



Metro-Goldwyn-Mayer Pictures presents

SOUL PLANE

starring (in alphabetical order)

TOM ARNOLD

KEVIN HART

METHOD MAN

and SNOOP DOGG as Captain Mack

also starring

K.D. AUBERT
D.L. HUGHLEY
RYAN PINKSTON
SOFIA VERGARA

GODFREY
introducing ARIELLE KEBBEL
MISSI PYLE
GARY ANTHONY WILLIAMS

BRIAN HOOKS
MO'NIQUE
SOMMORE
JOHN WITHERSPOON

Casting by

SHEILA JAFFE, CSA
GEORGIANNE WALKEN, CSA
ULYSSES TERRERO

Executive Producers

PAUL HALL
BO ZENGA

Music by
THE RZA

Music Supervisor
MELODEE SUTTON

Costumes Designed by
SHAWN BARTON

Edited by
MICHAEL R. MILLER,
A.C.E.

Production Designer
ROBB BUONO

Director of Photography
JONATHAN SELA

Produced by
DAVID SCOTT RUBIN
JESSY TERRERO

Written by
BO ZENGA & CHUCK WILSON

Directed by
JESSY TERRERO

Unit Production Manager	David Scott Rubin
First Assistant Director	Rick Johnson
Second Assistant Director	William Purple
Second Assistant Director	Danny Green
Production Supervisor	Todd Lewis
Associate Producer	Rick Johnson
Re-Recording Sound Mixers	Chris David Terry Rodman

CAST

Mr. Hunkee	Tom Arnold
Nashawn	Kevin Hart
Muggsy	Method Man
Captain Mack	Snoop Dogg
Giselle	K.D. Aubert
Gaeman	Godfrey
DJ	Brian Hooks
Johnny	D.L. Hughley
Heather Hunkee	Arielle Kebbel
Shaniece	Loni Love
Jamiqua	Mo'Nique
Billy Hunkee	Ryan Pinkston
Barbara	Missi Pyle
Cherry	Sommone
Blanca	Sofia Vergara
Flame	Gary Anthony Williams
Blind Man	John Witherspoon
Riggs	Stephen Keys
Tamika	Angell Conwell
Judge Pong	Robert Isaac Lee
Jury Foreman	Charles Walker
Reporters	Brent Strickland
	Laura Rogers
Boarding Agent	Brian Mulligan
Flight Attendants	Stacey Travis
	Donna Cooper
	Elisha Wilson
Woman (Worldwide Air)	Nancy Gibbs
Ticket Agent (Worldwide Air)	Kendall Carly Browne
Jerome	Dwayne Adway
Thug (Flight Attendant)	Terry Crews
Rich Woman	Angela Robinson
Middle Eastern Passenger	Sayed Badreya
Himself	Chris Robinson
Himself	Lil Jon
Himself	Big Boy
Himself	Karl Malone
Themselves	East Side Boys
	Big Sam
	Lil Bo
Themselves	Ying Yang Twins
	Kaine
	D-Roc

Herself	La La
Bartenders	Chemin Martinez Lanisha Cole
Carter Seersucker	Bob Morrisey
Sexy Flight Attendant	Crystal Mattison
Chinese Stripper	Francine Dee
Latin Stripper	Vanessa Ordonez
Strippers	Sundy Carter Lauren Reau
Giselle's Father	Jeris Lee Poindexter
Business Man	Don Wilson
Dre	Double Trouble
Stunt Coordinator	Billy Washington
Stunt Players	Conrade Gamble II Robert L. Taylor III
Art Director	Jeff Wallace
Set Decorator	Tracey Doyle
Assistant Art Director	Hillarie Hirsch
"A" Camera Operator	Gregory W. Smith
First Assistant "A" Camera	Michael Weldon
Second Assistant "A" Camera	Kimberly Cousins-Illas
"B" Camera Operator	Maurice K. McGuire
First Assistant "B" Camera	Bob Hall
Second Assistant "B" Camera	Hector Rodriguez
Loader	Dan McFadden
Still Photographer	Bruce W. Talamon
Video Assist	Harve Cook
Script Supervisor	Jules Stewart
Production Coordinator	Shannon Hamed
Accountant	Michael Revell
Chief Lighting Technician	James E. Davis
Assistant Lighting Technician	Hal Groshon
Key Grip	Mark Hyde
Second Company Grip	Matthew Siess
Dolly Grips	Sean Devine Danny Stephens
Location Manager	Jennifer Dunne
Assistant Location Manager	Leslie Morrow
2nd Second Assistant Director	David Waters
Post Production Supervisor	Steve Barnett
Assistant Editor	Lisa Cossettini
Apprentice Editor	Petra Demas
Supervising Sound Editor	David Wadley
Sound Effects Editor	David E. Stone
Dialogue Editors	Mary Andrews Karen Spangenberg
ADR Editors	Bobbi Banks, MPSE Frederick Stafford
Foley Editors	James Christopher Donald Flick
Sound Editing by	Art of Sound
Mix Recordists	Martin Schloemer Mathew T. Duncan

Mix Engineer	Michael Morongell
Foley Artists	Sean Rowe Laura Macias
Foley Mixer	Shawn Kennelly
ADR Mixers	Eric Thompson, C.A.S. Chris Navarro
ADR Recordists	David Bach Chris Navarro
ADR Voice Casting	Barbara Harris
Production Sound Mixer	Craig Woods
Boom Operators	Mark Jennings Steve Sollars
Cable	Laura Rush Marcus Ricaud
Additional Music by	Chris Lennertz
Music Consultant	DJ Mormile
Music Editors	Robb Boyd Carl Kaller
Score Orchestrated, Arranged and Conducted by	Philip Giffin
Engineers	Bobby Fernandez Jeff Vaughn
Recorded at	Scream Studios Sonic Fuel Studios
Orchestra Recorded and Mixed at	Paramount Studios
Music Preparation Supervisor	Steve Morrell
Midi Engineers	Emir Isilay Daniel Gotz Dan Weniger
Orchestra Contractor	Debbi Datz-Pyle
Costume Supervisor	Anthony Franco
Men's Set Costumer	Tom MacDonald
Women's Set Costumer	Dahlia Schuette
Costumers	Lorraine Mahru Paige Geran
Set Costumers	Tyra Youland Kresta L. Lins
Snoop Dogg's Dresser	April Roomet
Assistant to Shawn Barton	Robin McMullan
Make-up Department Head	Lynn Barber
Key Make-up Artists	Stephanie Coffey Denise Pugh-Ruiz
Mo'Nique's Make-up Artist	Sheila Evers-Blackmon
Snoop Dogg's Make-up Artist	Tasha Hayward
Hair Department Head	Sterfon Demings
Key Hair Stylists	Brian Andrew Tunstall Andrea Jackson
Hair Stylists	Debra Brown Debbie Pierce
Mo'Nique's Hair Stylist	Toni Bell
Property Master	Guillaume Delouche
Assistant Property Master	Dervon Herron
Lead Man	Michael Brogan
Buyer/ Assistant Set Decorator	Nicole Selmo
On Set Dressers	Colman Costello

	Craig Handschu
Construction Coordinator	Daniel Brewer
Construction Foreman	Kent Kidman
Paint Foreman	Louie Logerot
Standby Painter	Lilly Kristin Frank
Set Designers	Timothy M. Earls Greg Hooper
Special Effects	Full Scale Effects
Special Effects Foremen	Kelly Kerby Ron Mathews
Transportation Coordinator	Howard Davidson
Transportation Captain	Jim Frear
Unit Publicist	John Pisani
Assistant Production Coordinator	David Nico
Assistant Accountants	Cheri Jacobs Brigitte Pauli Katy Tatian-Genovese
Production Secretary	Virginie Drouot
Post Production Accountant	Victor Valencia
Assistants to Jessy Terrero	Ruby Flores Leslie Terrero
Assistant to David Scott Rubin	John Nguyen
Assistant to Paul Hall	Wesley Jones
Casting Associate	Meg Morman
Casting Assistant	Vanessa Rodriguez
DGA Trainee	Vernon Davidson
Production Assistants	Ajeenah Abdus-Samad
Mark Armentano	Dennis Burrell
Andre Campbell	Alton Clinton
Joe Dornich	Lyle Graham
Leslie Marriott	Andy Sipes
Michael Vines	Richard Washington
Aaron Wolf	
Extras Casting	Tina Kerr
Extras Casting Assistant	Russ Holt
Catering	Alex Gourmet Catering
Craft Service	Houston Craft Service
Animal Trainer	Hollywood Animals
First Aid	Anthony Woods
Security	Stanback Security
Clearance Coordinator	Mark Meloccaro
Choreographer	Vergi Rodriguez
Visual Effects by	
Pacific Vision Productions	
Visual Effects Supervisor	David D. Johnson
Digital Artists	Bill Church Anne Graham Sean Kennedy Brian Clawson Steve Koch

Second Unit Supervisor John Coats
Roto Artists Etienne Terblanche
Pamela Baczuk

Digital Visual Effects by
Title House Digital
Visual Effects Supervisor Marlo Pabon
Visual Effects Producer Josh Comen
Digital Compositing Supervisor Andrew Midgley
Digital Compositors Derek Bird
Catherine Ferrez
Digital Editors Clay Sparks
Martin Avitia
End Title Graphics J. Kathryn Landholt



Film & TV Unit

A Program of  American Humane.

American Humane Association monitored the animal action.
No animal was harmed in the making of this film. (AHA 00520)

THE PRODUCERS WISH TO THANK:

County and City of Los Angeles Entertainment Industry Development Corporation
Los Angeles World Airports
California State University, Channel Island and Site Authority
City of Anaheim

Stock Footage provided by
Los Angeles News Service
Video Tape Library, LTD.
Imagebank Film provided by Getty Images
Bill Mitchell/Blue Sky Stock Footage

Stock Photography provided by
Corbis
Getty Images, Inc.

Gentlemen's Quarterly courtesy of
Condé Nast Publications Inc.

The Source courtesy of
Source Entertainment, Inc.

Redd Foxx Bobble-head figure
™/©2003 The Estate of Redd Foxx by CMG Worldwide Inc.

SONGS

"Soul Plane"

Written by Calvin Broadus, Kevin Gilliam,
Soopafly, Terry Brown, Don Cornelius,
Dick Griffey, Hollis Pippin
Produced by B Sharp

Performed by Snoop Dogg featuring La Toiya Williams
Snoop Dogg Appears Courtesy of Geffen Records
La Toiya Williams Appears Courtesy of Doggy Style Records

"Gettin Paid"

Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & Mackadelic
Courtesy of Macknificent Records

"Ride Wit Me"

Written by Eldra DeBarge, Randy DeBarge, William DeBarge,
Jason Epperson, Cornell Haynes,
Etterlene Jordan, Lavell Webb
Performed by Nelly featuring City Spud
Courtesy of Universal Records
Under License from Universal Music Enterprises

"Young Tyrant"

Written by Ian David Kelly
Performed by Blaze
Courtesy of Tyrantz & Associates Music Group Inc.
Under License from Donald K. Wilson, Jr.

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

"Here We Go Again"
Written by K. Boateng, L. Frazer, G. Akoto, F. Javed
Produced by Shadow Boxer and Prize Fighter
Performed by GC
Courtesy of G7 Records LLC

"Yourz Iz Mine"
Written by K. Boateng, L. Frazer, N. Savoury Simm-Smith
Produced by Kwajo Cinqo
Performed by GC featuring Nirvanda Savoury Simm-Smith
Courtesy of G7 Records LLC

"Strobelight"
Written by K. Boateng
Produced by Kwajo Cinqo
Courtesy of G7 Records LLC

"Soul Pimp"
Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & The Polyester Players
Courtesy of Macknificent Records

"Proclamation"
Written by Gregor F. Narholz
Courtesy of APM/Sonoton

"Gin & Juice"
Written by M. Adams, S. Arrington, C. Broadus, H. Casey, R. Finch,
R. Turner, S. Washington, D. Webster, A. Young
Produced and Performed by Clinton Sands

"You'll Never Find"
Written by Kenneth Gamble, Leon Huff
Performed by Lou Rawls
Courtesy of Philadelphia International
Under License from EMI Film & Television Music

"Head Bussa"
Written by D. Richardson, J. Bing
Performed by Lil Scrappy
Courtesy of Warner Bros. Records Inc.
By arrangement with Warner Strategic Marketing

"Latin"
Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & The Polyester Players
Courtesy of Macknificent Records

"Airborne"
Written by Moses Stovall
Performed by Mojaye
Courtesy of Perfectly Planned Entertainment

"Survivor"
Written by Anthony Dent, Beyoncé Knowles, Matthew Knowles
Produced by Kwajo Cinqo
Performed by Eileen Cruz

"Romeo & Juliet Fantasy Overture"
Composed by Peter Tchaikovsky
Arranged by George Wilson
Courtesy of APM

"Beautiful"
Written by Calvin Broadus, Chad Hugo, Pharrell Williams
Performed by Snoop Dogg
Courtesy of Capitol Records
Under License from EMI Film & Television Music

"Ignition"
Written by R. Kelly
"Cockpit"

"Push It"
Written by Herby Azor, Ray Davies
Performed by Salt 'N' Pepa
Courtesy of The Island Def Jam Music Group
Under License from Universal Music Enterprises

"Lay Back Girl"
Written by Kathy Kosins, April Lang and Travon Potts
Performed by Jeremy Monroe
Courtesy of The Royalty Network and Silvercrest Entertainment, Inc.

"VSOP"
Written by D. Taylor, E. Haynes, W. Mohammed, W. Briggs
Performed by Project Blowed
Courtesy of The Agency Group

"Rainy Day"
Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & The Polyester Players
Courtesy of Macknificent Records

"I Really Miss You"
Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & The Polyester Players
Courtesy of Macknificent Records

"Topsy"
Written by Jerrell Jones, Joe Kent and Mark Williams
Performed by J-KWON
Courtesy of Arista Records, Inc.
Under License from BMG Film & TV Music

"Feelin' Funny"
Written by Jermaine Beard
Performed by So-Low
Courtesy of Maniac Music Productions

"Gonna Fly Now"
From the United Artists Motion Picture ROCKY
Composed by Bill Conti
Courtesy of Metro-Goldwyn-Mayer Music Inc.

"Dance of the Sugar Plum Fairy"
Composed by Peter Tchaikovsky
Arranged by Fiachra Trench
Courtesy of APM

"Macho Man"
Written by Henri Belolo, Jacques Morali,
Peter Whitehead, Edward Victor Willis
Performed by Val Ligeos

"Salt Shaker"
Written by Jonathan Smith, Eric Jackson,
D'Angelo Holmes, DJ Smurf
Performed by Ying Yang Twins featuring Lil Jon
& The Eastside Boyz
Courtesy of TVT Records
Under License from TVT Records

"Let's Get High"
Written and Produced by Greg "G Mack" Dalton
Performed by G Mack & Mackadelic
Courtesy of Macknificent Records

"Say What"
Written and Performed by Elton Ahi
Courtesy of Of Oz Music

"Kitty Kat"
Written by S. Billy, K. Boateng, J. Gray, G. Akoto
Produced by Kwajo Cinqo and Mr. Gray
Performed by Angel Duss
Courtesy of G7 Records LLC
"Full Grown"

Written and Performed by Elton Ahi
Courtesy of Of Oz Music

"Good Times"
Written by Marilyn McLeod, Pamela Sawyer,
David Styles and Robert Hankerson
Performed by Styles featuring Swizz Beats
Courtesy of Interscope Records
Under License from Universal Music Enterprises
Contains sample of "I Get High (On Your Memory)"
Performed by Freda Payne
Courtesy of Capitol Records
Under License from EMI Film & Television Music

"That's The Business"
Written by Clinton Sands
Performed by Clinton "Payback" Sands
Courtesy of Mr. Payback Productions

"Oh Yeah"
Written by Boris Blank, Dieter Meier
Performed by Yello
Courtesy of Mercury Records International
Under License from Universal Music Enterprises

Written by K. Boateng, C. Gilliam,
E. Jaoude, C. Richardson
Produced by Kwajo Cinco
Performed by Charlie Vox
Courtesy of G7 Records LLC

"Buona Sera, Mrs. Campbell Main Title"
From the United Artists Motion Picture BUONA SERA, MRS.
CAMPBELL
Composed and Conducted by Riz Ortolani
Courtesy of Metro-Goldwyn-Mayer Music Inc.

"Tilt Ya Fitted"
Written by David Cooper
Performed by Begetz
Courtesy of Flip Da Script Productions
Under License from Donald K. Wilson, Jr.

Title Design by Vurv, Inc.

Optical Sound Negative by N.T. Audio
Negative Cutter Gary Burritt
Color Timer Mike Hatzler
Dolby Sound Consultant James Wright

Digital Motion Picture Lab Services provided by
Technicolor Creative Services, Hollywood
Hi-Definition Color Correction Ben Chan
Steve Porter
Wayne Hampton
Steve Delman
Hi-Definition Editorial Dan Pearce
Scott Cooper
Bruce Moyter
Hi-Definition Project Management Jennifer Tellefsen

Hi-Def Preview Projection Services by
American Hi-Def

Digital Sound Recording and Re-Recording by
Wilshire Stages, Los Angeles, CA

Camera Cranes & Dollies by
Chapman / Leonard Studio Equipment, Inc.

Aviation Sets and Interiors provided by
Air Hollywood





No. 39992



THIS PICTURE MADE UNDER THE JURISDICTION OF



AFFILIATED WITH A.F.L.-C.I.O.-C.L.C.

Visit the MGM Website at:

WWW.MGM.COM

The events, characters and firms depicted in this motion picture are fictitious. Any similarity to actual persons, living or dead, or to actual firms is purely coincidental.

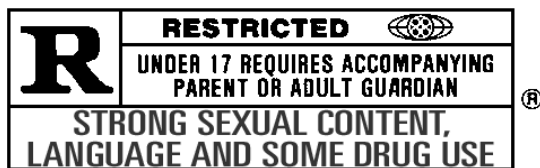
©2004 METRO-GOLDWYN-MAYER PICTURES INC. ALL RIGHTS RESERVED.

METRO-GOLDWYN-MAYER PICTURES INC. is the author and creator of this motion picture for the purpose of copyright and other laws in all countries throughout the world.

This motion picture is protected under the laws of the United States and other countries. Unauthorized duplication, distribution or exhibition may result in civil liability and criminal prosecution.



DISTRIBUTED BY MGM DISTRIBUTION CO.



Running Time: 86 minutes