



FriendsWithBenefits

PRODUCTION NOTES

"We need to talk."

"We're heading in different directions."

"You deserve better than me."

"Let's stay friends."

Dylan (JUSTIN TIMBERLAKE) and Jamie (MILA KUNIS) certainly aren't in a settling-down frame of mind. When New York-based executive recruiter Jamie trains her considerable headhunting skills on luring hotshot LA-based art director Dylan to take a dream job in the Big Apple, they quickly realize what kindred spirits they are. They've each been through so many failed relationships that they're both ready to give up on love and focus on having fun.

So when Dylan relocates to New York and the pair start hanging out regularly, they share plenty of laughs over a twin belief that love is a myth propagated by Hollywood movies. That's when these two begin a deliciously sexy, decidedly grown-up experiment.

Could these two fast friends – who are successful, unattached, and scornful of commitment - explore new terrain?

If they add casual "no emotions" sex to their friendship, can they avoid all the pitfalls that come with thinking about someone else as more than just a pal?

As two people weaned on the disappointing promises of romantic comedies, Dylan and Jamie shouldn't be entirely surprised when their bold move becomes a bawdy, sexy ride into uncharted territory, exposing much more of themselves than they ever thought they'd get to see.

Friends with Benefits stars Justin Timberlake (*The Social Network*), Mila Kunis (*Black Swan*), Patricia Clarkson (*Easy A*), Jenna Elfman ("Dharma & Greg"), Bryan

Greenberg ("How to Make It in America"), with Richard Jenkins (*Dear John*) and Woody Harrelson (2012).

Friends with Benefits is directed and produced by Will Gluck (*Easy A*), also producing were Martin Shafer, Liz Glotzer, Jerry Zucker and Janet Zucker. The screenplay is by Keith Merryman & David A. Newman, along with Gluck. Story is by Harley Peyton and Keith Merryman & David A. Newman. Executive producer is Glenn S. Gainor (*Burlesque*). Director of photography is Michael Grady (*Easy A*). Marcia Hinds is the production designer. Tia Nolan is the editor. Music supervision is done by Wende Crowley. Costume designer is Renee Ehrlich Kalfus.

Friends with Benefits' running time is 1 hour and 44 minutes.

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Director Will Gluck was looking for another project, having just finished editing *Easy A* for Screen Gems, when the script for *Friends with Benefits* came to his attention. "I've always wanted to do a movie that was an update of the old Hepburn and Tracy movies," Gluck explains, citing his love for the sexy, banter-filled comedies of Hollywood's golden past. So with its pointed dialogue, enticingly adult comic situations and charming yet flawed characters, *Friends with Benefits* certainly hit the nail on the head conceptually,. Dylan and Jamie are the Hepburn/Tracy characters of our time, with our sensibilities, aspirations, and most of all this generation's views on family, friendship, love, and sex.

Gluck knew that essential to the success of the movie would be casting actors who would match the dynamic and flirtatious chemistry captured in those landmark films. Gluck explains, "Justin and Mila had such good chemistry together, it's unbelievable. It was like magic. You just want to watch them do anything together. The most important part of this movie is when they're on screen together." Gluck goes on, "I hit the lottery with those two together. Mila's funny, smart, charismatic, beautiful, goofy. It's so fun to watch her, especially with Justin."

Gluck recalls catching Timberlake on "Saturday Night Live" and being wowed. "I was impressed, and then he did another 'Saturday Night Live' and he was even funnier. And the reason he's so funny is because he's a great actor. This is his first full-time comedic role. He can do anything. He's so charismatic that you can't keep your eyes off him."

For his part, Timberlake not only loved the adult humor of the screenplay, but was intrigued by where Dylan and Jamie are in their respective lives when the movie introduces them to us. Both are young and successful at work, but they're also circumspect about love, and struggling with family issues. "Just the things that happen to you when you get to a certain age, like my age," says Timberlake, "where you're sort of questioning the 'establishment' of what you've grown up with - as far as relationships are concerned - what it all means."

The actor goes on, "Our characters meet each other in that time where they've both recently split up from other relationships and we're both in that headspace where we kind of want to just be single."

Mila Kunis saw her character Jamie as someone who “believes in true love and believes that Prince Charming is out there and is desperately seeking that.” Jamie doesn’t wear her heart on her sleeve, though. “She’s a typical New Yorker,” laughs Kunis. Indeed, Jamie is sharp, fast-talking, determined, and by all accounts more of a realist than a dreamer.

Jamie is also funny and easy to be with. So when Dylan moves to New York after she recruits him for an exciting position at GQ Magazine, the two become fast friends, comrades in cynicism, ready to laugh at the world's craziness and each other's foibles.

With Timberlake’s Dylan working hard to establish himself at a new job in a new city and no time to pursue life’s more frivolous aspects, and Kunis’ Jamie meeting too many “nice” guys who turn out to be not-so-nice, the two come to an agreement asserting mutual benefits without the emotional complications of dating. ‘Cause after all, everyone has physical needs, they convince themselves. What could possibly go wrong?

Timberlake explains, “It’s about two people kind of living parallel lives. They get together and come up with this crazy plan of having the physical act of a relationship without any of the emotion. That’s really where a lot of the hilarity ensues. It’s nice to have an “R” rating for this movie because in the intimate scenes, there’s some funny things that we were able to come up with. It’s a funny dynamic when you have characters who aren’t emotionally attached in that way - or at least the don’t think they are.”

Jamie’s mother, Lorna, brilliantly brought to life by Patricia Clarkson, provides a good deal of humor and color as well as some pointed insight into Jamie’s character. Will Gluck explains, “Lorna is a single mother. The kind who was probably a groupie for some rock band in the seventies and eighties. She’s very absent and Jamie was probably the mother in that relationship.” Coupled with a string of disappointing relationships, it was easy for Jamie to assume the stance that it’s better not to depend on others for emotional sustenance.

While Gluck, having recently worked with Clarkson on *Easy A*, was well aware of her genius, it was the first time Kunis and Clarkson had worked together. Kunis was smitten. “One of the greatest actresses I’ve ever worked with,” says Kunis. “I so wish we had more scenes together because I loved working with her.”

Dylan's family resides in Los Angeles. His father, a respected journalist, now retired and suffering from the early stages Alzheimer's disease, is touchingly played by Oscar®-nominated actor Richard Jenkins. Dylan's sister Annie, played by Jenna Elfman, feels the weight of handling their father's challenges alone while raising her son.

"We have so many great actors in this movie," says Timberlake, "but to have Richard as your dad - great scenes playing back and forth - I think that's been my favorite exchange."

It's not common to have a serious issue such as Alzheimer's threaded into what's primarily a comedy, but Gluck likes the juxtaposition and explains, "I like doing more emotional stuff. Not just with Alzheimer's, but their (Dylan, Mr. Harper and Annie) relationship, and also the strained relationship between Jamie and her mother. As long as they can laugh about the tough situations they're going through, that makes it even better.

Gluck tells how he came to cast Elfman: "She did the table read and within the first few seconds it felt like Justin and Jenna had been brother and sister forever. Jenna has a great combination of playing a motherly figure but also gives Justin the business. They feel like they've fought a lot as kids. It just feels real."

For Elfman, the role represents the voice of reason for Dylan. "My character thinks he's lost his mind and can't see what's right under his nose, which is this amazing girl with this great sense of humor."

She cites the family scenes as crucial to understanding the movie's message about what's important in life: "Justin's character coming back and being around his family starts to wake him up, because you can't take things for granted. At its core, that's what this movie's really about."

Richard Jenkins offers a similar viewpoint about the movie. "The thing about having Alzheimer's is you do realize you don't have a lot of time. If you feel something for someone, you should not play games."

Serving as both court jester and sage in Dylan's New York world is his new co-worker Tommy, an athletic, flamboyant art director at GQ, played to profanely funny perfection by Woody Harrelson. Says director Will Gluck, "Tommy's a strange character to play and I don't think Woody's ever played it before. I don't think anyone's quite played this character. Only someone like Woody can pull it off."

Harrelson says it took him a bit to devise an approach for such an outrageous character. "It took me a second to really get it," Harrelson explains. "The thing that was

interesting to me about Tommy Bollinger is that he's kind of a guy's guy. Like one of these guys who talks about girls in a pretty graphic terminology, but as a gay man." Laughing, Harrelson adds, "He says stuff that I can't believe we shot."

There were plenty of laughs on set when Harrelson was working, enthuses Kunis. "Woody cracks me up like no other," says the actress. "I cannot do a scene with him because I just start laughing. He looks at me and I just start laughing." Timberlake had the same problem in a scene with Harrelson, trying to keep a straight face. "It's a real challenge to just Buster Keaton the whole thing, when you're sort of dying inside," he says.

Although American audiences first fell in love with Harrelson through the much revered sit-com *Cheers*, he has more recently been seen in, and has received much acclaim for, his work in dramatic roles, such as his recent Oscar®-nominated turn in *The Messenger*. Working on *Friends with Benefits* has rekindled his love for comedy. "It's like coming to work in a playground, you know?" the actor says. "I haven't felt quite that extreme since *Cheers* where everybody is always trying to come up with new things to make a scene funnier. Will is just a great director. He really has a sense of comedy that's extraordinary and comes up with amazing ideas on the spur of the moment."

Gluck gives full credit to his actors, though, when the spirit of creativity is in the air. "I try to do the script that was written, then after the first or second take I just keep yelling out different things to try," he says. "A lot of that has to do with working with such good actors. They make it so easy because pretty much anything they say is going to be good and funny."

It was a process that Timberlake took to immediately. "Will and I are like kindred spirits in that way," he explains. "I find that I thrive in that type of environment, probably because I come from the stage so you get used to having to change things on a dime. The world of improv is a very comfortable place for me."

Kunis chimes in with her own praises as well about being directed by Gluck. "Will is so great to work with. I don't think we've ever cut. I'm pretty sure we roll out the forty-five minutes that we have and you'll see Will running into a shot, running out, running in and out...he thinks so quickly and so fast."

But more than just being two hours of laughs, "it's also a movie for adults," reminds Gluck. "A movie about what's happening in modern-day relationships. Hopefully, we're doing it smartly. Hopefully, if Hepburn and Tracy made a movie now, this is what it would be."

Tucked away into the movie are references to the great classic films of our current generation -- not to mention a fictional movie-within-the-movie Jamie and Dylan repeatedly watch that hilariously covers every romantic comedy trope in the book -- *Friends With Benefits* asks: does being cynical of love's clichés make you blind to the genuine article? "These two characters know that they're going through something that people have gone through in the past," says Gluck. "They are also very cognizant of the fact that they are in a relationship without commitment, just having sex, and that it's probably going to end badly."

Gluck continues, "So even though there are romantic undertones, the characters are both very cynical about it. Jamie loves watching romantic comedies, but she doesn't buy into the idea that it exists. She believes that movies are all fairytales."

Kunis laughs as she points out the irony, "The movie references other films so much, that life starts imitating art a little for these two, but they're so cynical, they don't even see it." At its core though, she says, "chances are you don't have that fairytale romance." Kunis goes on, "This is a very organic version of how two people meet and how things evolve. It's very much the truth."

Timberlake sees a stealth aspect to the movie's fun and games. "I think the heart of this film sneaks up on you," concludes Timberlake. "I think that that's what will get audiences: before they know it, they're completely invested in these characters because they're so likeable."

What of the notion of "friends with benefits?" Is it really possible for two people to be boldly, bodily intimate while escaping the possibility of being hurt or the responsibility of having hurt someone else? Emotionally, he can't say, but physically, Timberlake offers a clue: "Sex without emotion is painful," he laughs.

Kunis agrees, adding, "I think I hurt my back. You want to talk about the unsexiest sex scenes? Us for two weeks. At one point I was like, 'I don't even know what to say to you, I can't feel my leg.' So I would say "friends with benefits" does not work in life!"

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Friends with Benefits was shot during the summer of 2010 at some of the most iconic locations that New York City and Los Angeles have to offer.

Gluck knew that when playing with the tropes of a New York-set comedy, the film is communicating with the audience with an already established language of cinema. When it came to New York, Gluck wanted to hit such picturesque locales as Central Park, the Hudson River, Times Square and Grand Central Station. Doing so during the height of the tourism season, however, proved to be a little challenging.

“It was really tough to film in those places to begin with,” explains Gluck, “but when you add into the mix Justin Timberlake and Mila Kunis and Woody Harrelson, it gets crazy. Within ten minutes of our showing up we would have thousands of people watching. Every day of this movie has been documented online.”

Take, for example, a simple walking shot of Timberlake on 5th Avenue -- it brought the opposite sidewalks to a standstill for two full hours. Likewise, the two flash mob scenes, one at Grand Central and another at Times Square, brought hundreds of fans who gamely stood and watched production until the early morning hours. Scenes in Central Park gathered huge crowds, while the actors worked with comparable ease on a small boat on the Hudson River.

The company started their day shooting at Grand Central Terminal while it was open for business. “That was cool,” says Gluck, “because of all the people watching our flash mob.” The climactic scene called for about five hundred extras but, “at one point there were about a thousand people going through the trains, as well as tourists, watching. It was an absolute zoo. It was wild seeing all these people, especially since I grew up in New York City and walked there all the time when I went to school. I never thought that I’d be having people dance in it.”

After midnight, however, the doors were closed to the public and a hush fell over the stately historic building. According to Mila Kunis, that’s when the magic really began to happen. “Grand Central Station was fantastic because it was ours,” she says. “There’s a secret stairway we went down and we explored. Nobody was there. It was completely silent. It was amazing.”

The Hudson River didn’t hold the same cachet. In fact, joggers along Battery Park blithely negotiated around the company’s set and equipment, as Woody Harrelson and Justin Timberlake shot hoops in the humid summer heat.

From the park’s dock, the actors boarded a vintage sixteen-foot wooden boat, while a shooting unit made up only of essential crew boarded a barge in order to capture Timberlake, Harrelson and Richard Jenkins on the Hudson River. Working in water has

its own challenges. Gluck recalls, "Every time a huge ferry would come by, the boat would just come smacking down."

It was a day Harrelson admits he will likely not forget for some time to come. "We were out on the Hudson in this little boat from 1927. I thought, 'How hard is it going to be?'" the actor shrugs. "I didn't think it could be that hard. I'm the one who's driving and at one point there was a massive amount of traffic on the river. This tugboat came by and I could see that it caused a pretty big wake and we're very low in the water. I was told to kind of point the boat in the wave when that happens. But this guy who was ducked down under some blankets sees the situation and says, 'I got to take over here.' I go, 'Really?' He takes over and this wave just washed over us completely. Completely drenched us from head to foot. Completely. It was hard, but it was pretty exciting, I've got to say. I do all my stunts unless they're dangerous," the actor laughs.

When it came to shooting in Los Angeles, the production encountered a different vibe. "New York was so electric," Gluck summarizes, "and I like filming in New York City, but there is something about being in L.A. where you can just concentrate on the work and not so much the pageantry of shooting a film."

Timberlake explains the difference between the two locales: "L.A. has always been a town where movies get filmed. People stop and look around a little bit. But I think they get bored really easily because there is probably some other movie filming down the street. New York becomes a little more of a challenge. The city's so compact and dense with people. People stop and crowd around, which is exciting, then all of a sudden you feel like you're doing theater in the park. I think we were going through shock the first two days we filmed in L.A. because we didn't have six thousand people standing around watching us film."

In Los Angeles, the company was scheduled for about two weeks of stage work, but much of the shooting was done on location and featured sites such as Mann's Chinese Theater, the beaches of Malibu, Hollywood's Pantages Theater, downtown's historic Union Station, Los Angeles International Airport and the ultimate Los Angeles set piece, the Hollywood sign.

Once the company made it to Malibu, the weather was considerably cooler than the dog days of summer in New York. In fact, even with a full-body wet suit, Timberlake felt some chills, as did the crew, again loaded onto a barge for the days' shooting.

Timberlake says that during pre-production, an actor isn't always thinking about the big picture when going over a script. "There are things you read in the script and you

go, 'It'll be funny if we said this. It'll be funny if we did this.' Then all of a sudden you're out there on the water and it's three degrees and you're in a wet suit. And you feel like, 'Why didn't I see this coming?'"

While Timberlake handled the jet-ski like a pro, the crew had a more difficult time loading into position. Gluck explains, "We had to be way out, beyond the break. The crew was on a gigantic barge about a half-mile off the beach. The only way we could get to the barge was by these little motor boats that took us from the shore to the barge. The waves were so strong at the shore, a lot of crew got injuries from getting smacked by the boats," he laughs. "A lot of this crew had just come off an action movie. They said that this movie was harder by tenfold because we did such crazy things."

The entire company was looking forward to shooting at the iconic Hollywood sign. There's a little bit of pride involved in filming at an internationally-known symbol and visual touchstone of one's chosen profession, made all the more rare by the fact that the site itself is not open to the public. But the actual nuts and bolts of shooting on a 30-foot-high sign located on steep terrain had the crew looking more like explorers gussied up in a complicated system of ropes and climbing gear.

Gluck says, "We were apparently the first movie to put actors in the actual Hollywood sign, in anyone's memory. People have shot around it, but we actually put Justin and Mila in the second "O" of the sign. For two days we were up there, hanging twenty feet off the ground."

Mount Hollywood has an elevation of 1,640 feet, and the sign itself is at the top of a narrow ridge. The winds are quite strong on their own, but the company also had two helicopter-cameras for aerial shots. "I've never seen two people more cold," Gluck says of Timberlake and Kunis. "They were not too happy with me at the end of those two days."

No matter if you've seen it in photos, or from a rooftop in Hollywood, or a choice vantage point on the ground, it's only when you see the Hollywood sign up close that you realize just how big it is. Says Timberlake, "You look at the Hollywood sign from Hollywood and it looks like you could grab onto the bottom of the 'L' and pull yourself up. But then you get up there and you look up at it and it's all the way up there." The actor shakes his head. "It was really, really exciting. It was extremely cold. I don't regret that that day ended," he smiles.

While Mila Kunis didn't have to suffer the waters of the Hudson or the Pacific, she can boast of her own little injuries and indignities. One scene had her climbing a

ladder, “in five-inch heels and ending up hitting my shins exactly in the same spots each time.”

“I’ve counted all my injuries,” the actress goes on, “and this film has given me more injuries than all my other movies combined, in blisters alone,” she laughs. She is referring the scene in which she navigates around baggage on a luggage carousel at LAX. Assigned platform heels for much of the movie, Kunis had to do this particular scene barefoot. As the carousel rotated, she jogged along grabbing other people’s bags and tossing them to their owners. All day long. “You can’t imagine how black my feet were,” she laughs. The crew, so impressed with her endurance and fortitude, broke into applause when the scene wrapped.

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Gluck admits, that with all the big set pieces and location shoots -- from musicalizing Grand Central Station to maneuvering around the Hollywood sign -- he's most excited about the scenes of Dylan and Jamie just talking indoors, feeling out their friendship and unwittingly becoming the heroes of their own romantic comedy.

"To me, the most fun stuff is when they're actually getting to know each other," says Gluck. "You see them falling in love even though they don't know they're falling in love."

ABOUT THE CAST

JUSTIN TIMBERLAKE (Dylan) was nominated by the Screen Actors Guild in the category Outstanding Performance by a Cast in a Motion Picture for his work in David Fincher's Oscar® winning film *The Social Network*, in which he portrayed Sean Parker, the founder of Napster.

Timberlake will next be seen in Jake Kasdan's comedy *Bad Teacher*, alongside Cameron Diaz and Jason Segel, and recently completed production on *Now*, directed by Andrew Nicols and co-starring Amanda Seyfried and Olivia Wilde.

In addition to Timberlake's multi-platinum album FutureSex/LoveSounds, which produced four consecutive #1 singles, and his critically acclaimed 2007 FutureSex/LoveShow tour, along with multiple Grammy® Awards, he has recently garnered acclaim as an actor for a variety of work in both comedy and drama.

Timberlake received rave reviews for Universal's crime drama *Alpha Dog*, co-starring Emile Hirsh, Bruce Willis and Sharon Stone. He was also applauded for his role alongside Christina Ricci and Samuel L. Jackson in *Black Snake Moan*, writer-director Craig Brewer's follow up to his Sundance hit *Hustle & Flow*.

In the summer of 2007, he loaned his voice to the all-star cast of DreamWorks' *Shrek the Third*, taking a starring role alongside Mike Meyers, Cameron Diaz, and Eddie Murphy, as the voice of Artie - the young King Arthur. In the U.S., *Shrek the Third* generated \$121 million its first weekend at the box office - breaking box office records for animated movies.

Timberlake joined Dwayne Johnson, Seann William Scott, Sarah Michelle Gellar and Mandy Moore in *Southland Tales* from the director of the cult hit *Donnie Darko*.

In addition, he appeared in the independent film *The Open Road* with Jeff Bridges, Mary Steenburgen, Harry Dean Stanton, and Kate Mara, and was heard in the feature film adaption of the celebrated animated series, *Yogi Bear*.

In addition to movies, he has hosted two memorable episodes of "Saturday Night Live" and several of his sketches have become viral video sensations, including "D**k in a Box," which not only has been viewed over 100 million times on YouTube but earned Timberlake his first Emmy® Award. He won a second Emmy® Award in 2009 for Outstanding Guest Actor in a Comedy Series for hosting "SNL." Timberlake has also

hosted MTV's Europe Music Awards, Nickelodeon's Kid's Choice Awards, and ESPN's ESPY Awards.

MILA KUNIS (Jamie) most recently turned in stunning performances in both Darren Aronofsky's psychological thriller *Black Swan*, opposite Natalie Portman; and in Albert and Allen Hughes' post-apocalyptic drama, *The Book of Eli*, in which she starred alongside Denzel Washington,

Kunis was awarded the Marcello Mastroianni Award for Best Young Actress for her performance in *Black Swan* at the 2010 Venice Film Festival. The actress was also nominated for Best Supporting Actress for her performance for the 2011 Screen Actors Guild, Golden Globe, and Critics Choice Awards. *Black Swan* was also named as one of AFI's Movies of the Year (2010).

Having established herself as one of Hollywood's most sought after and engaging young actresses, Kunis has fostered an impressive body of work that includes both major motion picture and television roles and is probably best known for her roles on two of Fox's most successful shows: *That 70's Show*, where she played Jackie Burkhardt; and the animated *Family Guy*, where she brings the character of Meg to life.

Notable film credits include *Date Night*, *Extract*, *Forgetting Sarah Marshall* and *Max Payne*.

The actress will soon begin filming *Ted*, to be directed by Seth MacFarlane, starring with Mark Wahlberg. This summer, Kunis will shoot Disney's *Oz, The Great and Powerful*. A prequel to the classic *The Wizard of Oz*, Kunis will play Theodora opposite James Franco. The film will be helmed by Sam Raimi and produced by Joe Roth.

PATRICIA CLARKSON (Lorna) re-teams with director Will Gluck after their success with *Easy A*, in which she starred with Emma Stone and Stanley Tucci. As an Academy Award® nominee and Emmy® Award-winning actress, Patricia Clarkson takes on roles as varied as the platform in which she plays them. It is that multi-faceted approach that has made her one of today's most respected actresses.

Clarkson recently completed Lone Scherfig's *One Day* with Anne Hathaway and Jim Sturgess and was most recently seen in IFC's romantic drama, *Cairo Time* which won the Best Canadian Feature award at the 34th Toronto International Film Festival.

Additionally, Clarkson won a New York Film Critics Award for her work in the critically acclaimed *Far From Heaven*; recently starred in Isabel Coixet Elegy with Penelope Cruz and Sir Ben Kingley; and played opposite Chris Cooper and Pierce Brosnan in *Married Life*. In Martin Scorsese's *Shutter Island*, she worked alongside Leonardo DiCaprio, and in 2009 was seen in both Woody Allen's *Whatever Works* alongside Larry David and Evan Rachel Wood, as well as Stanley Tucci's *Blind Date* opposite Tucci.

In 2003, her role in *Pieces of April* earned her nominations for Academy®, Golden Globe, SAG, Broadcast Film Critics and Independent Spirit awards. The National Board of Review and the National Society of Film Critics named her Best Supporting Actress of the Year for her work in *Pieces of April* and *The Station Agent*. For the small screen, Clarkson won an Emmy® in 2002 and 2006 for her guest-starring role on HBO's acclaimed drama *Six Feet Under*.

JENNA EFLMAN (Annie) is best known for her role as Dharma in the hit series "Dharma and Greg," for which she won a Golden Globe Award, three Emmy® Award nominations and two TV Guide Awards. She is currently filming the pilot Bad Mom for ABC. Elfman also has an impressive feature film resume, starring opposite Ben Stiller and Edward Norton in the film Keeping the Faith, and opposite Matthew McConaughey and Woody Harrelson in Ron Howard's EdTV among many others.

Elfman is a classically trained ballerina who was born and raised in Los Angeles and currently lives there with her husband Bodhi Elfman and their two sons.

Some of her interests include charity: water, criminal rehabilitation and a slight obsession with recycling.

BRYAN GREENBERG (Parker) On screen, Greenberg recently starred as the lead in *The Normals*, a feature based on David Gilbert's novel by the same title. Previous to that Bryan starred in *The Good Guy* costarring Alexis Bledel and Scott Porter. Prior to that Bryan starred alongside Kate Hudson and Anne Hathaway in *Bride Wars* directed by Gary Winick for Fox. Bryan also starred in *Nobel Son* opposite Alan Rickman, Danny DeVito, Bill Pullman and Mary Steenburgen. Additionally, Bryan was the male lead in Ben Younger's *Prime* opposite Uma

Thurman and Meryl Streep. Bryan's past feature credits include starring in Brian Robbins' *The Perfect Score* with Erika Christensen, Chris Evans and Scarlett Johansson.

On television, Bryan starred in the ABC drama "October Road" from Josh Applebaum, Scott Rosenberg and Andre Nemec. Bryan is well known for his role on HBO's acclaimed series, "Unscripted." From Grant Heslov and George Clooney's Section Eight production company. Currently Bryan is the star in the HBO Series "How to Make It In America" from the creative team behind "Entourage." Series will be going into its second season premiering on Fall of 2011.

In addition to acting, Bryan is an accomplished singer, songwriter and musician. Bryan's songs have been placed on "Unscripted," "Nobel Son," and "October Road." Additionally, he performed two original songs, as well as a cover song in tribute to the recently deceased indie musician Elliot Smith on "One Tree Hill."

Born in Omaha, Nebraska, Greenberg discovered acting at an early age, pursuing it as he earned his B.F.A. at New York University. He starred in several theater productions at NYU, including "Romeo and Juliet," and has performed with the prestigious Experimental Theater Workshop, the Atlantic Theater Company and the Amsterdam Experimental Workshop.

RICHARD JENKINS (Mr. Harper) was most recently seen starring alongside Julia Roberts and Javier Bardem in *Eat, Pray, Love*. Based on the bestseller by Elizabeth Gilbert, the film was directed by Ryan Murphy. The actor also recently appeared in *Let Me In*; the Farrelly Brother's *Hall Pass*; and will soon be seen in Drew Goddard's highly anticipated thriller, *Cabin In The Woods*.

One of the most in-demand character actors in Hollywood, Jenkins has made over sixty feature films and received an Academy Award® nomination for Best Actor for his highly praised performance in Tom McCarthy's *The Visitor*. Premiering to critical acclaim at the 2007 Toronto Film Festival and the 2008 Sundance Film Festival, *The Visitor* won the Grand Prix at the 34th Deauville Festival of American Film, and earned Jenkins Independent Spirit Award and Screen Actor's Guild Award nominations.

Additionally, Jenkins received an Independent Spirit Award nomination as Best Supporting Male for his performance in David O. Russell's comedy, *Flirting with Disaster*.

In 1986, Jenkins has his first starring film role in Academy Award®-winning writer Horton Foote's *On Valentine's Day*. Numerous film roles followed, including *The Witches of Eastwick*, *Little Nikita*, *Sea of Love*, *Wolf*, *North Country*, *Fun with Dick & Jane* and *The Kingdom*.

More recent credits include Lasse Hallstrom's *Dear John*, the Coen Brothers' *Burn After Reading*, and Adam McKay's hit comedy *Step Brothers*. Other credits include Clint Eastwood's *Absolute Power*, *There's Something About Mary* and *Random Hearts*. Jenkins previously worked with Joel and Ethan Coen in *The Man Who Wasn't There* and *Intolerable Cruelty*.

On television, he is best remembered as Nathaniel Fisher on HBO's drama *Six Feet Under*. The cast earned a Screen Actor's Guild nomination in 2002 for Outstanding Performance by an Ensemble in a Drama Series. He also appeared in numerous made-for-television films including *Sins of the Father* and the Emmy®-winning HBO film, *And the Band Played On*.

In theater, Jenkins has amassed an impressive list of credits as a company member for 14 years at Rhode Island's Trinity Repertory Company and served an additional 4 years as its Artistic Director.

approved by agent Jeremy Kaufman

WOODY HARRELSON (Tommy) garnered an Oscar® nomination in the Best Supporting Actor category for his portrayal of a casualty notification officer in Oren Moverman's *The Messenger*. He recently completed production on *Rampart*, which reunites the actor with Moverman and co-stars Steve Buscemi, Robin Wright and Signorney Weaver and is based on a story by James Ellroy. He can soon be seen as the on screen host for director Pete McGrain's powerful new political documentary *Ethos*.

Harrelson's critically-acclaimed portrayal of controversial magazine publisher Larry Flynt in Milos Forman's *The People vs. Larry Flynt* also earned him Academy Award®, Golden Globe, and Screen Actors Guild Best Actor nominations. Additional credits include Stuart Townsend's *Battle in Seattle*, with Charlize Theron; Brad

Anderson's *Transsiberian*, starring opposite Emily Mortimer, Kate Mara, and Sir Ben Kingsley; Gabriele Muccino's *Seven Pounds*, starring Will Smith and Rosario Dawson; *Defendor*, opposite Kat Dennings and Ruben Fleischer's box office hit *Zombieland* opposite Jesse Eisenberg, Emma Stone and Abigail Breslin.

Other highlights from Harrelson's film career include *Semi-Pro*; *The Grand*; *No Country for Old Men*; *A Scanner Darkly*; *A Prairie Home Companion*; *The Prize Winner of Defiance*; *Ohio*; *North Country*; *The Big White*; *After the Sunset*; *Play it to the Bone*; *Edtv*; *The Hi-Lo Country*; *The Thin Red Line*; *Wag the Dog*; *Welcome to Sarajevo*; *Kingpin*; *Natural Born Killers*; *Indecent Proposal*; and *White Men Can't Jump*.

Harrelson first endeared himself to millions of viewers as a member of the ensemble cast of NBC's long-running hit comedy, *Cheers*. For his work as the affable bartender Woody Boyd, he won an Emmy® in 1988 and was nominated four additional times during his eight-year run on the show. In 1999, he gained another Emmy® nomination when he reprised the role in a guest appearance on the spin-off series *Frasier*. He later made a return to television with a recurring guest role on the hit NBC series *Will and Grace*.

Balancing his film and television work, in 1999 Harrelson directed his own play, *Furthest from the Sun* at the Theatre de la Juene Lune in Minneapolis. He followed next with the Roundabout's Broadway revival of *The Rainmaker*; Sam Shepherd's *The Late Henry Moss*, and John Kolvenbach's *On An Average Day* opposite Kyle MacLachlan at London's West End. Harrelson directed the Toronto premiere of Kenneth Lonergan's *This is Our Youth* at the Berkeley Street Theatre. In the winter of 2005 Harrelson returned to London's West End, starring in Tennessee Williams' *Night of the Iguana* at the Lyric Theatre. In 2011, Harrelson directed *Bullet For Adolf*, a play he co-wrote with Frankie Hyman and produced at Hart House Theatre in Toronto.

ABOUT THE CREW

WILL GLUCK (Director, Producer, Screenplay) is a filmmaker with a uniquely authentic and fresh voice who captured and delighted audiences with Screen Gems' 2010 hit, *Easy A*. The film earned newcomer Emma Stone a Golden Globe nomination

in the Best Performance by an Actress in a Motion Picture - Musical or Comedy category and solidified Gluck's reputation as a filmmaker to watch after his directorial debut *Fired Up!*, also for Screen Gems.

Additionally, Gluck is lined up to direct *Rehab* with 20th Century Fox, and he has also written the comedy *Taildraggers* with Participant Media producing. On the small screen, he is currently developing an untitled show about the Catskills gas rush for HBO with Pulitzer Prize-winning author Richard Russo, and Gluck recently directed the "Iceland" pilot for FOX.

Gluck released his second feature, *Easy A*, in September 2010. The film was a massive critical and financial success, grossing over \$74m worldwide, and winning "Best Comedy Movie" at the Critics Choice Awards. Gluck made his feature directorial debut with 2009's darkly funny *Fired Up*.

Gluck, a New York native, started in television as a staff writer for the NBC series "The John Laroquette Show." He went on to serve as writer and producer on the shows "Working," "Grosse Pointe," and "Andy Richter Controls the Universe." Gluck created and executive produced the 2003 Fox television series "Luis," starring Luis Guzman and co-created and executive produced "The Loop," also on Fox, from 2005-2007.

Gluck lives in Los Angeles with his family.

KEITH MERRYMAN (Story by, Screenplay by) & DAVID A. NEWMAN (Story by, Screenplay by) Keith Merryman (originally from Hawaii) and David A. Newman (from Michigan) met in the typical Hollywood fashion - they were friends with the same group of lesbians. Friends first, and writing partners by accident, they went from eating Ramen noodles to selling their first two pitches in the same week.

When they were working on the concept and came up with the title *Friends with Benefits*, their goal was to create a post-modern, R-rated, anti-romantic comedy about the death of romance in the age of hook-ups - basically a love letter to their desperately single, straight female girlfriends.

Merryman & Newman went on to set up their original pitches *Girl Most Wanted*, an action-comedy for actress/producer Katherine Heigl at Fox 2000, and *Patrick 1.5*, an American adaptation of the prestigious Swedish comedy for Academy Award winning producer Lawrence Mark and Exclusive Media Group. Since FWB, they have also

rewritten and polished screenplays for Sony Pictures, Screen Gems, Paramount and Warner Brothers.

Sony Screen Gems is currently in pre-production on their most recent screenplay *Think Like a Man*, an adaptation of Steve Harvey's best-selling relationship advice book "Act Like A Lady, Think Like A Man." Tim Story (*Barbershop*) will direct a diverse cast including Oscar-nominee Taraji P. Henson.

The Boys recently sold a NASCAR themed one-hour drama for Starz (with FWB producers Jerry and Janet Zucker) about a female team owner tentatively titled "Tits in the Pits" as well as an UNTITLED half-hour comedy for Mark Gordon Company and ABC Studios.

Fresh off a rewrite of Nia Vardalos' *Mother's Day* for Walden Media, they are currently working on a top-secret spec script that they feel is a companion piece to *Friends with Benefits*. They still love Ramen noodles.

MARTIN SHAFER (Producer) is the Chairman and Chief Executive Officer of Castle Rock Entertainment.

Among the company's more than 80 films are box office hits *The Shawshank Redemption*, and 2007's *Michael Clayton*, each of which garnered seven Academy Award® nominations, including Best Picture, the latter winning an Oscar® in the Best Actress category; *The Green Mile* and *A Few Good Men*, both nominated for four Academy Awards®, including Best Picture; *Best in Show* and *Honeymoon in Vegas*, each receiving Golden Globe Award nominations for Best Picture; *City Slickers* and *Misery*, which earned Academy Awards® in the Best Supporting Actor and Actress categories, respectively; *The Polar Express*; *Miss Congeniality*; *In the Line of Fire* and *When Harry Met Sally*. The company's television successes include the long-running comedy series *Seinfeld*, winner of multiple Emmy® Awards. In 1995 Castle Rock Entertainment received the Excellence in Filmmaking Award at ShoWest.

Prior to forming Castle Rock Entertainment, Shafer was President of production for Embassy Pictures and served as Executive Vice President of production at Twentieth Century Fox Film Corporation. His other producing credits include the Marc Lawrence comedy, *Did You Hear About the Morgans?*; Dwayne Johnson's action starrer, *Faster*; Robert Zemeckis' *Beowulf* and Albert Brooks' *Modern Romance*.

In October 2000m Shafer received the Lifetime Achievement Award at ShowEast.

LIZ GLOTZER (Producer) joined Castle Rock Entertainment at its inception and was promoted to President in 1999. During her tenure, Castle Rock Entertainment has produced over 90 films, including *When Harry Met Sally*; *Misery*; which garnered an Academy Award® for Best Actress; *Honeymoon in Vegas*; *In the Line of Fire*; *The Green Mile*; *A Few Good Men*, nominated for four Academy Awards® including Best Picture; *City Slickers*, *Best in Show*; *Miss Congeniality*, *The Polar Express*; *No Reservations*; *In the Land of Women*; *Sleuth*; *The American President*; and the Academy Award®-winning *Michael Clayton*.

In addition to supervising all aspects of production and development for the company, Glotzer most recently produced *Faster*; *Flipped*; *Did You Hear About the Morgans?*; *Fracture* and *Music and Lyrics*. She also served as producer on *Sibling Rivalry* and reunited with Frank Darabont on *The Mist*, having previously served as executive producer on the director's *The Shawshank Redemption*, which was nominated for seven Academy Awards®.

Prior to joining Castle Rock, Glozter was an executive at Samuel Goldwyn Company and was involved in a number of projects including the sleeper hit *Mystic Pizza*. She received her B.A. from Bennington College and her M.F.A. from USC's Peter Stark program.

JERRY ZUCKER (Producer) began his career when he formed the ZAZ production company with his brother David Zucker and Jim Abrahams. The team wrote and directed the comedy classics *Airplane!* and *Top Secret*. They also directed the comedy *Ruthless People* starring Bette Midler and Danny De Vito and wrote and produced the cult favorite *Kentucky Fried Movie*. They created the popular feature *The Naked Gun* starring Leslie Nielsen, based off their acclaimed television series *Police Squad!*

Jerry also directed the box-office hit *Ghost*, starring Demi Moore, Whoopi Goldberg, and Patrick Swayze; *First Knight* starring Sean Connery, Richard Gere, and Julia Ormond; and the comedy *Rat Race* with Rowan Atkinson, John Cleese, Whoopi

Goldberg, Cuba Gooding Jr. and Jon Lovitz. Also a producer, Zucker's body of work includes *A Walk in the Clouds*, starring Keanu Reeves; *My Life* starring Michael Keaton and Nicole Kidman; the romantic comedy *My Best Friend's Wedding*, featuring Julia Roberts; and *Fair Game* starring Sean Penn and Naomi Watts. He is currently in production on *Mental*, which stars Toni Collette and Anthony LaPaglia with PJ Hogan directing.

JANET ZUCKER (Producer) has been producing and managing in the entertainment business for over two decades. Janet co-runs Zucker Productions with her husband, writer/director Jerry Zucker. She most recently produced *Fair Game* starring Sean Penn and Naomi Watts with Doug Liman directing. She is currently in production on *Mental*, which stars Toni Collette and Anthony LaPaglia with PJ Hogan directing for Screen Australia and Universal Pictures.

Her development slate includes *Imagining Nathan* at Disney; *Greenpeace* with Jon Turteltaub attached to direct; an adaptation of *Elephant Man*, Richard Starkings's award-winning graphic novel series; teen musical *Dear Dumb Diary* to be directed by Tony-nominated Kristin Hanggi; *Dick Harmony* written by Max and Adam Reid with Brad Peyton directing; an untitled television series for Starz; and a gripping thriller written and directed by PJ Hogan. She produced Paramount Pictures' *Rat Race* and served as executive producer on *First Knight* for Sony Pictures.

Janet is also a passionate advocate for stem cell research. In 2004, she and Jerry along with two other families started Proposition 71, the California Stem Cell Research and Cures Initiative. Janet is the President of CuresNow, a non-profit organization dedicated to supporting stem cell research. She is a founder and co-chair of The Science & Entertainment Exchange, a communications initiative designed to open up lines of dialogue between entertainment industry professionals and the science community to promote positive and accurate science in the media. For her contributions to the scientific community, Janet has been inducted into the National Academy of Sciences Einstein Society.

GLENN S. GAINOR (Executive Producer) is the Senior Vice President in charge of physical production for Screen Gems, a position he has held since January of

2007. Gainor executive produced the comedy *Death at a Funeral* for Screen Gems as well as recent box office hits *Takers*, which starred Chris Brown, Hayden Christensen and Matt Dillon; *Vacancy*; *Prom Night*; *Quarantine* and *Obsessed*.

As head of physical production, Gainor oversaw production of Will Gluck's *Easy A*; the Gwyneth Paltrow/Tim McGraw starrer *Country Strong* and the original musical *Burlesque* starring Christina Aguilera and Cher. Other credits include *This Christmas*; *First Sunday*; *Lakeview Terrace*; *The Stepfather*; *Armored*, *The Roommate* and *Priest*.

Gainor is the 2009 recipient of the California on Location Signature Award, given in appreciation for his efforts in preserving California's film industry. Gainor also served as keynote speaker at the COLA Awards. In 2010, Gainor received the Cinematheque Award from the Department of Cinema, California State University, Northridge

Other producing credits include the comedy *Strange Wilderness* for Adam Sandler's Happy Madison Productions; *Grandmas Boy*; *Deuce Bigalow: European Gigolo*; and *Sonny*, which was directed by Nicolas Cage.

Gainor served as line producer of *A Rumor of Angels* as well as the critically acclaimed *Panic*, directed by Henry Bromell. He co-produced George Hickenlooper's *The Man From Elysian Fields* as well as *Happy, Texas*. Gainor has also produced for the stage, teaming with Ovation Award winning director Andy Fickman for the musical *Sneaux*.

A graduate of the film program at the California State University at Northridge, Gainor launched his career in the film industry when he wrote and produced an independent pilot that led to an offer to write for an ABC series, but Gainor chose to pursue his career in producing.

MICHAEL GRADY (Director of Photography) teamed with director Will Gluck on their sleeper hit, *Easy A*, which was released while the duo shot *Friends with Benefits*.

Faster, starring Dwayne "The Rock" Johnson and Billy Bob Thornton was released in the fall of 2010. Other film credits for Grady include *Factory Girl*, *Notorious*, *Bug*, *The Dead Girl*, *Wonderland* and *Around the Bend*. His documentary work includes *Beyond the Mat*. He is currently shooting the Lakeshore thriller *Gone* starring Amanda Seyfried.

MARCIA HINDS (Production Designer) counts *Friends with Benefits* as her third effort with director Will Gluck, having also collaborated on *Fired Up!* and *Easy A*. Hinds previously worked with Betty Thomas on *I Spy*, *28 Days*, and *John Tucker Must Die*.

Hinds' recent screen credits include *Tooth Fairy* and *Alvin and the Chipmunks: The Squeakquel*. Other film credits include *Can't Hardly Wait*, *Larger Than Life*, *Double Tap*, *John And S.A.M.*, *The Public Eye*, *Linguini Incident* and *Bright Angel*.

Hinds' work on the HBO series *Six Feet Under* garnered an Art Directors Guild Award for Best Production Design and an Emmy Award nomination. She also received Emmy and Art Directors Guild nominations for her work on the HBO movie *Winchell*.

Other television credits include design for pilot episodes of *The World According to Barnes*, *That Guy*, *The Loop*, *Westside*, *Silicon Follies*, *The Clubhouse* and *Boys Next Door*. Hinds also designed the television movies *Border Line*, *Desert Breeze* and *Crash: The Fate of Flight 1501*.

TIA NOLAN (Editor) most recently edited Diane English's *The Women*. Other notable credits as editor include *Bewitched* for Nora Ephron and *Spanglish* for James L. Brooks.

Nolan was an associate editor on *You've Got Mail*, also for Nora Ephron and *What Planet are You From?* for Mike Nicols.

WENDE CROWLEY (Music Supervisor) started her music supervision career in 1998 working for Adam Sandler's music supervisor, Michael Dilbeck. Since then she's music supervised numerous projects on her own including Will Gluck's previous films, *Easy A*, and *Fired Up!* and his TV show, "The Loop". Her other TV credits include, "Freaks and Geeks," "Arrested Development" and "Cold Case." In addition to her music supervisor work, she's also VP of Film and TV at Sony/ATV Music Publishing. When she was in college her friends told her that putting songs in movies wasn't a job. She's glad they were wrong.

RENEE EHRLICH KALFUS (Costume Designer) recently wrapped production on *I Don't Know How She Does It* for director Doug McGrath. Her most recent credits include Tony Scott's *The Taking of Pelham 1 2 3*, *The Joneses*, *What Happens in Vegas* and *Baby Mama*. Other recent credits include *Perfect Stranger*, and Robert Benton's *The Feast of Love*.

Kalfus designed several films for director Lasse Hallstrom including *Once Around*, *What's Eating Gilbert Grape*, *The Cider House Rules*, *The Shipping News* and *Chocolat* for which she received BAFTA and Costume Designers Guild Awards nominations.

The designer moves easily from comedy to drama and period pieces and boasts credit for such notable films as *The Life of David Gale* directed by Alan Parker; *Snow Falling on Cedar*; , *Pay It Forward*; Tim Robbin's *Dead Man Walking*; *Safe Passag*;; *Game 6*; *Addicted to Love*; *Ladder 49* and *With Honors*.

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A Sony Pictures Entertainment Company



SCREEN GEMS PRESENTS

A CASTLE ROCK ENTERTAINMENT PRODUCTION

Friends With Benefits

DIRECTED BY
WILL GLUCK

SCREENPLAY BY
KEITH MERRYMAN & DAVID A. NEWMAN
AND
WILL GLUCK

STORY BY
HARLEY PEYTON
AND
KEITH MERRYMAN & DAVID A. NEWMAN

JUSTIN TIMBERLAKE

MILA KUNIS

PATRICIA CLARKSON

JENNA ELFMAN

BRYAN GREENBERG

NOLAN GOULD

WITH RICHARD JENKINS

AND WOODY HARRELSON

PRODUCED BY
MARTIN SHAFER
LIZ GLOTZER

PRODUCED BY

JERRY ZUCKER
JANET ZUCKER

PRODUCED BY
WILL GLUCK

EXECUTIVE PRODUCER
GLENN S. GAINOR

DIRECTOR OF PHOTOGRAPHY
MICHAEL GRADY

PRODUCTION DESIGNER
MARCIA HINDS

EDITED BY
TIA NOLAN

CASTING BY
LISA MILLER KATZ, CSA

CO-PRODUCERS
NICOLAS STERN
ALICIA EMMRICH

MUSIC SUPERVISION BY
WENDE CROWLEY

COSTUME DESIGNER
RENEE EHRLICH KALFUS

A CASTLE ROCK ENTERTAINMENT /
ZUCKER /
OLIVE BRIDGE ENTERTAINMENT PRODUCTION

A WILL GLUCK FILM

CAST

DYLAN	JUSTIN TIMBERLAKE
JAMIE	MILA KUNIS
LORNA	PATRICIA CLARKSON
ANNIE	JENNA ELFMAN
PARKER	BRYAN GREENBERG
MR. HARPER	RICHARD JENKINS
TOMMY	WOODY HARRELSON
SAM	NOLAN GOULD
QUINCY	ANDY SAMBERG
SHAUN WHITE	HIMSELF
DRIVER	ANDREW FLEMING
FEMALE CO-WORKER	CATHERINE REITMAN

FLIGHT ATTENDANT	COURTNEY HENGGELE
DARIN ARTURO MORENA	MASI OKA
HOSTESS	TIYA SIRCAR
IRA UNGERLEIDER	CHRISTOPHER T. WOOD
KAYLA	EMMA STONE
LAURA	LILI MIROJNICK
MALE CO-WORKER (LA)	RUPAK GINN
OLDER MAN	DUANE SHEPARD, SR.
TAXI DRIVER	CHIKE JOHNSON
PAM NIBORSKI	ANGELIQUE CABRAL
SECURITY GUARD	LANCE KERFUFFLE
PHOTOGRAPHER	JERRY YING
CARICATURIST	JERRY HYMAN
DYLAN'S NEIGHBOR	NICK LEE
DYLAN'S FRIEND	JASON SUNG LEE
CARRIAGE DRIVER	MICHAEL MORRIS
POLICEMAN	BROOKLYN MCLINN
DANCERS	
TIMOTHY BISH	LAJON DANTZLER
ANGEL FELICIANO	LAURA FREMONT
NICOLE GUIDETTI	ALICIA MAZEPA
MAYUMI MIGUEL	JERMAINE MONTELL
JOANNA NUMATA	DANIELLE POLANCO
WES POPE	STEVEN ROSA
SETH STEWART	DEANNA WALTERS
ADAM ZOTOVICH	

STUNT COORDINATOR	LANCE GILBERT
STUNTS	
EDDIE L. WATKINS	BRADY ROMBERG
JARED BURKE	MARK MUNOZ
TROY GILBERT	JIM HALTY
CHUCK HOSACK	CHAD RANDALL
JIMMY ROBERTS	ERIK RONDELL
MONTY SIMONS	MIKE SMITH
GLEN YRIGOYEN	

PILOT	FRED NORTH
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UNIT PRODUCTION MANAGER
GLENN S. GAINOR

FIRST ASSISTANT DIRECTOR
TODD AMATEAU

SECOND ASSISTANT DIRECTOR
ANTHONY J. NAHAR

PRODUCTION SUPERVISOR	MEREDITH MEADE
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ART DIRECTOR	BO JOHNSON
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SET DECORATOR	CINDY COBURN
PROPERTY MASTER	TOMMY TOMLINSON
SCRIPT SUPERVISOR	JODY BLOSE
"A" CAMERA OPERATOR	DARIN MORAN
"A" CAMERA FIRST ASSISTANT	BRIAN MORENA
"A" CAMERA SECOND ASSISTANT	ARTURO ROJAS
"B" CAMERA /STEADICAM OPERATOR	MARK MEYERS
"B" CAMERA FIRST ASSISTANT	MARY STANKIEWICZ
"B" CAMERA SECOND ASSISTANT	JEFF GRIFFITH
DIGITAL IMAGING TECHNICIAN	TED VIOLA
AERIAL DIRECTOR OF PHOTOGRAPHY	DAVID NOWELL
COSTUME SUPERVISOR	HOPE SLEPAK
KEY COSTUMERS	ROBERTA I. BILÉ
	LINDA CORMANY
COSTUMERS	YULIA GERSHENZON
	ANNIE LAOPARADONCHAI
MAKEUP DEPARTMENT HEAD	MICHELLE VITTONÉ
KEY MAKEUP ARTIST	TRACY MANZO
MAKEUP ARTIST FOR MS. KUNIS	TRACEY LEVY
MAKEUP ARTIST	DAVID WATERMAN
HAIR DEPARTMENT HEAD	ADRUITHA LEE
KEY HAIR STYLIST	LYNDA K. WALKER
HAIR STYLIST	JASON GREEN
CHIEF LIGHTING TECHNICIAN	MICHAEL KARASICK
ASSISTANT CHIEF LIGHTING TECHNICIAN	JOHN LINARES
RIGGING CHIEF LIGHTING TECHNICIAN	JA BYERLY
RIGGING BEST BOY LIGHTING TECHNICIAN	JOHN BRATLIEN
KEY GRIP	JASON ANDREW
BEST BOY GRIP	DAVID WRIGHT
DOLLY GRIPS	KENNY DAVIS
	T.S.HALE
RIGGING KEY GRIP	CHAD HERR
RIGGING BEST BOY GRIP	KYLE DREVLO
PRODUCTION MIXER	GEOFFREY PATTERSON
BOOM OPERATOR	BEN WIENERT
SPECIAL EFFECTS SUPERVISOR	TOM FRAZIER
SPECIAL EFFECTS COORDINATOR	JEFF WISCHNACK
SUPERVISING LOCATION MANAGER	DOUGLAS DRESSER
ASSISTANT LOCATION MANAGERS	S. DYLAN KIRKLAND
	PETER GLUCK
	KANDICE BILLINGSLEY
PRODUCTION COORDINATOR	SUE SMITH

ASSISTANT PRODUCTION COORDINATOR	LAUREN B. KURFIRST
PRODUCTION SECRETARY	JORDAN GILBERT
PRODUCTION ACCOUNTANT	CHRIS ROMBERG
1ST ASSISTANT ACCOUNTANT	NICHOLAS BROWN
PAYROLL ACCOUNTANT	LORI IKEDA
CONSTRUCTION COORDINATOR	KAREN HIGGINS
GENERAL FOREMAN	STEVE KISSICK
SHOP FOREMAN	BRIAN TIPTON
LABOR FOREMAN	EDWARD GIRON
PAINT SUPERVISOR	ROBERT DANTÉ DENNE
PLASTER FOREMAN	JAY DUPUY
PROPMAKER FOREMEN	ALAN ALVARADO
	RANDY CHILDS
GREENS FOREMAN	JOSE LUIS OROZCO
ASSISTANT ART DIRECTORS	JOHNNY JOS
	ALBERT M. LEWIS IV
ART DEPARTMENT COORDINATOR	PARIS PICKARD
SET DESIGNER	JIM TOCCI
ASSISTANT PROPERTY MASTERS	REBA ROSENTHAL
	LINDSAY TOMLINSON
LEADMAN	STEVE SEINE
ON SET DRESSER	MARCUS EPPS
UNIT PUBLICIST	KYM LAGLIE
STILL PHOTOGRAPHER	GLEN WILSON
2ND SECOND ASSISTANT DIRECTOR	HEATHER KRITZER
DGA TRAINEE	DANIEL PORTNOY
ASSISTANT TO MR. GLUCK	TAMI ZAMBERG
ASSISTANT TO MR. SHAFER	TRICIA OWEN
ASSISTANT TO MS. GLOTZER	KRISTINE HRYCUN
ASSISTANT TO MR. GAINOR	JAMIE LIEBERMAN
ASSISTANT TO MR. STERN	MATTHEW CUNY
ASSISTANT TO MR. TIMBERLAKE	JEFFREY SCOTT MILLER
ASSISTANT TO MS. KUNIS	BEA S. REMBECZKY
ASSISTANTS TO MR. HARRELSON	JOE LEWIS
	RANDY JONES
PRODUCTION ASSISTANTS	JOSH BENAVIDEZ
	ASHLEY O'BRYANT
	LAUREN TORREZ
	JOHN DVI-VARDHANA
	KRISTOPHER KOLPEK
CASTING ASSOCIATE	JOSEPH WISNIEWSKI
EXTRAS CASTING	CENTRAL CASTING
CATERING BY	GALA CATERING
CRAFT SERVICES	CHARLIE SCOTT

TRANSPORTATION CAPTAIN	DAN BRIZENDINE
TRANSPORTATION CO-CAPTAIN	JAYSON EHLERS

NEW YORK UNIT

PRODUCTION SUPERVISOR	MONTEZ A. MONROE
ART DIRECTOR	STEPHEN H. CARTER
SET DECORATOR	ALYSSA WINTER
PROPERTY MASTER	PETER GELFMAN
"A" CAMERA FIRST ASSISTANT	EDWIN A. EFFREIN
"A" CAMERA SECOND ASSISTANT	GREGORY FINKEL
"B" CAMERA FIRST ASSISTANT	MARC HILLYGUS
"B" CAMERA SECOND ASSISTANT	ALEXIS LI
"B" CAMERA/STEADICAM OPERATOR	KYLE RUDOLPH
"C" CAMERA OPERATOR	BILL COLEMAN
"C" CAMERA FIRST ASSISTANT	JEFFREY DUTEMPLE
"C" CAMERA SECOND ASSISTANT	ANGELA BELLISIO
AERIAL DP	BRIAN HELLER
ASSISTANT COSTUME DESIGNER	ELIZABETH SHELTON
COSTUME SUPERVISOR	JOANNA BRETT
COSTUMERS	WINSOME G. MCKOY
	CAREEN FOWLES
	LINDA GIAMMARESE
	BARRETT HONG
KEY MAKEUP ARTIST	CARLA WHITE
KEY HAIR STYLIST	RALPH STANZIONE
CHIEF LIGHTING TECHNICIAN	WILLIAM O'LEARY
ASSISTANT CHIEF LIGHTING TECHNICIAN	JOE GRIMALDI
RIGGING KEY LIGHTING TECHNICIAN	RICHIE FORD
RIGGING BEST BOY LIGHTING TECHNICIAN	LOUIS PETRAGLIA
KEY GRIP	MITCH LILLIAN
BEST BOY GRIP	PAUL CANDRILLI
RIGGING KEY GRIP	JAMES BONIECE
BEST BOY RIGGING GRIP	MICHAEL MCFADDEN
PRODUCTION MIXER	JOSEPH WHITE, JR.
BOOM OPERATOR	SHAVARIA REEVES
ART DEPARTMENT COORDINATOR	TINA KHAYAT
ASSISTANT PROPERTY MASTERS	NATALIE N. DORSET
	JAMES V. KENT
LEADMAN	BRYAN WALSH
ON SET DRESSER	RUTH ANN DELEON
LOCATION MANAGER	GAYLE VANGROFSKY
ASSISTANT LOCATION MANAGER	JUSTIN KRON
PARKING COORDINATOR	RODNEY TAIT
PRODUCTION COORDINATOR	SARAH D. CONNOLLY
ASSISTANT PRODUCTION COORDINATOR	CANELLA WILLIAMS-LARRABEE
PRODUCTION SECRETARY	GILLIAN BERROW
STILL PHOTOGRAPHER	DAVID GIESBRECHT
2ND SECOND ASSISTANT DIRECTOR	MATT POWER
DGA TRAINEE	MICHELLE FLEVOTOMAS
PRODUCTION ASSISTANTS	SEAN C. NATTINI

	SPENCER W. RICHARDS
	KEITH JACKSON
	CURTIS WALLER
NEW YORK CASTING BY	JENNIFER EUSTON, CSA
CASTING ASSISTANT	EMER O'CALLAGHAN
EXTRAS CASTING	CENTRAL CASTING
CHOREOGRAPHER	ASHLEY WALLEN
CATERING BY	HENRY'S CUISINE
CRAFT SERVICES	THE WILSON RIVAS CO.
TRANSPORTATION CAPTAIN	WILLIAM GASKINS
TRANSPORTATION CO-CAPTAIN	JAMES KEEGAN

POST PRODUCTION

1ST ASSISTANT EDITOR	STACEY CLIPP
ASSISTANT EDITOR	KRISTINE MCPHERSON
APPRENTICE EDITOR	LORENA TALPAN
RE-RECORDING MIXERS	TATEUM KOHUT
	GREG ORLOFF
SUPERVISING SOUND EDITOR	JON WAKEHAM
SOUND EFFECTS EDITOR	MATTHEW TEMPLE
ASSISTANT SOUND EDITOR	ERYNE PRINE
DIALOGUE EDITOR	DAVID WILLIAMS
SUPERVISING ADR EDITOR	ROBERT ULRICH
ADR EDITOR	CHIC CICCOLINI, III
FOLEY ARTISTS	SARAH MONAT
	ROBIN HARLAN
FOLEY MIXER	RANDY K. SINGER
ADR MIXER	BRIAN SMITH
VOICE CASTING BY	RANJANI BROW
	WENDY HOFFMAN
POST SOUND SERVICES PROVIDED BY	SONY PICTURES STUDIOS
	CULVER CITY, CALIFORNIA
MUSIC EDITOR	SHERRY WHITFIELD
TITLES BY	PICTURE MILL
DIGITAL INTERMEDIATE BY	COLORWORKS
DIGITAL COLORIST	JOHN PERSICHETTI
VISUAL EFFECTS BY	ZOIC STUDIOS
VFX PRODUCER	RAOUL YORKE BOLOGNINI
VFX SUPERVISOR	ROCCO PASSIONINO
ADDITIONAL VFX PRODUCER	CHRIS ROFF
VFX COORDINATOR	JOEY BONANDER
COMPOSITORS	
PHILIP BROSTE	ROB PRICE
AMY EDWARDS	JON ANASTASIADES
DARREN MACKAY	HARRISON RUTHERFORD

ADDITIONAL VISUAL EFFECTS BY	GRADIENT EFFECTS
VFX SUPERVISOR	THOMAS TANNENBERGER
EXECUTIVE VFX PRODUCER	OLCUN TAN
LEAD COMPOSITOR	TRAVIS BAUMANN
COMPOSITOR	PRASANNA SIDDHARTAN
VFX EDITOR	BERNARDO RODRIGUEZ

FILMED IN PART AT SONY PICTURES STUDIOS
CULVER CITY, CALIFORNIA

SOUNDTRACK ON
MADISON GATE RECORDS

MUSIC

"RUNAWAY BABY"
WRITTEN BY BRUNO MARS, ARI LEVINE,
CHRISTOPHER BROWN AND PHILIP LAWRENCE
PERFORMED BY BRUNO MARS
COURTESY OF ELEKTRA ENTERTAINMENT GROUP/
ATLANTIC RECORDING CORP.
BY ARRANGEMENT WITH
WARNER MUSIC GROUP FILM & TV LICENSING

"PARADISE DREAMING"
WRITTEN AND PERFORMED BY ERIC PAUL
COURTESY OF HD MUSIC NOW
BY ARRANGEMENT WITH SYNCALICIOUS MUSIC

"TIGHTROPE"
WRITTEN BY JANELLE MONÁE ROBINSON, CHARLES JOSEPH,
NATHANIEL IRVIN III AND ANTWAN PATTON
PERFORMED BY JANELLE MONÁE FEATURING BIG BOI
COURTESY OF BAD BOY RECORDS LLC
BY ARRANGEMENT WITH
WARNER MUSIC GROUP FILM & TV LICENSING

"SATELLITE"
WRITTEN AND PERFORMED BY PETER CONWAY
"UNCONDITIONER LOVE"
WRITTEN BY WILL GLUCK AND RYAN PEREZ-DAPLE
PERFORMED BY RYAN PEREZ-DAPLE

"L.O.V."
WRITTEN BY MICHAEL FITZPATRICK AND CHRIS SEEFRIED
PERFORMED BY FITZ AND THE TANTRUMS
COURTESY OF DANGEROUS BIRD RECORDS

"GIRLS FALL LIKE DOMINOES"
WRITTEN BY MILO CORDELL, DAVID ROBERTSON FURZE,
O. MARAJ, GORDON GREVILLE, JR ROTEM,
CLEVELAND BROWNE AND WYCLIFFE JOHNSON

PERFORMED BY NICKI MINAJ
COURTESY OF CASH MONEY RECORDS/
UNIVERSAL MOTOWN RECORDS
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES
CONTAINS A SAMPLE OF "DOMINOS"
PERFORMED BY THE BIG PINK
COURTESY OF 4AD LIMITED

"NEW YORK, NEW YORK (FWB REMIX)"
WRITTEN BY JOHN KANDER AND FRED EBB
PERFORMED BY RAY QUINN FEATURING ULTRA LOVE
COURTESY OF SONY MUSIC ENTERTAINMENT (UK) LIMITED

"MAGIC CARPET RIDE (PHILIP STEIR REMIX)"
WRITTEN BY JOHN KAY AND RUSHTON JOHN MOREVE
PERFORMED BY STEPPENWOLF
COURTESY OF GEFEN RECORDS
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"LIFE'S A PARTY"
WRITTEN BY TIM MYERS AND DAVE BASSETT
PERFORMED BY TIM MYERS
COURTESY OF PALLADIUM RECORDS
BY ARRANGEMENT WITH ZYNC MUSIC GROUP LLC

"SI TU ME QUIERES A MI"
WRITTEN BY JESUS SANTIAGO
PERFORMED BY CHUITO AND THE LATIN UNIQUES
COURTESY OF CÓDIGO MUSIC, LLC

"BOOTY CALL"
WRITTEN BY GARRETT DUTTON
PERFORMED BY G. LOVE AND SPECIAL SAUCE
COURTESY OF BRUSHFIRE RECORDS

"AT THE WINDOW"
WRITTEN BY STEFAN SKARBK AND LALO CRÈME
PERFORMED BY DOUBLEØZERO
COURTESY OF MIRRORBALL MUSIC

"LOVE'S GONNA GETCHA"
WRITTEN BY TALITHA WALTERS, ACACIA WALTERS AND MONROE JONES
PERFORMED BY TAL & ACACIA
COURTESY OF ESSENTIAL RECORDS
BY ARRANGEMENT WITH PROVIDENT LABEL GROUP,
A DIVISION OF SONY MUSIC ENTERTAINMENT

"SUCH A COLORFUL WORLD"
WRITTEN BY MARK ROSAS, BLAKE HEALY AND KEVIN BARD
PERFORMED BY MAX & SIMON

"EVERYDAY"

WRITTEN BY ANDREW ROSS CABIC
PERFORMED BY VETIVER
COURTESY OF SUB POP RECORDS

"THIS TOO SHALL PASS"
WRITTEN BY DAMIAN JOSEPH KULASH JR. AND TIMOTHY NORDWIND
PERFORMED BY ROGUE WAVE
COURTESY OF BRUSHFIRE RECORDS AND UNIVERSAL RECORDS
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"FIREWORKS"
BY ARRANGEMENT WITH SONY MUSIC LICENSING

"FAKE MOVIE SCHMALTZFEST"
WRITTEN AND PERFORMED BY HALLI CAUTHERY

"HEY, SOUL SISTER"
WRITTEN BY AMUND BJORKLUND, PAT MONAHAN AND ESPEN LIND
PERFORMED BY TRAIN
COURTESY OF COLUMBIA RECORDS
BY ARRANGEMENT WITH SONY MUSIC LICENSING

"CLOSING TIME"
WRITTEN BY DAN WILSON
PERFORMED BY SEMISONIC
COURTESY OF GEFEN RECORDS
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"LET A WOMAN BE A WOMAN (AND A MAN BE A MAN)"
WRITTEN BY ARLESTER CHRISTIAN
PERFORMED BY DYKE & THE BLAZERS
COURTESY OF ORIGINAL SOUND ENTERTAINMENT

"JUST A FRIEND"
WRITTEN BY MARCEL HALL
PERFORMED BY RYAN PEREZ-DAPLE
COURTESY OF RPD MUSIC

"PUMPED UP KICKS"
WRITTEN BY MARK FOSTER
PERFORMED BY FOSTER THE PEOPLE
COURTESY OF COLUMBIA RECORDS
BY ARRANGEMENT WITH SONY MUSIC LICENSING

"NICE TRY"
WRITTEN BY ANDY BURROWS AND ELIOT JAMES
PERFORMED BY I AM ARROWS
COURTESY OF MERCURY RECORDS LIMITED
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"JUMP"
WRITTEN BY BERRY GORDY, MARSHALL JONES,

JERMAINE DUPRI, RALPH MIDDLEBROOKS, ALPHONSO MIZELL,
WALTER MORRISON, NORMAN NAPIER, FREDERICK PERREN,
MARVIN PIERCE, DEKE RICHARDS, CLARENCE SATCHELL,
GREGORY WEBSTER AND LEROY BONNER
PERFORMED BY KRIS KROSS
COURTESY OF COLUMBIA RECORDS
BY ARRANGEMENT WITH SONY MUSIC LICENSING
CONTAINS A SAMPLE OF "I WANT YOU BACK"
PERFORMED BY JACKSON 5
WRITTEN BY JAKE BREBES
PERFORMED BY THREES AND NINES
COURTESY OF GWBRIDGE, LLC

"I WILL FOLLOW YOU INTO THE DARK"
WRITTEN BY BENJAMIN GIBBARD
PERFORMED BY DEATH CAB FOR CUTIE
COURTESY OF ATLANTIC RECORDING CORP.
BY ARRANGEMENT WITH
WARNER MUSIC GROUP FILM & TV LICENSING

"PERCUSSION GUN"
WRITTEN BY GREGORY ROBERTS, STEPHEN PATTERSON,
JAMIE LEVINSON, ALEXANDER EVEN,
MATTHEW CLARK AND ADAM RUSSELL
PERFORMED BY WHITE RABBITS
COURTESY OF TBD RECORDS
BY ARRANGEMENT WITH
MUSIC FOR THE MASSES ENTERTAINMENT, INC.

"BOYS DON'T CRY"
WRITTEN BY ROBERT SMITH,
LAURENCE TOLHURST AND MICHAEL SMITH
PERFORMED BY GRANT LEE PHILLIPS
COURTESY OF MAGNETIC FIELD RECORDINGS
BY ARRANGEMENT WITH OCEAN PARK MUSIC GROUP
COURTESY OF MOTOWN RECORDS
UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES
AND CONTAINS A SAMPLE OF "FUNKY WORM"
PERFORMED BY THE OHIO PLAYERS
COURTESY OF WESTBOUND RECORDS
BY ARRANGEMENT WITH FINE GOLD MUSIC LLC

"TAKE A BOW"
WRITTEN AND PERFORMED BY GREG LASWELL
COURTESY OF VANGUARD RECORDS

"WEE PING PONG"
WRITTEN AND PERFORMED BY HALLI CAUTHERY
"SAFETY DANCE (NSFW REMIX)"
WRITTEN BY IVAN DOROSCHUK
PERFORMED BY MEN WITHOUT HATS
COURTESY OF GEFFEN RECORDS

UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

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