



FOX SEARCHLIGHT PICTURES and INDIAN PAINTBRUSH
Present

A RHODE ISLAND AVE. Production

ME AND EARL AND THE DYING GIRL

THOMAS MANN
OLIVIA COOKE
RJ CYLER
with NICK OFFERMAN
with MOLLY SHANNON
with JON BERNTHAL
and CONNIE BRITTON
MATT BENNETT
KATHERINE HUGHES
MASAM HOLDEN
BOBB'E J. THOMPSON

DIRECTED BY ALFONSO GOMEZ-REJON
SCREENPLAY BY JESSE ANDREWS
BASED ON THE NOVEL BY JESSE ANDREWS
PRODUCED BY STEVEN RALES
..... DAN FOGELMAN
..... JEREMY DAWSON
EXECUTIVE PRODUCER NORA SKINNER
CO-PRODUCERS MICHAEL SLEDD
..... JEFF SOMMERVILLE
DIRECTOR OF PHOTOGRAPHY CHUNG-HOON CHUNG
PRODUCTION DESIGNER GERALD SULLIVAN
EDITED BY DAVID TRACHTENBERG
COSTUME DESIGNER JENNIFER EVE
WITH ORIGINAL MUSIC BY BRIAN ENO
FEATURING MUSIC BY NICO MUHLY
MUSIC SUPERVISOR RANDALL POSTER
GAINES/JACKSON ANIMATION BY NATHAN O. MARSH &
..... EDWARD BURSCH
CASTING BY ANGELA DEMO, CSA

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ME AND EARL AND THE DYING GIRL

Winner of the Grand Jury Prize and the Audience Award at the 2015 Sundance Film Festival, ME AND EARL AND THE DYING GIRL is the uniquely funny, moving story of Greg (Thomas Mann), a high school senior who is trying to blend in anonymously, avoiding deeper relationships as a survival strategy for navigating the social minefield that is teenage life. He even describes his constant companion Earl (RJ Cyler), with whom he makes short film parodies of classic movies, as more of a 'co-worker' than a best friend. But when Greg's mom (Connie Britton) insists he spend time with Rachel (Olivia Cooke) – a girl in his class who has just been diagnosed with cancer - he slowly discovers how worthwhile the true bonds of friendship can be.

Fox Searchlight Pictures and Indian Paintbrush present, a Rhode Island Ave. Production, ME AND EARL AND THE DYING GIRL, directed by Alfonso Gomez-Rejon ("American Horror Story"), screenplay by Jesse Andrews, based on his best-selling young-adult novel of the same name and starring Thomas Mann, (PROJECT X, HANSEL AND GRETEL: WITCH HUNTERS), Olivia Cooke ("Bates Motel," OUIJA), RJ Cyler with Nick Offerman ("Parks and Recreation," 22 JUMP STREET), Molly Shannon ("SNL," SCARY MOVIE 4 & 5), Jon Bernthal (THE WOLF OF WALL STREET, "The Walking Dead") and Connie Britton ("Nashville," "Friday Night Lights"). The film is produced by Steven Rales (THE GRAND BUDAPEST HOTEL, MOONRISE KINGDOM), Dan Fogelman (LAST VEGAS, CRAZY, STUPID, LOVE) and Jeremy Dawson (THE GRAND BUDAPEST HOTEL, MOONRISE KINGDOM) with executive producer Nora Skinner (EXTREMELY LOUD & INCREDIBLY CLOSE) and co-producers Michael Sledd (DALLAS BUYERS CLUB) and Jeff Sommerville (25TH HOUR). The creative team includes director of photography Chung-hoon Chung (OLDBOY, STOKER), production designer Gerald Sullivan (ROSEWATER, THE END OF THE TOUR), editor David Trachtenberg (CASA DE MI PADRE, THE SPOILS OF BABYLON), costume designer Jennifer Eve ("American Horror Story," "Red Band Society"), with original music by Brian Eno (THE LOVELY BONES), featuring music by Nico Muhly (KILL YOUR DARLINGS). The music supervisor is Randall Poster (THE GRAND BUDAPEST HOTEL, BOYHOOD).

THIS IS THE PART WHERE WE MAKE A MOVIE

In 2013, Jesse Andrews' thought-provoking and moving young-adult novel Me and Earl and the Dying Girl took readers by surprise with a truly contemporary coming-of-age story, packed with smart original dialogue and fully realized teen characters. Now director Alfonso Gomez-Rejon has perfectly captured the book's offbeat humor, rare sensitivity and unique worldview in a feature film that chronicles a young man's journey into adulthood as he learns what it means to be truly selfless. Winner of the Grand Jury Prize and the Audience Award at the 2015 Sundance Film Festival, the innovative film also includes sly nods to legendary movies and tracks by the incomparable Brian Eno, including several previously unheard of compositions.

Although ME AND EARL AND THE DYING GIRL is only the director's second feature film, Gomez-Rejon brings an impressive pedigree to the project. "He's wonderfully ambitious, which made him the perfect person to tell Greg Gaines' story, because Greg has wild and grand ambitions of his own. Alfonso doesn't always do things the easy way, but he has a thumbprint that's different from anyone else's," says Nora Skinner, executive vice president of Indian Paintbrush and executive producer of ME AND EARL AND THE DYING GIRL.

Gomez-Rejon, who had directed episodes of hit series "Glee" and "American Horror Story" and the horror re-boot THE TOWN THAT DREADED SUNDOWN, says he wanted his next project to be something more personal. He found that in ME AND EARL AND THE DYING GIRL.

"The script was funny in an unusual and unpredictable way, as well as refreshingly honest," says Gomez-Rejon. "At first, it reminded me of the wonderful John Hughes movies I grew up on, but then it very gently took an unexpected turn and became so much more than just a comedy. I had just lost my father and I felt that if I could make this film, it would be a way for me to express my own personal losses and transform them through humor."

Greg, the film's hapless hero, aspires to be a filmmaker himself—although Andrews says there were no such ambitions when he wrote the book. "I wanted to write a novel about teenagers that was funny, but also had some real seriousness to it," he says. "I was hoping to create something that would defy attempts to make a clean, easy narrative."

When the book became a critical sensation, Andrews' agent, Anna DeRoy, approached Dan Fogelman, writer of such films as CRAZY, STUPID, LOVE and TANGLED, to see if he would be interested in adapting it for the screen. Instead, Fogelman came back with an intriguing offer for Andrews.

“When I read the book, I realized that I’d never heard this voice before,” says Fogelman, who eventually became a producer on the project. “It’s young and self-aware and engaged and so touching. My instinct was that Jesse should write the script and I would help him do it. He just needed to understand how the form works. When we started, he didn’t even know how to write ‘EXT’ or ‘INT’ on a screenplay, but he did a remarkable job. It evolved from this little novel into a film that got a standing ovation at the Sundance Film Festival.”

“Dan is an incredible teacher, a really great artist and a great craftsman who thought I should write the script and offered to mentor me through it,” says Andrews. “He really took me under his wing because he really cared about this project.”

The producing team at Indian Paintbrush, the company behind such auteur-driven prestige films including 2015 Best Picture Oscar®-nominee *THE GRAND BUDAPEST HOTEL*, *YOUNG ADULT* and *JEFF, WHO LIVES AT HOME*, was impressed by the finished script. “Jesse has fresh and original writing style,” says Steven Rales, the company’s founder and a producer on the film. “We responded to the sense of honesty and humility he instilled in this story. He did a great job of capturing the cacophony of emotions that most of us feel as we move through high school.”

“We are always looking for work that is unique,” adds Skinner. “We like stories that will resonate and endure. Jesse has such an amazing, singular voice and this is a coming-of-age story unlike anything I’ve ever encountered: funny, dramatic, moving and really truthful. We knew it would attract a filmmaker who wanted to make a visually compelling movie that would stay with people.”

In fact, a number of established film directors threw their hats in the ring, as did Gomez-Rejon, who was best known at the time for his television work. Co-producer Jeff Somerville, an executive at Indian Paintbrush and Gomez-Rejon’s college roommate, advised his old friend and colleague to create a visual presentation that would set him apart from the crowd. “The script clearly struck a chord with Alfonso on many levels,” he says. “He recognized that the relationship between Greg and Rachel was the heart and soul of the film.”

To show his strong interest in the material, Gomez-Rejon put together a mood reel that provided the producers with a visual road map for his ideas. “It was a montage that loosely followed the structure of the screenplay,” he explains. “I used music and images to convey how I saw the film and what it meant to me. It was loaded with references to movies and music I love, but in a seamless way. I presented it at every pitch meeting.”

According to Somerville, the short film “spoke volumes about the human, timeless, funny and sad story we all hoped to tell. It also demonstrated that he could handle the visual

flourishes of the material in a way that wouldn't interfere with the character's journeys."

"Alfonso's ideas were extremely inventive and original," agrees Rales. "He has a keen sense of music and a deep historical perspective on film in general. Just talking with him, I got excited to see how he would pull the material together."

Producer Jeremy Dawson was also impressed by Gomez-Rejon's insightful take on the subject matter, as well as the calm and confident way he expressed himself. "Alfonso is an amazing director with a very specific style that makes everything look more expensive and bigger than it is," he says. "Self-assured and gentle in the way he works, Alfonso's love of cinema is contagious and shares it with everyone from the actors to the production assistants."

"He is a film scholar as well as a film fan," the producer adds. "He knows more about movies than the rest of us. He always had a plan, but once we got on set he continued to shape his ideas. He really likes to keep things organic and intuitive. It's a delicate balance. I think of him almost like a sculptor."

While some of the details of the story come from Andrews' own experience, the writer says it is most certainly not autobiographical. "You might say I was kind of Greg-like in high school," he says. "My goal was to get along with all kinds of people. I was in the band, I was on the swim team, which gave me a jock connection, but doesn't have nearly as much cachet as the football team. You're shivering in your underwear in front of absolutely no one, since no one ever goes to a swim meet."

Greg, played by Thomas Mann, spends his life trying to present himself to the world as the person he wants people to see, rather than the person he actually is, according to Gomez-Rejon. "You can't sustain an act like that forever," the director points out. "You'll have to eventually pull off that mask and deal with exposing yourself to rejection or, worse, indifference. Once you start to show who you really are, then the real world can react accordingly. Not everyone will like you and you'll say things that you'll regret. But you will grow from it."

The teenager's deepening friendship with cancer stricken classmate Rachel, played by Olivia Cooke, makes his posturing more difficult to maintain. "Greg starts to face real-life challenges when he becomes close to Rachel," says Gomez-Rejon. "He's been living in a world of his own, walking around with an art-film score in his head. Now he is engaging with a world where reality isn't of his design."

Greg fights against his journey of self-discovery as long as he can, armed with subversive humor and a large dose of denial. "As much he would like to hide from the eyes of the world, it's futile," says Andrews. "It would result in a very limited, unfulfilling life, but that exposure is

terrible to contemplate. When it happens, his life starts to become much richer and fuller, but not necessarily happier.”

Even though Greg’s story is set against the backdrop of his high-school senior year, the appeal goes far beyond a typical teen movie, as evidenced by the enthusiasm and commitment of the many adults involved in the production. “The movie will be a little bit nostalgic for older audiences,” says Rales. “I think they will remember the challenges and complexities of what Greg is going through and the kinds of friendships that have a lasting influence on you. For younger audiences, it can be a reminder that there’s hope in the midst of all the chaos. It’s a time to make meaningful friendships that can be everlasting.”

According to Dawson, everyone involved was aware that they had been given the opportunity to make a unique and meaningful film. “No one does this kind of movie for the paycheck,” he says. “We all knew we’d never get a chance to make another movie like it. Jesse wrote a tremendous script that attracted all this great talent, both above and below the line. It’s a heartwarming story that people identify with. It has characters that are individual and unique. It speaks to something important. Projects like this don’t come along very often.”

THIS IS THE PART WHERE WE INTRODUCE YOU TO GREG AND EARL AND THE DYING GIRL

Headlining the cast of *ME AND EARL AND THE DYING GIRL* are three young actors at the beginning of their careers: Thomas Mann as Greg, Olivia Cooke as Rachel, and RJ Cyler as Greg’s best friend Earl.

“Like the characters they play, the actors are all funny and brutally honest as human beings,” says Gomez-Rejon. “There was never a false note in their performances. The heavier scenes could have easily crossed into sentimentality, and I wanted to avoid it feeling manipulative. If that had happened, I felt I would have failed as a filmmaker.”

As Greg, Mann balances conflicting emotions in a complex and nuanced performance that would be impressive from an actor with many times his experience. “Greg wants to coast through high school,” says Gomez-Rejon. “His priority is to go as unnoticed as possible and not offend anybody. He’s afraid to call anyone a friend, even Earl, who he has been making secret films with since they were kids. He doesn’t want to get close to anyone who might hurt him later.”

Greg’s quick wit and self-deprecating humor endear him to Rachel, who insists on facing the seriousness of her illness without illusions. “He has no idea how funny he is—which is

always the funniest kind of person,” says Gomez-Rejon. “He has a unique voice. There’s something refreshing about his honesty. The first thing he says to Rachel is: ‘I’m here because my mom is making me.’ Rachel has probably received a dozen calls that day from people who are feeling sorry for her. She needs what Greg brings her instead of the canned sympathy and platitudes she’s getting from everyone else. He’s the perfect distraction. Their friendship becomes unexpectedly effortless.”

Mann says he responded to the character and the story immediately. “It’s a coming-of-age story, but in a really off-center way,” he says. “It’s all about the crazy journey that Greg goes on to get to know himself and to stop being so self-centered. When I heard Alfonso was a part of it, I knew it would be unlike anything that we’d seen before.”

When he looks back at himself in high school, Mann recognizes some similarities with Greg. “He’s a real teenager,” the actor says. “He’s not perfectly charming. He doesn’t always do the right thing and I love that about him. To see him grow as a person was a joy for me and I think it will be for the audience, too.”

The film’s head-on approach to the complex issues and emotions it tackles is not typical for teen movies, Mann says. “This is not about first love or any of the usual things. It’s about a young man realizing what kind of person he wants to be and having to consider what could happen if you lose someone just as you’re getting to know them.”

“I feel like it’s the best work I’ve ever done and I give most of the credit to Alfonso,” he continues. “He loves actors and he wants to see our personalities shine through. He doesn’t overload you with things to think about during a scene. And Jesse Andrews did such a fantastic job of writing the script. It’s all there.”

Gomez-Rejon deliberately avoided even hinting at a conventional romantic attraction between Rachel and Greg. “Maybe in 5 or 10 years, they could have the greatest love story of all time,” he says. “But at this point in their lives, I wanted to see a deeper, more unusual connection. It’s not often you meet someone who accepts all of you.”

Rachel is an unusual girl even before her illness, and her troubles merely accentuate her singularity. “Rachel has never been focused on being popular,” says Gomez-Rejon. “She is an artist and young artists are often outsiders, and now she’s maturing quickly. When you think your life is about to be cut short why not spend it with people as genuine as Greg and Earl?”

Cooke’s innate ability to inspire compassion made her perfect for the role, says Mann. “She just feels so right as Rachel. You automatically care about her as a person, which is what the character needs.”

Cooke dismisses the notion that she chose to do this movie—the filmmakers chose her, she says, and she is grateful for the opportunity. “I really had to work for this part,” says Cooke. “I put my heart and soul into the auditions. I wrote Alfonso a letter telling him why I wanted to play Rachel. The night before we auditioned together, Thomas and I had dinner, so I knew we both just really wanted this project. Thankfully, the chemistry was real.”

Fogelman remembers seeing her first audition tape and thinking, “We’re done.” “I’d never seen an audition that good,” he explains. “Then I saw her paired with Thomas and that was when the characters became real people.”

Arriving on set, she was delighted to learn that the director was leaving many creative decisions about the character in her hands. “Alfonso gave us just the right amount of direction,” says Cooke. “It felt so free to know he trusted us, and we trusted him to create the world around us.”

The young actress is best known to audiences for spooky thrillers like the recent movie *OUIJA* and the television series “*Bates Motel*.” But while she acknowledges the visibility those roles have given her, she was glad for a chance to break the mold. “This is a story about relationships and I’ve never done that before,” she says. “Rachel has a lot of dignity. She cares about how she is perceived by other people. You see it in the way she dresses and the way she holds herself. It’s not just about looking pretty; it’s about wearing her artistic self on her sleeve.”

Rachel’s pride underscores the difficulty she has dealing with the changes forced on her by her illness. The actress chose to shave her head for scenes when Rachel is undergoing chemotherapy, rather than wear a bald cap. “Shaving my head was more personal and more real than anything I’ve ever experienced,” she says. “I felt stripped of my dignity. I did it with help from RJ and Thomas. I had my hair in a bunch of pigtails and we each took turns cutting them until it was about two inches long all over. When we started shaving it, I was laughing at how ridiculous I looked, but as we finished, I started to sob. It made me feel very vulnerable and isolated. Women take a lot of their identity from their hair.”

RJ Cyler makes an impressive big-screen debut as Earl, Greg’s partner in cinematic crime. Until Greg connects with Rachel, Earl is his only confidant. The child of academics who are interested in ethnic art and esoteric films, Greg seems an unlikely companion for Earl, an African-American kid who lives on the tough side of town.

Casting Earl required a lengthy search, according to Dawson. “We auditioned a lot of people, all kinds of kids, but we were about two and a half weeks out from production and didn’t have a perfect choice. Then RJ walked in. He hadn’t really acted before, but he was a natural performer. Olivia and Thomas took him under their wing and they were inseparable from the

moment he showed up. RJ brought out the goofy side in everybody. They were skipping across Pittsburgh and doing crazy dances in the middle of the street.”

After reading with Cyler at his audition, Mann told the filmmakers that RJ was *the* one to play Earl. “The first time I met him, I thought, how is he not already a movie star?” remembers Mann. “I don’t know what I would have done without him on this movie. There were so many heavy scenes and so much work packed into 24 days. Without his positive energy, it would have been much more difficult.”

Earl is both Greg’s alter ego and his moral compass, according to Gomez-Rejon. “Earl’s had a rough time,” says the director. “Because of his family situation, he had to become an adult way too soon. But he has that confidence that Greg lacks, as well as a deep sense of right and wrong. They complement each other: Greg has someone that he can trust and Earl has someone to expose him to exotic food, foreign films, and, most importantly, the kind of family he wishes he had.”

Cyler’s Earl is the deadpan observer of Greg’s nervous commentary on life. “RJ brings such levity to the whole situation,” says Skinner. “He’s a great listener. As a beginning actor, he had to deal with so many things for the first time, not just in terms of performance but the technical side as well. He was always completely focused.”

Cyler can admit now that he was apprehensive about being the ‘new kid’ amid so many seasoned professionals. “Everybody was so cool,” says Cyler. “But I was still nervous. I had seen Thomas in PROJECT X and I thought, it’s going to be all business. Not friends. Co-workers. As Greg says in the film.”

He soon found out differently though. “First thing he does is give me a hug,” Cyler recalls. “That is what made me realize I could enjoy myself. Then I met Olivia and it was the same thing. Working with the two of them was magical. We became like a big family.”

Cyler is well aware how fortunate he was to have this as his first professional acting experience. “Everybody on this film had a passion for it. That made my job so much easier and more fun. I’m a different type of actor now thanks to Alfonso and everyone involved.”

THIS IS THE PART WHERE WE CAST ADULTS IN THE MOVIE

The three leads are supported by an adult cast that includes established stars Connie Britton, Nick Offerman, Jon Bernthal and Molly Shannon, who bring exceptional emotion and insight to their roles. “The script is very actor friendly,” says Fogelman. “And the cast we got is very special. All of these actors were our top choices and they are all playing parts that are

smaller than what they normally take, which is a testament to both the script and Alfonso's ability to convince people to participate."

Greg's parents, as played by Connie Britton and Nick Offerman, have some resemblance to Andrews' own family, the writer admits. "My dad's super weird," he notes. "He never wore a sarong like Greg's dad, but he did spend a lot of time talking to the cat. My mom's pretty normal, but she was definitely willing to go along with the weirdness. She sees the value in it and was willing to cultivate that in her children, which I'm really grateful for."

Skinner says that anyone who has ever parented a teenager will recognize what the Gaineses are experiencing. "You have to watch kids go through things that are very challenging and very painful," he says. "And you have to step back and let it happen. But that's what parenting is all about. Connie and Nick are so real that a lot of people will identify with what they go through and the joy and the heartbreak of being a parent of a teenager."

Based on her positive experience working with Gomez-Rejon on the first season of "American Horror Story," Britton reached out without even seeing a script when she heard he was directing a feature film. "I'm such a huge fan of his," she says. "Alfonso is so collaborative and supportive that he empowers everyone to do their best. When I did get to read the script, I was blown away. It's so original—a coming-of-age comedy with cancer! And how awesome is it to have Nick Offerman play my amazing muumuu-wearing husband?"

"Greg's parents complement each other," she says. "They have very broad visions of the world. My character loves her son and believes in him so fully. When Rachel gets sick, her thought is that this is a mitzvah for Greg. She 100-percent guilts him into befriending her. She knows that this is a great thing for him to be able to do. This will help him grow. This will help him learn. This will make him a better person. So she really pushes him to do it."

The difficult lessons Greg learns through his relationship with Rachel are things most of us experience at some point in life, she says. "But Greg is having it all happen during his senior year of high school, which makes it even harder. It's impressive to be able to tell that story from a comedic, self-deprecating standpoint. Jesse found the humanity and the humor in it."

In addition to providing exotic sartorial influence, Greg's sociology professor father informally tutors the boys on film history and shares his taste for unusual foods with them. "When I read the script I thought Nick Offerman would be perfect in this part," says Mann. "He doesn't say too much but he makes a big impression. I got to know him and Connie quite well. They're both so talented and they really understood the movie we were making."

Offerman claims he was offered the role primarily because he is known for "speaking slowly and being strange." "It seemed like a good fit," the actor says. "The character reminded

me of a theater history professor I studied with named Bernette M. Hobgood. We called him Hob. He was a stentorian, balding man with a beard who wore crazy '60s medallions in the late '80s. He taught us about Aeschylus while surrounded by smoke from his little brown cigars. I tried to channel my inner Hob.”

The piece has unusual heart and humor, in Offerman’s opinion. “I was quite taken with it,” he says. “It captures so many uncomfortable things very well. I’m green with envy at these three gorgeous young people and their seeming ability to responsibly handle these massive roles.”

“Of course, being cast as someone Connie Britton would ever consider a relationship with was a generous compliment,” he adds. “When she said, ‘Your father and I have to talk to you about something,’ for a moment I felt like Coach Taylor from “Friday Night Lights” and that made me feel two times taller than I actually am.”

In the role of Rachel’s mother Denise, Molly Shannon is both touching and hilarious as a single parent facing the possibility of losing her only child with courage—fortified by several glasses of wine. “Molly is a force to be reckoned with,” says Cooke. “She’s so funny. She changes it up every single time so not one take is ever the same as the last. Off screen, she’s gorgeous and chatty and very girly. When I meet someone like her on a set, it’s such a gift.”

“I can’t think of anyone who can better skirt the line between comedy and tragedy than Molly Shannon,” adds Skinner. “As Denise, she is funny, but also a tough woman in impossible circumstances. She just has to do so much. We’re tremendously lucky to have had Molly in this linchpin role.”

Jon Bernthal, familiar to fans of television’s “Mob City” and “The Walking Dead,” is virtually unrecognizable as Mr. McCarthy, the uber-cool, heavily tattooed history teacher who offers Greg unexpected solace. “It’s a great role and Jon is wonderful in it,” says Skinner. “Everybody wishes they’d had a Mr. McCarthy in high school, someone who both understands who you are and also allows you the space to make mistakes. He watches Greg tumble down a rabbit hole of grief and anxiety that keeps him from doing the things he needs to do. Instead of making Greg feel guilty, Mr. McCarthy just says, you’re going to get through this and you’re going to be okay. And you’re a good kid.”

Rales is delighted the project attracted such a stellar cast. “Both the adults and the younger actors were able to capture what is special in Jesse’s writing,” he notes. “Each of them in their own way brings the same kind of humility to their work. I think it shows how you can achieve success in filmmaking when you bring that kind of ethos to a project.”

THIS IS THE PART WHERE WE FILM IN PITTSBURGH

ME AND EARL AND THE DYING GIRL was shot entirely on location in Pittsburgh, hometown of both novelist and screenwriter Jesse Andrews, and producer Steven Rales. The filmmakers created an authentic backdrop for their story by using many sites familiar to Andrews, including his high school alma mater and even the house he grew up in. After scouting scores of locations for Greg's home, they realized that the perfect setting for the story was the one that in many ways inspired it.

"It's kind of weird, but also kind of wonderful," says Andrews. "Those are the rooms that I inhabited in my imagination when I was creating a house in my head for Greg."

The house had the right flow for the story, according to Gomez-Rejon. "Even more than that, there was so much love in there already that it just felt right," he says. "We scouted dozens of other homes, but we were always comparing them to Jesse's house and chasing that look and feel. Finally we decided to at least ask and we were very lucky that they said yes."

The shoot became a festive occasion for the entire Squirrel Hill neighborhood. "They made us feel so welcome," says Dawson. "The set was like a block party with everyone setting up chairs on the sidewalk. It was a celebration of this little family neighborhood in Pittsburgh."

For the high school, Gomez-Rejon was looking for a building with what he calls "an aggressive, institutional feel." The stone-and-concrete neoclassical building used in the film reminded him of a prison, which was perfect for his purposes. "Jesse's old school, Schenley High, had been closed for years," he says. "It looked like Chernobyl with ceiling tiles falling from the ceiling, but the size and scope of that beautiful 1916 triangular structure was just what I had in mind."

Schenley High, whose famous alumni include visual artist Andy Warhol, professional wrestler Bruno Sammartino and jazz musician Ray Brown, was slated for conversion into condominiums, but the filmmakers worked out a deal with the developers to take the building over for the duration of the shoot. "It's a high school that doesn't look like a high school," says Dawson. "The ceilings are 20-feet high. It has these enormous windows and curved classrooms that were like nothing I've ever seen in a school. We brought back all the lockers and furniture and turned hundreds of teenagers loose in the halls to return it to what it was."

The production received an unanticipated boost in authenticity when they were contacted by a young man who said he was the unofficial manager of the Schenley High School archives.

“He was a graduate who collected Schenley memorabilia after the school closed,” says Dawson. “He loaned us all the paraphernalia he had accumulated and we put him in the movie as an extra.”

Pittsburgh, located in southwestern Pennsylvania at the confluence of the Allegheny and Monongahela Rivers, has a rich history that dates back to pre-Revolutionary War times. “Once we started scouting around, Pittsburgh became a major character in the film,” says Dawson. “It’s a combination of historic and modern with brilliant architecture. There are amazing bridges, rivers and tree-lined streets. There are over 700 beautiful outdoor staircases that go up and down the hills there. There’s the children’s hospital, which is an iconic modern building at the top of Lawrenceville. We just fell in love with the city. And everybody in Pittsburgh is such a fan of Pittsburgh. I hadn’t experienced that kind of civic pride before.”

The director selected a top-flight crew to back him up on the visual elements of the movie. As director of photography he chose South Korean cinematographer Chung-hoon Chung, best known for his dynamic camera work for director Chan-wook Park on thrillers including *OLDBOY*, *SYMPATHY FOR LADY VENGEANCE* and *STOKER*.

“We knew we wanted a cinematographer who would make this film look different,” says Dawson. “Chung-hoon Chung might be the last guy you would imagine working on a movie set in an American high school, so he created a really interesting look that avoids any clichés.”

“Like Alfonso, Chung is a very open, creative and spontaneous thinker,” Skinner says. “It was truly a marriage of equals. Together, they put a unique spin on this that doesn’t look like any other high-school movie.”

Although Chung’s body of work has been on darker themed movies, Gomez-Rejon says the cinematographer was the funniest person on the set. “He understood and loved the characters so much. There was a lot of talking in the film, but we wanted to make it fresh and new by not covering dialogue in a way that felt traditional. We also wanted to constantly challenge ourselves, so even though we storyboarded everything beforehand, we were open to finding a scene on set. For instance, we shot a few long takes without coverage, where the audience will be the editor and choose who they want to look at.”

The film is set in a series of what Chung refers to as “micro worlds,” which were each treated differently in terms of how they were lit and shot. “We had Greg’s house, Rachel’s bedroom, Earl’s home, the school,” he says. “Each one is different. The school is chaotic and we used lots of old fluorescent lights to emphasize that. The kids’ homes needed a warmer and more beautiful light.”

Collaborating with Gomez-Rejon on this film was an artistic high point for Chung “At our very first meeting, we didn’t talk about the visuals at all. We discussed the drama and the

humor. I believe that if you know the drama, the visual comes naturally. I always want to help create emotion throughout the film,” he says.

Production designer Gerald Sullivan had the same priority when he created a warm, lived-in look for the film. “It’s been a great collaborative process,” says Sullivan. “Alfonso has a wonderful eye. And Pittsburgh has a lot of great looks. It gave us a fantastic foundation for the character-based designs we came up with. For example, Greg is a young cineaste with a singular sense of humor. His bedroom is his refuge as well as his brainstorming area. Rachel’s room reflects her creative spirit, as opposed to the rest of her house which her mother has decorated in a way that is somewhat devoid of character.”

Gomez-Rejon enjoyed paying sly tribute to his filmmaking heroes in some of the small touches on the set, like the photograph of Academy Award[®]-winning film editor Thelma Schoonmaker used as the screensaver on Greg’s desktop computer. Greg wears a LAST WALTZ T-shirt and his bedroom sports a MEAN STREETS poster (both in honor of Scorsese), as well as one for the Truffaut masterpiece, THE 400 BLOWS. In homage to the late Nora Ephron, the script for HEARTBURN sits on Greg’s desk, next to her husband Nick Pileggi’s script for CASINO.

“There are also posters in a DVD shop, Saul and Elaine Bass references, a Film Forum T-shirt, the list is endless,” says Gomez-Rejon. “But it all had to be easily identifiable, funny and comment on some level on the movie we were making.”

Jennifer Eve’s costume designs took on a similarly personalized spin. Greg’s wardrobe echoes his bedroom and contains subtle hints to his love for film. “Alfonso wanted to make sure he had a particular look so he didn’t become just that iconic indie guy you see in so many movies,” Eve explains. “To me, his room is his refuge. The walls are a light celery color with baseboards and a door in British racing green. I worked that into a jacket for Greg, so when he leaves the safety of his bedroom, he is wearing that color palette. It also has some obscure patches referencing vintage films. In that way, his room travels with him like armor.”

Her designs for Rachel and Earl also contain important information about the characters. “Rachel mixes patterns all the time,” Eve says. “She’s very much in control of the way she presents herself. She’s a powerful character. Her body is failing her, but she doesn’t lose her spirit. For Earl, the proportions of his clothes are always slightly askew. He doesn’t have much money, but he does have style, which we see in things like the way he rolls his pants really high. His shirts are oversized, because they are hand-me-downs or from thrift stores.”

Nick Offerman’s costumes were pure fun to assemble, says the designer. “Greg’s dad loves to travel and is interested in world culture. Every outfit he has is unique and full of global

ethnic touches. The challenge was to take a caftan that he got in Morocco and pair it with his comfy old bathrobe and clogs and not have it look spoofy.”

Music plays a critical role in any picture, Rales notes, but it is particularly central to the emotional core of *ME AND EARL AND THE DYING GIRL*. “Alfonso found music that matched up beautifully with the storyline and did a wonderful job of balancing the tone of the film with the music.”

The soundtrack creates a unique and affecting sonic landscape for the story, according to music supervisor Randall Poster. “Alfonso approached that element of the film like a master watchmaker, making sure that all the moving parts worked in synch,” he says. “We needed to succeed in joining Swiss accuracy to the arrhythmic ticking of adolescence with the hope of creating a genuine and reliable emotional chronometer. That set us on a on a musical journey that led us to the incomparable Brian Eno.”

The work of the acclaimed recording artist and producer provided Gomez-Rejon with inspiration during the postproduction process. After he chose Eno’s song “The Big Ship” as a temp track for the film Greg and Earl make for Rachel, editor David Trachtenberg inserted excerpts of a half-dozen other songs from Eno’s iconic “Another Green World” album into the film’s audio track, planning to replace them later with original music.

“But once we shot the scene in the hospital,” says Gomez-Rejon, “I realized that ‘Big Ship’ was absolutely necessary. It has a very handmade quality, as well as tremendous emotion that is never forced. That became the sound of my film, so when we started talking about composers, I knew it had to be Eno.”

“The music had started to take on a personality of its own, one that we were falling in love with,” adds Poster.

Although Eno had never scored a film before, the filmmakers were eventually able to persuade him to watch the movie. “He loved it, and he loved the way his music was used in it,” says Gomez-Rejon. “It reminded him of what he strives for in his own music—nothing is too sappy or sentimental; there are always contradictory emotional currents. He went back to his vault and sent me some material that had never been released, and eventually he started writing original music for us. So we have about 18 or 19 cues that are a combination of preexisting and new Eno music, in addition to the beautiful music that opens the film, which is written by Nico Muhly.”

Seeing the first cut of the film with the music literally moved Fogelman to tears, much to his surprise. “I really had never been affected by a movie like that,” he says. “The music and the

storytelling move you in a good way. It's not just sad, or saccharine or sweet; it's rich and unique."

"Alfonso has been mentored by some of the greatest filmmakers of our times, including Martin Scorsese, Alejandro González Iñárritu and Nora Ephron," says Skinner. "That's been very important in making him the filmmaker he is."

Looking back, Gomez-Rejon says working with his early mentors taught him how to make a movie, but this experience has taught him *why* he makes movies. "During production, I didn't know if it was going to work or not, but I knew that by the end of the shoot I would be transformed by it. That brought me closer to understanding the work of the people I admire. Now I know what it is to show a part of myself in a movie. It's a high I've never felt before and one I'm going to be chasing for a very long time. It was quite invigorating for me as a filmmaker to be able to shoot the film the way I wanted—without a safety net. I'm very grateful to the producers for having the confidence in me to let me do that."

According to Dawson, the film contains profound messages about friendship, life and love. "It reminds you that there's more to people than you see," says the producer. "You may have to really engage to learn about them, but if you do they'll become a part of your life forever. There's a lovely moment when Greg discovers that Rachel has made all these beautiful, hand-carved tableaus out of books. He realizes that even after everything they have been through together, there's still more for him to learn about her."

The exquisite sculptures, which Rachel has been keeping a secret from the world, were an original idea that came from Luci Leary, the film's property master. The filmmakers loved the concept and put the art department to work creating amazingly intricate miniature sculptures concealed inside books.

"As Mr. McCarthy says in the movie, you have to keep your eyes open," Dawson says. "Things will continually unfold about the people you love. Since making this movie, I'm realizing how true that lesson is."

"People who have lived a bit of a life will relate to so many notes in this film," Cooke adds. "It's based on a book that's classified as 'young adult' but it cuts so much deeper. There are no falsities, no clichés. It's a story about human interactions as well how we treat mortality."

THIS IS THE PART WHERE WE MAKE PARODIES OF CINEMATIC GREATS

Greg and Earl have been secretly making short films since elementary school, when Greg's father introduced them to the cinematic greats. The collaboration produced 42 punny parodies of classic art-house films, from *A SOCKWORK ORANGE* and *SENIOR CITIZEN CANE* to *MY DINNER WITH ANDRÉ THE GIANT* and *THE 400 BROS*. Seizing the unparalleled opportunity to reimagine some of their favorite motion pictures through the eyes of a pair of adolescent outsiders, Gomez-Rejon and his fellow filmmakers used a variety of imaginative techniques to create an array of hilarious mini-movies.

"The films are a graphic glimpse of Greg's inner life," says producer Jeremy Dawson. "Alfonso and I thought it would add a lot if we could make some of those homage movies." Dawson had previously worked with Pittsburgh-based filmmakers Edward Bursch and Nathan O. Marsh on projects for Wes Anderson, and they immediately sprang to mind as the perfect duo to help realize Greg and Earl's quirky short films. "Nate and Ed have the same kind of anarchic creative energy as Greg and Earl. Alfonso responds to things that are handcrafted with texture and personality to them. I knew they would be a good fit."

Greg and Earl star in many of their own creations, playing all of the roles, while others feature sock puppets and papier-mâché figures, as well as stop-motion and other animation techniques. "All of them had to look like something Greg and Earl could have made within their budgetary and technical limitations," says Gomez-Rejon. "Ed, Nate and I talked about what we wanted to accomplish with each short and all the technical departments participated in them. Sets and models were constructed. Jennifer Eve, our amazing costume designer, had to find clothes that Greg and Earl could have pulled out of Greg's parents' closets. A lot of thought went into every detail."

Some of the titles used in the film come directly from Andrews' book, while others were invented specifically for the movie. "It was more of a group process, a lot of times figured out over dinner or drinks after work in pre-production," says Dawson. "Somebody would come up with a silly title and we'd say, 'We have to do that one!' Alfonso would pick the ones he wanted to include, then Nate and Ed came back with their ideas."

Bursch served as director of photography, while Marsh created the drawings, puppets and other handcrafted items used in the films, as well as illustrating the DVD covers. "Our prompts were the original films, a lot of them Alfonso's favorites," says Marsh. "We put a pretty juvenile but funny spin on them and tried to turn everything into a punch line."

“It was very highbrow,” jokes Bursch. “PEEPING TOM became POOPING TOM. Jesse Andrews came up with a lot of nonsensical puns: THE SEVENTH SEAL became THE SEVEN SEALS. It’s about seven aquatic mammals, in case you couldn’t tell.”

Harking back to their own early filmmaking attempts, Bursch and Marsh used the kind of makeshift technology that would be available to a couple of kids, like an old skateboard-dolly Bursch fabricated years before. “We focused on how high-school students could make these films,” he says. “Neither of us had much experience with stop-motion, so we were learning just as Greg and Earl would have. Nate made some great puppets that he operated in a kind of ‘Jim Henson-as-a-five-year-old’ way. We also printed out photographs, cut them up and filmed with them which lent a really beautiful quality.”

“We filmed on different formats, including 16mm film, mini DV cams, HD cameras and even iPhones, based on what would have been available to Greg and Earl at any given time,” adds Marsh. “Deciding what to shoot on was a long process. We had to figure out how the films were made chronologically and then match that to the camera.”

The films they use as inspiration originally came from Andrews’ own varied cultural diet. “I love big-budget mainstream movies,” he says, “but my parents dragged me to all kinds of things at the Regent Square Theater in Pittsburgh, which specializes in more esoteric fare, so I pulled some ideas from that. Other ideas came from a film class I took in college and we did some research as well to come up with the final list.”

Gomez-Rejon’s deep knowledge of and love for film came into play as he selected the titles that would be given the full treatment. “I had the opportunity to pay homage to my favorite movies, to the masters who inspired me and to my mentors,” the director says. “But how do you choose? Every day our production designer Gerald Sullivan would ask, ‘How’s that list coming?’ They needed to build puppets and sets and find the right clothes. I would make the lists, I would change them and tweak them and change them again. I finally whittled it down to a realistic and affordable list.”

Andrews says that the director’s cinematic passion brought life to what had simply been clever ideas on his part. “Alfonso brought so much more to it than I ever imagined,” the writer says. “He had a complete sense of what the original films were and knew far more about what the parodies should look like than I ever did.”

The 43rd and final Gaines-Jackson collaboration in the movie is a celebration of Rachel. It has three acts: The first is a deconstruction of the testimonials Earl and Greg filmed with Rachel’s classmates in the style of Andy Warhol’s SCREEN TESTS, a style the director chose because Warhol is a native of Pittsburgh. The second is an homage to Charles and Ray Eames’ iconic

stop-motion films. The last part consists of pure shapes and colors.

“We did a lot of research into abstract films,” says Dawson. “We not only looked at the films of the Eameses and Andy Warhol, but also Oskar Fischinger, who pioneered abstract animation, and the groundbreaking non-narrative work of Stan Brakhage.”

Bursch, Marsh and Gomez-Rejon spent many evenings after the filming wrapped for the day discussing how they would express emotions through images. “It was the first time I was forced to put into words why I was making the film,” says the director. “I wanted this journey to go from the literal to the abstract and finally into something that transcended words.

“One of the most significant moments in Greg’s coming-of-age story is when he learns to make a film for someone else,” he explains. “He finally uses his skills to convey his confusion and fear, as well as his great love, deep appreciation and admiration for Rachel. He has always hidden behind his words, so to finally express himself through shapes and color is a great achievement. With this film, he’s not only matured as an artist, he has soaked up one of Rachel’s great lessons: that it’s OK to be quiet for a while.”

Greg and Earl’s final film for Rachel was in flux until the day the scene it appears in was shot. “It never fully came together until the day we used it on set,” says Gomez-Rejon. “When I saw the finished cut, I cried my eyes out. It was so honest, so beautiful and it expressed everything I was feeling in a five-minute short.”

THIS IS THE COMPLETE GAINES/JACKSON FILMOGRAPHY

ANATOMY OF A BURGER

ANATOMY OF A MURDER (1959), DIR. OTTO
PREMINGER (TITLE SEQUENCE BY SAUL BASS)

ATE ½ (OF MY LUNCH)

8 ½ (1963), DIR. FEDERICO FELLINI

A BOX O' LIPS, WOW

APOCALYPSE NOW (1979), DIR. FRANCIS FORD
COPPOLA

THE BATTLE OF ALL DEER

THE BATTLE OF ALGIERS (1966), DIR. GILLO
PONTECORVO

BREATHE LESS

BREATHLESS (1960), DIR. JEAN-LUC GODARD

BREW VERVET

BLUE VELVET (1986), DIR. DAVID LYNCH

BURDEN OF SCREAMS

BURDEN OF DREAMS (1982), DIR. LES BLANK

CAN'T TEMPT

CONTEMPT (1963), DIR. JEAN-LUC GODARD

CROUCHING HOUSECAT HIDDEN HOUSECAT

CROUCHING TIGER, HIDDEN DRAGON (2000),
DIR. ANG LEE

DEATH IN TENNIS

DEATH IN VENICE (1971), DIR. LUCHINO VISCONTI

MY DINNER WITH ANDRE THE GIANT

MY DINNER WITH ANDRE (1981), DIR. LOUIS
MALLE

DON'T LOOK NOW BECAUSE A CREEPY ASS

DWARF IS ABOUT TO KILL YOU!! DAMN!!!
DON'T LOOK NOW (1973), DIR. NICOLAS ROEG

EYES WIDE BUTT

EYES WIDE SHUT (1999), DIR. STANLEY KUBRICK

HAIRY, OLD AND MOD

HAROLD AND MAUDE (1971), DIR. HAL ASHBY

LA GELEE

LA JETÈE (1962), DIR. CHRIS MARKER

GONE WITH MY WIND

GONE WITH THE WIND (1939),

DIR. VICTOR FLEMING

GROSS ENCOUNTERS OF THE TURD KIND

CLOSE ENCOUNTERS OF THE THIRD KIND (1977),
DIR. STEVEN SPIELBERG

GRUMPY CUL-DE-SACS

MEAN STREETS (1973), DIR. MARTIN SCORSESE

IT'S A PUNDEFUL LIFE

IT'S A WONDERFUL LIFE (1946), DIR. FRANK
CAPRA

THE JANITOR OF OZ

THE WIZARD OF OZ (1939), DIR. VICTOR FLEMING

THE LADY MANISHNESS

THE LADY VANISHES (1938),
DIR. ALFRED HITCHCOCK

MONORASH

RASHOMON (1950), DIR. AKIRA KUROSAWA

**MY BEST ACTOR IS ALSO A DANGEROUS
LUNATIC**

MY BEST FRIEND (1999), DIR. WERNER HERZOG

NOSE FERRET 2

NOSFERATU (1922), DIR. F.W. MURNAU

PITTSBURGHASQATSI

KOYAANISQATSI (1982), DIR. GODFREY REGGIO

POOPING TOM

PEEPING TOM (1960), DIR. MICHAEL POWELL

THE PRUNES OF WRATH

THE GRAPES OF WRATH (1940), DIR. JOHN FORD

RAGING BULLSH*T

RAGING BULL (1980), DIR. MARTIN SCORSESE

REAR WIND

REAR WINDOW (1954), DIR. ALFRED HITCHCOCK

ROSEMARY BABY CARROTS

ROSEMARY'S BABY (1968), DIR. ROMAN
POLANSKI

SCABFACE

SCARFACE (1932), DIR. HOWARD HANKS AND
RICHARD ROSSON

SECOND (HELPINGS OF DINNER)

SECONDS (1966), DIR. JOHN FRANKENHEIMER
(TITLE SEQUENCE BY ELAINE & SAUL BASS)

SENIOR CITIZEN CANE

CITIZEN KANE (1941), DIR. ORSON WELLES

THE SEVEN SEALS

THE SEVENTH SEAL (1957), DIR. INGMAR
BERGMAN

A SOCKWORK ORANGE

A CLOCKWORK ORANGE (1971), DIR. STANLEY
KUBRICK

THE COMPLETE LACK OF CONVERSATION

THE CONVERSATION (1974), DIR. FRANCIS FORD
COPPOLA

THE LAST CRUSTACEAN OF CHRIST

THE LAST TEMPTATION OF CHRIST (1988), DIR.
MARTIN SCORSESE

THE RAD SHOES

THE RED SHOES (1948), DIR. MICHAEL POWELL
AND EMERIC PRESSBURGER

THE TURD MAN

THE THIRD MAN (1949), DIR. CAROL REED

THE 400 BROS

THE 400 BLOWS (1959), DIR. FRANCOIS TRUFFAUT

UM

M (1931), DIR. FRITZ LANG

VERE'D HE GO?

VERTIGO (1958), DIR. ALFRED HITCHCOCK
(TITLE SEQUENCE BY SAUL BASS)

WAGES FOR BEER

THE WAGES OF FEAR (1953), DIR. HENRI-GEORGES
CLOUZOT

YELLOW SUBMARINE SANDWICH

YELLOW SUBMARINE (1968), DIR. GEORGE
DUNNING

ZZZ

Z (1969), DIR. COSTA-GAVRAS

2:48 PM COWBOY

MIDNIGHT COWBOY (1969), DIR. JOHN
SCHLESINGER

49TH PARALLELOGRAM

49TH PARALLEL (1941), DIR. MICHAEL POWELL

About the Cast

THOMAS MANN (Greg) is quickly establishing himself as one of Hollywood's most promising new talents with several projects on the horizon in 2015, having filmed ten projects in the past twelve months.

Mann will be seen co-starring in **THE STANFORD PRISON EXPERIMENT**. Based on the real-life research of Dr. Zimbardo (who was a consultant on the film), **THE STANFORD PRISON EXPERIMENT** is a study on the psychology of imprisonment where twenty-four male undergraduates are randomly assigned to be either a guard or a prisoner. Directed by Kyle Patrick Alvarez, the movie also stars Ezra Miller, Michael Angarano, Tye Sheridan, Callan McAuliffe, Johnny Simmons and Billy Crudup. The movie premiered in competition at the 2015 Sundance Film Festival.

Later this year, Mann will be seen in **WELCOME TO ME** opposite Kristen Wiig James Marsden, Linda Cardellini and Wes Bentley. Directed by Shira Piven, **WELCOME TO ME** tells the story of a woman with borderline personality disorder who wins the lottery and decides to spend the cash on her own cable access talk show. The movie, which premiered at the 2014 Toronto Film Festival, will be released by Millenium in 2015.

Mann recently wrapped production on **THE PREPPIE CONNECTION** and haunter **AMITYVILLE**. **THE PREPPIE CONNECTION** chronicles the exploits of a group of private school students who ran a drug distribution operation in the early 1980s. Directed by Joseph Castelo, **THE PREPPIE CONNECTION** also stars Logan Huffman, Lucy Fry, Sam Page and Bill Sage.

Directed by Franck Khalfoun, **AMITYVILLE** centers on a single mother who moves her three kids into the Amityville house, which has a very dark history. Jennifer Jason Leigh, McKenna Grace, Bella Throne, and Cameron Monaghan also star in the horror flick.

Following his breakout turn in the Warner Brothers and Todd Phillips/Joel Silver produced hit comedy **PROJECT X**, Mann went on to star in major studio movies including **HANSEL AND GRETEL: WITCH HUNTER** opposite Jeremy Renner and Gemma Arterton, Warner Bros' **BEAUTIFUL CREATURES** opposite Alden Erenreich, Jeremy Irons, Viola Davis and Emma Thompson and Paramount's **FUN SIZE** opposite Victoria Justice. Past credits also include Focus Features' **IT'S KIND OF A FUNNY STORY** and the independent feature **AS COOL AS I AM**.

OLIVIA COOKE (Rachel) is currently filming the lead role of “Katie” in the independent film *KATIE SAYS GOODBYE*, overseen by the makers of *MARTHA MARCY MAY MARLENE*. *Later this summer, she will shoot the independent film THE LIMEHOUSE GOLEM, a gothic murder mystery.*

On television, Cooke stars alongside Freddie Highmore and Vera Farmiga in the acclaimed television series “Bates Motel,” currently in its third season on A&E.

Cooke was born in Manchester, in the North of England. Upon graduating from the Oldham Theatre School, she landed a key role in “Blackout,” a BBC miniseries directed by Tom Green, in which she starred alongside Christopher Eccleston, Dervla Kirwan, and Lyndsey Marshal. She then took the lead role in another BBC miniseries, the 1940s-set “The Secret of Crickley Hall,” directed by Joe Ahearne.

Cooke’s previous credits include Universal’s hit horror film *OUIJA*, Lionsgate’s thriller *THE QUIET ONES*, and Focus Features’ *THE SIGNAL* with Laurence Fishburne and Brenton Thwaites.

RJ CYLER (Earl) - The youngest of three boys, Ronald Cyler II was born in Jacksonville, FL. From an early age, Cyler demonstrated a love of entertaining those around him, teaching himself to play the keyboard and drums and forming a dance group with his older brother. In the summer of 2012, Cyler traveled to the West Coast to hone his skills at acting camp. Encouraged by the experience, he asked his parents if they would consider relocating to Los Angeles to support a possible future in the industry. With his family behind him, Cyler began meeting with agents, leading him to sign with Landis-Simon Productions and Talent Management as well as JLA, taking his career to a new level.

RJ makes his acting debut in *ME AND EARL AND THE DYING GIRL*. Cyler has taken a re-curring role on Danny McBride’s “Vice Principals” for HBO which starts shooting in May, 2015. Cyler is an avid music composer and dancer and continues to perform in his spare time. He lives in Los Angeles.

NICK OFFERMAN (Greg’s Dad) is an actor, writer and woodworker, best known for the role of Ron Swanson on NBC’s hit comedy series “Parks & Recreation.” The show, in which he stars with Amy Poehler, Chris Pratt, and Aziz Ansari, has wrapped its 7th and final season. For his work on the show, Offerman won a Television Critics Association Award for Achievement in Comedy in 2011, having earned his first nomination in 2010. He also received

two Critics' Choice Television Award nominations for Best Supporting Actor in a Comedy Series.

Offerman can most recently be seen in A WALK IN THE WOODS which premiered at the Sundance Film Festival this year. A WALK IN THE WOODS starring Robert Redford is set to be released by Broad Green in 2015. Next, Offerman will be seen in the second season of the FX series "Fargo" alongside Billy Bob Thornton and Allison Tolman and will lend his voice to the upcoming HOTEL TRANSYLVANIA 2 due out September 25, 2015.

Currently, he can be seen touring his comedy show "Full Bush". His last tour, "American Ham", was released on Netflix on December 12th, 2014. Earlier this year, Offerman and his bride, Megan Mullally debuted their "Summer of 69: No Apostrophe" comedy show which they will be taking on tour this year. In 2013, Offerman released his New York Times Bestselling book, Paddle Your Own Canoe: One Man's Fundamentals for Delicious Living. His second book Gumption: Relighting the Torch of Freedom with America's Gutsiest Troublemakers will be released May 26th, 2015.

On the big screen, Offerman was last seen in Sony's blockbuster hit 22 JUMP STREET with Jonah Hill and Channing Tatum. Earlier this year, he lent his voice to the animated film THE LEGO MOVIE which was the largest February opening for any animated film and the largest opening for an animated Warner Bros. release. He was also seen in Warner Bros.' box office success "We're The Millers", with Jennifer Aniston and Jason Sudeikis, which came out in August 2013. Upcoming, Offerman can be seen in "Welcome to Happiness" due out later this year.

His long list of film credits also includes Lake Bell's IN A WORLD..., SOMEBODY UP THERE LIKES ME; THE KINGS OF SUMMER; 21 JUMP STREET with Channing Tatum and Jonah Hill; SMASHED with Octavia Spencer and Megan Mullally; CASA DE MI PADRE with Will Ferrell, Gael Garcia Bernal and Diego Luna; ALL GOOD THINGS; THE MEN WHO STARE AT GOATS, alongside George Clooney; THE GO-GETTER; WRISTCUTTERS: A LOVE STORY; SIN CITY, with Bruce Willis and Mickey Rourke; MISS CONGENIALITY 2: ARMED & FABULOUS, starring Sandra Bullock; and GROOVE.

In addition to his current series, television audiences have seen Offerman on multiple episodes of Adult Swim's "Children's Hospital" and ABC's "George Lopez." He has also guest starred on numerous series, including "Deadwood," "NYPD Blue," "24," "The Practice," "Will & Grace," "The West Wing," "Gilmore Girls," "Monk," and "ER." He has voiced animated characters for "Axe Cop", "The Simpsons", "Bob's Burgers", "Gravity Falls", and "Out There".

Offerman got his start in the Chicago theater community, where he was a founding member of the Defiant Theatre. He received a Joseph Jefferson Award for his performance in *The Kentucky Cycle*, at Chicago's Pegasus Players Theatre, and was awarded a second Jefferson Award for the puppets and masks he and his team crafted for *The Skriker*, at Defiant. He also worked extensively at Steppenwolf, The Goodman, Wisdom Bridge and Pegasus Players, among others. His stage work includes the off-Broadway play *Adding Machine*, and he is a company member of the Evidence Room Theater Company in Los Angeles.

This past spring he starred with Megan Mullally in the play *Annapurna* at the Acorn Theatre in New York. Offerman also appeared in the play when it premiered at the Odyssey Theater in Los Angeles in April 2013.

In his spare time, he can be found at his woodshop in Los Angeles building hand-crafted items ranging from fine furniture to canoes to ukuleles.

MOLLY SHANNON (Rachel's Mom) has become one of Hollywood's most sought-after talents on television and the silver screen.

Shannon spent six seasons as a member of the repertory company on "Saturday Night Live," primarily known for the eclectic characters she created, such as Mary Katherine Gallagher and Sally O'Malley. She is also praised for her parodies of Courtney Love, Liza Minnelli, Monica Lewinsky, and Meredith Vieira. In 2000, she received an Emmy nomination for "Outstanding Individual Performance in a Variety or Music Program." Prior to joining "SNL," Shannon appeared at The Up Front Comedy Theater in Los Angeles in "The Rob and Molly Show," an improvisational show she co-wrote with Rob Muir.

Molly will next be seen in the "Wet Hot American Summer" television miniseries based on the 2001 film of the same name. The miniseries, which will launch on Netflix on July 17, will serve as a prequel to the beloved film, with the majority of the original cast returning to reprise their roles. Additionally, Molly recently wrapped production on *THE GREENS ARE GONE*, a drama about a crumbling family that also stars Catherine Keener and Anton Yelchin and *FRESNO*, an independent comedy about two co-dependent sisters who work as hotel maids in Fresno.

Molly was most recently seen in the American zombie comedy, *LIFE AFTER BETH* alongside Aubrey Plaza, Dane DeHaan, Anna Kendrick, Cheryl Hines and John C. Reilly.

Last year, Shannon completed a memorable guest arc on Fox's comedy, "Raising Hope." In addition, Molly garnered rave reviews for her arc on HBO's series "Enlightened." Her performance earned her an Emmy nomination for "Outstanding Guest Actress in a Comedy

Series.” She also made several guest appearances on HBO’s comedy “Getting On,” the ABC Rebel Wilson comedy, “Super Fun Night,” the IFC mini-series “The Spoils of Babylon” alongside Tobey Maguire and Kristen Wiig, “Up All Night,” “The Middle” and Lisa Kudrow’s “Web Therapy.” Other television credits include a recurring guest starring role on the Fox hit “Glee,” the TBS animated series “Neighbors from Hell,” the U.S. version of the popular Australian sitcom “Kath and Kim,” as well as “Cracking Up,” “Will & Grace” “Sex and the City,” “Seinfeld,” “Pushing Daisies” and “30 Rock,” among many others. Her television movies include “More of Me,” “12 Days of Christmas Eve,” and “The Music Man.”

Additional film credits include the 5th installment of the popular SCARY MOVIE franchise, the animated comedy, HOTEL TRANSYLVANIA, BAD TEACHER alongside Cameron Diaz, Jason Segel and Justin Timberlake, SUPERSTAR, portraying everybody's favorite Catholic schoolgirl Mary Katherine Gallagher; Sofia Coppola’s MARIE ANTOINETTE; YEAR OF THE DOG; TALLADEGA NIGHTS:THE BALLAD OF RICKY BOBBY; EVAN ALMIGHTY; IGOR; Keenen Ivory Wayans' LITTLE MAN; SCARY MOVIE 4; Ron Howard's HOW THE GRINCH STOLE CHRISTMAS; A NIGHT AT THE ROXBURY; ANALYZE THIS; HAPPINESS; NEVER BEEN KISSED; THE GOOD BOY!; SERENDIPITY; OSMOSIS JONES; THE SANTA CLAUSE 2 and the cult comedy classic WET HOT AMERICAN SUMMER.

In 2011, Abrams Books for Young Readers, an imprint of ABRAMS, released Molly’s first children’s picture book, Tilly the Trickster. The book tells the tale of Tilly, “a mischief maker of the best kind—one who learns her lesson but never lets the reader stop having fun.” This fall, the book was adapted into a musical which is currently enjoying its debut run in New York City. In 2010, Shannon made her Broadway debut replacing Tony Award winner Katie Finneran in the hit musical *Promises, Promises* alongside Sean Hayes and Kristin Chenoweth.

Born in Shaker Heights, Ohio, Molly earned a BFA in drama from New York University’s prestigious Tisch School of the Arts. She currently lives in California with her husband and two children.

Classically trained actor **JON BERNTHAL (Mr. McCarthy)** could most recently be seen as one of the leads in David Ayer's FURY, in which he starred opposite Brad Pittas well as Shia LaBeouf, Logan Lerman and Michael Pena.

Bernthal recently wrapped filming on David Simon’s HBO mini-series “Show Me a Hero” and the Gavin O’Connor helmed action thriller THE ACCOUNTANT opposite Ben

Affleck. He is currently filming the Brendan Muldowney directed film PILGRIMAGE in Ireland opposite Richard Armitage, Stanley Weber and Tom Holland.

Bernthal was last seen as drug dealer and money launderer “Brad” in Martin Scorsese's THE WOLF OF WALL STREET, appearing opposite Leonardo DiCaprio and Jonah Hill.

Bernthal will next be seen in Denis Villeneuve's SICARIO as “Ted,” co-starring opposite Emily Blunt and Benicio Del Toro which will premiere at this year’s Cannes Film Festival. He also portrayed the role of “Monroe” alongside Dakota Fanning and Evan Rachel Wood in VIENA AND THE FANTOMES, written and directed by Gerardo Naranjo.

In television, Bernthal starred as “Shane Walsh” in AMC's breakout hit television series, “The Walking Dead,” based on Robert Kirkman's comic book of the same name. Bernthal's extraordinary portrayal as a survivor of the zombie apocalypse marks another remarkable turn in a career defined by acclaimed and varied performances both on stage and on screen. Bernthal also starred as the lead in Frank Darabont's “Mob City” for TNT which premiered on December 4th, 2013. The show was set in Los Angeles during the 1940's and 50's. It's a world of glamorous movie stars, powerful studio heads, returning war heroes, a powerful and corrupt police force and an even more dangerous criminal network determined to make L.A. its West Coast base.

Bernthal's first major film role was in the Oliver Stone picture WORLD TRADE CENTER with Nicholas Cage and Maria Bello. He has also starred in DATE NIGHT with Steve Carell and Tina Fey; in Roman Polanski's award-winning THE GHOST WRITER opposite Ewan McGregor; NIGHT AT THE MUSEUM: BATTLE OF THE SMITHSONIAN opposite Ben Stiller, Christopher Guest and Hank Azaria; GRUDGE MATCH opposite Robert De Niro; and the independent films THE AIR I BREATHE with Kevin Bacon and Julie Delpy, and DAY ZERO with Elijah Wood. Alongside his father, Bernthal has launched a production company called Story Factory with several film and television projects in development.

Bernthal was also part of the ensemble in the Tom Hanks and Steven Spielberg HBO miniseries, “The Pacific”. The role required Bernthal to undergo boot camp training, as well as combat training with Marines. His other television work includes appearances on: “Boston Legal,” “CSI: Miami,” “Law & Order Special Victims Unit,” “How I Met Your Mother,” and “Without a Trace.” His first series in a starring role was “The Class,” created by David Crane and directed by James Burrows.

During his college years, Bernthal was given the remarkable opportunity to study at the prestigious Moscow Arts Theatre in Russia, renowned for its regimented program and disciplined training. Educated in acting, acrobatics, ballet and rhythm, the intense training provided Bernthal with a solid foundation in his craft. While studying at MAT, Bernthal was discovered by the

director of Harvard University's Institute for Advanced Theatre Training, at the American Repertory Theatre in Moscow. He was invited to study there and graduated with a Master of Fine Arts.

A veteran of more than 30 productions, Bernthal recently returned to his roots in the Rogue Machine Theatre's production of *Small Engine Repair*, where he starred as "Terrance Swaino." Bernthal also produced the play. Bernthal earned a 2011 Ovation Award nomination for his role in Rogue Machine Theatre's *Small Engine Repair*, which had its New York premiere for MCC in Fall 2013. Bernthal had previously starred in Neil LaBute's *Fat Pig* at the Geffen Playhouse. His other theatre credits include Langford Wilson's *Fifth of July* at New York's Signature Theatre, the off-Broadway production of *The Resistible Rise of Arturo Ui*, where Bernthal played "Ui," at the Portland Stage Company; and *This is Our Youth*, at the Studio Theatre in Washington, D.C. His love of theatre led him to open his own non-profit theatre company Fovea Floods, in upstate New York.

Bernthal was a professional baseball player both in the U.S. minor leagues and European Professional Baseball Federation. These days, Bernthal prefers boxing, for which he trains six days a week. He teaches boxing to at risk children, drawing out their discipline and work ethic, and helping them to channel their issues into a sport which teaches them confidence and control. Bernthal also works to retrain pit bulls that have been abused, subsequently placing them in new, loving homes.

Four times Emmy nominated **CONNIE BRITTON (Greg's Mom)** is an actress who continually receives accolades for her work in television and film. After stand-out roles on series such as "Spin City," "24," and "The West Wing," she starred in one of the best reviewed shows on television, NBC's "Friday Night Lights" created by Peter Berg, for which she received an Emmy nomination in 2010 and then again in 2011.

Britton returned to the small screen fall of 2012 starring in ABC's highly anticipated drama, "Nashville," in which she plays Rayna James, a legendary country music superstar, earning Britton her first Golden Globe nomination and fourth Emmy nomination. "Nashville," is currently in its third season. Britton also starred as the female lead in "American Horror Story," Ryan Murphy and Brad Falchuk's Golden Globe and Emmy nominated series for FX for which she received her third Emmy Nomination.

In film, Britton was recently seen in *THIS IS WHERE I LEAVE YOU*, based on the novel by Jonathan Tropper. The film also stars Tina Fey, Jason Bateman, and Adam Driver. She also appeared in *THE TO DO LIST*, alongside Aubrey Plaza and Andy Samberg and *SEEKING*

A FRIEND FOR THE END OF THE WORLD with Steve Carrell and Keira Knightley. Britton will next be seen in Lionsgate's AMERICAN ULTRA alongside Kristen Stewart and Jesse Eisenberg.

Britton received two individual nominations from the Television Critics Association and "Friday Night Lights" was the organization's most nominated show in its first season and won Outstanding New Program of the year in 2007 and won the award for Program of the Year in 2011. It won the prestigious George Foster Peabody Award for broadcasting excellence. The American Film Institute also named the show one of the ten best TV shows of the 2006-2007 season and it received Teen Choice Award nominations two years in a row. Connie was also nominated for a Women's Image Network Award (WIN), which honors work that features female protagonists.

Britton starred in ABC's award-winning comedy "Spin City" opposite Michael J. Fox for five seasons. Her other television credits include a recurring role in the highly-acclaimed drama "The West Wing," as well as, FOX's popular "24."

Britton received accolades for her starring role in Edward Burns' acclaimed independent film, THE BROTHERS MCMULLEN. This popular low-budget film went on to win the Grand Jury Prize at the Sundance Film Festival. Some of her other feature credits include Michael Bay's A NIGHTMARE ON ELM STREET, Edward Burns' NO LOOKING BACK, LOOKING FOR KITTY and THE LATHER EFFECT and the critically acclaimed, independent feature THE LAST WINTER opposite Ron Perlman which received a Gotham Award nomination for Best Ensemble Cast.

MATT BENNETT (Scott Mayhew) will next be seen in THE STANFORD PRISON EXPERIMENT which premiered this past January in the Dramatic Competition lineup at SUNDANCE and is set to be released later this year. He will also be seen in the Duplass Brothers' independent film MANSON FAMILY VACATION which has been acquired by Netflix.

He most recently completed filming a role on the critically acclaimed series, "Shameless," for Showtime and can be seen in a major guest star role on "The Big Bang Theory."

In addition to his feature and television activity, Bennett also created and co-produces the second longest running comedy show on the Nerdist stage at Meltdown comics called THIS SHOW IS YOUR SHOW, which has run for over 2 years. Matt also created, produced and hosted a web series for the Nerdist YouTube channel called "Nerdy Jobs."

KATHERINE HUGHES (Madison), the New York native, moved to Los Angeles less than two years ago and has already made a huge impression on Hollywood's biggest film makers. Beating out hundreds of young actors she landed her first feature film role in **MEN, WOMEN, & CHILDREN** directed by Jason Reitman which premiered at the 2014 Toronto International Film Festival and released in theatres by Paramount Studios.

MASAM HOLDEN (Ill Phil) was most recently seen in **THE SPECTACULAR NOW** opposite Shailene Woodley and Miles Teller. He also starred in "Halo 4: Forward Unto Dawn," the mega-selling video game YouTube live-action series from "Smallville" writers Todd Helbing and Aaron Helbing. He also starred in the fantasy adventure "Dragon Age: Redemption."

Kicking off an impressive career in front of the camera at the tender age of five, **BOBB'E J. THOMPSON (Derrick)** rose to fame as a child actor well before his teens, initially with a small but colorful and energetic supporting role as the pint-sized Tupac in **MY BABY'S DADDY** (2003). He subsequently appeared in television and film efforts such as "The Tracy Morgan Show" (2004), **SHARK TALE** (2004), "That's So Raven" (2004), and "Joey" (2005). Thompson contributed to OutKast mainstay Bryan Barber's offbeat, inventive musical drama **IDLEWILD** (2006), before teaming up with Vince Vaughn in the holiday comedy **FRED CLAUS** (2007). Thompson then starred in the acerbic farce hit comedy **ROLE MODELS** for which he was nominated for Best Breakthrough Performance - Male at the 2009 MTV Movie Awards.

2009 proved to be a break out year for Thompson. He appeared in **LAND OF THE LOST** with Will Ferrell and the family comedy **IMAGINE THAT** starring Eddie Murphy. Thompson was also a semi-regular on NBC's "30 Rock," as Tracy Jr., the son of Tracy Morgan's character. Nike recruited Thompson for multiple commercials as the fast-talking Lil Dez, who gives NBA greats Kobe Bryant and LeBron James a run for their money while babysitting.

Alongside his film work, Thompson culled favorable attention for his prominent contributions to the youth-oriented urban dance video **JammX Kids: Can't Dance Don't Want To**, which afforded him the opportunity to show off his flair for urban music and footwork.

Thompson recent credits include **SNOWMEN** with Ray Liotta, "For Better or Worse," "House of Payne," and **SCHOOL DANCE**.

About the Filmmakers

ALFONSO GOMEZ-REJON (Directed by) has already made a name for himself with two recent Emmy nominations for his work as director and co-executive producer on “American Horror Story: Coven” for the show’s lauded third season. His feature directing debut last year, **THE TOWN THAT DREADED SUNDOWN**, was a meta-reboot/sequel of Charles B. Pierce’s 1976 horror film set in a contemporary world where the original movie exists. Critically praised for Gomez- Rejon stylish direction, the film landed on many top ten horror lists for 2014.

Gomez- Rejon began his career as a personal assistant to Martin Scorsese, Nora Ephron, Robert De Niro and Alejandro González Iñárritu. He went on to direct the second unit for Ephron’s *Julie & Julia*, González Iñárritu’s *Babel*, Kevin Macdonald’s *State of Play* and *The Eagle*, Ryan Murphy’s *Eat Pray Love*, and Ben Affleck’s Oscar Best Picture winner *Argo*.

Gomez- Rejon directed several acclaimed episodes of “Glee” and “American Horror Story” throughout the run of both shows, and numerous national commercials for the likes of American Express and T-Mobile, and a Super Bowl spot for Chevrolet. He was born and raised in Laredo, Texas, on the U.S./Mexico border. Gomez- Rejon received his Bachelor of Fine Arts from New York University and his Master of Fine Arts from the American Film Institute.

JESSE ANDREWS (Screenplay by/Based on the Novel by) was born in Pittsburgh, Pennsylvania, and currently works as a novelist and screenwriter. He penned the award-winning young-adult novel **ME AND EARL AND THE DYING GIRL** (Amulet Books, 2012) and adapted it for the screen. He currently lives in Boston, Massachusetts.

STEVEN RALES (Produced by) founded Santa Monica-based production company Indian Paintbrush Productions in 2006. Films include: **THE GRAND BUDAPEST HOTEL**, which won four 2015 Academy Awards and the 2015 Golden Globe winner for Best Motion Picture, Comedy or Musical, as well as **THE DARJEELING LIMITED**, **FANTASTIC MR. FOX**, **LIKE CRAZY**, **YOUNG ADULT**, **JEFF WHO LIVES AT HOME**, **MOONRISE KINGDOM**, and **LABOR DAY**.

DAN FOGELMAN’s (Produced by) first feature film was Pixar’s **CARS**, directed by John Lasseter. Fogelman continued his work for Pixar and Disney writing **BOLT** and **TANGLED**.

Fogelman's directorial debut, *DANNY COLLINS*, was released this year, starring Al Pacino, Annette Bening, Christopher Plummer, Bobby Cannavale and Jennifer Garner. His live action films include *LAST VEGAS* starring Robert De Niro, Michael Douglas, Morgan Freeman and Kevin Kline, *CRAZY, STUPID, LOVE* and the semi-autobiographical *THE GUILT TRIP* starring Barbra Streisand and Seth Rogen.

Fogelman's period musical comedy series "Galavant" (ABC) featured the music of award winning composer Alan Menken and guest starred Ricky Gervais. Additionally, Fogelman created and executive produced the half-hour series "The Neighbors" (ABC), starring Jami Gertz, and "Like Family" (WB). His pilots include "The 12th Man" (Fox) and "Lipshitz Saves the World" (NBC), starring Ty Burrell and the late Leslie Nielsen.

Fogelman started in Hollywood working for "The Howie Mandel Show," "The Man Show," and The TV Guide Channel, where he wrote 60-second celebrity bios. Born and raised in New Jersey, Fogelman graduated from the University of Pennsylvania with a degree in English, which included a year of study at Oxford University.

JEREMY DAWSON (Produced by) most recently produced Wes Anderson's *THE GRAND BUDAPEST HOTEL*, the 2015 Golden Globe winner for Best Motion Picture, Comedy or Musical, and nominated for nine Academy Awards including Best Picture. Previously, Dawson served as a producer on *MOONRISE KINGDOM*, which won a Gotham Award for Best Film and went on to be nominated for multiple awards including an Academy Award for Best Original Screenplay and a Golden Globe Award for Best Motion Picture. Additionally, he produced *FANTASTIC MR. FOX*, which was nominated for two Academy Awards and a Golden Globe Award and co-produced *THE DARJEELING LIMITED* for Anderson. Dawson began his continuing association with Wes Anderson when he served as visual effects supervisor on *THE LIFE AQUATIC WITH STEVE ZISSOU*.

Dawson started in the film industry by designing the title sequence for Darren Aronofsky's acclaimed debut feature *π*. He has since designed visual effects and animation for numerous films, including Julie Taymor's *FRIDA* and *ACROSS THE UNIVERSE*; and, reteamed with Aronofsky on *REQUIEM FOR A DREAM*, *THE FOUNTAIN* (on which he was also the second unit director), and *BLACK SWAN* (for which he designed the main titles). Dawson has been nominated twice for the Visual Effects Society (VES) Award, with his colleagues from *FRIDA* and *THE FOUNTAIN*.

NORA SKINNER (Executive Producer) is the Executive Vice President of Production

at Indian Paintbrush, a New York and Santa Monica-based production company founded by Steven Rales. Indian Paintbrush productions include Wes Anderson's THE GRAND BUDAPEST HOTEL, winner of four Academy Awards, and the Golden Globe winner for Best Motion Picture, Comedy or Musical, as well as MOONRISE KINGDOM, LABOR DAY, and JEFF WHO LIVES AT HOME. Before joining Indian Paintbrush, Skinner was the Senior Vice President of Development at Scott Rudin Productions in New York, where she worked on THE SOCIAL NETWORK, THE GIRL WITH THE DRAGON TATTOO, MONEYBALL, REVOLUTIONARY ROAD, FANTASTIC MR. FOX, and JULIE & JULIA, among other film, television and theater projects. In addition to working on the Tribeca Film Festival, Skinner served as the Director of Jane Rosenthal and Robert De Niro's Tribeca Theatrical Productions and the Co-Managing Director of their Tribeca Theater Festival.

She served as an executive producer on Stephen Daldry's EXTREMELY LOUD AND INCREDIBLY CLOSE (two-time Academy Award nominee, including one for Best Motion Picture). She was an associate producer on Stephen Daldry's THE READER (five-time Academy Award nominee, including one for Best Motion Picture), and John Patrick Shanley's DOUBT (five-time Academy Award nominee, including one for Best Adapted Screenplay). She is a member of the Producers Guild of America.

A graduate of The University of North Carolina School of the Arts, **MICHAEL SLEDD (Co-Producer)** began his career working in distribution at Lot 47 under the tutelage of indie icon, Jeff Lipsky. Sledd then segued into physical production, working his way from production assistant to production manager on such films as TRANSAMERICA, DETACHMENT and ROBOT & FRANK.

In 2012, independent stalwarts Parts & Labor brought Michael aboard AIN'T THEM BODIES SAINTS as Co-Producer. Helping bring David Lowery's distinctive voice to life opened creative doors for Michael when producer, Cassian Elwes, introduced him to producers Rachel Winter and Robbie Brenner who immediately set DALLAS BUYER'S CLUB up for business. Working side by side with these passionate creatives, DALLAS BUYER'S CLUB became the wonderful success story that it has long deserved to be.

Since then, Michael has continued to work with exciting filmmakers, co-producing Peter Bogdanovich's SHE'S FUNNY THAT WAY for Red Granite. This winter he completed principal photography on ELVIS & NIXON, a remarkable story of these two historical icons' meeting in the Oval Office as played by Kevin Spacey and Michael Shannon.

A graduate of NYU's Tisch School of the Arts, **JEFF SOMMERVILLE (Co-Producer)** worked for prominent management/production company Industry Entertainment under producers Nick Wechsler and Julia Chasman, where he brought in and developed David Benioff's first novel, 25th HOUR, and was Associate Producer of the film directed by Spike Lee. He also worked on a number of other book-to-film projects there, including UNDER THE SKIN by Michel Faber, adapted and directed by Jonathan Glazer. At Will Smith's Overbrook Entertainment, Sommerville served as an executive on projects including LAKEVIEW TERRACE and THE SECRET LIFE OF BEES. As Senior Vice President of Production at Indian Paintbrush, he brought in ME AND EARL AND THE DYING GIRL and SYNDROME E as novels; both adaptations landed on Hollywood's "Black List" of best screenplays. While there he also co-produced SEEKING A FRIEND FOR THE END OF THE WORLD starring Steve Carell and Keira Knightly, released by Focus Features. In mid-2014, Sommerville started a new chapter as VP Drama Development at the newly rebooted Paramount Television, where he is developing premium cable content with producers including Anonymous Content, Caryn Mandabach and Robert Zemeckis' ImageMovers.

Born in Korea, **CHUNG-HOON CHUNG (Director of Photography)** concentrated on Directing at Dongkuk University's Film and Digital Cinema Department. The first film he worked on as a cinematographer was the low budget YURI in 1996, and ever since shooting Park Chan-Wook's OLD BOY in 2003, he has been working with him shooting THREE... EXTREMES in 2004, SYMPATHY FOR LADY VENGEANCE IN 2005, I'M CYBORG, BUT THAT'S OKAY in 2006, THIRST in 2009, and STOKER in 2013. His short films include SAVE THE WORLD in 1992, THE FALL OF THE EARTH in 1993, and CARD STORY in 1994. Recent films include NEW WORLD and THE DOORS as well as the upcoming BOULEVARD with Robin Williams.

GERALD SULLIVAN (Production Designer) graduated from the Southern California Institute of Architecture, (SCI-ARC). For the last fifteen years he has worked in the film industry as Set Designer, Art Director and Production Designer on such films as THE DARK KNIGHT RISES and MINORITY REPORT. Gerald was the Supervising Art Director on Wes Anderson's THE GRAND BUDAPEST HOTEL, which won the Oscar for Production Design, as well as on Anderson's previous effort, MOONRISE KINGDOM. Most recently, Sullivan was the Production Designer on Jon Stewart's debut film, ROSEWATER, and James Ponsoldt's latest film, THE END OF THE TOUR, and Matt Ross' feature FRANK AND LOLA.

Originally from the Philadelphia area, **DAVID TRACHTENBERG (Edited by)** began his editing career as an intern with The Academy of Television Arts and Sciences in 1993. He spent several years as an assistant editor working in finishing and graphic design houses in Los Angeles until he landed his first commercial editing job in 1996, winning the Silver Hugo at the Chicago Film Festival later that year.

In 2012, David completed his first feature, the Matt Piedmont film, *CASA DE MI PADRE*, starring Will Ferrell, Gael Garcia Bernal and Diego Luna, and followed it two years later with “The Spoils of Babylon,” a mini-series for IFC, which earned Kristen Wiig an Emmy nomination. Trachtenberg originally teamed up with director and SNL writing alum, Matt Piedmont, on a Budweiser web series. This collaboration led to the HBO series “Funny or Die Presents,” and the Sundance Jury Prize-winning short, *BRICK NOVAX'S DIARY*.

David also edited the viral sensation, *Portal: No Escape*, for his brother, Dan Trachtenberg.

As a commercial editor, Trachtenberg has cut for Nike, Ford, Chevy, ESPN, T-Mobile and Mazda, among others. His work has been recognized by Ad Age, Shoot, Creativity and AICE.

Trachtenberg is currently in post production on “The Spoils before Dying,” the second season of the IFC mini-series starring Michael Kenneth Williams and Kristen Wiig.

JENNIFER EVE's (Costume Designer) career as a Costume Designer began alongside dear friend and mentor Lou Eyrich on Ryan Murphy's series “Nip/Tuck.” She later co-designed the 2012 CDG Guild Award winner and Emmy nominated series “Glee,” where she formed her strong working relationship with series director Alfonso Gomez-Rejon. Along with her award winning work on “Glee,” she Co-Designed the pilot for the popular FX series “American Horror Story” – another brainchild of Director/Creator Ryan Murphy.

After three seasons of “Glee,” she went on to design two FOX/NBC projects for Director, Jason Winer. She then joined the team of Scott Moore and Jon Lucas for their series “Mixology” for ABC Studios.

In Spring 2014, she reunited with Alfonso Gomez-Rejon on the pilot of “Red Band Society” for Steven Spielberg's Amblin Television and ABC Studios.

BRIAN ENO (Original Music by) is an English musician, composer, record producer, singer, and visual artist, known as one of the principal innovators of ambient music.

Eno was a student of Roy Ascott on his *Groundcourse* at Ipswich Civic College. He then studied at Colchester Institute art school in Essex, England, taking inspiration from minimalist

painting. During his time on the art course at the Institute, he also gained experience in playing and making music through teaching sessions held in the adjacent music school. He joined the band Roxy Music as synthesizer player in the early 1970s. Roxy Music's success in the glam rock scene came quickly, but Eno soon became tired of touring and of conflicts with lead singer Bryan Ferry.

Eno's solo music has explored more experimental musical styles and ambient music. It has also been immensely influential, pioneering ambient and generative music, innovating production techniques, and emphasizing "theory over practice". He also introduced the concept of chance music to popular audiences, partially through collaborations with other musicians. Eno has also worked as an influential music and album producer. By the end of the 1970s, Eno had worked with Robert Fripp on the LPs *No Pussyfooting* and *Evening Star*, David Bowie on the seminal "Berlin Trilogy" and helped popularize the American band Devo and the punk-influenced "No Wave" genre. He produced and performed on three albums by Talking Heads, including *Remain in Light* (1980), and produced seven albums for U2, including *The Joshua Tree* (1987). Eno has also worked on records by James, Laurie Anderson, Coldplay, Paul Simon, Grace Jones, James Blake and Slowdive, among others.

Eno pursues multimedia ventures in parallel to his music career, including art installations, a regular column on society and innovation in *Prospect* magazine, and "Oblique Strategies" (written with Peter Schmidt), a deck of cards in which cryptic remarks or random insights are intended to resolve dilemmas. Eno continues to collaborate with other musicians, produce records, release his own music, and write.

NICO MUHLY (Music by) is a composer of chamber music, orchestral music, sacred music, opera, ballet, and music for collaborators across a variety of fields. He has composed on commission from St. Paul's Cathedral and Carnegie Hall, and has written choral music for the Tallis Scholars and the Hilliard Ensemble, songs for Anne Sofie von Otter and Iestyn Davies, an encore for violinist Hilary Hahn, and a viola concerto for Nadia Sirota. The Metropolitan Opera recently commissioned him to compose *Marnie* for its 2019-2020 season, based on Winston Graham's 1961 novel that was adapted into an Alfred Hitchcock movie.

Muhly has scored ballets for choreographer Benjamin Millepied and films including *THE READER* and *KILL YOUR DARLINGS*, in addition to arranging music by Antony & the Johnsons, Björk, Grizzly Bear, and the National. His debut CD *Speak Volumes* (2007) was the first of many collaborations with the artists of Reykjavik's Bedroom Community label, and with

singer/songwriter Thomas Bartlett (Doveman), he is half of the gamelan-inspired song project Peter Pears. He lives in New York City.

RANDALL POSTER (Music Supervisor) is one of the most active music supervisors working in film and television today. Perhaps best known for his long-term collaboration with director Wes Anderson, Poster works regularly with a renowned group of directors including Harmony Korine, Todd Haynes, Richard Linklater, Todd Phillips, Martin Scorsese, Sam Mendes, and Jason Reitman, among others. Recent films include Anderson's *THE GRAND BUDAPEST HOTEL*, Linklater's *BOYHOOD*, Scorsese's *THE WOLF OF WALL STREET*, and Korine's *SPRING BREAKERS*. Poster also oversaw the music on HBO's award-winning series “Boardwalk Empire,” work for which Poster won a Grammy award. This year Poster won his second Grammy for producing the soundtrack to *THE GRAND BUDAPEST HOTEL*.

Unit Production Manager	Michael Sledd
First Assistant Director	Jonas Spaccarotelli
Second Assistant Director	Dana Zolli

CAST

Greg	Thomas Mann
Earl	RJ Cyler
Rachel	Olivia Cooke
Greg's Dad	Nick Offerman
Greg's Mom	Connie Britton
Denise	Molly Shannon
Mr. McCarthy	Jon Bernthal
Madison	Katherine Hughes
Scott Mayhew	Matt Bennett
Ill Phil	Masam Holden
Derrick	Bobb'e J. Thompson
Young Greg	George Gavin Dietz
Young Earl	Edward DeBruce III
Anna	Natalie Marchelletta
Naomi	Chelsea Zhang
Theater Dork	Marco Zappala
Rachel's Friend	Kaza Marie Ayersman
Principal	Etta Cox
Limo Driver	Karriem Sami
Himself	Hugh Jackman
Rabbi	Cheryl Klein
Elderly Mourner	Joan Augustin
Testimonial Student #1	Mark Granatire
Testimonial Student #2	Kayana White
Testimonial Student #3	Linda Kanyarusoke
Testimonial Student #4	Drew Palajsa
Testimonial Student #5	Elly Silberstein
Children's Hospital Nurse	Nicole Tubbs
Stunt Coordinators	Gene Harrison
	Dave Buglione
Stunt Security Guard	Gene Harrison

CREW

Assistant Unit Production Manager	Parry Creedon
A Camera Operator	David Isern
A Camera First Assistant Camera	John Paul Meyer
A Camera Second Assistant Camera	Johanna Cerati
B Camera Operator	Dante Ludovici
B Camera First Assistant Camera	Colin Sheehy

B Camera Second Assistant Camera	Mark Patnesky
Digital Imaging Technician	Otis Sherman
Still Photographer	Anne Marie Fox
Script Supervisor	
Sound Mixer	Pawel Wdowczak
Boom Operator	Michael Kaleta
Sound Utility	Chris Rudyk
Gaffer	Derek Gross
Best Boy Electric	Bob Dodd
Electrics	Andrew Engert
	Adam Grant
	Donald Klinefelter
Additional Electrics	Chai Roka
	Amish Schulze
	Tom Morrison
Key Grip	Matthew Bulleri
Best Boy Grip	Don Yockey
Dolly Grip	James P. Dames
Grips	Joe Myers
	Jason Kirker
Additional Grips	Brad Robinson
	Doug Cronin
	Jason Jouver
Associate Costume Designer	Mojdeh "Mo" Daftary
Assistant Costume Designer	Angeline Zeigler
Wardrobe Supervisor	Virginia Phillips
Key Set Costumer	Paul "PJ" Carli
Wardrobe Production Assistant	Adam Stout
Make-up Department Head	Marianne Skiba
Key Make-up Artist	Sharyn Cordice
Hair Department Head	Nancy Keslar
Key Hair Stylist	Geri Mataya
Art Director	Sarah Pott
Art Coordinator	Rebecca Markuson
Storyboard Artist	Peter Beck
Art Production Assistant	Molly Rosenblatt
Set Decorator	Diana Stoughton
Leadman	Paul Bucciarelli
Buyer	Smith Hutchings
On-Set Dresser	Ian Andrew
Set Dressers	Fred "Fredo" Donatelli
	Bill Franko
	John Walters
	Donald Rager
Property Masters	Luci Leary
	Beau Harrison

Assistant Property Masters	Demian Aspinwall Jesse Ross
Rachel's books by	John Peet Molly Rosenblatt
Construction Coordinator Key Carpenter	Michael "Bubba" Matesic Jon Pitcher
Key Greensman	Hisham Youssef
Charge Scenics	Lauri Mancuso Liz Nally
Scenic Artists	Joseph Rudans Edgar Bucholtz Thomas Clayton Jolene Dames Dallah Cesen
Production Accountant	Brent Peebles
First Assistant Accountant	Colette Hallinan
Payroll Accountant	Ashlee Vann Peebles
Accounting Clerk	Emily Westfield
Production Coordinator	Morgan Newell
Production Secretary	Libby Feltch
Production Associate	John Peet
Assistant to Mr. Gomez-Rejon	Kelsey Jackson
Office Production Assistants	Aaron Hollan Jayne Sullivan
Cast Assistant	Rachel Marusic
Assistant to the Producers	Lauren Platt
Assistant to Chung-Hoon Chung	Sol Lee
Assistant to Dan Fogelman	Tanner Bean
Casting Assistant	Alice Merlin
Second Second Assistant Director	Dan Short
Key Set Production Assistant	Jon Medeiros
Set Production Assistants	Kim Herman Dj Hrach Jack McKenna Jon Noll Zoe Simek David "Wino" Weinstein
Location Manager	Jennifer Manypenny
Assistant Location Manager	Ethan Green
Locations Assistant	Chris Ruppenthal
Locations Production Assistant	Jim Smerecky
Set Medics	William Burgess

	Cassie Eccles
Local Casting	Nancy Mosser
Extras Casting	Katie Shenot
Extras Casting Assistant	Stephanie Bankosh
Catering by	
Owner	Rich Alfieri
Head Chef	Kevin White
Assistant Chef	Gary Wigglesworth
Key Craft Service	Michael "Mox" Pappas
Craft Service	Paula Gregg
Animal Wrangler	Mark Campbell
Transportation Coordinator	Katie Scott
Transportation Captain	Greg Viglione
Transportation Co-Captain	Drew Smith
Drivers	Karriem Sami
	Pat Roland
	Mikey Bearer
	Ron Sikorski
	Frank Fink
	Ken Pohl
	Bob Bowen
	John Grant
	Rick Koenig
	Ed Coennen
	Lauren Donnelly
	Roger Nicholas
	Dennis Michaels
	Cally Matthews
Post Production Supervisor	Stuart Macphee
Assistant Editor	Zared Shai
Sound Supervision and Design	Jacob Ribicoff
Sound Re-recording Mixers	Bob Chefalas
	Jacob Ribicoff
Dialogue/ADR Editor	David Briggs
Foley Editor/Engineer	George Lara
ADR Facility	Margarita Mix (LA)
	Soundtrack (NY)
	PMI (Pittsburgh)
Foley Artist	Marko Costanzo
Post Production Sound Facility	Soundtrack NY
Sound Mix Facility Coordinator/C.O.O	Maegan Hayward
Music Editor	Mick Gormaley
Music Coordinator	Meghan Currier

MUSIC

“Jubilate, o amoeni chori, RV 639”
Written by Antonio Vivaldi
Performed by Aradia Ensemble and Chorus, conducted by Kevin Mallon
Courtesy of Naxos
By arrangement with Source/Q

“Scene d'Amour” from the motion picture VERTIGO
Written and performed by Bernard Herrmann
Courtesy of Universal Studios

"Golden Hours"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Dead Finks Don't Talk"
Written by Brian Eno and Paul Thompson
Performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

“Main Title” from the motion picture FOR A FEW DOLLARS MORE
Written and performed by Ennio Morricone
Courtesy of EMI Music Publishing Italia SRL

"Generique et Car de Police" from the motion picture LES QUATRE CENTS COUPS
Written and performed by Jean Constantin
Courtesy of MK2

"Burning Airlines Give You So Much More"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd
Under license from Universal Music Enterprises

"On Some Faraway Beach"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Street Hassle"
Written and performed by Lou Reed
Courtesy of RCA Records
By arrangement with Sony Music Licensing

"NY's Alright"
Written by Eli Kasan, Tom Payne, Cary Belback and Gavin Clark Jensen
Performed by The Gotobeds
Courtesy of 12XU Recordings

"Mass in B minor, BWV 232"
Written by J.S. Bach

Performed by Cologne Chamber Orchestra and Dresden Chamber Choir, conducted by Helmut
Müller-Brühl
Courtesy of Naxos
By arrangement with Source/Q

"Main Title" from the motion picture NAVAJO JOE
Written and performed by Ennio Morricone
Courtesy of Metro-Goldwyn-Mayer Music Inc. and EMI Music Publishing Italia SRL

"Trouble"
Written by Yusuf Islam
Performed by Cat Stevens
Courtesy of Island Records Ltd.
Under License from Universal Music Enterprises

"In Dreams"
Written and performed by Roy Orbison
Courtesy of Sony Music Entertainment
By arrangement with Sony Music Licensing

"Ho Renomo"
Written by Brian Eno, Dieter Moebius and Hans-Joachim Roedelius
Performed by Brian Eno, Cluster
Courtesy of Astralwerks
Under license from Universal Music Enterprises

"Kartoffeltornado"
Written by James Harrell
Performed by Lythion Music

"Zawinul/Lava"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Ride of the Valkyries"
Written by Richard Wagner
Arranged by Dorrian Cormac
Courtesy of APM Music

"Love Sonnet"
Written by Nick Spooner, Bruce Bromberg, Jen Ferguson, Julio Gomez-Rejon, Eddie Sperry
and Roderick Kohn
Performed by Hevy Floe
Courtesy of Floehovia Records

"Music for the Funeral of Queen Mary, Z. 860i"
Written by Henry Purcell
Performed by Indiana State University Faculty Winds, conducted by John P. Boyd
Courtesy of Mark Records and Naxos
By arrangement with Source/Q

"I'll Come Running"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Theme" from the motion picture THE CONVERSATION
Written by David Shire
Courtesy of Zoetrope Music

"Everybody's Talkin'"
Written by Fred Neil
Performed by Harry Nilsson
Courtesy of RCA Records
By arrangement with Sony Music Licensing

"Minuetto 'Jeux D'enfance'" from the motion picture ROSSO COME IL CIELO
Written and performed by Ezio Bosso
Courtesy of Creazioni Artistiche Musicale C.A.M. Srl
Under license from Sugar Melodi, Inc.

"Here Come The Warm Jets"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Burn The Cat"
Written by Tim Booth, James Glennie, Lawrence Gott, Mark Hunter, Saul Davies, David
Baynton-Power and Brian Eno
Performed by James featuring Brian Eno
Courtesy of Mercury Records Limited
Under license from Universal Music Enterprises

"Barcarolle Fantasy"
Written by Jacques Offenbach
Arranged by Frederic Sans
Courtesy of APM Music

"Trinite et Finale" from the motion picture LES QUATRE CENTS COUPS
Written and performed by Jean Constantin
Courtesy of MK2

"LSD"
Written and performed by Landon Thomas

"Dance With Me"
Written by Milo Bonacci, Wesley Miles, Mathieu Santos, Rebecca Zeller and Dennis Herring
Performed by Ra Ra Riot
Courtesy of Barsuk Records
By arrangement with Bank Robber Music

"The Big Ship"
Written and performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Always Returning"
Written by Brian Eno and Roger Eno
Performed by Brian Eno
Courtesy of Virgin Records Ltd.
Under license from Universal Music Enterprises

"Remember Me As A Time Of Day"
Written by Christopher Hrasky, Michael James, Munaf Rayani and Mark Smith
Performed by Explosions in the Sky
Courtesy of Temporary Residence Limited

Music Clearances Jessica Dolinger

Digital Intermediate provided by	Company 3
Digital Intermediate Colorist	Tim Stipan
Digital Intermediate Producer	Colin Davis
Digital Conform	Greg Rubin
Color Assistants	Alex Durie
	Loretta Wallace
Head of Production	Nick Monton
Account Executive	David Feldman
CO3 Executive Producer	Stefan Sonnenfeld

VFX by Richard Nehmad
Zared Shai
Jeremy Cox
The Artery

Post Accountant

Indian Paintbrush

Chief Financial Officer	Deborah Wettstein
Chief Operating Officer	Peter McPartlin
Controller	Kristen Yi
Senior Vice President, Development	Kara Van Abeele
Creative Executive	Sam Roston
Executive, Literary	Kelly O'Malley
Assistant to Steven Rales	Sandra K. Schilling
Assistants to Deborah Wettstein	Anne Ratz
	Hannah Park
Assistant to Peter McPartlin	Haley Hanson

Title Design Jhomar Josue

Titles by	Jeff Kryvicky - Collider
AVID and Dailies provided by	Sixteen19
Dailies Colorist	Jeff Penman
Camera & Lenses	Arri CSC
Clearances & Product Placement by	Wendy Cohen
Script Research by	Act One Script Clearance
Production Legal Services	Irwin M. Rappaport, P.C.
Associate	Neil O. Mevellec
Additional Legal Services	Dan Waggoner Alan Brunswick
Production Insurance	DeWitt Stern Peter Marshall Rona Lind
Completion Bond	
Payroll Services Provided by	Entertainment Partners Sessions Payroll

SPECIAL THANKS TO

Thelma Schoonmaker
 Nicholas Pileggi and Nora Ephron
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 Jennifer Bass
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 Bob Adelman
 Walter Donahue
 Tony Buba
 Beti B. Gomez Rejon
 Tamara Reichberg
 Chad Townsend
 Talon Books
 Columbia High School of Maplewood/South Orange, NJ
 Travis Plummer
 Peter Shaw
 Michael Seamans
 Christopher Donnelly
 Roger Green
 Children's Hospital of Pittsburgh

WESA

THE COMPLETE GAINES/JACKSON FILMOGRAPHY

- Anatomy of a Burger = Anatomy of a Murder (1959), dir. Otto Preminger (title sequence by Saul Bass)
- Ate 1/2 (of My Lunch) = 8 1/2 (1963), dir. Federico Fellini
- A Box O' Lips, Wow = Apocalypse Now (1979), dir. Francis Ford Coppola
- The Battle of All Deer = The Battle of Algiers (1966), dir. Gillo Pontecorvo
- Breathe Less = Breathless (1960), dir. Jean-Luc Godard
- Brew Vervet = Blue Velvet (1986), dir. David Lynch
- Burden of Screams = Burden of Dreams (1982), dir. Les Blank
- Can't Tempt = Contempt (1963), dir. Jean-Luc Godard
- Crouching Housecat Hidden Housecat = Crouching Tiger, Hidden Dragon (2000), dir. Ang Lee
- Death in Tennis = Death in Venice (1971), dir. Luchino Visconti
- My Dinner with Andre the Giant = My Dinner with Andre (1981), dir. Louis Malle
- Don't Look Now Because a Creepy Ass Dwarf is About to Kill You!! Damn!!! =
Don't Look Now (1973), dir. Nicolas Roeg
- Eyes Wide Butt = Eyes Wide Shut (1999), dir. Stanley Kubrick
- Hairy, Old and Mod = Harold and Maude (1971), dir. Hal Ashby
- La Gelee = La Jetée (1962), dir. Chris Marker
- Gone with My Wind = Gone with the Wind (1939), dir. Victor Fleming
- Gross Encounters of the Turd Kind = Close Encounters of the Third Kind (1977), dir. Steven Spielberg
- Grumpy Cul-de-Sacs = Mean Streets (1973), dir. Martin Scorsese
- It's a Punderful Life = It's a Wonderful Life (1946), Frank Capra
- The Janitor of Oz = The Wizard of Oz (1939), dir. Victor Fleming
- The Lady Manishness = The Lady Vanishes (1938), dir. Alfred Hitchcock
- Monorash = Rashomon (1950), dir. Akira Kurosawa
- My Best Actor Is Also a Dangerous Lunatic = My Best Friend (1999), dir. Werner Herzog
- Nose Ferret 2 = Nosferatu (1922), dir. F.W. Murnau
- Pittsburghasqatsi = Koyaanisqatsi (1982), dir. Godfrey Reggio
- Pooping Tom = Peeping Tom (1960), dir. Michael Powell
- The Prunes of Wrath = The Grapes of Wrath (1940), dir. John Ford
- Raging Bullsh*t = Raging Bull (1980), dir. Martin Scorsese
- Rear Wind = Rear Window (1954), dir. Alfred Hitchcock
- Rosemary Baby Carrots = Rosemary's Baby (1968), dir. Roman Polanski
- Scabface = Scarface (1932), dir. Howard Hawks and Richard Rosson
- Second (Helpings of Dinner) = Seconds (1966), dir. John Frankenheimer (title sequence by Elaine & Saul Bass)
- Senior Citizen Cane = Citizen Kane (1941), dir. Orson Welles
- The Seven Seals = The Seventh Seal (1957), dir. Ingmar Bergman
- A Sockwork Orange = A Clockwork Orange (1971), dir. Stanley Kubrick
- The Complete Lack of Conversation = The Conversation (1974), dir. Francis Ford Coppola
- The Last Crustacean of Christ = The Last Temptation of Christ (1988), dir. Martin Scorsese
- The Rad Shoes = The Red Shoes (1948), dir. Michael Powell and Emeric Pressburger
- The Turd Man = The Third Man (1949), dir. Carol Reed
- The 400 Bros = The 400 Blows (1959), dir. Francois Truffaut
- Um = M (1931), dir. Fritz Lang
- Vere'd He Go? = Vertigo (1958), dir. Alfred Hitchcock (title sequence by Saul Bass)
- Wages for Beer = The Wages of Fear (1953), dir. Henri-Georges Clouzot
- Yellow Submarine Sandwich = Yellow Submarine (1968), dir. George Dunning
- ZZZ = Z (1969), dir. Costa-Gavras
- 2:48 PM Cowboy = Midnight Cowboy (1969), dir. John Schlesinger

49th Parallelogram = 49th Parallel (1941), Michael Powell
Me and Earl and the Dying Girl (2015), dir. Greg Gaines and Earl Jackson

Books and projections material courtesy of Faber and Faber LTD.

David Plunkert / Spur Design LLC

Les Quatre Cents Coups (The 400 Blows) by François Truffaut
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Photo © André Dino / MK2 D.R.

"Tales of Hoffman"
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"Taxi Driver" Courtesy of Columbia Pictures

"Aguirre: Wrath of God" courtesy of Werner Herzog Film Production

"Burden of Dreams" Directed by Les Blank ©1982
Courtesy of Les Blank Films Inc.

"Kaleidoscope Jazz Chair" (1960) by Charles and Ray Eames
Courtesy Eames Office, LLC Los Angeles CA

Photograph of Thelma Schoonmaker © Barry Z Levine www.woodstockwitness.com

Otakar Nejedly painting is courtesy of John Okeke

"The Glaze of Cathexis" by Stan Brakhage, excerpt courtesy of The Estate of Stan Brakhage

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American Humane Association monitored some of the animal action. *No animals were harmed in those scenes.*TM

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