



FOX SEARCHLIGHT PICTURES PRESENTS

An OVERBROOK ENTERTAINMENT / DONNERS' COMPANY Production

A GINA PRINCE-BYTHEWOOD Film

QUEEN LATIFAH  
DAKOTA FANNING

# *The Secret Life of Bees*

JENNIFER HUDSON  
ALICIA KEYS  
SOPHIE OKONEDO  
NATE PARKER  
TRISTAN WILDS  
HILARIE BURTON  
and  
PAUL BETTANY

WRITTEN FOR THE SCREEN AND  
DIRECTED BY .....GINA PRINCE-BYTHEWOOD  
BASED UPON THE NOVEL BY.....SUE MONK KIDD  
PRODUCED BY .....LAUREN SHULER DONNER  
.....JAMES LASSITER  
.....WILL SMITH  
.....JOE PICHIRALLO  
EXECUTIVE PRODUCER.....JADA PINKETT SMITH  
DIRECTOR OF PHOTOGRAPHY.....ROGIER STOFFERS, N.S.C.  
PRODUCTION DESIGNER.....WARREN ALAN YOUNG  
EDITED BY .....TERILYN A. SHROPSHIRE, A.C.E.  
COSTUME DESIGNER .....SANDRA HERNANDEZ  
MUSIC BY .....MARK ISHAM  
CASTING BY .....AISHA COLEY  
.....LISA MAE, CRAIG &  
.....MARK FINCANNON, CSA  
CO-PRODUCERS.....ED CATHELL, III  
.....EWAN LESLIE  
.....ALDRIC PORTER  
MUSIC SUPERVISOR .....LINDA COHEN

[www.foxsearchlight.com/press](http://www.foxsearchlight.com/press)

Rated PG-13 Running time 110 minutes

Publicity Contacts:

Los Angeles  
Sonia Freeman  
Tel: 310.369.8476  
[sonia.freeman@fox.com](mailto:sonia.freeman@fox.com)

New York  
Suzanne Hodges  
Tel: 212.556.8243  
[suzanne.hodges@fox.com](mailto:suzanne.hodges@fox.com)

Regional  
Isabelle Sugimoto  
Tel: 310.369.2078  
[isabelle.sugimoto@fox.com](mailto:isabelle.sugimoto@fox.com)

# *The Secret Life of Bees*

*I have more mothers than any three girls off the street.  
They are the moons shinin' over me.  
-Lily*

Starring Queen Latifah, Dakota Fanning, Jennifer Hudson, Alicia Keys and Sophie Okonedo, a powerhouse ensemble of women from the world of music and film, **THE SECRET LIFE OF BEES** is the touching story about the need for love, sisterhood and redemption that explores the undeniable desire for a sense of belonging and the often daunting journeys that we must navigate to achieve it. Set in South Carolina, the home of the intelligent and independent honey-making Boatwright sisters (Latifah, Keys and Okonedo) is suddenly thrust into upheaval with the arrival of fourteen year-old Lily Owens (Fanning) and her caretaker Rosaleen (Hudson). Surrounded by the unexpected comforts, grace and deep rooted spirituality Lily (Fanning) encounters in the Boatwright home, she soon forms a maternal bond with each of these women whose unique and special gifts help reconcile the loss of her mother. Through the strength and female empowerment that embodies the Boatwright sisters, Lily ultimately comes to the realization that sometimes you must leave home in order to find it.

Owning and operating a successful bee farm and honey-making business, August Boatwright (Latifah) is the family matriarch running the household with a firm but loving hand with her sisters, the fiercely independent music teacher June (Keys) and the innocent childlike May (Okonedo). The Boatwright sisters' lives are disrupted when fourteen year-old Lily Owens (Fanning) and her caretaker Rosaleen (Hudson) appear on their doorstep seeking refuge. After fleeing with Rosaleen to Tiburon, South Carolina, a place surrounded by mystery and a strong connection to Lily's mother, they find shelter at the Boatwright household. Lily is immediately taken under the wing of August Boatwright (Latifah) as her new beekeeping apprentice. There she is given a comfortable place to explore and, for the first time in her life, just be. Lily also discovers joy in the simple pleasures of life through her deepening relationship with the Boatwright sisters and soon comes into her own, determined to enjoy the sweet nectar of life for the first time. As a budding young woman who has left the place she once called home, Lily unexpectedly finds her true home and a family she has always yearned for.

Tristan Wilds stars as August's godson and Lily's newfound friend, Zachary Lincoln Taylor, a hardworking teenager who dreams of becoming a lawyer; Nate Parker as a young man head over heels in love with marriage resistant June Boatwright (Keys), Hilarie Burton as the

mother Lily only remembers in her dreams and Paul Bettany as her embittered and widowed father.

**THE SECRET LIFE OF BEES** is written for the screen and directed by Gina Prince-Bythewood and is based upon the award-winning novel of the same title by Sue Monk Kidd. The film is produced by Lauren Shuler Donner, James Lassiter, Will Smith and Joe Pichirallo; executive produced by Jada Pinkett Smith and co-produced by Ed Cathell, III, Ewan Leslie and Aldric Porter. Warren Alan Young (TALK TO ME) is the production designer, the director of photography is Rogier Stoffers, N.S.C. (SCHOOL OF ROCK) with costume designer Sandra Hernandez (THE 25th HOUR), edited by Terilyn A. Shropshire, A.C.E. (LOVE & BASKETBALL), music by Mark Isham (CRASH) and music supervisor Linda Cohen (THERE WILL BE BLOOD).

## FROM NOVEL TO SCREENPLAY: BRINGING THE STORY TO THE SCREEN

*"The bees came summer of '64, the summer I turned fourteen and my life went spinnin' off into a whole new orbit. Lookin' back on it, I want to say they were sent to me....they showed up like the angel Gabriel appearing to the Virgin Mary. I know it's forward to compare my small life to hers, but I have good reason to believe she wouldn't mind."*

*-Lily*

The movie began its gestation when visionary producer Lauren Shuler Donner first read The Secret Life of Bees in galley form eight years ago and could not put it down. Moved by the story of a young girl's attempt to find self-worth and her search for a family, the award-winning producer committed herself to bring this complex and arresting novel to the big screen. "Lily is searching to see if she's lovable and I think there are times when we all feel that way," Shuler Donner observes. "This is also a story about family. That's what's really important in life."

Tackling a period film set against the backdrop of the Civil Rights movement, with a teen lead and a multi-racial cast, became not only a challenge but also a labor of love for the filmmaker. But, just as the novel attracted millions of readers around the globe, Shuler Donner believes the film's universal themes will resonate with moviegoers. "Rarely can Hollywood make a movie that's better than the movie you've seen in your mind," she reflects. "In this case, I'm hoping we'll match the movie in your mind and enhance it."

Despite a two-decade track record of bringing critically and commercially successful projects to the big screen, including her recent X-MEN franchise; the Oscar®-nominated DAVE; YOU'VE GOT MAIL and the FREE WILLY franchise, Shuler Donner was excited about the low budget prospect of **THE SECRET LIFE OF BEES**. Shuler Donner joined forces with producer Joe Pichirallo, who first optioned the novel for Shuler Donner while he was a senior executive at Fox Searchlight. "Of all the projects I've been involved with over the years, I can honestly say that this book really spoke to me on so many levels – especially the importance of family and how we find love in the most unlikely places," says Pichirallo. While at Fox Searchlight, Pichirallo shepherded such critically acclaimed films as ANTWONE FISHER, the directorial debut of Denzel Washington which starred Derek Luke; QUILLS, nominated for three Academy® Awards; and THE BROTHERS MCMULLEN, winner of the 1995 Grand Jury Prize at the Sundance Film Festival. Pichirallo was head of feature film production and development at Overbrook Entertainment when he brought the project in with Shuler Donner to James Lassiter, the producer/manager who had created Overbrook Entertainment with Will Smith in 1998.

Together, Shuler Donner, Lassiter and Pichirallo now set about securing a screenwriter who could bring all the nuances of the novel to the screen, and also a director who could handle

such a delicate yet complicated tale. The solution emerged with writer/director Gina Prince-Bythewood.

Six years ago, Prince-Bythewood had been sent the novel The Secret Life of Bees. At that time, she was too exhausted to read it after wrapping back-to-back directing projects: the multi-award-winning LOVE & BASKETBALL, a feature she wrote and directed; and the HBO film “Disappearing Acts,” starring Sanaa Lathan and Wesley Snipes. Over the years her family and friends raved about the book and five years later Prince-Bythewood finally read it but by then the producers had moved on. “After I read it,” she recalls, “I got what all of the hype was about and I was so disappointed that I’d missed an opportunity to be involved.” Amazingly, a few months later the project fell apart and it was again sent to her for consideration.

“We met with lots of writers and directors who wanted to do this project,” Pichirallo remembers. “Many of them came with interesting ideas, but when we heard Gina’s approach and her thoughts on the book, we knew we had found our person.”

Shuler Donner agrees. “Gina did an amazing job. She was able to translate the beauty and lyricism of Sue’s book into a screenplay.”

#### **CASTING THE SECRET LIFE OF BEES: AN EMBARRASSMENT OF RICHES**

*Liftin’ someone’s heart, now that matters. The whole problem with people is they know what matters, but they don’t choose it.*  
-August

Prince-Bythewood and the producers still marvel at their unprecedented good fortune at being able to secure the actors they had imagined for leading roles in the film. “The fact that we got everybody we wanted is a great blessing,” Prince-Bythewood says. “It’s a blessing beyond belief.”

Dakota Fanning was the unanimous favorite to portray Lily Owens, thanks to her previous impressive performances, her own love of the novel and her proven history of holding her own opposite such powerful onscreen presences as Robert De Niro, Denzel Washington, Tom Cruise and Sean Penn.

As Lily Owens, Fanning portrays a teenager struggling with typical pubescent angst, but her challenges are compounded by her feelings of self-loathing and sorrow – all tied to the death her mother. Lily’s one saving grace is her empathetic caretaker Rosaleen, portrayed by Academy Award winning actress Jennifer Hudson

Describing her character Lily as being stuck between a rock and a hard place, Fanning enjoyed the creative challenge of portraying a white teenager in the South during the 60’s, whose only mother-figure is an African-American housekeeper. “It adds a certain amount of tension to

the movie,” Fanning explains, “because it was looked down upon for a young white girl to be living with African-American people. This is something my character can’t understand.”

Hudson says her character and Fanning’s were bound together by shared needs. “They both have a struggle: Rosaleen wants to be acknowledged as a human being while Lily is looking for a mother. So where one is weak, the other is strong.”

Given that neither actress could reference the 1960’s from personal knowledge, Prince-Bythewood tried to create an environment steeped in the period. “Only 60’s music was allowed on the set — a lot of Motown,” says Prince-Bythewood, who would not even allow modern music in her own car on the way to work. The director also created an elaborate improv to help them get into character. Before filming began, while on location in downtown Burgaw, a little town in North Carolina, the director had Fanning and Hudson meet at a drugstore where they were told to purchase 10 items and eat a meal. Extras in the drugstore had been instructed by the director to interact respectfully with Fanning, but to ignore Hudson. “I couldn’t hear what that guy at the counter said to Jennifer, but I know what I told him to say,” Prince-Bythewood recalls. “When I saw her head whip around so fast, I was thinking ‘Oh my God, is she going to hit him?’ ”

Acknowledging the impact of those exercises - and the historical research she did - on her performance, Hudson says she developed an overwhelming sense of gratitude at being young today. “I was sitting watching a little white girl and a little black boy reading a book together recently and I thought ‘Wow that would have been illegal 50 years ago.’” She adds, “You have to know where you’ve come from to know where you’re going and you need to know what mistakes you made, so you don’t make them again. This was a part of our history.”

For Hudson, the closeness she experienced with her fellow actors on the set mirrored her feelings about the film itself. “It’s about togetherness,” she says. “If we stick together, there’s so much we can accomplish, because no matter what the struggle, as long as you’ve got somebody, you can make it.”

Ironically, however, Prince-Bythewood says that one of the most memorable scenes for her involved the opposite emotion, when Lily tells August Boatwright (Queen Latifah) she is unlovable. “It just kills me,” Prince-Bythewood says, noting that the sheer vulnerability exuded by Fanning, coupled with the tenderness Latifah summons to heal her, in many ways is at the core of the film’s concerns. “This film is about love and finding the mother within yourself,” she says.

To handle a scene like that required a multifaceted actress who could portray August Boatwright as a loving matriarch who nurtures both her younger sisters and the two lost souls who come to her house in need of love. “Queen Latifah just embodies August’s character,” says

Prince-Bythewood. “She exudes warmth and she’s larger than life — and that’s really what August needed to be.”

A huge fan of the novel, Latifah welcomed the opportunity to work on a film with dignified and well-defined female African-American characters. “To be able to reach back in time and find this character to play was extremely interesting to me,” says the Academy Award nominee and Golden Globe® winner. “These women are progressive, intelligent and educated. They own their property; they’re very loving and nurturing.”

The role also struck a personal chord for Latifah, who cared for her own younger sibling just as her character, August, cares for her sisters June and May (Alicia Keys and Sophie Okonedo). Recalling her days as a 12-year-old looking after her infant sister, Latifah says, “You feel so protective and you love them so much. I think my character, August, is content to be in that kind of position. She’s happy living in Tiburon and taking care of her bees and her family, instead of being out in the world.”

Art often imitates life, and Latifah is also a huge fan of bees – a fondness that helped her immensely in bee-training school and during filming. “I love bees,” she exclaims. “The fact that they work all day long to feed the queen and the babies and to make honey and pollen is just a fascinating life!” Her co-star Fanning agrees. “The fact that they’re the only insect that makes food that people eat is simply amazing.”

Since bees are summer-oriented insects and the film was a summer movie shot in the middle of winter, prop master John Sanders arranged for 12 beehives to be imported from Florida – some with as many as 40,000–60,000 bees in them. The hives were kept in a warm greenhouse in Burgaw, North Carolina, where the actors worked with them. Prince-Bythewood is confident that familiarity helped with the performances. “You get more ad-libbing when there’s comfort, so we wanted to make sure everyone felt prepared,” says Prince-Bythewood, who admits that she herself is afraid of bees. “I’m much better now,” she says, laughing. “I used to be the one running around screaming if one bee was in the room. Now I can enter a room with 12 live hives and I’m fine - which is shocking.”

Queen Latifah had to be particularly at ease with the bees because her character does most of the harvesting for her family’s business. Bee master Julian Wooten, a man with 50 years’ experience (and also a retired strawberry farmer), instructed the actors on bee biology, on how to extract honey from the combs, on how to separate honey from bits of wax and on general bee etiquette. “I was stressing slow, gentle movements and trying to get them over their fear,” he explains, knowing the actors were all anxious about getting stung. Affectionately referring to him as “the bee whisperer,” Latifah says she was impressed by his understanding of bees and

reassured by his guidance. “Going in there, I was always trying to calm down and come to the bees with love,” she says, though she admits that handling the honeycombs, covered with live bees, while using her bare hands, was nerve-wracking. “I just kept my hands closed, because naturally you want to swat at them, but you can’t. So you remember that they don’t want to harm you. They actually lose their life to sting you.”

Latifah’s co-stars, Alicia Keys and Sophie Okonedo, each faced equal challenges in preparing for their roles: Keys had to learn to play the cello, while Okonedo had to attend cooking school. “Sophie was someone I did not want to make this film without,” says the director. “I didn’t feel I could trust anyone else with the character May. Sophie’s face is so expressive, warm, childlike and just beautiful. She digs down so deep and gives you so much.”

Like her fellow cast members, Okonedo read The Secret Life of Bees and was deeply moved by the story. Thrilled at landing the role, the British-born actress, who received an Academy Award nomination along with SAG, Critics Circle and NAACP Image Award nominations for HOTEL RWANDA, felt nervous about working alongside her fellow superstar actresses. “I was a bit overwhelmed,” she admits. Just before Christmas, Okonedo and the other female leads were asked to travel to New York to get to know one another before reaching the set. “It was a really good thing to do,” adds the actress, who describes the atmosphere on the set as being like one big family. “I can’t remember when I laughed so much. We had so much fun on and off the set. I really adore all of them and Latifah is hilarious!” Like Fanning and her other co-stars, Okonedo believes the blistering cold helped them bond. “You’d be shivering and thinking, ‘At least I’m not alone!’ ”

Okonedo is drawn to stories about ordinary people who get tangled up in extraordinary events, like her character, May, the Boatwright sister whose heart has been broken since her twin sister’s death years earlier. Her pain runs so deep, her sisters dedicated a prayer wall in the woods to their late sister, much like the ‘Wailing Wall’ in Jerusalem. To prepare for this intense character, Okonedo watched Spike Lee’s Oscar-nominated documentary 4 LITTLE GIRLS, which details the real-life events surrounding the 1963 racist bombing of an African-American church in Birmingham, Alabama that left four girls dead. The Cambridge University graduate was completely devastated. With a young daughter of her own, she says, “I felt the pain of those parents and decided to always have that feeling bubbling on the surface.”

By contrast, the actress – who is of Nigerian and European descent - made it known to the filmmakers right from the start that she was not much of a cook. Since many of her scenes take place in a kitchen, cooking lessons were arranged with two restaurant owners from a popular Southern soul food spot, Two Fat Ladies. When they learned whom they’d be teaching, the



owners jumped at the chance. Says Okonedo, “Cooking is a very kind and nurturing thing to do. I really enjoyed learning about it.”

The final Boatwright sister to be cast was June, played by music superstar Alicia Keys. In casting Keys, and making the character of June much younger than she is in the novel, Prince-Bythewood had her embody the emerging African-American woman of that time, educated and committed to making sacrifices to change the world.

Keys had contacted the producers several years earlier to express interest in the project. Interested in casting Keys, Prince-Bythewood was still unsure of what to expect, given that this was only her third feature. But when she saw Keys in a public service advertisement for Reading Is Fundamental – holding The Secret Life of Bees, she felt it was meant to be. “She could have chosen any book in the world and she chose that one,” the director marvels. During the shoot, she was thrilled: “Her work ethic is unbelievable and Alicia gives an incredible performance.”

One of the greatest creative challenges for Keys involved learning to play the cello, an instrument she was largely unfamiliar with. “It was actually really exciting for me to learn a brand new instrument,” she says, “though it was definitely a lot of work learning the finer details.” Holding the bow and positioning her fingers was a painstaking experience, but now the sensual star, who composes many of her songs on the piano, calls the cello soulful and beautiful, and says she may continue to play it in the future.

The film went into production just as Keys’ new album, “As I Am,” was released and the single, “No One,” topping the Billboard charts in record-breaking time. Keys’ tour schedule was jam-packed, but her passion for the film drove her to find the time to participate fully. As one who makes her living traveling around the globe, she says she could relate to the film’s theme of leaving home, in order to find it. “It’s a great theme. Leaving home, leaving your comfort zone, can be scary at times, but I believe it ultimately leads you to somewhere better.”

Prince-Bythewood enhanced the passionate relationship June shares with Neil (Nate Parker), who received critical acclaim for his portrayal of Henry Lowe in the Golden Globe-nominated film *THE GREAT DEBATORS*. “I arrived on set from New York and Gina had set up a little candlelight dinner in her trailer for me and Alicia,” Parker recalls. The two ate on paper plates and talked for several hours, bonding. “After that,” he says, “I no longer saw her as the singer that other people see.” Other cast and crewmembers had the same experience; indeed, during the Super Bowl, they watched in amazement as Keys transformed herself into a sexy songstress, and then right away returned to the set as June. “I felt uncomfortable when I had to leave everybody, because we had created an environment that really made us sisters and family,” Keys recalls. “Being together made us want to be the best that we could be.”

Internationally acclaimed actor Paul Bettany, whom audiences recall as the loyal, but relentlessly daunting imaginary friend to Russell Crowe in *A BEAUTIFUL MIND*, portrays Fanning's cruel father, T. Ray, in the film. "To try and think like another human being - however awful they are, however you might judge them as horrible and cruel - it's very edifying," Bettany says.

It was Bettany's chameleon-like ability to seamlessly morph from one character to the next in previous film roles that caught the attention of the filmmaking team, especially the director. Even before she'd met him, Prince-Bythewood had thought of Bettany during the screenwriting process. Then, at their first meeting, she recalls being flabbergasted. "All I kept thinking was 'Oh my God, he's T. Ray!'" Immediately following the meeting, she called and offered him the role. "There's obviously a bunch of really great American actors that she could have gone with," says Bettany. "Because she had faith in me, I wanted to give her my best."

With the help of a voice coach, the versatile Bettany replaced his genteel British lilt with a Southern vernacular and transformed his easy-going, off-screen personality into that of an enigmatic time bomb, T. Ray, the lonely peach farmer who eventually becomes a cruel parent. "The struggle is to put aside your own politics and sense of right and wrong to try and produce a man of his era," says Bettany.

Prince-Bythewood shares a surprising bit of on-set observation about Bettany. "I know T. Ray is such a dark character, but you say cut, and Paul is cracking everybody up," she says. "He is so funny."

Describing her character as a woman who marries beneath her social strata, so caught up in dating a "bad boy," Hilarie Burton portrays T. Ray's wife and Lily's mother, Deborah Owens. The actress hopes women will find Deborah relatable and think before they act. "She knows she put herself in a difficult position, so there's a lot of self-loathing there."

Co-starring as Zachary, a young African-American teenager with whom Lily shares a special bond, is Tristan Wilds, an emerging young actor. "Zachary so wants to be a lawyer, a drum major like Dr. King talked about in those days. It's significant to see a kid who's stuck in the 60's, with all of that oppression, who still wants to come out and become something to help his community and his nation," shares Wilds.

Respected and adored by the filmmakers and cast and crew alike – each can detail a story of her gentility and grace under fire – was the director herself. "I trust Gina," says Bettany. Keys agrees. "Gina has this calming effect and a genuineness of spirit that makes you feel like everything is just fine, all the time."

## ABOUT THE NOVEL

*"I can't think of something I'd rather have more than someone lovin' me."  
-Lily*

Sue Monk Kidd's internationally acclaimed novel The Secret Life of Bees was born from her experience growing up as an adolescent in the South during the 1960's. "I do think race is the wound of my geography," she says. "It's the wound of the South and of American life."

Despite the power of that experience, it took almost 30 years for Monk Kidd's deeply internalized feelings to surface, when she started to share her memories with her husband and when they began to crystallize into book form.

Monk Kidd grew up in a large country house in Sylvester, Georgia, where bees inhabited a wall in the guesthouse. "I remember my mother cleaning up puddles of honey that had seeped out, and the unearthly sound of bee hum vibrating through the house," the writer has noted. The bees never left, and even years later, when Monk Kidd's husband visited her childhood home, he woke to find the bees flying around his room. That was when his wife "began imagining a young girl lying in bed while bees poured through cracks in her bedroom walls." Unable to shake that image, she still had to answer two profound questions: "Who is this girl?" and "What is the desire of her heart?" Answering them led to the creation of Lily Melissa Owens, the girl who yearns for her mother, and who became central to Monk Kidd's story.

At first, however, Bees was very much a story, not a novel. It was only after writing the short story in 1993, and after it drew a rapturous response when read aloud at a New York literary event, that Monk Kidd thought of turning it into a novel. During years of research and preparation, that took her through collage making and more contemplative periods, the author turned her attention to matters of race and spirituality. Ancient statues and "archetypal feminine images" of the Virgin Mary became her focus and she set out to learn more about the origins and significance of the Black Madonna, in particular, a journey that took her far from the South and all the way to Europe. There, she found that images of the Black Madonna were symbols of defiance among oppressed women. She knew now that the Black Madonna must be included in the novel.

A coming-of-age story, The Secret Life of Bees takes place in an intricate emotional landscape that explores the psyches of its young heroine and the matriarchs who mentor her. These characters, so genuine and true to life, are culled from the novelist's imagination and from impressions drawn from her years in Georgia. Deeply affected by the social dynamics of growing up white in the racially polarized South, Monk Kidd also benefited from her own immersion in

African-American culture — especially with the character of Rosaleen, partly modeled on her own black caretaker; and the characters of May, June and the women who belong to the Daughters of Mary, all of whom called on memories of the Southern black women whose enthralling stories and kind nature left an indelible impression on Monk Kidd. As for August, the matriarchal figure played by Queen Latifah, she sprang from what Monk Kidd describes as “a vision I carry inside, of feminine wisdom, compassion, and strength... what I would have wanted to find if I’d been in Lily’s complicated situation.”

The novel was published in 2002 to critical acclaim and has since been published in more than 23 languages. The novel spent more than two years on The New York Times bestseller list and has sold more than 4.5 million copies.

### **SPECIAL SETS PUNCTUATE THE SECRET LIFE OF BEES**

*“Most people have no idea about the complicated life goin’ on inside a hive.  
Bees have a secret life we don’t know anything about.”*  
-August

**THE SECRET LIFE OF BEES** was shot on location during the months of January and February 2008, primarily in Burgaw, a small North Carolina town outside Wilmington. Much of the movie was filmed in a beautiful old house, painted Pepto-Bismol pink, just like in the book - though it took the director three attempts before she finally settled on the right shade. “The first time we painted it, I actually loved the color but it was a little too salmon,” the director explains. “Then we went too Pepto Bismol and it was just wrong. Finally, we arrived at this happy medium that everybody was pleased with.”

With the exterior in place, production designer Warren Alan Young, together with his property master and set-decorating crew, proceeded to transform the large old house into a 1960’s home, referencing magazines and catalogues from the era. “With writer Sue Monk Kidd’s help, we came up with a history for the house that put it near the end of slavery, when the Boatwright sister’s grandparents would have acquired the home,” Young explains.

One of the film’s other pivotal sets, May’s “Wailing Wall,” was constructed as a two feet by two-and-a-half-feet-wide stone wall, just large enough for Okonedo to sit on, per the director’s request. It was that kind of care that stamped the film.

Honored when renowned African-American artist Charles Bibbs agreed to collaborate with the filmmakers to create signature artwork for the honey jars featured in **THE SECRET LIFE OF BEES**, the design process became an exciting and fruitful one. Following multiple design consultations and subsequent conversations, Bibbs’ initial sketches included pencil

renderings, which later evolved into color, before the artist finalized his image of the Black Madonna.

A highly respected contemporary artist who has enjoyed success with his fine art and popular graphics, Bibbs internationally acclaimed body of work is a fusion of cross-cultural themes including African, African-American and Native American aesthetics. Also a committed cultural philanthropist and community leader, his leadership has culminated in the establishment of numerous non-profit arts and media organizations benefiting minority artists and youth across the nation.

But all those involved knew this production was something special, something significant. Prince-Bythewood kept thinking of Martin Luther King, Jr. - particularly when she found herself and her team shooting on his birthday. "I found it fascinating that, at the time this movie takes place, he was alive fighting for us," she says. "You look around the crew and it's very diverse. That was his dream - that we could all be there, putting this story on the screen."

## **BEES: SPECIAL FACTS ABOUT THEIR SECRET LIVES**

There are nearly 20,000 species of bees in nine recognized families, though many are not catalogued and the actual number is probably higher. [1]

The smallest bee is the dwarf bee at 2.1mm. The largest is the Megachile Pluto at 39mm. [2]

Honeybees live in hives or colonies. A small hive contains about 20,000 bees, while some larger hives may have over 100,000 bees. Hives include one queen, hundreds of drones, and thousands of worker bees. [3]

The worker bees are female, but they do not breed. The queen bee is female and creates all the babies for the hive. The drone bees are male and do not have stingers. [4]

Bees communicate with each other about food sources using dances. The sounds from the movement of the bees are picked up by the tiny hairs on the bee's head. Bees without stingers communicate only by sounds. [4]

Bees use the sun as a compass orienting the dance angle to the plane of polarization of the sunlight. [5]

The honeybee has been adopted by at least sixteen states as the state insect. [6]

The honeybee's hive has cells made of wax. This is where the queen bee lays her eggs. She can lay 2000 eggs in one day during spring and 1000-1500 during foraging season. [7]

Bees could travel as many as 55,000 miles and visit more than 2 million flowers to gather enough nectar to make just one pound of honey. [8]

Most bees gather only pollen or nectar. As she sucks the nectar from the flower, it is stored in her second stomach ready to be transferred to the honey-making bees in the hive. If hungry she opens a valve in the nectar "sac" and a portion of the payload passes through to her own stomach to be converted to energy for her own needs. [9]

When her nectar "sacs" are full, the honeybee returns to the hive. Nectar is delivered to one of the indoor bees and is then passed mouth-to-mouth from bee to bee until its moisture content is reduced from about 70% to 20%. This changes the nectar into honey. [9]

The bee is a marvelous flying machine. She can carry a payload of nectar or pollen close to her own weight. [8]

When a bee stings, the stinger, poison sac and several others parts of the bee's anatomy are torn from the bee's body. It soon dies. [10]

## References

1. Danforth, B.N., Sipes, S., Fang, J., Brady, S.G. (2006) The history of early bee diversification based on five genes plus morphology. *Proceedings of the National Academy of Sciences* 103: 15118-15123.
2. Svoboda, Melannie. *When the Rain Speaks*. New London: Twenty-Third Publications, 2008.
3. Gare, Shelly. "The Sting". *The Australian* 15 Sept. 2007.
4. Braus, Judy, Ed, et al. *NatureScope Incredible Insects Discovery Pac. Science, Language Arts, Social Studies*. Vienna: National Wildlife Federation, 1988.
5. Auerbach, David. "Optical Polarization without Tools". *European Journal of Physics* 1 Jan. 2000.
6. Official State Insects. < [http://www.netstate.com/states/tables/state\\_insects.htm](http://www.netstate.com/states/tables/state_insects.htm)>.
7. Srinivasan, Dr. M.R. *Principles of Applied Entomology*. Department of Agricultural Entomology.
8. Preston, Claire. *Bees*. London: Reaktion Book, 2006.
9. Duncan Michener, Charles. *The Social Behavior of Bees*. Cambridge: Harvard University Press, 1974.
10. Gilbert, Steven G. *A Small Dose of Toxicology*. London: CRC Press, 2004.

## ABOUT THE CAST

### **QUEEN LATIFAH (August Boatwright)**

Queen Latifah is a celebrated musician, television and film actress, label president, an author and entrepreneur. Latifah has blossomed into a one-woman entertainment conglomerate.

Latifah has had amazing success in Hollywood in recent years, and became the first hip hop artist to be crowned with a star on the Hollywood Walk of Fame on January 4, 2006. She received rave reviews, an Oscar nomination for Best Supporting Actress, a Golden Globe nomination and a SAG Award™ nomination for her portrayal as Mama Morton in Miramax's CHICAGO. Following CHICAGO, Latifah starred in Disney's box office hit BRINGING DOWN THE HOUSE, on which she also acted as executive producer.

Her film, *Life Support*, in which she was both the star and executive producer aired on HBO on March 10<sup>th</sup>, 2007 and received rave reviews as well as an Emmy® nomination, a Golden Globe win and a SAG Award win for Latifah.

Latifah was last seen in MAD MONEY which she starred alongside Diane Keaton and Katie Holmes; Neil Meron and Craig Zadan's HAIRSPRAY playing Motormouth Maybelle; Wayne Wang's THE LAST HOLIDAY, and starred in MGM's BEAUTY SHOP (a spin-off of the hit BARBERSHOP), which she also produced. She also appeared in Marc Forster's STRANGER THAN FICTION, playing opposite Emma Thompson and Dustin Hoffman and was the voice of the Woolly Mammoth in ICE AGE 2.

To most people releasing multiple movies would be enough, but Queen Latifah wasn't satisfied. On September 25<sup>th</sup>, 2007 Latifah released her new album titled *Trav'lin Light* in which she was nominated for a Grammy®. Co-produced by three time Grammy winner, Tommy LiPuma, this album is the long awaited follow up to Latifah's highly received and Grammy nominated *The Dana Owens Album*. The platinum-selling album was a collection of timeless classics chosen and covered by the Queen herself. As Latifah demonstrated both in *Living Out Loud* (1998) and her Oscar-nominated performance in *Chicago* (2002), her vocal talent is as impressive as her acting.

Queen Latifah is also one of music's most well respected rappers. From her ground breaking 1989 debut *All Hail the Queen*, which set the visual and contextual standard for female rappers, to her bold foray into R&B, Latifah continues to define what a woman in the music industry should be. She has earned four Grammy nominations as well as a Grammy Award for



Best Solo Rap Performance in 1994. Latifah toured the U.S. as part of *The Sugar Water Festival* with fellow soul sisters, Erykah Badu and Jill Scott.

And then there's Flavor Unit Entertainment, a production company owned and operated by Queen Latifah and her partner, Shakim Compere. The company, based in New Jersey, is quickly establishing itself as one of the most important production companies in the film industry. They began by executive producing the box office hit BRINGING DOWN THE HOUSE and then continued with BEAUTY SHOP for MGM. They have also produced THE COOKOUT with Lionsgate.

Latifah is also not a stranger to the small screen. Her first television series, "Living Single," was a huge success and is currently in syndication. From the small screen, Latifah made a leap to film and her acting skills have earned her the status of leading lady.

Since her screen debut in Spike Lee's 1991 film JUNGLE FEVER, her film career has taken off. She starred in SET IT OFF, which earned her a nomination for a Spirit Award in the Best Actress category and co-starred with Holly Hunter and Danny DeVito in the critically acclaimed LIVING OUT LOUD. In 1999, she was seen in Universal's THE BONE COLLECTOR directed by Philip Noyce starring Denzel Washington.

In addition to music, film and television, Queen Latifah has also written a book on self-esteem entitled Ladies First: Revelations of a Strong Woman.

Every year, Queen Latifah serves as co-chairman for the Lancelot H. Owens Scholarship Foundation, Inc. Established by her mother, Rita Owens, to perpetuate the memory of a loving son and brother, the foundations provides scholarships to students who excel scholastically, but are limited in financial resources.

### **DAKOTA FANNING (Lily Owens)**

Hailing from Conyers, Georgia, Dakota Fanning began her career at the age of five when she booked her first job on a Tide commercial which opened the gates to her career. Dakota's first television appearance was on NBC's, "ER" which then led to guest starring roles on television shows, "The Practice," "Malcolm In the Middle," "Spin City," "Ellen," where she played 'Young Ellen,' "Ally McBeal" where she played 'Young Ally McBeal' as well as having a Special Guest Starring role in the final season of "Friends."

Dakota made her film debut opposite Sean Penn and Michelle Pfeiffer when she played 'Lucy' in I AM SAM. She was awarded the Critics Choice Award as Best Young Actor and was also the youngest child to have ever been nominated for a SAG Award for her portrayal of 'Lucy.' Shortly thereafter, she starred in the Steven Spielberg produced miniseries TAKEN,

which not only became the Sci-Fi Channel's highest rated show, but also won the 2003 Emmy for Outstanding Miniseries.

Dakota's career catapulted soon after when she starred in TRAPPED opposite Charlize Theron, DR. SEUSS' CAT IN THE HAT opposite Mike Myers, UPTOWN GIRLS with Brittany Murphy and played the young Reese Witherspoon in SWEET HOME ALABAMA.

In 2004, Dakota starred opposite Denzel Washington in MAN ON FIRE directed by Tony Scott. Her performance earned her a second nomination for a Critics Choice Award.

The following year, Dakota co-starred in HIDE AND SEEK with Robert DeNiro. Her performance in this film earned her the 2005 MTV Movie Award™ for "Most Frightened Performance."

In June 2005, Dakota starred with Tom Cruise in Steven Spielberg's remake of the H.G. Wells classic WAR OF THE WORLDS. Her performance as 'Rachel,' Tom Cruise's daughter, earned Dakota her second Critics Choice Award.

In October 2005, Dakota appeared opposite Kurt Russell in DREAMER which made its world premiere at the Toronto Film Festival. In addition, DREAMER was awarded the Truly Moving Picture Award at the Heartland Film Festival. Dakota was also proud to be a part of the remarkable ensemble of women including Glenn Close, Holly Hunter, Sissy Spacek and Robin Wright Penn that appeared in NINE LIVES which had its premiere at the 2005 Sundance Film Festival. The entire ensemble of women in NINE LIVES was nominated for a Gotham Award in 2005 and the film was nominated for a 2005 Independent Spirit Award for Best Screenplay.

December 2006 marked the theatrical debut of the beloved E.B. White novel CHARLOTTE'S WEB. As the live action role of 'Fern,' Dakota starred alongside Julia Roberts, Oprah Winfrey and Robert Redford, each of whom voiced animated characters in the film. Dakota was nominated for a 2006 Critic's Choice Award for "Best Young Actress" for her portrayal of 'Fern.' Also in 2006, Dakota was awarded ShoWest's Best Supporting Actress of the Year Award.

In 2007, Dakota starred in HOUNDDOG which premiered at the 2007 Sundance Film Festival. She stars opposite Robin Wright Penn and David Morse. Later that year, Dakota completed Rowan Woods' ensemble drama WINGED CREATURES opposite Forest Whitaker and Kate Beckinsale and Paul McGuigan's sci-fi thriller PUSH alongside Chris Evans and Djimon Hounsou.

Dakota's voice can be heard in "LILO AND STITCH II," "MY NEIGHBOR TOTARO" starring alongside her sister Elle, as well as "CORALINE" with her fellow voice-over co-star, Teri Hatcher.

At the age of 14, Dakota also does work for charity at the Mattel Children's hospital in Los Angeles, and recently appeared in the "RED" Gap Ad's to benefit AIDS in Africa. She is an avid reader, plays the piano, knits, collects dolls, rides horses and dances ballet. Dakota resides in Los Angeles with her parents and her sister, actress Elle Fanning.

#### **JENNIFER HUDSON (Rosaleen)**

Jennifer Hudson comes from humble beginnings singing in a small Chicago church where week after week she brought the congregation to its feet with her soul-stirring performances.

Hudson blossomed appearing in dozens of talent shows and musical productions during her grammar and high school years. After her first professional role in a local production of "Big River," Hudson showcased her four-octave range and charmed thousands of vacationers as a featured vocalist on the Disney Wonder cruise ship. In 2004, she wowed millions of television viewers during season three of the wildly popular Fox series "American Idol," where she captured the hearts of American audiences everywhere.

Her breakout film performance came with her starring role in DREAMGIRLS for which she received an Academy-Award, Golden Globe, SAG, BAFTA and NAACP Image Award and Broadcast Film Critics Association Award. She was also honored by the National Board of Review and was named "Entertainer of the Year" at the Soul Train Awards. In addition, she received three BET Awards nominations including Best Actress, Best Female R&B Artist and Best New Artist.

She will release her highly anticipated debut album with Clive Davis for Arista records on September 30, 2008. She recently co starred in SEX AND THE CITY: THE MOVIE, joining the hit television series' original cast of Sarah Jessica Parker, Kim Cattrall, Cynthia Nixon, and Kristen Davis and WINGED CREATURES whose remarkable cast includes Forest Whitaker, Kate Beckinsale, Dakota Fanning, Guy Pearce and Jackie Earle Hayley.

Hudson attributes her vocal ability to her late grandmother, Julia Kate Hudson, a long-time choir member.

#### **ALICIA KEYS (June Boatwright)**

Grammy Award-winning, multi-platinum recording artist Alicia Keys has changed the face of popular music since she burst onto the scene in 2001. Now Keys has also made her mark on the silver screen as well.

Keys returned with her long-awaited third studio album, *AS I AM*, in November 2007. Within 10 hours of being serviced to radio, Alicia's first single, "No One," became one of the fastest moving and highest charting singles on Billboard's Hot R&B/Hip-Hop Songs chart. This also marked the highest first single debut for a female artist in 2007 on the R&B Monitor's Urban Mainstream chart.

Keys made her motion-picture debut in Joe Carnahan's *SMOKIN' ACES* as Georgia Sykes. She also appeared in the big screen adaptation of the best selling book *THE NANNY DIARIES*, opposite Scarlet Johansson, Laura Linney and Paul Giamatti.

Keys also recently signed a multiyear first-look film production deal at Disney. Through her production company, she will develop live-action and animated projects, participating as producer and actor. The company will also spearhead soundtracks and music supervision for the projects.

Alicia Keys first appeared on the music scene in June 2001 with her debut album, "Songs In A Minor," on Clive Davis' J Records. The album debuted at the top of the Billboard 200 Chart, selling over 235,000 copies in its first week, and went on to sell more than 10 million units worldwide.

Keys' critically acclaimed sophomore effort, "The Diary of Alicia Keys," was released in December 2003 and sold over 618,000 copies during its first week of release in the United States. The album is currently seven times platinum.

In her music career, Alicia Keys has won eleven Grammy Awards, eleven Billboard Music Awards, three American Music Awards, three World Music Awards, two MTV Video Music Awards™, two MTV Europe Awards, one NAACP Image Award 2004, two Nickelodeon Teen Choice Awards, one BET Award, three Soul Train Music Awards, one Soul Train Lady of Soul Award, and a My VH1 Award. Keys is currently signed to MBK/J Records.

In 2005, Keys also became a New York Times Bestselling author when she released her first published work, "Tears for Water: Songbook of Poems & Lyrics by Alicia Keys." In 2004, Alicia also became a travel correspondent for The New York Daily News, writing monthly travel columns throughout the summer detailing experiences from her world tour.

She generously gives her time and energy as an Ambassador and spokesperson for "Keep A Child Alive," which provides anti-viral drugs to the millions suffering from AIDS in Africa. She also works closely with "Frum Tha Ground Up," devoted to equipping America's youth with the tools essential for achieving success on all levels; as well as "Teens in Motion," a non profit organization created to offer teens the opportunity to develop their minds and bodies in a safe and secure environment.

Born and raised in New York, Alicia graduated from the Professional Performance Arts School in Manhattan at age 16.

### **SOPHIE OKONEDO (May Boatwright)**

Sophie Okonedo is perhaps best remembered for her arresting performance as the female lead opposite Don Cheadle in *HOTEL RWANDA*, directed by Terry George in which she helped tell a story of a heroic hotel owner who saved thousands of lives during the Rwanda genocide of the 90s. Her performance earned her an Academy Award nomination, as well as SAG, Critics Circle and NAACP Image Award nominations for Best Supporting Actress. She then starred in two films: *SCENES OF A SEXUAL NATURE* and *STORMBREAKER*, the story of a boy whose guardian dies in suspicious circumstances. Other film credits include *WHOSE BABY*, the romantic comedy *SWEET REVENGE*, *DEAD CASUAL*, *DEEP SECRETS*, alongside Michael Gambon and Colin Firth in Harold Pinter's *CELEBRATION*, and the Award winning British film *DIRTY PRETTY THINGS*. Her portrayal of 'Juliette' earned her a nomination for Best Supporting Actress at the Independent Film Awards in 2003. She also had roles in *THIS YEARS LOVE*, *THE JACKAL*, *GO NOW* and *YOUNG SOUL REBELS*.

Okonedo also co-stars in *MARTIAN CHILD* alongside John Cusack and Joan Cusack and later this year stars in the film *SKIN*. A film set in South Africa during the apartheid era which tells the true story of a black girl born to two white Afrikaner parents.

After graduating from RADA she spent two years with the Royal Shakespeare Company where she currently sits on the Board of Directors. Her big break came when she joined Trevor Nunn and Jon Caird's company at the National Theatre to play the role of 'Cressida' in "Troilus and Cressida."

### **PAUL BETTANY (T. Ray)**

Paul Bettany is an actor of immense versatility and depth who has received critical acclaim for his stellar body of work on stage, television and the big screen. Bettany's early film work includes *A KNIGHT'S TALE*, in which he played the comical role of Chaucer opposite the late Heath Ledger. For his performance he won the London Film Critics' Award for Best Supporting Actor.

Classically trained at the Drama Centre in London, Bettany made his first stage debuts in "An Inspector Calls," "Richard III," "Romeo and Juliet" and "Julius Caesar" before landing his first feature film role in *BENT*. Additional credits include "Love and Understanding," Lynda La Plante's "Killer Net" and "Coming Home," in which he starred with Peter O'Toole.

His appearances in “One More Wasted Year” and “Stranger’s House” preceded his second feature film role in David Leland’s LAND GIRLS with Catherine McCormack and Rachel Weisz. He next appeared in the film AFTER THE RAIN.

Other credits include a role as ‘Steerforth’ in the TNT production of “David Copperfield,” directed by Peter Medak opposite Sally Field and Michael Richards, SUICIDE CLUB, GANSTER NO. 1, and THE RECKONING, opposite Willem Dafoe.

Bettany’s additional credits include a starring role as the imaginary roommate opposite Russell Crowe, Ed Harris and Jennifer Connelly in the Academy Award winning film A BEAUTIFUL MIND for director Ron Howard. His performance won him the London Film Critic’s Award for Best British Actor. Other credits include THE HEART OF ME, DOGVILLE opposite Nicole Kidman and Stellan Skaarsgard, WIMBLEDON and MASTER & COMMANDER: THE FAR SIDE OF THE WORLD. His performance won him the Evening Standard Award for Best British Actor, the London Film Critic’s Award for Best Supporting Actor for both MASTER & COMMANDER: THE FAR SIDE OF THE WORLD, THE HEART OF ME and the Elle Style Award for Best Actor in MASTER & COMMANDER: THE FAR SIDE OF THE WORLD and DOGVILLE. His nominations include a BAFTA for Best Supporting Actor and a Broadcast Film Critics Association nomination for Best Supporting Actor in MASTER & COMMANDER: THE FAR SIDE OF THE WORLD.

Bettany re-teamed for a second time with director Ron Howard for THE DA VINCI CODE, alongside Tom Hanks, Audrey Tautou, Ian Mckellen and Alfred Molina. Additional film credits include INKHEART and Martin Scorsese’s THE YOUNG VICTORIA in which Bettany stars opposite Emily Blunt, Rupert Friend and Jim Broadbent. He also plays the lead role of Archangel “Michael” for Screen Gems thriller, LEGION.

### **NATE PARKER (Neil)**

Nate Parker is quickly becoming one of Hollywood’s most sought after young actors. Having moved to Los Angeles just two years ago, Parker has already starred in a Golden Globe nominated film and was recently nominated for Best Supporting Actor by the NAACP Image Awards for his role in The Weinstein Company’s THE GREAT DEBATERS. He starred with Academy Award winners Denzel Washington and Forest Whitaker in this feature based on the true story of the first all black debate team to beat the champion Harvard debate team in 1935. The film was directed by Denzel Washington and produced by Oprah Winfrey’s HARPO Productions.

Parker recently wrapped production on his next feature, *BLOOD DONE SIGN MY NAME* in North Carolina. He stars in the film based on a true story of the civil unrest that surrounded the alleged murder of a black Vietnam vet by a white business man in 1970.

Parker has two other independent films completed and soon to be released. First as the star of *TUNNEL RATS*, a feature that looks at the Vietnam War and focuses on a special US combat unit that hunted Viet Cong in the endless tunnels under the jungles of Vietnam and second in *FELON* in which he stars alongside Val Kilmer as an officer in the penal system who is led by his strong morality instead of the corrupt system that surrounds him. *FELON* had a limited opening July 18, 2008 in the United States.

Among Nate's other feature film credits are *PRIDE* with Academy Award nominee Terrence Howard, *DIRTY CRUEL WORLD*, and the title role of Rome in the independent feature *ROME AND JEWEL*. His television appearances include the Turkish television hit *Valley Of The Wolves*, opposite Sharon Stone, *Cold Case* and *The Unit*.

Nate also writes screenplays, television pilots and continues to be an avid athlete. In his free time he donates his time as a wrestling coach and mentor for a local high school in Los Angeles.

### **TRISTAN WILDS (Zach Taylor)**

Tristan Wilds stars as Dixon Mills, a star athlete and scholar in The CW's new "90210." An 18-year-old native of Staten Island, New York, Wilds' most recently appeared in HBO's critically acclaimed series "The Wire," and made his big-screen debut in the feature film *HALF NELSON*, starring Ryan Gosling, which premiered at the Sundance Film Festival.

Since making his TV and screen debuts, Wilds has been a very busy young man. In 2007 he was cast opposite Roger Guenveur Smith in the role of Adrian in the film *INDELIBLE*. The film is currently in post-production and will be released in theaters in 2009. Having made his television debut in the Spike Lee miniseries "The Miracles' Boys," he has also appeared in guest starring roles in episodes of "Cold Case" and "Law and Order." Wilds has also appeared on the stage in workshops for Roundabout Theatre Company's *Wool* and *Stockholm Brooklyn*, opposite Phylicia Rashad, at the Cherry Lane Theater. Wilds was heard but not seen when he became the voice of the main character Blak for the animated feature film *BLOKHEDZ*, based on the independent graphic novel by Mark and Mike Davis.

Wilds also stepped into the world of music videos, appearing in "Ghetto Mindstate" by rap artist Li'l Flip featuring Lyfe Jennings, as well as playing Jay Z's nephew in the music video

“Roc Boys.” Wilds is also one of the fresh new faces in Rocawear’s 2008 “I Will Not Lose” campaign, as well as a Rocawear model.

Not to be limited to other artist’s music videos, Wilds is also a talented singer and songwriter who is currently working on his first album. When not on a television or movie set, he can be found hard at work in a recording studio.

#### **HILARIE BURTON (Deborah Owens)**

Hilarie Burton is one of Hollywood’s freshest young faces. She currently stars as the lead in the popular CW drama series “One Tree Hill,” which is produced by the same team that brought us “Smallville.” The show features Burton as a beautiful young woman growing up in Tree Hill, North Carolina and dealing with one painful loss after another.

Burton’s film credits include NORMAL ADOLESCENT BEHAVIOR, alongside Amber Tamblin, Ashton Holmes, Kelly Lynch and Keli Garner for writer/director Beth Schacter, and the two thrillers, THE LIST and SOLSTICE. She also starred in OUR VERY OWN, which was screened at the prestigious Sarasota Film Festival and honored with a special "Outstanding Ensemble Acting" Award.

Burton is a former co-host of “TRL,” “MTV’s Hits,” as well as MTV’s popular specials.



## **ABOUT THE FILMMAKERS**

### **GINA PRINCE-BYTHEWOOD (Screenwriter/Director)**

Gina Prince-Bythewood wrote and directed the widely acclaimed feature film *LOVE & BASKETBALL*, which premiered at the 2000 Sundance Film Festival. Prince-Bythewood won an Independent Spirit Award for Best First Feature and a Humanitas Prize for her work on the film. Her other feature directing credits include the HBO film “Disappearing Acts.”

Prince-Bythewood obtained her first feature film producer credit in 2003 on *BIKER BOYZ*, a Dreamworks film which was co-written and directed by her husband, Reggie Rock Bythewood.

Prince-Bythewood studied at UCLA Film School, where she received the Gene Reynolds Scholarship for Directing and the Ray Stark Memorial Scholarship for Outstanding Undergraduate. Upon her graduation, she was immediately hired as a writer on the television series “A Different World.” She continued to write and produce for network television on series such as “Felicity,” “South Central,” “Courthouse” and “Sweet Justice” before making the transition to directing.

Her television directorial debut was the CBS Schoolbreak Special “What About Your Friends,” which won Prince-Bythewood an NACCP Image Award for Best Children’s Special and two Emmy nominations for writing and directing. She has also directed episodes of the hit television comedies “Everybody Hates Chris” and “Girlfriends.”

Prince-Bythewood currently resides in Southern California with her husband Reggie and their sons Cassius and Toussaint.

### **SUE MONK KIDD (Novel)**

Sue Monk Kidd is the award-winning and bestselling author of the novels *The Secret Life of Bees* and *The Mermaid Chair*, the acclaimed memoirs *When the Heart Waits* and *The Dance of the Dissident Daughter*, and *Firstlight*, a collection of early writings. *The Secret Life of Bees* has spent over two years on *The New York Times* best seller list, was chosen as the BookSense Paperback Book of the Year in 2004, and was nominated for the prestigious Orange Prize in the U.K, among others. *The Mermaid Chair*, a #1 *New York Times* bestseller, was awarded the 2005 Quill Award for General Fiction and adapted into a Lifetime TV movie. Each of Kidd’s novels has been translated into more than twenty-two languages. Her new memoir, *Traveling With Pomegranates*, co-authored with her daughter, Ann Kidd Taylor, will be published in 2009. Kidd lives near Charleston, SC.

### **LAUREN SHULER DONNER (Producer)**

In the past two decades, Lauren Shuler Donner has established herself as one of the most successful and versatile producers in Hollywood. Her producing skill has enabled her to partner with top directorial talents including Nora Ephron, Oliver Stone, Bryan Singer, Richard Donner, Joel Schumacher, Ivan Reitman and John Hughes. To date, her films have grossed two and a half billion dollars worldwide. She was recognized for her body of work in 2001 by Premiere Magazine with the Producer Icon Award, and was recognized by Daily Variety with a Billion Dollar Producer Special Issue. In June 2006 she received the prestigious Crystal Award from Women In Film along with other honorees Jennifer Lopez, Dianne Warren and Geena Davis. She and her husband, Richard were honored by The American Cancer Society in June of 2006. They were honored this past May by Lupus LA.

Shuler Donner is having a particularly prolific year with several highly-anticipated films upcoming. Recently wrapped is X-MEN ORIGINS: WOLVERINE, starring Hugh Jackman, which is the next chapter in the successful X-MEN film franchise produced by Shuler Donner. The film is directed by Gavin Hood and 20th Century Fox will release the film in May 2009.

Production has also wrapped on DreamWorks' HOTEL FOR DOGS which stars Emma Roberts and is based on the 1971 children's book of the same name. The project is Thor Freudenthal's feature directorial debut. Also currently in post-production is CIRQUE DU FREAK, a Universal film written by Paul Weitz who will also direct the adaptation of the bestselling young adult's book series by Darren Shan.

In 2000, Shuler Donner began a new franchise with X-MEN, and followed up in 2003 with X2. The film was released by Twentieth Century Fox on May 2<sup>nd</sup> and broke box office records with an opening weekend total of \$86 million dollars nationwide. Not only did the film gross \$406 million dollars internationally, it is also the only sequel of 2003 to receive critical acclaim as well. X3 - THE LAST STAND was released in May 2006 and a month later it was on its way to the half billion dollar mark for domestic and international box office.

Shuler Donner was bound for success from the beginning, as the first feature film she produced was the smash hit comedy, MR. MOM, which was one of the top ten grossing films that year. She then went on to produce LADYHAWKE, starring Matthew Broderick, Michelle Pfeiffer and Rutger Hauer. Shuler Donner was responsible for two of the most popular "Brat Pack" movies of the '80's, ST. ELMO'S FIRE and PRETTY IN PINK, both of which garnered platinum records for their soundtracks.

In the early '90's, Shuler Donner produced the box office smash hits, DAVE and FREE WILLY, which were two of the top ten films of 1993. The critically acclaimed DAVE was nominated for both an Academy Award (Best Original Screenplay) and a Golden Globe (Best Picture-Comedy). In the '90's Shuler Donner's producer credits include YOU'VE GOT MAIL, ANY GIVEN SUNDAY, RADIO FLYER, 3 FUGITIVES, and the sequel to FREE WILLY. Shuler Donner's other recent productions were TIMELINE with Paul Walker and Gerard Butler, CONSTANTINE with Keanu Reeves and Rachel Weisz, SHE'S THE MAN with Amanda Bynes and UNACCOMPANIED MINORS with Lewis Black and Tyler James Williams. As head of The Donners' Company, she has executive produced VOLCANO, BULWORTH, JUST MARRIED and SEMI-PRO.

Shuler Donner is a dedicated philanthropist who thrives on giving back to the community. She was on the Board of Directors for Hollygrove Children's Home until it merged with EMQ in 2006. She has been on the Advisory Board of Women in Film, the Advisory Boards of TreePeople and Planned Parenthood and the Executive Committee of the Producer's Branch of the Academy of Motion Picture Arts and Sciences. She is serving currently on the Advisory Board of the Science Fiction Museum and Hall of Fame, the Advisory Board of the Natural Resources Defense Council, and the Board of Directors for the Producers Guild of America.

Shuler Donner resides in Los Angeles with her husband, director Richard Donner.

### **JAMES LASSITER (Producer)**

James Lassiter joined forces with entertainment powerhouse Will Smith to create Overbrook Entertainment, a production and management company started in 1998. Lassiter is no stranger to producing hit films, including his most recent success as producer of this summer's blockbuster, HANCOCK starring Will Smith and Charlize Theron. He also produced the 2007 box-office smash I AM LEGEND, which took in over \$580 million worldwide, and the 2006 hit THE PURSUIT OF HAPPYNESS, which resonated with audiences around the world, earning Smith an Oscar nomination for his performance and grossing over \$300 million at the box office. In 2005, Lassiter produced the romantic comedy HITCH, also a global hit, earning over \$360 million, as well as the award winning film SAVING FACE, starring Joan Chen. In addition, he was an executive producer on the sci-fi thriller I, ROBOT, and also served as a producer on the critically acclaimed ALI, for which Smith earned his first Academy Award nomination, and ATL, starring platinum recording artist T.I.

In television, Lassiter most recently served as executive producer on the CW network's "All of Us."

Other notable achievements include his work as executive producer on the soundtracks for WILD, WILD WEST and MEN IN BLACK, both of which won the American Music Award for favorite soundtracks, as well as the 2001 Outer Critic's Circle Award for *Jitney*, an off-Broadway play written by August Wilson. Lassiter recently graced the cover of Black Enterprise Magazine's Top 50 Hollywood Power Brokers edition alongside business partner, Will Smith.

Lassiter's current films include Screen Gems' LAKEVIEW TERRACE, starring Samuel L. Jackson and Kerry Washington and Sony's SEVEN POUNDS, which reunites Will Smith with director Gabriele Muccino and the entire producing team from THE PURSUIT OF HAPPYNESS. Upcoming projects include THE HUMAN CONTRACT, a character-driven drama written and directed by Jada Pinkett Smith.

### **WILL SMITH (Producer)**

Will Smith has enjoyed success in a career encompassing hit films, his own television series and multi-platinum records. He earned his first Academy Award nomination and a Golden Globe nomination for his portrayal of boxing legend Muhammad Ali in Michael Mann's acclaimed biopic ALI. Smith more recently starred in and produced the critically acclaimed, true-life drama THE PURSUIT OF HAPPYNESS. His performance brought him his second Academy Award nomination, his fourth Golden Globe nomination and a Screen Actors Guild (SAG) Award® nomination for Best Actor.

Smith most recently starred in the world-wide hit HANCOCK opposite Charlize Theron and Jason Bateman for director Peter Berg. In 2007 his runaway hit I AM LEGEND directed by Frances Lawrence was also embraced by global audiences. He will next re-team with the director and producers of THE PURSUIT OF HAPPYNESS for SEVEN POUNDS, an emotional drama about a man with a fateful secret who embarks on an extraordinary journey of redemption by forever changing the lives of seven strangers.

In 2005, Smith starred in and produced the hit romantic comedy HITCH, directed by Andy Tennant. The year prior, he starred in and executive produced the sci-fi smash I, ROBOT, adapted from the book by Isaac Asimov and directed by Alex Proyas. Also that year, he voiced the central character of Oscar in the blockbuster animated feature SHARK TALE, opposite Renée Zellweger, Angelina Jolie and Robert De Niro.

In July 2003, he reunited with Martin Lawrence for BAD BOYS II, the sequel to their 1995 hit BAD BOYS. Smith had earlier starred in two blockbusters that topped the box office in

back-to-back summers. In 1996, he took on alien invaders in Roland Emmerich's science fiction actioner INDEPENDENCE DAY. The following year, he starred with Tommy Lee Jones in Barry Sonnenfeld's sci-fi comedy MEN IN BLACK, for which Smith also recorded the Grammy-winning title song. In 2002, Smith, Jones and Sonnenfeld reteamed for the sequel, MEN IN BLACK II.

Smith was already a Grammy-winning recording artist when he made his successful transition to acting in television and films. Following roles in the movies WHERE THE DAY TAKES YOU and MADE IN AMERICA, he received widespread critical acclaim for his starring role in the drama SIX DEGREES OF SEPARATION, with Stockard Channing and Donald Sutherland. In 1995, he was named ShoWest's Male Star of Tomorrow. His film credits also include ENEMY OF THE STATE, opposite Gene Hackman; WILD WILD WEST, for which he also recorded the hit title song; and the title role in Robert Redford's THE LEGEND OF BAGGER VANCE.

Smith began his career in the music industry while still in high school. Teaming with his friend Jeff Townes to form DJ Jazzy Jeff & the Fresh Prince, Smith became a chart-topping rap artist. Together, they recorded several platinum and multi-platinum albums and won numerous awards, including two Grammys and three American Music Awards.

Smith's musical success led to his starring in the hit television sitcom "The Fresh Prince of Bel-Air," which ran for six years on NBC and earned him two Golden Globe nominations.

Continuing to record, Smith released his first solo album, "Big Willie Style," in 1998, for which he won a Grammy and four American Music Awards. In 1999, he was honored at the NAACP Image Awards as Entertainer of the Year. His next CD, Willennium, featured the hit single "Will2K" and went double platinum.

As a producer, Smith is partnered with James Lassiter and Ken Stovitz in Overbrook Entertainment, which has produced such projects as ALI, I, ROBOT, SAVING FACE, HITCH, ATL, and THE PURSUIT OF HAPPYNESS. Under the Overbrook banner, Smith and his wife, Jada Pinkett Smith, also co-created and produced the popular television comedy series "All of Us," which recently concluded a four-year run. In addition to THE SECRET LIFE OF BEES, Smith's upcoming projects as a producer or executive producer include, LAKEVIEW TERRACE, starring Samuel L. Jackson and Kerry Washington; Sony's SEVEN POUNDS, and THE HUMAN CONTRACT, which marks the feature directorial debut of Jada Pinkett Smith.

**JOE PICHIRALLO (Producer)**

Joe Pichirallo is a well-respected producer who served as a senior executive at both Fox Searchlight Pictures and Universal's Focus Features. He also served as the head of feature film production and development for Overbrook Entertainment, the actor Will Smith's company and currently oversees features films for The Gold Company, which is headed by well know manager Eric Gold.

While at Twentieth Century Fox, where he helped launch Fox Searchlight Pictures, Pichirallo shepherded ONE HOUR PHOTO, starring Robin Williams, THE BANGER SISTERS, starring Goldie Hawn and Susan Sarandon, ANTWONE FISHER, the directorial debut of Denzel Washington, QUILLS, which was nominated for three Academy-Awards and THE BROTHERS McMULLEN, winner of the 1995 Grand Jury Prize at the Sundance Film Festival.

While serving as executive vice president at Focus Features, his credits included: HOLLYWOODLAND, a noir thriller starring Adrien Brody, Ben Affleck and Diane Lane and SOMETHING NEW, a romantic comedy starring Sanaa Lathan, Simon Baker and Alfre Woodard. Pichirallo previously worked at HBO Pictures and films include: John Frankenheimer's, AGAINST THE WALL, a story about the Attica prison uprising, THE BURNING SEASON, and GOTTL.

Pichirallo is an executive producer for LAKEVIEW TERRACE, a psychological thriller, directed by Neil LaBute and starring Samuel L. Jackson, Patrick Wilson and Kerry Washington, the film will be released by Screen Gems films fall 2008.

Prior to getting into entertainment, Pichirallo enjoyed a successful career as a reporter at The Washington Post, covering national security, Congress and the judicial system.

**JADA PINKETT SMITH (Executive Producer)**

Jada Pinkett Smith has proven herself to be one of today's most versatile and talented stars both on and off the screen. As an actress, Jada has amassed an impressive list of film credits which includes a recent teaming with box office superstars, Adam Sandler and Don Cheadle in REIGN OVER ME for Columbia Pictures, as well as a pivotal role opposite Tom Cruise & Academy Award winner Jamie Foxx in Michael Mann's COLLATERAL. But Jada is perhaps best known as the take-charge Niobe in the hugely successful sequels MATRIX RELOADED and MATRIX REVOLUTIONS. This fall, moviegoers can find Jada on the big screen in the long-awaited remake of THE WOMEN from writer-director Diane English and in the animated feature MADAGASCAR: ESCAPE 2 AFRICA for DreamWorks.

Just as she does on screen, off screen Jada continually challenges herself with new and exciting projects. Prior to serving as Executive Producer on THE SECRET LIFE OF BEES, Jada immersed herself in THE HUMAN CONTRACT, one of several projects produced through her production company, 100% Woman. Not only does Jada co-star with leads Jason Clarke and Paz Vega, but she also directed the film and wrote the screenplay. Jada's previous effort at putting pen to paper resulted in the New York Times bestseller Girls Hold Up This World published in 2005.

As producers, Jada and her husband Will Smith were the creators and executive producers of the CW Network's "All of Us." They are currently in development on several television and film projects slated for production in 2009.

Fans can also find Jada rocking stages worldwide as the lead singer of the "progressive/aggressive" rock/metal band Wicked Wisdom. The band has a strong grass roots following and in 2005 joined the bill on the highly coveted Ozzfest tour. Their self-titled debut album was released in 2006. They are currently working on their next CD.

A native of Maryland, Pinkett Smith studied dance and acting at the Baltimore School of Arts and the North Carolina School of the Arts. Her big break came when she landed a role on the long-running NBC series "A Different World."

#### **WARREN ALAN YOUNG (Production Designer)**

Warren Alan Young has a versatile film background whose credits include the critically-acclaimed feature TALK TO ME, starring Don Cheadle, HOME OF THE BRAVE, directed by Rob Cowan, WAIST DEEP and AKEELAH AND THE BEE, starring Academy Award nominated actress Angela Bassett, Oscar nominated actor Laurence Fishbourne and Keke Palmer.

With a passion for urban renewal and green design for lower income communities, Young also works on interior and architectural design projects in Los Angeles, and Washington, D.C. and does ongoing corporate identity design projects.

Some of Young's television credits include "Comic View," "Oh Drama," "Commitments," "Private Affair" and "Midnight Blue."

#### **ROGIER STOFFERS, N.S.C. (Director of Photography)**

Rogier Stoffers is a native of Holland whose film credits include Mike Van Diem's Academy-Award winning film KARAKETER, which won Best Foreign Film.

In addition to three Best Cinematography Awards at film festivals in the U.S., Poland and Madrid, Stoffers credits include: MONGOL, the suspense thriller DISTURBIA, starring Shia

LaBeouf, THE BAD NEWS BEARS, starring Billy Bob Thornton, SCHOOL OF ROCK, starring Jack Black, MASKED AND ANONYMOUS, and JOHN Q, starring the Academy Award-winning actor Denzel Washington and the Oscar nominated film QUILLS, directed by Philip Kaufman.

Additional credits include MART DOMNICUS' Ilse Somers' short, SANCTA MORTALE, Anette Apon's ONE MAN AND HIS DOG, Monique van de Duren's MAMA'S PROEFKOUN, Robert Steyn's ICI ET MAINTENANT and Mike van Diem's ALASKA, which won an Academy Award for Best Student film.

### **SANDRA HERNANDEZ (Costume Designer)**

Sandra Hernandez began her career working under Academy-Award nominated costume designer Ruth Carter on MALCOM X, directed by Spike Lee as well as the film AMISTAD, directed by Steven Spielberg.

Hernandez's early film credits include: Darnell Martin's I LIKE IT LIKE THAT, three collaborations with Spike Lee, GIRL SIX, GET ON THE BUS, and HE GOT GAME, as well as Thomas Carter's hit film SAVE THE LAST DANCE, starring Julia Stiles. Other credits include Leon Ichaso's PINERO starring Benjamin Bratt, EL CANTANTE starring Jennifer Lopez, and Spike Lee's THE 25<sup>TH</sup> HOUR, starring Edward Norton. Hernandez also designed Dito Montiel's A GUIDE TO RECOGNIZING YOUR SAINTS, which garnered two awards at the 2006 Sundance Film Festival. Recent projects include ONE MISSED CALL, directed by Eric Valette and NICK AND NORAH'S INFINITE PLAYLIST directed by Peter Sollett starring Michael Cera.

### **ED CATHELL, III (Co-Producer)**

Ed Cathell, III has served as producer since the early 1990's on films such as LEWIS & CLARK & GEORGE starring Rose McGowan, ROLLING KANSAS directed by Oscar nominated Thomas Hayden Church, and I WITNESS starring Jeff Daniels.

Cathell also served as Production Supervisor on numerous films including the recent LEATHERHEADS starring George Clooney and John Krasinski. He was Unit Production Manager on NOTHING BUT THE TRUTH starring Kate Beckinsale and David Schwimmer, set to be released December 2008.



**EWAN LESLIE (Co-Producer)**

Ewan Leslie has been President of Production for The Donners' Company since 2003. He recently produced HOTEL FOR DOGS for Dreamworks/Paramount Pictures, starring Emma Roberts and Don Cheadle and directed by Thor Freudenthal and CIRQUE DU FREAK for Universal Pictures, written by Brian Helgeland and Paul Weitz and based on the best-selling series of books, directed by Weitz and starring John C. Reilly, Salma Hayek, Ken Watanabe and Josh Hutcherson. He also wrote and produced SHE'S THE MAN for Dreamworks Pictures starring Amanda Bynes and Channing Tatum and directed by Andy Fickman. Other projects in development include a Western TV series based on the Pony Express at AMC starring Robert Duvall and written by Erik Jendresen and an adaptation of the comic book METAL MEN for Warner Bros.

Leslie graduated from Pepperdine Law School before beginning his career in the mailroom at the William Morris Agency. He moved up to an executive position at the Twentieth Century Fox-based Fox 2000, where he worked on such films as NEVER BEEN KISSED, starring Drew Barrymore; SOUL FOOD, starring Vanessa L. Williams and Vivica A. Fox; and BEST LAID PLANS, starring Reese Witherspoon.

Leslie then held the post of Vice President of Production for John Wells Productions. During his tenure, he developed the film version of WHITE OLEANDER, starring Michelle Pfeiffer, Renée Zellweger and Robin Wright Penn. Returning to Fox 2000, he was responsible for overseeing the development of such film projects as FEVER PITCH, DRAGONBALL, ROLL BOUNCE, FLICKA, AQUAMARINE, and THE A-TEAM.

**ALDRIC PORTER (Co-Producer)**

Aldric Porter has worked as the first assistant director on nearly two dozen major Hollywood films, including such box office and critical hits as Ron Howard's APOLLO 13, starring Tom Hanks and HOW THE GRINCH STOLE CHRISTMAS, starring Jim Carrey. Other big stars he has helped direct include Jack Nicholson in AS GOOD AS IT GETS. On many of his projects he served as the associate producer as well as the assistant director.

Porter is a graduate of the difficult and comprehensive Directors Guild of America Trainee Program and has worked as second assistant director on a variety of television programs. He is currently a producer at Imagine Entertainment, whose principles are director Ron Howard and producer Brian Grazer. Porter is also on the advisory board of the Vision Film Festival, a major Los Angeles film festival that "recognizes and showcases moving images of high artistic merit that uplift the heart, inspire hope and exalt the human soul." Other board members include

Glen Larson, producer of "Battlestar Galactica", "Magnum, P.I.", "Quincy", David Howard, screenwriter of "Galaxy Quest", and Academy Award-winning producer Gerald Molen who did SCHINDLER'S LIST, JURASSIC PARK, and TWISTER.

**TERILYN A. SHROPSHIRE, A.C.E. (Editor)**

Terilyn Shropshire worked on the critically-acclaimed Focus Features film, TALK TO ME, starring Don Cheadle, which marked her fourth collaboration with director Kasi Lemmons. Their other credits include: EVE'S BAYOU, THE CAVEMAN'S VALENTINE and the Lifetime Achievement Award Tribute to Sidney Poitier for the 74<sup>th</sup> Annual Academy Awards, for which she was nominated for an Emmy.

She also earned an American Cinema Editors (A.C.E.) Eddie Award for Best-Edited Motion picture for REDEMPTION: THE STAN TOOKIE WILLIAMS STORY for director Vondie Curtis Hall. She also edited his follow-up film, WAIST DEEP for Focus Features.

Shropshire's additional credits include: Tyler Perry's hit film, DIARY OF A MAD BLACK WOMAN, Reggie Rock Bythewood's BIKER BOYZ, and Jose Luis Valenzuela's LUMINARIAS.

**MARK ISHAM (Music by)**

Mark Isham has always had a talent for crafting evocative new musical worlds. His gift for creating unforgettable melodies and his love of fresh, innovative sonic palettes have earned Isham many awards including a Grammy, an Emmy, and a Clio, in addition to multiple Grammy, Academy Award and Golden Globe nominations for his material both as a composer and a recording artist. Most recently, Mark was honored by ASCAP with the Henry Mancini Award for Lifetime Achievement.

Isham's score film credits include CRASH, which was awarded the Oscar for Best Picture, BOBBY which was nominated for a Golden Globe for Best Picture, and THE BLACK DAHLIA. Other credits include EIGHT BELOW, THE COOLER, A RIVER RUNS THROUGH IT, BLADE, NELL, MEN OF HONOR, and MIRACLE. He has composed over 75 film scores.

He has collaborated with some of the top artists in the music business, and his classic trumpet voice has graced the albums of such diverse artists as Bruce Springsteen, Willie Nelson, Lyle Lovett, Ziggy Marley, Joni Mitchell, The Rolling Stones, Chris Isaak, and Van Morrison.

Isham has received Grammy nominations for his albums "Castalia" and "Tibet," and a win for his Virgin Records release, "Mark Isham."

His latest credits include a second collaboration effort with Paul Haggis, IN THE VALLEY OF ELAH, starring Charlize Theron and Tommy Lee Jones, RESERVATION ROAD starring Joaquin Phoenix, LIONS FOR LAMBS starring Tom Cruise and Meryl Streep and the upcoming films THE EXPRESS, THE WOMEN by director Diane English and PRIDE AND GLORY.

**LINDA COHEN (Music Supervisor)**

Linda Cohen has served as Music Supervisor on over 50 feature films including the recent Academy Award winner THERE WILL BE BLOOD starring Daniel Day Lewis. Other credits include WET HOT AMERICAN SUMMER; Oscar nominated AMERICAN SPLENDOR, LONESOME JIM, and THE NAMESAKE.

Cohen is currently working on NICK AND NORAH'S INFINITE PLAYLIST starring Michael Cera, THE PRIVATE LIVES OF PIPPA LEE with Keanu Reeves and Winona Ryder and AMELIA directed by Mira Nair and featuring Hilary Swank in the title role.

###

Unit Production Manager

ED CATHELL, III

Unit Production Manager

PRESTON HOLMES

First Assistant Director

ALDRIC PORTER

Second Assistant Director

JOE RODDEY

Visual Effects Supervisor

JAMIE DIXON

### **CAST**

Lily Owens

DAKOTA FANNING

August Boatwright

QUEEN LATIFAH

Rosaleen Daise

JENNIFER HUDSON

June Boatwright

ALICIA KEYS

May Boatwright

SOPHIE OKONEDO

T. Ray Owens

PAUL BETTANY

Deborah Owens

HILARIE BURTON

Zach Taylor

TRISTAN WILDS

Neil

NATE PARKER

Greta	SHONDRELLA AVERY
Doll	RENÉE CLARK
Violet	SHARON MORRIS
Cressie	NICKY BUGGS
Sugar Girl	JASMINE BURKE
Young Lilys	EMMA SAGE BOWMAN EMILY ALYN LIND ADDY MILLER
Teenager	TAYLOR KOWALSKI
Frank Posey	BOB HUNGERFORD
Mechanic	RICHARD TODD SULLIVAN
Posey's Buddy	CHRIS MOORE
Sheriff Gaston	BILL OBERST, JR.
Young White Policeman	CULLEN DEAN MOSS
Driver	WALT ELDER
Mr. Kirven	DAN BEENE
Mr. Forrest	JOE CHREST
Miss Lacy	ROBIN MULLINS
White Man #1	TOM CONDER
White Man #3	JAY PEARSON
Sheriff Brooks	DAN COX
Police Officer	QUENTIN KERR

Voice Actors

KIMBERLY BAILEY  
DOUG BURCH  
CATHERINE CAVADINI  
LANAI CHAPMAN  
BARBARA HEEY  
AMAD JACKSON  
TOMMY LAMEY

TERENCE MATHEWS  
JEREMY MAXWELL  
ALAN OPPENHEIMER  
RICHARD W. PENN  
NOREEN REARDON  
CHERYL TYRE-SMITH

Stunt Coordinator

DEAN MUMFORD

Stunts

TINA McKISSICK  
VALERIE N. ROBINSON

Made in association with  
DUNE ENTERTAINMENT III LLC

Assistant Unit Production Manager

DALE WILLIAMS

Art Directors

WILLIAM G. DAVIS  
ALAN HOOK

Assistant Art Director

MIKE WARD

Set Decorator

JAMES EDWARD FERRELL, JR.

Set Designer

ALEX MCCARROLL

Leadman

POLAR BEAR SHAW

Illustrator

CRAIG GILMORE

Second Second Assistant Director

BRIAN AVERY GALLIGAN

Camera Operator

JOSEPH C. D'ALESSANDRO

First Assistant Camera

DANIEL TUREK

Second Assistant Camera	JOHN McINTYRE
B Camera Operator	BO WEBB
B First Assistant Camera	TROY BLISCHOK
B Second Assistant Camera	JESSICA WARD
Loader	NICOLE MARTINEZ
Still Photographer	SIDNEY BALDWIN
Production Sound Mixer	CARL S. RUDISILL
Boom Operator	JACK PETERSON
Cable Person	JENNY ELSINGER
Script Supervisor	THOM RAINEY
Dialect Coach	TIM MONICH
Post Supervisor	ELIZABETH FOX
Associate Editor	KENNY MARSTEN
Assistant Editor	HEATHER MORRISON
Editorial Production Assistant	DAVID FRIEDMAN
Sound Design and Supervision	JAY NIERENBERG
Sound Editors	TODD NIESEN ANGELO PALAZZO JEREMY BALKO
Assistant Sound Editor	PHILLIP J. YOUNG

Sound Intern	BRIDGET DEVANEY- NIERENBERG
Post Production Sound Services Provided by	SUBLIME SOUND, LLC
Foley Mixers	JEREMY BALKO SEAN FOYE
Foley Artist	SHELLEY RODEN, M.P.S.E
Foley Recording Services	POST CREATIONS

Visual Effects by HAMMERHEAD PRODUCTIONS, INC

Visual Effects Producer	Executive Producer	Compositing Supervisor	CG Supervisor	Animation Supervisor
LES HUNTER	DAN CHUBA	JUSTIN OTHER JONES	PAOLO MOSCATELLI	MANNY WONG
Visual Effects Coordinator		Production Assistant		Systems Administrator
KELLY KENAN		IAN BACKER		FATIMA MOJADDIDY
		Artists		
ALIZA CORSON CHAMEIDES	GILBERT GONZALES	DEBORAH HINER	DIDIER LEVY	SHIRA MANDEL
RICHARD MATSUSHITA	MAMIE MCCALL		DANIEL MELLITZ	JOEL MERRITT

Visual Effects by Lola VFX

Visual Effects Supervisor		Visual Effects Producer		Visual Effects Associate Producer
EDSON WILLIAMS		THOMAS NITTMANN		RYAN ZUTTERMEISTER
Inferno Artists	CASEY ALLEN BRIAN NUGENT	TRENT CLAUS CLARK PARKHURST	CHRIS INGERSOLL SEAN WALLITSCH	BEN KUTSKO
		Visual Effects by Pixel Magic		

Visual Effects Supervisor	RAY MCINTYRE JR.
Visual Effects Producer	VICTOR DIMICHINA
2D Artists	JEFF MAILES
	KEVIN FISHER



Production Coordinator	J. CALEB WOMBLE	
Assistant Production Coordinator	BARBARA EFTHYMIU HARRIS	
Additional Casting by	KIM COLEMAN	
Casting Associate	JACKIE SOLLITTO	
Extras Casting	MEREDITH YOUNG TARA FELDSTEIN	
Unit Publicist	CASSANDRA BUTCHER	
Property Master	JOHN SANDERS	
Assistant Property Master	DUANE WILLIAMSON	
Property Assistant	CHRISTOPHER "SHADY" SHADER	
Gaffer	TOMMY RAY SULLIVAN	
Best Boy Electric	MICHAEL A. JONES	
Company Electrics	CRISTIANO PALERMI MATTHEW MALLOY	JACK VOLLERS BRIAN POWELL
Key Grip	DASCIOUS THOMAS	
Best Boy Grip	STEVE SKINNER	
A Dolly Grip	MICHAEL BONSIGNORE	

B Dolly Grip	STEVEN ALLEN
Company Grips	ROBERT N. SHOBER GEORGE BOZEMAN II ROBERT M. POWELL
Costume Supervisor	LEIGH LEVERETT
Key Set Costumer	JOYCE MARLING
Set Costumers	DAWN M. WILLIAMS EULYN C. HUFKIE-WOMBLE JESSICA WILLIAMSON
Tailor	ALICE POWELL
Seamstresses	ANNE K. OSBOURNE NATALIE J. NYE
Makeup Department Head / Key	TYM SHUTCHAI BUACHAREN
Assistant Makeup	RICK POUR
Makeup for Queen Latifah	JULIE KRISTY
Hair Department Head	CAMILLE FRIEND
Hair Stylist for Dakota Fanning	JOY ZAPATA
Hair Stylist for Queen Latifah	LUMAS HAMILTON
Assistant Hair	KARI DELANEY
Location Manager	BASS HAMPTON
Assistant Location Managers	THOMAS PARIS RACHAEL TARTEL

Location Production Assistant	MARGARET W. LANSAW	
Art Department Coordinator	DANIELLE COUTURE	
Art Department Production Assistant	TRACEY BREYFOGLE	
Sculptor	JOHN WEEKS	
Black Madonna Artwork Created by	CHARLES BIBBS	
Special Effects Coordinator	STEPHEN LANIER	
Special Effects Techs	DAVID BEAVIS WILLIAM PURCELL	MORGAN M. ROGERS PHIL H. FRAVEL
Construction Coordinator	TOM JONES, JR.	
Construction Foreman	ROGER SCRUGGS SR.	
Construction Buyer	ALICIA LOWE	
Foremen	RANDY KENAN GREG W. SPENCER	
Gang Bosses	GERARD KERN JOHN C. POWELL	
Propmakers	CHARLES BITTING JASON SCRUGGS	ERNIE WATSON JESSE WILLIAMS
Lead Scenic	PAUL W. OLIVER	
Paint Foreman	JAMES ONATE	
Paint Gang Boss	LARRY C. SHEPARD	

Scenic Painters	CHRIS HOLCOMBE PETER DURAND	
Standby Painter	BARBARA SEINFELD	
Executive Assistant to Lauren Shuler Donner	KATHY LISKA	
Assistant to Lauren Shuler Donner	JACK DUBNICEK	
Assistants to Gina Prince-Bythewood	NATASHA PARKER LENA WAITHE	
Assistant to Joe Pichirallo	BRIAN HICKS	
Production Accountant / Auditor	SHAUN MCGOVERN	
Production Secretary	JEN BRETT	
Production Assistants	RYAN “FLASH” BENNETT MICHELE CUSICK	VALERIE ROBINSON JONATHAN STANLEY
Assistant Auditor	PAMELA WILLIAMSON	
Payroll Clerk	KELLY BRETT STULTZ	
Accounting Clerk	JENNA MAZER	
Post Production Accountant	NATALIE MATHES	
Post Production Accounting Assistant	JEREMY SANCHEZ	
Transportation Coordinator	TIM J. WALTERS	
Transportation Captain	RUSSELL SCOTT SILER	

Bee Keeper	JULIAN I. WOOTEN	
Bee Assistant	CASEY GRIMES	
Caterer	CINEMA CATERING PHILLIPE GALLICHET	
Catering Assistants	NICHOLAS RAYNOR MATTHEW RICHARDS	
Craft Service	REVA GRANTHAM VIKKI LEWIS MICHAEL RAY	
Executive Assistant to Queen Latifah	LA WANDA BLACK aka "LB"	
Driver for Queen Latifah	LANCELOT OWENS	
Security for Queen Latifah	MARK A. ALCALA	
Theatrical Consultant for Queen Latifah	RICHARD LYONS	
Key Greens	GEORGE W. HARDING III	
Standby Greens	DAVID LYONS	
Greensmen	VINCENT E. IMMORDINO DANA WHITE MICHAEL A. SHAPIRO CARL F. HECTOR	ANDY KRISH STEVE ROBERTS MICHAEL MARCELLI
On Set Dressers	KIP A. BARTLETT JAMES SHAUGHNESSY	
Buyers	THURSTON EDWARDS MARGIE HALLOWATY	
Set Dressers	JOHN T. BROMELL CHESTER LEE HENDERSON JR DOUGLAS KELEJIAN	JAMES D. NELSON BOB SMITH ERIC B. WEST

Studio Teacher	JAN CERWONKA
Video Assist	CHARLES "CHAZ" LAUGHON
Assistant Video Assist	JORDAN LINDSAY
Cranes and Dollies by	WILMINGTON CAMERA
Completion Guaranty Provided by	INTERNATIONAL FILM GUARANTORS, INC.
Financing Provided by	CITY NATIONAL BANK
Re-Recorded at	TODD AO HOLLYWOOD
Re-Recording Mixers	MARC FISHMAN TONY LAMBERTI MATTHEW IADAROLA
Re-Recordist	ROBERT ALTHOFF
ADR Mixer	DEAN ST. JOHN
ADR Recordist	JULIE ALTUS
Voice Casting	BARBARA HARRIS
Color Timer	HARRY MULLER
Main and End Titles	RIGHT LOBE DESIGN GROUP
Dailies Colorist	TIM SAFARIK
Post Production Facilities Provided by	GLOBAL ENTERTAINMENT PARTNERS AND DELUXE DIGITAL MEDIA
Editorial Services Supplied by	ELECTRIC PICTURE SOLUTIONS
Digital Intermediate by	POSTWORKS LOS ANGELES
Digital Film Colorist	SCOTT GREGORY

Digital Conforming and Opticals	DAVID TODD DAVIES
Digital Intermediate Producer	MICHAEL L. HOLLAND
Supervising Orchestrator	CONRAD POPE
Orchestrator	CLIFFORD J. TASNER
Orchestra Contractor	ISOBEL GRIFFITHS
Assistant to Composer	CINDY O'CONNOR
Score Recorded by	SIMON RHODES & ERIK SWANSON
Score Recorded and Mixed at	ABBAY ROAD STUDIOS & MAD HATTER STUDIOS
Assistant Engineers	TYLER PARKINSON & LEWIS JONES
Score Mixed by	SHAWN MURPHY
Supervising Music Editor	CURTIS ROUSH
Temp Music Editor	JENNIFER NASH
Electronic Pre-Records by	TYLER PARKINSON
Music Preparation	PHILIP KLEIN JILL STREATER JOHN FEE
Orchestra Leader	ROSE WARREN-GREEN
Guitar	L.J. SNEED
Vocalist	JOHNNY BRITT
Piano Solos	MARK ISHAM
Cello Coaches	LAURA EPSTEIN – NY KATHY MEYER – NORTH CAROLINA

Cello

ZOE KEATING

SONGS

"HIPPY HIPPY SHAKE"

Written by Robert L. Romero  
Performed by The Swinging Blue Jeans  
Courtesy of EMI Records Ltd.

Under license from EMI Film & Television Music

"HEAVEN'S MY HOME"

Written by Ruby Amanfu and Katie Herzig  
Performed by Sam and Ruby  
Courtesy of SAM AND RUBY MUSIC

"PRELUDE (FROM THE UNACCOMPANIED CELLO  
SUITE NO. 1 IN G MAJOR)"

Written by Johann Sebastian Bach

"SONG FOR MIA"

Written by Lizz Wright and Toshi Reagon  
Performed by Lizz Wright  
Courtesy of the Verve Music Group  
Under license from Universal Music Enterprises

"I'M ALRIGHT"

Written by Sam Cooke and Anthony Gouridine  
Performed by Little Anthony & The Imperials  
Courtesy of Rhino Entertainment and  
EMI Records Ltd.

By arrangement with Warner Music  
Group Film & TV Licensing

And under license from EMI Film & Television Music

"THE HONEY SONG"

Written by Sue Monk Kidd

"BABY I NEED YOUR LOVING"

Written by Lamont Dozier, Brian Holland  
and Edward Holland, Jr.

"SIX CANONIC SONATAS OP. 5"

Written by Georg Philipp Telemann

"BEAUTIFUL"

Written by India.Arie, Kerisha Hicks and Blue Miller  
Performed by India.Arie  
Courtesy of Motown Records  
Under license from Universal Music Enterprises

"O SUSANNA"

Traditional

"AMAZING GRACE"

Traditional

"BREAKAWAY"

Written by Jackie DeShannon and Shari Sheeley  
Performed by Irma Thomas  
Courtesy of Capitol Records  
Under license from EMI Film & Television Music

"COME SEE ABOUT ME"

Written by Lamont Dozier, Brian Holland  
and Edward Holland, Jr.  
Performed by The Supremes  
Courtesy of Motown Records  
Under license from Universal Music Enterprises

"SONATA NO. 3 IN A MINOR FOR CELLO  
& CONTINUO: ALLEGRO"

Written by Antonio Vivaldi



"IT'S ALL RIGHT"  
Written by Curtis Mayfield  
Performed by The Impressions  
Courtesy of Geffen Records  
Under license from Universal Music Enterprises

"MARY"  
Written and Performed by Joe Purdy  
Courtesy of Joe Purdy Records

"DONCHA KNOW (SKY IS BLUE)"  
Written by Linda Perry and Alicia Keys  
Performed by Alicia Keys  
Courtesy of MBK/J Records  
By arrangement with SONY BMG  
MUSIC ENTERTAINMENT

"KEEP MARCHING"  
Written and Performed by Raphael Saadiq  
Courtesy of Columbia Records  
By arrangement with SONY BMG  
MUSIC ENTERTAINMENT

Jennifer Hudson appears courtesy of Arista Records  
by arrangement with SONY BMG Music Entertainment

Alicia Keys appears courtesy of J Records  
by arrangement with SONY BMG Music Entertainment

THE PRODUCERS WISH TO THANK THE FOLLOWING FOR THEIR ASSISTANCE:

JOHNNY GRIFFIN  
BILL VASSAR  
BILL LEWIS  
GUY J. LOUTHAN  
PAUL SANCHEZ

FOOTAGE OF THE CIVIL RIGHTS ACT SIGNING COURTESY OF LYNDON B. JOHNSON LIBRARY

FOOTAGE AND POSTER FROM "SURF PARTY" COURTESY OF TWENTIETH CENTURY FOX.  
ALL RIGHTS RESERVED.

POSTER FROM "THUNDER ISLAND" COURTESY OF TWENTIETH CENTURY FOX.  
ALL RIGHTS RESERVED.

Color by  
PostWorks Los Angeles

Prints by  
DELUXE®

FILMED WITH PANAVISION®  
MOVIECAM CAMERA  
AND COOKE LENSES

KODAK  
FILM STOCK (Logo)

DOLBY STEREO (logo)  
In Selected Theatres

DTS (Logo)

SDDS (Logo)

Approved No. 44411 (MPAA Globe)  
MOTION PICTURE ASSOCIATION OF AMERICA

IATSE "Bug"

Copyright © 2008 Twentieth Century Fox Film Corporation and Dune Entertainment III LLC  
in all territories except Brazil, Italy, Japan, Korea and Spain.

Copyright © 2008 TCF Hungary Film Rights Exploitation Limited Liability Company,  
Twentieth Century Fox Film Corporation and Dune Entertainment III LLC  
in Brazil, Italy, Japan, Korea and Spain.

Willow & Oak, Inc. is the author of this motion picture for purposes of copyright and other laws.

The events, characters and firms depicted in this photoplay are fictitious. Any similarity  
to actual persons, living or dead, or to actual events or firms is purely coincidental.

Ownership of this motion picture is protected by copyright and other applicable laws,  
and any unauthorized duplication, distribution or exhibition of this motion picture  
could result in criminal prosecution as well as civil liability.

©2008 TWENTIETH CENTURY FOX. ALL RIGHTS RESERVED. PROPERTY OF FOX.  
PERMISSION IS GRANTED TO NEWSPAPERS AND PERIODICALS TO REPRODUCE  
THIS TEXT IN ARTICLES PUBLICIZING THE DISTRIBUTION OF THE MOTION  
PICTURE. ALL OTHER USE IS STRICTLY PROHIBITED, INCLUDING SALE,  
DUPLICATION, OR OTHER TRANSFER OF THIS MATERIAL. THIS PRESS KIT, IN  
WHOLE OR IN PART, MUST NOT BE LEASED, SOLD, OR GIVEN AWAY.