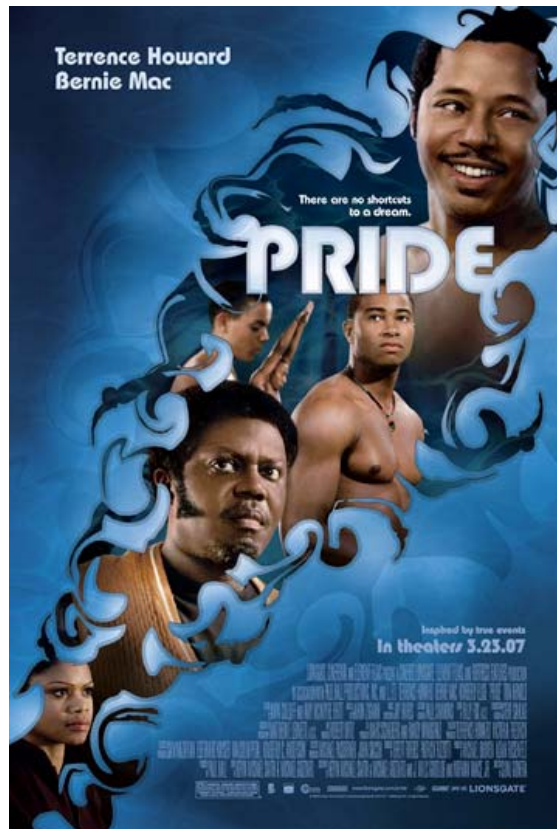


LIONSGATE



Inspired by true events

Production Notes

Rating: PG for thematic material, language including some racial epithets, and violence
Running time: 104 mins.

THE CAST

Jim EllisTerrence Howard
ElstonBernie Mac
Sue DavisKimberly Elise
BinkTom Arnold
Puddin' HeadBrandon Fobbs
WaltAlphonso McAuley
WillieRegine Nehy
HakimNate Parker
AndreKevin Phillips
JakeScott Reeves
ReggieEvan Ross
FranklinGary Sturgis

THE FILMMAKERS

Directed bySunu Gonera
Story byKevin Michael Smith & Michael Gozzard
Screenplay by.....Kevin Michael Smith & Michael Gozzard
and J. Mills Goodloe and Norman Vance, Jr.
Produced byBrett Forbes
.....Patrick Rizzotti
.....Michael Ohoven
.....Adam Rosenfelt
.....Paul Hall
Executive ProducersTerrence Howard
.....Victoria Fredrick
.....Sam Nazarian
.....Eberhard Kayser
.....Malcolm Petal
.....Kimberly C. Anderson
.....Michael Paseornek
.....John Sacchi
Co-ProducersMarc Schaberg and Randy Winograd
Line ProducerRob Ortiz
Director of PhotographyMatthew F. Leonetti
Underwater DPPete Romano
Production DesignerSteve Saklad
Edited by.....Billy Fox, A.C.E.
Costume DesignerPaul A. Simmons
Music Supervisor.....Jay Faires
Music by.....Aaron Zigman
Casting DirectorsAnya Collof and Amy McIntyre Britt
EditorBilly Fox

SYNOPSIS

Based on true events, Lionsgate's PRIDE tells the story of Jim Ellis, a charismatic schoolteacher in the 1970s who changed lives forever by founding and coaching an African-American swim team in one of Philadelphia's roughest neighborhoods. Directed by Sunu Goner, this uplifting drama stars Academy Award® nominee Terrence Howard (HUSTLE & FLOW, CRASH, RAY), Bernie Mac (GUESS WHO, OCEANS 12, BAD SANTA) and Kimberly Elise (DIARY OF A MAD BLACK WOMAN, MANCHURIAN CANDIDATE, JOHN Q).

The year is 1973, and Jim Ellis (Terrence Howard), a college-educated African-American, can't find a job. Driven by his love of competitive swimming, Jim refurbishes an abandoned recreational pool in a down-at-its-heels Philadelphia neighborhood with the help of its custodian Elston (Bernie Mac). But when the pool is marked for demolition, Jim fights back -- by starting the city's first African-American swim team. Recruiting teens from the streets, Jim struggles to transform a motley team of novices into capable swimmers -- all in time for the upcoming state championships. But as racism, violence and an unsympathetic city official threaten to tear the team apart, Jim must do everything he can to convince his swimmers that victory, both in and out of the pool, is within their reach.

By turns comic, rousing and poignant, PRIDE is a triumphant story about team spirit and courage in the face of overwhelming odds. The film is produced by Brett Forbes, Patrick Rizzotti, Michael Ohoven, Adam Rosenfelt, and Paul Hall. Story by Kevin Michael Smith & Michael Gozzard. Screenplay by Kevin Michael Smith & Michael Gozzard and J. Mills Goodloe and Norman Vance, Jr.

JIM ELLIS

Swim Coach

Jim Ellis' story is testimony to the power of dreams and their ability to inspire and transform human life.

Ellis founded the P.D.R. (Philadelphia Department of Recreation) Swim Team, based at the Marcus Foster Recreation Center in the Nicetown section of Philadelphia, in 1971. Today it is the city's nationally recognized competitive swim team, the nation's best predominately African-American team, and has become a model for urban swim programs around the country.

Over the past 35 years, Ellis has been introducing competitive swimming to inner city youth and their families. His coaching has provided a healthy and stimulating environment in which the young athletes can grow and compete. It also brings together families from diverse ethnic backgrounds. Through travel to various competitions, the sport exposes swimmers to other parts of the country and different lifestyles.

Ellis is the subject of the upcoming film *PRIDE*, which tells the story of a swim coach and youth mentor who built a successful swimming program in one of Philly's most impoverished neighborhoods in the 1970s. When Ellis founded the P.D.R. swim team in 1971, it was a time when the lives of young African-American teens in Philadelphia were often full of hardship and prejudice. The film shows this uplifting and soulful story of Ellis' journey that pulled together a group of troubled inner-city kids, made them into a dedicated team, and taught them how to overcome adversity through hard work and determination. Jim Ellis taught his P.D.R. swimmers more than just how to compete in the water; he taught them important and life-changing lessons that would prepare them for a better future. But through this emotional journey, Coach Ellis also discovers his team has a lot to teach him as well. *PRIDE* stars recent Oscar® nominee Terrence Howard (*Hustle and Flow*, *Crash*, *Ray*), popular comedian turned actor Bernie Mac (*The Bernie Mac Show*, *Kings of Comedy*, *Ocean's Eleven*), and Kimberly Elise (star of CBS series *Close to Home*).

As a real-life role model, Ellis' story strikes a chord with all types of audiences. Coach Ellis is a loveable storyteller whose inspiring true-to-life story captivates and motivates audiences to always remember the influential power of one person.

ABOUT THE PRODUCTION

A smart, motivated twenty-something African-American man, Jim Ellis had been to college and traveled around the world; but when he came to Philadelphia in the 1970s in search of a teaching job, he found only closed doors. In the eyes of the city's employers, Ellis' passion for education and his unique experience as a college-level competitive swimmer didn't qualify him for a position. Faced with no other options, Ellis grudgingly accepted work closing down the operations at Marcus Foster, a city recreational center in the poverty-stricken Nicetown neighborhood, not expecting that the dead-end job would actually lead him to his true calling: teaching students how to swim.

"I initially started the program for young Afro-American men," Ellis says, "trying to provide good role models for them, good positive situations where they could grow, and exposing them to other things in the community – showing them another side of the planet, so to speak. I was just trying to put back into the community, and swimming was the vehicle that I was comfortable with."

Thirty-five years later, Ellis is still teaching Nicetown kids how to swim. During that time, Marcus Foster has become an extracurricular outlet for kids throughout the neighborhood, with Ellis instilling pride in his young athletes and inspiring most of them to seek college educations and professional careers. It's a remarkable feat in a community that, like many inner-city neighborhoods in the 70s, was suffering from a crumbling economy and municipal negligence. Ellis says, "I never looked at it as saving troubled kids. I felt that I was just offering something a little different, a bit more untraditional, as we like to say."

As one of many teachers and coaches in the Philadelphia school system, Ellis initially wasn't sure why writer Kevin Michael Smith singled him out. "I got a call about three years ago from Kevin Michael Smith who asked me if he could write a story on my life as a coach," Ellis says. "There wasn't any point where I felt this was a story to be told, because my personal goal was to try to put an athlete on the U.S. Olympic Team. I felt that no one wanted to hear about our journey until we did something that was the ultimate."

Smith and the film's team of writers, producers and studio executives respectfully disagreed. In Ellis' decades of coaching and teaching, they saw a different kind of story. Director Sunu Gonera says, "Here we find a guy with a dream who sets about starting this swim team. He sees this as an opportunity to build something, to give these kids hope, direction, something to believe in, and in turn finds hope himself."

"When I first met Jim just before we started shooting, I could see right away why he's achieved what he has," says producer Paul Hall. "He's the coach everybody wishes they had: part father figure, part best friend. And he's worked for years behind the scenes

without any desire for recognition. That's the beauty of his story. It reminds us that there are heroes everywhere we look."

Ellis is typically modest about his accomplishments. "The biggest thing is I had a dream and I worked towards it," Ellis says. "I didn't know how big it was when I started. I didn't know I would be doing it this long, but I stuck to it. I did the reading and tried to educate myself as much as possible. I saw what it took to get to where I wanted to go and set out a plan. You have to be willing to commit, because there are no shortcuts."

Smith and the filmmaking team surveyed the three-and-a-half decades of Ellis' coaching career and decided to focus on his early years, when the swimming program's fate was uncertain and the P.D.R. swim team first began competing. Hall says, "This period was the most exciting because everything was just beginning. If it weren't for Jim's determination, the program would never have survived. His efforts could have just as easily faded. But he was driven by his passion for the sport, and he turned the center into a community haven."

In their search to find the right actor to portray Ellis, the filmmaking team quickly formed a consensus in favor of Academy Award ®-nominee Terrence Howard, whose impressive, detailed performances in HUSTLE AND FLOW and CRASH have established him as one of Hollywood's most talented and versatile actors.

By his own admission, Howard was at least partially unqualified for the role of the charismatic swim coach. "My experience with swimming up until when I began this film was being able to get across a pool," Howard confesses. "I just didn't swim all that much and didn't know much about the sport." But when the actor finally met the coach, the two clicked. "After we were introduced, I said, 'Oh yeah, he's terrific,'" says Ellis. "He's a bright young man and he takes his work seriously. I thought, 'This is the right person. Trust him.'"

Ellis also saw qualities in Howard that he still tries to instill in his students. "Terrence went out and got a good education," he says. "So if one thing failed, he could do something else. He has the education, the background, the ammunition to go make a contribution to society."

While preparing for his performance, Howard visited Ellis in Philadelphia to study his coaching style and get a first-hand sense of the program. Ellis handled the actor's arrival with a coach's typical directness. "I just told the kids what was up," says the coach. "He is here. He is doing his job, and they should just go about their jobs – to train – business as usual."

Producer Hall was thrilled with the time Howard spent with Ellis and his swimmers. He says, "Terrence is a consummate actor. He prepares. You don't want actors that just show up and read the lines. Terrence is not that guy by any stretch of the imagination. He prepares and when he comes to do his craft you adjust and you let him do his thing."

Actress Kimberly Elise, who plays Sue Davis, a city councilwoman, says, “Terrence is just such an extraordinary actor. He never makes the cliché choice. I love working with him because we dance and volley back and forth. It's really fun to work with an actor who's so intelligent and creative.”

While the film establishes a romantic connection between Sue and Ellis, Sue is also wary of Ellis and his plans for the rec center and his swimmers. “Sue is very single-minded about her work and the community,” Elise says. “She’s also the older sister and guardian of one of the young swimmers, and therefore very protective of him and his friends. She doesn't really trust Jim or understand what he’s doing, and doesn’t want the kids to be distracted or disappointed by his pipe dreams.”

Howard and Elise are joined by Bernie Mac, who plays Elston, the recreation center’s janitor. “Elston is a man who’s lost his spirit,” Mac says. “When he came to Philly and he tried to make something of Marcus Foster, he did everything in his powers to keep it afloat, but he lost faith. When Jim comes along, Elston recognizes him as a guy with the same type of background and the same type of hurt. He joins Ellis on the mission to save the center, and both of their lives turn around.”

For Mac, the role of Elston offers him a chance to branch out from the highly comedic roles for which he’s known and take part in a story that resonates personally with him. “I know the story so well because I lived it,” Mac says. “When I was younger, I was the physical director of the South Central Community Center in Chicago. I was in charge of the athletic department and it was the exact same scenario: though the community board didn’t have the funds to keep the place open, we fought to keep it going.”

The next challenge facing the producers was transforming the young cast into a believable competitive swim team. “Having played a sport up to a professional level myself, I know that you can't ever cut corners,” says director Sunu Gonera. “Before setting foot in New Orleans, our young actors were swimming thousands and thousands of yards a day, twice a day, every day for two weeks just to get their bodies conditioned. They watched videos of themselves and their stroke – everything to make sure they looked authentic.”

When production began in New Orleans, swimming consultant Lena Darnell arrived on set and taught the young team members specific techniques that were popular in the 1970s. “I did some research on the styles true to that time,” Darnell says. “For example, with the breast-stroke, the head wouldn't be fully submerged and on back-stroke one didn't roll over and do a flip turn like swimmers do today. We did our homework to make sure we were faithful to the era in and out of the pool.”

As with any group of athletes, the team in PRIDE is a diverse mix of personalities and skill levels. But at the beginning of the film, they are all united in their skepticism towards Ellis and his plans for them. “At first the pool is just a toy,” says Brandon Fobbs, who plays the brainy Puddin’ Head. “The guys just jump in there doing

cannonballs and all sorts of doggie paddling. But when the coach shows us effective ways of being fast in the pool, we're, like, 'Wow! That works better than my technique.'"

The process of becoming part of a team is a powerful one for the young characters, filling them with a newfound sense of purpose that in turn transforms their lives. Evan Ross, who plays Fobbs' teammate Reggie, says, "Reggie is very shy. He really wants to be a part of the team but always feels like the odd one out because of his stutter. So it's a big moment for him when Jim Ellis tells them, 'We're a team now.' He's wanted to be part of something for as long as he can remember. He develops this love for Jim – almost like for a father – because Jim took him under his wing and frankly saved his life."

The team is all male, with one determined exception: Willie, a headstrong girl played by Regine Nehy who Elston takes under his wing. "Wiloma – who Elston calls Miss Willie – is a young black female who just barges in and announces she wants to swim," Mac says. "He appreciates her determination and he becomes her guardian angel."

Explains Regine Nehy, "Willie wants to do something with herself and her life. She doesn't want to be on the streets hanging around the guys. She wants to show that women won't be held back just because someone says something isn't a good idea."

As if learning how to swim competitively isn't a challenge enough, Ellis' co-ed team is also in constant conflict with a group of white suburban students – from Philadelphia's preppy Main Line communities – who insist that black swimmers don't belong in their sport, let alone their pools. The lead tormentor, Jake, is played by actor Scott Reeves. "My character Jake is a racist, plain and simple," Reeves says. "Jake is a snake. He's the star swimmer driven even further by his hard-ass coach."

Jake's coach, Bink, played by Tom Arnold, does nothing but encourage his students' negative opinions of the hopeful P.D.R. team. "The role of Bink originally was that of your stereotypical racist coach," says Arnold. "But I felt that for Bink, it isn't so much about race as it is about conduct. Ellis' kids are out of control, and he has no respect for their behavior."

While their on-screen characters might be unruly, the young actors who comprise the P.D.R. team impressed the entire filmmaking team with their focus and commitment to the project. Mac says, "This is a very talented group of young actors. The kids pushed me. I don't think I was acting in this film – I was reacting."

"These young actors are exceptional," adds Ellis. "They're just like a group of young men that I had swimming for me in the '80s and early '90s who set the first national age-group record that our club ever achieved."

The young cast members are equally impressed with Ellis. Kevin Phillips, who plays Andre, says, "It's been an honor getting to know Mr. Ellis, this man who stands for so much. What he did, he did from the grace of his heart. He just went out there and tried

to make a difference in people's lives. And, you know, years later he's still doing it – still healthy and alive and coaching. So I think, God bless you, Jim. Thank you.”

Just as PRIDE represents a rite of passage for Ellis and his team, its completion is another step in the long journey of its first-time director, Sunu Gonera. Zimbabwean-born Gonera began his career as a professional athlete in South Africa. He then made a leap into business, which was followed by a quick rise as a leading commercial director. “It’s hard doing a film about someone's life when that person's still alive,” Gonera admits. “It’s a huge responsibility. As a first-time feature-film director, the cast, the crew, the studio, and the subject of the movie – the man himself – have all been fantastic partners for me on this venture. I couldn’t have asked for more.”

During pre-production, Gonera focused on creating as authentic a setting as possible for the film. He visited the Marcus Foster Recreational Center in Philadelphia with Ellis and producer Paul Hall, and conferred with director of photography Matthew F. Leonetti on establishing the right cinematic mood and overcoming the technical hurdles of shooting in water. “We decided to keep it real and moody, dramatic,” reports Leonetti. “The colors in the rec center are deep maroons and greens. And when we come to the pools in the more affluent neighborhoods, they are open, bright, and full of light.”

Since Philadelphia itself has changed so much in the past thirty years, the production looked to post-Hurricane Katrina New Orleans to serve as a double. Explains Hall, “We benefited by coming to New Orleans because there are a lot of things that really resembled Philly. We also wanted to help the community, and the city really embraced us.”

Adds Gonera, “It’s important that an underdog story was shot there because it's really a reflection of what New Orleans is going through right now.”

From the costumes to set design, every effort was made to accurately reflect the cultural vibrancy of 1970s Philadelphia. Since none of the younger actors was born before the 1980s, Gonera and Hall put them all on a 70s culture crash course, compiling music and articles for them to study in addition to enrolling them in history classes at the Amistad Research Center at Tulane. Ross says, “We learned a lot, but there were some things we wouldn’t want to say because they sound just crazy. Things like ‘Hey, jive turkey!’ and ‘Cool it, Puddin’.’ They sound just ridiculous. But that’s how people spoke back then.” Adds Fobbs, “The hair styles and the clothes with all those plaids! People dressed so differently than they do now. Looking around on set was like being in a time warp.”

PRIDE’s soundtrack is particularly appropriate to the era, as it features music by Philadelphia’s own legendary songwriting/producing duo, Gamble and Huff, the fathers of “Philly Soul.” The leading hit-makers of the 70s, Gamble and Huff released scores of iconic songs in the pre-disco era, including “Back Stabbers” and “Love Train,” by The O’Jays, “I’ll Take You There,” by The Staples Singers, and “Oh, Happy Day,” by The Edwin Hawkins Singers, all of which appear in the film.

Capping off the retro soundtrack is a rousing gospel-inflected original song by Grammy-winning R&B star, John Legend. “The idea of the song is to capture the inspiration that comes from triumphing through struggle,” says the singer/songwriter. “I used some lyrical themes suggested by Sunu Gonera, and some musical themes from the composer, Aaron Zigman, and tried to unify it with the rest of the movie.”

For Zigman, the process of recording PRIDE’s score was an exciting milestone experience: the production hired the 94-piece London Philharmonic, widely regarded as one of the premier symphonic ensembles in the world, to record his original compositions at Abbey Road Studio. “It was fabulous,” says Zigman. “ We recorded an African choir and many different elements to create this fusion of ethnic elements, gospel melodies and classical idioms.”

“Aaron’s music has always touched me,” says Gonera. “It’s got a delicate touch. It’s very sensitive, very emotional passionate. The music reflects what the story is about: pride, determination and resilience.”

Now that PRIDE is completed, Gonera and his team are looking forward to the film’s reception among audiences. While many of those moviegoers won’t have previously heard of Ellis and his accomplishments, Gonera hopes that his story will resonate with them precisely for that reason. “What I love about this story is that it's about an ordinary man,” the director says. “It's not like telling the story of Ray Charles or someone that's famous. This is an ordinary man, a schoolteacher. Every ordinary person out there who sees this movie will think, ‘I can make a difference.’ And hopefully this movie will inspire them to try.”

ABOUT THE CAST

TERRENCE HOWARD (Jim Ellis)

Crowned as the “Indie Film King” by *Entertainment Weekly*, Terrence Howard exploded onto the Hollywood scene this year after delivering strong performances in a number of film and TV productions. This year alone he has multiple nominations including an Academy Award and Golden Globe, and has received awards for Breakthrough Actor by the National Board of Review, Movieline and Gotham Awards. He has also received the Rising Star Award from the Palm Springs International Film Festival, the Renaissance Artist Award from the Diversity Awards and the Career Achievement Award from the Chicago International Film Festival. Called Sundance’s “newest golden boy” by *New York Magazine* after a record breaking year at the 2005 Sundance Film Festival, Terrence recently served as a drama juror at the 2006 festival.

Terrence started off 2005 with dynamic performances in Paul Haggis’ Academy Award winning film CRASH and in John Singleton’s HUSTLE & FLOW. For his leading role in HUSTLE & FLOW, Terrence received an Academy Award, Golden Globe, Image Award and Independent Spirit Award nominations and won the Satellite Award for Best Actor. The song, which he performs in the film, received a Critics Choice Award and was the first rap song ever to receive an Academy Award. The cast also received a Screen Actors Guild nomination for Best Ensemble.

For the critically acclaimed CRASH, Terrence and the all-star cast including Sandra Bullock, Don Cheadle, Thandie Newton and Matt Dillon received a Screen Actors Guild Award for Best Ensemble, was nominated for a Gotham award and swept up an Oscar at the 2006 Academy Awards for Best Picture.

Keeping a powerful presence on the small screen as well, Howard was seen in the critically acclaimed HBO film LACKAWANNA BLUES based on Tony Award-winning Ruben Santiago-Hudson’s autobiographical play and directed by George C. Wolfe. The cast, which includes Jeffrey Wright and S. Epatha Merkerson was nominated for an NAACP Image Award.

Howard’s love for acting came naturally, through summers spent with his grandmother, New York stage actress Minnie Gentry. He later began his acting career on “The Cosby Show” after being discovered on a New York City street by a casting director. The chance encounter helped Howard break into feature films and soon he was cast in such films as MR. HOLLAND’S OPUS.

Some of Howard’s memorable performances are of scene-stealing characters such as ‘Cowboy’ in the Hughes brothers’ film DEAD PRESIDENT and as ‘Quentin’ in Malcolm D. Lee’s film THE BEST MAN. The latter earning him a NAACP Image Award, Independent Spirit Award nomination and a Chicago Film Critics Award nomination.

Terrence recently completed filming Warner Brother’s thriller THE BRAVE ONE, which he stars opposite Jodie Foster and THE HUNTING PARTY with Richard Gere and Jesse Eisenberg. He will next be seen in AUGUST RUSH with Robin Williams and Freddie Highmore and The Weinstein Company’s AWAKE with Jessica Alba and Hayden Christensen. In the spring, Terrence will begin production on IRON MAN opposite Robert Downey Jr., which is based off of the famed comic-book series.

Other film credits include John Singleton's crime drama ANGEL EYES, HART'S WAR, FOUR BROTHERS, IDLEWILD and Jim Sheridan's GET RICH OR DIE TRYIN'.

A self-taught musician Howard plays both the piano and the guitar and he can be seen displaying these musical talents opposite Jamie Foxx in 2004's RAY for which they both earned a SAG nomination. A promising songwriter, Howard's lyrics are soon to be acquired by some of today's biggest artists.

BERNIE MAC (Elston)

Bernie Mac has gone from the small comedy clubs of Chicago to become the highest grossing comedian today, selling out arenas and theatres all across the country.

Mac has recently signed a first look deal with Lionsgate. His production company MacMan Entertainment, along with partner Steven Greener, will produce/star in feature films for the studio as well as develop four Dean Martin-style celebrity roasts that will go directly to DVD.

In May, Mac re-teams with the original cast for the Warner Brothers feature OCEAN'S THIRTEEN.

In 2002, Mac created the family comedy "The Bernie Mac Show" which he also starred in. He received Emmy Award nominations for Outstanding Lead Actor in a Comedy Series in 2002 and 2003 and the show won an Emmy for "Outstanding Writing in a Comedy Series" in 2003. The show also received the Peabody Award; two Television Critics Association Awards for Best Comedy Series and Best Comedy Performance; and a NAACP Image Award for Best Comedy Series and Best Actor.

Mac was seen in the feature films HEAD OF STATE; the highly anticipated sequel CHARLIE'S ANGELS 2: FULL THROTTLE; the holiday hit BAD SANTA; the Disney feature MR. 3000 and the remake of GUESS WHO'S COMING TO DINNER.

Never one to focus on any one medium, Mac wrote his first book, entitled I Ain't Scared of You, which was published in Fall 2001. In it, he rips through such topics as sex, religion, hygiene, celebrity and more without missing a beat. This past April saw the release of his second book, a more traditional autobiography, Maybe You Never Cry Again in which Mac expounds upon growing up in Chicago and the hardships and obstacles in his path to the top.

As a founding member of the "Kings of Comedy" comedy tour, Mac displayed his trademark rapid fire and hard-hitting delivery. The success of the tour spawned Spike Lee's 2000 concert film THE ORIGINAL KINGS OF COMEDY, which has grossed nearly \$40 million dollars.

Born and raised in Chicago, Mac made his television debut on the landmark HBO comedy series, "Russell Simmons' Def Comedy Jam" which led to him being cast in the Damon Wayans feature MO' MONEY, which marked his feature film debut. Other film credits include the Eddie Murphy/Martin Lawrence comedy LIFE, HOUSE PARTY 3, HOW TO BE A PLAYER and WHAT'S THE WORST THAT COULD HAPPEN.

Mac currently lives in Chicago.

KIMBERLY ELISE (Sue Davis)

Recipient of the 2005 *“Rising Star”* Black Movie Award, Kimberly Elise, an actress whose eyes seem able to peer directly into the souls of audience members, has garnered notable critical acclaim for her roles in such features as BELOVED, THE MANCHURIAN CANDIDATE and DIARY OF A MAD BLACK WOMAN.

Elise began acting professionally on the theatrical stages of her native town Minneapolis, and though she graduated from University of Minnesota with a degree in communications, the prospect of becoming an actress full-time was always at the forefront of her intentions. Her dreams became a reality when a short film she wrote and directed served as her entrance into the American Film Institute. The experience of moving to Los Angeles and studying at the prestigious and fiercely competitive school gave Elise all the confidence needed to make a name for herself in Hollywood. Shortly after making her debut in the television series *“In The House,”* Elise made the leap to feature films as a down-on-her-luck young mother who participates in a robbery in SET IT OFF opposite Queen Latifah. Elise made quite an impression with her feature debut, and soon received critical acclaim and a Best Supporting Actress Cable Ace award for her work in THE DITCHDIGGER’S DAUGHTERS. Her performance in BELOVED opposite Oprah Winfrey and Danny Glover shortly thereafter garnered her several awards, including The Chicago Film Critic’s *“Most Promising Actress”* Award, an NAACP Image Award nomination as well as the Best Supporting Actress Golden Satellite Award. In 2000, Elise stepped into the lead for the made-for-television feature THE LORETTA CLAIRBORNE STORY, playing the mentally and physically disabled athlete who made a name for herself by overcoming tremendous odds and becoming a competitor in the Special Olympics. Not only did the film provide an excellent showcase for the versatile young actress, but it was also close to her heart because of her love for sports and respect for people with special needs. Itching to return to the stage, Elise took on the role of Beneatha in *A Raisin in the Sun* at the Williamstown Theater Festival.

Upon closing the play, lead roles in BAIT with Jamie Foxx and BOJANGLES with Gregory Hines quickly followed. By the time she appeared in JOHN Q as a financially strained mother whose husband's insurance wouldn't cover their son's heart transplant, Elise had been singled out by many critics to be one of Hollywood's brightest young stars, and her strong performance in the film opposite Denzel Washington only helped to strengthen that sentiment and earn her two more NAACP Image Award nominations. In 2004, Elise would once again appear with Washington in the remake THE MANCHURIAN CANDIDATE. The provocative story line that spoke to many and the artistic challenge led her to her next project, the independent film WOMAN THOU ART LOOSED, where her performance earned her an Independent Spirit Award nomination for Best Actress. This was swiftly followed by another independent, DIARY OF A MAD BLACK WOMAN to which Elise was drawn for totally different reasons; it was the opportunity to show her comedic side and to delve into something light and funny. Following her instinct proved again the right move when, to the critic’s surprise, DIARY OF A MAD BLACK WOMAN, a small independent, opened at number one at the box office and went on to earn nearly 60 million dollars making Elise a rarity - an African American actress able to open a movie at number one. Just recently, DIARY OF A MAD BLACK WOMAN garnered Elise the *“Outstanding Lead Actress in a Theatrical Film”* BET Comedy Award and the *“Outstanding Actress in a Motion Picture”* NAACP Image Award. In addition, the 2006 Pan African Film and Arts Festival honored Elise with the *“Beah Richards Award”* for her outstanding contributions to American film.

This summer Elise completed filming *LITTLE BROTHER* written by Walter Mosley. This fall, Elise returns to the homes of millions as the co-lead on the number one Friday night hit, the second season of Jerry Bruckheimer's CBS television show "Close To Home," playing the highly respected and dedicated prosecutor Maureen Scofield. Elise is a star that continues to rise, and we enjoy watching her shine.

TOM ARNOLD (Bink)

As a writer, producer, and actor, Tom Arnold has established himself with both television and film audiences worldwide, having won such awards as the Peabody Award for writing, and a Golden Globe for writing and producing. Additionally, he helped put Fox Sports Network on the map with his hosting duties on "Best Damn Sports Show Period."

Until recently, Arnold cornered the market on playing the resident comic relief in films like *SOUL PLANE*, *CRADLE TO THE GRAVE*, and *EXIT WOUNDS*. However, he has now started to take on more mature and dramatic roles, including *THE GREAT BUCK HOWARD* and *GARDENS OF THE NIGHT*, two films starring John Malkovich. In 2005, he received critical praise for his role in Don Roos' *HAPPY ENDINGS* for Lionsgate starring opposite Maggie Gyllenhaal and Lisa Kudrow. He also starred in *THE KID & I*, an action comedy he wrote for a family friend, a 16 year old boy with cerebral palsy. The film was directed by Penelope Spheeris with cameos by Arnold Schwarzenegger, Jamie Lee Curtis, and Linda Hamilton.

Arnold began his career in comedy at the University of Iowa before moving to Minneapolis, where he won the Minneapolis Comedy Competition in 1988. He then moved to Los Angeles to write on the highly successful television series, "Roseanne," before eventually serving as executive producer for the sitcom. He went on to star in three installments of his own HBO special entitled "Tom Arnold: The Naked Truth," and then wrote, produced and starred in three of his own television series "The Jackie Thomas Show" "Tom" and "The Tom Show."

Arnold's other film credits include *NINE MONTHS* with Hugh Grant, Julianne Moore, and Robin Williams, James Cameron's *TRUE LIES* with Arnold Schwarzenegger, *HERO* with Dustin Hoffman, *AUSTIN POWERS: INTERNATIONAL MAN OF MYSTERY* with Mike Myers and in *ANIMAL FACTORY*, directed by Steve Buscemi, he also received great critical notice for his portrayal of a convict.

Born in Iowa, he has established a writing scholarship and runs an acting workshop for students at the Indian Hills Community College in Iowa. He is also very active with the San Diego Center For Children, which cares for abused and neglected children as well as The Race to Erase MS, The Kayne-Eras Center and Hollygrove children's home.

BRANDON FOBBS (Puddin' Head)

Brandon Fobbs was born in Washington DC, but spent his formative years in Prince George's County Maryland. In his senior year of high school, Brandon went on to do his first acting role in a play called *Dogs*.

Upon graduation from high school, Fobbs entered Hampton University in 1998 as a Marketing Major. There his love for acting was fostered by the faculty of Hampton's Armstrong Theatre. As

a freshman and a member of HU's Marching band, he landed a leading role in the touring play *A Celebration of Sankofa*, where he then had to choose between the band and the stage. His choice was clear. From then on into Fobbs' Junior year, he was cast in main stage performances such as *A Soldier's Story*, *Foul Line*, and as he states as his favorite, *Dracula*, in which he was nominated for a Tidewater Toni Award in Hampton VA's regional Portfolio Magazine. After this achievement Brandon branched off into acting in the community and on the small screen, when a good friend introduced him to the re-enactment world of the Discovery Channel's "FBI Files," "New Detectives" and "Prosecutor Files." His last project while attending HU was a very meaningful one to him; Brandon did a film in Africa, *ON THE EDGE*, educating Tanzanian soldiers on AIDS prevention.

Once he graduated from Hampton University in 2002 with a bachelor's degree in marketing, Fobbs entered the corporate world of Frito Lay, but maintained his education in acting with the Jazz Actors Theatre of Richmond VA under the tutelage of the late Ernie McClintock. Brandon led as one of the leads, Willie Johnson in the main stage production of *Ms. Ever's Boys*, which would be the last play Mr. McClintock would ever direct.

While at Frito Lay, Brandon would frequently audition in Baltimore where he landed his breakout season recurring role on HBO's "The Wire" as the lazy eyed thug named Fruit. The lazy eye was actually an invention of his own for the part.

When the third season of "The Wire" ended, Fobbs relocated to Los Angeles CA. He moved on to Co-star in the ABC show "Night Stalker" and guest starred as a bully bike messenger in CBS's "Without A Trace."

Some of his other talents and hobbies include the Alto Saxophone, competitive swimming, billiards, golf, knife throwing, ballroom dancing, salsa and paintball.

ALPHONSO McAULEY (Walt)

Rising star, actor and comedian Alphonso McAuley starred in the 2006 basketball drama, *GLORY ROAD* in which he gave an impressive performance as 'Orson Artis' one of the principal players on the team. McAuley's breakthrough film debut was in 2004 where he entertained us as 'Bucky' in the hit comedy *FAT ALBERT*.

Originally from New Haven, Connecticut, McAuley moved to Los Angeles with his parents as a child. He found his interest in theater, acting, and film, when he joined an improvisational workshop that was part of a school program. His passion for acting led him to Los Angeles where he began building a quality stand-up comedy career. While in Los Angeles, McAuley's outgoing personality and stage presence helped him land over forty national commercials due to overwhelming response from casting directors, including, McDonalds, Sprite, and Dr. Pepper. Having made a name for himself in the commercial world, he eagerly pursued film work. Once McAuley stepped on a film set there was no looking back.

Currently, McAuley has just wrapped director Jeff Byrd's indie film comedy *THE B.A.M.N SQUAD*, and also has just written, directed, and starred in *SWIPE*; his very own short film buddy comedy along "Side Wild "N" Out"'s Affion Crockett. Presently, Alphonso resides in Los Angeles. He has a large family of seven siblings, and he is the only one involved in film. Although McAuley spends most of his time in front as well as behind the camera and on the stage

with Improv shows, he also enjoys playing golf, basketball, rollerblading and his new found hobby – swimming.

REGINE NEHY (Willie)

Regine Iremene Nehy has begun to carve her niche among Hollywood's coveted group of promising actresses, amassing an extraordinary list of credits in film and television within a very short time.

Regine's acting career began at the tender age of three years. Living in Philadelphia, Pennsylvania, she was only able to perform in local musicals and school plays. But she adored singing and acting on the stage. Then a series of events changed her life. She attended a New York competition called IMTA, which led her to relocate to Los Angeles, CA.

Within a few months of living on the West Coast, she added four feature films, a guest star appearance on the number one series on television, and a Lifetime movie of the week to her resume.

Her most recent films include the ensemble piece WEAPONS, where she played a lead role opposite Nick Cannon, Mark Webber and Paul Dano. This film premiered at Sundance 2007.

Regina recently completed STRAIGHT EDGE, playing Trina, a rape victim at an estranged camp in Fiji. In the Lifetime movie of the week FIGHTING THE ODDS: THE MARILYN GAMBREL STORY, Regine portrays Valerie, an inner city adolescent, who due to circumstances beyond her control, was raped and goes to trial against her stepfather. This film stars Jamie Gertz and Ernie Hudson. Nehy also stars in 3:15, about an after school program designed to help teens in need. She guest starred on "Grey's Anatomy" playing a young pregnant teenager forced to give up her child.

Regine's passion is to travel and act, so she has been blessed with the best of both worlds. When she is not seeing the world and attending script table reads, she loves to dance, especially ballet, which happened to be her first stint in the art world. While attending high school, she was offered a summer intensive program at the prestigious Julliard University, which she turned down in order to move to Los Angeles. She has performed at the world-renowned Academy of Music in Center City, Pa, for several years. She loves art of all types, and truly believes she has found her niche in acting.

She grew up as first generation American in a very traditional Haitian family, and attended Waldron Mercy Academy. A bright and talented young. Roman Catholic woman who admires other strong women, she started reading at the young age of 2, and speaks fluent French and Creole. Her talents include piano, singing, and most recently the guitar. Her family has been compared to the Brady Bunch, and she loves making home movies and gathering her cousin's to act out the latest Broadway play.

Regine currently resides in Los Angeles and in Philadelphia, a city she truly adores.

NATE PARKER (Hakim)

Nate Parker most recently completed a guest lead on an episode of the Turkish television hit "Valley of the Wolves" alongside Sharon Stone, which aired on this year's season finale. Nate has appeared as a guest star on "Cold Case" and just finished shooting a guest star role on "The Unit."

Among Parker's feature film credits are supporting roles in DIRTY, CRUEL WORLD and a title role in the independent feature ROME AND JEWEL. ROME AND JEWEL is set to be released some time this year.

Nate also writes and has just completed a pilot script and is shopping his film script to production companies currently.

Nate is an avid athlete and spends much of his spare time coaching kids in wrestling for a local high school. He was born and raised in Virginia Beach and resides in Los Angeles.

KEVIN PHILLIPS (Andre)

A dynamic young actor who brings intensity and intelligence to his work, Kevin Phillips is poised to become one of the foremost talents of his generation.

Kevin will soon be seen in the independent film ROCK THE PAINT, which premiered at the 2005 TriBeCa Film Festival. Kevin garnered an "Audience Award" nomination for Best Actor for this film and the film received the "Best Script Award." He will also be seen in Tom Deccillo's DELIRIOUS opposite Michael Pitt, Steve Buscemi and Allison Lohman and AMERICAN GUN opposite Forrest Whitaker, Donald Sutherland and Marcia Gay Harden.

THE COOKOUT, another Lionsgate project, was Kevin's feature film debut. Other film credits include the independent films BROTHER TO BROTHER and WHIRLY GIRL.

Kevin has also worked on various television shows including THE CHAPPELLE SHOW and LAW & ORDER: CRIMINAL INTENT.

A native of New York, Kevin also grew up in South Carolina. He played basketball at SUNY Cobleskill in New York and then left to pursue his acting career. He currently splits his time between New York and Los Angeles.

SCOTT REEVES (Jake)

Scott Reeves was born in Monterey, California but spent the majority of his grade and high school years in Hawaii with his mother and younger sister. While growing up in Hawaii, Scott learned the true meaning of "Aloha" and learned to enjoy the very simple things in life: Pop Warner Football, Surfing, Swimming, fishing, and just about any ocean-related activity known to man.

From an early age, Scott always excelled in drama. After spending summers with his father and then eventually living with him, Scott felt compelled to pursue a career in acting. Thanks to his father's love of Jazz, Scott also learned to play the saxophone at an early age while always being encouraged to stay in shape.

Scott can currently be seen in the World War II drama, *FLAGS OF OUR FATHERS* and next up is the Tommy O'Haver-directed drama, *AN AMERICAN CRIME*, which will make its premiere at the Sundance Film Festival in January 2007. In *AN AMERICAN CRIME*, Scott stars alongside Ellen Page, Catherine Keener, and James Franco. Scott recently completed shooting on the independent project *PLAYER 5150* about a day trader who gets caught up in the world of high-stakes gambling.

EVAN ROSS (Reggie)

Evan Ross is a triple threat - actor, singer, and dancer. He can next be seen starring opposite Queen Latifah in the HBO original movie *LIFE SUPPORT* which closed the 2007 Sundance Film Festival. Evan plays "Trace," a gay teenager and childhood friend of Ana Willis's daughter who was born HIV-positive and ends up on the street, selling his AIDS drugs for money. The film will premiere on HBO on Saturday, March 10th.

Ross made his feature film debut in *ATL* for Warner Bros. co-starred with T.I. and Antwan A. Patton (aka Big Boi). He also recently completed the gritty indie *GARDENS OF THE NIGHT*, opposite John Malkovich.

Evan Ross, who *Teen Vogue* called "a natural born performer," is no stranger to Hollywood. Evan is the son of superstar and former Supreme Diana Ross. He currently lives in Los Angeles.

GARY STURGIS (Joe)

Gary Anthony Sturgis and AKA "Illuminati" was born in New Orleans, Louisiana. At an early age, he decided to pursue music through the encouragement of his parents. After playing piccolo and leading the woodwind section of the school band for several years, he decided to try out for Drum Major. He began leading the band, and has been a leader ever since.

In high school, Sturgis worked in theatre as an actor and it was on stage where, he found his true calling. He found work on film projects as they came to town. He appeared in *BLAZE*, *THE BIG EASY* and a few made for DVD releases before moving to Los Angeles. Pursuing acting full tilt, he was cast on hit shows like "The District," "NYPD Blue," "Malcolm & Eddie" and the now defunct ABC soap "Port Charles." He did various television commercials including the "Get The Dew" campaign with Busta Rhymes for Mountain Dew, and the on-camera and print campaigns for Dodge Neon.

As talented as he was on screen, his biggest success came from his raspy baritone voice when he began doing voice promotion for the now defunct UPN. He has been heard across the nation promoting shows like "Moesha," "Half & Half," "Girlfriends," "The Parkers" and "All of Us," to name a few. The voice of gold was used to promote hit feature films like *THE OTHERS*, *TORQUE*, *BONES*, *THE BROTHERS*, *THE WOOD*, *BLUE STREAK* and the Britney Spears movie, *CROSSROADS*. Currently, you can hear Gary's voice promoting the 2007 NBA Basketball Season for TNT Networks.

He is the voice of many other TV and radio commercials as well. He also began voicing animated features and shows including the Phantom Virus in the feature film *SCOOBY DOO AND THE CYBERCHASE* and he moved on to voice the shadow villain "Ebon" on the Kids

WB cartoon "Static Shock." As if that's not enough, Gary also voices video game characters in such hits as True Crime New York City, and the trivia game, Shout About Music.

Though his career as a voiceover talent was impressive, Gary longed to be back on the big screen and was cast as the pivotal villain Jamison in the box office smash, Tyler Perry's DIARY OF A MAD BLACK WOMAN. He reteams with Perry for TYLER PERRY'S DADDY'S LITTLE GIRLS, opposite Idris Elba and Gabrielle Union, as local drug dealer Joe Woods.

Gary is also a screenwriter who has completed several feature-length scripts ranging from comedy to drama.

ABOUT THE FILMMAKERS

SUNU GONERA (Director)

Hailing from the townships of Zimbabwe during the time of the Civil War, Sunu has managed in a very short space of time, to carve out a career which sounds less like a real life and more like a movie. A scholarship at a private school in Zimbabwe and excellent sporting prowess opened doors to international travel and ultimately another scholarship to the University of Cape Town, where he completed a degree in Organizational Psychology.

Successful sporting achievements and a lucrative banking career were quickly overtaken by his long-term dream of acting and making movies. Sunu quickly worked his way up in the film industry, and within three short years garnered several prestigious directing awards, that were the result not just of his refreshing talent, but also of his courage, diligence and persistence.

Dubbed in the world of commercials' as one of the finest directing talents, he continues to produce a body of work with a unique voice that has inspired such prestigious clients as Nike, VW, Coca Cola and U.S Tennis Association to mention a few. His short film RIDING WITH SUGAR, based on his own full-length, feature script, screened at Cannes in 2006. In June of the same year, he beat out several more seasoned Hollywood directors and landed his first full length feature directing assignment with Lionsgate.

Five months later, Sunu sold his home in South Africa, and moved his wife and kids to Hollywood to make his feature directorial debut on PRIDE. Taking a look back at Sunu's life, one can imagine the honesty and insight that he is able to bring to a story about an underdog black swim team who through determination, passion and burning ambition came to realize their dreams.

The future looks bright for this talented filmmaker. In development is CHURCH BOY with Lionsgate. Pic will chart Franklin's journey from troubled teenager to regular churchgoer and top selling artist who changed the face of contemporary gospel by introducing elements of R&B, hip-hop, rock and pop.

In addition Sunu is will be writing and directing BLOODLINE for Morgan Freeman and Lori McCreary's Revelations Entertainment. BLOODLINE is a complex crime drama about family members on opposite sides of the law torn apart by their conflicting loyalties to their causes.

Sunu is married to Rene, a stylist and interior designer. They have two children.

KEVIN MICHAEL SMITH (Story/Screenplay)

The style of Kevin Michael Smith is best described as stories about common people demonstrating uncommon valor to bring about change.

After graduating from the University of Pittsburgh in 1982, Kevin became a member of New York radio station WHTZ's "Z-Morning Zoo." As "Captain Kevin," Kevin became the youngest sports director in New York City media history.

In 1985, Kevin voiced-over a character on the CBS sitcom, "Foley Square."

By 1988, Kevin returned to Pittsburgh, as an investigative and sports reporter for the Pittsburgh Post-Gazette Newspaper.

In 1996, Kevin was named Executive Producer for the Pittsburgh Penguins Hockey Team, designing a two-time Tell Award winning and Emmy nominated magazine show called "Pens Confidential".

Kevin's writing began to gain regional and national notoriety while he was sports director and producer at WTAE-TV, where he earned three more Emmy nominations, four Golden Quill Awards, four Associated Press Awards, a National Headliners Award and the prestigious Edward R. Murrow Award.

In February, 2003, Kevin and his wife, Deborah Lynn, moved to Los Angeles and immediately found success in the world of screenwriting, optioning two scripts, including "PRIDE" (formerly PDR). In August, 2004, Kevin served as producer and writer for a television pilot, "The Tryout" hosted by Dan Marino.

As a co-principal of Inspired by...Films, Kevin and his producing partners Nicole T. Renna and Derrick Mayes have fashioned a slate of more than 40 projects ranging from feature films, to television episodics, to animation features, to Reality television, to stage plays. Kevin is an active member of the Writers Guild of America.

Kevin, his wife Deborah and their son, Connor Charles, reside in El Segundo, California.

MICHAEL GOZZARD (Story/Screenplay)

Before becoming a fulltime screenwriter, Michael was the Senior Vice President of Development for Fortress Entertainment, as well as Story Editor for Oscar winning actor Morgan Freeman's production company, Revelations Entertainment. During his tenure at Revelations Entertainment, Michael helped develop such Morgan Freeman films as BRUCE ALMIGHTY starring Jim Carrey, Stephen King's DREAMCATCHERS and LEVITY starring Billy Bob Thornton.

Michael has also worked as a reader and story analyst for John Crosby Management (who represents actors Renee Russo and William Hurt), as well as producer Anne Marie Gillen (Executive Producer of FRIED GREEN TOMATOES).

Michael recently created his own production company; Pennlyn Productions (www.pennlyn.com), where he will produce, direct, and write film and TV projects under the shingle. Most notably, Michael will make his feature film directing debut on a project he wrote entitled "Sensei", a story based on his experience teaching English in Japan.

Born in Silver Springs, Maryland, but raised in Philadelphia, Michael graduated from Temple University's film school before making Hollywood his home. Michael is also a professional photographer, as well as a former radio DJ / talk show host.

J. MILLS GOODLOE (Screenplay)

Director and screenwriter J. Mills Goodloe grew up in Fort Lauderdale, Florida and attended Southern Methodist University in Dallas, Texas. He began his career as an assistant to Richard

Donner, the director of such films as SUPERMAN, THE OMEN and the enormously successful LETHAL WEAPON series. After working as Mr. Donner's assistant on LETHAL WEAPON 3 and MAVERICK, Goodloe became an associate producer on ASSASSINS starring Sylvester Stallone and Julianne Moore. In 1996, Goodloe was named president of Richard Donner Productions. Over the next four years, Goodloe produced CONSPIRACY THEORY starring Mel Gibson and Julia Roberts and LETHAL WEAPON 4 starring Mel Gibson and Danny Glover as well as several independent films for HBO.

In January of 2000, Goodloe left Donner Productions to write and direct the award-winning A GENTLEMAN'S GAME which starred Gary Sinise, Dylan Baker and Philip Baker Hall. In 2003, he wrote and developed an original screenplay, THE AGE OF ADALINE for Steve Golin's Anonymous Content. In 2004, Goodloe wrote the screenplay for Walt Disney Studio's VOLPONI which is set in the world of thoroughbred horse racing.

In 2005, Goodloe was hired to adapt John Grisham's bestseller novel BLEACHERS for Revolution Studios. His next project will be directing his original screenplay AUGUST AND EVERYTHING AFTER which will star Pierce Brosnan. Goodloe is based in Los Angeles.

NORMAN VANCE, JR. (Screenplay)

Norman Vance, Jr. was born and raised in San Diego, California. He attended Southern University A&M College in Baton Rouge, Louisiana on a baseball scholarship, and received a B.S. Degree in Marketing and Business. After college, Vance worked for Pepsi Cola Bottling in Buena Park, California as a Sales Manager. Self taught, he began writing television specs. After a few years at Pepsi, Vance decided to step out on faith and quit, and soon after pursued a career in comedy writing. Two weeks after letting Pepsi go, he received an opportunity at BET writing for a show called "Comic-View." After that, Vance went on to write on network shows, "The Parent 'Hood" (for WB), "Moesha" (for UPN) and "Girlfriends," where he served as Supervising Producer. In 2003, Vance sold his first feature spec ROLL BOUNCE (Fox Searchlight) which was produced in 2005. He also was a credited writer on BEAUTY SHOP (MGM) in 2005. Most recently, in 2006 he sold a feature to Fox 2000 called THE CHAMPIONS and is currently working on various other assignments with multiple studios.

BRETT FORBES (Producer)

Brett Forbes grew up in Beverly Hills and graduated from Beverly Hills High School. He next attended Loyola Marymount University where he received his Bachelor of Arts degree in Communications in 2000.

Throughout high school and college, he worked in commercial photography production for leading photographers, such as Peggy Sirota and the late Herb Ritts. Following college, Forbes worked in network television production at Fox TV.

Always knowing he wanted to produce, and being counseled about entrepreneurial opportunities by his stepfather-lawyer, Bruce Fishelman, Brett waited for the right opportunity to make his mark. In 2002, opportunity and preparation merged, as Brett and his partner, Patrick Rizzotti, developed a business model using a pool of relatively modest investment funds to finance the development of many early-stage commercially viable feature films.

"First money in" is traditionally the hardest capital for creative talent to raise, and the new partners realized they could offer valuable alternatives to traditional studio financing. The result of their idea was a new breed of film development hedge fund.

The model is designed so that low per-project investments with a modest overhead can result in highly leveraged returns when successful. By providing more freedom and opportunity to the creative talent, the partners establish long-lasting relationships built on mutual accomplishment.

Brett Forbes now serves as a manager of American Film Capital funds, and is Co-Chief Executive Officer of Fortress Features. Brett's mother, Bonnie Forbes, is currently the head of television development and production for Fortress. Fortress is represented by Paradigm Talent Agency.

PATRICK RIZZOTTI (Producer)

Patrick Rizzotti was born and raised in Chatsworth, California. He grew up in an Irish-Italian family that greatly encouraged his obvious love for film, television and sports. Patrick attended California State University Northridge, where he majored in radio, television and film and graduated in 2000. An accomplished athlete, Patrick learned many important life lessons as a college and semi-pro baseball player.

Throughout college, Patrick worked for private venture capital firms raising funds for independent features. In 2001, Patrick formed PTR Productions, where he developed and implemented mixed media campaigns for corporate clients, including ESPN, Fox Sports, AOL/Time Warner Cable and Universal.

In 2002, Patrick and his partner Brett Forbes developed a business model using a pool of relatively modest investment funds to finance the development of many early-stage commercially viable feature films.

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MICHAEL OHOVEN (Producer)

Michael Ohoven formed Infinity Media, Inc. in 2000 and is the company's Chief Executive Officer. Raised and educated in Germany, Ohoven learned financing and institutional investment at the prestigious Commerzbank and at the family's investment bank.

While studying economics and business administration at one of Germany's leading universities, he joined the International Corporate Affairs division of RTL Television, Europe's largest private broadcaster, where he was mentored by the station's renowned founder, television mogul Professor Helmut Thoma. After two and a half years, Ohoven left the company to create Infinity Media, Inc. Under his leadership, the company quickly established strong working relationships with major studios, talent representatives, and financial institutions.

Infinity Media, Inc. has produced a wide range of films, including *FRAILTY*, *QUICKSAND*, *DEAD HEAT*, *LIBERTY STANDS STILL*, *EVELYN*, *CONFIDENCE*, *THE HUMAN STAIN* (2003 AFI Award Winner), *THE SNOW WALKER* (nominated for 9 Genie Awards including Best Picture), *THE FINAL CUT*, *UNDISCOVERED* and *SAVED!*.

Currently, Ohoven oversees all phases of feature film production, focusing on script development and financing. He produced Rob Zombie's *THE DEVIL'S REJECTS* (2005), *JUST FRIENDS* (2005), *THE CAVE* (2005), *THE WOODS* (2005), *RIPLEY UNDER GROUND* (2005), and the critically acclaimed *CAPOTE* (2005) which received five Oscar nominations including 'Best Picture' and for which Philip Seymour Hoffman was awarded the Oscar for Best Actor.

Upcoming films include *BUG* (Ashley Judd, Michael Shannon).

ADAM ROSENFELT (Producer)

As President of Element Films, Adam Rosenfelt directs the overall operations of the independent film company and oversees the production of each of its feature film releases.

Rosenfelt moved to Los Angeles to embark on a career in film five months after graduating from Cornell University in 1992. At the age of 23, he produced his first feature film, a thriller entitled *Starstruck*, starring previous Academy Award® nominees, Karen Black (*House of 1000 Corpses*) and Russ Tamblyn (*West Side Story*). The next year, Rosenfelt became an agent at Innovative Artists. Soon thereafter, he moved to the Gersh Agency where he continued to excel as a literary agent, representing a talented collection of writers and directors and selling numerous spec screenplays.

In 1996, Rosenfelt moved to HSI Productions to run its management division. In 1998 co-founded HSI Entertainment Inc., the feature film production arm of the company, with HSI's President Stavros Merjos. Rosenfelt's producing credits at HSI include: *The Third Wheel* with Ben Affleck, Luke Wilson and Denise Richards; and *Confessions of An American Girl* starring Jena Malone and Brad Renfro.

Rosenfelt was instrumental in the development of HSI's alliance with SBE Entertainment Group in 2002 and the formation of Element Films by SBE and HSI in 2004, which resulted in Rosenfelt being named President of Element. That venture already has eight films completed, including: *Mr. Brooks*, starring Kevin Costner, Demi Moore, Dane Cook and William Hurt; *Pride* starring Terrence Howard and Bernie Mac; *Down In The Valley*, starring Edward Norton, Evan Rachel Wood, and David Morse; *Five Fingers*, starring Laurence Fishburne and Ryan Phillippe; *The Last*

Time starring Michael Keaton and Brendan Fraser; and *Waiting*, starring Ryan Reynolds, Justin Long, Luis Guzman and Anna Faris.

In addition to his film producing efforts, Rosenfelt spearheads the development of Element's strategic initiatives including: playing a key role in the development and implementation of the State of Louisiana's groundbreaking motion picture tax credit program; orchestrating in the creation of LA Squared, Element's unique public/private film financing fund in partnership with the State of Louisiana's Economic Development Corporation; and developing Element's relationship with Lionsgate (which resulted in a nine-picture, three-year distribution agreement) and other distributors.

PAUL HALL (Producer)

Paul Hall, CEO and founder of Hallway Pictures, is a feature film and television producer whose credits include HIGHER LEARNING, WHY DO FOOLS FALL IN LOVE, the 2000 remake of SHAFT, and JOHNSON FAMILY VACATION.

His career began in local news for the San Francisco market, which led to news positions at ABC and NBC network. While in the Los Angeles market, he created documentary programming for KCET, as well as network-affiliated programming for KABC, for which he received an Emmy nomination.

Paul founded The Berkeley Group in 1991, a television production and motion picture marketing company whose credits include the groundbreaking FOX Network reality series, "Sightings" and "Encounters." Paul's television work has aired on FOX, ABC, NBC, CBS, HBO and Showtime Networks.

Paul's feature filmmaking relationships span the major studios. He has made pictures for Paramount, Sony, Fox Searchlight and Warner Bros. In 2003, he partnered with NBA Hall of Famer and entrepreneur Earvin "Magic" Johnson to create Magic Hallway Pictures, a film production company targeting the emerging Urban/Suburban audience.

He is currently in active development on multiple projects, including the remake of THE HARDER THEY COME for New Line, George Pelecanos' adaptation of his novel, KING SUCKERMAN for HBO and the independent features KARMA and CORE. He is currently on-location in New York City for BROOKLYN TO MANHATTAN.

STEVE SAKLAD (Production Designer)

Steve Saklad served as Production Designer on THANK YOU FOR SMOKING, starring Aaron Eckhart, Robert Duvall and Bill Macy. June 2006 saw the release of SHADOWBOXER, starring Helen Mirren and Cuba Gooding Jr. His latest feature, JUNO starring Ellen Page, will be released in 2008. He has designed over 200 commercials for Harvest Films, Tate USA and Tool of North America. His extensive career as an Art Director includes SPIDER-MAN 2, RED DRAGON and CHARLOTTE'S WEB.

PAUL SIMMONS (Costume Designer)

After forty years of designing costumes and supervising wardrobes for more than forty feature and television films, Paul Simmons was nominated for Excellence in Costume Design for a Contemporary Film by the Costume Designers Guild for his work on HUSTLE & FLOW.

His credits as costume designer include: SIMPLE JUSTICE, THE GOSPEL, DEAD PRESIDENTS, PANTHER, POSSE, THE WHITE GIRL, JUWANNA MAN, ASSAULT AT WEST POINT: THE COURT MARSHALL OF JOHNSON WHITAKER for Showtime, CHARLOTTE FORTEN'S for PBS, FOREVER FREE, PORGY & BESS, HALLELUJAH for American Playhouse, ASHES and SWAMP THING. Simmons was also the costume designer on the first 10 episodes of the hit television series "New York Undercover."

As a costume supervisor he worked on SHE STOOD ALONE, THE PERFECT TRIBUTE, CHAMPAGNE CHARLIE for CBS, A SPECIAL FRIENDSHIP, SOLOMON NORTHRUP'S ODYSSEY, REMEMBER THE TITANS, SHAKE RATTLE AND ROLL, THE TEMPEST, and "Dawson's Creek." He was wardrobe supervisor on SURVIVING THE GAME, MALCOLM X, and ZEBRAHEAD.

Most recently, Simmons reteamed with the filmmakers of HUSTLE & FLOW for BLAKE SNAKE MOAN starring Samuel L. Jackson, with whom he worked with in THE COURT MARSHALL.

When he is not working on television or film production, Simmons is a tailor and a fashion designer based in Charleston.

JAY FAIRES (Music Supervisor)

In his first year heading up Lionsgate music, Faires brought new music to film & TV from John Legend, Elvis Costello, Anthony Hamilton, Death Cab, Snoop and Regina Spektor among others. Upcoming new music includes new work from Kirk Franklin, Chris Cornell and Whitney Houston with Dionne Warwick among others. Cementing new foreign collection deals with Fintage House, a soundtrack deal with RED and digital deal with The Orchard, he's doubled LG's NPS this year with continued growth for 2007. Prior to Lionsgate, Faires had Mammoth Records, A&Ring 150 records, taking bands to gold and platinum as he sold 100 million in recorded music. He sold Mammoth for 64 times its initial investment. Faires currently serves on the board of the AIMP.

ANYA COLLOFF and AMY MCINTYRE BRITT (Casting)

Colloff, Fishman, and Britt (CFB) Casting was formed in the spring of 1998. Fortunately, the ladies immediately landed Joss Whedon's cult classic "Buffy, The Vampire Slayer" which led them to cast his other shows "Angel," "Firefly" and eventually its big screen version SERENITY. While busy with other pilots for Judd Apatow, they cast BAADASSSS! which was a favorite at the Independent Spirit Awards and THE CHUMSCRUBBER which premiered at Sundance. In this past year, they cast three features of which they are very proud: AN AMERICAN CRIME with Catherine Keener, THE TV SET with David Duchovny and Sigourney Weaver, and PRIDE. In addition, they have been casting the series "Monk" for the last four seasons and were nominated for an Emmy for casting in 2004. They just finished their second season of "Weeds" and received their second Emmy nomination. Amy and Anya are currently casting Sony's

WALK HARD for Jake Kasdan and Judd Apatow as well as John Hamburg's pilot for CBS "The Captain."

DANIELLA J. IRLE (Swimming Coach)

Daniella Irle is a long time swimming coach with over 22 years of experience. After spending four years as a USA swimming club coach in Texas she moved into the NCAA Division 1 coaching ranks, first as an assistant coach at LSU and University of Texas, and later as a head coach at Fresno State University and Tulane University. She has coached numerous NCAA All-Americans, USA National Meet and USA Olympic Selection Meet Qualifiers. In 2004, while coaching a young, all freshman, first year program at Tulane University, she had an athlete selected to represent her country at the 2004 Summer Olympic Games in Athens, Greece. In 2005, with a second year program consisting of freshman and sophomores, her team won the Conference USA Championship meet. Daniella is currently an Assistant Athletic Director for Business and Student Services Operations at Tulane University.

KONRAD RIBIERO (Swimming Coach)

Konrad is a coach with Triathletix, a triathlon and swim coaching company in Santa Monica, CA. He started coaching 14 years ago and has coached national caliber triathletes, high school and intercollegiate water polo and Boston Marathon qualifying runners.

He has raced in over 30 triathlons and dozens more swimming, cycling and multisport events including duathlon and aquathlon. He is a national championship qualifier at international distance triathlon and a world championship qualifier in the run/swim discipline known as aquathlon.

He has raced at distances from sprint to Ironman, having finished his first Ironman in 2004 at Madison, WI in 11:28:59. He is also an avid cyclist, recently achieving a Category IV designation from USCF.

His athletic background is aquatic. A lifelong competitive swimmer, open water swimmer, and water polo player, he still holds a school record from his high school days and is the all-time leading scorer in Washington Husky water polo history.

Hailing from Seattle, he is a Northwest native having graduated from University of Washington in 1997 with his BA in Geography. He moved to SoCal in 1998, earned his MBA from Pepperdine University. He lives in Santa Monica with his wife Stefanie and their daughter Frankie.

BILLY FOX, A.C.E. (Editor)

Fox has worked on many different types of projects from TV, Documentary, Commercial to Mini-Series and Feature Film.

In 2001, Fox was Co-Producer and Editor on the HBO mini-series "Band of Brothers" for Tom Hanks and Steven Spielberg. His recent feature credits include WOMAN THOU ART LOOSED for Michael Schultz, HUSTLE & FLOW for Director Craig Brewer, with John Singleton and

Stephanie Allain producing. John Singleton included Fox as editor on FOUR BROTHERS for Paramount Pictures. With Lorenzo di Bonaventura producing, he returned to the same team that produced HUSTLE & FLOW to edit BLACK SNAKE MOAN for Craig Brewer and Paramount Vantage in 2006.

He is the recipient of 15 major awards and numerous nominations. Including 7 Emmys wins, 2 BDA Awards, Monitor Award, The Peabody Award, The Golden Laurel and Humanitas awards.

FINAL CREDITS

Cast

Jim Ellis
Elston
Sue Davis
Bink
Puddin Head
Walt
Willie
Hakim
Andre
Jake
Reggie
Franklin
Artrell (Willie's Father)
Ophelia (Andre's Mother)
Race Official (UOFB)
Race Official (Mainline)
Coach Logan - 1964
Race Official (PDR)
Starter - 1964
Ron Lincoln (Employment)
City Worker
Reverend
TV Reporter
Black Maintenance Man
Hot Girl #1
Hot Girl #2
Hot Girl #3
Hot Girl #4
Bob the Barber

Stunt Coordinator
"Jim Ellis" Stunt Double
"Reggie" Stunt Double
"Franklin" Stunt Double

Larnell Stovall
Tim Sitarz
Eddie Matthews
Eric Norris
G. Grant Jewett
Tim Gallin
Holly O'Quin
Russell Towery

Terrence Howard
Bernie Mac
Kimberly Elise
Tom Arnold
Brandon Fobbs
Alphonso McAuley
Regine Nehy
Nate Parker
Kevin Phillips
Scott Reeves
Evan Ross
Gary Sturgis
Jesse Moore
Carol Sutton
Tony Bently
Vance Strickland
Louis Herthum
Wayne Ferrara
George Sanchez
Anthony Bean
Jim Ellis, III
Harold X. Evans
Catherine Shreves
Terence Rosemore
Joni L. Marsaw
Courtney Evans
Candice Crump
Shasta Clements
Ernest Anthony

Jeff Galpin
Henry "Hank" Kingi, Jr.
Curtis "C.J." Stuart, Jr.
Mark A. Hicks

Stunts

Preshas Jenkins
Ali Alherimi
Trace Cheramie
John Gilbert
Dean Grimes
Bill Scharpf
Michael Mayhall
Artie Malesci

FINAL CREDITS

Filmmakers

Unit Production Manager
Robert Ortiz

First Assistant Director
Max D. Day Bruce Franklin

Second Assistant Director
Carla Ponzio Conte Matal

Executive in Charge of Production
Donna Sloan

Production Supervisor	Buddy Enright
'A' Camera Operator	Michael St. Hillaire, S.O.C.
First Assistant Camera	Mark Santoni
Second Assistant Camera	Kirk L. Bloom
'B' Camera Operator/Steadicam	Kris Krosskove, S.O.C.
First Assistant 'B' Camera	Jeffrey N. Civa
Second Assistant 'B' Camera	Matt Gaumer
'C' Camera Operator	David V. Daniel
First Assistant 'C' Camera	Christopher M. Fisher
Second Assistant 'C' Camera	Lynda Vincent
Film Loader	Jonathan Robinson
Underwater Director of Photography	Pete Romano
Underwater First Assistant Camera	Sean P. Gilbert
Libra Operator	Joe Allegro
Libra Head Tech	Lance Mayer
Camera Assistant	Ian Lynch
Video Assist	Thomas E. Conrad
Still Photographer	Saeed Adyani

Additional Editing by Edward R. Abroms

First Assistant Editor	David Rosenblatt
Post Production Supervisor	Carl Pedregal
Post Production Manager	Mark W. McCoy
Post Production Coordinator	Cortney Haile
Post Production Accounting	Emily Rice
	Liam Hearne
Script Supervisor	Sam Sullivan
Sound Mixer	Paul Ledford, C.A.S.
Boom Operator	Misty Conn
Utility Sound	Ryan Farris
Additional Sound Mixer	Jonathan Parham
Key Grip	Chris Ekatrom
Best Boy Grip	Ezra Venetos

'A' Camera Dolly Grip
'B' Camera Dolly Grip
Dolly Grip

Jimi Ryan
Steve Urban
Mike Moad

Grips

William Franklin Boone III
Edward Darr
Lee T. McLemore
Mike Nami, Jr.
Ryan Reinike
Ricki R. Sylvester, Sr.
Mark Toups
Calvin Ursin, Jr.

Kevin Carlise
Christopher E. Hamala
Robert D. Morrison, Jr.
Lucas Porterfield
Mike Smith
Aaron Toups
Barry Williamson
Key Rigging Grip

Ryan Russill

Best Boy Rigging Grip
Rigging Grips

Technocrane Operator
Second Technocrane Operators

Frankie Jones
Jacob Borck
Jim "Trapper" McEvoy
Kenny J. Rivenbark
Patrick Redmond
Paul Goroff
Sean M. Finnegan
Scott D. Zuchowski

Gaffer
Best Boy Electric

Electricians

Tarik Naim Alherimi
Robert D. Gouzien
Michael Jones
Dana McCormick
Joseph Paolucci
Ian M. Stockstill
Dimmer Operator
Rigging Gaffer
Best Boy Rigging Electric

Chip Carey
David E. Jenson
Mason McGuire
Eric A. Miller
Michael P. Ray
Chris A. Trosclair
Bennett Bartley
Paul Olinde
Ferd Duplantier, Jr.

Rigging Electric

Jacob Borck
Harry M. Dennis, Jr.
Albert R. Ferreira

John Davi
Larry Dorsey, Jr.
Andre M. Green

Ryan Lamy

Art Director
Assistant Art Directors

Art Department Coordinator
Art Department Assistant
Set Decorator
Set Designer
Leadman
Propmaster
Assistant Propmaster
On-Set Dresser

Monroe Kelly
Mark E. Garner
Steven Samanen
Robin Simmerly
Kimberly Amacker
Leonard Spears
Christina E. Kim
Vince LeBlanc, Jr.
Michael S. Martin
Jorin Ostroska
Cory Parker

Set Dressers

Ed Clevenger
M. Marcos Gonzalez
Michael D. Kennedy
Joseph Pipes
Tom West

Buyer
Graphics Designer
Storyboard Artist

Construction Coordinator
Foreman
Propmaker
Utility
Construction Buyer
Lead Scenic
Scenic Foreman
Scenic Gang Boss
Scenic

Signwriter
Painters

Lead Greens
Greens
Carpenters

Costumer Supervisor
Key Costumer
Set Costumers

Additional Set Costumers

Seamstress
Head Makeup Artist
Key Makeup
Third Makeup Artist
Makeup Artist for Bernie Mac
Head Hairstylist
Key Hair Stylist
Third Assistant Hair Stylist
Additional Hair Stylists

Hair Stylist for Bernie Mac

Gus "Snake" Coto
Paul A. Hartman
Sidney Joseph Montz III
Stephen Turner

Daniel T. Fox
Corey T. Gammel
Warren Drummond

George "Chuck" Stringer III
Leo E. Lauricella
Bruce Lauricella
Richard L. Johnson
Troy A. Johnson
Thomas V. Johnson
Ken Deubel
Terry Deubel
Peggy Johnson
Penny Wesney
Gordon Lorne Peck, Jr.
Andrew M. Casbon III
Todd Clevenger
Ronald W. Romanski
Brett J. Smith
David Tureali
Matthew Braheem
Mark Sullivan
Michael G. Tveten
Darlene Jackson
Omar J. Simmons
Claire Hedlund
Yvens de Thelismond
Maria Darnell
Tracey Dundas
Loretta Harper
Deborah P. Matthews
Mary Ann Waterstradt
Edna Mae Sheen
Stacy Kelly
Paige Reeves
Vonda K. Morris
Charles Gregory Ross
Paul Anthony-Morris
Donna M. Spahn-Jones
Theresa Fleming
Kent M. Richard
Susan Star Orr
Linda Stamm
Teressia Carter

Location Manager
Assistant Location Manager
Location Assistants

Location Scouts New Orleans

Location Scout Philadelphia
Tech Scout
Transportation Coordinator
Transportation Captain
Transportation Co-Captain
Transportation Office Coordinator
Transportation Secretary
Picture Car Coordinator
Construction Driver
Honeywagon Driver

Batou Chandler
Leonard E. Reynolds III
Ruth Caffery
Nathan Aronson
Robin Chambless
Jimi Woods
Jimmy Trotter
Winston Riley
Jason Pinardo
Jeff Overcash
Welch Lambeth
John H. McLaughlin
Junior Kelly
Christy Zeller
Dan Seekman
Anthony J. Forester
Samuel Hines
Daniel O. Wiseman

Drivers

Larry Arceneaux
David E. Burke
Herbert O. Colar
Edward Dorsey III
Robert J. Jacobs
Loney Landry
Roy Maggio
Willie David Partin
Eric Sackrison
Rodney Smith
Marti Wells
Byron Williams

Mickey Arnold
Cleveland Carter Jr.
Donald Cowart
James R. Hayes
Dwayne Lain
Bruce Lane
Darryl W. Moran
Jesse Quiet
Raymond Slack
Willie (Silkey Slim) Stringer, Jr.
Sharon Wheeler

Oscar A. Austin Jr.
Walker Chaney
Glen DePhillips
Cedric Howard
Adonika Landry
James R. "Rooster" Layton
Richard "Ric" Munoz
Shedrick Roy, Jr.
Shelton L. Slack
Billy Melvin White
June Wischler

Generator Operator
Production Coordinator
Assistant Production Coordinator
Production Secretary
Travel & Shipping Coordinator
Office Production Assistants

Second Second Assistant Directors

Key Set Production Assistant
Basecamp Production Assistant

Chuck Tomasello
Rankin Hickman
Lauren E. Heno
Bernadette J. Gonzales
Elizabeth L. Chambers
Blake Audirsch
Sarah Larson
James Roque, Jr.
Jason Altieri
Jared Hopkins
Kimberly Murphy

Set Production Assistants

Brad S. Pero
Martin Holly
Sean P. O'Regan
John M. White
Angela Young

Delma Cupit
Ben LeDoux
Gerson Paz
Kaysie Wilkinson

Beau Harrison
Matthew D. Miller
Hirotatsu Taniguchi
Samuel H. Winston
Mike Leonard

Production Accountant
First Assistant Accountant
Accounting Clerk
Payroll Auditor
Special Effects Coordinator
Special Effects Foreman
Special Effects Technician
Special Effects Technician
New Orleans Swim Coaches

Los Angeles Swim Coaches

Assistant to Michael Paseornek
Assistant to John Sacchi
Assistant to Donna Sloan
Assistants to Sunu Gonera

Assistant to Kimblery C. Anderson
Assistant to Malcolm Petal
Assistant to Victoria Fredrick
Assistant to Paul Hall
Assistant to Terrence Howard
Trainer for Terrence Howard
Assistant to Bernie Mac
Dialogue Coach for Bernie Mac
Assistant to Kimberly Elise
Cast Production Assistants

Catering
Head Chef
Chef

Assistant Chefs

Crystal Dallas
Joshua Dupre
Brandon Pitre

Matt Zervoulis

Craft Services
Craft Service Assistants

Set Medic
Security

Product Placement

Clearance Coordinator

Rob Labrecque
Brian Evans
Nina T. Faucheux
Tony Shandra
David K. Nami
Stephen Bourgeois
Lawrence Barado III
Michael Nami Sr.
Daniella Irle
Lena Darnell
Konrad Ribeiro
Deborah Feldman
Bree Bailey
Hernany Perla
Daniel MacArthur
Jacqueline Vleck
Monique Peek
Chantel Forest
Sarah Nunez
Bernadette Hodge
Terence Rosemore
Kevin "Webb" Wigfall
Darrell Foster
Je'Niece Childress
Keiann Collins
Nafeesa Monroe
Shannon Parker
Scott Morrison
Samuel Macaluso
Jim Hanna
Rick Simek
Markus Barben

Ben George
Andrew Hainey
Jason Watson

Kathleen Duren
Michelle "Mookie" Cox
Michelle Duplantis
Deven M. Schruff
Derek A. Schwebel
Adam T. Ryan
Garry P. Duplessis Jr.
Shepard Green
Kevin J. Lapeyrouse
Desmarie Beverly -Taylor
Gary W. Traylor
Cheryl Brooks
Aubrey McClure
Amanda Shamis

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Unit Publicist
Assistant Publicist
EPK
Casting Associate
New Orleans Location Casting
Extras Casting Coordinator
Extras Casting Assistant
Casting Assistant

Entertainment Clearances, Inc.
Laura Sevier
Cassandra Barbour
Cassandra Butcher
Janelle Connor
Jeff Lieberman
Michael Nicolo
Elizabeth "Liz" Coulon
Katie Walker
Alexander Garcia
Jay Defelice

POST PRODUCTION SOUND SERVICES PROVIDED BY
DANETRACKS, INC.

Re-recording Mixer
Supervising Sound Editor
Sound Effects Editors

ADR Supervisor
Dialogue Editors

First Assistant
Mix Engineer
Apprentice Editor
Additional Re-recording

ADR Recording Services
ADR Mixer
ADR Recordist
Foley Recording Services
Foley Artists

Foley Mixer
Foley Editorial
ADR Voice Casting

Tom Ozanich
Frank T. Smathers
Mark Larry
Greg Hedgepath, M.P.S.E.
Bobbi Banks, M.P.S.E.
Paul Hackner
Kimberly R. McCord-Wilson
Nancy Barker
Del Martin
Alder Hampel
Ken Polk
Marshall Garlington
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Eric Thompson, C.A.S.
Travis MacKay
Orangebox Entertainment, Inc.
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Jody Berglund
Matthew C. Beville
Brian Dunlop
Barbara Harris

ADR Cast

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Marsha Kramer
Lanai Chapman
Tracy Metro
John Demita
Vernon Scott
Barbara Iley

Carlyle King
Catherine Cavadini
Jeremy Maxwell
Vicki Davis
Jason Pace
Andy Hirsch
Nancy Truman
Andreana Weiner

Doug Burch
Terence Mathews
Django Craig
Khanya Mkhize
Jeffrey Todd Fischer
Joel Swetow
Amad Jackson

Dolby Sound Consultant

James Wright

Negative Film Developing and Video Dailies by Fotokem

End Titles and Preview by Modern VideoFilm, Inc.

Post Project Coordinator	Elona Culwell
iQ Artist	Roger Ames Berger
iQ Assistant	Manny Dubon
Electronic Graphics	Casey Leming

Video Projection Equipment Provided by American Hi-Definition, Inc.

Digital Intermediate and Opticals by Technicolor Digital Intermediates
A Technicolor Company

Digital Film Colorist	Scott Gregory
Digital Intermediate Producer	Carl Moore
Digital Intermediate Conform	Ron Barr
Imaging Technicians	Steve Hodge
	Kevin Schwab
	John Herndon
	Floyd Burks
	Gilbert De La Garza
Digital Restoration	LaNelle Mason
	Wilson Tang
	Brad Sutton
	John Kearns
	Erin Nelson
V.P. of Production	Steve Rundell
V.P. of Imaging	Chris Kutcka
V.P. of Color Imaging R & D	Joshua Pines
Scheduling	Cynthia Lemus
Operations	Steve Hernandez
	Ray Horta
Data Technicians	Andy Chua
	Ashley Farber
	Amer Abassi
	Ron Perez
Video Technicians	Jada Budrick
	Tim Gatena
	Ron Leidelmeijer
Production Technology	Mike Tosti
Engineering	Paul Turang
Main Titles by	David Rosenblatt
	Billy Fox, A.C.E.

VFX by XY & Z Visual Effects

VFX Supervisor	Mike Uguccioni
Compositors	Jamie Baxter
	Roger Mocenigo

Edit rooms provided by	The Editing Room
------------------------	------------------

Prints by	Technicolor
Lab Contact	Josh Moore

Color Timer

FOR CINERENTA
Eberhard Kayser
Bernhard Speck

Terry Haggar

Cinerenta's Advisor

Dr. Till Neumann

FOR INFINITY MEDIA
Kyle Mann
Ariana Mufson
Rob Baker

For LIONSGATE

Sr. V.P., Production
Supervisor of Production
Supervisor of Production

John Sacchi
Curtis A. Miller
Rosemary Lara

Executive V.P., Business & Legal Affairs
Assistants to Robert Melnik

Robert Melnik
Jamie Noche
Whitney Evans
Charlyn Ware
Bill Jacks
Gina Powers

V.P., Business & Legal Affairs
Contract Administrator
Credits Coordinator

Co-President, Theatrical Marketing
Co-President, Theatrical Marketing
Supervisor, Assets and Unit Publicity

Tim Palen
Sarah Greenberg
Yon Elvira

President of Music
Film Music

Jay Faires
Tricia Holloway
David Falzone
Terri DiPaolo
Jeanne Fay
Michelle Pullman
Diana Beas
Parker Baggett
Tom Mahoney

Music Legal
Music Clearances
Assistant to President of Music
Copyrights
Publishing Administration
Soundtracks

Supervising Producer

Michael Elliott

Cranes & Lifts by

Louisiana Lift & Equipment, Inc.
Prime Equipment

Camera Systems by

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Hydroflex, Inc.
Aqualung Productions
Majestic Light
Leonetti Company

Underwater Camera Equipment by
Technocrane by
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Production Financing Provided by

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David K. Henry
Senior Vice President

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Insurance Services, Inc.
Brian Kingman

Payroll Services by

Axiom International, Inc.

Completion Guaranty Provided by

International Film Guarantors, Inc.

"BACK STABBERS"

Written by Leon Huff, Gene McFadden
and John Whitehead

Performed by the O'Jays
Courtesy of Epic Records

By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"LET'S CLEAN UP THE GHETTO"

Written by Gilbert Cary, Kenneth Gamble
and Leon Huff

Performed by The Philadelphia All-Stars
Courtesy of Philadelphia International Records

"LITTLE CHILD RUNNIN' WILD"

Written by Curtis Mayfield

Performed by Curtis Mayfield

Courtesy of Rhino Entertainment Company
and Curtom Records

By arrangement with
Warner Music Group Film & TV Licensing

"EXPRESS YOURSELF"

Written by Charles Wright

Performed by Charles Wright & The Watts
103rd Street Rhythm Band

Courtesy of Warner Bros. Records Inc.

By arrangement with
Warner Music Group Film & TV Licensing

"ILL TAKE YOU THERE"

Written by Alvertis Isbell

Performed by The Staples Singers

Courtesy of Concord Music Group, Inc.

"IT'S YOUR THING"

Written by Ronald Isley, Rudolph Isley and O'Kelly Isley

Performed by The Isley Brothers

Courtesy of Epic Records

By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"EXPANSIONS"

Written by Lonnie Liston Smith
Performed by Lonnie Liston Smith
Courtesy of The RCA Records Label
By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"BLOW ME AWAY"

Written by Brenton Brown
Performed by Dreamseed
Courtesy of Squeaky Seat Music

"INNER CITY BLUES (MAKE ME WANNA HOLLER)"

Written by Marvin P. Gaye and James Nyx
Performed by Grover Washington, Jr.
Courtesy of Motown Records
Under License from Universal Music Enterprises

"SLOW MOTION"

Written by Kenneth Gamble and Leon Huff
Performed by Johnny Williams
Courtesy of Columbia Records
By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"I LOVE MUSIC"

Written by Kenneth Gamble and Leon Huff
Performed by The O'Jays
Courtesy of Philadelphia International Records

"I CAN'T WAIT MUCH LONGER"

Written by Francis Miller and Robin Trower
Performed by Robin Trower
Courtesy of Chrysalis Records Ltd.
Under License from EMI Film & Television Music

"THE FOOL AND ME"

Written by James Dewar and Robin Trower
Performed by Robin Trower
Courtesy of Chrysalis Records Ltd.
Under License from EMI Film & Television Music

"OH HAPPY DAY"

Written by Edwin Hawkins
Performed by The Edwin Hawkins Singers
Courtesy of Buddah Records
By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"LOVE TRAIN"

Written by Kenneth Gamble and Leon Huff

Performed by The O'Jays
Courtesy of Epic Records
By arrangement with
SONY BMG MUSIC ENTERTAINMENT

"STRAWBERRY LETTER 23"
Written by Suggie Otis
Performed by The Brothers Johnson
Courtesy of A&M Records
Under License from Universal Music Enterprises

"THE PAYBACK"
Written by James Brown, Fred Wesley and John Starks
Performed by James Brown
Courtesy of Universal Records
Under License from Universal Music Enterprises

"DARE TO DREAM"
Written by John Legend, Aaron Zigman, Sunu Gonera
and Jerry Hey
Performed by John Legend
Courtesy of Getting Out Our Dreams, Inc./
Columbia Records
By arrangement with
SONY BMG MUSIC ENTERTAINMENT

Soundtrack available on
Lionsgate [logo]

Special Thanks:

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The City of Philadelphia Department of Recreation
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Dr. Marsha Foster Boyd

Andrea Narcisse
University of Baltimore
Southeastern Pennsylvania Transportation Authority
The Philadelphia Inquirer- Philadelphia Newspapers, Inc.
American Film Capital II
Ben Weiss
Shanon Davis
Tighe Curran
Bonnie Forbes
Bruce Fishelman
Mike and Debbie Rizzotti
Alexis Garcia
Robert Stein
Tom Meusborn
Barry Felsen
John and Kathleen Harrell
Jim and Donna Davis
Jay Robinson

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