



THE UK FILM COUNCIL and BBC Films present in association with UNITED ARTISTS  
A REVOLUTION FILMS PRODUCTION

A MICHAEL WINTERBOTTOM FILM

# CODE 46

TIM ROBBINS  
SAMANTHA MORTON

Written by Frank Cottrell Boyce

Directed by Michael Winterbottom

Produced by Andrew Eaton

Running Time: 92mins

Certificate: tbc

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## SYNOPSIS

The near future. While investigating the creation of fraudulent 'papelles' (a form of insurance cover, passport and visa rolled into one) at the Sphinx Insurance company in Shanghai, husband and father William falls in love with the worker he suspects, Maria Gonzalez. He does not report her. They spend the night together. William returns to his wife and son in Seattle. When one of Maria's clients dies, while using a fake set of papelles, William is sent back to Shanghai. Torn between his professional duty and his powerful love for Maria, William must decide whether to risk his career and his marriage to be with her.

The UK Film Council's Premiere Fund presents in association with United Artists and BBC Films a Revolution Films production of a Michael Winterbottom Film CODE 46. Code 46 was developed with the support of the MEDIA Programme of the European Union. CODE 46 stars Tim Robbins and Samantha Morton and was directed by Michael Winterbottom, produced by Andrew Eaton and written by Frank Cottrell Boyce. Executive Producers are David M Thompson and Robert Jones. Directors of photography were Alwin Kuchler BSC and Marcel Zyskind, editor Peter Christelis, production designer Mark Tildesley, line producer Rosa Romero and the casting director was Wendy Brazington. Music is by The Free Association.

## ABOUT THE PRODUCTION

### Ideas and Inspiration

Code 46 grew out of a series of conversations between director Michael Winterbottom, producer Andrew Eaton and scriptwriter Frank Cottrell Boyce, who had flirted for several years with the idea of making a science fiction film. But not, as one might expect from the team which created "The Claim" and "24 Hour Party People", a science fiction film dominated by hardware, futuristic sets and special effects. Instead, while being set in a recognisable near-future with many parallels to our own time, it would combine elements of a love story, a *film noir* thriller and Greek mythology, together with an exploration of the emotional consequences of human cloning.

Now Code 46 is completed, the film-makers are still reluctant to see it pigeon-holed as a straight science fiction picture. "If we'd described it as just a science fiction film," explains Michael Winterbottom, "the audience would have been expecting something much more concerned with technology or design, or with the differences between now and then. Our idea was to make a love story set in the near future, in a world that is meant to be more of a parallel to the world of today, but with the elements combined in a slightly different way. "At the same time, Code 46 is also a modern version of a classic *film noir* thriller. The detective, William (Tim Robbins), comes to Shanghai to investigate a crime and falls in love with Maria (Samantha Morton), the person who committed the crime."

The idea of cloning introduced another level of emotional complication, the possibility that in the near future it might be possible to meet and fall in love with someone to whom one was genetically linked. This in turn took the film-makers back to the classic Greek myth of Oedipus: "Our story became a more mythic, abstract version of the idea that you can't control who you love. What was particularly attractive was the idea of taking a very ordinary love story,

one which everyone can recognise, but then pushing it to its extreme by introducing the Oedipal taboo against sleeping with your mother. That was the appeal of the cloning element, the idea that William could fall in love with someone who is genetically identical to his mother, without his being aware of it."

Code 46 therefore became a classic story of doomed love, but with a crucial genetic twist. "The original idea," says producer Andrew Eaton, "was to tell the story of a doomed love affair, in which two people are in love, but there is a particular reason why they can't be together. Brief Encounter, Casablanca and The English Patient all have that shape. So that's where the idea of cloning came in, because our story became a modern version of the myth of Oedipus, in which the incest is beyond William and Maria's control.

"In the case of Code 46 it's complicated by the fact that one of the reasons that they fall in love is that they instinctively recognise that they're from the same DNA, but they can't explain their attraction rationally. I think that that's very much in line with the idea of 'soul mates' in this day and age – the idea that people fall in love and they can't stop themselves."

Scriptwriter Frank Cottrell Boyce was surprised to find unexpected echoes of an earlier project: "The strange thing about William and Maria being genetically related to one another is that it generates all these powerful emotions that they can't quite understand or control. They don't really know what those feelings are, and they don't know what to do with them.

"I was actually thinking about William and Dorothy Wordsworth, who I'd written about in my earlier screenplay for Julien Temple's Pandemonium. They were brother and sister but they grew up apart, so when they were finally reunited, it created a lot of static and sexualised feelings which they didn't know how to cope with."

Cottrell Boyce was excited by the idea of a pair of doomed lovers who, like the characters in a Greek myth, find themselves at the mercy of an

ineluctable Fate. Also, there were intriguing parallels with modern ideas about the ways in which some aspects of human behaviour are genetically determined. "What makes all those Greek stories so compelling is the idea of Fate. And as a society we're now replacing the idea of Fate with the idea of genes. People are going around saying, 'I can't help myself, it's my genes which are predisposing me to be fat, or angry, or in love, or whatever.'"

### **Imagining The Future**

Producer Andrew Eaton knew from the outset that creating a convincing vision of the future on a moderate budget would be a major challenge. Even if that future was meant to be just around the corner. One key strategy was to ground Code 46's imagined view of the future in the known present: "There's hardly anything in the film that doesn't have some basis in current fact. In the case of climate change and some of the technology, we've taken a few leaps of imagination, but they're not a million miles away from what exists now. Probably the most fantastical element is the Empathy Virus, the idea that you would be able to take a pill and then effectively read somebody else's mind. But everything else – global warming, the cloning of human beings, the problems with cross-border travel - are just extrapolations from the present."

A significant background influence on Code 46 was Michael Winterbottom's experience of making his last film, *In This World*, which recorded the epic journey undertaken by two young Afghani men from a refugee camp in Peshawar, north-west Pakistan to London. "There was quite a lot in Code 46 that grew out of our experience of making *In This World*," acknowledges Winterbottom. "One important thing was the frustration of passports, visas and all the bureaucracy that goes with travelling through a lot of different countries - the problem of not having the right paperwork. That became part of the back story, the need for paperelles, the road-blocks and security, and the difficulties of cross-border travel in general."

Given the project's limited resources and Michael Winterbottom's preference for filming on location, the idea of spending three-quarters of the budget on futuristic studio sets in a studio was not an appealing one. On the contrary, it was something that Winterbottom, producer Andrew Eaton and production designer Mark Tildesley consciously wished to avoid. All three were sure that this approach would pay dividends, not only financially but also aesthetically, as Eaton explains: "Rather than spending £3 million building a Blade Runner-style set, which would have meant imagining everything and then building it from scratch, we decided to use 'found' spaces. Michael suggested going to places like Shanghai and Dubai, which have this extraordinary, contradictory architecture. In Shanghai there is Third World poverty in the shadow of some of the most modern skyscrapers in the world. In Dubai there is the skyscraper area of the city and then just behind it is the desert. It was those curious juxtapositions which were interesting and attractive."

All of which fitted perfectly with Winterbottom's preferred way of directing: "I like to be on location. For me, the story never really coheres until you know where you're filming, because the inter-action between the characters and the environment is crucial. Most of my films are observational in some way, so without a sense of the place, and how the characters react to each other within that space, it's hard for me to tell who the characters are going to be. So to build a completely artificial futuristic world on studio sets would not have worked, for me or for the film."

It was therefore out of an imaginative extrapolation from this actual, tangible sense of a contemporary urban reality that Code 46's vision of the future was born. As Michael Winterbottom is keen to make clear: "We said, Let's imagine that climate change means that areas that were once fertile are now desert, so the area around Shanghai is a desert. Let's imagine that the ozone layer is depleted and people are afraid to go out in the daytime, so they work at night. Also, let's imagine that because of these changes, living outside of a

controlled urban environment is very hard, so everyone wants to live inside the city. Which means that the cities are even more densely populated than now, and in order to control that urban space you have to have some kind of privatised visa system, which gives permission for some people to live in the city. But only those who have the official paperelles, which are printed in the office where Maria works. Meanwhile, the disenfranchised people who have no paperelles live in the desert area, *al fuera*, beyond the city limits.”

Filming on location in Shanghai, Dubai and Jaipur might not seem the cheapest way of envisioning the future, but Michael Winterbottom worked closely with production designer Mark Tildesley and cinematographer Marcel Zyskind (both of whom had had worked on *In This World*). Having scouted the locations in advance, they were able to shoot quickly and efficiently. Filming almost exclusively with available light, they were able to react to the sights, sounds and textures of the urban settings.

Not that these spaces always seem as familiar as they should, because the film makes extensive, inventive use of “creative geography”, often matching the exterior or exit of a building in one well-known city with the entrance or interior of a building in a different city. “We thought that the most interesting thing to do,” says production designer Mark Tildesley, “would be to try to fool the audience by taking the most interesting bits from each location. So you’d have the impression that you were walking out of a door in one city, but you’d actually end up walking out of it into completely different place, somewhere else entirely.”

Initial plans to give the film’s interior sets, in particular the Sphinx insurance agency offices where Maria works, a distinctly futuristic look were later scaled back. The reason, says Mark Tildesley, was the possibility that they might detract from the emotional core of the story, the love affair between William and Maria: “At one point, we were going to have all sorts of screens with big pictures of natural beauty, seascapes and stuff, which would help Maria and her fellow the workers get through their day. But as the design of the film

evolved, we realised that it might be distracting to have lots of sophisticated interiors with screens and all sorts of stuff going on.

“So in the end, we decided that it was more important to develop a consistent emotional space than to create a gadget-ridden futuristic world. What Michael needs, as a director, is a breathing space in which the drama can evolve; so he won’t ever let you elaborate the design to the point where it is distracting from the heart of the film.”

Although scriptwriter Frank Cottrell Boyce describes himself as “a bit of sci-fi buff”, he too saw the logic of scaling back the obvious differences between the imagined world of the future and the world we inhabit now. For, as he points out, the future is not always what the science fiction novels, comics and films promise it will be. And the changes which revolutionised our view of the world have been at once less tangible and more far-reaching than the ones which sci-fi pundits predicted: “In our lifetime the actual physical appearance of the world hasn’t changed an awful lot. My generation grew up reading Dan Dare comics and we thought that by now we’d all be going on holiday to the moon, living in capsule apartments, driving futuristic cars and flying around on our own personal jet-packs. But in fact, there have been very few radical changes in transport or domestic living spaces in our lifetime. “What has happened is that there have been huge changes in travel and communication, and a massive mental change in our thinking about genetics and human behaviour. When Michael and I started talking about Code 46, we both thought that the next big change would be in the field of genetics. And that it would have a huge effect. Also, like the Internet, its influence will be largely invisible but also absolutely colossal.”

## **Casting**

The casting of a straightforward two-handed love story is crucial. If there is no chemistry between the two leading characters, in this case William (played by Tim Robbins) and Maria (played by Samantha Morton), the audience will



not make the necessary emotional investment in their story. In an ideal world, Michael Winterbottom would have liked to cast the two lead actors at the same time, but when Samantha Morton expressed a keen interest in the Code 46 script, he grabbed her before someone else did. Morton loved the script from the moment she read it:

“When I first read the script I couldn’t stop crying. I was thinking, ‘How cruel life is sometimes, how beautiful life is, and how it’s sort of out of our hands.’ It’s such an amazing, one in a million love story. But it’s not mushy, like a date movie, it’s a film for adults about love. It reminds you of what love is, how you love your partner, and how it is a good thing to be in love.

“Maria doesn’t know she’s going to fall in love with this guy, William. You wake up in the morning and you don’t realise what’s going to happen. When I was little I used to sit on the bus on the way to college and think, ‘My husband could be on this bus and I wouldn’t know it.’ And that’s the story of Code 46, it’s telling you, you don’t know what’s around the corner.”

Tim Robbins committed to the project shortly afterwards, drawn to Code 46 by its unusual, science fiction-inflected take on a classic romantic scenario. “What appealed to me about Code 46,” says the multi-talented Robbins, “was the placing of a love story in this futuristic environment where genetics, DNA and cloning have deconstructed romance. And like any good love story, at the heart of it is the battle to continue that fiery passion, and to overcome whatever obstacles are placed in front of you.”

Robbins also liked the fact that the happily married William’s battle with sexual temptation had a professional as well as a personal dimension: “William’s struggle had to be an internalised one, the kind that people who are married go through when they’re exposed to sexual temptation. But there’s something else working too. There’s got to be a deep frustration with his work, because he wouldn’t betray his work like that if it wasn’t something he was becoming sick of. William is at the end of his rope about his job. He

just can't do it anymore. William works in a profession that controls behaviour, and because of that he can't ever possibly be free. So finding Maria, and having this powerful attraction towards her, is like finding a liberation away from the rules that he has imposed upon himself."

Expanding on the same subject, Michael Winterbottom adds, "William is an insurance investigator who's come to restore order and punish crime. But in the same moment he realises that it is Maria who is stealing the papelles, he falls completely in love with her. So William is someone whose safe, organised life is turned upside down by Maria, who has a completely different perspective on life.

"Unlike William, Maria feels that rules are there to be broken. So not only are their characters different, their entire philosophies are different. Maria thinks that she's doing the right thing by giving the papelles to her customers, which allows them to take risks and do dangerous things. Whereas William's philosophy is that he's doing the right thing by trying to prevent them from taking such risks, especially without the appropriate insurance cover."

Although there is an age difference of almost twenty years between William and Maria, Robbins is adamant that the attraction between the two is not a symptom of his middle-aged character's mid-life crisis. On the contrary, their incandescent love is determined by something much deeper: "OK, some 44-year-old men go gaga over a 26-year-old girl and ruin their lives, but that's really more about getting old and a whole bunch of other insecurities. This is a story about two people who feel a very strong attraction, and who are meant to be together, but who can't be because they share something which is more than skin-deep - the same genes.

## **CAST BIOGRAPHIES**

### **TIM ROBBINS**

Tim Robbins made his acting debut in 1972 at the Theatre for the New City in New York City. After graduating from UCLA, Tim made his professional debut on television's *St. Elsewhere* in the same year as he co-founded The Actor's Gang, an ensemble in its 22<sup>nd</sup> year for which Robbins serves as Artistic director.

In 1992, Robbins received critical acclaim for his portrayal of the amoral studio chief in Robert Altman's *The Player*, a performance that earned him the Best Actor Award at the Cannes Film Festival and the Golden Globe Award for Best Actor in a Musical or Comedy. That same year, his starring performance in Bob Roberts also earned him a Golden Globe nomination for Best Actor.

Other notable acting performances include *The Shawshank Redemption* for which Robbins received a Screen Actors Guild Award nomination for Best Actor, Robert Altman's *Short Cuts* giving Robbins his second Golden Globe Award, Tony Bill's *Five Corners*, the Coen Brothers' *The Hudsucker Proxy*, Adrian Lyne's *Jacob's Ladder* and Ron Shelton's *Bull Durham* and Michel Gondry's *Human Nature*. He recently filmed Clint Eastwood's *Mystic River*, co-starring with Sean Penn, for which he has just received an Academy Award nomination for Best Supporting Actor.

Last year, Robbins performed in *The Guys*, a play about a fire captain who lost eight of his men on September 11<sup>th</sup>. Robbins performed the play with Swoosie Kurtz at the Flea Theatre in New York and at Lincoln Center with Susan Sarandon. The play was then performed at the Actor's Gang Theatre in Los Angeles with Helen Hunt and at the Edinburgh Festival and the Abbey Theatre in Dublin with Susan Sarandon.

As a filmmaker, Robbins wrote, directed and produced *Cradle Will Rock*, which debuted to a standing ovation at the 1999 Cannes Film Festival. The film, which chronicles the real-life drama behind the Orson Welles production of Mark Blitzstein's 1930's musical, won the National Board of Review Award for Special Achievement in Filmmaking and won Best Film and Best Director at the Barcelona Film Festival.

Robbins also wrote, directed and produced the highly acclaimed film, *Dead Man Walking*, adapted from the book by Sister Helen Prejean. Robbins received the Best Screenplay Award from the Austin Film Festival for his script and an Academy Award nomination for Best Director along with four awards at the Berlin Film Festival, the Humanitas award and the Christopher award. The film also earned a nomination for Best Actor for Sean Penn as well as the Academy Award for Best Actress for Susan Sarandon.

Robbins made his directing and screenwriting debut with the award-winning political satire, *Bob Roberts*, a "mockumentary" about a dubious right-wing candidate's race for the Senate. Robbins also starred in and co-wrote the songs for this film which was nominated for a Golden Globe award and received the Best Film, Best Director and Best Actor Award at the Boston Film Festival, as well as Best Film at The Tokyo International Festival.

Robbins also executive-produced *The Typewriter, The Rifle And The Movie Camera*, a documentary about filmmaker Sam Fuller, which won the 1996 Cable ACE Award for Best Documentary.

In 1982, Robbins co-founded the Actors' Gang, the highly acclaimed and respected Los Angeles theatre ensemble dedicated to the production of wild, original and provocative theatre. He is currently its Artistic Director as it celebrates its 22<sup>nd</sup> anniversary. The Actors' Gang has received over 100 Awards including Dramalogue, L.A Weekly and Ovation Awards, and the prestigious Margaret Hartford Award for "continued excellence." Robbins

himself was honored with the LA Weekly Award for his direction of the Gang's debut production, a midnight performance of *Ubu Roi*, and earned a nomination for Best Director from the Los Angeles Drama Critics Circle for the group's production of Brecht's *The Good Woman Of Szechuan*. Most recently The Gang has produced *Mephisto*, *The Seagull*, *The Guys*, *The Exonerated*, *Alagazam* and *Orlando*, and has developed educational outreach programs in the arts with local schools.

Robbins lives in New York City with his proudest accomplishments and finest production to date.

### **SAMANTHA MORTON**

Samantha Morton is best known to international audiences for her role in Woody Allen's *Sweet and Lowdown*, for which she received both Academy Award and Golden Globe nominations for Best Supporting Actress.

Morton first came to the attention of film audiences as Iris in Carine Adler's *Under the Skin*, for which she received the Boston Film Critics' Award as Best Actress. She was also seen in Alison Maclean's *Jesus' Son*, opposite Billy Crudup and following this she featured in Julien Temple's *Pandaemonium* and in Amos Gitai's *Eden*.

Last year she starred in the title role in Lynne Ramsay's critically acclaimed *Morvern Callar*, which she followed with Steven Spielberg's *Minority Report* opposite Tom Cruise.

Most recently Samantha starred in Jim Sheridan's *In America*, which premiered at the Edinburgh Film Festival last summer and earned her an Academy Award nomination for Best Actress.

She has just finished shooting Roger Michell's *Enduring Love* opposite Rhys Ifans and Daniel Craig.

### **OM PURI**

Once described as "the finest actor of the post-Independence generation", Om Puri has appeared in more than 140 films, dividing his work between the Indian cinema and English-language projects such as Richard Attenborough's

Gandhi (1982), Mike Nichols' *Wolf* (1994) and Roland Joffé's *City of Joy* (1992). More recently, he played liberal-minded Pakistani taxi driver Parvez in Hanif Kureishi's *My Son the Fanatic* (1997), and won a BAFTA Best Actor award for his portrayal of the Pakistani patriarch George 'Genghis' Kahn in Damien O'Donnell's *East is East* (1999).

### **JEANNE BALIBAR**

Before making her feature film debut in Arnaud Desplechin's *La Sentinelle* (1992), Jeanne Balibar worked extensively in the French theatre. Subsequent film roles include: Jacques Rivette's *Va Savoir* (2001), Raoul Ruiz's *Comédie de L'Innocence* (2000), *Ça Ira Mieux Demain* (2000), Benoît Jacquot's *Sade* (2000) and Oliver Assayas's *Fin Août, Début Septembre* (Late August, Early Summer) (1998). Her most recent film, Jean-Claude Biette's *Saltimbank* (2003), was shown in the Director's Fortnight section of this year's Cannes Film Festival.

## **CREW BIOGRAPHIES**

### **MICHAEL WINTERBOTTOM**

#### **DIRECTOR**

Michael Winterbottom film credits include *Butterfly Kiss* (1994) and *Go Now* (1995) which won Winterbottom his second Prix Europa. *Jude* (1995) with Christopher Eccleston and Kate Winslet premiered at the Directors Fortnight in Cannes and won The Michael Powell award for Best Film at the Edinburgh Film Festival and The Golden Hitchcock Award at Dinard.

In 1996 he was in competition at Cannes with *Welcome To Sarajevo*. *I Want You* (1997), competed at Berlin in 1998. These were followed by *With Or Without You*, for Channel 4 Films and Miramax, and *Wonderland* which was selected for competition at the 1999 Cannes Film Festival and played at Edinburgh. *Wonderland* won the British Independence Film Award for Best Film and was nominated for Best British Film at the 2000 BAFTA's.

2001 saw *The Claim* which played in competition at Berlin. It was followed by a return to official competition at Cannes in 2002 with *24 Hour Party People*.

Michael returned to Berlin last year with *In This World* which won a total of four prizes including the Golden Bear and Film Not In The English Language at this year's BAFTA Awards. He is developing Roddy Doyle's *A Star Called Henry* as well as a number of other titles.

He has also worked as an executive producer with his long time producer Andrew Eaton through their company Revolution Films on Damien O'Donnell's follow-up to *East Is East*, *Heartlands* which was released in the UK in spring 2003 and Stephen Fry's directorial debut *Bright Young Things* which was released in the UK last October. With Andrew he is currently executive producing Tracey Emin's first feature *Top Spot* and *The Stars' Tennis Balls*, Stephen Fry's adaptation of his novel. Additionally Michael Executive Produced

Resurrection Man, produced by Andrew Eaton and directed by Marc Evans in 1997.

## **ANDREW EATON**

### **PRODUCER**

In 1993 Andrew Eaton produced *Family*, a four part drama for the BBC, written by Roddy Doyle. Shortly afterwards he and Michael Winterbottom, who directed *Family*, formed Revolution Films. Through Revolution Films Eaton and Winterbottom have collaborated on nine features. *Go Now* (1995) won them a Prix Europa, *Jude* (1996), starring Kate Winslet and Christopher Eccleston, premiered at the Directors Fortnight in Cannes and won the Michael Powell award for Best Film at the Edinburgh Film Festival. This was followed in 1997 by *I Want You* which premiered in competition at Berlin, winning a special prize for Cinematography.

In 1998 Eaton and Winterbottom made *With Or Without You* and *Wonderland* back to back. *Wonderland* was selected for competition in Cannes and played at the Edinburgh International Film Festival in 1999. The film went on to win Best Film at the British Independent Film Awards and was nominated for Best British Film at the 2000 BAFTAs. In 2001 Andrew produced *The Claim* which was selected for competition in Berlin. This was followed by *24 Hour Party People* which was also selected for competition in Cannes in 2002. In February 2003 Michael and Andrew's latest collaboration *In This World* won 3 prizes in Berlin including the Golden Bear and Film Not In The English Language at this year's BAFTA Awards.

Andrew has also worked as an executive producer with Michael at Revolution on Damien O'Donnell's follow-up to *East Is East*, *Heartlands*, which was released in the UK in spring 2003, and Stephen Fry's directorial debut *Bright Young Things* which is due for release this autumn. With Michael he is currently executive producing a number of titles including Tracey Emin's first feature *Top Spot* and Stephen Fry's adaptation of his own novel *The Stars'*



Tennis Balls. He is also producing Roddy Doyle's A Star Called Henry for Michael to direct.

As well as his work with Michael Winterbottom, Andrew produced The James Gang, directed by Mike Barker, and Resurrection Man with director Marc Evans.

## **FRANK COTTRELL BOYCE**

### **SCRIPT WRITER**

Code 46 is Frank Cottrell Boyce's fifth film with director Michael Winterbottom. Their earlier collaborations were on 24 Hour Party People (2002), The Claim (2000), Welcome to Sarajevo (1997) and Butterfly Kiss (1995). In between Cottrell Boyce scripted Julien Temple's Pandemonium (2000) and Alex Cox's Revenger's Tragedy (2002). He recently worked with Annand Tucker on The Railway Man (2003), having previously written the director's Hilary and Jackie. Cottrell Boyce's most recent work was on Millions (2003), directed by Danny Boyle.

## **ALWIN KUCHLER BSC**

### **DIRECTOR OF PHOTOGRAPHY**

Having photographed director Lynne Ramsay's three short films - Small, Deaths, Kill the Day and Gasman - Alwin Kuchler served as cinematographer on her two features, Ratcatcher (1999) and Morvern Callar (2002). In 1999, he photographed Kevin McDonald's Oscar-winning documentary One Day in September. Before Code 46, he had photographed Michael Winterbottom's The Claim (2000). His other credits include Peter Cattaneo's Lucky Break (2001), Damien O'Donnell's Heartlands (2002) and Roger Michell's The Mother (2002).

## **MARCEL ZYSKIND**

### **DIRECTOR OF PHOTOGRAPHY**

Prior to Code 46 Marcel Zyskind shot Michael Winterbottom's In This World. He has also served in a number of different capacities on a variety of British, Spanish, Swedish and Danish productions. These include 28 Days Later (2002), 24 Hour Party People (2002), La Playa de los Galgos (The Beach of the Greyhounds) (2002), Leva Livet (Days Like This) (2001) and Dancer in the Dark (2000).

## **MARK TILDESLEY**

### **PRODUCTION DESIGNER**

Mark Tildesley worked with Michael Winterbottom on 24 Hour Party People (2002), The Claim (2000), Wonderland (1999) and I Want You (1998). Prior to that he had designed Marc Evans' Resurrection Man (1998) and House of America (1997). His most recent credits are for Roger Michell's The Mother (2003) and Danny Boyle's Millions (2003).

## **PETER CHRISTELIS**

### **EDITOR**

Having earned his first editor credit on Michael Winterbottom's In This World (2002), Peter Christelis returned to work on Code 46. He had previously worked as an assistant editor on several earlier Winterbottom films, including Butterfly Kiss (1995), Go Now (1995), I Want You (1998), and With or Without You (1999). He served in the same capacity on Tim Roth's directorial debut The War Zone (1999).

## **NATALIE WARD**

### **COSTUME DESIGNER**

As well as Michael Winterbottom's 24 Hour Party People (2002) and Wonderland (1999), Natalie Ward has served as costume designer on Roger Michell's The Mother (2003), Damien O'Donnell's Heartlands (2002), and,

most recently Andy Humphries' *Sex Lives of the Potato Men* (2003), which stars comedian Johnny Vegas and Mackenzie Crook.

## **THE FREE ASSOCIATION**

### **MUSIC**

Belfast-born composer David Holmes made his name as a DJ before releasing his first solo album, *The Film's Crap, Let's Slash the Seats* (1995). Tracks from this debut work were used on the soundtracks and trailers for films such as David Fincher's *The Game* (1997) and *Meet Joe Black* (1998). Since working with producer Andrew Eaton on Marc Evans' *Resurrection Man* (1998), David Holmes has composed the music for Steven Soderbergh's *Out of Sight* (1998) and *Ocean's Eleven* (2001). He also scored *Buffalo Soldiers* (2001). Together with Steve Hilton, he is a founder member of The Free Association, which combines live performance and film soundtrack work, while aiming to push boundaries in both areas.

## **WENDY BRAZINGTON**

### **CASTING DIRECTOR**

Before *Code 46*, Wendy Brazington cast Michael Winterbottom's five previous films. She also cast Stephen Fry's *Bright Young Things* (2003) and Damien O'Donnell's *Heartlands* (2002). Her next credit will be on Damien O'Donnell's *Inside I'm Dancing* (2004).

## CAST AND CREW

CAST IN ORDER OF APPEARANCE	
TIM ROBBINS	WILLIAM
TOGO IGAWA	DRIVER
NABIL ELOUAHABI	VENDOR
SAMANTHA MORTON	MARIA
SARAH BACKHOUSE	WEATHER GIRL
JONATHAN IBBOTSON	BOXER
NATALIE MENDOZA	SPHINX RECEPTIONIST
OM PURI	BACKLAND
EMIL MARWA	MOHAN
NINA FOG	WOLE
BRUNO LASTRA	BIKKU
CHRISTOPHER SIMPSON	PAUL
LIEN NGUYIN	SINGER IN NIGHTCLUB
DAVID FAHM	DAMIAN ALEKAN
JEANNE BALIBAR	SYLVIE
TARO SHERABAYANI	JACK
NINA SOSANYA	ANYA
SHELLEY KING	WILLIAM'S BOSS
TUYET LI	APARTMENT SECURITY
BENEDICT WONG	MEDIC
NINA WADIA	HOSPITAL RECEPTIONIST
ESSIE DAVIS	DOCTOR
TEO-WA VUONG	TESTER
JENNIFER LIM	TESTER WITH COUPLE
ARCHIE PANJABI	CHECK IN
PAUL BARNES	MAN IN CORRIDOR
NABIL MASSAD	SUNGLASSES MAN
KERRY SHALE	CLINIC DOCTOR

## CREDITS

PRODUCTION CO-ORDINATORS	RUTH BRESLAW
	STEFFY MARRION
ASSISTANT CO-ORDINATOR	GABRIELLE LE RASLE
PRODUCTION RUNNER	TOM LEEBURN
PRODUCTION TRAINEE	ANDREW GWYN DAVIES
ASSISTANT TO MICHAEL WINTERBOTTOM AND ANDREW EATON	MELISSA PARMENTER
PRODUCTION ACCOUNTANT	JON DUNCAN
ASSISTANT ACCOUNTANT	ROB SEAGER

1 <sup>ST</sup> ASSISTANT DIRECTOR	MIKE ELLIOTT
2 <sup>ND</sup> ASSISTANT DIRECTOR	ANTHONY WILCOX
3 <sup>RD</sup> ASSISTANT DIRECTOR	CHRIS STOALING
FLOOR RUNNER	RHYS SUMMERHAYES
RUNNER	LEWIS PARTOVI
UK CROWD ASSISTANT DIRECTOR	CANDY MARLOWE
LOCATION MANAGER	JONAH COOMBES
LOCATION ASSISTANT	KIERAN BAINE
UNIT MANAGER	JOSH YUDKIN
SOUND RECORDIST	STUART WILSON
SOUND MAINTENANCE	ORIN BEATON
SOUND ASSISTANT	CHIA YU CHEE 'RAM'
SOUND TRAINEE	DARKO MOCILNIKAR
SUPERVISING SOUND EDITOR	JOAKIN SUNDSTROM
RE-RECORDING MIXER	TIM ALBAN, RICHARD DAVEY
EFFECTS EDITOR	CHRISTER MELEN
SUPERVISING ART DIRECTOR	MARK DIGBY
ART DIRECTOR	DENIS SCHNEGG
ART DIRECTOR OVERSEAS	DAVID BRYAN
SET DECORATOR	MICHELLE DAY
STANDBY ART DIRECTOR	CHRIS LIGHTBURN-JONES
DRAUGHTSMAN	ROD GORWOOD
ASSISTANT ART DIRECTORS	PAUL DRAKE
	MARK LARKIN
GRAPHIC ARTIST	CHARLIE COBB
FT2 ART DEPARTMENT TRAINEE	GWEN MURRAY
MAKE UP & HAIR	KONNIE DANIEL
	LESLEY SMITH
COSTUME ASSISTANT	KATE TOWNS
COSTUME MAKER	ESME YOUNG
1 <sup>ST</sup> ASSISTANT CAMERA	SIMON TINDALL
2 <sup>ND</sup> ASSISTANT CAMERA	CHRIS CONNATTY
FT2 CAMERA TRAINEE	SOPHY MILLINGTON
CAMERA TRAINEE	JULIA CURTIN
CAMERA VAN DRIVER	CLINT EDWARDS
PROPS MASTER	NICK THOMAS
DRESSING PROPS	CHARLIE MALIK
GAFFER	REUBEN GARRETT

BEST BOY	STEVEN MATHIE
ELECTRICIAN	MATTHEW BUTLER
ELECTRICIAN	PAUL HARRIS
ELECTRICIAN	LEE CLEAL
ELECTRICIAN	ADRIAN MACKAY
RIGGING GAFFER	TONY MILLER
RIGGING	PAT DALY
CONSTRUCTION MANAGER	DAN CRANDON
CARPENTERS	BEN GREEN
	BRUCE BARNES
	MARK WALLIS
	JASON HTAY
	SAM ABELMAN
	TIM POWIS
	PAUL HALTER
SCENIC PAINTERS	JOHN BURGESS
	JODY RAYNES
	GILLIAN CAMPBELL
	JOE WESTERN
POST PRODUCTION SUPERVISOR	PETER BACH
SUPERVISING SOUND EDITOR	JOAKIM SUNDSTRÖM
EFFECTS EDITOR	CHRISTER MELÉN
FOLEY SUPERVISOR	ANTHONY FAUST AMPS
FOLEY EDITOR	MICHAEL REDFERN
FOLEY ARTISTS	ANDI DERRICK
	PETER BURGESS
RE-RECORDING MIXERS	TIM ALBAN
	RICHARD DAVEY
ASSISTANT EDITOR	IAN BUCHAN
SLIDE & VIDEO PROJECTION	DICK STRAKER
	SVEN ORTEL
	JOHN O'CONNELL
SPECIAL RAIN EFFECTS	RICHARD CONWAY
TECHNICIAN	NIGEL WILKINSON
DIGITAL SPECIAL EFFECTS BY	SMOKE & MIRRORS LONDON

DIGITAL EFFECTS SUPERVISOR	TONY LAWRENCE
DIGITAL EFFECTS ARTIST	HANI ALYOUSIF
DIGITAL EFFECTS ARTIST	JON BERRIDGE
DIGITAL EFFECTS ARTIST	ISABELLA LANER
DIGITAL EFFECTS ARTIST	RAOUL TEAGUE
DIGITAL EFFECTS ARTIST	BEN TURNER
DIGITAL EFFECTS PRODUCER	EMMA IBBETSON
DIGITAL EFFECTS CO-ORDINATOR	PIERRE FLETCHER
3D ARTIST	CHRISTIAN ANDERSSON
	REBEKAH KING-BRITTON
PICTURE DELIVERABLES	PEPPER
DIGITAL 2 <sup>ND</sup> UNIT	
DIRECTOR	MATHEW WHITECROSS
CAMERA	ANNE MARIE LEAN-VERCOE
DIGITAL 3 <sup>RD</sup> UNIT	
CAMERA	ROGER EATON
CAMERA	SEBASTIAN SHARPLES
SHANGHAI UNIT	
PRODUCED WITH ASSISTANCE OF SHANGHAI FILM STUDIO	
PRODUCTION MANAGER	CHARLOTTE ASHBY
ASSISTANT PRODUCTION MANAGER	ZHANG JUN
NON-CHINESE EXTRAS CO-ORDINATOR	MARIA BARBIERI
DIRECTOR'S INTERPRETER	JUDY GONG
AD INTERPRETER	DING YING
AD INTERPRETER	TOMTOM LIU
CAMERA INTERPRETER	KRISTA CHEN
ART DEPARTMENT INTERPRETER	RACHEL BI
COSTUMES INTERPRETER	MEG XIE
ACCOUNTS INTERPRETER	HELEN WAN
ACTORS INTERPRETER	CHRISTINE ZHANG
TIM ROBBINS' VAN DRIVER	ZHOU XIANJING
SAMANTHA MORTON'S VAN DRIVER	SUN WEIHUA
PREVIA DRIVER	YANG RENWEI
MERCEDES DRIVER	JASON CAO
PRODUCTION DEPARTMENT CAR	YAO LI
<i>FOR SHANGHAI FILM STUDIOS</i>	
PRODUCTION EXECUTIVE	JOHN ZHONG
PRODUCTION CO-ORDINATOR	HELEN LI

LOCATION MANAGER	LIN CHUXIONG
ART DIRECTOR	ZHOU XINREN
ASSISTANT DIRECTOR	XU WEIGUANG
PROP MASTER	HUANG YUGUO
GAFFER	SONG GUOZHEN
ASSISTANT LOCATION MANAGER	YU YAQIANG
CONSTRUCTION CO-ORDINATOR	TAO LEIPEI
COSTUME ASSISTANT	XIAO YINGJUAN
PROPMAN	JIN ZHIBAI
PROPMAN	LU LIMING
PROPMAN	PAN JIANMING
PROPMAN	WANG CHENGLIANG
PAINTER	JIN YAOZHONG
STANDBY CARPENTER	CHEN TUQUAN
CAMERA GRIP	SHEN GUOJUN
ELECTRICIAN	ZHONG WEIBAO
ELECTRICIAN	CAO LONGDE
ELECTRICIAN	ZHOU RONG
CATERER	WANG ZEMIN
PRODUCTION ASSISTANT	ZHANG ZELIANG
PRODUCTION ACCOUNTANT	YANG YUFENG
UK CREW VAN DRIVERS	SUN WENHAO
	XU XINLI
SFS VAN DRIVERS	SHEN CHONGCHANG
	ZOU JIE
CAMERA TRUCK DRIVER	ZHANG ZHIYI
LIGHTING TRUCK DRIVER	ZHAO HAIBAO
ART DEPARTMENT VAN DRIVER	ZHOU YONGXIANG
SOUND VAN DRIVER	LIANG FARUN
CATERING VAN DRIVER	ZHU HAITANG
DUBAI UNIT	
BAREFACE PRODUCTIONS	
FIXER/PRODUCTION MANAGER	YVETTE KIRSTEIN
PRODUCTION ASSISTANT	GEORGINA HOCKLEY
2 <sup>ND</sup> ASSISTANT DIRECTOR	JOHN LOCKE
ART DIRECTOR	MATILDA WAINWRIGHT
PROP MISTRESS	VICTORIA ORLOVA
LOCATION MANAGER	NASSER AHMED
STUNT CO-ORDINATOR	RON OAKLEY
PRECISION DRIVER	MILES PEARCE
GRIP	CLINT COVEY
RUNNERS	ALI IBRAHIM ALI
	AMMAR MASOUD
CATERING	SANDWICH EXPRESS
CREW BUS DRIVERS	SUDHI DHARMA



	ZIYARAT SHAH
	KENNETH MICHAEL
ARTIST DRIVERS	ARUN PANDEY
	MOHAMMED KHAN
MAKE UP VAN DRIVER	DOPAL YADAV
CAMERA VAN DRIVER	SUDHAKAR RANGARAO
SOUND VAN DRIVER	ABU JAFFER
INDIAN UNIT	
KAILASH PICTURE COMPANY	
DIRECTOR OF KAILASH PICTURE COMPANY	KAILASH SURENDRANATH
PRODUCER OF KAILASH PICTURE COMPANY	ARTI SURENDRANATH
PRODUCTION MANAGER	MR. ARUN
PRODUCTION ASSISTANT	KITISHA GAGLANI
2 <sup>ND</sup> ASSISTANT DIRECTOR	SUJATA MELMANI
3 <sup>RD</sup> ASSISTANT DIRECTOR	PIKU AHUJA
LOCATION MANAGER	HEMANT SINGH
LOCATION ASSISTANT	RAM SINGH
GRIP	GYAN CHAND KIKHI
ACCOUNTANT	BHARAT SAWANT
RUNNER	VIJAY MAJGE
RUNNER	GURU JOSHI
<b>ADDITIONAL UK CREW</b>	
ASSISTANT DIRECTORS	CHARLIE WALLER
	CAROLINE CHAPMAN
	SARAH COOMBS
GRIP	LUCHO ZUIDEMA
COSTUME ASSISTANTS	TAJ CAMBRIDGE
	LIZA BRACEY
	SIAN COAKLEY
	STEPHEN NOBLE
UNIT DRIVER (TIM ROBBINS)	STEVE RODGERS
UNIT DRIVER (SAMANTHA MORTON)	GEOFF HOLLAND
MINI BUS DRIVER	LIAM ROPER
STILLS PHOTOGRAPHER	PETER MOUNTAIN
ADDITIONAL STILLS	SARAH LEE
CATERING	LEILA MCALISTER
COOKS	HARRY LESTER
	SYLVAIN JAMOIS
CATERING ASSISTANTS	ROSE POMEROY

	RACHAEL SILLS
	CAITLIN ELFER
CAFFE MOBILE	STEVE MILLS
SECURITY FOR TIM ROBBINS	STEVEN HUGHSON
LOCATION SECURITY	TEX JAMES
LOCATION SECURITY	DARREN STOCK
HEALTH & SAFETY	CHRIS CULLUM
CAMERA EQUIPMENT	ICE FILMS
LIGHTING EQUIPMENT	VFG BOW
	AFM
	AIRSTAR
SOUND EQUIPMENT	TACET DIGITAL SOUND EQUIPMENT HIRE
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WALKIE TALKIES	WAVEVEND
RUSHES LAB	SOHO IMAGES
RUSHES	JOHN TAYLOR
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LABORATORY CONTACT	MARTIN MCGLONE
PRINTS BY	DELUXE
NEGATIVE CUTTING	SOHO COMPUTER MATCH
TRANSPORT	SET WHEELS
	HERITAGE
	FIRST VEHICLE RENTAL
FACILITIES VEHICLES	STUDIO WORKSHOPS
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PRODUCERS	MATTHEW BRISTOWE
	BEGÖNA LOPEZ
COLOURIST	MAX HORTON
ONLINE FILM EDITORS	RICHARD ETCHELLS THOMAS URBYE
FILM SCANNING	KENNEDY DAWSON JOHN COULTER
FILM RECORDING	PAUL STOKER RICHARD GAUSIS

	LESTER PARKER JOSH SUTCLIFFE
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MUSIC COMPOSED BY	DAVID HOLMES AND STEVE HILTON
MUSIC RECORDED AND MIXED BY	HUGO NICOLSON
<b>KEYBOARDS AND PIANO BY</b>	SCOTT KINSEY
DRUMS BY	ZACH DANZIGER
GUITAR BY	LEO ABRAHAMS
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