

***** PRODUCTION NOTES *****

WHAT LOVE IS

Written and Directed by Mars Callahan

Starring

**Sean Astin
Mars Callahan
Gina Gershon
Cuba Gooding, Jr.
Anne Heche
Tamala Jones
Matthew Lillard**

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WHAT LOVE IS

LOGLINE: A Romantic Comedy for Men

SYNOPSIS:

“What Love Is” is a sincere, insightful and unapologetically frank romantic comedy about a man who finds out, during the course of one very important night in his life, what love truly is.

The story opens on Tom Riley as he nervously has one drink at his neighborhood bar in order to steady himself before he heads home to ask his long-time girlfriend, Sara, if she will marry him. It's Valentine's Day and he's got the ring. He's got the flowers and now that he has his one drink, he's got the courage. He tells his group of best friends at the bar to meet him at his house for a surprise celebration in half an hour and then he grabs a bottle of champagne and heads home.

Tom pulls his car into the driveway, opens the front door to his house, turns on the light and... CRASH... we hear the bottle of champagne shatter on the floor. For when Tom looks around his apartment, he sees that all of Sara's things have been cleared out and there is a Dear John letter waiting for him on the mantel. Two suitcases sit by the front door and the phone rings. Tom answers it. It's Sara. She tells him that she's leaving him and that the two suitcases by the front door are the last of her things that she couldn't fit in her car and that she's on her way over to pick them up right now. She tells Tom that she doesn't want to talk about it, that she doesn't want any drama, and that she just wants to get her things and she wants to go. “Are you going to be there?” she says. Tom pauses, hit by a ton of bricks and not knowing what to say... “Uh....yeah... I've got half the bar comin' over to help us celebrate Valentine's Day... yeah, I'll be here.” “Good, I'll see you in a minute.” And Sara hangs up. And so our story begins.

Sara is on her way over, and Tom has got to figure out how to get Sara back. Only now, one by one Tom's friends from the bar start showing up thinking it's a Valentine's Day cocktail party at Tom's house! First, Sal, the womanizing, wanna-be gangster shows up then Ken, the married neighbor, who lives upstairs, then Wayne, Tom's flamboyantly gay childhood friend and finally George, the earthy, tree-hugging hippie. Each one has a different take on what Tom should do when Sara arrives and each one has a different approach on what he should say.

As more and more testosterone flows and more and more alcohol is consumed these five men work themselves up into such a frenzy that finally when there is a knock on the door nobody knows what to do! “Oh my God, it's Sara!” Everyone freezes except Tom, who is forced to gather up his courage once again and open the front door to confront Sara... only it's not Sara... it's five drop dead gorgeous women standing in his doorway and asking him... “Is this where the Valentine's party is?” (Apparently, Sal invited some women from back at the bar to join the party!) And now that the women are there, it's their turn to chime in. Because once these five women find out about Tom's situation, they all can't help but get involved and start to put in their two cents about what he should do and how he should handle things when Sara gets there.

The men and the women argue, they flirt, they laugh, they hook up and they storm out, but through all this and these many different contrasting opinions and perspectives on relationships, love, marriage, romance and the madness that surrounds us all when it comes to members of the opposite sex, Tom discovers what he was supposed to learn on this fateful night... what love truly is... just as Sara walks through the door. When Sara gets there everyone files out very quickly leaving Tom alone with her... and what Tom says to Sara in that final moment will not only go down as one of the all-time classic moments in filmmaking history, but it will not leave a single dry eye in the house.

FILMMAKERS:

Writer/Director	Mars Callahan
Producers	George Bours John Hermansen Mars Callahan
Co-Producers	Joy Czerwonky David Pritchard
Executive Producers	Rand Chortkoff
Associate Producers	Jeff Patterson Steve Canino Billy Star Dr. Anne Jacobs Otto Miller Mark S. Thorburn John Leisenring Cole Mecray Dimitrios Deslis Sandy Pflug
Line Producer	Joy Czerwonky
Production Designer	Jaymes Hinkle
Director of Photography	David Stump
Editors	Andrew Dickler Joe Plenys
Casting Director	Rick Pagano
Costume Designer	Roger Forker

CAST:

GEORGE	Sean Astin
KEN	Mars Callahan
RACHEL	Gina Gershon
TOM	Cuba Gooding Jr.
LAURA	Anne Heche
KATHERINE	Tamala Jones
SAL	Matthew Lillard

ABOUT THE CAST

**Sean Astin
Mars Callahan
Gina Gershon
Cuba Gooding Jr.
Anne Heche
Tamala Jones
Matthew Lillard**

SEAN ASTIN

Sean Astin is one of Hollywood's most respected young actors with a distinctive list of projects and credits. Sean recently completed several projects: Lion's Gate Films' *Borderland* about a human-sacrifice cult in a Mexican border town, *What Love Is*, an independent romantic comedy about love from a guy's perspective, both due later this year, and *The Final Season*, the true story of a coach (Astin) who gives up a job to lead the Norway, Iowa high school baseball team to victory in their last year of existence.

Adding to his seemingly boundless list of occupations, Sean released his acting memoir entitled *There and Back Again: An Actor's Tale*. The book opened at #1 on the New York Times Best-seller list, putting him on the map as a true literary story-teller as well as the unabashed screen actor audiences fall in love with again and again. Published by St. Martin's Press and co-written with Joe Layden, the book is a very personal exploration of Astin's prestigious career, from his first big role as Mikey in Warner Bros. classic *The Goonies* through the 18 month arduous challenge of *The Lord of the Rings* trilogy shoot.

Last spring, Sean finished a very successful run as Lynn McGill in the new season of Fox's hit series *24*. His character met a heroic demise, sacrificing his own life to save the rest of his unit from a nerve gas attack. He followed that with the Steven Spielberg produced miniseries "Into the West," about the white man's expansion into western America.

He was seen in NBC's four-hour miniseries *Hercules* from Hallmark Entertainment. Sean played Linus, Hercules' music teacher, starring alongside Leelee Sobieski, Timothy Dalton, and British new-comer Paul Telfer in the title role. Last spring, Sean also starred alongside his mother, Patty Duke, in the romantic comedy *Bigger Than The Sky*.

Astin starred as beloved Samwise Gamgee in the Academy Award winning *The Lord of the Rings* Trilogy. The three films have grossed over \$3 billion world-wide and have entered the history books of classic cinema.

Even with the busy schedule that his film career demands, Sean makes special time for his passion as a very involved public servant. He was invited to Washington, D.C. where his mother Patty Duke, presented him with the Creative Coalition's prestigious Spotlight Award for his contributions to their cause. The Coalition focuses on bridging the gap between Hollywood and Washington, with members meeting White House staffers to raise money for art programs in schools and promote art awareness in children around the country. He is also an adamant animal rights advocate. He attended the Genesis Awards in Beverly Hills, presenting an award to the Genesis Guest of Honor, Virginia McKenna, star of *Born Free* and an active animal rights advocate.

Since 1995, he has been the Civilian Aide to the Secretary of the Army. He is also an active supporter of the AIDS Healthcare Foundation and The Wildlife Waystation. He recently took an oath of office with the White House Chief of Staff to serve on The President's Council on Service and Civic Participation, working alongside such prominent public figures as Senator Bob Dole and astronaut John Glen. The mission of the council is to recognize and encourage outstanding volunteer service and civic participation by individuals, schools, and organizations thereby encouraging more such activity, especially on the part of America's youth. Last Fall, Sean partnered with Verizon as the Verizon Literacy Champion benefiting the National Center for Family Literacy. In this position, he assists the NCFL in speaking out for family literacy issues across the country but closer to home, he greatly appreciates the importance, enormous benefit, and simple joy that comes from teaching his own children to read. Astin is also a promising director. He directed a short film called *The Long and Short of It*, which was featured at the 2003 Sundance Film Festival. This short was shot on the set of *Lord of the Rings* and features cast and crew from the film.

In 1994, he received an Academy Award nomination and won a Jury Prize at the Texas Film Festival for his short film *Kangaroo Court*, which he co-produced with his wife Christine. In addition to this short film, Astin has also directed an episode of the television hit *Angel*, and an episode for the HBO anthology *Perversions of Science*.

Astin is well known for playing the title role in the critically acclaimed *Rudy* and for his feature debut in *The Goonies*. His other film credits include *Marilyn Hotchkiss' Ballroom Dancing and Charm School*, which received critical praise at last year's Sundance Film Festival, *Click*, *50 First Dates*, *Bulworth*, *Smile*, *Courage Under Fire*, *Memphis Belle*, *Encino Man*, *Like Father Like Son*, *Where the Day Takes You*, *Staying Together*, *War of the Roses* and *Safe Passage*. He has also been seen in several independent movies: *Deterrence*, *Kimberly*, *The Last Producer* and *Boy Meets Girl*.

He made his professional debut with his mother Patty Duke in the television After School Special *Please Don't Hit Me, Mom*. He received Best Actor honors for his performance in *The Low Life* at the Fort Lauderdale Film Festival.

Astin has earned a degree in History/American Literature and Culture from UCLA. He resides in Los Angeles with his wife and their three daughters.

MARS CALLAHAN

Mars Callahan was born in Studio City, California. By age eleven, he was touring with a children's musical group for Columbia Artists. At fifteen, he landed a supporting role on the hit television series *The Wonder Years*. By the time Callahan was twenty-eight years old, he had written, directed and packaged three films. He independently created *Poolhall Junkies* starring Academy Award winners Christopher Walken and Rod Steiger, and Academy Award nominee, Chazz Palminteri. The critically-acclaimed film was nominated for Best Sports Movie at the 2003 ESPY Awards. Most recently, Callahan wrote, starred in and directed *What Love Is*. As an actor, Callahan has appeared in films with some of the top box office stars in Hollywood, including Tom Hanks, Charlize Theron, Liv Tyler, Brad Pitt, George Clooney, James Garner and Martin Short.

GINA GERSHON

An actress with uncommon presence, Gina Gershon has enjoyed a wide ranging career in film, on television, on the stage and now as an author. Gershon's film career has spanned two decades with a variety of projects. She was critically acclaimed for her role as singer/guitarist Jacki in *Prey For Rock and Roll*, the adrenaline-filled story of a contemporary LA all-girl punk band. In addition to starring in the film, Gershon produced and performs all of the songs in the film written by Cheri Lovedog, about whom the film is based. She also gained considerable notice for her memorable performances in Paul Verhoeven's *Showgirls*, and the critically acclaimed film noir *Bound*, opposite Jennifer Tilly. Directed by the Wachowski Brothers, *Bound* appeared on a number of critic's top ten lists and was awarded the Best Film of 1997 at the GLAAD Media Awards. Gershon made her film debut as a dancer in *Beatlemania* (1981) and had her first speaking role in John Hughes' box-office hit, *Pretty In Pink* which subsequently led to roles in *Cocktail* with Tom Cruise and *Red Heat* with Arnold Schwarzenegger. Other film credits include Olivier Assayas' *Demon Lover* opposite Chloe Sevigny and Connie Nielsen; Claudia Myers' *Kettle of Fish*; Renny Harlin's action/thriller *Driven* opposite Sylvester Stallone; Michael Mann's Oscar-nominated *The Insider* opposite Al Pacino; John Woo's blockbuster, *Face/Off* opposite John Travolta and Nicolas Cage; Castle Rock's *Palmetto* opposite Woody Harrelson and Elisabeth Shue; John Sayles' *City of Hope*, Robert Altman's *The Player*, and the adaptation of the Jim Thompson novella, *This World, Then the Fireworks*, opposite Billy Zane. On television, Gershon recently appeared in the premiere episode of ABC's hit show *Ugly Betty*, as Fabia, a cut-throat Italian designer who threatens MODE magazine. She also starred in David E. Kelley's action detective drama *Snoops*, an ABC series, as the head of a high tech private detective agency. Originally written for a man to star, Kelley rewrote the role for Gershon upon meeting with her. She received critical acclaim for her portrayal of Nancy Barbato Sinatra in the CBS mini-series, *Sinatra*. Other notable appearances include her role in the TNT original movie *Legalese*, opposite James Garner, Kathleen Turner, and Mary-Louise Parker; the Emmy-winning *Miss Rose White* for Hallmark Hall of Fame; the romantic drama *Beyond the Past*, opposite Rade Serbedzija and several recurring roles on *The Days and Nights of Molly Dodd*. On stage, Gershon starred as Sally Bowles in Sam Mendes' *Cabaret*; in *Camille*; Jon Robin Baitz's *The Substance of Fire* at the Long Wharf Theatre; William Mastrosimone's *Nanawatai* at the Los Angeles Theatre Center; and Eve Ensler's *The Vagina Monologues*. A founding member of the New York-based theater

company, Naked Angels, Gershon has appeared in numerous productions with the company. Of a Los Angeles Naked Angels production in June 1994, Variety wrote "Several members of the 20-strong cast do multiple duty, none with more dexterity than Gina Gershon." Among the prominent teachers Gershon has studied acting with are Sandra Seacat, Harold Guskin, David Mamet and at Circle in the Square. Gershon will next be seen in Tom DiCillo's *Delirious* opposite Steve Buscemi and Mars Callahan's *What Love Is* opposite Cuba Gooding Jr. and Anne Heche. Both films are set to premiere at the 2007 Sundance Film Festival. Gershon has recently embarked on a new venture; writing the childrens book, *Camp Creepy Time*, which she co-wrote with her brother Dann. *Camp Creepy Time* is about a young boy, Einstein P. Fleet, who's sent to a summer camp and discovers that the camp is an alien-run smuggling operation. The camp counselors are turning children into monsters, and shipping them off to zoos on planets around the solar system. Putnam Publishing will publish the book in May 2007. DreamWorks Films has already acquired the screen rights. Richard LaGravenese is set to write the script and Nickelodeon Films to produce.

CUBA GOODING, JR.

Cuba Gooding, Jr. is one of the hardest working and most likeable actors in Hollywood. He has made over 25 feature films of which 5 of them have grossed over \$100 million. Gooding got his start in show business as a break-dancer performing in the closing ceremonies of the 1984 Olympic Games. It won him his first agent. Shortly after, he started guest starring in roles on such hit TV shows as *Hill Street Blues* and *MacGyver*. But it wasn't until *Boyz N the Hood* broke out and grossed over \$50 million in the US Box Office that Gooding gained nationwide recognition. Over the next few years, Gooding landed roles in *A Few Good Men*, *Lightning Jack*, *Outbreak* and *Gladiator*. However, when Gooding won an Academy Award for Best Supporting Actor in *Jerry Maguire* and his line "show me the money" became America's catchphrase, he was elevated to superstar status. His popularity continued to grow with his roles in *As Good As It Gets*, *What Dreams May Come*, *Instinct* and *Men of Honor*. In 2002, he received his star on the Hollywood Walk of Fame. Recently, Gooding finished filming 3 films: *Daddy Day Camp*, *Norbit* and *American Gangster*. Currently, he can be seen in *Shadowboxer* and *What Love Is*. His other film credits include *Chill Factor*, *A Murder of Crows*, *Pearl Harbor*, *Rat Race*, *Radio, Dirty* and *End Game* to name a few.

ANNE HECHE

Anne Heche has proven herself as an exceptional actress in film, television, and stage. She can currently be seen starring in ABC's *Men in Trees*. Heche earned her first primetime Emmy Award nomination for her portrayal of a drug-addicted mother in the 2004 Lifetime Television, original movie *Gracie's Choice*. She recently appeared in the Lifetime movie, *Fatal Desire* and the Hallmark Channel's holiday movie *Silver Bells* on CBS, which was seen by over 16 million viewers. She has created memorable characters in several guest-starring performances on hit shows including *Nip/Tuck*, *Everwood*, *Ally McBeal* and HBO's telefilm, *If These Walls Could Talk*. On the big screen, Heche was last seen opposite Nicole Kidman and Lauren Bacall in New Line Cinema's *Birth*. Heche won The National Board of Review Award for *Best Supporting Actress* for Barry Levinson's *Wag the Dog*, in which she appeared opposite Robert De Niro and Dustin Hoffman. She starred opposite Harrison Ford in *Six Days Seven Nights* and opposite Tommy Lee Jones in *Volcano*. Heche achieved critical acclaim for her role in *Donnie Brasco*. She co-starred in Gus Van Zant's update of *Psycho* with Vince Vaughn and Julianne Moore and *Auggie Rose*, alongside Jeff Goldblum. In 2002, Heche co-starred in the Denzel Washington drama, *John Q* and opposite Christina Ricci in the Miramax film, *Prozac Nation*. Other film credits include Agnieszka Holland's *The Third Miracle* opposite Ed Harris, *The Juror* with Demi Moore and Alec Baldwin, *Walking and Talking*, *The Wild Side*, *Twist of Fate*, *Pie in the Sky*, *Milk Money* with Melanie Griffith, *The Investigator* and *I'll Do Anything*. Heche made her Broadway debut in the critically acclaimed production of the Tony Award-winning play *Proof* in 2002. She garnered rave reviews across the board from theatre critics and the show was extended, making it one of the longest running non-musical plays in recent history. She triumphantly returned to Broadway in the Roundabout Theater stage production of *Twentieth Century* in 2004. Her critically acclaimed performance opposite Alec Baldwin earned her a Tony Award nomination for *Best Lead Actress*

in a Play. Also a writer and director, Heche wrote and directed a short feature entitled *Reaching Normal*, for Showtime's *First Director Series*, as well as the second installment of *If These Walls Could Talk*. In September 2001, Simon & Schuster published Anne's autobiographical *Call Me Crazy*, which appeared on *The New York Times* and the *Los Angeles Times* bestseller lists.

TAMALA JONES

Tamala Jones launched her career as a model, appearing in magazine ads and television commercials, before landing her first acting job on an episode of the preteen sitcom *California Dreams*. As a young woman, she guest starred on series ranging from *The Fresh Prince of Bel-Air* to *ER* to *The Wayans Brothers*. Her first regular television role was playing a student in the ABC network's short-lived drama *Dangerous Minds*. Jones entered the world of features with a small role in *How to Make an American Quilt* and had her first starring film role in *Booby Call*. In 1998, Jones starred in the short-lived NBC summer replacement sitcom *For Your Love*. After appearing in *Blue Streak* and *The Wood*, Jones began to gain momentum with roles in Ice Cube's *Next Friday* and the Tim Meadows SNL vehicle *The Ladies Man*. Jones would later share the limelight with a talented cast in *Kingdom Come*. Jones recently completed filming 4 features: *American Dream*, *Daddy Day Camp*, *Who's Your Caddy* and *Show Stoppers*. Currently, she can be seen in *Confessions* and *What Love Is*. Jones' other film credits include *Turn It Up*, *The Brothers*, *Two Can Play That Game*, *Head of State* and *Long Distance*. Jones additional TV credits include *Veronica's Closet*, *One on One*, *Love, Inc*, *Flirt*, *Ghost Whisperer* and *CSI: Miami*.

MATTHEW LILLARD

Constantly delivering memorable performances, Matthew Lillard is quickly becoming one of Hollywood's most sought-after talents. Lillard will soon be seen in the comedy *The Groomsmen* opposite Edward Burns and John Leguizamo. The film, directed by Burns, follows the groom and his four attendants as they wrestle with issues related to friendship and maturity a week before the big day. In addition, he recently completed production on the romantic comedy *What Love Is*, opposite Cuba Gooding Jr. and Anne Heche.

Lillard recently performed on the London stage in the "witty and wicked comedy" *Fuddy Meers*. Premiering to great reviews at The Arts Theatre, *Fuddy Meers* "crashes the bounds of political correctness and events as they spiral into delicious disorder." A cult hit off-Broadway, *Fuddy Meers* is the first production from Sam Mendes and Caro Newling since leaving the Donmar. Lillard was previously seen in Paramount's hilarious comedy, *Without A Paddle*, opposite Seth Green and Dax Shepard. Lillard also starred opposite Josh Hartnett in Lakeshore Entertainment's drama, *Wicker Park*. Additionally, Lillard starred in the sequel, *Scooby Doo: Monsters Unleashed*. In this film, Lillard reprised his role as the revered animated character, "Shaggy." The film followed the gang on their latest mystery adventure as they investigated the dastardly plans of a masked villain.

Matthew Lillard burst onto the screen in Miramax's huge box-office grossing film *Scream* and captured audiences with his hyper-kinetic portrayal of the teen serial killer "Stuart." The performance earned him critical acclaim and worldwide recognition. Additional film credits include Warner Brothers box-office smash hit *Scooby Doo*, an appearance in "A Very Merry Muppet Christmas Movie," the horror film *Thirteen Ghosts*, *She's All That*, *Summer Catch*, *Love's Labour's Lost*, *SLC Punk*, *Wing Commander*, *Senseless* and *The Curve* with Keri Russell, as well as a cameo in the comic-caper *The Perfect Score* for Paramount.

Lillard began his acting career with a co-starring role in John Waters' *Serial Mom* alongside Kathleen Turner and Ricki Lake. He continued to land roles, including Chris O'Donnell's best friend in *Mad Love*; a memorable portrayal as a "serial killer" in *Hackers*; and an anti-abortion extremist opposite Cher and Anne Heche in HBO's original picture "If These Walls Could Talk." Born in Michigan, Lillard was raised in California. After high school, he attended Pasadena College of the Arts for several semesters and then moved to New York City to study at the distinguished Circle in the Square Theater Company.

Lillard resides in Los Angeles with his wife and his two daughters.

ABOUT THE FILMMAKERS

MARS CALLAHAN (Writer/Director/Producer)

Mars Callahan was born in Studio City, California. By age eleven, he was touring with a children's musical group for Columbia Artists. At fifteen, he landed a supporting role on the hit television series *The Wonder Years*. By the time Callahan was twenty-eight years old, he had written, directed and packaged three films. He independently created *Poolhall Junkies* starring Academy Award winners Christopher Walken and Rod Steiger, and Academy Award nominee Chazz Palminteri. The critically-acclaimed film was nominated for Best Sports Movie at the 2003 ESPY Awards. Most recently, Callahan wrote, starred in and directed *What Love Is*. As an actor, Callahan has appeared in films with some of the top box office stars in Hollywood, including Tom Hanks, Charlize Theron, Liv Tyler, Brad Pitt, George Clooney, James Garner and Martin Short.

GEORGE BOURS (Producer)

George Bours has worked as Director of Audio Services for Crest Digital Media for the past 14 years, supervising the completion of hundreds of titles for domestic/foreign theatrical film, DVD, television and radio markets. His clients have included Buena Vista, Warner Bros., Dreamworks SKG, Anchor Bay and other major studios. Bours' knowledge and expertise in the work flow of production as well as his history in video and audio production made him the perfect fit for the technical challenges presented by this film. Bours had previously teamed up with Callahan on 2 other films. His recent projects include producing the independent features *What Love Is* and *Revolution*, a series of four shorts currently in post production, and directing *Rod Piazza and the Mighty Flyers: The Chosen Who Sessions* for Delta Groove Productions.

JOHN HERMANSEN (Producer)

John Hermansen has produced almost 200 episodes of television including MTV's *Taildaters*, MTV's *Burned*, GSN's *Vegas Weddings Unveiled*, *Style's Ultimatum*, VH1's *Love Songs: SOS*, and GSN's *Ballbreakers*. He has worked with directors Jodi Foster, Peter Yates, Barry Levinson, Christopher Guest, and James Cameron and on such notable films as *Con Air*, *The Crucible*, *Almost Heroes*, *Waiting for Guffman*, *Home for the Holidays*, and a myriad of Independent films. John first worked with Mars Callahan on *Poolhall Junkies* and then went on to produce a TV show with him. John's most recent producing credits include Yari Film Group's *Kickin' It Old Skool*, starring Jamie Kennedy. Additionally, John produced *Gray Matters* which was directed by Sue Kramer and stars Heather Graham, Bridget Moynahan, Tom Cavanagh, Sissy Spacek, Molly Shannon and Alan Cumming.

RAND CHORTKOFF (Executive Producer)

Rand Chortkoff's wide-ranging experience covers every aspect of the entertainment business, including creating a unique and innovative approach to film financing and production, which has enabled him to successfully finance seven feature films in the last six years. Chortkoff is also the C.E.O. of Delta Groove Productions, a record label with worldwide distribution that specializes in the production of movie soundtracks, music licensing, publishing and marketing services. Earning accolades from blues and roots aficionados around the world, Chortkoff has created a series of award-winning record releases. He produced Blues legend Billy Boy Arnold's highly acclaimed comeback release "Back Where I Belong" as well as over a dozen successful recordings. In addition, he is a 30-year veteran music promoter, who has produced and promoted hundreds of successful live concerts. He is also a lifelong devotee of American Roots, Blues and R&B music. Chortkoff's expansive knowledge of these genres and his extensive industry contacts, combined with his keen ear and his own musical talent make him an invaluable asset to Big Sky Motion Pictures.

JOY CZERWONKY (Co-Producer/Line Producer)

Joy Czerwonky has an extensive background in business management, consulting, finance and accounting. In addition, she has produced/line produced eight feature films of which the most recent is *What Love Is*. Her production experience has allowed her to refine her financial and operational management skills developed in the banking and financial world to fit the Hollywood

entertainment industry. Right after film school, Czerwonky garnered much hands-on experience by working on numerous film crews in virtually every position. This, combined with the insight she gained while working at ACI/Pearson Television in distribution accounting, where she tracked and analyzed over 100 Movies of the Week from inception through royalty distribution, gave her the ability to maximize a film's production value and to troubleshoot any adverse situation that may arise.

DAVID PRITCHARD (Co-Producer)

David Pritchard, the producer of such mega hits as *The Simpsons*, *King of the Hill*, and *Family Guy*, has garnered numerous ACE and Emmy Award nominations. He has taken home a total of six primetime Emmys for *King of the Hill*, *Dr. Katz*, *Professional Therapist* and for *The Simpsons*. His hands-on approach to production is a driving force behind long-lasting and award-winning family entertainment. Furthermore, Pritchard has been successful in generating unprecedented brandname recognition for his projects. Having held a series of financial positions at Gulf & Western Industries, now Paramount Corporation, Pritchard got his start in the film and television business when he was recruited as Vice President of Corporate Affairs of HBO.

DIRECTOR'S STATEMENT BY MARS CALLAHAN:

After making *Poolhall Junkies* and seeing how well an independent film company can do when it finances and distributes its own motion picture, I set out to follow in those successful footsteps and established Big Sky Motion Pictures. This privately financed independent production company not only raises its own production financing, but also raises enough money to self-distribute its films and control its own destiny. I feel the only way to have creative freedom and to have my investors and I financially benefit from the films I make is to continue to write great projects we can package with A-List talent and to independently finance, produce and distribute these films.

Since Sundance is supposed to be the Mecca for independent films and because Big Sky Motion Pictures and *What Love Is* are the definition of "indie" from beginning to end, I decided to hold the world premiere in Park City during Sundance.

Since Big Sky is releasing *What Love Is* nationwide on March 23, 2007 and holding Special Event Sneak Preview Screenings on March 21 in LA and NYC, I decided that premiering the film in Park City was also the best way to maximize exposure for the film while conserving as much of our distribution fund as possible for the theatrical rollout. In addition, since I shot *Poolhall Junkies* in Utah several years ago, I have a lot of friends and supporters in and around Park City and feel they are the ones I want to share this project with first.

ABOUT PRODUCTION:

A great film starts with a great script, and fortunately Mars wrote a very witty and very funny script. From the beginning, *What Love Is* caused a lot of controversy with the agents, managers and stars that read it. Everyone loved the dialog and the idea that we were going to show what men say to men about women when they aren't around and what women say to women about men when they aren't around. However, the compressed shooting schedule, the potential of an over 30 minute continuous dolly shot and Mars expecting the actors to memorize all their lines in the entire script and be ready to perform them from beginning to end seemed to intimidate some of the most well known actors in the business. They were all excited about how "in your face" the dialog was, but many highly respected actors felt they were uncertain they could actually deliver such complex dialog in such a short period of time.

Mars made it very clear from the moment we began, that being true to the words on the page was very important to the vision he had and the message he wanted to deliver. He also knew what he needed—some gutsy actors and actresses willing to take some chances and really put their acting skills to task. He knew we needed theater-trained actors, who weren't afraid to act and have their performances speak for themselves without hiding behind high concept action scenes

or special effects laden scripts. Although, as a side note, our morph sequences are a bit high end thanks to our expert VFX DP, Dave Stump, and to the support of Thomson Grass Valley and Technicolor.

It was a long and rather challenging process to find the stars that were right for this project. Luckily, we have one of the best casting directors in the business on our team. Rick Pagano is not only one of the hardest working casting directors around, he is a director as well. This makes him truly a “Director’s” casting director. Rick takes a lot of chances as a director in his own right and really seems to enjoy seeing actors take chances as well. He really understood what the script needed, loved the story and went above and beyond to support Mars and his vision. To make a long story short, we got the talent we needed and are extremely pleased with the dedication they had to their craft, to Mars and to the script. We captured some amazing performances. It was exciting for everyone involved to see the talent work with Mars and work with each other to push themselves to the next level. Of course, Cuba has already won an Oscar and given many wonderful performances before and after *Jerry Maguire*, so we knew with his exceptional skills he would bring something very special to the table. But some of the other talent had yet to find their opportunities in other movies to show their true talents. All the stars of the film gave so much to the picture. However, Matthew Lillard is the one that really stands out for me. The performance Matthew gave throughout *What Love Is* show he is of Academy caliber. There is such a dichotomy between the character of “Sal” that he plays in this movie and his “Shaggy” character in *Scooby Doo* that virtually everyone on the set could not stop talking about how talented he is.

Although Cuba and Matt seem to be focal points of the film, the story features an ensemble cast where virtually every member of the cast is in most of the scenes at the same time. The rapid-fire dialog inspired by Howard Hawk’s *His Girl Friday*, the intensity of each actor’s monologues and the desire of the director to get organic coverage—meaning both sides of a conversation are covered simultaneously, presented the production with numerous challenges. The busy schedules of our cast, which only allowed them to be available for a one-week shoot, compounded the logistic difficulty. Fortunately, the ingenious and generous professionals at Plus 8 along with the amazing support received from Thomson Grass Valley’s two companies, Viper and Technicolor, enabled the impossible to become possible. Shooting simultaneously with 3-4 Viper cameras using Filmstream technology (which in a nutshell delivers a 35mm quality image on HD) and using two additional 35mm cameras, enabled Mars’ vision to be delivered in the time frame allotted.

The look of the film was of the utmost importance to the production. Mars wanted a very Rat Pack-era tone to the film and a hip NY style to the furnishings. He is a big fan of Alfred Hitchcock’s *Rope* and wanted extremely long steadicam and dolly takes as well as pools of light for the actors to walk into to deliver their dialog and out of when the focus was moved to another character. Shooting 3-4 cameras simultaneously dictated that most of the lighting would have to come from above or be bounced off practical set pieces. We had a huge set wall that was flown in and out of the set during several takes as well as a mirrored wall in the bathroom that opened up as the camera dollyed from looking into the mirror over the shoulders of the actresses to “through” the mirror to look back at the actresses all in one continuous shot. The team work of the crew, the strong desire of everyone involved to deliver the director’s vision and all the wonderfully talented actors and actresses were crucial to accomplishing so many of the unique camera moves and angles we have in the film. Throughout the film, Mars made it a point to incorporate unique shots and cutting edge technology wherever possible. One of the most interesting occasions was when Cuba put on the “mancam”, which made him his own cameraman. We mounted quite a heavy camera and harness to his torso with a special lens pointing at his face. Cuba then interacted with various people during a party scene. The end result is quite amazing. We captured his face in focus in the foreground and then all his partying friends in the background. It is quite a unique shot and always prompts the question, “How was that accomplished?”. It was not an easy shot to pull off, so we were lucky Cuba was in such great shape and is so easy to work with.

The blocking of the cameras, the choreographed movement of the actors and the stationary lighting from a ceiling grid also increased the level of difficulty. If it hadn't been for the phenomenal production design of Jaymes Hinkle and incredible technical abilities of Dave Stump (DP) and his camera department along with Michael "Anamal" Off (Gaffer) and his lighting crew, we would have never pulled off the production value and the 35mm quality we wanted. Mars shot his previous films in 35mm and loves the way film looks; however, on this particular project it just didn't give Mars the freedom he wanted. We spent a lot of time in pre-production learning about HD and all the different cameras that are out there. It was quite a time consuming challenge, but we were committed to giving Mars the freedom to run a take as long as he wanted to get the performances he desired. We didn't want to give up the 35mm film aesthetic to gain this freedom, so we knew we had to find the right equipment and the right camera team. We also knew that given the number of cameras we were running, the amount of dialog and the number of actors in each scene, we would be shooting hundreds of thousands of feet of film. This was a huge time concern. We only had a few days to make an entire feature and the extra minutes it takes to change out a film mag on each of the four cameras just couldn't be wasted. This film is about the performances and the dialog, so we weren't willing to compromise creatively to accomplish technically. Fortunately, we found the right DP and crew and the right HD equipment and support team to let us have our cake and eat it too. I think from now on we will always be shooting a hybrid of 35mm and HD, but of course not just any HD—we have been spoiled now and have fallen in love with the Viper HD camera operating in Filmstream mode and capturing data 4-4-4. It seems to be the best of both worlds and gives the director and the actors the freedom to forget about the camera and focus on telling the story.

Joy Czerwonky