

LIONSGATE

AKEELAH and
the **BEE**

Starring

Laurence Fishburne
Angela Bassett
Keke Palmer
Curtis Armstrong

Written and directed by Doug Atchison

Preliminary Production Notes

Rating: PG (for some language)
Running time: 112 mins.

THE CAST

Akeelah.....Keke Palmer

Dr. Larabee.....Laurence Fishburne

Tanya.....Angela Bassett

Mr. Welch.....Curtis Armstrong

Javier.....JR Villarreal

Dylan.....Sean Michael Afable

Georgia.....Sahara Garey

Kiana.....Erica Hubbard

Devon.....Lee Thompson Young

Terrence.....Julito McCullum

Ms. Cross.....Dalia Phillips

THE FILMMAKERS

Written and directed by.....Doug Atchison
Produced by.....Nancy Hult Ganis
.....Sid Ganis
Produced by.....Laurence Fishburne
Produced by.....Michael Romersa
.....Danny Llewelyn
Executive Producers.....Todd Wagner
.....Mark Cuban
.....Marc Butan
Executive Producers.....Helen Sugland
.....Michael Burns
.....Michael Paseornek
.....Tom Ortenberg
Co-Producers.....Mike Upton
.....Kent Kubena
.....Jaki Brown-Karman
Director of Photography.....M. David Mullen, ASC
Production Designer.....Warren Alan Young
Editor.....Glenn Farr
Costume Director.....Sharen Davis
Music by.....Aaron Zigman
Music Supervisor.....Joel C. High
Casting by.....Aisha Coley
.....Kim Coleman
Casting by.....Jaki Brown-Karman

SYNOPSIS

An inspirational drama, **AKEELAH AND THE BEE** is the story of Akeelah Anderson (Keke Palmer), a precocious eleven-year-old girl from south Los Angeles with a gift for words. Despite the objections of her mother Tanya (Angela Bassett), Akeelah enters various spelling contests, for which she is tutored by the forthright Dr. Larabee (Laurence Fishburne); her principal Mr. Welch (Curtis Armstrong) and the proud residents of her neighborhood. Akeelah's aptitude earns her an opportunity to compete for a spot in the Scripps National Spelling Bee and in turn unites her neighborhood who witness the courage and inspiration of one amazing little girl. A Lionsgate, 2929 Productions and Starbucks Entertainment Presentation of an Out of the Blue Entertainment and Reactor Films Production in association with Cinema Gypsy Productions, Inc., **AKEELAH AND THE BEE** was written and directed by Doug Atchison. The film's producers are Nancy Hult Ganis, Sid Ganis, Laurence Fishburne Michael Romersa, Danny Llewelyn and; executive producers are Todd Wagner, Mark Cuban, Marc Butan, Helen Sugland, Michael Burns, Michael Paseornek and Tom Ortenberg.

ABOUT THE PRODUCTION

One could say that the origins for this inspirational drama began as far back as 1994 when writer/director Doug Atchison found himself captivated by “The National Spelling Bee” on ESPN. While watching a basketball game, he channel-surfed during a commercial break and came upon the spelling bee airing live on the sports network. He became rapt and even caught himself trying to spell the words and rooting for the kids.

Atchison noticed that most of the contestants seemed to come from privileged backgrounds whose families had the resources to allow their kids to pursue this unusual activity. Says Atchison, “It struck me that there was a story to tell about a child who had the natural ability for this kind of activity but who didn't have access to the resources or coaching to pursue it as these other kids had.” It was then that he decided to write a screenplay.

Time passed and Atchison worked on other projects. But he could never quite shake the story of a kid, named Akeelah, from the back of his head. Every year he would watch the spelling bee and get the impulse to develop her story further. “I would watch and think about her. I would start telling my friends and my family the story about this little girl and the spelling bee. But I never wrote it.” In fact, he kept thinking of reasons why he shouldn't, even questioning whether he was the right person to do it.

When someone pointed out to him that he was afraid to write it, Atchison had a revelation. He realized that this fear was exactly the same as that of his protagonist. “Akeelah's afraid to participate in the spelling bee because she doesn't think it's for her. Then as I found my way into the story, rather than looking at her as somebody who was other than me, I found myself. I was then able to write the story in about a month.”

In 2000, Atchison submitted his script, entitled “Akeelah and the Bee,” to The Nicholl Fellowship, a writing competition sponsored by the Academy of Motion Picture Arts and Sciences. Of the forty five hundred scripts submitted, his was one of the five winners. Sitting in the audience for the award presentations was producer Sid Ganis. “I remember thinking, ‘wow, that's a great story,’” says Ganis, “An eleven-year-old, African-American kid striving to get to a

gigantic contest. When I read the script, I discovered it was poignant and had a solid amount of “movie anxiety.” It was the kind of story -- about hope and doing great things against all the odds -- which I, as a producer, wanted to tell for a long time. “

Sid’s wife, producer Nancy Hult Ganis, who has had a lifelong interest and passion for the issues surrounding public education, recognized the opportunity to address these issues in a way that could touch people. When her husband gave her Atchison’s script to read, she said “We have to make this film!” Getting it to the screen became their personal mission. However they found many potential investors to be unaware of spelling bees. Fortunately, a critically acclaimed documentary called “Spellbound” garnered a lot of attention. “‘Spellbound’ helped us in some way,” says Hult Ganis. “It helped people understand that spelling bees could be very exciting but really, it’s much more than that. It’s about confronting our fears and overcoming obstacles on the way to achieving our goals.” Lionsgate agreed and came on board as did Mark Cuban and Todd Wagner’s 2929 Entertainment and Starbucks Entertainment.

For Lionsgate’s President of Production Michael Paseornek, there was only one person who could make this movie and that was writer Atchison. “He lived with the story for years before he wrote the script. It was in his heart and in his mind. Doug could have sold the script a hundred times, but we were all intent for him to direct it.”

It was very important to Atchison that Akeelah and Dr. Larabee be portrayed as he wrote them. “Akeelah,” says Atchison, “because of where she comes from, has a sense that nothing good comes from her neighborhood. That’s what she’s been told. She asks, ‘how good am I?’ The fact Larabee comes from where she does, and has had the success that he’s had, empowers her to get to the place where she thinks she can accomplish this task. That was important to me.”

Of course, what everybody knew is that the movie would never work unless they found the perfect person to play that little girl. Atchison knew he had written a part that would be enormously difficult to play. Their actor of choice would have to portray a girl who was smart and yet cover a full emotional range. They saw about three hundred girls during casting sessions in Los Angeles, New York and Atlanta and, although not prone to making snap decisions,

Atchison knew he found his Akeelah when an eleven-year-old actress named Keke Palmer walked in the door.

During her audition, Palmer read part of a speech that appears in the movie. “Keke was very special. She was the only kid that moved her eyes back and forth as if she was actually reading something that was on the wall,” says Atchison. “It was powerful to watch. I was not looking for a kid to whom I could dictate a part. I wanted somebody who understood Akeelah and with whom I could have a collaborative relationship, who, as an actor, would make this character her own. Keke displayed all those qualities.”

For her part, Keke understood how close Atchison was to the material. She recognized biographical elements to the story that, on the surface, may seem far removed from his own character but really are the same. “As a director, Doug was completely capable of guiding me,” says Palmer, “and helping me realize the character I needed to be.”

The producers got to witness this special relationship firsthand. “They connected right off the bat,” said Hult Ganis. “It's been a real wonderful relationship to watch and see evolve, their banter back and forth, etc. He's almost a father figure type.”

Ganis had this to say about Keke: “We put a little demonstration tape together to show Lionsgate and 2929 that we found our lead actress. They saw it and agreed, ‘you found our star!’” Actor Sean Michael, who plays Akeelah's arch-rival Dylan, has huge admiration for his co-star and they shared a lot of behind-the-scenes laughs when not competing against each other in the movie. “She's always there, you know, a big personality on set and it's funny just to watch her put a smile on everybody else's face.” Actor Julito McCullum, who plays her older brother Terrence agrees: “She's a wonderful actress and she's really going to go far. She got nominated for a S.A.G. award for “The Wool Cap,” which we also shot together. So we had a relationship before, like a real brother and sister.”

Atchison was ecstatic when Fishburne came on board to play Dr. Larabee, especially since he feels the audience will get to see a side of the actor they haven't seen before. “Larabee is

vulnerable and we discover a very sensitive guy. Laurence plays that extremely well. Yet, he brings to the screen a quiet moral authority that this character has and, working with him, I've learned that he can just sort of be there and do very small things and communicate a lot to the camera and to the audience." Producer Michael Romersa adds, "He liked the project so much that he was willing to come onboard at an affordable rate for us. He's an incredibly strong actor and has an incredible presence."

Fishburne's response to the script was immediate. It played on themes that he took to heart. "I read the script and I was really moved by it. The heart of the story is the relationship between Akeelah and Dr. Larabee. But also important is the story about community. This young girl doesn't think too highly of the place she comes from. Then she begins to learn through her experience that, in fact, she does come from a very tight-knit supportive and concerned community. People do care, love and support her."

Angela Bassett joined the production soon afterwards to play Akeelah's mother, Tanya. Of course, the re-teaming of Fishburne and Bassett got everybody excited because it evoked memories of "What's Love Got To Do With It," the Tina Turner biopic. Hult Ganis says, "They have a history together that helps this film because people know them already and therefore have certain expectations. Ours is a small movie in terms of the budget but big in terms of what it wants to do in its heart. So, it's not usual to get actors of that stature and caliber to be in a film like this."

For Bassett, it was a wonderful story to tell, the perfect vehicle for her and Fishburne to re-unite on and remind everyone of their amazing on-screen chemistry. "We just talk to each other and we trust each other," says Bassett. "I think that's the main thing - it's safe to fall and dive. We don't really chat a lot about what we're doing. We just really go with it, feed off and listen to each other, look into the other sides."

Atchison concedes that Bassett brings things to her character that he could never have written or thought. "Angela made Tanya a real person," says the writer/director, "because she understood the thought process of the character, a mother who wants the best for her daughter but is afraid

that the dream will fail and make things worse. Angela embraced those facets of the character and gives a very powerful performance.”

The team was also thrilled when Curtis Armstrong, who plays Mr. Welch, joined the cast, coming onboard directly off a strong performance in “Ray.” “Curtis is a character actor with a huge resume,” says Atchison, “who was the perfect choice for the school principal. Welch is very excitable and provides a lot of the comic relief in our story. Curtis is hilarious in this part.”

The production is smaller than most and, by studio standards, considered a lower budget movie. This meant that every one of the thirty-one days of production was a race against the clock. Planning was crucial and execution had to be efficient. In addition, because the star of the movie is eleven years old, the production closely adhered to child labor laws no matter how restrictive they seemed. Ganis explains, “We shot a ten-hour day and most movies shoot a twelve-hour day. Three of our hours are consumed by Keke's schooling, which she must have every single day. She's in every scene. I honestly don't know how we figured it out, but we did.”

The schedule restrictions forced the writer/director into consistent pressures that can seem quite surreal, so preparation was crucial. “I storyboarded the scenes,” said Atchison. “David Mullen, our Director of Photography, and I talked about it a lot beforehand. We came in every day knowing the enormous number of shots we needed and the performances I wanted.” Still, the challenges were immense. “The last hour of every single day was me trying to get a scene done with teachers and producers watching the clock. I've got parents of the kids around me. I've got actors around me. There we were scurrying around trying to get a scene lit.”

The story takes place in South Los Angeles which is where a lot of the film was shot. For Bassett, it was important to film here and represent the community, “Can anything good come out of South Central? Yes, of course. Something good can come out of anywhere. A flower can come out of a crack on the sidewalk. That's just what Akeelah is. Her beauty, talent and fearlessness combine to conquer that hesitation in herself and make the entire neighborhood proud of her. Each success for her is a success for them.”

Atchison was able to film at a number of locations where he always dreamed of shooting one day. “For the district bee, we shot at USC where I went to school,” says Atchison. “As a film student, I was never able to shoot in the Bovard Auditorium. So, it was extremely fulfilling to return as an alumnus and work there. We also shot at the Hollywood Palladium, which served as our Washington Hyatt Grand Ballroom for the National Spelling Bee finale, and at Venice High School, where they made “Grease,” for the District Bee.”

George Hornedo, who plays bee contestant Roman in the movie and is actually a real-life spelling bee kid, was brought in as an unofficial technical consultant to help add authenticity to the film, especially the contests. Ironically, he was also busy competing in spelling bees at the time of shooting. “While on set,” says producer Danny Llewelyn, “George was reviewing words with his *paideia*, which is the bible for spelling bee kids. He was reviewing all these amazing words that I’d never heard of let alone imagine spelling.”

It was important that the recreation of the spelling bee competitions be authentic. The real bee kids have certain habits and idiosyncrasies they do on stage to help them spell and those quirks had to be authentic. Having Hornedo appear in these scenes made it more natural. “He’s been in front of the spotlight,” says Llewelyn, “and the idea was, originally, if we could bring a kid who had some acting chops—which George does have—then we would definitely go for it.’ Palmer concurs, “I really admire the kids who do this. George is really nice and I respect him a lot. It’s hard to do school work and all these other things and then go home and practice for the spelling bees.”

Paige Kimball, director of the Scripps National Spelling Bee, became involved as a consultant when Atchison contacted her for advice on the authenticity of his script. Her first impression was “Wow!” She was impressed with his attention to detail and how inspirational it was. Then, on visits to the set, she became even more excited. “I was amazed at not only at how precise it was in its recreation,” Kimball says, “but also how authentic the individuals and the casting for the event was. It was phenomenal. The spellers looked like the real spellers. The judges looked like the real judges. It was very exciting.”

With such an incredible film, Lionsgate was looking for innovative ways to get audiences to sit up and take notice. Simultaneously, Starbucks Entertainment was looking for the first film to introduce to their customers and had the opportunity to screen the film. “When we saw “Akeelah and the Bee” we immediately realized that it was a perfect choice for our first film selection. The film’s inspirational message about a community coming together to support one of its own aligns directly with Starbucks values,” said Ken Lombard, president, Starbucks Entertainment. “Doug is a talented writer and director and the cast is exceptional. We’re excited to give our millions of customers the opportunity to discover this film – we know they are going to love it.”

Sid Ganis feels that audiences can look forward to an inspiring tale that’s full of excitement. “I call it a sports movie, one that's full of emotion. People will cry. You root for the spellers because they're kids so you'll have the visceral feeling of rooting for the movie as well.”

In the end, Atchison set out to make a moving story that will have audiences cheering for the special little girl at the center of it all. “When I was ten years old, I saw “Rocky” for the first time and anybody from my era would tell you that this type of movie triggered everything for them. I didn't know anything about boxing when I was that age. But I knew what this guy was going through and I had his back. There's a lot of that in this story. The idea of not being afraid of that thing you do the best, not permitting circumstance to confine you but to find your voice and your talent. Own it and to be proud of it and do it. It's not a story about learning how to spell but about a kid who learns what she's good at, becomes proud of that and doesn't want to hide it anymore. It's overcoming the fear of being great, before you can be great.”

ABOUT THE CAST

LAURENCE FISHBURNE (Dr. Larabee / Producer)

Over the past years, acknowledgment of Laurence Fishburne's work as a multi-hyphenate actor/producer/director has been impressive. In 1992, he was awarded a Tony for Best Featured Actor In A Play, a Drama Desk Award, an Outer Critic's Circle Award, and a Theater World Award for his work on Broadway as Sterling Johnson in August Wilson's "Two Trains Running." His rare television appearance in the '93 premiere episode of Fox TV's "Tribeca" landed Laurence an Emmy. And to complete a triple crown, he was nominated for an Oscar as Best Actor of 1993 for his portrayal of Ike Turner in the film "What's Love Got to do With It."

This summer, he will co-star with Tom Cruise and Phillip Seymour Hoffman in Paramount's summer film "Mission Impossible 3".

In 2005, he starred with Ethan Hawke in "Assault on Precinct 13," which was a remake of John Carpenter's 1976 film by the same name. In the film, a motley crew of policemen and prisoners captained by a reluctant cop (Hawke), band together to fight off a rogue gang that wants to free an incarcerated mobster (Fishburne).

In 2003, Fishburne was seen in gigantic box-office sensations "The Matrix: Reloaded" and "The Matrix: Revolutions" the follow up films to the 1999 Warner Bros/Silver Pictures' box office hit, "The Matrix". These films, which also star Keanu Reeves and Carrie Ann-Moss, were released in May and November 2003.

In October of 2003, he was seen in Clint Eastwood's critically acclaimed "Mystic River," starring alongside the distinguished cast of Sean Penn, Tim Robbins, Kevin Bacon, and Marcia Gay Harden. In January of 2003, Fishburne starred in the Dreamworks release "Biker Boyz."

In October of 2000, Laurence made his directorial debut, in addition to starring in and producing "Once in the Life," a film released by Lionsgate. The screenplay, which he wrote, is based on the one-act play "Riff Raff," in which Fishburne starred, wrote, and directed in 1994. The play received critical praise and was later brought to New York's Circle Rep Theater. The initial run in Los Angeles was the first production produced under his own banner L.O.A. Productions.

In 1999 he also appeared at the Roundabout Theater on Broadway, playing the lead role of Henry II, in "The Lion in Winter", a revival of the 1966 hit which focuses on the struggle between Henry II of France and his estranged wife, Elenor of Aquitaine. In addition, Laurence starred in and executive produced "Always Outnumbered," directed by Michael Apted from a first-time screenplay by author Walter Mosley, for HBO.

In 1997, Laurence received an Emmy nomination (Outstanding Lead Actor in a Miniseries or Special) and an NAACP Image Award (1998) for his starring role in the HBO drama "Miss Evers' Boys," which he executive produced. It is based on the Pulitzer Prize-nominated play

about the true story of the Tuskegee Study, a controversial medical experiment (1932-72) in which the U.S. Government Public Health Service withheld treatment from a group of African-American men with syphilis. "Miss Evers' Boys" was awarded five Emmys, including "Outstanding made for Television Movie" and the coveted "President's Award," which honors a program that illuminates a social or educational issue.

Also, Fishburne starred in Paramount Pictures' "Event Horizon," the science-fiction thriller directed by Paul Anderson and co-starring Sam Neill, Kathleen Quinlan, and Joely Richardson, and "Hoodlum," in which he starred and produced. In "Hoodlum," directed by Bill Duke and co-starring Vanessa Williams, Tim Roth, and Andy Garcia, he plays legendary racketeer Ellsworth "Bumpy" Johnson, the classy ex-con who defies infamous mobsters Dutch Schultz and Lucky Luciano to become king of Harlem's numbers runners during the violent Prohibition era of the 1930's.

In 1996, he starred in the MGM, action-comedy "Fled" and starred in the critically acclaimed film "Othello" in the title role, co-starring with Kenneth Branagh and Irene Jacob for Castle Rock. He is the first African-American to play the Moorish king in a major screen release and he follows a noble tradition of such actors in the role as Sir Laurence Olivier and Orson Welles.

In 1995, he starred in an original HBO film "Tuskegee Airmen," for which he received an NAACP Image Award for Best Actor in a Mini-Series, and Golden Globe, Emmy and Cable Ace nominations for Best Actor in a Mini-Series. The project tells the story of America's first African-American combat pilots and was an inspiration for Laurence and his pride in the project shows in his performance.

Laurence has appeared in several films: the steamy "Bad Company" for Touchstone, co-starring with Ellen Barkin; "Higher Learning," for which he received an NAACP Image Award for Best Actor in a Motion Picture, for Columbia Pictures as Professor Phipps, in which he re-teamed with writer/director John Singleton, "Just Cause" for Warner Brothers co-starring with Sean Connery and the Oscar winning film "The Color Purple". Laurence's characters could all be described as confident and powerful - words often used to describe Laurence himself.

In regard to Laurence Fishburne the man, the adage "still waters run deep" fits. He has a quiet, commanding presence with range and strength evidenced through his stirring character portrayals. A reviewer once wrote about Laurence, "He takes a director's talents and gives them heroic size. He knows the power of taking your time. He knows the power of silence. He knows the power of concentration."

Laurence's power is definitely evident particularly in his striking portrayal of difficult characters. As Ike Turner in "What's Love Got To Do With It," he captivated the public and the critics alike who predicted the Oscar nomination for this remarkable work.

As the New York Times put it, "The brilliant, mercurial portrayal of Laurence Fishburne is what elevates 'What's Love...' beyond the realm of bio-pic." Rolling Stone notes, "Fishburne keeps providing insights into Ike's rage that illuminate the character without excusing him...Fishburne is superb."

In "Searching For Bobby Fischer," Laurence played a New York street-wise speed chess player who aids in the progress of a young chess protégé. Once again he had critics and audiences cheering about his co-starring role filled with power and emotion. Just prior to these he played a very different role as that of an undercover cop, he co-starred with Jeff Goldblum in the motion picture "Deep Cover."

It is not hard to understand why roles are often created specifically for Laurence. John Singleton fashioned the role of Furious Styles in "Boyz in the Hood" after his own father, but shaped it with Laurence in mind. Singleton had become familiar with Laurence when Singleton was a Production Assistant on the popular television program "PeeWee's Playhouse" and Laurence portrayed Cowboy Curtis.

Another filmmaker that Laurence worked with on several occasions was Martin Sheen. Sheen created a role for Laurence, that of street-wise military prisoner named Stokes, in "Cadence," which Sheen directed after the two had gotten to know each other well during the 18 months it took to make "Apocalypse Now" when Laurence was 15 years old.

Laurence has been acting in films and on stage since he was 10, starting on the soap opera "One Life To Live," then making his feature film debut in "Cornbread, Earl and Me" at 12. At 14, he was cast in a show for the Negro Ensemble Theater and accepted to the High School of Performing Arts.

At 15, he was heading off to the Philippines for work with some of the greatest actors of our time under the most extreme circumstances for the epic motion picture "Apocalypse Now."

Following "Apocalypse Now," Laurence returned to his New York home base, Brooklyn, and continued to rack up impressive credits. Laurence has also appeared in "Class Action," "King of New York," "Red Heat," "Nightmare on Elm Street 3," "Cotton Club" and "Rumblefish."

His television experience includes "Decoration Day" for Hallmark Hall of Fame, "For Us The Living" for PBS, "Rumor of War" for CBS, and numerous other starring or guest starring roles. His versatility is a gift and he has been able to land roles not initially earmarked for black actors.

At the same time that Laurence Fishburne consistently breaks new ground, he appreciates that which is hallowed. In reflecting on those actors such as Sidney Poitier and Morgan Freeman that have paved the way Laurence says, "The power of their presence alone spoke to me, made me believe I could do the same thing." He has also worked with "ancestral memory" and finds it a "source of spiritual strength. I believe ancestors push me here, push me there, and guide me...they are a resource to be valued and respected."

Respect has come full circle.

ANGELA BASSETT (Tanya)

Alluring audiences with emotionally tinged performances has been the signature of Angela Bassett who personifies a sense of dignity and pride whenever she appears on screen. Her talent

and abilities as an actress and executive producer in both television and film have time and again earned the respect and acclaim from her peers and her fans to prove herself to be one of the industry's premier leading ladies.

Bassett most recently starred opposite Bernie Mac in *Mr. 3000*. She will be starring opposite Andy Garcia and Frances O'Connor in the thriller *The Lazarus Child* which is due out next year. She is also recurring this season on the hit drama series "Alias" with Jennifer Garner on ABC.

Perhaps best known for her intense portrayal of Tina Turner in the biopic *What's Love Got To Do With It* opposite Laurence Fishburne, Bassett earned the Golden Globe for Best Actress in a Drama as well as an NAACP Image Award for Outstanding Lead Actress in a Motion Picture and earned an Academy Award nomination for her powerful performance.

Bassett has also received NAACP Image Awards for her performance in *How Stella Got Her Groove Back* opposite Whoopi Goldberg and Taye Diggs as well as her supporting roles in *The Score* opposite Robert DeNiro, Edward Norton and Marlon Brando, *Music of the Heart* with Meryl Streep, and *Malcolm X* opposite Denzel Washington. She was also recognized for her leading role in the television movie "Ruby's Bucket of Blood," bringing her total number of Image Awards to nine. In addition, she received NAACP Image Award nominations for her work in the sci-fi blockbuster *Contact* opposite Jodie Foster and *Boesman and Lena* with Danny Glover. Bassett also received a Screen Actors Guild Award nomination for her performance in "Ruby's Bucket of Blood." She received an Emmy nomination for Best Actress in a television movie for her work in "The Rosa Parks Story."

Other memorable roles include Terry McMillan's *Waiting to Exhale* co-starring Whitney Houston, James Cameron's futuristic *Strange Days* with Ralph Fiennes, *Vampire in Brooklyn* opposite Eddie Murphy, and *Supernova* with James Spader.

Beginning her career on stage, this Yale School of Drama graduate completed several productions on and off Broadway, which include "Ma Rainey's Black Bottom," "Colored People's Time," "Henry IV, Part I" and "Joe Turner's Come and Gone," "Antigone," "Pericles," and "Black Girl." She returned to the stage in 1998 to star opposite Alec Baldwin in "Macbeth" at the Joseph Papp Public Theater in New York.

Bassett first made the successful crossover to the silver screen when she appeared in a small but rich role as the ambitious single mother who sends her son to live with his father in John Singleton's *Boyz n the Hood*. She also appeared in the ABC mini-series "The Jacksons: An American Dream," receiving critical raves for her touching performance as Katherine Jackson as well as receiving an Emmy nomination for the "Uncle Jed's Barbershop" episode of PBS' Storytime; and critical nods for narrating miniseries, "Africans in America," also for PBS.

Bassett currently splits her residency in Los Angeles and New York with her husband, fellow actor Courtney B. Vance.

KEKE PALMER (Akeelah)

Keke Palmer is an actress/singer who won a small role in the feature film BARBERSHOP 2 – BACK IN BUSINESS at the tender age of nine. The role of “Gina's Niece,” though small, was significant in the movie because “Gina” was none other than the sensational Queen Latifah. Keke more than held her own against the likes of comic Cedric the Entertainer--arguably she stole the scene!

That role led to a series of guest-starring roles on television shows like “Strong Medicine,” “Cold Case,” “ER,” and “Law & Order.” Keke later went on to star in an Emmy-nominated made for TV movie entitled, “The Wool Cap,” where she worked alongside one of her favorite actors William H. Macy. Her amazing performance in “The Wool Cap” was so remarkable that it earned her an NAACP Image Award nomination for Best Actress in a Movie Made for Television, as well as a Screen Actors Guild Nomination in the Best Leading Actress category. Her fellow nominees? None other than Charlize Theron, Hilary Swank, Glenn Close and Patricia Heaton. Close went on to take home the statue. But Keke was a winner that night too, becoming the youngest actor to ever be nominated by the Guild in a Lead Actor Category. Pretty impressive for a kid who had only been acting for one year!

Recently, Keke had the pleasure of co-starring in the made for television movie, “Knights of the South Bronx” with former “Cheers” star Ted Danson. In less than two years, Keke has done several national commercials, made-for-TV movies and television guest starring appearances; shot a pilot for her *own* show on Disney Channel, “Keke & Jamal;” and wrapped the Number One Lionsgate film MADEA'S FAMILY REUNION starring Tyler Perry, Blair Underwood, Lynn Whitfield, Cicely Tyson, and Dr. Maya Angelou.

Keke is also an accomplished singer/songwriter and just recently signed a major recording contract with Atlantic Records. Although she had offers from three other major labels, Keke felt strongly that Atlantic was the right place for her, after all, it is the label that launched the careers of legendary artists such as Aretha Franklin and Ray Charles. At the age of twelve, Keke has a long way to go, but no one can argue the fact that she is off to a fantastic start!

CURTIS ARMSTRONG (Mr. Welch)

After graduating from the Academy of Dramatic Arts in Michigan, Armstrong received his first professional acting break starring as Puck in "A Midsummer's Night's Dream". In the mid-1970s, he moved to New York and continued acting in various off-Broadway productions and tours. His first breakthrough film role came shortly thereafter when he was cast as Tom Cruise's best friend and confidant, Miles Dalby, in the 1983 sleeper hit, “Risky Business.” Since this memorable film debut, Armstrong has appeared in numerous successful films and television shows. Other memorable film roles came in the mid eighties playing ‘Booger’ in the ensemble comedy feature “Revenge of the Nerds” and Charles de Mar, opposite John Cusack, in “Better off Dead”.

Further film roles include “Shanghai Noon”, “Jingle All The Way,” “One Crazy Summer” and “Clan of the Cave Bear”. For television, Armstrong starred in the ABC hit series “Moonlighting” with Bruce Willis and Cybil Shepard. His guest-starring roles include appearances on “That '70s

Show,” “Ally McBeal,” “Felicity,” and “Lois and Clark: The New Adventures of Superman”. Last year, he garnered critical acclaim for his role opposite Jamie Foxx in Universal’s “Ray”.

JR VILLARREAL (Javier)

A compelling and energetic young actor, Villarreal has quickly proven his talent and depth earning him praise from both industry professionals and fans alike, Born in the small town of Mission, Texas located in the southern most part of the state. He currently resides with his family in Los Angeles.

Television credits include notable guest lead roles in two of the top drama shows on CBS, “Cold Case” and “Without a Trace.” He recently starred in “Harvest of Redemption” set to release in theatres 2005 and has recently completed work in the short film “Ay Mijo.”

SEAN MICHAEL AFABLE (Dylan)

Michael was born into a multicultural family and has a large extended family with 18 first cousins and even more uncles and aunts. He is a Hip Hop and Break dancer, with moves that have amazed his friends and family, hence the nick name “Hip Hop King.” He is also a member of the All American Boys Choir.

Michael’s feature film debut came in Universal Pictures, "The Scorpion King" starring Duane “The Rock” Johnson. His commercial and print credits include *Macy's*, *Tommy Hilfiger* and *Burger King*. Television credits include Disney Channel’s "That’s So Raven", "Ned’s Declassified" and "Phil of the Future" as well as CBS's "Cold Case" and NBC's "Days of Our Lives". He also has an impressive list of voice-over credits including an Animated Series for Disney.

SAHARA GAREY (Georgia)

At the tender age of three, Garey was already on stage singing and performing in ballet recitals. She gravitated to pageants with her great attitude and beauty, and won many titles though the years. Upon moving to Los Angeles in 2001, she soon booked her first independent feature film, “Pinky the Clown Show.” On the small screen, she has been seen in “Days Of Our Lives,” “American Dreams,” “The Shield,” and “That’s So Raven.”

She pursued theatrical training even as she continued acting in independent films. It was on a movie set that she first learned of a film a colleague’s friend was casting about a girl in a spelling bee. *AKEELAH AND THE BEE* marks Garey’s major motion-picture debut.

LEE THOMPSON YOUNG (Devon)

Thompson Young is the son of Velma Love and Tommy Scott Young (a professional storyteller/actor/performer) of Columbia, SC. His mother was on the Board of Directors at the local chapter of *Big Brothers and Big Sisters*. One of their fund-raising events was a production

of "A Night of Stars and Dreams" in which he played Martin Luther King Jr.

At the tender age of 12, he appeared in a commercial for *Robitussin Cough Syrup*. Then he snagged the lead role for The Disney TV series "The Famous Jett Jackson." It was hugely successful and the young talent even wrote an episode called "Something to Prove" which aired in 2000. "Jett Jackson: The Movie" aired in June 2001, and sent The Disney Channel to the number one slot. In 2004, Thompson Young appeared in FX Networks "Redemption: The Stan Tookie Williams Story," starring Jamie Foxx and Universal's "Friday Night Lights," starring Billy Bob Thornton. Currently, he attends USC.

JULITO MCCULLUM (Terrence)

A native of Brooklyn, New York, 14-year-old McCullum already has a number of television credits to his name, including TNT's Golden Globe-nominated mini-series "The Wool Cap," starring William H. Macy. He has appeared the TV-Mini Series "Miracle's Boys," and as a recurring cast member on CBS' "Hack" starring David Morse. He has also starred in two MTV series, "Becoming" and "Say What Karaoke", the performance game show in which he won for his rap.

McCullum's film credits include "Parting Words" and "On the One". He has also appeared in numerous national commercials including *Optimum Online* and *Nickelodeon*, and will star in an upcoming national television advertising campaign for *Nike*, directed by Spike Lee. Most recently, McCullum starred in the independent film "God's Forgotten House." A trained dancer, he performs at New York Knicks basketball games, WNBA's New York Liberty games, City Kids Repertory Company and The First Step.

ERICA HUBBARD (Kiana)

Born in Chicago, Hubbard is an extremely versatile young actress who began her career doing voice-overs and local theater. She later went on to star in commercials for *McDonald's*, *MCI*, *Reebok* and *Sears*. In addition, she has also graced the pages of many popular magazines including *Seventeen*, *Honey*, *Ebony* and *YM* (as the 'Noxzema Girl').

While living and performing in Chicago, Hubbard had her own television show on WPWR (a UPN affiliate). Before the third season was aired, she received a Regional Emmy and also earned a 'Service to America Award' from the National Association of-Broadcasters for hosting the children/teen series "Up 'N Running." She has also made notable guest appearances on such hit shows as NBC's "ER", Fox's "Boston Public" and CBS's "Judging Amy" and "Joan of Arcadia."

Feature film credits include "Light It Up," starring Usher, the hit Paramount drama "Save the Last Dance," starring Julia Stiles and the teen comedy "A Cinderella Story," starring Hilary Duff. She has just completed "Sisterhood of the Traveling Pants" from the New York Times Best Selling Novel by Anne Brashares.

DALIA PHILLIPS (Miss Cross)

As evidenced by her star turn in Lionsgate's upcoming feature release *AKEELAH AND THE BEE*, Dalia Phillips is an actress on the rise. As Akeelah's teacher, Dalia held her own alongside Laurence Fishburne and Angela Bassett. Dalia first impressed writer/director Doug Atchison when he saw her in an actors showcase in Los Angeles. He said she stood out amongst dozens of other performers and made scripted words seem natural and unrehearsed. Born in Trinidad and raised in Philadelphia and New York, Dalia's acting experiences are as eclectic as her background. Her notable TV appearances include *The West Wing*, *NYPD Blue*, *Strong Medicine*, and *As the World Turns*. Dalia got her start on the stages of New York, appearing in numerous theatrical productions. A student of *The Groundlings* program in Los Angeles and a top graduate of *The Acting Studio* in New York, she also toured with the prestigious *Negro Ensemble Company*. After relocating to Los Angeles, she got her feet wet starring in indie films before landing a long list of national commercials. This all led up to her breakout work in the inspirational *AKEELAH AND THE BEE*, opening April 28th.

ABOUT THE FILMMAKERS

DOUG ATCHISON (Director)

Atchison has been making movies since the age of 14 and attended the USC School of Cinema-Television. He has directed over a dozen short films, including his award-winning thesis project "Ellen's Father." He works frequently as a "script-doctor" for the major studios and writes articles on the film business for national publications. Atchison has taught directing at the International Film and Television Workshops in Rockport, Maine and screenwriting at the University of LaVerne.

In 2000, *AKEELAH AND THE BEE* won the prestigious Nicholl Fellowship in Screenwriting competition, sponsored by the Academy of Motion Pictures Arts and Sciences. Past winners of the Nicholl award include Susannah Grant (*Erin Brokovich*), Mike Rich (*The Rookie*), and Ehren Krueger (*The Ring*).

Recently, Atchison adapted the novel "The Breadwinner" into a feature teleplay for ABC/Touchstone and Glenn Close. He also co-wrote the screen adaptation of Rebecca Gilman's award-winning play "Spinning into Butter" for producers Lou Pitt and Norman Twain. He is also currently adapting Kahlil Ashanti's acclaimed one-man-show "Basic Training" into a feature film with producer Barry Josephson. They will be taking the stage version of *Basic Training* to New York in early 2005.

NANCY HULT GANIS (Producer)

Hult Ganis started out as a math teacher in the inner city in Detroit and it's here that her lifelong passion and commitment to the public education system began. She then received a Bachelor's in History and a Masters in Journalism from the University of California at Berkeley. After graduate school she became a journalist for the Emmy and Peabody award-winning news and public affairs department at the PBS San Francisco station, KQED. It was here that she handled independently produced films and her first assignment was the "*Making of Raider's of the Lost Ark*," which became an Emmy-award-winning documentary special for the producer, and future husband, Sid Ganis.

From here, she helped develop the long-running PBS series, "Comedy Tonight," which launched the careers of many Bay Area comics including Dana Carvey. She also wrote and produced a special about San Francisco's Cable Cars before they were to be shut down for two years. After a stint as the assistant to Steven Spielberg, Hult Ganis returned to San Francisco and became Director of Special Projects for the CBS affiliate, KPIX and was credited with moving the station from last to first place in the ratings. During this time she was called upon to work on several independent projects and started her own production and marketing firm working with Saul Zaentz on "Amadeus," "The Unbearable Lightness of Being" and "Mosquito Coast;" Francis Coppola on "Peggy Sue Got Married" and "Garden's of Stone," then Lucasfilm on "Latino" and "Howard the Duck."

After moving to LA in the late eighties, she set up the marketing department for Carolco Pictures and handled such films as “Extreme Prejudice,” “Angel Heart” and “Punchline.” During this period she joined the Hollywood Woman’s Political Committee and co-produced the “Bells for Hope Celebration” at the Inaugural of President Bill Clinton. She worked with the Clinton’s on education issues and produced promos with Michael J. Fox for producers and directors on the importance of having educational themes in television programs and movies.

Currently, she is producing a feature-length documentary in high definition on the relevance of higher education in a democratic society; developing a feature film based on the book, “Beggar King and the Secret of Happiness”; a television reality series based on the media; and a script based on four women sojourners.

SID GANIS (Producer)

Ganis founded *Out of the Blue...Entertainment* in 1996 after a distinguished career as an executive at several major studios. The production company achieved box-office success with its first two productions: “Big Daddy,” starring Adam Sandler, and “Deuce Bigalow: Male Gigolo,” starring Rob Schneider.

Further success followed in 2002 with “Mr. Deeds,” starring Adam Sandler and “The Master of Disguise,” starring Dana Carvey. Currently, he is in pre-production on “I Dream of Jeannie,” directed by Gurinder Chadha (“Bend It like Beckham”).

As an Executive, Ganis served as Senior Vice President of Lucasfilm, Ltd., working closely with George Lucas on the production and marketing of “The Empire Strikes Back,” “Raiders Of The Lost Ark,” “Return Of The Jedi,” and “Indiana Jones And The Temple Of Doom.” He won an Emmy for producing the behind-the-scenes documentary “The Making of Raiders....”

Ganis went on to spend five years at Paramount Pictures. As President of the Motion Picture Group, he green-lit the hit film “Ghost,” which went on to become the highest-grossing film of 1990. As President of Worldwide Marketing at the studio he designed campaigns for such blockbusters as “Top Gun,” “Fatal Attraction,” “Crocodile Dundee,” and “Indiana Jones and the Last Crusade.”

Ganis then moved to Sony Pictures, and served as Vice Chairman of Columbia Pictures and President of Worldwide Marketing for Columbia/Tri-Star Motion Picture Companies. While at Sony, he developed successful and innovative marketing campaigns for “A League Of Their Own,” “A River Runs Through It,” “A Few Good Men,” “Groundhog Day,” “In The Line Of Fire,” “The Age Of Innocence,” and “The Remains Of The Day,” among others.

Ganis is President of the Academy of Motion Picture Arts and Sciences. Ganis serves on the boards of the Independent Feature Project/West, the University of California, Berkeley Art Museum/Pacific Film Archive and the San Francisco Film Society. He is married to one of the other producers of AKEELAH.

MICHAEL ROMERSA (Producer)

Romersa is a native of Southern California, with nearly forty years experience in the industry. He began his career at Warner Brothers, then moved on to Universal and Europa Film in Stockholm Sweden. In the mid 60's, he joined Jerry Lewis Films at Columbia Studios. During his tenure there he worked as Lewis' road manager for his night club and concert tours as well as Unit Production Manager on Lewis' later films. Romersa credits Lewis as a longtime friend and mentor who helped him to cultivate longstanding relationships in the industry.

In 1979 Romersa started Michael/Daniel Productions, a boutique commercial production company. After the untimely death of his partner he joined with Labatts Beer's entertainment division. There he created Reactor films with billings approaching \$100,000,000 annually.

In 2000 Romersa purchased Reactor from Labatts. He then began expanding the company, creating a feature development company and hiring Danny Llewelyn to run the division. Together with Llewelyn a partnership was formed with industry veterans Sid Ganis and Nancy Halt Ganis on *AKEELAH AND THE BEE*. This will be the first motion picture released under the Reactor Films banner with several other projects in various stages of development.

Romersa continues to helm Reactor's commercial divisions with such blue chip clients as Pepsi, GM, AT&T to name a few.

DANNY LLEWELYN (Producer)

A native of Southern California, Danny Llewelyn's induction into Hollywood began at an early age with a role in the motion picture "Gremlins". For the majority of his childhood he worked as a background extra, developing a first-hand passion for film and production. After college, he began working at Chuck Gordon's Universal-based production company *Daybreak Productions*. While at *Daybreak*, he worked on the development team producing "October Sky" and was mentored by development execs, Peter Cramer and Marc Sternberg.

After a two-year stint at *Daybreak*, Llewelyn left the development world and began working in the entertainment marketing division at *Bragman, Nyman, Cafarelli*, where he was involved in product placement and promotional campaigns for the likes of *Schieffelin and Somerset, Guinness, Levi Strauss* and *Movado Watches*.

A few years later, Llewelyn returned to the creative side of the spectrum, hitching up with commercial production exec Michael Romersa and *Reactor Films*. Hired as the head of development, Llewelyn launched a crossover, linking commercial directors to feature film and television. The first project he brought in was Nicholl Fellowship winner *AKEELAH AND THE BEE*. Through the Reactor banner, he is currently attached to several other projects set up around town.

TODD WAGNER (Executive Producer)

Todd Wagner is co-owner and Chief Executive Officer of 2929 Entertainment and founder of the Todd Wagner Foundation. Through 2929 Entertainment, Wagner and his former Broadcast.com partner, Mark Cuban, own 100% of Rysher Entertainment, Landmark Theaters, and Magnolia

Pictures Distribution, and also hold an interest in Lionsgate Entertainment. He also produces and finances movies through two production companies: 2929 Productions and HDNet Films, which produces smaller-budget movies shot exclusively in high definition.

Through its acquisition of Rysher, 2929 Entertainment owns syndication rights to television shows such as “Hogan’s Heroes,” “Lifestyles of the Rich and Famous” and “Star Search.” Landmark Theatres is the nation's largest art-house chain with 57 theaters in more than 20 cities across the U.S. Magnolia Pictures Distribution is an independent distribution company that in 2003 distributed the Academy-award nominated “Capturing the Friedmans.”

2929 Productions’ 2004 releases were “Criminal,” a co-production with George Clooney and Steven Soderbergh’s Section Eight Productions, starring John C. Reilly and “Godsend,” a co-production with Lionsgate starring Robert DeNiro, Greg Kinnear, and Rebecca Romijn. The latest release is “The Jacket,” also with Section Eight, starring Adrien Brody and Keira Knightley. “Goodnight. And Good Luck,” directed by and starring Clooney, is in production.

HDNet Films’ first release, “ENRON: The Smartest Guys in the Room,” has been officially selected at the 2005 Sundance Film Festival in the Documentary Competition. HDNet Films is in production on “Over the Mountains,” a political drama written by Joseph Castelo; “Quid Pro Quo,” a dark comedy written and directed by Carlos Brooks; and “All Fall Down,” directed by Danny Leiner.

In September 1995, he co-founded Broadcast.com and as CEO led the company to becoming the leading destination for audio and video programming on the Internet. After Broadcast.com was acquired by Yahoo! for 5.7 billion dollars in 1999, Wagner led the division as Yahoo! Broadcast until May 2000, when he declined an offer to become Yahoo!’s Chief Operating Officer to focus on his current interests. Wagner is also a significant investor in HDNet, the leading high-definition national television network co-founded by Cuban.

Wagner was recently appointed to the Board of Trustees of the American Film Institute and the TriBeCa Film Institute. He received the Trailblazer Award at the 2004 Dallas Film Festival and was named national Kappa Sigma 2003 Man of the Year for his philanthropic efforts. He has delivered speeches at dozens of business and technology conferences, has appeared on CNBC and CNN and has been profiled in leading publications including the Wall Street Journal, Fortune, New York Times, Business Week and Variety.

MARK CUBAN (Executive Producer)

In September 2001, Mark Cuban and co-founder Philip Garvin launched HDNet, the world’s first national television network broadcasting all of its programming in spectacular 1080i high-definition television (HDTV). Fueled by Cuban’s business leadership and enthusiasm, HDNet has quickly emerged as the leading provider of quality HDTV news, entertainment and sports programming.

Cuban grew up in Pittsburgh, PA and was an entrepreneur at an early age. He began with several small businesses that he launched as a teen and then put himself through Indiana University.

Soon after college, Cuban started his own computer consulting firm, MicroSolutions. By 1990 the company was grossing \$30 million a year. It was then sold to CompuServe.

In 1995, he and partner Todd Wagner co-founded Broadcast.com, an Internet service that provided streaming audio and video of live news, radio, television and sporting events. Broadcast.com then gained notoriety when it showcased events such as President Clinton's Grand Jury testimony. It eventually went public and was purchased by Yahoo in 1999, making Cuban one of the wealthiest people in the country. In January of 2000, Cuban fulfilled a dream by purchasing the Dallas Mavericks NBA franchise. His commitment to do everything in his power to improve the team has paid off, as the Mavericks finished the 2002-03 season with a franchise record 60 wins.

Today, Cuban's passion is high definition television, and he firmly believes HD is the next step in TV's evolution. His company operates two 24x7 all-HD networks, HDNet and HDNet Movies. The network features up to 20 hours of original programming each week, all produced in the highest quality 1080i HDTV format – more original high-definition programming than any other network.

Cuban has partnered once again with Todd Wagner to create 2929 Entertainment, an entertainment holding company that owns 100% of Landmark Theaters, Magnolia Pictures Distribution, and Rysher Entertainment and holds a stake in Lionsgate Entertainment. 2929 has also created 2929 Productions to produce television and theatrical releases and HDNet Films to produce high-definition movies for simultaneous release on television and in theaters.

MARC BUTAN (Executive Producer)

Marc Butan runs 2929 Productions, the film production and financing arm of Todd Wagner and Mark Cuban's 2929 Entertainment. The company is currently in pre-production on "Good Night and Good Luck", to be directed by and starring George Clooney and to be released by Warner Independent Pictures. 2929 has "The Jacket" starring Adrien Brody and Keira Knightly, released by Warner Independent Pictures in March 2005. Past films include "Godsend" starring Robert DeNiro and "Criminal" starring John C. Reilly.

2929's Entertainment's other holdings include the Landmark Theatres chain, the Rysher Entertainment film and television library (which includes "Sex and City," "Hogan's Heroes" and the films "Primal Fear" and "Kiss The Girls"), the HDNet and HDNet Movies cable channels, and the hi-def film production company HDNet Films.

Prior to joining 2929 Productions, Butan was Executive Vice President of Production at Lionsgate where he was responsible for overseeing film development and in-house film production at the studio. While at Lionsgate, Butan produced or executive-produced films including "Godsend," "Confidence," directed by James Foley and starring Edward Burns, Rachel Weisz, Andy Garcia and Dustin Hoffman, and "The Rules of Attraction" directed by Roger Avary. Butan previously served as an independent producer, making films for Miramax, Lionsgate and Samuel Goldwyn Pictures and as a media & entertainment investment banker for Kidder, Peabody & Company and Prudential Securities.

MIKE UPTON (Line Producer/UPM)

Mike Upton today is one of Hollywood's most prolific independent producers. After graduating from The University of Texas he began his career interning with *FilmDallas*, producers of such independent hits as "Da," "Kiss of the Spider Woman" and "Trip to Bountiful."

In 1987 Upton headed to Los Angeles where he worked for legendary low-budget movie producer Roger Corman, best known for his long tradition of finding and fostering new talent. Corman recognized Upton's ability and quickly tapped him to run his Venice, California studio. Soon Upton was supervising the production of twenty features per year.

In 1996 with more than sixty pictures under his belt, Upton began to produce independently. He ventured into international waters making the successful Fox Family television dramas "Au Pair" and "Au Pair 2", as well as "After the Storm" (a USA Network drama with Benjamin Bratt, which won top honors at multiple festivals including New York and City of Angels).

Other notable producing credits include "Casper: A Spirited Beginning" which became and remains the best-selling non-Disney video of all time; "Michael Jordan: An American Hero" for Fox Family Channel; "Addams Family Reunion" for Twentieth Century Fox; theatrical features "Boat Trip" with Cuba Gooding Jr. and "Down in the Valley" with Edward Norton.

In 2000 Upton began to produce for Lionsgate Entertainment on such projects as "Wonderland" with Val Kilmer and "Happy Endings" with Lisa Kudrow and the soon to be released "Undiscovered," with Ashlee Simpson. Most recently, he was co-producer of TYLER PERRY'S MADEA'S FAMILY REUNION, the sequel to the highly successful DIARY OF A MAD BLACK WOMAN.

M. DAVID MULLEN, ASC (Director of Photography)

M. David Mullen, ASC studied filmmaking and cinematography at the California Institute of the Arts (CalArts), where he received his Master's Degree. Since then, he has photographed nearly thirty independent feature films. He was nominated for the IFP Independent Spirit Award for *Best Cinematography* in 2000 for "Twin Falls Idaho" and again in 2004 for "Northfork," starring James Woods and Nick Nolte.

He has photographed a number of features in high definition video, including "Jackpot", made in 2001 and the first 24P HD feature to be released theatrically in North America. He recently updated the classic textbook *Cinematography* with original author Kris Malkiewicz, and has written a number of articles about his own work for various filmmaking magazines. In 2004, he became a member of the American Society of Cinematographers.

WARREN ALAN YOUNG (Production Designer)

Young is a graduate of the American College for the Applied Arts. A furniture designer, interior designer and photographer, Young has also worked in product development. He many roles include assistant art director on 1995's "A Thin Line between Love and Hate." As Art director he has worked on many music videos for such artists as Mic Geronimo, Queen Pen, Joe and Dru Hill. He continued with the feature "Street Corner Justus," the recent play "This Poetry Thing" and, in television, the programs "Pacific Blue," for USA Network, and "Watch Me." As Production designer, he has worked on various features including 1999's "Twin Falls Idaho," written and directed by the Polish brothers, "Full Clip," starring Busta Rhymes and "The Seat Filler," (both 2004) starring Kelly Rowland.

GLENN FARR (Editor)

Glenn Farr began his editing career working on rock 'n roll documentaries featuring The Rolling Stones, Credence Clearwater Revival and Elvis. Moving into feature films, he began as an assistant editor before graduating to the role of editor. He has worked with such notable talents as Michael Crichton, "Runaway" (1984) and "Physical Evidence" (1989), Wolfgang Peterson's "Shattered" (1991), Garry Marshall's "Nothing in Common" (1986) and Philip Kaufman's "The Right Stuff," for which Farr won the Academy Award for *Best Editing* in 1984. That same year he was nominated for an *ACE Award*. Farr's numerous other film editing credits include "Commando" (1985) starring Arnold Schwarzenegger and Wes Craven's "The Serpent & the Rainbow" (1988).

SHAREN DAVIS (Costume Designer)

Davis began her career as a costumer for "The All-nighter" in 1987. During the late eighties she worked as a costume supervisor for such features as "Tapeheads," and "Mississippi Masala," starring Denzel Washington.

Her role as costume designer began in 1992 with the Alan Rudolph's "Equinox" and soon racked up an impressive array of feature credits that included "Devil in a Blue Dress," (1995) with Denzel Washington, "Money Talks," (1997) starring Chris Tucker, "Doctor Doolittle" and "The Nutty Professor 2," both starring Eddie Murphy. In 1998 came "Rush Hour," starring Chris Tucker and Jackie Chan.

Last year, Davis was nominated for an Academy Award for *Achievement in Costume Design* for her work on the movie, "Ray," starring Jamie Foxx. Her work can next be seen in "Beauty Shop," starring Queen Latifah.

AISHA COLEY (Casting Director)

As VP, Features Casting at 20th Century Fox, Coley has been responsible for overseeing the casting of numerous features including 2004's "Johnson Family Vacation" starring Cedric the Entertainer and Vanessa Williams and 2005's "Hide and Seek," starring Robert DeNiro and Dakota Fanning.

She has been involved in many features in the roles of 'Casting Associate' and 'Additional Casting' including "Enemy Of The State," "Se7en," "Malcolm X," "Crooklyn," "Clockers" and

“Crimson Tide.” In the role of Casting Director, Coley has worked on Universal’s “Honey,” (2003) starring Jessica Alba and regularly works with Spike Lee. In particular “The 25th Hour” (2002), “Bamboozled” (2000), “Summer of Sam (1999), “He Got Game” (1998) and “Girl 6” (1996). Other projects include “Love and Basketball” (2000), starring Omar Epps and “In Too Deep” (1999), starring LL Cool J and Omar Epps.

CAST

Akeelah	KEKE PALMER
Dr. Larabee	LAURENCE FISHBURNE
Tanya	ANGELA BASSETT
Mr. Welch	CURTIS ARMSTRONG
Javier	JR VILLARREAL
Dylan	SEAN MICHAEL AFABLE
Georgia	SAHARA GAREY
Devon	LEE THOMPSON YOUNG
Terrence	JULITO McCULLUM
Kiana	ERICA HUBBARD
Derrick-T	EDDIE STEEPLES
Ms. Cross	DALIA PHILLIPS
Mr. Chiu	TZI MA
Steve	JERIS LEE POINDEXTER
Polly	SARA NIEMIETZ
Roman	GEORGE HORNEDO
Ted Saunders	CRAIG WASSON
Herself	KATIE KERWIN McCRIMMON
National Spelling Bee Head Judge	MARJORIE HARRIS
National Spelling Bee Pronouncer	JACQUES BAILLY, PH.D
Tough Girl #1	KRYSTEN LEIGH JONES
Tough Girl #2	AMIRAH HAWKINS
District Judge	JEFF MARLOW
District Pronouncer	CHLOÉ CONROY
Regional Judge	LEE GARLINGTON
Regional Pronouncer	SID GANIS
Cheating Boy	AUSTIN HERRERA DAVIS
Cheating Boy's Mom	JANET BORRUS
Akeelah's Father	WOLFGANG BODISON
Chuckie	MARCUS HAWKINS DUNGEY
Volunteer	BONITA FRIEDERICY
Mary Calveretti	CAROLINE J. SMITH
Rajeev Subramonian	NEIL SONI
Korean Grocer	JACK ONG
Reporter	LAUREN SANCHEZ
Woman on TV	FAY HAUSER
Little Girl on TV	KESHELL LUCAS
Red-Haired Girl	CORINA BOETTGER
Eighth-Grade Girl	SHYANN CHATMAN
Regional Bee Assistant Judge	TODD WAGNER
District Speller #1	BRITTANY ELIZABETH CURRAN
District Speller #2	ALEXANDRA RIEGER
Regional Speller #1	ERIC DON
Regional Speller #2	JULIA KELLEHER
Regional Speller #3	ZAC GARDNER
"Sacciform" Speller	JOHN A. AUSICK
"Scutellate" Speller	MADDY KLOSS
"Longicollis" Speller	MASON GREEN
"Ginglymus" Speller	JESSY J. HWANG
"Empennage" Speller	BIPLAB PANDA
"Souchong" Speller	ALEXANDER CHRISTIAN STEPHANS

"Intussusception" Speller
"Engastrimythic" Speller
"Escharotic" Speller
"Flocculation" Speller
Boy in Wheelchair
Driver
Postman

KATIE L. BROWN
JOHN OXENREITER
KATIE OLSON
JASON ORTENBERG
LANCE NORLING
JMEKA CHERREL
KAHLIL ASHANTI

END CREDITS

Unit Production Manager

MIKE UPTON

First Assistant Director	RODNEY ALLEN HOOKS
Key Second Assistant Director	DAVID RIEBEL
Executive in Charge of Production	DONNA SLOAN
Associate Producers	MICHAEL JOHNSON DALIA PHILLIPS
Production Supervisor	JENNIFER L. BOOTH
Additional Editing	MARK CZYZEWSKI
A-Camera Operator	JOHN RADZIK
First Assistant Camera	THEO PINGARELLI
Second Assistant Camera	DAVID MUN
Film Loader	STEPHEN WHITCOMB
B-Camera Operator	CHRISTOPHER MOSIO
First Assistant B Camera	KEITH EISBERG
Second Assistant B Camera	MARCUS LOPEZ
Still Photographer	SAEED ADYANI
Script Supervisor	JAN McWILLIAMS
Sound Mixer	MATTHEW NICOLAY, C.A.S.
Boom Operator	STACEY A. WASHER
Cable Person	GERARD VERNICE
Key Grip	BRAD HEINER
Best Boy Grip	RICK YOUNG
Dolly Grip	JAMES "KEEPER" AULD
Grips	DENISE BRADY JORDAN GARRETSON STEPHEN K. JAMES MATT MINKE ROBERT MYERS NOAH PETER ALEXANDER SALAZAR DERON TSE JOSEPH M. BARNO BRIAN CHRISTIE
Gaffer	RICH PAISLEY
Best Boy Electric	ROBERT MURPHY
Electricians	ERIC S. ADAMSON COOPER DONALDSON TIM HEDGECOCK TOMMY HUBBARD JOHN T. LEONETTI JOSHUA LEE HUBER
Art Director	SHELLEY A. WALLACE
Set Designer	ALICIA MACCARONE
Set Decorator	JULIEANN GETMAN
Leadman	GREG SANGER

Set Dressers	NELSON BUSH DOUGLAS McKAY GRANT SAWYER EFRÉN PÉREZ BUDDY RAY REYNOLDS-MAICHEL SALVADOR VALLE KEN PETERSON
Drapers	LAWRENCE D. LIRA ABRAHAM VORSTER
On Set Dressers	JOHN WARNER SHAN KELLY
Greensman Art Department Coordinator	JOSE A. SAENZ ALYSIA D. ALLEN
Property Master Assistant Property Master Assistant Props	KATHLEEN KASINGER F. MATTHEW FURGINSON CHELA FIORINI
Propmakers	MATTHEW D. EGAN JASON DOCK HARRELL OSWALDO ROJAS
Laborers	CRILL HANSEN LONNIE HANSEN MARQUIS SMITH
Construction Coordinator	ROBERT "CASS" McENTEE
Painters	KRISTIE E. MOORE-BIALUSKI CHARLES KERN LESLIE LAWSON MICHAEL RYAN
Art Department Production Assistants	ROXANNE BROOKS RICHARD J. DAY JR. MARK FINER JOCELYN MARSH ANGELA SIMPSON SHERMAN TOY
Costume Supervisor Assistant Designer Costumers	RIKI LIN SABUSAWA ROBIN WEST YVONNE BASTIDOS CHERYL CRAVEDI META MOÏSE JODIE STERN
Department Head Makeup Key Makeup	EDNA M. SHEEN GIGI WILLIAMS LINDA COWAN
Department Head Hairstylist Assistant Hair	KENNETH WALKER FAY KELLY ERMA KENT
Location Manager Assistant Location Managers	ANDY KEETER CRAIG N. SIMMONS

	RICHARD DiPATRI
Transportation Coordinator Transportation Captains	GENO HART KIRK HUSTON ANGEL DE SANTI NATHAN HARDCASTLE TONY BARATTINI ROD BRODIE JOE COSENTINO AUDREY FITZGERALD WILLIAM GARDNER JOHN PELLEGRINO ADAM PINKSTAFF JOE ROSE STEVE WEIBLE H. DAVID WILSON WAYNE FLOWERS LEO LANDA DASH HART ESTEBAN MUÑOZ
Transportation Dispatcher Drivers	
Genny Operator Mechanic	
Production Coordinator Assistant Production Coordinator	JULES CARIDEO DONALD E. WYGAL JR. JENNY DeARMITT BRYANT CHENG JOSH "HOLDEN" HUME
Office Production Assistants	
Second Second Assistant Director Additional Assistant Director Set Production Assistants	MARVIN J. WILLIAMS JR. ANNE CARROLL SHADEE ARDALAN JASON M. COX LYMAN RICHARDSON JEFF SAVILLE
Production Accountant First Assistant Accountant Payroll Accountant	CYNTHIA GATES FUJIKAWA MARY JANE AMATO JAMES M. ARNOLD
Assistant to Michael Paseornek Assistant to Donna Sloan Assistant to Sid Ganis Assistant to Michael Romersa & Danny Llewelyn Assistant to Mike Upton Assistant to Marc Butan Assistant to Helen Sugland Assistant to Laurence Fishburne Assistant to Angela Bassett Assistant to Jay Faires	BREE BAILEY DANIEL MacARTHUR CARLO EUGSTER ROBERT NATTER DOROTTYA HEGEDUS-LUM ROBYN HEATH AUDREY KENDRICK LELAND JAY ANDERSON TRACY JACKSON MICHELLE PULLMAN
Cast Assistants	KERI ANN MOORHOUSE RICKY MENDEZ CHRISTOPHER MARLON DANIELLE MANA
Studio Teacher	JO ANN M. SMITH POLLY BUSINGER

Technical Advisor	JACQUES BAILLY, PH.D
Dialogue Coach	ELAINE HALL KATZ
Caterer Chef	ROBERT WEISMAN JOSE LOPEZ NERY LOPEZ
Craft Service Second Craft Service	KEVIN PICKETT KEITH C. PICKETT
Medic	SUSAN BANNOUT
Set Security	JAMES ROSS
Clearance Supervisor	LISA GOODING
Rights & Clearances	ENTERTAINMENT CLEARANCES, INC. LAURA SEVIER CASSANDRA BARBOUR
Unit Publicist Assistant EPK	JULIE POLKES LISA NG JEFF LIEBERMAN
Casting Assistants	BENITA ELLIOTT ROBYN MITCHELL EVE STREGER LAMESE WILLIAMS
Extras Casting	PRIME CASTING BIG CROWDS

Additional Photography

Unit Production Manager Production Supervisor	JOE GENIER LISA LOONEY
First Assistant Director	CHAD ROSEN
Second Unit Director of Photography Assistant to Christopher Mosio	CHRISTOPHER MOSIO KEITH ICEBERG
Additional Photographer First Assistant Camera Second Assistant Camera	STEVEN DOUGLAS SMITH JEFFREY R. CLARK JARROD OSWALD
Key Grip	MANNY DURAN
Production Assistants	DANIELLE MANA TODD MCCORMICK MICHAEL S. STRANGE
Driver	LUIS MATA

Post Production

First Assistant Editor	MARK CZYZEWSKI
Post Production Supervisor	CARL PEDREGAL
Post Production Coordinator	MARK W. McCOY
Post Production Assistant	JENNY CHO
Sound Design & Editorial by Supervising Sound Editor/Sound Designer	DANETRACKS, INC. ROLAND N. THAI, M.P.S.E.
Supervising Dialogue Editor	JAMES MORIOKA
Supervising ADR Editor	FRED STAFFORD
Sound Effects Editor	GREGORY HEDGEPTH, M.P.S.E.
First Assistant Sound Editor	NANCY BARKER
ADR Mixer	ERIC THOMPSON, C.S.A.F.
ADR Recordist	CHRIS NAVARRO
Foley Artists	LAURA MACIAS VINCE NICASTRO
Foley Mixer	SHAWN KENNELLY
Foley Editor	MELISSA PILLMEAR
Re-Recording Mixer	KEN S. POLK, C.A.S.
Additional Re-Recording Mixers	EZRA DWECK LANCE BROWN
Recordist	BARBARA McCART
Sound Editorial Coordinator	MATT HEDGES
Dolby Engineer	JAMES WRIGHT
ADR Voice Casting	BARBARA HARRIS
ADR Cast	KIMBERLY BAILEY CARLYLE KING ANDREA BAKER LANAI CHAPMAN KHANYA MKHIZE CARLOS LA CAMARA JEFFREY TODD FISCHER JOHN LA FAYETTE TERENCE MATTHEW TINASHE KACHINGWE KYRSTEN LEIGH JONES PAIGE HURD COURTNEY BURNES JESSIE FLOWER ASHLYN ROSE KATELYN KOWALICK KAYLA HENRY MISCHON RATLIFF TERRENCE HARDY KENDRE BERRY AXEL ALBA

ZACK SHADA
AUSTIN MARQUES
KEVIN DAVIDSON
CODY KLOP
AJ NOEL
DENZEL WHITAKER

AVID Editing Systems provided by ELECTRIC PICTURE SOLUTIONS, INC.

Main title by PIC
PAMELA GREEN
JARIK VAN SLUIJS
GARY HEBERT

Opticals, VFX, Previews and End Titles by MODERN VIDEOFILM, INC.

Colorist	SUE GATES
IQ Artist	JOHN SCHEER
VFX Producer	ANDREW MIDGLEY
Inferno Artist	SHELLY DUTCHER
	MARK INTRAVARTOLO
VP Feature Post	PAT REPOLA

VFX by XY&Z VISUAL EFFECTS

Visual Effects Supervisor	MIKE UGUCCIONI
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Video Projection Equipment Provided by AMERICAN HI DEFINITION, INC

Prints by TECHNICOLOR

Color Timer	DAVID ORR
Lab Contact	JOSH MOORE

Stock Footage supplied by GETTY IMAGES

Telecine	ENTERTAINMENT POST MARTHA SAVELIO
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Negative Cutter	NEGATIVE PEOPLE, INC.
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Post Production Accountants	EMILY RICE LIAM HEARNE
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For LIONSGATE

Sr. VP, Production Creative Executive Supervisor of Production Manager of Production	JOHN SACCHI JONATHAN RUIZ CURTIS A. MILLER ROSEMARY LARA
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Executive Vice President, Business & Legal Affairs	ROBERT MELNIK
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Vice President, Business & Legal Affairs Business & Legal Affairs Coordinator Business & Legal Affairs Contract Administrator	CHARLYN WARE AMANDA SHAMIS AMBER N. ROY SAMAR SEPEHRI
Co-President of Film Marketing Co-President of Film Marketing Supervisor, Assets and Production Publicity Digital Asset Management	TIM PALEN SARAH GREENBERG YON ELVIRA JIM BARTOO
President of Music Music Consultant Music Legal	JAY FAIRES TRICIA HOLLOWAY EVELYN J. PAGLINAWAN KEVIN KOLOFF

For 2929 Productions

2929 Counsel	P. JOHN BURKE AKIN GUMP STRAUSS HAUER & FELD LLP DOUGLAS B. McCLURE DIANA HORWICH
2929 Business Affairs Assistant to Doug McClure	
Camera Cranes & Dollies by Lighting and Grip Equipment Provided by	JL FISHER PASKAL LIGHTING
Insurance Provided by	AON / ALBERT G. RUBEN INSURANCE SERVICES, INC. BRIAN KINGMAN
Completion Guaranty Provided by	INTERNATIONAL FILM GUARANTORS
Camera Cranes & Dollies	CHAPMAN / LEONARD STUDIO EQUIPMENT, INC.
Music Supervisor Music Clearance Music Coordinator Music Assistant	JOEL C. HIGH JEANNE FAY REBECCA RIENKS MOLLIE B. CASEY
Music Composed and Conducted by Score Recorded and Mixed by Electronic Programming by	AARON ZIGMAN MICHAEL STERN JESSE VOCCIA MATEO LABORIEL JOHNNY CARUSO EDUARDO PONS DOMENECH
Supervising Music Editor Music Editor	
Music Consultant	SAM ZEINES for CLOCKWIRK MUSIC

"EL INDIO Y EL VAQUERO "
Written by Xocoyotzin Herrera

Performed by Francisco Javier González & José Zuñiga
Courtesy of LMS Records/Latin Music Specialists

"THE HUSTLE PT. III "

Written by J. Green and M. Perretta
Performed by Planet Asia
Courtesy of Battle Axe Records

"DAY BY DAY "

Written by S. Jones
Performed by Stephanie Jones
Courtesy of Stephanie Jones

"ANTHRAX ISLAND "

Written by S. Bunting, K. Hendriks and W. Plischke
Performed by Swollen Members
Courtesy of Battle Axe Records

"NOT IN YOUR VIDEO"

Written by Lauren Palmer, Loreal Palmer and Sharon Palmer
Performed by Loreal Palmer

"RUBBERBAND MAN"

Written by Thomas Bell and Linda Creed
Performed by The Spinners
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Music Group Film & TV Licensing

"EFFERVESCENT"

Written by Bootsy Collins
Performed by Bootsy Collins
Courtesy of Bootzilla Productions Inc.

"RESPECT"

Written by Otis Redding
Performed by Aretha Franklin
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Music Group Film & TV Licensing

"WHATEVER IT TAKES "

Written by Patrice Germain
Performed by Frankie
Courtesy of Lovecat Music
By arrangement with Ocean Park Music Group

"LESTER HAYES "

Written by L. Daumont and X. Mosley
Performed by Lateef & The Chief
Courtesy of Quannum Projects
By special arrangement with Bank Robber Music & Zync Music

"WAKE UP EVERYBODY "

Written by Victor Leon Carstarphen, Gene McFadden and John Whitehead
Performed by Harold Melvin and the Blue Notes
Courtesy of Epic Records
By arrangement with SONY BMG MUSIC ENTERTAINMENT

"EVERYTHING "

Written by Ben Harper
Performed by Ben Harper
Courtesy of Virgin Records
Under License from EMI Film & Television Music

"DEFINITION OF LOVE"

Written by James Harris, III, Terry Lewis and James Q. Wright
Performed by Deborah Cox
Additional vocals by KeKe Palmer, Michelle Williams, Shalea Frazier, & A Place Called Home Choir
Produced by Jimmy Jam, Terry Lewis & James "Big Jim" Wright for Flyte Tyme Productions, Inc.

"LET YOUR BABY GO"

Written by Jamey Jaz and Rhona Bennett
Performed by Erica Rivera
Courtesy of Music Line/Atlantic Recording Corporation

"PROUD"

Written by Heather Small and Peter Vettese
Performed by Heather Small
Courtesy of SONY BMG MUSIC ENTERTAINMENT (U.K.) LIMITED

SOUNDTRACK AVAILABLE ON LIONSGATE

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Mr. Fishburne dedicates his performance to his daughter
Montana

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ATARI INTERACTIVE, INC.

BLUE NOTE RECORDS

HASBRO GAMES

SCRABBLE BOARD GAME

LANGERS JUICE COMPANY

LOS ANGELES SENTINEL, INC.
A PLACE CALLED HOME
PROFESSOR RICHARD YARBOROUGH, DEPARTMENT OF ENGLISH
UNIVERSITY OF CALIFORNIA, LOS ANGELES
THE DON AND GEE NICHOLL FELLOWSHIPS IN SCREENWRITING
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ALEX GRAVES

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