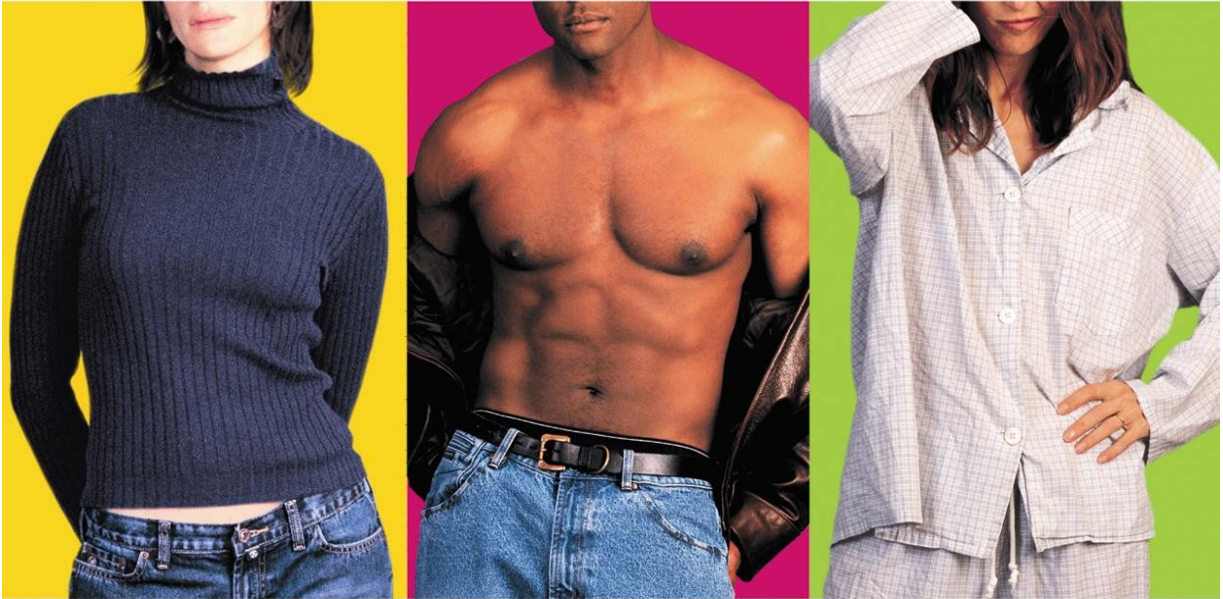


Everybody needs a release.



DAVID DUCHOVNY NICKY KATT CATHERINE KEENER MARY McCORMACK
DAVID HYDE PIERCE JULIA ROBERTS BLAIR UNDERWOOD



FULL FRONTAL

produced by SCOTT KRAMER and GREGORY JACOBS
written by COLEMAN HOUGH directed by STEVEN SODERBERGH



www.fullfrontal.com



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Miramax Films presents

FULL FRONTAL

DAVID DUCHOVNY
NICKY KATT
CATHERINE KEENER
MARY McCORMACK
DAVID HYDE PIERCE
JULIA ROBERTS
BLAIR UNDERWOOD

Casting by

DEBRA ZANE, C.S.A.

Edited by

SARAH FLACK

Director of Photography

PETER ANDREWS

Produced by

SCOTT KRAMER

GREGORY JACOBS

Written by

COLEMAN HOUGH

Directed by

STEVEN SODERBERGH



Cast

Gus	DAVID DUCHOVNY
Hitler	NICKY KATT
Lee	CATHERINE KEENER
Linda	MARY McCORMACK
Carl	DAVID HYDE PIERCE
Francesca /Catherine	JULIA ROBERTS
Calvin /Nicholas	BLAIR UNDERWOOD
Arty/Ed	ENRICO COLANTONI
Lucy	ERIKA ALEXANDER
Heather	TRACY VILAR
Francesca's Assistant	BRANDON KEENER
Harvey, probably	JEFF GARLIN
Nicholas's Agent	DAVID ALAN BASCHE
Woman on Plane	NANCY LENEHAN
Sam Osborne	BRAD ROWE
Film Director	DAVID FINCHER
Jerry	JERRY WEINTRAUB
First Fired Employee	RAINN WILSON
Second Fired Employee	EDDIE McCLINTOCK
Third Fired Employee	DINA WATERS
Fourth Fired Employee	SANDRA OH
Linda's Friend in Kitchen	JUSTINA MACHADO
Diane	MEAGEN FAY
Sex Shop Man # 1	JOE CHREST
Sex Shop Man # 2	WAYNE PERE
Tracy	JANUARY JONES
Mike	MIKE MALONE
Male Massage Client	ANTHONY POWERS
Hitler Girlfriend	ALISON EBBERT
Hitler Hitchhiker	JENNIFER BRUSCIANO
Freud	COLE ANDERSEN
Hitler Guard	AL AHLF
Miramax Receptionist	LACY LIVINGSTON
Harvey, probably's, Assistant	PATRICK FISCHLER
Clothing Store Owner	NATHALIE SEAVER
Hotel Housekeeper	SOLEDAD ST. HILAIRE
Vampire Neighbor	ROGER GARCIA
Concierge	LAURENT SCHWAAR
Woman in Bed	MARIA ROGERS
Hotel Hostess	DAWN SUGGS
Hotel Waitress	CHARLOTTE PUCKETT
Biker	CHANCE ROBERTSON
Theater Patrons	MONICA LEE BURLAND
	KENN WOOD
Pregnant Woman	CYNTHIA GIBB

Partygoers ANDREW CONNOLLY
 KAREN WOODLEY-CONNOLLY
 CHRIS DEROSE
 RANDY LOWELL
 PLINY PORTER
 COLEMAN HOUGH

Filmmakers

Directed by STEVEN SODERBERGH
 Written by COLEMAN HOUGH
 Produced by SCOTT KRAMER
 GREGORY JACOBS
 Director of Photography PETER ANDREWS
 Editor SARAH FLACK
 Casting by DEBRA ZANE, C.S.A.
 Casting Associate TERRI TAYLOR

Unit Production Manager MICHAEL POLAIRE
 First Assistant Director GREGORY JACOBS
 Second Assistant Director BASTI VAN DER WOUDE

Camera Operator DUANE "DL" MANWILLER

Production Sound Mixer PAUL LEDFORD, C.A.S.
 Boom Operator LINDA MURPHY
 Utility Sound SAM SARKAR

Script Supervisor REBECCA ROBERTSON

Property Master LANCE LARSON
 Assistant Property Master MARK GANTT

Costume Supervisor SHOSHANA RUBIN
 Costumer SUSI CAMPOS

Video Technicians TIM SMITH
 CHRISTOPHER JUST WEAVER

Location Manager KEN LAVET
 Assistant Location Manager CALEB DUFFY
 Location Assistant NAOMI MOTOHASHI

Production Accountant SONYA LUNSFORD
 First Assistant Accountant JASON HINKEL

Production Coordinator JULIE M. ANDERSON

Assistant Production Coordinator	DAVID McKIMMIE
Production Office Assistants	VIRGINIE DROUOT MATT NOVELLO
Second Second Assistant Director	KERI BRUNO
Set Production Assistants	LYNNE MARTIN KEITH POPELY INDIA NEILAN
Camera First Assistant (film)	DANNY MODER
Camera Second Assistant (film)	CHRIS MACK
Film Loader	E.J. MISISCO, JR.
Gaffer	RUSSELL AYER
Best Boy Electric	ED AYER
Lighting Technician	TED KREDO
Rigging Gaffer	BRENT STUDLER
Rigging Electric	SHAUN BREEDLOVE
Key Grip	PAUL THRELKELD
Best Boy Grip	THOMAS CURRAN
Dolly Grip	C. GREGORY GUELLOW
Rigging Grip	JOSEPH A. GRAHAM
Extras Casting	RICH KING & ASSOCIATES
Unit Publicist	SPOOKY STEVENS
Still Photographer	BOB MARSHAK
Transportation Coordinator	JON CARPENTER
Transportation Captain	SHANE GREEDY
Drivers	RICH BENNETTI DAVID C. BLACKMAN DAVE GLAVIN LEON GLAVIN JT LANNEN CHARLES RAMIREZ
Animal Trainers	BIRDS AND ANIMALS UNLIMITED MATHILDE DE CAGNY LARRY PAYNE
Catering	GOURMET ON LOCATION
Chef	ANTOINE MASCARO
Craft Service	JEFF WINN

Post-Production Sound	LARRY BLAKE
First Assistant Editor	SUSAN LITTENBERG
Second Assistant Editor	DAVID KIRCHNER
Post-Production Coordinator	MONICA BORDE
Post-Production Accountant	R. C. BARAL & COMPANY LEAH A. HOLMES
Foley by	ALICIA IRWIN DAWN FINTOR
Foley Mixer	DAVID BETANCOURT
Foley Recorded at	TWENTIETH CENTURY FOX
Sound Editing & Re-Recording	SWELLTONE LABS/NEW ORLEANS
Foley Editors	MATT COBY JAY GALLAGHER
Titles & Opticals	CINESITE
Negative Cutter	PAUL E. TANZILLO
Video Colorist	PETER MCCOUBREY
Color Timer	DAN MUSCARELLA
Ektachrome Consultant	LES MEEK
Digital Film Services	EDWIN ARMSTRONG
Film-Within-Film Effect	BIG FILM DESIGN
Track Negative	NT AUDIO VIDEO FILM LABS
Cutting Continuity	MASTERWORDS
Camera Dollies by	CHAPMAN/LEONARD STUDIO EQUIPMENT, INC.
Digital Post-Production Assistance by	DIGITAL FILM TREE TIM SERDA RAMY KATRIB
Post-Production Services Provided by	OUTPOST DIGITAL EVAN SCHECHTMAN RON PATANE
Production Legal Services	PROSKAUER ROSE, LLP HOWARD D. BEHAR, ESQ. STEVEN M. KALB, ESQ.

Clearances ENTERTAINMENT CLEARANCES
CASSANDRA BARBOUR
LAURA SEVIER

Songs

“SARAH”

“LA MAPPEMONDE”

“AU LOFT”

“DIANE L.”

Composed and Orchestrated by
JACQUES DAVIDOVICI

All songs published by Les Editions du Quartier (Administered by Marada USA/Criterion Music Corp.)
except “SARAH”, published by Telfrance (Administered by Marada USA/Criterion, for USA and Canada)

“BAD BOYS”

Written by
Ian Lewis

“HUE-MAN’S LOVE CALL”

Written by
DERRICK I. M. GILBERT aka D-KNOWLEDGE

“DO SOMETHING REAL”

Performed by
ROBERT POLLARD and DOUGLAS GILLARD

Composed by
ROBERT E. POLLARD, JR.
Courtesy Guided By Voices

The producers wish to thank the following for their kindness, generosity and assistance:

RAFFLES L’ERMITAGE HOTEL - VANESSA WILLIAMS
THE CITY OF BEVERLY HILLS
SONY ELECTRONICS - CRAIG YANAGI
CANON USA - NADIA VITELS
APPLE PRODUCTS - SUZANNE LINDBERGH
LOS ANGELES MAGAZINE - KIT RACHLIS
DANIEL FORT
CHRIS BIRCHBY
FINAL CUT PRO - BILL HUDSON, PAUL SACCONI, BRIAN MEANEY,
DAVID BLACK, ERIC GRAVES, GARY JOHNSON

“FULL FRONTAL”

Production Information

Linda would love to be loved. Carl loves his wife Lee. Lee is looking to be loved by Calvin. Calvin plays Nicholas who discovers he's in love with Catherine. Catherine, who is really Francesca, finds true love and Gus loves himself. Steven Soderbergh's "Full Frontal" is a movie about movies for people who love movies.

A contemporary comedy set in Los Angeles, "Full Frontal" traces the complicated relationship among seven friends as they deal with the fragile connections that bind them together.

"Full Frontal" takes place during a twenty-four hour period – a day in the life of missed connections. Connections you never really see -- until you see them all mapped out.

The ensemble cast is headed by David Duchovny, Nicky Katt, Catherine Keener, Mary McCormack, David Hyde Pierce, Julia Roberts and Blair Underwood.

Carl Bright (DAVID HYDE PIERCE) is a writer at Los Angeles Magazine who writes screenplays on the side and thinks he understands the reasons for his wife's unhappiness. His wife Lee (CATHERINE KEENER) is the VP of Human Resources at a large corporation who takes out her frustrations as she terminates company employees. Her sister Linda (MARY MCCORMACK) works as a hotel masseuse and worries that she will never meet Mr. Right. Calvin (BLAIR UNDERWOOD) is the star of a successful television series who has just gotten his big film break playing Nicholas, the sidekick of a major movie star and, the subject of a celebrity profile being written by Catherine played by Francesca (JULIA ROBERTS). NICKY KATT is an actor playing Hitler in a stage play while Gus (DAVID DUCHOVNY) produces Nicholas' movie. The day will culminate in Gus' 40th birthday party being held at an exclusive Beverly Hills hotel.

Steven Soderbergh, who received the Best Director Academy Award last year for "Traffic," shot "Full Frontal" using a combination of digital videotape and film during eighteen days in November. Produced by Scott Kramer and Gregory Jacobs, the

screenplay is by Coleman Hough. The film reunited Soderbergh with Miramax Films twelve years after his 1989 film, “sex, lies, and videotape.”

GETTING STARTED

Director Steven Soderbergh and screenwriter Coleman Hough have been friends since the early 1990’s. Over the years, Hough would occasionally send him copies of the one-woman shows she wrote and was performing in at various theatres and workshops in New York.

“During the summer of 2000,” recalls the writer, “I was working at a website called Lovesite.com and feeling incredibly cut off from my creative life. I wrote down a conversation that I’d had with a friend one night about a 40th birthday party I’d been to of hers, and a gift that I gave her which she hated. A year later she told me so. It was so crazy I just didn’t understand it and had to write it.

“Then I wrote another scene with the same two women based on another conversation with a friend who had met a guy on the internet and had gone out and bought all this new underwear. I was in an acting class and I did those scenes for the class and they were a big hit. So, I wrote two more for men and then I showed it to a friend of mine who is a stage director and it turned into three scenes for men and three scenes for women.

“When I showed it to Steven, he suggested turning it into a film.”

What appealed to Soderbergh about this kernel of a script was the fact that Hough “had an interesting way of revealing character through dialogue. She has a gift for the way people talk in that it’s full of half-remembered ideas, non-sequiturs and has the lack of cleanliness that real dialogue has. When you watch most movies, including a lot that I’ve made, people talk in a way that’s very ordered. And that’s not how most of us speak extemporaneously. I liked that she has an ear for those sorts of natural rhythms. To create the sloppiness with which most of us speak actually takes real discipline.”

Hough remembers sitting down with Soderbergh and “very simply mapping out nine 10-minutes scenes, which, when put together, became the first draft. Steven called and gave me some notes and I sent him my second draft, which is when he started putting his spin on it. It wasn’t that much different from what I had written, but it was framed

and book-ended. And then he invented other intriguing things which happen during the course of the story.”

Says Soderbergh, “we wrote out a structure, based on how many characters we thought the piece would have. There would be characters that were common to each scene, but the idea was that almost all scenes would be just two characters - except for the ending where everyone collides, which is an old Fellini trick.

“Fellini often conspired to have all of his characters collect in one space near the end of the film and I always thought that was a brilliant idea, so we appropriated that. Interesting things happen when you start putting your characters together in a confined space and they have to interact.

“Early on, Coleman and I discussed the idea of this birthday celebration being the goal that every character has – to be there. Some of them make it and some of them don’t, but that was everybody’s intention – to be present for this party.”

“It was a real treat to work with Steven,” says Hough, “because he has such a clear vision and he’s a master at structure. I learned so much about making and writing a film by doing this.

“The story didn’t start as layered as it is now. It evolved that way. It definitely stayed true to my first thought, which was how people are always trying to connect. And they don’t really connect – they miss. And we yearn so much for connection but it’s like we’re walking around in such disappointment all the time. We’re waiting for things to happen and they’re really happening now.”

Or as Soderbergh sees it, “I think like most of us they are all looking for ways to connect, even when they’re sabotaging themselves. The notion they all share is that they’re trying to connect with other people, but how that is expressed is different for each of them. They all have these contradictions. They want to connect with people, then they indulge in behavior that insures that they won’t.”

According to Scott Kramer, who produced “The Limey” for Soderbergh, “FULL FRONTAL is reminiscent of many of the films I grew up with in the intelligent, playful and involving way Steven shares the story with the audience.

“We follow several people who are trying to figure out their lives and their relationships. While they’re trying to figure things out, we, the audience, are trying to

keep up with them. And just when we think we know what is really going on, the carpet is pulled out from underneath us.”

ASSEMBLING THE TEAM

With a final script in place, Soderbergh began casting his picture. What made the process more interesting was that along with the script came a unique set of rules:

If you are an actor considering a role in this film, please note the following:

1. *All sets are practical locations*
2. *You will drive yourself to the set. If you are unable to drive yourself to the set, a driver will pick you up, but you will probably become the subject of ridicule. Either way, you must arrive alone.*
3. *There will be no craft service, so you should arrive on set “having had”. Meals will vary in quality.*
4. *You will pick, provide, and maintain your own wardrobe.*
5. *You will create and maintain your own hair and make-up.*
6. *There will be no trailers. The company will attempt to provide holding areas near a given location, but don’t count on it. If you need to be alone a lot, you’re pretty much screwed.*
7. *Improvisation will be encouraged.*
8. *You will be interviewed about your character. This material may end up in the finished film.*
9. *You will be interviewed about the other characters. This material may end up in the finished film.*
10. *You will have fun whether you want to or not.*

If any of these guidelines are problematic for you, stop reading now and send this screenplay back where it came from.

“I had most of our cast in mind while we were refining the script,” says Soderbergh. “It was a combination of people I had worked with before, and people I’d always wanted to work with, which usually is the case.

“Both David Hyde Pierce and David Duchovny had auditioned for ‘sex, lies, and videotape.’ If I were to make that film today, ‘Full Frontal’ is very much the form it would take; therefore, it seemed appropriate that David and David would make their way into this film. I knew I wanted Mary and Catherine. Catherine had worked with me on ‘Out of Sight’ and Nicky Katt was in ‘The Limey.’ Blair was somebody I was interested in and after I had lunch with him I knew he would be perfect for this. I always had wanted Julia and thankfully she said yes.

“And each of them has brought everything to their character. That’s what has been so much fun. I don’t ride the actors, but I don’t leave them entirely alone either. What I do is give them responsibility.

“One of the changes that happened was on the first or second day when either Catherine or Mary remarked that Linda and Lee really talked to each other like sisters. It was an obvious connection which neither Coleman nor I had seen. I’m not surprised that we didn’t see it and I’m not surprised that we did. It was almost obvious that they should be sisters. They talk to each other like sisters. So when you have people around you who aren’t afraid to give an opinion, you can figure things out.”

THE PLAYERS

GUS

David Duchovny plays Gus, a successful producer from New York whose 40th birthday party will be the culmination of this day.

“I wanted David to play Gus,” relates Soderbergh, “because he’s the Harry Lime figure in that people talk about him a lot and then he has this centerpiece scene in the middle of the film. I needed somebody who would really make an impression.”

Duchovny recalls that on first reading, he “liked the script and thought it was kind of contemplative and abstract and weird. I was also comforted knowing that no real penises would be used in the making of this film. And I think Mary was too.

“And when Steven told me about the part, he said you’re going to love it, it’s all about you turning 40 and I thought, ‘great – a movie about me, that’s fantastic.’ Then I got the script and my character is like the ‘Six Degrees of Separation’ guy – everybody knows me yet I only have one scene.

“I had auditioned for him twelve years ago and at the time he said he wanted to work with me at some point. It only took twelve years, and I got one scene out of him, but it’s all about me. If you think about it, it’s my movie,” Duchovny says with a wink.

HITLER

Nicky Katt plays Hitler in “The Sound and the Fuhrer,” a stage play within the film. “The challenge of this character,” relates Katt, “is trying to find humor in it. And portraying Hitler is being on thin ice anyway. Also, you want to steer away from the Mel Brooks-’Producers’ idea. I realized as I was doing the character that he’s just this absurd guy, an egomaniac.

“The main thing was not the actual character I’m playing but the whole environment and what kind of a movie ‘Full Frontal’ is. From the list of rules you knew improvisation would be encouraged. Knowing that you could do anything you really wanted with the part --I thrive on that. I’m so down for guerilla filmmaking.”

LEE

Catherine Keener plays Lee, a successful but brittle career woman married to Carl, who works at Los Angeles Magazine. While he is being fired from the magazine, she is implementing a “bloodbath” at her company, terminating employees in a series of layoffs. She’s been having an affair with Calvin. That too will end today.

“Lee is a very bitter, unhappy person who wants to be happy, wants to be in love” says Hough. “She wants to connect with her life. Lee was based on a lot of bitchy, powerful women I have had to deal with working in corporate jobs.”

LINDA

Mary McCormack is Linda, Lee’s sister. A massage therapist in a Beverly Hills hotel, Linda wishes that Lee would be at least slightly supportive of her plan to fly to Tucson to spend the weekend with a total stranger she met on the internet.

“Linda is pretty straightforward in that she has a job that puts her in physical proximity to people and she enjoys that,” says Soderbergh. “She mitigates it by giving a false name and keeping herself from having a total connection because she has her own insecurities.”

CARL

David Hyde Pierce is Carl. Plagued with bizarre nightmares and anxiety about his rapidly thinning hair, he is painfully aware that his marriage is on shaky ground. His wife says she married him because “he keeps trying, even when he knows the situation is hopeless.” Carl will be fired from his job today.

“Even before I read the script I was excited because I like how actors come off in Steven’s movies and I like his storytelling,” recalls Hyde Pierce. “I like what he leaves out when he tells stories. Like everyone else, I didn’t know what to make of the script when I first got it. I loved the part, but the script seemed completely incoherent to me. Then each time I reread it I started to see how it linked up.”

“I see Carl as the heart of the film,” says Hough, “because he is suddenly touched by what’s real when his dog Django almost dies. He sees it as his own fault for being asleep.”

CATHERINE/FRANCESCA

“When Steven and I put our heads together, Catherine and Nicholas sort of evolved,” explains Hough “because I’d been thinking about what’s real and what’s not real and about this recent fascination with reality shows - the cross between dreams and reality.

“The idea of facing your fear – are you real or are you on TV? Then there’s the whole thing about being a celebrity and did you do that in a movie or did you really do that? Did you dream that or did you see it in a movie?”

Julia Roberts plays Francesca, the actress portraying Catherine, a reporter writing a magazine feature on Nicholas. Francesca wants to meet someone who is not interested in how famous she is.

“Playing dual roles was a little confusing at first, but once I figured out the movie within a movie within a movie, I became less concerned.

“The only time it became complicated for me, the only crisis of ‘who am I supposed to be?’ was during the interview. Frankly, I think Steven enjoyed that and it always makes me happy when he’s amused - for either demented or normal reasons.

“If you’re really going to go for it and make a jackass out of yourself, you want to do it for Steven because he appreciates it and gets such a kick out of it,” she laughs.

NICHOLAS/CALVIN

Blair Underwood is Calvin, a famous television actor whose big break in motion pictures is his role as Nicholas in a film co-starring a major movie star.

“Initially I tried to set up the structure of the film,” recalls Underwood. “There was a film within a film, and then there’s a third film within that film. Being able to play two roles was appealing to me and then I got to play a third character. I only had three lines but it gave me a chance to put a different accent on the guy, smoke a cigarette and do something a little different to help differentiate who these three people are. It’s very complex and intricate which makes it that much more fascinating. One day, I even had two directors and that confused it even more!

“Because he’s always mouthing off and giving Francesca a hard time on the set wanting to change things,” notes Underwood, “it didn’t hit me until toward the end of filming that Calvin is much more sympathetic than I expected.

“He’s an uptight, very vulnerable actor who has the armor, the façade that says ‘I’m a star.’ It shows in the clothes he wears and how he interacts with people.

“Then you see Nicholas in the movie within the movie and he’s doing a big scene with a well-known director and star and after the take is over the director’s attention is devoted to the star and Nicholas is left out. There’s an irony in that and it’s all over Catherine’s face because she’s reporting everything. You see the sadness in her eyes because she understands that Nicholas is just the ‘side-kick.’

“It happens again with his agent after an unsuccessful meeting with a studio executive. The agent practically ignores him and is only focused on Catherine. It’s what actors go through when they’re trying to get to the next level, to be taken seriously.

“And I didn’t see that in reading the script. It wasn’t until the playing of the scene that I got it.”

THE INTERVIEWS

Of all the edicts listed in the list of rules, perhaps the most curious were numbers 8 & 9, “the interviews.”

“This is definitely one of those cases where the script is an incomplete picture of what the whole is going to be,” acknowledges Soderbergh, “because there are so many visual and emotional connections that are difficult to make when you first read the script.

“Also, I tried to enhance it while shooting. I don’t ever like to say to an actor ‘just trust me, it’s going to be fine.’ But I really did feel like I had a basic idea that I could always fall back on whenever I felt things were becoming too digressive. Editing is another form of writing and we shot an enormous amount of interview material with all of the performers, it’s another layer that didn’t exist in the script that’s being put into the film.

“Coleman and I knew that I was going to conduct these interviews during the filming. Between us, we came up with a list of questions that we wanted to ask and then during the middle of the interview I would follow whatever train of thought seemed to be interesting or relevant.

“How to incorporate them has been a real challenge because there’s so much material. I’m only using audio portions of the interviews and I don’t want the movie to be wall-to-wall voices. But the interviews are very interesting and the actors do speak revealingly about themselves in character.

“Also, since I know all of them it was fascinating to watch them fuse their real personalities with their character. They were doing it right in front of me on a moment-to-moment basis.

“At the end of the day it was a fascinating experiment and exercise for them and I may use it in the future. Not necessarily for the film itself, but as a way of making the actors think about their characters differently. Having somebody sit down and interview you and having to create a life for your character outside of the movie gives you an oblique angle on the character. It was really helpful to me and I hope it was helpful to them.”

ABOUT THE FILM

Two things that surprise actors who have never worked with Steven Soderbergh is the amount of time they spend acting and the fact that there are no monitors on his sets, no “video village.”

During “Full Frontal” the pace was even quicker as the combination of video and using only natural light meant there was very little down time during the day. The general feeling is that it’s almost like being on stage.

Explains producer Gregory Jacobs, who has served as Soderbergh's first assistant director on seven prior films, "in this film, even more than any of the others, there was less sitting around. It's great for the actor because you don't lose that momentum. You don't go back to your trailer and then two-and-a-half hours later come back for the close up and try to have the same emotion you had three hours prior in the medium shot of the same scene."

"I had a rule that I had to run every scene in its entirety," explains Soderbergh, "and shoot it in a single take. I allowed myself the possibility to edit within those takes so as not to bore the audience silly, but the rule was that the take itself had to be shot like a documentary, in an uninterrupted piece."

"I didn't realize until half way through day two that this was what I needed to do. I had given all these rules to the actors, but I realized that I hadn't followed through and given myself some rules."

"The first day and a half I was shooting coverage and something wasn't right. Then during the second half of day two, we were shooting scenes with David Hyde Pierce and they were long, uninterrupted takes. And they felt right. I knew that we needed to shoot the first day and a half over again and David graciously agreed to it."

"So the first couple of days were as much a process of discovery for me as I think the whole film was for the actors."

"I'm a stage actor," reminds Hyde Pierce "and in all my years of doing films I have never really enjoyed the process because I don't like sitting around. I don't like spending all that time doing nothing and only 2% of the day actually working."

"I loved this process. Because Steven was shooting on digital with no lighting, it was non-stop work, which is exhausting, but exhilarating. The other thing I liked was that Steven does long takes, sort of one-shot scenes so you really get to play it, you really get to do it. It's very freeing."

"Not having monitors on the set also pushes the envelope a little bit," continues Hyde Pierce. "It's part of Steven's sense of giving the actor responsibility. We're taking the chance that either we've remembered every-thing or, if we haven't, it won't in any way pull focus from the film."

“Another thing I appreciated was that I was able to shoot almost entirely in sequence and that’s a great courtesy to the actors.”

David Duchovny also appreciated working in this manner. “It’s good because you don’t know when you’re on, so you have to be on the entire time. You’re just playing the scene. They are all ‘oners,’ there are no moments when you can ‘load up,’ no close-ups. You have to go until you stop.”

Having starred for the director in two previous films, one of which earned her last year’s Best Actress Academy Award, Julia Roberts had a fairly good idea of what the “Full Frontal” experience would be like.

“A lot of the work I did was for the ‘film’ so there was a normalcy to that,” comments Roberts. “I’m also used to Steven operating the camera and being the person who’s watching the most closely.”

Says Soderbergh, “I think it’s good for the actors to be working all day. I think if you’re working entire scenes, it’s a trick of the mind to block out every-thing so that the scene itself takes on the sensation of actually happening. I was trying to create an environment in which that was the natural state of being for them.

“In the case of the video, that meant no lights, long uninterrupted takes, a camera never being too close to them. In the film scenes, it was fine that they get conscious because that was the point – that there is different behavior when it’s an obvious construction.

“The difference between Blair and Julia’s performances in the film and on video is really interesting to me. There is a definite difference between their version of ‘movie acting’ and their version of ‘not-acting.’ Their voices are different, their body language is different, their whole affect shifts and it’s really fun to watch.”

Probably the most daunting rules were #4 (you will pick, provide and maintain your own wardrobe) and #5 (you will create and maintain your own hair and make-up).

Says Soderbergh, “the method of working on ‘Full Frontal’ was a way of seeing how far you could take the idea of giving the actor the responsibility for their character in that it’s their own clothes, their hair and make-up. I was really going to give them as much responsibility as they could handle. And they all embraced that. It is different, but

it's almost invariably better because actors work from a place that is much more intuitive than a director or writer does. Actors work from a much more emotional place."

Recalls Mary McCormack, "Steven was truly not interested, he just wanted us to do it ourselves. He totally left it up to us. It wasn't too difficult for me because I don't have many outfits in this film. I went to L'Ermitage Hotel where we were filming and saw what the massage therapists wore and that made it easy. And because you're dragging a huge massage table around, you never really look 'neat and pressed.'

"I did have one really gorgeous dress which my character buys for the party. Natalie Seaver, who has a store on Third Street in Los Angeles made it for me. We were filming the scene where I buy the dress and when I looked around I saw a really beautiful shirt which Natalie made into a dress for me."

Nicky Katt says he "got the sense that Steven was really going to leave it up to the actor to come up with whatever he wanted. I love that sort of Lon Chaney system of doing your own make-up and wardrobe. I had to pull myself back from being too bizarre at one point because I had been thinking of going with old style scuba gear. But that was too Salvador Dali.

"I had a man in New Orleans I was working with, Tim Pickles, who is a historical costumer. He was able to get me accessories and an exact outfit that Hitler wore. For a photo session, I came up with this Ninja-Nazi idea, which I called my 'Ninjazi' outfit to vary it."

"When I got the script and read it I called Steven and said I'm sure it's brilliant although I don't understand anything about it," laughs Catherine Keener. "He left me a message and said 'you're the only one who hasn't understood it so far.'

"It's a little tricky and a little terrifying that he didn't give us more of an idea of what to wear. Steven is very decisive, but he wasn't overly concerned about our wardrobe. He trusted us to know what would be best -- however we showed up was fine with him."

When it came to choosing her wardrobe, Keener says "I knew Lee would wear clothing that I didn't personally own. I don't have a lot of suits and Lee is the kind of woman who'd wear a power suit. So I called a woman I know who works at Ralph

Lauren and they gave me a suit to wear. It's actually the only thing I wear except for my pajamas. And they were my own."

For David Hyde Pierce the wardrobe question was not as daunting as the make-up. "I'd never done a film where you were asked to bring your own clothes. In some sense, I think we all thought we had gotten beyond that point!

But what really scared the hell out of me was doing my own make-up. I've done plenty of stage make-up but I don't know anything about movie make-up. What I didn't realize was that the way Steven was shooting the movie, you don't need all those things. You don't need lighting and you don't really need make-up."

"When Steven originally sent me the script," recounts Roberts, "there was a little card on it that said 'will you cut all your hair off and dye it black? Call me.' And I called him back and said I don't really think you mean black. When boys say black, they don't really mean black. So he changed his mind about that although there is really nothing I would not do for him."

According to Soderbergh, "Julia came up with the idea of using a wig, which was smart because we get to see her take it off and it becomes part of the movie. It was also her idea to be blonde."

"I have to admit I did ask for his help with the wardrobe," confesses Roberts. "I had cut out some pages from a magazine and we talked about different ideas, mainly the theatricality of things that would be revealed later. One night I invited him over to the house and I had tons of clothes on the bed and I tried on a few different things. It was all so simple - he came over, had a cocktail and I played 'Barbie dreamhouse'."

"Regarding the wardrobe," notes Blair Underwood, "Steven said however you visualize the character is fine; I don't need to see it and I'd rather not even discuss it. Just bring it to the set and we'll shoot it.

"I usually try to let the character dictate the wardrobe. It's a helpful tool to establish because it is a visual medium. What you wear and how you wear it says volumes about who you are and who you're supposed to be.

"I saw Nicholas as an actor who wants to stand out. Not in the way that people who have attained some level of success do, where they have nothing to prove. They're usually very relaxed in their dress and their lifestyle.

“By the same token, Nicholas is that type of character who feels he has a statement to make and feels pressed to make that statement -- whether it’s the color of the outfit or an unusual design. It will usually be something you wouldn’t see on a rack. At the end of the movie, I wanted something bolder with bright colors because it’s the end of the movie-within-a-movie and the audience watching it knows by now that it’s make believe. So you can go one notch further – even a little over the top.

“Then we see Calvin, who is a successful movie actor playing a television actor so for that I brought out the bandana and the jacket and jeans – everything loose and free.”

ABOUT THE PRODUCTION

Remembers Jacobs, “after an enormous day of shooting on ‘Ocean’s Eleven,’ we sort of jokingly talked about wouldn’t it be fun to do a tiny little movie.

“At that point we were all eager to do something 180-degrees opposite ‘Ocean’s Eleven,’ which looks like a lot of fun, but was actually a lot of hard work. Then Steven brought up Coleman’s script, which he had read. He thought that it could be done with a low budget and a small crew.”

“Steven is the consummate film-guy,” comments Kramer. “He knows more about the history of film and how to make films than anyone else I know. And he loves what he does – it’s who he is. He probably works harder than anyone else but seems to enjoy it more. Whether big budget or small there is a certain quality of a Soderbergh film that makes it more interesting than what anyone else is doing.”

When Soderbergh approached Miramax about making “Full Frontal,” he explained that he wanted to “make a very small budgeted movie that was a comedy, in color and in English. For Miramax, that was not a huge risk.

“Full Frontal” was shot during eighteen days in November on eleven practical locations with an extremely limited crew, usually numbering no more than fifteen at any given time. The company functioned using one truck that housed the camera, video, props and sound equipment as well as a rack for the cast’s wardrobe. During the last week of production, when both film and video were being used, a second truck was added for additional camera and lighting equipment.

Although the company shot throughout the city, a large section of the story took place in the five-star L'Ermitage Hotel in Beverly Hills. A boutique hotel, it's staff was gracious throughout the six days the production took over various public areas, including the bar, the lobby, the elevators and the entire sixth floor. Recalls Kramer, "this was our key location. It was written to be this particular hotel because the lives led by our characters made more sense played there. It had that certain look and feel. It was also enormous fun; during our time there the hotel guests would come by and watch us shoot the film."

Other areas of Los Angeles which appear in the film are an apartment building in Hollywood, Le Sex Shop in Studio City, the Los Angeles Magazine editorial offices, The Complex Theatre in Hollywood, the Century City offices of a well-known law firm, the Los Angeles Convention Center (which stood in for LAX), the hip café, Red, on Beverly Blvd. and a warehouse in the San Fernando Valley.

Adds Kramer, "In keeping with the nature of the production, we shot interiors in both Steven's and Greg's homes. For automobiles, we only had to rent one car because Catherine drove Steven's car, David Hyde Pierce was driving Greg's car and Enrico Colantoni, who plays Arty, drove his own car. If my car hadn't been recalled it probably would have been used too."

Continues Jacobs, "this shoot was harder than I thought it would be because I kept second-guessing myself, wondering how we were going to film so much material in a day. It seemed like we were attempting to do in a single day what would have taken three days on a normal movie. And frequently we were shooting at two different locations on the same day: moving from Hollywood to Studio City or from Hollywood to Century City; Beverly Hills to Hollywood; Century City to Studio City – company moves that would have been nearly impossible on a regular film.

"Steven always works fairly quickly, but this required supersonic speed. It wasn't until we made our work on the first day that I really started to relax and realize that we were actually going to be able to do this.

"It was also tricky because some of the cast had commitments to other projects, although they were all great at making it work for us. The good news in terms of the

casting was that it was easy to get actors to commit to being in the movie because it wasn't a five-month commitment – it was a week or three at the most.”

What also made a short production schedule possible was the fact that Soderbergh intended to film a major portion of the movie on video.

“The film was designed to be shot on video because I wanted that immediacy,” the director explains. “Imagine the bastard child of ‘Day for Night’ and ‘Scenes from a Marriage’ shot like an episode of ‘COPS.’ That was the aesthetic I was going for. I love ‘COPS,’ I watch it obsessively and I wanted that sensation of chasing people around and discovering things as they occur in front of you -- even more so than I did in ‘Traffic.’ And since we’re juxtaposing film and video, I’m playing with the idea that somehow video is more real than film.

“I tried to get closer to the characters than I did in ‘sex, lies and video-tape.’ I was trying to push those boundaries to the point that you forgot you were watching fictional characters. The idea was to have you forget that you were watching fiction, that in a sense it was a documentary – a very stylized documentary.

“Godard has been working in this way for two decades now. He was light years ahead of the curve. He saw it way before anybody else did. I’ve watched a lot of films he’s made on video and they’re fascinating. He’s unique; he’s completely open to anything. He’s a real artist who is totally unconcerned with anything but keeping himself excited and engaged.

“It comes down to what’s important to you. It’s a personality thing, a character thing. I really like the sensation – even on ‘Ocean’s Eleven’ - of making the film with my own hands. I was trying to make a big movie that still felt sort of hand-tooled.”

“The movie within the movie,” comments Jacobs “is the filmed material and it’s covered very traditionally: a master, tight two-shot, over, over. So in addition to looking differently, it will feel differently because the video portion is done with these very choreographed master shots. All those long scenes were played out in one shot with Steven zooming off of one person onto another and then on to somebody else.

“Going in he knew how he was going to stage most of it. Then, before the camera had even been brought in, as he’d watch the rehearsals and blocking with the cast, he would sort of nudge things one way or another.

“As I read the script I was thinking about what Steven would bring to it. He always puts his own imprint on it.”

According to Kramer, “Steven is completely open to things that are happening organically during the process, whether it’s the writing, the production or the editing. It’s one of the things that I find interesting about him. His creative processing doesn’t stop until the film is delivered. He’s open and secure enough to be able to see what is happening rather than being blinded by trying to capture only what’s on the written page.

“When Steven and Greg and I started talking about making this film what we found ourselves getting most excited about was getting back to our roots,” continues Kramer. “When you’re first starting out, in film school or trying to make an independent film, the energy is totally different. Everybody helps everybody else. There were no set responsibilities or job functions - it’s wonderfully creative and above all fun. I think it’s why people become seduced by the film business, at least that’s what got to me. I enjoyed that process and the idea of having a small crew, which meant having the freedom of moving from place to place instead of dragging an entire production army behind us, and was very appealing.

“In our discussions about cameras and lighting equipment, we realized that all that mattered was to be as mobile as possible, which would allow Steven greater freedom as the camera operator than he had experienced on his earlier films. And as it turned out, Canon had the perfect camera.”

To film the video portion of the movie, Soderbergh used a Canon XL-1S camera that Canon U.S.A. flew in from Europe for him as it was not yet available in the United States. (An earlier version of the camera had been used to photograph from the windows of the space shuttle).

The video portion was shot using the PAL or Phase Alternating Line system, which gave him an additional 100 lines of resolution. Also, the frame rate of PAL is 25 frames per second, all of which helps out in the transfer from digital to film.

According to Tim Smith, Canon’s technical advisor, the end result will be that “you should be able to see what was shot with the video cameras and what was shot with the film cameras. Based on what the script says, that’s a good thing, because you will be pulled in one direction or another. You will have the feeling that what was shot on video

is real life and what was shot on film will be like watching a movie. It will help separate the characters.

“Another plus for Steven is that this camera works extremely well in low light and since he was shooting only with available light, the low light properties of the camera were important to him.”

In his quest for immediacy, Soderbergh also stripped the camera down to its basics. “The reason I stripped it down to the way it comes out of the box,” he explains, “was that it gave me the sensation of being an amateur, which I really wanted. The other way somehow seemed like cheating. I didn’t want any pro-fessional accoutrements, I wanted all the restrictions an amateur would have. I thought that was very important.

“The camera turned out to be incredibly robust and flexible and in the end, it influenced the way I would stage and shoot scenes because I could do almost anything I could think of. This camera was ideal for us.”

Adds Kramer, “This is the basic camera that anyone can buy at their local camera store. This movie has many different looks and they’re all acceptable. If the way this film was shot becomes an inspiration to an amateur filmmaker it’ll be because they’ll realize that it’s all about going out and making movies, no matter what your resources are. You don’t need to have fancy Panavision cameras – just shoot with whatever you have and be creative.

“An unexpected bonus of the XL-1s was that it could also be used as an editing deck. Most of our editing was done on Sony editing decks and Apple G4’s using Final Cut Pro but being able to turn the Canon camera into an editing deck is a wonderful option.”

“Early on,” laughs Smith, “I read a press release saying that Steven would be shooting a feature film using high quality digital video. That was the term they used. And I wonder how many people perceive that to mean the very expensive kind of digital camera that George Lucas might be using to shoot ‘Star Wars.’

“The fact that Steven’s shooting ‘Full Frontal’ with a six-pound, \$4,600 camera makes it unique.”

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ABOUT THE CAST

DAVID DUCHOVNY (Gus) has emerged as one of the most highly acclaimed actors in Hollywood. The star of Fox Television's hit "The X-Files," he has been nominated for an Emmy for Outstanding Actor in a Drama and he received a nomination for Outstanding Guest Actor in a Comedy Series for his appearance on "The Larry Sanders Show." In 1997, Duchovny won a Golden Globe Award for Best Actor in a Drama Series. He has been nominated for a total of three Golden Globes, three Screen Actors Guild Awards and a TV Critic's Award for Best Actor in a Drama Series.

Duchovny added the role of director to his already extensive list of accomplishments when he wrote, directed and starred in "The Unnatural" and "Hollywood A.D.," two critically acclaimed episodes of "The X-Files."

His feature credits include the action-comedy "Evolution," opposite Julianne Moore, directed by Ivan Reitman, the romantic comedy "Return to Me," opposite Minnie Driver, "The X-Files" movie, directed by Rob Bowman and the action-thriller "Playing God," directed by Andy Wilson, opposite Angelina Jolie. He also played Charlie Chaplin's longtime confidante and cameraman Roland Totheroh in Sir Richard Attenborough's "Chaplin," which starred Robert Downey, Jr., in the title role and starred in "Beethoven," opposite Charles Grodin.

Most recently, Duchovny appeared in an unbilled cameo performance in Ben Stiller's acclaimed comedy, "Zoolander."

Duchovny's passion for renegade films has brought him critical acclaim for his performances in "Kalifornia," in which he co-starred with Brad Pitt and Juliette Lewis; "The Rapture," directed by Michael Tolkin in which he starred opposite Mimi Rogers and "Julia Has Two Lovers," in which he turned in a much-heralded performance as a telephone hustler.

Still recognized for his role as the transvestite detective in David Lynch's breakthrough television series, "Twin Peaks," Duchovny has also spent four seasons as the narrator of Zalman King's erotic anthology series "Red Shoes Diaries," which began as a feature length telefilm for Showtime.

On stage, Duchovny has appeared in such plays as “The Copulating Machine of Venice, California” and “Green Cockatoo.”

Born and raised in New York City, Duchovny attended Princeton University and received his MA in English Literature from Yale. He was on the road to earning his Ph.D. when he caught the acting bug.

Duchovny is about to start filming "My Dark Places," playing the lead role of author James Ellroy.

Attesting to his desire to work with prolific writers and directors, NICKY KATT (Hitler) was also seen this year in Christopher Nolan’s “Insomnia” as an incompetent local detective who gets displaced by an outside hotshot investigator, starring opposite Al Pacino and Hilary Swank.

Katt recently appeared with Taye Diggs, Juliette Lewis, Benicio del Toro and Ryan Phillippe in Academy Award winner Christopher McQuarrie’s directorial debut “Way of the Gun.” He scored raves starring with Giovanni Ribisi in the zeitgeist Wall Street drama “The Boiler Room,” and joined Tommy Lee Jones and Samuel L. Jackson in the William Friedkin thriller “Rules of Engagement.”

Katt has a very cool body of work to his credit -- and it all began with John Cassavettes. His mother, Carol, was costume designer for Cassavettes, and introduced Nicky to experimental theater at the age of 13, when he worked with Gena Rowlands and Jon Voight under Cassavettes direction in "Love Streams."

Katt had his breakthrough role in Richard Linklater’s “Dazed and Confused,” which led to such diverse roles as the one-armed villainous clerk in Gregg Araki’s “The Doom Generation,” an obsessed psychopath in “The Babysitter,” the redneck antagonist in Joel Schumacher’s “A Time To Kill,” the hot-headed xenophobe in Linklater’s *SubUrbia*, Renee Zellwegger’s ambitious attorney boyfriend in “One True Thing” and the sociopathic hitman in Steven Soderbergh’s acclaimed thriller The “Limey.”

Katt also recently starred in and executive produced Adam Goldberg’s independent feature “Scotch and Milk,” which garnered rave reviews at the 1998 Los Angeles Independent Film Festival. A short film he produced and starred in, director Henry Griffin’s “Mutiny,” premiered at the 1999 Sundance Film Festival and went on to

win Best Short Honors at the Chicago International Film Festival, the Seattle Film Festival and the South by Southwest Film Festival.

Katt made his television debut as a series regular in "Boston Public."

An actress who brings an unguarded, yet grounded reality to the characters she plays, CATHERINE KEENER (Lee) has established herself as one of today's most respected actors.

Keener can recently be seen in the Warner Bros. comedy, "Death to Smoochy" starring Robin Williams, Edward Norton and Jon Stewart. Directed by Danny Devito, the story follows the revenge plot of a popular Barney-like kid show host who is replaced by the network. His hated on-air replacement then starts a romantic tryst with his former lover, a VP of development portrayed by Keener.

Currently, Keener can be seen in director Nicole Holofcener's "Lovely and Amazing." Making its debut at the Toronto Film Festival, this finely observed comedy is Holofcener's sophomore effort. It is an intimate family portrait of four hapless but resilient women. Keener plays the eldest daughter of the family, a former homecoming queen, who is stuck in a loveless marriage. The cast of this Good Machine production also includes Brenda Blethyn, Jake Gyllenhaal, Dermot Mulroney and Michael Nouri.

Also this summer, Keener will play Al Pacino's ex-wife in New Line Cinema's upcoming comedy "Simone". The film also stars Jason Schwartzman and Pruitt Taylor Vince. Written, produced and directed by Andrew Niccol, the film centers on a disillusioned producer's, played by Pacino, desperate attempt to create a computer generated virtual actress after his leading lady walks off the movie.

In 2000, Keener was nominated for an Academy Award for Best Supporting Actress for her starring role in Spike Jonze's "Being John Malkovich." Written by Charlie Kaufman, the controversial and innovative film follows the events after a puppeteer discovers a portal that leads into John Malkovich's head. Keener plays the manipulative co-worker who seduces the puppeteer, his wife and Malkovich during the course of the film. Later this year, Keener makes a cameo appearance in Jonze's "Adaptation."

Keener starred in "Simpatico," the film based on the play by Sam Shepard. Directed by Matthew Warchus, the film is set against the backdrop of high stakes horse

rating and concerns the efforts of two men to come to terms with a scam they ran twenty years ago that destroyed an innocent man's life and their own friendship. The film features an impressive cast including Jeff Bridges, Nick Nolte, Sharon Stone, and Albert Finney.

Other films include Soderbergh's critically acclaimed "Out of Sight" with George Clooney, Jennifer Lopez and Ving Rhames; Neil LaBute's controversial ensemble drama, "Your Friends and Neighbors" with Ben Stiller, Jason Patric, Amy Brenneman, Aaron Eckhart, and Nastassja Kinski and Holofcener's "Walking and Talking," co-starring Anne Heche. Four collaborations with director Tom DiCillo -- "The Real Blonde," "Box of Moonlight," "Living In Oblivion," and "Johnny Suede" -- also highlight her filmography.

Keener's television credits include the critically acclaimed HBO anthology, "If These Walls Could Talk," which was produced by Demi Moore and directed by Nancy Savoca, as well as a notable guest appearance on "Seinfeld."

On stage, Keener has starred in "Blues Til The End of Time" at the Theatre Geo in Los Angeles, as well as such productions as "In The Bargain," "Uncommon Women & Others," "Getting Out," "The Effect of Gamma Rays on Man In The Moon Marigolds," and "Chamber Music." This fall, Keener returns to the stage with the Signature Theater Company, in an off Broadway revival of Langford Wilson's "Burn This" with Edward Norton.

MARY McCORMACK (Linda) has been working steadily on the heels of her critically acclaimed role opposite Howard Stern in "Private Parts."

McCormack has recently been seen in a succession of films, including "K-PAX" opposite Jeff Bridges and Kevin Spacey and "High Heels & Low Lives" in which she starred with Minnie Driver. She also makes a cameo appearance in the independent film "World Traveler," starring Julianne Moore and Billy Crudup and directed by Bart Freundlich.

She starred opposite Jim Cavieziel, Bruce Dern and Jake Lloyd in "Madison," a film that premiered at the 2001 Sundance Film Festival and in the short film "Biglove," opposite Sam Rockwell. At the 2000 Sundance Film Festival McCormack appeared in two independent films: "Other Voices," in which she starred opposite Stockard Channing and Campbell Scott, and in "The Broken Hearts Club" opposite John Mahoney, Timothy

Olyphant and Nia Long. She also appeared in the 1999 Sundance Film Festival premiere “Getting To Know You,” alongside Heather Matarazzo and Bebe Neuwirth.

McCormack portrayed the ‘President of the World Hair Federation’ alongside Frances Fisher and Craig Ferguson in “The Big Tease” and also appeared alongside Sandra Bullock and Liam Neeson, playing a mobster’s wife in a scene-stealing role in “Gun Shy.”

On stage, she starred as ‘Sally Bowles’ in the Roundabout Theater Company’s Broadway revival of “Cabaret” at Studio 54, opposite Alan Cumming and directed by Sam Mendes.

McCormack also starred in the London stage production of Neil LaBute’s play “Bash” at the Almeida Theatre opposite Matthew Lillard and directed by Joe Mantello.

Her additional feature film credits include a role in “Mystery, Alaska” opposite Russell Crowe. Written by David E. Kelley and directed by Jay Roach, the film also featured Burt Reynolds, Hank Azaria and Ron Eldard. She also appeared in “True Crime,” directed by Clint Eastwood, “Deep Impact,” directed by Mimi Leder, “The Alarmist,” opposite Stanley Tucci and David Arquette, “Father’s Day,” “Colin Fitz,” “Miracle on 34th Street” and “Backfire.

McCormack received critical acclaim for her series regular role as ‘Justine Appleton’ on the Steven Bochco television series, “Murder One.”

Her additional stage credits include the David Warren directed productions of “My Marriage to Ernest Borgnine” and “A Fair Country.”

Born in Plainfield, New Jersey, McCormack is a graduate of Trinity College and resides in Los Angeles.

DAVID HYDE PIERCE (Carl) studied acting at Yale University with Bart Teusch, Austin Pendleton, Lynne Meadow, and Nikos Psacharapoulus, and worked for two seasons at Mr. Psacharapoulus’s Williamstown Theatre Festival in Massachusetts. After graduating in 1981, he moved to New York, and made his professional and Broadway debut in 1982 as the waiter in Christopher Durang’s “Beyond Therapy.” He went on to create roles in the off-Broadway productions of Mark O’Donnell’s “That’s it Folks!,” Richard Greenberg’s “The Author’s Voice” and “Maderati,” Harry Kondoleon’s “Zero Positive,” and Jules Feiffer’s “Elliot Loves,” before returning to Broadway in Wendy Wasserstein’s “The Heidi Chronicles.”

In addition to his work in new plays, Pierce also appeared in “Hamlet” and “Much Ado About Nothing” at Joseph Papp’s New York Shakespeare Festival, “Holiday” and “Camille” in Chicago, “The Seagull,” “Tartuffe,” “Cyrano” and “Midsummer’s Night’s Dream” at the Guthrie Theatre in Minneapolis, and Peter Brook’s production of “The Cherry Orchard” in New York, Moscow, Leningrad, and Tokyo. In 1991 he came to Los Angeles, where he appeared in Terrence McNally’s “It’s Only a Play” at the Doolittle Theatre and in the Reprise production of “The Boys from Syracuse,” directed by Arthur Allan Seidelman.

Pierce’s film credits include “Bright Lights, Big City,” “Crossing Delancy,” “Little Man Tate,” “Sleepless in Seattle,” “Wolf,” “Nixon,” “Isn’t She Great,” “Wet, Hot, American Summer,” and the animated films “A Bug’s Life,” “Osmosis Jones” and “Treasure Planet.”

His television credits include a short but happy stint on Norman Lear’s political satire “The Powers that Be,” and a long but happy stint on “Frasier.”

JULIA ROBERTS (Catherine/Francesca) is making her third appearance in a Steven Soderbergh film. She received the Academy Award and a Golden Globe Award for her portrayal of “Erin Brockovich,” directed by Soderbergh. In addition, she starred with George Clooney, Matt Damon, Andy Garcia and Brad Pitt in last year’s ensemble crime caper, “Ocean’s Eleven,” also under his direction.

“Erin Brockovich” followed the success of two box-office smashes: “Notting Hill,” directed by Roger Michell in which she co-starred with Hugh Grant and “Runaway Bride,” with Richard Gere, her “Pretty Woman” co-star and their director, Garry Marshall.

More recently, Roberts starred in “The Mexican,” with her “Ocean’s Eleven” co-star Brad Pitt and James Gandolfini and “America’s Sweethearts,” in which she stars with Billy Crystal, Catherine Zeta-Jones, John Cusack and Hank Azaria.

Roberts has starred in many of Hollywood’s most successful films and has earned two additional Academy Award nominations. She first came to the attention of audiences with her critically acclaimed role in “Mystic Pizza,” then in “Steel Magnolias,” which led to her first Academy Award nomination.

Her next film, "Pretty Woman," was the top-grossing film of 1990 and brought Roberts her second Academy Award nomination. Her memorable performance in that film was followed by a series of successful films including "Flatliners," "Sleeping with the Enemy," "Dying Young," "The Pelican Brief" and "Something to Talk About."

Roberts also starred with Liam Neeson in Neil Jordan's "Michael Collins," and in Woody Allen's romantic musical comedy, "Everybody Says I Love You." In 1997, she starred in the box-office smash "My Best Friend's Wedding," directed by P. J. Hogan and the Richard Donner directed thriller, "Conspiracy Theory" co-starring Mel Gibson. The following year, she starred opposite Susan Sarandon and Ed Harris in the Chris Columbus film, "Stepmom." Collectively her films have grossed more than two billion dollars worldwide.

Roberts will next be seen in George Clooney's directorial debut "Confessions of a Dangerous Mind" and begins filming Revolution Studios' "Mona Lisa Smile in September.

Having already established himself as a charismatic and versatile actor, BLAIR UNDERWOOD (Nicholas/Calvin) hopes to begin work soon on his feature directorial debut, "My Soul To Keep." He will also star in the supernatural thriller, which is based on the novel by Tananarive Due.

In addition to Full Frontal, Underwood stars in two other films this year, the independent dramas "Final Breakdown" and "G."

Last year he starred in the independent thriller "Asunder," portraying a psychotic stalker. He was also co-executive producer of the film. Additionally, he starred as a Marine captain in William Friedkin's "Rules of Engagement," for which he won the NAACP Image Award for Outstanding Supporting Actor in a Film. That same year he won the NAACP Image Award for Outstanding Actor in a Drama Series for his starring role in Steven Bochco's "City of Angels." Also in 2000, People magazine named him one of its "50 Most Beautiful People."

Underwood's other film credits include his portrayals of a space shuttle flight navigator in the Paramount/DreamWorks hit "Deep Impact," a death row inmate in Warner Bros.' "Just Cause," a geneticist in Columbia's "Gattaca," a sheriff in "Posse," and a corporate banker in New Line's "Set It Off." He received an NAACP Image

Award nomination for Outstanding Supporting Actor in a motion picture for the latter role.

As director, executive producer, writer and star of the dramatic short “The Second Coming,” Underwood played Jesus Christ returning to earth. In addition, he produced and starred in the short film “Sister, I’m Sorry.” He also has five music videos to his directing credit.

Underwood grew up an “Army brat,” living in cities all over the world, but he calls Virginia his home. He burst into the national spotlight with his confident and passionate portrayal of lawyer Jonathan Rollins in the NBC hit series “L.A. Law.” The role also earned him a Golden Globe nomination. Additionally, TV Guide singled him out as one of “The Top Stars of the 90s.”

Underwood starred in CBS’s top-rated 1998 dramatic miniseries, “Mama Flora’s Family,” which was based on Alex Haley’s last book. The performance earned him an NAACP Image Award for Outstanding Supporting Actor in a Television Movie/Miniseries. Underwood won the NAACP Image Award for Best Actor in a Television Movie for NBC’s “Murder in Mississippi” and starred as Jackie Robinson in HBO’s “Soul of the Game,” for which he received another NAACP Image Award nomination for Outstanding Actor in a Television Movie/Miniseries. Underwood also starred in Showtime’s “The Wishing Tree” and TNT’s award-winning “Heat Wave.”

Underwood’s theater credits include “Measure for Measure” at the 1993 New York Shakespeare Festival, “El Negro en Peru,” “The Game of Love and Chance,” and “Love Letters” opposite Alfre Woodard.

Underwood is involved in numerous charitable organizations. His dedicated support of the Muscular Dystrophy Association won him the 1993 Humanitarian Award, presented by the Los Angeles Chapter of MDA. He is also co-founder of Artists for a New South Africa (ANSA). Founded in 1989 with Alfre Woodard, Danny Glover, Mary Steenburgen, CCH Pounder and other friends in the arts and entertainment community, ANSA supports a democratic South Africa with equal rights and opportunities for all citizens.

This promises to be an eventful year for ENRICO COLANTONI (Arty/Ed), who will star in three films and a play while continuing his role as the womanizing fashion photographer Elliott DiMauro on NBC's hit series "Just Shoot Me."

In addition to "Full Frontal," Colantoni is currently in London starring in Neil LaBute's latest play "The Distance from Here." He will also play the villain in "Frank McKluskey C.I." and "The First \$20 Million is Always the Hardest."

Last year Colantoni won critical praise for his role as Elia Kazan in TNT's Golden Globe winning drama "James Dean."

His other film credits include "Galaxy Quest," "A.I.," "Stigmata," "Albino Alligator," "The Wrong Guy," "Money Train" and the award-winning short "Bigger Fish."

Colantoni was born in Toronto to Italian immigrant parents. After seeing his older brother perform in a high school play, Colantoni was inspired to enroll in his first drama course. An acting teacher at the University of Toronto encouraged him to pursue a dramatic career, so he left Canada to attend the American Academy of Dramatic Arts in New York. While there, he received the Princess Grace Scholarship and the Charles Jehlenger Award for Best Actor. After graduation he was accepted by the prestigious Yale School of Drama. At Yale he appeared in "Hamlet" and received the Carol Dye Award for Best Actor.

After graduating from Yale, Colantoni spent a season at the Guthrie Theater in Minneapolis and starred in New York productions of "The Merry Wives of Windsor" and "Arabian Nights." He also performed stage readings with Martin Scorsese and Robert DeNiro.

His first TV role was as a guest star on "Law and Order." He then played Peter Boyle's schizophrenic son on "NYPD Blue" (a role producers created for him). He next starred for two seasons on the sitcom "Hope and Gloria" before landing his acclaimed role on "Just Shoot Me." Other television credits include "The Outer Limits" and the telefilms "A Member of the Wedding" and "Cloned."

Recent theater credits include "MacBeth," "A Summer in the Country," "The Marriage Proposal" and "Chekhov Project 2000."

In his spare time, Colantoni teaches drama to Los Angeles children at Inner City Arts. He also works with Penny Lane, a residential treatment center for at-risk youth.

ABOUT THE FILMMAKERS

“Full Frontal” is director STEVEN SODERBERGH’s twelfth film, following “Ocean’s Eleven,” “Traffic,” “Erin Brockovich,” “The Limey,” “Out of Sight,” “Gray’s Anatomy,” “Schizopolis,” “The Underneath,” “King of the Hill,” “Kafka” and “sex, lies, and videotape.” Last year, he received the Academy Award for Best Director for “Traffic.”

In addition to his credits as director, Soderbergh functioned as producer on Greg Mottola’s “The Daytrippers” (1997) and on Gary Ross’ “Pleasantville” (1998). He also served as the executive producer on David Siegel and Scott McGehee’s “Suture” (1994) and on Godfrey Reggio’s upcoming “Naqoyqatsi,” the final installment of the non-narrative films that make up the Qatsi Trilogy, beginning with “Koyaanisqatsi” and “Powaqqatsi”.

In 2000, Soderbergh and George Clooney formed Section Eight, a film production company based at Warner Bros. They are currently in post-production on “Welcome to Collinwood,” written and directed by brothers Anthony and Joe Russo. The film’s ensemble cast includes William H. Macy, Isaiah Washington, Luis Guzman, Jennifer Esposito, Sam Rockwell and Clooney. They recently finished production on “Confessions of a Dangerous Mind,” directed by George Clooney who will also star along with Sam Rockwell, Drew Barrymore and Julia Roberts, and are in pre-production on an untitled film to be written and directed by Lodge Kerrigan.

Soderbergh and Clooney are also executive producing “Insomnia,” directed by Christopher Nolan and starring Al Pacino, Robin Williams and Hilary Swank, and “Far From Heaven,” written and directed by Todd Haynes.

Producer SCOTT KRAMER is reteaming with Steven Soderbergh for whom he produced “The Limey.”

Following “Full Frontal,” Kramer will produce the Pulitzer Prize-winning “A Confederacy of Dunces,” also for Miramax Films.

His favorite color is green.

Producer/1st Assistant Director GREGORY JACOBS began his association with Steven Soderbergh in 1992 when he was hired as the first assistant director on “King of the Hill.”

Since that time he has served as Soderbergh’s first assistant director on seven additional films, including “Ocean’s Eleven,” the Academy Award-winning “Traffic,” “Erin Brockovich” (nominated for an Academy Award), “The Limey,” “Out of Sight,” and “The Underneath.”

His first position in the motion picture industry was as a production assistant on independent filmmaker John Sayles’ movies “Matewan” and “Eight Men Out.”

He became a second assistant director in 1989 on Joel and Ethan Coen’s film “Miller’s Crossing,” then was reunited with Sayles on “City of Hope” which was followed by “Little Man Tate,” directed by Jodie Foster.

Jacobs’ became a first assistant director in 1991, working for such notable filmmakers as Roland Joffe on “Goodbye Lover” and John Schlesinger on “Eye for an Eye.”

Among his other credits as a first assistant director are Hal Hartley’s films “Simple Men” and “Amateur;” Philip Hass’ “The Music of Chance” and two movies with Richard Linklater “Before Sunrise,” on which he was also the associate producer and “The Newton Boys.”

Jacobs next reteams with Soderbergh as executive producer/first assistant director on “Solaris,” which will go into production in the Spring.

“Full Frontal” is screenwriter COLEMAN HOUGH’s first produced motion picture. As a playwright and poet her works have been performed in Los Angeles, New York and Boston.

Born and raised in Charleston, South Carolina, Hough graduated from Emerson College with a degree in acting. She subsequently moved to London for a year to continue her studies at The Drama Studio.

Returning to Boston, Hough formed an ensemble of six actors who performed poetry as text in a show called “Choices,” which traveled throughout the Boston area.

When the ensemble disbanded, Hough moved to Los Angeles. She joined Theatre of NOTE (New One-Act Theatre Ensemble), a company which also developed new writers. Under the auspices of their playwriting workshop, she wrote three plays which were produced in their 1995 season: “At Night,” “Alphabet Soup” and “Angel and Mr. Charm.”

She received a writing fellowship to the Virginia Center of Creative Arts and then moved to Black Mountain, North Carolina where she wrote a weekly commentary for the public radio station, WNCW. Her “Colemantaries” aired during NPR’s “All Things Considered.”

Hough relocated to New York City in 1996, where she continues to write and perform. Her one-woman shows, “The Ugly Sister,” “Natural Disaster,” “She’s No Expert,” and “True Grid” have been performed in Manhattan’s Dixon Place.

She has taught writing and performance at Lehman College, Emerson College, Emma Willard School, and she was a teaching artist in the Metropolitan Opera Guild’s “Creating Original Opera” Program.

Hough’s poetry has appeared in such journals as Southern Poetry Review, The Asheville Review and The Louisville Review.

Cinematographer (see STEVEN SODERBERGH)

Editor SARAH FLACK has cut two previous features for Steven Soderbergh, “The Limey” and “Schizopolis.” She had first worked on one of his films several years earlier, however, when she got herself hired as the on-set production assistant on “Kafka,” which was then filming in Prague.

Flack’s other editing credits include “SwimFan” for director John Polson, “Blair Witch 2: Book of Shadows” for director Joe Berlinger, “Lush” for director Mark Gibson and “Shafted” for director Tom Putnam.

She was also an additional editor on “Love the Hard Way,” directed by Peter Sehr and “Love in the Time of Money” for director Peter Mattei. Both films are being shown at the 2002 Sundance Film Festival.

After graduating from Brown University with a BA in Political Science and Semiotics/Film, Flack worked at both Miramax Films and Orion in New York before moving to Los Angeles and her first apprentice editing job with Mark Conte on “Double Impact.”

She continued in an assistant editor capacity on two films with editor Claire Simpson, director Caroline Thompson’s “Black Beauty” and Robert Towne’s “Without Limits.” She also worked with editors Nancy Richardson and Pietro Scalia on “White Man’s Burden,” and with Jill Bilcock on director Baz Luhrmann’s “Romeo and Juliet.” Flack served as co-editor on director Uri Zigelboim’s short film “The Last Flame.”

