love with the self-anointed "Divine Miss M."

After being discovered by Ahmet Ertugun, the legendary president of Atlantic Records, Midler recorded her first album, The Divine Miss M, which hit #9 on Billboard's Top 200 Chart and went platinum. In 1973, she won her first Grammy for Best New Artist. Throughout the 1970's, 80's and 90's, Midler's chart-topping career continued to flourish as she released dozens of hit albums. After successfully touring the world and returning to Broadway in the Tony-winning "Clams On The Halfshell," Hollywood beckoned.

Midler's first starring role in the feature film, THE ROSE, garnered two Golden Globe Awards, a Grammy for the film's title song and a best actress Academy Award® nomination. Midler then went on to star in many successful films including DOWN AND OUT IN BEVERLY HILLS, RUTHLESS PEOPLE, OUTRAGEOUS FORTUNE, BIG BUSINESS, BEACHES, STELLA, SCENES FROM A MALL, FOR THE BOYS, HOCUS POCUS, THE FIRST WIVES CLUB, ISN'T SHE GREAT and, most recently, Oscar® winner Helen Hunt's directorial debut, THEN SHE FOUND ME.

In addition to her work on stage and in films, Midler made her mark on television with the Emmy® Award-winning CBS special "Ol' Red Hair is Back," and two HBO concerts, LIVE AT LAST and ART OR BUST. HBO's concert film DIVA LAS VEGAS won an Emmy Award® for her performance. In 1992, Midler won a Golden Globe and a National Board of Review award for her performance in the television adaptation of the musical GYPSY.

After all these years, four Grammys, four Golden Globes, three Emmys®, a Tony Award and numerous record-breaking performances, the "Divine Miss M" is still going strong. In February, 2008, Midler premiered her new critically-acclaimed headlining act "The Showgirl Must Go On" at The Colosseum at Caesars Palace where she will perform for two years.

Outside of the spotlight, Midler takes great pride as the founder of the New York Restoration Project, which she established in 1995. The organization works to

uncover, reclaim and clean up neglected public spaces while nurturing community empowerment and fostering civic pride in local New York communities. Midler currently lives in New York City with her husband Martin von Haselberg and daughter, Sophie.

TILLY SCOTT PEDERSON (Uta)

Tilly Scott Pederson studied acting in her native Denmark before appearing in such Danish productions as JUST LIKE HOME, DARK HORSE, STEREOMONGREL and GO' AFTEN DANMARK before she relocated to New York City in 2006.

She most recently appeared in the short film THE TIDES.

JADA PINKETT SMITH (Alex Fisher)

Jada Pinkett Smith recently made her feature directing debut with the film THE HUMAN CONTRACT, which she also wrote. The multi-talented entertainer and best-selling author fronts a hard rock band, Wicked Wisdom, which toured in 2006 as part of Ozzfest. Pinkett Smith heads her own production company, 100% WOMON, and was executive producer of the films THE SEAT FILLER and RIDE OR DIE, as well as the television series "All of Us."

Born in Maryland, she studied dance and acting at the Baltimore School of the Arts as well as the North Carolina School of the Arts before making her professional debut on the "Cosby Show" spin-off, "A Different World." She went on to appear in the films MENACE II SOCIETY, JASON'S LYRIC, THE INKWELL and A LOWDOWN DIRTY SHAME before making her big breakthrough with the one-two punch of the hit comedy THE NUTTY PROFESSOR (with Eddie Murphy) and the edgy drama SET IT OFF (with Queen Latifah) a few months later.

Pinkett Smith went on to star in such films as SCREAM 2, WOO, BAMBOOZLED, KINGDOM COME, ALI, THE MATRIX RELOADED, THE MATRIX REVOLUTIONS, COLLATERAL and REIGN OVER ME, as well as recorded characters for the animated features PRINCESS MONONOKE, MADAGASCAR and MADAGASCAR: THE CRATE ESCAPE. She is married to actor Will Smith, with whom she develops and produces films, television series and new media projects.

MEG RYAN (Mary Haines)

Meg Ryan saw her film career go full circle when she signed to star in THE WOMEN. She had made her onscreen feature debut in 1981's RICH AND FAMOUS, playing the daughter of Candice Bergen...who plays her mother 'Catherine Frazier' in THE WOMEN.

During a celebrated career that includes three Golden Globe nominations (for the hit comedies YOU'VE GOT MAIL, SLEEPLESS IN SEATTLE and WHEN HARRY MET SALLY), the versatile leading lady has excelled in genres ranging from drama

(WHEN A MAN LOVES A WOMAN, COURAGE UNDER FIRE) to science fiction and fantasy (INNERSPACE, CITY OF ANGELS) to action adventure (PROOF OF LIFE, THE PRESIDIO) to docudrama (playing Pamela Courson, Jim Morrison's partner, in Oliver Stone's THE DOORS).

Born in Fairfield, Connecticut, she attended New York University before finding immediate success in daytime television dramas such as "As the World Turns" after making her 1981 film debut in RICH AND FAMOUS. Roles in such films as TOP GUN, ARMED AND DANGEROUS and D.O.A. led to her breakthrough performance opposite Billy Crystal in director Rob Reiner's blockbuster comedy WHEN HARRY MET SALLY in 1989.

Always in demand, she starred in such films as RESTORATION, JOE VERSUS THE VOLCANO, PRELUDE TO A KISS, I.Q., FRENCH KISS (which she also produced), ADDICTED TO LOVE, PROMISED LAND, HURLYBURLY, HANGING UP, IN THE CUT, AGAINST THE ROPES, MY MOM'S NEW BOYFRIEND and IN THE LAND OF WOMEN.

Meg will next be seen in THE DEAL opposite Bill Macy, and SERIOUS MOONLIGHT, the Adrienne Shelly - scripted comedy with Timothy Hutton, Justin Long and Kristen Bell.

LYNN WHITFIELD (Glenda Hill)

Celebrated for her award-winning portrayal of the world's first black international star, Josephine Baker, in the television film THE JOSEPHINE BAKER STORY, Lynn Whitfield has enjoyed a busy career in film, television, and theatre since the early 1980s.

Born in Baton Rouge, Louisiana, Whitfield earned a bachelors degree at Howard University. She began her professional career in Off Broadway productions in New York City, earning acclaim in the early 1980s for her performance in Ntozake Shange's "For Colored Girls Who Have Considered Suicide/When the Rainbow is Enuf."

Over the next several years, Whitfield maintained an active career in films and television. She starred opposite Denzel Washington in the television film THE GEORGE MCKENNA STORY (1986) and co-starred with Oprah Winfrey in the acclaimed miniseries "The Women of Brewster Place" (1989). Her feature film credits included THE SLUGGER'S WIFE (1985) and DEAD AIM (1990).

Whitfield catapulted to fame in 1991 with her Emmy®-Award winning performance in THE JOSEPHINE BAKER STORY. Whitfield won the highly publicized search for the role of Baker, beating out more than 500 women worldwide. She also received

an NAACP Image Award in 1992 for her role in the drama series, "Stompin' at the Savoy."

Whitfield's latest films include the upcoming MAMA, I WANT TO SING!, with Ciara and Patti La Belle; KINGS OF THE EVENING, with Tyson Beckford. She will appear in a cameo role in SISTERHOOD OF THE TRAVELING PANTS 2. Additional credits include the feature films A THIN LINE BETWEEN LOVE AND HATE, EVE'S BAYOU, HEAD OF STATE and MADEA'S FAMILY REUNION; the television film REDEMPTION; and the ABC miniseries, "The Wedding" (1998).

ABOUT THE FILMMAKERS

DIANE ENGLISH (Director, Screenwriter, Producer)

Diane English makes her theatrical film debut with THE WOMEN after building an award-winning, prolific career in episodic television. As creator, writer and executive producer of the acclaimed situation comedy "Murphy Brown," she won three Emmy® Awards, a Golden Globe, a Peabody and three Writers Guild Awards. The series itself won eighteen Emmy Awards over its ten-year run at the top of the ratings.

English began her entertainment career as a story editor for the renowned WNET (New York PBS affiliate) series "Theatre in America." She wrote a column for Vogue about television and co-wrote an adaptation of Ursula Le Guin's science fiction classic "The Lathe of Heaven," PBS's first full-length television film, receiving her first Writers Guild nomination in 1980. She created her debut half-hour comedy series, "Foley Square," in 1985, then wrote for and executive produced the series "My Sister Sam" before creating "Murphy Brown." Under the Shukovsky English Entertainment production partnership she shares with her husband Joel Shukovsky (an executive producer on THE WOMEN), she has also created the series "Love & War" and "Ink" and co-created "Double Rush" and "Living in Captivity." Other recent projects include a feature film adaptation of the seminal Erica Jong novel, "Fear of Flying," which English will also direct.

VICTORIA PEARMAN (Producer)

Victoria Pearman teamed up with Mick Jagger to form Jagged Films - she is president of the company. They recently produced the Berlin Festival opener, SHINE A LIGHT, the Rolling Stones documentary directed by Martin Scorsese for Paramount Pictures, released in April 2008. With Jagger, she also produced the war-time thriller, ENIGMA, based on the Robert Harris bestseller. Written by Tom Stoppard, directed by Michael Apted, starring Kate Winslet and Dougray Scott, ENIGMA had a Royal Premiere for Prince Charles in the UK. Pearman also produced BEING MICK for ABC network and, with Jagger, executive produced the series, KNIGHTS OF PROSPERITY, which aired on ABC in 2007. She also produced the documentary TIP

OF THE TONGUE and a behind-the-scenes film on President Clinton's Global Initiative Conference.

Jagged Films is currently in pre-production on their first animated film, RUBY TUESDAY, to be made in Europe in late summer 2008. Jagger and Pearman are also in development on a project, LONG PLAY, to be directed by Martin Scorsese and based at Paramount Pictures. Also in active development are a thriller, TABLOID which Jagged hopes to commence in Fall 2008, a project based on the poet Dylan Thomas, a film based on the book, "When We Were Orphans" by award winning author Kazuo Ishiguro, a film based on the life of Rudolph Nureyev, and a dark comedy, with the working title, SWAP.

Prior to forming Jagged Films, Pearman was executive production supervisor at Warner Bros.-based New Regency Films, where she supervised movies including SOMMERSBY, THE NEW AGE, THE CLIENT, FALLING DOWN, SIX DEGREES OF SEPARATION, NATURAL BORN KILLERS, HEAVEN AND EARTH, SECOND BEST, BOYS ON THE SIDE, COPYCAT, FREE WILLY, and FREE WILLY 2.

While senior vice president of production at Island Alive Films, the first of the truly independent film companies, Pearman produced THE WHALES OF AUGUST directed by Lindsay Anderson, with Bette Davis and Lillian Gish, and was production supervisor and casting director on Alan Rudolph's films THE MODERNS and TROUBLE IN MIND. At Island Alive, Pearman also worked on MARLENE, Maximilian Schell's documentary about Marlene Dietrich, STOP MAKING SENSE, KISS OF THE SPIDER WOMAN, THE TRIP TO BOUNTIFUL, and CHOOSE ME.

A native of Swansea, Wales, Pearman began her career at Universal Pictures in London.

MICK JAGGER (Producer)

Mick Jagger's lifelong love of films led to the creation of Jagged Films, an inspirational venture which celebrates and produces diverse movies and documentaries. His desire to collaborate with some of the greatest directors, writers and actors of our time led to the creation of powerful movie experiences such as ENIGMA and SHINE A LIGHT.

Jagger's first venture as producer began with ENIGMA, a book he immediately fell in love with upon reading. Tom Stoppard agreed to adapt the World War II spy thriller after receiving the book from Mick. Together with his partner at Jagged Films, Victoria Pearman, Jagger secured the collaboration of director Michael Apted. The film, starring Kate Winslet and Dougray Scott, was a resounding UK box-office success.

Most recently, Jagger was one of the producers of the critically acclaimed concert film, SHINE A LIGHT, released in April 2008. The film was directed by Academy Award® winning director Martin Scorsese and was released by Paramount.

Jagger's upcoming movie ventures in development include a wide variety of projects. The first is a music business, behind-the-scenes story that Scorsese plans to direct for Paramount. The script is currently being written by Terry Winter. The next is RUBY TUESDAY, an animated feature film with a soundtrack that consists of 12 Rolling Stones songs. Also in the works is a dark thriller called TABLOID based on an original idea of Jagger's which is expected to commence photography in 2009.

BILL JOHNSON (Producer)

Bill Johnson is a native of Chicago who was an All-American tennis player at California State University, Northridge and later, attended film courses at both the University of Southern California and the American Film Institute.

After college and with one desk and a phone as assets, Johnson founded an insurance brokerage firm which, within a few short years, was employing 50 people and writing over \$25 million in annual premiums. After guiding the company through several acquisitions and divestitures, the highly profitable LIBERTY COMPANY and its online subsidiary CLICKINSURE, is presently managed day to day by a minority partner as it continues to grow and sell property and casualty insurance to consumers throughout the United States.

Johnson's foray into the entertainment business began in 1996 when he wrote two screenplays and directed one film WITHIN THE LINES, which was produced in 1997.

Johnson left the day to day management of Liberty in late 2002 in order to focus on his passion for the film business. Shortly thereafter, he partnered with Jim Seibel to found Inferno. Once again, in a few short years, this start up venture quickly grew into becoming one of the top production, finance and sales companies in Hollywood and is currently producing 3 to 4 feature films per year in addition to handling international sales on other productions. Under Seibel and Johnson's direction, Inferno has raised over \$250 million in institutional financing and closed a multi-picture distribution deal with Sony Entertainment.

In the past 3 years, Johnson has produced or executive produced 11 films with top stars and directors. His film passion is to create commercially viable films which are positive, inspirational and raise consciousness.

On the philanthropic side, Johnson founded a public charity called The Enlightenment Network which has the mission of supporting young artists and art

programs that put a focus on creating positive, inspirational and consciousness raising art.

Jonhson has developed a passion for yoga and meditation which includes 14 years of in-depth study and practice including four teacher trainings. This has led him to occasionally teach yoga classes at several Los Angeles based studios in recent years.

Johnson lives on the beach in Venice, California with his wife Leah and three children Skyler, Jett and Jade.

Anastas Michos, ASC (Director of Photography)

Anastas Michos recently completed filming CADILLAC RECORDS, starring Jeffrey Wright and Adrien Brody. Besides THE WOMEN, his most recent credits include UNTRACEABLE, starring Diane Lane and directed by Greg Hoblit; the thriller PERFECT STRANGER, starring Halle Berry and Bruce Willis, directed by James Foley; and the police drama FREEDOMLAND, directed by Joe Roth and starring Samuel L. Jackson and Julianne Moore. His previous film, THE FORGOTTEN, a thriller starring Julianne Moore, and directed by Joe Rubin, was released in 2005 to box office success. Michos was also director of photography on the successful period piece MONA LISA SMILE, directed by Mike Newell and starring Julia Roberts.

Michos received his first cinematography assignment from producer Jake Eberts on THE EDUCATION OF LITTLE TREE. His next film was MAN ON THE MOON, directed by Milos Forman and starring Jim Carrey as the late comedian Andy Kaufman. Subsequent films included the independent feature THE BIG KAHUNA, starring Kevin Spacey and Danny DeVito; Edward Norton's directorial debut, KEEPING THE FAITH, starring Norton, Ben Stiller and Jenna Elfman; WHAT'S THE WORST THAT COULD HAPPEN? for director Sam Weisman, starring Martin Lawrence and Danny DeVito; and two films directed by Danny DeVito, DEATH TO SMOOCHY, starring Robin Williams and Edward Norton, and DUPLEX, starring Ben Stiller and Drew Barrymore.

Michos had worked for more than a decade as one of the industry's most respected and sought-after camera and Steadicam operators before moving up to director of photography. His many Steadicam credits include Robert Redford's QUIZ SHOW, Martin Scorsese's THE AGE OF INNOCENCE, and Oliver Stone's BORN ON THE FOURTH OF JULY. As "A" operator he collaborated with cinematographer Philippe Rousselot for six films: SOMMERSBY, FLESH AND BONE, INTERVIEW WITH THE VAMPIRE, MARY REILLY, THE PEOPLE VS. LARRY FLYNT, and INSTINCT. Michos also operated for Haskell Wexler on OTHER PEOPLE'S MONEY, and for Sven Nykvist on WITH HONORS, CURTAIN CALL, and SOMETHING TO TALK ABOUT.

Michos is an active member of the American Society of Cinematographers, the Academy of Motion Picture Arts and Sciences, the Society of Motion Picture and Television Engineers and the Society of Operating Cameraman.

JANE MUSKY (Production Designer)

Jane Musky is a veteran production designer who has collaborated with such renowned filmmakers as the Coen brothers, Gus Van Sant, Rob Reiner and Alan J. Pakula. She recently completed work on NOTORIOUS, the upcoming biopic of the Notorious B.I.G. Other recent credits include such films as MUSIC AND LYRICS, MY SUPER EX-GIRLFRIEND, HITCH and MONA LISA SMILE. Musky began her career as an art director for television films and moved into motion picture production design for the partnership of Joel and Ethan Coen on their films BLOOD SIMPLE and RAISING ARIZONA. She went on to design the features YOUNG GUNS, WHEN HARRY MET SALLY, GHOST, BOOMERANG, GLENGARRY GLEN ROSS, CITY HALL, THE DEVIL'S OWN, THE OBJECT OF MY AFFECTION, AT FIRST SIGHT, COMPANY MAN, FINDING FORRESTER, CITY BY THE SEA and MAID IN MANHATTAN, among others. Musky also served as the production designer on director Ang Lee's short film for BMW, THE HIRE, starring Clive Owen.

TIA NOLAN (Editor)

Tia Nolan assisted on such feature films as I'LL DO ANYTHING, I LOVE TROUBLE, ASSASSINS and EXTREME MEASURES before being promoted to Associate Editor on YOU'VE GOT MAIL and WHAT PLANET ARE YOU FROM? In 2001, she made the break to principal film editor on A GENTLEMAN'S GAME. From that she went on to become co-editor on THE AFFAIR OF THE NECKLACE and SPANGLISH but got her big break as editor on BEWITCHED. She was nominated for an Emmy® for editing the New York segment of The 74th Annual Academy Awards.

JOHN DUNN (Costume Designer)

John Dunn most recently created the costumes for FARLANDERS directed by Sam Mendes. Among his costume design credits are NEW YORK STORIES, CASINO, MR. WONDERFUL, THE OBJECT OF MY AFFECTION, GHOST DOG, STORYTELLING, BIRTH, BROKEN FLOWERS, THE NOTORIOUS BETTIE PAGE, FACTORY GIRL, I'M NOT THERE and PINEAPPLE EXPRESS. He recently received an Emmy® nomination for his costume designs for AMC's "Mad Men."

MARK ISHAM (Composer)

From his days as a pioneer of electronic music in the '80s to his current status as a world-renowned film composer, Mark Isham remains one of music's most prolific and provocative artists. His gift for creating unforgettable melodies and his love of fresh, innovative sonic palettes have earned him many awards, including a Grammy, an Emmy® and a Clio, as well as multiple Grammy, Academy Award® and Golden Globe nominations for his material both as a composer and a recording

artist. Most recently, he was honored by ASCAP with the Henry Mancini Award for Lifetime Achievement.

Isham has composed over 75 film scores, exploring a wide range of musical styles; in addition to the "traditional" orchestral approach, he has incorporated modern minimalism, big band swing, avant-garde jazz, Americana, world music, ambient electronica and other elements that defy categorization. His recent film scores include *IN THE VALLEY OF ELAH*, for director Paul Haggis; *LIONS FOR LAMBS* for director/star Robert Redford; and *RESERVATION ROAD* for director Terry George. Other credits include the 2005 Academy Award® winner *CRASH* (Isham's score was named Best Soundtrack of 2005 by Cinescape.com); *BOBBY*; *THE BLACK DAHLIA*; *EIGHT BELOW*; *THE COOLER*; *A RIVER RUNS THROUGH IT*; *BLADE*; *NELL*; *MEN OF HONOR*; and *MIRACLE*. Isham won an Emmy® for his score for Paul Haggis' television series "EZ Streets." Isham's upcoming releases include *THE EXPRESS*, his fourth film with Gary Fleder; and *PRIDE AND GLORY*, his second film with helmer Gavin O'Connor.

Isham is an accomplished trumpet player, and has brought his unique sound – melodic, moody, sexy and cool – to a wide variety of genres. His solo recordings range from electric jazz and classic acoustic jazz to New Age and ethnic world music. Isham received a Grammy Award for his Virgin Records release "Mark Isham," as well as Grammy nominations for his albums "Castalia" and "Tibet." The London Times cited his "Miles Remembered" as Best Jazz Album of 1999. And his critically acclaimed "Blue Sun" was chosen by Downbeat Magazine as one of the Top 100 Jazz Albums of the Decade. In addition, he has collaborated with some of the top artists in the music business, appearing on albums by Bruce Springsteen, Willie Nelson, Lyle Lovett, Ziggy Marley, Joni Mitchell, The Rolling Stones, Chris Isaak, and Van Morrison.

AMANDA MACKEY AND CATHY SANDRICH GELFOND (Casting)

Amanda Mackey and Cathy Sandrich Gelfond are award-winning casting directors and are partners in Mackey/Sandrich Casting. They have received two Artios Awards for their work, including the award for Best Action/Horror Casting for Joe Carnahan's *SMOKIN' ACES* and the prize for Best Comedy Casting for Penny Marshall's *A LEAGUE OF THEIR OWN*; the team was also nominated in the comedy category for Jon Turteltaub's *WHILE YOU WERE SLEEPING*.

Mackey and Gelfond's recent credits include Paul Greengrass's *GREEN ZONE* and *UNITED 93*; Anne Fletcher's *THE PROPOSAL* and *27 DRESSES*; Dito Montiel's *FIGHTIN'* and *A GUIDE TO RECOGNIZING YOUR SAINTS*; Raja Gosnell's *SOUTH OF THE BORDER*; and Barry Levinson's *WHAT JUST HAPPENED*. Other credits include Robert De Niro's *THE GOOD SHEPHERD*; Richard LaGravenese's *P.S. I LOVE YOU*; Peter Howitt's *LAWS OF ATTRACTION*; Michael Caton Jones's *CITY BY THE SEA*; Peter Berg's *THE KINGDOM*; Wayne Kramer's *THE COOLER*;

Andrew Davis's HOLES, A PERFECT MURDER and THE FUGITIVE; Don Roos's THE OPPOSITE OF SEX; Randall Wallace's WHEN WE WERE SOLDIERS and THE MAN IN THE IRON MASK; Gary Sinise's OF MICE AND MEN; Philip Noyce's PATRIOT GAMES; and John McTiernan's THE HUNT FOR RED OCTOBER. Mackey and Gelfond also cast and co-produced the London production of the acclaimed play "This is Our Youth," directed by Laurence Boswell and starring Hayden Christensen, Jake Gyllenhaal and Anna Paquin.

Few female ensemble films

There haven't been many pics with lots of dames

By JEANINE BASINGER

"The Women," Diane English's remake of the 1939 MGM classic, revives a relatively obscure subgenre of the so-called "woman's film": the female ensemble. Its purpose was to elevate the traditional woman's film out of the cinematic ghetto through star power. If you cast Joan Crawford, Norma Shearer, Rosalind Russell, Paulette Goddard, Joan Fontaine, Marjorie Main, Butterfly McQueen, Hedda Hopper and more, maybe you could gain status and ditch the labels of "woman's film," "soap opera" or "weepie." (Today we call films about women "chick flicks." It's funnier and hipper, but it's still dubious.)

It's significant that a film starring a female, no matter what other genre it might be (comedy, romance, musical, crime, Western, film noir, melodrama), was always known as "a woman's film." There was no equivalent "man's film" category. Even if a movie cast a group of great male stars, it wasn't a "male ensemble film." It was a Western ("The Magnificent Seven"), a war film ("The Dirty Dozen") or, perhaps, even a masterpiece ("The Bridge on the River Kwai"). Films with men didn't need to worry about genre status, but the female ensemble gave the woman's film a chance to grab some.

Throughout film history, there haven't been lots of female ensemble movies. One of the earliest was "Thirteen Women," a 1932 RKO story with Irene Dunne, Myrna Loy and others. (It was a discouraging tale of female revenge in which Loy, a half-Indian mystic, sets out to kill a bunch of sorority girls who snubbed her in college.) The ensemble subgenre has never been defined by a single setting, occupation or age group. It can be about teenagers ("Where the Boys Are"), suburban housewives ("No Down Payment"), actresses trying to break into show business ("Stage Door") or mothers and daughters coping with wedding plans and cancer ("Steel Magnolias"). The women can be in jail ("Caged") or mental institutions ("Girl, Interrupted"). They can be standing behind their success-obsessed husbands ("A Woman's World"), fighting to achieve their own careers ("The Best of Everything") or just looking to find a decent man to love ("Waiting to Exhale"). Sometimes the ensemble was empowered by legendary stars ("The Women") and sometimes used to showcase newcomers, as in "The Group." A story of eight friends who graduated together from a women's college, "The Group" gave opportunities to Candice Bergen and Jessica Walter, among others.

The female ensemble movie spins off from the woman's film, which was usually about a single woman, using her as an individual role model. The ensemble makes women important, and "The Women" is a perfect example. In it, men are simply eliminated. The women become the heroes. Audiences can't ignore them. Their world is defined by the beauty salon, the fashion show, the divorce ranch, the nightclub ladies' room, the ritzy home with the big closets, and the bridge table. Its women may be archetypes (the doe and her fawn, the prowling she-cat, a lamb and a cow), but they are different from one another. Moreover, the movie suggests there's more than one way for them to behave.

When "The Women" was first remade, as a musical in 1956 (retitled as "The Opposite Sex"), with June Allyson, Ann Miller and others, men were added to the cast. This diluted the story, revealing it as trivial. The men disrupted the acting ensemble, making the women look weak, and redirecting the audience to include the male point of view. Comparing the original "The Women" and "The Opposite Sex" clearly illustrates the ensemble's purpose: to elevate women, to provide multiple female characters with differing roles in life, and to delineate the limits of the woman's world. And, of course, to talk about sex as much as possible, show plenty of furniture and fashion, and to let the women do what men do: make war on one another.

How to obtain sisterhood

Female ensemble movies were not always grounded in competition. The women could obtain "sisterhood," setting aside petty jealousies to work together toward a higher cause. Significantly, these are movies in which the women have no wardrobes. They wear uniforms, as in World War II movies about nurses ("Cry, Havoc!"), or movies with nuns ("Black Narcissus"). When women put on men's pants, bulky plaid jackets and hobnailed boots, as in "Westward the Women," they can pull together and wagon forward, rolling over rough terrain, hostile Apaches and the occasional rattlesnake. In John Ford's last feature film, "Seven Women," a group of soberly dressed missionaries in China make a last stand against cruel mercenaries, never having to worry about changing their outfits.

Technically, a female ensemble film has to have more than three leading ladies to qualify for the type. Threesome female movies ("Valley of the Dolls") don't count. They were always a staple of Hollywood storytelling, being used as cautionary tales to warn women how they might end up: married, disappointed or dead -- although in good clothes and a glamorous location. (Finally, in 1980, with "Nine to Five," the women got the upper hand and no one had to die.)

Today female ensemble movies are hard to cast since there's a shortage of top-ranked box office stars. It's easier in television, where actresses can be introduced into a series when they are unknowns and made famous as the characters they play. Television's ability to assemble successful female foursomes is a foundation of the sitcom: "Designing Women," "The Golden Girls," "Desperate Housewives" and "Sex and the City" -- all of which are female ensembles.

I look forward to a revival of the ensemble subgenre in which women aren't alike, can feel liberated to behave badly without consequence, can fight it out among themselves (why should the men have all the fun?) and can ultimately become friends and learn to work together. It's still a groundbreaking concept for any chick flick, so congratulations to Diane English and her ensemble of actresses for reviving "The Women" on modern terms.

Variety Magazine

Diane English and the ensemble of 'The Women'

Crystal Award

By ROBERT HOFER

Excluding Sarah Jessica Parker, Diane English may have been the happiest woman in Hollywood when the movie "Sex and the City" toppled the new "Indiana Jones" sequel at the box office earlier this month. Then again, this writer-director-producer wasn't exactly surprised by the success of "SATC." English has spent the last 13 years telling movie execs that female-ensemble movies make money, and why it was time to remake "The Women," the ultimate femme fest film.

"I had a whole list of them," English says of "Nine to Five," "Steel Magnolias" and "The First Wives Club." But for 13 years, the execs kept telling her why each of those was a fluke. "It was shocking."

Finally, English got the greenlight when she slashed her budget to \$15 million, which just happened to be the cost of another risky but ultimately successful venture, the gay-themed "Brokeback Mountain."

"And that was two guys in the same clothes on a hill with sheep!" English notes.

It helped that the state of Massachusetts gave her a good tax break, making it possible to sub Boston for many Gotham locales. Aficionados of the original George Cukor-helmed pic will be delighted to hear that in English's remake, Meg Ryan, Annette Bening, Debra Messing, Jada Pinkett Smith and many other actresses go at each other without a guy in sight.

It wasn't an easy feat, considering that the 1939 movie filmed entirely on the MGM lot while English's feature went on location. For instance, "We had production assistants controlling the pedestrians on Fifth Avenue, and then a bicycle messenger would fly by," she recalls.

Movies are tough, remakes can be even tougher. "Cukor was not really happy with the film he directed," English reveals, "which is what made it safe for me to do the remake. The Hays Code made him take out a lot of the stuff in the play."

Some of the bite is back in English's film, but at least one 1939 taboo is still too hot to handle in 2008. "The scene where (the character Edith Potter) is smoking and an ash falls on the baby's head and she flicks it off. It's such a wicked, funny moment," English says of Luce's play. "But no, you couldn't do that today either."