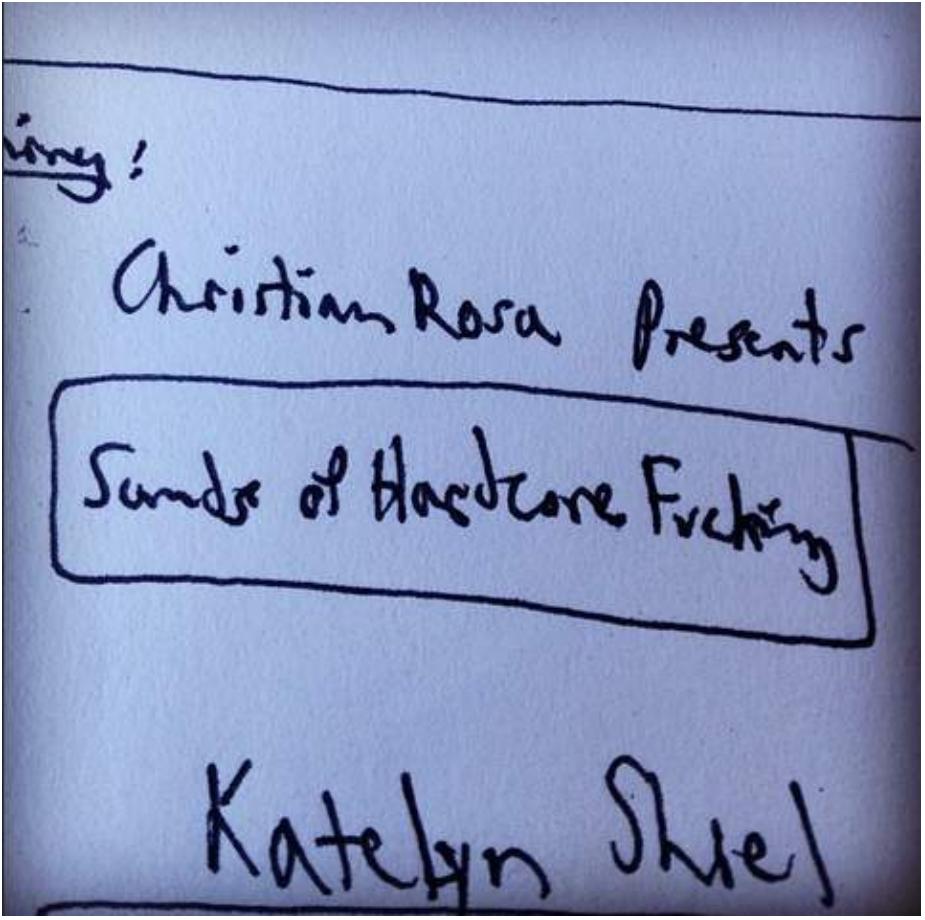




PRODUCTION NOTES
&
BEHIND THE SCENES MATERIAL



Here we have one of several misspellings of Kate's surname. They haunted Eugene throughout the movie, but were all duly corrected.

The genesis of *A Wonderful Cloud* really has 2 sources:

Kate Lyn Sheil (*Katelyn*) - who encouraged me to try my hand at an improv film after I discussed my recent scripting woes with her - and

Christian Rosa (the EP) - who had been unrelenting in his desire to fund a project for me to direct, and was unwavering when the time came to write a check.

Kate and I began emailing on the 19th of May, with the loose idea that it might be possible to produce a movie that coming summer—her schedule permitting. At the end of May she said she'd have a small window between late June and early July. Christian handed me a check on June 8th, 1 hour after I pitched the idea to him.

I was immediately excited about the film when I figured out the opening titles would be over imagery intercutting Kate's flight with Eugene's dissociative relationship sex.

I started mapping out these cuts by hand on June 10th. Taking pen to paper often helps me figure out rhythm.



Kotlyarenko writing on little sleep, looking like the sad clown that he is.

The bulk of the story was written in a flurry on June 11th, from 115-330 AM. I can actually see the edits as they were made in my Google Drive History. Pretty chill. First there was nothing and then 8 pages. This was based off of stuff that I spitballed with Kate the previous three weeks.

Another set of revisions were made on June 16th and June 20th, with major contributions from Brande Bytheway (Producer), Dan O'Sullivan (DP), and Joan Howard Lee (Production Designer).

By June 20th we had moved completely into a Shooting Script-style scene breakdown, which we would use on set. It was edited heavily in Google docs until June 26th - at which point the shoot began and all of our revisions were done on paper. This shooting script had 65 scenes and mirrors the final film very closely.



Lauren Avery looks on with a mix of interest and confusion, as Eugene probably attempts to explain something meaningless.

While the story and script I was developing, mostly focused on the arc between Kate and Eugene, I met with the other actors to brainstorm the nuances of their characters. We worked to figure out their tone and potentially any lines we liked ahead of time.

Lauren Avery (Lauren) came over while I was writing and we talked on my porch for a few hours. I encouraged her to explore some of the breakup trauma she was going through at the time, on screen. I'm glad she trusted me enough to do that for the cameras.

Being on the juice cleanse regimen was her idea. Since it was important to the plot that her character "has a printer" (lol) I told her that she might consider herself a poet and so should recite a poem to us. I asked her to write one herself, the only stipulation being that it had to include the phrase "a wonderful cloud" in it. I love the encounter we have with her.



Here Brande plays the door person, Lisa plays Kate and Eugene is... Eugene. Lol

I remember a few hours after Christian wrote me the check I ended up at a party where I saw Brande Bytheway (pictured far right). We'd already made several intense music videos together and I knew that she was the only one capable of making what was bound to be an ambitious project, on a small budget in very little time. Obviously it was fate that brought us together so soon after my meeting with Christian.

I asked her if she wanted to produce a movie about exes on June 8th. I told her I had no script, no cast besides Kate, and no crew lined up. On July 8th we were finished filming! A huge part of that is due to Brande's ingenuity and hard work.

This photo is from June 17th. Brande, Dan O'Sullivan (DP), Lisa Katnic (Costume Designer) and I went to La Cita on a location scout. Even though we'd been there many times before, at the "Mustache Mondays" party that's depicted in the film, we wanted to get a sense of the space from behind the lens. It was great that we did, because that was definitely one of the toughest locations.



This image speaks for itself... but also let me note how integral production design and costumes are for a movie that is "low budget naturalistic." If you want to capture something interesting about everyday banality you have to conceive of it precisely.

Joan Howard Lee concocted this special sauce which we used several times throughout the film from a recipe provided by Brande. It's impressive in its verisimilitude.

Lisa Katnic's inspired costume choices also played an integral role in helping set the tone of the film and vibe of the characters. Kate said that, only after we met with Lisa did she begin to fully inhabit this character. Of course to understand the type of fashion designer she was playing, Kate would have to know how she dressed. Lisa crafted that part of the persona perfectly.

Details like wardrobe are especially crucial when actors are being asked to play variations on themselves. Putting them in new clothes gives them the space to NOT BE THEMSELVES. Which of course adds dimensions to their portrayal and freedom to their performance.



Vish and Eugene get ready to make love...for the cameras.

The first scenes we shot were the sex scenes. I guess the received advice is to begin a shoot with something easy and smooth to help build confidence and momentum. I'm not sure if simulated cunnilingus qualifies as that, but that's what fit best with our schedule a la Brande.

All credit goes to Rachel Lord (*Joy*), who unabashedly allowed my face and the camera to get close to that special area. I knew it would make for an iconic and startling "in a movie by" image. I love Joy's blow-up scene, where we finally reveal her on-camera.

This photo was taken shortly before we filmed the latter sex sequence from the movie. I think my character is about to inadvertently imagine having sex with Vish. Joan looks on to make sure the bedsheets haven't changed too much because this sequence will be jump cut.

Laban Pheidas our renaissance utility man, slates this one. He had a way of pronouncing the movie's title in the most comedic fashion. His energy with that never let up and it was really inspiring to hear a funny and unexpected variation at the beginning of every take.



From L to R: Eugene, Kate, Anna Dewey Greer (*Lifft* Driver), Lisa Katnic
(Costume Designer)

This was taken outside KCHUNG in Chinatown, where we did the radio station sequence. A few DJs did me a solid and gave up their sets for the shoot. I think it took us about 4 hours..

The iPhone footage from that sequence was shot by Kate a few evenings after principal photography wrapped - just her and me.

Right after we finished the radio station, Kate and I changed into our July 4th clothes because Brande planned to use the ride back from the station to my house to grab an exterior of us in the Lifft car. Anna Dewey Greer met us, and Dan rode in a car parallel to us, filming down Broadway.

We did all the other Lifft stuff when we got back to my house - then a few other interstitial scenes before heading out to La Cita and filming the Mustache Madness sequence. We wrapped around 3am.

This was an extremely long day. The way you shoot a feature film in less than a fortnight is through a series of extremely long days.



Vishwam Velandy takes a cigarette break and takes a tumble when the 99-cent store cooler he sits on collapses underneath him.

We shot all of Vish's scenes across the first two days. By May 2014, he had moved to New York and was no longer my neighbor. He had to fly out with his own money to be in the movie - because we didn't have enough of a budget to cover him. I told him if he paid for the ticket, I'd write a role for him in the movie. Sometimes creativity is as simple as that. The person subletting his spot was luckily out of town those 3 days and Vish still had the key - lol

Vish is such a funny and handsome guy. When we hung out IRL, I often lamented that his lecherous but charming worldview was forever released into the ether without any documentation. His is a sort of classic masculinity that taps into the absurd and desperate male Id. Definitely not some simple bro or stoner energy. It's a vibe I don't see effectively explored too much these day.

I'm glad he went for it and bought his own ticket. A vote of confidence like that can be very inspiring for a director. I hope one day we can pay him back.



A panoramic view of the White Party. From L to R: Joan Howard Lee, Tierney Finster, Niko Karamyan, Dan O'Sullivan, Kate Lyn Sheil, Eugene Kotlyarenko, Machine Maclaughlin, Beth Pickens, Abdi Taslimi, Renata Raksha, Peter Moran

On Day 6 we shot the White Party. Since the Eugene character isn't at this event, it was my one opportunity to be directing completely behind the camera for a full day. We were able to stick closer than usual to the shot-list here. Which was interesting because this was the most restrained environment — practically everything is shot static, on a tripod. I think that helped set the tone for the type of uptight-bland energy which runs throughout this sort of function, offering a contrast to the more visually casual environment of Eugene's, which we keep cutting back to. Here, things are very mechanical - slow zooms, focus shifts, staid two-shots.

Not pictured here, but integral to this sequence was Mikki Olson (*Mikki*). I met Mikki at a party 6 months earlier, where she was making a prank phone call and cracking everybody up. Her ability to mess with the person on the other end with complete spontaneity and creativity, made it clear that she was a born improviser. After not seeing her for months I ran into her again, at the exact same party where I saw Brande on June 8th. I told Mikki about the movie then and there; 25 days later, I was excited to get her on camera and capture her magic.



Lisa Katnic and Brande Bytheway: Balcony Commandos @ the White Party

Brande and Lisa look on from above, to survey the extras, make sure they're all conforming to the dress code, and help direct the energy of the crowd.

Like all of our locations and extras, the Day 6 shoot was made possible by a fair amount of begging, pleading and thanking. Ultimately, complicated scenes in a movie with our resources, can only come to fruition through favors, benevolence, friendship and the promise of a tasty meal or two.



Dan O'Sullivan films Eugene's Magic 8-Ball madness.

"June 11, 2014, 9:10pm

Hey Eugene-

Funny to receive this email tonight. I was just consulting the I Ching this evening before you sent over the treatment. Wondering if it'd be a good idea for me to commit to the project.

I was told that initiating large-scale projects now is favored. There will be no major obstructions to my plans.

So that's great I'll get on this! I'm up to meeting up anytime after noon tomorrow and forward.

-Dan"

Like many of the fortuitous developments that took place during pre-production, Dan's chance encounter with the I Ching proved to be crucial to the movie getting made at all. His dedication knew no bounds, as he made one personal sacrifice after another so we could have the best crew, the right equipment, and the perfect shots, regardless of the limits in our budget and schedule. We met several times every day, often in marathon sessions, going over references, set-ups and locations. I think Dan got even less sleep than me during production.

On set, he's a calm and jovial force whose good will, sense of humor and flexible nature proves contagious.



“...only in the left ones.”

Even though the film doesn't fit into a strict genre, I wanted it to riff on the energy that courses through a Romantic Comedy... filtered through our own unique sensibility of course.

When we were trying to figure out a way for Joy to retaliate against Eugene's inconsiderate behavior, I believe Joan, the film's production designer and my girlfriend IRL, said something like, “if you really pissed me off, I'd poop in your shoes.”

Joan's trained as a sculptor and ingenious with materials, so she was able to give the turds an impressive likeness, that sells them up on the big screen.

When we began rehearsing it and figuring out the blocking, I immediately thought of the lobster scene in *Annie Hall*. I got excited to see how we could try to make this the weirdest possible variation on that. Still not sure if we succeeded, but I've heard a good combo of laughs and groans.



Really big fan of the movie. Gave great feedback during a preview!

One of the first things I mentioned to Brande was that, even though we had such a tiny budget, I really wanted us to get shirts made for the cast and crew.

Luckily, she was able to get us an incredible deal through a friend of hers and this iconic little piece of cloth was born, replete with my favorite inane promo line— “Now a Major Motion Picture”

We were so busy in production when the shirts arrived, that they actually sat around in a box for the last three shoot days. At the wrap party however, we were finally able to disburse them to the cast and crew.

Somehow one ended up on this cute little guy to the left.



You never sleep.

You argue with people that you love and respect.

You find yourself second-guessing decisions that were settled long ago.

You scramble for control in the face of a reckless universe.

You immediately regret moving on, always wondering whether a scene could've been better.

You beg for more money and more time.

You try to inspire those around you, even at the expense of your own confidence or dignity or vocal chords.

Did I mention you have to be awake before you've even gone to bed.

And still in the face of all that, directing the actors, being on set with the crew, figuring out shots, working out the blocking and getting the timing just right, can culminates in some of the purest feelings of love, I've ever had. As everyone pushes to make something special out of a small spark you had months or even years earlier, you come as close to happiness as you can.



We filmed the last shot 56 times. I think we used the right take.

Dan and I found this parking lot during a scout. Along with filming several scenes at the airport, this was one of our more notable location coups.

This was our last day of filming. The shoot day lasted from 7am on July 6th to 12:30am on July 7th. In order, it consisted of:

- The entire morning scene of the 2nd day in the movie:
 - Kate wakes up and uses Eugene's computer
 - Kate, Eugene and Eugene's Mom are on Skype
 - Kate and Eugene discuss the paperwork and printer in the morning
- Kate's asleep in the morning, Eugene drops the signed document on her
- Eugene and Kate get into the car to leave for the airport
- Eugene messes with his car battery before driving Kate to the White Party
- Eugene at The Flea Market, the Parking Lot and in His Car
- ~~-Brande and Eugene discuss the thrifting business and his feelings [CUT]~~
- The final shot of Eugene on the hood of the car [pictured left]
- Kate and Eugene drive home from the airport (2nd Attempt)
- Eugene diverts Kate from the car so they can feed Vish's cat
- Eugene and Kate walk back from Mustache, Kate asks to sleep at Vish's
- Eugene walks home alone + Kate walks to Eugene's alone
- Kate and Eugene Slow Dance at Night + Fall asleep together
- Eugene Masturbates



This is the third time Ben (left) and I have edited a big project in his apartment during a hot, L.A. summer. Sometimes we wear shirts and sometimes we don't.

When I approached Ben Moses Smith about editing my new feature, he had just gotten his heart broken. I felt his pain, but I also felt like this must be another sign. For him to work on *Cloud*, after something like that, was just too perfect. LOL

He had a few concerns though: mainly that this was an improv film without any written dialogue, no script notes, chaotic coverage and no budget! Which was all quickly put to the wayside, when he more or less let me move into his apartment till we hit the Director's cut. Sara Parrish and I synced and organized all the footage as Ben began cutting. All the while I was making us hearty salads for lunch, while Joan would swing by and cook us dinner when she could.

Much more than a conventionally scripted film, *A Wonderful Cloud*, had to be written in the editing room. Since no 2 takes were identical, Ben and I had to discover which lines and actions worked best to make each scene feel complete. On the other hand, very little tinkering was done with the overall structure.

To get by through post, we took on other jobs, pushing *Cloud* hard whenever we were free. By September 2nd we had an assembly and a fine cut by the beginning of October. I'd essentially taken a movie from homunculus to final cut in less than 4 months.



Kate looks over at the camera, probably because she knew one day we would need great “Behind The Scenes” photos like this. Ben is more skeptical.

Kate visited us a few times during post-production: dropping off iPhone plane footage, doing ADR and finally giving us notes on the Director’s cut.

Generally, I think it’s good practice not to show an actor the unfinished piece they star in. You obviously don’t want to shake their overall confidence, but more importantly you don’t want to be too influenced by them. An actor watching something he knows can still be changed will usually offer misplaced feedback, sacrificing the health of the film for the maintenance of their image within it.

But Kate is a really special actress and cinephile. She loves films in a really pure way. I knew her criticism would come from the right place: that of wanting the best possible movie. After we showed her, there was a long convo, prob over three hours.

Later that night, Ben and I applied most of her notes. I’m confident the film is better for it.



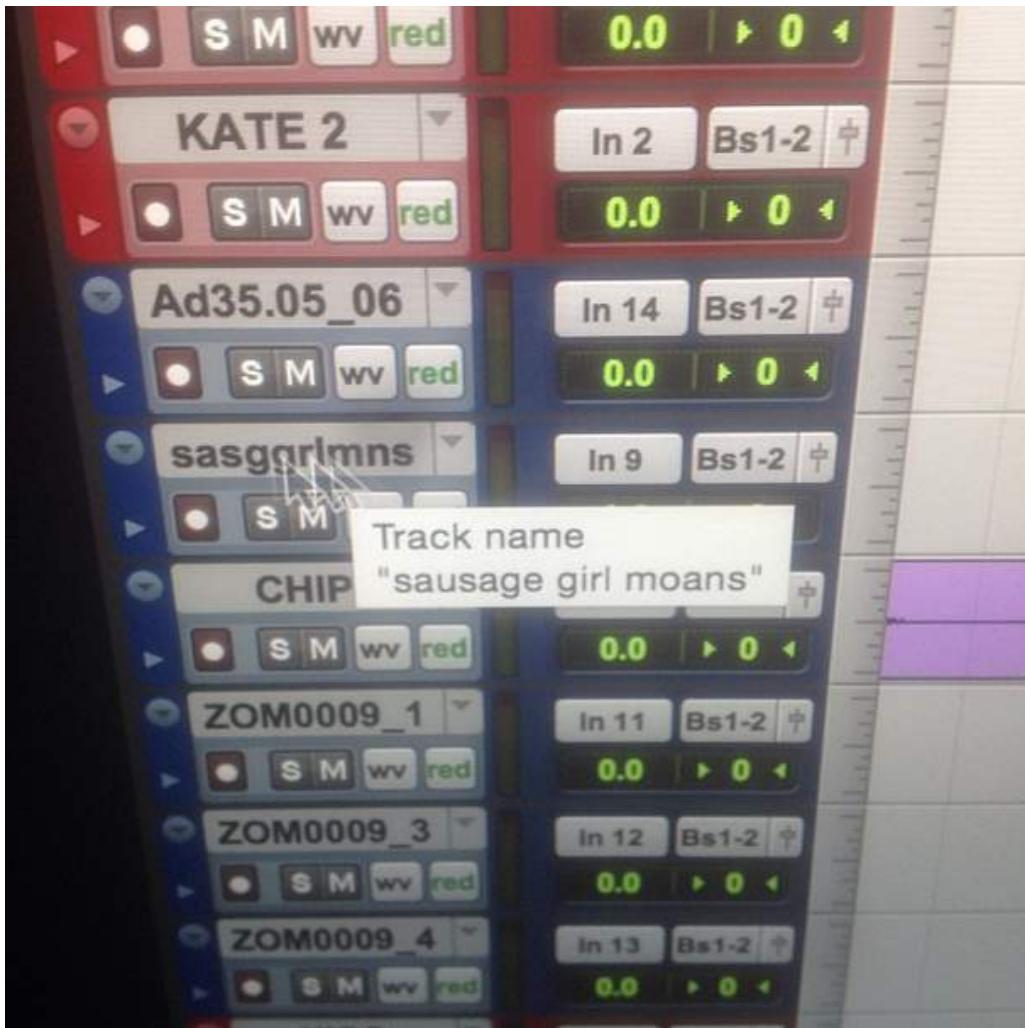
Jake mans the boards up at his Sound Suite in Shadow Hills. Our mixing ended early a few nights, when his neighbors got too rowdy.

Jake Viator was our sound wizard. He did Production sound AND the Sound Design. This sort of vertically integrated control over sound from beginning to end is obviously rare in most movies, where every differentiated task is specialized. But when the resources are sparse, a filmmaker is lucky to find people who have an ethos more akin to the fine artist— crafting something from conception to completion.

Jake had built a mini-facility in a shed on his property. We probably went at it together for a cumulative 4 weeks, whenever Jake was free over the 5-month post-production cycle.

As we were coming towards the end, he had to take on a lucrative commitment and we had to scramble to figure out the best way to finish the mix.

Luckily, Ben was able to get in touch with, Wildfire/Sonic Magic, a company that came to our rescue. We ended up finishing the mix on a soundstage situated between Warren Beatty's Howard Hughes film and Julie Delpy's new movie. Three writer-director-actors just finishing up their mix. Only in Hollywood!



The best way to maintain your joie de vivre as
the months of post-production creep on and
everyone is still working for free:
Comical Track Names



Eugene and the film's Executive Producer, Christian Rosa, posing like Oscar statues in their Cloud shirts.

Making films means undertaking an endeavor very different from that of the conventional artist. Mainly, it's highly collaborative and, even on the smallest scale, requires a serious financial investment.

The movie was very lucky to have Christian Rosa as its Executive Producer. I think because he's a painter, he knows the fragility of the creative process and the importance of respecting the artist's vision. In filmmaking, that takes on an added dimension, since it's the collaboration of many creative agents guided by the director. The last thing this complicated alchemy needs is the intrusion of an outside voice, not in tune with all the creative details being hashed out.

The filmmakers I like best are fully intent on engaging the largest possible audience with their work. They're striving for entertainment, no matter how strange or unconventional or challenging. And it's good for business! Many financiers don't get that the Director you hired is inside the project, gearing it towards maximum entertainment — that's why you probably gave her money in the first place. Why would you ever force her hand towards decisions she doesn't believe in or understand?

Christian never demanded any changes to the script or the different cuts we sent him. He offered only encouragement of the moral, philosophical and financial kinds, from beginning to end. When I sent him the final cut (before final color/sound/titles) he watched it 3 times in a row with his friends and told me they couldn't stop cracking up. It was one of the most rewarding things I could hear as we were wrapping up *A Wonderful Cloud*.