



*State Street Pictures, Mandeville Films and Flavor Unit Film Productions
Proudly present*

Queen Latifah

Beauty Shop

*Alicia Silverstone
Andie MacDowell
Alfre Woodard
Mena Suvari
Kevin Bacon
Djimon Hounsou*

Directed by Bille Woodruff

Running time: 105 minutes

Certificate: 12A

Release date: 22 April 05

For press enquiries please contact:

John Dunning john.dunning@freud.com t: 0207 291 6327

Sophie Grumbar sophie.grumbar@freud.com t: 0207 291 6394

Stills available at www.vervepics.com

Leaving the Chicago crew behind, Gina Norris (Queen Latifah) is a long way from the *Barbershop* – she now lives in Atlanta and is making a name for herself and her cutting-edge hairstyles at a posh Southern salon. But when her flamboyant, egotistical boss, Jorge (Kevin Bacon), takes it one criticism too far, she storms out of his salon to open a shop of her own, taking the shampoo girl (Alicia Silverstone) and a few key clients (Andie MacDowell, Mena Suvari) with her.

Gina risks it all to buy a rundown beauty shop and gets to work making it her own, inheriting an opinionated group of headstrong stylists (including Alfre Woodard, Golden Brooks, and Sherri Shepherd), a colorful clientele, and a sexy upstairs electrician (Djimon Hounsou). It's a rocky road to fulfilling her dreams – and Jorge does his best to ruin her plans – but you can't keep a good woman down...and you can't keep a shopful of outrageous women from speaking their minds! Join Gina and her stylists for a raucous good time at the *Beauty Shop*.

Metro-Goldwyn-Mayer Pictures is proud to present a State Street Pictures, Mandeville Films, and Flavor Unit Film production of *Beauty Shop*. Starring Queen Latifah, the film's all-star cast also includes Alicia Silverstone, Andie MacDowell, Alfre Woodard, Mena Suvari, Della Reese, Golden Brooks, Keshia Knight Pulliam, and Sherri Shepherd, with Kevin Bacon and Djimon Hounsou. Directed by Bille Woodruff, the screenplay is by Kate Lanier and Norman Vance, Jr., from a story by Elizabeth Hunter. *Beauty Shop* was produced by David Hoberman, Robert Teitel, George Tillman, Jr., Queen Latifah, and Shakim Compere, and executive produced by Ice Cube, Matt Alvarez, and Todd Lieberman. The talented "behind-the-shop" crew includes director of photography Theo Van de Sande, art director Jon Gary Steele, editor Michael Jablow, costume designer Sharen Davis, music supervisor Barry Cole, composer Christopher Young, and co-producer Louise Rosner. *Beauty Shop* is rated 12A.

SETTING UP SHOP

The runaway success of the *Barbershop* films was a surprise to many – but not to MGM. From the very beginning, the studio believed in the projects and saw great potential in a film franchise about a place almost everyone has to go, full of characters everyone feels like they know. Audiences saw their own lives reflected in the films' comedy and loved hearing the

characters say the outrageous things they'd been thinking. As soon as the first film opened, the studio and producers put *Barbershop 2: Back in Business* on the fast track to production.

For the sequel to *Barbershop*, bringing back Ice Cube and the rest of the gang was a given, but the films' characters were mostly men and the comments were from a man's point of view. The studio and filmmakers knew it would be great to give the ladies a chance to speak their minds. While preproduction for *Barbershop 2* was underway, the filmmakers were also busy with plans to build a *Beauty Shop*. And there was only one woman they wanted to anchor the project: Queen Latifah.

"Latifah is just a great lady," says producer David Hoberman. "She has a great spirit and brings great energy to the set. She just makes everyone feel good when she's working. For *Beauty Shop*, we had to have someone of her stature and talent, and we only wanted her. We were thrilled when she saw the potential in the project and agreed to join us."

"Latifah and I work really closely together," says producer Shakim Compere. "We wanted to find a film that would be hilarious and a lot of fun to work on, but also had a lot of heart. We loved the idea of *Beauty Shop* and knew Latifah would be able to bring her own flavor to the piece. It was a great fit."

The filmmakers decided to launch the *Beauty Shop* idea by working a character named Gina into the *Barbershop 2* script. In that film, Gina worked at the beauty shop next door to Calvin's (Ice Cube) Barbershop and a past was established between the two of them. To show that Gina wasn't afraid to speak her mind, a hilarious war of words with Cedric the Entertainer's Eddie was included that became one of the highlights of the film. Audiences responded with huge laughs and confirmed the filmmaker's intuition: the world was ready and wanted to see more of Latifah's character. The foundations for *Beauty Shop* were laid, and filming began soon after *Barbershop 2* opened in theaters.

Not only is Latifah the lead in the film – she also donned a producer's hat for the project. Her instincts and trust in herself are what empowered her to take on such responsibility. "I love being able to take something from A to Z," she says. "I don't consider myself a control freak, but I consider myself someone who never wanted to be controlled. From day one it's been about trying to express myself. There's no greater feeling than taking an idea and seeing that idea all the way through to fruition and presenting it to people, having it accepted and be a success."

Once Latifah joined the project, the other main course of business was to find a director. The filmmakers quickly decided on Bille Woodruff and felt he had the skills to steer the comedy – and handle a cast full of women. Known for his award-winning work on music videos for artists like Jessica Simpson, Britney Spears, Celine Dion, Outkast, Missy Elliot, and TLC as well as the Jessica Alba starrer *Honey*, everyone was excited when he signed on.

“Bille is precious,” says Latifah. “I’ve known him for years from his music videos, so I thought it’d be cool for him to do something like this, and he’s definitely used to working with women. I thought whoever directed this movie needed to have the ability to communicate and keep everyone together and on the same page. You have to have a certain sensitivity to be able to understand where we’re coming from sometimes. Bille’s got it.”

As for Woodruff, it was Latifah that made him want to take on the project. “I’ve been a fan of hers and we’ve been friends for a long time,” he says, “but we’ve never worked together. It was a great opportunity for us to come together creatively and do something fun and special.”

Woodruff and Latifah wanted great comedy, but they agreed the film also had to have a relevant, positive touch. “We were both interested in doing something that would have the laughs,” Woodruff continues, “but we also wanted to make sure we had other things going on. The comedy is there, but there are other things happening, things that can make you think.”

MEET GINA

Describing her attraction to the project, Queen Latifah says one of the big draws was her character, Gina. “I like to play strong characters who are vulnerable at the same time,” she says. “Gina reminds me a lot of my mother, a lot of myself – she reminds me of woman like my mom and me and friends of mine and single parents who are out there raising their kids and have to wear many hats. I like to see someone go through challenges and overcome them, and that’s what Gina’s all about.”

The other aspect of the script that appealed to Latifah was the strength of Gina’s dream to open her own shop. “You’ve got to have a dream,” she says, “You have to decide, ‘Here’s something I really want to accomplish and here’s how I’m going to do it.’ There’s a lot of people out there with dreams that never get anywhere. You have to dream, because then you’re

not limiting yourself in what's possible, then you fall in love with it, have a passion for it, and you make it a goal. And you go for it."

Latifah says the thing that most gives Gina her need to succeed is her love for her daughter, Vanessa. Vanessa's the reason Gina leaves Chicago for Atlanta – Vanessa is accepted at a prestigious music school – and she's the reason she works so hard to make it on her own. Gina wants to set an example for her daughter, which is also why she decides towards the beginning of the film that she's had enough of Kevin Bacon's Jorge, who owns the salon Gina works in at the beginning of the film.

"Jorge is one of those guys who is probably talented, but somewhere along the way became the boss who used everybody's else's talents to keep everything going," says Latifah. "Gina knows how good she is at what she does and she's willing to deal with a little bit for the sake of her daughter, but at some point it becomes a question of principle. She's just not going to have someone disrespecting her too much. Gina can go toe-to-toe with the best of them and she can take a punch – but she can give one, too. That's what motivates her to keep moving." Gina leaves Jorge's with nothing but her talent, her pride, and a dream. After securing a small loan and working to spruce up a run-down shop in Atlanta's urban center, Gina's Beauty Shop opens its doors.

THE SHOP GIRLS

To play the diverse, colorful characters at Gina's, the filmmakers filled the cast with an eclectic, accomplished and hilarious roster of actors. The mix of talent is exciting and interesting, and Queen Latifah was thrilled with the final result. "We wanted to open this movie up to everyone," she says. "Gina's whole idea is that a woman should be able to come and get her hair done no matter who she is, what color she is or how old she is, and be able to relax and have a good time. It was great to be able to cross cultural lines and have everyone be a part of this.

"I find that people are people, for the most part, and there's good and bad in everyone," Latifah continues. "We're really a lot more alike than we are different. Even our differences are things that can be appreciated if we were to actually communicate and get to know each other a

little bit. I've been around so many different kinds of people that I'm used to experiencing and enjoying other cultures and ways of thinking. I wanted our shop to be like that."

Representing the best of Southern sass, Alicia Silverstone plays Lynn, the initially softspoken shampoo girl at Jorge's salon who dreams of wielding her own shears. "Lynn is a real country bumpkin from Blueridge, Georgia," says Silverstone. "She's very bright and spunky and innocent, and really positive – she does everything she can to make the best out of every situation." Lynn gets her big break when Gina takes a chance and lets her "cut some heads" – and it's Lynn's affection for Gina that gives her the resolve to try. "I think Lynn is really surprised at how Gina is so nice to her and treats her with so much respect," Silverstone continues. "Lynn doesn't usually get a lot of respect."

Once Lynn gets a chair at Gina's, though, she has to earn respect all over again – in an urban salon she's out of her element, and many of the new girls aren't quite sure what to think of her. It's watching Lynn try to win the girls over that gives the film lots of laughs – and lots of heart. "From the get-go, nobody likes me at Gina's," Silverstone says. "They don't know what to do with the fact that Lynn is white and so bubbly and happy and excited. She's got no ghetto in her at all, and these girls are a little rougher on the edges. They underestimate Lynn, but she's got her own edges as well, and they have to learn that."

Not only did Silverstone get a great role, but she gets great hairstyles as well. Once Lynn lets her hair down (in more ways than one), she sports some of the most wacky 'dos in the film. "I get my hair crunked out," Silverstone laughs. "I make a transformation to fit in a little better, so I start having my hair done in these crazy styles."

Silverstone loved her *Beauty Shop* experience. "It was really a very luxurious environment to work in," she says. "I feel really blessed and honored to be a part of this. The audience is going to experience a really good time."

Andie MacDowell echoes Silverstone's sentiments – she loved working with the cast. "It's just a really nice group of people," she says, "and a wonderful atmosphere. Very cool, very artistic." MacDowell plays Terri, a rich Southern patron of Jorge's shop who makes the jump to Gina's place because only Gina knows how to really tame her hair. Nervous at first, she soon finds she enjoys the new women she meets. They're not afraid to tell her like it is – and Terri's in need of a little straight talk.

“I live in North Carolina, so it’s similar thing,” she says. “You go into a beauty shop and sit down with someone and it’s almost like talking to a therapist. You sit down and someone touches you – they touch your head, they touch your hands if you’re getting your nails done – and after you go week after week, you start to open up. Those people are your friends and therapists. They make you feel good.”

MacDowell enjoyed how Bille Woodruff encouraged the cast to speak their minds and improvise. “Bille was very relaxed about it and let us go on a little bit, which I really appreciate,” she says. “It gives you a feeling of creativity and freedom and spontaneity. Bille’s very clever in keeping the energy on set in a nice place, keeping a nice vibe.”

As for her hopes for the film, MacDowell says, “I hope people laugh a lot. I think we need to laugh, and there’s some substantial depth to what they’ll be laughing at. To me that’s the best comedy, when you laugh at the things that ring true.”

Four-time Emmy Award winner and Oscar® nominee Alfre Woodard pulled out the stops – and a leopard-print smock – to play Ms. Josephine. The actress loved the character and found inspiration in Ms. Josephine’s pride and colorful ways. “Ms. Josephine is Afro-centric, but not in a kind of Brooklyn way where it’s really righteous and culturally correct and specific. She just takes whatever she wants from everywhere. If it has a leopard on it she thinks it’s from the motherland,” Woodard laughs. “Doesn’t matter if it was made in China.

“She’s comfortable in her skin,” she continues, “and has been around long enough to know all the gains that have been won, so she’s much more of a feminist than some of the younger women in the salon. She’s New Age in a very country way; she’ll take in any new idea as long as she can make it work for herself. So in a sense she’s probably the most progressive person in the salon. She’s got a sense of history and culture, but what’s fun about her is that it’s filtered through how she wants to receive it.”

One of Ms. Josephine’s most effective – and hilarious – traits is her penchant for spouting Maya Angelou poetry. “She’ll start reciting poetry in a fit of passion or whenever it’s appropriate,” Woodard says. “She brought poetry into that shop. She’s self invented in the most organic way.”

Most of the girls react against Gina trying to change the nature of the shop when she first buys the place, but Ms. Josephine is up for the change. “She loves the sense of community that Gina brings,” Woodard says, “the fact that yes, we are all in here and have individual clients, but

we're a village. She's proud of this young woman who has a dream and is stepping out and doing it, because most people never do that."

Mena Suvari plays Joanne Marcus, another one of Jorge's patrons that make the switch to Gina's. "Joanne is an Atlanta socialite," says Suvari. "She is somebody who's very superficial, but with Gina it's different. She respects her and has a lot of fun with her, and obviously Gina makes her look good."

One of the reasons that Joanne and the other women love Gina is her special homemade conditioner, affectionately known as "hair crack." Though she doesn't often have selfless motives, Joanne actually ends up offering to help promote Gina's conditioner by sending it to a friend at CoverGirl in the hopes they'll start making and marketing it. "Joanne works hard to impress people," says Suvari, "and it's somewhat genuine when she has the opportunity to help Gina out with her conditioner. But it's also like 'Look what I can do. Look at all the people I know.'"

When asked whether the film was fun to make, Suvari says, "Oh, my God – it's beyond. It's one of the most fun things I've ever worked on in every respect. So many vibrant characters, and in between each take they'd be playing music. It's just something I've never experienced before."

She also says she learned a lot from the shoot. "If anything," she says, "I've learned how I love transformation so much more than I ever knew. Playing with my character, playing with her hair, she gets a breast augmentation – it was all so much fun."

Golden Brooks plays beautiful, outspoken stylist Chanel – the kind of person you always find at a beauty shop. "Wherever you go," says Brooks, "there's always that one outspoken woman who's the truth serum, the one who's going to give it to you straight from the hip. That's Chanel." Chanel holds her head high and refuses to let anyone make her feel anything less than perfect. "She used to be a dancer down at the Dirty Trunk and she's very proud of that. She does not apologize for anything. She sees life through one view, and that's her view."

Chanel's self-confidence can lead to prickly exchanges with other women at the shop – especially with Suvari's Joanne. "Joanne and Chanel don't get along because they seem like polar opposites, but they're actually very similar. We butt heads."

Brooks loves that *Beauty Shop* is a comedy firmly based in reality – that's why she thinks it gets such solid laughs. "Cheap jokes are exactly that: cheap jokes. I think to spend your

dollars, you want to feel you're learning something – not in a way where we're teaching, but learning in that it's something you haven't seen before. This is a kind of humor that is real, that is politically aware, humor that involves what you do in the day-to-day. I think people will be surprised and empowered by the film.

"It's like putting Al Sharpton, George W. Bush, Don King, and Sistah Souljah in the same room," she continues. "You're going to get some funny stuff."

As sassy, 7-months pregnant stylist Ida, Sherri Shepherd gets a lot of laughs. Shepherd was thrilled to co-star with Queen Latifah. "It's been a dream of mine to work with her," she says. "My entire career, she has always been like a mentor to me; she's always represented women so well. I just screamed when they told me I got the part."

Shepherd had a lot of fun with her character's look. "I'm very flamboyant as Ida," she laughs. "My hair matches my mood, which matches my clothing. Every color I put on, my hair changed. In real life I'm a baseball cap girl, so this was so much fun to become someone else."

"My husband loved it," she continues. "He wanted me to bring Ida home and leave Sherri at the set."

Keshia Knight Pulliam plays Darnelle, Gina's sister-in-law and the wild child of the bunch. "Darnelle's in a rebellious stage, trying to claim her independence," Pulliam says. "Everyone has gone through that point. The thing I love about this character is that she's a little in left field to begin with, but she definitely comes back to center."

Pulliam says beauty shops play an important part in African American culture, and she loved helping create Gina's shop for the movie. "Being a black woman," she says, "hair is something that's very connected to the culture. The beauty shop is more than a place where you get your hair done. It's where all the latest gossip is, you may meet some guy – it could be anything. It's more like a second family. When I was growing up, my mother actually owned a salon, so I have inside knowledge of what really goes on."

Every great movie needs a great antagonist, and the filmmakers found a one: Kevin Bacon hams it up as Gina's nemesis, shop owner Jorge Christophe – a one-name Atlanta stylist with a dark secret. "Jorge's got a healthy dose of vanity, sells his own products, spends a lot of time in his tanning bed – it's a lot of fun," Bacon laughs. And what ultimately makes the man? For Jorge, it's his hair. "His hair is long and luxurious," says Bacon.

Describing Jorge and Gina's firework-filled relationship, Bacon says, "Jorge wants to have a relationship with his clients where they are completely dependent on him. He has little ways of insulting them so they always come back. They need him – they're like his children. Gina is starting to undermine that because they're seeing what a great job she does as a stylist. He's threatened and he fires her, so she starts her own business – and he tries to bring her down."

Though Bacon's done dozens and dozens of movies, *Beauty Shop* had a few things he'd never seen before. "It was the first time I've ever seen hairstylists as technical advisors on a film," he laughs. "Usually it's like some drill sergeant, or on *Apollo 13* it was an ex-astronaut. It was a total riot."

And what would a comedy be without a little bit of romance? Gina has a lot of work to do to get her shop up and running, but she's got a sexy electrician named Joe upstairs to help her out, played by Academy Award® nominee Djimon Hounsou. At first Gina's only interested in Joe for his electrical skills, but soon the sparks can't help but fly.

Describing his character, Hounsou says, "Joe is originally from Africa. He came to the Western part of the world for a better life and meets Gina when she takes over the beauty shop. His apartment is right above it." In addition to his electrician work, "Joe is a musician as well, a jazz pianist."

Hounsou had a wonderful experience and enjoyed being one of the only men in the cast. "We had a great time," he says. "It was the lightest set I've ever been on. There's so many ladies here – it's been fun listening to them joke about things. Sometimes it's hard to get the shot done because everybody's cracking up."

Hounsou also has nothing but praise for his on-screen love interest – working with Queen Latifah was a pleasure. "Wow, what a classic lady," he says. "I've never worked with anybody who on- and off-screen had such an amazing personality. I fell in love with her as a person – she's a wonderful woman."

"Overall, this film was a blast to make," sums up director Woodruff. "The cast had a great time and everyone really bonded. It was a great experience. The only thing that's kind of a shame is that so much really funny stuff happened when the cameras weren't rolling – we couldn't fit it all in!"

BOOT CAMP

To prepare for the film, the actresses had to learn their way around a salon from a pro – technical advisor Randy White spent several days with the actresses teaching them how to look like they were cutting hair. How did White get the job? He does director Woodruff's hair.

"We went to beauty boot camp," laughs Latifah. "We went to Golden Touch salon in Inglewood, California, and our homeboy Randy showed us what to do – how to cut, how to color, how to perm, how to style, how to exactly hold scissors. There's a technique to everything, and you have to learn because it needs to look authentic. There are a whole lot of hairstylists out there; there are about 90,000 beauty shops in this country. We knew people would know when we weren't cutting right, so we wanted to make it look as realistic as possible."

There were varying degrees of "hair familiarity" among the cast. "Keshia Knight Pulliam was the only person there who really knew how to do hair, being that her mom owned a salon at one point," says White. "Everyone else had to start from scratch." Learning by doing, they all had to pick up scissors and get to work.

The cast quickly found that cutting hair is much harder than they thought. "I'm so glad I'm not a hairdresser," says Silverstone. "I had attention deficit disorder in boot camp. I'd go numb and feel like I was in science class. I have much more respect for hairdressers now. It's a real skill and such an art."

"You know what I realized from that whole boot camp experience?" says Sherri Shepherd. "It is NOT what I was called to do. The first 20 minutes I was like 'My back is hurting, okay? I'm an actress, not a hairstylist.' They thought they had free labor, so they had me washing all these people's heads. I was like 'Wait a minute! Nobody's paying me!' Nobody was tipping me! It was hard – but we learned."

And did anyone mess up? "I cut somebody's hair too short, but I didn't tell her," grins Shepherd. "I just combed it over, and hopefully she won't know. Maybe she'll think it was Queen Latifah, because we both worked on her hair. Sounds better to say Queen Latifah cut her hair wrong than me."

SHOP TALK

The haircutting and styling is authentic, but there was one other key salon ingredient the filmmakers were intent on capturing: the shop talk. The *Barbershop* movies are notorious for their frank talk, and *Beauty Shop* is no different. Often the actors would get on a topic and improvise in character, the more outrageous the better – and they had a fabulous time doing it.

“The bikini wax thing was a serious discussion,” Latifah laughs. “Men crying was definitely a discussion. Politics always becomes a discussion, especially in an election year. And of course, image. Image is always something that comes into play. We got into ‘Why does so-and-so look like that?’ and ‘Who needs a makeover?’ With the exception of male issues and political talk, we actually kept it pretty shallow – just where we wanted it to be,” she laughs.

Alfre Woodard says, “You know, with beauty shops, that’s like saying ‘my poker game.’ When you sit down to a poker game, there’s a certain atmosphere and there’s rules and decorum. You switch into poker game mode, and that’s kind of the same with a beauty shop. There’s always this thing that happens when you get in there. You get hyped, you get chatty, and you talk a lot. It’s like stream-of-consciousness, but in a communal sense. If you disagree, you’re hollering ‘No!’ and if you’re agreeing you’re screaming ‘Yes!’ There’s a heightened sense of hysteria.”

“You have customers that can talk, you have all the stylists that can talk, and people talk about all kinds of different issues,” director Woodruff says. “We touch on everything from hybrid cars to sex and relationships. There are a million things to talk about, and we tried to touch on a diverse representation of some of the things people want to speak their minds on.”

BEAUTY BITES

Alicia Silverstone: “Hair really frames your face and can change how you look. When you’re having a bad hair day, it’s not fun. Most of the time I just put my hair in a ponytail – easy, low maintenance hair.”

Andie MacDowell: “I have very, very, very curly hair now, but when I was little I had straight hair, and I had a pixie and it was fabulous! There’s no way I could cut my hair in a pixie anymore because I’d look like Bozo the Clown, but I liked the pixie.”

Alfre Woodard: “My mommy had a hair salon. I remember – this is one of my earliest memories – I sat and watched her as she did a woman’s hair. She washed it, she dried it, and they were sitting there chatting the whole time. So I sat there watching them, and the world of grown women seemed so wonderful, you know? I just thought, “Oh, to be forty...” Well, by the end it’s been around two hours that she’s been working on this woman’s hair. She turned the woman around and she was looking in the mirror, and I was playing in the shampoo bowl, and before I knew it I turned the bowl and it went flying around spraying water over this woman’s face and head. Her hair was hanging wet again. My mother turned to look at me, and the woman’s mouth was open – and I just flew. I wrecked that hairstyle!”

Mena Suvari: “I remember crimping a lot. I remember being 11 and there was this big craze to crimp your hair – and fry it. You pretty much fry your hair when you’re crimping. I also remember I really wanted lavender hair when I was sixteen, and my mom wouldn’t let me.”

Sherri Shepherd: “I had very thick hair and my mother hated to do it because she would press it and then I’d go and play and it’d be this big Afro. So my mother would just let it go crazy, or she’d try and braid it and one braid would stick up and one braid would stick down. That’s the way I’d go to church. I looked like a doggone crazy person. I looked like Chaka Khan at three.”

Keshia Knight Pulliam: “When I was in college, when a girlfriend needed a trim or to put a perm in or flat-iron her hair, I did all of that. Even in my mom’s salon I’d help out doing whatever when I was in high school. I even tried to cut my own hair, but I realized the reason you let someone else cut it is it’s really hard once you get to the back. And one side was shorter than the other. After that, I left that part to the professionals.”

Kevin Bacon: “The thing I hated was that the barbers would take the clippers and shave the back of my neck. The feeling of that – those tiny little hairs in the back of my neck and the sound of the clippers – I was terrified of it. I thought he was going to cut me. And I didn’t like that thing they put around your neck; I’ll never forget that piece of paperish stuff. I hated going to the barber.”

Bille Woodruff: "I've had all kinds of hairstyles. My favorite I think was when I copied Prince's hairdo when he had 'Little Red Corvette' out. I had my hair down over one eye. Kind of crazy, but it was my favourite."

CAST

Gina: Queen Latifah
Lynn: Alicia Silverstone
Terri: Andie MacDowell
Ms. Josephine: Alfre Woodard
Joanne: Mena Suvari
Mrs. Towner: Della Reese
Chanel: Golden Brooks
Paulette: Miss Laura Hayes
Vanessa: Paige Hurd
Willie : L'il JJ
Rochelle : LisaRaye McCoy
Darnelle: Keshia Knight Pulliam
Ida: Sherri Shepherd
Denise: Kimora Lee Simmons
Catfish: Rita Sheryl Underwood
James: Bryce Wilson
Jorge: Kevin Bacon
Joe: Djimon Hounsou
Byron: Omari Hardwick
DJ Helen: Adele Givens
Inspector Crawford: Jim Holmes
Client of Chanel: Larissa Bordere
As Himself Baby
Mrs. Struggs: Nancy Lenehan
Women: Reagan Gomez-Preston
Crystal Garrett
Mrs. Dexter: Suzanne Covington
Mercedes: Joyful M. Drake
Porsche: Tawny Dahl
Music Teacher: Mary Wickliffe
Stacy: Andrew Levitas
Big Customer: Octavia Spencer
Detective: Jamie McBride
Female Client at Jorge's: Melissa Wyler
Neighborhood Girl: Ki Toy Johnson
Neighborhood Rapper: Otis Best
Bag Diva: Christopher Lane

Directed by Bille Woodruff

Screenplay by Kate Lanier and Norman Vance, Jr.

Producers David Hoberman

Robert Teitel

George Tillman, Jr.

Queen Latifah

Shakim Compere

Executive Producers Ice Cube and Matt Alvarez
Todd Lieberman

Unit Production Manager Louise Rosner
First Assistant Director William P. Clark
Second Assistant Director Tobijah Tyler
Stunt Coordinator: Chuck Picerni, Jr.
Stunt Player Madison Turner
Supervising Sound Editor Mark Mangini
Re-Recording Sound Mixers Matthew Iadarola, C.A.S.
Gary Gegan
Mark Mangini
Mark Binder
Art Director Kevin Kavanaugh
Set Decorator Traci Kirshbaum
Assistant Art Director Dean Tschetter
Steadicam Operator/ Camera Operator Harry Garvin
First Assistant "A" Camera Baird B. Steptoe
Second Assistant "A" Camera John Young
"B" Camera Operator Daniel C. Gold
First Assistant "B" Camera Matthew Alper
Second Assistant "B" Camera Roger Wall
Loader Markus Mentzer
Still Photographer Sam Y. Emerson
Video Assist Jesse Olivares
Script Supervisor Scott Peterson
Production Coordinator Barbara Rosing Hoke
Accountant John C.R. Catron
Chief Lighting Technician Dayton Nietert
Assistant Lighting Technician Christopher A. Zwirner
Chief Rigging Electrician Victor Svimonoff
Assistant Rigging Electrician Bill Greenberg
Key Grip Robert Gray
Second Company Grip Quinn Grove
Dolly Grip Jerry Bertolami
Key Rigging Grip Raymond Michels
Second Company Rigging Grip Alf Smithey
Location Manager John Armstrong
Assistant Location Manager Anthony Rizza
Second Second Assistant Director Juana Franklin
First Assistant Editor Heather Mullen
Assistant Editor Vaune Kirby
Post Production Assistant Brendan Walsh
Post Production Intern Chad Buckmaster
Sound Effects Editors Donald Flick
Piero Mura
George Simpson
Assistant Sound Editors Robert Morrissey
Andy Sisul
Supervising Dialog/ADR Editor John Benson
Dialog Editors Ralph Osborn
Dave Williams
Foley Editors Eddie Delena
Elliot Koretz

Sound Recordists Nick Shaffer
 Erin Rettig
 Mark Coffey
 Post Production Sound Technicolor Sound Services - Weddington
 Foley Artists Sean Rowe
 Katie Rowe
 Foley Mixer Darrin Mann
 Mixing Recordist Matt Dubin
 Mixing Engineer Michael Morongell
 ADR Mixer Eric Thompson, C.A.S.
 ADR Recordist Chris Navarro
 Voice Casting Barbara Harris
 Production Sound Mixer Tim Cooney, C.A.S.
 Boom Operator Jeffrey A. Humphreys
 Cable George W. Scott
 Music Editors Brent Brooks
 Thomas Milano
 Conducted by Bruce Babcock
 Orchestrations by Christopher Young
 Score Coordinators Sujin Nam
 Konstantinos Christides
 Synth Programmers Max Blomgren
 Benoit Grey
 Recording and Mixing Engineer Robert Fernandez
 Additional Engineering Max Blomgren
 Music Preparation JoAnn Kane Music
 Music Contractor David Low
 Piano Coach to Djimon Hounsou and Paige Hurd Margie Balter
 Solo Piano performed by Margie Balter
 Additional Solo Piano performed by Mark Batson
 Assistant Costume Designer Carol A. Cutshall
 Costume Supervisor Riki Sabusawa
 Set Costumers Cheryl L. Cravedi
 Katherine Wright
 Brigitte Ferry
 Queen Latifah's Wardrobe Consultant Susan Moses
 Department Head Make-up Felicity Bowring
 Make-up Corina C. Duran
 Carol Strong
 Laini Thompson
 Queen Latifah's Make-up Roxanna Floyd
 Department Head Hair Stylist Sterfon Demings
 Hair Stylists Andrea Jackson
 Terrell Simon
 Debra Y. Brown
 Queen Latifah's Hair Stylist Julie Baker
 Property Master John P. Jones
 Assistant Property Masters Michael J. Bertolina
 Richard Crank
 Art Department Coordinator Tracy Gaydos
 Lead Man Joe Bergman
 Set Dressers Earl Thielen
 Victor Mendez
 Jacob Alsbrook
 Corey Gomez
 On Set Dresser Christopher J. Pyles

Construction Coordinator William B. Gilpin
 Construction Foreman H. Bruce Norrbom
 Clearance Coordinators Andrew Trosmans
 Gina White
 Paint Foreman Thomas E. Brown
 Standby Painter Vinson Jae
 Senior Set Designers Masako Masuda
 Jane Wu
 Transportation Coordinator Denny Caira
 Transportation Captain William K. Ballard
 Unit Publicist Deborah Wuliger
 Assistant Production Coordinator Traci Tateyama
 First Assistant Accountant Michael Swafford
 Second Assistant Accountant Brandon Hollyer
 Payroll Accountant Nicky Craft
 Construction Accountant Andrew P. Brown
 Post Production Accountant Victor Valencia
 Assistant Post Production Accountant Claudia Zakem
 Assistant to David Hoberman Kim Meade
 Assistant to Robert Teitel Chuck Hayward
 Assistant to George Tillman, Jr. George Tarrant
 Assistant to Queen Latifah La Wanda "L.B." Black
 Assistant to Shakim Compere Charis Henry
 Assistant to Todd Lieberman Jenny Marchick
 Assistant to Matt Alvarez David Hebenstreit
 Assistant to Bille Woodruff Oni Souratha
 Assistant to Louise Rosner Amy Montgomery
 Assistant to Kevin Bacon Susan Mieras
 Assistant to Alfre Woodard Kim Dunbar
 Assistant to Djimon Hounsou Polly Hobson
 Theatrical Consultant to Queen Latifah Richard Lyons
 Security for Queen Latifah Lance Owens
 Stand-In for Queen Latifah Kendra C. Johnson
 Casting Assistant Pamela Frazier
 Production Assistants Drue Powell
 Todd Havern
 Randy Parker
 Sedric Veal
 Anna Wenger
 Ryan Miningham
 Yaa Boaa Aning
 Talithia Miles
 Kristine Harlan
 Extras Casting Christopher Gray Casting
 Catering Hat Trick Catering
 Chef Stan Pratt
 Craft Services Dannon Walters III
 First Aid Antonio Evans
 Mandy Hoke
 Security C.A.S.T. Security
 Technical Hair Consultant Randy White
 Beautyshop VFX produced by
 CIS Hollywood
 Visual Effects Supervisor Bryan Hirota
 Visual Effects Producer Julie Orosz
 Visual Effects Coordinator Julia Gaudette

Compositors Matthew Adams
Marc Nanjo
Greg Oehler
CG Artists Gary Abrahamian
Diana Miao
Sr Paint Artist Larry Gaynor
Data/IO Amy Garback
THE PRODUCERS WISH TO THANK:
ESSENCE Magazine courtesy of
Essence Communications Partners
Vogue and Vanity Fair courtesy of
Condé Nast Publications
The Oprah Winfrey Show footage courtesy of
Harpo Productions, Inc.
Sheet Music for "You Don't Know My Name" courtesy of
A-Dish-A-Tune

"Call Me"
Written by Randy Muller
Performed by Skyy
Courtesy of Salsoul Records
Under License from Bethlehem Music Company, Inc.

"WJLM Jingle"
Written by Chris Neel

"Jorge's Salon"
Written and Performed by David Reynolds

"Don't Cha"
Written by Cee-Lo
Performed by Tori Alamaze
Courtesy of Radiculture Records

"Arabesque"
Written by Friedrich Burgmüller
Performed by Margie Balter

"E. St. Louie"
Written and Performed by David Reynolds

"In Da Club"
Written by Michael Elizondo, Curtis Jackson, Andre Young

"Bro Ken Rap"
Written and Performed by Mark Mangini

"Shampoo Girl"
Written and Performed by David Reynolds

"Arkansas Girl"
Written and Performed by L'il JJ

"Knocks Me Off My Feet"
Written by Stevie Wonder
Arranged and Performed by Mark Batson and Margie Balter

"Sarah N' Rap"

Written and Performed by Mark Mangini

"You'll Never Find (A Better Woman)"

Written by Teedra Moses, Paul Poli, Velma Allen,
Jack Hall, Albert Hudson, Jason Phillips

Performed by Teedra Moses

Courtesy of TVT Records

Contains a sample of "Better Woman or Bigger Fool"

Performed by Alicia Myers

Under License from Universal Music Enterprises

"Supermodel"

Written by Rupaul Charles, Jimmy Harry, Larry Tee

"ATL Skyline"

Written and Performed by Teodross "Teo" Avery

Courtesy of Bam Bam Records

"Guerilla Nasty"

Written by Charles Williamson, Phalon Alexander

Performed by Guerilla Black

Courtesy of Virgin Records

Under License from EMI Film & Television Music

"What's Going On"

Written by Jackie Christie and Fred Jorio

Performed by Shine

Courtesy of Overhead Productions

"KMA"

Written and Performed by David Reynolds

"Give Up The Funk (Tear The Roof Off The Sucker)"

Written by Jerome Brailey, George Clinton, Jr.,
William Earl Collins

Performed by Parliament

Courtesy of The Island Def Jam Music Group

Under License from Universal Music Enterprises

"Intro"

Written by T. Ibrahim, T. Moore, J. Cardim, R. Muir

Performed by Jean Grae

Courtesy of Babygrande Records
and Orchestral Entertainment

"Ghetto Love"

Written by Jamie Jones, Jason Pennock,
Jeffrey Valantine, Kisyá

Performed by Kisyá

"Whole Lotta Love"

Written by G. Baillergeau, Raphael Brown, Marcus Boyd

Performed by Golddiggez

Courtesy of Wut Shawan Ado Entertainment

"Take Me Home"

Written by S. Devine, T.S. Jackson, B. Ozuna,
G. Standridge, K. Wooten
Performed by Sara Devine
Courtesy of Giant Step Records

"Let Me Do Me"

Written by Kermit Quinn
Performed by Quinn
Courtesy of Quinnessential Music

"Sugar Walls"

Written by A. Kohn, A. Thelusma
Performed by Jacki-O
Courtesy of TVT Records

"I'm Caught Up"

Written by Ira Schickman and Elizabeth "Yummy" Wyce
Performed by Yummy
Courtesy of FunkTional Productions Inc.

"I'll Take Your Man"

Written by George Clinton, Jr., William Earl Collins,
Bernard Worrell, Herby E. Azor
Performed by Salt N Pepa
Courtesy of Universal Records
Under License from Universal Music Enterprises

"Lean On Me"

Written by Bill Withers

"Hot"

Written by Erica Dymakkus, Corron Cole
Performed by Erica Dymakkus
Courtesy of Tha Movement
By arrangement with SONY BMG Music Licensing

"Could It Be I'm Falling In Love"

Written by Melvin Steals, Mervin Steals
Performed by The Spinners
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Strategic Marketing

"Hard Times"

Written by C. DeBarge
Performed by Chico DeBarge
Courtesy of Alove Entertainment

"Golden"

Written by Jill Scott, Anthony Bell
Performed by Jill Scott
Courtesy of Hidden Beach Recordings

"Amazing Grace"

Traditional

Performed by Alfre Woodard

"Giant Steps"

Written by John Coltrane

Arranged and Performed by Margie Balter

"Tainted Love"

Written by Ed Cobb

Performed by Gloria Jones

Courtesy of Universal Music Enterprises

"Vibrate"

Written by Shondrae Crawford, Moses Barrett III,

Rasheeda Frost, Pierre Willis, Tibarrius Willis

Performed by Petey Pablo feat. Rasheeda

Courtesy of Jive Records

By arrangement with SONY BMG Music Licensing

"Salt Shaker"

Written by Jonathan Smith, Eric Jackson, De'onjelo Holmes

Performed by Ying Yang Twins featuring Lil John

& the East Side Boyz

Courtesy of TVT Records

"Finding My Wings"

Written by Margie Balter

"Sincerely"

Written by Kina Cosper, Mark Batson, Che Pope

Performed by Kina

Title Design by Nina Saxon Design

Titles and Opticals by Pacific Title

Optical Sound Negative by N.T. Audio

Negative Cutter Kona Cutting

Color Timer Mato

High-Def Dailies and Preview by FotoKem

HD Colorist Robert Tomaszewski

Dolby Sound Consultant Trevor Ward

Digital Sound Recording and Re-Recording by

Wilshire Stages, Los Angeles, CA

Lighting Equipment by

Paskal Lighting

Camera Cranes & Dollies by

Chapman / Leonard Studio Equipment, Inc.

©2005 METRO-GOLDWYN-MAYER PICTURES INC.
ALL RIGHTS RESERVED.

DISTRIBUTED IN THE UK BY VERVE PICTURES