

DIRECTED BY.....JOHN PASQUIN
WRITTEN BY.....MARC LAWRENCE
PRODUCED BY.....SANDRA BULLOCK
PRODUCED BY.....MARC LAWRENCE
EXECUTIVE PRODUCER.....MARY McLAGLEN
EXECUTIVE PRODUCERS.....JOHN KIRBY and BRUCE BERMAN
DIRECTOR OF PHOTOGRAPHY.....PETER MENZIES, JR., A.C.S.
PRODUCTION DESIGNER.....MAHER AHMAD
EDITED BY.....GARTH CRAVEN
CO-PRODUCER.....GESINE BULLOCK-PRADO
COSTUMES DESIGNED BY.....DEENA APPEL
MUSIC SUPERVISOR.....JOHN HOULIHAN
ASSOCIATE PRODUCER.....SCOTT ELIAS
CASTING BY.....NANCY FOY, CSA

UNIT PRODUCTION MANAGER.....MARY McLAGLEN
FIRST ASSISTANT DIRECTOR.....K.C. COLWELL
SECOND ASSISTANT DIRECTOR.....PAULA HARRIS
BASED ON CHARACTERS CREATED BY.....
MARC LAWRENCE & KATIE FORD & CARYN LUCAS
ADDITIONAL MUSIC BY.....CHRISTOPHE BECK
ART DIRECTORS.....ANDREW CAHN
GREG RICHMAN
SET DECORATOR.....LESLIE E. ROLLINS, s.d.s.a.
"A" CAMERA OPERATOR.....CHRIS HAARHOFF
"A" CAMERA 1ST ASSISTANT CAMERA.....SCOTT RATHNER
"A" CAMERA 2ND ASSISTANT CAMERA.....ERIC AMUNDSEN
"B" CAMERA OPERATOR.....CHRIS DUSKIN
"B" CAMERA 1ST ASSISTANT CAMERA.....ALAN DISLER
"B" CAMERA 2ND ASSISTANT CAMERA.....ANDREW DEGNAN
UNDERWATER DIRECTOR OF PHOTOGRAPHY.....PETE ROMANO
AERIAL DIRECTOR OF PHOTOGRAPHY.....STEVE KOSTER
STILL PHOTOGRAPHER.....FRANK MASI
SOUND MIXER.....MARK WEINGARTEN
BOOM OPERATORS.....LARRY COMMANS
ANTHONY ORTIZ
CABLE.....MARK W. FAY

SCRIPT SUPERVISOR.....SHARON CINGLE
VIDEO ASSIST.....MARK SUVEG
COMPUTER/VIDEO PLAYBACK SUPERVISOR.....TODD MARKS
PLAYBACK TECHNICIANS.....JEB JOHENNING
BRENT EKSTRAND
CHIEF LIGHTING TECHNICIAN.....ANDY RYAN
ASSISTANT CHIEF LIGHTING TECHNICIAN.....ANDY DOROWSKY
RIGGING GAFFER.....JEFF SODERBERG
KEY GRIP.....ALAN RAWLINS
BEST BOY GRIP.....RIKO SCHATKE
RIGGING KEY GRIP.....BOB LEITELT
DOLLY GRIP.....DARRYL HUMBER
MAKEUP SUPERVISOR.....PAMELA WESTMORE
KEY MAKEUP ARTIST.....ANN MASTERSON
MAKEUP ARTIST.....ROBIN BEAUCHESNE
HAIR DEPARTMENT HEAD.....KIM SANTANTONIO
KEY HAIRSTYLIST.....JO ANN STAFFORD-CHANEY
MS. BULLOCK'S HAIRSTYLIST.....JANINE RATH
COSTUME SUPERVISOR.....LORI DeLAPP
KEY COSTUMERS.....NOMI SHICHOR
ANN FOLEY
MS. BULLOCK'S COSTUMER.....JOEL VOORHIES
COSTUMERS.....SUSANA CAMPOS
ROBIN McMULLEN
BOB MOORE, JR.
JENNIFER DAY YOUNG

PROPMASTER.....RUSSELL BOBBITT

ASSISTANT PROPMASTERS.....TRAVIS BOBBITT
DAVID SALTZMAN

SPECIAL EFFECTS COORDINATOR.....BURT DALTON

SPECIAL EFFECTS FOREMEN.....ROD BYRD
ELIA POPOV

SPECIAL EFFECTS SET FORMAN.....ALBERT DELGADO

SPECIAL EFFECTS.....DAVID GREENE

POST PRODUCTION SUPERVISOR.....SUSAN E. NOVICK

ADDITIONAL EDITOR.....SAM CRAVEN

FIRST ASSISTANT EDITOR.....H. DWIGHT RAYMOND IV

ASSISTANT EDITORS.....KRISTEN YOUNG
LAURA BONG
DANIEL CRAVEN

SUPERVISING SOUND EDITORS.....BRUCE STAMBLER M.P.S.E
PAUL CURTIS

SUPERVISING ADR EDITOR.....BECKY SULLIVAN M.P.S.E.

RE-RECORDING MIXERS.....STEVE PEDERSON
KEVIN E. CARPENTER
DAVID CAMPBELL

SOUND EFFECTS EDITORS.....STEPHEN P. ROBINSON M.P.S.E
STEVEN F. NELSON
BERNARD WEISER
PAUL AULICINO M.P.S.E.

SUPERVISING FOLEY EDITOR.....MICHAEL DRESSEL

FOLEY EDITOR.....JONATHAN KLEIN

ASSISTANT SOUND EDITORS.....MARC DESCHAINED
PATRICK CUSACK

ADDITIONAL RE-RECORDING MIXERS.....TONY LAMBERTI

GREGG RUDLOFF

ADR MIXERS.....GREG STEELE
TROY PORTER
THOMAS J. O'CONNELL

FOLEY ARTISTS.....JOHN ROESCH
ALYSON DEE MOORE

FOLEY MIXER.....MARY JO LANG

FOLEY RECORDIST.....SCOTT MORGAN

DIGITAL PLAYBACK.....GARY RITCHIE
KATHY McCART

MUSIC EDITORS.....RICKY ZIEGLER
JOHN FINKLEA

ASSISTANT MUSIC EDITOR.....BEN SCHOR

ASSISTANT MUSIC SUPERVISOR.....SEASON KENT

PRODUCTION ASSOCIATE.....CANDICE CAMPOS

ASSISTANT PRODUCTION ASSOCIATE.....MARK SWENSON

PRODUCTION SECRETARY.....SEAN GOWRIE

PRODUCTION ACCOUNTANT.....CHRIS FURIA

ASSISTANT ACCOUNTANTS.....LINDEN WINELAND JOHNSON
WILLIAM OAKS

LOCATION MANAGER.....KEN LAVET

ASSISTANT LOCATION MANAGERS.....ANNA COATS
ERIC HOOGE

TRANSPORTATION COORDINATOR.....TOMMY TANCHAROEN

TRANSPORTATION CAPTAINS.....PAUL STROH
LES SLAUGHTER

LEAD.....JONATHAN BOBBITT

STANDBY PAINTER.....LEE ROSS

ASSISTANT ART DIRECTOR.....AUSTIN GORG

SET DESIGNERS.....DANIEL JENNINGS
JAMES TOCCI

ART DEPARTMENT ASSOCIATE.....RANDY BOBBITT

STORYBOARD ARTIST.....DANIEL SWEETMAN

CONSTRUCTION COORDINATOR.....BRYAN BELAIR

CONSTRUCTION FOREMAN.....TIMOTHY JACKSON

LOCATION FOREMAN.....SCOTT VOLLMER

LABOR FOREMAN.....AUGUSTINE MENDEZ, JR.

PROPMAKER FOREMAN.....THEODOR HARMS

PAINT FOREMAN.....CHRIS BARNES

ASSISTANT TO PRODUCER/FORTIS FILMS.....DORI KANCHER

ASSISTANT TO MS. BULLOCK.....LARA LEONARD

ASSISTANT TO MR. LAWRENCE.....MELISSA WELLS

ASSISTANTS TO MR. PASQUIN.....TOM SHARK
KATHLEEN CAMPBELL

ASSISTANT TO MS. McLAGLEN.....TIM CLARK

UNIT PUBLICIST.....PETER J. SILBERMANN

CASTING ASSISTANT.....BRYAN RILEY

LAS VEGAS CASTING.....RAY FAVERO

EXTRAS CASTING.....CHAD DARNELL
FRANKIE MASON

CHOREOGRAPHER.....FATIMA

SECURITY FOR MS. BULLOCK.....KIWI PALUPE-LELEI
BILLY MASANIAI

LAS VEGAS FBI CONSULTANT.....LARRY WENKO
FBI MEDIA COORDINATOR.....MATTHEW McLAUGHLIN
DIVE OPERATIONS SUPERVISOR.....DANA HARLOW
HELICOPTER PILOTS.....AL CERRILLO
WAYNE CERRILLO
TOM SCHAUS
2ND 2ND ASSISTANT DIRECTOR.....CRAIG COMSTOCK
ADDITIONAL 2ND ASSISTANT DIRECTOR.....KATIE TULL
KEY SET ASSISTANTS.....MONICA KENYON
CLARK CREDLE
SET ASSISTANTS.....SHELLEY BROWN
KEVIN O'NEIL
OFFICE STAFF ASSISTANTS.....JASON BARNOSKI
KATHRYN GALBERTH
MICHELLE BASTERRECHEA
LOUIE GIANGRANDE
CLAYTON COGSWELL
DAMIAN HOLTON
KYLE COOKMEYER
MARIA LABBE
DAVID DALASTA
TIM LACHMAN
SET MEDICS.....JEFFREY D. STEVENS
ANDY DYRDAHL
CONSTRUCTION MEDIC.....MICHAEL McKELVEY
CATERERS.....ANN ZORIC
MARIO ZORIC
CRAFT SERVICE.....MICHAEL RANDOLPH
JOHN RANDOLPH
ADDITIONAL PHOTOGRAPHY UNIT
UNIT PRODUCTION MANAGER.....CHERYLANNE MARTIN
PRODUCTION SUPERVISOR.....TED DEIKER

1st ASSISTANT DIRECTOR.....JEFFREY WETZEL
2nd ASSISTANT DIRECTOR.....COURTENAY MILES
2nd 2nd ASSISTANT DIRECTOR.....PAUL SCHNEIDER
"A" CAMERA OPERATOR.....CHRIS MOSELEY
"A" CAMERA 1st ASSISTANT CAMERA.....ZORAN VESENIC
"A" CAMERA 2nd ASSISTANT CAMERA.....STEVE CUEVA
"B" CAMERA OPERATOR/STEADICAM OPERATOR.....GREG LUNDSGAARD
"B" CAMERA 1st ASSISTANT CAMERA.....CHRIS SCHENCK
"B" CAMERA 2nd ASSISTANT CAMERA.....JEN BELL
VIDEO ASSIST OPERATOR.....DAVID KATZ
STILL PHOTOGRAPHER.....PETER SOREL
RIGGING CHIEF LIGHTING TECHNICIAN.....FRANK DOROWSKY
KEY GRIP.....ANTHONY T. MARRA II
BEST BOY GRIP.....MICHAEL J. FAHEY
"A" DOLLY GRIP.....DANIEL PERSHING
"B" DOLLY GRIP.....HECTOR R. MIRANDA
RIGGING KEY GRIP.....SCOTT HILLMAN
HAIR DEPARTMENT HEAD.....NINA PASKOWITZ
ASSISTANT COSTUME DESIGNER.....MICHELLE SKOBY HARPER
COSTUME SUPERVISOR.....GALA AUTUMN
PROPERTY MASTER.....ROBIN L. MILLER
ASSISTANT PROPERTY MASTER.....BRIAN GARAFALO
SPECIAL EFFECTS COORDINATOR.....ALLEN HALL

ART DIRECTOR.....GEOFF HUBBARD
SET DECORATOR.....DOUG MOWAT
PRODUCTION ASSOCIATE.....RALPH BERTELLE
PRODUCTION ACCOUNTANT.....KENNETH J. RYAN
LOCATION MANAGER.....GEORGE HERTHEL
LOCATION MANAGER - NY.....BARBARA HELLER
TRANSPORTATION COORDINATOR.....DAN MORROW
TRANSPORTATION CAPTAIN.....RANDY BURKE
UNIT PUBLICIST.....PAULETTE OSORIO
TITLE DESIGN BY.....DEBORAH ROSS FILM DESIGN
TITLE ANIMATION BY.....BLACK BOX DIGITAL
VISUAL EFFECTS BY.....PACIFIC VISION PRODUCTIONS
TITLES AND OPTICALS.....PACIFIC TITLE
NEGATIVE CUTTER.....MO HENRY
COLOR TIMER.....DAVID ORR
CAST
GRACIE HART.....SANDRA BULLOCK
SAM FULLER.....REGINA KING
JEFF FOREMAN.....ENRIQUE MURCIANO
STAN FIELDS.....WILLIAM SHATNER
McDONALD.....ERNIE HUDSON
CHERYL.....HEATHER BURNS
JOEL.....DIEDRICH BADER
COLLINS.....TREAT WILLIAMS

LOU STEELE.....ABRAHAM BENRUBI
KARL STEELE.....NICK OFFERMAN
CAROL FIELDS.....EILEEN BRENNAN
JANET.....ELISABETH RÖHM
PAM.....LESLIE GROSSMAN
JANINE.....LUSIA STRUS
PRISCILLA.....MOLLY GOTTLIEB
TOBIN.....SUSAN CHUANG
JENKINS.....WILLIAM O'LEARY
CLONSKY.....JOHN DiRESTA
MOTHER IN BANK.....AUDREY WASILEWSKI
BANK CUSTOMER.....MARJORIE LOVETT
PUNK GIRL IN BANK.....MICHELLE PAGE
HOUSEWIFE #1.....FAITH MINTON
HOUSEWIFE #2.....EVE GORDON
HOUSEWIFE #3.....KIM MORGAN GREENE
RACHEL (McDONALD'S ASSISTANT).....RACHEL IVERSON
REGIS PHILBIN.....REGIS PHILBIN
JOY PHILBIN.....JOY PHILBIN
REGIS SHOW PROPAN.....THOMAS McGOLDRICK
BIG MAN IN BAR.....ESTEBAN CUETO
MIDDLE-AGED WOMAN.....OCTAVIA SPENCER
ANGELA.....PATRICIA ANDREST DAVIS

JASON.....CHRISTOPHER FORD
MAN IN BOOKSTORE.....JAMES DuMONT
CNN REPORTER.....SUE TRIPATHI
ATTENDANT #1.....BRENDAN P. CONNOR
ATTENDANT #2.....AFFION CROCKETT
ROB OKUN.....BRIAN SHORTALL
HILLS.....VIC CHAO
TRACKING AGENT.....BENNY NIEVES
ROBERTO FENICE.....MARCELO TUBERT
TOURIST WOMAN (VENETIAN).....JAYNE KRASHIN
VEGAS ANCHORWOMAN.....RACHEL SMITH
BARTENDER.....ADAM LeFEVRE
TOM ABERNATHY.....STEPHEN TOBOLOWSKY
BAR PATRON #1.....AUDREY BERGER
BAR PATRON #2.....RICHARD DeDOMENICO
BAR PATRON #3.....IVANAN TRNIK
BAR PATRON #4.....DANA LORGE
TOURIST WOMAN.....CYNTHIA PEPPER
DOLLY PARTON.....DOLLY PARTON
DOLLY PARTON'S ASSISTANT.....MARY ANN PRICE
TOURIST HUSBAND.....LLOYD KINO
HOUSEWIFE TOURIST.....FUSAKO STEVENSON
VENETIAN SINGER #1.....SCOTT NOONAN
VENETIAN SINGER #2.....TRACY ELIZABETH BLACKWELL

VENETIAN SINGER #3.....JEFF SHELTON
VENETIAN SINGER #4.....EMILIO GIANDOMENICO
WOMAN IN CROWD.....DORI KANCHER
MAN IN CROWD.....TIM CLARK
IDA FLAMMENBAUM.....HERSELF
SHIRLEY.....MEGAN CAVANAGH
BUSTER HARRISON.....DON PERRY
REPORTER #1A.....KIMBLE JEMISON
REPORTER #2A.....SUSAN LESLIE
GATE AGENT.....EMY COLIGADO
SNIPER.....GREGORY STENSON
GRIFFIN.....DON MIRALTA
S.W.A.T. TEAM LEADER.....MARK S. LLEWELLYN
AGENT CLARK.....L. SIDNEY
PATTI LABELLE IMPERSONATOR.....LARRY EDWARDS
FRANK MARINO.....FRANK MARINO
ELIZABETH TAYLOR IMPERSONATOR.....BRAD GRUNBERG
LIZA IMPERSONATOR.....ALAN LUZIETTI
TINA IMPERSONATOR #1.....WENDALL JACKSON
TINA IMPERSONATOR #2.....LARRY EDWARDS
TINA IMPERSONATOR #3.....BOY THOMAS
TINA IMPERSONATOR #4.....LONNIE HENDERSON
TINA IMPERSONATOR #5.....BOBBY NEWBERRY

DRAG CLUB DANCERS.....NANCY ANDERSON
NICOLE DeLECIA
ALEX ESTORNEL
MICHELE MARTINEZ
JAAYDA McCLANAHAN
AYESHA ORANGE
TOMASINA PARROTT
CHRISTIAN VINCENT

DOLLY IMPERSONATOR.....TODD SHERRY

YOUNG MAN.....MAX SHIPPEE

YOUNG WOMAN.....JASMINE JONAS

TREASURE ISLAND PIT BOSS.....RANDY SUTTON

TREASURE ISLAND DANCERS.....JOHN BITLEY
BRIAN KEHOE
RUSSELL S. PERNUS
SAM SADOVIA
MITCHELL TANNIS
JASON TOOHEY
MARK WEINHANDL

AGENT AUSTIN.....ADAM AUSTIN

REPORTER #1.....CAMERON MILZER

REPORTER #2.....NATE BYNUM, Jr.

REPORTER #3.....MICHAEL KENDALL

MRS. GORDON.....ROXANA ORTEGA

STUNT COORDINATOR.....JACK GILL

STUNT PLAYERS.....GREG ANDERSON
KIM KOSCKI
NICOLE BASANDA
BRYAN LUDENS
EDDIE BRAUN
BRIAN MACHLEIT
DARTENEA "DEE" BRYANT
MIKE MASSA
STACEY CARINO
MIKE RICE

STEPHANIE CHEEVA
DANNY ROGERS
DANNY EPPER
BENNY SCHULTZ
RICHARD EPPER
JAN MICHAEL SHULTZ
BRENT FLETCHER
GREG SPROLES
ANDY GILL
ERIK STABENAU
TABBY GRAHAM
RONN SURELS
EDDIE HICE
SONNY TIPTON
CHUCK HICKS
PATRICK WATSON
JIM HOLLEY
DARLENE WILLIAMS

ADDITIONAL MUSIC BY.....RANDY EDELMAN

MUSIC SCORE RECORDED & MIXED BY.....ELTON AHI

ORCHESTRATIONS BY.....RALPH FERRARO
STUART BALCOMB

SCORE CONSULTANT.....JULIAN BRATOLYUBOV

SCORING CREW.....GREG DENNEN
RYAN ROBINSON
PETER GERMANSEN
RICH WHEELER
MATT McLEOD
JAMIE OLVERA
MASAKI SAITO
JILL TENGAN

Soundtrack Album Executive Producer.....SANDRA BULLOCK

Soundtrack Album on Warner Sunset Records

SONGS

"Proud Mary"

Written by John Fogerty
Performed by Ike and Tina Turner
Courtesy of Capitol Records
Under License from EMI Film & Television Music

"I'll Take You There"
Written by Alvertis Isbell
Performed by The Staple Singers
Courtesy of Stax Records
By arrangement with Concord Music Group, Inc.

"You Were Jealous" and "Jules' Confession"
from MY BEST FRIEND'S WEDDING
Written by James Newton Howard
Courtesy of TriStar Pictures, Inc.

"George's Speech" and "Emergency"
from TWO WEEKS NOTICE
Written by John Powell

"One Kiss"
from PAY IT FORWARD
Written by Thomas Newman

"She's a Bad Mama Jama"
Written by Leon Haywood
Performed by Carl Carlton
Courtesy of The Island Def Jam Music Group
Under License from Universal Music Enterprises

"Miss United States"
Written by Marc Lawrence and Clyde Lawrence

"Pirate's Hunt Song"
Written and Performed by Richard Ziegler

"Highway Junkie"
Written by Chris Knight, Sam Tate and Annie Tate
Performed by The Yayhoos
Courtesy of Rounder Records
By arrangement with Ocean Park Music Group

"Computer Search" and "Stakeout"
from MISS CONGENIALITY
Written by Ed Shearmur

"Out of Control"

Written by Dave Alvin
Performed by Dave Alvin
Courtesy of Yep Roc Records
By arrangement with Ocean Park Music Group

"Trouble"

Written by Alecia B. Moore and Tim Armstrong
Performed by Pink
Courtesy of LaFace Records/Zomba Label Group
Under License from SONY BMG Music Licensing

"Wicked Lil' Grrrls"

Written by Esthero, Malik Worthy and Graph Nobel
Performed by Esthero
Courtesy of Reprise Records
By arrangement with Warner Strategic Marketing

Excerpts from CHICKEN RUN Score

Written by John Powell & Harry Gregson-Williams
Courtesy of DreamWorks Animation L.L.C.

"Ooh Las Vegas"

Written by Gram Parsons and Rick Grech
Performed by The Street Corner Healers
Courtesy of Spirit Music Group Inc.

"Yearbook Montage" and "What Is Gossip"
from GOSSIP

Written by Graeme Revell

"Who's The Thief"

from WHAT'S THE WORST THAT COULD HAPPEN?
Written by Tyler Bates
Courtesy of MGM Music Inc.

"Duelin' Banjos"

Written by Arthur Smith

"Blindfold Game," "Nelson Talks About Dad"
and "Sister On Phone"

from SWEET NOVEMBER
Written by Christopher Young

"You're Having My Baby"

Written by Paul Anka

Performed by Paul Anka
Courtesy of Capitol Records
Under License from EMI Film & Television Music

"WWKD"
from READY TO RUMBLE
Written by George S. Clinton

"Rita"
from I AM SAM
Written by John Powell
Courtesy of New Line Productions, Inc.

"Fire"
Written by Ralph Middlebrooks, James L. Williams,
Marshall Jones, Leroy Bonner, Clarence Satchell,
Willie Beck and Marvin R. Pierce
Performed by Ohio Players
Courtesy of The Island Def Jam Music Group
Under License from Universal Music Enterprises

"New Attitude"
Written by Jon Gilutin, Bunny Hull and Sharon Robinson
Performed by Patti LaBelle
Courtesy of Geffen Records
Under License from Universal Music Enterprises

"Cabaret"
Written by Fred Ebb and John Kander
Performed by Liza Minnelli (Live)
Courtesy of A&M Records
Under License from Universal Music Enterprises

"Don't Leave Me This Way"
Written by Kenneth Gamble, Cary Grant Gilbert
and Leon Huff
Performed by Thelma Houston
Courtesy of Motown Records
Under License from Universal Music Enterprises

"Black Betty"
Written by Huddie Ledbetter
Performed by Spiderbait
Courtesy of Universal Music Australia Pty Ltd.
Under License from Universal Music Enterprises

"I'm a Bomb"

Written by Natasha Bedingfield, Andrew Frampton,
Stephen Kipner and Wayne Wilkins
Performed by Natasha Bedingfield
Courtesy of Epic Records/SONY BMG (UK) Ltd.
By arrangement with SONY BMG Music Licensing

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Story and Screenplay
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& Bermuda

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Territories

Original Score
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MPAA Rating Card (PG-13)