

FOX SEARCHLIGHT PICTURES Presents

A MICHAEL LONDON Production

SIDEWAYS

**PAUL GIAMATTI THOMAS HADEN
CHURCH VIRGINIA MADSEN SANDRA
OH**

Directed byALEXANDER PAYNE
Screenplay byALEXANDER PAYNE & JIM TAYLOR
Based on the Novel byREX PICKETT
Produced byMICHAEL LONDON
Co-Producer.....GEORGE PARRA
Director of PhotographyPHEDON PAPAMICHAEL, ASC
Production Designer.....JANE ANN STEWART
Film Editor.....KEVIN TENT, A.C.E.
Costume DesignerWENDY CHUCK
Music Supervisor.....DONDI BASTONE
Music byROLFE KENT

Rated R, Run Time: 124 Minutes

SYNOPSIS

“A bottle of wine is actually alive -- it’s constantly evolving and gaining complexity. That is, until it peaks -- like your ‘61 -- and begins its steady, inevitable decline.

And it tastes so f * *ing good.”*

- Maya

Writer-director Alexander Payne’s fourth feature film (following CITIZEN RUTH, ELECTION and ABOUT SCHMIDT) starts with two old friends setting off on a wine-tasting road trip . . . only to veer dizzily into a wry exploration of the vicissitudes of love and friendship, the damnable persistence of loneliness and dreams and the enduring war between *Pinot* and *Cabernet*.

The misadventures begin when Miles (Paul Giamatti), an un-recovered divorcé and would-be novelist with a wine fixation, decides to gift old college buddy and washed-up actor Jack (Thomas Haden Church) with a celebratory trip to the vineyards of the Santa Ynez

Valley the week before Jack's wedding. The two couldn't be an odder couple. Jack is an over-sexed charmer; Miles is a sad-sack worrier. Jack is looking for his "last taste of freedom"; Miles just wants to taste perfection in a bottle. Jack is fine with cheap Merlot; Miles pines for the elusive, perfect Pinot. Indeed, the only thing they seem to share in common is the same heady mix of failed ambitions and fading youth.

And yet, as they make their way up the coast, Miles and Jack soon find themselves drowning in wine and women. Jack falls head-over-heels for a local wine pourer (Sandra Oh) and threatens to call off his nuptials. Miles begins his own romantic encounter with a wine-savvy waitress (Virginia Madsen). Both men careen dangerously and comically toward mid-life crises.

Now, the wedding approaches and with it the certainty that Miles and Jack won't make it back to Los Angeles unscathed or unchanged . . . if they get back there at all.

SIDEWAYS is written by the multiple award-winning team of Alexander Payne and Jim Taylor (ABOUT SCHMIDT, ELECTION), based on Rex Pickett's novel of the same name. The film is produced by Michael London (THIRTEEN, HOUSE OF SAND AND FOG) and co-produced by George Parra, assistant director on such films as LEGALLY BLONDE 2 and ABOUT SCHMIDT. Shot by director of photography Phedon Papamichael, ASC (MOONLIGHT MILE, IDENTITY), the film is set to a soulful jazz score composed by Rolfe Kent. Joining forces with Payne, and following their collaborations on ABOUT SCHMIDT, ELECTION and CITIZEN RUTH, are editor Kevin Tent, A.C.E. and production designer Jane Ann Stewart.

A JOURNEY SIDEWAYS: ABOUT THE STORY OF MILES & JACK

*"There are some things I have to do that you don't understand. You understand wine and literature and movies . . . but you don't understand my **plight**."*

- Jack

The comically bittersweet plight of the everyday man lost in the muddle of modern life has become fertile territory for writer/director Alexander Payne in his three acclaimed feature films to date. From Jack Nicholson's suddenly widowed insurance executive in ABOUT SCHMIDT to Matthew Broderick's flummoxed school teacher meeting his match in a young student played by Reese Witherspoon in ELECTION to a pregnant Laura Dern who finds herself unexpectedly at the center of a fierce battle over abortion rights in CITIZEN RUTH, Payne's provocative films have probed with razor-sharp wit the manners and mores of contemporary Middle America.

With **SIDEWAYS**, Payne takes up the story of two more hapless -- yet ultimately hopeful -

failures: Miles and Jack, whose trip to the Central Coast to drink wine, swing golf clubs and relax in the sun results in mad lust, frank betrayals, bodily harm . . . and an unexpected reconciliation with the ups, downs and sideways journeys that seem to make up the measure of a life.

Through the story of Miles and Jack – a modern-day odd couple on a last hurrah bender – Payne focuses in on a different and not often explored landscape: the middle-aged man, who faces the future fueled only by his few remaining dreams, his lingering loves, and that rare perfect bottle of wine shared among friends.

Payne first encountered the alternately tender and tart story of Miles and Jack when he read Rex Pickett's novel *Sideways* in 1999, before he became a two-time Oscar® nominee for *ELECTION* and *ABOUT SCHMIDT*. He was immediately drawn to their tale. First, there was its irresistible setting against Santa Barbara County's intimate wine tasting rooms – a magnet for an amateur wine lover such as Payne. But more than that, Payne was intrigued by the simple, and at times absurd humanity of the story, which touches on the contemporary desire for success, love, bliss and connection, all in the middle of a vacation that is sliding downhill fast.

"I am most moved by stories like **SIDEWAYS** that are about human beings and human nature, that are about flawed people and ambiguous moments that don't necessarily come to any neat closure," Payne says. "Perhaps too many films in this current era have eschewed humanity for slickness. I'm interested in revitalizing the American cinema of the 70s, with its emphasis on real people and real struggles – and I think we desperately need human movies right now."

Payne continues: "The characters of Miles and Jack are kind of throwbacks themselves. They're living in the past – Jack with his washed-up career and Miles with his failed marriage and dreams of being a writer. It's as if the rest of the world has moved on without them, but suddenly they're faced with the prospect of having to get on with their lives, and to me, that is both funny and serious."

The characters of Miles and Jack were born in the mind of novelist Rex Pickett during a similar –thankfully somewhat less eventful -- wine-tasting spree he himself took with a friend a number of years ago. "I found myself introducing my friend to wine and telling him all these crazy stories," Pickett recalls. "As we got a little more looped, I was cracking up my friend and he said 'you should write about this.' I jokingly told him I would write something called 'Two Guys on Wine!' But when I came back, I knew I had to start writing about these two characters: Jack, who was based on my friend, and Miles, who is based loosely on me."

For Pickett it was the amusing and sometimes heartbreaking way in which Miles and Jack make mistakes in their lives that made them so real and intriguing to him. "I believe people really feel for these guys because they're failures," he says. "We all have aspirations to

live bigger and more glamorous lives yet so very few of us are able to reach those goals. I think deep down we all want Jack to get to his wedding without ruining everything and we want Miles to give into love and not analyze himself to death. We want them to come to a reckoning with life, even if it's a little bit different than what they had imagined."

Pickett's personal fascination with California's wines also wove its way into the story – especially as the divergent lifestyles of Miles and Jack became reflected in the age-old debate between *Pinot* and *Cabernet*, the one being complicated, layered and difficult to produce, the other far more hardy and easily pleasing. Says Pickett: "Jack is a guy who would put anything down his throat. But Miles is into *Pinot* which is both one of the most complex wine grapes and yet potentially one of the most disappointing. In a sense, Jack chooses to be indiscriminating and Miles chooses to be disappointed. Yet there's no doubt they're both in need of redemption."

Ironically, Pickett first started the story as a screenplay, and when that didn't seem to be working, turned it into a novel. He shared an early draft with a long-time friend, producer Michael London. London immediately thought of Alexander Payne, taking the story full circle.

"Alexander loves flawed characters," London explains. "I knew he would like the idea of two guys who go to such an idyllic place on what should be a very happy trip only to find pain and misery as a result of their self-induced misadventures. And I had a feeling that Alexander would be able to take these wonderful characters and add even more depth and humanity to them."

London also foresaw a more practical reason why Payne might connect with Miles and Jack's struggles. "Alexander was close to the age of the guys in the story, as was I. You come to a point in life where you're smack in the middle of your existence, with as much behind you as ahead," says the producer. "It's a big moment. You've made real decisions and you can no longer hide behind fantasies of what you hope your life will be like in the future. That's what this story is about and I thought Alexander would have insight into it – not to mention that he also has a great affection for wine and the wine country."

Payne, who at the time was just finishing *ELECTION* and about to embark on *ABOUT SCHMIDT*, continued to keep **SIDEWAYS** on his mind through those films. Despite his changing career, his commitment to Miles and Jack never faltered. In adapting the novel for the screen, he and writing partner Jim Taylor found the main characters' comic repartee ready-made for film dialogue. "This was probably the easiest adaptation we've ever done," says Taylor, who typically takes turns with Payne typing at a single computer with two keyboards. "We drew a lot of the language from the book, because Rex already has such a cinematic way of writing."

But the best part came in the "research." "I drank a lot of wine in the making of this

film,” admits Payne. “I went up to Santa Barbara County and met many winemakers and got to know as many of the wines as I could. I really fell in love with the area’s beauty and I knew that I really wanted the film to get that part of things right. I always wanted **SIDEWAYS** to be a bit of a love letter to the wine country as well as a portrait of these two guys.”

THE PERFECT BOUQUET: CASTING SIDEWAYS

“It’s a hard grape to grow. It’s thin-skinned, temperamental. It’s not a survivor like Cabernet that can grow anywhere and thrive even when neglected.

Pinot needs constant care and attention . . .”

-- Miles

With a script full of rich, complex characters, **SIDEWAYS** director Alexander Payne soon found himself being lobbied by some of Hollywood’s most powerful players. Instead, the writer/director chose to remain true to his original vision: to cast less glamorous actors who could make the story of two beleaguered, middle-aged men viscerally real. “I have nothing against movie stars,” Payne says, “but I wanted this film to give the impression that real life is being mirrored on screen. That can’t easily be done with impossibly beautiful and famous stars.”

And thus began an extensive search for a cast that could breathe life and the right touch of comic energy into the characters. The quest kicked off with the story’s central persona: Miles, a man torn apart by his divorce, shaken by his rejection as an author, and seeking solace in plenty of hands-on research into wine. The filmmakers knew they would need an actor who could at once evince perfect misery, biting comedy and yet provoke the audience to root for him. The task was daunting until Paul Giamatti walked into his first audition. Giamatti came to the fore last year in his critically acclaimed performance as Harvey Pekar in the indie hit **AMERICAN SPLENDOR**. As he read the part of Miles, the filmmakers could see the role become flesh and blood in front of their eyes.

“I had an immediate sense that Paul was very, very right for the role,” says Director Alexander Payne. “I think the best actors are the ones who always surprise you with something you never would have expected, thought of or imagined. Every day on the set, Paul would surprise us in some way and it was wonderful to watch him become Miles.”

Michael London was equally convinced. “Paul has this rare ability to make characters’ weaknesses unbelievably real, and yet somehow lovable. The key is that your heart goes out to him. You yearn for him to be all right. We knew he could keep the movie moving along on a strong emotional course.”

Co-writer Jim Taylor credits Giamatti with imparting the role with a humanity that keeps it from drifting into pure farce. “It took someone with as much soul as Paul to give the role the

resonance it needed to rise above all the shenanigans,” says Taylor.

Giamatti says he found the role enjoyable, even with Miles’ tenacious pessimism, run-away anxieties and tendency to muck up his most cherished desires and dreams. “Miles was a surprisingly fun character to play in many ways,” the actor says. “Although he does some unsympathetic things along the way, I found him to be darkly funny with a lot of layers, and a lot of yearning to be something more than mediocre. He’s a person of many complications and all his relationships are of course also complex – with Jack, with his mother, with his ex-wife and especially with Maya. I’d never done anything like this before, so it was a wonderful challenge to figure Miles out.”

Ironically, Giamatti started out as a total wine newbie. “I don’t know a thing about wine,” he admits. “I’m one of those guys who, if it comes out of a box, I don’t care so long as it has alcohol in it! But what interested me about the wine in the movie is not the wine itself but the way it becomes part of Miles’ identity. It’s really important to him to come off as this sophisticated wine connoisseur, even though he’s actually a divorced, struggling school teacher.”

Another strong appeal of the character to Giamatti was Miles’ yin-yang relationship with Jack – a rare, intimate portrait of male friendship and all its conundrums. “There’s a bit of a Laurel and Hardy thing going on with Miles and Jack, but there’s also a lot you can relate to in their relationship,” he says. “I think a lot of people do have these kinds of friendships, maybe with someone they met in college, where there’s a very strong, almost mysterious bond, even though it’s not always clear why the friendship has lasted. The main thing about Miles and Jack is that they stick together because they get something from each other. Sure, they have their jealousies and conflicts, but Miles gets a kind of vitality from Jack and Jack gets a certain grounded-ness from Miles. And now suddenly, here comes a time of change in their friendship, which they are not necessarily ready for.”

In the film, Payne follows Miles with a revealing intimacy, giving audiences access to his most prosaic -- and often telling -- moments, from making a drunken, pleading phone call to his ex-wife or rushing to the bathroom to splash water on his face at a crucial juncture in the middle of his first date with Maya. “It is in the most mundane moments where we find the keys to Miles’ personality,” says London. “Paul reveals these small moments with an honesty that resonates with all of us.”

Perhaps the most intimidating part of the role for Giamatti was the unfolding relationship between Miles and the alluring waitress Maya, played by actress Virginia Madsen. “I kept thinking ‘no one’s going to buy a man like me making out with her,’” laughs Giamatti. “But she was so wonderful as Maya that she set me at ease. There is something so simple and direct about her, and so grounded, it became easy to see how even Miles might have been carried away in that moment.”

With Miles cast, it remained the filmmaker's challenge to match him with an antithetical yet compatible Jack. Alexander Payne had invited Thomas Haden Church to audition, having seen the actor before in previous auditions and having wanted to cast him in the right role. Jack, felt Payne, was clearly that role. "Once I saw him audition, I just couldn't imagine anyone else in the part," comments the director. "His humor, his craggy and handsome looks, his goofiness and the fact that he also had a lot of experience in TV, all had an interesting crossover with the character."

The filmmakers were also seduced by Church's innate likeability, which seemed to perfectly mirror the very essence of Jack. "Thomas is so charming that he can get away with all kinds of bad behavior and still have you like him," Michael London notes. "No matter how misguided or deluded Jack might be at times, you find yourself forgiving him because of how Thomas plays him with a kind of sweet vulnerability."

For Church, the role hit close to the bone. "I probably am a lot more like Jack than I'm even aware," he muses. "There are so many things about his back story that really resonate with my life -it was easy to drop an anchor right in the middle of Jack's story and have plenty of ballast. Jack's a guy who's in his 40s and has reached a kind of resignation about his life – professionally, emotionally and relationship-wise. And what's interesting is that on this trip he's trying to find a way to buck all that off for one week, with disastrous results."

Church also found a lot of enjoyment in developing the character's signature flakiness. "The thing about Jack is that he truly believes everything he says in the moment," the actor explains. "Wherever the winds of change blow him, he lands and then he's like, 'Wow, this is such a profound existence,' when it may be diametrically opposed to where he was the day before. I think we all know people like that. But Jack is so convinced of the truth of his emotions that it throws everything about his life up into question. On this trip, he starts to question all of his values, which 48 hours earlier, were his entire life!"

Ultimately Church believes both Jack and Miles are irrevocably changed by their trip, although not in any pat and clear-cut way. "I think both Jack and Miles learn some profound lessons, even though their journey takes some dark and absurd turns," Church observes. "They learn something about each other and about themselves and then they just go on. I like movies that give us those real-life moments."

When Church and Giamatti met, the instant chemistry between them had all the comical and poignant hues for which Payne had been hoping. "Typically when you're casting a buddy movie, you have the actors audition together," notes Payne. "But I didn't happen to get these two together to test their chemistry, I just banked on the fact that it would work out --and it did. Thomas and Paul are both extremely funny people in real life, and their senses of humor and understanding of their characters

clicked wonderfully together.”

Before production started, the relationship was road-tested when Payne and co-producer George Parra put Church and Giamatti together in a Saab for three 10-hour days of driving shots. “Half-way through the first day they didn’t want to leave the car and all you could hear was laughing and joke telling. It was like they’d known each other for 20 years,” recalls Parra.

Summarizes Giamatti: “Thomas and I immediately had that friendship chemistry. He’s one of the funniest, smartest people I’ve ever met and we got along right away, which is exactly what we needed to do to make these characters feel real and alive.”

That chemistry also needed to extend to the two women who cause Miles and Jack to take a romantic detour: the oenophile waitress Maya and the alluring wine pourer Stephanie. Payne met with many actresses before finding the right one to play Maya, but he says he knew almost as soon as he met Virginia Madsen that she was perfect for the role. “I’ve always liked her,” he says of Madsen. “Then, when we were auditioning actresses for the part and I was going through names and 8 x 10’s with the casting director, he said, ‘Look at this picture. Look at her eyes. Doesn’t it look like she’s kind of been through it all?’ And I said, ‘Yes, let’s bring her in.’”

The deal was sealed shortly after. Says producer London: “Virginia’s incredibly beautiful, lovely, warm and genuine and these are all very important qualities for Maya. Her soulful and authentic warmth is what made the chemistry work immediately with Paul’s character. You could see how, given this particular set of circumstances, she could really feel his heartache and pain.”

For Madsen, the script was a distinctive departure from anything else she’d ever read. “There are parts of it that are so funny they make you cry and other parts are so sad they are very funny,” she says. Most of all, she was drawn to Maya, a single woman character who is anything but a cliché. “Maya is unlike anyone I’ve played before,” she says. “I especially liked that she isn’t all torn up by life. She’s been through a big transition but she’s begun again. She’s certainly been tossed around a bit, had some hard knocks, but she hasn’t given up. She’s simply realized she’d rather be lonely than with a jerk.”

Madsen continues: “I also like the nature of her affection for Miles. It’s a real friendship that develops between them. I think Maya sees Miles at first as this kind of bumbling, poetic guy, but she genuinely likes listening to him talk and she likes the way he gets so uncomfortable. She truly finds him endearing . . . and so do I.”

Madsen particularly enjoyed the opportunity to work so closely with Paul Giamatti. “He’s such a funny and talented actor, I felt like immediately the bar had been raised,” she says, “and I like that. I like the challenge of it, and I like learning every day from someone like Paul. I honestly feel like I’m a better actress after this movie than I was before.”

The foursome that started out with Paul Giamatti, Thomas Haden Church and Virginia Madsen was completed with Sandra Oh as the sexy, betrayed and ultimately vengeful Stephanie. From the moment he began reading Rex Pickett's novel, Payne had Oh -- who happens to be Payne's wife -- in mind for the part of the sexy, betrayed and ultimately vengeful Stephanie.

"Sandra's so free-spirited as an actress that you can believe she's impulsive and wild and enough of a lost soul that she would fall in love with Jack," notes Michael London. "And yet, you really get tremendous pleasure when she learns the truth and takes out her anger on Jack."

Oh saw from the beginning what had attracted Payne to this story. "It's a very funny, smart, honest comedy," she says. "I think that the story is about examining the male psyche, and also how women deal with the male psyche! It's about two completely opposite men who can't quite grow up and need each other to survive -- and it's about wondering 'what have I done with my life and where am I going?'"

For Oh, the most extraordinary part of **SIDEWAYS** was taking part in a four-actor ensemble that sparked its own mysterious chemistry. "Paul, Thomas, Virginia and I became so engaged with one another that something really interesting and naturalistic just started happening between us as characters once the cameras started rolling," she says. "I don't even want to label it, but there is something Alexander captured on film about four people just enjoying one another spontaneously that is really special."

A DIFFERENT ANGLE ON MODERN LIFE: SHOOTING SIDEWAYS

Miles: "You're like a pasture animal waiting for the abattoir Jack: "Is an abattoir like uh . . . what is that?"

From the beginning it was clear that **SIDEWAYS** would be a grown-up road movie transported from the typical road-movie setting in a time of liberation to a much hazier, mid-life period of *deliberation*. In thinking about the visual style for the film, Payne was drawn to the maverick, gritty and deeply personal American filmmaking of the 1970s that led to the explosion of road movies in the first place.

The filmmaking values of the 70s have always held enormous appeal for Payne. "I feel like this very human style of filmmaking has gone far too out of style," he says. "People often say to me, 'your films feel so fresh and different.' But really, I'm not trying to make new films, I'm trying to make films like the old ones."

In a departure from the writer-director's first three films, which were all set in and around the writer-director's hometown of Omaha, Nebraska, **SIDEWAYS** takes place in another Middle American idyll -- the picturesque Santa Ynez Valley, home to quaint villages, narrow country roads,

sun-dappled vineyards and world-class wineries. Even with the new setting, the film still has a look that is undeniably Alexander Payne.

Describes Director of Photography Phedon Papamichael: “There is a simplicity to the film’s style in that the photography is really about creating frames in which to explore these very complex characters. Of course the setting is very photogenic, which makes it an interesting and comical juxtaposition to these characters who are struggling with their lives. Part of the humor I think is in watching these pathetic characters navigate this idyllic vacation spot.”

Payne collaborated closely with Papamichael to recreate the retro feeling he was hoping to capture. “I wanted a certain softness and pastel quality to the colors that you see in 60s and 70s films,” Payne explains. “But film stocks are so different now; they’re so much more vivid and bright and full of contrast. Lenses are different now too, sharper and, I won’t say better, just different. Sometimes there is a price to pay for what’s called progress. But by using filtration and film stock, Phedon was able to get a version of the look I wanted.”

To further prepare for shooting **SIDEWAYS**, Payne and Papamichael watched films by Hal Ashby, Jean-Luc Goddard and Bertrand Blier – not so much for specific visual ideas as for general cinematic inspiration. “From watching these films and discussing them, I came to understand a lot about Alexander’s taste and sensitivities,” comments Papamichael, “what he likes, where his aesthetics are and from there we developed a set of references that made working together easy. By the time we were shooting, we were in a groove and barely had to discuss anything.”

Once on location, the filmmakers found the region to be filled with untapped vistas and moods. Aside from the series “Mayberry R.F.D.” and a couple of notable films including the Jack Nicholson-Jessica Lange remake of **THE POSTMAN ALWAYS RINGS TWICE**, few Hollywood productions have utilized the Santa Ynez region’s natural beauty despite its close proximity to Los Angeles.

The production took the film crew to many of the area’s most recognizable locales, including the playful Dutch village of Solvang, the bustling town of Buellton and the artists community of Los Olivos, as well as Santa Maria, Lompoc, Santa Barbara and Goleta. The filmmakers also found themselves adding such personal favorite locations as the La Purisima Mission and the Hitching Post restaurant. “We essentially wrapped the script around the real locations that we discovered as we toured the area,” says production designer Jane Ann Stewart, who has worked with Payne on his previous films. “And part of what made it so fun is that this was virgin territory for us, so we were discovering it and traveling through it just like the characters.”

One of the film’s central locations was the whimsical Windmill Inn in Buellton, California, where cast and crew shot for almost three of the production’s ten weeks. For Stewart, the challenge

was bringing out the reality of such authentic, yet “touristy,” locations. “Alexander’s style is to find a perfect location, like the Windmill Inn, that’s almost there -- and then take that and tweak it here and there to work for the scene, layering in symbolic elements,” she explains.

For Payne, explains Papamichael, the technical side of filmmaking is always in service to just one thing: “For Alexander it’s always most important to capture the moment, and he wants us to be able to adapt to whatever he sees happening between the actors – he might change his mind about the lighting, the scenery or the shot at a moment’s notice. He moves very quickly, but he is able to because he knows exactly what he wants.”

In addition to his reputation for speed and flexibility, Payne has become renowned for creating a certain mood on his sets, one of unabashed artistic freedom, which came even more to the fore on **SIDEWAYS**. “I think **SIDEWAYS** is a bit looser and more fun than his previous films, because there was just such a buoyant mood on the set,” says Papamichael. “The beauty of the place, the food, the wine and the fun we were having is very much reflected in the look of the film, the performances and the spirit of the whole thing.”

The moody, sensual essence of the wine country is also reflected in composer Rolfe Kent’s jazz-inflected score for **SIDEWAYS**. Kent, who previously composed the distinctive music for Alexander Payne’s **ABOUT SCHMIDT**, **ELECTION** and **CITIZEN RUTH**, began talking with Payne about **SIDEWAYS** well before production. “I drove out to Santa Ynez while Alexander was preparing to shoot, and we sipped some local product and talked about ideas,” recalls Kent. “He told me he wanted this score to be jazz, and he gave me some Italian jazz scores to listen to from the 1960s.”

By the time the film was completed, Payne had grown so enamored of those old monaural scores, he asked Kent if it would be possible to record the film’s music in mono. “It was a great idea but it would have created problems for mixing the dialogue,” explains Kent. “Instead, I suggested we record in stereo but using vintage recording techniques – which we ended up doing, courtesy of scoring mixer Greg Townley.”

Meanwhile, Kent started going deeper and deeper into authentic jazz as he composed. “But when I played some music for Alexander, he asked ‘where’s that Rolfe melody?’ so I realized that what he was looking for was an amalgam of jazz ideas with my kind of thematic composing, which is what I ultimately did.”

The big challenge for the perfectionist Kent came during the recording of the score. “It was really hard for a control freak like me to simply let go of the music and realize that jazz isn’t something you can get too exacting about,” he comments. “Instead, you have to take the music into the studio, get some really soulful and expert musicians, and watch as something totally unpredictable

and magical happens! Ultimately, **SIDEWAYS** became an incredible lesson for me in music making. I consider the score to be both mine and not mine, as the talents that went into it really brought so much to the music.”

Throughout the process, Alexander Payne also gave Kent the freedom to experiment creatively. “It was a great help that Alexander was into the music being very organic,” the composer notes. “He was at all the recording sessions, always encouraging me to try new things. He made it clear that picture accuracy wasn’t that important – but it was the life and the energy of the music that counted.”

THE FIFTH LEAD CHARACTER IN SIDEWAYS: WINE

“If anyone orders Merlot, I’m leaving.”
-Miles

Running through the comedy and mixed emotions of **SIDEWAYS** is a constant stream of wine – red wine, white wine, cheap wine, precious wine, wine that brings friends closer, wine that’s abused and of course, the wine that seals a kiss. From the glorious 1961 Cheval Blanc sitting sadly idle in Miles’ cupboard to the Fiddlehead Sauvignon Blanc he shares and savors with Maya, to Stephanie’s vaunted, untouchable Richebourg, **SIDEWAYS** has a “wine list” that would tantalize any wine aficionado.

The liquid backdrop of wine was part of **SIDEWAYS’** allure for Alexander Payne, who believes wine is something that has become quite meaningful to a lot of ordinary people, despite its one-time reputation for inviting snobbery and elitism. Payne has watched with pleasure as the culture of wine in America has evolved into something much more casual and egalitarian in recent years, becoming more about personal enjoyment and education than elite critiques.

“The American wine industry has really succeeded in democratizing wine,” says Alexander Payne. “It’s something lots of people are involved with now – there’s been an explosion in wine clubs, tasting clubs. It’s not at all unusual for a struggling school teacher like Miles to be a wine fanatic now. It’s simply a matter of going out and getting the knowledge.”

Though there are many different grapes in the world, most wine is made from a few specific selections: among them, *Cabernet*, a red wine famed for its rich, fruity flavors and heavy tannins; *Merlot*, an easy-drinking red wine that has become extremely popular in the US; *Pinot*, considered the premiere red wine grape and renowned for its complex, difficult-to-perfect flavors; *Chardonnay*, a popular fruit-forward white; *Sauvignon Blanc*, a lighter white wine featuring herbal flavors and considered the new alternative to Chardonnay; and *Reisling*, a sweeter white wine often served with dessert, though gaining in popularity as a dinner wine.

Through a happy accident of geography and weather, Santa Barbara has become one of the most sought after grape-growing regions in the U.S., with thousands of acres of award-winning vineyards. Though an amateur wine fan himself for the last decade, Payne wasn't particularly knowledgeable about Santa Barbara County's burgeoning winemakers. So he spent a considerable amount of time just touring the wine country, familiarizing himself with the bottles that would be featured in the film. "I've learned enough to know that I still don't know a whole lot," says Payne. "But I'm also less frustrated with how much I don't know. I've come to see that knowing wine is kind of like yoga, it's something you practice but never master, you just keep chipping away at it."

He continues: "For the film, I simply picked wine that I liked, or bottles from winemakers I liked. I didn't necessarily pick the absolute best wines – but the ones that we most enjoyed."

At times, the production's closeness to the local winemakers led to some delicate situations. In one instance, the script calls for Maya to drink an Andrew Murray Syrah and proclaim: "I think they overdid it. Too much alcohol; overwhelms the fruit." The problem was that production designer Jane Ann Stewart was living on Andrew Murray's property as a guest. "We finally asked him if he minded if we use that line and, in a wonderful twist of events, he surprised us and said; 'Sure, I completely agree with the critique.'"

The filmmakers ended up shooting at a number of local wineries including Foxen, Kalyra, Fess Parker and Sanford. Bottles featured include Sea Smoke, Fiddlehead Cellars and The Hitching Post's private wine label, Highliner.

Of course, there can be a dark side to steady wine consumption, which Miles becomes all too familiar with in **SIDEWAYS** – in one heartbreakingly comic sequence he is so in need of a drink, he chugs from a tasting room's spit bucket. But, in the end it is wine that brings him closer to Maya, and it is his trip with Jack to the wine country that brings him, in some ways, closer to an understanding of his "plight."

"When Miles tells Maya why he likes *Pinot* so much, of course he's describing himself on some level," says Payne. "On the other hand, he knows Jack is more of a *Cabernet*, which can be grown anywhere and survive even when neglected. But, however you look at it, wine is a big part of human experience."

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ABOUT THE CAST

PAUL GIAMATTI (Miles Raymond)

Paul Giamatti garnered outstanding reviews and commendations (Independent Spirit Award nomination for Best Actor, National Board of Review Breakthrough performance of the Year) for his portrayal of Harvey Pekar in Shari Springer Berman and Robert Pulcini's *AMERICAN SPLENDOR*.

Giamatti is currently at work on Ron Howard's *THE CINDERELLA MAN*, opposite Russell Crowe and Renée Zellweger. *THE CINDERELLA MAN* is the story of real-life Depression-era fighter and folk hero Jim Braddock (Crowe), an aging boxer who, in an effort to provide for his family, made a comeback by defeating heavyweight champ Max Baer (Craig Bierko) in a 15-round slugfest in 1935. Giamatti, who co-stars as Braddock's trainer, will be advised by Angelo Dundee, the boxing legend who trained 15 world champions -- including Muhammad Ali.

Giamatti first captured the eyes of America in Betty Thomas' hit comedy *PRIVATE PARTS*. His extensive list of film credits also includes Milos Forman's *MAN ON THE MOON*; Tim Robbins' *THE CRADLE WILL ROCK*; F. Gary Gray's *THE NEGOTIATOR*; Steven Spielberg's *SAVING PRIVATE RYAN*; Peter Weir's *THE TRUMAN SHOW*; Mike Newell's *DONNIE BRASCO*; Todd Solondz' *STORYTELLING*; Tim Burton's *PLANET OF THE APES*; *DUETS*, opposite Gwyneth Paltrow and *BIG MOMMA'S HOUSE*, co-starring Martin Lawrence. Giamatti recently appeared in Peter Hewitt's *THUNDERPANTS*; James Foley's *CONFIDENCE*; and John Woo's *PAYCHECK*, opposite Ben Affleck, Uma Thurman and Aaron Eckhardt.

As an accomplished stage actor, Giamatti received a Drama Desk nomination for Best Supporting Actor as "Jimmy Tomorrow" in Kevin Spacey's Broadway revival of "The Iceman Cometh." His other Broadway credits include "The Three Sisters" directed by Scott Elliot; "Racing Demon" directed by Richard Eyre; and "Arcadia" directed by Trevor Nunn. He was also seen Off-Broadway in the ensemble cast of "The Resistible Rise of Arturo Ui" with Al Pacino.

For television, Giamatti appeared in "The Pentagon Papers" with James Spader, HBO's "Winchell" opposite Stanley Tucci and Jane Anderson's "If These Walls Could Talk II." He has also appeared in guest roles on both "Homicide" and "NYPD Blue."

THOMAS HADEN CHURCH (Jack Lopate)

Thomas Haden Church is best known for his role as the dead-pan mechanic, "Lowell Mather," on the long-running NBC Television series "Wings." One of the wacky employees of a Nantucket-based airline run by two pre-occupied brothers, "Lowell" always seemed to get the last laugh. Church is also well known for his lead role as the self-righteous "Ned Dorsey" on the FOX Television romantic-comedy series "Ned and Stacey," in which he starred opposite Debra Messing.

Church has also starred in numerous feature films, most notably opposite Brendan Frasier in *GEORGE OF THE JUNGLE* and *3,000 MILES TO GRACELAND*, opposite Kurt Russell and Kevin Costner. Church's other feature films include: *TOMBSTONE*, *LONE STAR STATE OF MIND*, *SCOTCH AND MILK*, *THE BADGE*, *MONKEYBONE* and *THE SPECIALS*. Church is also a screenwriter and director. His film *ROLLING KANSAS* premiered at the Sundance Film Festival in 2003.

Born in Texas, Church began his career as a radio deejay and a voice-over announcer.

VIRGINIA MADSEN (Maya)

Virginia Madsen is perhaps most celebrated for her performances in Francis Ford Coppola's *THE RAINMAKER* with Jon Voight, Danny DeVito and Matt Damon, Rob Reiner's *GHOSTS OF THE MISSISSIPPI* with Alec Baldwin, Whoopi Goldberg and James Woods, *CANDYMAN* with Kasi Lemmons, *HOT SPOT* directed by Dennis Hopper, HBO's first feature *LONG GONE* starring opposite William Peterson, and David Lynch's *DUNE* to name a few.

Besides numerous television appearances including NBC's Emmy Award winning *FRASIER* and ABC's critically acclaimed *THE PRACTICE*, Madsen can be seen in the independent films *ALMOST SALINAS*, in which she stars opposite John Mahoney and *AMERICAN GUN*, in which she stars opposite Academy Award® winner James Coburn.

SANDRA OH (Stephanie)

Sandra Oh was recently seen in the hit film *UNDER THE TUSCAN SUN*, opposite Oscar and Golden Globe® nominee Diane Lane, and the film *RICK*, alongside Bill Pullman. The award-winning actress will soon be seen in upcoming films: *CAKE*, *WILBY WONDERFUL*, *THREE NEEDLES*, and *LONG LIFE, HAPPINESS AND PROSPERITY*. She will also star in the new ABC one-hour drama "Grey's Anatomy" premiering in January.

The Canadian-born Oh won her first Genie (Canada's Oscar) for her leading role in *DOUBLE HAPPINESS*, a bittersweet coming-of-age story about a young Chinese-Canadian woman -- a performance that brought her acclaim and secured her place as one of Canada's rising young film actors. She was honored with a second Genie award for Best Actress in 1999 for her performance in *LAST NIGHT*, a Canadian film about the end of the world. Oh's other film credits include: *BEAN*, *GUINEVERE*, *FULL FRONTAL*, *BIG FAT LIAR*, *THE RED VIOLIN*, *WAKING THE DEAD*, *THE PRINCESS DIARIES*, *DANCING AT THE BLUE IGUANA* and *PAY OR PLAY*.

Oh became a familiar face to American audiences during her six seasons as Rita Wu, the smart and sassy assistant on the HBO comedy series “Arli\$\$,” for which she won an Image Award (2001) for Best Supporting Actress in a Comedy Series and a Cable Ace award for Best Actress in a Comedy. Her other television credits include HBO's award-winning series “Six Feet Under,” Showtime's “Further Tales of the City,” and a recurring role on the Emmy-winning CBS series “Judging Amy.”

Born to Korean parents in Nepean, Ontario, and raised in Ottawa, Canada, Oh was in her first play at age 10. By age 16, she was working in television, theatre and commercials. After three years at the prestigious National Theatre School of Canada in Montreal, Oh beat out more than 1,000 other hopefuls and landed the role in the CBC telefilm “The Diary of Evelyn Lau.” She was honored with a Gemini (Canada's Emmy) for Best Actress and the 1994 Cannes FIPA d'Or for Best Actress.

Her theatre credits include: "Dogeaters," "Stop Kiss," and "Vagina Monologues."

ABOUT THE FILMMAKERS

ALEXANDER PAYNE (Director, Co-screenwriter)

Alexander Payne made his feature film debut with the critically acclaimed CITIZEN RUTH, a provocative satire about the abortion rights war. He followed that up in 1999 with the much lauded ELECTION, which led the year's critic's Top Ten lists, earned Best Director and Best Film Independent Spirit Awards and, for Payne and co-writer Jim Taylor, won a number of Best Screenplay awards including the Writers Guild of America, the New York Film Critics Circle and the Independent Spirit Award, as well as an Oscar nomination for Best Adapted Screenplay.

Payne followed with ABOUT SCHMIDT, starring Jack Nicholson and Kathy Bates. The film earned two Golden Globes (Best Adapted Screenplay and Best Director) and was voted Best Film of 2002 by the Los Angeles and London Film Critics Circles. In addition to SIDEWAYS, he has also executive produced the upcoming film THE ASSASSINATION OF RICHARD NIXON.

Born and raised in Omaha, Nebraska, Payne holds B.A. degrees in History and Spanish Literature from Stanford University and an M.F.A. in filmmaking from UCLA. His thesis film, THE PASSION OF MARTIN, which he wrote, directed and produced, screened at the 1991 Sundance Film Festival.

JIM TAYLOR (Co-screenwriter)

Jim Taylor is the long-time collaborator of writer-director Alexander Payne. In addition to SIDEWAYS, the two have co-authored three previous award-winning and critically acclaimed

screenplays: 1996's CITIZEN RUTH, 1999's ELECTION; and 2002's ABOUT SCHMIDT.

The screenplay for ELECTION received an Independent Spirit Award as well as awards from the Writers Guild of America and the New York Film Critics Circle. ELECTION was also nominated for an Academy Award for Best Adapted Screenplay. ABOUT SCHMIDT was honored by the Hollywood Foreign Press with a Golden Globe for Best Adapted Screenplay.

In addition to his continuing collaboration with Alexander Payne, Taylor is currently at work on two screenplays that he will direct. The first is an adaptation of John Steinbeck's The Winter of Our Discontent, produced by the Steppenwolf Theater Company's film division, and the second is an original story inspired by the documentary TUPPERWARE!

Born and raised in Seattle, Taylor earned an M.F.A. in Theater Arts from New York University in 1995.

REX PICKETT (Based on the Novel by)

The feature film **SIDEWAYS** is based on novelist and screenwriter Rex Pickett's novel of the same title (available from St. Martin's Press). Pickett also wrote the short film MY MOTHER DREAMS THE SATAN'S DISCIPLES IN NEW YORK, which won the 2000 Academy Award for Best Live Action Short. In addition, he has written and directed two independent feature films, CALIFORNIA WITHOUT END (Bavarian Radio Television) and FROM HOLLYWOOD TO DEADWOOD (Island Pictures). He has also written numerous scripts -- on spec and for hire -- and another novel, LA PURISIMA.

Pickett was born in Merced, California and grew up in San Diego. He graduated from the University of California at San Diego, completing a special projects major specializing in contemporary literary and film criticism and creative writing.

MICHAEL LONDON (Producer)

Michael London began work on **SIDEWAYS** in 1998 after reading the then-unpublished novel of the same name by Rex Pickett. In 1999 the book attracted the attention of Alexander Payne, who had just completed ELECTION, but it would be four years before Payne's schedule would allow him to begin shooting the project.

In the meantime, London produced two of 2003's most acclaimed films: THIRTEEN and THE HOUSE OF SAND AND FOG. London found THIRTEEN, which Catherine Hardwicke co-wrote with Nikki Reed, and nurtured the uncompromising mother-daughter story of sex, drugs and adolescent angst to become one of last year's most honored independent films. The film, which was

distributed by Fox Searchlight, won the Sundance Film Festival Director's Award and earned many accolades including an Oscar nomination for Holly Hunter and Golden Globe nominations for both Hunter and Evan Rachel Wood. London also was nominated for an Independent Spirit Award for Best First Feature.

THE HOUSE OF SAND AND FOG, writer/director Vadim Perelman's adaptation of Andrew Dubus' novel of the same name, won the National Board of Review Award for Best Debut Director, earned three Oscar nominations, including those for Ben Kingsley and Shohreh Aghdashloo, and a Golden Globe nomination for Kingsley. London earned a second Independent Spirit Award nomination for Best First Feature.

London, who has an overall producing deal with Paramount Pictures, also produced FORTY DAYS AND FORTY NIGHTS, starring Josh Hartnett, and THE GURU.

Previously London was executive vice president of production at Twentieth Century Fox. He began his career as a reporter and pop music critic for the *Los Angeles Times* in the 1980s.

GEORGE PARRA (Co-Producer)

SIDEWAYS marks seasoned Assistant Director George Parra's third collaboration with Alexander Payne following ABOUT SCHMIDT and ELECTION and his first credit as a co-producer.

Parra's filmography also includes LEGALLY BLONDE 2, THE FAST AND THE FURIOUS, ANY GIVEN SUNDAY, XXX, WATERWORLD, THE MASK OF ZORRO, JINGLE ALL THE WAY and THE ROCK.

PHEDON PAPAMICHAEL, ASC (Director of Photography)

Phedon Papamichael has shot more than 32 feature films including THE WEATHER MAN, AMERICA'S SWEETHEARTS, IDENTITY, MOONLIGHT MILE, MOUSEHUNT, UNHOOK THE STARS, MATHILDE, PATCH ADAMS, PHENOMENON, WHILE YOU WERE SLEEPING, AFTER MIDNIGHT, POISON IVY and COOL RUNNINGS.

Other credits include the critically acclaimed UNSTRUNG HEROES (Un Certain Regard Prize, Cannes, 1995), directed by Diane Keaton; THE MILLION DOLLAR HOTEL, directed by Wim Wenders and starring Mel Gibson, which opened the 2000 Berlin Film Festival and won the Jury Prize, Silver Bear as well as the Golden Camera Award; 27 MISSING KISSES, directed by Nana

Djordjadze, which premiered at the Directors Fortnight in Cannes 2000. It garnered the Grand Prix Award at the 2000 New York/Avignon Film Festival, the Audience Award at the 2000 Montpellier Film Festival, as well as the Kodak Vision Award for Best Cinematography.

For his television work, Papamichael received the 1993 ASC Award nomination for Best Cinematography for his work on Oliver Stone's innovative miniseries WILD PALMS. He also shot the Francis Ford Coppola-produced pilots, THE CONVERSATION and WHITE DWARF, the latter earning him his second ASC Award nomination in 1995.

Papamichael also directed and shot the feature DARK SIDE OF GENIUS and directed SKETCH ARTIST, a Showtime original, starring Sean Young and Drew Barrymore, which took honors at the Houston Film Festival, capturing the 1992 Silver Award for Best Dramatic Feature, as well as receiving a 1992 Cable ACE Award nomination for Best Cinematography. He also has shot or directed more than 100 commercials and music videos, including ads for BMW, Cadillac and Renault and a series of videos for the award-winning band, U2.

JANE ANN STEWART (Production Designer)

Jane Ann Stewart has collaborated with Alexander Payne on all three of his previous films: ABOUT SCHMIDT, ELECTION and CITIZEN RUTH. Her other film credits as production designer include GAS, FOOD, LODGING; BREASTMEN, CANDYMAN, MI VIDA LOCA. A native of Texas, Stewart attended the Sorbonne, U.S.I.U in San Diego and London, and the Oakland Art Institute. She graduated Berkeley with a B.A in Arts.

KEVIN TENT, A.C.E. (Editor)

SIDEWAYS marks Kevin Tent's fourth collaboration with Writer/Director Alexander Payne. Tent was nominated for an A.C.E. award for his work on Payne's award-winning ABOUT SCHMIDT and earlier for his work on the critically acclaimed feature film ELECTION, also directed by Payne. He first collaborated with Payne on his feature debut, CITIZEN RUTH, starring Laura Dern, which premiered at the 1997 Sundance Film Festival.

Tent recently cut the summer 2004 psychological thriller THE CLEARING starring Robert Redford, Helen Mirren and Willem Dafoe. He worked for the late director Ted Demme on his drug epic BLOW, starring Johnny Depp and Penelope Cruz, and with Jim Mangold on GIRL, INTERRUPTED, starring Winona Ryder and Academy Award-winner Angelina Jolie (Best Supporting Actress).

His other credits include HOMAGE (a 1996 Sundance Festival premiere), GUNCRAZY,

directed by Tamra Davis, and SINCE YOU'VE BEEN GONE, directed by David Schwimmer. Tent began his career with Roger Corman's New Horizons Studio, where he cut countless classics such as NOT OF THIS EARTH and HOLLYWOOD BLVD. II. He also edited FRANKENHOOKER.

WENDY CHUCK (Costume Designer)

Wendy Chuck previously designed costumes for Alexander Payne's ELECTION and ABOUT SCHMIDT. For her work on ABOUT SCHMIDT, she was honored with the award for Best Contemporary Film Costumes from the Costume Designers Guild.

Chuck's feature film credits also include the comedy smash, BAD SANTA, VARSITY BLUES, SUGAR AND SPICE and the recent acclaimed dark comedy, "SAVED!" She is currently designing costumes on the sequel to the international blockbuster, THE RING starring Naomi Watts.

Born and raised in Australia, Chuck's first feature as a costume designer was the Sam Neill-Greta Scacchi-starrer A COUNTRY LIFE, for which she earned an Australian Film Institute Nomination for Best Costume Design. She worked with writer-director Jane Campion on the telefilm "Two Friends" and later reunited with Campion and two-time Academy Award nominee Janet Patterson on Campion's acclaimed films PORTRAIT OF A LADY and THE PIANO.

Previously she designed costumes for numerous productions of the Queensland Theatre Company, the Australian opera and the Australian Broadcasting Company. Additionally, Chuck designed hundreds of period costumes for special displays at the London Museum of the Moving Image and for the United Kingdom's Department of Trade and Industry exhibit for the 1992 World Expo in Seville, Spain.

ROLFE KENT (Music By)

Rolfe Kent has previously worked with director Alexander Payne on the critically acclaimed ABOUT SCHMIDT, ELECTION and CITIZEN RUTH. Kent recently wrote the scores for the blockbuster comedies MEAN GIRLS and FREAKY FRIDAY, both from director Mark S. Waters.

His other motion picture credits include THE LAST SHOT from director Jeff Nathanson and starring Matthew Broderick and Alec Baldwin; NURSE BETTY from director Neil LaBute; LEGALLY BLONDE and LEGALLY BLONDE 2 starring Reese Witherspoon; KATE & LEOPOLD from director James Mangold; 40 DAYS AND 40 NIGHTS, starring Josh Hartnett; THE THEORY OF FLIGHT; THE HOUSE OF YES; THE SLUMS OF BEVERLY HILLS, TOWN & COUNTRY,

SOMEONE LIKE YOU and the six-part mini-series “The Jury.”

The English-born composer has also written music for television and stage.