Columbia Pictures Presents

In association with Hemisphere Media Capital

An Amblin Entertainment Production

In association with P+M Image Nation

"MEN IN BLACK 3"

Directed by
Barry Sonnenfeld

Written by Etan Cohen

Based on the Malibu Comic by Lowell Cunningham

Produced by
Walter F. Parkes
and
Laurie MacDonald

Executive Producer
Steven Spielberg

Executive Producer
G. Mac Brown

Director of Photography
Bill Pope, ASC

Production Designer
Bo Welch

Editor
Don Zimmerman, A.C.E.
Music by
Danny Elfman
Will Smith
Tommy Lee Jones
Josh Brolin
Jemaine Clement
Michael Stuhlbarg
Alice Eve
Bill Hader
David Rasche
and Emma Thompson
Mike Colter
Lenny Venito
Casting by
Ellen Chenoweth
Visual Effects Supervisors
Ken Ralston
Jay Redd
Alien Make-up Effects by
Rick Baker
Costume Designer
Mary Vogt
Co-Producers
Joyce Cox
Ryoko Tanaka
A Barry Sonnenfeld Film

Cast
Agent J  Will Smith
Agent K  Tommy Lee Jones
Young Agent K  Josh Brolin
Boris The Animal  Jemaine Clement
Agent O  Emma Thompson
Griffin  Michael Stuhlbarg
Colonel  Mike Colter
Boris’ Girlfriend  Nicole Scherzinger
Jeffrey Price  Michael Chernus
Young Agent O  Alice Eve
Agent X       David Rasche
Mr. Wu        Keone Young
Andy Warhol   Bill Hader
Colonel’s Son  Cayen Martin
Prison Guard #1 Clarke Thorell
Prison Guard #2 Adam Mucci
Prison Guard #3 Tom McComas
Prison Guard #4 Douglas Crosby
2012 MIB HQ Guard Woodie King, Jr.
1969 MIB HQ Guard Jack O’Connell
1969 MIB Agent #1 Tobias Segal
1969 MIB Agent #2 Jon Shaver
1969 MIB Agent #3 Geritt Vandermeer
Mom           Alexandra O’Hara
Little Chocolate Milk Girl Violet O’Hara
Coney Island Hippie Valence Thomas
Coney Island Flower Child Chloe Sonnenfeld
Obadiah Price  Lanny Flaherty
MIB Desk Agent Jonathan O’Hara
Brain Alien    Rick Baker
New York Mets Fan #1 Joseph D’Onofrio
New York Mets Fan #2 Joseph R. Gannascoli
Diner Waitress Katy Frame
Funky 60’s Dude Kevin Townley
Guru           Stephen Brian Jones
Muscle Boy at Happening Tyler Johnson
Muscle Boy’s Girlfriend at Happening Kati Rediger
Air Force MP #1 Victor Joel Ortiz
Air Force MP #2 Charlie Barnett
Car Theft Victim Ian Blackman
Hotel Doorman  Jeremy Beiler
Screaming Lady on Ferris Wheel Liliane Klein
Detained Teenage Alien Britt Johnson
Neil Armstrong Jared Johnston
Buzz Aldrin     Ken Arnold
Michael Collins Jonathan Drew
1969 Man in Elevator Joel Brady
Roman The Fabulist David Pittu
Bowling Ball Head Lenny Venito
Four-Armed Alien Anthony J. Gallo
1969 NYPD Cop #1 James Martin Kelly
1969 NYPD Cop #2 Will McLaughlin
Mr. Wu’s Bartender Kimmy Suzuki
Dead Zed        Kirk Larsen
Transvestite at Happening Javier Jose Rivera Nieves
Husband Watching Launch Barry Sonnenfeld
Wife Watching Launch Susan Ringo
Young Wife #1 Watching Launch Stephanie Ellis
Young Husband #1 Watching Launch Ben Brown
Young Wife #2 Watching Launch Amy Erwitt

Second Unit Director/Stunt Coordinator Simon Crane
Stunt Coordinators
Wade Eastwood
Doug Coleman

Stunts
Chris Barnes
Randy James Beckman
Chris Cenatiempo
J. Patrick Daily
Rocky Lee Dickey, Jr.
Shauna Duggins
Mark Fichera
Riley Harper
Martimiano Nito Larioza
Michael Li
Mark Norby
Monte Rex Perlin
Mike Pyle
Marc Scizak
Jake Swallow
David Van Zeyl
Jim Wilkey
Bobby Beckles
Jared Burke
Eliza Coleman
Steve De Castro
Norman Douglass
Kiante Elam
Christopher Gordon
Terry Jackson
Drew Leary
Brian Machleit
Chris Palermo
Dawn Noel Pignuola
Kevin Randleman
Daniel Stevens
Shawnna Thibodeau
Mark Wagner
Marcus Young

Worm Voices
Brad Abrell
Thom Fountain
Tim Blaney
Carl J. Johnson

Unit Production Manager
Carol Cuddy
Unit Production Manager
G. Mac Brown
First Assistant Director
Michael Lerman
Second Assistant Director
Peter Thorell
3D Visual Effects Supervisor
Corey Turner
Associate Producer
Paul A. Levin
Art Directors
Maya Shimoguchi
Kasra Farahani
W. Steven Graham
Set Decorator
Susan Bode Tyson
Property Masters
Doug Harlocker
Scott Getzinger
Script Supervisor
Mary Bailey

"A" Camera/Steadicam Operator
Jim McConkey
First Assistant "A" Camera
Greg Luntzel
Second Assistant "A" Camera
John Oliveri
First Assistant "B" Camera
Denny Kortze
Second Assistant "B" Camera
Hamilton Longyear
Film Loader
Elizabeth Cavanaugh

Assistant Costume Designers
Patrick Wiley
Laura Frecon
<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
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<tbody>
<tr>
<td>Costume Supervisors</td>
<td>Donna Maloney</td>
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<tr>
<td></td>
<td>Nicole Greenbaum</td>
</tr>
<tr>
<td>Costume Foreman</td>
<td>John David Ridge</td>
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<tr>
<td>Ager/Dyer</td>
<td>Scott T. Coppock</td>
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<tr>
<td>Costumers</td>
<td>Kortney Lawlor</td>
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<tr>
<td></td>
<td>Carmia Marshall</td>
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<tr>
<td>Makeup Department Head</td>
<td>Bernadette Mazur</td>
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<tr>
<td>Key Makeup Artist</td>
<td>Donald Kozma</td>
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<tr>
<td>Hair Department Head</td>
<td>Sacha Quarles</td>
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<tr>
<td>Key Hair Stylist</td>
<td>Christine Fennell-Harlan</td>
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<tr>
<td>Chief Lighting Technicians</td>
<td>Robert Finley III</td>
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<td>Eric Boncher</td>
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<tr>
<td>Assistant Chief Lighting Technician</td>
<td>Mark Stetz</td>
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<tr>
<td>Rigging Chief Lighting Technician</td>
<td>Louis Petraglia</td>
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<tr>
<td>Rigging Best Boy Electric</td>
<td>Paul Osekoski</td>
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<tr>
<td>Key Grips</td>
<td>Anthony T. Mazzucchi</td>
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<td>Mitch Lillian</td>
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<tr>
<td>Best Boy Grip</td>
<td>Paul Candrilli</td>
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<tr>
<td>Dolly Grips</td>
<td>Daniel Pershing</td>
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<td></td>
<td>Rick Marroquin</td>
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<td>Kevin W. Lowry</td>
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<tr>
<td>Key Rigging Grip</td>
<td>Jim Boniece</td>
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<tr>
<td>Best Boy Rigging Grip</td>
<td>Michael A. McFadden</td>
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<tr>
<td>Production Mixer</td>
<td>Peter Kurland</td>
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<tr>
<td>Boom Operator</td>
<td>Randy Johnson</td>
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<tr>
<td>Utility Sound</td>
<td>Gregg Harris</td>
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<tr>
<td>Video Assist</td>
<td>Nils Johnson</td>
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<td>Special Effects Supervisors</td>
<td>Mark Hawker</td>
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<td>Jeff Brink</td>
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<tr>
<td>Special Effects Foremen</td>
<td>Andrew Weder</td>
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<td>Bruce Y. Kuroyama</td>
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<td>Martin Montoya</td>
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<tr>
<td>Location Manager</td>
<td>Robert T. Striem</td>
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<tr>
<td>Assistant Location Managers</td>
<td>Paul Singh</td>
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<td>Hyo Park</td>
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<tr>
<td>Parking Coordinator</td>
<td>Derek Pastures</td>
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<tr>
<td>Production Supervisor</td>
<td>Patty Willett</td>
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<td>Mark Hagerman</td>
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<td>Assistant Production Coordinator</td>
<td>Alexander Barrow</td>
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<tr>
<td>Production Secretary</td>
<td>David C. Sales</td>
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<tr>
<td>Production Controller</td>
<td>Tamara Bally</td>
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<tr>
<td>First Assistant Accountant</td>
<td>Ginny Reilly</td>
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<td>Payroll Accountant</td>
<td>Gregory Highsmith</td>
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<tr>
<td>Construction Coordinators</td>
<td>Joseph S. Alfieri</td>
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<td>Kenneth D. Nelson</td>
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</tbody>
</table>
Head Carpenters
Henry Antonacchio
Ken Brzozowski

Key Construction Grips
Michael Scarola
Marc Vranesich

Camera Scenic
Hannah Price

Assistant Art Directors
C. Scott Baker
Richard Bloom
Marion Kolsby

Set Designers
Joseph Hiura
Kevin Loo
Clint Wallace

Art Department Coordinators
Erik Knight
Kelly Solomon

Illustrators
Vance Kovacs
Craig Shoji

Graphics Designer
Eddie Ioffreda

Storyboard Artist
Patrick Campbell

Charge Scenic
Elizabeth Linn

Assistant Set Decorator
Jennifer Alex Nickason

Leadman
Bruce Gross
James Whelan

On-Set Dressers
Robin Koenig

Assistant Property Masters
Matthew Sherwood
Josh Roth

Picture Car Coordinator
Robert Griffon

Unit Publicist
Frances Fiore

Still Photographer
Wilson Webb

2nd Second Assistant Director
Brett Robinson

DGA Trainee
Woodrow Travers

Assistants to Mr. Sonnenfeld
Mary B.R. Couch
Joi Perle

Assistant to Mr. Brown
Claudia Cifuentes

For Mr. Smith:
Photo Double / Stand-in
David Haines

E2 Coordinator
Darrell Foster

Costumer
Robert Mata

Makeup Artist
Judy Murdock

Hair Stylist
Pierce Austin

Production Exec
Jana Babatunde-Bey

Creative Exec
Caleeb Pinkett

Assistant
Danielle Demmerella

Production Assistants
Clarence Hammond
Margaret Dadourian
Derrick Hammond
Kareema Pickney
Fred Thomas

For Mr. Brolin:
Costumer
Sandi Figueroa

Makeup Artist
Christien Tinsley

Assistant
Jac Woods
Production Assistants
Lily Alia
Dustin Bewley
Justin Bischoff
Ethan Duffy
Tiffani Gray
Paul Kahil
Mary G. Knauf
Scott Koche
Tom Lombardi
Avery Mills
Streeter Phillips
Karel Schurman
Adam Sonnenfeld
Michael Tuths
Ashley Wellbrock

Casting Associate
Amelia McCarthy, CSA
Casting Assistant
Kate Sprance
Extras Casting
Grant Wilfley Casting

Catering
Tony's Food Service, Inc.
Craft Service
Wilson Rivas
Medic
Bruce Bell

Transportation Captain
James P. Whalen
Transportation Co-Captain
Michael O'Brien

SECOND UNIT
Unit Production Managers
Holly Rymon
Erica Kay
First Assistant Director
Christopher Surgent
Second Assistant Director
Takahide Kawakami

Art Director
Clay Brown
Director of Photography
Igor Meglic
Location Manager
Michael Kriaris
Production Coordinator
Jamie Buckner
Assistant Production Coordinator
Gary Martyn

POST PRODUCTION
1st Assistant Editor
Jason Solberg
Assistant Editors
David Zimmerman
Kent Blocher
Apprentice Editors
Zana Bochar
Tony Ferdinand
Visual Effects Editor
Jeff Beattie
Assistant Visual Effects Editor
Cynthia Conel
Post Production Coordinator
Ann Gray

Re-Recording Mixers
Tom Fleischman, C.A.S.
Supervising Sound Editor
Paul N.J. Ottosson
Assistant Sound Editor
Rupert Nadeau

Supervising Dialogue Editor
Bobby Mackston

Dialogue Editor
Robert Troy

Sound Effects Editors
Greg ten Bosch, MPSE
Jamie Hardt, MPSE
Hamilton Sterling
Bernard Weiser, MPSE

Supervising ADR Editor
Juno J. Ellis

ADR Editor
James Simcik

Supervising Foley Editor
Mark Pappas

Foley Editor
Ryan B. Juggler, MPSE

Foley Artists
Sarah Monat
Robin Harlan

Foley Mixer
Randy K. Singer

ADR Mixers
Howard London, C.A.S.
Bobby Johanson

Voice Casting
Barbara Harris

Post Sound Services Provided by
Sony Pictures Studios, Culver City

Music Editors
Bill Abbott
Denise Okimoto

Orchestrations by
Steve Bartek
Edgardo Simone
Dave Slonaker

Conducted by
Pete Anthony

Score Recorded and Mixed by
Dennis Sands
Shawn Murphy

Midi Supervision by
Marc Mann

Music Contractor
Gina Zimmitti

Music Preparation
Rob Skinnell

Additional Arrangements
Edward Shearmur
TJ Lindgren
Deborah Lurie

Score Recorded at
Sony Pictures Studios, Streisand Scoring Stage

Main Title Design by
Pablo Ferro

Main Title Digital Artist
Allen Ferro

Main Titles by
Method Design

End Titles by
Scarlet Letters

Digital Intermediate by
EFILM

Digital Colorist
Steve Scott

Prosthetic Makeup by
Cinovation Studios

Alien Effects Producer
Bill Sturgeon

Key Artists
Shannon Shea
Bart Mixon
Mitch Devane
Norman Cabrera
Joey Orosco
Mario Torres
Steve Koch
Matt Rose
Mike Smithson
Yoichi Art Sakamoto
Molds
Jim McLoughlin
Frederico Cervantes
Jacqueline Makkee Van Der Lek
Morgan Muta
Robert Freitas
Frank Rydberg
Silicone
Christopher Walker
Andrea Donnelly
Jack Firman
Jason Barnett
Steven Katz
Fabrication
Fred Fraleigh
Chad Waters
Hair
Ursula Hawks
Paint
Casey Love
Thomas Killeen
Animatronics
Jurgen Heimann
Mark Setrakian
Seaming/Patching
Timothy Leach
Jennifer Rose
Administration/Facilities
Brian Morishita

Visual Effects
VFX Production Supervisor
Viet Luu
VFX Coordinators
Danielle Birch
Barry St. John
Svetlana Tesnes
Clint Spillers
3D Production Manager
Bryan Searing
3D Coordinator
Eric Kimelton
VFX Assistant Coordinator
Marissa Friedes
Data Wranglers
Matty Eberle
Pasquale Greco
Special Visual Effects and Animation by
Sony Pictures Imageworks Inc.
Culver City, California

Animation Supervisor
Spencer Cook
Senior Visual Effects Producer
Eric Scott
Digital Effects Supervisor
Ken Hahn
Executive Producer
Debbie Denise
Digital Producers
John Kreidman
Carey Ann Smith
Computer Graphics Supervisors
Darren Lurie
David Seager
Brian Steiner
Craig Happy Wentworth
Digital Production Managers
- Evangeline Monroy
- Rebecca Rinn
- Jeremie Winslow

Production APMs
- Timothy Loughran
- Beth Tyszkiwicz Nesbit

Visual Effects Senior Editor
- Guy T. Wiedmann

Lead Animators
- Craig McPherson
- Keith W. Smith
- Glenn Sylvester

Character Animators
- Robert Barros
- Sue Campbell
- Eddie Chew
- Chad Finnerty
- Scott Fritts
- Vincent Gorman
- Michael Kimmel
- Patrick Lowery
- Rylan Mattes
- Pericles Michielin
- Keith A. Sintay
- Carolyn Vale

Motion Capture Lead
- Joshua Ochoa

Animation Coordinators
- Alyse Joseph
- Leanne K. Tanizawa

Look Development and Sequence Leads
- Craig Feifarek
- Dylan Gottlieb
- Kurt Judson
- Brian Kloc
- David B. Menkes
- Blaine Kennison
- Donny Rausch
- Tom Rosseter
- Mike Muir
- Matthew George Rampias
- Douglas James Smith
- Bret St. Clair
- Jeff Stern
- Laurence Treweek
- Eric Wilson

Compositing Lead
- Kirstin Sneaks Hall

Compositing Sequence Leads
- Scott David
- Frank Fieser
- Blaine Kennison
- Tom Rosseter
- CG Lighting and Compositing Artists
- Brian Adams
- Kenneth Brain
- Daniel Bryant
- Colin Campbell
- Doug Cram
- Marie Victoria Denoga
- Feli diGiorgio
- Colin Drobis
- Angela Eliasz
- Aaron Estrada
- Patrick Finley
- Paul Hargrave
- Joseph Hayden
- Greg Derochie
- Tony Diep
- Jadan Duffin
- Fish Essenfeld
- Brad William Falk
- Phillip Giles
- Bruce Harris
- John Helton
Nicholas Hoyt, John Iskandar
Mike Jiang, Nitant Ashok Karnik
Pency Gaw Kinnard, Paul Kulikowski
Jaymie Lam, Mark M. Larranaga
Jessica Laszlo, Dan Lavender
Soyoun Lee, Sean J. Loughran
Jason Madsen, Vina Kao Mahoney
John Mangia, Shannon McGee
Jim McLean, Chris Nabholz
Michael Ocober, Scott Palleiko
Kevin Pierce, Dylan Robinson
Ziad Seirafi, Brian Silva
Brian Smallwood, Jessica Stebbins
Russ Sueyoshi, Dave Takayama
Bridget M. Taylor, Dan Trezise
Ryan Tulloch, Pieter Van Houte
Carlos A. Vidal

Lighting APMs, Jesus De Santiago
Stephanie C. Lee

Lighting Coordinators, Tanner Joyce
Claire Sun

CG Modeling Supervisor, Marvin Kim

CG Modelers
Moon Jung Kang, George Longo
Eric Neill, Maxx Okazaki
Jungeun Park, Taehyun Park
Barbaros Sarisozen, Nelson Sousa

Character Rigging Supervisor, Joseph DiLallo
Character Riggers, Garrett Raine
Peter Tieryas

Texture Lead, John B. Wallace III
Texture Artists
Samuel Alicea, Suzy Brown
Edwin Fabros, Apryl Knobbe
Hee-Chel Nam, Kerry Nordquist
The-Hung Quach

CG Effects Supervisor, Theo Vandernoot

CG Effects Artists
Steve Avoujageli, Jeffrey Benjamin
Dimitre Berberov, Katherine Bouglai
Deborah Carlson, Steven Peter Dugaro
Antoine Durr, Henrik Fält
Kevin Kitchel, Daniel La Chapelle
Michael Scott LaFave, E.J. Lee
Franklin Londin, Tom Lynnes
Siegfried Ostertag, Tom Pushpathadam
Gregory Wade Reynolds, Toby Abraham Rosen

Anthony Zalinka

CG Effects Coordinator, Jennifer S. Williams

CG Cloth and Hair Leads, Brian Casper
Christopher Alex Logan

CG Cloth and Hair Artists
Gavin Badger Baxter  Janice Lew  Michela Rose  Karthik Swaminathan  Eric Voegels
Software Supervisors
Sosh Mirsepassi

Software Engineers
Patrick Clark
Marc Andre Davignon
Tad Gielow
Junko V. Igarashi
Dave Krieger
Sean Looper
Mike Lyons
Lucas Miller
J. Robert Ray
Andrea K. Solis
Ying Wei
John Bradley Welborn
Kaichi Zhou

Systems Managers
Mitch Dobrowner
Lauren Jean Matheson Moreno

Systems Administrators
Farnoosh Kahi
Jacob Martinez
Terence Mills
Vivian Rogers

Systems Engineers
Stewart Hoffman
Kevin Kim
Ivo Panayotov
Dan Villarreal

Principal Systems Engineer
Ken Williams

Production Infrastructure
Suzanne Labrie
Regaye M. Fulcher
Tracey Baxter
Jill Shane Butler

Digital Production
Ken Maruyama
Anett Gough
Stephanie Greco
Dawn Quinta
Lea Lambert
Wendy Mashburn
Samantha Ofole-Prince
Rosie Server

Training and Artist Development
Diane St. Clair
JC Cornwell
Dan Gutierrez
Steven Vargas
Samantha Brown

Senior Staff
Randy Lake
Rob Bredow
Rick Mischel

Imageworks India
General Manager
Joe Gareri
Production Manager
Navin Venkatesh
Computer Graphics Supervisor
Gomathi Ramalingam
Compositing and Paint Supervisor
Pavan Kumar Potluri
Rotomation Supervisor
Abheesh N.U.

Additional Visual Effects and Animation by Sony Pictures Imageworks Canada Inc.
Additional Matchmove and Rotomation by Yannix

Additional Digital Paint and Rotoscoping by Studio8fx
vfxNova digital productions
Pixel Magic

Additional Visual Effects by Clearcut FX

Additional Visual Effects by Prime Focus VFX Pacific
Visual Effects Supervisor Jon Cowley
Visual Effects Executive Producer Nancy St. John
Visual Effects Producer Greg Behrens
Digital Production Manager Hamo Djoubliian
Production Coordinators Ann-Marie Blommaert
Fraehan Pagdiwalla
Comp Supervisor Shervin Shoghian
Compositors Mike Adkisson
Frank Akrong
Corey Coates
Christopher Courtland
Mike Diltz
Viv Jim
Alex Llewellyn
Juan Carlos Mendoza
Stephen Robertson
Donald Tse
CG Lead Ryan Mintenko
CG Artists Bryan Davies
Ricardo Gomez
Abhishek Joshi
Dan Rankin
Tong Zhou
Matte Painting Supervisor Romain Bayle
BG Prep - Lead Heather MacPhee Ryan

Additional Visual Effects by Method Studios
VFX Supervisor Gregory Oehler
VFX Producer Julia Neighly
2D Supervisor James Kuroda
3D Supervisor Michael Sean Foley
VFX Coordinator Chelsea Kammeyer
Matte Painter Rasha Shalaby
Compositors Andy Mower
Carlos Morales
Ian A. Harris
Mathias Frodin
Samuel Jørgensen
Wendy Seddon
Aleksandar Djordjevic
Ryan Leonard
David Piombino
Robert Dauphinais
Adam Gandola
Flame Artist Tom Daws
FX Artist Sergey Kosareff
Lighting  Jeremy Lei

Additional Visual Effects by Cantina Creative

Additional Visual Effects by Perception

3D Stereoscopic Conversion

3D Stereo Services by Prime Focus
Senior Stereoscopic Supervisor  Jeremy Nicolaides
Stereo Supervisors  John Pierce
Ritesh Agarwal

3D Producers  Michael S. Pryor
Chris McClintock
Savio Cruz
Franklin Mascarhenas

Leads  Binoy Thomas
Puneet Samra
Anthony Mariya
Sunny Chawla
Rakhee Ghosh
Debarghy Dutta
Abhishek Warang

Compositors  Keshav Parab
Prabir Bera
Ashish Mishra
Rahul Pagare
Darshan D. Rane
Rajeev Sahu
Mobin Mathew
Yogesh Dattaram Palav
Vinod Kumar Vaishya
Somnath Adak

Roto & Paint Supervisors  Shreeraj Gopi
Vaibhav Deshmukh
Manoj Kumar
Mandeep Singh
Taran Jain
Amol Rohidas Pawar
Gudati Chandrashekar

Roto Production Team  Nixon Fernando
Alrick Fernandes
Kevin Dsouza
Annsh Patel
Rameez Mukaddam
Andrew Jagtap
Aisshwarya Dubey
Mike Anders
Sharique Faiz
Chad Cortvriendt

3D Editorial  Priyal Mahadik
Parag Mestry
Azeem Shaikh
Sachin Patidar
Neelkanth Mapara
Adam Hall
Latham Robertson
Charlie Luce

IO/IT
Amit Desai

Previsualization by The Third Floor
Previs Supervisor
Shannon Justison
Previs Producer
Nathan Santell
Previs Co-Supervisor
Hiroshi Mori

Score Album on Sony Classical

MUSIC

"Amazing Grace"
Written by John Newton
Performed by Eric Rigler

"I'm An Old Cowhand"
Written by Johnny Mercer
Performed by Roy Rogers
Courtesy of The Roy and Dale Evans Rogers Childrens Trust

"Toccata-Carpimus Noctem"
Written by Johann Sebastian Bach
Arranged by Paul O'Neill
Performed by Trans-Siberian Orchestra
Courtesy of Night Castle Management

"Theo's Dream"
Written and Performed by Karen Hua Qi Han Ottosson
Courtesy of Omega Entertainment Group

"Love Is Strange"
Written by Sylvia Robinson, Ellas McDaniel and Mickey Baker
Performed by The K Group
Courtesy of Joey Robinson Music/JRL Music Group, Inc.

"2000 Light Years From Home"
Written by Mick Jagger and Keith Richards
Performed by The Rolling Stones
Courtesy of ABKCO Music and Records Inc.

"Pictures Of Matchstick Men"
Written by Francis Rossi
Performed by Status Quo
Courtesy of Sanctuary Records Group Ltd.
Under license from Universal Music Enterprises

"I'm Waiting For The Man"
Written by Lou Reed
Performed by The Velvet Underground
Courtesy of Universal Records
Under license from Universal Music Enterprises

"Strange Brew"
Written by Eric Patrick Clapton, Gail Collins and Felix Pappalardi
Performed by Cream
Courtesy of Polydor Ltd. (U.K.)
Under license from Universal Music Enterprises

"A Summer Song"
Written by David Stuart, Keith Noble and Clive Metcalfe
Performed by Chad & Jeremy
Courtesy of Future Noise Music

"Baseball Stomp"
Traditional
Performed by Adam Blau

"Three Cheers"
Written and Performed by Adam Blau

"Happy Birthday To You"
Written by Mildred J. Hill and Patty Smith Hill
Performed by Adam Blau

"Empire State Of Mind"
Written by Shawn Carter, Alicia Augello-Cook, Angela Hunte, Bert Keyes, Sylvia Robinson, Jane't Sewell and Al Shuckburgh
Performed by Jay-Z featuring Alicia Keys
Courtesy of Atlantic Recording Corp.
By arrangement with Warner Music Group Film & TV Licensing
Alicia Keys appears courtesy of RCA Records
By arrangement with Sony Music Licensing
Contains a sample of "Love On A Two Way Street"
Performed by The Moments
Courtesy of Sugarhill Records
By arrangement with Warner Music Group Film & TV Licensing
and Courtesy of Sanctuary Records Group Ltd.
Under license from Universal Music Enterprises

"Back In Time"
Written by Armando Christian Pérez, Marc Kinchen, Adrian Trejo, Urales Vargas, Sylvia Robinson, Ellas McDaniel and Mickey Baker
Produced by Marc MK Kinchen, DJ Big Syph & DJ Buddha
Performed by Pitbull
Pitbull appears courtesy of Mr. 305/Polo Grounds Music/RCA Records
Contains a sample of "Love Is Strange"
Performed by Mickey & Sylvia
Courtesy of Sony Music Entertainment

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