

"WITH HONORS"

- Production Information -

Monty Kessler (BRENDAN FRASER) is a Harvard scholarship student well on his way to graduating summa cum laude. Driven to succeed, Monty panics when a severe winter storm causes his computer drive to crash and takes with it his senior honors thesis. As he rushes to the library to copy the existing pages of his draft, Monty begins a learning experience that's different from anything he's experienced at Harvard...

Simon Wilder (JOE PESCI) had a cozy home in a highly desirable neighborhood. Centrally located in Cambridge, Massachusetts, in the midst of Harvard University's historic Quadrangle, the only thing missing, perhaps, was a view. Though technically homeless, Wilder had created a safe harbor against the frigid winter outside...in the basement of Harvard's Widener Library.

Monty unexpectedly meets Simon after dropping the only copy of his senior thesis through a sidewalk grate -- into the lap of Wilder in the basement below.

Kessler's discovery of Wilder's quarters results in the older man's eviction from his "home" by campus security. However, desperate to get his thesis back, Kessler makes a deal with Wilder: for every accommodation Kessler grants Wilder, he will receive one page of the thesis from the now truly homeless man. Kessler begins by offering Wilder shelter in an abandoned VW van parked in Kessler's own backyard.

What begins as a trading-off for necessities becomes a discovery that life's most important lessons are not necessarily learned by the book...

Academy Award-winner Joe Pesci is Simon Wilder in "With Honors," a film about four career-bound Harvard students who are forced to re-examine their own values after

encountering this acerbic, homeless man. Starring with Pesci are Brendan Fraser as Monty; MOIRA KELLY as the highly competitive Courtney; PATRICK DEMPSEY as Everett; and JOSH HAMILTON as Jeff.

Acclaimed writer-actor-political commentator GORE VIDAL makes a co-starring appearance as the feared and revered Professor Philip Hayes Pitkannan. A Nobel laureate, he has the authority to recommend or deny a student's cum laude -- "with honors" -- status at graduation.

A Spring Creek Production for Warner Bros. release, "With Honors" is directed by ALEK KESHISHIAN, following the critical success of his 1991 full-length documentary, "Truth or Dare." It is written by WILLIAM MASTROSIMONE, an acclaimed playwright who received a Golden Globe Award for his telefilm "Sinatra."

The film is produced by PAULA WEINSTEIN and AMY ROBINSON with ABE MILRAD and G. MAC BROWN co-producing. JON PETERS and PETER GUBER executive produce.

Others on the distinguished production team are Swedish cinematographer SVEN NYKVIST ("Chaplin"); production designer BARBARA LING ("Falling Down"); editor MICHAEL R. MILLER ("Barton Fink") and costume designer RENEE EHRLICH KALFUS ("What's Eating Gilbert Grape").

About the Production...

Producer Paula Weinstein first read "With Honors" at the request of Warner Bros., where the film had been in development for several years. What she liked about the project "was the idea of dealing with the issue of a homeless man at one of the most elite institutions in America. It was an opportunity to open the eyes of these students, who generally feel that by having been accepted at such a prestigious school, they are ordained for greatness. We wanted to show what would happen if real life really pushed up against these kids. Simon stops them mid-track and forces them to find their own way -- so that they could become not just great leaders, but also great citizens."

When the highly praised Madonna documentary, "Truth or Dare," was released, Weinstein had met with its director, Alek Keshishian in the hope that they might be able to find a project together. Shortly afterward, he called to say that he had heard about the

script for "With Honors" and was interested in directing it.

"To begin with, I was intrigued because it was Harvard," recalls Keshishian, who graduated summa cum laude from the University in 1986. "Secondly, I liked the premise of four students coming of age in college and the idea that an education isn't something you just learn with your head, it's something you learn through your heart as well."

Weinstein, who previously helped guide first-time director Steve Kloves through his debut film, "The Fabulous Baker Boys," feels that "as a producer, what you dream for, and should dream for, is to either have an extraordinary established director or someone new who has a burning passion and vision for your film.

"From our first meeting, I saw that Alek had the story in his head and that he understood what it was about. He had lived those years, was critical of those years and enjoyed those years. By the time he said 'action,' I was very confident.

"We both felt," continues Weinstein, "that the film had to be an ensemble piece, with Monty and Simon's relationship at the center. But for Monty's character to work, we have to see the other students, the world he lives in. Alek made it a more balanced piece."

"In the ensuing conflict between this man and these Harvard students," explains Keshishian, "the students learn a lesson about life and love, about forgiveness and compassion. Thematically, that fascinated me. On another level, it's also about appearances. In its most obvious form, it's the privileged Harvard student and the man who's failed by our culture's standards. But below that surface you realize that appearances are deceptive -- because Simon Wilder is actually the greatest professor Monty could ever hope for.

"And with Monty, you realize that in this case, the quintessential Harvard student is a scholarship student whose own father walked out on the family when he was very young and that he's dealing with his own demons. You discover why he is so driven, so that the drama that unfolds between these two people interlocks and causes a catharsis in both."

Producer Amy Robinson feels that "the story makes a true statement about the homeless, which is that they are not a 'mass.' They are individuals and each has a life and each has a history and a reason for being where they are. And certainly, Simon is a very specific person with wit and intelligence and very clear reasons why he happens to be living

in the basement of Widener Library. He's a man who made certain choices in his life that he may not be completely happy with, but he has accepted them. And he's a person who has lived an adventurous life and has had a lot of good and bad things happen to him."

Casting

From the very beginning, Weinstein, Robinson and Keshishian knew who they wanted for the role of Simon Wilder. "Joe Pesci," says Weinstein, "personifies the kind of rebellious spirit that is Simon. There is a kindness, tough-mindedness and a real humanity to him."

Adds Keshishian, "For Monty, who is such a straight arrow, to come into the arena with Joe Pesci as Simon is intrinsically interesting. And Pesci is both a great dramatic actor and a great comic actor."

"When I read this script," explains Joe Pesci, "I really liked the character of Simon Wilder. And I think that if the character is in the script, his personality will come out.

"I liked the idea of playing a bum, as I prefer to call Simon. I think a bum is different from a homeless person because the bum has more of a choice. For me, he can do whatever he wants to do and that has a lot of appeal. Not all are without education and many are bright, they've simply chosen to drop out. A homeless person, on the other hand, has no choice. Often he is someone who wants to be back in society, to help himself.

"Simon is more of a bum, and to play a bum who has lived an interesting life and during the course of the story helps younger people, was appealing to me.

"It's funny, because a professor can tell kids certain things and they won't pay attention. But another older person will come along, befriend them, earn their trust and tell them the very same thing in a different manner, and they'll listen.

"I think that's what happens in our film. When Monty first meets me, he hates me. He's studying government and I start to bring some real democracy into his life and he doesn't like it. But he learns a lot more from me than he's learning in his classes.

"And I think Simon has an impact on each of the roommates as well. He makes them see the absurdity of their own seriousness, and by the end each has changed."

Once Pesci committed to the film, the search began for the four roommates. For Alek Keshishian, when he met with Brendan Fraser, "I knew he was the right actor for the

role. What initially struck me was that he had the air of being a Harvard student. Monty needed to be slightly arrogant as well as sensitive and vulnerable, so in rehearsals what we tried to do was mix the two--and through the rehearsal process, I actually saw Brendan turn into Monty.

"It was really a question of masking Monty's vulnerability so that during the course of the movie, Simon simply peels off layer after layer of Monty's mask until he's forced to deal with his true emotional nature."

Adds Pesci, "Simon doesn't let Monty get away with anything; he forces him to make decisions and when he makes the wrong decision, Simon nails him. He's merciless that way. But eventually they form a real bond."

"In a way," says Brendan Fraser, "Simon and Monty fit like pieces of a puzzle. When we first meet Monty he is someone who would avoid a person like Simon. And then Simon charms him and they strike up a friendship which really turns into love. By allowing Simon to enter into his consciousness, Monty learns to be honest. It's an awakening of sorts that gives him a new path, a new destiny."

"From the beginning," recounts Weinstein, "Alek wanted Moira Kelly to portray Courtney. She's extremely sweet and yet, like Courtney, Moira is a very strong personality."

Observes Keshishian, "Courtney thinks she is very politically correct. She's an architecture major in a highly competitive environment, she lives with three guys and yet there are many contradictions. I think that Courtney and Monty are kind of mirrors to each other. They're both really driven -- Courtney may be a little bit more in touch emotionally, but not a lot. It's so ingrained in her to be strong that she won't allow herself to be vulnerable."

Moira Kelly explains, "Courtney cares a lot about her roommates and would do anything for them. She tends to be the diplomat, always keeping peace in the house. When Simon first appears, she doesn't know what to think of him. She's not sure she knows why he's there and what he really wants."

"Being in school, you're sheltered from reality, and no one ever really prepares you for the day when you step out into the world. But then Simon begins to teach us what it's

really like to have a kind heart, to be human and try to understand what the rest of the world is like.

And then there's Everett who, as described by Keshishian, is "an almost legendary eccentric on campus. He's got a dry wit, a fascination with wine and women and yet there's something a little bit lost about him. He lives life voraciously but he's unwilling to commit. He loves to stir up trouble and then sit back and watch the result. He looks at life with a certain level of detached amusement.

Says Patrick Dempsey of his character, "Everett is kind of terrified of leaving college. He's got his rooster, Gorky, his radio program, his wine collection and plenty of female companionship. You get the sense that he doesn't really go to class very often. He loves words and there's a compassionate side to him. He's sort of the older brother of the group," Keshishian explains.

"But the truth is, he's not really as strong as he would have you believe. In fact, at one point he says 'weakness is my strong suit.' And I think that Simon gives him the confidence to understand that he's going to be fine outside of Harvard."

"Everett," says Patrick Dempsey, "is a 'legacy,' which means his father went to Harvard and it was always expected that he, too, would go there. But he just wants to have a good time and to appease his father."

Jeff is the roommate who vehemently opposes Simon's acceptance as a housemate.

Asserts Keshishian, "I really wanted Josh Hamilton to play this role and it certainly was casting against type because Josh happens to be one of the most sympathetic people I've met. Jeff is a very tough role to play because, for a major portion of the movie, he's a bit of a villain, but I wanted it played with a great deal of sympathy because we really need to understand why he's one of the roommates to begin with."

"Jeff Hawkes is just a guy trying to get by," notes Hamilton. "It's his senior year, it's expected he'll go to med school, he's trying to write his thesis and having a hard time. The pressure on him is enormous and the last thing he needs is a psychotic homeless man moving into the house. It creates complete chaos for him. He can't sleep, he bolts his bedroom door at night. It totally disrupts his equilibrium.

"What appealed to me about the role is that I find him to be the most understandable character in the story. He reacts in a way that I can easily relate to."

The casting of the distinguished Gore Vidal was a coup that served many important purposes in the film.

"When we thought of the type of professor we wished to personify," recounts Weinstein, "we knew that Gore Vidal would have a shorthand for that man. He would understand him, would understand his conservative nature, his rigid holding on to power. He would understand that this was someone well worth going after and poking fun at without taking it terribly seriously."

The irony for Gore Vidal was that, prior to filming his scenes in "With Honors," he had been lecturing at Harvard. As for Professor Philip Hayes Pitkannan, "I see him as one of the mandarins of the American power establishment," says Vidal. "Personally, I think he's a monster, which is why I'm trying to play him with great charm."

Adds Keshishian, "Pitkannan is the kind of professor who teaches being pessimistically analytical and what Simon Wilder wants to impart to these kids is the idealism of youth. That idea that anything is possible -- have faith, get rid of the cynicism."

"One of the things we absolutely wanted to avoid," recalls Weinstein, "was making a caricature of Professor Pitkannan. The scene in the lecture hall is a key scene, because that's the scene in which Monty is intellectually turned against his mentor. And if Simon doesn't convince Monty in that scene that Pitkannan is a false God, then the transference to Simon is impossible.

"Pitkannan is no fool. He respects that Monty disagreed with him -- that the boy had the guts to go up against him. Would Pitkannan have taken the same road? No, because by giving up graduating with honors, he would have given up his secure future. Monty will now have to find his own way, he'll have to prove himself that much more, but the personal lesson he learned was far more important."

On Location

"With Honors" began principal photography in the Eliot House Quad at Harvard University. Following a week's filming in and around the Cambridge, Massachusetts campus, the company moved to Chicago, where with the exception of three days in

Minneapolis and a day at the University of Illinois' Champaign-Urbana campus, they remained until completion of production in May.

Keshishian, who grew up just outside of Boston, knew exactly what he wanted to see of Cambridge in his film, and so, for what turned out to be the coldest week in Boston in nearly a century, cast and crew traversed Harvard's campus, filming scenes in the Radcliffe Yard, at the Quincy Gate, on Plympton Street, on Week's Bridge, and at the landmark Out-of-Town News in the middle of Harvard Square. During one night's filming, the towers at Eliot House, Lowell House and Dunster House were lit, an event which usually only happens to commemorate a special occasion.

Only the very astute will notice that the interior and exterior of Harvard's Widener Library, where Simon Wilder has taken up residence, have been "cheated," or filmed using another site as a substitute. Because of limited access to Harvard's buildings, the interior of Widener was filmed across the Charles River at the oldest and most distinguished independent library in America, the Boston Athenaeum, while the exteriors were filmed in Minneapolis at the University of Minnesota's performing arts center, Northrop Auditorium.

For production designer Barbara Ling, the hardest part of her job was matching Chicago to the New England campus. While the establishing scenes were filmed in Cambridge, there were still quite a few exteriors to be shot in Chicago. "One of the key sets was Monty's house," recounts Ling. "We needed a nice little house with a decent back yard because that's where the van would be. I looked at student housing in Boston to get a feel for neighborhoods and ultimately we found a clapboard house on a brick block in Hyde Park, one of the oldest sections of the city. We then 'borrowed' several adjoining yards in order to make it big enough."

Five interior sets for the film were built in an empty warehouse in the Chicago suburb of Cicero while other interior sequences were filmed in the basement of the Old Follett Book Building, at the University of Illinois Medical School, at the Chicago Theological Seminary in Hyde Park, at one of Lake Forest's oldest and largest estates, at the Morton Arboretum near Wheaton and inside Levy Mayer Hall at Northwestern University's Chicago campus.

"Initially, when I first sign on to a film, I do what I call a 'feeling' of the film in a photographic montage," continues Ling. "I show this to the director and go through it with

him. Alek and I visited Cambridge together and I was able to get a flavor of what he was looking for. The tone of 'With Honors' is very dark and muted, thought with an ever-present sense of Harvard crimson and red that is carried through and touches on everything."

The two weeks in Boston were important in capturing the flavor of "With Honors." According to costume designer Renee Ehrlich Kalfus, "Having the opportunity to film at the university was a crucial element for me because it afforded me a perfect opportunity to do research. For example, we realized almost immediately, that New England students have a different definition of cold! Most of the kids at Harvard weren't wearing gloves or hats, while we were all bundled up in as much down and wool as we could find. Once the actors noted this, they decided to play it that way and they were really making a very big commitment because it's one thing to not wear gloves or a hat when you're walking from quad to quad -- it's another thing entirely to stand out in the cold filming for several hours at a time with a bare head and hands.

"An interesting aspect of the film for me, was developing Simon's 'bum look.' I was very pleased to see what finally emerged from all the bits and pieces we had pulled together to show Joe Pesci. Wardrobe is very important to Joe, so it was wonderful watching him come up with little things that made the clothing Simon's. He'd do little things like open his jacket and walk around showing off his Harvard sweatshirt. And the lining of his trenchcoat is a very old golden satin that's drenched with grease and oil, but when you catch a glimpse of the lining when Simon's gesticulating and walking around, there's something slightly regal about it.

"I don't think there's any point in making a movie unless you have a great director of photography," remarks Weinstein. "When you look at all the really good directors, they have all picked great DP's to work with and they work with them again and again. It was one of the thrilling moments of the film when Sven Nykvist agreed to photograph it."

According to Nykvist, "for a first-time feature film director, Alek is very good technically; it surprised me that he knew as much as he did. I have been asked many times to work with fledgling directors because I like to help as much as possible. Also, because I have directed films myself, I understand how important it is to have a good relationship with

your cinematographer. We must work hand in hand.

"The most important thing in this collaboration is to discuss and discuss--to get to know each other. The director must tell me what he thinks about the film so I can follow in his footsteps.

"'With Honors' is a very personal film and I liked that. I read the script two or three times to understand what I could do that would be interesting in the lighting. I change the lighting for every film, but in each film I have to have a key light. In nature, the key light is the sun, but in cinema, we have to have other lights or there is too much contrast."

When photography was completed, composer Patrick Leonard created a warm, reserved score for the film that emphasized both the traditions shaping the Harvard students' attitudes and the gradual thawing of their outlook as they experienced the unexpected warmth of Simon Wilder. In addition, pop superstar Madonna contributed a song to the soundtrack, which will be released on her Maverick Recording Company label and distributed by Warner Records. The soundtrack, created with the participation of music supervisor Danny Bramson, includes songs by current hit recording artists such as The Cult, Lyle Lovett, the Pretenders, Belly, Mudhoney and Babble as well as nostalgic numbers by Nat King Cole and Duran Duran.

Warner Bros. Presents a Spring Creek Production of An Alek Keshishian Film: Joe Pesci, Brendan Fraser, Moira Kelly, Patrick Dempsey and Josh Hamilton in "With Honors," co-starring Gore Vidal. The music is by Patrick Leonard; the co-producers are Abe Milrad and G. Mac Brown; and the film editor is Michael R. Miller, A.C.E. The production designer is Barbara Ling; the director of photography is Sven Nykvist, A.S.C.; and the executive producers are Jon Peters and Peter Guber. The film is written by William Mastrosimone, produced by Paula Weinstein and Amy Robinson and directed by Alek Keshishian. It is distributed by Warner Bros., A Time Warner Entertainment Company.

About the Cast...

Academy Award-winner JOE PESCI (Simon Wilder) has created an indelible collection of characters ranging from ruthless to riotous during his long and varied career. His performance as the explosive Tommy DeVito in Martin Scorsese's "GoodFellas" won

him the Oscar for Best Supporting Actor. He received his first Academy Award nomination in 1980 for his intense portrayal opposite Robert De Niro as boxer Jake La Motta's brother in Scorsese's "Raging Bull." Pesci's performance in "Raging Bull" also won awards from the New York Film Critics, The National Board of Review and The American Film Society.

His most arguably popular creation was Leo Getz, the fast-talking, scene-stealing mob accountant of "Lethal Weapon 2" and "Lethal Weapon 3."

Born in Newark, New Jersey, Pesci started acting at age five. As a teenager, he appeared on stage in New York and became one of television's "Startime Kids." Brief stints as a musician and stand-up comic led Pesci to his debut film role in 1975 in "Death Collector." His performance inspired Scorsese and De Niro to track him down years later in a Bronx restaurant to cast him in "Raging Bull," launching his full-time acting career.

He followed this with roles in "I'm Dancing As Fast As I Can," "Eureka" and "Easy Money." He teamed again with De Niro in Sergio Leone's "Once Upon a Time in America" and went on to film "Backtrack" with Dennis Hopper and the Michael Jackson feature, "Moonwalker."

More recently, Pesci co-starred as the bumbling burglar in "Home Alone" and its sequel "Home Alone 2." He played the crazed anti-Castro fanatic David Ferrie in Oliver Stone's "JFK," a bigoted slumlord in "The Super," a New York street lawyer in the rural South in "My Cousin Vinny," and a Forties tabloid photographer in "The Public Eye."

On television, he starred in the series "Half Nelson" and played John Dos Passos in the mini-series "White Whale." Most recently he received a CableAce Award nomination as Best Actor in a Dramatic Series for his performance in "Split Personality" on the HBO series "Tales From The Crypt."

Following "With Honors," Pesci starred with Christian Slater in director Barry Levinson's "Jimmy Hollywood."

BRENDAN FRASER (Monty Kessler) recently completed filming "Airheads" with Adam Sandler and Joe Mantegna, directed by Michael Lehmann. Prior to that he starred in the critically praised drama "School Ties," about anti-Semitism in an elite New England prep school, and as Link, a prehistoric caveman who innocently turns everyday life upside down in Encino when he defrosts, in the comedy "Encino Man." He also starred in the acclaimed

NBC telefilm "Guilty Until Proven Innocent" and was part of an ensemble cast in "Twenty Bucks" and "Younger and Younger."

The son of a Canadian tourism official, Fraser was born in Indianapolis and grew up in Holland, Switzerland and Canada. After attending Upper Canada College Preparatory School, Fraser received a Bachelor of Arts at the Actors' Conservatory, Cornish College of the Arts, in Seattle. Fraser also held an internship at Intiman Theatre in Seattle and was a company member of the Laughing Horse Summer Theatre in Ellensburg, Washington.

His stage appearances have included "Waiting for Godot," "Arms and the Man," "The Marriage of Bette and Boo," "Romeo and Juliet," "Moonchildren" and "A Midsummer Night's Dream."

Fraser is currently shooting "The Scout" with Albert Brooks for director Michael Ritchie.

Since graduating from New York City's Marymount College three years ago, MOIRA KELLY (Courtney Blumenthal) has worked non-stop. She starred in three feature films: as a figure skater with attitude in the romantic comedy "The Cutting Edge;" as Donna, the best friend anyone ever had, in David Lynch's "Twin Peaks -- Fire Walk With Me" and as both Hetty Kelly and as Oona O'Neill in Richard Attenborough's "Chaplin."

One of six children, Kelly developed an early affinity for the arts from her musician father and nurse mother. She perfected her skills as a violinist, operatic soprano and drummer and during high school she competed in opera and jazz.

Three weeks after graduation from Marymount, she made her entry into feature films as a manic-depressive patient in "The Boy Who Cried Bitch." She followed up with the role of Dustin Hoffman's girlfriend in "Billy Bathgate" and then played a 14-year old murderer under the emotional manipulation of her father in the telefilm "Love, Lies and Murder."

Kelly recently co-starred with Cuba Gooding, Jr. in the futuristic HBO drama, "Daybreak."

In the space of a few years, PATRICK DEMPSEY (Everett Calloway) has been singled out for critical praise for his performances in such features as "Some Girls," "Mobsters," "Coupe De Ville" and "Run."

Born in Maine, the youngest of three children, Dempsey was raised in the rural

communities of Turner and Buckfield. A natural athlete with aspirations to be an Olympic skier, he worked on his chosen sport and eventually won the Maine State Championship in downhill racing. At age 15 he developed an act incorporating magic and comedy and began working with the Maine Acting Company.

The summer before his senior year, he won a talent contest in Portland, Maine, which landed him a New York agent. Dempsey moved to New York at age 17 and was soon cast in the San Francisco production of "Torch Song Trilogy." After a four-month run, he returned to New York where he made his feature film debut in "Heaven Help Us." Next, he resumed his stage career with a year-long tour in Neil Simon's "Brighton Beach Memoirs." In 1991, he returned to the theatre to star in "The Subject Was Roses" with John Mahoney and Dana Ivey at New York's Roundabout Theater.

Dempsey made his television debut in the Disney movie-of-the-week "A Fighting Choice," for which his portrayal of an epileptic boy brought him an award from the Epilepsy Foundation. His other television credits include the American Playhouse production of "In A Shallow Grave" and the series "Fast Times at Ridgemont High."

In 1987, Dempsey starred in the comedy "Can't Buy Me Love," for which he won a Youth in Film Award. He went on to star in Phil Alden Robinson's "In The Mood," as the 15-year-old "Woo-Woo Kid" who shocked America in 1944 by marrying a woman six years his senior. The following year he starred as the charming young pizza delivery boy in Joan Micklin Silver's "Loverboy." Last year, Dempsey made his first trip to Paris to star in the romantic comedy "RSVP" with Kelly Lynch.

Most recently, he starred as the bank robber in the film-noir "Bank Robber," with Lisa Bonet and Forest Whitaker, and in the title role in the telefeature "JFK: Reckless Youth."

JOSH HAMILTON (Jeff Hawkes) was born, raised and resides in New York City. He attended Brown University in Providence, Rhode Island, for two years and trained with William Esper.

Hamilton was recently seen in "Alive," the true story of a Uruguayan rugby team whose chartered airplane crashed in the Andes Mountains in 1972. Other film credits include Woody Allen's "Another Woman," Michael Apted's "Firstborn" and "Old Enough,"

directed by Marisa Silver.

His most recent theatre credits include Pirandello's "A Joke" with the Malaparte Theatre Company and the Naked Angels' production of "As Sure As You Live," by Roger Hedden, in addition to the role of Wallace in "Women & Wallace" at the Playwrights Horizons, which he originated and later reprised on PBS' "American Playhouse"; "Korea" at Ensemble Studio Theatre; "An Imaginary Life" at the New York Shakespeare Festival; "Life During Wartime" at the La Jolla Playhouse; "Romance Language" at Playwrights Horizon; Marguerite Duras' "The Eden Cinema" at the Harold Clurman Theatre; and "Four Corners" at the American Place Theatre.

Hamilton won an Emmy Award in 1992 for his role in the CBS Schoolbreak Special, "Abby, My Love." His other television credits include the CBS Hallmark Hall of Fame television movie "O Pioneers!" with Jessica Lange; "The Prodigious Hickey," "The Return of Hickey" and "The Beginning of the Firm," all for PBS' "American Playhouse," as well as guest starring roles on "Kate and Allie" and "A Man Called Hawk."

GORE VIDAL (Professor Philip Hayes Pitkannan) returns to the screen following last year's performance as the aging liberal Senator Paiste in "Bob Roberts," written and directed by his co-star, Tim Robbins.

Vidal's greatest success, however, comes from his 23 novels, seven of which have topped the bestseller lists. He has written two highly successful plays and several screenplays but has appeared onscreen in only a handful of films, including two based on his own works, "The Best Man," which starred Henry Fonda and won the Critics' Prize at the Cannes Film Festival in 1964; and "Gore Vidal's Billy the Kid," with Val Kilmer. Vidal was also seen in Federico Fellini's "Roma."

Born in 1925 at the United States Military Academy, West Point, where his father was the first aviation instructor, he acted as page to his blind grandfather, Senator Thomas Gore of Oklahoma, accompanying him to the Senate floor and reading to him.

Vidal began writing and publishing his own works as a teenager at the Phillips Exeter Academy. Following graduation, he enlisted in the army and served in World War II. His experiences in the war provided him with the material for his first novel, the critically acclaimed Williwaw, published in 1946. Since then he has become one of America's most

prolific and respected writers, whose works have been translated into 20 languages.

Vidal was a candidate for public office twice: in 1960 he ran for Congress in New York and in 1982, he ran in the Democratic primary for the Senate in California, coming in second in a field of 11. Over the years, Vidal also has become a familiar television personality in the role of social commentator.

In 1982, Vidal received the National Book Critics Circle Award for criticism for "keeping alive" the essay. His articles have appeared regularly over the years in many journals, principally The New York Review of Books and The Nation.

A prize-winning playwright, Vidal authored "Visit to a Small Planet" and "The Best Man." His other screenwriting credits include "Ben-Hur," "I Accuse!," "The Catered Affair," "Suddenly Last Summer," and "Is Paris Burning?" among others. For television, his bestselling book, Lincoln, was adapted as a mini-series on NBC while Vidal himself scripted "Dress Gray," starring Alec Baldwin.

In February, 1993, the author appeared on stage at Carnegie Hall, co-starring with Gay Talese, Susan Sontag and Norman Mailer in a single benefit performance for the Actors Studio of "Don Juan in Hell."

In 1992, Vidal's 23rd novel, Live From Golgotha, was published. His collected essays, United States, were published in June, 1993. He is currently at work on The Golden Age, the seventh and final novel of his celebrated chronicle of American history that includes Washington, D.C., Burr, 1876, Lincoln, Empire and Hollywood.

About the Filmmakers...

Harvard alumnus ALEK KESHISHIAN returned to Cambridge, Massachusetts, to direct "With Honors." Raised in Boston and New Hampshire, Keshishian graduated after his junior year summa cum laude from St. Paul's school in Concord, New Hampshire. He deferred admission to Harvard for one year and studied at the Sorbonne in Paris. By the spring of 1986, Keshishian had earned a summa cum laude degree from Harvard.

Keshishian began playing the violin at age 5 and by 11 he was studying at the Boston Conservatory. As an actor, he toured nationally with the American Children's Theatre and sang lead roles with the Boston Lyric Opera. At St. Paul's School he continued the violin,

picked up ballet and began directing theatre. While on a summer scholarship with the New York City Ballet's School of American Ballet, he was offered positions with both the Joffrey and the New York City Ballet upon graduation.

Entering Harvard, he resumed acting, playing lead roles in student productions. In his sophomore year he began directing at Harvard's Experimental Theatre and continued to do so until his graduation. In his senior year, Keshishian developed a unique thesis project: a pop opera adaptation of Emily Bronte's classic, "Wuthering Heights." The production was staged at the American Repertory Theater and was the first time in Harvard's history that a student would be allowed to create and direct a theatre piece as a thesis.

By the fall of 1986, Keshishian had landed in Hollywood, directing music videos for such performers as Bobby Brown, Vanessa Williams, Edie Brickell and Elton John, as well as videos for the films "Ghostbusters 2" and "Born on the Fourth of July."

Keshishian met Madonna after agents at CAA showed her his thesis. She then invited him to Japan to film performance and backstage footage of her Blond Ambition tour, resulting in the 1991 full-length documentary, "Truth or Dare."

Between the release of "Truth or Dare" and his involvement in "With Honors," Keshishian wrote a romantic comedy, "Charmed," which producers Bernie Brillstein and Brad Gray are producing. In addition, Keshishian is scheduled to direct the biofilm "Hart," which he developed with Michael Douglas. Written by the late William Darrid, the film is based on the life of Hart Crane.

During producer PAULA WEINSTEIN's expansive career in the entertainment industry, she has worked with virtually every major studio in the film industry.

Weinstein was raised in Europe and began her career working as an assistant film editor in New York City. She then became Special Events Director in the office of Mayor John Lindsay, bringing plays, ballets and street festivals to the city's various communities.

Moving to Los Angeles in 1973, Weinstein signed on as a talent agent for what was to become International Creative Management (ICM). She later moved to the William Morris Agency where she handled a client portfolio that included Jane Fonda and Donald Sutherland.

She joined Warner Bros. as Vice President of Production in 1976, and then later enlisted with 20th Century Fox as Senior Vice President of Worldwide Production, developing and producing such films as "Nine to Five" and "Brubaker." In 1979, she relocated to the Ladd Company, collaborating on such films as "Body Heat," Lawrence Kasdan's directorial debut.

After two years with Ladd, Weinstein moved to United Artists as President of the Motion Picture Division, where she supervised all productions. Two of the many hits that she brought to the screen during this time were "WarGames" and "Yentl."

In 1984 Weinstein started WW Productions, an independent production company in partnership with Gareth Wigan that, among other projects, produced "American Flyer" for Warner Bros. In 1987 she also assumed the title of Executive Consultant to MGM's worldwide division. This position allowed her to continue producing independent projects such as "A Dry White Season," for which Marlon Brando was nominated for an Academy Award and "The Fabulous Baker Boys," nominated for four Academy Awards, which she jointly produced with Mirage Productions in 1989.

In 1990 Paula Weinstein and Mark Rosenberg, a fellow 20-year veteran of the film industry, created Spring Creek Productions. Their first produced feature film was "Fearless," directed by Peter Weir and starring Jeff Bridges, Isabella Rossellini, Rosie Perez, Tom Hulce and John Turturro, followed by "Flesh and Bone," which reunited the producers with their "The Fabulous Baker Boys" writer-director, Steve Kloves, and starred Dennis Quaid, Meg Ryan and James Caan.

Weinstein and Rosenberg also served as executive producers on "Citizen Cohn." Starring James Woods as the notorious McCarthy-era lawyer, the HBO telefilm won three CableAce Awards and was nominated for two Golden Globe Awards.

In 1993 Spring Creek executive produced "In The House of the Spirits," based on the Isabel Allende novel and directed by Bille August, who also wrote the screenplay.

Weinstein and Rosenberg received the 1989 Bill of Rights Award from the Southern California Chapter of the American Civil Liberties Union. When Rosenberg suffered a fatal heart attack in November, 1992, The Mark Rosenberg Legal Center of South Central Los Angeles was established in memorium by the ACLU Foundation.

Ms. Weinstein, a founding member of the Hollywood Women's Political Committee, was honored by the National Urban League Guild at their Beaux Arts Ball in 1990.

Producer AMY ROBINSON began her theatrical career as an actress, best known for her role in Martin Scorsese's "Mean Streets," before turning to producing in 1977 when she joined forces with Griffin Dunne and Mark Metcalf to form Triple Play Productions.

Their first project was a film based on Ann Beattie's novel, Chilly Scenes of Winter, written and directed by Joan Micklin Silver and starring John Heard. Released in 1979 as "Head Over Heels," it was re-released in 1982 under its original Ann Beattie title.

In 1981, Robinson was invited to attend Robert Redford's Sundance Institute to direct another Ann Beattie project, "Learning to Fall." Still one of the supporters of the now established film workshop, Robinson serves as both a resource person and as a member of their program development committee.

In 1982, Robinson and Dunne activated Double Play Productions to produce "Baby, It's You." Based on a story by Robinson, the film starred Rosanna Arquette and Vincent Spano and was directed by John Sayles from his own screenplay. Robinson has since collaborated with Griffin Dunne on several successful projects including "After Hours" and "Running on Empty," which starred River Phoenix and was directed by Sidney Lumet.

In 1989 they joined forces with Sydney Pollack and Mark Rosenberg's Mirage Productions to produce "White Palace," starring Susan Sarandon and James Spader and directed by Luis Mandoki. The following year, Robinson and Dunne produced "Once Around," starring Richard Dreyfuss and Holly Hunter. The film marked the American directorial debut of Sweden's Lasse Hallstrom.

Co-producer ABE MILRAD, a graduate of New York University's film school, learned the nuts and bolts of production starting as an editor with ABC Sports. He was promoted to director of photography and eventually became a producer and director for both ABC sports programming and documentaries and covered both the 1972 Summer and Winter Olympics for the network.

Milrad became a freelance filmmaker working for TWA Inflight Films, Tomorrow Entertainment, G.E. Theatre and Dick Clark Productions, covering everything from rock concerts to underwater exploration.

A strong interest in special effects led him to Hollywood, where he worked with Douglas Trumbull developing several projects. He worked as the Director of Special Effects on "Airport '79: The Concorde," then held associate producer positions on the television series "Buck Rogers in the 21st Century" and "Cagney & Lacey" and unit producer-director on "Ripley's Believe It or Not." He was second unit special effects producer on "The Exorcist III."

Milrad served as Executive in Charge of Production for both Chronicle Video and Sunwest studios.

Co-producer G. MAC BROWN is reunited with producers Paula Weinstein and Amy Robinson on "With Honors." In 1992 Brown co-produced Weinstein's Spring Creek production, "Flesh & Bone," and in 1990, he was executive producer of Robinson's Double Play Production, "Once Around."

A native of upstate New York, Brown's interest in film began at the University of Bridgeport, where he made nearly a dozen experimental films and documentaries, culminating in 1977 with a student Academy Award nomination. After graduating with a bachelor of fine arts degree in cinema, Brown moved to New York City.

He rapidly rose throughout the various levels of production and began his career as production manager on "Amityville: The Possession" and "Amityville 3-D." He moved into mainstream filmmaking as production manager of the films "Jumpin' Jack Flash," "Miracles," "Who's That Girl?," "Baby Boom," "Ishtar" and "The Pick-up Artist."

Brown then joined Germany's leading film group, Neue Constantin Productions to line produce two critically acclaimed films: Doris Dorrie's "Me and Him" and Uli Edel's "Last Exit to Brooklyn."

He followed these with Susan Seidelman's "She-Devil," which he co-produced and the aforementioned "Once Around." Brown then teamed up with Propaganda Films to produce the television series "Urban Anxiety."

In 1991, he co-produced Paul Schrader's "Light Sleeper," starring Susan Sarandon and Willem Dafoe and in 1992 he served as associate producer on Martin Brest's "Scent of a Woman," starring Al Pacino.

Executive producers PETER GUBER and JON PETERS have firmly established themselves at the forefront of the entertainment industry with such films as "Batman Returns," "Batman," "Rain Man," "The Color Purple," "The Witches of Eastwick," "Missing" and "Gorillas in the Mist."

In 1989, Peter Guber was named Chairman of the Board of Columbia Pictures. Jon Peters has an arrangement to produce films for Columbia Pictures and is based at their Culver City facilities.

Peter Guber's entertainment industry career began in 1968 at Columbia Pictures. Within 20 months of joining the studio, Guber was named its president. At the creative helm of Columbia, Guber originated and supervised the development and production of such films as "The Way We Were," "Taxi Driver," "Tommy," "Shampoo" and "The Last Detail."

Guber left Columbia in 1976 to become an independent producer and later founded, with Neil Bogart, Casablanca Records and FilmWorks. His first production was "The Deep," Columbia's top box office hit in 1977. He then produced "Midnight Express," directed by Alan Parker and written by Oliver Stone. The film won six Golden Globes, two Oscars, three British Academy Awards and an award from the Los Angeles Film Critics' Circle. Its vigorous performance at the box office led the National Association of Theatre Owners (NATO) to name Guber Producer of the Year in 1979.

Jon Peters' career in the entertainment industry began when he produced one of Warner Bros.' highest-grossing pictures, "A Star is Born." It was nominated for eight Golden Globe Awards and four Oscars. In 1976, the motion picture industry awarded Peters the title of Producer of the Year. Peters and Barbra Streisand re-teamed for the boxoffice hit "The Main Event," starring Streisand and Ryan O'Neal. Peters then produced "Eyes of Laura Mars" and "Caddyshack."

In 1980, Peters and Guber jointly established Polygram Pictures. This collaboration produced a string of hits, including "An American Werewolf in London," "Missing" and "Flashdance."

Peters' and Guber's later hits were much awarded: "Rain Man" received four Academy Awards, including Best Picture, Best Director, Best Screenplay and Best Actor; "Gorillas in the Mist" was nominated for five Academy Awards and won Golden Globes for

Best Actress and Best Original Score; "The Witches of Eastwick" was nominated for two Oscars and was Warner Bros.' number-one box office draw in 1987; "The Color Purple" was honored with 11 Oscar nominations and was Warner's top-grossing film of 1986. "Batman" won an Oscar for Best Art Direction/Set Decoration and became the sixth highest-grossing film in motion picture history.

Other popular Guber-Peters productions include "Vision Quest," "Caddyshack II," "Johnny Handsome" and "Tango & Cash."

Award-winning playwright WILLIAM MASTROSIMONE's first play, "The Woolgatherer," won the Los Angeles Drama Critics Award for Best Play of 1982.

"Extremeties," his drama about a woman retaliating against a rapist in her home, was awarded the New York Outer Critics Circle Award for Best Play of 1982-83. Mastrosimone later adapted the play for film, which starred FARRAH FAWCETT, James Russo, Diana Scarwid and Alfre Woodard. In 1987, his "Tamer of Horses" won the Los Angeles NAACP Award for Best Play. His other plays include "A Tantalizing," "A Stone Carver," "Shivaree," "The Undoing" and "Cat's Paw."

"Nanawatai," a play he wrote in 1984, later became a film called "The Beast," adapted by Mastrosimone and directed by Kevin Reynolds. Mastrosimone has also written "Chico," a feature about the life of the late Brazilian environmentalist Chico Mendes, and "Sunshine," which he is adapting from his play of the same name.

For television, Mastrosimone wrote the CBS Movie-of-the-week "Sinatra," which won a Golden Globe Award in 1993.

Swedish director of photography SVEN NYKVIST, A.S.C., received Academy Awards for his work on two Ingmar Bergman films, "Cries and Whispers" and "Fanny and Alexander." For the latter film, he also received the British Academy Award and the New York Film Critics Award.

In 1988 he was nominated for an Academy Award for his work on Philip Kaufman's "The Unbearable Lightness of Being." In 1990 he directed and co-wrote "The Ox." Starring Liv Ullmann and Max Von Sydow, the film received an Academy Award nomination as the Best Foreign Language Film.

Nykvist began his career in 1941 as a focus puller on Swedish films and now has over 110 films to his credit. A director's cinematographer, Nykvist was Ingmar Bergman's director of photography for over 25 years. As well, he has shot two films for Louis Malle, "Black Moon" and "Pretty Baby" and four films for Woody Allen: "Hannah and Her Sisters," "Another Woman," "Crimes and Misdemeanors" and Allen's segment of "New York Stories."

He has also worked with such distinguished directors as Paul Mazursky, Roman Polanski, Norman Jewison and the late John Huston. Nykvist's extensive list of credits includes such films as "The Virgin Spring," "Through a Glass Darkly," "Winter Light," "The Silence," "Persona," "Scenes From a Marriage," "The Magic Flute," "The Tenant," "Autumn Sonata," "The Postman Always Rings Twice," "Starting Over," "Agnes of God" and "Chaplin."

Most recently Nykvist's work was seen in "Sleepless in Seattle," directed by Nora Ephron, and "What's Eating Gilbert Grape," directed by fellow Swede Lasse Hallstrom.

Production designer BARBARA LING began her career in the theatre, doing sets and lights for about 200 productions including "Women Behind Bars" in Los Angeles and San Francisco and "Beyond Therapy" at the Los Angeles Public Theatre. Among her other stage credits are productions of "Romeo and Juliet," "A Winter's Tale," "Bent," "Extremities," James Joyce's "Women" and "Two by Brecht."

A Los Angeles native, Ling grew up in Brentwood and received a degree in political science from U.C.L.A. before embarking on a career in design. She began her movie career working on various short subjects with Diane Keaton, which led to her first feature, "Heaven," which also marked Keaton's directorial debut.

In 1987, Ling began an association with The Avnet/Kerner Company on their feature, "Less Than Zero." She subsequently designed for "Men Don't Leave" and the award-winning "Fried Green Tomatoes."

Ling was singled out for critical praise for her work on Oliver Stone's "The Doors," which she followed with "V.I. Warshawski." Other feature film credits include David Byrnes "True Stories," "Making Mr. Right" and "Checking Out."

Along with her film and stage work, Ling did the sets and lighting for numerous concert tours, among which was David Byrne's world tour in 1990.

Ling has also designed two environments for permanent exhibition at the Children's Museum in Los Angeles. Most recently, Ling designed Joel Schumacher's "Falling Down."

Costume designer RENEE EHRLICH KALFUS, a graduate of Temple University's Tyler School of Art, from which she earned a B.F.A. degree, reteams with producer Amy Robinson, for whom she designed the costumes on "Once Around."

Kalfus entered the motion picture industry in 1976, designing and working on an American Film Institute production, "Catholic Girls." Shortly afterward, Kalfus and a friend formed a small company which soon had a solid reputation in commercials. For the next ten years she worked with such well-known commercial directors as Tony Scott, Harold Becker, Jeff Gorman and Adrian Lyne. Between commercial assignments, she worked for producer Roger Corman in the costume department and as an assistant costume designer on the films "Dynamite Woman" and "Clairmont High," and on Adrian Lyne's feature debut, "Foxes."

Kalfus' other costume designer credits include the Turner Television production, "Crazy in Love" and "What's Eating Gilbert Grape," which reunited the designer with director Lasse Hallstrom.

MICHAEL R. MILLER, A.C.E. (Editor) recently edited "Swing Kids" for director Thomas Carter. He is best known for his work with Joel and Ethan Coen on their first three films, "Blood Simple," "Raising Arizona" and "Miller's Crossing."

His other feature film credits include John McTiernan's "Medicine Man," James Orr's "Mr. Destiny," Keenan Ivory Wayans' "I'm Gonna Git U Sucka," Paul Schrader's "Patty Hearst" and Rocky Morton and Annabel Jankel's "D.O.A."

For television, Miller edited the premiere season of "The Equalizer" and several short films for the early years of "Saturday Night Live." He received an Emmy Award nomination for editing the ABC Afterschool Special, "It's No Crush, I'm in Love," starring Todd Graff. "Split Cherry Tree," which he edited for director Andrei Konchalovsky, received an Academy Award nomination for best live-action short subject.

Miller also edited the film sequences for Twyla Tharpe's Broadway musical "Singin' in the Rain," which were co-directed by Ms. Tharpe and Gordon Willis.

He learned his craft while assisting editors Thelma Schoonmaker on Martin Scorsese's "Raging Bull," Susan Morse on Woody Allen's "Manhattan" and "Stardust Memories" and Paul Hirsch on Brian De Palma's "The Fury."

Composer PATRICK LEONARD has previously scored such films as "Nothing In Common," "Heart Condition," "Nameless," "Who's That Girl" and "At Close Range." As a producer to some of the music industry's top talents, Leonard's credits include Rod Stewart's "Unplugged" and "Broken Arrow"; Madonna's "I'm Breathless" and "Like A Prayer"; Julian Lennon's "Mr. Jordan" and "Ruby Tuesday"; and Kenny Loggins' "Back to Avalon."

Leonard, who is probably best known as a songwriter, has penned such hits as "Who's That Girl," "Like A Prayer," "Cherish," "Where's the Party," "La Isla Bonita," "Open Your Heart," "The Look of Love," "Something to Remember" and "Spanish Eyes," all for pop superstar Madonna, and has written songs for such performers as Pink Floyd, Bryan Ferry, Peter Cetera, Stanley Clarke, the Isley Brothers, Philip Bailey, Sheena Easton, Stephanie Mills, Nile Rogers, Ramsey Lewis, Julie Brown, Peabo Bryson and Richie Havens.

WARNER BROS. Presents
A SPRING CREEK Production
An ALEK KESHISHIAN Film

JOE PESCI

BRENDAN FRASER

MOIRA KELLY

PATRICK DEMPSEY

JOSH HAMILTON

"WITH HONORS"

Co-starring GORE VIDAL

Directed by ALEK KESHISHIAN

Produced by PAULA WEINSTEIN and AMY ROBINSON

Written by WILLIAM MASTROSIMONE

Executive Producers JON PETERS and PETER GUBER

Director of Photography SVEN NYKVIST, A.S.C.

Production Designer BARBARA LING

Film Editor MICHAEL R. MILLER, A.C.E.

Co-Producers ABE MILRAD and G. MAC BROWN

Music by PATRICK LEONARD

Directed by ALEK KESHISHIAN
Produced by PAULA WEINSTEIN and AMY ROBINSON
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Director of Photography SVEN NYKVIST, A.S.C.
Production Designer BARBARA LING
Film Editor MICHAEL R. MILLER, A.C.E.
Costume Designer RENEE EHRLICH KALFUS
Co-Producers ABE MILRAD and ALAN ROTHENBERG
Music by PATRICK LEONARD
Music Supervisor DANNY BRAMSON
Casting MARION DOUGHERTY and NESSA HYAMS

CAST

Simon JOE PESCI
Monty BRENDAN FRASER
Courtney MOIRA KELLY
Everett PATRICK DEMPSEY
Jeff JOSH HAMILTON
Pitkannan GORE VIDAL
Homeless Woman DEBORAH LAKE FORTSON
Security Guard MARSHALL HAMBRO
Helga MELINDA CHILTON
Harvard Cop HARVE KOLZOW
Judge JAMES DEUTER
Donation Student CAROLINE GIBSON
Newspaper Purchaser #1 M. LYNDA ROBINSON
Newspaper Purchaser #2 RICHARD AUGUSTE
Librarian PATRICIA B. BUTCHER
Social Security Clerk MARY SEIBEL
Ms. Moore MARA BROCK
Homeless Man CLEBERT FORD
Church Custodian WILLIAM ASHBY KING
Homeless Man #2 FRANK J. TIERI
Doctor Kay SHANESIA DAVIS
Mailman RICK LeFEVOUR
Marilyn Monroe SUNSHINE H. HERNANDEZ
Sophomore MONICA ROCHMAN
The Face KURT CLAUSS
Marty CLAUDIA HARO

Frank DANIEL BLINKOFF
Frank's Daughter HOLLY WENZ-NOLAN
Dean RICHARD BEDNAR

Assistant Art Director ROGER FORTUNE
First Assistant Camera DONALD CARLSON
Second Assistant Camera LUCAS BIELAN
RICK SOBIN
Steadicam/Additional Camera Operator ANASTAS N. MICHOS
Boom Operator JEFF WILLIAMS
Boom/Cable Operator BLAIR SCHELLER
Assistant Lighting Technician ROBERT S. SWANDER
Best Boy Grip PARK TAYLOR
Dolly Grip FERNANDO BRIONES
Assistant Location Manager DEMETRA DIAMANTOPOULOS
Location Assistants CATHY P. CAMPANELLI
ANNE HEALY
BEN LEWIS
JAMES R. McALLISTER
Assistant Property Master DIANA BURTON
Set Costumers CAROLYN SCHRAUT BARCZAK
KATHY KIATTA
Art Department Research ELIZABETH M. BURHOP
Lead Persons DAN CLANCY
LAUREN GABOR
Standby Painter ANDY MENTZER
Construction Coordinators JOHN SAMSON
TERRY BAUGHMAN
Construction Foremen FRED BAUGHMAN
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 ALEX GIBSON

Supervising ADR Editor JOE DORN

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 ADAM JENKINS
 MARK SMITH

Sound Effects Editors JOE EARLE
 BRUCE TANIS

Dialogue Editors GARY LEWIS
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 MATT SAWELSON

ADR Editors ALLAN HARTZ
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Special Effects DEITER STURM
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 JOHN RIGDEN
 YVONNE STURM

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Transportation Captain JAMES A. HOGAN

Co-Captain TIMOTHY MAXWELL

Assistant to Ms. Weinstein and Ms. Robinson KARA BAKER

Assistant to Ms. Weinstein - Los Angeles LINDA LABOV

Assistant to Ms. Robinson - New York DAVID ALBERICO

MUSIC

Soundtrack Album on Maverick Recording Company

"She Sells Sanctuary"

Written by Ian Robert Astbury and William Henry Duffy

Performed by The Cult

Courtesy of Sire Records/Beggars Banquet

By Arrangement with Warner Special Products

"It's Not Unusual"

Written by Gordon Mills and Les Reed

Performed by Belly

Courtesy of 4AD/Sire Records

By Arrangement with Warner Special Products

"Run Run Run"

Written by Steven Turner, Matthew Lukin,

Daniel Peters and Mark McLaughlin

Performed by Mudhoney

Courtesy of Warner Bros. Records

"Your Ghost"

Written by Kristin Hersh

Performed by Kristin Hersh

Courtesy of 4AD/Sire Records

By Arrangement with Warner Special Products

"Thank You"

Written by Robert Plant and Jimmy Page

Performed by Duran Duran

Courtesy of EMI Records, Ltd. and Capitol Records, Inc.

"Fuzzy"

Written by Grant Lee Phillips

Performed by Grant Lee Buffalo

Courtesy of Slash Records

"Dream Of You"

Written by Sy Oliver, Edward P. Moran and Jimmie Lunceford

Performed by Django Reinhardt

Courtesy of the RCA Records Label of BMG Music

"The Christmas Song (Chestnuts Roasting On An Open Fire)"

Written by Mel Torme and Robert Wells

Performed by Nat King Cole

Courtesy of Capitol Records under license from

CEMA Special Markets

"Blue Skies"

Written by Irvin Berlin

Performed by Lyle Lovett

Courtesy of Curb Music Company and MCA Records

"Tribe"

Written by Allanah Currie and Tom Bailey
Performed by Babble
Courtesy of Reprise Records
By Arrangement with Warner Special Products

"On The Wrong Side"

Written and Produced by Lindsey Buckingham
Performed by Lindsey Buckingham
Courtesy of Warner Bros. Records

"Forever Young"

Written by Bob Dylan
Performed by The Pretenders
Courtesy of Warner Music U.K. Ltd./Sire Records
By Arrangement with Warner Special Products

"I'll Remember (Theme From 'WITH HONORS')"

Written by Patrick Leonard, Madonna and Richard Page
Produced by Madonna and Patrick Leonard
Performed by Madonna
Courtesy of Warner Bros. Records

Color by
TECHNICOLOR (R)

Filmed with
PANAVISION (R)
Cameras & Lenses

DOLBY STEREO (logo)
In Selected Theaters

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The City of Chicago
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Radcliffe College
University of Illinois at Urbana
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Minnesota Film Commission

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Photograph of Walt Whitman courtesy of The Bettman Archives

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Motion Picture Association of America

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