
Here are two chapters from Stuart's memoir about the movies we made together...

NAKED THEATRE & UNCENSORED HORROR

Short Ends

A few weeks after 9/11, Suzanna began a new job as a high school English teacher at Sherman Oaks Center for Enriched Studies, her alma mater. In 1999, she had left the University of Wisconsin after two and a half years. She told us the brutal winters had been too much for her, but we suspected it was being away from Harold Avila, her boyfriend. She had met Harold when they were both high-school students at SOCES. I soon learned to appreciate this bright, personable young man who could coax conversation from a rock.

Suzanna's decision to drop out of the University of Wisconsin upset me. I even tried to bribe her to stay with the promise of a new car. Carolyn had to remind me that I was also a college drop-out, and now I could understand how my mother must have felt. My mom had never complained about my decision to quit school, but I must admit that I still regret not receiving my degree.

After graduating from the University of California Riverside in June of 2001, Suzanna was offered a job teaching English to 9th grades. The fact that this was the same subject and grade that my mother had once taught was not lost on me (or Suzanna, who adored her grandmother). I couldn't help feeling that this might be some form of divine intervention. Suzanna blossomed in this career and today is Chairman of the English Department at SOCES.

I had left Disney Studios in 1999 and rented an office of the first floor in a charming courtyard building on Magnolia and Hollywood Way in Burbank. Although the rent was only five hundred dollars a month plus utilities, I found that the additional cost was putting a strain on our finances. I began looking for someone to share the office. I soon struck a deal with producer Duffy Hecht. Duffy's father, Harold, had been Burt Lancaster's producing partner and their company, Hecht-Lancaster, had created many notable films including Academy Award® winners *Marty* and *Birdman of Alcatraz*, as well as *Sweet Smell of Success*. Duffy, who possesses a keen intellect and enormous enthusiasm, was looking for an inexpensive office that he could use on a part-time basis, and we quickly struck a

deal. I greatly enjoyed Duffy's company. We had many lively lunches at the nearby Chinese restaurant, Century Dragon, which we nicknamed "The Commissary". I loved Duffy's wonderful stories about growing up as a movie brat with his famous producer father.

We started looking for a project to produce together. I soon discovered that Duffy was not a fan of horror films, which caused him to turn down most of my suggestions, but there was one script which piqued his interest. It was entitled *King of the Ants*. Although the title makes it sound like a '50s science fiction film with giant bugs, it's actually a crime story about a young slacker who becomes a professional hit man. Based on a brutal British novel by Charles Higson, the book was brought to me by my old friend George Wendt, who had met Higson on an interview show in the UK. Charlie Higson is well known there, as one of the creators of *The Fast Show*, a popular sketch comedy TV series. Also a novelist, Higson had given George a copy of his book and Wendt had read it and decided that it would make an excellent film. "If you like it, I'll option it," he told me. I couldn't put the book down and found myself shocked and surprised by the fact that the young hero really does go through with the murder of an innocent accountant. Even more shocking: somehow, we still care about him. It would be a nifty trick if we could pull this off on screen. George and I partnered with Higson, and he adapted his book, resetting it from London to Los Angeles. I found the soft-spoken author to be an excellent screenwriter, not afraid to make major changes in his novel for the good of the film. We ended up with a powerful script and I began meeting with the studios looking for someone to finance our film.

Unfortunately, the darkness of material, the very thing that had attracted me in the first place, made it impossible for potential producers to embrace it. "If you change it so he's revenging his brother, we might be interested," one executive told me, unaware that he was removing the very element that made this story so original and disturbing. His suggestion would turn it into every other film we had ever seen. After five years of disappointing meetings, the script had ended up sitting on my office shelf.

I gave Duffy a rundown of our travails, showing him the long list of every studio and production company that had turned us down, but he was undeterred. "There's a whole new world of tiny new production companies that we can try", he suggested. "It will mean doing the film for a minuscule budget, but maybe we can partner with one of them as producers and make our money on the back end." One of the companies we met with was *The Asylum*, run by David Rimawi and David Michael Latt. They had just started producing small genre films (many directed by Latt), and Duffy and I believed that with the proper encouragement, they could produce excellent edgy projects for a price. The two Davids had met in film school. In their early thirties, Rimawi, handsome with dark hair, and red-headed Latt were both bright and witty, and they introduced us to Sherri Strain, their CFO. The three seemed to immediately appreciate the potential of *King of the Ants*. We met at

their offices at the well-known Crossroads of the World on Sunset Boulevard and soon hammered out a deal. We would split all proceeds 50/50 after recouping the production costs. Normally, a deal like this wouldn't make sense, as the common Hollywood wisdom is that "There is no net (profits)". Initially, the budget was only \$100,000, the same as most of Asylum's other films. We struggled with the production costs, as our script had almost thirty locations, making it a far more expensive proposition.

Unwilling to shoot digitally, which in 2002 was still not considered professional quality, Asylum insisted that we shoot on 35mm, but suggested we use left-over stock from other movies. There scraps of film (called short ends) meant that you would constantly run out of film and had to continually reload. I thought the extra time this took erased any potential savings, but Asylum was adamant.

The Davids ultimately found an investor who was willing to substantially increase our budget to \$325,000. It would still mean that none of us would receive much (if anything) as a fee. My directing fee was only \$5,000, an all-time low, but we had faith in the project and believed that the film would gross far more than its budget, so we would share in the substantial profits. I was able to hire Mac Ahlberg in what would end up being the last film we worked on together. Mac Ahlberg in what would end up being the last film we worked on together. Mac was paid a pittance, a fraction of his usual fee, but never complained. Mr. Wendt, already a producer, joined the cast as Duke Wayne, an electrician who seems like a genial good ole boy, but is revealed to be a brutal monster. It was a mind-blowing turn for "Norm", so beloved on the long-running sitcom Cheers. His wife Bernadette had attended an early reading and was absolutely horrified. "I don't know who you are anymore", she told her husband afterward.

I cast my old Aussie friend Vernon Wells and Chicago actor Lonnie Smith as two construction working henchmen, and were able to get a couple of other name actors onboard: Kari Wuhrer to play the beautiful wife of the murdered accountant, and Daniel Baldwin as the cold-blooded owner of the construction company who, in a drunken rant, hires our hero to murder the accountant who is investigating him.

But who would play Sean Crawley, the murderous hero? We clearly needed someone that the audience would instantly like and continue to care about even after he has killed an innocent man. Ron Livingston, who was George Wendt's assistant at the time, had played the role brilliantly in the earlier reading but had since become a young actor on the rise, and his manager did not want him playing a murderer. We offered Ron the role of the poor victim, and his reps allowed this only on the condition that his name would not appear in the credits. Weird.

Many name actors did audition for the role of the well-named Crawley, among them Ethan Embry, who got so carried away during his audition that he slammed his fist into the wall, breaking his hand and thereby disqualifying himself. I was very taken with a young actor named Chris L. McKenna, who had worked as a child actor on the soap opera *One Life to Live*. Tall, good looking, with a likable grin and a terrific sense of humor, I knew Chris had the talent to star in our film and eventually was able to convince the folks at Asylum to allow me to cast him. It was a decision that I have never regretted.

I also hired Carolyn to be our caterer. Her new company, christened Café Carolyn, successfully served independent film production for the next dozen years until her retirement.

We began shooting in a movie ranch near the picturesque Vasquez Rocks. It was August and the temperatures were well over a hundred degrees Fahrenheit every day. It was so hot that our perspiration instantly evaporated. Daniel Baldwin arrived and immediately began flexing his muscles by loudly disagreeing with every direction I gave him. He had recently directed his first film and felt he knew far more than I did. Having gone through the travails of Dennis Hopper, I had no trouble holding my ground and not letting him get to me. One of the first scenes we shot was the climatic fight between him and Chris McKenna during which Baldwin was shoved and smacked his head against the camera's matte-box. We stopped shooting and examined him. There was no bleeding or even a mark, and Baldwin insisted he was fine, so we continued shooting. But the next day, he didn't show up. After many calls to his home and his agent, we finally located him, and he was complaining about a headache. I suggested that he go to an emergency room to be X-rayed. They found nothing wrong with him. We had to scramble to find other scenes to shoot as not to waste the entire day.

The next day, Daniel showed up, and I met with him in his honey wagon. He still complained about headaches, and I suggested that he take the day off to fully recover. This seemed to astonish him, but I didn't want to be held responsible if there was a concussion of any sort. Daniel went home, and we rearranged the schedule so he could have two weeks off. When he finally did return, he was as sweet as pie. We shot his longest monologues, as we were using short ends, the camera would run out to film every two minutes, breaking any rhythm or flow that Baldwin tried to establish. He never lost his cool and delivered the speech brilliantly, and we parted on good terms. He later was so happy with the finished film that he accompanied us to the Seattle Film Festival, where it had its American premiere.

With twenty-eight locations, we could never have afforded to film them all on our meager budget without the help of a program called California First, which allowed us to use any facility owned by the state free of charge. Through this, we were able to shoot on Los

Angeles' new subway system and were even given a train for our own use. It ran back and forth on a short track beginning at its North Hollywood station. The folks at the Midnight Mission in LA's skid row were kind enough to allow us to shoot in their facility, and we were able to hire the homeless to serve as extras in our film. Carolyn ended up donating the leftovers of her catered meals, and they were greatly appreciated.

Things were moving along, and we somehow stayed on budget, but this wasn't enough for The Asylum. Duffy and I were repeatedly called in to meet with them on weekends, where we would be berated by the Davids and Sherri Strain, who supposedly was keeping track of our expenses. "You're using too much film," I was told. "We can see by the dailies that you got the shot on Take 2 but you went on and shot three more takes." Mac Ahlberg had always told me that film is the cheapest item in the budget, and, in those days, you only printed the chosen takes. But they could not be reassured. These meetings went on every weekend, and one day, I walked into David Rimawi's office to see a red, white and green flag hanging on the wall behind his desk. "What's that?" I asked him.

It's a Palestinian flag," he tersely answered. I wondered what the Jewish buyers from other companies would make of this (let alone his partner David Latt, who I knew was also Jewish), and in a few days the flag disappeared, never to be seen again. But the haranguing continued.

"We only shoot one or two takes on our movies," I was told. And that was the straw that finally broke my back.

"You don't make movies," I angrily told them. "They may look like movies, but they aren't movies. This is the first real movie you have ever made, and despite all your bullshit, it's coming out well. When it's done, it will be something we can all be proud of."

The kicker was when Sherri Strain finally admitted that we weren't over budget after all. She had not been keeping up with her bookkeeping and, as a result, she and the Davids were operating in a constant state of blind panic. The result was dispiriting and totally unnecessary. The constant browbeating about money was responsible for some unbelievably stupid occurrences. The most outrageous was the evening we could no longer film a key scene because our line producer had allowed the generator that powered the lighting to run us of gas, completely shutting us down. In order to save a few bucks on gasoline, we lost several precious hours of shooting while a PA ran to a nearby gas station.

There were, of course, some good things about working with Asylum: David Latt proved to be an excellent editor using Final Cut Pro on the office's computer. Karl Hirsch, a bright young assistant, managed to do all the sound work on the computer as well. It was the first time I didn't use a professional sound company to complete a film. The music was composed and played by a talented newcomer recommended to me by my old Full Moon

friend Daniel Schweiger. Dan was now working for Modern Music, finding and cutting temp music for many of Hollywood's biggest blockbusters. When I told him that I thought all movie music sounded alike, he suggested that I check out Bobby Johnston, a one-man band who uses only acoustic instruments and by multi tracking can create the sound of a full ensemble. His score for *Ants* worked extremely well, and I have used him on my subsequent features.

The finished film was quickly purchased by DEJ, the production arm of Blockbuster Video. The deal was for significantly less money than I felt the film was worth, but the Davids were nervous about repaying their investor and made the sale before the film had played a single festival. Foreign sales were brisk, but just as we approached the \$450,000 in sales that would allow us to begin sharing profits with Asylum, all financial reports abruptly ceased.

Duffy and I met with a litigator. It turned out that there was no way to determine how much *King of the Ants* had made. As Asylum often sold the film in bundles with their other films, we were only entitled to a small percentage of each sale, even though it may have been our film that made the sale happen in the first place. The attorney, who would only take the case for a percentage of the money he could recoup, turned us down. As the saying goes, we were shit out of luck.

Asylum began making knockoffs of successful studio films like *Snakes on a Train* (instead of a *Plane*) and producing their own versions of films with public domain titles like *War of the Worlds* that they hoped the public would confuse with the Spielberg film of the same name. They finally hit pay-dirt with *Sharknado*, a film so bad that it became the butt of jokes on *The Tonight Show*. But to the Davids, there is no such thing as bad publicity as long as there is a hefty check to cash.

Every Fear Hides a Wish

"You know what you should do next?" Lonnie Smith asked me one blistering hot day as we worked together on *King of the Ants*.

"What?"

"Edmond." Lonnie was referring to David Mamet's controversial play. I had seen its original production at the Goodman Theater way back in 1982 and had never forgotten it. The story begins as Edmond Burke, a middle-aged, middle-class bureaucrat, visits a fortune teller. She tells him that he is not where he belongs. He immediately leaves his wife, telling her no longer loves her and, in his one-night quest to get laid, ends up abused, beaten,

and incarcerated for murder. The play packs an enormous wallop; it features several insanely racist rants that Emond delivers throughout his misadventures. Mamet wrote the play after the breakup of his first marriage, and the work is filled with extreme anger and bitterness. It also was written like a movie, with a series of short scenes and characters that are reductively named Wife, Cop, Pimp, Whore, and so on. It follows Edmond's descent into the hellish underworld of an unnamed city that is clearly New York.

"When I first saw it, I wanted to kill David Mamet," Lonnie, a gifted black actor, told me. "And I actually went looking for him, finding my way backstage. But by the end of the play, I realized that this was the most truthful thing I had ever seen on stage, and when I finally found David I hugged him. It wasn't long before I joined the cast myself."

Because Mamet and I had parted company on not the best of terms, Lonnie spoke to him about the idea of doing his play as a film. Mamet seemed intrigued by the idea and suggested we ask William H. Macy to play the title role. He also suggested we contact Julia Stiles about playing the doomed actress that Emond murders.

With Mamet's blessings and a screenplay version of the play that he had written, Lonnie, Duffy Hecht and I started making the rounds of the studios and production companies looking for backing. When the executives heard that we had a script by Pulitzer Prize-winning Mamet with William H. Macy and Julia Stiles attached as stars, they were extremely interested. "We'll read it this weekend," they had told us.

Then we never heard from any of them again.

So, we proceeded down the food chain, meeting with smaller and smaller independent production companies. Eventually, we ended up at Muse Productions, the company founded by Chris and Roberta Hanley and located in Venice Beach. Soon they were talking about making a deal with us.

We met with them several times to discuss terms, and it was not unusual for us to show up at the appointed time (usually two in the afternoon) and then be kept waiting, often for more than an hour. Chris and his associate Molly Hassell would finally come breezing in, all smiles, saying that they had stopped to get coffees at Starbucks or something. I later learned that Molly was a trust-fund baby and Chris was married to a billionaire's daughter, so they both possessed a sense of entitlement that apparently didn't require them to ever apologize for keeping us waiting.

One of the first meetings was with Gary Rubin at his First Independent Pictures. Gary, a high-strung fellow, turned out to be a huge Mamet fan. His main concern seemed to be the scene in which Edmond is sodomized by his cellmate. "How would this be portrayed?" he wanted to know.

The scene is not shown on screen as scripted, but Gary seemed to be so nervous about it that I began to suspect that he really want to see it. As Mamet says (in my favorite line in the piece), "Every fear hides a wish." When I kidded Gary about this, he got so offended that the deal almost fell through on the spot, and I had to profusely apologize to him to get things back on track. First Independent would be the American distributor of the film, and the final contract stipulated that I would have to call Gary Rubin before shooting the sodomy scene to quell any and all of his fears/wishes.

Hanley ended up piecing together the financing from twenty-nine little production companies. "Instead of asking one company to give us a million dollars, we got a million companies to each give us a dollar," Bill Macy later said. There were so many production companies that when all their names came up during the opening credits, it would often get a laugh. But I've since notice that this is pretty typical for the way independent movies get financed these days.

Molly Hassell was friends with Bai Ling, the beautiful Chinese actress. I thought she would be perfect to play the peep-show girl that repeatedly encourages Edmond to "Take your dick out!" Bai wanted to meet to discuss the film, and we got together in an udon noodle restaurant near La Cienega Boulevard. She showed up wearing a tiny mini dress unbuttoned to her navel, and the entire place went completely silent as she walked in. The girl really knows how to make an entrance.

"I've read the script," she told me, "and I'd like to do it."

"Great!" I replied.

"I want to play Edmond." I was stunned and stammered something about the fact that we had already cast Bill Macy in the role. She quietly took this in and then replied, "Then I'd like to play the Prisoner."

I wasn't sure if she was kidding, but she seemed deadly serious.

"I don't think they allow men and women in the same cell," I replied.

"But I think you'd be terrific as the peep show girl."

There was a long pause and Bai finally nodded. "Okay. What does a peep show girl do?"

I tried to explain what a peep show was, but finally realized that it might be best for Bai Ling to visit one and see for herself. She and I headed to a peep show in North Hollywood and together we entered one of the tiny cubicles where a surprised dancer did her routine for the two of us.

When we filmed her scene, she was absolutely fantastic – funny and sexy and bit threatening. I was just about to release her when she took me aside. “Stuart,” she whispered, “You didn’t shoot my butterfly.”

I was confused, “What butterfly?” I asked her.

And with that, she pulled down her G-string to show me a glittering fake tattoo of a colorful butterfly right above her shaved... I instantly called back the crew to grab a shot of her butterfly.

Directing a David Mamet script definitely had its perks. Every agent in town was calling to sell us on using one of their clients. As the script was essentially a series of short scenes with characters who didn’t reappear, it meant that most of the actors would work only one day. This made it extremely easy to fit our shoot into their schedules. One agent called to recommend his client Mena Suvari of *American Beauty*. When I told him we’d want her to play the Whore, he seemed happy. “Do you have anything for Denise Richards?” he wanted to know. So we were able to get them both. I had a stellar cast that included Dulé Hill of *The West Wing* and *Psych*, Dylan Walsh of *Nip/Tuck*, and Bokeem Woodbine of the television series *Fargo*. It was also the first time I worked with Russel Hornsby, who went on to star in my next film *Stuck* and later the television series *Grimm*. I was also able to cast old friends like Joe Mantegna, Debi Mazar, Frances Bay, George Wendt, Jeffrey Combs, and former *Organics* Mike Saad, Bruce Young, and Vinnie Guastafarro. I cast Rebecca Pidgeon (Mrs. David Mamet) to play Edmond’s wife, and even offered to make David a producer, but he turned me down. “That’s like asking someone at the Nuremberg trial if they want to be a Nazi,” he told me. He visited the set on our first day of shooting and seemed pleased with what he saw. I told him he had an open invitation to join us during the shoot, but he demurred. “This is your honeymoon,” he replied, and indeed it was. Working with Mamet again reminded me of our days together on *Sexual Perversity* thirty years earlier. It made me feel young and alive.

We began shooting before we had raised the complete budget, never a good idea. Normally, this would not be allowed by the completion bond company, but in an effort to save money (and avoid the medical physical), I had convinced the producers not to have a bond. Duffy and I offered to cover any overruns ourselves, confident in our ability to keep within our meager budget.

This ended up biting us in the ass when one of our cinematographer’s assistants pulled the rug out from under us by turning our non-union shoot into a union one. The teamsters showed up, shutting down our production until we signed our entire crew to union contracts. Duffy and I lost most of our fees paying for the additional costs of pension and welfare. This was bad enough, but the situation got worse when our producer, Chris

Hanley, disappeared. There had apparently been a falling out between him and Molly Hassell. We were initially told she had been let go, but the next day, there she was, and Hanley was nowhere to be found. We later discovered that Hanley and his wife had left for their vacation home in Africa, and the inexperienced (and appropriately named) Ms. Hassell was now running the show. This added a whole new level of chaos, but working with Bill Macy more than made up for it. He was an absolute delight. Although the character of Edmond had more dialogue than *Hamlet*, Macy never seemed stressed but was always completely at ease. I called him the Fred Astaire of actors as he made it all look so effortless. The other performers had no choice but to follow his good-natured lead, and as a result, the set was always happy and productive.

A very nervous Julia Stiles arrived to do her most demanding scene, which climaxes with her murder. It's a fifteen-page scene and builds from comedy to horror, perhaps the most difficult scene in the film, so Julia's nerves were well justified. After a few awkward takes, she nailed her first sequence and announced that she was "Out of the gate," and from that moment, the then-twenty-two-year-old actress was confident and absolutely brilliant. My job as a director was incredibly easy on *Edmond*. All I had to do was point the camera at the actors and let them and Mamet's exceptional dialogue do all the work.

We shot with downtown Los Angeles doubling for New York. The problem was that we needed the hustle and bustle of crowded nighttime streets, and LA's downtown emptied quickly after 5:00 PM quitting time. Because we couldn't afford to hire extras, we only had a couple of hours to shoot before downtown turned into a ghost town. We spent nearly every evening from five to seven shooting out street scenes. Several of these involved Edmond interacting with a pair of black guys playing Three Card Monte, a gambling game in which you try to pick the red queen. Dulé Hill played the sharper, and he became quite good at it. Real passers-by would stop to play the game, plunking down five- and ten-dollar bills, unaware that they were being filmed. Dulé would artfully fool them every time. I kidded him that if he ever decided to give up acting, he could easily make his living at Three Card Monte. Of course, after each take we'd get the unwitting participants to sign releases and we'd return their money.

Russel Hornsby played Dule's skill, and he would keep up a steady stream of conversation, riffing with the passers-by. I found his patter hilarious but worried that Mamet wouldn't be amused, as he is notorious for insisting that his lines be read exactly as written, however when David saw the finished sequence, he was as charmed as I was.

When we wrapped principal photography, I discovered that Molly Hassell had neglected to pay the crew for their final two weeks of work. Instead, she headed off with a friend to a vacation in the Bahamas. I was livid, as it put the rest of us producers in an extremely awkward position, and Molly was not responding to any calls or emails. I had no choice but

to refuse to work on post-production until my cast and crew were paid. They finally received their salaries – months later.

Andy Horvitch again was my editor, and David Mamet showed up one day with his wife Rebecca to watch a rough cut. When the peep show scene with Bai Ling came up, Mamet was transfixed. “I’d like to fuck her,” he said.

“So would I,” added Rebecca.

Gary Rubin (whose email address earned him the nickname Grubin) showed us the American poster, which looked exactly like the poster for Mamet’s last film, *Heist*. It featured a large close-up of William H. Macy, Julia Stiles, Denise Richards, and Mena Suvari, and called the film “A heart-pounding thriller!” Bai Ling broke down in tears when she saw that she had been left off the poster. It was very dispiriting to think that Rubin had so little faith in our film that he wanted to present it as something other than what it was. When the film was released on DVD, a forty-five automatic was prominently featured on the box cover artwork, even though no gun appears in the entire movie.

Edmond was invited to screen out of competition at the Venice Film Festival. The screening was scheduled for midnight on, I believe, a Tuesday evening. I expected the theater to be half empty but was amazed to find a full house. It was hard to read the reactions of the audience, because there were none. The film was subtitled, but I wondered if they were getting Mamet’s unique and, in many cases, darkly funny dialogue. But when the film ended, the entire audience leapt to their feet and gave us a standing ovation that went on for at least twenty minutes. Bill Macy and I stood and bowed again and again.

William H. Macy won several acting awards for his exceptional work in our film, including the Astor Award at the Mar del Plata Festival in Argentina. We were invited to screen our film at the prestigious Telluride Festival, high in the Rockies. I exchanged my first-class ticket for several coach seats so I could invite Duffy Hecht and Lonnie Smith to accompany me. This was the first time that the film had been screened for an American Audience, and some outraged audience members loudly shouted insults as they walked out, while others stuck around for spirited discussions.

It reminded me of the first time I had seen the play.