



FOX SEARCHLIGHT PICTURES Presents
An AD HOMINEM ENTERPRISES Production

The Descendants

GEORGE CLOONEY
SHAILENE WOODLEY
BEAU BRIDGES
ROBERT FORSTER
JUDY GREER
MATTHEW LILLARD
NICK KRAUSE
AMARA MILLER
MARY BIRDSONG
ROB HUEBEL
PATRICIA HASTIE

DIRECTED BY ALEXANDER PAYNE
SCREENPLAY BY ALEXANDER PAYNE and
..... NAT FAXON & JIM RASH
BASED UPON THE NOVEL BY KAUI HART HEMMINGS
PRODUCED BY JIM BURKE
..... ALEXANDER PAYNE
..... JIM TAYLOR
DIRECTOR OF PHOTOGRAPHY PHEDON PAPAMICHAEL, ASC
PRODUCTION DESIGNER JANE ANN STEWART
FILM EDITOR KEVIN TENT, A.C.E.
COSTUME DESIGNER WENDY CHUCK
CASTING BY JOHN JACKSON, C.S.A.
CO-PRODUCER GEORGE PARRA
MUSIC SUPERVISOR DONDI BASTONE
EXECUTIVE MUSIC PRODUCER RICHARD FORD

Running time 110 minutes

The Descendants

From Alexander Payne, the creator of the Oscar®-winning SIDEWAYS, THE DESCENDANTS is set in Hawaii and follows the unpredictable journey of an American family at a crossroads. Matt King (George Clooney), a husband and father of two girls, must re-examine his past and navigate his future when his wife is in a boating accident off Waikiki. He awkwardly attempts to repair his relationship with his daughters - 10 year-old precocious Scottie (Amara Miller) and rebellious 17 year-old Alexandra (Shailene Woodley) - while wrestling with a decision to sell his family's land. Handed down from Hawaiian royalty and missionaries, the Kings own some of the last priceless virgin parcels of tropical beach in the islands.

When Alexandra drops the bombshell that her mother was in the midst of a romantic fling at the time of the accident, Matt has to take a whole new look at his life, not to mention his legacy, during a week of momentous decisions. With his girls in tow, he embarks on a haphazard search for his wife's lover. Along the way, in encounters alternately funny, troublesome and transcendent, he realizes he's finally on course toward rebuilding his life and family.

Fox Searchlight Pictures presents, an Ad Hominem Enterprises production, THE DESCENDANTS, directed by Alexander Payne with a screenplay by Alexander Payne and Nat Faxon & Jim Rash and based on the novel by Kaui Hart Hemmings. The ensemble cast includes George Clooney, Shailene Woodley, Beau Bridges, Robert Forster, Judy Greer, Matthew Lillard, Nick Krause, Amara Miller, Mary Birdsong, Rob Huebel and Patricia Hastie.

The creative team includes producers Jim Burke, Alexander Payne and Jim Taylor, director of photography Phedon Papamichael, ASC, production designer Jane Ann Stewart, film editor Kevin Tent, A.C.E., costume designer Wendy Chuck, co-producer George Parra, music supervisor Dondi Bastone and executive music producer Richard Ford.

TROUBLE IN THE TROPICS

“My friends on the mainland think because I live in Hawaii, I live in paradise.

*Like a permanent vacation, we’re all just out here drinking Mai Tais,
shaking our hips and catching waves. Are they nuts?”*

-- Matt King

George Clooney's Matt King joins the characters of Alexander Payne's previous films as a flawed individual finding his way through a world of lunacy, bittersweet emotion and surprises; he is neither a hero nor anti-hero. Like Matthew Broderick's envious teacher in ELECTION, Jack Nicholson's glass-half-empty retiree in ABOUT SCHMIDT, and Paul Giamatti's muddling, middle-aged wine country tourist in SIDEWAYS, King is not the man he would like to be. His mischievous daughters don't trust him, his imperiled wife has been cheating on him and his broke cousins see him and the land trust he controls as a piggy bank. To add insult to injury, he's surrounded by a lush, fertile, awe-inspiring landscape that defies his inner turmoil. Yet all of this leads Matt to a tumultuous awakening that might be awkward, comical and sometimes absurd, but nevertheless changes his concept of love, fatherhood and what it truly takes to be a man.

Alexander Payne has always been drawn to these peculiar situations in everyday life that can be experienced as comical, devastating and revealing all in the same breath. When he read Kaui Hart Hemmings' acclaimed debut novel, The Descendants, he was immediately lured by its sharp contrasts. Here was a portrait of a man grappling with some of the worst news, most difficult people, and most impossible decisions of his life.

“The novel appealed to me because it’s an emotional story unfolding in an exotic locale,” Payne says. “It’s a story that perhaps could be told anywhere, but what made the book for me was its completely unique setting among the landed upper-classes in Hawaii. It’s very specific to this place, yet it is also universal.”

“On a filmmaking level, it was very interesting to me because I’ve never seen a filmic Honolulu. We see New York, Chicago, L.A., Miami and Seattle, but this is a region we never see in films. There’s a whole distinctive social fabric to life in Hawaii and that intrigued me. I love films with a specific sense of place. I started making movies in Omaha, then I went to Santa Barbara and now I have ended up in Hawaii.”

Hemmings was able to entwine Hawaiian culture into her story of a bewildered man lurching towards redemption because she herself grew up in a not-so-conventional Hawaiian family, as the step-daughter of well-known champion surfer and local politician Fred Hemmings, Jr. When she started

writing short stories, she began entwining themes of family, soil, history and inheritance. The Descendants began as a short story (published as “The Minor Wars”), which Hemmings started writing in the voice of youngest daughter Scottie, but decided to take a daring leap for a young, female writer: into Matt King’s middle-aged, male POV.

The risk changed everything. The story, and then the novel, were no longer just about a clan of fierce individualists doing their own thing but about a father learning to hang on to his family.

“As soon as I switched into Matt’s voice, the story found its rhythm,” Hemmings recalls. “There was so much at stake for him.”

Those stakes gave the novel’s title a double meaning, referring not only to King’s comic descent but also to his discovery of what it really means to be a Hawaiian descendant and what his own descendants mean to him. Hemmings created Matt to reflect a distinct subset of the Hawaiian populace, a generation who trace their births back to the intermarriages of white missionaries and landowners with native Hawaiian royalty and their wealth back to the spoils of the colonial Hawaiian plantation system. As Matt explains, his great-great-grandmother was Princess Margaret Ke’alohilani, one of the last direct descendants of King Kamehameha, who fell in love with her *haole* (Hawaiian for white or foreign) banker, Edward King, leading to Matt’s current life as a Honolulu lawyer with deep, tangled roots in the islands. Like many Hawaiians, he is a *hapa-haole*, or half-white, who has never quite come to terms with his cultural identity.

This gave Hemmings’ novel another layer, because underneath Matt’s worries not only about what his wife has been doing behind his back or how he’s going to raise his daughters, but about how his life might be seen by his Hawaiian ancestors, or his own descendants. The book, published in 2009, was an instant hit with critics, with the *New Yorker* praising the way “Hemmings channels the voice of her befuddled middle-aged hero with virtuosity, as he teeters between acerbic and sentimental, scoffing at himself even as he grasps for redemption.”

When Hemmings found out Alexander Payne was interested in adapting her book, she could hardly believe the news. “I just about died,” she laughs. “I mean he is my favorite director, I love the kind of movies he makes.”

After discussing the adaptation of Kaui Hemmings’s book with many screenwriters, the producers at Ad Hominem selected the writing team of Nat Faxon and Jim Rash. Wonderful actors who continue to be fixtures at the Groundling Theater, Faxon and Rash had written a much admired screenplay, THE WAY BACK, that suggested an ability to handle shifting tones of humor and pathos as would be required by THE DESCENDANTS.

All who read their elegant adaptation admired it. But when he decided to direct the film himself, Payne determined that the best way for him to forge a personal connection to the material was to adapt the book himself.

In his voice, Payne turned the focus in the screenplay on two dove-tailing journeys: the King family's trek to Kauai on the hunt for Elizabeth King's unwitting lover; and the pilgrimage of diverse friends and relatives to Elizabeth's bedside, where she becomes, in her comatose silence, a kind of grand confessor, bringing out secrets and suppressed emotions that might not otherwise see the light of day.

"One of the many things we learned in Hawaii is that people here know their genealogy like they do in no other place," explains producer Jim Burke. "Everybody knows when their family first arrived on the island, and some go back six or seven generations and they feel a deep, deep connection to this place. We learned all this by meeting authentic descendants who have inherited land a lot like Matt."

Hemmings was impressed with the adaptation. "I wasn't concerned about Alexander changing this or that, because he really got the tone of the book and that's all I cared about. He got that it's funny and it's sad at the same time. I also loved that he took the time to really get to know Hawaii."

From the beginning, Payne and the production team felt it was essential to venture far from the well-beaten tourist paths to get to know the authentic Hawaii only locals ever see. As they did so, they developed a more nuanced understanding of what the term "descendants" means on an island where ancestors have always been an important link in the chain of living history. This helped to bring into focus Matt King's realization that he has become disconnected from his own feelings about the land he owns – and its past and future.

Payne also relied on Hemmings to serve as an insightful guide into the alluring blend of American and Hawaiian cultures that imbues island life, from its politics to its traditions and relationships. "When we came over to the islands to start making the movie, Hemmings became a really big part of it, because this is her land. She knows these people. She was able to give us a reality check and at the same time, Alexander was able to run all his ideas past Kauai to make sure they seemed right for the characters," Burke continues. "We wanted to protect her story because we believed in it."

"Alexander's voice is absolutely unique," notes Burke, who reunites with producer Jim Taylor for their fifth collaboration with Payne. "You don't need to be told you're watching an Alexander Payne movie. And yet, each of his films is also quite different. I feel like *THE DESCENDANTS* is the most different from his previous work. It's a great story with great characters, but I think the thing that sets it apart is that it is very open to interpretation: none of the characters are entirely right and none of

the characters are entirely wrong. It's not a movie everyone will view in the same way. It's a film that allows the viewer to participate and connect in their own way."

THE KING FAMILY

"I'm the back-up parent. The understudy."
-- Matt King

When Kaui Hart Hemmings was first creating the character of Matt King – shell-shocked husband, inexpert father and reluctant Hawaiian land baron – she dared to dream of who might play him on the screen. The person that came to her back then was George Clooney, the Academy Award® winning actor and filmmaker renowned for performances that are often as darkly funny as they are palpably human.

Clooney has established himself as one of today's leading men, but the chance to play a husband and father in THE DESCENDANTS is a notable departure from his usual roles. He was the smooth-talking convict in the Coen Brothers' screwball musical comedy O BROTHER, WHERE ART THOU? , the heist pro in the blockbuster OCEAN'S ELEVEN series, the CIA agent in an Oscar-winning performance in Stephen Gaghan's SYRIANA. He was also nominated for an Academy Award for his performances as the law firm "fixer" in Tony Gilroy's thriller MICHAEL CLAYTON and the workaholic, airline miles collector in Jason Reitman's UP IN THE AIR. He has also made his mark as a writer/director, garnering Academy Award nominations for Best Director and Best Screenplay for GOOD NIGHT, AND GOOD LUCK., and directing and co-writing this fall's THE IDES OF MARCH.

Co-producer George Parra notes that the pairing of Payne and Clooney for the first time on this project was an intriguing match. "They're both incredibly talented and, after this movie, I think they will forever be friends. They got along from day one. Alexander is the ultimate professional, very serious and polite and can be fun at times. But he's very serious when he's at work. George, on the other hand, is the ultimate prankster. He loves to laugh a lot and he's hysterical, so between their two personalities, the set had terrific energy. They were both open to great creativity and just letting the film happen."

Once Clooney was cast in the central role, the challenge was to build the rest of the King family around him. Payne soon began an exhaustive series of auditions to find that tricky family chemistry made up of equal parts love, fury and miscomprehension, working closely with casting director John

Jackson, who has collaborated with him since his first film, CITIZEN RUTH. The director considers the auditions a significant part of the creative process.

"We auditioned a ton of people for every part, even one line parts. I think auditions are good. I like to have actors come in and read the words," Payne says.

It was especially key to find two young actresses who were capable of holding their own against Clooney in the roles of his two willful and defiant daughters Alexandra and Scottie, who resent Matt for never having been an involved parent until now. For Alexandra, a feisty free spirit who worries that she takes after the mother she is angry with, Payne ultimately chose Shailene Woodley, best known for the television series "The Secret Life of the American Teenager."

Woodley, in her first major film role, struck Payne right away as ready to take on the emotional rigors of a role that would take her from a boarding school bad girl to a young woman trying to stitch her family back together. "Like the rest of the cast, she gave the best audition," recalls Payne. "It was as simple as that."

Woodley was thrilled because, by the time she auditioned, she was already in love with the story. "It's a heart-wrenching journey about growth," she comments. "I love how everybody in the story grows in their ability to love, grows in maturity, in figuring out their individuality and who they are as a family."

As for Alexandra, Woodley enjoyed the idea of taking her from a wild rebel with a chip on her shoulder to a young woman ready to battle for her loved ones. "She starts out as a teenager who feels like a victim – to her, the reason why her life is horrible is because her dad did this and her mom did that," she observes. "But during the course of the movie, she starts to realize that she's responsible for her own happiness and it isn't up to her parents. It's fun to watch her grow up in the moment. She's always been a bit manipulative but now she's doing it to help her dad fight his demons."

Alexandra's relationship with Matt is one that Woodley believes a lot of kids will relate to from their own experiences. "I think she loves her dad but she kind of looks at him as the childish one in their relationship and she's always felt like she needed to take on a parenting role with him," Woodley describes. "It's only later that she learns to give him his own power as a father."

Another big challenge for Woodley was finding all the multi-colored shadings of Alexandra's barrage of mixed feelings around her mother that are at once incredulous, angry, worried, sad and freaked out. Woodley had to literally dive deep, as this storm of emotions begins in a pivotal scene when her father tells her that her mother is not going to recover while she's taking a dip in the family pool.

"She's in the pool, treading water and she has no idea how to react to this news," explains Woodley. "She feels trapped, so she submerges herself into the water, the one place where she can scream at the top of her lungs and not feel vulnerable. It was such an emotional release to go down there and scream and cry hysterically. It was heartbreakingly for me to do, but also empowering."

Later, when Alexandra sees her once wildly vibrant mother unresponsive in a hospital bed, her raw emotions come to the surface. "In that scene, I think part of Alexandra hates her mom and part of her just wants to be held and cry in her mother's arms for hours. It is very emotional," says Woodley. "I think the little girl in Alexandra just yearns for the mother she always wanted but never had, but the young woman in Alexandra is starting to accept that it will never happen."

Woodley says she's grateful to Payne for giving her the trust and support to navigate the bumpy terrain of merging outrageous situations with intensely real feelings. "Alexander is up there with a few of the favorite people I've ever met in my life. He's got such heart and I've learned from him as a director and as a person. When he gets excited, he doesn't hold it in. He literally jumps up and down and talks in this funky voice and goes up and hugs people. You can't help but feel excited about life when you're around him. He possesses a great energy and definitely shows it to other people. As a director, he helped me find things about myself that I never thought I could find."

Woodley says Payne always pushed for one bottom line - naturalism. "He might say, 'Oh, Shai, I don't think that's natural, you would never do that in real life,'" she recalls. "That's how he brings out the best in people."

That kind of naturalism turned out to be easier than expected when Woodley began performing alongside George Clooney, who obliterated the intimidation factor right away. "He turned out to be completely down-to-earth," she explains. "He's kind of a goofball, always doing something silly, which kept the set light. I felt privileged not only to work with him, but to get to know him."

Even though Matt King is trying to re-establish a connection with his kids, he finds youngest daughter Scottie a complete mystery, almost an alien life form, with whom communication of any kind is an iffy prospect. To find a young actress who could handle the humor and heartache of playing a pre-adolescent eccentric, Payne saw more than 300 girls from around the country. He still hadn't found the right candidate with shooting about to start.

That's when he encountered Amara Miller, a promising nine year-old newcomer from Pacific Grove, California. He received an e-mail with her videotaped audition and recalls that "about a minute into it I just said, 'oh that's her.' I don't need to see her. I knew that she was the one. I just knew she would show up. And like many things in life, she did, but in the most unpredictable way."

Adds producer Jim Burke: "Amara walked on the set like an old pro. She's a natural. She'd never been in a movie before but she was amazing."

Although she had no previous acting experience (she was once in an elementary school play but she had no lines), Miller seemed to have an instinctual feel for Scottie's quirkiness and uniquely uninformed role in their family adventure. "Scottie is the one who doesn't know what's happening in the family," she describes. "She doesn't know her mom is dying or that she had an affair with another man. She thinks that when they go to Kauai to find the guy that they're going on vacation. She's just running around being herself, doing what she wants, in the middle of all this stuff."

Without much guidance from her family, Scottie has developed an almost feral quality of independence. "She's a trouble-maker," laughs Miller. "She's one of those little girls who doesn't really care if she gets in trouble. She's still going to do fun, wild things even if she does. She has a sassy attitude. She goes after what she needs."

What Scottie needs might be time and attention, but she'll do anything to get it, which led to some of Miller's most intriguing scenes. "I do get to flip off George Clooney," she laughs. "He was like 'what?' His facial expression was so funny."

For Payne, working with Miller – his first time directing a child in a major role – was no different from the adult cast. "The great thing about working with Amara is that I didn't have to treat her like a little girl. I could just tell she was an instinctive actress. I could just say, 'No, do it more like this.' Or, 'Please put a small pause between these two lines.' The way to treat people in general, and actors in particular, is to tell them the truth," he sums up. "I was always able to do that with Amara."

THE SUPPORTING CAST

*"I mean, how often do old people just haul off
and cold-cock you in the face?"*

-- Sid

As Matt King tries to find his footing as a father to Alexandra and Scottie, he is surrounded by friends, foes and relations who keep throwing him off course. The cast of characters that complete the ensemble that the three Kings run into on their journey towards reconciliation are an accomplished ensemble of actors hand-picked by Alexander Payne.

"The casting in this film provided a new and interesting challenge for John Jackson and me — to piece together not just a believable nuclear family but also an extended family and a community of friends as well — all of whom inhabit a fairly narrow enclave of class and race," says Payne.

For the catalytic role of Brian Speer – the mysterious real estate agent Matt King is chasing throughout much of the film – Payne cast Matthew Lillard, the tall, versatile actor best known for his comic performances and as “Shaggy” in the SCOOBY-DOO movies.

When Lillard read for the role, he was convinced it was the longest of long shots. “I walked in, and there were like five great looking guys waiting to read, all of them with that California movie star thing – strong chins and pecs and biceps,” he recalls. “I thought to myself, ‘There’s just no way.’ I already know that the chances of me playing George Clooney’s wife’s lover are pretty slim.”

Lillard gave it his all and was satisfied just to have elicited praise from Payne. But four months later he was stunned when he received a call from Payne saying “I’d love to have you be a part of this movie.” Payne recalls that Lillard’s speedy approach clinched it. “I like it when actors act fast. Later I told him that he should do more of his audition with his kids in the car,” remarks the director.

For Lillard, it was a once-in-a-lifetime opportunity. “Your whole life as an actor you look for the chance to be part of an experience that is this special,” he says. “I don’t think I would ever have been the standard casting choice. I think I’m outside the box, but that’s what makes Alexander such a great director. He has the ability to make choices that set his body of work apart.”

As for Brian, who unwittingly becomes Matt King’s greatest nemesis but also perhaps his liberator, Lillard says, “He’s a real go-getter. He’s a family man who truly loves his wife and kids as well, but he has a fatal flaw. He saw a financial opportunity with Matt’s wife, only he got himself in too deep, too fast and suddenly, he’s in the middle of an incredible situation. What’s fun about it is that George Clooney goes on this whole transformative journey of hunting my character. But then, Brian becomes a kind of oracle who sends him back to his family to find a way through.”

Another actress known primarily for her comedic abilities, Judy Greer, recently seen in the TV series “Mad Love,” was cast as Brian Speer’s wronged wife, the seemingly soft-spoken Julie, who first runs into Matt King on a blissful Kauai beach.

Greer was taken by the way her character defies expectations and is much more than comic fodder. “She’s a very modern mother figure,” Greer observes. “She’s earthy and sensitive and committed to keeping her family together no matter what. I like that Alexander put a very calm and grounded human being into this situation.”

When the situation nevertheless explodes into chaos, it is Julie, not Brian, who finds herself at the center of a turbulent scene showing up at the hospital to make amends with Matt’s comatose wife, only to find herself going off on a bedside rant. Greer could empathize with Julie’s reasoning even if her behavior turns shocking.

"I think Julie goes to see Elizabeth because she is confused and concerned," says Greer. "Maybe she just wants to see the other woman. When you find out your husband's been cheating, you're taken over by feelings of jealousy and inadequacy and anger and sadness and maybe she just wants to get a look at the woman who ruined everything she thought she had. She also has an incredible amount of compassion for Matt's situation. The beauty of the scene and the way that it is written is that it is all of these things at once. She becomes taken over by what she's really feeling."

Confusion also reigns in the emotions of Matt's father-in-law Scott Thorson, portrayed by veteran screen and television star Robert Forster (*JACKIE BROWN*, *MULHOLLAND DRIVE*). A retired military man with a crusty drill sergeant's temperament, Scott is already dealing with his wife's Alzheimer's when he learns that his daughter's life is on the line. He channels all his frustration directly into blaming Matt.

"Scott regards his son-in-law as a grave disappointment," explains Forster. "He thinks his daughter was too much for him, she had too much spirit for this guy. Matt's got a lot of money but not a lot of drive, so he never rose to Scott's expectations of what a serious man should be. Scott's commanded men all his life, and Matt doesn't pass muster for him."

On Matt's side of the family, things are proceeding no more smoothly, especially when he starts to balk at an agreed-upon deal to sell the family's high-worth land to a local developer of golf resorts. This brings him into conflict with his laid-back cousin Hugh, played by two-time Golden Globe® winner Beau Bridges.

Bridges was drawn to the script for a lot of reasons. "Two of the reasons I wanted to be involved are Alexander Payne and George Clooney," he remarks. "These are two guys at the top of their game. I thought that would be pretty interesting."

He was also pulled in by his own passionate connections to Hawaii, a place that is almost a second home to him; he has visited regularly since childhood and attended college at the University of Hawaii. "You can watch life unfold there," he says of the islands. "Hawaii seems to have retained some of the simplicity of life that is missing elsewhere."

Hugh's character reflects back to Matt a way of life he is suddenly questioning. "Hugh is interesting," Bridges muses. "Like Matt, he's a mixed descendant of missionaries and Hawaiians, but he wants to sell the land they've inherited. He justifies his position by saying that the land is going to be sold to a local businessman and not to someone who's going to build a Wal-Mart . . . but he still wants the money."

Bridges also thinks Hugh believes he's looking out for Matt in a time when his cousin might not be thinking straight – even if Matt feels like he's finally seeing things clearly for the first time. "I

think Hugh, in his heart, truly wants the best for Matt,” Bridges concludes, “but he also does not want him to be a fool, and in his mind, not selling this valuable land is just crazy!”

Alexandra’s overbearingly boyish and goofy best friend Sid, played with abandon by rising teen star Nick Krause, is an interloper into the King family who winds up making his own iconoclastic mark on their road adventure.

“Sid kind of serves as Alexandra’s comic relief,” Krause says, “so they hang out together, especially in troubled times. Sid is so laid back that he’s completely forgotten any social standards. He never knows what to say or how to put anything tactfully. Even though he always means well, he just doesn’t know how to express it.”

That dismaying lack of tact often leads Sid into trouble – as it does when Alexandra’s grandfather hauls off and socks him for giggling at his wife. The scene became one of author Kaui Hart Hemmings’ favorites on screen. “I like it because it’s absurd but it also feels so real,” she says. “It’s almost all dialogue. I really like the moments in a film where not a lot happens, and yet a lot happens.”

Yet, no matter how much Sid provokes the people around him, he also becomes an unlikely uniting force. “I think Sid really grows to be a part of the family while they deal with all these crazy situations that are just stacked one on top of another,” Krause says. “His journey is about becoming part of a new family. He starts out as this kind of stoner guy meeting a friend’s dad but by the end of the story, he and Matt have a deeper understanding of each other.”

Producer Jim Burke sees Sid as an essential link in the story. “He winds up allowing Matt to connect to his daughters in a way that he never could have if Sid was not there,” says the producer. “Towards the end, he realizes Sid might be the only guy he has to talk to. Sid becomes his confessor, although a very unusual one.”

Like Sid, Matt’s long-time friends Mark and Kai have a galvanizing effect on the King family – as the only ones who have the real scoop about with whom his wife was cheating. Taking the roles are two actors who both emerged from the comedy world, Rob Huebel and Mary Birdsong.

Huebel was excited to be part of one of the film’s most dramatic scenes, as Matt bursts into their house out of the blue, demanding immediate details on his wife’s affair, even as she lies in a vegetative state. Huebel and Birdsong had to walk a tightrope balanced between angst and absurdity.

“It’s a tricky scene because it’s serious but it has to be funny, too,” notes Huebel. “Mark and Kai are horrified because they knew this was going on and we’re supposed to be Matt’s best friends. We try back-pedaling, we try getting out of telling him, we try defending Matt’s wife, but it only makes Matt angrier. In the end, Mark wants to retain his friendship with Matt, so he tells him the identity of the man his wife was sleeping with. I think that’s what most guys would do.”

The nervy, multi-layered scene worked, Huebel says, mainly because of Payne's ability to set his cast completely at ease. "He's just the most precise director I've ever worked with," he observes. "He had already imagined every nuance and every gesture by the time we were doing the scene and you really feel like 'oh we're going to be fine, because he's driving the boat.'"

Birdsong sees Kai as being in a particularly precarious position when Matt finds out about the affair because her loyalties are split. "Matt's wife Elizabeth was her closest friend," she explains. "Now she's torn between her devotion to Elizabeth and telling the truth. To her, Elizabeth was this amazing free spirit and now she wants to protect her."

Like Huebel, Birdsong gives credit to Payne for taking a chance on casting actors from diverse backgrounds. "He has a very original and individual brain," she describes. "And I think the casting of the film is a testament to his sensibility. He saw something in each of us that would help the story."

REALITY IN PARADISE: THE DESIGN

*"My grandfather, he really loved this place. So did your mother.
So does your mother."*

-- Matt King

A strong sense of place has always been a hallmark of Alexander Payne's work but with **THE DESCENDANTS** it would become even more central. From the beginning, he and his crew of frequent collaborators were acutely aware that they were going where few filmmakers have gone before by following an intimate family drama into the lush fabric of Hawaii. All of the conflicting juxtapositions of contemporary Hawaiian culture – modern and ancient, urban and wild, growth and preservation – became wrapped into the film's design, from the photography to the sets.

The newest of the U.S. states, Hawaiian history goes back 1500 years, when Polynesian explorers first sailed canoes by the light of the stars to the fertile string of volcanic islands. Later, settlers arrived from across Polynesia - Tahiti, Samoa and Tonga - forging a distinctive matriarchal culture with its own language, customs, art forms and legends. In 1810, King Kamehameha, Chief of the Big Island, united all the islands into one Hawaiian Kingdom. Soon after, Christian missionaries began to arrive, followed by colonialists from mainland United States. In 1893, a group of American businessmen overthrew the Hawaiian monarchy, paving the way for annexation. Meanwhile, the culture continued to evolve and adapt, merging elements of American values with native Hawaiian ways. When Hawaii became a U.S. state in 1959, it was dubbed the "Aloha" state, reflecting the impossible-to-translate Hawaiian word that conveys an open-hearted spirit rooted in a love of the land.

To capture the islands as they are today – as rife with developers and suburbia as they are with laid-back surfers and Polynesian traditions -- with a fresh eye, Payne reunited with director of photography Phedon Papamichael, who previously worked with him on *SIDEWAYS*. As soon as he read the script, Papamichael knew it was going to be something different. “It was a very dialogue-driven story, which usually means the film will be less visual,” he begins. “But in the case, the opposite was true. Because of the way the Hawaiian setting is juxtaposed with the King family’s struggles, the visuals take on a major role. It was going to be very important to capture the beauty and nature of the surrounding environment so you can understand the conflict Matt feels over selling his family’s land.”

Papamichael divided the film between two Hawaiis: the more hectic, citified Hawaii of Honolulu and the stunning, natural Mecca of Hanalei Bay on the island of Kauai, draped with verdant, tropical rainforests and surrounded by sapphire seas.

“We really wanted to give a feeling for the community in Honolulu but also the beauty of the coast so you understand what could be lost and the connection to history that is there. That’s why we decided to shoot wide-screen, which Alexander has only done once before, on *ELECTION*,” he explains. “We decided that it would be a lot of fun to have that epic frame with these small, human figures confronted with the majesty of the landscape.”

At the same time, both men wanted the film to stay true to Payne’s distinctively unadorned style, which is almost an anti-style. “I like to bring an almost documentary style to fiction filmmaking,” says Payne. “It gives the story a sense of reportage.”

Papamichael concurs. “With Alexander, one of the biggest assignments is always to make sure the photography doesn’t get in the way of the story. He really loves realism, to the point that if we go to a location and there are tree trimmers working nearby, he says ‘great’ and he embraces that as part of what’s going on in the scene,” he explains. “Or, for example, when we shot in the bar where George Clooney meets Beau Bridges, it was very important to Alexander to have the real locals who frequent the place be in there to get that feel of reality. The same goes for lighting. It’s always very natural, to the point that the audience should never realize that they’re watching a crafted film.”

He continues, “We really want the audience to be taken in by the characters without distraction. The emotions are so intense and the writing so strong, we don’t need to add visual drama.”

Hawaii, however, often brought its own drama. “The light there is challenging because it is constantly changing,” notes Papamichael. “It can go from overcast to sunny in the time frame of one shot. Fortunately, both Alexander and George, being a filmmaker himself, are very good at reacting in the moment so you can switch scenes around. It gave us a lot of flexibility.”

Some of the filming for THE DESCENDANTS also took place off terra firma – in swimming pools and the ocean. Legendary underwater photographer Don King came in to help with the scene where Shailene Woodley releases a primal scream while at the depths of the family swimming pool.

Recalls Woodley, “He waited for me underwater with this crazy-looking camera. I would submerge myself and swim towards him and he would swim backwards super quickly, timing it perfectly with me. It was a fantastic scene to shoot.”

One of Papamichael’s favorite experiences on THE DESCENDANTS was filming the climax of Matt’s road trip as the Kings arrive at their ancestral land on Kauai and young Scottie makes Matt rethink the idea of selling it to strangers. “We designed the shot so the family drives up the mountain but you’re not really aware of what’s coming. It almost feels like a normal tracking shot but then, as they come to the edge of the land, we boom up and reveal this spectacular view, and suddenly, the characters are overwhelmed by the beauty. That was one of my favorites,” sums up Papamichael.

Payne also reunited with production designer Jane Ann Stewart, who has worked on all of his films since the very beginning of his career. Stewart says that Payne’s aesthetic instincts jibe with hers. “His sense of humor is very much like mine – absurd, a little macabre and where nothing in the human condition is above comedy,” she says.

She knew her work was cut out for her when Payne approached her for this film. “We both had to learn a lot about Hawaiian culture, and really immerse ourselves in it, so we could get to the history, the sense of place and the texture behind the story,” she explains.

In creating Matt King’s house, Stewart consulted both with the novel and its author, Kaui Hart Hemmings. “Kaui’s advice was invaluable,” says Stewart. “For example, she introduced me to the punee [the casual Hawaiian daybeds often used as sprawling sofas] and helped us to reflect the family’s history in the details.”

When Stewart found a local house that had the right feel, it was missing one key element - the sprawling banyan tree that graced the front yard in the book. So Stewart had one transplanted. “It kind of reflects the idea of family because of the way each branch reaches in and plants itself,” she observes.

As with the cinematography, Stewart’s challenge was to keep things in Payne’s favored realm of stark reality, but with a tropical twist. “Alexander always wants the veneer to be authentic, even a little bit banal. But this film was a chance for me to stretch things a bit with the colors and exotic essence of the place. I just had to have a very good reason for putting anything, a piece of furniture or painting, in a room. It had to support the characters and stay true to the place.”

That authenticity to Hawaii deeply moved Hemmings when she visited the set – and she could see her story coming to life, reflecting the funny and fraught ways that families, on or off the islands,

really interact and bond. “It was amazing for me to be back in Hanalei Bay, where my own descendants first landed,” she says, “and it meant a lot to see the cast and crew getting to know this special, special place. It was a chance for me to reconnect with my own family and it brought the community together. Writing a book is such a solitary thing, but with a movie, the beauty is in sharing the experience.”

#

ABOUT THE CAST

GEORGE CLOONEY (Matt King) is recognized as much for his global humanitarian efforts as he is for his accomplishments in the entertainment industry.

Clooney's achievements as a performer and a filmmaker have earned him an Academy Award, two Golden Globes and an Emmy®, as well as four other Oscar nominations, six additional Golden Globe nominations, and numerous SAG, BAFTA, Emmy and Critics' Choice Awards. In 2006 he received the American Cinematheque Award and the Modern Master Award from the Santa Barbara Film Festival.

Clooney's upcoming film projects include the political thriller *THE IDES OF MARCH*, Smokehouse's (the company Clooney started with Grant Heslov) first production under their deal with Sony Pictures. Clooney, who co-wrote and directed the film, stars with Ryan Gosling, Philip Seymour Hoffman, Paul Giamatti, Marisa Tomei and Evan Rachel Wood.

When Clooney received his Oscar for Best Supporting Actor for *SYRIANA* in 2006, he also earned Academy Award nominations for Best Director and Best Original Screenplay for *GOOD NIGHT, AND GOOD LUCK*. It was the first time in Academy history that an individual had received acting and directing nominations for two different films in the same year.

In 2009, Clooney received an Academy Award nomination, a Golden Globe nomination, a SAG nomination and a BAFTA nomination for Best Actor for his performance in the critically acclaimed film *UP IN THE AIR*. He also won National Board of Review and New York Film Critics Circle Awards for *UP IN THE AIR* and another New York Film Critics Circle Award that same year for his voice performance in the hit animated feature *FANTASTIC MR. FOX*.

Clooney made his directorial debut in 2002 with *CONFessions OF A DANGEROUS MIND* for Miramax, winning the Special Achievement in Film Award from the National Board of Review.

In addition to Oscar nominations for writing and directing his second directorial project – *GOOD NIGHT, AND GOOD LUCK*. -- Clooney received the Paul Selvin Award from the Writers Guild of America and the Freedom Award from the Broadcast Film Critics Association. The film also earned Clooney nominations for two Golden Globes, two BAFTA Awards, a SAG Award™, an Independent Spirit Award, two Critics' Choice Awards, a WGA Award and a DGA Award.

Clooney received critical acclaim for the award-winning drama *THREE KINGS* (Warner Bros.) and the Oscar-nominated *OUT OF SIGHT* (Universal). His other performing credits include *SOLARIS* (20th Century Fox), *THE PEACEMAKER* (DreamWorks), *BATMAN & ROBIN* (Warner Bros.), *ONE*

FINE DAY (20th Century Fox,) FROM DUSK TILL DAWN (Miramax) and BURN AFTER READING (Focus Features). This last film reunited him for the third time with the Coen brothers. (He also worked with them on O BROTHER, WHERE ARE THOU?, which earned him a Golden Globe for Best Actor in a Motion Picture Musical or Comedy, and on INTOLERABLE CRUELTY. Clooney refers to the three films as “my trilogy of idiots.”)

In 2009, Clooney starred in and produced THE MEN WHO STARE AT GOATS, which was a Smokehouse Production. Smokehouse’s initial project was the romantic comedy LEATHERHEADS, which Clooney also directed and starred in for Universal.

Heslov and Clooney first worked together at Section Eight, a company in which Clooney was partnered with Steven Soderbergh. Section Eight productions included OCEAN’S 11, OCEAN’S 12, OCEAN’S 13, MICHAEL CLAYTON, THE GOOD GERMAN, GOOD NIGHT, AND GOOD LUCK., SYRIANA, CONFESSIONS OF A DANGEROUS MIND, THE JACKET, FULL FRONTAL, and WELCOME TO COLLINWOOD.

Clooney’s recent film credits include Focus Features’ dramatic thriller THE AMERICAN, in which he starred and also served as a producer.

On television, Clooney starred in several series earlier in his career, becoming best known to television audiences for his five years on the hit NBC drama "ER." His portrayal of Dr. Douglas Ross earned him Golden Globe, SAG, People’s Choice and Emmy Award nominations. In 2009, Clooney returned for one final episode in which his character was reunited with his longtime love.

For Section Eight’s television division, Clooney was an executive producer and directed five episodes of “Unscripted,” a reality-based show that debuted on HBO. He also was executive producer and cameraman on "K Street," also for HBO.

Clooney was executive producer and co-star of the live television broadcast of "Fail-Safe," an Emmy-winning telefilm developed through his Maysville Pictures. "Fail-Safe" was nominated for a 2000 Golden Globe Award as Best Miniseries or Motion Picture Made for Television. The telefilm was based on the early 1960s novel of the same name.

The son of an anchorman, Clooney is a strong First Amendment advocate with a deep commitment to humanitarian causes. In 2006, Clooney and his father, Nick, went to drought-stricken Darfur, Africa, to film the documentary JOURNEY TO DARFUR. Clooney’s work on behalf of Darfur relief led to his addressing the United Nations Security Council. He also narrated the Darfur documentary SAND AND SORROW.

In 2007, Clooney, Brad Pitt, Matt Damon, Don Cheadle and Jerry Weintraub co-founded NOT ON OUR WATCH, an organization whose mission is to focus global attention and resources to stop and

prevent mass atrocities in Darfur.

Among the many honors received as a result of his humanitarian efforts in Darfur was the 2007 Peace Summit Award, given at the eighth World Summit of Nobel Peace Prize Laureates at their annual meeting in Rome. Also taking part in the ceremony were Rome's Mayor Walter Veltroni, Lech Walesa, Mikhail Gorbachev and the Dalai Lama. In 2008, Clooney was designated a U.N. Messenger of Peace, one of eight individuals chosen to advocate on behalf of the U.N. and its peacekeeping efforts.

In January of 2010, Clooney, along with Joel Gallen and Tenth Planet Productions, produced the "Hope for Haiti Now!" telethon, which raised more than \$66 million, setting a new record for donations made by the public through a disaster-relief telethon.

The Academy of Television Arts and Sciences awarded Clooney with the Bob Hope Humanitarian Award at the 2010 Primetime Emmys. He was the fourth recipient of this prestigious award.

Later that year, Clooney received the Robert F. Kennedy Ripple of Hope Award for his dedication to humanitarian efforts in Sudan and Haiti.

In December of 2010, Clooney along with the United Nations, Harvard University and Google, launched "The Satellite Sentinel Project," an effort to monitor violence and human-rights violations between Southern and Northern Sudan. Not on Our Watch funded new monitoring technology, which allows private satellites to take photographs of any potential threats to civilians, detect bombs, observe the movement of troops and note any other evidence of possible mass violence.

SHAILENE WOODLEY (Alexandra King) is currently impressing fans and critics alike with her winning performance on the record breaking hit series "The Secret Life of the American Teenager" on ABC Family. LA Times critic Robert Lloyd said of her performance, "Woodley stands out and is appealing as a kid in over her head." Entertainment Weekly's Ken Tucker said, "Woodley is utterly beguiling: an anti- Gossip Girl. Like a great silent film actress, she has a face that conveys shades of anguish and joy." The magazine later named her as a "Breakthrough of 2008," in their annual year-end issue alongside talent like Robert Pattinson and Kat Dennings. She also received two Teen Choice Nominations in 2009 and 2010, including one for Choice TV Drama Actress and she has been nominated again in 2011. .

Woodley began her career at the age of 5 when an agent recognized her potential and signed her on the spot. She has been working ever since. She started in commercials and then got her first TV role in the 1999 movie of the week "Replacing Dad," which starred two time Oscar nominee Mary McDonnell. More recently she played the title character in the popular Warner Bros. movie "Felicity: An American

Girl Adventure," which was produced by Elaine Goldsmith-Thomas and Julia Roberts. Her first lead role performance earned this review; "Felicity offers Woodley's feisty performance; she's warm and cheeky, and immensely fun to watch." Woodley's other television work includes recurring roles on "Crossing Jordan" (as a young Jill Hennessy), "The O.C.," and "Jack & Bobby" (where she played the daughter of John Slattery). She additionally has made guest appearances on series like "Cold Case," "My Name is Earl," "CSI: NY" (playing an angel-faced killer), and "Close to Home." She also had a lead role opposite Ann Margaret and Matthew Settle in the television movie "A Place Called Home," and co-starred with William Mapother and Treat Williams in MOOLA.

When she is not on set, Woodley spends as much time outdoors as possible, thinking of ways she can help keep the environment beautiful and healthy for future generations. She also puts time in working with various charities that benefit children including St. Jude's Children's Research Hospital and the Elizabeth Glaser Pediatric Aids Foundation.

BEAU BRIDGES (Cousin Hugh) is an award-winning actor who has portrayed a myriad of characters during his successful career spanning more than six decades. Part of a preeminent Hollywood acting dynasty, he started at a young age and has worked virtually non-stop in his profession ever since.

Bridges recently wrapped RUSHLIGHTS, a crime thriller in which he takes on the role of Sheriff Robert Brogden, Jr., in a story that follows a teenage couple who travel to a small town in the South in attempt to claim a dead friend's inheritance.

On the small screen, Beau recently guest starred on ABC's "Brother's & Sisters" playing Sally Fields' love interest, assuming the role of Nick Brody, for which he just received an Emmy nomination for Outstanding Guest Actor in a Drama Series for his portrayal of Nick. He has also had acclaimed guest starring turns on TNT's hit series "The Closer" for which he received a 2010 Emmy nomination for Outstanding Guest Actor in a Drama Series and on NBC's hit comedy "My Name Is Earl" which garnered him a 2007 Emmy nomination for Outstanding Guest Actor in a Comedy Series.

Bridges shared a 2009 Grammy® Award win with Al Gore, Cynthia Nixon and Blair Underwood for AN INCONVENIENT TRUTH which won the category of Best Spoken Word Album. In 2008 Bridges lent his voice for a very special documentary entitled, OPERATION HOMECOMING: WRITING THE WARTIME EXPERIENCE, which received a 2008 Academy Award nomination for Best Documentary Feature.

In 1991, Bridges starred in the critically acclaimed HBO film "Without Warning: The James Brady Story," and won his first Emmy and Golden Globe Awards. In the film, written by Academy Award winner Robert Bolt, he portrayed former White House Press Secretary James Brady, who was shot

and paralyzed during an assassination attempt on President Ronald Reagan.

In 1993, Bridges won another Emmy Award and another Golden Globe Award for his supporting role opposite Holly Hunter in the HBO project "The Positively True Adventures of the Alleged Texas Cheerleader Murdering Mom."

In 1997, Bridges received his third Emmy Award for his portrayal of Governor Farley of Idaho in HBO's "The Second Civil War," a black comedy about race relations, rebellion, and the American dream run amok. James Coburn, Dan Hedaya, James Earl Jones, Elizabeth Pena and Denis Leary also starred in this film.

Bridges has appeared on Broadway in *Where's Daddy?* by writer William Inge, and *Who's Who in Hell* by Peter Ustinov. His most recent theater work was in Ron Lagomarsino's play *Looking for Normal* at the Geffen Playhouse in Los Angeles. Bridges starred opposite Laurie Metcalf and his son Jordan Bridges as a married man who upends his family's situation when he opts for a sex-change operation. Bridges also appeared in the original production of "The Trial of the Catonsville Nine" at the Mark Taper Forum in Los Angeles.

Bridges resides in the Los Angeles area with his wife Wendy, four sons and one daughter.

Academy Award nominee and "Grindhouse Giant" (according to the NY Times) **ROBERT FORSTER (Scott Thorson)** is known for his solid work in films from the top to the bottom of the business. Robert's Oscar-nominated role as Max Cherry in Quentin Tarantino's JACKIE BROWN marked the beginning of what he calls the 'third act' of his career--now spanning over five decades.

Next up he will star in JJ Abrams' show ALCATRAZ for the Fox Network, due to premiere in January of 2012.

Forster has appeared in over 100 films. The older ones, starting in 1966, include REFLECTIONS IN A GOLDEN EYE, MEDIUM COOL, THE STALKING MOON, ALLIGATOR, VIGILANTE (the Blu-Ray release of which earned him the moniker "Grindhouse Giant"), THE BLACK HOLE and STUNTS. He also appeared in the television series "Banyon."

For 13 years he played villains—starting with DELTA FORCE (1985) and ending with one of his all-time favorites, AMERICAN PERFEKT (1997).

Since JACKIE BROWN (1997), his film include MIDDLE MEN; GHOSTS OF GIRLFRIENDS PAST; THICK AS THIEVES; LIKE MIKE; ME, MYSELF & IRENE; FIREWALL; LAKEBOAT and DIAMOND MEN. He has also appeared the television series "Heroes," "Huff," "Karen Sisco," and "Fastlane."

In addition to his work in film, television, and theater, Robert records audio books, including the best seller Hit Man and Elmore Leonard's Mr. Paradise, and delivers his speaking program, *Interacting*, to a variety of groups—from acting classes to graduating classes; baggage handlers to CEOs; and once (he's pleased to report) to a group of white-collar criminals in a detention facility. He developed this program during the self-termed “sliding second act” of his career. *Interacting* is like a stand-up act with a “menu” of positive stories instead of jokes... and a few jokes too. The stories are the lessons of his life and outline several guiding principles—respect, responsibility, parenting (even without children), excellence, and raising any job to the level of an art form.

JUDY GREER (Julie Speer) constantly captivates critics and audiences with her engaging performances in over 70 films and dozens of roles in television.

In film, Greer recently finished JEFF WHO LIVES AT HOME for directors Jay and Mark Duplass, opposite Ed Helms and Jason Segel, and she just wrapped production on Robbie Fox's dramedy PLAYING THE FIELD, directed by Gabriele Muccino. Starring opposite Gerard Butler, Jessica Biel, Uma Thurman, Dennis Quaid, and Catherine Zeta-Jones, Greer plays Barb, a new divorcee who begins an affair with Butler's character to get herself out of a slump. This film is set for a 2012 release.

On the small screen, Greer will once again voice Cheryl on the upcoming third season of FX's animated hit series "Archer." A spoof on the archetypal secret agent series, "Archer" became an instant cult classic. She can also be heard as the voice of Wendy on Nickelodeon's animated series, "Glenn Martin, DDS." She was recently seen opposite Jason Biggs, Sarah Chalke and Tyler Labine in the CBS comedy, "Mad Love."

Greer's numerous past film credits include Barry Blaustein's PEEP WORLD opposite Michael C. Hall, Sarah Silverman, Kate Mara, and Rainn Wilson which debuted at Toronto; Malcolm Venville's comedy HENRY'S CRIME opposite Keanu Reeves, Vera Farmiga, and James Caan; Magnolia Pictures' BARRY MUNDAY opposite Patrick Wilson and Chloe Sevigny; Ed Zwick's LOVE & OTHER DRUGS, opposite Anne Hathaway and Jake Gyllenhaal; MARMADUKE; LOVE HAPPENS, opposite Jennifer Aniston and Aaron Eckhart; VISIONEERS opposite Zach Galifianakis; THE GO-GETTER opposite Zooey Deschanel and Jena Malone; 27 DRESSES opposite Katherine Heigl and James Marsden; THE TV SET opposite Sigourney Weaver and David Duchovny; AMERICAN DREAMZ opposite Hugh Grant and Mandy Moore; THE AMATUERS opposite Jeff Bridges; Cameron Crowe's ELIZABETHTOWN; M. Night Shyamalan's THE VILLAGE; 13 GOING ON 30; writer/director Adam Goldberg's psychological drama I LOVE YOUR WORK, which debuted at the 2003 Toronto Film Festival; THE HEBREW HAMMER, which debuted at the 2003 Sundance Film Festival; Charlie Kaufman's critically-acclaimed

ADAPTATION; THE WEDDING PLANNER; WHAT WOMEN WANT; Danny Leiner's THE GREAT NEW WONDERFUL, which was an official selection at the 2005 Tribeca Film Festival; WHAT PLANET ARE YOU FROM?; THREE KINGS; JAWBREAKER; IN MEMORY OF MY FATHER; THE SPECIALS; and KISSING FOOLS.

On television, Greer starred in the ABC comedy "Miss Guided," garnering rave reviews for her role as a woman who returns to her high school alma mater as a guidance counselor. Other past television credits include "Modern Family;" "How I Met Your Mother;" "The Big Bang Theory;" "House;" "Two and a Half Men;" "E.R.;" "My Name is Earl;" "It's Always Sunny in Philadelphia;" "Californication;" and "Love Monkey." Greer is also noted for her memorable and hilarious portrayal of Kitty Sanchez on Mitch Hurwitz's critically-acclaimed comedy "Arrested Development."

On stage, Judy starred in Paul Weitz's play *Show People* for Second Stage opposite Ty Burrell.

Greer was born and raised in Detroit. She trained for nearly ten years in classical Russian ballet before shifting her interest to acting and was accepted into Chicago's prestigious The Theatre School at DePaul University. She currently resides in Los Angeles.

MATTHEW LILLARD (Brian Speer) attended the Academy of Dramatic Arts in Pasadena, California. Upon graduation, he established the Mean Street Ensemble before moving to New York to continue his education at Circle in the Square. Known to audiences for the infectious energy he brings to the characters he plays in movies, television, and theater, Lillard's career took off when he starred in the hit feature SCREAM, playing ruthless killer, Stuart Macher.

His acclaim grew with his portrayal of the title role in the Sundance favorite SLC PUNK. Lillard lit up the screen as the beloved Shaggy Rogers in the hugely popular Warner Bros franchise, SCOOBY-DOO and SCOOBY-DOO 2: MONSTERS UNLEASHED. He showed range by starring in Kenneth Branagh's musical version of Shakespeare's LOVE'S LABOUR'S LOST, in Paul McGuigan's thriller WICKER PARK, in the Ed Burns ensemble feature THE GROOMSMAN, and in the Paramount hit comedy WITHOUT A PADDLE.

He did a star turn opposite legend Carol Burnett on NBC's "Law & Order: SVU" and a special guest role on CBS's "Gary Unmarried."

NICK KRAUSE (Sid) is an incredibly talented, soulful, and unique young actor. He has been in Richard Linklater's BOYHOOD, as well as Newline's HOW TO EAT WORMS, which won the Young Artists Award for Best Ensemble Cast.

AMARA MILLER (**Scottie King**) was born May 4, 2000. She lives in Pacific Grove with her parents Ahnalisa and Michael and her two brothers Kane and Willem. She has been exposed to artists, writers and activists through her immediate and extended family and community since she was born.

Miller enjoys dancing and riding her bike to school. She is a purple belt in karate and a talented illustrator. She loves swimming and playing in the Ocean. Her current project is to organize a fundraiser with classmate Mackenzie Mangan to benefit the Plastic Pollution Coalition. They will be speaking to their entire school to raise awareness and spark ideas to help reduce single use plastics at home and in school lunches.

On the big screen, **MARY BIRDSONG**'s (**Kai Mitchell**) credits include ADVENTURELAND as Kristen Stuart's evil stop-mom Francy, Rob Zombie's HALLOWEEN II with Martin McDowell, KILLERS with Katherine Heigl and Ashton Kutcher, and MADE OF HONOR opposite Patrick Dempsey. On the small screen, Birdsong is best known as Deputy Kimball on Comedy Central's "Reno 911," and as a special correspondent for the "The Daily Show with John Stewart." Her other television credits include roles on "Mad Love," "Shake It Up," and "Svetlana."

Birdsong just appeared as Mona Ramsay in the rock musical *Tales of the City* at the American Conservatory Theatre in San Francisco. She won a Theatre World Award for her Broadway debut in the hit musical *Martin Short: Fame Becomes Me!* and appeared as Velma Von Tussle opposite George Wendt in *Hairspray*. Off-Broadway, Birdsong appeared opposite Jane Lynch in *Love, Loss and What I Wore* by Nora and Delia Ephron, as entrepreneurial porn star Vixen Fox in *Adult Entertainment* with Danny Aiello, and as Judy Garland in her biographical one-woman musical triumph – *Judy Speaks*, which was written by Birdsong. Other one-woman shows penned by Birdsong include her Sedaris-style family tell-all *3 Days in the Tub: A Mama Drama*, which was directed and co-created by Eric Gilliland, and *The Janet Lamé Film Festival* – a B-movie buff's wet dream. A published author, Birdsong's writing most recently appeared in Dirty Laundry: Real Life. Real Stories. Real Funny. – a book of humorous, confessional short stories. Some fans may be familiar with the music of her rock band and alter-ego, 99 Cent Whore.

ROB HUEBEL'S (**Mark Mitchell**) scene-stealing turn as douchey, fake-tanned real estate agent "Tevin" in the smash hit I LOVE YOU, MAN brought him widespread acclaim, helping him land roles in the features DESPICABLE ME with Steve Carell, Kristen Wiig, and Jason Segel; THE OTHER GUYS with Mark Wahlberg and Will Ferrell; LITTLE FOCKERS with Ben Stiller, Robert De Niro, Owen Wilson, and Jessica Alba; LIFE AS WE KNOW IT with Katherine Heigl and upcoming Fox pilot FAMILY ALBUM. Huebel and fellow comedians Aziz Ansari and Paul Scheer created the MTV sketch comedy show "Human Giant." Huebel has been a sketch character on shows such as "Late Night with

Conan O'Brien" and "The Upright Citizen's Brigade." Huebel was also nominated for an Emmy for his work as a producer for Michael Moore's brave series "The Awful Truth" and has produced for "The Daily Show with Jon Stewart."

PATRICIA HASTIE (Elizabeth King) is one of nine children born and raised in Carmichael, California. Hastie pursued a modeling career in her teens which was cut short when she was hit by a drunk driver. She met her husband while recovering from the incident and now has three sons who reside with them in Long Beach, California. Patricia has done stand-in and body-double work for such names as Cate Blanchett, Cameron Diaz and Celine DeFrance. "Stand-in work although very thankless enabled me to study directors' techniques (Spielberg, Lucas, Eastwood) and made me comfortable having a huge camera in my face." She has studied acting for over 6 years landing roles in Independent film and ABC's LOST. She is currently directing and producing a documentary on domestic violence and victim advocates.

ABOUT THE FILMMAKERS

Originally from Omaha, Nebraska, **ALEXANDER PAYNE (Directed by, Screenplay by, and Produced by)** earned his MFA in Film at UCLA and now makes comedies. He debuted with CITIZEN RUTH (1996) and followed up with ELECTION(1999), which won Best Screenplay awards from the Writers' Guild of America and the New York Film Critics Circle, as well as an Oscar nomination for Best Adapted Screenplay. ABOUT SCHMIDT (2002), premiered in competition at the Cannes Film Festival and opened the New York Film Festival. SIDEWAYS (2004) won an Oscar for Best Adapted Screenplay and was nominated for four others, including Best Picture and Best Director.

NAT FAXON (Screenplay by) hails from Boston, Massachusetts. After graduating from Hamilton College in upstate New York with a degree in Theater, he made his way to Los Angeles to pursue acting.

Faxon has appeared in numerous films including the upcoming feature films FREELOADERS and ZOOKEEPER. He was seen in the Columbia Pictures feature film WALK HARD: THE DEWEY COX STORY starring John C. Reilly and produced by Judd Apatow. Faxon co-starred in the feature film LOWER LEARNING alongside Eva Longoria, Jason Biggs, Rob Corddry and Will Sasso. He has also appeared in such films as BEERFEST, THE TV SET, ORANGE COUNTY, CLUB DREAD, and SLACKERS.

Faxon has also made his mark in the world of television. In 2009, he shot the CBS pilot "Big D." He was a series regular on Fox's sitcom "Happy Hour" as well as the WB's "Grosse Pointe" and he appeared in the WB pilot "In My Opinion." He starred opposite Katherine Heigl and Alexandra Breckenridge in ABC's "Romy and Michelle's: Behind the Velvet Rope." Faxon's other television credits include "Mad Men," "Party Down," "NCIS," "Reba," "The West Wing," "A Minute with Stan Hooper," "Significant Others," and recurring roles on "Joey" and "Reno 911." He is currently working on Fox's new animated series "Allen Gregory".

Faxon is also a member of the Groundlings Theater, where he has written and performed for over six years, and he is currently shooting Jay Chandrasekhar's upcoming comedy THE BABY MAKER.

JIM RASH (Screenplay by) was a series regular on NBC's "The Naked Truth," CBS's "Thanks," and ABC's "Help Me, Help You." He is recurring as Dean Pelton on NBC's "Community." His

other television credits include “Will & Grace,” “Friends,” “Eli Stone,” “CSI: Crime Scene Investigation,” and recurring roles on “Reno 911!” and “That 70's Show.” He can be seen in the films SKY HIGH, SLACKERS, SIMONNE, ONE HOUR PHOTO, BALLS OF FURY, and THE SLAMMIN' SALMON. Rash and his fellow Groundling Nat Faxon created and co-executive produced the pilot “Adopted” for ABC. They are currently developing a television project with UP IN THE AIR director Jason Reitman, in which they are set to star.

KAUI HART HEMMINGS (Based on the Novel by) is the author of the critically acclaimed short story collection, House of Thieves. Her work has been published in publications including Zoetrope, Best American New Voices, and Best American Nonrequired Reading. Hemmings grew up in Hawaii and currently lives there with her husband and two children.

JIM BURKE (Produced by) recently served as a producer on Fox Searchlight's CEDAR RAPIDS directed by Miguel Arteta and as an executive producer on Tamara Jenkins' Academy Award nominated film, THE SAVAGES.

Burke along with Alexander Payne and Jim Taylor formed a production company in 2004 entitled Ad Hominem Enterprises.

Prior to Ad Hominem, Burke was a founding member of an independent film and television company called Rysher Entertainment. At Rysher Entertainment, Burke spearheaded the company's foray in to feature films and oversaw the development, production and release of the company's motion pictures. Rysher's diverse slate included Sundance audience award winner BIG NIGHT, as well as PRIMAL FEAR, KISS THE GIRLS, PRIVATE PARTS, and THE SAINT. Burke also co-produced 2 DAYS IN THE VALLEY directed by John Herzfeld, KINGPIN directed by the Farrelly Brothers and ELECTION directed by Alexander Payne.

Prior to Rysher, Burke was Vice-President of Warner Bros. Television Domestic Distribution. He hails from Minnesota and graduated from the University of Minnesota.

Born and raised in Seattle, **JIM TAYLOR (Produced by)** received a bachelor's degree from Pomona College in 1984 and an MFA from NYU's Tisch School of the Arts in 1995.

Jim is the long-time collaborator of writer/director Alexander Payne. Among the screenplays they have co-authored are ELECTION, ABOUT SCHMIDT and SIDEWAYS. For their work on these scripts they have been honored with two Golden Globes, two Writers Guild Awards and one Academy Award.

In 2005 Taylor and Payne partnered with producer Jim Burke to form Ad Hominem Enterprises. Jim currently lives in New York with his wife, the filmmaker Tamara Jenkins, and their daughter.

PHEDON PAPAMICHAEL, ASC (Director of Photography), an award winning director and cinematographer, was born in Athens, Greece and moved with his family to Germany, where in 1982 he completed his education in Fine Arts, in Munich. Working as a photojournalist brought Papamichael to NYC in 1983, where he started crossing over into cinematography.

His first feature film, the 35mm black & white SPUD, earned him the Award for Best Cinematography at the Cork Film Festival in Ireland. Following a call from John Cassavetes, his cousin and later collaborator, Phedon moved to Los Angeles. While continuing to work on short and experimental films, he began his feature career as a director of photography for Roger Corman, for whom he photographed seven films within two years.

Phedon now counts forty-four feature films to his credit as director of photography, including the early block-busters AMERICA'S SWEETHEARTS, starring Julia Roberts and Catherine Zeta-Jones, MOUSE HUNT, PATCH ADAMS, starring Robin Williams, and PHENOMENON, starring John Travolta and directed by Jon Turteltaub, for whom he also shot WHILE YOU WERE SLEEPING and COOL RUNNINGS.

His credits include many critically acclaimed films, such as UNSTRUNG HEROES (Un Certain Regard, Cannes 1995), directed by Diane Keaton, UNHOOK THE STARS, starring Gena Rowlands and directed by Nick Cassavetes, and THE LOCUSTS (Mezzogiorno, Venice Film Festival 1997).

THE MILLION DOLLAR HOTEL, directed by Wim Wenders and starring Mel Gibson, was chosen as the Opening Film of the 2000 Berlin Film Festival and won the Grand Jury Prize, the Silver Bear, as well as the Golden Camera. The European co-production, 27 MISSING KISSES, directed by Oscar nominated filmmaker Nana Djordjadze, premiered at Directors Fortnight in Cannes 2000. It garnered the Grand Prix Award at the 2000 New York/Avignon Film Festival, the Audience Award at the 2000 Montpellier Film Festival, as well as the Kodak Vision Award for Best Cinematography. In 2000 both films received a Camerimage nomination, for Best Cinematography.

In 2001 Phedon shot MOONLIGHT MILE (Berlinale, 2003), directed by Brad Silberling, starring Academy Award winners Dustin Hoffman, Susan Sarandon and Holly Hunter. It was followed by IDENTITY, directed by James Mangold, and the Oscar-nominated SIDEWAYS (Academy Award Winner: Best Screenplay, Nominee: Best Picture) directed by Alexander Payne.

The list continues with the Gore Verbinski collaboration THE WEATHERMAN, starring Nicolas Cage and Michael Caine and WALK THE LINE, again directed by Mangold and starring Joaquin Phoenix, who was nominated for a Best Actor Academy Award and Reese Witherspoon, who won an Academy Award for her performance. It also won the Golden Frog at Cameraimage (President's Award 2005), for Best Cinematography.

More recently, Phedon shot the critically acclaimed Western 3:10 TO YUMA, starring Russell Crowe and Christian Bale, 10 ITEMS OR LESS, directed by Brad Silberling, starring Morgan Freeman, and the block-buster PURSUIT OF HAPPYNESS, for which Will Smith received an Academy Award nomination and in 2008 he completed photography on Oliver Stone's W.

In 2010 he returned to longtime collaborators James Mangold with KNIGHT & DAY and George Clooney's THE IDES OF MARCH in the spring of 2011. He is currently in production on Judd Apatow's new film THIS IS 40.

JANE ANN STEWART (Production Designer) is a member of the Academy of Motion Picture Arts and Sciences in the Production Design division, and she has worked with such notable directors as Tamara Jenkins and Alexander Payne.

Her film credits as a production designer include films such as MY BEST FRIENDS GIRL, THE SAVAGES, SIDEWAYS, THE FAMILY STONE, BICKFORD SHMECKLER'S COOL IDEAS, ABOUT SCHMIDT, THE AMATI GIRLS, ELECTION, THE SOULER OPPOSITE, BREAST MEN, THE MAKER, and CITIZEN RUTH.

KEVIN TENT, A.C.E. (Film Editor) has teamed with director Alexander Payne for over twelve years. Their first collaboration was on CITIZEN RUTH, staring Laura Dern. That was followed by ELECTION, which earned Kevin his first A.C.E. Eddie nomination, and by ABOUT SCHMIDT, which earned him his second. Their most recent collaboration was on SIDEWAYS, for which he was again nominated for an A.C.E. Eddie Award.

Tent began his career at Roger Corman's New Horizons Studio, located in Venice, CA where he cut countless classics such as NOT OF THIS EARTH and HOLLYWOOD BLVD. II.

Some of his early credits include HOMAGE, a 1996 Sundance Festival premiere, the independent and underground hit GUNCRAZY directed by Tamara Davis, and SINCE YOU'VE BEEN GONE directed by David Schwimmer.

Other editing credits include Pieter Jan Brugge's psychological kidnapping drama THE CLEARING starring Robert Redford, Helen Mirren and Willem Dafoe, the late Ted Demme's drug epic

BLOW, starring Johnny Depp and Penelope Cruz, James Mangold's GIRL INTERRUPTED starring Winona Ryder and Angelina Jolie, and Barry Sonnenfeld's RV starring Robin Williams. He was also an additional editor on FACTORY GIRL starring Sienna Miller and Guy Pearce and MONSTER IN LAW starring Jane Fonda, Jennifer Lopez and Wanda Sykes.

WENDY CHUCK (Costume Designer) has worked in film, theatre and ballet in the U.S. and her native Australia and has amassed an impressive list of credits including TWILIGHT, SIDEWAYS, and ABOUT SCHMIDT. She has worked with writer/director Jane Campion on her features PORTRAIT OF A YOUNG LADY, THE PIANO and TWO FRIENDS. She has also worked with writer/director Alexander Payne on ELECTION, SIDEWAYS, and the pilot for HBO's "Hung."

More recently, Wendy designed the costumes for the thriller DON'T BE AFRAID OF THE DARK starring Guy Pearce and Katie Holmes. She is currently working on STRUCK BY LIGHTNING directed by Brian Dannelly.

Her achievements include a nomination for the Australian Film Institute's Best Achievement in Costume Design for COUNTRY LIFE and winning the Costume Designers Award for Excellence in Costume Design-Contemporary for Alexander Payne's ABOUT SCHMIDT starring Jack Nicholson.

Before working in film, Wendy was a costume cutter/fitter/tailor for ABC Television. She later worked in London for seven years for the Museum of the Moving Image, as well as for private and corporate clients and on music videos.

An accomplished Assistant Director and Producer, **GEORGE PARRA (Co-Producer)** has worked on over 40 feature films covering all genres from big action films such as TERMINATOR 2: JUDGMENT DAY, THE ROCK, and XXX as well as working on studio classics such as GHOST, THE MASK OF ZORRO, and ANY GIVEN SUNDAY. But, his success came from smaller, more independent films, which have always been more appealing to him, such as ELECTION and SIDEWAYS.

Parra collaborated both as an assistant director and now as a producer, with directors such as Alexander Payne, Peter Yates, Oliver Stone, James Cameron, Michael Bay, Rob Cohen, Martin Cambell, and David Ellis to name a few.

After Graduating from San Diego State University, with a degree in Film and Theatre, he began his career working with directors such as James Cameron and Francis Ford Coppola on their films THE TERMINATOR and PEGGY SUE GOT MARRIED. Shortly afterwards, Parra became a member of the Directors Guild of America and worked his way into the studio system.

His collaboration with his directors expanded when asked to produce his first feature film, SIDEWAYS with his long standing associate Alexander Payne. SIDEWAYS went on to receive five Academy Award nominations, one win, seven Golden Globe Nominations, two wins, as well as ninety one other nominations worldwide.

Now a member of the Producers Guild of America, Parra has been steadily producing a number of films for various companies as well as developing his own projects. He is currently producing POINT BREAK INDO, being directed by Jan DeBont and filming in Bali and Australia.

Mr. Parra brings 25 years film production experience along with an impeccable reputation. His experience covers all areas of physical production, dealing with budgets ranging from 1 million to 45 million dollars. His many years in the feature film business has given him connections with a vast catalog of accomplished directors and technicians, as well as a strong relationship with all of the major bond companies, unions, and major production vendors.

Along with experience working in most major cities in America, Parra has also worked in Eastern and Western Europe, the South Pacific, and Mexico. He is fluent in Spanish and resides in Malibu, California and in Deer Valley, Utah.

Having first cut his teeth as Music Coordinator on Barry Sonnenfeld's GET SHORTY over a decade ago, **DONDI BASTONE (Music Supervisor)** has since supervised music for more than thirty film and television projects, including SIDEWAYS and ELECTION for Director Alexander Payne, Ed Harris' decade-long labor of love and directorial debut, POLLOCK, writer-director-star Matt Dillon's CITY OF GHOSTS and THE HUMAN STAIN for legendary Oscar winning writer/director Robert Benton. Other credits include the films HOME FRIES, THE BIG EMPTY, THE CREW, NO VACANCY, SAINT JOHN OF LAS VEGAS and BEAUTIFUL OHIO. In the last few years Bastone has also had the opportunity to be a part of some fine documentary projects including, most recently, Kirby Dicks' THIS FILM IS NOT YET RATED, FUCK for director Steve Anderson, HBO's "Addiction" as well as the Emmy winning documentary series "American High" and its follow-up "Freshman Diaries" for RJ Cutler and WHAT WOULD JESUS BUY? for producer Morgan Spurlock.

RICHARD FORD (Executive Music Producer) is an Emmy Award winning music editor who has worked with such notable directors as Alexander Payne, Nick Cassavettes, Antoine Fuqua, Scott Hicks, Ted Demme, and Catherine Hardwicke.

Ford's music editor credits include films such as SIDEWAYS, ABOUT SCHMIDT, ELECTION, TRAINING DAY, AMERICAN HISTORY X, THE CELL, BLOW, RED, THE

PROPOSAL, MUST LOVE DOGS, BLUE CRUSH, JOHN Q, THE TIME TRAVELLER'S WIFE, GOING THE DISTANCE, THE GREATEST GAME EVER PLAYED, THE NATIVITY STORY, SEMI-PRO, and the HBO film "The Life and Death of Peter Sellers."

Unit Production Manager GEORGE PARRA

First Assistant Director RICHARD L. FOX

Second Assistant Director SCOTT AUGUST

Made in Association with DUNE ENTERTAINMENT

And

Produced in Association with LITTLE BLAIR PRODUCTIONS and INGENIOUS FILM PARTNERS

Matt King GEORGE CLOONEY

Alexandra King SHAILENE WOODLEY

Scottie King AMARA MILLER

Sid NICK KRAUSE

Elizabeth King PATRICIA HASTIE

Scottie's Teacher GRACE A CRUZ

School Counselor KIM GENNAU | A

Barb Higgins KAREN KUHQOKA

Lori Higgins CARMEN KAICHI

Cousin Milo	MICHAEL ONTKEAN
Cousin Stan	STANTON JOHNSTON
Cousin Six	JONATHAN McMANUS
Cousin Wink	HUGH FOSTER
Cousin Connie	TIARE R. FINNEY
Cousin Dave	TOM McTIGUE
Dr. Johnston	MILT KOGAN
Kai Mitchell	MARY BIRDSONG
Mark Mitchell	ROB HUEBEL
Troy Cook	LAIRD HAMILTON
Dorm Supervisor	AILEEN "BOO" ARNOLD
Alex's Roommate	ESTHER KANG
Alex's Drunken Friend	MELISSA KIM
Scott Thorson	ROBERT FORSTER
Alice "Tutu" Thorson	BARBARA LEE SOUTHERN
Reina	CELIA KENNEY
Buzz	MATT REESE
Hotel Clerk	ZOEL TURNBULL
Brian Speer	MATTHEW LILLARD

Julie Speer	JUDY GREER	
Grief Counselor	LINDA ROSE HERMAN	
Barry Thorson	SCOTT MICHAEL MORGAN	
Tahiti Nui Singers (Kanak Attack)	DARRYL K. GONZALES KOKO KANEALII ROMEY "KEOLA" YOKOTAKE	
Stunt Coordinator	BRIAN L. KEAULANA	
Marine Coordinator	VICTOR LOZANO	
Stunts:		
TERRY AHUE ERROL KANE PAUL J. MERINO MARCUS YOUNG	TODD BRADLEY KEONI K. KEAULANA JAMES K. MIRANDA	CRAIG DAVIDSON NOLAND MARTIN ADEN STAY
Supervising Sound Editor/ Additional Re-Recording Mixer	FRANK GAETA	
Re-Recording Mixer	PATRICK CYCCONE	
Associate Producer	TRACY BOYD	
Script Supervisor	REBECCA ROBERTSON-SZWAJA	

Production Supervisor	RENÉE CONFAIR SENSANO	
Assistant Production Manager	MADS HANSEN	
Art Director	TIMOTHY T.K. KIRKPATRICK	
Set Decorator	MATT CALLAHAN	
Assistant Art Director	JASON GARNER	
Leadmen	MICHAEL KAAHANUI JR. JOHN MARANO	
Set Decorating Buyers	SHANNA M. NORTON CAMILLE KOMINE	
On-Set Dresser	CRAIG HOFFMANN	
Swing Gang	BRIAN COSTA SIDNEY ETRATA JUSTIN FISCHER SEAN HALLOCK MICHAEL KAAHANUI III DERRICK K. KAUPIKO	ERIC KITAOKA ACE NEWMAN SAM STERNTHALL KALEO WONG RONN WONG
Set Decorating Researchers	JASON SKWERES STANI FRANKLIN	
A Camera Operator	P. SCOTT SAKAMOTO	
First Assistants A Camera	TREVOR LOOMIS JOSEPH SANCHEZ	

Second Assistant A Camera	JAMES GOLDMAN	
First Assistant B Camera	RICHARD J. BROCK	
Second Assistant B Camera	RYLAN AKAMA	
Loader	KANOA DAHLIN	
Camera Production Assistant	CHRISTIAN FRANKLIN	
Still Photographer	MERIE WEISMILLER WALLACE, SMPSP	
Gaffers	RAFAEL E. SANCHEZ JEFF HALL	BRIAN TILDEN
Best Boy Electric	PATRICK R. HOESCHEN	
Electrics	TROY BOGESS SHAWN CHRISTENSEN CHUCK CULLEN	DREW DES JARLAIS ROGER THOMPSON
Rigging Electric Gaffer	DON TOMICH	
Best Boy Rigging Electric	RAIMAR "RAY" BYLAARDT	
Rigging Electrics	DON CHONG KEOKI SMITH	MIKE WEISBROD CURTIS WINGERTER
Key Grip	RAY GARCIA	
Best Boy Grip	CHARLES EHRLINGER	

Dolly Grips	DAVID PEARLBERG KEOLA JONES
Company Grips	COLE CHETNEY TWEED JOHNSTON
Key Rigging Grip	VANCE GAGE
Best Boy Rigging Grip	TOM PENNY
Rigging Grips	NORMAN AKAU III TUIAANA SCANLAN MICHAEL "JASON" GREGG
Location Manager	JIM TRIPPLETT
Key Assistant Location Manager	KATRIN CHONG
Assistant Location Managers	MATT GOLDSTEIN ANGELA TILLSON
Production Accountant	JEFF DASH
1st Assistant Accountant	"CO-CO" AIELLO
2nd Assistant Accountants	KIMBERLY CHOI NICOLE NAKAMOTO
Payroll Accountant	DEBRA BURGESS
Accounting Clerk	LARISSA MARTINEZ
Second Second Assistant Director	AMY WILKINS BRONSON

Production Coordinator NANCY HONEYCUTT
Assistant Production Coordinator LISA LEE MITCHELL
Travel & Shipping Coordinator ASHLEY C. SMITH
Production Secretary JOSEPH KALEO'ONĀLANI
AIKALA
Production Assistants GREG CARR
SHAWNA CARVER
LIZ GEORGOFF
JESSICA CARESS HAMAMOTO
DANA LEDOUX MILLER
NICOLE OUDINOT
STOCKTON DAVID PORTER

Production Sound Mixer JOSE ANTONIO GARCIA
Boom Person JONATHAN LEE GER FUH
Sound Utility CHRISTOPHER WIECKING

Property Master ALVIN CABRINHA
Assistant Property Masters SCOTT EJERCITO
KAANOI CABRINHA

Post Production Supervisor RICK REYNOLDS
Assistant Editor MINDY ELLIOTT

Apprentice Editor MIKKI LEVI

Editorial Production Assistant BRIAN BAUTISTA

Costume Supervisor DANA HART

Key Costumer SUSAN M. STRUBEL

Costumers ROBYN ZUCKER
LINDA VOLBERT

Costume Buyer MICHELLE MODER

Seamstress IVY CHIEM ROWAN

Costume Production Assistant CARMEN L. RODRIGUES

Makeup Department Head JULIE HEWETT

Makeup Artist KAREN IBOSHI PREISER

Hair Department Head WALDO SANCHEZ

Hair Stylist DEBRA L. REGO

Assistant to A. Payne ANNA LAUREN MUSSO

Assistant to J. Burke DEIDRE BACKS

Assistant to G. Parra RACHEL STREATNER

Assistant to G. Clooney ANGEL McCONNELL

Security to G. Clooney GARY STONE

“Behind the Scenes” Filmmaker	CAMERON SPENCER
Head Painter	ROBERT ELLISON KNIGHT
Set Painter	NANCY ZAHUMENSKY KNIGHT
Standby Painter	ERIC KNIGHT
Construction Coordinator	KENNETH K. SATO
Construction Foreman	ALVIN PITTLER
Laborers	EDWARD MEDEIROS BENJAMIN SHAFER
Toolman	BUTCH LUM
Carpenters	JONAH CHANG QUINTIN D. GASPER IVAN M. LIZARES DOUGLAS RASMUSSEN
Greensman	C. LILOA WONG
Assistant Greens	ISAIA ROBINS DARRELL TACHIBANA
Art Department Coordinator	SERENA RIOS FLORES
Art Department Production Assistant	ALEXANDRA HEARN

Clearances & Product Placement Coordinator	KAREN NEASI
Marine Coordinator	ROB WONG
Casting Assistant	WES FORD
Additional Extras Casting	ANNA FISHBURN
Unit Publicist	CLAUDIA GRAY
24 Frame Video Playback	MONTE SWANN
VTR Playback	MIKE BACON
Studio Teacher	REBECCA DAVIS
Transportation Coordinator	JOHN REED
Transportation Captain	AARON TORRES
Transportation Co-Captain	KELLY LOO JR.
Transportation Dispatcher	ANNA REED
Set Medic	KELLY BARNES
Construction Medics	SYLVIA K. RINGGOLD IOSEFA ROBINS

Catering	TONY'S CATERING
Chef	MARA KERUM
Cooks	DINESH FERNANDO MAX GARCIA
Craft Services	XANADU KEKUEWA
Craft Service Assistant	DARREN RODRIGUEZ
Re-recorded at	ROSS 424
Assistant Sound Editor	MATT HANSON
Sound Editors	LUIS GALDAMES JOE IEMOLA RUSS FARMARCO PATRICK GIRAUDI
Foley Mixer	BRETT VOSS
Foley Artists	JAMES MORIANA JEFFREY WILHOIT
Sound Editorial	SOUND FOR FILM
Re-recording Engineer	KASPAR HUGENTOBLER

Title Art and Graphic Design NATHAN CARLSON

Digital Intermediate and Visual Effects by MODERN VIDEOFILM

Digital Intermediate Colorist JOE FINLEY

Digital Intermediate Producer CHRISTINE CARR

Smoke Editor and Visual Effects Compositor NICHOLAS HASSON

Visual Effects Compositor ALEX ROMANO

Composer SALVATORE CATANZARO

Color Timer JIM PASSON

Visual Effects by CUSTOM FILM EFFECTS

Visual Effects Supervisor MARK DORNFELD

Visual Effects Producer MICHELE FERRONE

Main and End Titles by RIGHT LOBE DESIGN GROUP

SECOND UNIT

Second Unit Director TRACY BOYD

Director of Photography RADAN POPOVIĆ

First Assistant Director JOYCE McCARTHY

Set Production Assistants	AMBER JOY TOMASELLO JEFF FISHMAN	
Factotum	ANDY RYDZEWSKI	
First Assistants Camera	ANN McEVEETY ALLEN MATTHEW BERNER	
Second Assistants Camera	BRIAN MATSUMURA WARNER R. WACHA	
Key Grips	KEVIN R. KERSTING TOM PENNY	
Location Manager	ART RIVERS	
Location Assistant	LINDA GRAHAM	
Production Interns	LAURIE ARAKAKI SANOE DAMON VINCENT DESROSIERS-NAULT TODD FINK JEREMY JOHNSON LEE JOHNSON	LEAH KAINA TYLER KUEFFNER RYAN LAM NICK OWER PABLO PAZ
KA MAKANI KA'ILI ALOHA Written by Matthew Kane Arranged and Performed by Gabby Pahinui Courtesy of Panini Records	KALENA KAI Written by John Kalapana Performed by Keola Beamer and George Winston Courtesy of Dancing Cat Records	
PAKA UA Written by Ozzie Kotani Performed by Ozzie Kotani and Daniel Ho Courtesy of Daniel Ho Creations	JEAN'S THEME Written by Andrew Lein Performed by Steve Di Laudo and Andrew Lein Courtesy of Denmaster Studios	

HI'ILawe
Traditional
Arranged and Performed by Sonny Chillingworth
Courtesy of Dancing Cat Records

KA MELE OKU'U PU'UWAI
Traditional
Arranged by Solomon Ho'opi'i
Performed by Sol Hoopii's Novelty Trio
Courtesy of Sony Music Entertainment
By arrangement with Sony Music Licensing

KAUA'I BEAUTY
Written by Henry Wai'au
Arranged and Performed by Gabby Pahinui
Courtesy of Panini Records

LEAHI
Written by Mary Robins and Johnny Noble
Performed by Gabby Pahinui
Courtesy of Panini Records

POLI'AHU
Written and Performed by Keola Beamer
Courtesy of Dancing Cat Records

INTERLUDE WITH UKELELE
Written and Performed by George Kahumoku, Jr.
and Richard Ford

HOLOHOLO KA'A
Written and Performed by Jeff Peterson
Courtesy of Peterson Productions

AN ARTIST'S VISION
Written and Performed by Anthony Natividad
Courtesy of Mountain Apple Company HAWAII

KALENA KAI
Written by John Kalapana
Performed by Keola Beamer
Courtesy of Starscape Music

PAPA SIA
Written by Johnny Noble
Performed by 'Elua Kane
Courtesy of Hula Records

AUWE
Written and Performed by Ray Kane
Courtesy of Cord International-Hana Ola Records

HI'ILawe
Traditional
Arranged and Performed by Gabby Pahinui
Courtesy of Hula Records

'IMI AU IA 'OE
Written by Charles E. King & Queen Lydia Lili'uokalani
Arranged and Performed by Keola Beamer
Courtesy of Dancing Cat Records

IN YA SYSTEM
Written by Don Kawaauhau, Shane Veincent
and Caleb Richards
Performed by Sudden Rush
Courtesy of Sudden Rush LLC
By arrangement with Robert Sterling Music New York

PUA LANI

Written and Performed by Jeff Peterson
Courtesy of Peterson Productions

HAWAIIAN SKIES

Written and Performed by Jeff Peterson
Courtesy of Peterson Productions

DEEP IN AN ANCIENT HAWAIIAN FOREST

Written and Performed by Makana
Courtesy of Makana Music LLC

WAI O KE ANIANI

Traditional
Arranged and Performed by Gabby Pahinui
Courtesy of Panini Records

'ULILI E

Written by Johnny Noble, Harry Naope
and George Koahi
Performed by Rev. Dennis Kamakahi
Courtesy of Dancing Cat Records

PUA HONE

Written and Performed by Rev. Dennis Kamakahi
Courtesy of Dancing Cat Records

WONDERLAND

Written and Performed by Eugene Kulikov
Courtesy of pigFACTORY USA

NANI WAI'ALE'ALE

Written by Dan Pokipala, Sr.
Performed by Kanak Attack

NIGHT BLOOMING CEREUS

Written and Performed by Jeff Peterson and Riley Lee
Courtesy of Hula Records

MISS BEA

Written and Performed by McCoy Tyner
Courtesy of Chesky Records
By arrangement with Manhattan Production Music

KA LOKE

Written by Mary Heanu and Johnny Noble
Performed by Makaha Sons with Dennis Pavao
Courtesy of Tropical Music

'ULILI E

Written by Johnny Noble, Harry Naope
and George Koahi
Performed by Jeff Peterson
Courtesy of Peterson Productions

PINE TREE SLACK KEY

Written and Performed by Pancho Graham
Courtesy of Kaku Productions

SANOE

Written by Queen Lydia Lili'uokalani
Arranged and Performed by Danny Carvalho
Courtesy of Lava Rock Music

THE YODEL SONG

Written by Gary Haleamau
Performed by Kanak Attack

FAITH IN RAIN

Written by Maureen Davis and Adam Daniel
Performed by The Flutterbies featuring
Maureen Davis
Courtesy of Toaster Child Music

HUMMINGBIRD HEART

Written by Maureen Davis and Adam Daniel
Performed by The Flutterbies featuring Maureen Davis
Courtesy of Toaster Child Music

HE'EIA

Written by David Bray, Linda Bray and Johnny Noble
Performed by Gabby Pahinui and Sons Of Hawaii
Courtesy of Hula Records

HAPUNA SUNSET

Written and Performed by Charles Michael Brotman
Courtesy of Palm Records

THE HARSHEST PLACE ON EARTH
(from the motion picture March Of The Penguins)
Composed by Alex Wurman
Courtesy of Warner Bros. Entertainment, Inc.

HI'ILAWE
Traditional
Arranged by Bernie Ka'ai
Performed by Ernest Tavares
Courtesy of GNP Crescendo Records
By arrangement with Ocean Park Music Group

MOM

Written and Performed by Lena Machado
Courtesy of Cord International-Hana Ola Records

THE FILMMAKERS THANK THE FOLLOWING FOR THEIR ASSISTANCE:

STATE OF HAWAII AND THE HAWAII FILM OFFICE
COUNTY OF OAHU AND THE OAHU FILM COMMISSION
COUNTY OF KAUAI AND THE KAUAI FILM COMMISSION
COUNTY OF HAWAII AND THE BIG ISLAND FILM COMMISSION

HAWAIIAN AIRLINES
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SHERATON WAIKIKI HOTEL
WESTIN PRINCEVILLE OCEAN RESORT VILLAS

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TRUSTEES OF THE ESTATE OF BERNICE PAUAHI BISHOP

JULIA PORTER STEELE
GAVAN DAWS
ANDY LAUTENBACH

JOHN AND CARRI MORGAN
RANDALL ROTH

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Footage from "Dog the Bounty Hunter" courtesy of A&E

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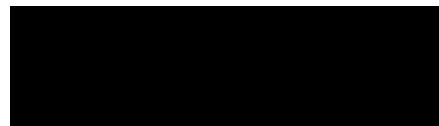
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American Humane Association monitored the animal action.
No animals were harmed®.

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