



UNITED ARTISTS and CONTENTFILM present

a SUNFLOWER production

JAMIE BELL as Chris
JOSH LUCAS as Deel
DEVON ALAN as Tim
and DERMOT MULRONEY as John

UNDERTOW

SHIRI APPLEBY
PAT HEALY
BILL McKINNEY
KRISTEN STEWART

Casting by
MALI FINN CSA

Music by
PHILIP GLASS

Costume Designer
JILL NEWELL

Edited by
ZENE BAKER
STEVEN GONZALES

Production Designer
RICHARD WRIGHT

Director of Photography
TIM ORR

Executive Producers
JOHN SCHMIDT
ALESSANDRO CAMON
SAAR KLEIN

Produced by
LISA MUSKAT
TERRENCE MALICK
EDWARD R. PRESSMAN

Story by
LINGARD JERVEY

Screenplay by
JOE CONWAY and
DAVID GORDON GREEN

Directed by
DAVID GORDON GREEN

Additional Music by
MICHAEL LINNEN and DAVID WINGO

Music Supervisor
MARK WIKE

Line Producer
SOPHIA LIN

Production Manager	CRAIG ZOBEL
First Assistant Director	PAUL SAMUEL EPSTEIN
Second Assistant Director	DAVID BLAZINA
Post-Production Supervisor	DAVID C. COOK
Art Department Coordinators	JEFFREY J. BARROWS SCOTT LAWSON
Set Decorator	SUMMER EUBANKS
Scenic Artist	ELIZABETH STEINFELS
Property Master	JEFFREY C. THOMPSON
Lead Man	GREGG PEREZ
On-Set Dresser	PETE SATTLER
Set Dressers	JONATHAN RUDAK PATRICK FUHRMAN
Art Department Intern	JEFF PEIXOTO
First Assistant Camera	CRAIG PRESSGROVE
Second Assistant Camera	LINDA SLATER
Loader	MICHAEL BURKE
Camera Department Interns	CHRIS KEOHANE FELIPE PEREZ-BURCHARD
Chief Lighting Technician	MATTHEW CRAIG
Assistant Lighting Technicians	DEIDRE LALLY CLARK CALDWELL
Company Electric	LISA MARIE GLEESON
Additional Electrics	ERIC FELLAND LOUIS NORMANDIN
Key Grip	MATTHEW D. HALE
Second Company Grip	MELISSA GUIMARAES
Company Grip	MARCUS LEHMANN
Additional Grips	JUSTIN WHITTAKER TRAVIS BELL
Grip Interns	GORDON GEE AARON WONG
Swing/Driver	JEFF DOWNS
Still Photographers	DALE ROBINETTE

	KAREY WILLIAMS
Production Sound Mixer	CHRISTOF GEBERT
Boom Operator	JOSEPH STEPHENS
Additional Boom Operator	CHRIS WALLDORF
Sound Department Intern	HUNTER CURRA
Wardrobe Supervisor	AMY R. BURT
Wardrobe Assistants	ANNE MARIE CABRI
	BRITTON ELLIOTT
	HEATHER SHIVER
Hair & Make-Up Artists	PERSEFONE KARAKOSTA
	GENE WITHAM
Script Supervisor	ZENE BAKER
Production Office Coordinators	KRIS BAUCOM
	MELISSA PALMER
Production Accountant	ALBERT KRAUSE
Accounting Assistant	JORGE DIAZ
Post Production Accountant	NEIL BAREISH
Unit Publicist	JEREMY WALKER + ASSOCIATES
Production Legal Counsel	PRYOR, CASHMAN, SHERMAN & FLYNN
	PHYLLIS KAUFMAN
	KAREN ROBSON
	JAMES A. JANOWITZ
Immigration Legal	FRIDA P. GLUCOFT, ESQ.
Minor's Court Documentation	MARC DIENER
Dialect Coaches	HOWARD SAMUELSON
	KRISTINA LANKFORD
Set Tutor	KAREY WILLIAMS
Consultant to Mr. Green	BEN BEST
Assistants to Mr. Edward R. Pressman	PHILLIP MONTGOMERY
Assistant to Mr. John Schmidt	MIRA SHIN
Assistant to Mr. Camon	RYAN DEMLER
	MEGAN SCHLAACK
2nd Second Assistant Director	HEATHER DANIELS
Key Set PA	LAUREN KELLS GUILMARTIN
First Team PA	EMMY ELLISON
Set PAs	BARLOW JACOBS
	MATTHEW HEALEY GIORDANO

Production Intern	DEVIN MAURER
Office PAs	JASON SCOTT
	BRIAN LEVIN
	RYAN STERRITT
Office Interns	TRISH KAZAK
	CARRIE BEITZEL
	RENEE BOMBARDIER
	CASSIE LARCADE
	RYAN SHELOR
	KIMBERLY WAID
Additional PA	DEWAYNE TOBIAS DENNEY
Extras Casting	LEE FUTCH
Local Casting	CORRIGAN & JOHNSTON CASTING
Casting Associate	LYNDSEY GAYER
Catering by	THE VALENTINO'S
Craft Services	DAVID BARNES
Animal Coordinator	RENEE DE ROSSETT
Set Medic	JACK MUNN
Clearances/Product Placement Coordinator	KRIS BAUCOM

Second Unit

Second Unit Directed by	CRAIG ZOBEL
Director of Photography	ADAM STONE
Camera Operator	KENNETH WILSON
Assistant Editor	JANE RIZZO
Supervising Sound Editor	
Re-Recording Mixer	LARRY BLAKE
Sound Editors	MATT COBY
	JAY GALLAGHER
	CHRISTOF GEBERT
	PATRICIA GORMAN
Sound Editing and Re-Recording	SWELLTONE LABS
	NEW ORLEANS
Foley Recorded at	TWENTIETH CENTURY FOX
Foley Artists	ALICIA STEVENSON
	DAWN FINTOR
Foley Mixer	DAVID BETANCOURT

Music Recorded and Mixed at
LOOKING GLASS STUDIOS, NEW YORK, NY

Conducted by	MICHAEL RIESMAN
Music Produced by	KURT MUNKACSI
Executive Music Producer	JIM KELLER
Studio Manager/ Music Production Coordinator	KARA BILOF
Music Production Resource Manager	CHRISTIAN RUTLEDGE
Assistant Director of Duvagen	CAT CELEBREZZE
Music Publishers	
Engineer	DANA BORA
Assistant Engineers	ICHIHO NISHIKI
	JOHN STANKA
	NICOLAS MINDREAU
Assistant Conductor	NICO MUHLY
Intern	ALEX TOVAR

BROOKLYN YOUTH CHORUS

Artistic Director	DIANNE BERKUN
Choir Preparation	NICO MUHLY

Didgeridoo	ADAM PLACK
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	Digital Intermediate by
	POST LOGIC CINEMA DIGITAL
Digital Intermediate Color Timer	MICHAEL UNDERWOOD
Film Recordist	HENRY BALL
Digital Intermediate Producer	CASSANDRA WILTSHIRE
IQ Artist	MATTHEW W. JOHNSON
Scanning	KRIS SANTA KRUZ
Digital Artist	BILL COFFIN
Digital Dirt Removal	TIM GALLEGOS
End Credits	LORI NOBLEZA

THE PRODUCERS WISH TO THANK:

RUSSELL ACKERMAN	NATE MEYER	ONUR TUKEL
JEFF BENS	SALLY MILNER	DOUGLAS TULLEY
MARY BUIE	NANCY MOFFETT	MICHAEL TULLY
MANNY CENTENO	ERIN O'ROURKE	GUS VAN SANT
BLANCA CAMACHO	HARVEY RAY	WILL WALLACE
MICHAEL CHANEY	MICHAEL ROBAN	GREG WOERTZ
LLOYD DAUGHERTY	STEVE SIMPSON	JOHN AND SONNIE
JORDAN FOX	MARC SINGER	WRIGHT
JON KATZ	JASMINE STODEL	BOBBY ZAREM
PATRICK	DEE AND REX	MARTIN & WALTER
KIETSRICHART	TEMPLETON	ZOLLER
KAREN KIMBALL	LOU THOMANN	
DARRELL KIRKLAND	DERRICK TSENG	

Faculty, Staff and Students of the Savannah College of Art and Design
MILLIE MILLER and St. Joseph's/Candler Immediate Care
MATT, MIKE and MICHELLE and The Savannah Theater

Chatham County Police Driving Training Department
Cora Bett Thomas Property Management Company
REED DULANY III of Dulany Aviation and Hatcher
JAY SELF and the Savannah Film Commission
Thomas Ray Enterprises, Inc.
Rolloff Evangelistic Enterprises, Inc.
CAROL and GUY of Pinkie Masters
Chatham County Police Department
JIM SHEEHAN and Club SCAD
Oatland Island Education Center
Double A Films
The Mulberry Inn

Culligan Water Conditioning
Ultrathon Insect Repellent
Critters-to-Go
Random House, Inc.
Minnetonka Moccasins
Caterpillar Footwear
Bass Shoes
Black Tail Magazine
Sunbelt Rentals

Inter-American Products
Urban Outfitters
Inman Park Properties
MAC Cosmetics
Birkenstock
Red Wing Shoes
Wrangler
Tom's Saw Shop
Carhartt

SPECIAL THANKS:

STEPHANIE CONWAY
ALEXANDRA MALICK
ANNIE PRESSMAN

**Cast
(In order of appearance)**

Chris	JAMIE BELL
Lila	KRISTEN STEWART
Bern	ROBERT LONGSTREET
Officer Clayton	TERRY LOUGHLIN
John	DERMOT MULRONEY
Tim	DEVON ALAN
Deel	JOSH LUCAS
Wadsworth Pela	EDDIE ROUSE
Amica Pela	PATRICE JOHNSON
Hard Hat Dandy	CHARLES "JESTER" POSTON
Conway	MARK DARBY ROBINSON
Grant the Mechanic	PAT HEALY
Muriel the Cashier	LEIGH HILL
Dock Workers	ALFRED M. JACKSON
	WILLIAM D. TURNER
Jacob	MICHAEL BACALL
Violet	SHIRI APPLEBY
Violet's Friend	CARLA BESSEY
Gus	DAMIEN JEWAN LEE
Grandfather	BILL MCKINNEY

With

Old Shirtless Man	MICHAEL GULICK
Watch-Guard	DAVE BLAZINA
Big Bad Cop	CARLOS DeLOACH
Milk Man	GEORGE SMITH
Newscaster	H.G. GREEN
Retardoe	JESSE SCOTT NELSON
Bridegroom	CRAIG ZOBEL
Mail-Order Bride	SOPHIA LIN
Tattoo Girl	ANNA MARIE DOVE
Grandmother	THELMA LOUISE CARTER
Stunt Coordinator	CAL JOHNSON
Stunt Player	LONNIE SMITH

Music

All Philip Glass music published by Dunvagen Music Publishers Inc. (ASCAP)

"Monster In The Canyon"

Written by Mitchell Rothrock, Shane Hartman, and Scott Nurkin
Performed by the Dynamite Brothers

"Choir Song For The Lord"

Published by Roloff Evangelistic Enterprises
Performed by The Rebecca Trio

"A Bubble Saved From Boiling"

Written by David Gordon Green
Performed by Josh Lucas

"Requiem"

Written and Performed by Boxhead Ensemble
Ensemble Director: Michael Krassner
Courtesy of Atavistic Records
By Arrangement with Truckstop Media Music Publishing

"Pistols of Gold"

Written and Performed by Bill McKinney
Courtesy of Cut One Records

"Loving Spoonful Blues"

Written by Sohichiro Suzuki
Administered by Miracle Master, Inc.
Performed by World Standard
Courtesy of daisyworld discs/Medium, Inc.

"Monster In A Canyon"

Written and Performed by Pyramid (BMI)

Optical Sound Track by
Negative Cutter
Dolby Stereo Consultant

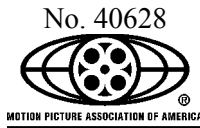
NT AUDIO
MAGIC FILM AND VIDEO WORKS
Thom "Coach" Ehle

Lighting, Grip and Dolly Equipment
by
Cameras Provided by
Eyemo Camera by
Underwater Camera by
Audio Equipment by

TFN LIGHTING
PANAVISION, ORLANDO
JOE DUTTON CAMERA
CINEVIDEO TECH, INC.
TAI AUDIO

Cars and Vans by
Trucks by

ENTERPRISE CAR RENTAL
RYDER RENTALS
LIGHNIN' RENTALS
CAROLINA RENT-A-CAR
CAPITAL PICTURES



This Film Was Re-
Recorded in a

Swelltone

Theater



FOTOKEM
FILM AND VIDEO

Visit the UA Website at:

WWW.UNITEDARTISTS.COM

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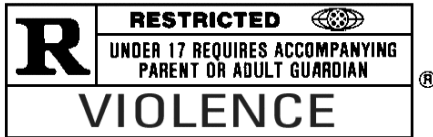
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Running time: 108 minutes