

Alliance Communications presents
a Redeemable Features Production
a film by everyone who worked on it



all I wanna do

94 Minutes

Rated PG-13

A Redeemable Features Release

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SYNOPSIS

"All I Wanna Do" is a comedy about a closely-knit group of friends set at a traditional New England all-girls boarding school in 1963. But at its core, "All I Wanna Do" is also the story of young women who recognize their own value and potential when their all-female sanctuary becomes threatened by the specter of men. The film was written and directed by Sarah Kernochan, an established screenwriter making her feature directorial debut.

For Odie (Gaby Hoffmann), a pretty but moody teenager, being sent to Miss Godard's Prep School for Girls midway through the year is a little bit like being sent to prison. Miss Godard's has all kinds of rules, and a lot is expected of the girls there. But Odie soon discovers that the girls at Miss Godard's also have a lot of fun, and most important, the school is something of a haven where girls can behave, well, just like girls since there are no boys in sight.

After a tour of the campus guided by Abby (Rachael Leigh Cook), an uptight, brown-nosing "monitor" on the Self-Government Committee, Odie just wants to cry. But things start looking up when Odie meets her new roommates, Verena (Kirsten Dunst) and Tinka (Monica Keena). Verena is a schemer who likes to break the rules. Tinka is a smart-mouthed beauty (and would-be slut). Both are impressed with Odie's worldliness and her collection of R&B records, a sound they'd never heard before. Odie is quickly allowed into the girls inner circle, which includes Momo (Merrit Wever), a science whiz who wants to attend MIT, and Tweety (Heather Matarazzo), whose exuberant personality is saddled with an eating disorder for which she abuses syrup of ipecac.

On a trip into town, Odie and the other girls are in a soda shop when they are accosted by a group of local boys who call themselves the Flat Critters. The boys are mostly concerned with fetishizing roadkill, although their leader, Snake (Vincent Kartheiser), is completely taken with Tinka. Tinka dismisses him.

Back at school, Verena and the other girls decide to allow Odie into their secret society, the D.A.R. (Daughters of the American Ravioli). The D.A.R. meets in a secret attic where they eat cold ravioli right out of the can and vow to help each other achieve their dreams for the future. Momo wants to be a biologist; Tweety, a psychiatrist. Verena wants to start her own magazine (Moi) and Tinka would like to appear on its cover as a fabulously famous actress / painter / folk-singer / slut. Odie's most personal ambition, which she shares with the group, is to become an ex-virgin. At this particular meeting they plot how best to bring down Mr. Dewey, the lecherous history Teacher. Verena comes up with a plan.

But Verena is also somewhat appalled by Odie's desire to lose her virginity. Not because Verena is a prude, but because the whole point of the D.A.R. is to try to figure out how to avoid what at the end of their teenage years seems inevitable: becoming married with "three kids and two cars and a Colonial and a Collie." But in the spirit of friendship Verena and the other girls conspire to help Odie arrange a "randy-vous" in New York with Dennis (Matthew Lawrence), the boyfriend she left behind.

While Verena's schemes are clever, they don't turn out the way she and the D.A.R. had

hoped. The attempt to plant porno magazines on Mr. Dewey backfires, and the steely headmistress Miss McVane (Lynn Redgrave) suspects Verena and doles out punishment and a grave warning of dismissal. And as for the forged note that would have let Odie get to New York for a tryst with her beloved Dennis, well, Miss McVane is a little too smart for that. But what is perfectly clear is just how much concern and affection Miss McVane has for her girls, even when they misbehave. In fact, Miss McVane knows all too well that mischief is a sign that something deeper is going on. Although the girls bridle at the rules, it is clear, too, that they respect their headmistress a great deal.

One night, when Tweety visits the attic in search of ravioli, she overhears a loud and argumentative meeting between Miss McVane and the school's board of trustees, the president of which happens to be uptight Abby's uptight mother. What she learns -- and shares immediately with the other members of the D.A.R. -- is that Miss Godard's is in dire financial straights and that the only way the school will survive is by merging with St. Ambrose -- an all boys' school in New Hampshire. To Miss McVane's horror, it seems clear that Miss Godard's is going coed.

Some girls react with sadness and anger. Some are overjoyed. But the worst thing about the news is that it divides the D.A.R. Verena, the leader, is convinced that the move to coeducation must be stopped. "Just imagine," she says. "You'll have to wash your hair every night. You'll have to sleep on rollers 'til your scalp bleeds. You'll have to get up at six every morning for the comb-out. Your lungs will be lined with hairspray. And then you'll need all that equipment to push up the tits -- and spray the pits -- and blitz the zitz. Then you stagger into class and you look perfect but you're exhausted. You're too tired to think. But that's OK because the teachers won't call on you anyway."

In short, Verena will not allow herself or her classmates to become slaves to what they euphemistically refer to as "the hairy bird."

Verena and Momo vow to stop the school's plans, and concoct a scheme that might just work. The choir from St. Ambrose is to visit Miss Godard's for a dance and recital. With a little homemade liquor, Tweety's ipecac and a handpicked St. Ambrose patsy, Verena and Momo have all they need to turn the occasion into a complete fiasco that will make all parties see how terrible it would be to merge the two schools.

The patsy is Bradley Stoner Frost IV ("Frosty") (Thomas Guiry), the wealthy grandson of a St. Ambrose trustee. The plan is to get Frosty caught in a compromising position in uptight Abby's bed. Problem is, Verena finds herself, of all things, attracted to Frosty, who as it turns out hates St. Ambrose but, because of his grandfather, has been unable to get himself expelled no matter what he tries.

In the meantime, the liquor being surreptitiously served at the dance is having its effect, and with all the boys on campus, Dennis has been smuggled in for Odie. It is their big night, their one chance, and the secret hiding place of the D.A.R. has been turned into a temple of seduction. This being 1963, boys and girls have learned how to be careful, and Dennis has thoughtfully come prepared with a new form of contraception -- for Odie to try to figure out how to use.

Putting the finishing touch on the evening, as the boys stagger in for their recital, Momo and Tinka hand out a "cure" for the boys' drunkenness, and Tweety reacts with horror when she sees that it is her beloved ipecac. Between its graphic effects the empty liquor

bottles Verena has planted on the St. Ambrose bus and the discovery of Frosty, the merger between St. Ambrose and Miss Godard's seems most certainly doomed.

Alas, this is not the case. Verena is expelled, of course, and so is Frosty. But the merger will go on as planned, and the announcement is made in the chapel at Miss Godard's on the last day of classes. But the girls make a last stand: in a scene that is prescient to the campus demonstrations that will sweep the nation later in the decade, the girls of Miss Godard's unite and demand a voice in the merger.

ABOUT THE PRODUCTION

"All I Wanna Do," was a natural project for Sarah Kernochan to develop for her debut as a writer/director. Kernochan's background in the arts is as diverse as it is impressive. She co-produced and directed a documentary film, "Marjoe," which won an Academy Award in 1971; authored a musical, "Sleeparound Town," produced at New York's Public Theatre and later at Playwright's Horizons; has written such novels as *Dry Hustle* and co-wrote Adrian Lyne's controversial film "9 1/2 Weeks." Since then she has been successfully employed as a screenwriter for such acclaimed films as "Dancers," starring Mikhail Baryshnikov; "Impromptu," starring Judy Davis and Hugh Grant; and John Amiel's "Sommersby," starring Richard Gere and Jodie Foster, which she co-wrote. For "Sommersby," Kernochan's specific assignment had been to bring more depth and detail to Jodie Foster's character.

Certainly there are elements of "All I Wanna Do" that echo Kernochan's own young life. A native New Yorker, Kernochan attended Rosemary Hall, a prestigious boarding school for girls, then located in Greenwich, Connecticut. Kernochan graduated from Rosemary Hall in 1965.

Kernochan remembers that time in her life with a great deal of fondness. "There was a particular type of eccentricity and individualism that flourished there," she recalls, "primarily because we were out of male company. A lot of us were very expressive and wacky. What felt unique was that the girls supported each other in a particularly one-for-all, all-for one kind of way. Or as the script says, we 'reached inside and pulled out our colors and waved them as high as we could.' For this reason, boarding school had not been at all what I was expecting. People think that when girls all get together they can be very exclusive, hanging out in little groups or cliques which war with each other. But we tended to promote each other's strengths."

Kernochan remembers that some girls at Rosemary Hall really did think of the place as a prison, though. In fact, one of Kernochan's hobbies at the school was making films with an 8mm camera. One of those films was entitled "Love in a Pink Prison," so called because much of the school's architecture was pink adobe. Another film, called "The December Revolution," imagined the students overthrowing the faculty (as happens in "All I Wanna Do"). These 8mm films, which were written, directed, photographed and edited by Kernochan, were exhibited to the whole school at the end of each year; Kernochan still has them.

In 1969, four years after she graduated, Kernochan learned that Rosemary Hall was to merge with Choate Academy, an all-boys school in Wallingford, Ct. "When I was at Rosemary Hall," says Kernochan, "the idea of a merger with any school was not even in the air." But, like Miss Godard's school in "All I Wanna Do," Rosemary Hall had taken no steps toward expansion. Says Kernochan, "We were pretty upset because it meant we were losing our old campus. What it meant was that we would never be able to go back there and that its individual qualities -- ideas that we treasured -- would be gone forever."

Like Miss Godard in "All I Wanna Do," the founder of Rosemary Hall was known as something of an eccentric with a very strong personality and, says Kernochan, had an influence on how generation of Rosemary Hall students conducted themselves. "Even if they hated being there, the school really did have an impact on everyone who went

there. It was a seminal experience. Glenn Close was in my class, and we both started out being quite shy, and we both left the school flaming exhibitionists."

Kernochan had wanted to write a story set in an all-girls school for some time, but it was not until she had written "Impromptu," the acclaimed film based on the life of the great writer George Sand and her romance with the French composer Frederic Chopin, that she was able to put down the ideas that became the script for "All I Wanna Do." "Writing strong female characters -- and George Sand was certainly one of those -- was becoming something that I was known for, and I realized that an all-girls boarding school was the kind of place that was totally populated with strong characters."

"Impromptu," released in 1991 and directed by Kernochan's husband, James Lapine, may have opened Kernochan's mind about the possibility of making her own film, but it would be six years before "All I Wanna Do" got made. The fact is, once she wrote the script, she felt that it was the most personal work that she had ever done, and felt very protective of it. Producers and other film types with whom she had shared the script told her that it would need to be cast with big stars and, more troubling, a leading man would be needed.

Redeemable Features, the New York-based production company headed by Ira Deutchman, Peter Newman and Greg Johnson, came upon "All I Wanna Do" in an interesting way. Deutchman, who had founded Fine Line Features, and Newman, producer of such films as "Smoke," had met several times with James Lapine about directing a project developed by Redeemable. Although it turned out that Lapine would not be available for the film (he was busy with several projects, including the stage version of "The Diary of Anne Frank," which was coming to Broadway that fall), he got a sense of the kinds of films that Redeemable was producing and suggested that the partners look at his wife's screenplay for "All I Wanna Do."

"I loved the screenplay," says Newman, "and couldn't believe it hadn't been optioned by anyone. It took several meetings with Sarah to convince her that we believed in her instincts and that we would work to allow her to keep as much control over the project as she wanted."

Adds Deutchman, "When I read Sarah's script I not only laughed but was very moved. And even though it was a teen comedy on the surface, it had so much to say about women's issues that it was no wonder that Hollywood would immediately want to change it. We felt that the very things that made it a tough sell, were what made the film original. I desperately wanted to see it get made."

Kernochan admits that part of her "personal mission is to change the landscape of women's roles. If there are good ones they are often too skimpy. Part of that is because men in the industry generally feel that strong female characters are somehow robbing their territory."

The deal to finance "All I Wanna Do" began to come together shortly after the 1997 Sundance Film Festival, during which time the partners at Redeemable Features met with Alliance Films' Andras Hamori. Hamori read the script on the plane back from Sundance to Alliance headquarters in Toronto; the deal was completed by the spring.

Principal photography began on "All I Wanna Do" that summer, after an exhausting

casting process. Explains Kernochan, "All I Wanna Do" was difficult to cast because I felt like the actors playing these roles had to strike the right balance with one another. It was important to me that the actors genuinely like one another, that they would be able to help and care for each other the way their characters do in the film, and the way that girls often will do in group situations."

Kernochan chose a wide range of actors with various levels of experience to populate Miss Godards. Gaby Hoffmann and Kirsten Dunst, for example, came to the project with extensive knowledge of film production, having both worked for many years on big Hollywood movies such as "Volcano" (Hoffmann) and "Interview with a Vampire" (Dunst). "Gaby and Kirsten arrived on the set and knew absolutely what they were about, knew every facet of filmmaking. They really floored the crew to the point that they were very relaxed and made everyone around them more relaxed," recalls Kernochan.

Evening out the cast of "All I Wanna Do" is Lynn Redgrave, who plays the pivotal role of Miss McVane, the headmistress of the school. As the character whose job it is to keep the girls, the heroines of the movie, in line, Miss McVane could easily have been written and played as a caricature, like the authority figures in, say, "Animal House." But what we get with Redgrave's portrayal is that of a cultured, educated, and caring figure (with the sculpted tones of a mid-Atlantic accent to match) whose love for her school and compassion for her girls is balanced by a hint of eccentricity. "I thought Lynn Redgrave was God-given," says Kernochan. "We were incredibly lucky to get her and it's as simple as that. She told me that she felt that the film said something important, and that's why she agreed to do it."

Before principal photography began, Kernochan and her young cast spoke a lot about what was going in 1963 and about what it was like to be at an all-girls school at that time. "None of my actors had gone to prep school," says Kernochan, "and the attitudes about sex and men's roles and women's roles back then were something really new to them."

Once scene involves Verena (Dunst) arriving late to class, and offering the excuse to her male teacher that she was suffering from cramps. "In rehearsals, I kept asking for a reaction of shock from the other actors and particularly the extras," says Kernochan, "and I just wasn't getting it from them. Finally, it occurred to me that I had to explain that in 1963, menstrual cramps was simply not discussed, ever, and that just by mentioning them in front of a male teacher Verena was really crossing a line."

The would-be love scene between Odie and her boyfriend, Dennis, had to be put into perspective for the young actors, too. In the 50s, boys had been expected to bring "protection," in the form of condoms, to a liaison. But the birth control pill was changing everything, and suddenly it was the girl who was responsible for everything. So in addition to the natural awkwardness of the scene, Kernochan added contraceptive foam -- supplied, with not a lot of foresight or empathy, by Dennis. "It was really a way of illustrating the way that sexual roles were just beginning to shift," she says. "The idea that the girl was supposed to do it was a big change."

Kernochan points out that "Much of what occurs in 'All I Wanna Do' was informed by my experiences at an all-girls school, and the cast often asked me about whether a specific event had occurred in my life. But the fact is, just about everything is made up, and some things came from stories that I've heard over the years."

One character, Mr. Dewey, the lecherous history teacher, was based on a teacher that Kernochan remembers from school. "I didn't learn until the last couple of years that this guy had really been abusing one of my friends. But in 1963, the term sexual harassment had not been invented because the concept didn't exist yet."

In fact, the era captured by "All I Wanna Do" was just ahead of a time of profound change in America, particularly in terms of the roles that women were expected to play in society. The women's movement has not yet dawned, and even the idea of a campus protest -- the way "All I Wanna Do" ends -- "would have been a wholly original idea," says Kernochan. "Much of what I tried to do with the film was to foreshadow the enormous changes the world would be going through as these girls enter it, and to show that they will be a part of implementing that change. In fact, the codas at the end of the film are clues about how these characters would fare in the turbulent decade that was just beginning."

The most delicate scene to shoot from a production standpoint was during the chorus recital, when the ipecac takes effect and dozens of boys begin to get sick. "When I saw the storyboards for the scene, I started laughing hysterically -- it was to be a very, very funny scene. But I realized how tough it would be precisely because it was so funny." The scene required many extras who all had to be fitted for school uniforms. For the vomit, the production came up with a combination of apple juice and granola thickened with cornstarch. Three cameras were set up to capture what was essentially a disgusting, hilarious but also choreographed chain reaction. But because of the numerous extras on camera, the wardrobe department could only come up with one change of clothes per boy, limiting the chance to get the scene to just two takes. "It was a funny scene, but deadly serious in a way. Any extra who 'lost it' on camera put the whole scene, and the whole production day, in jeopardy." Kernochan ended up firing one extra after the first take; the second went off without a hitch.

"Making this movie was the hardest thing I've ever done but also the most enthralling," Kernochan concludes, "and I was surprised by how much support and freedom I had. After all, how many people get paid good money to construct their own time machine, to go back to high school and not actually have to date anybody?"

"My past experiences with filmmaking were frustrating in a sense because I felt helpless to prevent my scripts from being re-worked, when all of my instincts would cry out against it. With 'All I Wanna Do' I was able to shoot the script exactly as I had written it. But what made me particularly happy was that every single girl in the film was delightful, and I think that some lasting friendships were formed along the way."

CAST

Verena Von Stefan.....	KIRSTEN DUNST
Odette Sinclair.....	GABY HOFFMANN
Miss McVane	LYNN REDGRAVE
Abby Sawyer.....	RACHAEL LEIGH COOK
"Frosty" Frost	THOMAS GUIRY
Snake	VINCENT KARTHEISER
Tinka Parker.....	MONICA KEENA
Dennis	MATTHEW LAWRENCE
Tweety Goldberg.....	HEATHER MATARAZZO
Momo Haines	MERRITT WEVER
Mr. Dewey	ROBERT BOCKSTAEL
Miss Phipps.....	BRENDA DEVINE
Page Sawyer.....	ROSEMARY DUNSMORE
Harvey Sawyer.....	NIGEL BENNETT
Mrs. Dewey	JENNY PARSONS
Mrs. O'Boyle.....	DOROTHY GORDON
Mr. Armstrong	MICHAEL REYNOLDS
Susie	CATERINA SCORSONE
Possum	MICHAEL BARRY
Skunk	ZACHARY BENNETT
Beagle.....	AARON POOLE
Groundhog	DANNY SMITH
Conrad Bateman	NOAH SHEBIB
Schumacher	PAUL NOLAN
Tinka's Date	HAYDEN CHRISTIANSEN
Danforth	CHRISTOPHER REDMOND
Photographer	SHAWN ASHMORE
School Guard	JACK DUFFY
Bert Chubb.....	RICHARD McMILLAN
Choirmaster.....	LES PORTER
Mlle. Mercier.....	ANTONIA DI PORTAGO
Tomas	NICU BRANZEA
Tinka's Mother.....	BARBARA RADECKI
Odie's Mother.....	PAULA BARRETT
Verena's Father.....	ROBERT BIDAMAN
Tinka's Sister.....	PHOEBE LAPINE
Student Monitor.....	MARGARET E. CHIEFFO
Herald Tribune Girl.....	SIMONE ROSENBERG
Girl at Dance	TANIA HARBICK
Trustee	RAY DOUCETTE
TV Reporter.....	TINO MONTE
Hockey Mistress.....	GAYLE REDSHAW
Police Captain	ROGER DUNN
Mother	HOLLY SEDGWICK
Father.....	TREVOR BAIN
Mother	VICKIE PAYS
Father.....	MICHAEL KRAMER

Stunt Performers	RANDY BUTCHER ERIN JARVIS JESSICA MEYER REAGAN MOORE BRYAN THOMAS
Loop Group	VICTORIA ADILMAN ELIZABETH BROWN PAULO COSTANZO JEFF DAVIS TRACEY FERENCZ NEIL FOSTER COURTNEY HAWKRIGG MARYKE HENDRIKSE CHANTELESE KENT RYAN KENT FRANK RUFFO KAT SHTAL SUGITH VARUGHESE DAMIEN WHITELY

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Special Thanks to..... NEW YORK STAGE & FILM
Extra Special Thanks to CHOATE-ROSEMARY HALL
For Opening Title Sequence Photos

"Death of a Salesman" Courtesy of Arthur Miller
Soundtrack Available on Rhino Records

SONG LIST

WALKIN' THE DOG

Performed and Written by Rufus Thomas
Published by Almo Music Corp.
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Special Products

I (WHO HAVE NOTHING)

Performed by Ben E. King
Written by Jerry Leiber, Mike Stoller, Carlo Donida, Mogol
Published by Jerry Leiber Music, Mike Stoller Music
Courtesy of Atco Records
By arrangement with Warner Special Products

LET ME IN

Performed by the Sensations
Written by George Minor, Yvonne Baker, Alphonso Howell
Published by Arc Music Corp, Dandelion Music Co.
Courtesy of MCA Records
Under license from Universal Music Special Markets

DO THE BIRD

Performed by Dee Dee Sharp
By Arrangements with Abkco Records
Written By Kal Mann and Dave Appell
Published by Kal Mann Music, Dave Appell Music

DON'T PLAY WITH MY HEART

Performed By Billy Valentine
Written by Sarah Kernochan
Produced by Andy Paley
Published by Propinquity Publishing Inc.

COME TO ME

Performed and Written by Otis Redding
Published by Irving Music Inc.
Courtesy of Atco Records
By arrangement with Warner Special Products

GIRLFRIENDS FOR LIFE

Performed by Darlene Love
Produced by Andy Paley
Written By Sarah Kernochan
Published by Propinquity Publishing Inc.

LOOKING FOR MY BABY

Performed and Written by Solomon Burke
Published by Cotillion Music Inc.
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Special Products

STARLIGHT, STARBRIGHT

Performed by Darlene Love
Produced by Andy Paley
Written by Sarah Kernochan
Published by Propinquity Publishing Inc.

GEE WHIZ (LOOK AT HIS EYES)

Performed and Written by Carla Thomas
Published by Irving Music Inc.
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Special Products

EASIER SAID THAN DONE

Performed by The Essex
Written by Larry Preddie Huff, William Linton
Published By Longitude Music Co.
Courtesy of Rhino Records
By arrangement with Warner Special Products

HEY GIRL

Performed by Freddie Scott
Written by Gerry Goffin & Carol King
Published by Screen Gems - EMI Music, Inc.
Courtesy of Rhino Records
By arrangement with Warner Special Products

YOU'VE REALLY GOT A HOLD ON ME

Performed by Smokey Robinson & The Miracles
Written By William Robinson Jr.
Published by Jobete Music Co, Inc
(Administered By EMI April Music Inc.)
Courtesy of Motown Record Company, L.P.
By arrangement with Polygram Film & TV Music

THE HAIRY BIRD

Performed by The Fingernails
Produced by Andy Paley
Written by Sarah Kernochan
Published by Propinquity Inc.

ABOUT THE CAST

Kirsten Dunst (Verena)

Kirsten Dunst demonstrates verve and cunning as Verena, the ultra-popular and occasionally underhanded leader of the Daughters of the American Ravioli, a secret society formed to make dreams come true. In her capacity as leader and Prep School vigilante, Verena turns from helping her friends chase boys to waging a witty war to chase those very same boys as far away from the girls' classrooms as possible.

Dunst is best known for two equally acclaimed roles as two very original young women: Amy in Gillian Armstrong's adaptation of "Little Women," a performance which garnered the Chicago Critic's Award for Best Supporting Actress and The Society of Boston's Best Supporting Actress Awards; and as the vampire child Claudia in "Interview With A Vampire," for which she earned a Golden Globe nomination for Best Supporting Actress, the Blockbuster Video Award for Best Supporting Newcomer, the MTV Award for Best Breakthrough Artist and the Hollywood Reporter Best Young Actress Award. She will soon be appearing once again with Lynn Redgrave in Sheri Elwood's upcoming film "Deeply" as well as in Peyton Reed's "Cheer Fever" and Paul Nichols' "Luckytown." Also, she can currently be seen in Sophia Coppola's "The Virgin Suicides" which recently premiered at the Sundance Film Festival.

Dunst's credits also include "Jumanji" with Robin Williams, "Greedy" with Kirk Douglas and Michael J. Fox, "Mother Night" with Nick Nolte and Sheryl Lee and a cameo in Barry Levinson's political comedy "Wag The Dog" with Robert DeNiro and Dustin Hoffman. She also appeared in "Bonfire of The Vanities" and Disney's "Small Soldiers." Recently, she starred in "Dick" with Michelle Williams, and "Drop Dead Gorgeous" with Ellen Barkin and Kirstie Alley.

The rising young actress continues to make an impact on television with her recent role in the TV movie "The Devil's Arithmetic." She had a recurring role on the acclaimed series "ER," portraying a teenage prostitute, and she also starred in the Lifetime television movie "Pregnant at 15," for which she won the YoungStar award for Best Performance by an Actress in a Miniseries/Made for TV Movie. Her other small screen work includes the ABC anthology series "Gun," an episode of "The Outer Limits," a guest-starring role on "Touched By An Angel" and the Disney television movie "Tower of Terror." Among additional credits are "Star Trek: The Next Generation," "Saturday Night Live," "Sisters," "The Ellen Burstyn Show," the telefilm "Darkness Before Dawn" and the mini-series "Ruby Ridge."

Kirsten Dunst began appearing in commercials at the age of three and made an auspicious feature film debut at the age of five in "New York Stories."

Gaby Hoffmann (Odie)

As the beautiful, brainy, soon-to-be-ex-virgin Odette, Gaby Hoffmann plays a young woman who discovers the importance of listening not only to her body but also to her heart. Hoffmann came to prominence with her fresh portrait of an adolescent facing a summer of change in "Now and Then," and went on to star in Woody Allen's "Everyone Says I Love You" and the action-adventure "Volcano." Her most recent roles include the

independent feature "Snapped" and the comedy "200 Cigarettes," co-starring with Courtney Love, Christina Ricci, Ben Affleck and Paul Rudd. She can also be seen in James Toback's upcoming film "Black and White" alongside Ben Stiller and Robert Downey Jr.

After making her motion picture debut at five in "Field of Dreams," Hoffmann earned roles in "Man Without A Face," "sleepless in Seattle," "This Is My Life" and "Uncle Buck." On television, she has appeared in the features "For the Love of My Daughter" and "Freaky Friday," and had her own television series entitled "Someone Like Me."

Lynn Redgrave (Miss McVane)

Lynn Redgrave is Miss McVane, the unconventional headmistress who unwittingly inspires her charges to revolution. Her performance is another original added to an accomplished career in stage, television and screen, and as a performer, producer, director, writer and teacher.

Redgrave won acclaim and a British Academy Award nomination for her performance in the award-winning feature "Shine," starring as the offbeat woman who restores pianist David Helfgott's spirit. Her prodigious motion picture credits include "Georgy Girl," for which she won Best Actress from the New York Film Critics as well as Academy Award and Golden Globe nominations; "Tom Jones," "The Girl with Green Eyes," "Smashing Time," "The Virgin Soldiers," "The Last of the Mobile Hotshots," "Don't Turn The Other Cheek," "The National Health," "Every Little Crook and Nanny," Woody Allen's "Everything You Always Wanted To Know About Sex," "The Happy Hooker," "The Big Bus," "Sunday Lover," "Morgan Stewart's Coming Home," "Getting It Right" and "Midnight." More recently she starred opposite Ian McKellan in "Gods and Monsters" and won the Golden Globe Award for Best Performance by an Actress in a Supporting Role. She also received a Best Supporting Actress nomination from both the U.S. and British Academy Awards, as well as the Screen Actors Guild. Redgrave will soon appear in Michael Kalesniko's "How to Kill Your Neighbor's Dog" with Kenneth Branagh, Linda Yellen's "The Simian Line" with William Hurt, and alongside her "All I Wanna Do" co-star Kirsten Dunst in "Deeply."

Redgrave made her stage debut in "A Midsummer's Night Dream" at the Royal Court Theatre and went on to become a leading star of British theatre. She made her first appearance on Broadway in 1967 with Peter Shaffer's "Black Comedy" and went on to star in "My Fat Friend," "Knock Knock," "Mrs. Warren's Profession" for which she received a Tony nomination, "Saint Joan," "Sister Mary Ignatius Explains It All For You," "Aren't We All?" garnering a Drama Desk Award nomination, and "Sweet Sue." More recent Broadway credits include "Moon Over Buffalo" and "Love Letters."

In Chicago, she appeared in "Misalliance" winning both the Sarah Siddons and Jefferson Awards; and in Los Angeles, she starred in "Les Liaisons Dangereuses." Together with her husband, she has produced and toured throughout the U.S. in such plays as "California Suite," "The Two of Us," "Saint Joan" and "Thursday's Girl."

Redgrave has been equally prolific on television, starring in dozens of high-profile BBC productions throughout the 60's and 70's. In the U.S., she was the Golden Globe and Emmy-nominated star of "House Calls" and also starred in the series "Teachers Only"

and "Chicken Soup." Her made-for-television features include an Emmy-nominated role in "The Shooting" as well as "The Turn of the Screw," "Gauguin The Savage," "The Seduction of Miss Leona," "Rehearsal For Murder," "Antony & Cleopatra," "The Bad Seed," "My Two Loves," PBS' "Walking On Air," "The Old Reliable," "Jury Duty" and "Whatever Happened to Baby Jane." She also appeared in "Toothless" with Kirstie Allie and in "The Truth About Edward Brannigan" with Brian Dennehy. And more recently she could be seen in "White Lies" and "A Season For Miracles." She also won a Best Television Actress of the Year award from British viewers for the BBC telefilm "Death of a Son."

Redgrave is a familiar face on daytime television shows, having co-hosted "Not For Women Only," "A.M. America" and "A.M. Los Angeles." She presided over "The Weight Watchers Magazine Show" and anchored coverage of the last Royal Wedding for Lifetime Cable. Redgrave also hosted the PBS series "In Performance At The White House," and for the BBC, she hosted the prime-time news series "Fighting Back," traveling worldwide to interview celebrities with disabilities. More recently she has appeared with Sherilyn Fenn in the Showtime series "Rude Awakening."

Also to Redgrave's credit are numerous books-on-tape readings, radio theatre plays, soundtrack audio recordings and musical narration for orchestral pieces. She is also a writer who has published articles and stories in various publications, as well as her autobiography "This Is Living" in 1991. Redgrave is also the author of the play "Shakespeare For My Father," which she starred in on Broadway, garnering Tony and Drama Desk Award nominations as well as an Outer Critics Circle Award, the Sarah Siddons and Joseph Jefferson Awards, the Torch of Hope Award and more. Redgrave was recently selected for the American Express Tribute for Achievement in the Arts during the Helen Hayes Awards at the Kennedy Center.

Rachael Leigh Cook (Abby)

Rachael Leigh Cook stars as Abby, a Prep School political insider and Enemy Number One of the Daughters of the American Ravioli.

Cook is best known for her role as Laney Boggs in "She's All That" for which she garnered nominations for Best Breakthrough Female Performance along with Best On-Screen Duo opposite Freddie Prinze Jr. from the MTV Movie Awards. Among Cook's earlier films include roles in "Carpool" and "The Babysitter's Clubs" as well as Disney's "Tom & Huck." She also starred with Danny DeVito and Holly Hunter in "Living Out Loud" and with Parker Posey in "The House of Yes." As her popularity continues to increase, Cook can be seen in many upcoming films including "Never Better" opposite Rachel Griffiths; Peter Howitt's "Anti-Trust" with Tim Robbins; "Texas Rangers" with James Van Der Beek; and in Stephen T. Kay's "Get Carter" alongside Michael Caine and Sylvester Stallone.

On television, Cook has starred in the mini-series "True Women" with Annabeth Gish and Dana Delany, in the movie-of-the-week "Country Justice" with George C. Scott, and opposite Beau Bridges in the Showtime feature "The Defenders."

Vincent Kartheiser (Snake)

Vincent Kartheiser makes a simmering appearance as Snake, the beatnik townie who vies for the untouchable Tinka's heart.

Kartheiser recently starred alongside James Woods and Melanie Griffith in "Another Day in Paradise," Larry Clark's directorial follow-up to "Kids." Kartheiser also starred as the young hero of the family action-adventure "Masterminds" co-starring Patrick Stewart, and previously starred in the popular children's adventure yarn "Alaska." His latest role is in Rob Schmidt's "Crime and Punishment in Suburbia" with Ellen Barkin and Monica Keena, which recently premiered at the 2000 Sundance Film Festival.

Kartheiser has also appeared in "Indian in the Cupboard," "Little Big League," "Untamed Heart" and "Heaven Sent." His theatre credits include "The History of Henry IV and V," "Rebecca of Sunnybrook Farm," "Pippi Longstocking" and "Raggedy Ann and Andy."

Monica Keena (Tinka)

Monica Keena displays a savvy teen-age sensuality as Tinka, who yearns to be a famous actress/painter/folk-singer/slut.

Keena is best known for her recent appearance as the evil Abby Morgan in the popular television series "Dawson's Creek." Her film credits also include "Devil's Advocate" with Al Pacino, "While You Were Sleeping," "Ripe" and "Burning Love" and the title role in Michael Cohn's "Snow White" with Sigourney Weaver. On television, she has also guest-starred on such dramatic series as "Homicide," "Feds" and "Law and Order," and starred in the movies-of-the-week "The Oksana Baiul Story" and most recently "First Daughter."

Keena's upcoming films include John T. Kretchmer's "A Fate Totally Worse Than Death," "The Simian Line" with Lynn Redgrave, and alongside Vincent Kartheiser and Ellen Barkin in "Crime and Punishment in Suburbia" which recently premiered at the 2000 Sundance Film Festival.

Matthew Lawrence (Dennis)

Forbidden boyfriend Dennis is played by Matthew Lawrence, whose previous screen credits include "Mrs. Doubtfire," "Pulse," "Planes Trains and Automobiles," "Family Tree" and "H-E Double Hockey Sticks." Lawrence is a familiar face on television, where he has been a series regular on such shows as "Brotherly Love" with his brothers Joey and Andrew, "Boy Meets World," "Bringing Up Jack," "Walter and Emily," "Dynasty" and "Sara." Other series appearances include "Gridman," "Drexell's Class," "Blossom," "Gimme a Break," "Lifestories" and "High Life." He has also starred in numerous telefilms including the movies-of-the-week "Brothers of the Frontier," "With a Vengeance," "Tooth of the Lion," "Joshua's Heart" and "David," as well as the Afterschool Special "Don't Touch."

Heather Matarazzo (Tweety)

Heather Matarazzo is the boy-shy Tweety, who self-medicates her impish insecurities with a never-ending supply of ipecac.

Matarazzo took the independent film world by storm at the age of 14 when she starred as Dawn Weiner, the brilliantly troubled adolescent girl at the center of Todd Solondz' "Welcome To The Dollhouse." The film was honored with the Grand Jury Prize at the 1996 Sundance Film Festival and Matarazzo received the 1997 Independent Spirit Award for "Best Debut Performance." She followed "Dollhouse" with another strong performance in Miramax Film's "54," a role which earned her a Best Performance by a Young Actress nomination from the YoungStar Awards.

Her other film credits include the 1993 Mobil Award winning film "A Children's Story," "Devil's Advocate," "Cherry," "Getting to Know You," "Hurricane Streets" and "The Deli." On television, Matarazzo has guest starred on "Law and Order," "ER," "Roseanne," "Townies" and created the role of Natasha on the Nickelodeon series "The Adventures of Pete & Pete." Recently she appeared in the telefilm "Our Guys: Outrage at Glen Ridge" and also played the role of Helen Keller in "The Miracle Worker" on stage at the Geva Theater in Rochester, New York. Heather can currently be seen on the CBS series "Now and Again," in the current Miramax release of "Scream 3," and she will soon appear in Peter Akin's "Company Man" with Sigourney Weaver and John Turturro.

Merritt Wever (Momo)

Mischievous whiz-kid Momo Haines is played by Merritt Wever. Her film credits include Aiyanan Elliot's feature film "Tough," which won first place at the NYU Film Festival, a lead role in a Columbia University feature "Dear" and "The Adventures of Sebastian Cole" which debuted at the Sundance Film Festival last year. On television, she had a supporting role in movie-of-the-week "Blue River." Wever most recently starred in the independent feature "Arresting Gena."

Thomas Guiry (Frosty)

"Frosty" Frost, played by Thomas Guiry, is the boy who, with his good looks and laissez-faire attitude, helps Verena realize that the opposite sex isn't so bad after all. Guiry most recently appeared in Ang Lee's "Ride with the Devil" alongside Tobey Maguire. Guiry's other credits include "Lassie" with Helen Slater and Richard Farnsworth, "The Last Home Run" and his debut film, "The Sandlot." Guiry has also appeared on the small screen in a couple of made-for-TV-movies including "The Four Diamonds" with Christine Lahti and "A Place to Be Loved" with Rhea Perlman and Richard Crenna. Guiry can be seen in Joel Shumacher's upcoming film "Tigerland" and Jonathan Mostow's "U-571" with Matthew McConaughey and Harvey Keitel.

ABOUT THE FILMMAKERS

Sarah Kernochan (Writer/Director/Music)

Sarah Kernochan makes her directorial debut with "All I Wanna Do."

Multi-talented Kernochan began her career as a ghostwriter for the Village Voice shortly after graduating from Sarah Lawrence in 1968. After a year as a columnist, she gave up journalism and gravitated toward documentary film-making, making her debut with "Marjoe," a feature documentary that won the Academy Award. She then switched gears again, recording two RCA albums as a singer-songwriter. In 1976, she published her first novel, "Dry Hustle."

Kernochan caught the attention of theater producer Joseph Papp and wrote the musical "Sleeparound Town," which was performed at New York's Public Theatre and later at Playwrights Horizons. Taking another break, she set off for Morocco where she spent a year writing her second novel, "The Love Slave."

In the 1990s she returned to the film world as a screenwriter, commissioned by MGM to write "The Psychic." This led to her co-writing Adrian Lyne's controversial "9 1/2 Weeks." Since then, Kernochan has written over fifteen screenplays including "Impromptu," a spirited romp through the 19th century directed by her husband James Lapine and starring Judy Davis and Hugh Grant, "Dancers" for Herbert Ross and "Sommersby" (co-writing credit), a classic myth of mistaken identity set in the American Civil War starring Richard Gere and Jodie Foster.

Kernochan also wrote the words and music to four of the songs heard in "All I Wanna Do."

Ira Deutchman (Producer)

Ira Deutchman founded Redeemable Features, a New York-based independent production and marketing company, in 1995 to develop and produce a wide range of theatrical and television programming. Redeemable merged in 1997 with Peter Newman Productions, bringing aboard new partners Greg Johnson and Peter Newman.

Deutchman previously was founder and President of Fine Line Features and Senior Vice President of the parent company New Line Cinema. Among the more than 60 films he acquired and released at Fine Line are Jane Campion's "An Angel At My Table," Gus Van Sant's "My Own Private Idaho," Jim Jarmusch's "Night On Earth," Robert Altman's "The Player" and "Short Cuts," Roman Polanski's "Bitter Moon" and "Death and the Maiden," Alan Rudolph's "Mrs. Parker and the Vicious Circle," Mike Leigh's "Naked" and the award-winning "Hoop Dreams," now the highest-grossing non-music documentary in history.

Prior to Fine Line, Deutchman was President of the Deutchman Company, where he provided marketing consulting services for such films as "sex, lies, and videotape," "To Sleep With Anger" and "Metropolitan."

He was also a founding partner and President, Marketing and Distribution for Cinecom Entertainment Group, the film distribution company known for such diverse releases as "A Room With A View," "Stop Making Sense," "El Norte" and "The Brother From Another Planet."

Deutchman has been marketing motion pictures in various capacities for over 21 years, including stints at United Artists Classics and Cinema 5, and work on such films as "Seven Beauties," "Swept Away," "Harlan County USA," "Diva," "The Last Metro" and while still in college at Northwestern University, the Midwest premiere of John Cassavetes' "A Woman Under The Influence."

His screen credits include associate producer of "Matewan," executive producer of "Swimming to Cambodia," "Miles From Home," "Scenes From the Class Struggle in Beverly Hills," "Straight Out Of Brooklyn," "Waterland," "The Ballad of Little Jo," "Mrs. Parker & The Vicious Circle" and the forthcoming "Lulu on the Bridge," and producer of "Kiss Me, Guido," as "54" and "Way Past Cool."

Deutchman is an adjunct professor in the Graduate Film Division at Columbia University and serves on the advisory boards of the Sundance Film Festival and the Sundance Institute.

Peter Newman (Producer)

Before merging his company with Redeemable Features, Peter Newman had already established himself as one of the motion picture industry's leading independent producers. In over 20 years of producing, he has worked with such distinctive talents as Robert Altman, John Sayles, Nancy Savoca, Jonathan Demme and Oliver Stone.

A former sportscaster, Newman produced several documentaries before making his feature film debut with Robert Altman's "Come Back to the Five and Dime, Jimmy Dean, Jimmy Dean," the grand prize winner of the Chicago international Film Festival. He went on to produce or executive produce a string of acclaimed independent features including Horton Foote's "1918" and "On Valentine's Day," Jonathan Demme's film of Spalding Gray's "Swimming To Cambodia," John Sayles' "The Secret of Roan Inish," Harry Hook's remake of "Lord of the Flies," Altman's "O.C. and Stiggs," Jay Russell's "End of the Line" and Anthony Drazin's "Zebrahead," the Sundance Film Festival winner which he co-executive produced with Oliver Stone.

In 1989 Newman began a long-standing collaboration with Nancy Savoca on "Dogfight," starring River Phoenix and Lily Taylor. They went on to film "Household Saints" and most recently "The 24 Hour Woman," a co-production between Redeemable Features and The Shooting Gallery, starring Rosie Perez and Marianne Jean-Baptiste. With future Redeemable Features partner Greg Johnson, Newman produced Wayne Wang's Berlin and Locarno Film Festival award-winning "Smoke" as well as Wang's "Blue in the Face" and the independent sci-fi comedy "Space Truckers." He most recently produced "Lulu On The Bridge," Paul Auster's directorial debut.

Tony Jannelli (Director of Photography)

Tony Jannelli previously served as director of photography on "Longtime Companion," winner of the Audience Award at both the 1990 Sundance and Cannes Film Festivals, as well as Jon Feldman's "Loveline," Jonathan Demme's "Subway Stories," Demme's "Robyn Hitchcock Concert Film" and Kristi Zea's "A Domestic Dilemma." He provided additional photography for the features "Let It Be Me," "Boys" and "Beautiful Girls." For television, he has shot Jonathan Demme's documentary "Cousin Bobby," the American Playhouse production "Blown Sideways Through Life," the telefilm "The Wright Verdict," the Showtime feature "Thy Neighbor's Wife," the pilot for the series "The Pretender" and an episode of PBS' "Trying Times" (directed by Jonathan Demme) among others.

Jannelli began his career providing second unit photography on such esteemed productions as Jonathan Demme's "The Silence of the Lambs" and "Philadelphia," Penny Marshall's "Renaissance Man," John Hughes' "Miracle on 34th Street" and Martin Brest's "Scent of a Woman."

John Kasarda (Production Designer)

Production designer John Kasarda was faced with the challenge of recreating the intimate interior world of a private girls' school. Kasarda's previous credits as art director include such diverse and distinctive looking films as the recent contemporization of "Great Expectations," the Mel Gibson thriller "Ransom," the remake of the classic romance "Sabrina," the court-room drama "The Verdict," the comedy "Heartburn" and Paul Newman's production of "The Glass Menagerie." He also served as New York Art Director on "Batman Forever," "Mr. Saturday Night," "Frankie and Johnnie," "The Hard Way" and "The Believers." Earlier in his career, he was assistant art director on Woody Allen's "Purple Rose of Cairo."

As a production designer Kasarda has worked on "Masquerade" and "Dolores." On television, he was art director for the CBS production of "Death of a Salesman," production designer for WNET's "Edith Wharton: Looking Back" and designed the title sequence for "The Cosby Show."

Graeme Revell (Composer)

Composer Graeme Revell has developed a reputation for innovative and striking film scores that blend rhythms and sounds from diverse sources. He made his debut with the score for Philip Noyce's "Dead Calm," melding African percussion, human breathing and a solo cello into some of the eeriest, yet melodic music ever created for a suspense film. This distinctive approach garnered Revell an Australian Oscar for Best Score. Revell went on to compose exotic, experimental scores for "Body of Evidence" and "Strange Days." He also provided some of the dark menace behind "The Hand That Rocks The Cradle" and teamed with Japan's Kodo drummers for John Woo's "Hard Target." He continues to travel the globe and experiment with the latest in computerized music; his scores for "No Escape" and "Until The End of the World" mix symphony orchestras with voices from pygmy and Papua-New Guinea tribesmen, while "The Craft" and "Spawn" meld high-tech synthesizers and samplers. He also mixed ethnic and

industrial rock for "The Crow," writing the haunting theme "It Can't Rain All The Time" with Jane Siberry.

Most recently, Revell created the love theme for Philip Noyce's "The Saint" and a romantic vocal score for Wayne Wang's "Chinese Box," which won the award for Best Music at the Venice Film Festival. He recently completed the score for Paul Auster's directorial debut, "Lulu On The Bridge."

Alliance Communications

Alliance Communications is a worldwide supplier of filmed entertainment with credits that include Atom Egoyan's "The Sweet Hereafter," winner of the Cannes Film Festival 1996 Grand Jury Prize, Patricia Rozema's "When Night Is Falling," Egoyan's "Exotica" which won the Cannes International Critic's Prize, Jean Claude Lauzon's "Leolo" and Bruce Beresford's "Black Robe." The company is headquartered in Toronto, with offices in Montreal, Vancouver, Los Angeles, Paris, London and Shannon.

Girls Boarding School Glossary circa 1963

<u>Expression</u>	<u>Translation</u>
cretin	idiot
snarf	eat faster than you puke
ziggy	any orifice (as in "up your ziggy")
flopping bunnies	personal business (as in "none of your flopping bunnies")
flanken beeswax	very personal business (see above)
wah wah brush	pain inducing tool (as in "up your ziggy with a wah wah brush")
Breck bottle	shampoo container that can be used as a pain inducing tool (see above)
dry up and blow away	flake off
flake off.....	dry up and blow away
rootie toot toot	big deal
hairy bird	male organ
bald cruller.....	young hairy bird
kielbasa	large hairy bird
trust fund	alternative to college