



METRO-GOLDWYN-MAYER PICTURES presents
a LANDSCAPE ENTERTAINMENT production
in association with WEINSTOCK PRODUCTIONS

Sleepover

Certificate: PG
Running Time: 97mins

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sleepover

Production Notes

SCHOOL'S OUT! Julie (Alexa Vega) has invited her best friends – Hannah (Mika Boorem), Farrah (Scout Taylor-Compton), and Yancy (Kallie Flynn Childress) – to come celebrate the last day of junior high, but what begins as just another sleepover turns into the adventure of their lives. Eager to cast off their less-than-cool reputations, the friends agree to a challenge from the “popular girls”: an all-night scavenger hunt. With Julie’s father distracted by a home-improvement project downstairs, they sneak down the rose trellis, borrow Yancy’s electric car – well, her parents’ car – dodge Julie’s mother at a nightclub, steal a pair of boxer shorts from the cutest guy in town (Sean Faris), go to their first high school dance, fall in love, and in the end, learn a little something about themselves.

MGM Pictures is proud to present a Landscape Entertainment production of *Sleepover*, in association with Weinstock Productions, starring Alexa Vega, Mika Boorem, Jane Lynch, Sam Huntington, Sara Paxton, Brie Larson, Scout Taylor-Compton, Kallie Flynn Childress, Sean Faris, Douglas Smith, and Katija Pevec, with Steve Carell and Jeff Garlin. *Sleepover* was directed by Joe Nussbaum and written by Elisa Bell, produced by Charles Weinstock and Bob Cooper. The behind-the-scenes crew includes director of photography James L. Carter, production designer Stephen McCabe, editor Craig P. Herring, costume designer Pamela Withers Chilton, music supervisor Elliot Lurie, composer Deborah Lurie, and executive producer Jeremiah Samuels.

SYNOPSIS

Julie and her friends Hannah, Farrah, and Yancy have a supercharged sleepover on their hands: they've been challenged to a scavenger hunt by "popular" girls Staci, Liz, Jenna, and Molly, and the winners get dibs on the coveted cool lunch spot once they start their freshman year in high school at the end of the summer. The losers have to dine *al fresco* ... adjacent to the dumpster, and far from popularity.

Staci and her devious pals have built in several snags for Julie's crew. They'll have to undertake such Herculean tasks as sneaking into a "grown-up" nightclub, rearranging clothes on store mannequins at a crowded mall, stealing underwear from the most popular boy in the neighborhood, and somehow swiping the king or queen's crown at the high school dance.

With the exuberance of youth and the support of true friends on their side, Julie and her pals must first escape Julie's house. This won't be easy, as Julie's mom, Gabby, has the girls swear to stay indoors while she herself goes out for a night on the town with her own girlfriends. Also, Julie's dad, Jay, is downstairs grappling with a testy faucet while her college brother, Ren, is home and underfoot.

Using their wits, a little bit of luck, and a rose trellis, the girls slip out into the night. Before this adventure is over, they will have to outrun dimwitted neighborhood security, learn to drive an impossibly small electric car, create chaos at the mall, invade a posh nightclub (where Julie's mom is dancing the night away!), elude pesky skateboarding dorks, and come face to face with the boys of their dreams.

All in all, not bad for the first sleepover of the summer.

PLANNING THE PERFECT *SLEEPOVER*

The initial idea for *Sleepover* came to producer Chuck Weinstock when he realized that his own children, aged 6 and 9, could not see any of the films he had made. They were too young.

"My son became obsessed with the motion picture rating code," says Weinstock. "I decided I should come up with a movie he and his sister could actually see, so I started thinking about what mattered to them."

Soon enough he thought of the sleepover, that suburban rite of passage. “Sleepovers are an important assertion of freedom for kids,” Weinstock continues. “It’s how they practice leaving home.”

At the time, Weinstock had a producing deal with Bob Cooper’s company, Landscape Entertainment, and together they took the film to MGM. They quickly enlisted writer Elisa Bell to come up with her own sleepover ideas and fashion a screenplay.

“I had a lot of sleepover parties when I was young, and I knew they hadn’t really changed too much since then,” says Bell. “One thing I knew immediately was that the girls were going to have to sneak out of the house. We always did!”

The writer patched together several ideas from her own slumber parties as well as keeping an ear open at malls and amusement parks to hear what today’s young girls were getting themselves into. One group she approached was on a frenzied scavenger hunt, giving the writer her idea for why *Sleepover*’s characters would dare to leave the house.

“Also, I decided what was at stake: the primo lunch spot at high school,” says Bell. “If you got that spot, you were automatically cool. It defines who you are in school. The nerds sit in one place, the popular kids in another – and that hasn’t changed. I went back to my old high school not long ago and the same kids were eating in the same places.”

Producers Weinstock and Bob Cooper (of Landscape Entertainment) started their search for a director who would bring a fresh touch to the story while lending a talented hand to the filmmaking. First-time feature film helmer Joe Nussbaum, a young director of commercials and television, had shared earlier film projects with both Weinstock and Cooper as well as Elisa Bell. One look at the script and Nussbaum clamored for a chance to direct.

“Chuck mentioned his idea over lunch one day and told me Elisa, whom I knew, was writing the script,” says Nussbaum. “When I saw the script, I loved it. It was a throwback to movies I saw as a kid like *Sixteen Candles* and *Ferris Bueller’s Day Off*. These films stand the test of time because they have a lot of heart as well as laughs.”

Nussbaum is a graduate of the University of Southern California Film School. He has been involved with several feature film projects after graduation thanks in part to the success of his seven-minute calling card: a short film called *George Lucas in*

Love he directed and co-wrote in 1999. Thinking most film executives had very little time to view full-length features, he and producer (and USC alum) Joseph Levy created a film that could be viewed in under ten minutes. As a result, the comedy short not only brought Nussbaum job offers, but also became one of the most popular-selling shorts in history.

After a studio meeting, Nussbaum convinced the filmmakers he was right for the project. “I told the studio how much I loved the story and how we could make it colorful and funny,” Nussbaum continues. “I wanted people to love these girls in the script and go on this adventure with them. Lucky for me, they agreed and gave me the job.”

“Joe is one of the few young directors who is good at both craft and storytelling,” says producer Bob Cooper. “Everyone who saw his short film knows he’s fantastic.”

Once Nussbaum was on board, the search began for the young talent who would star in the film. The filmmakers were determined to find girls and boys who were the same age as those in the script instead of finding 18-20-year-olds and having them play young.

“We all believed there was a delicate balance to casting kids this age,” says Cooper. “There is a big difference between real fourteen or fifteen-year-olds and actors who are already out of high school.”

This realistic casting posed a few production challenges, however, related to the young actors’ ages. The Screen Actors Guild has strict rules governing how long a young actor can work, and also mandates they have schooling time during their workday.

“Working with kids always creates scheduling problems, since they can only work so many hours a day,” says Weinstock. “But working with kids at night is a scheduling nightmare. However late in the day you begin shooting, you have to end by 10:00. Well, if you’re shooting night exteriors and it isn’t getting dark until 8:00, that’s not much time.”

It was decided to create a reproduction inside a soundstage of the main site of the sleepover: Julie’s house. Filming inside would lengthen the shooting day for the kids and allow flexibility to the schedule by covering as many night scenes as possible during the day. A faithful reproduction of a real location house was erected at

Hollywood's Raleigh Studios that included a full-scale backyard complete with a huge play fort and wobbly trellis.

One fourteen-year-old actress stood out in the minds of the filmmakers to play the film's young lead, Julie: Alexa Vega, star of Robert Rodriguez's successful *Spy Kids* adventure trilogy. In that trio of adventures, Vega played "Carmen Cortez," a role that brought her considerable acclaim as well as status among young moviegoers as a true movie star. Although just fourteen, Vega is a veteran. She worked in lead roles as a small child, such as in Rob Reiner's *Ghosts of Mississippi* which she acted in at age 6. The actress also was athletic and adept at both comedy and drama, traits that would serve her well in the pivotal *Sleepover* role.

"I was very excited when we signed Alexa," says director Nussbaum. "I had seen her work in *Spy Kids* and thought she displayed great spunk and personality. She's also incredibly athletic and is used to doing stunts. Additionally, I think young girls can relate to Alexa, whose character has to grow and change as our story unfolds."

Vega appears in basically every scene in the film as the story careens through one crazy night. In signing on to do the role, she found she'd have to jump off a rooftop, ride a skateboard, scale a wall, climb a rope, race through malls and neighborhoods – and all in a tight red dress and high heels.

"I knew the skateboard work would be easy for me, because I am a tomboy at heart," says Vega. "I ride skateboards a lot anyway. I run cross-country, I swim, I play water polo. I think it was harder for me doing the girly-girl stuff like dressing up and wearing grownup shoes all the time, but I also liked the fact I had to wear that dress. I feel the story is about transformation, and my character has a lot of transforming to do for one night."

Once the lead actress was set, a massive casting search yielded a mixture of veterans and novices for the key roles. To carry much of the comic weight, savvy performers were added to the cast such as Jeff Garlin (HBO's *Curb Your Enthusiasm*) as Julie's dad, Jane Lynch (*A Mighty Wind*) as Julie's mom, Sam Huntington (*Jungle to Jungle*) as brother Ren, and Steve Carell (*Bruce Almighty*) as inept security man Sherman Shiner.

For Julie's pals and classmates, experienced actresses Mika Boorem (*Blue Crush*) as Hannah and Sara Paxton (*Liar Liar*) as Staci were chosen along with

relative feature film newcomers Scout Taylor-Compton as Farrah and Kallie Flynn Childress as Yancy.

The four “friends of Julie” soon became a tight unit on set, while the “popular girls” played by Sara Paxton, Brie Larson, Eileen Boylan and Katija Pevac also became close pals. The “skater dudes” played by Evan Peters, Shane Hunter, and Hunter Parrish appeared from time to time to throw a little male spice into the mix and heighten the energy level during their many slapstick scenes.

“A lot of these young actors are going to surprise people, and many of them may well pop,” says Weinstock. “We tried to cast honestly and the result is a group of very funny, very memorable performances.”

For director Nussbaum, two of the most pleasant surprises came from those actresses with the least experience. “Scout Taylor-Compton, who plays Farrah, is just wonderful,” says Nussbaum. “She’s got an incredible energy and is so naturally funny. Kallie Flynn Childress as Yancy is also really cute and has a beautiful screen presence. Because so much of the action revolves around Alexa and Mika’s characters, Kallie and Scout had to always be listening and reacting well, which is one of the harder things to do on screen.”

Once the cast was in place, the interior scenes based in Julie’s house were first to be shot onstage inside Raleigh Studios. There the relationships so vital to the film were created and explored while shooting the actual sleepover and subsequent white-knuckled escape from the house in pursuit of scavenger hunt victory. While the girls were getting to know one another, actor Sam Huntington got to interact with another kind of actor: dog star Chopper. He played the Corkys’ lovable pet who aids the girls by helping to cover up their absence by woofing down pizza and wearing noisy high heels.

“I had never worked with a dog before,” says Huntington, “and he was truly a trip. He was a very sweet pooch and we had to suffer the indignation of wearing high heels together. One thing was odd, though: he didn’t like eating the pizza. My real dog would have been all over those pizzas! You never know what to expect from an animal actor.”

A key portion of the interior scenes involved the dangerous escape of the house using a creaky rose trellis as well as the last minute return to the bedroom at the end of the night using a treehouse fort that shudders its way onto the roof. Stunt coordinators Charles Croughwell and Mika Saito made sure each actress was

schooled in every stunt, many of which were done by the actresses themselves. In fact, much of Julie's acrobatics on the skateboard were done by Alexa Vega, though a stunt performer stood in for the more dangerous portions such as jumping a Great Dane or careening downhill.

"You'd be amazed at how well Alexa rides that skateboard," says Nussbaum. "She also did some other great stunts, like hanging upside down on the trellis and the rope between the house and the falling fort. The girls got really excited about the stunts. They even got to drive a lot in our little electric car."

Because Kallie Flynn Childress had her learner's permit, she got to drive the tiny Nissan hybrid car used by the girls in the film to whiz around during their scavenger hunt.

"This little electric car was the cutest thing we had ever seen," says Childress. "I want that car so bad! It's this little green plastic-like ball of metal meant for two passengers. But of course, all four of us have to cram ourselves into it all night. We were sitting on top one another and laughing hysterically."

The lack of room almost caused a potential mishap, as Scout Taylor-Compton's foot got wedged under the brake during a chase scene and Kallie Flynn Childress was unable to stop the car when "cut!" was called.

"Kallie was screaming at me: 'You gotta move!'" recalls Taylor-Compton. "My foot had slipped under the brake and I could not budge it. We were heading for disaster. That was too exciting!" Fortunately, she was able to wriggle her foot free.

For Mika Boorem, however, the toppling backyard fort presented the biggest danger.

"The first time I went up there I thought, 'I can't believe how high we are!'" says Boorem. "We were at least twenty-five feet straight up in the air on this soundstage – I was scared. The stunt directors calmed me down and showed me how the fort would go down pretty slow, but when we were rolling film, it went really fast and jerky. It was scary, but it was fun!"

OUT AND ABOUT: HAVING A REAL SLEEPOVER!

After a month of interior set-ups, the production headed outside for many nights of shooting in and around Los Angeles. One key location was the First Baptist Church in downtown Pasadena, where the church gym stood in as the location of the

high school dance. Adding a touch of excitement was the hard-rocking dance band played by real-life rockers Allister. The young crowd was happy to dance for hours as long as they got to watch the popular performers play several songs from their act.

“We were so lucky to have Allister playing for us,” says Vega. “They were very cool and were very down to earth guys. You could just sit there and talk with them all. They actually gave me their new CD but I forgot to have them sign it for me! They are a punky cool kind of band and their songs bring a bit of a beat to the movie.”

Standing in for the Cosmo Club was the real-life SoHo Club in downtown Los Angeles. There, Julie and her friends are horrified to see that Julie’s mom is also there living it up and dancing with her grown-up girlfriends. The wild dancing Gabby does on the tabletops of the Cosmo Club was a challenge for actress Jane Lynch, though certainly an important story point for her character.

“She’s a good mother and strict in a way,” says Lynch. “Her family has probably never seen her cut loose and go wild like she does that night. But it’s important the girls see that Mom can enjoy herself and not be so uptight. I had a ball doing those dances...some very hip moves!”

Other locations included El Segundo High School, where Alexa Vega’s Julie squares off with Sara Paxton’s Staci outside the dance; Long Beach Polytechnic High School, which stands in for Julie’s junior high school; the University of Southern California, where Steve jumps the fountain on his skateboard; the Del Amo Fashion Mall in Torrance, where the girls fumble with mannequins and escape the clutches of Steve Carell as Sherman, the security man; and South Pasadena, where several neighborhoods stood in for the exteriors of the girls’ fictional “Anytown USA” hometown.

During the middle of filming, Alexa Vega had a great idea: why not have a real sleepover? She invited the girls in the cast and rented a room at the famed Universal Hilton Hotel adjacent to the Universal Studios amusement complex. Brie Larson, Sara Paxton, Scout Taylor-Compton and Kallie Flynn Childress all attended, and they had their very own sleepover...Hollywood style!

“I was bummed all the girls couldn’t make it, but we were pretty crazy and noisy anyway,” says Vega. “We went right after work and Brie and Sara were waiting there for us. We got a little loud, I’m afraid, and I think the hotel wanted to kick us out.”

“I think we finally went to sleep at six, then got up at seven and went to Universal Studios to go on all the rides and shop,” says Childress. “We played Twister and cracked up and talked all night. We were all so hyper – it was hilarious.”

“Brie and I got there first,” says Paxton. “We really didn’t know what to do in a hotel room all alone. We got tired of waiting for the other girls and were really thirsty, so we called up room service for some water. But we didn’t have any money, so we settled for melting ice cubes with a hair dryer. It was crazy!”

Once filming had wrapped, the filmmakers felt they had captured a bit of truth regarding the lives of those passing from junior high to high school, a period where, for girls, friends are still a little bit more important than boys would eventually be. For writer Elisa Bell, the story also captured the moment when a young girl and her mom share a rite of passage as well.

“I think Julie has the relationship with her Mom that many junior high school girls have right before passing on to high school,” said Bell. “There comes a point where a girl is more interested in boys than ponies, a moment where everything changes and the Mom doesn’t realize it. I think Jane Lynch and Alexa Vega do a great job defining that moment in our story.”

In addition to that poignancy, however, for many moviegoers it will be the sheer comedy and daring adventures of the plot that will be memorable. “The girls do break a lot of rules. Some fathers on the crew came up to me and said they’d ground their daughters if they did anything like this. Still, it makes for good fun, and there’s also a deeper message – about young girls figuring out who they are and working together in friendship.”

For Alexa Vega, *Sleepover* covers many important points as well as being incredibly entertaining. “I think people my age will enjoy it because it is something they can truly relate to,” she says. “Growing up is something everyone has to deal with. This is also a pure comedy about love, friendship, family and a little bit of danger. Let’s call it a love-action-comedy! Joe Nussbaum wanted to film a movie that has a real feel to its characters, which is exactly what I wanted to do. My character has to transform herself and gain confidence as she grows up. At the end, she believes in herself – and that’s something all girls need to learn how to do.”

ABOUT THE CAST

ALEXA VEGA (Julie) is a 15-year-old who possesses a special charm and talent that emanates onscreen, making her one of Hollywood's hottest up-and-coming actresses. Last summer she appeared in the final installment of Robert Rodriguez's *Spy Kids* trilogy, the exciting 3-D spectacular *Spy Kids 3-D: Game Over*, which grossed over \$34 million in its opening weekend.

Vega has also appeared in prominent films such as *The Deep End of the Ocean* co-starring Michelle Pfeiffer, *Ghosts of Mississippi*, *Twister*, *Nine Months*, and *Little Giants*, among many others.

On the small screen, Vega has starred in several made-for-television movies, including CBS' acclaimed *Follow the Stars Home* co-starring Kimberly Williams. She has also appeared as a series regular in *Ladies Man*, *The Doyles*, *Life's Work*, *In Your Dreams*, and *Evening Shade*. Additional television work includes *Chicago Hope*, *E.R.*, *To Have and to Hold*, *The Magnificent 7*, *High Incident* and, most recently, a guest appearance on the popular FOX comedy *The Bernie Mac Show*.

Vega enjoys dancing, gymnastics, reading, playing with her younger sisters and singing. She got to showcase her vocal talents in *Spy Kids 2: Island of Lost Dreams* with a music video, and again in *Spy Kids 3-D: Game Over* with another song that Rodriguez wrote especially for her. Vega was recently featured in the July 2003 issue of *Vanity Fair* as one of today's hottest teen celebrities.

She resides in Los Angeles with her mother and three sisters.

MIKA BOOREM (Hannah) is a promising young actress who was most recently seen in the popular *Dirty Dancing: Havana Nights*.

Mika is currently filming the independent feature *Smile* in China. Her other feature credits include the hit *Blue Crush*, *Riding in Cars with Boys*, *Hearts in Atlantis*, *Along Came a Spider*, *The Patriot*, *Things You Can Tell Just by Looking at Her*, and *Mighty Joe Young*. Mika made her big-screen debut in *The Education of Little Tree* and then appeared in *Jack Frost* with Michael Keaton. These two roles garnered her nominations for the Hollywood Reporter's Young Star Awards.

Mika has previously appeared on television in several episodes of the Fox hit series *Ally McBeal* as the young Ally. She also had a recurring role on CBS' *Touched by an Angel*, and appeared in their 100th golden episode with Celine Dion and Wynonna Judd. Producers of the WB's *Dawson's Creek* were so impressed with her

performance as Penny in *Blue Crush* that they created the disobedient character of Harley for her in the show. She has also appeared in *Providence*, *The Drew Carey Show*, *Sabrina, the Teenage Witch*, and *Chicago Hope*.

JANE LYNCH (Gabby) cut her theatrical teeth at The Second City, the Steppenwolf Theatre, and in many church basements all over the greater Chicagoland area.

Currently shooting *Lemony Snicket's A Series of Unfortunate Events* with Meryl Streep, Lynch recently completed filming *Surviving Eden* for director Greg Pritikin, *The Californians* opposite Noah Wyle, and Martin Scorsese's *The Aviator* playing Amelia Earhart. Her other film credits include Christopher Guest's *A Mighty Wind* and *Best In Show*, *Collateral Damage*, *What Planet Are You From?*, and *The Fugitive*.

On television, Lynch has been a series regular on ABC's medical dramedy *MD'S*, and had recurring roles on *Two and a Half Men*, *Arrested Development*, *According to Jim*, *Seventh Heaven*, *Felicity*, *Judging Amy* and *The West Wing*. She has guest starred on *Las Vegas*, *Monk*, *The Dead Zone*, *Boston Public*, *The X Files*, *Titus*, *Arli\$\$*, *The Division*, *Popular* and *The Gilmore Girls*.

Lynch's creation, "Oh Sister, My Sister!," which previously had nice runs at the Tamarind Theatre and Bang Theatre (garnering the *L.A. Weekly* Comedy Ensemble of the Year Award), was recently brought back to the Los Angeles theatre scene to great success; Lynch is looking forward to an East Coast run.

SAM HUNTINGTON (Ren) began his career on stage at age nine at the prestigious Peterborough Players in Peterborough, NH (the town where he was born), where he performed over three seasons in such roles as Jem in "To Kill a Mockingbird" opposite James Rebhorn. Over a ten month period spent in New York at age thirteen, he performed in commercials and three films, including Disney's *Jungle 2 Jungle*, starring opposite Tim Allen and Martin Short. Sam continued to attend high school in New Hampshire and submitted audition tapes from his home. Through one such tape he landed the starring role of Jam in *Detroit Rock City*. One semester into his freshman year at Hampshire College in Amherst, MA, Sam was cast to play a goofy Chris Klein spoof in *Not Another Teen Movie*. Sam stayed on then in Los Angeles, putting school "on hold" to focus on his acting.

In his next film, *Rolling Kansas*, Sam played Dinkadoo Murphy, a paraplegic with an attitude problem; the film premiered at Sundance in 2003 to outstanding reviews. Sam then played a young submarine crew-mate alongside William H. Macy in the WW2 drama *In Enemy Hands*. At this year's Sundance Festival, Sam starred in the comedy *Freshman Year* as a college freshman aided in his quest for Miss Right Now by John Goodman. He currently is playing the lead role in an independent film called *Molding Clay* for director William Katt.

SARA PAXTON (Staci) recently guest-starred on Fox's *Malcolm in the Middle* and NBC's *Will & Grace*. Her exciting career goes back to the age of six; since then she has garnered an impressive list of performances in commercials, television and on film.

In 2002, Paxton was a series regular on *Greetings from Tucson* for the WB.

Some of the films she has appeared in include, *Liar, Liar, Soldier, Music from Another Room*, and, more recently, *Haunted Lighthouse* with Leah Thompson, directed by Joe Dante.

Paxton's recent television credits include a starring role in the Disney Channel film *Hounded*, guest-starring roles on *CSI: Crime Scene Investigation* and *CSI: Miami*, *State of Grace*, *Lizzie McGuire*, and *Frasier*, as well as recurring roles on the cult Fox series *Action* and NBC's *Passions*.

In the past few years, Paxton has completed a few pilots; for Nickelodeon she completed *Amber*, *Amber* with Cindy Williams and Julia Duffy, and for the WB she was cast in *Generation Gap* as the granddaughter of legendary screen actress Debbie Reynolds. Most recently, she completed the pilot for the *Mr. Ed* remake, starring with Sherilynn Fenn and Sherman Helmsley.

Paxton was brought up in the San Fernando Valley and currently is attending El Camino High as a sophomore. She loves old movies, Lucille Ball, her dog Jenny, and enjoys playing flute.

BRIE LARSON (Liz) set her course to conquer Hollywood with a cameo role as one of the popular girls in *13 Going on 30*.

Proven to be a triple threat, it came as no surprise when Universal/Casablanca signed Larson to a record deal to be overseen by Tommy Mottola. Her first single (which she wrote) is set to be released this summer. She is already on the concert

circuit and recently performed in Florida, sponsored by *Seventeen* magazine and JC Penney.

On the small screen, Larson starred in the Disney Channel's movie-of-the-week *Right on Track*, the true life story of two sisters who were drag race car driver champions. Brie also starred as Bob Saget's daughter 'Emily' in the WB's *Raising Dad* and co-starred on *Popular*, *Touched by an Angel*, and *Then Came You*, among many others.

Brie continues to work at writing music, playing the guitar, auditioning, looking after her many animals, and just having fun.

SCOUT TAYLOR-COMPTON (Farrah), at 15-years-old, is making her way to the top with dozens of credits. Scout recently completed a co-lead role in Jennifer Garner's *13 Going on 30*.

Beginning to act when she was nine, Scout's acting debut was in the AFI film *A.W.O.L.* starring David Morse. Since then Scout has been in six independent films, fifteen student films, three music videos and a variety of television shows. In her first series pilot, Lifetime Television's *Class Actions*, Scout plays the daughter of Diane Verona. Her television credits include recurring roles on *The Guardian* and *Gilmore Girls*, and many appearances on *The Division*, *Lyon's Den*, *ER*, *Charmed*, and *Ally McBeal*, and several stints on *The Tonight Show*.

A home schooled ninth grader with a 4.0 grade point average, Scout is currently preparing her first music CD while also participating in charity projects for disabled and disadvantaged children as a Celebrity Youth Member of Kids with a Cause.

Her hobbies and interests are writing poetry and songs, world cultures and oceanography, softball, volleyball and enjoying her twin cats. Scout soon hopes to acquire a monkey, a couple of crabs and a Chihuahua.

KALLIE FLYNN CHILDRESS (Yancy) began her acting career in theater at the age of 4 when her mother appeared in a play and no baby sitter was available. She was a natural. In the intervening twelve years she starred in the title role in the Chicago Metropolitan production of "Annie" and was cast by "Annie" author/director Martin Charnin as Tessie in the national tour of that same show. While continuing her school studies in Chicago, Kallie sustained a modeling and acting career that

included choice roles in commercials and on such series as *Judging Amy* and *Las Vegas*, and in the upcoming film *Target*.

Kallie received the “Actress of the Year” award at the IMTA national talent competition in Los Angeles and was chosen in a nationwide talent search to co-star in *Sleepover*.

SEAN FARIS (Steve) is quickly becoming one of the young actors to watch in Hollywood, with numerous film and television roles under his belt.

A Texas native, Sean moved to Ohio at twelve and on to Los Angeles at eighteen, where he won parts on such television series as *Smallville*, *One Tree Hill*, and *Boston Public*, as well as in feature films such as *Pearl Harbor*, *Twisted* and *The Brotherhood II: Young Warlocks*.

Faris recently completed production on ABC’s pilot *Doing It*. Based on British author Melvin Burgess’ controversial young-adult novel, *Doing It* centers on the sexual antics of three 16-year-old Seattle boys: Dino (Faris), Jonathan and Ben. Faris’ co-stars include Chris Lowell, Jon Foster and Kelly Osbourne. *Doing It* is written and directed by Gabe Sachs and Jeff Judah, whose credits include the high school drama *Freaks and Geeks* and the NBC comedy *Just Shoot Me*.

STEVE CARELL (Sherman), who is well-known for his contributions as a correspondent on the Emmy Award winning *The Daily Show*, is also recognized for his performance as Evan Baxter in the hit *Bruce Almighty*.

Carell recently completed two back-to-back feature films: *Anchorman* with Will Ferrell and the untitled Wood Allen movie which will be released in the fall.

Interwoven in the making of these films were two series – *Watching Ellie* and *Come to Papa*. Carell recently piloted the Americanized adaptation of the acclaimed British sitcom *The Office* as lead character Michael Scott.

On the development/writing front, Universal Pictures just snapped up an original idea by Carell to be written by Carell and Judd Apatow. The film is a middle-aged coming-of-age story.

As a veteran of the Second City Theater group in Chicago, Carell was twice nominated for a Joseph Jefferson award. He first got the acting bug at age six in his first grade Thanksgiving play, “The Roar of the Greasepaint...the Smell of the

Turkey!” After graduating from Denison University in Ohio, Carell contemplated a career as an attorney, and then quickly chose a career as an actor.

Born in Concord, Massachusetts, and raised in nearby Acton, Carell now splits his time between Los Angeles and his home in New Jersey. He is married to actress Nance Walls, whom he met while at Second City and who also frequently appears on *The Daily Show*. He is the proud father of two-year old Annie.

JEFF GARLIN (Jay) has a multi-faceted comedic talent that encompasses writing, producing, directing, acting and performing stand-up comedy. His career started at Second City in his hometown of Chicago. Influenced by the comedians of his childhood (such as Richard Pryor, Woody Allen and Shelley Berman), Garlin enjoys telling stories, exploring his personal foibles and exposing his innermost thoughts for all to hear.

Garlin co-stars in and executive produces the critically acclaimed HBO series *Curb Your Enthusiasm*. The unique comedy, which is one of the rare television shows to become part of the national zeitgeist, stars *Seinfeld* creator Larry David, with Garlin portraying his loyal manager. The series won a Golden Globe for Best Comedy, The Danny Thomas Producer of the Year Award from the Producers Guild of America, and the AFI comedy series of the year award. Previously Garlin was a series regular for three seasons on *Mad About You* in the role of Marvin. He also had his own self-titled half hour special on HBO.

Born and raised in Chicago and then South Florida, Garlin studied filmmaking and began performing stand-up comedy while at the University of Miami. He has toured the country as a stand-up comedian, is an alumnus of Chicago’s Second City Theatre, and has written and starred in three critically acclaimed solo shows: “I Want Someone to Eat Cheese With,” “Uncomplicated,” and “Concentrated.” As a director, he has directed *Curb Your Enthusiasm* and both Jon Stewart (*Unleavened*) and Denis Leary (*Lock-n-Load*) in their HBO specials.

Garlin was most recently seen on the big screen opposite Eddie Murphy in the comedy *Daddy Day Care*.

Garlin lives with his family in Los Angeles. His hobbies include eating puddin’ and taking naps.

ABOUT THE FILMMAKERS

JOE NUSSBAUM (Director), a native of Rochester, New York, graduated from USC film school in 1996. After writing and producing movie trailers, Nussbaum directed and co-wrote the short film *George Lucas in Love*. The short became a phenomenon on the internet, with millions watching it online. The seven-minute film also played in and won awards at numerous film festivals around the world. With its web fan base and international media attention, *George Lucas in Love* went on sale to the public; with over 75,000 copies sold on video and DVD to date, it is seen as the most successful short film of all time.

Nussbaum parlayed the success of his short film into a commercial directing career, helming over thirty TV spots for a variety of North American companies, and receiving accolades from *Boards* magazine as an up-and-coming commercial director. After developing feature film projects at a number of major studios, *Sleepover* is Nussbaum's feature directorial debut.

ELISA BELL (Screenwriter) was born and raised behind the Orange Curtain (Orange County, that is). She attended the USC Film School, where she won the Dean's Award for her mystery novel *Try, Try Again*. After graduating with a BFA in screenwriting, she landed the job of assistant story editor at Tri Star Pictures. Since that time she has authored several features, such as *Vegas Vacation*, *Thirty Wishes*, and the sold spec *Your Life is Now*. She has also sold seven television pilots and authored six movies of the week, including NBC's *Behind the Camera: Three's Company*.

In addition to writing *Sleepover*, Bell's romantic comedy *Little Black Book* is also due out in 2004, starring Brittany Murphy, Holly Hunter, and Kathy Bates.

Bell is currently writing a variety of features, including *Honey West* for Miramax, *Dirty Little Secret* at Paramount, and a thriller for Universal. In her spare time, Bell is chairperson of the Nap Society; she also serves as a jungle gum for her son, amuses her husband with her magic tricks and believes in solving problems with a pie.

CHARLES WEINSTOCK (Producer), before becoming a producer, was a public-interest lawyer in New York. Among his producing credits are *Joe Gould's*

Secret and *Where the Money Is*. He lives in Los Angeles with his wife and two young children, who are grateful that he has finally made a film they can see.

BOB COOPER (Producer) formed Landscape Entertainment in March 2003 after two decades of experience in top entertainment posts at DreamWorks Pictures, TriStar Pictures and HBO.

Landscape Entertainment, based in Beverly Hills, is a multi-faceted film and television production company which creates, develops and produces event programming and high-quality entertainment content for distribution across all media platforms, including theatrical, network and cable television.

Landscape has a first look deal with New Line Cinema to produce feature material. The company is developing *The Hypnotist* and *92 Minutes* at Revolution, as well as the New Line comedies *Man in Uniform*, *Barrie and Stan Go Wild*, *The Salesman*, *I Know That You Know That I Know*, *Lowest Common Denominator*, *Mr. Woodcock*, *Leisureworld*, and *Testify*. Landscape is also in development on *Au Pair*, a thriller for Paramount, as well as *John Tucker* for Fox.

In television, Landscape has a number of projects in development and recently entered into a pilot commitment deal with NBC to develop and produce comedy and drama material for series. The first pilot, a medical mystery, was just green-lit. Cooper will also continue to produce long-form projects and recently entered into a deal with 20th Century Fox Television for development and production of movies.

From 1997-99, Cooper was head of production for DreamWorks, responsible for overseeing theatrical motion picture development and production of the studio's feature film slate. His first picture for DreamWorks was *American Beauty*, which won five Academy Awards® (including Best Picture) and three Golden Globe Awards. His second film was *Galaxy Quest*. Before he began his tenure at DreamWorks, Cooper also co-produced *Amistad*.

Prior to joining DreamWorks, Cooper was president of TriStar Pictures, where he oversaw the production of *My Best Friend's Wedding*, *As Good As It Gets*, *The Mask of Zorro*, *Step Mom*, and *Godzilla*. While at TriStar, he played an important role in the marketing of the 1996 Academy® nominee *Jerry Maguire*, which was the only studio film nominated for Best Picture that year.

Prior to joining TriStar, Cooper was president of HBO Pictures for eight years, turning the nascent cable network into a major force. Movies on Cooper's slate

during his tenure at HBO won Best Picture Emmy and Golden Globe Awards five years in a row, an unprecedented record. Among the award winning and high-profile films were *Barbarians at the Gate*, *And the Band Played On*, *The Josephine Baker Story*, *The Positively True Adventure of the Alleged Texas Cheerleader-Murdering Mom*, *The Burning Season*, and *Citizen X*.

Preceding HBO, Cooper founded Citadel, a Canadian-based development and production company, and in 1993 produced the first ever made-for-HBO/Cable movie, *The Terry Fox Story*. Cooper also produced the highly acclaimed and award-winning film *Murderers Among Us: The Simon Weisenthal Story*.

JAMES L. CARTER (Director of Photography) recently finished shooting the feature *Ladder 49*, and he photographed *The Shape of Things*, *Tuck Everlasting*, *ZigZag*, *My Dog Skip*, *Phoenix*, *Gunfighter's Moon*, *Destiny Turns on the Radio*, and *One False Move*.

Carter's television and cable credits include *Family Law*, *Payback*, *Ruby Jean and Joe*, *Grand Avenue*, *Convict Cowboy*, and *A Message from Holly*. In 1989, Carter won the Emmy Award for Best Cinematography – Daytime for *Torn Between Two Fathers*, and in 1998 he was nominated for an A.S.C. Award for Best Cinematography - Television Series for his work on *Michael Hayes*.

STEPHEN McCABE (Production Designer), who was born in Britain, started his design career with the inaugural production for the Royal Exchange Theater Company in Manchester England (1976). In 1980, McCabe acted as art director for his first film production, *My Dinner with Andre*, for director Louis Malle.

As production designer, McCabe worked with radical director Paul Morrissey on his feature films *Mixed Blood* and *Spike of Bensonhurst*. He designed the movies *Bodies Rest and Motion* with Bridget Fonda and Tim Roth, and worked with Christian Slater and Mary Stuart Masterson in the romantic *Bed of Roses*. He met Audrey Wells, the writer and director, and designed her production of *Guinevere*. His production design for *A Rumor of Angels*, shot in Nova Scotia, starred Vanessa Redgrave and was directed by Peter O'Fallon. He worked with Adam Sandler and director Steve Brill on *Mr. Deeds*, and he again joined Audrey Wells in Italy last year to do the production design for *Under the Tuscan Sun*.

CRAIG P. HERRING (Editor) has previously edited numerous films such as *Groundhog Day*, *Analyze This*, *Doctor Doolittle 2*, and Jackie Chan's *The Tuxedo*. Herring began his career as an assistant to legendary producer/director Stanley Kramer before making his move to the editing room where he worked with his father, three-time Oscar® nominee Pembroke Herring. Together they worked on Sydney Pollack's *Out of Africa*, Ivan Reitman's *Legal Eagles*, Amy Heckerling's *European Vacation*, and Colin Higgins' *9 to 5*. Through his career, Herring has worked on over thirty feature films and collaborated with nine other Academy Award® winning or nominated editors.

PAMELA WITHERS CHILTON (Costume Designer), a native Texan, got her start as a wardrobe PA when *Born on the Fourth of July* came to shoot in Dallas. She made her way up the ranks on such movies as *Liar, Liar*, *The Big Lebowski* and *There's Something About Mary*.

Chilton's credits as a designer include *The Wedding Planner*, *Me, Myself and Irene*, *Shallow Hal*, *Bringing Down the House*, and *Kicking and Screaming*.

ELLIOT LURIE (Music Supervisor) began his career in entertainment in 1972 when, as a member of the band Looking Glass, he wrote, produced and sang the million selling #1 record *Brandy*.

Through the 70's Lurie continued to record, both with the group and under his own name, for Epic and Arista Records. He also was a staff songwriter for Chappell Music and Screen Gems Music.

In the early 1980's Lurie wrote and produced music for advertising and industrials in New York City. Clients included IBM, WABC-TV and Manhattan Cable TV.

In 1984 he relocated to Los Angeles and partnered with Becky Shargo-Mancuso in Magstripe Music, one of Hollywood's original music supervision companies.

In 1985 Lurie became head of the Twentieth Century Fox music department. He remained at Fox until 1995, rising to executive VP Music for Fox Inc., with responsibility for all aspects of music of Twentieth Century Fox Films and Twentieth Television Productions including creative, business affairs and marketing. In addition to his hands-on involvement with the productions, he oversaw the establishment of

Fox's Music Publishing companies and consulted to the Fox Broadcasting Co. and Fox Sports.

Lurie is currently an independent consultant to Film & TV producers and Record Companies in connection with music for motion pictures, soundtrack albums and music for television. Numbered among his clients are most of the major producers of film and television including Paramount Pictures, Miramax, Sony Pictures Entertainment, Paramount Network Television, Walt Disney Television, Viacom Productions and others. In addition to this, he was the music supervisor for the popular television series *Lizzie McGuire* as well as *The Lizzie McGuire Movie*.

Lurie is a member of ASCAP, AMPAS and NARAS.

DEBORAH LURIE (Music) is quickly establishing herself as a fresh and powerful new voice in contemporary film music. Lurie got her start arranging and producing for bands such as Cold, Hoobastank, Adema, Gabriel Mann and Caleb Kane. Deborah was also the music director for the popular shows "The Pussycat Dolls" and "bare," for which she won a Los Angeles Drama Critics Circle Award, among others.

One of Lurie's first efforts in film was the acclaimed and wildly popular short *George Lucas in Love*. Lurie has contributed music to a number of film and TV shows, including *Bubble Boy*, *A View From the Top* and *My Baby's Daddy*. Lurie recently completed the scores for *My Name is Modesty*, directed by Scott Spiegel, and *Whirlygirl*, directed by Jim Wilson.

Deborah's next project is *Imaginary Heroes*, starring Sigourney Weaver and directed by Dan Harris.

JEREMIAH SAMUELS (Executive Producer) most recently served as the co-producer and unit production manager on the critically acclaimed, award-winning drama *House of Sand and Fog*, starring Academy Award® winners Ben Kingsley and Jennifer Connelly; the film garnered three Academy Award® nominations for Best Actor, Best Supporting Actress and Best Music. In addition, he was the unit production manager on *View from the Top*, starring Gwyneth Paltrow and Mike Myers, as well as the executive producer and unit production manager Roger Avary's controversial *The Rules of Attraction*.

His other feature production credits include the posts of producer and unit production manager on *Love Jones*, which won the Audience Award at the Sundance Film Festival; co-producer and unit production manager on *The Wash*, starring Snoop Dogg, Dr. Dre and Eminem; production supervisor on Danny DeVito's *Matilda*; and production manager on Walter Hill's *Last Man Standing*.

For the small screen, Samuels was a co-producer on the Showtime presentation of Jason Miller's Pulitzer Prize-winning play *That Championship Season*, directed by Paul Sorvino. His other television credits include the MTV series *Undressed*.



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MIKA BOOREM

JANE LYNCH

SAM HUNTINGTON

SARA PAXTON

DOUGLAS SMITH

BRIE LARSON

SCOUT TAYLOR-COMPTON

KATIJA PEVEC

with STEVE CARELL

and JEFF GARLIN

Casting by
MARY GAIL ARTZ and
BARBARA COHEN

Executive Producer
JEREMIAH SAMUELS

Co-Producer
KAREN LUNDER

Music by
DEBORAH LURIE

Music Supervisor
ELLIOT LURIE

Costumes Designed by
PAMELA WITHERS CHILTON

Edited by
CRAIG P. HERRING

Production Designer
STEPHEN MCCABE

Director of Photography
JAMES L. CARTER, ASC

Produced by
CHARLES WEINSTOCK
BOB COOPER

Written by
ELISA BELL

Directed by
JOE NUSSBAUM

Unit Production Manager Jeremiah Samuels
First Assistant Director James Giovannetti, Jr.
Second Assistant Director Trey Batchelor

CAST

Julie Alexa Vega
Hannah Mika Boorem
Gabby Jane Lynch
Ren Sam Huntington
Staci Sara Paxton
Liz Brie Larson
Farrah Scout Taylor-Compton
Gregg Douglas Smith
Molly Katija Pevec
Sherman Steve Carell
Jay Jeff Garlin
Yancy Kallie Flynn Childress
Jenna Eileen Boylan
Russell Evan Peters
Lance Hunter Parrish
Miles Shane Hunter
Steve Sean Faris
Peter Ryan Slattery
Todd Thad Luckinbill
Bouncer Brett Wagner
DJ at Club John "Scoot" McNairy
Mr. Corrado Johnny Sneed
Girl at Dance Courtnee Draper
Attractive Woman Ursula Whittaker
Bartender Brooklyn L. McLinn
Mr. Chilton Timothy Dowling
Linda Alice Greczyn
Scarf Woman Colleen Wainwright
Ticket Girl Summer Glau
Skater Dude Max Van Ville
Girl on Phone Mageina Tovah
Gabby's Friend Alison Martin

Allister
Mike Leverence
Kyle Lewis
Scott Murphy
Tim Rogner

Stunt Coordinator Charlie Croughwell
Assistant Stunt Coordinator Scott Sproule
Stunt Players Mika Saito
Allison Caetano
Amy Caron
Jeri Habberstad
Sean Graham
Stacy Lowery
Connie Parco
Heidi Pascoe
Dina Margolin
Tien Nguyen
Brian Sumner
Supervising Sound Editor Jerry Ross

Re-Recording Sound Mixers	Rick Ash Adam Jenkins
Additional Re-Recording Mixer	Jeremy Peirson
Choreographer	Mika Saito
Art Director	Drew Boughton
Set Decorator	Teresa Visinare
Assistant Art Director	Nithya Shrinivasan
Camera Operator	Marty Layton
First Assistant Camera	Steve Hurson
Second Assistant Camera	Bradley V. Richard
Loaders	Lisa Bonaccorso David Seekins
Still Photographer	Dale Robinette
Video Assist	Chuck Weiss
Production Supervisor	Gina Fortunato
Script Supervisor	Scott Peterson
Production Coordinator	Sara Scarritt
Accountant	Howard Young
Chief Lighting Technician	Newton TerMeer
Assistant Lighting Technician	Ron Wisnesky
Key Grip	Anthony T. Marra II
Second Company Grip	Michael J. Fahey
Dolly Grip	Wayne Stroud
Location Manager	David Thornsberry
Assistant Location Manager	Tyler M. Elliott
2nd Second Assistant Director	Susie Balaban
Associate Editor	Ceci Hyoun
Editorial Production Assistant	Melissa McCaffery
FX Editors	Jeremy Peirson Greg ten Bosch
Assistant Editor	Ron Vignone
Dialogue Editor	James Morioka
ADR Editor	George Berndt
Foley Editor	Allen Hartz
FX Recordist	Patricio Libenson
Recordists	Chris Navarro Chris Fitzgerald Ryan Murphy
Foley Artists	Pamela Nedd Kahn Vincent Guisetti
Foley Mixer/Recordist	Kyle Rochlin
ADR Mixer	Bob Baron
ADR Recordist	Dave McDonald
Mixers	Eric Thompson Greg Steele
Mixer/Recordist	Brian Smith
ADR Voice Casting by	Caitlin McKenna
Production Sound Mixer	Felipe Borrero
Boom Operator	Colin Jones
Cable	Jeremy Brill
Music Consultant	Julianne Jordan

Music Editor	Shannon Erbe
Music Scoring Mixer	Casey Stone
Additional Mixing	Ray Pyle
Orchestrations	Jon Kull
	Harvey Cohen
Conductor	Joey Newman
Music Production Engineer	Kevin McKeever
Orchestra Contractor	David Low
Costume Supervisor / Key Costumer	Donna Marcione Pollack
Costumer	Jennifer Dozier
Key Make-up	Felicity Bowring
Make-up	Carol Strong
Key Hair Stylist	Frances Mathias
Hair Stylist	Sharisse Fine
Property Master	Peter Bankins
Assistant Property Master	Stuart Rankine
Art Department Coordinator	Cheree Welsh
Storyboard Artists	Marc Vena
	David Lowery
Lead Man	Scott Bailey
Set Dresser	Troy Peters
Construction Coordinator	Douglas A. Womack
Construction Foreman	Cliff Carothers
Paint Supervisor	Ronald W. Ashmore
Paint Foreman	Bruce R. Brewer
Standby Painter	Sean Lyons
Greens Person	Laz Samarzich
Lead Set Designer	Lynn Christopher
Special Effects Coordinator	Ron Bolanowski
Special Effects Foreman	Michael Duenas
Transportation Coordinator	Jim Thornsberry
Transportation Captain	Manny Demello
Unit Publicist	David Linck
Assistant Production Coordinator	Tom Carson
Assistant Accountants	Michael Roccuzzo
	Sandra L. Dixon
Payroll Accountant	Aaron Walrod
Post Production Accountant	Victor Valencia
Assistant to Mr. Nussbaum	Alicia Emmrich
Assistant to Mr. Weinstock	Elizabeth Stoops
Assistant to Mr. Cooper	David Quinalty
Assistant to Mr. Samuels	Tien Nguyen
Key Set Production Assistant	Lisa Mantoux
Production Assistants	Keith Popely
	Adam Wilkins
	Arash Esfandi
	Carlos Rodrigo Arias
	Joseph Saroufim
Casting Associate	Lynda Halligan

Extras Casting Rich King Casting
Catering Mario's Catering
Craft Service Curt Ayers
Animal Trainer Brian Turi
First Aid Anthony Woods
Security Showbiz Security
Research Consultant Andrew Trosmans



Film & TV Unit

A Program of  American Humane.

American Humane Association monitored the animal action.
No animal was harmed in the making of this film. (AHA 00571)

THE PRODUCERS WISH TO THANK:

Sarah Blakley-Cartwright
Taz Goldstein
Joseph Levy
Bombay Kids
Old Navy

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Soundtrack available on

BUENA VISTA

R E C O R D S

SONGS

- "Stuck"
Written by J. Hamada, S. Murphy, T. Rogner, D. Rossi
Performed by Allister
Courtesy of Drive Thru Records
- "Way Away"
Written by Ben Harper, Ryan Key, Sean Mackin, Longineu
Parsons
Performed by Yellowcard
Courtesy of Capitol Records
Under License from EMI Film & Television Music
- "Sha La La (Wake Up Next 2 U)"
Written by Jill Cunniff, Sam Hollander, Dave Schommer
Performed by Cooler Kids
Courtesy of DreamWorks Records
Under License from Universal Music Enterprises
- "Imaginary Superstar"
Written by James Robertson, Skye Sweetnam
Performed by Skye Sweetnam
Courtesy of Capitol Records
Under License from EMI Film & Television Music
- "Come And Get It"
Written and Performed by Michael Kisur
Courtesy of Heavy Hitters
- "Love Is Pouring Down"
Written and Performed by Malik M. Williams
Courtesy of Heavy Hitters
- "I Wanna Make You Yell"
Written by Joe Faraci, Hans Gutknecht, Robert Kennedy
Performed by Sucker Pump
Courtesy of Kid Gloves Music
Under License from Kid Gloves Music
- "Wannabe"
Written by Victoria Beckham, Melanie Brown, Emma Bunton,
Melanie Chisholm, Geraldine Halliwell, Matthew Rowbottom,
Richard Stannard
Performed by Spice Girls
Courtesy of Virgin Records
Under License from EMI Film & Television Music
- "Next Big Me"
Written by Christian Ballard, Natalia Keery-Fisher, Andrew
Murray
Performed by Verbalicious
Courtesy of Adventures Music Ltd. 2004
By Arrangement with Zync Music
- "Born To Be Wild"
Written by Mars Bonfire
Performed by Steppenwolf
Courtesy of MCA Records
Under License from Universal Music Enterprises
- "Havin' Fun"
Written by Melvin Veach
Performed by Planet Melvin
- "Freeze Frame"
Written by Seth Justman, Peter Wolf
Performed by Jump 5
Produced by Mark Hammond
Jump 5 appears courtesy of Sparrow Records
- "Hole In The Head"
Written by K. Buchanan, M. Buena, N. Coler,
- "No Parking (On The Dance Floor)"
Written by Vincent Calloway, Bobby Lovelace, William
Simmons
Performed by Midnight Star
Courtesy of Solar Records
Under License from Solar Records
- "Heaven Is A Place On Earth"
Written by Richard Nowels, Ellen Shipley
Performed by Becky Baeling
Courtesy of Universal Records
Under License from Universal Music Enterprises
- "Ladies"
Written by Vincent Alfieri, Sarai Howard,
Ali Theodore, Marquise Williams
Performed by Sarai
Courtesy of Epic Records
By arrangement with Sony Music Licensing
- "That's What Girls Do"
Written by Nina Ossoff, Richie Supa
Performed by No Secrets
Courtesy of Jive Records
Under License from BMG Film & Television Music
- "Flypaper"
Written by S. Murphy, T. Rogner, J. Hamada, D. Rossi
Performed by Allister
Courtesy of Drive Thru Records
- "Waiting For You"
Written by T. Rogner, S. Murphy,
J. Hamada, D. Rossi
Performed by Allister
Courtesy of Drive Thru Records
- "Radio Player"
Written by T. Rogner, S. Murphy,
J. Hamada, D. Rossi
Performed by Allister
Courtesy of Drive Thru Records
- "We Close Our Eyes"
Written by Danny Elfman
Performed by Allister
Produced by Chris Fudurich
Allister Appears Courtesy of Drive Thru Records
- "Remember"
Written by Deborah Lurie and Gabriel Mann
Performed by Allister
Produced by Chris Fudurich
Allister Appears Courtesy of Drive Thru Records
- "Everybody Have Fun Tonight"
Written by Nick Feldman, Jack Hues, Peter Wolf
Performed by Wang Chung
Courtesy of Geffen Records
Under License from Universal Music Enterprises
- "I Want Everything"
Written by Antonina Armato and Tim James
Performed by Hope 7
Hope 7 appears courtesy of Armato Records
- "Remember"
Written and Produced by Deborah Lurie and Gabriel Mann
Performed by Gabriel Mann

M. Cooper, B. Higgins, T. Powell, H. Range, N. Scarlett
Performed by Sugababes
Courtesy of Universal-Island Records Ltd.
Under License from Universal Music Enterprises

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Title House Digital
VFX Producer Josh Comen
Digital Compositors Francis Puthanangadi
Mike Adkisson

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LaserPacific

High Definition Color Correction John Potter
High Definition Editorial Services Valance Eisleben
Brian Pete
High Definition Coordinators Nancy Fuller
Jesse Kobayashi
Digital Motion Picture Services Terry Brown
Stacy Underhill
Troy Nicholas

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Optical Sound Negative by N.T. Audio
Negative Cutter Gary Burritt
Color Timer Harry Muller
Assistant Color Timer George Chavez
Dolby Sound Consultant Bryan Pennington

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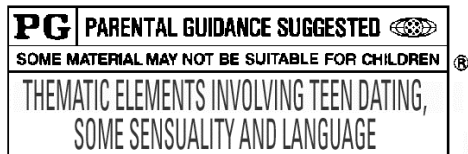
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