

 818/760-9595	<b>Refer To:</b> 1026b Not Fade Away  Page 1 4/24/12	SPECS: 9.7, 11.7/16 Courier  <b>SET FOR 9F 6TH TYPESET DRAFT</b>	<b>F I L I N G</b>  CLIENT: Paramount Pictures MACHINE: Merle
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**SIZED FOR  
9 FIELD**



Unit Production Manager  
CHRISTOPHER GOODE

First Assistant Director  
DOUG TORRES

Second Assistant Director  
FRANCISCO ORTIZ

**Cast**

THE BAND

Douglas JOHN MAGARO

Eugene JACK HUSTON

Wells WILL BRILL

Joe Patuto BRAHM VACCARELLA

Skip GREGORY PERRI

Pat JAMES GANDOLFINI

Grace Deitz	BELLA HEATHCOTE
Antoinette	MOLLY PRICE
Evelyn	MEG GUZULESCU
Joy Deitz	DOMINIQUE McCELLIGOTT
Jack Deitz	CHRISTOPHER McDONALD
Jerry Ragovoy	BRAD GARRETT
Landers	ISIAH WHITLOCK JR.
Schindewolf	GERARD CANONICO
The Bloat	F. MICHAEL HAYNIE
Vincent Lento	KEN FORMAN
Dave Smith	CHRIS BANNOW
Aunt Josie	LISA LAMPANELLI
Uncle Johnny	LOUIS MUSTILLO
Aunt Louise	MARY LOU MELLACE
Uncle Paul	JOHN TORMEY
Uncle Murf	ROBERT FUNARO
Aunt Jean	SAMANTHA RYAN MAISANO
Uncle Beppy	ANTHONY GIAIMO
Cousin Carol	MEREDITH FORLENZA
Cousin Paul	ADAM LA FACI
Card Table Girl	KATHERINE BRALOWER
Marti Deitz	REBECCA LUKER
Candace	JUSTINE LUPE
Mo Falcone	SHANNON ESPER
Meredith	MARISSA GHAVAMI
Karen	NATALIE MARCHELLETTA
Severine	LUCIE POHL
Keith	ALFIE STEWART
Mick	DOMINIC SHERWOOD
Girl In Car	JULIA GARNER
Mr. Gaunt	RANDALL NEWSOME
Mrs. Gaunt	SUSAN KNIGHT
Lisa	AUDREY LYNN WESTON
Patty	LAUREN CULPEPPER
Jim DeSouza	RYAN MUNZERT
Dennis	MIKE STEINMETZ
Jazzbo Feldman	JAY WEINBERG
Dominic	TEDDY COLUCA
Grace's Little Brother	CHARLIE PLUMMER
Mike	GRAHAM DAVIE
Crying Girl	JULIA BARRETT MITCHELL
Angry Dad	JOHN MAINIERI
Hollywood Hippy	TAYLOR YOUNG
Girl Has To Pee	MEGAN HUBBELL
Singing Girls	SUSAN DUECKER

SAMANTHA HAHN  
DEVON WERDEN  
Jingle Singers MARGARET DORN  
KYLE GORDON  
ULA HEDWIG  
KEVIN OSBORNE  
Jingle Guitarist BOB BANDIERA  
Charlie Watts LEVI WILSON  
Orlando ALLEN WILSON-MYERS II  
Biker KEVIN DORIAN  
Bob Cisco JORDAN DEAN  
Wells' Brother WILLIAM CONNELL  
Doug's First Fan MADELINE RHODES  
Guy At Wells' House BRANDON THANE WILSON  
Garage Operator JEFF NORRIS  
Diane SCARLETT THIELE  
Melissa STEVIE LEE STEEL  
Stunt Coordinator – New York PETE BUCOSSI  
Stunt Coordinator – Los Angeles JACK GILL

Stunts

MATTHEW R. STALEY KEVIN ROGERS  
NORMAN DOUGLASS NEIMAH DJOURABCHI  
GABRIELA CHABRIER ROY FARFEL  
FRANK FERRARA GREG HARVEY  
SCOTT BURIK MIKE RUSSO

Crew

Art Director HENRY DUNN  
Set Decorator CHERISH MAGENNIS HALE  
Re-Recording Mixers LEE DICHTER  
ROBERT HEIN  
ERIC HIRSCH  
Music Editor E. GEDNEY WEBB  
Camera Operator CHARLES LIBIN  
First Assistant Photographer BOOTS SHELTON  
Second Assistant Photographer SCOTT LIPKOWITZ  
B Camera First Assistant Photographer CHRISTOPHER RAYMOND  
B Camera Second Assistant Photographer SEAN SOUZA  
Steadicam Operator KYLE RUDOLPH  
Film Loader VANESSA VIERA  
Script Supervisor CHRISTINE GEE  
Sound Mixer MATHEW PRICE

Boom Operator	SETH TALLMAN
Cable Person/Sound Utility	TIMOTHIA SELLERS
Sound Utility	CLAIRE HOUGHTALEN
Video Assist	T RAY TREECE
Digital Imaging Technician	LEWIS ROTHENBERG
Chief Lighting Technician	SCOTT RAMSEY
Assistant Chief Lighting Technicians	MICHAEL McDONALD CHRISTIAN BALDI
Chief Rigging Electrician	ROCCO PALMIERI
Electricians	MICHAEL J. MULLEN MICHAEL WACKS LOWELL SCHULMAN RYAN W. WEBB
First Company Grip	BOB ANDRES
Second Company Grip	BENJAMIN D'ANDREA
First Company Rigging Grip	JOHN PANUCCIO
Second Company Rigging Grip	FRANCIS PANUCCIO
Dolly Grip Operators	ARTHUR BLUM IAN PRATT
Grips	TED LeHANE ALISON BARTON GARY JACKIEWICZ LOUIS MASSA JEREMIAH J. DALTON JR.
Property Master	MARK PELTZER
Assistant Property Master	DANIELLE GIOVANNIELLO
Props	LEE HOWARD INNIS LAWRENCE
Special Effects Coordinator	JEFF BRINK
Location Manager	JAMES D. LEE
Assistant Location Manager	SEAN ILNSEHER
Lead Person	SCOTT GAGNON
Set Dressers	BRIAN BUTEAU JONATHAN HUGGINS HANK LIEBESKIND BRIAN HESS WILLIAM WIGGINS
Assistant Costume Designer	MICKEY CARLETON
Costume Supervisors	JENNIFER INGRAM ELIZABETH FELDBAUER
Costumer	AMANDA SROKA
Makeup Artist	EVELYNE NORAZ
Hairstylist	ROBERT FAMA
Post Production Supervisor	CATHERINE FARRELL
First Assistant Editor	DAVID MASSACHI

Second Assistant Editor	DAVID O. ROGERS
Apprentice Editor	ANDREAS FEHRLE
Post Production Assistants	RANDY YANG
	MAGGIE STUDWELL
Casting Associate	JULIE SCHUBERT
Background Casting	MEREDITH JACOBSON MARCIANO
Assistant Art Directors	MIGUEL LOPEZ-CASTILLO
	SCOTT DOUGAN
	ERIC DEAN
Art Department Coordinator	ALANNA NEVADA LEVY
Assistant to Mr. Chase	PHIL GRAZIADEI
Assistant to Mr. Johnson	EMILY ECKERT
Assistant to Mr. Orent	CHARLIE KESSLER
Production Supervisor	IGOR SRUBSHCHIK
Production Coordinator	MEREDITH MILLS-CAVALLUZZO
Assistant Production Coordinator	JASON DEAN
Second Second Assistant Director	MIRASHYAM BLAKESLEE
DGA Trainee	COLIN MARKOWITZ
Production Accountant	JAMIE HINTON
First Assistant Accountant	CHRIS CAMUTO
Payroll Accountant	STEVE LOFF
Second Assistant Accountants	CLINT SCOTT
	BRYAN AVINO
Accounting Clerk	LAUREN KOENIG
Production Secretary	JOSHUA CHAPLINSKY
Production Assistants	THEO CUSICK
	VINCENT GIARRATANO
	SANDI GREENBERG
	GUNNAR MCGREW
	JACK MCKENNA
	K.C. McMAHON
	CHRISTOPHER RODRIGUEZ
Unit Publicist	AMY LEIGH JOHNSON
Still Photographer	BARRY WETCHER
Medical Consultant	CARINNA GUILLOT
Food Stylists	MARIA WASHBURN
	MICHELE CHASE
Dialect Coach	KOHLI CALHOUN
Supervising Sound Editor	ROBERT HEIN
Effects Editors	DAMIAN VOLPE
	DAVE PATERSON
Supervising Dialogue Editor	SYLVIA MENNO
Dialogue Editors	DAVID WAHNON
	BRIAN BOWLES

DAN KORINTUS  
Supervising ADR Editor DEBORAH WALLACH  
ADR Editor TONY MARTINEZ  
Assistant ADR Editor ANGELA ORGAN  
ADR Mixer BOBBY JOHANSON  
ADR Recordist MICHAEL RIVERA  
Supervising Foley Editor MATT HAASCH  
Foley Editors RACHEL CHANCEY  
WILLIAM SWEENEY  
Foley Artists JAY PECK  
GARY HECKER  
Foley Mixers RYAN COLLISON  
NERSES GEZALYAN  
Sound Consultant RANDY THOM  
Voice Casting SPEAKEASY LOOP GROUP  
Re-Recorded at SOUND ONE

Assistant Music Editor CHAD BIRMINGHAM  
Music Instructor/Technical Consultant ROBBIE SEAHAG MANGANO  
Associate Music Supervisor ANDY BABIUK  
Dance Supervisor MAUREEN VAN ZANDT  
Music Recorded and Mixed by GEOFF SANOFF  
Additional Music Instructors ANDY WHITE  
CARL RESTIVO  
PAT DINIZIO

Construction Coordinator MICHAEL HERLIHY  
Construction Foreperson MALCOLM REID  
Scenic Artist JANET KALAS  
Transportation Captain RALPH VOLPE

### Los Angeles Crew

Unit Production Manager CHRISANN VERGES  
Second Assistant Director STEVE BATTAGLIA  
Art Director CECELE DE STEFANO  
Set Decorator KIMBERLY MERLIN  
First Assistant Photographer MICHAEL ASHE  
Second Assistant Photographer NORRIS FOX  
Steadicam Operator HARRY K. GARVIN  
Film Loader ANDREW OLIVER  
Sound Mixer EDWARD TISE  
Boom Operator ROBERT JACKSON  
Cable Person TULA SNOECK  
Video Assist PAUL MURPHEY

Chief Lighting Technician	RICK THOMAS
Assistant Chief Lighting Technician	WALTON ROWELL
Chief Rigging Electrician	TRAVIS PANARISI
Electrician	DAVID DELGADO
First Company Grip	JEFF CASE
Second Company Grip	TOM GREENE
First Company Rigging Grip	RON SANTOYO
Second Company Rigging Grip	JEFFREY JOHNSON
Dolly Grip Operators	DAN KAUAHI
	PAUL HAMACHER
Grips	MIKE STEWART
	JOSH RECORD
	PAUL WILLIAMS
Property Master	ELLEN FREUND
Assistant Property Master	JOHNNY YOUNGBLOOD
Location Manager	BROOKS BONSTIN
Assistant Location Manager	TAYLOR BOYD
Lead Person	PAUL FORD
Costume Supervisor	MITCHELL KENNEY
Costumer	MITZI HARALSON
Makeup Artist	TIMA ROESLER KERWIN
Background Casting	WENDY TREESE
Production Coordinator	ORLANDO GONZALES
Assistant Production Coordinator	KENNETH KERN
Second Second Assistant Director	EUGENE DAVIS
Production Accountant	WILLIAM OAKS
Production Assistants	EVAN ALLEN-GESSESSE
	BO CRUTCHER
	COREY GIBBONS
	WILL HIGGINS
	C.J. IZZO
	BEN PARKER
Still Photographer	SUZANNE TENNER
Construction Coordinator	KAREN HIGGINS
Construction Foreperson	ALAN C. ALVARADO
Scenic Artist	CHARLES KERN
Transportation Coordinator	BRETT ROUND
Transportation Captain	RUSSELL OVERSTREET
Visual Effects by	FRAMESTORE NEW YORK
Visual Effects Supervisor	IVAN MORAN
Executive Producer	SARAH DOWLAND
Visual Effects Coordinators	RAVEN SIA
	ANDREA ATWATER
Visual Effects Editor	YVETTE WOJCIECHOWSKI

CG Supervisor THEO JONES  
Matchmove Artist TOMMY TAYLOR  
Compositing Supervisor ALEX LEMKE  
Digital Compositors CORRINA WILSON  
JARNAIL BHACHU  
ELLA BOLIVER  
OLIVER ARMSTRONG  
VERONICA MARINO  
Paint and Roto Artists MARK LEIBERMAN  
JIHAYE HAM  
DAVID SARMA  
MAYUKO SAITO  
Matte Painter CHRISTINA LUM  
Pipeline TD JESSE LUCAS  
Engineer HARRY CHUNG  
  
Digital Intermediate by DELUXE NEW YORK  
DI Colorist JOSEPH GAWLER  
DI Supervising Producer DARRELL R. SMITH  
DI Project Manager MOLLE DeBARTOLO  
DI Editor JONATHAN SANDEN  
DI Assist MATTHEW BREITENBACH  
DI Recording MARKUS JANNER  
Engineering TIM MULLEN  
BRENT KLEINMAN  
Main and End Titles by SCARLET LETTERS/BEN SCHOEN

Soundtrack Album on  
ABKCO RECORDS

Original Instrumental Song Performances by  
BOB BANDIERA  
GARRY TALLENT  
MAX WEINBERG  
STEVEN VAN ZANDT  
Arranged and Produced by STEVEN VAN ZANDT



## Songs

### "PEPPERMINT TWIST"

Written by Joseph Di Nicola  
& Henry Glover  
Performed by Joey Dee & The Starlites  
Courtesy of Rhino Entertainment Company  
By arrangement with  
Warner Music Group Film & TV Licensing

### "FINALE"

(from "THE TWILIGHT ZONE")  
Written by Bernard Herrmann  
Courtesy of CBS Entertainment,  
a division of CBS Broadcasting Inc.

### "I WANT TO HOLD YOUR HAND"

Written by John Lennon & Paul McCartney  
Performed by The Beatles  
Courtesy of Capitol Records  
Under license from  
EMI Film & Television Music

### "I JUST WANT TO MAKE LOVE TO YOU"

Written by Willie Dixon  
Performed by The Rolling Stones  
Courtesy of ABKCO Music and Records, Inc.

### "TELL ME"

Written by Mick Jagger & Keith Richards  
Performed by The Rolling Stones  
Courtesy of ABKCO Music and Records, Inc.

### "DOWNTOWN"

Written by Tony Hatch  
Performed by Petula Clark  
Courtesy of Sony Music France  
By Arrangement with Sony Music Licensing

### "2120 SOUTH MICHIGAN AVENUE"

Written by Nanker Phelge  
Performed by The Rolling Stones  
Courtesy of ABKCO Music and Records, Inc.

### "GO NOW"

Written by Larry Banks & Milton Bennett  
Performed by The Moody Blues  
Courtesy of Graeme Edge, Lee Eccles,  
Denny Laine, Michael Pinder & Ray Thomas

### "GOOD INTENTIONS"

(from "THE TWILIGHT ZONE")

Written by Rene Garriguenc  
Courtesy of CBS Entertainment,

### "(I CAN'T GET NO) SATISFACTION"

Written by Mick Jagger & Keith Richards  
Performed by The Rolling Stones  
Courtesy of ABKCO Music and Records, Inc.

### "PIPELINE"

Written by Brian Carman & Bob Spickard  
Produced by Steven Van Zandt

### "THE TWILIGHT ZONE THEME"

Written by Marius Constant  
Courtesy of CBS Entertainment,  
a division of CBS Broadcasting Inc.

### "PLEASE MISTER POSTMAN"

Written by Robert Bateman,  
Frederick Gorman, Brian Holland,  
William Garrett & Georgia Dobbins  
Performed by The Beatles  
Courtesy of Capitol Records  
Under license from  
EMI Film & Television Music

### "BO DIDDLEY"

Written & Performed by Bo Diddley  
Courtesy of Geffen Records  
Under license from  
Universal Music Enterprises

### "BO DIDDLEY"

Written by Bo Diddley  
Vocals performed by Jack Huston  
Produced by Steven Van Zandt

### "TIME IS ON MY SIDE"

Written by Jerry Ragovoy  
Performed by The Rolling Stones  
Courtesy of ABKCO Music and Records, Inc.

### "TIME IS ON MY SIDE"

Written by Jerry Ragovoy  
Vocals performed by John Magaro  
Produced by Steven Van Zandt

### "ALL DAY AND ALL OF THE NIGHT"

Written by Ray Davies  
Vocals performed by  
Jack Huston & John Magaro  
Produced by Steven Van Zandt

### "AULD LANG SYNE"

a division of CBS Broadcasting Inc.

**"DUST MY BROOM"**

Written by Elmore James  
& Robert Leroy Johnson  
Performed by Elmore James  
Courtesy of Arhoolie Records

**"GOLDFINGER"**

Written by John Barry,  
Leslie Bricusse & Anthony Newley  
Performed by Shirley Bassey  
Courtesy of EMI Records Ltd.  
Under license from  
EMI Film & Television Music

**"ROLLIN' AND TUMBLIN' "**

Written by Morgan Robinson & Morris Levy  
Vocals performed by Jack Huston  
Produced by Steven Van Zandt

**"MEET MERLIN"**

(from "THE MAN FROM U.N.C.L.E.")

Written by Robert Drasnin  
Courtesy of  
Warner Bros. Entertainment Inc.  
and Turner Entertainment Co.

**"STATESBORO BLUES"**

Written by Willie McTell

**"THE FIRST NOEL"**

(Traditional)  
Arranged by David Benjamin Hirst  
Courtesy of APM Music

**"OTHER SIDE OF THIS LIFE"**

Written by Fred Neil  
Performed by Mekeel, Zachary & Chase

**"CALIFORNIA HOLIDAY/SPINOUT CUE"**

Written by George Stoll & Robert van Eps  
Courtesy of  
Warner Bros. Entertainment Inc.,  
Turner Entertainment Co.  
and Euterpe, Inc.

**"THE ST. VALENTINE'S DAY MASSACRE"**

Written by Steven Van Zandt  
Vocals performed by  
John Magaro & Jack Huston  
Produced by Steven Van Zandt

(Traditional)

Arranged by Aram Mandossian  
Performed by Rick Riso  
Courtesy of 5 Alarm Music

**"ME AND THE DEVIL BLUES"**

Written by Robert Leroy Johnson  
Performed by Robert Johnson  
Courtesy of Columbia Records  
By arrangement with SONY Music Licensing

**"PICK A BALE O' COTTON"**

Written by Huddie Ledbetter,  
John A. Lomax & Alan Lomax  
Used by permission of  
Muscadet Productions, Inc.

**"I AIN'T GONNA EAT OUT MY HEART"**

Written by Lori Burton & Pam Sawyer  
Performed by The Rascals  
Courtesy of Atlantic Recording Corp.  
By arrangement with  
Warner Music Group Film & TV Licensing

**"I AIN'T GONNA EAT OUT MY HEART"**

Written by Lori Burton & Pam Sawyer  
Vocals performed by  
John Magaro & Jack Huston  
Produced by Steven Van Zandt

**"TANA'S THEME"**

(from the motion picture  
"A TOUCH OF EVIL")

Written & Performed by Henry Mancini  
Courtesy of Universal Studios

**"WHO'LL BE THE NEXT IN LINE"**

Written by Ray Davies  
Performed by The Kinks  
Courtesy of Sanctuary Records Group Ltd.  
Under license from  
Universal Music Enterprises

**"A WHITER SHADE OF PALE"**

Written by Keith Reid, Gary Brooker  
& Matthew Fisher  
Performed by Procol Harum  
Courtesy of Muscadet Productions, Inc.

**"THE STAR SPANGLED BANNER"**

Written by Francis Scott Key  
& John Stafford Smith

**"TRAIN KEPT A ROLLIN' "**

**"DOWN SO LOW"**

Written by Tracy Nelson  
Performed by Mother Earth  
Courtesy of Warner Bros. Records Inc.  
By arrangement with  
Warner Music Group Film & TV Licensing

**"SURGICAL SUPPLY"**

Written by David Chase  
& Steven Van Zandt  
Produced by Steven Van Zandt

**"ITCHYCOO PARK"**

Written by Ronnie Lane & Steve Marriott  
Performed by The Small Faces  
An original Immediate Recording  
Courtesy of Charly Acquisitions Ltd.  
Licensed from LicenseMusic and  
Courtesy of Sanctuary Records Group Ltd.  
Under license from  
Universal Music Enterprises

**"BALI HA'I"**

Written by  
Richard Rodgers & Oscar Hammerstein II  
(from "SOUTH PACIFIC")  
Performed by Original Motion Picture Cast  
Courtesy of 20th Century Fox Film Corp.

**"VASSAR COLLEGE SONG"**

(Traditional)

**"THERE WAS A TIME"**

Written by James Brown & Buddy Hobgood  
Performed by James Brown  
Courtesy of Universal Records  
Under license from  
Universal Music Enterprises

**"ROAD RUNNER"**

Written by Jonathan Richman  
Performed by The Sex Pistols  
Courtesy of Virgin Records Ltd.  
Under license from  
EMI Film & Television Music

**"BACK DOOR MAN"**

Written by Willie Dixon  
Vocals performed by John Magaro  
Produced by Steven Van Zandt

Written by Tiny Bradshaw,  
Howie Kay & Sydney Nathan  
Vocals performed by John Magaro  
Produced by Steven Van Zandt

**"PRETTY BALLERINA"**

Written by Michael Brown  
Performed by The Left Banke  
Courtesy of  
The Island Def Jam Music Group  
Under license from  
Universal Music Enterprises

**"SOME VELVET MORNING"**

Written by Lee Hazlewood  
Performed by Nancy Sinatra  
& Lee Hazlewood  
Courtesy of Boots Enterprises Inc.

**"I WANT TO TELL YOU"**

Written by George Harrison  
Performed by The Beatles  
Courtesy of Capitol Records  
Under license from  
EMI Film & Television Music

**"GOOD MORNIN' BLUES"**

Written by Huddie Ledbetter & Alan Lomax  
Performed by Lead Belly  
Courtesy of  
Smithsonian Folkways Recordings

**"I CAN'T STAND IT"**

Written by Lester Chambers  
Performed by The Chambers Brothers  
Courtesy of Columbia Records  
By arrangement with SONY Music Licensing

**"OMAHA"**

Written by Alexander Lee Spence  
Performed by Moby Grape  
Courtesy of Legacy Records  
By arrangement with SONY Music Licensing

**"I'VE GOT A FEELING"**

Written by John Lennon & Paul McCartney  
Performed by The Beatles  
Courtesy of Capitol Records  
Under license from  
EMI Film & Television Music

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and Turner Entertainment Co.

Hollywood Palace courtesy of Disney ABC Domestic Television

Additional Research and Clearances by Searchworks

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