



FOX SEARCHLIGHT PICTURES Presents

In association with EVEREST ENTERTAINMENT

A GROUNDSWELL / NEXT WEDNESDAY Production

WIN WIN

PAUL GIAMATTI

AMY RYAN

BOBBY CANNAVALE

JEFFREY TAMBOR

BURT YOUNG

MELANIE LYNSKEY

ALEX SHAFFER

MARGO MARTINDALE

DAVID THOMPSON

DIRECTED BY	TOM McCARTHY
SCREENPLAY BY	TOM McCARTHY
STORY BY	TOM McCARTHY & JOE TIBONI
PRODUCED BY	MARY JANE SKALSKI MICHAEL LONDON LISA MARIA FALCONE TOM McCARTHY
EXECUTIVE PRODUCERS	LORI KEITH DOUGLAS TOM HELLER
DIRECTOR OF PHOTOGRAPHY	OLIVER BOKELBERG
PRODUCTION DESIGNER	JOHN PAINO
EDITOR	TOM McARDLE
CO-PRODUCER.....	JACQUELINE BROGAN
ASSOCIATE PRODUCER	ERICA TUCHMAN
MUSIC SUPERVISOR.....	MARY RAMOS
MUSIC BY.....	LYLE WORKMAN
COSTUME DESIGNER.....	MELISSA TOTH
CASTING BY	KERRY BARDEN PAUL SCHNEE

Running time 106 minutes

WIN WIN

Tom McCarthy, acclaimed writer/director of *THE VISITOR* and *THE STATION AGENT*, once again explores the depths and nuances of human relationships in his new film about the allegiances and bonds between unlikely characters. Disheartened attorney Mike Flaherty (Paul Giamatti), who volunteers as a high school wrestling coach, stumbles across a star athlete through some questionable business dealings while trying to support his family. Just as it looks like he will get a double payday, the boy's mother shows up fresh from rehab and flat broke, threatening to derail everything. McCarthy's deft touch with balancing drama and comedy, broken hearts and poignant humanity is at play in *WIN WIN*.

Fox Searchlight Pictures presents, in association with Everest Entertainment, a Groundswell / Next Wednesday Production, *WIN WIN*. Directed and screenplay by Tom McCarthy with story by Tom McCarthy & Joe Tiboni, the film is produced by Mary Jane Skalski, Michael London, Lisa Maria Falcone and Tom McCarthy and executive produced by Lori Keith Douglas and Tom Heller. Bringing the story to life is an ensemble cast headed by Academy Award® nominee Paul Giamatti, Academy Award nominee Amy Ryan, Bobby Cannavale, Jeffrey Tambor, Melanie Lynskey, Academy Award nominee Burt Young and teen newcomer Alex Shaffer.

The creative team includes director of photography Oliver Bokelberg (*THE BOUNTY HUNTER*), production designer John Paino (*THE VISITOR*), editor Tom McArdle (*THE VISITOR*), music supervisor Mary Ramos (*INGLOURIOUS BASTERDS*), music by Lyle Workman (*FORGETTING SARAH MARSHALL*) and costume designer Melissa Toth (*ADVENTURELAND*).

WIN WIN

ABOUT THE PRODUCTION

Tom McCarthy's WIN WIN starts with an ordinary man who is struggling to survive and provide in these tough economic times. As portrayed by Oscar® nominee Paul Giamatti, Mike Flaherty is a suburban father who wants more than anything to be a victorious wrestling coach, a winning husband and father and a better friend. He gets his chance to be all those things with one questionable choice that changes his life in ways he never expected, leading him not only on an incredible sports run with a young wrestling phenom, but also to heartbreak, hard truths and a surprising road to redemption.

The result is McCarthy's own witty, warm take as several of the characters -- especially Mike Flaherty and his unexpected house-guest turned wrestling star, Kyle Timmons -- confront one of the underlying dilemmas of our era: when times get tough, should you do whatever it takes to get ahead or what you know is right in your heart?

"Mike Flaherty had a simple plan for his life, but in these times, it just doesn't seem to be happening. He's a decent, humorous, hard-working guy who just makes one bad decision -- and the fact of the matter is that if he had really thought things through, he probably wouldn't have done what he did," McCarthy comments. "What interested me was how good people sometimes make very faulty decisions and have to find a way to live with them in the end. That became the compelling through-line of the story. What started as a broad sports comedy became more of a human comedy."

McCarthy's first two films were critical and popular indie hits that introduced a compelling voice to the film world -- a comedic voice that is deeply humane at its core. THE STATION AGENT was a poignantly funny character study of a loner drawn, in spite of himself, into a quirky, yet sustaining circle of friends; THE VISITOR was the powerful story of a college professor who becomes unwittingly embroiled in the lives of an immigrant couple trying to stay in America.

But with WIN WIN, McCarthy enters broader, lighter territory with a tale of sudden sports success that is not just about winning but also about whether winning is really the point. At the center of the film's action, McCarthy chose a sport rarely seen at the movies, yet one close to his heart: high

school wrestling. Having once sported a wrestling singlet himself in his New Jersey youth, McCarthy was inspired by the vision of a last-place high-school wrestling team in a town where nearly everyone is hoping for a lucky break – and suddenly, they get one. That was the initial spark for WIN WIN.

“The idea really spoke to me and the challenge, I thought, would be to bring to life what, on the surface, looks like a very conventional world – suburban America and high school sports – but do it in a way that would be authentic, funny and alive,” McCarthy says.

To create this world, McCarthy partnered with a former wrestling buddy and current New Jersey lawyer, Joe Tiboni, to pen the script. They began by envisioning the team’s coach, Mike Flaherty, a former high school wrestler turned eldercare lawyer. Mike is hovering on the brink of financial despair when an opportunity to solve all his problems suddenly appears -- at the seemingly small cost of taking advantage of a client with dementia, who might not even know the difference. By all accounts, Mike has always been a decent guy, but he has no idea his decision will have all kinds of consequences – both thrilling and unsettling -- for strangers he has yet to meet as well as his loved ones.

“Mike is kind of an everyman,” observes McCarthy. “He has a sense of commitment to his family and to his community and maybe he’s not an extraordinary success, but up until now, he’s been doing a pretty decent job of things. The problem is that Mike has ideas of where he should be in life and that doesn’t quite match up with the reality of where he *actually is*. He’s looking for some easy money, but the way he does it, brings a whole new set of obstacles into his life.”

With money as his motivation, Mike makes a bid to become the legal guardian for his client, Leo, whose confusion keeps him from realizing what is happening to him. It seems like a fail-proof plan – until, out-of-the-blue, Leo’s unmet grandson, Kyle, a scruffy teen rebel on the run from a broken home, shows up on the Flaherty family’s doorstep, and reveals himself to be both a remarkable wrestling genius, and a troubled soul hungering for a true home.

Kyle might be the catalyst for much of the film’s humor, but his situation is also heartrending. “Kyle is a kid in a tough spot,” notes McCarthy. “He’s a runaway, his mom is in rehab and he’s come to find his grandfather who he’s never actually met. But the one thing this kid lives for is to wrestle, and when he’s offered the chance to wrestle for Mike’s team, he just can’t pass it up. And that’s when the fun starts, because Mike realizes he’s got a true ringer.”

McCarthy and Tiboni surrounded Mike and Kyle with a vibrant cast of characters from the community who each have their own need to rebound from rough times. They include Jackie, Mike’s wife who unexpectedly becomes Kyle’s confidante; Terry, Mike’s recently divorced friend, who can’t get his mind off his wife’s affairs, literally; Vigman, Mike’s fellow coach and stressed-out CPA who can’t afford his stepson’s Lasik; and Stemler, the skinny, petrified nerd whose presence on the wrestling team is a mystery even to himself.

As the town's characters came to life, McCarthy and Tiboni modeled the relationship between Mike and Terry, best friends and wrestling coaches, on their own friendship. "We're very different guys than they are, but we wanted to get at that kind of ease that comes when two friends have a very long history with each other," says McCarthy, "and at the way a good friend can push your buttons at one moment and then make you laugh the next. Paul Giamatti and Bobby Cannavale really nailed that."

That type of funny/moving duality is a big part of McCarthy's comedic style, which, no matter the subject, always focuses on the real experiences of everyday people. "I love to find moments of quiet humanity," he says, "where you get the feeling that the people on screen are people you know, flaws and all. If you can do that, I think the audience will go on any ride, and this is quite a ride."

When the screenplay was completed, WIN WIN attracted a producing trio that includes long-time McCarthy associate Mary Jane Skalski, who produced THE STATION AGENT and THE VISITOR; Groundswell Productions president Michael London, whose films include THE VISITOR and SIDEWAYS; and Everest Entertainment President Lisa Maria Falcone, who recently served as an executive producer on Danny Boyle's 127 HOURS and producer on MOTHER AND CHILD. They were each drawn to the human side of the film as well as to its spirited humor.

"What I love about Tom's work is that his films are always about characters that just need one little push to change their whole world," says Skalski. "I love seeing that kind of story on screen. WIN WIN is about a single impulsive move that simultaneously brings people together and takes Mike Flaherty down a path that makes him question everything."

Adds Michael London, "Tom's movies have all been about disconnected people who come together and create surrogate families. It's a theme I really love, and I think it's the reason his movies resonate so much with audiences. It's also why his movies are so exhilarating to be part of. In creating a family on screen, he creates a family behind the scenes as well during the making of each movie. WIN WIN was that kind of experience for everyone involved in the project and I think that camaraderie really shows on screen."

Concludes Falcone, "I was aggressive about pursuing this project because I really believed in the story and in Tom McCarthy's vision. I think in these economic times people can really associate with a struggling lawyer in his forties just trying to make ends meet, and then he comes across this defiant young kid who's a high school wrestler, and unexpectedly forms a bond with him. I just love the idea that someone can come along to fulfill a part of your life when you least expect it."

Meet Mike Flaherty

Mike: "I'm an idiot."

Jackie: "You are, but you're a good idiot."

Paul Giamatti, known for creating indelible American characters such as the lonely, middle-aged wine tourist, Miles, in Alexander Payne's *SIDEWAYS* to the stubbornly devoted U.S. patriot and President in the award-winning mini-series *JOHN ADAMS*, was thrilled to have Mike Flaherty, a good man who makes one life-changing mistake, join the list in his most unabashedly comedic role to date.

"I was drawn to the character and I thought that Tom McCarthy was trying to do something very interesting in *WIN WIN*, creating a portrait of suburban life that is more complicated and willing to show the ordinary ways good people compromise themselves," Giamatti says. "I thought it was really subtle and well-done. He doesn't turn suburbia into a sinkhole for vice and grotesqueness and it's not a satire. But the film also isn't sentimental. It's about a man whose life is fairly good and then one little decision makes it deviate from the norm. That's tricky to do well."

That trickiness is part of what excited Giamatti as he thought about how to make a man who is struggling in familiar ways, without falling into a desperate stereotype, compelling and full of comic layers. He took a compassionate but unsentimental approach to the character.

"It was a challenge because Mike is not like characters I'm used to doing. He's quite content and he's not given to emotional extremes," he notes. "It's really not that easy to play a character that is generally happy with his life and basically is a decent, good-natured guy. You have to find a way to give it some depth."

Mike may not be extreme but he is in a state of panic as the film opens, to the extent that he collapses of a full-blown anxiety attack while out for his morning jog. "Mike doesn't deal with stress very well at all," Giamatti laughs. "He bottles it all up, but that only makes the stress worse. He's trying to keep up appearances at all times that everything is all right. That's who he is. Mike wants to believe that everything he does, even if it's slightly crooked, is done to help other people."

This characteristic is especially true when Mike sets out to be the caretaker for his elderly client Leo, in exchange for a monthly check, and even truer when he meets Kyle, Leo's runaway grandson who turns out to be the wrestling prodigy Mike's team has been in search of for years. "I think Mike really wants to help Kyle out and it turns out that Kyle's also very useful to Mike because he's such a great wrestler," explains Giamatti. "There's this constant thing in Mike where he is taking advantage of someone, and yet at the same time, he convinces himself that it is an opportunity for the other person, too. He wants everything to be a win-win situation."

Giamatti came to the role knowing next to nothing about Mike's greatest passion, wrestling, but quickly did his homework, heading to local wrestling matches as an awed observer. "It's a strange sport," he admits, "and as physically tough as it gets. There's something obsessive about it, with all this focus around 'making weight.' And it is rough. I went to a lot of real matches where I saw kids getting their noses broken and throwing up on the mat – it gets really intense."

He goes on, "I found the wrestling stuff really interesting in the context of the story because wrestling is filled with all this pressure for achievement and to be as aggressive as you can possibly be - which is also so much a part of the modern culture that surrounds these characters. But what Mike begins to see is that this kind of all-out, aggressive achievement doesn't actually matter to him. All that matters to him is how much he's loved and how much he loves other people around him. He finally sees that he was trying to be something that he's not."

McCarthy says that Giamatti makes that discovery palpable because he manages to meld both the charm of comedy and the ache of tragedy into the character, to makes his choices seem at once relatable and full of human frailty. "He's such an immensely talented actor," says the writer-director. "I've actually known him since we went to school together at Yale but this is the first time we had the chance to work together. As tricky as the character is, Paul makes playing Mike Flaherty look effortless. Watching him turn out this performance was very exciting."

Adds Michael London, who previously worked with Giamatti on *SIDEWAYS*, "This role is something quite different for Paul. You get to see him be incredibly funny and yet still very touching. I think Paul can truly do anything and from the minute he stepped on the set, it was impossible to imagine anyone else in the role."

Jackie Flaherty

"We have kids, Mike. I'm not taking any chances with Eminem down there."

-- Jackie

Mike Flaherty's wife Jackie, who is aghast to find herself suddenly playing surrogate mother to a 16 year-old runaway when Kyle shows up in town, is played by Amy Ryan, an Oscar® and Golden Globe® nominee for her role in Ben Affleck's *GONE BABY GONE*. Though known for her role as Holly Flax, soul-mate to Steve Carell on the hit television series "The Office," *WIN WIN* marks Ryan's first foray into film comedy.

Much like Giamatti, Ryan had to plunge below the surface of a seemingly typical suburban wife and mother to get to the rich vein of comedy in Jackie's plight. To Ryan, Jackie is the one person who knows something is weighing on Mike's conscience, if only he would just confide in her.

“Jackie is very happily married to Mike, they know each other inside and out and it’s pretty clear they’ll be together forever,” she explains. “But, at the same time, she knows something is off with Mike right away, as soon as this whole thing starts. It’s something very subtle, but it’s there in their interaction and it was important to me that the audience be able to sense it.”

Equally subtle is the relationship Jackie develops with Kyle, in which she moves from being mortified by his hair, his smoking and the fact that he’s even within 500 feet of her two young daughters, and ends up being the one person he opens up to about his past and his fears for the future.

“I think Jackie is the first experience with real parenting Kyle’s ever had,” observes Ryan, “so that works for him. With her, he eventually feels like he can start to open up in his own time and by his own will.”

Tom McCarthy was thrilled with Ryan’s performance. Once neighbors in Greenwich Village, he had always wanted to work with her. “I wrote the role with Amy in mind,” he confesses. “She has a quality to her that struck me as just right for a mother and wife from New Jersey. She’s very direct and she can be sharp but underneath that there’s always a great sense of warmth and caring – and at the same time she is naturally funny. Seeing the different chemistry she developed with Paul and Alex was such a pleasure and it brought so much to story. I think in many ways she is the heart of the movie.”

Terry Delfino

***“All I do is sit in my condo and think about Lori
and that guy having sex in the Jacuzzi I paid for.”***

-- Terry

Close as Mike is with his wife, if there’s one person he can tell absolutely anything to, no matter how crazy, unflattering or wrong, it is his best friend, Terry, played by Bobby Cannavale. Cannavale reunites with McCarthy after drawing accolades for his role as the talkative coffee vendor, Joe, in THE STATION AGENT.

McCarthy followed a gut instinct that Cannavale and Giamatti, who had never previously met, would have just the right mix of friction and connection to be believable as real-world male buddies. “They’re so different, but that’s why it was really fun to see them come together, hit it off so well, and then bring that to the work,” he says. “Whenever Bobby and Paul saddled-up for a scene, everyone else gathered around to watch, knowing this was going to be a blast.”

Cannavale couldn’t wait to take on the part as soon as he read the screenplay. “I thought the contrast between Terry and Mike was full of comic possibility. Terry’s this Type A, hedge-fund manager and Mike is his polar opposite,” he says. “But their friendship is very real, and the crux of their relationship is that they can admit failure and vulnerability to each other. When Terry talks about

his marriage, about the fact that he hates his wife and yet he also still loves her, he feels he's the luckiest guy in the world to have a friend like Mike, who gets that. That felt very true to me."

The whole setting also felt authentic to Cannavale, a New Jersey native himself. "I grew up with people like this, regular, middle-class people who in an economic downturn really feel it," he observes. "I know the kind of pressure that Mike is under, to feed the kids, to keep paying the mortgage. He feels like the rug is being pulled out from under him and that's why he makes this one little decision that he hopes will be the right thing, even if he suspects it isn't."

Just like Mike, Terry's world is suddenly blown wide open when he discovers Kyle's wrestling prowess. "Kyle showing up is a big catalyst for Terry," he explains. "Suddenly, for the first time in a long time, he's excited about doing something new, something that might give him some meaning in life for a moment, you know? This kid is like a spark for all of them."

Cannavale had no wrestling background whatsoever, but found himself caught up in the coaching scenes as if he'd been a wrestler all his life. "It was a lot of fun for me," he says. "We started to feel very close to these kids and to really care about them. They're such underdogs, and who doesn't love rooting for the underdog?"

For Lisa Maria Falcone, Cannavale and Giammati were the perfect foils for each other. "Even in scenes that are dramatic and serious, there is something comical about the way the two men are with each other," she notes. "Their choices are always unpredictable and I love that."

Vigman

***"OK. So the move is called 'whatever the fuck it takes.' Let's go.
Let's work on it. Come on. 'Whatever the fuck it takes.'"***

-- Vigman

If Mike just wants to do well by his family, and Terry is in search of his own resolution, their other co-wrestling coach, Stephen Vigman, has the most modest desires of the bunch: he just wants a little respect. A struggling CPA, the man known simply as Vigman doesn't get much of it at work or on the wrestling team, until Kyle comes along and suddenly makes wrestling so cool, even his stepson starts to admire him. Bringing Vigman's put-upon personality to life is comedy favorite Jeffrey Tambor, whose roles include the acclaimed television series "Arrested Development" and the runaway hit film THE HANGOVER.

Tambor was drawn to how WIN WIN seemed to speak to the moment we're living in right now. "I think we're living in times when a lot of people are up against things they've never faced before and people do funny things when that happens," he explains. "Paul's character makes a strange decision, but I think it's something we all can relate to right now."

Vigman might be a wrestling coach but he's not exactly an expert wrestler, which Tambor plays to the hilt. "I started out asking Tom, 'should I watch wrestling films?' and he said 'no, no, no.' And I came to see that it's Vigman's lack of expertise and his lack of edge that makes the character so humorous," he says.

Like Giamatti and Cannavale, Tambor was inspired by the natural rapport that developed among the unlikely trio. "I'm a huge fan of both Paul and Bobby and we had a lot of fun, and kept it very loose," Tambor comments. "I think everyone will relate to at least one of us."

Says Tom McCarthy, "What I love about Jeffrey, Paul and Bobby is not only how comical they are together but how they give you a feel for three regular guys bringing everything they can to this job of coaching high school wrestling. They don't come off as stereotypical sports coaches but as multi-dimensional guys with real jobs, who just do this as a side thing, yet bring their whole lives and personalities to it."

Comedy was the natural result of the frisson between Cannavale, Giamatti and Tambor. "We are all three such completely diverse personalities and I think that was Tom's brilliance in casting us," notes Cannavale. "You can't say too much about Paul because he's one of the best there is, and then you throw Jeffrey into the mix and it was just too perfect. In fact, some of my favorite, classic comedies involve trios of men – maybe there's something about the number 3 that's funny."

The Timmons: Kyle, Cindy and Leo Poplar

"So let me ask you something, Kyle. How good are you?"

-- Mike

The biggest casting challenge of WIN WIN came as the filmmakers went in search of Kyle, the renegade teen wrestler who changes the future of a New Jersey suburb, while tying Mike Flaherty up in knots over the web of lies he unwittingly set in motion. In looking for the right person for what becomes an anchor role, Tom McCarthy was faced with his own dilemma: should he look for an actor who could learn to wrestle or a talented wrestler with natural acting potential?

Taking a risk, he chose the latter and never looked back when he discovered Alex Shaffer, a nationally-ranked teen wrestler on a local New Jersey high school team, who makes his motion picture debut. Not only could Shaffer authentically pin his opponents to the mat, he had that blend of tough skin and vulnerable center that is so hard to find.

"I knew that if the kid we cast had never wrestled, he wasn't going to be able to fake it, at least not at the level we wanted Kyle to be," explains McCarthy. "Wrestling is a very difficult sport to fake. The great thing about Alex is that not only can he really wrestle, he also evokes all the qualities of a 16 year-old kid trying to deal with school, family and the start of his adult life. He just felt so real to me.

We really put him through the ringer on this movie and he just kept getting better and better. It was tremendous fun to watch him take on new challenges and keep growing.”

Shaffer’s gritty enthusiasm and lack of preconceptions inspired the entire cast and crew. “Alex was so excited just to be part of this that it reminded me of how thrilling and fun movie-making can be,” says Giamatti.

Adds Tambor, “Alex is a really interesting kid. Because he’s a real wrestler he translates that to the character and there’s something very seductive about his personality. He wins you over.”

Shaffer, whose only prior acting experience was a role in a 6th grade production of *The Pirates of Penzance*, says he tried out mostly on a whim. “I’ve been interested in acting, except that I love wrestling ten times more than acting,” he admits. “But this turned out to be a lot of fun.”

A big part of the fun was working with a group of extraordinary actors with deft comic skills. “With Jeffrey, it was embarrassing because everything that came out of his mouth made me laugh hysterically,” he says. “Bobby, I just loved and we got along really well and with Paul I developed a really close bond.”

As for Kyle, Shaffer says, “We’re absolutely nothing alike, whatsoever. Kyle is quiet and very self-contained but on the inside, he’s an angry kid. I prepared for playing him by listening to a lot of Eminem, mostly because there’s so much anger in his songs, and that really got me in the zone.”

Already an accomplished athlete and a big fan of the sport, it was a major priority to Shaffer to make the wrestling scenes as true to life as possible. Still, he notes that his personal style on the mat, which has taken him to wins at State, Regional and District Championships, is completely different from what he developed for Kyle on screen.

“Kyle is very hard core,” he comments. “He goes right after his opponents. He’s really rough and aggressive whereas I’m usually much more calm and more of a defensive wrestler. Kyle is just very angry – both while he’s wrestling and in the rest of his life -- but he’s got good reasons to be and because of that, playing him made me more appreciative of my life.”

For the filmmakers, casting Shaffer was a gamble that paid dividends. “It was a total leap into the unknown because no one knew what was going to happen when Alex stepped on the set,” comments Michael London. “But he just kept getting more and more confident and you could see him starting to think of himself as an actor. At the same, he made the wrestling scenes visceral and exciting because it was the real thing.”

Some of Kyle’s most emotional scenes come with the grandfather he never knew and is now partially lost to dementia. This is Leo, played by Oscar®-nominated screen veteran Burt Young, whose film roles have ranged from the classic CHINATOWN to playing Sylvester Stallone’s irascible brother-

in-law in all six of the ROCKY films. Paul Giamatti says of Young, “Burt is a fantastic, classic, old school actor – there’s not too many guys like that still around.”

Young was drawn instantly to the story. “I thought it was intelligently sharp,” he says. “It’s a rare piece of work because it’s about a decent, honest man trying to save his family and his business. Usually, this kind of story is about trying to get ahead, but what I like is that this story is the opposite. It’s about a man who decides that he doesn’t have to be a winner because it’s not about that; it’s about how you conduct yourself that makes you or doesn’t make you.”

Of course, in the process of getting to that point, Mike Flaherty wrongs Leo, by putting him in a facility – albeit an excellent, specialized Alzheimer’s facility – when all he wants is to be in his own home. Despite the challenges of playing a man who has clearly made a lot of mistakes in the past that he now can’t even remember, Young found a way in to making Leo palpably human. “What’s interesting about Leo is the affinity he develops with Kyle,” says Young. “It’s something that’s not really verbal, yet you feel that they want to be protective of each other.”

Just as Kyle begins to build a relationship with Leo, and become part of the Flaherty family, his confidence gets knocked back by the appearance of the mother he ran away from, Cindy, played by Melanie Lynskey, whose recent films include THE INFORMANT!, UP IN THE AIR and LEAVES OF GRASS. Lynskey plays Cindy as a woman who might not be the world’s greatest mother, who might not even be able to clean up the mess of her life, but who knows two basic things: that she loves her son and that she’s somehow getting shafted by Mike Flaherty.

“I liked Cindy and I felt like I really understood her,” Lynskey says. “She’s not your typical deadbeat mom sort of character. As messed-up as she is, she’s really trying to make a go of it and put things back to right.”

Lynskey was also intrigued by the complex reaction Cindy has to the new family Kyle seems to have accidentally joined. “It’s very confusing to her because a part of her sees that Kyle has maybe found something better for himself with the Flaherty family,” she explains. “She’s torn in half because she’s truly happy that he’s in a safe place but she also wants so badly to have the faith in herself to say that she can provide that for him without their help.”

Says McCarthy of Lynskey, “I thought she was a really exciting choice for the role. After hearing so much about this drug-addicted, terrible mother, Melanie walks in and she looks like this cute girl from high school who went wrong. She plays Cindy beautifully.”

To The Mat

“What if we all get pinned like last year?”

-- Stemler

If there's one thing that unites the disparate characters of WIN WIN it's wrestling – and Tom McCarthy was determined to make every sweaty grapple, bruising takedown and sudden escape as visceral as they are humorous. Even before he began writing the screenplay with Joe Tiboni, McCarthy dove back into the wrestling world he'd left behind as a teen.

“We went to practices and matches and hung out at high-school gyms just trying to re-familiarize ourselves with that world,” he says. “We discovered that it's changed a lot, that the kids are now much more athletic and sophisticated.”

Long a centerpiece of the Olympic Games and of school athletics, wrestling is a basic gladiatorial battle: two opponents step onto a mat and the object is for one to pin the other to the floor until he can't get up. The fact that it requires smarts, strength, discipline and intense training has made it a popular character-builder for many. But that it can trap athletes in strange and compromising positions also makes it awkward and humorous.

The more he watched 21st century kids wrestling, the more McCarthy was convinced that he needed his movie to be populated with real-world athletes, which led to the decision to cast a group of local high school wrestlers to fill out the Pioneer team and the teams of their opponents. This in turn resulted in extensive auditions. “We were mainly looking for kids who felt real,” he says. “It was a lot of fun to pull in these kids who aren't actors and watch them do their thing. The best part was that they very quickly started acting like a team. You had the clowns, you had the serious guys, you had the talented and the not-so-talented guys. It was like our own little ant-farm.”

McCarthy also recruited real-life wrestling coach Anthony Cialino of the Rocky Point Wrestling Team on Long Island, who brought his entire team to participate in the meet sequence and also makes a cameo as a referee. Cialino was thrilled to see wrestling getting its movie close-up.

“It's about time that this sport got a little more public attention,” he says. “These kids work so hard and put their heart and soul into it. It takes 24-hour dedication to be a wrestler. Wrestlers have to watch what they eat, run at night and kill themselves at practice. So, let me tell you, when you get to the level of state championships, that is a special thing. And you know what a really special kid is? A special kid is the one who loses all the time and still comes to practice every day. I shake that kid's hand.”

That description comes to define Stemler, Kyle's new friend, despite the fact that they are polar opposites as wrestlers – Stemler being as clueless on the mat as Kyle is outstanding. Played by David

Thompson, Stemler gets his one big moment when he decides he will finally compete in what becomes a centerpiece comedic moment, one that sees him facing off with a wrestler who resembles Darth Vader in both looks and ferocity.

“Stemler’s big personal victory, which is in fact a big loss, was incredibly fun to shoot, as we all watched David wrestle so tenaciously for his life,” says McCarthy. “I really fell in love with what David brought to the film in terms of his vulnerability and directness. He’s very funny but you feel like you know him.”

Jersey Burbs: The Production

“I can deal with the mistakes, Mike, but not the secrets. Secrets suck.”

-- Jackie

Although Tom McCarthy set WIN WIN very specifically in the New Jersey suburbs, the film ultimately shot a short distance away, in New York. They shot much of the film on a quiet street in Rockville Centre, Long Island, which stood in for the Flaherty family’s middle-class neighborhood.

McCarthy reunited with much of the same artistic crew he collaborated with on his first two films, including cinematographer Oliver Bokelberg and production designer John Paino, who together contrasted a quaint suburban ambiance with Mike Flaherty’s financial angst and Kyle’s agro wrestling skills.

Adding to the local feel, McCarthy asked the town’s residents to join in as extras and bit players. “The neighborhood we shot in was incredibly hospitable,” says the director. “One day, an old woman was watching us shoot and she looked like someone who would be Mike’s client, so I asked her if she wanted to be in the movie as Betty. We gave her one line and she just nailed it. We really wanted the feeling that wherever Mike goes, walking down the street or going to get donuts, he’s always running into his clients, and we were able to capture that.”

Finding the Flaherty family home was another challenge. “We were looking for just the right place that had enough room to accommodate shooting but that wasn’t palatial, that was something Mike could afford -- if just barely -- and it went right down to the wire,” recalls Mary Jane Skalski. “After looking at 100 houses, we were literally at the last moment when we found the perfect one that instantly became home to the Flahertys.”

In every aspect of the production, from the locations to the everyday costumes designed by Melissa Toth to an original song from The National and even in the naturalistic comic performances, McCarthy aimed at an atmosphere so true to everyday life, the audience is put right inside the Flaherty family’s dilemma over how to fix one wrong move that changed everything, yet might ultimately bring them closer.

“We never wanted to be outrageous or sensationalize, even in the details, the lives of these people,” McCarthy sums up. “At its core, the story of WIN WIN is about basic, ordinary stuff – it’s about taking care of your own and knowing when something’s right and when it’s not. If we all did that a little more often, we might find ourselves in a lot less trouble . . .”

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About The Cast

PAUL GIAMATTI (Mike Flaherty), with his diverse roster of finely etched, award-winning and critically acclaimed performances, has established himself as one of the most versatile actors of his generation.

In 2008, Giamatti won an Emmy® Award for Best Actor in a Miniseries for his portrayal of the title character in the HBO 7 Part Emmy Award Winning Mini-Series “John Adams.” Directed by Emmy Award Winning director Tom Hooper, Giamatti played President John Adams in a cast that also included award-winning actors Laura Linney, Tom Wilkinson, David Morse and Stephen Dillane.

In 2006, Giamatti’s performance in Ron Howard's CINDERELLA MAN earned him a SAG Award™ and Broadcast Film Critics' Award for Best Supporting Actor, as well as Academy Award and Golden Globe nominations in the same category.

Giamatti recently wrapped the film IRONCLAD, in which he portrays ‘King John’ in the year 1215 as he tried to gain control of Rochester Castle from the Knights of Templar.

Giamatti can currently be seen in BARNEY’S VERSION, based on the best-selling novel of the same name by Mordechai Richler, in which he portrays the title character ‘Barney Panofsky’. The film was directed by Richard J. Lewis and co-stars Dustin Hoffman, Rosamund Pike and Minnie Driver.

Paul is currently filming the HBO movie “Too Big To Fail” for director Curtis Hanson portraying Ben Bernanke opposite William Hurt and Billy Crudup. Giamatti will then head to Thailand to join Bradley Cooper, Ed Helms and Zach Galifinakis in THE HANGOVER 2 for director Todd Phillips.

For his role in Alexander Payne's critically-lauded SIDEWAYS, Giamatti earned several accolades for his performance including Best Actor from the Independent Spirit Awards, New York Film Critics Circle and a Golden Globe nomination.

In 2004, Giamatti garnered outstanding reviews and commendations (Independent Spirit Award nomination for Best Actor, National Board of Review Breakthrough performance of the Year) for his portrayal of Harvey Pekar in Shari Springer Berman and Robert Pulcini's AMERICAN SPLENDOR.

Giamatti first captured the eyes of America in Betty Thomas' hit comedy PRIVATE PARTS. His extensive list of film credits also includes THE LAST STATION opposite Christopher Plummer and Helen Mirren, Tony Gilroy’s DUPLICITY, COLD SOULS which Giamatti also executive produced, David Dobkin's FRED CLAUS, SHOOT EM’ UP opposite Clive Owen, Shari Springer

Berman and Roger Pulcini's *THE NANNY DIARIES*, M. Night Shyamalan's *LADY IN THE WATER*, *THE ILLUSIONIST*, directed by Neil Burger, Milos Forman's *MAN ON THE MOON*, Julian Goldberger's *THE HAWK IS DYING*, Tim Robbins' *THE CRADLE WILL ROCK*, F. Gary Gray's *THE NEGOTIATOR*, Steven Spielberg's *SAVING PRIVATE RYAN*, Peter Weir's *THE TRUMAN SHOW*, Mike Newell's *DONNIE BRASCO*, Todd Solondz' *STORYTELLING*, Tim Burton's *PLANET OF THE APES*, *DUETS* opposite Gwyneth Paltrow, the animated film *ROBOTS*, *BIG MOMMA'S HOUSE* co-starring Martin Lawrence, James Foley's *CONFIDENCE* and John Woo's *PAYCHECK*.

As an accomplished stage actor, Giamatti received a Drama Desk nomination for Best Supporting Actor as 'Jimmy Tomorrow' in Kevin Spacey's Broadway revival of *The Iceman Cometh*. His other Broadway credits include *The Three Sisters* directed by Scott Elliot; *Racing Demon* directed by Richard Eyre; and *Arcadia* directed by Trevor Nunn. He was also seen Off-Broadway in the ensemble cast of *The Resistible Rise of Arturo Ui* with Al Pacino.

For television, Giamatti appeared in "The Pentagon Papers" with James Spader, HBO's "Winchell" opposite Stanley Tucci and Jane Anderson's "If These Walls Could Talk 2."

He resides in Brooklyn, NY.

AMY RYAN (Jackie Flaherty) is an Academy Award nominee who has made her mark working with some of today's most prolific directors, writers and actors. Whether in film, television or on stage, Ryan continues to turn heads with chameleon-like character turns and compelling performances.

In October 2007, Ryan impressed audiences and critics alike, starring in Miramax's *GONE WITH THE BRASS*. Directed by Ben Affleck, Ryan co-starred with Casey Affleck, Morgan Freeman and Ed Harris. Her sympathetic portrayal of an otherwise despicable character was recognized with Academy Award, Golden Globe and SAG Award nominations in the Best Supporting Actress categories. Additionally, Amy won Best Supporting Actress awards from the National Board of Review, the Broadcast Film Critics Association (Critic's Choice Awards), the New York Film Critics Circle, the Los Angeles Film Critics, and Film Critics Societies of Boston, Washington D.C., and San Francisco, among others.

Also in the fall of 2007, Ryan appeared opposite Ethan Hawke in *BEFORE THE DEVIL KNOWS YOU'RE DEAD* directed by Sidney Lumet. Her work was recognized with Best Ensemble Cast awards from the Gotham Awards, the New York Online Film Critics and the Boston Society of Film Critics, and nominated for a Broadcast Film Critics Association award.

As a follow up to two profoundly dramatic performances, Amy opted for a lighter turn, guest starring in the season four finale of NBC's "The Office" and returned for several episodes in season

five. Later this year, Amy will make her highly anticipated return as Holly Flax to help wrap up Steve Carell's final season.

In October 2008, Amy returned to the big screen in Clint Eastwood's CHANGELING for Universal and Imagine Entertainment and starred opposite Angelina Jolie. In 2010, Universal and Working Title released Paul Greengrass' film GREEN ZONE, an adaptation of the bestselling novel Imperial Life In The Emerald City: Inside Iraq's Green Zone.

In September 2010, Ryan starred alongside Philip Seymour Hoffman, John Ortiz and Daphne Rubin-Vega in JACK GOES BOATING, adapted from the well-received off-Broadway production written by Bob Glaudini and originally produced by LAByrinth Theater Company. The film also marked the directorial debut of Philip Seymour Hoffman.

Amy can currently be seen opposite Gabriel Byrne on the third season of the HBO drama "In Treatment."

In 2005, Amy garnered attention for her work in CAPOTE, directed by Bennett Miller and starred Chris Cooper and Philip Seymour Hoffman. Her other film work includes DAN IN REAL LIFE directed by Peter Hedges, WAR OF THE WORLDS directed by Steven Spielberg, KEANE directed by Lodge Kerrigan and YOU CAN COUNT ON ME, directed by Kenneth Lonergan, LOOKING FOR COMEDY IN THE MUSLIM WORLD, directed by Albert Brooks and THE MISSING PERSON by writer/director Noah Buschel.

In addition to her film credits, Amy has achieved major success on the Broadway stage. In 2000, she was nominated for her first Tony Award for Best Featured Actress in a Play, for *Uncle Vanya*. In 2005, she astounded critics with her moving portrayal of 'Stella' in *A Streetcar Named Desire*. Directed by Edward Hall, and starring opposite John C. Reilly, Amy was nominated for her second Tony Award for Best Featured Actress in a Play. She also starred in Neil LaBute's *The Distance From Here* in London's West End.

Amy's television credits are extensive, with over 30 guest star performances and eight series regular or recurring roles on primetime television shows. Most notably, she starred for five seasons as Officer Beatrice 'Beadie' Russell in HBO's critically acclaimed series, "The Wire."

Amy was raised in Queens, New York where she attended the High School of the Performing Arts. She resides in New York City.

BOBBY CANNAVALE (Terry Delfino) made his Broadway debut in Theresa Reback's *Mauritius* and was nominated for a Tony Award in 2008. He also received rave reviews in the Off-Broadway revival of *Hurly Burly*.

On television Bobby won an Emmy for his performance as Will's boyfriend in "Will and Grace." He has appeared in many series including a recurring role in HBO's "Six Feet Under," as well as the starring role in the comedy series "Cupid."

Bobby's film credits include THE STATION AGENT, for which he and his co-stars were nominated for a SAG Award for Outstanding Performance by a Cast in a Motion Picture, and won the Audience Award at the Sundance Film Festival. Other Film credits include THE OTHER GUYS, PAUL BLART:MALL COP, BRIEF INTERVIEWS WITH HIDEOUS MEN, THE TAKE, MERRY GENTLEMAN, DIMISHED CAPACITY, FAST FOOD NATION, THE NIGHT LISTENER, SNAKES ON A PLANE, HAVEN, SHALL WE DANCE, HAPPY ENDINGS, ROMANCE AND CIGARETTES, THE POSTMAN, NIGHT FALLS ON MANHATTAN, GLORIA, THE BONE COLLECTOR and WASHINGTON HEIGHTS.

Upcoming film includes the Independent film WEAKNESS.

JEFFREY TAMBOR (Stephen Vigman) has earned deep respect and multiple Emmy Award nominations for being one of the most versatile and accomplished character actors in film and television. Tambor's unforgettable roles in such popular programs as "The Larry Sanders Show" and "Arrested Development" reveal his unique comedic gifts, while his roles in films such as AND JUSTICE FOR ALL and MEET JOE BLACK display the depth of his dramatic sensibilities.

Tambor attended San Francisco State University where he received a BA degree in Drama in 1965. He then went to Wayne State University earning an MFA in 1969. He was studying for his PhD when he left in 1970 for a role in *Richard II* with Richard Chamberlain at the Seattle Repertory Theater.

The actor made his Broadway debut in the comedy *Sly Fox* (1976), appearing opposite George C. Scott, and directed by Arthur Penn. He appeared in the New York Shakespeare production of *Measure for Measure* that same year.

Tambor has remained active in theater, directing Lanford Wilson's *Burn This* at the Skylight Theatre in Los Angeles, and acting and directing at many regional theatre companies, including the Academy Festival Theatre in Chicago and the Loeb Drama Center at Harvard, and in plays by playwrights as diverse as Shakespeare, Molière and Chekhov to more contemporary writers.

Tambor had one of television's most memorable roles as Hank Kingsley, the self-centered sidekick to talk show host Larry Sanders on HBO's critically acclaimed "The Larry Sanders Show." He went on to star for three seasons in the hilarious Emmy Award-winning Fox sitcom, "Arrested Development," as twin brothers George Bluth Sr. and Oscar Bluth.

A seasoned performer, Tambor's credits also include appearances on such classic shows as "Taxi," "Barney Miller," "Starsky and Hutch," "Kojak," "L.A. Law," "M*A*S*H," "Hill Street Blues," and "Three's Company." The latter led to a series-regular spot on its spin-off, "The Ropers."

Tambor has appeared in the two HELLBOY films, as well as THE HANGOVER, THE INVENTION OF LYING, THERE'S SOMETHING ABOUT MARY, CITY SLICKERS, MISS CONGENIALITY, DREAMCHASERS, MR. MOM, BRENDA STARR, RADIOLAND MURDERS, DOCTOR DOLITTLE, and POLLOCK. For the feature adaptation of HOW THE GRINCH STOLE CHRISTMAS (2000), he played the Mayor of Whoville.

Tambor provided voices for the animated films TANGLED and MONSTERS VS. ALIENS, as well as the upcoming CLOCKWORK GIRL. Additionally, he was the announcer for "Hollywood Squares," and the voice of King Neptune in THE SPONGEBOB SQUAREPANTS MOVIE. In 2005, he returned to Broadway as George Aaronow in David Mamet's "Glengarry Glen Ross," which won the Tony Award for Best Revival of a Play and a Drama Desk Award for Outstanding Ensemble Performance.

Tambor continues his recurring role on the HBO hit series "Entourage," and has recently finished filming the features MR. POPPER'S PENGUINS, with Jim Carrey, FLYPAPER, opposite Patrick Dempsey and Ashley Judd, FOR THE LOVE OF MONEY, and PAUL.

Tambor now lives in Los Angeles with his wife Kasia and their four children. He has been accorded numerous honors for his professional work, including six Emmy nominations and two Screen Actors Guild Awards, as well as being nominated for a Television Critics Association Award for Outstanding Individual Achievement in a Comedy Series.

Born in Queens, New York, **BURT YOUNG** (Leo Poplar) came to acting by a chance circumstance that brought him to the attention of legendary acting coach Lee Strasberg. When an acquaintance had hopes of studying under Strasberg, Young secured her an audition with the icon and took part in her reading. Lee passed on the friend, but was impressed by what he would later call Burt's "library of emotions". Strasberg became his mentor and friend, and Burt began his career performing in off-Broadway plays.

Young is a published author. He wrote and filmed two screenplays, penned a 400 page historically based novel called Endings, and created two stage-plays. The first, *S.O.S.*, was produced in the late 80's – early 90's, and the second is called *A Letter to Alicia and the New York City Government from a Man with a Bullet in His Head*. Young will soon appear in semi auto-biographical *Artist Found in Port Washington Flat* a one man play soon to come out.

Increasingly known for his artwork, Burt won a New York City art contest at age twelve, “his own way, his own style, some years with more passion than others.” Burt has donated several of his pieces to charity, including “Orange Blossom” to Gilda’s Club, Teddy Atlas Foundation portrait of Ian Barkley, and recently shown at Jade Nectar Gallery New York City, Jade Nectar East, South Hampton, and Galerie 1225 Montreal. A Montreal curator, who said of Burt’s work, “It’s best unframed, suggesting a story beforehand, during and after that takes place on the canvas.”

Burt has been a Marine, boxer, baker, carpet layer, single parent, truck driver, actor, playwright, and accomplished painter, giving voice to the inarticulate.

122 movies and he’s still young.

An accomplished and versatile actress, New Zealand born **MELANIE LYNSKEY** (Cindy) took audiences by storm in 1994 with her award winning performance (1995 Best Actress in Film; New Zealand Film & Television Awards) in Peter Jackson's HEAVENLY CREATURES opposite Kate Winslet. Since then, she has amassed a number of credits both in features and television.

Lynskey most recently wrapped principal photography on Jesse Wolfe’s film EYE OF THE HURRICANE, and this past year starred in the feature TOUCHBACK, written and directed by Don Handfield. Previous film credits include: Jason Reitman’s UP IN THE AIR; the independent feature HELENA FROM THE WEDDING; Tim Blake Nelson’s LEAVES OF GRASS opposite Edward Norton; Steven Soderberghs’ THE INFORMANT opposite Matt Damon; Sam Mendes’ latest film AWAY WE GO; Clint Eastwood's FLAGS OF OUR FATHERS, where Lynskey played the female lead ‘Pauline Harnois,’ and SHOW OF HANDS for the New Zealand Film Commission.

Additional feature film credits also include: Andy Tennant's EVER AFTER starring Drew Barrymore; SWEET HOME ALABAMA opposite Reese Witherspoon; Billy Ray's SHATTERED GLASS with Hayden Christensen and Peter Sarsgaard; Michael Cacoyannis' THE CHERRY ORCHARD with Charlotte Rampling and Alan Bates; and the independent New Zealand road movie SNAKESKIN, which garnered Lynskey her second New Zealand Film and Television Award Nomination for Best Actress in Film. Lynskey again worked with Peter Jackson in his second film THE FRIGHTENERS; and garnered excellent notices for her work in Stephen Gagans’ directorial debut film ABANDON.

Television audiences know her best as ‘Rose’ in the CBS hit series “Two and a Half Men,” opposite Charlie Sheen, and Lynskey recently voiced a recurring role for the HBO animated series “The Life & Times of Tim.” She has guest starred in numerous television series including: “Memphis Beat (TNT);” “It’s Always Sunny in Philadelphia (FX);” “The L Word (Showtime);” “Psych (USA);” “The Shield (FX);” and was one of the leads in the FOX Series, “Drive.” Lynskey also starred in the

television miniseries “Comanche Moon (CBS),” the prequel to “Lonesome Dove;” as well as Stephen King’s “Rose Red (ABC).”

Lynskey currently lives in Los Angeles.

ALEX SHAFFER (Kyle) is making his acting debut in WIN WIN —if you don’t count a small part in a school performance of THE PIRATES OF PENZANCE from a few years back. Born and raised in New Jersey’s Hunterdon County, Alex attends Hunterdon Central Regional High School.

Alex has been wrestling since kindergarten. He eventually became a two-time regional champion. When he was declared 119-lb New Jersey state wrestling champion just before filming of WIN WIN, he had the distinction of being the first state champ from Hunterdon in ten years. The previous one had been his coach. Alex is now nationally ranked.

MARGO MARTINDALE (Eleanor) is an accomplished Tony-nominated theater, film and television actress from Jacksonville, Texas. She will soon be seen in the second season of FX’s hit series “Justified” and recently starred in the Disney film SECRETARIAT opposite Diane Lane and John Malkovich in October 2010. Martindale played Ruby in HANNAH MONTANA: THE MOVIE and counts MILLION DOLLAR BABY, Alexander Payne’s 14th segment of PARIS JE T’AIME, THE SAVAGES, THE HOURS, DEAD MAN WALKING, ORPHAN, and MANAGEMENT among dozens of other film credits. She has done extensive work in television, starring in the NBC series “Mercy” as well as “The Riches” for FX. Her television work also includes regular and recurring roles on the award winning series “Dexter,” “Medium,” “100 Centre Street,” and HBO’s “Hung.” Additional film credits include THE HUMAN STAIN, PROOF OF LIFE, PRACTICAL MAGIC, TWILIGHT, GHOSTS OF MISSISSIPPI, MARVIN’S ROOM and NOBODY’S FOOL.

DAVID THOMPSON (Stemler) was born on July 21st, 1994, to parents George and Leesa, in Westchester, New York. Currently attending High School, David discovered his talents for acting in Middle School when he was recommended to audition for a play. A few school productions and local theater original pieces later, David began to audition for student films in New York. After a few years of study in stand-up comedy, improv, basic acting, Meisner, and a summer studying at Circle in the Square in New York, David landed his first significant role in WIN WIN. Aside from acting, David also enjoys wrestling, drumming, skateboarding, and stand-up comedy.

About the Filmmakers

TOM McCARTHY (Directed By/Screenplay By/Produced By) was known primarily as a busy working actor until he burst onto the filmmaking scene with his critically acclaimed first feature **THE STATION AGENT**, released in 2003 by Miramax Films. **THE STATION AGENT** premiered at the Sundance Film Festival, where it was awarded the Audience Award and the Waldo Salt Screenwriting Award. The film was also awarded the BAFTA for Best Original Screenplay and two Independent Spirit Awards, including the John Cassavetes Award (given to the best feature made for \$500,000 or less). The National Board of Review named it third on their list of the Ten Best Films of the Year. It was nominated for three SAG Awards, including Best Ensemble, and was also nominated by the WGA for Best Original Screenplay. The film won awards at many film festivals, including San Sebastian, Stockholm, Mexico City and Aspen.

McCarthy followed this with the equally acclaimed **THE VISITOR** in 2007. McCarthy won the award for Best Screenplay from the San Diego Film Critics Society, the Best Director award from Methodfest, the Satellite award for Best Screenplay, and the Independent Spirit award for Best Direction, and was nominated for a Writers Guild award. At the Deauville Film Festival, McCarthy received the Grand Special Prize. Richard Jenkins received an Oscar nomination as Best Actor, and the film itself was nominated for numerous awards including an Image Award, a Gotham award, and a David di Donatello Award.

In 2009, McCarthy shared story credit with Pete Docter and Bob Peterson on the hit animated feature **UP** for which he received an Oscar® nomination.

In addition to his writing and directing, McCarthy continues his career as an actor. He made his screen debut in the 1992 film **CROSSING THE BRIDGE**, and went on to appear in such films as **FLAGS OF OUR FATHERS**, **SYRIANA**, **GOOD NIGHT AND GOOD LUCK**, **YEAR OF THE DOG**, **MEET THE PARENTS**, **ALL THE KING'S MEN**, **DUPLICITY**, 2012 and **THE LOVELY BONES**. He was featured in the final season of HBO's critically acclaimed series **THE WIRE**, and also appeared in **NEW YORK UNDERCOVER**, **SPIN CITY**, **LAW AND ORDER**, **LAW AND ORDER: SVU**, **ALLY MCBEAL** and **BOSTON PUBLIC**.

JOE TIBONI (Story By) has been an elder care attorney for 16 years. He founded his practice in 1995 in his hometown of New Providence, NJ, the setting of **WIN WIN**. The small firm grew into a family business when his wife joined in 1998. Mr. Tiboni has been a lifelong friend as well as a former high school wrestling teammate of writer/director Tom McCarthy.

The two started collaborating on the story of WIN WIN in 2008. He currently resides in New Providence, with his wife, Jane, and their 2 daughters, Olivia and Sophia.

MARY JANE SKALSKI (Produced By) is a producer based in New York City whose films have consistently garnered critical acclaim and commercial success. Mary Jane began her career with producers Ted Hope, James Schamus and Anthony Bregman at Good Machine. She worked on the early films of Ang Lee (THE WEDDING BANQUET), Edward Burns (THE BROTHERS MCMULLEN) and Nicole Holofcener (WALKING AND TALKING). As a producer she has developed and produced for television (“Dear Doughboy” for the WB) and the worldwide theatrical marketplace.

Mary Jane produced two previous films directed by Tom McCarthy: THE VISITOR, which had a very successful release in the US culminating in an Academy Award nomination for its lead actor and THE STATION AGENT, which received the Audience Award, the Waldo Salt Screenwriting Award and a special acting award at the Sundance Film Festival, three Screen Actors Guild nominations, three Independent Spirit Awards and the BAFTA for Best Screenplay.

Mary Jane served as an executive producer on PARIAH, directed by Dee Rees, the film will premiere in the dramatic competition at the 2011 Sundance Film Festival.

Other credits include MYSTERIOUS SKIN, which was cited as the best film of the year in the LA Times, THE HAWK IS DYING which premiered internationally at the Cannes Film Festival, AGAINST THE CURRENT, which premiered at Sundance, DARE which was one of Newsday’s Top Ten films for 2009 and the documentary WONDERLAND which received the Cable Ace Award. She has produced over a dozen films to date and continues to work with some of the best-known and up-and-coming talents in the industry. She has been cited by Variety as one of the ten ‘producers to watch’ in 2003 and received the Independent Spirit Producers Award in 2004. Since 1997 Mary Jane has served as an adjunct in the Graduate Film Program at Columbia University. Since 2008 Mary Jane has served as an advisor at the Sundance Creative Producers Lab.

MICHAEL LONDON (Producer By) is an Academy Award-nominated producer and the principal and founder of Groundswell Productions, an independent financing and production company founded in February 2006 and headquartered in Los Angeles. Groundswell has produced nine films since its inception including MILK, THE INFORMANT!, APPALOOSA, ALL GOOD THINGS and THE VISITOR. Its films have garnered nine Academy Award nominations.

Prior to founding Groundswell, London produced the Alexander Payne film *SIDEWAYS*, which won a Golden Globe for Best Picture, an Independent Spirit Award, and was a Best Picture nominee at the 2005 Academy Awards, where it won the Oscar for Best Adapted Screenplay.

In 2005, London produced *THE FAMILY STONE*, written and directed by Thomas Bezucha and starring Diane Keaton, Sarah Jessica Parker, Dermot Mulroney, Luke Wilson, Claire Danes, Rachel McAdams and Craig T. Nelson. London also produced Neil Burger's *THE ILLUSIONIST*, a period romantic thriller set in Vienna, which premiered at the Sundance Film Festival in 2006 and was released in August 2006. The film starred Edward Norton, Paul Giamatti and Jessica Biel and was produced with David Levien, Brian Koppelman, Cathy Schulman and Bob Yari, who also financed the picture. Earlier in 2006, London teamed up again with Alexander Payne to produce *KING OF CALIFORNIA*, which was written and directed by Mike Cahill and starred Michael Douglas and Evan Rachel Wood.

In 2003, London produced *HOUSE OF SAND AND FOG* starring Jennifer Connelly and Ben Kingsley, and Catherine Hardwicke's *THIRTEEN* starring Holly Hunter and Evan Rachel Wood. Both films received Academy Award nominations and 2004 Independent Spirit Awards. *THIRTEEN* also won Best Director honors at the 2003 Sundance Film Festival.

Previously, London spent five years as a production executive at Fox, which he departed as Executive Vice President of Production. Films under his supervision included *ALIEN 3*, *DIE HARD 2*, *SLEEPING WITH THE ENEMY*, *HOFFA*, and *THE SANDLOT*. He started his career as a staff writer for the *Los Angeles Times* after receiving his undergraduate degree from Stanford University.

LISA MARIA FALCONE (Produced By) is a producer and philanthropist devoted to the creative arts. Falcone grew up in Spanish Harlem and drew upon her love of film, television and ballet as a way of escaping her surroundings. Unable to expand on those interests as a child, she became a patron of the arts and an advocate for children as an adult.

In 2008, Falcone founded Everest Entertainment, a New York City based production and financing company committed to developing high-quality film, television and music projects that address important and sometimes difficult issues. Everest Entertainment believes in the power of great storytelling and its goal is to support the artistic visions of directors, writers, and musicians who seek to deliver distinctive and powerful messages that connect with the audience. Their recent projects include: Danny Boyle's (*SLUMDOG MILLIONAIRE*) survival drama *127 HOURS*, starring James Franco, which was produced in partnership with Fox Searchlight, who released the film this fall; the mother-daughter relationship drama, *MOTHER & CHILD*, directed by Rodrigo Garcia (*NINE LIVES*) starring Annette Bening, Naomi Watts, and Kerry Washington that Sony Pictures Classics recently

released; and Swiss Beatz's solo album "Haute Living" featuring Jay-Z, Mary J. Blige, Coldplay and John Legend, amongst other A-listers. "Haute Living" will be released by Atlantic/Warner Records this winter.

In keeping with Falcone's philosophy of giving back, she has made a commitment to donate proceeds from Everest's projects to philanthropic causes that are consistent with the themes of each artistic endeavor. On behalf of MOTHER AND CHILD, Everest's first feature film, donations will be made to charities providing services and support for women and their children.

Some of Falcone's philanthropic involvements include: sitting on the Board of the New York City Ballet; serving as Chairwoman for the Museum of Natural History Gala; and being a "Friend of the High Line", New York's first elevated public park.

Falcone resides in New York City with her husband Philip and their twin daughters.

LORI KEITH DOUGLAS (Executive Producer) started her film career in development and moved into physical production shortly thereafter. She worked with the production team at New Line Cinema, aiding in the development and production of more than a dozen films including THE MASK and the NIGHTMARE ON ELM STREET series.

Douglas was a production coordinator on John Carpenter's IN THE MOUTH OF MADNESS and soon became a production supervisor on such films as REQUIEM FOR A DREAM, THE NOTORIOUS BETTIE PAGE, and THE NAMESAKE, as well as television shows like THE SOPRANOS.

Among her producing credits are THE NAMESAKE, PASSIONADA and THE SAVAGES. Her 2009 TV film TAKING CHANCE was nominated for an Emmy and a PGA award, and won a DGA award.

TOM HELLER (Executive Producer) Tom Heller is an executive and producer at Everest Entertainment, a New York City based production and financing company committed to developing high-quality film, television and music projects that address important and sometimes challenging issues. He joined the company at its inception in 2008.

Everest Entertainment believes in the power of great storytelling and its goal is to support the artistic visions of directors, writers, and musicians who seek to deliver distinctive and influential messages that connect with the audience. Their recent projects include: Danny Boyle's (SLUMDOG MILLIONAIRE) survival drama 127 HOURS, starring James Franco, which was produced in partnership with Fox Searchlight, who released the film this fall; the mother-daughter relationship drama, MOTHER & CHILD, directed by Rodrigo Garcia (NINE LIVES) starring Annette Bening,

Naomi Watts, and Kerry Washington that Sony Pictures Classics recently released; and Swiss Beatz's solo album "Haute Living" featuring Jay-Z, Mary J. Blige, Coldplay and John Legend, amongst other A-listers. "Haute Living" will be released by Atlantic/Warner Records this winter.

Prior to joining Everest, Heller was an Executive Producer on the Oscar-winning PRECIOUS, BASED ON THE NOVEL PUSH BY SAPPHIRE; a Producer on MONOGAMY, which will be distributed by Oscilloscope this spring; and an Executive Producer on TENNESSEE, which was distributed by Vivendi Universal. Heller began his career at ICM, and has held positions at Miramax Films and as a motion picture literary agent at Writers and Artists Agency. He graduated from the University of Pennsylvania and holds an MBA from Columbia University.

OLIVER BOLKELBERG (Director of Photography) third collaboration with Tom McCarthy is WIN WIN, having previously shot the critically acclaimed and award winning feature films THE VISITOR and THE STATION AGENT. In the last few years, Oliver has been nominated for two ASC awards for his work on the NBC pilots "Raines", directed by Frank Darabont, and "My Own Worst Enemy", directed by David Semel. In the spring, he will shoot Lakeshore Entertainment's ADALINE, which will be his third collaboration with director Andy Tennant, having previously shot THE BOUNTY HUNTER for Sony, starring Gerald Butler and Jennifer Aniston, as well as the USA pilot "Operating Instructions".

JOHN PAINO (Production Designer) is a graduate of the School of Visual Arts, and began his career in the theater, working with the groundbreaking theater companies, La Mama and Theater for the New City. Paino made the transition to designing for film and has built up an extensive list of feature credits.

Paino has been noted for his collaboration with director Tom McCarthy designing both the STATION AGENT and THE VISITOR. Additional credits include THE EX for director Jesse Peretz, LET'S GO TO PRISON and BROTHERS SOLOMON, both for director Bob Odenkirk; official Sundance 2009 selection WORLDS GREATEST DAD starring Robin Williams, and BAFTA award winning JUMP TOMORROW for director, Joel Hopkins.

Paino was also the production designer for the Emmy award winning series "Queer Eye for the Straight Guy," which garnered an Emmy nomination for Paino for best art direction in a variety or music program.

Recently, Paino production designed MARGIN CALL for writer/director JC Chandor with a cast that includes Kevin Spacey, Stanley Tucci, Paul Bettany, Zachary Quinto, Penn Badgley, Simon

Baker, Jeremy Irons and Demi Moore, and he is currently working on RIGHT ANGLE starring Aaron Paul.

TOM McARDLE (Editor) edited the Oscar-nominated film THE VISITOR, the Sundance and Independent Spirit Award winner, THE STATION AGENT. McArdle also edited TENURE with Luke Wilson, LAWS OF GRAVITY with Edie Falco, and HI-LIFE with Campbell Scott. He graduated from Dartmouth College in 1991 and Garden City High School in 1987, where he set the Long Island record in the two-mile run (indoors) which still stands. He currently lives in downtown Los Angeles.

ERICA TUCHMAN (Associate Producer) is a New York-based talent manager with One Entertainment, where she oversees all theatrical activities. She is currently developing two Broadway musicals for her multiple Tony Award-nominated clients.

Additionally, Erica serves as co-producer with Grammy Award® winner David Frost on a Christmas album scheduled for release in Dec. 2012.

She began her career as a casting director working with Jay Binder on numerous Broadway productions. Her strong interest in the talent side made her a natural for management. She holds a Finance and Theater degree from Washington University in St. Louis, where she is its youngest board member. She also sits on the board of ABWF and is the founder of the organization WasteNotCouriers. Thanks to rp.

JACQUELINE BROGAN (Co-Producer) works as a private acting coach with actors and as a script consultant with writers. Ms. Brogan was a script/creative consultant on Tom McCarthy's THE VISITOR, which was featured at both the Toronto and Sundance Film Festivals. She was a script consultant on John Krasinski's BRIEF INTERVIEWS WITH HIDEOUS MEN, also featured at Sundance.

As a writer/performer, Ms. Brogan has wrote *Nixon's Daughters*, a one-woman show she performed as a guest artist at The Eugene O'Neill Theatre Center Summer Conference and developed at Naked Angels' First Monday's Series/The Players Club and also at the Transport Group's Dark Night Series. She is currently adapting the play for the screen.

As a producer, Ms. Brogan is a founding member of Access Theater. She co-produced the original production of Stephen Belber's *TAPE*; Tom McCarthy and Trevor Anthony's *The Killing Act*; and Aasif Mandvi's *Sakini's Restaurant* at *Access Theatre*. As a director, she has worked in New York, at The Williamstown Theatre Festival's Friday's at 3 Series; and with female inmates on *The Madwoman of Chaillot* at Framingham State Prison.

She has taught at The National Theater Institute at The Eugene O'Neill Theater Center, Michael Howard Studios, The Williamstown Theatre Festival, The Berkshire Theatre Festival, SUNY/Purchase Conservatory for Theatre Arts and Film, The Actors Center, and trained as a coach and teacher at The American Repertory Theatre at Harvard.

MARY RAMOS (Music Supervisor) has been creating musical identities for films for the past 17 years, providing the musical backdrop for some of Hollywood's most gifted directors. Having collaborated on over 100 films, Mary has worked with Tom McCarthy (THE STATION AGENT, THE VISITOR, WIN WIN), Allison Anders (GRACE OF MY HEART), Richard LaGravenese (FREEDOM WRITERS, P.S. I LOVE YOU) Robert Rodriguez (FROM DUSK TILL DAWN) and has been working with Quentin Tarantino for over a decade (PULP FICTION, JACKIE BROWN, KILL BILL VOL. 1 & 2 (Grammy nominated), and INGLOURIOUS BASTERDS (Grammy nominated).

In addition to her work in film, Mary has worked in television with legendary record producer Rick Rubin ("South Park: Chef Aid"), provided music for multimillion dollar advertising campaigns for The Gap & The NFL and was tapped by Las Vegas luminary Steve Wynn to create a musical identify for both The Bellagio & The Mirage resorts.

LYLE WORKMAN (Music By) has enjoyed a diversified career composing feature film music, providing studio work for major recording artists, and performing on world stages.

Workman composed the music for the hit films GET HIM TO THE GREEK, SUPERBAD, THE 40-YEAR-OLD VIRGIN and FORGETTING SARAH MARSHALL. A seasoned guitarist, he was recruited by Sting and performed his first show with the musical icon in London for the monumental Live 8 benefit. A tour with Sting followed throughout Europe and South America in the summer of 2006.

A Northern California native, Workman was enlisted as a member of Todd Rundgren's group, recording *Nearly Human* in 1989 and *Second Wind* in 1991, and touring extensively throughout The United States and Japan. Workman recorded with Jellyfish on 1993's *Spilt Milk*, and from 1994 to 1998 began a string of records and tours with Pixies founder and creative force Frank Black. Some of their recordings include *Teenager of the Year* and *Frank Black and the Catholics*. A testament to Workman's diversity, he began a creative endeavor with Jazz legend, drummer Tony Williams, and contributed a song on Williams' 1996 record, *Wilderness*.

Workman moved to Los Angeles in 1996 and became sought after as a studio musician. In the years to follow he recorded with artists such as Sheryl Crow, Shakira, Jacob Dylan and They Might Be Giants. Workman's distinctive guitar work can also be heard on many film scores.

Recruited by Beck for a string of world tours, Workman hit the road from 1999 to 2001, performing at major American and European venues and festivals, and on television shows such as “Saturday Night Live,” “The Tonight Show,” “Late Night with Conan O’Brien” and the “American Music Awards.”

Workman’s solo debut CD, 1996’s *Purple Passages*, received international acclaim and was dubbed "possibly the best guitar album of the year" by Guitar Shop Magazine. Workman released his second solo CD in 2000, *Tabula Rasa*, and is currently working toward completing his next solo project, *Harmonic Crusader*.

He began writing commercial music for television, radio, and documentary scores, eventually making the jump to feature film, the first being MADE, written and directed by Jon Favreau. This collaboration led to Favreau’s television show “Dinner for Five,” featuring Workman’s Django Reinhardt-inspired music.

Workman wrote additional music for the Will Ferrell film KICKING AND SCREAMING, which began a successful relationship with one of the producers, Judd Apatow, who then chose Workman to compose music for his directorial film debut, THE 40-YEAR-OLD VIRGIN. This led to several Apatow productions, including KNOCKED UP and DRILLBIT TAYLOR, for which Workman composed additional music.

As a producer, Workman produced the group Smash Mouth for the soundtrack of Mike Myers’ THE CAT IN THE HAT, and just recently produced Holland’s top recording artist, Ilse DeLange, on her top-selling platinum album, *Incredible*.

MELISSA TOTH (Costume designer) has been designing costumes for 20 years. Notable credits include ETERNAL SUNSHINE OF THE SPOTLESS MIND, for which she was nominated for a Costume Design Guild Award.

Toth also designed the costumes for Charlie Kaufman’s SYNECHDOCHE, NY, Kenneth Lonergan’s MARGARET and YOU CAN COUNT ON ME (Sundance Grand Jury Prize), Tom McCarthy’s THE VISITOR, Woody Allen’s HOLLYWOOD ENDING and Todd Solondz’s WELCOME TO THE DOLLHOUSE (Sundance Grand Jury Prize). She lives in Manhattan with her husband and daughter.

Unit Production Manager	LORI KEITH DOUGLAS
First Assistant Director	STEPHEN X. APICELLA
Second Assistant Director	JUSTIN RITSON

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Cast

Mike Flaherty	PAUL GIAMATTI
Jackie Flaherty	AMY RYAN
Terry Delfino	BOBBY CANNAVALE
Stephen Vigman	JEFFREY TAMBOR
Leo Poplar	BURT YOUNG
Cindy	MELANIE LYNSKEY
Kyle	ALEX SHAFFER
Eleanor	MARGO MARTINDALE
Stemler	DAVID THOMPSON
Jimmy Reed	MIKE DILIELLO
Shelly	NINA ARIANDA
Gina Flaherty	MARCIA HAUFRECHT
Judge Lee	SHARON WILKINS

Abby	CLARE FOLEY
Stella	PENELOPE KINDRED SOPHIE KINDRED
Stuart Thatcher	TIM RANSOM
Bh Coach	NICHOLAS SOMERS
Woman Jogging	JACQUELINE BROGAN
Woman #2 Jogging	MARCELINE HUGOT
Regional Ref	MICHAEL GOODWIN
Staff Member	EARL BAKER, JR.
Frank	EDMUND IKEDA
Frank's Cat	LILLY
Steve Deluca/ Principal	JOSEPH TIBONI
Ref	EDWIN THOMPSON
Church Soloist	PAM LEVINE
Sheffield Coach	DARREN C. GOLDSTEIN
Referee	MICHAEL D. DAVEY
Betty	ANN M. HAYES
Kenny Randall	RUDY LANZILLOTTA, III
Kyle's Regional Opponent	CHRISTOPHER LANTZ
Carol's Match #1 Opponent	RYAN ARNEL
Kyle's Match #1 Opponent	KEVIN ANTERO
Zack Lowenstein's Match #4	CHRIS SARRO

Stemler's Match #4 Masked Opponent

DANTE PORRAZZO

The New Providence Team

Zachary Lowenstein

DARIUSZ UCZKOWSKI

Thomlinson

CHRIS FEDERLIN

Korsic

NICHOLAS "NICK" LABARBERA

Anthony Pizzno

NICHOLAS LOPEZ

Kurt Vetner

QUINN KNAUER

Peter Molter

AUSTIN WARD

Feeney

JONATHAN ANDERSON

Dean Stol

DELON RICHARDS

Paul Bell Aka Pill

CHRIS LOEW

Rew

DEAN SHMUDY

Carlos

JOHN GONCALVES

Stunt Coordinator

PETER BUCOSSI

Utility Stunts

PAUL BUCOSSI
VIC BUCOSSI
DON HEWITT, SR

CHAZZ MENENDEZ
GARY PRICE

Re-Recording Mixer and
Supervising Sound Editor

PAUL HSU

Production Supervisor	CHRISTIE COLLIPOULOS	
“A” Camera 1 st AC	STANLEY FERNANDEZ	
“A” Camera 2 nd AC	KEVIN HAVERTY	
Steadicam Operator	HOWARD SMITH	
“B” Camera Operator	ERIC MOYNIER	
Second Assistant Camera/ Loader	GAVIN FERNANDEZ	
Camera Production Assistant	BRIAN SPIEGEL	
Art Director	SCOTT ANDERSON	
Set Decorator	AMANDA CARROLL	
Assistant Set Decorator	PAUL CHEPONIS	
Leadman	PETER DECURTIS	
Set Dresser Foreman	NEIL DRISCOLL, JR.	
Set Dressers	EDDIE DECURTIS KRISTY SICURELLA	MARK SKVERSKY PETE DECURTIS
On Set Dresser	TIM ZYDEL	
Art Department Coordinator	MARISSA KOTSILIMBAS	
Art Department Production Assistant	LAUREN BURGE	
Graphic Designer	KEVIN L. RAPER	

Assistant Costume Designer	CAROLINE QUIROGA	
Costume Supervisor	SUSAN J. WRIGHT	
Set Costumers	LARRY TARZY	SUSAN ANTONELLI
Costume Coordinator	DOREEN HOFF	
Gaffer	ANDY DAY	
Best Boy Electric	RALPH F. S. CROWLEY	
Electric/ Rigging Gaffer	CHARLIE GRUBBS	
Lamp Operators	MICHAEL HUNOLD CHRIS LISCINSKY	MICHAEL ARISOHN
Genny Operator	JAMIE GALLAGHER	
Key Grip	RICHARD T. GUINNESS, JR.	
Best Boy Grip	BRENT "POLECAT" POLESKI	
Dolly Grip	JOSEPH "EARL" BELSCHNER	
Company Grips	LUIS "SENIOR" COLON ROBBIN "KAHUNA" PARK	JEFF "MOON PEBBLE" PANESSA
Sound Mixer	DAMIAN E. CANELOS	
Boom Operator	SETH TALLMAN	
Second Boom Operator/ Utility Sound	VINCE REED CAMUTO	

Video Assistant	NILS JOHNSON	
24 Frame Playback	DENNIS GREEN	
Script Supervisor	RENEE FOLEY BURKE	
Production Coordinator	JACQ DONEGAN	
Assistant Production Coordinator	NAOMI BOMBARDI-WILSON	
Production Secretary	KIMBERLY LISNER	
Office Production Assistants	LISA FALZARANO	CLIVE SALMON
Location Manager	STEVEN WEISBERG	
Assistant Location Managers	NICOLE RENNA	DAVID GINSBERG
Location Coordinator	JESS MAGEE	
Location Scouts	JANET HENRY	CAREY SEWARD
Unit Production Assistant	MATTHEW NOACK	
Parking Coordinator	DAVID LAURENTIN	
Production Accountant	MICHAEL A. WIGGINS	
First Assistant Accountant	NICOLE BUKOWSKI	
Payroll Accountant	O. VALERIE PRATT	
Accounting Clerks	ESTEFANIA FERNANDEZ	NIKIA MONTGOMERY

Make-up Department Head	JAMES SARZOTTI	
Key Make-up Artist	JILL OSHRY	
Hair Department Head	AARON F. QUARLES	
Key Hair Stylist	MARK SCHMIDT	
Property Master	SABRINA WRIGHT	
Assistant Property Master	DANIEL RITCHEL	
Additional Prop Assistant	MICHAEL D. MARCEL	
Construction Coordinator	PIERRE ROVIRA	
Key Carpenter	JOHN CICCIMARRO	
Foreman Carpenter	MIKE KALL	
Key Construction Grips	GEORGE McCABE	DAVE McCALLISTER
Foreman Construction Grip	ED KOZA	
Shop Electrics	BRUCE JORDAN	MYRON “MO” ODEGAARD
Construction Shop Production Assistant	CHRIS ROVIRA	
Charge Scenics	GREG SULLIVAN	MARIO HERRERA
Scenic Foremen	REBECCA PERRENOD	MARC WATERS
Scenic Industrials	SHAHAR YANNAY	COURTLAN GREEN
Camera Scenic	MICKEY KOLODGY	

Special Effects Coordinator	PHIL BECK	
Second Second AD	ROBERT LOPEZ	
Production Assistants	STEVE LAFFERTY LISA McPHERSON MELISSA MUGAVERO	CRISTAL CALDERON OLIVER BROOKS
Additional Production Assistants	LAUREN “SLEDGEHAMMER” DILIBERTO	BOBBY TETEN CRAIG HELFER
Still Photographer	KIMBERLY WRIGHT	
Research Coordinator	WENDY COHEN	
Unit Publicist	ERIC MYERS	
Casting Associate	ALLISON ESTRIN	
Assistant to Mr. McCarthy	CRAIG CHARLAND	
Assistant to Ms. Skalski and Ms. Douglas	NEKISA COOPER	
Assistant to Mr. London	KELLY MULLEN	
Groundswell Production Executive	JANICE WILLIAMS	
Catering	GOURMET TO U	
Craft Service	WILSON RIVAS	
Teachers provided by	ON LOCATION EDUCATION, INC.	

Transportation Captain	JIM BUCKMAN	
Transportation Co-Captain	PETER CONNORS	
Post Production Supervisor	KELLEY CRIBBEN	
Visual Effects Supervisor	JAKE BRAVER	
First Assistant Editor	MISAKO SHIMIZU	
Post Production Assistant	CRAIG CHARLAND	
Post Production Accounting	JENNIFER FREED	TREVANNA POST, INC.
Post Production Editing Facility	POST FACTORY, NY	
ADR Editor	MARISSA LITTLEFIELD	
Dialogue Editor	BRANKA MRKIC-TANA, MPSE	
Foley Editor	JAMIE BAKER	
Assistant Sound Editor	HEATHER GROSS	
Foley Artist	MARKO COSTANZO	
Foley Recording Engineer	GEORGE LARA	
Sound Interns	SILVANA PINTO	MATTHEW KODNER
Post Production Sound Facility	C5 INC. NEW YORK	
Supervising Music Editor	E. GEDNEY WEBB	
Music Editor	JOHN M. DAVIS	

ADR Mixers	MARK DeSIMONE	DOUGLAS L. MURRAY
ADR Recorded at	SOUNDTRACK F/T	
ADR Voice Casting	DANN FINK	
Mixed at	SOUND ONE CORP.	
Mix Recordist	HARRY HIGGINS	
Mix Engineer	AVI LANALDO	
Dolby Sound Consultant	JAMES NICHOLS	
Visual Effects By	& COMPANY INC.	
Visual Effects Supervisor	DAVID ISYOMIN	
Visual Effects Executive Producer	CHRIS GELLES	
Dailies Colorist	ED WALTHER	
Dailies Project Manager / DI Producer	KRISTYN DiPANE	
Digital Intermediate	TECHNICOLOR NEW YORK	
Digital Intermediate Colorist	TIM STIPAN	
Digital Intermediate Editor	JESSICA ELVIN	
Digital Intermediate Engineer	MICHAEL P. WHIPPLE	
Data Manager	ANDREW STILL	
Film Scanning	CRAIG FERRENCE PATRICK ROSSI	NATE DAVIS
Digital Imaging	MORGAN MILLER	DANIEL SILVERMAN
Post Facility Supervisor	CHARLES HERZFELD	

Lab Production Manager	PHIL McLENNAN	
Film Color Timer	DON CIANA	
Main Title Design	PHOSPHENE	
Additional Music by	DUOTONE AUDIO GROUP	
Scoring Crew	SHINNOSUKE MIYAZAWA ISHA ERSKINE STEVE HARDY	JORGE VELASCO DAVID BIANCO
Percussion, Drums	BRIAN MACLEOD	
Drums	MATT LAUG	
Keyboards	PATRICK WARREN	ZAC RAE
Guitar, Bass, Keyboards	LYLE WORKMAN	
Camera & Lenses	ARRICAM	
Production Equipment Provided by	CAMERA SERVICE CENTER	
Grip Equipment Provided By	RG GRIPCO	
Technocranes provided by	CAMERA SERVICE CENTER	

ADDITIONAL PHOTOGRAPHY / SECOND UNIT

First Assistant Director	MIKE PITT
Production Supervisor	ANDY ZOLOT
Second Unit Director of Photography	WOLFGANG HELD
Second Unit Consultant	PAUL SADO

Assistant Production Coordinator	TINA YEH
Art Department Coordinator	TESSA BROPHY
Property Master	ISAAC GABAEFF
Charge Scenic	MARK DAVIES
Camera Operator	WILLIAM COLEMAN
Key Grip	TIM SMYTHE
Script Supervisor	GEORGE CAMARDA
Video Assistant	AUSTIN SALISBURY
Sound Mixer	NOAH TIMAN

SONGS:

RUNAWAY

Written by Bryan Crouch, Joe Barlow, Drew Dockrill, Chad Richardson, Darryl Romphf and Alex Aligizakis
Performed by Hail The Villain
Courtesy of Roadrunner Records and Warner Music Canada

NEARER MY GOD TO THEE

Traditional

CRYSTAL MANIA

Written and Performed by James Lum
Courtesy of 5 Alarm Music

MARY HAD A LITTLE LAMB

Traditional

SEXY MUZAAK ESM

Written by Michael Tavera
Courtesy of EZ Source Music

RECONNECT

Written and Performed by Destrophy
Courtesy of Victory Records

BLONDE BAD AND BEAUTIFUL

Written by Joel Francis O’Keeffe and Ryan O’Keeffe
Performed by Airbourne

Courtesy of Roadrunner Records / EMI Music Australia Pty Limited

UNTIL THE DAY

Written by Ryan Young and Justin Francis
Performed by Off With Their Heads
Courtesy of No Idea Records

CORNUCOPIA

Written by Tom Keane
Performed by Johnny Jacobs and His Champaign Combo

REVOLUTION

Written and Performed by Burn Season
Courtesy of Bieler Bros. Records

CONVENIENCE STORE MUZAAK ESM

Written by Michael Tavera
Courtesy of EZ Source Music

I AM YOU

Written by Ryan Young and Justin Francis
Performed by Off With Their Heads
Courtesy of No Idea Records

OUT OF CONTROL

Written and Performed by James Lum
Courtesy of 5 Alarm Music

THRUST

Written and Performed by Marvin Gordy III & Thomas Brissette
Courtesy of 5 Alarm Music

FIGHT! FIGHT! FIGHT! A

Written by Will Schaefer
Courtesy of APM Music

HAVE A NICE DAY

Written by Jon Bon Jovi, Richard Sambora and John Shanks
Performed by Bon Jovi
Courtesy of The Island Def Jam Music Group
Under license from Universal Music Enterprises

SCRATCH ANTHEM

Written and Performed by Rob Swift
Courtesy of Fuel TV, Inc.

GLADIATOR MARCH

Traditional
Arranged by Marco Beltrami
Courtesy of Twentieth Century Fox Film Corporation

MELLOW MUZAAK ESM

Written by Michael Tavera
Courtesy of EZ Source Music

TERRIFIED

Written by Hubert Clifford
Courtesy of APM Music

THINK YOU CAN WAIT

Written by Matt Berninger & Aaron Dessner
Performed by The National & Sharon Van Etten
Produced by Aaron Dessner & Bryce Dessner

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