

# ANNAPOLIS

## ABOUT THE PRODUCTION

*“You ain’t good enough” — Midshipman Lt. Cole*  
*“I’m not quitting” — Jake Huard, Annapolis Plebe*

It’s known as one of the toughest institutions in America—a home for the best and brightest who are driven to serve their country and a training facility where only the strongest survive. It’s a rarified world that, by necessity, makes or breaks tomorrow’s heroes. And for local Maryland kid Jake Huard, the United States Naval Academy at Annapolis has been a lifelong dream he never thought could come true. Only now that it has, he is about to realize that his battle to become the man he always wanted to be is only just beginning.

Jake (JAMES FRANCO) was raised to believe his future lay as a laborer in the Annapolis shipyards—like everyone else in his family before him. But to his disbelief, Jake has defied the odds and become one of the rare few accepted to Annapolis along with some of the most elite young men and women in the country. When he arrives, his dream soon looks like it might turn into a nightmare. As a freshman “plebe,” Jake is immediately thrown into a pressure-cooker atmosphere that threatens to be his undoing. Just as it seems Jake could become another Annapolis statistic, he takes one last shot at proving his potential. He meets an unlikely ally in his beautiful, stunningly strong military superior, Ali (JORDANA BREWSTER), who also happens to secretly be a skilled boxing trainer. Jake decides to train for the legendary Navy boxing competition, a creator of future leaders known as the Brigade Championships. Now, there remains only one thing standing between Jake and the triumph he needs—the steel-jawed company commander, Midshipman Lt. Cole (TYRESE GIBSON).

Everything Jake has ever hoped for stands in the balance—the chance to make his father proud, the chance to stand up for his fellow plebes and, most of all, the opportunity to fight for a better future.

From Touchstone Pictures comes an exhilarating story from a world where heroes are born and legends are made, ANNAPOLIS. Directed by critically acclaimed newcomer Justin Lin (the indie Sundance hit “Better Luck Tomorrow”) and written by Dave Collard, the film stars James Franco, Tyrese Gibson, Jordana Brewster, Donnie Wahlberg, Chi McBride and Vicellous Shannon. The producers are Damien Saccani and Mark Vahradian. Steve Nicolaides is the executive producer.

## WELCOME TO ANNAPOLIS

Each year approximately 50,000 hopeful young men and women apply to enter the venerated 160-year-old U.S. Naval Academy at Annapolis. Of that number, only a very special 1,200 are accepted—and of those lucky few, even fewer will go on to survive the Academy’s notoriously relentless path of discipline and devotion to become the leaders,

heroes and elite of the United States military. Annapolis might very well be at the top of America's most intense collegiate atmospheres—filled with the most heightened ambitions, hopes, dreams, rivalries and hungers—and, for screenwriter Dave Collard, it made for a fascinating place to set an uplifting drama about an outcast townie and his battle to become the leader of which he has always dreamed.

Collard was inspired to write ANNAPOLIS when his friend, producer Damien Saccani, showed him an article from a 2001 *Sports Illustrated* about the Naval Academy's legendary Brigade Championships—perhaps the world's only boxing tournament that has included world-famous astronauts and admirals as competitors. Started in 1942, the Brigade Championships have become celebrated for bringing out the heart, grit and fortitude of young sailors and for creating unexpected heroes. After immersing himself in the rarely observed world of Annapolis, Collard was ready to write.

“With ANNAPOLIS, we saw a great opportunity to tell a coming-of-age story and a classic underdog tale from inside this world that demands so much of young leaders,” says Collard. “The story of Jake Huard is about a kid who comes from the wrong side of the tracks and who arrives at a place where he secretly feels he can't measure up. But instead of quitting, he finds it within himself to not only survive Annapolis but to triumph there.”

Adds Damien Saccani: “I think what really excited us both about the story is that it was about something everyone in life has to deal with—this process of overcoming the biggest obstacles and figuring out what your true reasons are for getting out of bed in the morning, what walls you're going to have to tear down to move forward in life and what you are going to believe in. That's what Jake goes through in ANNAPOLIS.”

Collard and Saccani brought the idea to Mark Vahradian, then an executive at Disney, who was also drawn to the concept. “I liked the idea of combining the extreme difficulty of surviving the Academy with the suspense and excitement of sports competition,” Vahradian says. “There's a real metaphor there about the difficulty of life, about the simple notion that when you get knocked down, you have to get back up and come back stronger.”

After Vahradian began developing the project, executive producer Steve Nicolaidis—who has long been interested in the theme of young men in transition, having produced the acclaimed films “Boyz N the Hood” and “School of Rock,” among others—joined the team. “It was the kind of story that I personally love,” he says, “a story about a young kid wrestling with his own soul over whether he should stick with the crowd or really become his own kind of person. I think it's important to tell honest, compelling stories about how difficult some choices really are in life—and this story does that.”

Right off the starting block, the filmmakers decided to go in a fresh direction with the script by bringing aboard promising young talent Justin Lin as director. Lin had recently come to the fore with his critically praised film “Better Luck Tomorrow,” a micro-budget indie about Asian-American high school students that became a runaway hit at the Sundance Film Festival. Deftly exploring issues of race and class inside a compelling group of characters, “Better Luck Tomorrow” had several journalists naming Lin as one of America's most exciting emerging young directors. The producers knew that choosing Lin to direct a major feature film was a leap of faith but one they felt was worth taking.

When Lin read ANNAPOLIS, he knew he had found the material he had been seeking for his second feature film—one that appealed to his affinity for the rich dramatic themes of indie films, even if it was a much bigger Hollywood feature. He immediately saw the film as being about far more than simply the rigors of the Naval Academy or the thrill of athletic competition.

“I was looking for a picture with themes I was passionate about and issues I wanted to explore,” says the director. “The thing about ANNAPOLIS that I thought had so much potential and that I really liked as soon as I read it is that it is ultimately about the whole idea of self-definition. *How do we define ourselves?* This is the question at the heart of Jake’s story—whether he is going to be defined by other people’s perspectives or whether he is going to decide for himself who he is and start to believe in his own strength.”

He continues: “I think that’s something that anyone can relate to—no matter if you’re working class or middle class or where you come from. There’s something really universal about that search for who you are and how to live your life in the best possible way, and I think it’s something that has become increasingly challenging in today’s world, so it’s a great subject for a movie.”

Steve Nicolaides was impressed with Lin’s sophisticated approach right away. “Great story-telling starts with passion, enthusiasm and the desire to do a story justice, and that’s what Justin Lin brought to the table,” the executive producer observes. “He was very clear with his story-telling instincts and very clear about the performances he wanted. He might be a newcomer, but he more often seemed like a seasoned veteran and we knew the film was in good hands.”

One of the first things Lin did to get closer to the characters in the film was take a long trip to Annapolis and the Naval Academy. “It’s a fascinating place and I truly have come to love its ideals,” he says. “The fact that they’re trying to make mature leaders out of these young boys and girls is something very inspiring. But of course, ANNAPOLIS isn’t really about the Naval Academy—it’s about Jake’s journey. It’s about a young man figuring out who he is and what he is really about.”

**THE PLEBE:**  
**JAMES FRANCO PORTRAYS UNLIKELY**  
**ANNAPOLIS FRESHMAN JAKE HUARD**

Growing up in the shadow of the Naval Academy, local Annapolis kid Jake Huard always saw it as something larger than life, a far-off dream that was for other people from better backgrounds. Then he beat the odds and found a way in. He may have worked incredibly hard to get accepted, but when he arrives, everything he thought he knew about being tough and not quitting is challenged in ways he never could have imagined. Jake now has to find his way as a lowly “plebe” who must prove himself worthy of respect by earning every last inch of it. Just as Jake seems ready to give up, his life takes an unexpected turn as he discovers his talent as a fighter and then, more importantly, the inner strength he didn’t know he had.

To take Jake through this complete transformation—from a brash loner kid to a strong and respected leader—the filmmakers of ANNAPOLIS quickly found themselves sure that the rising young actor James Franco was their man. Franco first came to the fore

in his starring role in the hit television series “Freaks and Geeks,” then went on to sizzle playing screen idol James Dean in a TNT made-for-television movie and, more recently, took on the role of Spider-Man’s best friend, opposite Tobey Maguire, in the massive hits “Spider-Man” and “Spider-Man 2.” His mixture of visceral physicality and strong dramatic skills seemed to sum up the unique needs for the role.

“James Franco was at the very top of the list of people I wanted to work with,” comments director Justin Lin. “He’s a truly talented young actor who sets the bar very high, and I love working with people like that. He created a very dedicated tone for the rest of the cast to follow. And it wasn’t an easy task in front of him—training incredibly hard for several months to become believable as a midshipman and a champion boxer in the making. James really went all out.”

Adds producer Mark Vahradian: “James manages the amazing task of being both an Everyman and a completely unique character at the same time—as well as becoming someone you really want to root for.”

Franco was completely taken with the character and his path to figuring out his potential. “Jake’s story is about someone with great drive who has to overcome big obstacles to become a better person,” he explains. “In the beginning Jake is a very headstrong, self-willed kind of guy who tries to do it all on his own and doesn’t trust anyone. But through his experiences at Annapolis, he begins to see the bigger picture and he starts to see how he can really be somebody in this world.”

There was also another draw for Franco. “You don’t often come across roles that are about decent, heroic people, so when I found this one, I knew I had to jump on it,” he says.

Once he was cast, Franco immediately set to work—first delving into research and then throwing himself into an intense regimen of physical training. He read several memoirs about military life and then repeatedly visited the Naval Academy for a more personal experience—observing Induction Day, the Herndon Monument Climb and graduation, among other hallowed traditions. He also spent long hours talking to midshipmen about life inside the famed Academy.

“I needed to learn everything I could about the military, about the Naval Academy, about what it’s really like,” Franco notes. “It’s very different from my own university experience. These are guys who already have a lot of mental and physical strength—but they still have to figure out how to use it.”

Arriving in Annapolis, he found himself in a world unlike any other. “It was impressive,” he says. “These kids have entered into a very disciplined atmosphere, and that takes a certain kind of inner strength that now I knew I needed to find for Jake. I found that what I churned up in the research started to bring Jake much more to life. Things started clicking that helped me to understand the nuances of his personality.”

While wrapping himself mentally and emotionally around Jake’s inner struggles, Franco was also undergoing an equally powerful physical transformation. Coming off the medieval epic “Tristan & Isolde,” with its intricate sword work, he was already in good physical shape. But good physical shape is not anywhere near enough for boxers, who are widely considered to be among the fittest and most intensively trained athletes in the world. “Boxing involves completely different muscles and a lot more endurance than sword fighting, which I quickly realized!” laughs Franco.

Franco needed a mentor and he found one in Macka Foley, the gravel-voiced, take-no-prisoners veteran boxing trainer and ex-fighter who hails from Hollywood's old-fashioned, sweat-fueled Wild Card Gym. Foley was skeptical that a fresh-faced actor would be able to survive his kind of real-life training methods, but he was soon shocked by Franco's work ethic and lightning-speed accomplishments.

"Right from the beginning James Franco worked harder than any fighter I've worked with," muses Foley. "He worked just like a champion. And he picked it up, man, he really picked it up! James came to me completely blank as far as boxing is concerned, but he took whatever I fed him right into his consciousness and ran with it in amazing ways."

To get in as much sparring practice as possible, Franco also trained with Liberian flyweight Sammy "Toy" Stewart, known for his deft speed. Franco's brutal daily workout, which began each morning at 4 a.m., included rounds of sit-ups, push-ups, speed bag, heavy bag and jump rope—and soon the results were obvious. Recalls Foley: "His body transformed. He was just a skinny kid when I got him, but then he was all cut up and could do 300 push-ups. If I could get half the fighters I train to work this hard, I might be in the Hall of Fame one day."

For Franco, learning step-by-step how to box with a fearless, visceral realism was key to revealing how Jake changes on the inside. "I think the fights in the film represent the three stages of Jake's development," Franco summarizes. "In the first one, he's very headstrong, a wild kind of brawler without much skill or discipline. By the second one, he's still very willful but he's got a bit more spirit, he can take more. But then he really develops his skills and his tenacity and his devotion, and he is a different person in the ring as well as outside of it by that third fight. And it was very important to get that across, in the physical as well as the emotional, so that the audience can feel him changing."

**THE NEMESIS:**  
**TYRESE GIBSON PLAYS THE RELENTLESS**  
**COMPANY COMMANDER MIDSHIPMAN LT. COLE**

Standing between Jake Huard and his hopes of making it at Annapolis is the elder classman, ex-Marine and impenetrably tough boxing champion Midshipman Lt. Cole, played by platinum-record-earning R&B artist and rising actor Tyrese Gibson. From the beginning, director Justin Lin saw Cole as a vital character to the drama of ANNAPOLIS. "I wanted Cole to be three-dimensional, to not just be playing off against Jake but to have a reason and a philosophy behind everything that he does," he explains. "Cole's someone who's seen a lot of things and he considers most of the other people at Annapolis as not up to his standards. But in a way, Jake and Cole are very similar—and underneath the conflict, Cole begins to really see that Jake has the potential to be a leader."

Lin was thrilled that Tyrese Gibson, who was most recently seen in John Singleton's "Four Brothers," was able to bring all the many subtleties he envisioned to the role. "Tyrese is so charismatic that whenever you watch him on camera, you're always thinking about why he's doing what he's doing. He was a really interesting actor to work with, and he had such great interaction with James Franco that it really helped to set up

their complicated relationship in a very believable and ultimately moving way,” says the director.

As soon as he won the role, Gibson found himself wanting to get deeper into Cole’s psychology. “I wanted to get into that state of mind of being the company commander, really get a sense of what’s behind his swagger,” says Gibson. “I don’t consider myself a Method actor, but I tried to stay in character from day one, especially around the actors playing the plebes, to keep that relationship going.”

Gibson realized that Cole’s relentless treatment of Jake comes out of Cole’s ability to see what Jake can’t seem to see in himself. “The bigger picture is that Cole knows that he isn’t going to be in his position forever, and he needs to find someone to fill his shoes,” the actor explains. “He sees that Jake can do it—that he can be the next fighter to win it all, that he can rise to be a great company commander, but he also knows that Jake has to stop hanging his head and step up to the plate. Cole makes it his responsibility to bring the best out of him, whatever that takes.”

Gibson also had to step up to the plate, training not only to become a highly disciplined midshipman, but also a nearly invincible boxer. Like James Franco, he spent a lot of time at the Naval Academy in preparation. “It’s one thing to read about the atmosphere at the Academy and another to really live it,” he says. “I met a real company commander and learned how you wear your shirt, how you walk properly, how you poke your chest out and how to really do it. I wanted to feel like we were accurately representing the people who truly are training to do this for a living.”

On the physical side, Gibson had his work cut out for him. He had just gained 45 pounds for his previous role in “Flight of the Phoenix” and now had to lose it to get down to a lean, mean fighting weight. The intense training—which included sessions with Macka Foley at the Wild Card Gym—took its toll but paid off in the end.

“Every physical change my body could possibly go through, I went through. I got shin splints, my wrist was hurting because I was hitting the wrong way and at first I couldn’t go more than 45 seconds in the ring,” he admits. “But that all changed fast and I was truly able to understand the confidence that comes with being a great boxer like Lt. Cole.”

### **THE TRAINER:**

### **JORDANA BREWSTER PORTRAYS THE FEMALE MIDSHIPMAN ALI**

When things start to go awry for Jake Huard at Annapolis, he finds help in a most unusual place—in his attractive and tough military superior, Ali. As a freshman plebe, Jake is forbidden to date, but that doesn’t stop Ali from getting under his skin in the most profound way possible, by pushing him harder than he knew he could be pushed as she helps him train for the Brigade Championships.

Justin Lin saw Ali as bringing much more to the story than just a romantic spark and he sought an actress who could bring multiple dimensions to his strong female role. He found what he was looking for in Jordana Brewster, a 2003 graduate of Yale who is best known for her co-starring role in the hit thriller “The Fast and the Furious.” Says Lin of his first impression: “When Jordana first came in, I immediately loved her presence. I mean, aside from the fact that she is incredibly gorgeous, she is also impressively smart and gives off this sense of someone who is always trying to better herself. She just

seemed so much like Ali, and we quickly developed a trust in one another from which we were able to really explore the subtext of the character.”

He continues: “It was a very exciting process working with Jordana on Ali, who I think is someone who could be defined as a beautiful girl who, inside herself, feels that’s not enough. She’s really looking for who she is and there are a lot of parallels between her and Jake.”

After reading the screenplay, Brewster instantly wanted to go all out for the role. “Ali is a strong, diligent, smart girl who, in her second year at the Academy, is really coming into her own. I knew that would be a lot of fun to play,” says the actress.

It was also a considerable challenge, as Brewster was dropped into a highly regimented and demanding world unlike anything she had previously known. She notes: “I went to an all-girl high school and then I started working at age 15, so I never had that much interaction with guys, and all of a sudden, I was thrown in with them in this setting of military boxing!”

Brewster rose to the occasion, taking field trips to Annapolis like her fellow cast members—where she concentrated on talking to young women about their experiences—and training every day in the boxing gym. The Naval Academy was a revelation to her. “They’re so meticulous at the Academy in terms of how you sit, how you eat, how you walk, how you stand, how you respond, that you can’t really ever relax,” she says. “But it’s also amazing to see how devoted people are to what they are doing.”

Brewster also had a chance to see women taking on commanding roles. “I learned that you have to be really tough, but you also don’t want to seem like a girl who’s trying to overcompensate. To be a leader, you have to learn to make it feel very authentic,” she comments.

Also helping to build Brewster’s confidence as a leader was her boxing training with Macka Foley. Foley was quite impressed with the actress’ resolve. “Girls can actually be easier to train because guys are more set in their ways,” he observes. “Jordana came to the table completely ready to work, and after a while, she started to really look good.”

The one place Ali is finally able to let her guard down is with Jake—and Brewster especially enjoyed collaborating with James Franco in forging their subtle, but increasingly close, relationship. “James is an incredibly hard worker,” she says. “He’s generous as an actor and also as a person, so he made the whole experience even more interesting.”

Observes producer Damien Saccani: “There was great chemistry there between James and Jordana. It was wonderful to see these two actors really evolving into their roles.”

### **THE COMPANY:** **CASTING THE ANNAPOLIS ENSEMBLE**

Joining with James Franco, Tyrese Gibson and Jordana Brewster in bringing ANNAPOLIS to life is a youthful cast of dynamic actors who devoted themselves to portraying life in the Academy with humor, charisma and human complexity.

At the heart of Jake’s journey is the influence of Lt. Commander Burton, the officer who gives Jake an unexpected chance to enter the Academy and then inspires him to take one last shot at proving he has what it takes to become a leader. Justin Lin immediately thought of Donnie Wahlberg, the former-teen-pop-sensation-turned-actor and one of the

stars of acclaimed WW II-era series “Band of Brothers,” for the key role. “The thing that’s really great about Donnie is that you get the feeling that he’s really lived life, that he’s seen things from different angles—and this is what we wanted for Commander Burton,” says Lin. “He brings a lot of soul to the character.”

“Commander Burton is there to remind Jake what it takes to make it through the Academy,” comments Wahlberg. “He went to bat for this kid and now he doesn’t want to be wrong. He’s worried that Jake isn’t going to make it, but he’s not willing to give up on him. One of the lessons he helps to teach Jake is that he has to learn to trust the people around him and let them trust him.”

Wahlberg had already gone through military training for “Band of Brothers,” but the boxing he had to learn for his one scene in the ring in ANNAPOLIS was something entirely new. “That was a whole ’nother thing,” laughs Wahlberg. “I had to really make a commitment to get as good at it as I could and step up my game. But it was very humbling. I now would say boxing is about the most demanding thing physically you could ever do.”

Fight choreographer Nick Powell was especially impressed with the results of Wahlberg’s training. “Donnie’s done a phenomenal job,” he says. “He put as much work into this one small scene as most people would put into a big, final fight, and it makes it that much more exciting.”

One of the film’s most colorful characters is Jake’s roommate, Marcus Nance, the plebe dubbed “Twins”—a comic reference to his excess weight—played by another rising young star, Vicellous Shannon. While the rest of the principal cast were sweating up a storm in boxing training, Vicellous was doing the opposite—working hard to gain the pounds he would need to get into Twins’ form of “shape.” In six weeks, he completely undid his body, which had its difficulties.

“Just putting on weight like that does something to you mentally,” he admits. “You get depressed. You get mood swings. Your back hurts. But I think Marcus’ struggle is one we can all identify with. He’s someone who just wants to please everyone, who really needs that acceptance, who has the heart and soul of a peacemaker. I really wanted to take on that challenge because I’ve never played a character like him before.”

Justin Lin was especially moved by Shannon’s performance. “I think Twins is the soul of the movie,” says the director. “He’s not only a friend and a mentor, but he also embodies a lot of the same things that Jake is going through. He is the one who is able to help Jake open up, and at the same time, Jake is able to help him. And Vicellous was amazing because he brought so much depth to the role. He’s the kind of actor who, when he smiles, there’s not just one emotion going on. He’s got a lot of layers.”

Rounding out the cast are Chi McBride as the inspirational Coach McNally; Roger Fan—who worked with Justin Lin in “Better Luck Tomorrow”—as the meticulous, perfection-seeking plebe Loo; Jim Parrack as Jake’s lifelong friend and shipyard welder AJ; Katie Hein as Risa, the sole female plebe in Echo Company; McCaleb Burnett as Whittaker, the upperclassman who serves as Cole’s enforcer; and Wilmer Calderon as the sharp-tongued Estrada, who provides comic relief among the plebes.

Says Justin Lin: “I’ve always been fascinated by group dynamics, so part of what drew me to ANNAPOLIS was this great range of different characters from different backgrounds. To find so many wonderful actors willing to commit themselves to really crafting these characters was a great opportunity.”

## **THE TRAINING:** **THE CAST HUNKER DOWN IN BOOT CAMP AND AT THE BOXING GYM**

With the cast assembled, they were now shipped off, just like a brand-new bunch of military recruits, for hard-core training. This took place at a special boot camp designed and overseen by retired Marine Captain Scott D. Carson, a graduate of Annapolis, class of 1991—who helped to drill the actors in the rules, rituals and lifestyles at the Naval Academy. Carson not only worked with the cast in developing their roles, he was also consulted on wardrobe, props, production design and set decoration, helping to ensure as much authenticity as possible throughout every aspect of the production.

Carson's two weeks of boot camp focused on both the main cast as well as the numerous extras and included marching drills, calisthenics, rifle work and obstacle courses, concentrating on the core basics that make life in a military academy so tough and so unique. "Most of it was to mold them together as a group more than anything else," he explains. "That's the whole idea behind the training of plebes in the first place—to get them to come together as a team and collectively work together. I tried to get that mind-set going with the cast as much as I could."

The actors agree that the plan, challenging as it was at times, worked incredibly well. "From the minute we started training, we started learning how to really work together," says Roger Fan, who plays Loo. "I remember there was a big change the day we all got our hair cut. We'd already been training for a week, but when we got our hair cut, we just looked at each other and there was this instant recognition of a strong bond. We saw that we were all in this together."

Comments James Franco: "The boot camp really helped us to catch all the nuances of protocol and behavior at the Academy. It was great because it helped everyone to feel more motivated, more like a team and more completely immersed in the environment of the story."

Watching the actors so hard at work convinced Justin Lin that the boot camp was invaluable. "Going through the boot camp with all the actors and extras was an incredible experience for me," he says. "Everyone was so dedicated and to see all these talented people come in and just go for it was quite an inspiration. It seemed to solidify the experience for us all."

Even while the demanding boot camp was in session, many of the actors were also spending the early morning and late evening hours in brutal training for their boxing performances. For Justin Lin, the boxing scenes were a key part of telling the story of Jake Huard's transformation, and he wanted them to be full of the excitement and dynamism of real college sports.

"I grew up playing a lot of basketball and I just love sports," he comments. "The thing I love about them, and something that I wanted to be very much a part of this movie, is that, in life, you can trash-talk all you want but as soon as you step onto the court—or, in Jake's case, into the ring—you are who you are and there's no hiding it. So we took a lot of care in creating the boxing scenes."

In addition to sending James Franco, Tyrese Gibson, Jordana Brewster, Donnie Wahlberg and others to the boxing trainers at Wild Card Gym, the filmmakers utilized the services of renowned fight choreographer Nick Powell, who last worked with Russell

Crowe and Ron Howard to re-create the classic boxing matches seen in “Cinderella Man.” For ANNAPOLIS, Powell spent weeks working with the film’s young actor to coordinate up-to-500-move modern boxing sequences in the ring. One of the biggest difficulties was in getting the fights to look real without any danger to the stars. “For example, in the fight between Jake and AJ, James Franco and Jim Parrack made contact but they did it with great control,” explains Powell. “James and Jim had rehearsed so much, they were able to hit each other without any damage.”

Says Damien Saccani: “Nick Powell, has created some of the best fight sequences in cinema, so we were thrilled to have him. You would not believe the amount of training and choreography that went into our six days of fight sequences. Nick worked so hard and so patiently with James and Tyrese, it was amazing. Asking actors to go out there and risk getting hurt is a lot—but these guys were willing to sacrifice and showed tremendous dedication.”

### **ENTERING ANNAPOLIS: RE-CREATING THE ESSENCE OF THE ACADEMY THROUGH DESIGN**

In developing the look of ANNAPOLIS, Justin Lin wanted to be innovative, but he also didn’t want to be seen as a fledgling filmmaker pursuing style over substance. Instead, Lin says he looked for ways to use style in service to the substance of the story. “As a young filmmaker, I love stylized film, but from the writing to the production design to the camera work to the editing, what I really wanted to bring forward in ANNAPOLIS is a sense of honesty and sincerity,” he explains. “So I’ve used what I call ‘restrained style.’ The idea is that I never want the style of the film to be fronting or showing off. The authenticity and sincerity have to come first.”

Authenticity was especially important to the work of production designer Patti Podesta, best known for her work in the backwards thriller “Memento,” who was faced with the unique challenge of creating the rarely seen world of Annapolis as accurately as possible—without access to the real thing.

Because they were unable to shoot at the Naval Academy itself, the filmmakers hunted for a plausible stand-in. After a considerable search across the Northeast, they found what they were looking for at Philadelphia’s Girard College, built in the 19th century as a school for indigent boys and featuring stately granite, marble and limestone structures on a park-like campus that offered many similarities to Annapolis in a far more contained environment.

Says Podesta: “I really wanted to find somewhere that had the essence of Annapolis, with all the white limestone and not the red brick that you see at almost all the other colleges in this part of the country. When we found Girard College, it was just fantastic. They haven’t replaced any of the period details, so it really rings true. It was a great backdrop and we then built several monuments similar to what exists at Annapolis and placed them around the Girard campus.”

Adds producer Mark Vahradian: “Girard was not only a match, in some ways it was better than shooting at the Academy. It had the same kind of ambience, stature and solidity but it offered better angles to shoot from and a lot more flexibility in terms of what we could do there.”

And yet Podesta also had to rely on her imagination, especially in creating the Annapolis shipyards that don't really exist. "We are taking a bit of license with the ship-building facility, but it is such a great metaphor for people's desires and dreams—the building of these huge ships. So I tried to carry some of that quality through to the other locations and sets. I wanted them to have a very pristine yet slightly magical quality, because I feel like the story is most of all about people's dreams."

Locations around the rest of Philadelphia proved equally useful. The Annapolis Obstacle Course was constructed in beautiful and historical Pennypack Park; the Academy Gate was erected at the edge of the city's famous Washington Square Park; and the Bingorama in north Philly served as the location for the boxing ring, which ultimately co-existed alongside shopping carts full of red, green and gold bingo cards. The Naval Business Center in the southern part of the city housed a soundstage where several sets were built, including interiors of Jake's home, the plebe's dorm room, the Echo Company passageway and a hospital room. Memorial Hall in Fairmount Park was the company's base for the interior locker room and the boxing gym.

The Brigade Championships were shot at one of the sports world's most beloved venues: Philadelphia's Legendary Blue Horizon, the world-famous boxing arena, which has hosted some 30 world championships and is the last of its kind in the United States. In 1999, *The Ring* magazine named the Blue Horizon the best place to watch a fight in the world, beating out such venues as Madison Square Garden and every arena in Las Vegas and Atlantic City. Famous for its lack of air-conditioning and its primal, rustic nature, the building currently houses a non-profit organization run by fight promoter Vernoca Michael.

Says Patty Podesta: "The Blue Horizon stands in for the Field House, which is the culmination of Jake's journey. We chose each of the fight locations to enhance the sense of his making a transformation through each bout. It's pretty funky. Then we get to the Annapolis boxing gym, which we patterned after the real boxing gym at the Naval Academy. And then finally we get to the final boxing event, for which we used Legendary Blue Horizon. It's a truly dreamy kind of place. Justin wanted it to have that intense atmosphere like the old Madison Square Garden, and I think we got pretty close."

Outside of Philadelphia, locations for ANNAPOLIS included the Whitehorse Tavern in National Park, New Jersey, which stood in for Sir Frankie's, the bar where Jake and his shipyard pals hang out; Princeton University's Blair Hall which stood in for the Academy's Memorial Hall; and Princeton's DeNunzio swimming pool, which was used for plebe instruction.

Collaborating closely on the film's overall design with Podesta was costume designer Gloria Gresham, who previously garnered military experience with the hit drama "A Few Good Men" and knew what it would take to outfit a whole academy. After carefully researching the various outfits worn at the Academy by men and women of all ranks, Gresham had her work cut out for her. "There are many uniforms that are specific to the Academy that aren't regular Navy. We bought some things but had to have a good deal of it manufactured," she explains. Gresham collected actual garments and pored over photographs to make sure her re-creations were impressively real.

Many of the Academy's outfits feature challenging details—especially the dreaded shirt stays, that Gresham referred to as "garters." "The hardware is the same as that on a ladies' garter belt," she laughs. "One end attaches to the tail of the shirt, and then it goes

down to the socks and attaches there, and it keeps the whole uniform taut in front. All the plebes have to wear them, much to their chagrin.”

Another challenge for Gresham was refitting some of the cast’s clothing as their bodies changed during boot camp and boxing training!

In contrast to the crisp, starched Academy clothing, Gresham also created much less meticulous looks for Jake’s blue-collar, ship-building friends in town. She also had a lot of fun working with the boxing outfits, which shift as Jake gets closer and closer to the Brigade Championships. “The boxing look goes from scruffy and threadbare at the beginning to a very polished look at the Brigades. Then, you’ve got the satin robe with a hood and the Everlast shorts. It’s all very bright, navy and gold, very exciting,” says Gresham.

Pulling together the overall visual look of the film is director of photography Phil Abraham, who is best known for his work on more than two dozen episodes of HBO’s beloved Mafia family series, “The Sopranos.” Early on, Abraham sat down with Lin to discuss their approach, especially to the boxing sequences. “We wanted to create a look that would reflect the emotional intensity of Jake Huard,” Abraham explains, “and to create a sense of development that occurs in each of the boxing scenes.”

The boxing scenes build to a climax in the final fight, where Abraham utilized an eclectic mix of cinematographic tools, merging classic dolly movies with Steadicam and handheld work, to capture the visceral excitement. Shooting in the Legendary Blue Horizon added to the atmosphere.

“There is a kind of old-fashioned, old-school feeling to the boxing ring at the Legendary Blue Horizon, so to counter that, we did a lot of hand-held work with a 50-degree shutter in the ring,” Abraham explains. “It has a much more immediate feeling and is very dramatic juxtaposed with the more lyrical look on the outside.”

Although this is Abraham’s first major feature film, the producers were impressed with his innovative work in and out of the boxing ring. It was a theme that repeated itself throughout the film. “We had a lot of unproven talent in this film and we specifically chose them to give them a shot,” says Mark Vahradian. “It’s been a group of people with raw talent and incredible enthusiasm, and that’s what has really defined the movie.” Adds Damien Saccani: “The bottom line was passion. Everyone in the cast and crew came with this amazing passion and attitude of really believing in this story we were making—and hopefully that shows.”

### **A BRIEF HISTORY OF ANNAPOLIS AND THE BRIGADE CHAMPIONSHIPS**

- America’s very first naval school was established in 1845 at the Army post known then as Fort Severn in Annapolis, Maryland, at the behest of Secretary of the Navy George Bancroft.
- The first class of 50 midshipmen was taught by seven professors in fields ranging from mathematics and philosophy to navigation and gunnery.
- In 1850, the school was officially sanctioned as the United States Naval Academy and became a four-year program with additional training on ships each summer—

a format that is still followed today. The original class of 50 students was expanded to 4,000.

- During the Civil War, the three upper classes immediately were ordered to sea, and the Academy was temporarily moved to Newport, Rhode Island, returning to Annapolis in 1865.
- In 1865, boxing became part of the Academy's curriculum.
- In 1933, Congress authorized the Naval Academy to begin issuing bachelor of science degrees.
- The first Brigade Championship began in 1942, starting a tradition that has continued for seven decades.
- In 1976, the Naval Academy began admitting women as midshipmen. Today, women form about 14 percent of entering plebes.
- In 2004, Maia Molina-Schaefer became the first woman to compete in and win the Brigade Championship.
- The motto of the Naval Academy is *ex scientia tridens* which means "from knowledge comes the trident," or "from knowledge comes sea power."
- Among famous graduates of the Naval Academy are President Jimmy Carter, Senator John McCain, presidential candidate H. Ross Perot, NFL Hall of Fame Quarterback Roger Staubach and NBA All Star center David Robinson.
- Among famous champions of the Brigade Championships are former Secretary of the Navy James Webb, retired Rear Admiral Thomas Lynch and retired Major General Charles Bolden, an astronaut.

### **ABOUT THE CAST**

**JAMES FRANCO** (Jake Huard) received a Golden Globe<sup>®</sup> Award for his critically acclaimed performance in the title role of the TNT film "James Dean," directed by Mark Rydell. His portrayal of Dean also earned him an Emmy<sup>®</sup> nomination as well as a Screen Actors Guild Award<sup>®</sup> nomination. He has played Harry Osborn in both "Spider-Man" and "Spider-Man 2" and will next reprise the role in "Spider-Man 3," directed by Sam Raimi.

Franco stars in the upcoming period adventure "Flyboys" and in the new release "Tristan & Isolde." He appeared in Robert Altman's "The Company," opposite Neve Campbell, and in John Dahl's "The Great Raid," with Benjamin Bratt. He starred in Nicolas Cage's directorial debut, "Sonny," as well as in "City by the Sea," opposite Robert DeNiro, directed by Michael Caton-Jones. Franco's other film credits include the

Martin Scorsese-produced film “Deuces Wild,” “Whatever It Takes” and “Never Been Kissed.” On television, Franco starred in NBC’s critically acclaimed series “Freaks and Geeks.” He has also written, directed and starred in several short plays: “Fool’s Gold” and “The Ape” which have been adapted to film, and “Good Time Max,” which he is currently in the process of filming.

**TYRESE GIBSON** (Cole) was born and raised in Watts, California, a section of South Central Los Angeles. Gibson discovered a love of music at an early age and released his self-titled debut album at the age of 19. Soon after, he received a 2000 American Music Award for Favorite New R&B Artist. In addition to his music career, Gibson has found success in both acting and modeling, appearing in numerous television series and commercials, including an exclusive contract with Guess.

He made his motion-picture debut as the star of John Singleton’s “Baby Boy” and was nominated for an Image Award as Outstanding Actor in a Motion Picture for his lead role as Jody Summers. He again worked with director Singleton on “2 Fast 2 Furious,” playing Roman Pearce. He most recently was seen in “Flight of the Phoenix” and Singleton’s “Four Brothers,” with Mark Wahlberg and Andre Benjamin. He will next be seen in Vondie Curtis-Hall’s “Waist Deep.”

Tyrese is the founder of the Watts Foundation, an organization created to better his hometown and provide opportunities to its children.

**JORDANA BREWSTER** (Ali) was recently seen in “Nearing Grace,” an indie film adapted from Scott Sommer’s novel *Nearing’s Grace*, which premiered at the Los Angeles Film Festival in July. Earlier this year, Jordana was seen in the Sundance 2004 hit “D.E.B.S.,” based on Angela Robinson’s comedy short, which was released by Samuel Goldwyn Films in March 2005.

Prior to that, Jordana starred in Universal Pictures’ box-office hit “The Fast and the Furious,” for director Rob Cohen. She also starred in “The Invisible Circus,” for director Adam Brooks. The film, which premiered at Sundance 2001, also starred Cameron Diaz, Blythe Danner and Christopher Eccleston. Jordana also starred as Delilah in the science-fiction thriller “The Faculty,” for director Robert Rodriguez and Miramax’s Dimension Films. She received critical praise for her work in the highly rated NBC miniseries “The Sixties.”

Jordana sharpened her acting skills on the daytime drama “As the World Turns.” She divided her time between high school and her role as Nikki Munson on the Emmy® award-winning series.

Jordana took some time off after “The Fast and the Furious” to complete her degree at Yale University. She graduated in 2003. She has lived in Brazil, England and New York.

Currently, Jordana is filming the prequel to “The Texas Chainsaw Massacre” in Austin, Texas, for director Jonathan Liebesman and New Line.

**DONNIE WAHLBERG** (Lt. Cmdr. Burton) is a native of Boston and became a pop star in his teens as part of the multi-platinum group New Kids on the Block. In 1996, Wahlberg began focusing full-time on his acting career, debuting in a small role in “Bullet,” with Mickey Rourke and Tupac Shakur. This led to the co-starring role as one of the kidnapping gang in Ron Howard’s thriller “Ransom,” with Mel Gibson. Other

credits include the independent "Southie" and his dramatic turn in M. Night Shyamalan's "The Sixth Sense." On television, he starred in the network series "Boomtown" and in the acclaimed HBO miniseries "Band of Brothers." Most recently, Wahlberg starred in the blockbuster hit "Saw II" and will next be seen in the 2006 releases of the indie "Marilyn Hotchkiss' Ballroom Dancing and Charm School" and "Silence" for Universal.

**VICELLOUS SHANNON** (Twins) played the pivotal role of Lesra Martin in "The Hurricane," directed by Norman Jewison and co-starring Denzel Washington as the boxer Rubin "Hurricane" Carter who was wrongly accused and then convicted of murder. Shannon has also appeared on screen in "Hart's War," "Can't Hardly Wait," "D2: The Mighty Ducks" and "Senseless." His extensive television credits include recurring roles on "24" and "JAG," co-starring roles in the telefilms "Semper Fi," "Freedom Song" and "David and Lisa." He has also guest-starred on "House," "Cold Case," "The Shield," "The Guardian," "Without a Trace," "Judging Amy," "Touched by an Angel," "Party of Five," "Chicago Hope," "Picket Fences" and "NYPD Blue."

**ROGER FAN** (Loo) has been impressing audiences with his range and versatility since his remarkable one-two punch at the 2002 Sundance Film Festival. While co-starring as the charismatic and manipulative Daric Loo in Justin Lin's breakout indie feature "Better Luck Tomorrow," Fan also starred in, co-produced and co-wrote the racy 17-minute short subject "The Quest for Length," one of the surprise hits of the festival.

Born in Baltimore and raised in Southern California, Fan graduated from Brown University with a degree in Economics. He initially worked on Wall Street and in San Francisco as a financial consultant, but found time to create inspiration and excitement in local theatre. Gifted with a natural ability to perform and a uniquely handsome, leading-man style, Fan incorporated his love of the performing arts with his entrepreneurial flair and quickly parlayed them into a successful film and television career, leaving the financial world behind.

Fan accumulated an extensive background in theater and has performed in various classic and contemporary productions in Europe and the United States. His most recent stage credits include "Solve for X," "Terminus Americana" and "Texas" with the award-winning Lodestone Theatre Ensemble and "Performance Anxiety" with San Diego's AART. He has also appeared in plays at Theatre 40, Playhouse West, East West Players and Exile's Theatre Ltd. in Ireland.

He made his feature-film debut in "Rush Hour" and co-starred as Chris Kattan's FBI partner in the Disney/Touchstone comedy "Corky Romano." Fan recently appeared in "D.E.B.S.," starring Jordana Brewster, and the Farrelly Bros.' film "Stuck on You." Among his numerous television credits are roles on "ER," "Frasier," "Party of Five," "News Radio," "Arli\$\$," etc.

Today, Roger Fan is one of the industry's most interesting and exciting young actors, redefining the leading-man aesthetic through a wide variety of projects and roles on film and on stage. Rave reviews from critics such as Roger Ebert, Richard Roeper, Peter Travers and Elvis Mitchell have pointed out that Roger Fan is a "charismatic and fearless actor" with a limitless future.

**McCALEB BURNETT** (Whitaker) graduated from Brown University with a degree in English and American Literature and went on to receive an M.F.A. in acting from NYU Graduate School. As an undergraduate at Brown, he appeared in 36 plays, preparing him for professional stage work in New York and Los Angeles. Alternating with recurring roles and guest appearances on television, he has earned consistently glowing reviews for his stage work, including the role of Tommy Boatwright in the successful spring 2004 revival of Larry Kramer's "The Normal Heart," directed by David Esbjornson. He also played the role of Jonathan in Charles L. Mee's "Wintertime," directed by David Schweizer at Princeton's McCarter Theater, and Nick in David Eldridge's "Under the Blue Sky," directed by Gil Cates at the Geffen Playhouse in Los Angeles. He is currently starring in "Hanging Alice" in Los Angeles. His television credits include a co-starring role in the series "Citizen Banes," with James Cromwell and Arye Gross, and a recurring role in "Philly," with Kim Delaney. Burnett's first feature, the indie "Graduation Day," directed by Matt Cade, was released in 2003.

**WILMER CALDERON** (Estrada) will be seen in "Unknown," from the Weinstein Company (released April), and the soon-to-be-released "Venice Underground" (Lions Gate). Previous film credits include Wes Craven's "Cursed" and "The Walking Dead." Calderon's television credits include a recurring role in the TV series "Second Noah" and MOWs such as "Summer of Fear," "Love's Deadly Triangle" and "The Texas Cadet Murder." He has had notable television guest appearances on "Veronica Mars," "The Shield," "CSI: Miami," "24," "NYPD Blue," "ER" and "Profiler."

Calderon is active on stage and has appeared in such plays as Miguel Puig's Pulitzer Prize-winning play "Kiss of the Spider Woman" and James McLure's "Private Wars" at the Actors Circle Theatre, where he studied with mentor Arthur Mendoza.

Calderon was born in Santurce, Puerto Rico. He moved to Brandon, Florida, near Tampa, at the age of two. He learned to speak Spanish at home from his parents and English from watching "Sesame Street." At the age of five, he started playing baseball, a year-round sport in Florida; it quickly became his major preoccupation throughout his school years. During his senior year in high school, Wilmer set a single-season record for stolen bases. In his spare time, Calderon appeared in several school plays and eventually had to choose between a career in baseball or giving a full-time commitment to acting. His instant success with acting made the choice for him, and he hasn't stopped since. Calderon resides in Los Angeles and is *the* "actor's actor" to watch out for this year.

**CHI McBRIDE** (McNally) has most recently been seen on screen in the roller-skating drama "Roll Bounce," in "I, Robot," directed by Alex Proyas, and in Steven Spielberg's "Terminal." He is perhaps most widely known for his role as Principal Steven Harper on David Kelley's TV series "Boston Public," which ran from 2000 to 2004. In 2003, he appeared in four features: "Narc," "Paid in Full," "Cradle 2 the Grave" and "Undercover Brother." McBride's other film credits include "Gone in 60 Seconds," "The Kid," "The Frighteners," "Hoodlum," "Mercury Rising" and "What's Love Got to Do With It." He played the wisecracking, philosophical janitor on "The John Larroquette Show," starred in the cable film "Tang" and played Bundini Brown in the telefilm "Muhammad Ali: King of the World." On the stage, McBride performed as eight different characters in "Nagataki Sake," which was directed by Robert Downey, Sr.

## **ABOUT THE FILMMAKERS**

**JUSTIN LIN**'s (Director) solo directorial debut, the critically acclaimed "Better Luck Tomorrow," premiered at the 2002 Sundance Film Festival, garnering a nomination for the Grand Jury Prize. At the 2004 Independent Spirit Awards, "Better Luck Tomorrow," which he co-wrote, co-produced and edited, was honored with a John Cassavetes Award nomination.

The film went on to make box-office history as the highest-grossing (per-screen average) opening-weekend film for Paramount Classics/MTV Films when it was released in April 2003. Renowned film critics, including Ebert and Roeper, listed "Better Luck Tomorrow" as one of the top five films of the year.

Justin Lin's second solo feature is ANNAPOLIS. He is currently in production for Universal on the third installment of the "Fast and the Furious" franchise to be released in June 2006. He is also attached to direct "Strangers," which Vertigo Entertainment is producing for Focus Features, as well as the Vertigo Entertainment/Universal Pictures' film "Oldboy," a remake of a Korean-language action thriller. In addition, he is independently developing "Crickets," a bittersweet drama, as his next feature film.

Born in Taipei, Taiwan, and raised in Southern California, Lin was recently named one of *Variety*'s "Top 10 Filmmakers to Watch." In July 2003, Lin was named the "It Auteur" on *Entertainment Weekly*'s annual "It List," citing the 100 Most Creative People in the entertainment industry. He holds a B.A. and an M.F.A. in film directing from the UCLA School of Film and Television, where he began writing, directing and producing numerous award-winning short films.

Early in his career, Lin served as the Production Coordinator of the Media Arts Center for the Japanese American National Museum in Los Angeles. During his tenure there, he created several educational television pilots and documentaries, such as "Passing Through," which was featured on PBS. His multimedia projects at the Japanese American National Museum include "J-Town Rhapsody," an eight-screen video installation, which received several awards, including the Crystal Communicator Award of Excellence.

More recently, Justin Lin established Trailing Johnson Productions, his own production company, which has already completed "Spotlighting," a documentary about a long-running Las Vegas lounge act that is soon to be broadcast on national television. Trailing Johnson Productions is presently in the midst of developing several new film and television projects, including "Finishing the Game," a satirical feature set in the recent past.

**MARK VAHRADIAN** (Producer) worked as an executive at Disney for eight years prior to becoming an independent producer. While at Disney, he was the executive on two widely acclaimed sports dramas, "Remember the Titans" and "Miracle." A graduate of Duke University and UCLA Law School, Vahradian is currently a producer with Jerry Weintraub Productions at Warner Bros.

**DAMIEN SACCANI** (Producer) recently left his post at Universal Pictures for a first-look producing deal at Disney. At Universal, he oversaw production of Sam Mendes' "Jarhead," starring Jake Gyllenhaal and Jamie Foxx; Joss Whedon's "Serenity"; "Breach," written and directed by Billy Ray; David O. Russell's "God's Gift," starring Vince Vaughn; and the animated feature "Curious George," featuring the voices of Will Ferrell and Drew Barrymore. ANNAPOLIS was an original idea that Saccani sold to Mark Vahradian when he was a studio executive at Touchstone Pictures. Prior to that, Saccani had a first-look deal as a producer at Universal Pictures. He developed and executive produced "Out of Time," directed by Carl Franklin and starring Denzel Washington. He developed "Elf" with writer David Berenbaum and served as executive producer on "Catch That Kid," directed by Bart Freundlich.

Saccani began his career at Universal, where he worked under Vice-Chairman Mary Parent on Ridley Scott's "Gladiator," Ron Howard's "The Grinch," Frank Oz's "Bowfinger" and Ang Lee's "Ride With the Devil." Saccani attended Middlebury College (with ANNAPOLIS screenwriter Dave Collard) and graduated with a double major in Psychology and Political Science.

**GYM HINDERER** (Co-Producer) worked with producer Mark Vahradian on "10 Things I Hate About You" and producer Damien Saccani on "Catch That Kid." Originally from St. Louis, Hinderer's other feature credits include "Confessions of a Dangerous Mind," "Death to Smoochy," "Cats & Dogs," "Space Cowboys," "Panic" and "The Astronaut's Wife."

**STEVE NICOLAIDES** (Executive Producer) most recently served as executive producer on "The Forgotten," directed by Joe Ruben, and prior to that, he executive produced the hit feature "School of Rock," directed by Richard Linklater. His other credits include Richard Benjamin's "Marci X," John Singleton's remake of "Shaft," Ulu Grosbard's "The Deep End of the Ocean," Andrew Scheinman's "Little Big League" and "It Takes Two," directed by David Beard. He was the producer on "Buddy," for director Caroline Thompson; "A Boy Called Hate," for Mitch Marcus; and on "Poetic Justice" and "Boyz N the Hood," for John Singleton. He served as co-producer of "A Few Good Men," "Misery" and "When Harry Met Sally" for director Rob Reiner. His associate producer credits include "The Princess Bride," also for Reiner.

Nicolaides served as production manager on over 25 TV films as well as features, including "The Sure Thing" and "Stand by Me," also with Rob Reiner. His television credits include producer on "Berlin Tunnel 21" and associate producer on "Will There Really Be a Morning?"

**DAVE COLLARD**'s (Screenwriter) first produced screenplay was the 2003 release "Out of Time," directed by Carl Franklin and starring Denzel Washington. Born in Buffalo, Collard grew up outside of Boston in the suburb of Wellesley. After Middlebury College in Vermont, he went to Los Angeles and worked odd jobs in order to keep a roof over his head. He finally got a break working as a writer's assistant and then as a writer on the TV series "Family Guy." After two seasons, he was fortunate enough to sell "Out of Time" as a spec script and then sold ANNAPOLIS to Disney.

**PHIL ABRAHAM** (Director of Photography) was cinematographer on over 40 episodes of HBO's hit phenomenon "The Sopranos" and has been twice nominated for an Emmy® for his cinematography on that show. He also served as director of photography on the Showtime/PBS production of "Our Town," directed by James Naughton and starring Paul Newman. Abraham has numerous documentaries to his credit, including Martin Scorsese's "Il Mio Viaggio In Italia," "Great Projects: The Building of America," Alan Berliner's "Nobody's Business" and "Scratch the Surface."

**PATTI PODESTA** (Production Designer) most recently designed "Bobby," for Emilio Estevez with an ensemble cast, including Anthony Hopkins, Sharon Stone and Elijah Wood. Podesta's spare, moody design for the original and critically acclaimed film "Memento," directed by Christopher Nolan, put her on the map. She earned early notice for two films with director Greg Araki, "Nowhere" and "Splendor." Other recent work includes "The Chumscrubber," for director Arie Posin, and "Spin," for James Redford; previously she designed "Splitsville" and "Scorched."

Podesta brings to her work an extensive career as a fine artist. Her experimental video works have been screened at museums and festivals in the United States and Europe and have been recognized with numerous awards, including three grants from the National Endowment for the Arts. Podesta began her work in the movie business doing title sequence, most notably "Bound," and served as an Assistant Art Director on such films as "Honey I Blew Up the Kid" and "A Dangerous Woman."

**GLORIA GRESHAM** (Costume Designer) comes to ANNAPOLIS with experience from several military films, including "A Few Good Men" and "Rules of Engagement." This is her first collaboration with director Justin Lin and her fourth with producer Steve Nicolaides.

The designer, whose work is held in high esteem by her directors has reteamed 10 times with director Barry Levinson, in films including "Envy," "Bandits," "Liberty Heights," "Sphere," "Sleepers," "Disclosure," "Avalon," for which she was nominated for an Academy Award®, "The Natural," "Tin Men" and "Diner." For Rob Reiner, she has designed costumes for "Ghosts of Mississippi," "The American President," "North," "A Few Good Men," "Misery" and "When Harry Met Sally." She was responsible for the costumes on three of director Ivan Reitman's pictures: "Twins," "Ghostbusters II" and "Kindergarten Cop."

Her other feature-film credits include: "The Last Shot," "The Hunted," "Boys on the Side," "The Kid," "Six Days Seven Nights," "Last Action Hero," "Beethoven," "The War of the Roses," "Midnight Run," "Outrageous Fortune," "8 Million Ways to Die," "Fletch," "Footloose" and "Urban Cowboy."

**FRED RASKIN** (Editor) previously worked with Justin Lin as the additional editor on Lin's 2003 high school crime drama "Better Luck Tomorrow" for MTV Films. Raskin, a graduate of NYU's Tisch School of the Arts, began his career in the cutting room, working as an assistant editor to Dylan Tichenor ("Boogie Nights") and Sally Menke ("Kill Bill") before taking on the tasks of additional editor on Paul Thomas

Anderson's 2002 romantic comedy "Punch-Drunk Love," for Revolution Studios. Raskin is currently editing Lin's "The Fast and the Furious: Tokyo Drift," for Universal Pictures.

**BRIAN TYLER** (Composer) is an accomplished and award-winning composer, classical conductor and songwriter. He got his start in music at a young age learning piano, drums and guitar and toured extensively through his teens and early 20s, playing in concert halls around the world. He most recently scored "The Greatest Game Ever Played," for director Bill Paxton; as well as the hit thriller "Constantine," starring Keanu Reeves; "The Hunted," starring Tommy Lee Jones for Academy Award<sup>®</sup>-winning director William Friedkin; "Timeline," based on the novel by Michael Crichton, for director Richard Donner.

Tyler's score for Bill Paxton's "Frailty" won the World Soundtrack Award in 2002, while his best-selling score for "Children of Dune" reached number four on the Amazon.com best-seller charts as well as winning a BSO Spirit Film Music Award for Best Score of the Year in 2003.

He also composed music for the 2004 Olympics and was nominated for an Emmy<sup>®</sup> award for his score to "Last Call," starring Jeremy Irons and Sissy Spacek, chronicling the life of F. Scott Fitzgerald. His score for "Godsend," starring Robert DeNiro, and the number-one box-office horror film "Darkness Falls" (winner of The BSO Spirit Thriller Score of the Year 2003) have received raves from magazines such as *Music from the Movies*, which called Tyler "the hottest young composer in Hollywood," while *Film Score Monthly* named Tyler as "the future of film scoring" on the cover of its May 2004 issue. Tyler entered the business by scoring successful independent films such as "Six-String Samurai" and "Bubba Ho-tep." He also composed the score for "Star Trek: Enterprise" and the critically acclaimed "Panic," starring William H. Macy and Donald Sutherland. Other credits include "Paparazzi," produced by Mel Gibson, as well as the science-fiction thriller "The Final Cut," starring Robin Williams and Jim Caviezel. Tyler is a graduate of UCLA and Harvard University and was greatly inspired by his Academy Award<sup>®</sup>-winning art director grandfather Walter Tyler ("The Ten Commandments").

**NICK POWELL** (Stunt Coordinator) choreographed all the boxing matches in ANNAPOLIS. Powell is one of the most highly regarded stunt coordinators and second unit action directors in the industry. He was the creator of the fight sequences in Ron Howard's "Cinderella Man" with Russell Crowe, and Ed Zwick's "The Last Samurai," with Tom Cruise, and he designed and directed the action sequences for "The Bourne Identity," directed by Doug Liman and starring Matt Damon. Powell's other credits include the upcoming "Tristan & Isolde," starring James Franco and directed by Kevin Reynolds. He was the fight master on "Gladiator" and sword master on "The Mummy" and "Braveheart."

**MACKA FOLEY** (Boxing Trainer/Referee) trained James Franco, Tyrese Gibson, Donnie Wahlberg, Roger Fan, McCaleb Burnett and several of the other actors in ANNAPOLIS, all of whom had never boxed before. Foley logged over 68 professional fights in his career, but figures he's made more money in the bit parts he's had in movies such as "Ghost" and television appearances on "Parker Lewis Can't Lose" and "The

Drew Carey Show.” He can be seen in ANNAPOLIS as the referee of the Jake/AJ fight that opens the film.

A trainer at Freddie Roach’s Wild Card Gym in Hollywood, where he trains professional boxers, actors and amateurs—real estate brokers, car salesmen, cops, school kids and more than a couple of women—Foley likes to stay out of the spotlight and spends most of his days in the gym as a mitt man.

**SCOTT D. CARSON** (Technical Advisor/Commandant) graduated from the U.S. Naval Academy in 1991 and was commissioned a Second Lt. in the Marine Corps. Having played safety on the Navy football team, after graduation he spent four months on temporary duty assignment at the Academy coaching football. He then went to the basic school at Quantico, where he spent a total of nine months, six in basic and three training as an infantry officer. After he graduated from both schools, his first duty station was at Camp Pendleton, California, which was like going home, since he grew up in San Diego. With 2nd Battalion 5th Marines for two years, Carson did one deployment to Somalia. He didn’t go into Rwanda, but was involved in the extraction of American citizens out of that war-ravaged country. He then got orders for Parris Island, where he spent three years teaching recruits as a series and company commander. Carson retired from the Marine Corps in 1997. He can be seen in ANNAPOLIS in the role of the Brigade Commander.

Information contained within as of January 11, 2006.