

OCEAN'S TWELVE

~ Final Production Information ~

It's been three years since Danny Ocean (GEORGE CLOONEY) and his crew – fronted by detail man Rusty Ryan (BRAD PITT), up-and-coming pickpocket Linus Caldwell (MATT DAMON), explosives expert Basher Tarr (DON CHEADLE) and safecracker Frank Catton (BERNIE MAC) – pulled off one of the most audacious and lucrative heists in history, robbing ruthless entrepreneur Terry Benedict (ANDY GARCIA) of every dime stored in his impenetrable Las Vegas vault.

After splitting the \$160 million take, each of the infamous Ocean's crew have tried to go straight, lay low and live a legit life...but that's proven to be a challenge, much to the chagrin of Danny's wife Tess (JULIA ROBERTS).

When someone breaks Rule Number One and rats them out to Benedict, going straight is no longer an option. He wants his \$160 million back – with interest – or else.

And, as the gang quickly discovers, Benedict isn't the only powerful person in the world looking for Ocean's Eleven...



Warner Bros. Pictures presents, in association with Village Roadshow Pictures, a Jerry Weintraub/Section Eight Production: GEORGE CLOONEY, BRAD PITT, MATT DAMON, CATHERINE ZETA-JONES, ANDY GARCIA, DON CHEADLE, BERNIE MAC and JULIA ROBERTS in *Ocean's Twelve*, starring CASEY AFFLECK, SCOTT CAAN, VINCENT CASSEL, EDDIE JEMISON, with CARL REINER and ELLIOTT GOULD.

Directed by STEVEN SODERBERGH, the film is produced by JERRY WEINTRAUB and written by GEORGE NOLFI. The executive producers are JOHN HARDY, SUSAN EKINS and BRUCE BERMAN. The co-producers are FREDERIC W. BROST and

GREGORY JACOBS. The costume designer is MILENA CANONERO; the film is edited by STEPHEN MIRRIONE, A.C.E.; the production designer is PHILIP MESSINA; and the music is by DAVID HOLMES. The soundtrack album is available on Warner Sunset Records/Warner Bros. Records.

Ocean's Twelve will be distributed worldwide by Warner Bros. Pictures, a Warner Bros. Entertainment Company, and in select territories by Village Roadshow Pictures.

This film has been rated "PG-13" by the MPAA for "language."

www.oceans12.net / AOL Keyword: Ocean's Twelve



A NEW PLAN

When Steven Soderbergh's star-studded remake of the classic Rat Pack film *Ocean's Eleven* was released in December 2001, its worldwide success exceeded even the great expectations of renowned producer Jerry Weintraub. "I always had high hopes for *Ocean's Eleven*, because we had a fantastic cast, a brilliant director, a great script and a wonderful story," recalls Weintraub, who has more than a little experience crafting hit films, having produced the wildly popular *Karate Kid* series, as well as the seminal motion pictures *Nashville*, *Diner* and *Oh, God!* "I think one of the reasons people go to the movies is to escape. They buy a box of popcorn, a Coca-Cola, sit down to watch the show and have a good time. It quickly became clear that audiences were having a good time watching *Ocean's Eleven*."

According to Weintraub, it was at a press conference during the promotional tour for *Ocean's Eleven* in Rome that the question of doing a sequel was first posed to the cast and filmmakers. Though no one expected that an ensemble of this magnitude could be wrangled for another *Ocean's* film, as fate would have it, later that evening over dinner Soderbergh revealed that he had the beginning of an idea for a story set in the Eternal City.

"I wasn't thinking in terms of making another *Ocean's* film until we went to Rome to promote *Ocean's Eleven* and I fell in love with the city," Soderbergh confirms. "I began thinking about what the story and structure might be, and the idea of setting it in Europe began to take hold."

“This was the first time that Steven had been in Rome, and I could see the twinkle in his eye,” recalls Andy Garcia. “He was inspired by the city and started talking about a sequel and writing while we were still there.”

After returning to Los Angeles, Weintraub found further inspiration for the sequel in George Nolfi’s screenplay *Honor Among Thieves*, an adventure about the greatest thief in America being beset upon by the greatest thief in Europe. “The script had within it a terrific idea for *Ocean’s Twelve*, so I sent it to George, Brad and Steven and asked them to read it,” Weintraub says. “We all loved it. The story centered around two main characters, so the biggest challenge was adapting it to fit our ensemble.”

“The tone of George Nolfi’s script was very similar to the tone of *Ocean’s Eleven*,” Soderbergh says. “I had the basic idea for *Ocean’s Twelve* that Benedict managed to track all of them down and they had to go to Europe and pull off a series of heists in order to pay him back. And unlike the first film, where you’re having fun watching them be successful and get a lot of things right, I thought it would be more fun if *Twelve* was the movie in which everything goes wrong from the get-go.

“We decided to fuse George’s script with some of the ideas that I had, and it turned out to be a really terrific fit. The challenge was less turning *Honor Among Thieves* into *Ocean’s Twelve* than the fact that George and I had an enormous number of ideas that we were initially trying to jam into the script and had to edit out.”

“I think it’s fair to say we probably could have written five scripts from the number of ideas that we developed,” says *Ocean’s Twelve* screenwriter George Nolfi. “My writing process was fairly quick because I had such an extensive outline when I began. There was more material in the outline than we could ultimately keep in the script. We just had to hone it down – like chiseling away on a piece of marble.”

“We had to make sure that we had a screenplay that worked without catering to particular actors,” says George Clooney, Soderbergh’s partner in Section Eight, the production company that co-produced the *Ocean’s* films with Weintraub’s Jerry Weintraub Productions. “The great thing about our cast is that there are no egos about who has better lines or more lines. And that’s one thing that Steven has always talked about, the fantastic generosity of spirit this ensemble cast has. No one ever tries to take over the scene.”



TWELVE IS THE NEW ELEVEN

If bringing together an ensemble of the world’s biggest movie stars to film *Ocean’s Eleven* seemed as daring and difficult as Danny Ocean’s plan to steal \$160 million from a Las Vegas casino vault, then reuniting the cast for a sequel – and adding another handful of high-profile actors to the mix – appeared to be nearly impossible. That is, to everyone but Jerry Weintraub.

“Nobody thought we would be able to get this film together,” recalls Weintraub, “because logistically it’s very challenging to coordinate a cast of this size and caliber into one 77-day shooting schedule. What made it easier is that they all wanted to come back.”

“This is truly a group of people who continually try and work together as much as possible,” George Clooney elaborates. “We all have the same philosophy about what we do for a living, which is if we’re not enjoying what we do, we’re idiots because we’re all extremely lucky.

“Still, it was an incredible thing to try and schedule this many working actors, and somehow Jerry was able to manage it,” Clooney continues. “It doesn’t hurt that we all really love him and enjoy his company. Quite honestly, he gets us to show up places simply because he asks us to. He’s a master showman and knows exactly what is smart to do and what isn’t smart to do. On top of it, he’s enormous fun.”

“I once described Jerry as the Pope of Las Vegas,” Brad Pitt says. “I think he’s expanded his domain since then.”

Bernie Mac concurs. “I have nothing but respect for Jerry. He deals with only the best, and he’s always got your back.”

“For any director, working with Jerry is a dream,” Steven Soderbergh reports. “His story sense, his casting sense and his instincts are very, very good. It would have been impossible to make these two films without him. Jerry’s contacts enabled us to exert an amount of control over the locations in Europe that is very difficult to get, and this is in addition to his ability to keep tabs on everything and keep everybody happy. ■

“As I said to somebody who asked me to describe Jerry, ‘Well, nobody has ever had to think about whether or not they have met him. Nobody has ever posed the question, *Have you met Jerry Weintraub?* and gotten the answer *I’m not sure*. He’s just one of those people.’ He is really fun to have around, and he is the best producer I have ever seen.”

Like their admiration for producer extraordinaire Weintraub, the enthusiasm shared by the cast and crew for working with director Soderbergh cannot be overstated. “Steven is a complete original,” Matt Damon marvels. “His work ethic is unlike any I’ve ever seen.”

“For Steven, every day is shooting and editing and working and figuring things out,” says Clooney, whose role in *Ocean’s Twelve* marks his fourth film with Soderbergh. “To us, at the end of each day it was ‘Well, we wrapped. Let’s go get a glass of wine.’”

“Momentum is a huge element to my creativity, so I love the efficiency of Steven’s sets,” says Julia Roberts, who received an Academy Award for Best Actress for her performance in Soderbergh’s *Erin Brockovich*. “This is my fourth film with him and there are never days that just drag along, where you get tired and your enthusiasm wanes. Steven is very precise and good at keeping things moving, keeping everyone excited, and he makes you want to achieve your goals with him watching. Part of his efficiency comes from people being happy to serve the work. We’re all on the team together.”

When Roberts discovered shortly prior to production that she was pregnant with twins, Soderbergh and screenwriter George Nolfi reworked the script to cleverly incorporate this new development into the story. “Steven changed things around so that it became even more fun for me,” the actress says.

In addition to Soderbergh’s considerable talent and passion for filmmaking, he brings to his projects the unique ability to serve a film in multiple capacities, from developing the script to operating the camera.

“Steven is an extraordinary director, writer, director of photography and editor,” Weintraub says, “which means when he arrives on the set in the morning, he doesn’t have to have long discussions with five different people. He just comes in and gets the work done. He is totally focused, totally prepared and not afraid to try something new. Every day he surprises me.”

“By taking on so many roles, it gives Steven a unique perspective and makes the process go a lot faster,” notes Don Cheadle, who is making his fourth film with the director and his fourth with Clooney. “He’s always bringing something new into the mix and challenging himself and us.”

“There are many cinematographers who are more gifted and skilled than I am, but for me, the idea of being my own cinematographer is just a way to get what I have in my head in the most efficient way possible,” Soderbergh explains. “I don’t really see lighting

and operating as being divorced from directing. 'The ability to look through the lens and really see what we're getting is a great benefit for me, and it's exciting.'

For Andy Garcia, part of the appeal of working with Soderbergh is his balance of meticulous preparation and willingness to improvise. "Like a great athlete, Steven can be spontaneous and throw out the game plan and allow something fresh to happen," the actor says. "He knows that those moments of spontaneity are the jewels in a movie."

In addition to the returning cast, *Ocean's Twelve* welcomes two new additions to the ensemble. Joining Julia Roberts in the female ranks is Catherine Zeta-Jones, costar of Soderbergh's Oscar winning drama *Traffic* and the winner of an Academy Award for her performance in *Chicago*.

"I have the two most beautiful women in the world in the same picture," Weintraub enthuses. "Julia is a truly gifted actress and she's extremely funny in this film. And Catherine, who I spent some time with at the Venice Film Festival last year, is a magnificent actress as well. When Steven and I were discussing who should play Isabel, she was our first and only choice."

"Jerry makes you feel like you've got someone looking out for you," says Catherine Zeta-Jones. "Not many other people could have pulled off this production as graciously and flawlessly as Jerry did. He's a wonderful diplomat, and each country we traveled to was happy to have us."

"After making *Traffic* with Steven, I always wanted to relive my experience working with him on a different movie because it was such an amazing time for me," she continues. "His process, whether he's shooting a drama like *Traffic* or a movie like *Ocean's Twelve*, is to create a space in which everyone is part of the process. Everyone comes in with great energy. It's a wonderful environment in which to work."

According to Soderbergh, "Isabel was a crucial piece of casting because the sequel centers in part around a character who doesn't appear in the first film, so we had to have somebody who could really hold the screen. I knew that the role played to everything Catherine does well. She's a great badass."

"I had a blast with Catherine on this film," the director continues, "especially being able to use her in a way that accentuates her glamour and beauty, because in *Traffic* she was six months pregnant, and I admired her bravery in putting herself out there. It's really fun to watch her in *Ocean's Twelve* as she puts the guys in hot water, because Isabel is so smart and

sexy and so good at her job.”

For the role of Francois Toulour, a wealthy European playboy who moonlights as an elusive master thief known as The Night Fox, Soderbergh turned to internationally acclaimed French actor Vincent Cassel, star of such films as *La Haine (Hate)*, *Elizabeth* and *Shrek*. The director asked Cassel if he would be interested in joining the cast of *Ocean's Twelve* when they ran into each other at the 2003 Cannes Film Festival; Cassel said yes without having read a script.

“If a director like Steven asks you to wait for him, you know you can trust him,” Cassel says. “From the very first day, the cast really welcomed and invited me into the group. They really knew how to enjoy being on set together and have fun!”

“Vincent Cassel is somebody whose work I have watched for some time, and I’ve always thought he was really compelling,” says Soderbergh. “As soon as we started working on the script, I told everybody that this was the guy I wanted for Toulour. I had a sense that he would fit right in with this group, that he would find it really easy to play with us. And he did. Everybody took to him instantly. He is very funny, very smart, and he immediately became part of the game, and that was gratifying.”

Rounding out the *Ocean's Twelve* cast are celebrated British actors Robbie Coltrane, who appears in a scene in Amsterdam, and comedian-actor Eddie Izzard, who joined the cast as an eccentric inventor for scenes filmed in Rome; as well as Soderbergh alumni Cherry Jones, who appeared with Julia Roberts in *Erin Brockovich*, and Jeroen Krabbe, who starred in *King of the Hill* and *Kafka*.

“Whenever anyone asks me about working with this cast,” Carl Reiner says, “I simply say they’re otters. When the camera isn’t rolling, they’re either singing, dancing, sparring or reminiscing. They have so much fun it’s almost sickening.”

“It’s hard to fake the kind of ease and camaraderie that these characters have with each other,” Soderbergh notes, “and the good news is, this cast doesn’t have to fake it.”



THE PLAYERS

Ocean's Twelve finds Danny Ocean and company at a different place in their lives and “careers,” but it quickly becomes apparent that while you can take the thieves out of the game, you can’t take the game out of the thieves. ■

“Even though everyone in the crew is trying to lead a somewhat legitimate life, the truth is, the characters are happiest when they’re planning and pulling off a heist,” George Clooney suggests. “They need that adrenaline rush and it’s something they’ve missed during the past three years.”

“I think the character stuff in *Ocean's Twelve* is even more interesting than in the first film because the cast know their characters so well and were able to push them even further,” Steven Soderbergh says. “Part of the fun of this film is seeing what each of the characters has done with their money. It’s also fun watching them find out who busted them with Benedict, and figuring what to do about it.”

Following is a who’s-who primer of the characters who inhabit the world of *Ocean's Twelve*:

DANNY OCEAN

Pulling off the impossibly daring and complex heist of Terry Benedict’s impenetrable Las Vegas casino vault propelled charismatic ringleader Danny Ocean from divorced parolee to the most infamous mastermind in the criminal underworld. After splitting the \$160 million score with his crew, Danny remarried his ex-wife Tess and settled into a quiet “legit” life with her in Connecticut.

“Danny is happily shopping for a second third anniversary present for Tess when she calls him with disturbing news,” Clooney reveals. “Everyone in the crew has tried to start a legitimate life, but they’ve been spending their money like crazy. And then a part of our history comes back to haunt us.”

RUSTY RYAN

Rusty Ryan’s con career was flatlining when Danny Ocean recruited him to serve as his confidante and detail man on the Benedict job. In the wake of their incredible success, Rusty

has refashioned himself as a trendy Hollywood hotelier. But his future holds more than another major heist – he may actually have a shot at real romance.

“In the first film, Rusty’s sexuality was ambiguous at best,” Brad Pitt says facetiously, “and we wanted to clarify it in the sequel. So he gets a female love interest.”

LINUS CALDWELL

Talented newcomer Linus Caldwell earned his stripes on the Vegas heist, but the master pickpocket’s ambition threatens to undermine his considerable expertise. “Linus very much aspires to be running a crew like Danny and Rusty, but he’s not quite ready yet,” says Matt Damon. “He’s been spending his money on ‘talent development’ in Chicago, trying to emulate Danny and run his own crew.”

ISABEL LAHIRI

Polished, accomplished and an expert at solving sophisticated thefts of priceless merchandise, Europol agent Isabel Lahiri is herself the daughter of a deceased thief. “Isabel is a very good detective, very focused on her job and being the best she can be,” says Catherine Zeta-Jones. “She has studied the Vegas heist, and she has a personal connection to the Ocean’s gang, which accelerates her desire to solve this case.”

TERRY BENEDICT

Ruthless entrepreneur Terry Benedict would love nothing more than exacting revenge on the brash crew who robbed \$160 million from his casinos – especially their ringleader, Danny Ocean, who stole Benedict’s girlfriend in the process. “There were really only two ways my character could be involved in the sequel – either Benedict had to join them or kill them,” Andy Garcia says. “I think in his heart he would prefer the latter.

“I enjoy playing the heavy,” he continues, “because it means I don’t have the responsibility of being the protagonist overcoming obstacles. In this story, *I* am the obstacle. It’s a different kind of responsibility – and with it comes much more freedom.”

BASHER TARR

After rewiring half of Las Vegas to pull off the Benedict job, Cockney explosives expert Eugene “Basher” Tarr has been using his share of the loot to pursue a dream. “Basher has always wanted to break into the music business,” Don Cheadle says. “He has aspirations to be a recording artist, but he’s frustrated because he doesn’t understand why the four-letter words sprinkled through his songs can’t be played on the radio.”

FRANK CATTON

“You can’t rob a guy like Benedict and expect it to just be over,” says Bernie Mac, who plays Frank Catton, the safecracker with a penchant for manicured nails. “We disrespected him, and you can’t mess with a cat like that. Somebody has to pay the price.”

Though Catton is reunited with the Ocean’s gang under less than ideal circumstances, they pick up right where they left off. “The best thing about this gang is how close they are to one another,” Mac believes. “One of the highlights is the camaraderie they all have, even after not seeing one another for three years while they were trying to keep a low profile.”

TESS OCEAN

Bellagio Art Gallery curator Tess Ocean was none too pleased when she crossed paths with her lying, thieving ex-husband in Las Vegas three years ago...but their chemistry was as undeniable as the audacity of Danny’s plan to rob her then-boyfriend, casino kingpin Terry Benedict. Now re-married to Danny, Tess is enjoying a low-profile life as a Connecticut homemaker.

“One of the things that appealed to me about this script,” Julia Roberts relates, “is that my character and my environment are completely different. In *Ocean’s Eleven*, Tess was Danny’s adversary. I worked with George and Brad but I didn’t have scenes with all the boys, so it’s been nice to be more in the mix this time.”

TURK & VIRGIL MALLOY

The Malloy twins, the ever-bickering car and transportation experts, have resolved none of their competitive brotherly issues in the three years that have passed since the Benedict heist. “Virgil was really responsible and saved most of his money from the Vegas

haul,” says Casey Affleck. “He’s gotten engaged to a young woman, settled down and thought he’d never return to crime again.”

Meanwhile, Turk has spent most of his fortune on cars, machinery and inventions. “In the first film, Casey and I were sort of the comic relief,” Scott Caan observes. “In *Ocean’s Twelve*, everybody’s funny.”

FRANCOIS TOULOUR - “THE NIGHT FOX”

Acclaimed French actor Vincent Cassel plays Francios Toulour, a wealthy European playboy who moonlights as a master thief known for his signature at the scene of the crime: a small black fox figurine. Born into a world of wealth and privilege, Toulour doesn’t steal for the money – it’s the rush of pulling off an impossible crime that thrills him.

“Toulour is very arrogant, stylish, spoiled, incredibly charming and highly skilled,” Cassel describes. “He is also extremely focused and when he wants something, he goes for it. A loner, Toulour can do any job by himself, and if he doesn’t know how to do it, he’ll train himself until he can.”

LIVINGSTON DELL

Surveillance, computer and electronics specialist Livingston Dell, the most frugal member of the Ocean’s team, has been living with his parents and honing his stand-up comedy act. “What I like about this story is that the characters are explored in more depth than the first film,” says Eddie Jemison, who first worked with Steven Soderbergh on the director’s early feature *Schizopolis*. “As a group, the characters seem to be like an old married couple. They all love each other, but they just can’t seem to be in the same room together.”

SAUL BLOOM

Saul Bloom came out of retirement to join Danny Ocean’s crew, transforming himself into Lyman Zerga, the wealthy businessman of indeterminate origin whose insistence on placing his briefcase in Terry Benedict’s vault facilitated the incredible heist. Enjoying his second retirement, Saul has once again remade himself, this time as a member of a waspy men’s club in the Hamptons.

As Carl Reiner sees it, “Saul has never had a good life. He was a petty scammer. Then, when he got his share of the money from the Benedict job, he found a woman in the

lingerie department that he likes, and decided to live with her. So when Benedict comes knocking, Saul figures he's not gonna go out and scam again at his age. He wants the last check he writes to bounce."

REUBEN TISHKOFF

Reuben Tishkoff got his revenge on Terry Benedict for squeezing him out of the Vegas real estate market by financing Danny Ocean's sophisticated plan for robbing Benedict of \$160 million. He has the distinction of being the only member of the gang who has more money now than his original share of the take.

"Being a businessman, Tishkoff saw the signs and made a good run on the stock market," Elliott Gould says. "When we meet him again, he's still into polka dots and stripes. He's also into mind-readers and mysticism, on his own glitzy eccentric level."

YEN

Grease man Yen, who folded himself into a cash cart to infiltrate Terry Benedict's impenetrable vault, has been enjoying life in the fast lane, partying at his sprawling mansion with models and adopting a decidedly more hip fashion style. "I had a lot of fun on the first film even though I really didn't know who any of the stars were," says Chinese acrobat Shaobo Qin, who made his motion picture debut in *Ocean's Eleven*. "Once the film was finished, I returned to work with The Peking Acrobats, and have continued to perform with them all over the world."



ABOUT THE PRODUCTION

Ocean's Eleven was shot on location in Atlantic City, New Jersey, St. Petersburg, Florida, and in and around Las Vegas' Bellagio Hotel. With *Ocean's Twelve*, producer Jerry Weintraub and director Steven Soderbergh upped the ante, taking the entire production on the road for ten weeks of filming in Chicago, Amsterdam, Paris, Monte Carlo, Lake Como, Rome and Castellamare del Golfo in Sicily.

“It’s a hell of a lot more fun to film in Rome, Paris, Lake Como and Monte Carlo than sitting on a soundstage in Hollywood,” Weintraub declares. “You can build sets, but you’re not going to build Rome’s Pantheon or canals like they have in Amsterdam. It’s these wonderful and beautiful locations that give the film a different flavor. Every city we went to, people were wonderful to us and extremely accommodating. We were able to film scenes inside the casino in Monte Carlo, which has not been in many films. It is really extraordinary and looks so much different than Las Vegas.”

“I would like to say that I had the time of my life on this film, but I can’t,” Brad Pitt says, tongue planted firmly in cheek. “Crappy locations. Rotten food – especially in Italy. And horrible company. It was really frustrating.”

In April 2004, the production flew from Chicago to the Netherlands for three weeks of filming in Amsterdam, primarily at the “Kattenkabinet,” a house built in the 1700s on one of the city’s more picturesque canals.

“Amsterdam again was one of these cities that I visited while I was doing press and I immediately fell for it,” Soderbergh relates. “I thought it was a beautiful city and really unique. It was a place that I hadn’t seen on film a lot, at least not in American movies, and it had a thematic element that plays to the humor of the film. I was glad we got to shoot there and we got to use the city in a way that wasn’t incidental.”

Other Amsterdam locations included the Pulitzer Hotel, which is made up of 25 historical canal-side houses dating back to the 17th and 18th century, and Dampkring, one of the city’s well-known coffee bars. Scenes were also filmed at the Haarlem Central train station and inside the Richard Meier-designed City Hall in Holland’s capitol, The Hague.

From Holland, the company traveled by train to Paris to film scenes at the Sorbonne, the Australian Embassy, the Gare du Nord and various Parisian neighborhoods and streets.

“We were shooting at the Australian Embassy on a terrace overlooking the Seine and the Eiffel Tower,” Weintraub recounts. “I said to Steven, ‘You know the Eiffel Tower is out there.’ He said, ‘That’s a cliché, we don’t need to show it.’ But in the finished film, an image of the Eiffel Tower appears as a reflection in Brad’s sunglasses in a shot that I think will probably be studied by film school students for the next 25 years.”

After completing work in Paris, the company spent a week in Lake Como, a month in Rome and two days in Sicily. While in Lake Como, several members of the cast, as well as Weintraub and Steven Soderbergh, lodged at George Clooney’s nearby villa.

“It sort of felt like the Hearst Castle,” Clooney grins. “We would get up, have some breakfast and ask each other ‘Who’s working today?’ Then when it was time to go to work, we’d go down to the dock, get on a boat and motor to the set.”

“It was like summer camp, unbelievably fun and relaxing,” adds Julia Roberts. “We’d be sitting around the pool and I’d say ‘Who’s at work right now?’ We did manage to get an enormous amount of work done, which is the baffling mystery of this group. I don’t know how we have so much fun and get so much accomplished at the same time.”

Lake Como’s stunning 19th century Villa Erba served as the location for Francois Toulour’s estate. Film buffs among the cast and crew were interested to learn that the Villa Erba was the vacation home of the late Italian director Luchino Visconti’s family. (Trivia buffs might also know that Visconti returned to the Villa Erba to complete the editing of his film *Ludwig*.) In 1986, the Visconti family sold the home and surrounding park to local public authorities, and it currently serves as an exhibition and conference center.

Upon returning to Rome, the production cast and crew filmed in the Art Nouveau dining room of the Grand Hotel Plaza, situated on the exclusive via del Corso (a favorite luncheon spot of Federico Fellini); the Stazione Termini (central railroad station); the chic Prada emporium on the via Condotti; several cafés located in the heart of the ancient city near the Campidoglio; the Fiumicino and Ciampino Airports; the Exedra Hotel on the Piazza Repubblica; the British Academy in the Villa Borghese gardens, which stood in for the exterior of the art museum; a warehouse in the Mercati Generali, Rome’s former wholesale food market; the rooftop pool and deck of the newly renovated Es Hotel, located beside the railroad station in Rome’s Esquilino neighborhood; and finally, one of Rome’s most iconic landmarks, The Pantheon. Originally built in 27 B.C. as a temple in honor of the Olympian gods, it was rebuilt in 118 A.D. following a fire and, several centuries later, consecrated as a Catholic church.

“I wanted the way in which we saw Rome and the way that the city was revealed to be naturalistic and always driven by what the characters were doing and where they were going,” Soderbergh says. “I wanted the audience to get the feeling of what it’s like to be out on the streets in Rome.”

For Casey Affleck, a highpoint of the European adventure (in addition to the birth of his first child in Amsterdam) came courtesy of Jerry Weintraub. “Jerry asked if I’d like to take a tour to see some sights in Rome, which turned out to be a private tour of the Forum given

by the Mayor of Rome,” Affleck says. “Jerry always provides these amazing, once-in-a-lifetime opportunities. It certainly makes filming the movie an even richer, more satisfying and certainly a more fun experience.”

Also enriching the production experience was a rash of spirited mischief inspired by George Clooney’s legendary penchant for pulling pranks on his friends and coworkers.

“George is one of the key reasons that everyone in the original cast wanted to return,” Weintraub says. “He’s so affable and fun, and you know that when George is involved in a movie, it’s not going to be boring!”

“George’s pranks tend to be these masterpieces that roll out over a number of years, so I’m sure he’s got one or two on me right now that I don’t even know about,” Matt Damon muses.

But Clooney was bested in one instance by a clever ruse devised by Brad Pitt. Prior to the start of production in Italy, Pitt crafted a mock call sheet in Italian, which advised the crew that they should, at Clooney’s insistence, refer to him only by his character name. “For a month, everyone on the crew would say ‘Good morning, Mr. Ocean,’ and ‘Yes, Mr. Ocean,’ until George finally figured it out,” Damon remembers.

“It was funny, but it became pathological at some point,” Clooney says good-naturedly. “Then I got a hold of the call sheet and asked someone to translate it for me. When it made it into the Italian newspapers that I was acting like a diva because I asked everyone to call me Danny Ocean, Brad showed up at my door. He said, ‘I’m gonna get it, right?’ And I said, ‘Oh, you’re gonna get it, man. There’s gonna be a lot of collateral damage on this one.’”

As part of his retaliation, Clooney snuck heavy duty weights into Pitt’s prop luggage for a scene that required him to grab his bags and board a train in one fluid movement. “The luggage was like iron,” Pitt admits with a grin, “but I found it added a level of realism to the scene that I crave in my performances.”

This wasn’t the only time during production that Pitt discovered he’d been “punk’d” by his costar. “I would reach into a compartment in my luggage and find gravel or pine nuts or an old sandwich,” he recalls. “It’s a testament to the complete and utter immaturity that can happen when people are not serious about their craft.”

The final shooting days in Italy took place in the small fishing village of Castellamare del Golfo in Sicily. Scenes here were filmed aboard a classic 1930s yacht and at a former tuna

cannery, transformed by the magic of art direction into a stunning Sicilian villa on the Mediterranean Sea.

The *Ocean's Twelve* crew arrived back in Los Angeles in July, where filming was completed over the course of four weeks on sound stages at Warner Bros. Despite having filmed at a wealth of stunning locations around the world, it was in his production trailer on the Studio backlot that Weintraub enjoyed one of his favorite moments of the production.

“I was in my trailer one day when two young boys around ten years old knocked and asked if they could speak with me. They said they were big fans of mine and they knew the names of all the movies I had produced and appeared in,” says Weintraub, who has been known to make cameo appearances in films such as *The Firm* and *Vegas Vacation*. “They had pictures of me and posters that they asked me to autograph. As we were finishing, one of the boys said ‘Can I ask you a question? You make a lot of money doing this, don’t you?’ When I allowed that this was true, he said ‘Well if you’re so rich, why do you live in a trailer?’”



DESIGNING A WORLD OF INTERNATIONAL INTRIGUE

While *Ocean's Twelve* shares the same sense of fun, humor and camaraderie as its predecessor, director Steven Soderbergh, composer David Holmes, production designer Philip Messina and costume designer Milena Canonero took the film in a new stylistic direction.

“We didn’t want to make a film that was a repeat of the first. All of us wanted it to be a new movie with a different feel,” says Soderbergh. “The way I described the aesthetic of *Ocean's Twelve* to everybody was that it’s the most expensive episode of a 60s television show ever.”

David Holmes, who composed music for *Ocean's Eleven* as well as Soderbergh’s romantic thriller *Out of Sight*, created an entirely new score for *Ocean's Twelve*. “There isn’t a single piece of music in this film that was in the first film, and that is very unusual,” the director notes. “David and I went into the process saying, ‘We’re starting from scratch. It’s a different movie and has a different feel and different visual style. We want a different type of score.’ And he really delivered. I think the soundtrack is just extraordinary; it’s truly unique and fits the movie perfectly.”

Production designer Philip Messina was responsible for bringing a fresh visual style to the film's numerous sets and locales. "Steven always emphasizes the characters and their environments," says Messina, who collaborated with Soderbergh on *Ocean's Eleven*, *Erin Brockovich*, *Traffic* and *Eros*. "With this cast, it's always going to be interesting because no matter where you put them, it looks great."

According to Messina, one location that initially seemed like it would be relatively easy to find – the script called for a house situated on a canal in Amsterdam – proved to be one of the most difficult.

"The most important thing to Steven was that the exterior and interior, the canal and the rooftop across the canal all be in one place, but what I discovered is that many of those charming rooftops are inaccessible," Messina reports. "They're extremely steep and there would be no way to have anybody standing on them, never mind a film crew with camera equipment. I scouted around 40 canal houses, and finally found a rooftop that would work if we built a small set piece on it. Across the canal, we found an exterior that almost worked, so we built a new entrance onto the front of it. We augmented the interior slightly by constructing an additional room that houses a safe, and we replaced the fifteen-foot high windows with windowpanes that could be opened."

Because the stairways in Dutch canal houses are little more than three feet wide, scaffolding and cranes were used to hoist the production equipment into the house and onto the roof.

Finding suitable locations for filming in Rome proved easier, as the Eternal City is ripe with stunning visuals. "One of my favorite locations is one that only appears in the film for a quick scene," the designer relates. "We were looking for a workshop for Eddie Izzard's character, and underneath a lighting shop in a 14th century building we found these incredible caverns. They hadn't been used in decades and provided a perfect environment for our eccentric inventor."

When Messina and company discovered Rome's vast general food marketplace, which had been shut down for about a year prior to filming, they used one of its structures to double as the Ocean crew's warehouse. "It was like an entire closed-down city," he says of the marketplace. "Literally dozens of city blocks with really interesting warehouse structures were vacant. It was really beautiful. We lucked out because six months after we needed to shoot there, the city had plans to rehabilitate and renovate the entire compound."

Locating an estate to utilize as the home of wealthy thief Francois Toulour presented a challenge due to the fact that the script called for the house to be on the water, but because production was filming these scenes in the middle of the summer, the French Riviera and Italy's Amalfi Coast were too populated for filming.

"Toulour is born into the aristocracy but we also wanted his home to feel as though he had been buying his way into style and taste," Messina explains. "We also wanted him to be isolated, so the house had to be set off on its own."

After scouting several lakes in Northern Italy, Messina selected the Villa Erba on Lake Como to serve as Toulour's sprawling estate for its visual and practical advantages. "The Villa Erba is now the town's convention center, so it had all the facilities we needed to set up the production offices and wardrobe department right on the property."

Messina utilized the environs of a private home on Sicily's western tip to create sets for key scenes at the end of the film. These sets contrast Toulour's formality with a tropical and informal feel. "It was an amazing and beautiful little spot with several rock formations in the water and a great seascape," he recalls. "We were not given access to the inside of the house, so I came up with the idea that we would create our own entrance into it. We built a small wing onto the building, as well as an entire terrace onto the front of the house, which cosmetically refurbished it."

Returning to Los Angeles, production continued for several more weeks, filming mostly on three stages at the Warner Bros. Studios. In addition to designing Dutch and Roman hotel room interiors, a couple of Roman jail cells, a Dutch barge hull and a mind reader's salon, Messina faced one of the biggest challenges of his career when the decision was made to build the interior of the museum on a stage rather than use a practical location in Italy.

"The museum is one of the larger sets I've built," he says of the structure, which took up nearly the entire floor space of the Studio's sprawling Stage 15. "My design was inspired by 19th century Beaux Arts style architecture, and by an exterior that we filmed in Rome that was similarly classical."

Messina credits the work of four different art department crews in three different countries for achieving the film's "fantastic craftsmanship" and its vibrantly stylized look.



OUTFITTING OCEAN'S TWELVE

Costume designer Milena Canonero, a two-time Academy Award winner for her work on *Chariots of Fire* and *Barry Lyndon*, joined the *Ocean's Twelve* production team at the behest of director Steven Soderbergh and producer Jerry Weintraub.

"I did not costume *Ocean's Eleven*," Canonero says, "and when Steven first called me I was nervous about dealing with so many famous actors all at once. Also, I had just finished working on Wes Anderson's *The Life Aquatic* and wasn't sure that I was ready to take on such a huge enterprise as *Ocean's Twelve*. But Jerry Weintraub is such a force of nature that you cannot say no to him! And the idea of working again for Steven was very exciting. I love working for him.

"The truth is," the designer admits, "it was fun to have so many different characters to design for. Many people think that you only design and build costumes when it is a period movie. But when I do a 'modern' movie, I actually do construct some costumes! But of course, I like to mix what I make with clothes selected from various designers which are suitable for the look of the characters. We made most of Catherine Zeta-Jones' wardrobe and several outfits for Elliott Gould, Brad Pitt, George Clooney, Andy Garcia, Julia Roberts, Vincent Cassel and most of the other characters."

Soderbergh asked Canonero to bring a fresh style to the characters' clothing, rather than simply repeating the sartorial style created by *Ocean's Eleven* costume designer Jeffrey Kurland. "The characters have more money now, and they have evolved and matured, so Steven wanted to make sure that they didn't look the same as they did three years earlier when we first met them," explains Canonero, who previously designed the costumes for Soderbergh's films *Solaris* and *Eros*. "However, I did have discussions with the cast and some of them have retained certain particulars from the first film."

For ringleader Danny Ocean, Canonero maintained his "very minimalist and simple, yet stylish" look. "Danny's wardrobe is monochromatic: blacks, greys, browns and a little beige," she says. "Rusty is more vain and more into his clothes. I used lots of satins and shiny material to give a shimmer and slickness to his look, just like lightning."

Canonero helped Julia Roberts take her character, Tess Ocean, in a new direction. "Julia likes to bring a lot of ideas to her fittings, and she wanted to play Tess a little bit freer in this film and not quite as arch as she had been in the first," says the designer, who had to go

back to the drawing board several weeks into production when Roberts discovered she was pregnant with twins. (In the original shooting script, Tess was five months pregnant, and all of her wardrobe was designed accordingly. When Roberts became pregnant in real life, Soderbergh decided that Tess would not be with child in the film.)

When it came to designing clothing for Don Cheadle's explosives expert/aspiring musician Basher Tarr, Canonero turned to an old friend in England. "John Pierce is a very good English tailor who makes a lot of clothes for people in the music business. He made a coat for Don of blue printed snakeskin with a matching snakeskin shirt. It's very colorful, but there's a British element to it as well. Don liked the rapport we established between Basher's clothing and his music."

By far the most flamboyant of the Ocean's gang is financier Reuben Tishkoff, played by Elliott Gould. "In the first story, Reuben was much more tacky, a wheeler-dealer who wore lots of gold chains and mismatched shirts on purpose," Canonero muses. "Elliott, Steven and I decided that Reuben had always wanted to be an English gentleman, so his clothing reflects that influence. He's still flamboyant, but he's obviously been looking through English fashion magazines from the '70s and now enjoys colorful bowties and mismatched shirts, but underneath it all, he still wears his gold chains."

Like Reuben, the other senior member of the *Ocean's* crew, Saul Bloom, has undergone a bit of a transformation since the Benedict heist. "Saul has been leading the life of a country squire," Canonero says of Carl Reiner's character. "He took his share of the money and bought a beautiful house in the Hamptons and left his rather tacky Miami life far behind him. He's now masquerading as a conservative, country-club sort. I imagined that he was simply imitating the way he thought those men would dress – navy blazers and college ties."

Canonero's wardrobe for electronics specialist Livingston Dell, played by Eddie Jemison, underscores the character's subtle evolution from frugal geek to frugal aspiring comedian. "Eddie felt that Livingston would be more confident and less nerdy than he was in the first film, though he's still too cheap to send his clothes to the laundry or dry cleaners," she says. "There are some people who have no idea how to put clothes into a washing machine and take them out and press them. Livingston is one of those people, so none of his shirts or trousers are ironed. Everything is very wrinkled, which actually looks sort of trendy."

Canonero gives Soderbergh the credit for the new fashion style perpetrated by Yen, the crew's grease man-turned-fashion photographer, portrayed by Shaobo Qin. "Steven

thought it would be a good idea to give Yen a hip-hop look. He goes out to the hip-hop clubs and sees that people are wearing these baggy clothes, so he tries to imitate them. But it's the hip-hop of Yen's imagination. It's never quite right."

For ambitious Europol agent Isabel Lahiri, played by Catherine Zeta-Jones, the designer strived to achieve a stylish yet highly professional wardrobe. "I went with what I call the 'hero look' and repeated elements of her wardrobe, like trench coats, which I felt gave her a 'detective' air," Canonero says. "Catherine liked that we repeated the coat in different colors. It was a happy coincidence that just after I had them made, trench coats became a hot fashion item. For scenes that depict Isabel in flashback, her clothing establishes that she is much more free and relaxed than she is in the present."

Similarly, Canonero designed wardrobe for master thief Francois Toulour that reflects the character's duality. "Toulour comes from an aristocratic, international European background," she says of the character played by Vincent Cassel. "He's charming and there is a lightness in the way that he laughs. But there is a darkness to his character as well, because his life is spent stealing, which is mainly done at night. So his clothes are black and white."

Canonero also emphasizes the importance of shoes in a character's wardrobe. "Shoes are a detail that you often don't see, but for some actors it's an important part of the discovery of who their character is," she suggests. "Don has wonderful lizard shoes, which give Basher a fun touch. Carl wears white buckskins for Saul, while Elliott is seen wearing tacky red and black shoes. And Julia and Catherine wear some gorgeous stiletto heels."



ABOUT THE CAST

GEORGE CLOONEY (Danny Ocean) first collaborated with Steven Soderbergh when he starred as fugitive bank robber Jack Foley in the Oscar-nominated *Out of Sight*, a film adaptation of Elmore Leonard's best-selling novel. He subsequently starred in the director's films *Solaris* and *Ocean's Eleven*.

Clooney most recently starred in Joel and Ethan Coen's *Intolerable Cruelty* with Catherine Zeta-Jones and the blockbuster hit *The Perfect Storm*. He received the 2000 Golden

Globe Award as Best Actor in a Motion Picture – Musical or Comedy for his performance in the Coen brothers' *O Brother, Where Art Thou?* He made his directorial debut and starred in *Confessions of a Dangerous Mind*, for which he won the Special Achievement in Film Award from the National Board of Review.

Following *Ocean's Twelve*, Clooney starred with Matt Damon in the forthcoming political thriller *Syriana* for director Stephen Gaghan. Clooney portrays former CIA agent Robert Baer in the film which is based on Baer's memoir *See No Evil: The True Story of a Foot Soldier in the CIA's War on Terrorism*.

Clooney earned unified critical acclaim for his role as Sergeant Major Archie Gates in the award-winning drama *Three Kings*. His previous feature film credits include starring roles in *The Peacemaker*, *Batman & Robin*, the romantic comedy *One Fine Day* and the vampire thriller, *From Dusk Till Dawn*.

Television audiences are familiar with the actor for his Golden Globe, Screen Actors Guild, People's Choice and Emmy-nominated portrayal of Dr. Douglas Ross on *ER*.

Clooney is partnered with Steven Soderbergh in the film production company Section Eight. They produced the dark comedy *Welcome to Collinwood*, in which Clooney also had a cameo role. He was also an executive producer of two critically acclaimed Section Eight films: *Insomnia* and *Far from Heaven*. Most recently, they produced director Gregory Jacob's film *Criminal*, starring John C. Reilly, Diego Luna and Maggie Gyllenhaal.

They are currently in post-production on *The Jacket*, starring Adrian Brody, Keira Knightley and Jennifer Jason Leigh under the direction of John Maybury.

Section Eight also has a television division, under which Clooney was executive producer and director of *K Street*, a political reality series for HBO.

Clooney was executive producer and co-star of the live television broadcast of *Fail-Safe*, developed through his Maysville Pictures. *Fail-Safe* was nominated for a 2000 Golden Globe Award as Best Miniseries or Motion Picture Made for Television. The Emmy-award winning telefilm was based on the early 1960's novel of the same name.

BRAD PITT (Rusty Ryan) has emerged as one of the most prominent actors in the world, starring in films such as *Fight Club*, *Legends of the Fall*, *Seven*, and *Twelve Monkeys*. He most recently starred as Achilles in *Troy*, for director Wolfgang Petersen. To date, the film has

earned nearly \$350 million worldwide. Prior to rejoining the *Ocean's Twelve* cast, he wrapped production on *Mr. & Mrs. Smith*, starring opposite Angelina Jolie for director Doug Liman.

Pitt's role as the seductive hitchhiker in Ridley Scott's controversial *Thelma & Louise* first brought him national attention. He then went on to star as the psychopathic serial killer in *Kalifornia*, the charismatic-but-doomed Paul Maclean in Robert Redford's *A River Runs Through It* and the bloodsucking Louis in Neil Jordan's *Interview with the Vampire*.

Pitt has been nominated twice for a Golden Globe Award – for his work as Tristan, the passionate, untamable brother in *Legends of the Fall*, and for his co-starring role in Terry Gilliam's *Twelve Monkeys*. Pitt won the award for the latter performance.

His recent starring roles include *Spy Game*, in which he starred opposite Robert Redford, directed by Tony Scott. He also co-starred in *The Mexican* with Julia Roberts and James Gandolfini for director Gore Verbinski and in Guy Ritchie's *Snatch*. Pitt has also appeared in cameo roles in Soderbergh's *Full Frontal* and Clooney's *Confessions of a Dangerous Mind*. He lent his voice as Sinbad in the animated motion picture *Sinbad: Legend of the Seven Seas*.

Born in Shawnee, Oklahoma and raised in Springfield, Missouri, Pitt attended the University of Missouri at Columbia, where he majored in journalism with a focus on advertising. Right before graduation, he moved to Los Angeles to study advertising and graphic design, but instead began to pursue an acting career, studying with Roy London. Soon thereafter, he began securing roles in various television projects, including the Fox series *Glory Days*, HBO's *The Image* and the critically acclaimed movie of the week, *Too Young to Die*.

On film, Pitt has also starred in *Johnny Suede*, which won the 1992 Golden Leopard Award for Best Picture at the Locarno Film Festival, Ralph Bakshi's *Cool World*, Tony Scott's *True Romance*, *Sleepers*, *The Devil's Own*, Jean Jacques Annaud's *Seven Years in Tibet*, Martin Brest's *Meet Joe Black* and *Fight Club*, which reunited him with director David Fincher.

Pitt, along with his wife Jennifer Aniston and friend Brad Grey, own Plan B Productions.

MATT DAMON (Linus Caldwell) is one of Hollywood's most sought-after talents. He most recently starred again as Jason Bourne in *The Bourne Supremacy*, the second installment in the series, following *The Bourne Identity*.

Next year, Damon will star with Heath Ledger in *The Brothers Grimm* for director Terry Gilliam and Dimension Films.

The talented and versatile actor most recently completed production on the geopolitical thriller *Syriana* for director Stephan Gaghan. The film is produced by Section Eight Films for Warner Bros Pictures.

Last year Damon starred opposite Greg Kinnear in the Farrelly Bros. comedy *Stuck On You*, and in 2002, he starred in *Gerry* with Casey Affleck for director Gus Van Sant.

In 2000, audiences saw Damon star in *The Legend of Bagger Vance* for director Robert Redford and in the film version of the Cormick McCarthy book *All the Pretty Horses* for director Billy Bob Thornton.

In 1999, Damon starred in Anthony Minghella's *The Talented Mr. Ripley*, for which he received a Golden Globe nomination for Best Actor. That same year he rejoined *Chasing Amy* director Kevin Smith and pal Ben Affleck in *Dogma*, a film about a pair of outcast angels.

In 1998, he won an Academy Award for Best Original Screenplay with longtime friend Ben Affleck for the critically-acclaimed drama *Good Will Hunting*, a coming-of-age story about a young mathematical genius who, due to his upbringing in inner-city Boston, can't live up to his potential. Damon also earned an Academy Award nomination for Best Actor for his work in the title role. In addition, both he and Affleck received a Golden Globe Award for their screenplay, and Damon also garnered a Golden Globe nomination for his performance. The film, directed by Gus Van Sant, received seven additional Oscar nominations, including one for Best Picture and a win for Robin Williams for Best Supporting Actor.

In the same year, Damon starred in the title role of the World War II drama *Saving Private Ryan* for Academy Award-winning director Steven Spielberg and in John Dahl's *Rounders*, about a reformed gambler who is drawn back into New York's underground poker world to help a recently paroled friend pay off loan sharks.

In 1997, Damon made a cameo appearance in Kevin Smith's *Chasing Amy*. In the same year, he starred as an idealistic young attorney in Francis Ford Coppola's *The Rainmaker*, based on the best-selling novel by John Grisham.

But Matt Damon is no overnight sensation. He first gained the public's eye in 1996, when he gave a vivid performance in Fox's *Courage Under Fire*, in which he portrayed a guilt-ridden Persian Gulf War soldier tormented by an incident that happened in the heat of battle.

The versatile young actor made his feature film debut in 1988 in a small role in the critically well-received *Mystic Pizza*. He went on to play Brian Dennehy's medical school dropout in the TV movie *Rising Son* (TNT, 1990) and gained further attention when he returned to the big screen as a fascist preppy in Paramount's *School Ties* (1992).

For director Walter Hill, Damon enjoyed a sizeable supporting role as the green second lieutenant new to the West who narrates *Geronimo: An American Legend* (1993). In 1995, he appeared in *The Good Old Boys*, directed by Tommy Lee Jones for TNT. Set in turn of the century Texas, Damon portrayed a forward thinking and mechanically inclined young man who leaves his family behind to follow his heart and pursue his passion for automobiles.

In 1998, Damon and Affleck partnered with *Good Will Hunting* Associate Producer and longtime friend Chris Moore to form Pearl Street Productions, now known as LivePlanet. This unique company created integrated media, a new kind of entertainment experience that combines traditional media, new media and the physical world. LivePlanet created and oversees *Project Greenlight*, where filmmaking hopefuls submitted their original scripts to Affleck, Damon and Moore via an Internet competition. A 13-episode documentary series chronicling the making of the *Project Greenlight* independent feature film, debuted on HBO in December 2001 and the film, *Stolen Summer*, was released in March 2002.

The second Project Greenlight film, *The Battle of Shaker Heights* opened in select theatres in August 2003 and was featured on HBO in a 13-episode documentary series chronicling the making of the film.

The third Project Greenlight is currently underway with the film due for release from Dimension Films in 2005 and Bravo set to chronicle the making of the film in a 9-episode series due to begin airing in January 2005.

Damon, who attended Harvard University, first gained acting experience at the American Repertory Theatre as well as other Boston-based theatre venues.

CATHERINE ZETA-JONES (Isabel Lahiri) received an Academy Award for her portrayal of the murderous Vilma Kelly in the film adaptation of the Broadway musical *Chicago*. The movie, which won the Academy Award and Golden Globe for "Best Picture," also stars Renée Zellweger and Richard Gere. Zeta-Jones was nominated for a Golden Globe and took home the 2002 Critic's Choice Award and the 2002 Screen Actor's Guild Award for "Best Supporting Actress" for her performance in *Chicago*.

Zeta-Jones also earned a Golden Globe nomination for her portrayal of the wife of a drug-runner who is confronted with her husband's illegal ties and must fight to save her family in Steven Soderbergh's *Traffic*. The cast of the critically praised film received a SAG Award for "Outstanding Performance by the Cast of a Theatrical Motion Picture."

She most recently starred in *The Terminal*, opposite Tom Hanks and directed by Steven Spielberg. Zeta-Jones also starred opposite George Clooney in the Coen brothers' *Intolerable Cruelty*, playing a gold-digging Beverly Hills divorcee.

Zeta-Jones captured international recognition in the action adventure film *The Mask of Zorro*, where she starred opposite Antonio Banderas and Anthony Hopkins. Upon completion of her role in *Ocean's Twelve*, Zeta-Jones returned to Mexico to begin production on its sequel, *The Legend of Zorro*.

In 1999, Zeta-Jones continued to wow audiences in Jon Amiel's romantic-thriller *Entrapment*, starring opposite screen legend Sean Connery as an under-cover insurance investigator who sets out to trap one of the world's greatest art thieves. She also portrayed a diva movie star in the blockbuster comedy *America's Sweethearts*. The film, directed by Joe Roth, also starred Billy Crystal, Julia Roberts and John Cusack.

Born in Wales, Zeta-Jones starred in the hit Yorkshire Television series *The Darling Buds of May*, based on the novels of H.E. Bates.

Zeta-Jones is married to actor Michael Douglas. They have a son, Dylan, and a daughter, Carys.

ANDY GARCIA (Terry Benedict) has established himself as one of today's most talented and versatile actors, producer, composer/musician, humanitarian and as a director in his own right.

For his performance in Francis Ford Coppola's *The Godfather III*, Garcia received Oscar and Golden Globe nominations for Best Supporting Actor.

In 1991, he formed his own production company, CineSon Productions. This summer he starred in, produced and made his feature film directorial debut in *The Lost City*, written by Guillermo Cabrera Infante. He recently wrapped production on the independent features *The Lazarus Child* and *Modigliani*, in which he portrays Amedeo Modigliani in the last days of his life, and which he produced along with Philippe Martinez. Garcia starred in and produced the

independent films *The Unsaid* and *The Man From Elysian Fields*. Other recent film credits include *Twisted* and *Confidence*.

Garcia received an Emmy nomination and a Golden Globe nomination for his starring role as the legendary Cuban trumpeter Arturo Sandoval in HBO's 2000 biopic *For Love or Country: The Arturo Sandoval Story*. He was executive producer of the film and also produced the soundtrack and the Emmy Award-winning score. The film has also received Emmy nominations for Best Made For Television Movie or Mini-Series and Best Cinematography. In addition the film won two ALMA Awards as Best Made For TV Movie or Miniseries and as Outstanding Latin Cast in a Made for TV Movie or Miniseries and was nominated for a Golden Globe in the Best Made for TV Movie or Mini-Series category.

Under the CineSon banner, Garcia made his directorial debut and co-produced *Cachao...Como Su Ritmo No Hay Dos (Like His Rhythm There Is No Other)*, a feature length documentary concert film about the co-creator of the Mambo, Israel Lopez Cachao.

Garcia subsequently produced and performed on Volumes I and II of *Cachao—Master Sessions*, the first a 1994 Grammy Award winner and the latter a 1995 Grammy Award nominee. *Cachao—Cuba Linda* was the duo's third installment for Garcia's CineSon record label and was nominated for a 2001 Grammy and 2000 Latin Grammy Award. The pair re-teamed to record *¡Abora Sí!*, the fourth installment of Cachao's master sessions, again under the CineSon label. The CD will be sold in conjunction with a bonus DVD, containing an hour-long behind the scenes film of the recording sessions. The film, also titled *¡Abora Sí!*, was directed by Garcia.

In addition to his work with Cachao, Garcia composed four songs for the *Disappearance of Garcia Lorca* soundtrack and produced, wrote and performed several songs on the *Just The Ticket* soundtrack.

Born in Havana, Garcia was only five when his family fled to Florida after Fidel Castro's takeover of his homeland. He performed in community theatre productions and variety shows and attended Florida International University as a theater major. He performed in regional theater productions in the Miami area before moving to Los Angeles to pursue a film career in the late 1970s.

Garcia has been married to Marivi Lorigo Garcia since 1982. The couple live in Los Angeles with their four children Dominik, Daniella, Alessandra and Andres.

Garcia has been honored with a Star on the Hollywood Walk of Fame, a Star of the Year Award from the National Association of Theater Owners, a PRISM Award, a Harvard University Foundation Award and an Hispanic Heritage Award for the Arts. He is also the recipient of an Oscar de la Hoya Foundation Champion Award, Father's Day Council Father of the Year Award and an Honorary Doctorate of Fine Arts Degree from St. John's University.

DON CHEADLE (Basher Tarr) reprises the role he originated in *Ocean's Eleven*. He previously collaborated with Soderbergh portraying a DEA agent in the Academy Award-nominated film *Traffic*, and a vicious ex-con in *Out of Sight*, the director's adaptation of Elmore Leonard's novel, which also starred George Clooney, Jennifer Lopez and Ving Rhames.

Since being named Best Supporting Actor by the Los Angeles Film Critics for his breakout performance opposite Denzel Washington in *Devil in a Blue Dress*, Cheadle has consistently turned in powerful performances on the stage and screen.

Cheadle's additional film credits include director Paul Thomas Anderson's *Boogie Nights*, in which Cheadle played a porn star constantly reinventing himself. He also starred opposite Tommy Lee Jones in *Volcano*; John Singleton's *Rosewood*, for which he received an N.A.A.C.P. Image Award nomination; *Swordfish*, with John Travolta and Halle Berry; *Mission to Mars*, opposite Gary Sinise and Tim Robbins; and *Bulworth*, directed by Warren Beatty. He also delivered a memorable comedic cameo as a guardian angel in *Family Man*, opposite Nicolas Cage and Tea Leoni.

Cheadle has also worked on such independent features as the all-digital *Manic*, by director Jordan Melamed, and the Showtime feature *Things Behind the Sun*, directed by Allison Anders, for which Cheadle received an Emmy nomination. Both films premiered at the 2001 Sundance Film Festival.

He will be seen later this year in Kevin Spacey's independent feature *The United States of Leland*.

Cheadle has also been recognized for his television work. He received a Golden Globe Award and a Best Supporting Actor Emmy for his portrayal of Sammy Davis, Jr. in HBO's *The Rat Pack*. That same year, he received a lead actor Emmy nomination for his starring role in HBO's adaptation of the best-selling novel *A Lesson Before Dying*, in which he

starred opposite Cicely Tyson and Mekhi Phifer. He also starred in HBO's *Rebound: The Legend of Earl "The Goat" Manigault*, directed by Eriq LaSalle.

Well-known for his two-year stint in the role of District Attorney John Littleton on the critically acclaimed series *Picket Fences*, Cheadle's other series credits include a regular role on the series *The Golden Palace* and a recurring role on *The Fresh Prince of Bel-Air*. He received an Emmy nomination for his guest-starring arc on *ER*.

In addition, Cheadle was part of the stellar cast of the live television broadcast of George Clooney's *Fail Safe*, in which he starred opposite the actor-director along with James Cromwell, Brian Dennehy, Richard Dreyfuss and Harvey Keitel in the adaptation of the novel by Harvey Wheeler and Eugene Burdick.

An accomplished stage actor, Cheadle originated the role of *Booth* in Suzan-Lori Parks' Pulitzer Prize-winning play *Top Dog Underdog* at New York's Public Theatre under the direction of George C. Wolfe. His other stage credits include *Leon, Lena and Lenç* at the Guthrie Theater in Minneapolis; *The Grapes of Wrath* and *Liquid Skin* at the Mixed Blood Theater in Minneapolis; *Cymbeline* at the New York Shakespeare Festival; *'Tis a Pity She's a Whore* at Chicago's Goodman Theater; and Athol Fugard's South African play *Blood Knot* at The Complex Theater in Hollywood.

Born in Kansas City, Missouri, Cheadle relocated to Lincoln, Nebraska and Denver, Colorado before he settled in Los Angeles. He attended the prestigious California Institute of the Arts in Valencia, California, where he received his Bachelor's Degree in Fine Arts. While attending school he auditioned for and landed a recurring role on the hit series *Fame*. This led to feature film roles in *Colors*, directed by Dennis Hopper, John Irvin's *Hamburger Hill* opposite Dylan McDermott, and *Meteor Man*, directed by Robert Townsend.

A talented musician who plays saxophone, writes music and sings, Cheadle is also an accomplished director with stage productions of *Cincinnati Man* at the Attic Theater, the critically acclaimed *The Trip* at the Friends and Artists Theater in Hollywood and *Three, True, One* at the Electric Lodge in Venice, California.

Cheadle will soon be seen in *After the Sunset*, directed by Brett Ratner and co-starring Pierce Brosnan and Woody Harrelson, and the historical drama *Hotel Rwanda*, with Joaquin Phoenix and Nick Nolte and set in South Africa. Directed by Terry George, *Hotel Rwanda* received the top prize at the Toronto International Film Festival in September.

BERNIE MAC (Frank Catton) has risen from the small comedy clubs of Chicago to become one of today's highest grossing comedic performers, selling out arenas and theaters across the country. He is the Emmy nominated star of the hit family comedy *The Bernie Mac Show* on Fox, which has been hailed as one TV's best shows by *Time*, *Entertainment Weekly* and *TV Guide*. The show, which focuses on Mac's comical struggle to handle parental duties, won an Emmy for Outstanding Writing in a Comedy Series, along with Peabody, TCA, and NAACP awards.

On the big screen Mac recently starred in the baseball comedy *Mr. 3000*. Prior to that, Mac starred in the critically acclaimed holiday comedy *Bad Santa* opposite Billy Bob Thornton; as 'Bosley' in the sequel *Charlie's Angels 2: Full Throttle*, with Chris Rock in *Head of State*; and he co-starred with George Clooney, Brad Pitt, Matt Damon and Julia Roberts in the casino heist box-office hit *Ocean's Eleven*.

Mac was also a key part of Spike Lee's 2000 hit concert film, *The Original Kings of Comedy*, in which he displayed his trademark rapid-fire and hard-hitting delivery. Born and raised in Chicago, Mac made his television debut on the landmark HBO comedy series *Russell Simmons' Def Comedy Jam*, which led to his feature film debut alongside Damon Wayans in *Mo' Money*. Mac's other film credits include the Eddie Murphy/Martin Lawrence comedy *Life*, *House Party 3*, *How to Be A Player* and *What's the Worst That Can Happen*.

Bernie Mac is also the author of 2 books: *Maybe You Never Cry Again*, an autobiographical look at his own rags-to-riches story and family life, and *I Ain't Scared of You*, a comedy riff covering such subjects as sex, marriage, pro athletes and religion.

JULIA ROBERTS (Tess Ocean) is making her fourth film with director Steven Soderbergh following *Ocean's Eleven*, *Full Frontal* and *Erin Brockovich*, for which she received the Academy Award® and a Golden Globe Award.

In December, she will be seen in *Closer*, directed by Mike Nichols. Prior to that, she appeared in *Mona Lisa Smile* and George Clooney's directorial debut *Confessions of a Dangerous Mind*.

Erin Brockovich followed the success of two box-office smashes: *Notting Hill*, directed by Roger Michell, in which she co-starred with Hugh Grant, and *Runaway Bride*, in which she was reunited with Richard Gere, her *Pretty Woman* co-star, and their director, Garry Marshall.

Roberts also starred in *The Mexican*, with Brad Pitt and James Gandolfini, and *America's Sweethearts*, in which she starred alongside Billy Crystal, Catherine Zeta-Jones, John Cusack and Hank Azaria.

Roberts has starred in many of Hollywood's most successful films. She first came to the attention of audiences with her critically acclaimed role in *Mystic Pizza*, then in *Steel Magnolias*, which led to her first Academy Award® nomination. Her next film, *Pretty Woman*, was the top-grossing film of 1990 and brought Roberts her second Academy Award® nomination. Her memorable performance in that film was followed by a series of notable films including *Flatliners*, *Sleeping with the Enemy*, *Dying Young*, *The Pelican Brief*, and *Something to Talk About*.

Roberts also starred with Liam Neeson in Neil Jordan's *Michael Collins*, and in Woody Allen's romantic musical comedy *Everyone Says I Love You*. In 1997, she starred in the box-office smash *My Best Friend's Wedding*, directed by P.J. Hogan, and the Richard Donner-directed thriller *Conspiracy Theory*, co-starring Mel Gibson. Following, Roberts starred opposite Susan Sarandon and Ed Harris in the Chris Columbus film *Stepmom*. Collectively, her films have grossed more than two and a half billion dollars worldwide.

CASEY AFFLECK (Virgil Malloy) made his acting debut at age twelve in the 1988 PBS presentation of *Lemon Sky*, playing Kevin Bacon's estranged younger brother and later playing young Robert Kennedy in *The Kennedys of Massachusetts*. After high school, Affleck chose to pursue his love of acting full time and moved to California, where he landed a role in Gus Van Sant's *To Die For* with Nicole Kidman.

Casey later played the part of Morgan in the Academy Award winning movie *Good Will Hunting*, starring his older brother, Ben Affleck, and childhood friend Matt Damon. Riding the success of the acclaimed independent feature, Casey attained significant roles in a number of movies with reputed ensemble casts, including *Drowning Mona*, starring Bette Midler, Danny DeVito and Neve Campbell; *200 Cigarettes*, featuring Paul Rudd, Courtney Love, Christina Ricci and Kate Hudson; and *Committed*, with Heather Graham and Luke Wilson.

Always in search of new ways to broaden his talents, Casey accepted a role in the acclaimed theater production of Kenneth Lonnergan's *This is Our Youth* in the West End of London, playing opposite Matt Damon and Summer Phoenix.

Casey later re-teamed with Gus Van Sant to write, produce and star in the experimental film *Gerry*, which debuted at the 2002 Sundance Film Festival. Casey recently finished production on *Lonesome Jim*, in which he stars opposite Liv Tyler and which he co-produced with noted actor/director Steve Buscemi.

Casey's first child, Indiana August Affleck, was born in Amsterdam during production of *Ocean's Twelve*.

SCOTT CAAN (Turk Malloy) most recently made his directorial debut on *Dallas 362*, which he wrote and starred in. The film won the Critic's Choice Award at this year's Cinevegas Film Festival. *Dallas 362* also was invited to the 2004 Toronto, Denver and London film festivals.

Caan wrote, directed and starred in the Playhouse West production of *Minor Holidays*. Caan's other feature film credits include *American Outlaws*, *Ready To Rumble*, *Varsity Blues*, *Gone In Sixty Seconds*, *Boiler Room* and *The Enemy Of The State*. He has starred in numerous independent films including *Novocaine*, *Black And White*, *Nowhere To Go*, *Bongwater*, Greg Araki's *Nowhere* and *Lunchtime Special*.

Caan sold his original screenplay *Chasing the Party: How Hugh Hefner Saved My Life* to Disney, with Jerry Bruckheimer set to produce. He has also written, directed and starred in several original plays at Playhouse West, which include *Minor Holidays*, *9-11*, *Almost Love* and *The Fight*.

Caan will next star with Paul Walker in *Into The Blue*.

Caan is currently in production on the independent *Nailed Right In* for director Michael Corrente.

VINCENT CASSEL (Francois Toulour) recently starred opposite Willem Dafoe and Paul Bettany as the villainous French overlord in director Paul McGuigan's *The Reckoning*, and as Nicole Kidman's wild Russian cousin in *Birthday Girl*.

Renowned in Europe, the French actor starred in Mathieu Kassovitz's critically acclaimed *Hate*, for which he was nominated for a Best Actor Award at the Cesars in 1995 and *The Crimson Rivers*; Luc Besson's *The Messenger: The Story of Joan of Arc*; Gilles Mimouni's *L'Appartement*, Christopher Gans' *Brotherhood of the Wolf* and Gaspar Noe's *Irreversible*. In 2002, he was nominated for a Best Actor Award at the Cesars for *Read My Lips*.

Cassel made his English language debut as the Duc d'Anjou in Shekhar Kapur's hugely successful period drama *Elizabeth*. He also was the voice of Monsieur Hood in the animated blockbuster *Shrek*. Cassel also directed the short film, *Shabbat Night Fever*. He next will be seen in Jan Kounen's Western, *Blueberry*.

Following *Ocean's Twelve*, Cassel co-starred with Jennifer Aniston and Clive Owen in *Derailed*, director Mikael Hafstrom's adaptation of the James Siegel novel.

EDDIE JEMISON (Livingston Dell) is making his third appearance in a Soderbergh film following *Ocean's Eleven*, in which he originated the role of Livingston Dell, and *Schizopolis*, in he which he portrayed Nameless Number-headman.

Jemison was recently seen opposite John Travolta and Thomas Jane in *The Punisher*. Previously, he starred in *Pizza Wars*, *Junk*, *The Relic* and the BBC film *March in the Windy City*.

On television, Eddie has guest starred on *Six Feet Under*, *The Guardian*, *CSI*, *CSI: Miami*, *Strong Medicine* and *Early Edition*.

A native of New Orleans, Jemison is a graduate of Louisiana State University and Swansea University in Wales. He spent the first 12 years of his career acting in film, TV and theatre in Chicago. He most recently appeared onstage as Launce in *The Two Gentlemen of Verona* at Chicago Shakespeare. He has received a number of Chicago acting awards and a Jeff nomination for Best Performance for his roles in *Loot*, *Only Kidding* and *The Wizards of Quiz*.

Jemison's indie-pop band Love Kit has recorded three albums and has toured extensively throughout the U.S. and England. He now lives in Los Angeles with his fiancée.

CARL REINER (Saul Bloom), depending on who you talk to, is best known as a co-star on the legendary television program *Your Show of Shows*...or as the creator and co-star of *The Dick Van Dyke Show*...or as The Interviewer of *The 2,000 Year Old Man*...or as a director of feature films including *The Jerk*, *All of Me* and *Oh, God!* and *Where's Poppa*...or as the father of actor-writer-director-producer Rob Reiner and husband of jazz vocalist Estelle Reiner...or as the recipient of twelve Emmy Awards...or...

Born in the Bronx, at age sixteen Reiner took a job as a machinist helper in the millinery trade. He simultaneously enrolled in drama school for eight months and landed a part as a second tenor in an updated version of *The Merry Widow*.

He trained as a radio operator in the Air Force during World War II and was assigned to Georgetown University to study French in order to become an interpreter. He subsequently worked as a teletype operator in the Signal Corps and later as a comedian and actor with Maurice Evans' Special Services Entertainment Unit, touring the Pacific for eighteen months in G.I. revues.

Upon his honorable discharge in 1946, Reiner won the leading role in the national company of *Call Me Mister* and after three more years in various Broadway musicals, he joined Sid Caesar and Imogene Coca on *Your Show of Shows*.

In 1958, his autobiographical novel *Enter Laughing* was published. The book became the basis for a Broadway play (adapted by Joe Stein) and feature film (directed and co-produced by Reiner).

In 1961, Reiner conceived *The Dick Van Dyke Show*, which would become one of the most famous and best-loved sitcoms in television history. Audiences have never forgotten his co-starring role on the show as the toupee-wearing producer Alan Brady. That same year, he wrote his first feature film, *The Thrill of It All*, for Doris Day and James Garner.

Other feature film credits as a director include *The Comic*, co-written by Reiner and Aaron Ruben; *Oh, God!* starring George Burns; four films with Steve Martin: *The Jerk*, *Dead Men Don't Wear Plaid*, *The Man With Two Brains* and *All of Me*; *Summer Rental*, with John Candy; *The One and Only*, with Henry Winkler; *Summer School*, with Mark Harmon; *Bert Rigby*, *You're a Fool*, which he also wrote; *Sibling Rivalry*, with Kristie Alley; *Fatal Instinct*, with Armand Assante and Kate Nelligan; and *That Old Feeling*, with Bette Midler and Dennis Farina.

Reiner and Mel Brooks released a CD and book with new material in 1997, entitled *The 2000 Year Old Man in the Year 2000*.

Among his acting credits are a starring role in *The Russians Are Coming, The Russians Are Coming*, and featured or cameo roles in *It's A Mad, Mad, Mad, Mad World*, *The Gazebo*, *Generation*, *Dead Men Don't Wear Plaid*, *The End* and *The Slums of Beverly Hills*. He is the voice of one of the characters in *Good Boy*, which opened in October.

His television acting credits include feature roles in *Beggars and Choosers*, *Family Law*, *The Bernie Mac Show*, *Crossing Jordan* and *The Bonnie Hunt Show*. He is the voice of one of the characters in the new animated television show *Father of the Pride*.

TV Land recently produced and broadcast an animated half hour pilot of Reiner's famous character Alan Brady. TV Land, along with CBS Television, just produced *The Dick Van Dyke Reunion Special Show*, which is aired on May 11, 2004.

His latest book, *My Anecdotal Life*, was published last April and his new children's book, *Tell Me A Scary Story*, was published last Fall. In 1999, Reiner published his fourth book, *How Paul Robson Saved My Life*, a book of short stories, in 1999. His second novel, *All Kinds of Love*, was published in 1993 while 1995 saw his third novel, *Continue Laughing*, published.

In 2000, Reiner received the 3rd Mark Twain in Humor Award at the Kennedy Center in Washington. In 1999, he was inducted into the Television Hall of Fame. That same year, he and Mel Brooks received a Best Spoken Word/Comedy Album Grammy Award for *The Two Thousand Year Old Man in the Year 2000, The Album*.

Reiner and his wife of 56 years, Estelle, are the parents of two other children, Annie and Lucas, and five grandchildren.

ELLIOTT GOULD (Reuben Tishkoff) is an Academy Award and Golden Globe nominated actor who has performed in over seventy feature films in a career spanning over 35 years.

Few screen actors during the 1960s and 1970s personified the changes in the American zeitgeist as did this curly-haired leading man, whose engaging portrayals of wry, cynical, and often confused characters made him a counterculture favorite.

Gould gained a new generation of fans with his portrayal of "Ross and Monica's father, Jack Geller" in the popular NBC smash *Friends*. Other recent projects include the CBS series *Baby Bob*, opposite Adam Arkin and Jolie Fisher, the TV thriller *Bad Apple*, and New Line Cinema's Academy Award-nominated and critically-acclaimed *American History X*.

Gould began his career with several apprenticeships in such Broadway productions as *Rumple*, with Eddie Foy, Jr., Gretchen Wyler and Stephen Douglas, *Say Darling*, directed by Abe Burrows and written by Betty Comden, Adolph Green and Julie Styne, and *Irma La Douce*, directed by Peter Brook and starring Elizabeth Seal in her Tony Award-winning performance. From the success of these projects, Gould leapt into the leading role of Harry Bogen in David Merrick's production of *I Can Get It For You Wholesale*, with Barbra Streisand, directed by Arthur Laurentes and choreographed by Herb Ross and Nora Kaye.

Upon completion of this project, he then traveled across the Atlantic Ocean to appear in the Leonard Bernstein, Jerome Robbins, Comden and Green classic *On the Town* at the Prince of Whales Theatre on London's legendary West End. He followed this with the CBS TV special *Once Upon a Mattress*, opposite Carol Burnett. He toured with Liza Minnelli in *The Fantasticks*, directed by Ward Baker, with Shelley Winters in *LUV*, directed by Ronnie Graham, and appeared in the original Broadway productions of Jules Pfeiffer's *Little Murders*, produced by Alexander H. Cohen and *Drat the Cat*, written by Ira Levin and Milton Schafer before embarking on a motion picture career.

The first of his nearly 70 feature films was *The Confession* (now entitled *Quick, Let's Get Married* on late-night television), which starred Ginger Rogers. He then played the title role in *The Night They Raided Minsky's*, produced by Bud Yorkin and Norman Lear and directed by William Freidkin.

Gould received an Academy Award nomination for his performance as Ted in Paul Mazursky's 1969 comedy *Bob & Carol & Ted & Alice*. This success was followed by the role of Trapper John in Robert Altman's classic motion picture *M*A*S*H*, a role which landed Gould on the cover of *Time* magazine. He was then voted Outstanding Male Newcomer by the National Association of Theatre Owners after appearing in *Getting Straight*, with Candice Bergen and Harrison Ford.

The actor was chosen as the first American-born artist to appear in Ingmar Bergman's first English-speaking film, *The Touch*. He also appeared in *Move*, *Little Murders*, (which he produced) and *I Love My Wife*, in which he co-starred with Brenda Vaccaro.

Gould played the legendary Phillip Marlowe in Raymond Chandler's *The Long Goodbye*, directed by Robert Altman; *Busting* with Robert Blake; *S*P*Y*S* in which he was reunited with Donald Sutherland; *Who* with Trevor Howard, *California Split* with George Segal; and *Harry and Walter Go to New York* with James Caan, Diane Keaton and Michael Caine, directed by Mark Rydell. In addition, he appeared as himself for Robert Altman in both *Nashville* and *The Player*.

Among Gould's other motion picture credits are Joseph E. Levine's epic production of *A Bridge Too Far* directed by Richard Attenborough and starring Laurence Olivier, Liv Ullman, Sean Connery, Gene Hackman, Anthony Hopkins and Robert Redford; *Capricorn One*, *The Silent Partner*, *Matilda*, *Whiffs*, *I Will, I Will...For Now*, *Escape to Athena*, *Falling in Love Again*, *The Lady Vanishes*, with Angela Lansbury and Cybill Shephard, *The Muppet Movie* and *It's Up to You*.

He played the title role in both *Last Flight of Noah's Ark* and *The Devil and Max Devlin*, with Bill Cosby. He also appeared in *Playing Mona Lisa* opposite Marlo Thomas and Alicia Witt and *Picking up the Pieces* with Woody Allen and Sharon Stone.

Gould received critical acclaim as Harry Greenberg in Barry Levinson's production of *Bugsy*, with Warren Beatty and Annette Bening. He also appeared with Mark Wahlberg and Lou Diamond Phillips in *The Big Hit*. He recently received rave reviews for his work on the independent feature film *Johns* and the French film *Michael Kael in Katango*.

He has hosted six episodes of *Saturday Night Live*, the first of which won the show its first Emmy Award, and appeared on the seventh segment with Tom Hanks, Steve Martin and Paul Simon. Gould starred in the CBS comedy series *E/R*, which helped launch the careers of Jason Alexander, Mary McDonnell and George Clooney. He also starred in the miniseries *Rules of Marriage*, with Elizabeth Montgomery, *Blood Lines*, with Mimi Rogers, *Stolen*, *One Husband*, with Valerie Harper, *Vanishing Act*, with Mike Farrell and Margot Kidder and *Doggin' Around* for the BBC.

Gould has guest-starred on such prominent series as *LA Law* and *Touched By An Angel*. He also starred with Michael McKean in Billy Crystal's HBO series *Sessions*. Additionally, Gould has been featured in episodes of *Shelby Duvall's Fairy Tale Theatre*, *Tall Tales and Legends*, *Frog*, and *Frog II* for the award-winning Wonder Works series, and in the Children's Television Workshop primetime special with the Electric Company, entitled *Out to Lunch*.

ABOUT THE FILMMAKERS

Ocean's Twelve is **STEVEN SODERBERGH's** (Director) fourteenth film following *Solaris*, *Full Frontal*, *Ocean's Eleven*, *Traffic*, *Erin Brockovich*, *The Limey*, *Out of Sight*, *Gray's Anatomy*, *Schizopolis*, *The Underneath*, *King of the Hill*, *Kafka* and *sex, lies, and videotape*. In 2000, his films *Erin Brockovich* and *Traffic* were both nominated for Best Picture and Best Director Academy Awards. He received the Best Director Academy Award for *Traffic*.

Most recently, Soderbergh wrote, directed, photographed and edited *Equilibrium*, starring Alan Arkin, Robert Downey Jr. and Ele Keats. One of a trio of short eroticism-themed films being released as *Eros*, Michelangelo Antonioni and Wong Kar-wai direct the other two segments. The film had its premiere at the 2004 Venice Film Festival.

In addition to his credits as director, Soderbergh functioned as producer on Greg Mottola's *The Daytrippers* (1997) and on Gary Ross' *Pleasantville* (1998). As well, he served as the executive producer on David Siegel and Scott McGehee's *Suture* (1994), Godfrey Reggio's *Naqoyqatsi*, the final installment of the non-narrative films that make up the Qatsi Trilogy, beginning with *Koyaanisqatsi* and *Powaqqatsi*, and Lodge Kerrigan's *Keane*, which recently played the Telluride, Toronto and New York Film Festivals.

In 2000, Soderbergh and George Clooney formed Section Eight, a film production company based at Warner Bros. After their inaugural production, *Ocean's Eleven*, they executive produced *Far From Heaven*, written and directed by Todd Haynes. The critically acclaimed homage to 1950s melodrama starred Julianne Moore and Dennis Quaid.

In 2002, Section eight released three films: *Confessions of a Dangerous Mind*, directed by and starring George Clooney with an ensemble cast including Sam Rockwell, Drew Barrymore and Julia Roberts; *Insomnia*, directed by Christopher Nolan and starring Al Pacino, Robin Williams and Hilary Swank; and *Welcome to Collinwood*, written and directed by brothers Anthony and Joe Russo. The ensemble comedy's cast includes William H. Macy, Isaiah Washington, Luis Guzman, Jennifer Esposito, Sam Rockwell and Clooney.

More recently, they produced *Criminal*, starring John C. Reilly, Diego Luna and Maggie Gyllenhaal. Gregory Jacobs, who had collaborated with Soderbergh on ten prior films, made his directorial debut on the film, which was recently shown at the Venice and Deauville Film Festivals.

Section Eight is currently in production on *Syriana*, starring George Clooney, Matt Damon and Amanda Peet. Written and directed by Stephen Gaghan, the thriller is based on the book *See No Evil: The True Story of a Foot Soldier in the CIA's War on Terror* by Robert Baer.

They are also in post-production on *The Jacket*, starring Adrian Brody, Keira Knightley and Jennifer Jason Leigh under the direction of John Maybury, and *Rumor Has It...* directed by Rob Reiner and starring Jennifer Aniston, Kevin Costner, Mark Ruffalo and Shirley MacLaine.

Last year, Section Eight and HBO produced the television docudrama/political reality program *K Street*, starring real-life political consultants James Carville and Mary Matalin. Co-starring were a mix of actors including John Slattery and Mary McCormack, as well as real-life politicians. In January, Section Eight and HBO will premiere another new series, *Unscripted*, which details the lives of a small group of aspiring actors.

JERRY WEINTRAUB's (Producer) more than 40-year career in entertainment has spanned all genres of music, film, Broadway theatre, concerts and television.

He began his filmmaking career in 1973 when he was offered a challenge by maverick director Robert Altman to come up with the financing for a script he had called *Nashville*. Two days later, Weintraub had set up the financing on the movie, which was released to critical acclaim and is today considered one of the most important films of modern cinema

Weintraub went on to produce Barry Levinson's *Diner*, which helped launch such young talents as Kevin Bacon, Paul Reiser, Mickey Rourke, Tim Daly, Ellen Barkin and Steve Guttenberg; the smash comedy, *Oh, God*, directed by Carl Reiner and starring George Burns and folk singer John Denver and the highly successful *Karate Kid* series of four films.

Through his Jerry Weintraub Productions, based at the Warner Bros. Studios, he produced Steven Soderbergh's *Ocean's Eleven*, *The Specialist*, starring Sylvester Stallone and Sharon Stone and *Pure Country*, starring country singer George Strait.

One of the first independent movie producers to receive a star on the Hollywood Walk of Fame, Weintraub also produced a remake of the stylist television spy series, *The Avengers*, starring Uma Thurman and Ralph Fiennes and the science-fiction thriller, *Soldier*, starring Kurt Russell.

For television, he has produced myriad projects including *An Olympic Gala*, ABC's telecast of the opening ceremonies of the 1984 Olympic Games.

The older of two sons, Weintraub was born in the Bronx, New York and enlisted in the United States Air Force following high school. After receiving an honorable discharge, he returned to New York and immediately secured a job at NBC-TV as a page for the Steve Allen Show. During the day, he studied acting at the Neighborhood Playhouse under famed acting coach Sandy Meisner.

Realizing that his talent for acting was not as acute as his talent for business, Weintraub got a job in the mailroom of the William Morris Agency while keeping his position as a page at NBC at night. Three weeks into his position at William Morris, he heard about an opening for an agent at the MCA talent agency. He applied and got the job. Still in his early twenties, he went from mailroom to agent in three weeks.

After several years at MCA, he left and formed his own personal management company. Among the acts that Weintraub managed at this time were Joey Bishop, The Four

Tops, and nationally known pop singer Jane Morgan. Inevitably, his relationship with Morgan went from professional to personal and the two were married.

In 1964, Weintraub formed another artist management company, Management III. They managed acts such as Jack Paar, the Muppets, Norm Crosby and Jane Morgan. He also produced over 100 television shows and purchased from Jimmy Nederlander several Broadway theaters for which he produced such shows as *Canterbury Tales*, *Wait A Minium*, and later, *Frank Sinatra-Count Basie and Ella Fitzgerald On Broadway*.

One night Weintraub awoke from a deep sleep with a vision. He then made a call that would become the first of several career-affecting moments, to Elvis Presley's legendary manager Colonel Tom Parker. After a year of calling Parker every day, a deal was made for Weintraub to produce the Elvis tour – if he could come up with a \$1 million cash guarantee in 24 hours. The next day, Weintraub delivered the cash and began organizing Elvis' first national appearance tour.

With Elvis' tour successfully underway, Weintraub founded Concerts West. He soon was promoting concerts for some of the biggest names in the recording industry, including Bob Dylan, Neil Diamond, Led Zeppelin, The Beach Boys, John Denver and Frank Sinatra, whom he presented at Madison Square Garden in the famed “first around the world by satellite concert” called *The Main Event*. He also owned several independent record labels and music publishing companies.

Weintraub was soon invited by entertainment industry mogul Kirk Kerkorian, to become Chairman and CEO of his film company, United Artist. He subsequently formed his own film and television production company, Weintraub Entertainment Group.

Three years later, he formed Jerry Weintraub Productions at the Warner Bros. Studios. where he enjoyed a life-long relationship with Chairman of the Board Steve Ross, Bob Daly and Terry Semel.

In 1988, his friend of more than 30 years, George Bush, became the 41st President of The United States of America. In 1991, President Bush appointed Weintraub to the Board of the John F. Kennedy Center for the Performing Arts, a position he would hold through the end of the decade. His wife, Jane, was appointed to the President's Committee for the Arts and Humanities, where she served throughout the tenure or President Bush's term in office.

As he solidified his position as an entertainment industry mogul, Weintraub's interest in politics and various philanthropic endeavors flourished. His humanitarian efforts are as

impressive as his professional career. He has contributed to, received awards from and sits on the board of directors of more than 30 charitable organizations including the Hebrew Home for the Aged, The Urban League, the Elizabeth Glaser Pediatrics AIDS Foundation, the Columbia Presbyterian Hospital Department of Orthopedics, the American Heart Association, the George Bush Presidential Library Center, the Los Angeles Music Center, the Variety Club, the B'nai B'rith, the Mount Sinai Medical Center, the Children's Diabetes Foundation, the Crossroads School for Arts & Sciences, the Rose and Sam Weintraub Elementary School, Brown University, Cedars-Sinai Medical Center and the Jane and Jerry Weintraub Library of the Vista Del Mar School, among others.

In 1997, Weintraub funded UCLA's Jane and Jerry Weintraub Center for Reconstructive Bio-Technology, the first medical center in the world to blend a variety of intellectual approaches and scientific fields including tissue engineering, gene therapy, oncology and wound healing.

The Weintraubs have four children and maintain homes in Malibu, Beverly Hills, Palm Desert and Kennebunkport, Maine where he and his wife enjoy visiting with the Bushes and the many political and diplomatic friends he has made from all over the world.

Weintraub was the 2001 recipient of the Kodak Award for Extraordinary Achievement in Filmmaking at the ShowEast Awards.

GEORGE NOLFI (Screenwriter) is currently writing the feature film version of the television series *Hawaii Five-O* for Warner Bros. He is writer of the forthcoming New Line Cinema film *The Sentinel*, starring Michael Douglas.

Nolfi majored in public affairs at Princeton and did graduate work in philosophy at Oxford. He was pursuing his Ph.D. in Political Science at UCLA when he sold his first screenplay. He grew up in Boston, Chicago, and Washington, DC.

Ocean's Twelve marks **JOHN HARDY**'s (Executive Producer) ninth collaboration with Steven Soderbergh, a relationship which began in 1989 when he produced *sex, lies, and videotape*. The film went on to win the 1989 Palme d'Or at the Cannes Film Festival.

The two subsequently have teamed on seven additional films: *Ocean's Eleven*, *Erin Brockovich*, *The Limey*, *Out of Sight*, *Schizopolis*, *Gray's Anatomy*, *The Underneath* and *King of the Hill*.

Hardy was raised in Honolulu, Washington, D.C. and London where he graduated from the Bushy Hall American School. He received a B.A. in history from Louisiana State University before entering the London Film School.

His first producing credit was on *The Wooden Gun*, filmed in Israel in 1979. Written and directed by Ilan Moshenson, the film was shown at festivals in Berlin, Toronto, Locarno and Cannes.

In addition, Hardy produced two films with Morgan Mason: *No Secrets* and *Twenty-One*, which was presented at the 1991 Sundance Film Festival.

Hardy also served as executive producer for Martin Brest's *Gigli*.

SUSAN EKINS (Executive Producer) has worked with Jerry Weintraub for the past twenty years and is Vice President of Production for Jerry Weintraub Productions.

She was associate producer of the company's films *Pure Country* and *The Specialist* and executive producer of *Ocean's Eleven*, *The Avengers*, *Soldier* and *Vegas Vacation*. Ekins began her association with Weintraub when she was hired to work on the first of the four *Karate Kid* films.

A native of Los Angeles, Ekins' first job in production was with Steve McQueen on *Tom Horn*. She subsequently worked on such films as *The Idolmaker*, *The Hunter*, *Cannonball Run 2* and the television series *The Renegades*.

BRUCE BERMAN (Executive Producer) joined the production division of Warner Bros. Pictures in 1984 and rose through the executive ranks to become President of Worldwide Theatrical Production in 1989. Under his aegis, the studio produced and distributed such titles as the Oscar-winning *Driving Miss Daisy*, as well as *GoodFellas*, *Presumed Innocent*, *Robin Hood: Prince of Thieves*, *Batman Forever*, *Malcolm X*, *The Bodyguard*, *JFK*, *The Fugitive*, *Dave*, *A Time to Kill* and *Twister*.

In 1996 Berman started Plan B Entertainment, the Warner Bros. Pictures-based independent production company that was later acquired by Village Roadshow Pictures. Village Roadshow Pictures, where Berman now holds the post of Chairman and Chief Executive Officer, currently has 20 projects in various stages of development at Warner Bros. Pictures. Most recently, Berman executive produced the immensely successful *The Matrix Revolutions*, *The Matrix Reloaded*, *Ocean's Eleven*, *Training Day*, *Two Weeks Notice*, *Cats & Dogs*, *Three*

Kings, *The Matrix* and *Analyze This* through Village Roadshow's partnership with Warner Bros. Pictures, as well as the hit comedy *Miss Congeniality*, produced jointly with Warner Bros. Pictures and Castle Rock Entertainment.

One of Berman's most recent projects includes the critically acclaimed *Mystic River*, directed by Clint Eastwood and starring Academy Award™ winners Sean Penn and Tim Robbins. Up next for Berman in 2004-2005 are the high-profile sequels *Ocean's Twelve* and *Miss Congeniality 2: Armed and Fabulous*, as well as *Charlie and the Chocolate Factory*, starring Johnny Depp; a remake of the horror classic *House of Wax*, starring Elisha Cuthbert, Chad Michael Murray and Paris Hilton; *Rumor Has It*, directed by Rob Reiner and starring Jennifer Aniston, Kevin Costner and Shirley MacLaine; *Dukes of Hazzard*, based on the famous TV-series and starring Johnny Knoxville, Seann William Scott and Jessica Simpson; *The Wrong Element*, starring Harrison Ford and Paul Bettany; and the CGI-animated musical *Happy Feet* from the director of *Babe*, featuring the voices of Robin Williams, Nicole Kidman, Hugh Jackman, Elijah Wood and Brittany Murphy.

FREDERIC W. BROST's (Co-producer/Unit Production Manager) association with Steven Soderbergh dates to 1998, when he served as the production manager on *Out of Sight*. He has continued to work with the director on the films *The Limey*, *Erin Brockovich*, *Traffic* and *Ocean's Eleven*.

A graduate of the DGA's Assistant Director Trainee program, Brost worked as an assistant director or production manager on numerous feature and television projects with some of the industry's most respected directors, including Robert Altman, Arthur Hiller, George Stevens, Mark Rydell, Mike Nichols, Richard Fleischer, Irving Kirshner and Daniel Petrie.

Leaving physical production, Brost was Vice-President and Executive Production Manager for Universal Pictures, supervising all aspects of feature film production on more than 100 motion pictures. Among the films he supervised were John Waters' *Cry Baby*, Spike Lee's *Do The Right Thing*, Phil Robinson's *Field of Dreams*, Ron Howard's *Parenthood*, Harold Becker's *Sea of Love* and Paul Mazursky's *Moon Over Parador*.

In 1990, Brost returned to feature production, serving as line producer-production manager on such films as *Gigli*, *Zeus & Roxanne*, *Getting Away with Murder*, *Gordy*, *The Sandlot*, *Encino Man* and *Sweet Poison*.

Born and raised in Philadelphia, Brost first became interested in film while studying at the Sorbonne in Paris. He received his Bachelor of Arts degree from Oberlin College and did post-graduate work in Cinema at the University of Southern California.

GREGORY JACOBS (Co-Producer) most recently produced *Equilibrium*, Steven Soderbergh's segment of a trio of short films being released together as *Eros*. Michaelangelo Antonioni and Wong Kar-wai directed the other two segments.

Jacobs previously executive produced *Solaris* and produced *Full Frontal* for Soderbergh. They began their association in 1992 when Jacobs was first assistant director on *King of the Hill*.

He has collaborated with the director on six additional films, including *Ocean's Eleven*, the Academy Award-winning *Traffic*, *Erin Brockovich* (nominated for an Academy Award), *The Limey*, *Out of Sight* and *The Underneath*.

In 2003, Jacobs made his directorial debut on *Criminal*, starring John C. Reilly, Diego Luna and Maggie Gyllenhaal. The film was released in September and was shown at the 2004 Venice, Deauville and London Film Festivals.

A native of New Jersey, Jacobs attended New York University Film School. While still a student, he worked as a production assistant on independent filmmaker John Sayles' movie *Matewan*. He subsequently served as Sayles' 2nd assistant director on the films *Eight Men Out* and *City of Hope*.

As a first assistant director, he has worked frequently with such notable directors as John Schlesinger, Roland Joffe, Hal Hartley and Richard Linklater.

Among his other credits are *Miller's Crossing* and *Little Man Tate*.

PHILIP MESSINA (Production Designer) is reunited with Steven Soderbergh following his collaboration with the director on the films *Eros*, *Solaris*, *Ocean's Eleven*, *Traffic* and *Erin Brockovich*. He first worked with Soderbergh on *Out of Sight*, for which Messina served as art director. Messina's work on *Ocean's Eleven* was honored with a nomination from the Art Directors Guild in the contemporary film category.

Most recently, Messina designed Gregory Jacobs' *Criminal* and *8 Mile* for director Curtis Hanson.

Born and raised in Lawrence, Massachusetts, Messina graduated from Cornell University with a degree in architecture. His initial foray into the entertainment business was

as a set designer on the films *Mermaids*, *School Ties* and *Housesitter*, which were filmed in the Boston area.

Following a move to Los Angeles, Messina served as the art director on such films as *Hard Target*, *The Neon Bible*, *Reckless*, *The Associate*, *Trial & Error* and *The Sixth Sense*.

Messina designed the sets for the popular television series *Freaks and Geeks*, which reteamed him with director Jake Kasdan, for whom he had served as the art director on Kasdan's directorial debut, *Zero Effect*.

Messina is married to set decorator Kristen Toscano Messina, with whom he frequently collaborates.

STEPHEN MIRRIONE A.C.E. (Editor) received an Academy Award for *Traffic*, his first collaboration with Steven Soderbergh, for whom he also edited *Ocean's Eleven*.

He has since edited director Gregory Jacobs' *Criminal*, Alejandro Gonzalez Inarritu's English language drama *21 Grams*, and George Clooney's directorial debut, *Confessions of a Dangerous Mind*.

Mirrione's additional credits include three films for director Doug Liman, beginning with Liman's first feature, the comedy thriller *Getting In*. Mirrione went on to edit his critically acclaimed films *Swingers* and *Go*.

Other editing credits include two films directed by Jill Sprecher, the award-winning *Clockwatchers*, which premiered at the Sundance Film Festival in 1997 and more recently, *13 Conversations About One Thing*, which was shown at the 2001 Venice and Toronto Film Festivals.

MILENA CANONERO (Costume Designer) first worked with Steven Soderbergh when she designed the costumes for his films *Eros* and *Solaris*.

Canonero has won two Academy Awards for her costumes for *Chariots of Fire* (1982) and *Barry Lyndon* (1975), the latter shared with Ulla-Britt Söderlund. She has received five additional Academy Award nominations for *The Affair of the Necklace*, *Titus*, *Dick Tracy*, *Tucker: The Man and his Dream* and *Out of Africa*.

Canonero also won two British Academy Awards (BAFTAs) for her work on *The Cotton Club* and *Chariots of Fire*. She has been nominated three additional times for *Dick Tracy*, *Out of Africa* and *Barry Lyndon*.

In 2001, the Costume Designers Guild honored Canonero with its Career Achievement Award.

Her numerous film credits include *Bulworth*, *Death and the Maiden*, *Only You*, *Love Affair*, *Damage*, *Single White Female* (also production designer), *The Godfather Part III*, *Reversal of Fortune* (as a consultant), *Barfly*, *The Hunger*, *The Shining*, *Midnight Express* and *A Clockwork Orange*.

A native of Turin, Italy, Canonero studied costume design and art history in Paris and London. She has also designed costumes for operas at the Vienna Opera House, the Esopoletto Festival and the Metropolitan Opera House, and has worked in theater for the Teatro di Roma.

In 2001, Canonero returned to Italy to design the costumes and sets for Roman Polanski's theatrical production of *Amadeus*. In addition, she served as the production designer on the upcoming motion picture *Love is Blind*, filmed in Belgrade.

Most recently, Canonero designed the costumes for Wes Anderson's *The Life Aquatic*, filmed in Rome. Following *Ocean's Twelve*, she returned to Europe to design the costumes for Sofia Coppola's period drama *Marie-Antoinette*.

DAVID HOLMES (Composer) first collaborated with Steven Soderbergh on *Out of Sight*. He also composed the score for the director's *Ocean's Eleven*.

Holmes cut his teeth on TV soundtrack work, which caught the ear of filmmaker Mark Evans, who invited him to score *Resurrection Man*, a story loosely based on a particularly dark period in Belfast's history. He received critical acclaim for his score as well as offers from Hollywood, which subsequently led him to Soderbergh's film *Out of Sight*. His other motion picture credits include *Buffalo Soldiers*; director Michael Winterbottom's *Code 46*, starring Tim Robbins and Samantha Morton, and *Stander*, directed by Bronwyn Hughes.

Born and raised in Northern Ireland, Holmes began his music career as a DJ in a Belfast club at the age of 15. He has been absorbed in diverse musical genres since youth, growing up through punk, modism and acid house.

In 1995, his first U.K. album, *This Film's Crap Let's Slash the Seats for Go Beat!/UK*, received critical acclaim.

Two years later, Holmes went to New York to explore the city's unique melting pot of personalities and cultures. His American album debut, *Let's Get Killed*, which landed in the

Top 20 on the College Music Journal (CMJ) and placed number one on CMJ's DJ/Electronic charts was inspired by this trip.

As the *Let's Get Killed* concept was a leap forward from *This Film's Crap Let's Slash the Seats*, Holmes decided to go a bit further into the unknown with his next venture. With *Bow Down to the Exit Sign*, his third album for 1500 Records/Go! Beat Records, Holmes again stakes his claim to unexplored and intriguing new ground. The album was developed alongside a feature film script entitled *Living Room*, a unique integration of music, image and story.

Holmes' eclectic approach has lent itself to a string of other projects, including his own *Essential Mix* album for London Records and as an accomplished producer for *Primal Scream*, *John Spencer Blues Explosion* and *Martina Topley Bird*.

The composer recently partnered with Steve Hilton to form *Free Association*, an entity dedicated to giving him more creative freedom and room for experimentation both in film and with his recordings. Their first album, *David Holmes Presents*, was recently released.

Holmes received an award for one of his mixes on Pete Tong's BBC Radio One show, as well as Best Irish Album 1997 for *Let's Get Killed* at the Irish Rock Awards.

